

Growthpoint Properties Australia

Growthpoint Properties Australia Trust
ARSN 120 121 002

Growthpoint Properties Australia Limited
ABN 33 124 093 901 AFSL 316409

2022 AGM

Notice of Meeting and Explanatory Notes

Meeting date:
Thursday, 17 November 2022

Meeting time:
11:00am (AEDT)

Registration:
10:30am (AEDT)

Location (hybrid meeting):

- > in person at Level 24, 80 Collins Street, Melbourne VIC 3000, and
- > online via the Computershare Meeting Platform at meetnow.global/GOZ2022

If you are unable to attend the Meeting, please lodge your proxy appointment in accordance with the instructions at page 26 in the Notice of Meeting.

space to thrive.

GROWTHPOINT
PROPERTIES AUSTRALIA



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 FY22 Annual Report

Investors are encouraged to read the FY22 Annual Report prior to the Meeting which can be viewed online at growthpoint.com.au/results



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 **11:00am (AEDT) on Tuesday, 15 November 2022**

Further information can be found on page 26.

A message from the Chairman.

18 October 2022

Dear Securityholder,

On behalf of the Board, I invite you to join us at the 2022 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 11:00am (AEDT) on Thursday, 17 November 2022 (**Meeting**).

The Notice of Meeting sets out the business to be dealt with at the Meeting. You can access a copy at growthpoint.com.au/2022-AGM.

In light of the continuing uncertainty related to the COVID-19 pandemic, the Meeting will be held as a hybrid meeting, at Level 24, 80 Collins Street, Melbourne VIC 3000 and online via the Computershare Meeting Platform at meetnow.global/GOZ2022.

Accordingly, Securityholders will be able to choose to physically attend the Meeting or participate in the Meeting through the Computershare Meeting Platform. Securityholders attending the meeting online can view the Meeting, vote and ask questions in real time. Instructions on how to join the meeting online are included in page 23 of the Notice of Meeting and set out in the AGM Online Guide available at growthpoint.com.au/2022-AGM.

The items of business to be considered at the Meeting are Growthpoint Properties Australia's annual reports for the financial year ended 30 June 2022 (**FY22**), adoption of Growthpoint Properties Australia's FY22 remuneration report, the re-election of Josephine Sukkar AM, proposed equity grants to the Managing Director as part of his remuneration arrangements for the financial year ending 30 June 2023 (**FY23**), an increase in the fee pool for remuneration of the non-executive Directors, amendments to the Company's constitution and Trust's constitution and a broadening of the Trust's mandate.

The proposed broadening of the Trust's mandate will facilitate the intended growth of Growthpoint's funds management business. The Trust's investments are still intended to remain predominantly in industrial, office and retail property assets.

Planning for the Board's succession and renewal has been a key focus of the Board during FY22. Good progress has been made planning for the anticipated retirement of Grant Jackson and myself, at or prior to the end of our current terms, as announced at the 2020 and 2021 Annual General Meetings respectively. The Board has engaged a search firm to assist with identifying suitable Chair and director candidates, and is progressing this renewal, however no candidates for these roles are proposed to be elected at the Meeting.

Board renewal and succession planning will ensure the Board meets its 30% diversity target in FY23. Amendments are also proposed to the Company's constitution to increase the maximum number of Directors. This will enable an orderly transition of Directors as part of the Board renewal, with a potential to move to a Board of nine Directors in future to facilitate the Board comprising of a majority of independent Directors.



Geoff Tomlinson
Independent Chairman
and Director

A message from the Chairman

continued

Francois Marais has advised that he will not be seeking re-election and will step down at the conclusion of the Meeting. Mr Marais has been a Director since 2009 and has made a significant contribution to the Board and the Committees on which he has served during his tenure. It is intended that a Growthpoint Properties Limited nominated non-executive Director will be appointed to the Board (by the Directors) in due course to replace Francois as a non-executive Director of the Board and that they will stand for election at the next Annual General Meeting.

As noted above, Josephine Sukkar will be standing for re-election as a Director at the Meeting. Josephine'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. All the Directors (excluding Ms Sukkar) unanimously recommend Ms Sukkar's re-election to the Board.

The Meeting provides a valuable opportunity for the Board to engage with Securityholders and we encourage you to submit any questions you have in advance of the Meeting, by emailing them to investor.relations@growthpoint.com.au by 5:00pm (AEDT) on Thursday, 10 November 2022.

If you do not plan to attend the Meeting, you may appoint a proxy to attend and vote on your behalf. To be valid, your completed proxy appointment must be received by no later than 11:00am (AEDT) on Tuesday, 15 November 2022. Instructions on how to submit your proxy appointment are set out on page 26 of the Notice of Meeting and are available at investorvote.com.au.

On behalf of the Board, I would like to thank you for your continued support of Growthpoint and we look forward to your participation at our 2022 Meeting.

Yours sincerely



Geoff Tomlinson
Independent Chairman

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 hybrid meeting on Thursday, 17 November 2022 at 11:00am (AEDT) (**Meeting**).

Due to the continuing uncertainty related to the COVID-19 pandemic, Growthpoint will hold the Meeting as a hybrid meeting, meaning Securityholders can attend the Meeting in-person, and through the Computershare Meeting Platform.

