

Space to thrive.

Growthpoint Properties Australia

Growthpoint Properties Australia Trust
ARSN 120 121 002
Growthpoint Properties Australia Limited
ABN 33 124 093 901 AFSL 316409

2020 annual general meeting.

Notice of Meeting and Explanatory Notes

Meeting date:

Thursday 19 November 2020

Meeting time:

4:30pm (AEDT)

Registration:

4:00pm (AEDT)

If you are unable to attend the Meeting, please lodge your proxy appointment in accordance with the instructions at page 15 in the Notice of Meeting.

GROWTH-POINT
PROPERTIES



What's inside.

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Further information

You should read this document in full. It contains important information to assist you in your voting decisions.



GOZ FY20 Annual Report

Investors are encouraged to read the FY20 Annual Report prior to the Meeting which can be viewed online at: growthpoint.com.au/GOZ-FY20-Annual-Report



Lodgement of proxy appointments and authorities

To be valid, the proxy appointment (and any power of attorney or other original authority under which it is signed or a certified copy of it) must be received no later than 4:30pm (AEDT) on Tuesday 17 November 2020.

Further information can be found on page 15.



A message from the Chairman.

19 October 2020

Dear securityholder of Growthpoint Properties Australia (**Securityholder**),

On behalf of the Board, I invite you to join us at the 2020 Annual General Meeting of Growthpoint Properties Australia which will comprise an Annual General Meeting of the shareholders of Growthpoint Properties Australia Limited (**Company**) and a meeting of the unitholders of Growthpoint Properties Australia Trust (**Trust**) to be held concurrently at 4:30pm (AEDT) on Thursday 19 November 2020 (**Meeting**).

Enclosed is the Notice of Meeting which sets out the business to be dealt with at the Meeting and the accompanying Explanatory Notes.

In light of the COVID-19 pandemic and the temporary changes in legislation in Australia which permit the convening of virtual (rather than face-to-face) meetings, the Board has decided to hold the Meeting virtually this year. This is in the interests of the health and safety of our Securityholders, Board members and employees.

Accordingly, Securityholders will not be able to physically attend the Meeting but they will still be able to participate at the virtual Meeting by listening to the Meeting, voting and submitting questions online in real time. Page 13 of the Notice of Meeting provides information on how Securityholders can participate at the virtual Meeting.

The items of business to be considered at the Meeting are Growthpoint Properties Australia's FY20 financial reports, adoption of the Remuneration Report, annual re-election of directors and proposed equity grants to the Managing Director pursuant to his short and long-term incentive arrangements.

The Board recommends that Securityholders vote in favour of each resolution to be considered at the Meeting.

Securityholders are encouraged to submit any questions in advance of the Meeting. Questions submitted this way must be received by no later than 5:00pm (AEDT) on Wednesday 18 November 2020.

Securityholders may also appoint a proxy to attend and vote on their behalf. To be valid, your completed proxy appointment must be received by no later than 4:30pm (AEDT) on Tuesday 17 November 2020. Instructions on how to submit your proxy appointment are set out on page 15 of the Notice of Meeting and are available at www.investorvote.com.au.

We thank you for your continued support.

Yours sincerely



Geoff Tomlinson
Independent Chairman



Geoff Tomlinson
Independent Chairman and Director

Notice of meeting.

Notice is given that the Annual General Meeting of shareholders of Growthpoint Properties Australia Limited (**Company**) will be held concurrently with a meeting of unitholders of Growthpoint Properties Australia Trust (**Trust**) (together, **Growthpoint Properties Australia or Growthpoint**) as a virtual meeting on Thursday 19 November 2020 at 4:30pm (AEDT) (**Meeting**).

Due to the impact of the COVID-19 pandemic, Growthpoint has prioritised the health and safety of its Securityholders, Board members and employees and will hold the Meeting virtually via an online platform. Accordingly, Securityholders will not be able to physically attend the Meeting.

To participate in the Meeting online, you need to log in to the Meeting in the following ways:



from your computer or mobile device, by entering the URL in your browser: web.lumiagm.com/381681848; or



by using the Lumi AGM app, which is available for download from the Apple App Store or Google Play Store and entering the meeting ID 381 681 848.

Registration will open at 4:00pm (AEDT) on Thursday 19 November 2020 (30 minutes prior to the start of the Meeting).

We encourage you to participate in the Meeting and further details are outlined in the Explanatory Notes (see page 13 – How to Participate in the Meeting). Instructions on how to log on to participate in the Meeting, including submitting questions, voting and browser requirements are also available in the Virtual AGM Guide on Growthpoint's website at growthpoint.com.au/2020-AGM.

Item 1: Financial reports – Company and Trust

To receive and consider the financial reports and the reports of the Directors and the auditors in respect of Growthpoint Properties Australia for the financial year ended 30 June 2020.

Note: There is no requirement for Securityholders to approve these reports.

