



Conflicts of interest and related party transactions policy

Purpose

Growthpoint Properties Australia (**Growthpoint**) is committed to conducting their businesses to the highest standard and in a culture of corporate compliance, integrity and responsible and ethical behaviour.

Growthpoint comprises Growthpoint Properties Australia Limited (**GPAL**), the Growthpoint Properties Australia Trust (**GPAT**) and their controlled entities, which include Growthpoint Funds Management Limited (**GFML**), Fortius Funds Management Pty Ltd (**FFM**), Fortius Property Investment Management Australia Ltd (**FPIMAL**) (together the **Group** and each a **Group member**). Each of GPAL, GFML, FFM and FPIMAL hold an Australian financial services licence (**AFSL**).

Fortius comprises FFM, FPIMAL and their controlled entities.

GPAL is the responsible entity of GPAT. FFM and FPIMAL act as trustees and/or authorising licensees in relation to Fortius' wholesale investment funds. GPAL, FFM and FPIMAL are each required to act in the best interests of the investors in their respective funds (including if there is a conflict with their own interests), and to do all things necessary to ensure that the financial services they provide are provided efficiently, honestly and fairly.

The purpose of this policy is to ensure that the Group has arrangements in place to adequately assess and manage actual, apparent and potential conflicts of interests and related party transactions, which may arise in relation to the activities undertaken by the Group, its group members and any funds or trusts managed by them, including GPAT and Fortius funds and mandates (**Group Funds**).

This policy provides a framework for managing conflicts of interest and related party transactions, to facilitate GPAL's, GFML's, FFM's and FPIMAL's compliance with:

- their statutory obligations under the *Corporations Act 2001* (Cth) (**Corporations Act**) (including those arising from GPAL acting as responsible entity and from GPAL, GFML, FFM and FPIMAL each being a financial services licensee and being required to manage conflicts of interest), having regard to ASIC regulatory guidance;
- in relation to GPAL, the ASX Listing Rules; and
- their common law obligations, including fiduciary duties as a trustee.

Policy application

All Group employees and officers must comply with this policy.

Policy

1. What is a conflict of interest?

Conflicts of interest arise in situations where two or more interests are present which compete. These may arise in circumstances where some or all of the interests of a Group member's securityholders or Group Fund investors or mandates are inconsistent with, or diverge from, some or all of the interests of the Group, its employees or officers or one or more of the Group's other securityholders or investors. A conflict of interest may be actual, apparent or potential.

A conflict of interest may arise at different levels, including:

Growthpoint Properties Australia Limited — Conflicts of Interest and Related Party Transactions Policy

Reviewed and approved by: GPAL and GFML Boards on 22 September 2022 and FFM and FPIMAL Boards on 11 October 2022

Growthpoint Properties Australia Limited ACN 124 093 901 (**GPAL** or the **Company**)
being the responsible entity for the Growthpoint Properties Australia Trust ARSN 120 121 002 (**GPAT** or the **Trust** and, together with the Company and their controlled entities, **Growthpoint Properties Australia** or the **Group**)



- *Personal Conflict of Interest* – where the interests of a Group employee or officer actually or potentially conflict with those of a Group member or Group Fund. See Section 2 for what can constitute a Personal Conflict of Interest;
- *Related Party Transaction* – involving GPAL or GPAT and another Group member or Group Fund/mandate, or involving more than one Group Fund. Related Party Transactions can involve a conflict of interest because related parties are often in a position to influence the decision of whether a benefit is provided to them, and the terms on which any benefit might be provided. See Section 5 for what is a Related Party Transaction;
- *Business opportunities* – where for example the interests of Group Funds compete when allocating or pursuing an investment or leasing opportunity; or
- *Fund or joint venture conflicts* – where Growthpoint's interests are represented at a Co-owners' (or other) Committee, these interests may conflict with the interests of another Group fund in the same asset or venture.

All conflicts of interest should be identified and managed. How a conflict of interest will be managed will depend on the nature and extent of the conflict of interest, as outlined in Section 4.

2. Personal Conflicts of Interest

2.1 Employees and officers

A Personal Conflict of Interest can occur where an employee or officer has an interest sufficient to influence, or appear to influence, the performance of their duties and responsibilities to a Group member or Group Fund. For example, a conflict of interest may arise from an employee or officer (or an associate, such as a family member):

- owning securities in, or being involved with, a company that has a business relationship with the Group member or Group Fund (e.g. being appointed as a director of one of the Group's suppliers or tenants);
- being involved in a decision to award a contract to a family member or friend or a company they work for;
- using their position at the Group, or using the Group member's or Group Fund's property, assets or information, for personal gain or for the advantage of another person;
- having another job outside of the Group (or being a director of another company) that conflicts with the Group's businesses or has a business relationship with the Group;
- having a personal relationship (including a romantic relationship) with another employee or officer of the Group where that relationship causes, or might cause, an inability to perform responsibilities objectively and impartially; or
- accepting payments, gifts, entertainment or other gratuities or benefits from a supplier or company with which the Group member or Group Fund conducts or may conduct business.