To participate in the Meeting online, you need to log in to the Meeting at meetnow.global/GOZ2022 from your computer or mobile/tablet device.

Registration will open at 10:30am (AEDT) on Thursday, 17 November 2022 (30 minutes prior to the start of the Meeting).

We encourage you to attend the Meeting and further details are outlined in the Explanatory Notes (see page 23 – How to attend the Meeting). Instructions on how to participate in the Meeting online, including browser requirements and asking questions (both in text or audio form) and voting in real time are also available in the AGM Online Guide on Growthpoint's website at growthpoint.com.au/2022-AGM.

Items of business

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 2022.

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 2022 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 Director – Company only

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

"That Ms Josephine Sukkar AM be re-elected as a Director of the Company."

Notice of meeting

continued

Item 4: Grant of FY23 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 256,271 Performance Rights to Timothy Collyer as his maximum LTI opportunity for the financial year ending 30 June 2023 under the Growthpoint Properties Australia Employee Incentive Plan and on the terms set out in the Explanatory Notes, is approved.”

Item 5: Grant of FY23 short-term incentive (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 75,279 Performance Rights to Timothy Collyer as the maximum deferred component of his STI opportunity for the financial year ending 30 June 2023 under the Growthpoint Properties Australia Employee Incentive Plan and on the terms set out in the Explanatory Notes, is approved.”

Item 6: Remuneration of non-executive Directors – Company

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

“That for the purposes of rule 11.3(a) of the Company’s constitution and ASX Listing Rule 10.17, approval is given for the maximum aggregate remuneration that may be paid to all of the non-executive directors of the Company for their services as directors of the Company be increased by \$300,000 to a maximum of \$1,500,000 per annum, with effect from 1 July 2022.”

Item 7: Amendments to the Company’s constitution – Company

To consider and, if thought fit, pass the following as a special resolution of the Company:

“That, subject to the resolution in Item 8 being passed, the constitution of the Company is amended in the manner set out in the document tabled at the Meeting and signed by the Chairman of the Meeting for identification purposes and as described in the Explanatory Notes accompanying the Notice of Meeting, with effect from the close of the Meeting.”

Item 8: Amendments to the Trust’s constitution – Trust

To consider and, if thought fit, pass the following as a special resolution of the Trust:

“That, subject to the resolution in Item 7 being passed, the constitution of the Trust is amended in the manner set out in the document tabled at the Meeting and signed by the Chairman of the Meeting for identification purposes and as described in the Explanatory Notes accompanying the Notice of Meeting, with effect from the close of the Meeting.”

Item 9: Broadening of the Trust’s mandate – Trust

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

“That the Trust investment mandate be amended as described in Item 9 of the Explanatory Notes accompanying the Notice of Meeting, with effect from the close of the Meeting.”

Further information

For further information about the items of business, please refer to the Explanatory Notes and Information for Securityholders 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 2022 or their closely related parties, regardless of the capacity in which the votes are cast; or
- > as a proxy by a member of the KMP at the date of the Meeting or their closely related parties, unless the votes are cast as proxy for a person entitled to vote on Item 2:
 - > in accordance with a direction in the proxy appointment or received online; 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 and 5

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

- > 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 or any of their closely related parties.

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

- > a person as proxy or attorney for a person who is entitled to vote on Items 4 or 5 (as applicable), in accordance with directions given to the proxy or attorney to vote on the relevant Item in that way;
- > the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Items 4 or 5 (as applicable), in accordance with a direction given to the Chairman of the Meeting to vote on the relevant Item as the Chairman of the Meeting decides; or
- > a holder 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 holder 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 holder votes on the relevant Item in accordance with directions given by the beneficiary to the holder to vote in that way.

Notice of meeting

continued

Voting exclusion statement for Item 6

The Company will disregard any votes cast on Item 6:

- > in favour of the Item by or on behalf of a Director or an associate of a Director; or
- > as a proxy by a person who is a member of the KMP at the date of the Meeting or any of their closely related parties.

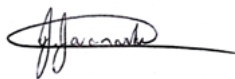
However, this does not apply to a vote cast on Item 6 by:

- > a person as proxy or attorney for a person who is entitled to vote on Item 6, in accordance with directions given to the proxy or attorney to vote on the relevant Item in that way;
- > the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Item 6, in accordance with a direction given to the Chairman of the Meeting to vote on the relevant Item as the Chairman of the Meeting decides; or
- > a holder 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 holder 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 holder votes on the relevant Item in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusion statement for Item 9

In accordance with section 253E of the *Corporations Act 2001* (Cth) (**Corporations Act**), Growthpoint will disregard any votes cast on Item 9 by the responsible entity of the Trust and its associates, unless the vote is cast as proxy for a person entitled to vote on the relevant resolution in accordance with the direction on the proxy form or received online.

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



Jacqueline Jovanovski

Company Secretary

18 October 2022

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 as well as the sections 'How to attend the Meeting' and 'Information for Securityholders', which form part of the accompanying Notice of Meeting (**Notice**).

Item 1: Financial reports – Company and Trust

The Growthpoint Properties Australia FY22 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 2022 (**FY22**) was released to the ASX and on our website (and distributed to Securityholders that have elected to receive a copy) in advance of this Notice. Securityholders can access a copy of the FY22 Annual Report on Growthpoint's website at growthpoint.com.au/results.