Item 2: Remuneration Report – Company only

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

"That the Remuneration Report of the Company as contained in Growthpoint Properties Australia's Annual Report for the financial year ended 30 June 2020 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Item 3: Re-election of Directors – Company only

To consider and, if thought fit, pass the following resolutions as separate ordinary resolutions of the Company:

- (a) *"That Mr Norbert Sasse be re-elected as a Director of the Company."*
- (b) *"That Mr Grant Jackson be re-elected as a Director of the Company."*
- (c) *"That Ms Josephine Sukkar be re-elected as a Director of the Company."*

Item 4: Grant of FY20 transitional long-term incentive (LTI) Performance Rights to Managing Director – Company and Trust

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company and Trust:

*"That for the purposes of ASX Listing Rule 10.14 and all other purposes, the grant of 49,732 Performance Rights to Timothy Collyer as his FY20 transitional LTI under the Growthpoint Properties Australia Employee Incentive Plan (**Plan**) and on the terms set out in the Explanatory Notes, is approved."*

Item 5: Grant of FY21 forward-looking LTI Performance Rights to Managing Director – Company and Trust

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company and Trust:

"That for the purposes of ASX Listing Rule 10.14 and all other purposes, the grant of 243,161 Performance Rights to Timothy Collyer as his maximum FY21 forward-looking LTI under the Plan and on the terms set out in the Explanatory Notes, is approved."

Item 6: Grant of FY20 short-term incentive (STI) Performance Rights to Managing Director – Company and Trust

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company and Trust:

"That for the purposes of ASX Listing Rule 10.14 and all other purposes, the grant of 43,414 Performance Rights to Timothy Collyer as the deferred component of his FY20 STI under the Plan and on the terms set out in the Explanatory Notes, is approved."

Item 7: Grant of FY21 STI Performance Rights to Managing Director - Company and Trust

To consider and, if thought fit, pass the following as an ordinary resolution of the Company and Trust:

“That for the purposes of ASX Listing Rule 10.14 and all other purposes, the grant of 101,306 Performance Rights to Timothy Collyer as the maximum deferred component of his FY21 STI under the Plan and on the terms set out in the Explanatory Notes, is approved.”

Further information

For further information about the items of business, please refer to the Explanatory Notes which accompany and form part of this Notice of Meeting.

Voting exclusions

The following voting exclusions apply in respect of voting at the Meeting.

Voting exclusion statement for Item 2

The Company will disregard any votes cast on Item 2:

- › by, or on behalf of, a member of the key management personnel (**KMP**) whose remuneration is disclosed in the Company's Remuneration Report for the year ended 30 June 2020 and their closely related parties, regardless of the capacity in which the vote is cast; or
- › as a proxy by a member of the KMP at the date of the Meeting and their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Item 2:

- › in accordance with a direction in the proxy appointment; or
- › by the Chairman of the Meeting in accordance with an express authorisation in the proxy appointment to exercise the proxy even though the item is connected with the remuneration of the KMP.

Voting exclusion statement for Items 4, 5, 6 and 7

Growthpoint Properties Australia will disregard any votes cast on Items 4, 5, 6 or 7:

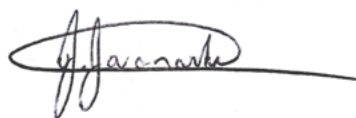
- › in favour of the Item by or on behalf of Timothy Collyer (Managing Director) or any of his associates; or
- › as a proxy by a person who is a member of the KMP at the date of the Meeting and any of their closely related parties.

However, this does not apply to a vote cast on Items 4, 5, 6 or 7:

- › as proxy or attorney for a person who is entitled to vote on Items 4, 5, 6 or 7 (as applicable), in accordance with a direction given to the proxy or attorney to vote on the relevant Item in that way;

- › by the Chairman of the Meeting as proxy for a person who is entitled to vote on Items 4, 5, 6 or 7 (as applicable), in accordance with a direction given to the Chairman to vote on the relevant Item as the Chairman decides; or
- › by a Securityholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the Securityholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the relevant Item; and
 - the Securityholder votes on the relevant Item in accordance with directions given by the beneficiary to the Securityholder to vote in that way.

By order of the Board of the Company and the responsible entity of the Trust.



Jacqueline Jovanovski
Company Secretary

19 October 2020

Explanatory notes.

These Explanatory Notes provide Securityholders of Growthpoint Properties Australia with information in respect of the items of business to be considered at the Meeting.

Securityholders should carefully review these Explanatory Notes, which form part of the attached Notice of Meeting (Notice).

Item 1: Financial reports – Company and Trust

The Growthpoint Properties Australia FY20 Annual Report (comprising the financial report, Directors' report and auditor's report for the Company and the Trust) for the financial year ended 30 June 2020 (**FY20**) was despatched to Securityholders in advance of this Notice. Securityholders can access a copy of the FY20 Annual Report on Growthpoint's website at growthpoint.com.au/GOZ-FY20-Annual-Report.

Securityholders will be given a reasonable opportunity at the Meeting to raise questions on the financial statements and reports. Securityholders will also be able to ask questions of the current auditor, Ernst & Young.

Please email any questions for the auditor to investor.relations@growthpoint.com.au by no later than **5:00pm (AEDT) on Thursday 12 November 2020**. Please note that individual written responses will not be sent to Securityholders.