Additional requirements regarding gifts received are set out in Part 1 of Annexure A.

As far as possible, the Group's employees and officers should avoid placing themselves in a position where there is a material conflict between their own interests and those of the Group member's or Group Fund's securityholders or investors respectively.

As part of monitoring for this policy, all employees will be required to complete an annual declaration of personal conflicts of interest.

2.2 Directors

Each director of a company also has a duty to notify the other directors of that company if they have a 'material personal interest' in a matter that relates to the affairs of the company, unless one of the exceptions set out in section 191(2) of the Corporations Act applies.

A 'material personal interest' is an interest of some substance or value that has the capacity to influence the vote of the director upon the decision to be made. The interest may be direct, indirect, contingent or contractual, and need not be pecuniary.

3. What to do if an actual, apparent or potential conflict of interest arises

3.1 Identifying conflicts of interest

All Group officers and employees are required to understand and identify actual, potential or perceived conflicts of interest and how they may arise as part of their role.

3.2 Employees

If a Group employee becomes aware of an actual, apparent or potential conflict of interest involving themselves, they must promptly notify the Company Secretary and their line manager.

The notice of a Personal Conflict of Interest should include as much detail as possible, including details in relation to:

- the nature and details of the conflict;
- the nature of the relationship giving rise to the conflict and any financial arrangements, including an estimate of any money received or paid (or to be received or paid) under the relevant transaction;
- whether or not the transaction in question is on arm's length terms and evidence of this; and any other information considered relevant or reasonable for the conflict of interest to be considered.

The notification should also include a proposal for how any actual, apparent or potential conflict of interest is to be managed. This may include:

- making disclosure regarding the conflict (if considered sufficient in the circumstances, this disclosure would need to be made clearly and promptly);
- avoiding the conflict, by abstaining from making or influencing decisions or proposals, or being removed from involvement, in the relevant matter under consideration;
- avoiding the conflict, by withdrawing from discussions or the relevant proposed transaction (subject to and in accordance with the terms of any relevant agreement); or
- restricting access to certain information.

If it is unclear whether a matter constitutes a conflict of interest (including an actual or potential conflict of interest), please promptly speak to the Company Secretary or the Compliance Manager.

Any conflicts of interest notified by a Growthpoint employee to the Company Secretary or Compliance Manager must also be included in their annual declaration of personal conflicts of interest.

3.3 Directors

Directors are required to disclose any conflicts of interest (including any material personal interests) at the start of each Board meeting, as part of the standing agenda item. A director does not need to give such notice of an interest if the director has given a standing notice of the nature and extent of the interest and the notice is still effective in relation to the interest.

If a director of GPAL, GFML or FPIMAL (or any other public company within the Group from time to time) has a material personal interest in a matter that is being considered at a meeting of the relevant public company, that director must not:

- be present while the matter is being considered at the meeting; or
- vote on the matter,

unless allowed to by the disinterested directors or by ASIC.

In addition to the above, if any actual, apparent or potential conflict of interest arises between a director's duty to the relevant Group member and another person or entity, the director must promptly notify the relevant Board Chair and Company Secretary.

3.4 Group member or Group Fund related conflicts

If any actual, apparent or potential conflict of interest arises between Group members, a Group member and a Group Fund, or between Group Funds, the relevant employee must promptly notify the Company

Secretary who will assist in ensuring that the interests of the securityholders or investors of the respective Group member or Group Funds are independently considered.

4. Managing a conflict of interest

4.1 General

All actual, apparent or potential conflicts of interest are required to be notified to the Company Secretary to ensure necessary controls are implemented to effectively manage the conflict.

4.2 Avoidance of conflicts of interest

Officers and employees of the Group should endeavour to avoid any actual, perceived or potential conflict of interest which may arise as part of their role.

4.3 Where avoidance is not possible

In relation to each actual, apparent or potential conflict of interest that is identified or raised under this policy, that conflict should be assessed and evaluated, and an appropriate response implemented, taking into account the nature and circumstances of the conflict of interest.