Neither the Corporations Act nor the constitutions of the Company or the Trust require a vote of Securityholders on the reports. However, Securityholders as a whole will be given a reasonable opportunity at the Meeting to ask questions and make comments on the financial statements and reports and the management of the Company. Securityholders will also be able to ask questions of Growthpoint's 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, 10 November 2022**. Questions should be relevant to the content of the auditor's report and conduct of the audit. Please note that individual written responses will not be sent to Securityholders.

Item 2: Remuneration report – Company only

The Remuneration Report for FY22 is contained in the Growthpoint Properties Australia FY22 Annual Report at pages 34 to 54 (**FY22 Remuneration Report**). It sets out Growthpoint's remuneration framework, policies and practices that were in place during FY22, and details the remuneration paid to Directors and executive KMP for the year. There will be a reasonable opportunity for Securityholders at the Meeting to comment on and submit questions about the FY22 Remuneration Report.

Securityholders are being asked to vote on the adoption of the FY22 Remuneration Report (Item 2) in accordance with the 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.

A voting exclusion statement applies to this resolution, as set out in the Notice.

The Board unanimously recommends that Securityholders vote in favour of adopting the FY22 Remuneration Report.

Item 3: Re-election of Director – Company only

Under rule 11.1(d) of the Company's constitution, two Directors must retire at this year's Meeting and are entitled to stand for re-election.

Francois Marais was due to stand for re-election at the Meeting under rule 11.1(e), having been last re-elected in 2019. As outlined earlier in the Notice, Mr Marais has advised that he will retire from the Board with effect from the conclusion of the Meeting.

Ms Josephine Sukkar AM will retire at the Meeting and stand for re-election. Ms Sukkar was last re-elected to the Board of the Company at the 2020 Annual General Meeting. In accordance with rule 11.1(d) of the Company's constitution, Ms Sukkar retires and stands for re-election as a Director of the Company at the Meeting.

Biographical information for Ms Sukkar is set out below.



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 32 years ago. In addition to her position at Buildcorp, she is currently a Governor of the Centenary Institute, a Trustee of the Australian Museum and a non-executive director of Washington H. Soul Pattinson and Co. Ltd, the Property Council of Australia and the Green Building Council of Australia. She is also Chair of the Buildcorp Foundation and a member of the Order of Australia. Ms Sukkar is also Chair of the Buildcorp Foundation and the Australian Sports Commission.

Ms Sukkar was appointed as a Director of the Company on 1 October 2017 and is a member of the Nomination, Remuneration and Human Resources 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 Human Resources 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 the absence of Ms Sukkar) unanimously supports, and recommends that Securityholders vote in favour, of the re-election of Ms Sukkar.

Items 4 and 5: Grants of performance rights to Timothy Collyer (Managing Director) – Company and Trust

Listing Rule 10.15.4 requires this Notice to include details (including the amount) of Mr Collyer's current total remuneration package.

Total fixed remuneration (TFR)	\$1,134,000	Inclusive of base salary and superannuation
Maximum long-term incentive (LTI) opportunity	\$907,200 (80% of TFR)	Comprises a grant of 256,271 LTI Performance Rights which vest after a 3-year performance period subject to achievement against the Performance Conditions and other vesting conditions outlined on pages 12 to 14 (Item 4) (FY23 Maximum LTI Performance Rights Opportunity)
Maximum short-term incentive (STI) opportunity	\$1,332,450 (117.5% of TFR)	Comprises a maximum of 75,279 STI Performance Rights (equivalent to 20% of the maximum STI opportunity) (FY23 Maximum STI Performance Rights Opportunity) (Item 5) and the balance in cash, subject to achievement against the Performance Conditions and other vesting conditions outlined on page 15 at the end of FY23
Total maximum remuneration opportunity	\$3,373,650	

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 and 5 to Timothy Collyer (Managing Director and a Director of the Company), under the Growthpoint Properties Australia Employee Incentive Plan (**Plan**) and on the terms set out below.

Each Performance Right entitles Mr Collyer to one Growthpoint ordinary stapled security (**Stapled Securities**) on vesting. Growthpoint may issue new Stapled Securities or acquire Stapled Securities on market to satisfy Performance Rights which vest under the Plan. The Board retains a discretion to make an equivalent cash payment in lieu of an allocation of Stapled Securities.

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 or 5 is not approved, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Collyer, including payment in cash.

The approvals sought relate to the at-risk equity grants comprising his maximum opportunities for FY23.

Item 4: Key terms of the FY23 Maximum LTI Performance Rights Opportunity

This item seeks advance approval of the Managing Director's FY23 Maximum LTI Performance Rights Opportunity. Key terms of the grant of these Performance Rights are as follows:

Maximum Entitlement	Mr Collyer has a maximum LTI opportunity of \$907,200 in respect of FY23 (80% of Mr Collyer's FY23 TFR)
Number of Performance Rights	256,271 LTI Performance Rights, which has been determined by dividing Mr Collyer's maximum entitlement by the volume weighted average price (VWAP) of Stapled Securities traded on ASX calculated for the first 10 trading days in FY23 (being \$3.54), rounded down to the nearest whole Performance Right
Performance Period	1 July 2022 to 30 June 2025
Performance Conditions	Vesting of the FY23 LTI Performance Rights is subject to two equally weighted Performance Conditions based on total securityholder return (TSR) and return on equity (ROE).