Item 2: Remuneration Report – Company only

The Remuneration Report for the FY20 financial year is contained in the Growthpoint Properties Australia FY20 Annual Report at pages 34 to 52 (**FY20 Remuneration Report**). It sets out Growthpoint's remuneration framework, policies and practices that were in place during FY20, and details the remuneration paid to Directors and executive KMP for the year. There will be an opportunity for Securityholders at the Meeting to comment on and submit questions about the FY20 Remuneration Report.

Securityholders are being asked to vote on the adoption of the FY20 Remuneration Report (Item 2) in accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**). The vote is advisory only and will not bind the Directors or the Company, however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The Board unanimously recommends that Securityholders vote in favour of adopting the FY20 Remuneration Report.

Item 3: Re-election of Directors – Company only

Mr Norbert Sasse and Mr Grant Jackson were last re-elected to the Board of the Company at the 2017 Annual General Meeting and Ms Josephine Sukkar was also elected at that meeting. In accordance with rule 11.1(e) of the Company's Constitution, they each retire and are standing for re-election as Directors of the Company.

Biographical information for Mr Sasse, Mr Jackson and Ms Sukkar is set out below.



Norbert Sasse, BCom (Hons) (Acc), CA (SA)

Mr Sasse is the Group Chief Executive Officer and a Director of Growthpoint Properties Limited, and a Director of V&A Waterfront Holdings, Globalworth Real Estate Investments Limited and Capital & Regional plc. He has over 24 years' experience in corporate finance dealing with listings, delistings, mergers, acquisitions and capital raisings, and over 17 years' experience in the listed property market.

Mr Sasse was appointed as a Director of the Company on 5 August 2009. He is the Chair of the Nomination, Remuneration and HR Committee.

The Board does not consider Mr Sasse to be an independent Director due to his position at Growthpoint Properties Limited, which is the majority Securityholder of Growthpoint Properties Australia.

The Board considers Mr Sasse's significant experience in property, corporate finance and strategy has been of great benefit to the Board. In recommending his re-election, the Board recognises Mr Sasse's valuable contributions to the Board and the Nomination, Remuneration and HR Committee. Mr Sasse has confirmed that he has sufficient time to meet his responsibilities as a Director of the Company if re-elected.



Grant Jackson, Assoc. Dip. Valuations, FAPI

Mr Jackson has over 34 years' experience in the property industry including 30 years as a qualified valuer. He has expertise in a wide range of valuation and property advisory matters on a national basis and regularly provides expert evidence to Courts and Tribunals.

Mr Jackson was appointed as a Director of the Company on 5 August 2009 and is a member of the Audit, Risk & Compliance Committee. He is also Chairman of m3property.

The Board considers Mr Jackson to be an independent Director. 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 Growthpoint 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.

The Board also considers that Mr Jackson's significant experience in the property industry and property valuations and his deep understanding of Growthpoint's portfolio has added valuable expertise to the Board. In recommending his re-election, the Board recognises Mr Jackson's valuable contributions to the Board and the Audit, Risk & Compliance Committee. Mr Jackson has confirmed that he has sufficient time to meet his responsibilities as a Director of the Company if re-elected.

Explanatory notes.



Josephine Sukkar AM, BSc (Hons), Grad Dip Ed

Ms Sukkar is the co-founder and Principal of Buildcorp which she established with her husband over 30 years ago. She is currently a non-executive director of

Washington H. Soul Pattinson, the Property Council of Australia, Opera Australia, the Australian Museum, the Centenary Institute and the Sydney University Football Club Foundation. She is also Chair of the Buildcorp Foundation and a member of the Order of Australia. She was previously a non-executive director of The Trust Company, YWCA NSW and the University of Melbourne's Infrastructure Advisory Board.

Ms Sukkar was appointed as a Director of the Company on 1 October 2017 and is a member of the Nomination, Remuneration and HR Committee.

The Board considers Ms Sukkar to be an independent Director.

The Board also considers that Ms Sukkar's significant experience in the property and construction industry and her diverse experience as a director across a range of organisations and industries has added valuable expertise to the Board. In recommending her re-election, the Board recognises Ms Sukkar's valuable contributions to the Board and the Nomination, Remuneration and HR Committee. Ms Sukkar has confirmed that she has sufficient time to meet her responsibilities as a Director of the Company if re-elected.

The Board (in each case in the absence of the relevant Director) unanimously supports the re-election of Mr Sasse, Mr Jackson and Ms Sukkar and recommends that Securityholders vote in favour of each of the re-elections.