Employees

In the case of a conflict of interest involving an employee, the Company Secretary will initially be responsible for this assessment. The Company Secretary may discuss the conflict of interest with affected persons, consult with the Managing Director and other members of the Executive Management Team (**EMT**) and/or seek external advice (including from legal advisors).

The Company Secretary may ultimately endorse a proposal by the employee to manage a conflict included in a notification of a conflict of interest or decide upon (and implement) an alternative response, taking into account the nature and circumstances of the conflict.

The relevant employee must implement any procedures or take any other actions to manage the conflict as notified by the Company Secretary.

Directors

In the case of a conflict of interest involving a director of a Group member, the Company Secretary and relevant Board Chair will undertake the relevant assessment. Papers and minutes may be withheld from the director where appropriate, to help manage the conflict of interest.

As part of assessing each actual, apparent or potential conflict of interest, the Company Secretary must take steps or put in place procedures which it considers will ensure the management of the conflict complies with the Group member's legal, regulatory or licence obligations. The Company Secretary may engage with internal legal or external advisors in doing so.

Group member or Group Fund related conflicts

The overriding requirement is to manage any conflicts of interest at arms' length and in accordance with this Policy and any supporting protocols.

Generally any transaction between a Group member and another Group member or Group Fund will be considered or arise from a Related Party Transaction and will be managed in accordance with the Related Party Transaction provisions in this policy and supporting protocols.

Monitoring

If action is taken to control the effect of a conflict of interest, the Compliance & Risk Team must monitor those conflict management arrangements, including to ensure they are effectively implemented and regularly reviewed where applicable.

5. Related Party Transactions

Related Party Transactions involving GPAL, GPAT, GFML, FPIMAL, any registered funds managed by the Group, or any public companies in the Group, are governed by Part 2E of the Corporations Act (as adapted by Part 5C.7 of the Corporations Act) and in relation to GPAL and GPAT, by the ASX Listing Rules.

5.1 Related Party Transactions under the Corporations Act

For the purposes of the Corporations Act, a Related Party Transaction is a transaction involving a 'financial benefit' being provided to a related party, by a public company or registered fund.

Related parties in the context of the Group include:

- entities that control GPAL (**Controlling Entity**);
- Controlling Entities of FPIMAL;
- a director of GPAL, FPIMAL or a Controlling Entity, their spouses and children, or entities they control;
- in relation to a registered fund managed by the Group, a Controlling Entity of the fund's responsible entity, or a director of the responsible entity, or of a Controlling Entity, or their spouses and children, or entities they control; and
- and any other person who is a related party of a Growthpoint entity or registered fund, as prescribed by the Corporations Act.

The concept of a 'financial benefit' is very broad. Examples include:

- receiving services from or providing services to a related party (including investment management, asset management, property valuation and administration services);
- buying an asset from or selling an asset to a related party (for example, between GPAT and another Group Fund);
- leasing an asset from or to a related party;
- providing financing to or receiving financial accommodation (such as an indemnity or guarantee) from a related party;
- issuing securities or granting options to a related party; and
- releasing a related party from its obligations.

The interests of all parties are required to be considered objectively and fairly, and consideration given to the interests of each party as well as the best interests of securityholders in GPAT and if applicable, investors in any Group Fund which is involved.

Under the Corporations Act, securityholder or investor approval will generally be required for a Related Party Transaction that meets the criteria in Section 5.1. However, there are some exceptions to this contained in the Corporations Act. For example, securityholder or investor approval is generally not required for:

- a transaction on terms that would be reasonable in the circumstances if the entities were dealing at arm's length (or is on terms that are less favourable to the related party) (Corporations Act s210); or
- a benefit that is reasonable remuneration given the circumstances or a reimbursement of an officer's or employee's expenses (Corporations Act s211).

In some circumstances, member approval will also not be required if the Related Party Transaction only involves a 100% subsidiary of GPAL.

5.2 Related Party Transactions under the ASX Listing Rules

In addition to the Corporations Act requirements for Related Party Transactions, under the ASX Listing Rules, Growthpoint is required to obtain securityholder approval to acquire a substantial asset from, or dispose of a substantial asset to, certain related parties (such as subsidiaries and substantial securityholders). An asset is 'substantial' if its value (or the consideration for it) is 5% or more of the equity interests of Growthpoint (as set out in its latest accounts lodged with the ASX).

There are some exceptions under the ASX Listing Rules to the requirement to obtain securityholder approval, however if the asset is 'substantial', then legal advice should be sought.

5.3 Protocol for Related Party Transactions

Each proposed Related Party Transaction must be managed in accordance with the Group's Standing Determination Protocols unless the protocols are ineffective to manage the transaction, in which case it must be referred to the Conflicts Committee.

