

FY23

corporate governance statement.

17 August 2023

space to thrive.

GROWTH-POINT
PROPERTIES AUSTRALIA



2023 Corporate Governance Statement.

Group overview.

Growthpoint Properties Australia (**Growthpoint** or the **Group**) comprises Growthpoint Properties Australia Limited (the **Company**), the Growthpoint Properties Australia Trust (the **Trust**) and their controlled entities. The Company and the Trust are stapled together and trade jointly on the Australian Securities Exchange (**ASX**) under the code GOZ. The Company is the responsible entity of the Trust.

In September 2022, Growthpoint completed the acquisition of Fortius Funds Management Pty Ltd (**Fortius**). Fortius a wholly owned subsidiary of Growthpoint, manages wholesale investment funds and mandates in its role as manager and/or trustee (**funds management**). The Board of Fortius oversees the governance and performance of the funds. It comprises two independent directors and two executive directors, three of which are separate to the GOZ Board. This ensures that the responsibility for managing the interests of securityholders is separate from managing the interests of the Fortius managed funds and their respective investors. This also assists in enhancing the identification and management of conflicts of interest and related party transactions in the Group.

For information on Growthpoint's business and operations, please refer to the Group's Annual Report for the financial year ended 30 June 2023 (the **Reporting Period** or **FY23**) which forms part of Growthpoint's reporting suite.

The Board of the Company (the **Board**) is pleased to present the Group's Corporate Governance Statement for the Reporting Period.

This statement was approved by the Board on 17 August 2023.

Our governance approach.

Growthpoint is committed to ensuring that its procedures and practices reflect a high standard of corporate governance. The Group's governance framework aims to ensure accountability, transparency and effective risk management, and reinforce a culture of acting ethically, responsibly and in the best interests of Securityholders.

During the Reporting Period, Growthpoint's governance framework met the recommendations of all of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) (the **ASX Principles**), other than recommendations 2.1(a)(1) and (2), 2.4 and 8.1(a)(1) and (2), which were followed partially during the Reporting Period¹. Growthpoint is pleased that the Board's focus on board renewal and succession planning during the Reporting Period has resulted in the Board achieving its female gender diversity target of 30% (33% with effect from 5 April 2023), as well as a majority independent Board and Nomination, Remuneration and HR Committee and independent Nomination, Remuneration and HR Committee Chair in line with best practice.

ASX Principles.

Principle 1 – Lay solid foundations for management and oversight

1.1 Roles and responsibilities of the Board and management

The role of the Board is to demonstrate leadership, provide strategic direction to, and oversee the management of, the Group's operations.

¹ Recommendations 2.1(a) and 8.1(a) were followed with effect from 5 April 2023 and recommendation 2.4 from 1 December 2022.

The respective roles and responsibilities of the Board and management, including those matters expressly reserved to the Board and those delegated to management, are set out in the Board Charter, which is available on Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>. The key responsibilities of the Board include:

- **Strategy:** setting Growthpoint's strategic direction and objectives and overseeing management's implementation of the strategic objectives and performance generally;
- **Material business initiatives:** approving material or strategic business initiatives, including in relation to acquisitions, divestments, asset management, developments and other transactions or material business contracts in excess of authority levels delegated to Committees of the Board or management;
- **People and remuneration:** appointing, approving the remuneration and incentives of, and planning the succession of the Managing Director and the other members of the executive management team (**EMT**) and approving the Group's remuneration framework;
- **Board:** approving appointments to, reviewing the skills required on, and planning the succession of, the Board and determining the remuneration of the Non-executive Directors;
- **Governance:** overseeing the Group's governance framework, including key policies and documents, and process for making timely and balanced disclosure of material information to Growthpoint's securityholders;
- **Audit, risk and compliance:** overseeing the Group's risk and compliance management framework, internal audit function, internal control framework, compliance with legal and regulatory requirements and the integrity of the Group's accounting and corporate reporting systems; and
- **Financial:** overseeing the operational and financial position and performance of the Group and approving Growthpoint's annual report, distributions to Securityholders, market guidance, annual budget, major capital expenditure, funding strategy, borrowing limits and Treasury Management Policy.

The Board has approved a Delegations of Authority Policy under which the Board delegates responsibility for the day-to-day management, implementation of the strategic objectives and administration of the business of the Group to the Managing Director. Pursuant to the policy, the Managing Director has sub-delegated some of these responsibilities to other EMT members and other members of staff, with the level of delegations reflecting their roles and the operational needs of the business units they oversee.

The Delegations of Authority Policy was reviewed and updated during the Reporting Period, with enhancements made to reflect the changes to the Group's organisational structure, the growth in the business and to empower the conduct of efficient property ownership and management and funds management business operations. All officers and employees must operate within the Delegations of Authority Policy and delegated authority limits. The Managing Director is responsible to the Board for ensuring that the delegations granted to him under the Delegations of Authority Policy are implemented and managed in accordance with the policy.

The EMT is responsible for providing the Board with accurate, timely and clear information to enable the Board to perform its role and responsibilities effectively.

1.2 Appointment and re-election of Directors

The Nomination, Remuneration and HR Committee oversees the recruitment and appointment of directors. Details of this Committee are set out in section 2.1.

The Committee and Board made substantial progress on board renewal and succession planning during the Reporting Period with a number of new appointments made during the year. The Board is also undertaking succession planning for the anticipated retirement of Mr Grant Jackson at the end of his current term, as announced at the 2020 Annual General Meeting (**AGM**).