Items 4, 5, 6 And 7: Grants of Performance Rights to Timothy Collyer (Managing Director) – Company and Trust

Changes to the STI and LTI arrangements

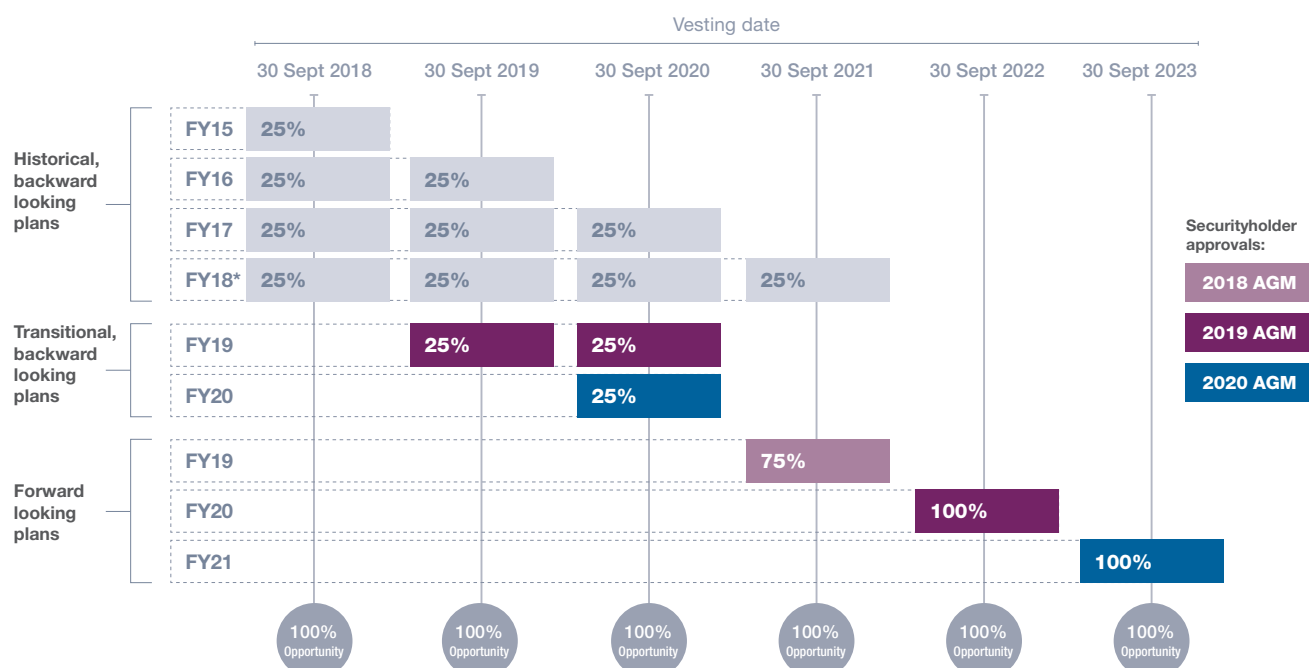
In 2018, the Board undertook a comprehensive review of Growthpoint's remuneration framework to bring it more in line with market practice, resulting in the implementation of a new forward-looking LTI arrangement with effect from the 2019 financial year (**FY19**).

There is a transition period with the current backward-looking plans continuing to operate with steadily reducing opportunities until they are phased out completely when the first forward looking LTI plan reaches vesting (around 30 September 2021) as shown in the diagram below.

The transitional LTI arrangements outlined below ensure that Mr Collyer can only receive a maximum of 100% of his LTI opportunity in any given year, being 80% of his total fixed remuneration (**TFR**) in accordance with his employment contract.

With effect from FY19, the Board also introduced:

- deferral for part of the STI awarded to executive KMP, moving from 100% payment in cash to two thirds payment in cash, with the remainder of the STI outcome deferred and awarded as STI Performance Rights; and
- a minimum securityholding requirement (**MSR**) for executive KMP and the Directors. Mr Collyer's MSR is 100% of his TFR in equivalent value of Growthpoint ordinary stapled securities (**Stapled Securities**) by 30 June 2022. As at 30 September 2020, Mr Collyer fulfils the MSR requirement and holds 1,035,744 Stapled Securities.



* No LTI awards were made (and Securityholder approval sought) as the performance condition hurdles were not met.

Explanatory notes.

Managing Director's STI and LTI Performance Rights

FY20

Under Growthpoint's transitional LTI arrangements, Timothy Collyer, Managing Director, is eligible to receive a grant of 49,732 Performance Rights (Item 4) (**FY20 Transitional LTI Award**). This award reflects the outcome of his FY20 transitional LTI plan opportunity (**FY20 Transitional LTI Opportunity**) following testing against the backwards-looking Performance Conditions described at page 9.

Mr Collyer is also eligible to receive a grant of 43,414 STI Performance Rights (Item 6) (**FY20 Deferred STI Equity Award**) as the deferred component (\$187,548) of his FY20 STI outcome (\$562,700) which was determined by the Board following testing against the Performance Conditions. Further details regarding Mr Collyer's FY20 STI outcome are set out in the FY20 Remuneration Report.

FY21

Mr Collyer's remuneration for the financial year ending 30 June 2021 (**FY21**) is:

- > a TFR of \$1,000,000, which did not increase from FY20; and
- > at risk remuneration comprising a:
 - maximum LTI opportunity of 80% of his TFR. This opportunity comprises a grant of 243,161 forward-looking LTI Performance Rights which vest after the end of the third year subject to achievement against the Performance Conditions outlined on page 10 (Item 5) (**FY21 Forward-Looking LTI Opportunity**); and

- maximum STI opportunity of 100% of his TFR. This opportunity comprises of a maximum of 101,306 STI Performance Rights (equivalent to 33.33%) (**FY21 Maximum STI Performance Rights Opportunity**) (Item 7) and the balance in cash, subject to achievement against the Performance Conditions outlined on page 11 at the end of FY21.