TSR Performance Condition – 50% weighting (TSR Component)

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

Growthpoint's TSR will be benchmarked relative to the relevant members of the S&P/ASX 200 REIT Accumulation Index over the Performance Period.

The proportion of Performance Rights comprising the TSR Component that vest, if any, will be determined by reference to Growthpoint's TSR ranking at the end of the Performance Period, as set out in the following vesting schedule:

Growthpoint's TSR rank in the relevant comparator group	% of TSR Component that vests
<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 Component)

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 Performance Period plus the distributions made as a return on the starting NTA per Stapled Security.

Performance Conditions
(continued)

Growthpoint's ROE will be benchmarked relative to the ROEs of the relevant members of the S&P/ASX 200 REIT Accumulation Index over the Performance Period.

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

The proportion of Performance Rights comprising the ROE Component that vest, if any, will be determined by reference to Growthpoint's ROE performance as set out in the following vesting schedule:

Growthpoint's ROE	% of ROE Component that vests
<i>Below benchmark</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 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 2025. 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.

Distribution and voting entitlements

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

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 Mr Collyer's employment ceases for any reason other than cause or resignation, the 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.

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 the 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 FY23 Maximum STI Performance Rights Opportunity

Similar to Item 4, this item seeks advance approval of the Managing Director's FY23 Maximum STI Performance Rights Opportunity.

The Managing Director is eligible for an STI opportunity each year and upfront approval of his maximum STI Performance Rights opportunity for FY23 is being sought for administrative reasons as it allows the rights to be valued in the performance period to which they relate. It also mirrors the approach of the Performance Rights grant for his maximum LTI opportunity for FY23.

The STI structure for FY23 was adjusted so that the deferred equity component of any STI granted for FY23 will be 20%, with the rest payable in cash (previously a 33.33% deferred equity component). This adjustment allows the STI component of Mr Collyer's remuneration to remain competitive relative to peers. Securityholder approval is being sought for the deferred equity component.

Although Mr Collyer will be granted his maximum Performance Rights in respect of his FY23 Maximum STI Performance Rights Opportunity if Item 5 is approved by Securityholders, he will not be entitled to any rights arising from these Performance Rights until after they have been tested against agreed Performance Conditions at the end of FY23. The Nomination, Remuneration and Human Resources Committee will undertake this assessment, with the Board to approve the Managing Director's FY23 STI achievement and STI award. His STI achievement will be disclosed in the FY23 Remuneration Report, with granted STI Performance Rights to lapse to the extent that the Performance Conditions and other vesting conditions are not met. In effect, the assessment process to approve the Managing Director's actual STI award for FY23 will be no different to any other year. As in prior years, Securityholders will have the opportunity to vote on the FY23 Remuneration Report at the 2023 Annual General Meeting.

Any Performance Rights that are determined to vest after testing against the Performance Conditions will vest in two equal tranches over two years.

Key terms of the grant of these Performance Rights are as follows:

Maximum Entitlement	<p>Mr Collyer has a maximum STI opportunity of \$1,332,450 as part of his remuneration for FY23 (117.5% of his FY23 TFR), comprised of:</p> <ul style="list-style-type: none">> \$1,065,960 in cash (80% of the maximum STI opportunity); and> \$266,490 in deferred STI Performance Rights (20% of the maximum STI opportunity) (Maximum STI Deferred Equity Component).
Number of Performance Rights	<p>It is intended that he be granted 75,279 STI Performance Rights, which has been determined by dividing the Maximum STI Deferred Equity Component by \$3.54, being the VWAP of Stapled Securities traded on ASX over the first 10 trading days in FY23, rounded down to the nearest whole Performance Right.</p>
Performance Period	<p>1 July 2022 to 30 June 2023.</p>
Performance Conditions	<p>The Performance Conditions for Mr Collyer's FY23 maximum STI opportunity are:</p> <ul style="list-style-type: none">> a financial performance component (70% weighting) based on the extent a target funds from operations (FFO) per security measure set by the Board is met and exceeded, with a stretch arrangement allowing for an opportunity of up to 125% of this component; and> a non-financial performance component (30% weighting) to be assessed across measures relating to the following:<ul style="list-style-type: none">– the execution of operational and strategic priorities, external stakeholder engagement, and people, culture and leadership;– ESG initiatives and diversity targets; and– customer satisfaction.
Testing of Performance Conditions and vesting	<p>At the end of the Performance Period, the Board will assess achievement against the Performance Conditions outlined above to determine Mr Collyer's STI outcome for FY23 which will be reported in the FY23 Remuneration Report.</p> <p>To the extent that the Performance Conditions are not met, a corresponding proportion of his FY23 STI Performance Rights will lapse, with the balance to remain on foot as deferred STI Performance Rights, which will vest as follows:</p> <ul style="list-style-type: none">> 50% on 28 June 2024; and> the balance on 30 June 2025, <p>subject to service, dealing and forfeiture conditions.</p> <p>Achievement against the Performance Conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant. In assessing performance against the Performance Conditions, the Board may make any adjustments for abnormal or unusual factors or non-recurring items that the Board, in its discretion, considers appropriate, including in light of the COVID-19 environment, or waive or amend the Performance Conditions.</p>