As part of the process of director appointment, and consistent with past practice, appropriate checks are undertaken before a new candidate is recommended to the Board for appointment. These include checks as to the candidate's experience, educational qualifications, character, criminal record and bankruptcy history. In addition, background checks are also undertaken in relation to senior executives before they are appointed.

The Company provides all Securityholders who are entitled to attend and vote at the AGM with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director of the Company including:

- relevant qualifications, experience, other material directorships and the skills each Director brings to the Board;
- a statement by the Board as to whether it supports the election or re-election of the candidate and a summary of the reasons why; and
- eligibility for election or re-election based on the election rules of the Company's Constitution.

1.3 Written agreements with Directors

Non-executive Directors have entered into letters of appointments personally with the Company governing their appointment which include:

- expectations in relation to the attendance of Board and Committee meetings and time commitments;
- procedures in relation to potential, perceived and actual conflicts of interests and the requirement to disclose any matter that could affect their independence;
- ability to access independent advice (at the Group's expense); and
- ongoing confidentiality obligations.

The Managing Director and all other EMT members have entered into formal employment agreements personally, which set out the terms of their employment.

1.4 Role of the Company Secretary

The Company Secretary is responsible for ensuring the smooth running of the Board and its Committees, advising the Board on governance matters and overseeing and maintaining the Group's corporate governance framework. The Company Secretary is directly accountable to the Board (via the Chair) in relation to corporate governance and the proper functioning of the Board and each Committee. All Directors have access to the Company Secretary.

1.5 Diversity

Growthpoint is committed to promoting diversity and inclusion at all levels of its business, which is reflected in the Group's values, including the values of respect and inclusion. A diverse, equitable and inclusive workplace contributes to Growthpoint's business success by assisting the Group to attract, motivate and retain a diverse workforce, understand and build relationships with Securityholders, tenants, suppliers and other key stakeholders, and foster creativity and innovation.

In 2020, Growthpoint adopted a revised Diversity Policy which included two diversity objectives set out in that policy, being to:

1. monitor, maintain and achieve the measurable gender diversity targets set by the Board, subject to business circumstances, recruitment opportunities arising and Growthpoint's desire to appoint the best candidate; and
2. promote and support a diverse and inclusive culture where employees are respected and feel that they can be authentic.

The Board, on recommendation of the Nomination, Remuneration and HR Committee, adopted measurable gender diversity targets that applied from 1 July 2020 to 30 June 2023 in support of diversity objective 1 above. The table below summarises the Group's gender diversity targets and the progress made towards achieving those targets in the Reporting Period (noting all have been achieved).

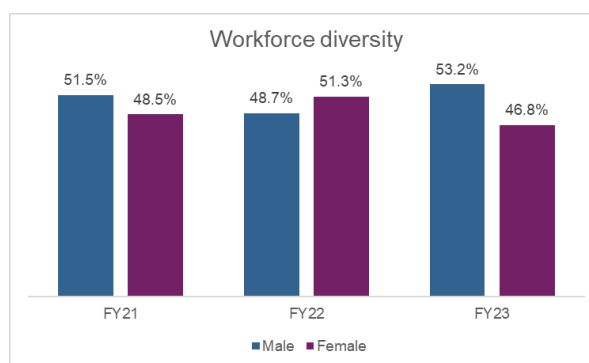
During the Reporting Period, Growthpoint also reviewed its Diversity Policy and adopted a revised Diversity, Equity and Inclusion Policy in May 2023. Growthpoint's Diversity, Equity and Inclusion Policy is available at: <https://growthpoint.com.au/corporate-governance>.

Gender diversity targets during the Reporting Period

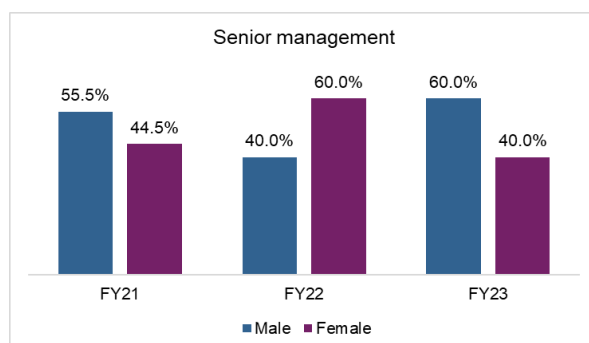
Progress made during the Reporting Period

<p>1. To have at least 30% of directors of each gender on the Board by 30 June 2023 where reasonably possible, having regard to business circumstances, vacancies arising, the Group’s desire to appoint the best candidate and the need to maintain an appropriate mix of skills, experience and expertise on the Board.</p>	<p>As at 30 June 2023, 33.3% of Directors on the Board are female.</p>	<p>Satisfied</p>
<p>2. To maintain at least one female in the EMT and to consider at least one female candidate for any new appointments to the EMT where reasonably possible, having regard to business circumstances, recruitment opportunities arising, the Group’s desire to appoint the best candidate and the need to maintain an appropriate mix of skills, experience and expertise on the EMT.</p>	<p>There has been a female member of the EMT since April 2018. In the Reporting Period one new (male) appointment was made to EMT resulting from the acquisition of Fortius in September 2022, where consideration of other candidates was not part of the transaction.</p>	<p>Satisfied</p>
<p>3. To maintain at least 40% of employees of each gender in the Group’s workforce generally.</p>	<p>As at 30 June 2023, Growthpoint employees² comprised 46.8% female and 53.2% male. Growthpoint has maintained an above 40% female workforce for the last three years. In addition, at least 40% of the Group’s senior managers³ have been female for the last three years.</p>	<p>Satisfied</p>

All employees



Senior management



² Excludes casual and contract employees.

³ Employees that report to an EMT member, excluding executive assistants.