Approval sought from Securityholders

ASX Listing Rule 10.14 requires a listed entity to obtain the approval of the holders of its ordinary securities before it issues any equity securities under an employee incentive scheme to a director or an associate of a director.

Growthpoint is seeking Securityholder approval in accordance with ASX Listing Rule 10.14 for the grant of Performance Rights under Items 4, 5, 6 and 7 to Timothy Collyer (Managing Director and a Director of the Company), under the Plan and on the terms set out below, as Stapled Securities may be delivered to Mr Collyer upon vesting of the Performance Rights.

Growthpoint grants Performance Rights under the Plan because they create alignment between the interests of Mr Collyer and Securityholders but do not provide him with the full benefits of Stapled Security ownership unless and until the Performance Rights vest.

If Item 4, 5, 6 or 7 is not approved, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Collyer in lieu of the relevant Item.

The approvals sought relate to equity grants in respect of Mr Collyer's remuneration for the FY20 year, as well as for the at risk equity grants comprising his maximum opportunities for the FY21 year.

Item 4: Key terms of the FY20 Transitional LTI award

Maximum Entitlement

Mr Collyer had a FY20 Transitional LTI Opportunity of \$200,000.00. Due to the change in the LTI structure from FY19, this amount reflects the maximum opportunity of 25% of his usual maximum entitlement of 80% of his TFR.

Number of Performance Rights

Following testing of the Performance Conditions, Mr Collyer is entitled to receive 49,732 Performance Rights equivalent to 83.8% of the FY20 Transitional LTI Opportunity (i.e. a grant of Performance Rights with a value of \$167,600.00).

The number of Performance Rights was determined by dividing the value of his grant by the volume weighted average price (**VWAP**) of Stapled Securities traded on the ASX on the 20 trading days prior to (but not including) 30 September 2020 (\$3.37), rounded down to the nearest whole Performance Right.

Vesting and Vesting Dates

The Performance Rights will vest shortly after they are granted, subject to Mr Collyer remaining employed by Growthpoint on the vesting date.

Explanatory notes.

Performance Period and Performance Conditions (retrospective performance)

The Performance Period for the FY20 Transitional LTI Opportunity was 1 July 2019 to 30 June 2020, however the performance conditions were subject to a three year measurement period ending 30 June 2020.

The two Performance Conditions which applied to the FY20 Transitional LTI Opportunity were total securityholder returns (**TSR**) (50%) and return on equity (**ROE**) (50%).

TSR Performance Condition – 50% weighting

TSR is defined as being the amount of dividends/distributions paid/payable by Growthpoint during the measurement period and the change in the price at which Stapled Securities are traded between the beginning and the end of the measurement period.

Growthpoint's TSR is benchmarked relative to the relevant members of the S&P/ASX A-REIT 200 Accumulation Index over the measurement period (**TSR Component**).

The proportion of the TSR Component which will be granted to Mr Collyer as Performance Rights was determined by reference to Growthpoint's TSR ranking as set out in the following vesting schedule:

Growthpoint's TSR rank in the relevant comparator group	% of TSR Component to be granted as Performance Rights
<i>At or below the 50th percentile</i>	Nil
<i>At the 51st percentile</i>	50%
<i>Between 51st and 76th percentile</i>	Straight line pro rata vesting between 50% and 100% (i.e. plus 2% for each percentile above the 51st percentile)
<i>At or above 76th percentile</i>	100%

ROE Performance Condition – 50% weighting

ROE measures the total return on equity employed and takes into account both capital appreciation of the assets of Growthpoint and cash distributions of income. The return will be calculated on the starting net tangible assets (**NTA**) per Stapled Security and includes the change in NTA per Stapled Security over the measurement period plus the distribution made as a return on the starting NTA per Stapled Security.

Growthpoint's ROE is benchmarked relative to the ROE's of the relevant members of the S&P/ASX A-REIT 200 Accumulation Index over the measurement period (**ROE Component**).

The benchmark is calculated as the weighted average ROE of those relevant members in the S&P/ASX A-REIT 200 Accumulation Index. The weighting is by the adjusted index weight of the comparator group, excluding Growthpoint.

Growthpoint's ROE	% of ROE Component to be granted as Performance Rights
<i>Below benchmark return</i>	Nil
<i>Achievement of benchmark</i>	50%
<i>Between 1% and 2% above the benchmark</i>	Straight line pro rata vesting between 50% and 100%
<i>At 2% or more above benchmark</i>	100%

For both Performance Conditions, the Board has the discretion to adjust the comparator group to take into account events including, but not limited to, de-listings, takeovers, and mergers or de-mergers that might occur during the measurement period, or where it is no longer meaningful to include a company within the comparator group.

