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beyond real estate

FY26 Corporate Governance Statement

17 August 2026

GROWTHPOINT
PROPERTIES AUSTRALIA

2026 Corporate Governance Statement

Group overview

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

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

For information on Growthpoint's business and operations, please refer to the Group's Annual Report for the financial year ended 30 June 2026 (the **Reporting Period** or **FY26**) which forms part of Growthpoint's reporting suite.

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

This statement was approved by the Board on 17 August 2026.

Our governance approach

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

During the Reporting Period, Growthpoint's governance framework met the recommendations of all of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) (the **ASX Principles**), other than Recommendation 4.2 which was followed partially during the Reporting Period.[1]

ASX Principles

Principle 1 – Lay solid foundations for management and oversight

1.1 Roles and responsibilities of the Board and management

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

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

- **Strategy**: setting Growthpoint's strategic direction and objectives and overseeing management's implementation of the strategic objectives and performance generally;

[1] Refer to section 4.2 of this statement for details.

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

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

The delegations within the Policy were updated during the Reporting Period for operating effectiveness. All officers and employees must operate within the Policy and delegated authority limits. The Managing Director is responsible to the Board for ensuring that the delegations granted to him under the Policy are implemented and managed in accordance with the policy.

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

1.2 Appointment and re-election of Directors

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

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

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

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

1.3 Written agreements with Directors

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

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

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

1.4 Role of the Company Secretary

The Board must approve the appointment or removal of the Company Secretary and the Company Secretary is accountable to the Board, through the Chair, on all the matters to do with the proper functioning of the Board.

As at 30 June 2026, the Board had appointed two Company Secretaries. The qualifications, experience and other details of Growthpoint's company secretaries are set out in the 2026 Annual Report. All Directors have access to the company secretaries.

1.5 Diversity

Growthpoint is committed to creating a respectful workplace where everyone is valued, included and treated fairly. We recognise that a diversity of backgrounds, identities, skills, experiences and perspectives strengthens our organisation and supports better decision-making.

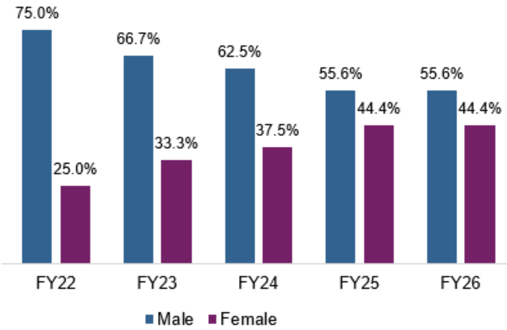
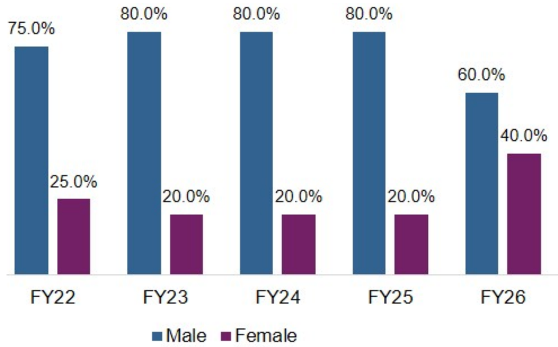
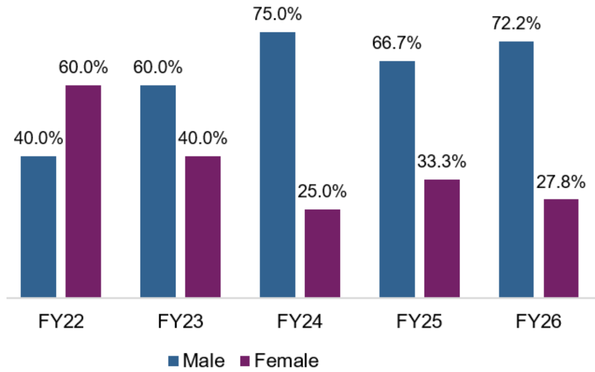
Building an inclusive and equitable culture contributes to our business success and the positive experience of our people. It helps us attract, develop and retain talented employees, while strengthening relationships with our securityholders, tenants, suppliers, financiers, advisers and other stakeholders.

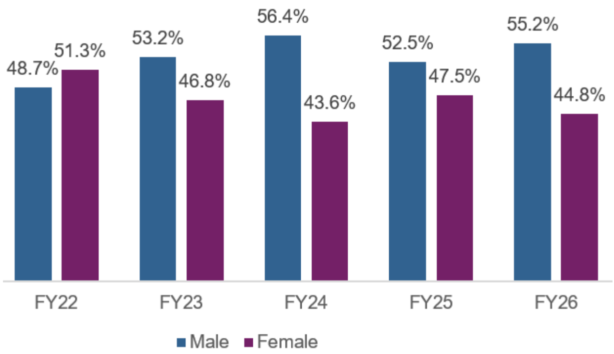
Growthpoint's Diversity, Equity and Inclusion Policy was updated in May 2023 and has the three objectives:

1. monitor, maintain and achieve the measurable gender diversity targets set by the Board, subject to business circumstances, recruitment opportunities arising and Growthpoint's desire to appoint the best candidate;
2. promote and support a diverse, equitable and inclusive culture where employees are respected and feel that they are valued; and
3. appoint the best candidate to the role, striving to eliminate bias or inequity that may reduce their successful appointment and ability to thrive at work.