Growthpoint also made good progress against its second diversity objective during the Reporting Period:

Diversity objective	Progress made during the Reporting Period
Promote and support a diverse and inclusive culture where employees are respected and feel that they can be authentic.	<p>Growthpoint maintained high employee engagement and alignment scores, with an engagement score of 74% (two percent above the national benchmark), including 87% of employees indicating that they would recommend Growthpoint as a great place to work.</p> <p>Growthpoint continued to deliver initiatives over the Reporting Period that focussed on employee wellbeing, engagement and professional development. These included sessions with external trainers and consultants on a broad range of issues including International Women's Day, health weeks for male and females, Food to Optimise Mood, Gut-Brain health and Coaching for High Performance. Growthpoint continued deployment and expansion of its "Well Workplace" program, including training of an additional eight mental health first aiders.</p> <p>Growthpoint held a 2-day conference following the Fortius transaction to get to know one another and share each other's knowledge and experiences.</p> <p>There has been significant investment in employee learning and development in FY23 with the deployment of DISC profiling companywide, Executive and Senior Management coaching programs, as well as a partnership with the Australian Institute of Management that supported many of our employees on their career development journey.</p> <p>During the Reporting Period, Growthpoint continued to support flexible workplace arrangements and generous paid parental leave benefits.</p> <p>All recruitment and promotions were based on merit, performance, capability and fair employment practices.</p> <p>Growthpoint also benchmarked salaries for all positions against similar positions in the market, using salary bands to enable fair and equitable decision making.</p>

Following the Reporting Period, the Board adopted the below new gender diversity targets⁴ to apply from FY24 and onwards:

- **Board:** Maintain a 30% female gender diversity target, with an aspiration of achieving 40% over the longer term.
- **Executives:** Maintain at least one female on the EMT, with the goal of achieving at least two EMT members by 2028.
- **Senior Management:** achieve 40:40:20 gender representation for direct reports to EMT by 2028.
- **Workforce:** Maintain a 40:40:20 gender representation across the workforce generally

Progress on these new gender diversity targets will be reported in the FY24 Corporate Governance Statement.

1.6 Board performance reviews

The Nomination, Remuneration and HR Committee oversees the Board performance evaluation programme. The evaluation process is undertaken periodically and considers the effectiveness and performance of the Board, its Committees, the Chair and individual Directors. The review undertaken in FY23 involved the Directors completing an anonymous questionnaire and individual Director interviews being conducted.

⁴ The new gender diversity targets remain subject to where reasonably possible, having regard to business circumstances, recruitment opportunities arising, the Group's desire to appoint the best candidate and the need to maintain an appropriate mix of skills, experience and expertise at the Board, Executive, Senior Management and Workforce levels respectively.

The Board evaluation excluded Mr Panico Theocharides and Ms Michelle Tierney as they were newly appointed directors at the time of the evaluation and to allow opportunity for them to observe the Board's operations.

1.7 Senior executive performance reviews

The Group has a process for periodically evaluating the performance of the Managing Director and other members of the EMT. The Managing Director's performance is reviewed annually by the Nomination, Remuneration and HR Committee. The performance of the other EMT members is reviewed annually by the Managing Director with feedback from the Board.

Details of the performance criteria against which the Managing Director and other EMT members were assessed for FY23 are set out on page 39 and 40 of the FY23 Remuneration Report that forms part of the Group's Annual Report (**FY23 Remuneration Report**).

Principle 2 – Structure the Board to be effective and add value

2.1 Nomination, Remuneration and HR Committee

The Board has established a Nomination, Remuneration and HR Committee, which comprises three members, all of whom are Non-executive Directors. During the Reporting Period, the composition of the Committee was reviewed and changes made so that the Committee now comprises a majority of independent members and an independent Committee Chair, Ms Josephine Sukkar AM in line with recommendations 2.1(a)(1) and (2) and 8.1(a)(1) and (2) of the ASX Principles.

The Committee operates under a Charter approved by the Board, which was reviewed for currency during the Reporting Period and updated to reflect the changes to the Committee's composition noted above. The revised Charter is available on Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>.

The Committee's key responsibilities in relation to nominations include reviewing and making recommendations to the Board regarding:

- the skills, performance and succession of the Board and individual Directors;
- appropriate candidates for appointment and re-election to the Board;
- the training and development of Directors to ensure that Directors have access to appropriate training and development opportunities that support the work of the Board; and
- the succession of the Managing Director.

No member of the Committee participates in the review of their own performance or nomination for re-election.

The Committee also has responsibilities in relation to remuneration, which are outlined in section 8.1 of this statement.

The Committee has access to employees and information, can investigate any activity within the terms of its Charter and may seek legal or other professional advice.

The Committee met six times during the Reporting Period. Please refer to pages 24, 25 and 51 of Growthpoint's FY23 Annual Report for further details of the Committee members, including their relevant experience, other directorships and attendance at Committee meetings.

2.2 Board skills matrix

The Board has adopted a skills matrix to ensure that its Directors have an appropriate mix of skills, experience and expertise to enable the Board to discharge its responsibilities.

Being a property company, the Board has expressed a particular desire to ensure it comprises a sufficient number of directors with Australian commercial property knowledge and experience. The Board is eager to ensure that where Board members are replaced, the Board's property experience is not diminished.

The following table outlines the current mix of skills represented on the Board. The Board has a strong and diverse collective skill set and experience across a range of subject matters and considers that the current mix of skills is appropriate for the Group.