Explanatory Notes

continued

Distribution and voting entitlements	<p>The STI Performance Rights do not carry any voting rights prior to vesting.</p> <p>The STI Performance Rights that remain on foot after the Board's assessment will be entitled to a cash amount in lieu of any distributions Mr Collyer would have received as if he held Stapled Securities instead of Performance Rights at the time any distributions are paid by Growthpoint.</p> <p>Stapled Securities allocated on vesting of the Performance Rights have the same dividend, distribution and voting rights as other Stapled Securities.</p>
Cessation of employment	<p>The treatment of the STI Performance Rights on cessation of employment is the same as the terms of the FY23 LTI Performance Rights Opportunity (Item 4 above).</p>
Takeover or Scheme	<p>The treatment of the STI Performance Rights on the occurrence of a takeover or scheme is the same as the terms of the FY23 Maximum LTI Performance Rights Opportunity (Item 4 above). However, if an actual Takeover Event occurs before the Board has exercised its discretion, the STI Performance Rights will vest.</p>
Clawback	<p>The terms applicable in respect of a clawback are the same as the terms of the FY23 Maximum LTI Performance Rights Opportunity (Item 4 above).</p>

Additional information in relation to Items 4 and 5:

- > 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. 2,402,809 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 and 5, 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 and 5 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.

A voting exclusion statement applies to the resolutions for Items 4 and 5, as set out in the Notice.

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

Item 6: Remuneration of non-executive Directors – Company only

ASX Listing 10.17 states that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without approval of holders of its ordinary securities.

In accordance with Listing Rule 10.17 and the Company's constitution, Securityholders are being asked to approve a \$300,000 increase in the maximum aggregate sum which may be paid as non-executive Directors' fees (**Fee Pool**) from \$1,200,000 per annum to \$1,500,000 per annum for any financial year commencing on or after 1 July 2022. The Fee Pool has not been increased since it was last approved by Securityholders at Growthpoint's 2017 Annual General Meeting. The Company pays Board and Committee fees and superannuation contributions to the non-executive Directors out of the Fee Pool.

The non-executive Directors' Board and Committee fees were increased with effect from 1 July 2022 following a review of these fees in comparison to Growthpoint's A-REIT and market cap peer groups, the ASX 200 A-REIT Accumulation Index and the overall ASX 200. It was determined that fees payable to the non-executive Directors in FY23 as part of their membership of the Board and Committees would increase by 10% to ensure that the fees are market competitive and at a level to attract and retain suitably qualified and experienced persons to the Board in line with the principles of Growthpoint's remuneration policy. These fees (and the FY22 fees) are set out in the FY22 Remuneration Report. Prior to this increase, the Board and Committee fees had not increased since 1 July 2019.

If Securityholder approval is not obtained, the total aggregate amount of fees that can be paid to non-executive Directors will remain at the current total amount of \$1,200,000, which will place constraints on the ability of the Board or Securityholders to appoint additional non-executive Directors as may be necessary or desirable (including in connection with the Board renewal and succession planning being undertaken). Approval is being sought to increase the Fee Pool to provide this flexibility, as well as to ensure the Company has the ability to remunerate non-executive Directors competitively and commensurate with market rates in future years.

The proposed increased Fee Pool will also bring it in line with non-executive Director fee pools of Growthpoint's peers.

No securities have been issued to non-executive Directors under Listing Rule 10.11 or Listing Rule 10.14 with the approval of Securityholders within the preceding three years.

A voting exclusion statement applies to this resolution, as set out in the Notice.

Given the interests of the Directors in this item, the Board makes no recommendation in relation to the proposed resolution for Item 6.

Items 7 and 8: Amendments to the Company's constitution and the Trust's constitution – Company and Trust

Growthpoint has undertaken a review of the Company's constitution and the Trust's constitution and, as a result, Securityholders are being asked to approve various amendments to the Company's constitution (Item 7) and the Trust's constitution (Item 8).

The proposed amendments reflect developments at law, corporate governance and general corporate and commercial practice for ASX listed entities, and will facilitate Growthpoint remaining up to date with

Explanatory Notes

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market practice and provide flexibility for the Group to efficiently and effectively manage its governance arrangements.

A copy of the proposed amendments to the Company's constitution and the Trust's constitution can be viewed on Growthpoint's website at: growthpoint.com.au/2022-AGM.

The Board recommends the amendments to the constitutions, which generally reflect current market practice and terminology. Some of the proposed changes are administrative or relatively minor in nature. A summary of the material general amendments to the constitutions is set out below.

Items 7 and 8 must each be passed as a special resolution by more than 75% of the total votes cast on the resolution by Securityholders present in person or by proxy and entitled to vote.

The key amendments proposed to be made to the Company's constitution are outlined below.