Following a referral, the Conflicts Committee, in accordance with its Charter, will:

- assess the proposed Related Party Transaction, based upon the information provided to it; and
- recommend the process or steps to be taken to manage the Related Party Transaction.

The objective of the Conflicts Committee process is to ensure that if a Related Party Transaction is to proceed, then:

- the transaction is in the best interests of all relevant securityholders and/or fund investors (as is applicable);
- the transaction is on arm's length terms (or if not on arm's length terms, then applicable securityholder or investor approvals are obtained); and
- the transaction is properly documented.

A transaction involving only the provision of a financial benefit by a wholesale fund (i.e. an unregistered fund) (for example a Fortius wholesale fund) will not usually be governed by Part 2E of the Corporations Act. However, the trustee of that fund will still owe fiduciary duties to its investors. For the purposes of good governance, the Group has determined that related party transactions involving wholesale funds managed by the Group should be subject to the same considerations and processes set out in this Policy and supporting protocols and will be treated as Related Party Transactions.

6. Investment and leasing opportunities

In instances where an opportunity is available to the Group, and the nature or characteristics of the opportunity mean that the investment, acquisition or leasing opportunity might be suitable for either of GPAT, an existing or proposed Group Fund, then the opportunity must be considered and handled in accordance with the Group's Standing Determinations Protocols.

7. Recording and reporting

The Company Secretary must ensure the Conflicts of Interest Register maintained by the Group is promptly updated to reflect every actual, apparent or potential conflict of interest notified or raised under this Policy, as well as how each conflict is managed and monitored.

Growthpoint's Audit, Risk and Compliance Committee (**ARCC**) and, in relation to any conflicts involving Fortius, the FFM Board will be provided with an update on any new conflicts of interest identified under this policy affecting Growthpoint or Fortius/Fortius funds or mandates respectively, and the status of any previously reported conflict of interest that is being managed, on a quarterly basis. Any material conflicts will also be reported to the GPAL Board.

The ARCC and the GPAL Board may at any time review any conflict of interest (including those previously reported), and may request further information about the management of that conflict. The ARCC and GPAL Board (as applicable) may, in its absolute discretion, require additional or alternative action be undertaken in relation to that conflict.

The Company Secretary must promptly arrange for each Related Party Transaction to be recorded in the Register of Related Party Transactions. Each Related Party Transaction must also be disclosed to Growthpoint's external auditors, who may require the transaction to be disclosed in Growthpoint's accounts as a related party dealing.

8. Training and accessibility of policy

Employees and officers of the Group are required to undertake training on this policy to ensure that they are aware of their obligations and responsibilities under this policy and the Group's relevant legal obligations.

This policy is readily accessible to all employees and officers through the Group's internal policy register.

9. Breach of policy

Employees must report any suspected breach of this policy to their line manager, the Company Secretary, the Compliance Manager, or otherwise in accordance with the Group's Whistleblower Policy.

Any breach of this policy will be regarded as a serious matter and may result in disciplinary action.

Compliance with this policy will be subject to internal and external monitoring in accordance with Growthpoint's Compliance Plan.

Related policies

This policy is an integral part of the Group's compliance framework and should be read in conjunction with the Group's Code of Conduct, Anti-Bribery and Corruption Policy, Securities Trading Policy, Whistleblower Policy and Standing Determination Protocols.

Policy review

This policy will be periodically reviewed, at least every two years, to ensure that it is operating effectively to meet the needs of the Group or earlier in response to any significant operational or regulatory developments.

Annexure A – Additional guidelines

Part 1 – Gifts

Employees and officers must not accept, directly or indirectly, payments, gifts, entertainment or any other gratuities or benefits from any supplier or company with which Growthpoint conducts or may conduct business where the receipt of such a benefit is likely to influence (or be perceived to influence) judgement on the provision of goods or services.

Where gifts or benefits are to be or have been received, then the economic value to the recipient will determine the action required, as follows:

a) Less than or equal to \$250	No reporting required.
b) Greater than \$250 but less than or equal to \$750	The gift / benefit must be disclosed to the Company Secretary promptly after receipt.
c) Greater than \$750	Approval from the Managing Director (or the Board Chair, if the Managing Director is the recipient) must be obtained before the gift / benefit is accepted. The gift / benefit must also be disclosed to the Company Secretary.

Such permitted gifts or benefits will not be considered conflicts of interest, although they will be recorded in the Conflicts of Interest Register maintained by the Company Secretary.

Employees should also not incur any expenses in connection with the giving of gifts or benefits unless they are permitted or approved under the Group's Delegations of Authority Policy.