Skills category	Description of the required skill	No. of directors
Real Estate/Property	<ul style="list-style-type: none"> • Experience and knowledge of the Australian commercial property market in one or more of the following areas: property acquisitions/investments and disposals, property valuations, asset or property management, leasing and development; or • Current or former executive role in a REIT or a large real estate organisation. 	9/9
Funds Management	<ul style="list-style-type: none"> • Experience in, and knowledge of, the management of third party funds and investments. 	8/9
M&A and Capital Markets	<ul style="list-style-type: none"> • Experience with M&A transactions and capital management strategies including capital partnerships, capital raisings and debt financings; or • Current or former role in investment banking or corporate advisory. 	8/9
Financial Acumen	<ul style="list-style-type: none"> • Experience in auditing or accounting, as a CFO of a listed company or equivalent or in a senior role in the finance industry or relevant qualifications; or • Expertise in financial reporting, corporate finance or debt management, including having a good understanding of financial drivers/funding. 	7/9
Strategic Planning	<ul style="list-style-type: none"> • Experience in developing and successfully implementing strategic plans and objectives to achieve the goals of an organisation. 	9/9
Listed	<ul style="list-style-type: none"> • Experience at a board or executive level with a listed organisation(s) in Australia or international equivalent, and an understanding of the Australian listed entity regulatory regime and the responsibilities of officers. 	9/9
Risk, Legal and Governance	<ul style="list-style-type: none"> • Experience in managing key areas of risk to an organisation, monitoring risk management frameworks or managing the legal and regulatory affairs of an organisation; and • Experience in governance structures and standards of a listed company or a large organisation. 	9/9
Remuneration and People	<ul style="list-style-type: none"> • Experience in relation to remuneration frameworks and setting management performance goals, managing people and influencing a positive organisational culture. 	9/9
Innovation and Technology	<ul style="list-style-type: none"> • Experience in leading or oversight of, projects which implement innovative ways of doing business; and • Experience in IT strategy, system implementation and/or digital disruption. 	6/9
Sustainability and Stakeholder Engagement	<ul style="list-style-type: none"> • Experience in ESG best practices relevant to the property sector including social responsibility and sustainability initiatives; and • Experience in stakeholder engagement. 	7/9

2.3 Director independence and tenure

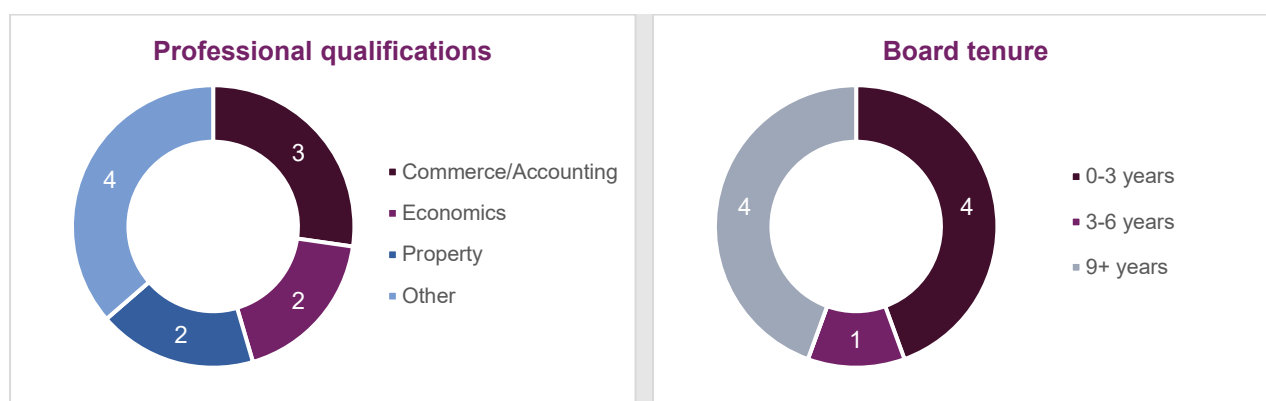
The Board's Charter requires that the independence of each Non-executive Director is assessed by the Board prior to appointment and then annually. In assessing independence, the Board will have regard to the

interests, positions and relationships potentially affecting the independent status of a Director as described in Box 2.3 of the ASX Principles.

The Directors, their appointment date and the assessment by the Board regarding independence are as follows:

Name	Appointed	Length of service (years)	Independent?
Mr Estienne De Klerk	5 August 2009	14	No (due to his position held with the Group's major Securityholder, Growthpoint Properties Limited)
Mr Grant Jackson	5 August 2009	14	Yes (independent Non-executive Director)
Mr Norbert Sasse	5 August 2009	14	No (due to his position held with Growthpoint Properties Limited)
Mr Timothy Collyer	12 July 2010	13	No (Managing Director)
Mrs Josephine Sukkar AM	1 October 2017	6	Yes (independent Non-executive Director)
Mrs Deborah Page AM	1 March 2021	2	Yes (independent Non-executive Director)
Mr Andrew Fay	1 December 2022	<1	Yes (independent Non-executive Chair)
Ms Michelle Tierney	1 April 2023	<1	Yes (independent Non-executive Director)
Mr Panico Theocharides	1 April 2023	<1	No (due to his position held with Growthpoint Properties Limited)

The Directors' professional qualifications and Board tenure are depicted in the graphs below.



Mr Grant Jackson joined as an independent Non-executive Director in 2009 and was last re-elected at the 2020 AGM. As indicated at the 2020 AGM, he intends for this to be his last term on the Board and it is anticipated that he will retire at the upcoming 2023 AGM.

The Board is satisfied that the length of his service as a Director will not interfere, or will not reasonably be seen to interfere, with his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Group and its Securityholders. In reaching this conclusion, the Board considers that Mr Jackson has retained independence of thought, character and judgement throughout his time on the Board.