Distribution and voting entitlements

Performance Rights have no dividend or voting rights prior to vesting. Stapled Securities allocated on vesting of Performance Rights have the same dividend and voting rights as other Stapled Securities.

Explanatory notes.

Cessation of employment

Ceasing employment for cause or due to resignation

Where employment with Growthpoint is terminated for cause or ceases due to resignation (other than due to death, ill health or disability), the Performance Rights will lapse, unless the Board determines otherwise.

Ceasing employment for other reasons

If employment ceases at any time for any other reason (including due to death, ill health, disability or bona fide redundancy), Mr Collyer will be allocated a number of Stapled Securities that equates to his Maximum Entitlement divided by the VWAP of Stapled Securities for the 20 trading days preceding the date his employment ceases, unless the Board determines otherwise.

Takeover or Scheme

In summary, the Plan Rules provide that in the event of each of:

- a takeover bid being recommended by the Board or becoming unconditional; and
- a scheme of arrangement, reconstruction or winding up of Growthpoint being put to Securityholders,

(Takeover Event) some or all of Mr Collyer's Performance Rights may vest or may remain on foot at the Board's discretion.

Clawback

The Board has broad "clawback" powers to determine that Performance Rights lapse, Stapled Securities are forfeited, or that amounts are to be repaid in certain circumstances (for example, in the case of fraud or dishonesty).

Item 5: Key terms of the FY21 Forward-Looking LTI Opportunity

Maximum Entitlement

Mr Collyer has a maximum opportunity of \$800,000 in respect of the FY21 Forward-Looking LTI Opportunity (80% of Mr Collyer's TFR for FY21).

Number of Performance Rights

243,161 Performance Rights, which has been determined by dividing Mr Collyer's maximum entitlement by the VWAP of Stapled Securities calculated for the 10 trading days after 30 June 2020 (\$3.29), rounded down to the nearest whole Performance Right.

Performance Period (prospective performance)

1 July 2020 to 30 June 2023.

Performance Conditions (prospective performance)

Similar to the FY20 Transitional LTI Award, the FY21 Forward-Looking LTI Opportunity is subject to equally weighted TSR (50%) and ROE (50%) Performance Conditions (with TSR and ROE calculated in the same manner).

For the FY21 Forward-Looking LTI Opportunity, Growthpoint's TSR and ROE will each be benchmarked relative to the relevant members of the S&P/ASX A-REIT 200 Accumulation Index over the Performance Period.

The percentage of Performance Rights that vest, if any, will be determined by reference to the same vesting schedules for the TSR and ROE Performance Conditions for the FY20 Transitional LTI Award noted in Item 4 above.

For both Performance Conditions, the Board has the same discretion to adjust the comparator group to take into account events including, but not limited to, de-listings, takeovers, and mergers or de-mergers that might occur during the Performance Period, or where it is no longer meaningful to include a company within the comparator group.

Testing of Performance Conditions

The Performance Conditions will be tested once, after the end of the Performance Period, around 31 August 2023. Achievement against the Performance Conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board considers appropriate).

The number of Performance Rights that vest (if any) will be determined by the Board following completion of testing. Any Performance Rights that do not vest will lapse immediately.

Explanatory notes.

Cessation of employment

Ceasing employment for cause or due to resignation

Where employment with Growthpoint is terminated for cause or ceases due to resignation (other than due to death, ill health or disability) all Performance Rights Mr Collyer holds will lapse, unless the Board determines otherwise.

Ceasing employment for other reasons

If Mr Collyer's employment ceases for any reason other than cause or resignation, all Performance Rights will remain on foot and remain subject to their original terms, as though he had not ceased employment. However, the Board retains a discretion to determine to vest or lapse some or all of these Performance Rights.

Other terms

The treatment of the Performance Rights on the occurrence of a takeover or scheme and the terms applicable in respect of distribution, voting entitlements and clawback are the same as the terms of the FY20 Transitional LTI Award, summarised in Item 4 above.

Item 6: Key terms of the FY20 deferred STI equity award

It is intended that the deferred component of Mr Collyer's FY20 STI outcome (\$187,548) will be provided to him in the form of 43,414 STI Performance Rights. This number has been determined by dividing the dollar value of the deferred equity component of his STI outcome by \$4.32, being the VWAP of Stapled Securities over the first 10 trading days in FY20, rounded to the nearest whole Performance Right.

The STI Performance Rights will vest as follows:

- > 50% will vest on 30 June 2021; and
- > the balance will vest on 30 June 2022,

subject to service, dealing and forfeiture conditions.

The STI Performance Rights do not carry any voting rights prior to vesting and Mr Collyer will receive a cash amount in lieu of any distributions that he would have received as if he held Stapled Securities instead of Performance Rights at the time any distributions are paid by Growthpoint.

The treatment of the STI Performance Rights on cessation of employment or on the occurrence of a takeover or scheme is the same as the terms of the FY21 Forward-Looking LTI Opportunity, noted in Item 5 above. However, if an actual Takeover Event occurs before the Board has exercised its discretion, the STI Performance Rights will vest.