Growthpoint's Diversity, Equity and Inclusion Policy is available at: *https://growthpoint.com.au/corporate-governance*.

The gender diversity targets set by the Board in FY24 in support of the Diversity, Equity and Inclusion Policy objective (number 1) above and the progress made towards achieving those targets in the Reporting Period are as follows:

Reporting Period targets	Progress made during the Reporting Period	
Maintain a 30% female gender diversity target on the Board with an aspiration of achieving 40% over the longer term.	As of 30 June 2026, 44.4% of Directors on the Board are female.  	Maintained and longer term goal was achievec in FY25
To maintain at least one female on the ELT, with the goal of achieving at least two female ELT members by 2028.	The appointment of a female Chief Financial Officer (CFO) in March 2026 increased the number of female members of the ELT to 2.  	Maintained and longer term goal achieved in FY26. This is likely to reduce to 33.3% in FY27 with the start of the new Chief Investment Officer in July 2026.
Achieve a 40:40:20 gender representation for direct reports to the ELT by 2028.	Female representation in this cohort decreased from 33.3% in FY25 to 27.8% in FY26. This is due to the small senior cohort, where changes in one to two roles can materially shift outcomes year to year.  	In progress

Maintain a 40:40:20 gender representation across the Group’s workforce generally.	Growthpoint has consistently maintained female representation above 40% across the workforce, demonstrating sustained baseline gender balance at an organisational level. 	Maintained

Growthpoint also made good progress against its other diversity objectives during the Reporting Period:

Diversity objective	Progress made during the Reporting Period
Promote and support a diverse, equitable and inclusive culture where employees are respected and feel that they are valued	Growthpoint maintains strong and consistent employee engagement outcomes, with engagement at or above 75% (and participation above 90% annually), outperforming the Real Estate Australia January 2026 benchmark (REAB)[2] over the past three years. Growthpoint retains a safe and inclusive workplace demonstrated through its employee engagement results, with the Risk Culture score (94% favourable), Health and Safety (93% favourable) and the Collaboration and Communication score (84% favourable). These outcomes reflect a focused FY26 employee engagement action plan with a consistent emphasis on connection and continuous improvement. Growthpoint’s annual wellness program was enhanced with the appointment of a new partner, improving access to EAP and additional wellness programs to support employee experience and performance. The Contact Officer network remains a core support mechanism reinforcing a respectful and inclusive workplace, complemented by a maintained Sexual Harassment Prevention Plan and annual sexual harassment training. Guidelines on menopause and family and domestic violence remain embedded, supporting employees and leaders to respond consistently and with care. Capability and leadership development was a priority in FY26. The inaugural Dare to Evolve (future talent) program delivered three graduates. A partnership with Leading Teams was also introduced to progress the development of a high-performing culture. Female talent development remained a focus, with five participants completing the FY26 500 Women in Property program and a further four are confirmed for the FY27 program. Growthpoint also continues to support flexible workplace arrangements and paid parental leave benefits.
Appoint the best candidate to the role, striving to eliminate bias	Growthpoint maintains a clear, organisation-wide commitment to equal opportunity across all employment practices. In FY26, 19% of the workforce (of which 31% were females), were promoted or moved into development

[2] As reported by Culture Amp

or inequity that may reduce their successful appointment and ability to thrive at work.	opportunities, reflecting active investment in internal mobility and career progression. 40% of permanent hires in FY26 were women, including an Executive Management Team appointment (CFO), supported by a mix of mid and junior-level hires. This demonstrates continued progress in building gender balance while maintaining capability across levels. Towards the end of FY26, Growthpoint completed a targeted review of its internal recruitment framework to deliver a more consistent approach to hiring nationally. Growthpoint also undertakes annual remuneration benchmarking across eligible roles against relevant market positions. This supports fair, consistent and market-aligned outcomes, with appropriate regard to internal equity.

1.6 Board performance reviews

The Nomination, Remuneration and HR Committee oversees the Board performance evaluation program. The evaluation process is undertaken annually and considers the effectiveness and performance of the Board, its Committees, the Chair and individual Directors. During FY26, the review involved Directors completing an anonymous questionnaire, with the results discussed by the Board.

1.7 Senior executive performance reviews

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

Details of the performance criteria against which the Managing Director was assessed for FY26 are set out on pages 46 and 47 of the FY26 Remuneration Report that forms part of the Group's Annual Report (**FY26 Annual Report**).

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

2.1 Nomination, Remuneration and HR Committee

The Board has established a Nomination, Remuneration and HR Committee which comprises four members, all of whom are Non-executive Directors. The Committee comprises a majority of independent members and an independent Committee Chair, Josephine Sukkar AM, in line with recommendations 2.1(a)(1) and (2) and 8.1(a)(1) and (2) of the ASX Principles.