2.4 Independent Directors

The Board currently comprises eight Non-executive Directors and one Executive Director. During the Reporting Period, as part of the Board's succession planning and following the retirement of Mr Marais and Mr Tomlinson and the appointment of Mr Fay, Mr Theocharides and Ms Tierney, the Board is majority independent in line with recommendation 2.4 of the ASX Principles.

As noted in section 2.3 of this statement above, five of the Non-executive Directors are considered independent.

Of the three Non-executive Directors who are deemed not independent, Mr Norbert Sasse is the Group CEO, Mr Estienne de Klerk is the CEO (South Africa) and Mr Panico Theocharides is the Group Head of Investments at Growthpoint Properties Limited, the Group's major Securityholder.

Non-Executive Directors of the Board meet regularly without management present, in order to consider matters independently.

2.5 Board Chair independence

The Chair, Mr Andrew Fay, is an independent Director and the role of chief executive officer is fulfilled by the Managing Director, Mr Timothy Collyer.

2.6 Induction and professional development of Directors

Growthpoint has a program for inducting new directors. Any new Director appointed to the Board is provided with an induction, primarily in relation to the Group's structure, strategy, key policies and governance documents, compliance and risk management framework and business operations. Meetings with key senior executives to gain an understanding of the Group's business operations, history, culture and key risks are also arranged.

The Nomination, Remuneration and HR Committee is responsible for periodically reviewing the professional development needs of Directors to ensure that the Board maintains the skills and knowledge required to perform its role effectively. In the Reporting Period, the Board received presentations and updates in areas relevant to the Group's business operations, on the industry and economic conditions generally and regarding material developments in laws and regulations and contemporary and emerging risks, such as cyber-security.

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

3.1 Values

Growthpoint has adopted the following set of values. Growthpoint's values, in addition to its policies and Code of Conduct, assist in guiding appropriate workplace culture and behaviour.



All new employees receive training on the values and Code of Conduct as part of their induction, and the values are reinforced with existing employees regularly through formal and informal training and interactions. Employees are assessed against the values as part of Growthpoint's annual performance review process.

Growthpoint is committed to conducting its business to the highest standard and to upholding a culture of corporate compliance, integrity and responsible and ethical behaviour.

3.2 Code of Conduct

Growthpoint is committed to the highest level of integrity and ethical standards in all of its business practices and has in place a Code of Conduct (**Code**) which outlines the standards of conduct and professional

behaviour expected of all Directors, senior executives and employees (including temporary employees and contractors) of the Group.

The key values underpinning the Code are as follows:

- our actions must be governed by the highest standards of integrity and fairness;
- our decisions must be made in accordance with the spirit and letter of applicable law; and
- our business must be conducted honestly and ethically, with our best skills and judgment, and for the benefit of Securityholders, employees and other stakeholders.

The Code also reinforces the requirement for compliance with the Group's policies, including in relation to conflicts of interest, privacy, anti-discrimination and equal employment opportunity, continuous disclosure and securities trading, and all applicable laws and regulations.

Any material breaches of the Code will be reported to the Nomination, Remuneration and HR Committee, along with any steps taken to address the breach. Any significant incidents will also be reported to the Board.

The Code is available on Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>.

3.3 Conflicts of Interest and Related Party Transactions Policy

Growthpoint is committed to ensuring 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.

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

- Personal Conflicts of Interest – where the interests of a Group employee or officer actually or potentially conflict with those of a Group member or Group managed fund;
- Related Party Transactions – involving the Company or Trust and another Group member or Group managed fund/mandate, or involving more than one Group managed fund;
- Business opportunities – where for example the interests of a Group managed fund competes with Growthpoint 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 as part of any future co-investment opportunities, these interests may conflict with the interests of another Group managed fund in the same asset or venture.

In managing conflicts of interest that may arise as part of operating its funds management business, Growthpoint has established appropriate structures and processes to ensure that when a conflict arises, the relevant employee, officer or Group entity liaises with the Company Secretary to implement appropriate ethical walls and information barriers between parties to ensure that the confidentiality is maintained and that each party acts in the best interest of those they are representing.

Growthpoint's Conflicts of Interest and Related Party Transactions Policy, which was revised during the Reporting Period following the acquisition of Fortius, is available on Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>.

3.4 Whistleblower Policy

Growthpoint encourages its employees, officers, suppliers and other eligible whistleblowers to report any misconduct, fraud, inappropriate behaviour or improper state of affairs in the workplace without fear of detriment or reprisal. Growthpoint offers eligible whistleblowers internal and external reporting channels including through an external and independent service provider where reports may be made anonymously.

Growthpoint's Whistleblower Policy is available on Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>.

The Audit, Risk and Compliance Committee will be informed of any incidents reported under the policy. Any material incidents will also be reported to the Board.

3.5 Anti-Bribery and Corruption Policy

Growthpoint does not tolerate or accept any form of fraud, bribery or corruption by its employees and officers. Growthpoint expects its service providers to also comply with all relevant local and national laws and regulations in relation to anti-bribery and corruption.

Growthpoint's Anti-Bribery and Corruption Policy is available on Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>.

The Audit, Risk and Compliance Committee will be informed of any breaches of this policy. Any material breaches will also be reported to the Board.

Principle 4 – Safeguard the integrity of corporate reports

4.1 Audit, Risk and Compliance Committee

The Board has established an Audit, Risk and Compliance Committee, which comprises four members, all of whom are Non-executive Directors and the majority of whom are independent Directors.