Item 7: Key terms of the FY21 maximum STI Performance Rights opportunity

Mr Collyer has a maximum STI opportunity of 100% of his TFR for FY21. It is intended that he be granted 101,306 STI Performance Rights equivalent to the 33.33% maximum deferred component of his FY21 STI opportunity (\$333,300). This number has been determined by dividing the dollar value of the maximum deferred component by \$3.29, being the VWAP of Stapled Securities over the first 10 trading days in FY21, rounded down to the nearest whole Performance Right.

At the end of FY21, the Board will assess achievement against the Performance Conditions outlined below to determine Mr Collyer's actual STI outcome for the FY21 financial year which will be reported in the FY21 Remuneration Report. To the extent that the Performance Conditions are not met, a corresponding proportion of his FY21 STI Performance Rights will lapse, with the balance to remain on foot as deferred STI Performance Rights (**FY21 Deferred STI Equity Award**), which will vest as follows:

- > 50% on 30 June 2022; and
- > the balance on 30 June 2023,

subject to service, dealing and forfeiture conditions.

The Performance Conditions for Mr Collyer's FY21 maximum STI opportunity are:

- > a financial performance component (up to a maximum of 70%) based on the extent a target funds from operations (FFO) per security measure is met and exceeded; and
- > a non-financial performance component (up to a maximum of 30%) to be assessed across measures relating to the following categories:
 - Operational priorities
 - ESG initiatives
 - People and leadership
 - External stakeholders
 - Individual objectives

In assessing performance against the Performance Conditions, the Board may make any adjustments for abnormal or unusual factors that the Board, in its discretion, considers appropriate, including in light of the COVID-19 environment, or waive or amend the Performance Conditions.

The STI Performance Rights do not carry any voting rights prior to vesting and only the STI Performance Rights remaining on foot after the Board's assessment will be entitled to a cash amount in lieu of any distributions on the same basis as the STI Performance Rights noted in Item 6 above.

Explanatory notes.

The treatment of the STI Performance Rights on cessation of employment or on the occurrence of a takeover or scheme is the same as the terms of the STI Performance Rights noted in Item 6 above.

Additional information in relation to items 4, 5, 6 and 7:

- › Mr Collyer is the only Director (or associate of a Director) entitled to participate in the Plan under which the STI and LTI awards are granted.
- › The ASX Listing Rules require this Notice to state the number and average price of securities received by Mr Collyer under the Plan since its establishment in November 2011. 1,644,260 Performance Rights have been issued to Mr Collyer under the Plan (at no cost) in respect of prior years' LTIs and STIs.
- › There are no loans to be granted to Mr Collyer in connection with the Plan.
- › If approval is obtained for Items 4, 5, 6 and 7, it is anticipated that the relevant Performance Rights will be granted to Mr Collyer shortly after the Meeting, and in any event, no later than 12 months after the Meeting.
- › The Performance Rights comprising Items 4, 5, 6 and 7 will be granted at no cost to Mr Collyer and no amount is payable on vesting of the Performance Rights.
- › On vesting, each Performance Right granted to Mr Collyer will entitle him to receive one fully paid Stapled Security which will rank equally with other Stapled Securities.
- › Details of any securities issued pursuant to these approvals under the Plan will be published in Growthpoint's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolutions are approved and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

The Board (with Mr Collyer abstaining) unanimously recommends that Securityholders vote in favour of the proposed resolutions for Items 4, 5, 6 and 7.

How to participate at the Meeting.

Online participation

The Meeting will be made accessible to Securityholders via the Lumi online platform which will allow Securityholders to listen to the Meeting in real time and see the presentation slides, vote and submit questions at the appropriate times in relation to the business of the Meeting. Visitors will be able to listen to the Meeting via the Lumi platform but will not have access to vote or submit questions.

If you choose to participate in the Meeting online, registration will open at 4:00pm (AEDT) on Thursday 19 November 2020 (30 minutes prior to the start of the Meeting).

To participate in the Meeting online, you need to log in to the Meeting in the following ways:



from your computer or mobile device, by entering the URL in your browser: web.lumiagm.com/381681848; or



by using the Lumi AGM app, which is available for download from the Apple App Store or Google Play Store and entering the meeting ID 381 681 848.

Securityholders will need the following information to participate in the Meeting in real-time:

- > the Meeting ID, which is: 381 681 848;
- > your username, which is your SRN/HIN; and
- > your password, which is the postcode registered to your holding if you are an Australian Securityholder or country code set out in the Virtual AGM Guide if you are an overseas Securityholder.

Proxy holders will need to contact Computershare by phone on +61 3 9415 4024 during the online registration period which will open one hour before the Meeting in order to obtain their login details so that they can access the Meeting through the online platform or the Lumi AGM App.

Instructions on how to log on to participate in the Meeting, including submitting questions, voting and browser requirements are available in the Virtual AGM Guide on Growthpoint's website at growthpoint.com.au/2020-AGM.

A recording of the Meeting will also be available on our website shortly after the conclusion of the Meeting.

Submitting questions

Securityholders will have the opportunity to submit questions during the Meeting in respect to the formal items of business.