Topic	Overview of proposed amendments
Dividends <i>(Rule 6.1)</i>	<p>The proposed amendments will provide the Company with flexibility to direct payment of dividends from any available source permitted by law, including by way of in specie distribution.</p> <p>The proposed amendments will also permit the Company to use unclaimed money for the benefit of the Company until claimed, reinvested or disposed of in accordance with unclaimed monies legislation.</p>
Capitalising Profits <i>(Rule 6.2)</i>	<p>The proposed amendments will provide the Company with power to apply all or any part of the capitalised moneys or assets in any method permitted by law.</p>
Ancillary Powers <i>(Rule 6.3)</i>	<p>The Company's constitution currently provides that where the Board considers that a distribution of assets, shares or securities to particular Member(s) is impracticable or would give rise to parcels of non-marketable parcels, then the Directors may make a cash payment to those Members or allocate assets, shares or securities to a trustee to be sold on behalf of, and for the benefit of, those Members, instead of making the distribution. The proposed amendments in rule 6.3(c) provide that any proceeds receivable by Members will be net of expenses incurred by the Company and trustee.</p>
Selling non-marketable parcels <i>(Rule 7.5)</i>	<p>The Company's constitution currently refers to the selling of 'non-marketable parcels'. The proposed amendments will update the reference of 'non-marketable parcels' to 'small holdings' to align with ASX Listing Rules and market practice, and also remove other requirements applicable to pricing in favour of relying on Director's general duties in maximising the value of any sales.</p>

General meetings
(Rule 10)

Meeting format

The Company's constitution currently allows general meetings to be held at two or more venues simultaneously using any technology that gives Members a reasonable opportunity to participate. Amendments are proposed to better facilitate the holding of general meetings using technology (i.e. a hybrid meeting with one main physical place and members also participating electronically) to align with recent legislative amendments and the shift towards the hybrid meeting format.

Notice of meetings

The proposed amendments reflect the new legislative provisions relating to the distribution of meeting documents.

Conduct of meetings

The proposed amendments incorporate a number of changes to assist with the orderly conduct of general meetings of the Company and to reflect changes in market practice since the Company's constitution was last updated. These clarifications are also useful in the event of technical difficulties (for example, during a hybrid meeting).

Decisions at meetings

The proposed amendments allow for procedural matters to be decided on a show of hands but recognises that all resolutions set out in the notice of meeting would be determined by a poll, which is now required by law.

Further, this reflects market practice as well as the Company's practice to provide for all resolutions to be determined by a poll.

Representation at meetings

The proposed amendments also provide greater flexibility in respect of incomplete proxy appointments, including the ability to clarify instructions with a Securityholder and to amend the contents of the proxy form to reflect those instructions.

Directors
(Rule 11)

The Company's constitution currently permits a maximum of 9 Directors to be appointed to the Company. The proposed amendments will increase the maximum number to 10 Directors to allow for future appointments and to assist in the orderly succession of Directors.

The proposed amendments relating to Director remuneration have been updated to clarify that when calculating a non-executive Director's remuneration for the purposes of the non-executive Director aggregate fee pool, amounts or benefits paid by the Company or related body corporate are to be included or excluded in the aggregate Director fee pool in accordance with the ASX Listing Rules.

It is proposed that written resolutions of Directors will pass if a majority of the Directors (other than any Director on leave of absence, who disqualifies themselves from considering the resolution, and any Director who would be prohibited by the Corporations Act from voting on the resolution) sign or consent to a written resolution. This reflects the same level of support required for resolutions passed at a meeting of Directors.

Explanatory Notes

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Notices <i>(Rule 17)</i>	The Company's constitution currently refers to 'fax'. The proposed amendments remove references to 'fax' as a method of sending and receiving communications to bring the constitution in line with market practice. Furthermore, the amendments propose to update the time of service for notices to reflect Australian post delivery times.
Capital reallocation <i>(Rule 19)</i>	A new rule 19 has been proposed to permit the reallocation of capital from the Trust to the Company and vice versa, without loans or the issue of additional shares or units. A similar provision currently exists in the Trust's constitution.
Interpretation and terminology <i>(Rule 1.1 and throughout the constitution)</i>	<p>Provisions and terminology have been updated to reflect the Corporations Act, the ASX Listing Rules and ASX Settlement Operating Rule. For example, the proposed amendments expand references to Members being 'present at a general meeting' to better accommodate a hybrid meeting format, to facilitate technological advancements (i.e. hybrid meetings, Directors' meetings and electronic execution) and remove references to fax as a method of sending and receiving documents.</p> <p>The proposed amendments also provide a general tidy up of language throughout the constitution to provide for greater clarity and to better reflect the Company's practices and to align with market practice.</p>

The key amendments proposed to be made to the Trust's constitution are outlined below.