The Chair of the Committee, Ms Deborah Page AM, is an independent Director and is not the Chair of the Board. All Committee members are financially literate. The Committee also has members with relevant financial or accounting experience and an understanding of the Group's business. Please refer to pages 24 and 25 of Growthpoint's FY23 Annual Report for more details in relation to the qualifications and experience of the Committee's members.

The Board has a formal Charter for the Committee, which was reviewed for adequacy and currency during the Reporting Period. The revised Charter is available on the Group's website at: <https://growthpoint.com.au/corporate-governance>.

From an audit perspective, the Committee is responsible for monitoring:

- the financial statements, financial reports, annual report and half year report for the Group;
- the external auditor's role, remuneration, independence and performance; and
- the effectiveness and performance of the Group's internal controls.

The Committee also has responsibilities in terms of risk management, which are outlined in section 7.1 of this statement.

The Committee:

- has access to employees, officers and the external auditors without management being present;
- can investigate any activity within the terms of its Charter; and
- may seek the advice of the external auditors and legal advisers of the Group and engage independent advisers.

The Committee meets quarterly. Please refer to page 51 of the FY23 Remuneration Report for further details and attendance at Committee meetings.

4.2 Managing Director and Chief Financial Officer Declarations

Prior to the approval of the Group's financial statements for the half year and full year reporting periods, the Board receives from each of the Managing Director (being the person who performs the chief executive function) and the Chief Financial Officer a declaration in accordance with section 295A of the *Corporations Act 2001* (Cth) and the ASX Principles.

4.3 Verification of periodic corporate reports

All periodic corporate reports that are not subject to audit or external auditor review, including the Group's annual and half year reports (excluding financial reports), quarterly investor updates, annual results presentations, property compendiums, sustainability reports and this Corporate Governance Statement, are subject to verification by employees with responsibility for the relevant subject area.

All documents released to the ASX are subject to:

- final review by the relevant EMT members; and
- the approval of the designated EMT members or the Board in accordance with the Group's Continuous Disclosure Policy.

Principle 5 – Make timely and balanced disclosure

5.1 Continuous Disclosure Policy

Growthpoint is committed to ensuring that its Securityholders and market participants have access to material information concerning the operations of the Group, and that its market announcements are timely, accurate, balanced and expressed in an objective manner that allows investors to assess the impact of the information when making investment decisions.

Growthpoint's Continuous Disclosure Policy outlines the roles and responsibilities of Growthpoint's Directors and employees in complying with the Group's continuous disclosure obligations under the *Corporations Act 2001* (Cth) and the ASX Listing Rules.

Growthpoint has formed a Continuous Disclosure Committee, comprising the EMT members, which consider operational matters, material transactions and business initiatives and to identify upcoming ASX announcements and media releases. The responsibilities of the Committee include:

- monitoring Growthpoint's business activities and ensuring there are appropriate reporting channels in place to bring market sensitive information to the Committee's attention;
- reviewing potentially market sensitive information and determining whether it is required to be disclosed to the ASX;
- coordinating the form of disclosure and ensuring that announcements are properly verified and approved in accordance with the policy; and
- reporting and making recommendations to the Board with respect to continuous disclosure.

The Continuous Disclosure Policy is available on Growthpoint's website at:

<https://growthpoint.com.au/corporate-governance>.

5.2 Material market announcements

The Directors receive copies of all market announcements from the ASX at the time the announcements are released to ensure that the Board has timely visibility of the nature and quality of the information being disclosed and the frequency of such disclosures.

5.3 New and substantive investor or analyst presentations

Any new and substantive investor or analyst presentations are released to the ASX ahead of the presentations to ensure equality of information among investors, unless the presentation contains materially the same information as a presentation previously released to the ASX and no new market sensitive information is disclosed.

Principle 6 – Respect the rights of Securityholders

6.1 Growthpoint's website

Growthpoint is committed to providing Securityholders and other stakeholders with accessible and up to date information about the Group and its governance.

The Group's key corporate governance documents, including the Company's and Trust's constitutions, the charters of the Board and its Committees and the Group's key policies, are available on the corporate governance page of Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>.

Growthpoint's website also contains:

- an overview of the business and history of the Group;
- information on each of the Directors and EMT;
- the Group's corporate structure and statement of values;
- details of the Group's property portfolio and sustainability reports and achievements;
- an overview of its funds management business; and
- an investor centre which provides access to the Group's results, reports, presentations, events calendar, distributions and tax information, ASX announcements, security price performance against the ASX200 and ASX200 A-REIT index, analyst coverage details, and frequently asked questions.

Growthpoint is committed to communicating openly and honestly with Securityholders and encourages and facilitates Securityholder participation at AGMs.

6.2 Investor relations program

Growthpoint's Investor Relations and Communications Manager coordinates an investor relations program to facilitate effective two-way communication with Growthpoint's Securityholders. The program includes:

- Growthpoint's AGM in November each year, which all Securityholders are encouraged to attend;
- an annual report published in August, a half year report published in February and quarterly investor updates, all of which are available on Growthpoint's website;
- a market briefing by management every six months following the release of the Group's annual and half year financial results. The market briefings are webcast live and management is available to answer questions raised by analysts and investors. Shortly after the briefing, the webcast is available on Growthpoint's website for replay;
- engagement with proxy advisers, including organisations that represent the Group's retail Securityholders; and
- investor presentations and meetings with investors across Australia and overseas.

Securityholders may also direct their enquiries, concerns or complaints to investor.relations@growthpoint.com.au. Emails to this address are monitored by Growthpoint's Investor Relations team.