The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Securityholders are therefore encouraged to submit questions in advance of the Meeting by emailing investor.relations@growthpoint.com.au or when appointing a proxy online at www.investorvote.com.au by **5:00pm (AEDT) on Wednesday 18 November 2020**. Please note that individual responses will not be sent to Securityholders.

Technical difficulties

The Chairman has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chairman will have regard to the number of Securityholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chairman considers it appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.



If you require assistance before or during the Meeting please call Computershare on **+61 3 9415 4024**.

Information for Securityholders.

Voting and voting entitlements

The Board has determined that for the purposes of voting at the Meeting, Stapled Securities will be taken to be held by persons who are registered as Securityholders as at 7:00pm (AEDT) on Tuesday 17 November 2020.

Voting on resolutions at the Meeting will be conducted by way of a poll. For a resolution of the Company, on a poll, Securityholders have one vote for every fully paid Stapled Security held. For a resolution of the Trust, on a poll, Securityholders have one vote for every dollar of the total interest they have (calculated by reference to the last sale price of Stapled Securities on the ASX on Wednesday 18 November 2020).

All of the resolutions to be put to the Meeting are ordinary resolutions which must be passed by more than 50% of the total votes cast on the resolution by Securityholders present online or by proxy and entitled to vote.

Corporations

A corporate Securityholder who appoints an individual as its corporate representative must ensure that the appointment complies with section 250D (for the meeting of the Company) and 253B (for the meeting of the Trust) of the Corporations Act and must provide Computershare with satisfactory evidence of the appointment by **4:30pm (AEDT) on Tuesday 17 November 2020**. A form of the appointment may be obtained by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

Attorneys

Where a Securityholder appoints an attorney to act on his or her behalf at the Meeting online, such appointment must be made by a duly executed power of attorney which must be received by Computershare by **4:30pm (AEDT) on Tuesday 17 November 2020**.

Proxies

Growthpoint encourages all Securityholders to submit a proxy vote ahead of the Meeting even if they plan to attend the Meeting online. A Securityholder who is entitled to attend and cast a vote at the Meeting may appoint a proxy to attend and vote for them at the Meeting. Proxies need not be Securityholders.

A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- › appoints an individual as its corporate representative to exercise its powers at meetings; and
- › provides satisfactory evidence of the appointment of its corporate representative to Computershare by **4:30pm (AEDT) on Tuesday 17 November 2020**.

The proxy appointment enables Securityholders to direct their proxy to vote For, Against, or Abstain from voting on a resolution.

The appointment may specify the proportion or number of votes that the proxy may exercise.

Any directed proxies that are not voted on a poll at the Meeting by a Securityholder's appointed proxy will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.

Voting exclusions apply to Items 2, 4, 5, 6 and 7 under the Corporations Act and ASX Listing Rules. If you intend to appoint a member of the KMP (other than the Chairman) or any of their closely related parties as your proxy, please ensure that you direct them how to vote on Items 2, 4, 5, 6 and 7 on the proxy appointment. Similarly, if you intend to appoint an associate of Timothy Collyer (Managing Director) as your proxy, please ensure that you direct them how to vote on Items 4, 5, 6 and 7.

If you intend to appoint the Chairman of the Meeting as your proxy, you can direct the Chairman how to vote by marking the boxes for Items 2, 4, 5, 6 and 7 (for example if you wish to vote against or abstain from voting). If you do not direct the Chairman how to vote, by submitting the proxy appointment, you expressly authorise the Chairman to exercise the proxy in respect of Items 2, 4, 5, 6 and 7 as he sees fit.

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

If a Securityholder is entitled to cast two or more votes at the Meeting, the Securityholder may appoint two proxies and may specify the proportion or number of votes each proxy may exercise.

Securityholders are requested to show on the appointment a specified number or proportion of the Securityholder's voting rights which the proxy may exercise. If no such proportion is specified, each proxy may exercise half of the Securityholder's votes.

If a Securityholder appoints a proxy but later decides to attend the Meeting themselves, they will be able to vote on the items of business at the Meeting but doing so will invalidate votes cast by their proxy.

Information for Securityholders.

Lodgement of proxy appointments and authorities

To be valid, the proxy appointment (and any power of attorney or other original authority under which it is signed or a certified copy of it) must be received no later than **4:30pm (AEDT) on Tuesday 17 November 2020** in one of the following ways:

- **Online:** Proxy appointments can be lodged online at www.investorvote.com.au by following the instructions on the website. Securityholders who have not elected to receive this Notice electronically or have not provided their email address to Growthpoint will need a six digit Control Number (being 134254) to lodge the proxy appointment online.
Intermediary online subscribers only (custodians) can lodge a proxy appointment online at www.intermediaryonline.com.
- **Mail or facsimile:** A proxy form can be requested by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas). The proxy form must be returned by:
 - post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001; or
 - facsimile to Computershare Investor Services Pty Limited 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

2020 Annual General Meeting

Growthpoint Properties Australia
Level 31, 35 Collins Street, Melbourne VIC Australia
Investor Services Line: 1800 260 453
growthpoint.com.au