Topic	Overview of proposed amendments
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Meetings <i>(Schedule 1)</i>	<p>Meeting format</p> <p>The Trust's constitution currently allows general meetings to be held at two or more venues simultaneously using any technology that gives Members a reasonable opportunity to participate. Amendments are proposed to better facilitate the holding of hybrid general meetings (i.e. a meeting with one main physical place and Members also participating electronically) to align with recent legislative amendments and the shift towards the hybrid meeting format.</p> <p>Notice of meetings</p> <p>The proposed amendments reflect the new legislative provisions relating to the distribution of meeting documents.</p> <p>Conduct of meetings</p> <p>The proposed amendments incorporate a number of changes to assist with the orderly conduct of general meetings of the Trust and to reflect changes in market practice since the Trust's constitution was last updated. These clarifications are also useful in the event of technical difficulties (for example, during a hybrid meeting).</p>
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<p>Meetings <i>(Schedule 1)</i> <i>(continued)</i></p>	<p>Decisions at meetings</p> <p>The proposed amendments allow for matters to be decided on a show of hands but recognises that in addition to special resolutions and extraordinary resolutions (which already must be determined by a poll), all resolutions set out in the notice of meeting would be determined by a poll, which is now required by law. The proposed amendments also clarify that such polls will be passed by more than 50% of the votes cast by members entitled to vote on the resolution, in accordance with law.</p> <p>Further, this reflects market practice as well as the Trust's practice to provide for all resolutions to be determined by a poll.</p> <p>Representation at meetings</p> <p>The proposed amendments also provide greater flexibility in respect of incomplete proxy appointments, including the ability to clarify instructions with a unitholder and to amend the contents of the proxy form to reflect those instructions.</p>
<p>Notices <i>(Clause 23)</i></p>	<p>The Trust's constitution currently refers to 'fax'. The proposed amendments remove references to 'fax' as a method of sending and receiving communications to bring the constitution in line with market practice. Furthermore, the amendments propose to update the time of service for notices to reflect Australian post delivery times.</p>
<p>Interpretation and terminology <i>(Clause 1.2 and throughout the constitution)</i></p>	<p>Provisions and terminology have been updated to reflect the Corporations Act, the ASX Listing Rules and ASX Settlement Operating Rule. For example, the proposed amendments expand references to Members being 'present at a general meeting' to better accommodate a hybrid meeting format, to facilitate technological advancements (i.e. hybrid meetings, Directors' meetings and electronic execution) and remove references to fax as a method of sending and receiving documents. A reference to 'non-marketable parcels' has been updated to 'small holdings' to align with ASX Listing Rules and market practice.</p> <p>The proposed amendments also provide a general tidy up of language throughout the constitution to provide for greater clarity and to better reflect the Trust's practices and to align with market practice.</p>

The Board unanimously recommends that Securityholders vote in favour of the proposed resolution for Items 7 and 8.

Item 9: Broadening of the Trust's mandate – Trust

The Trust currently has a mandate to invest in industrial, office and retail property assets.

Growthpoint announced on 15 September 2022 that it had completed the acquisition of 100% of the shares in Fortius Funds Management Pty Ltd (**Fortius**). Fortius is a real estate funds management business that currently manages funds that invest in office, retail and mixed-use properties and debt investments across value-add and opportunistic strategies. The acquisition of Fortius executed on Growthpoint's stated intention of entering into funds management.

Explanatory Notes

continued

Growthpoint intends to grow its funds management business, targeting 10-20% of Group EBIT, over the medium term, and seeks to deliver incremental growth to earnings and income stream diversification for Securityholders. The opportunities to grow funds under management may involve such initiatives as the establishment of new fund products and strategies, including investing in new asset classes / sectors and utilising the balance sheet capacity of the Trust to support the growth of Growthpoint's funds management business.

Item 9 seeks a broadening of the Trust's mandate to facilitate this growth, whilst noting that the Trust's investments are still intended to be predominantly in industrial, office and retail property assets. Accordingly, in addition to investing directly in industrial, office and retail property assets, the Trust may make investments in other property and asset classes. These investments could include co-investments (including in any of its managed funds from time to time, including debt funds), underwriting acquisitions and warehousing assets in relation to third party assets and funds managed by Growthpoint through its funds management business.

Any diversification of the Trust's portfolio will occur over a period of time with no guarantee that this will improve risk adjusted returns to Securityholders. In addition, the acquisition and management of assets and investments in different sectors requires different management skills and introduces different risks. Growthpoint considers it will be well placed to manage these risks with its current and future resources, systems and processes.

The Board unanimously recommends that Securityholders vote in favour of the proposed resolution for Item 9.

How to attend the Meeting.

Attending in person

Securityholders may attend the Meeting in person at Level 24, 80 Collins Street, Melbourne, Victoria 3000.

The health and safety of all attendees is of paramount importance. We ask that you do not attend the Meeting in person if you feel unwell or have been in contact with someone who may have been affected by COVID-19. We will observe any government requirements that apply based on the COVID-19 situation at the time of the Meeting and may adopt other precautionary measures.

Please monitor Growthpoint's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting.

If you plan to attend the Meeting in person, please arrive 30 minutes prior to the Meeting so that we may check your voting entitlement against the register of Securityholders and note your attendance.

Online participation

The Meeting will be made accessible to Securityholders through the Computershare Meeting Platform which will allow Securityholders to view the Meeting in real time, vote and ask questions (written and verbal) in relation to the business of the Meeting. Visitors to this platform will be able to view the Meeting via the Computershare Meeting Platform but will not have access to vote or ask questions.

If you choose to participate in the Meeting online, registration will open at 10:30am (AEDT) on Thursday, 17 November 2022 (30 minutes prior to the start of the Meeting).

To participate in the Meeting online:

- > you need to log in to meetnow.global/GOZ2022 from your computer or mobile/tablet device which has internet access; and
- > when you log in, you will need to provide:
 - your SRN/HIN; and
 - the postcode registered to your holding if you are an Australian Securityholder. Overseas Securityholders can select the country of the registered holding from the drop-down list.

Proxy holders will need to contact Computershare by phone on +61 3 9415 4024 during the online registration period which will open 30 minutes before the Meeting in order to obtain unique email invitation link so that they can participate online.