As noted above, Growthpoint's website provides access to the Group's ASX announcements, reporting suite of materials and information on its property portfolio, as well as on the Group's approach to sustainability and governance. Investors can subscribe to alerts from the Growthpoint website to receive communications from the Group immediate after release to the ASX.

Growthpoint also regularly posts to its LinkedIn corporate profile which allows it to share ASX announcements on the social media platform to reach a network of followers.

6.3 Participation at Securityholder meetings

Securityholders are entitled to participate in Growthpoint's AGM, which provides an opportunity for Securityholders to ask questions of, and express views to, the Board and management about the Group.

During the Reporting Period, the Group held its 2022 AGM in a hybrid format. Securityholders could participate in the meeting by attending the physical meeting or via an online meeting platform where

Securityholders could view a live webcast of the meeting, ask questions verbally or in writing and submit their vote online in real time.

As per prior AGMs, Securityholders will be able to provide questions they would like addressed at the AGM via email prior to the meeting (as well as at the meeting), with details of how to submit prior questions provided in the AGM notice of meeting.

The Group's external auditor is invited to attend all AGMs and is available to answer questions on the Group's financial statements and the conduct of the audit.

Securityholders who are not able to participate in the AGM in person may appoint proxies to represent them at the meeting. The AGM is recorded and available for viewing at any time on Growthpoint's website.

The Chairman's and Managing Director's addresses and the AGM presentation materials are released to the ASX ahead of the AGM and uploaded to the Group's website. Voting results on matters considered at the AGM are released to the ASX after the AGM and uploaded to the Group's website.

6.4 Resolutions by poll

All substantive resolutions at the AGM are decided by a poll rather than by a show of hands.

6.5 Electronic communications

Securityholders are encouraged to receive electronic communications from Growthpoint's security registry, including notices of AGMs and annual reports, to assist with Growthpoint's commitment to sustainability, as well as being more cost effective. Securityholders also have the option to send communications to Growthpoint and its security registry electronically.

Growthpoint's security register is managed by Computershare. Securityholders may update their communication preferences electronically on the Computershare website. Hard copy communications sent to Securityholders by Computershare include a website address that allows investors to submit online enquiries or update their details electronically. The contact page on the Group's website provides email addresses for contacting the Group and Computershare.

Principle 7 – Recognise and manage risk

7.1 Audit, Risk and Compliance Committee

As outlined in section 4.1 of this statement, the Board has established an Audit, Risk and Compliance Committee to assist with oversight of the Group's risk management framework. See section 4.1 for details of the Committee members and their attendance at Committee meetings during the Reporting Period.

The Committee's responsibilities in relation to risk management include:

- overseeing and reviewing the Group's risk management framework and internal control systems;
- monitoring the implementation by management of appropriate and adequate risk management controls and reporting systems; and
- overseeing reporting by management to the Board as to whether the Group's material risks are being effectively monitored and mitigated.

7.2 Risk Management Framework

Growthpoint recognises the importance of risk management across its entire business landscape and how a structured and cohesive approach to risk identification, assessment and management is a fundamental foundation of good corporate governance.

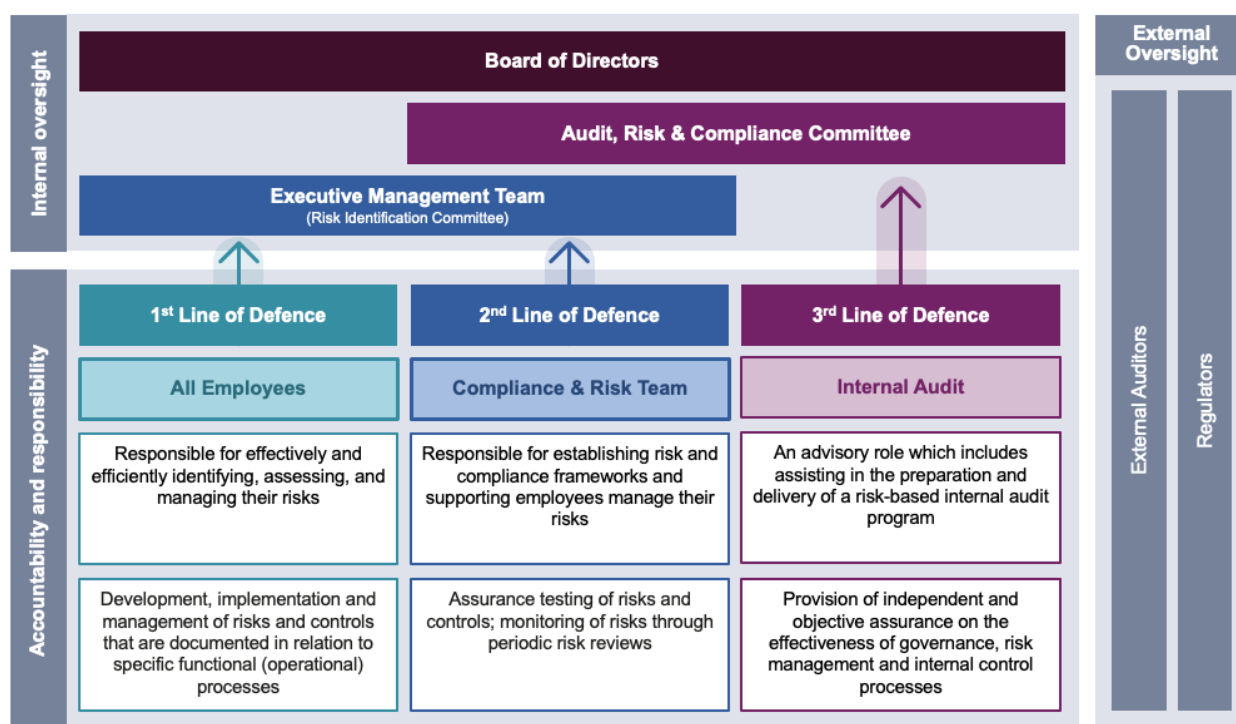
Growthpoint does not seek to eliminate all risk as this would remove opportunities as well as upside risk. Instead, Growthpoint seeks to effectively manage risk required to achieve its strategic objectives.