Instructions on how to log in to participate in the Meeting, including asking questions, voting and browser requirements are available in the AGM Online Guide on Growthpoint's website at growthpoint.com.au/2022-AGM.

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

Submitting questions

Securityholders attending the Meeting, as a whole, will have a reasonable opportunity to ask questions and make comments relating to the business of the Meeting and the management of Growthpoint during the Meeting, whether they attend in person or participate via the online platform.

Securityholders participating in the Meeting via the online platform may ask written or verbal questions during the Meeting via the Computershare Meeting Platform.

How to attend the Meeting

continued

The Chairman of the Meeting will endeavour to address as many of the 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, including questions for Growthpoint's auditor, by emailing investor.relations@growthpoint.com.au or when appointing a proxy or voting online at investorvote.com.au by **5:00pm (AEDT) on Thursday, 10 November 2022**. Questions for the auditor must relate to the content of the auditor's report or the conduct of the audit of Growthpoint's 2022 financial report.

Please note that individual responses will not be sent to Securityholders.

Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chairman of the Meeting has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chairman of the Meeting 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 of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Securityholders are encouraged to appoint a directed proxy ahead of the Meeting even if they plan to attend the Meeting in person or online.



If you are participating online and 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, 15 November 2022.

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, 16 November 2022).

The resolutions to be put to the Meeting as Items 2 to 6 and 9 are ordinary resolutions which must be passed by more than 50% of the total votes cast on the resolution by Securityholders present (online or in person) or by proxy, attorney or corporate representative and entitled to vote. The resolutions to be put to the Meeting as Items 7 and 8 are special resolutions which must be passed by more than 75% of the total votes cast on the resolution by Securityholders present (online and in person) or by proxy, attorney or corporate representative and entitled to vote.

Corporations and attorneys

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 **11:00am (AEDT) on Tuesday, 15 November 2022**. A form of the appointment may be obtained by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4366 (overseas).

Where a Securityholder appoints an attorney to act on his or her behalf at the Meeting, such appointment must be made by a duly executed power of attorney which must be received by Computershare by **11:00am (AEDT) on Tuesday, 15 November 2022**.

Proxies

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 (either online or in person) or any adjournment or postponement of that Meeting. Proxies need not be Securityholders. Growthpoint encourages all Securityholders to submit a proxy vote ahead of the Meeting even if they plan to attend the Meeting online or in person. This will ensure that your vote will be counted if for any reason circumstances change and you cannot participate on the day.

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 **11:00am (AEDT) on Tuesday, 15 November 2022**.

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

Information for Securityholders

continued

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 (physically or online), they will be able to vote on the items of business at the Meeting but doing so will invalidate votes cast by their proxy.

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 available proxies as directed on a poll.

Voting exclusions apply to Items 2, 4, 5, 6 and 9 under the Corporations Act and ASX Listing Rules. If you intend to appoint a member of the KMP (other than the Chairman of the Meeting) 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 9 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 and 5. If you intend to appoint a Director or any of their associates as your proxy, please ensure that you direct them how to vote on Item 6. Finally, if you intend to appoint the Company or any of its associates as your proxy, please ensure that you direct them how to vote on Item 9.

If you intend to appoint the Chairman of the Meeting as your proxy, you can direct the Chairman of the Meeting how to vote by marking the boxes for Items 2, 4, 5, 6, 7, 8 and 9 (for example if you wish to vote against or abstain from voting). If you do not direct the Chairman of the Meeting how to vote (or the Chairman of the Meeting becomes your proxy by default), by submitting the proxy appointment, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Items 2, 4, 5, 6, 7, 8 and 9 as he sees fit.

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

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 **11:00am (AEDT) on Tuesday, 15 November 2022** in one of the following ways:

- > **Online:** Proxy appointments can be lodged online at investorvote.com.au by following the instructions on the website. Securityholders who have elected to receive this Notice electronically or have provided their email address to Growthpoint will have received an email with a link to the Computershare site. You will need your SRN/HIN and your postcode to lodge the proxy appointment online. Securityholders who have not received an email will need a six-digit Control Number (being 131337) to lodge the proxy appointment online.

Intermediary online subscribers only (custodians) can lodge a proxy appointment online at intermediaryonline.com.

› **Mail or facsimile:** The hard copy 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).

Securityholders can also request a proxy form or a copy of this Notice by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4366 (overseas).

Future Securityholder communications

We encourage all Securityholders to receive their securityholding information electronically. This is the most efficient and sustainable way to receive communications. To change your preference to electronic communications, please login using your Securityholder details at www-au.computershare.com/Investor.

You can make an election as to how you would like to receive certain documents (including annual reports, notices of meeting and proxy forms) as follows:

- › you can make a standing election to receive the documents in physical or electronic form;
 - › you can make a one-off request to receive a document in physical or electronic form; or
 - › you can tell us if you do not want to receive a hard copy of Growthpoint's annual report.
- Growthpoint's annual reports are always available online in our results and reports section.

To make an election, or a one-off request, or if you would like further information, contact Computershare by phone or email, or log in at www-au.computershare.com/Investor and follow the prompts.

2022 Annual General Meeting

Growthpoint Properties Australia
Level 31, 35 Collins Street, Melbourne VIC Australia
growthpoint.com.au