The Group’s risk management framework includes an overarching Risk Management Framework Policy, which governs the Group’s approach to identifying and managing risks and the roles and responsibilities within Growthpoint. This policy has procedures for considering, identifying and assessing relevant contemporary and emerging risks, such as risks relating to cyber-security and sustainability. The policy is reviewed annually to ensure that it continues to be sound and effective to identify and manage the Group’s risks and was reviewed in the Reporting Period.

The Board and the Audit, Risk and Compliance Committee approve the Group’s risk policies, strategies and framework. Management is responsible for the implementation of the Group’s system of risk management and controls. Management reports to the Audit, Risk and Compliance Committee and the Board on a semi-annual basis, regarding the Group’s key risks and the effectiveness of the controls in place to manage those risks. In addition, the funds management business reports the risks faced by the Fortius managed funds to the Fortius board on a semi-annual basis.

During the Reporting Period, the Board, with the assistance of the Audit, Risk and Compliance Committee, reviewed the Group’s risk management framework and determined that it continues to be sound and the Group is operating with due regard to the risk appetite statement set by the Board.

Growthpoint employs a ‘Three Lines of Defence’ Model to support effective enterprise risk management by distinguishing roles and accountabilities within Growthpoint’s risk governance framework. This model is depicted below and enhances Growthpoint’s risk aware culture.



7.3 Internal audit function

Growthpoint has appointed an independent, third-party internal auditor to assist with the evaluation and continuous improvement of the effectiveness of the Group’s governance, risk management and internal control processes. The Audit, Risk and Compliance Committee approved an annual internal audit plan during the Reporting Period and is responsible for monitoring the internal audit function.

The role of the internal audit function is to provide assurance to the Audit, Risk and Compliance Committee as to the effectiveness of the Group’s processes for managing particular areas of risk and compliance. Internal audit recommendations made to the Audit, Risk and Compliance Committee are addressed and implemented by management as appropriate.

The Group has also identified and documented (with the assistance of an external consultant) the controls framework for certain of Growthpoint's operational/process-oriented risks. The Group's Compliance and Risk team undertake assurance testing of key controls on a quarterly basis and report the results of these to the Audit, Risk and Compliance Committee.

7.4 Material exposure to environmental or social risks

As outlined in section 7.2 of this statement, the Group has in place a risk management framework which provides a structured and consistent approach in identifying and managing the Group's key risks.

As part of the semi-annual assessment of the Group's key risks and regular monitoring for any new emerging material risks, management and Directors consider whether the Group has any material exposure to environmental or social risks.

Please refer to pages 30 and 31 of Growthpoint's FY23 Annual Report for the Group's material business risks and how it is managing those risks.

As noted in the FY23 Annual Report, the Group has identified (i) environmental sustainability and climate change and (ii) social sustainability as material business risks that could impact Growthpoint's achievement of its strategic and financial objectives. The Group reports biennially with reference to the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). Growthpoint's 2021 TCFD statement is available on its website at: <https://growthpoint.com.au/results>.

The Group also prepares and publishes a modern slavery statement annually. Growthpoint's latest modern slavery statement, published on 16 November 2022, is available available on the corporate governance page of Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>.

Principle 8 – Remunerate fairly and responsibly

8.1 Nomination, Remuneration and HR Committee

As outlined in section 2.1 of this statement, the Board has established a Nomination, Remuneration and HR Committee to assist the Board in discharging its responsibilities in relation to human resources and remuneration matters. See section 2.1 for details of the Committee members and their attendance at Committee meetings during the Reporting Period.

The Committee's responsibilities include reviewing and making recommendations to the Board as required in relation to the:

- remuneration of Directors;
- remuneration packages awarded to the Managing Director and other key management personnel (including bonus incentives and related key performance indicators);
- Managing Director's recommendations for the remuneration of the Group's other employees; and
- introduction of, and amendments to, any employee securities plan established by Growthpoint.

The Committee also oversees Growthpoint's remuneration framework, policies and practices generally.

8.2 Remuneration framework and policies

Growthpoint's remuneration framework is based on attracting and retaining suitably qualified and experienced Board members and employees in each respective role and is tailored to encourage overall performance which is in the best interests of all Securityholders.

The FY23 Remuneration Report on pages 32 to 51 of Growthpoint's FY23 Annual Report outlines the Group's remuneration framework, policies and practices (including the Minimum Securityholding Requirement) that were in place during the Reporting Period, and details the remuneration paid to Directors and executive key management personnel for the Reporting Period.

8.3 Equity based remuneration scheme

As at 30 June 2023, the Group had in place an Employee Securities Plan (**Plan**) for the Managing Director, other EMT members and eligible employees. The Plan is designed to link those employees' remuneration with the Group's long-term strategic objectives and financial performance.

Under Growthpoint's Securities Trading Policy, current officers and employees granted securities under the Plan are prohibited from entering into a transaction if that transaction effectively operates to hedge or limit the economic risk of securities allocated under the Plan during the period those securities remain unvested or subject to other restrictions under the terms of the Plan.

The Securities Trading Policy is available on Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>.

FY23 Corporate Governance Statement

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