The Committee operates under a Charter approved by the Board. The Charter is available on Growthpoint's website at: *https://growthpoint.com.au/corporate-governance*.

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

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

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

The Committee also has responsibilities in relation to remuneration. See section 8.1 of this statement.

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

The Committee met five times during the Reporting Period. Please refer to pages 26 to 28 of Growthpoint's FY26 Annual Report for more details in relation to the qualifications and experience of the Committee's members and page 29 of the FY26 Annual Report for their attendance at Committee meetings during the Reporting Period.

2.2 Board skills matrix

The Board's skills matrix was reviewed during the Reporting Period to ensure that the Board has an appropriate mix of skills, experience and expertise to enable it to discharge its responsibilities. As part of this, the Board continues to apply the following grading system adopted in FY24 to provide context for the level of skills and experience:

Level	Description/criteria
High	High competency, knowledge and/or experience in all or most of the aspects of the relevant skill area gained through extensive career experience in senior executive, director or other professional roles.
Medium	Solid working knowledge and understanding of the relevant skill area, gained through either solid management, professional, Board and/or industry experience (collectively) or through training, education or professional development activities.
General	An awareness and general understanding of the relevant skill area.

The following table outlines the current mix of skills represented on the Board. Being a property company, the Board has expressed a particular desire to ensure it comprises a sufficient number of directors with Australian commercial property knowledge and experience. The Board seeks to ensure that where Board members are replaced, the Board's property experience is not diminished. The Board also has a strong and diverse collective skill set and experience across a range of subject matters and considers that the current overall mix of skills is appropriate for the Group.

Skills category	Description of the required skill	High	Medium	General
Real Estate / Property	• Experience and knowledge of the Australian commercial property market in one of the following areas: property acquisitions/investments and disposals, property valuations, asset or property management, leasing and development.	8	1	
Funds Management	• Experience in, and knowledge of, the management and equity raising of third-party funds and investments.	8	1	
M&A	• Experience with corporate or M&A transactions.	8	1	
Capital Markets	• Experience with capital management strategies including capital partnerships, capital raisings and debt financings.	7	2	
Financial Acumen	• Experience in auditing or accounting, as a CFO of a listed company or equivalent or in a senior role in the finance industry or relevant qualifications; or • Expertise in financial reporting, corporate finance or debt management, including having a good understanding of financial drivers/funding.	8	1	
Strategic Planning	• Experience in developing and successfully implementing strategic plans and objectives to achieve the goals of an organisation.	9		
Listed	• Experience at a board or executive level with a listed organisation(s) in Australia or international equivalent, and an	9		

Skills category	Description of the required skill	High	Medium	General
	understanding of the Australian listed entity regulatory regime and the responsibilities of officers.			
Risk, Legal and Governance	• Experience in managing key areas of risk to an organisation, monitoring risk management frameworks or managing the legal and regulatory affairs of an organisation; and • Experience in governance structures and standards of a listed company or a large organisation.	5	4	
Remuneration and People	• Experience in relation to remuneration frameworks and setting management performance goals, managing people and influencing a positive organisational culture.	8	1	
Innovation and Technology	• Experience in leading or oversight of projects which implement innovative ways of doing business; and • Experience in IT strategy, system implementation and/or digital disruption.		6	3
Sustainability	• Experience in sustainability best practices relevant to the property sector, including an understanding of climate related risks and opportunities and sustainability reporting.	3	5	1
Stakeholder Engagement	• Experience in stakeholder engagement, including managing key relationships with various stakeholders and the ability to navigate diverse interests.	8	1	

2.3 Director independence, tenure and qualifications

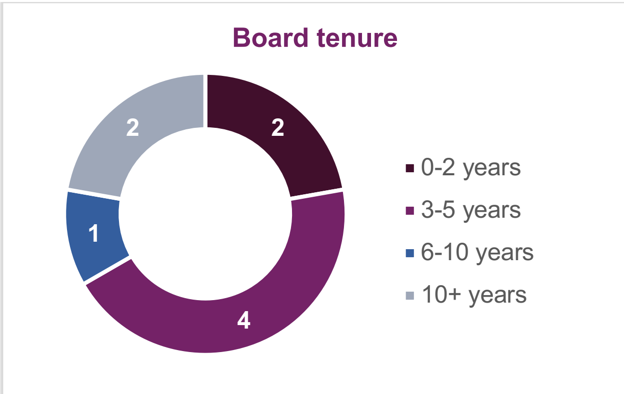
The Board's Charter requires that the independence of each Non-executive Director is assessed by the Board prior to appointment and then annually. In assessing independence, the Board will have regard to the interests, positions and relationships potentially affecting the independent status of a Director as described in Box 2.3 of the ASX Principles.

The Directors, their appointment date and the assessment by the Board regarding independence are as follows as at the end of the Reporting Period:

Name	Appointed	Tenure (approximate years)	Independent?
Estienne de Klerk	5 August 2009	17	No (due to his position held with the Group's major Securityholder, Growthpoint Properties Limited)
Norbert Sasse	5 August 2009	17	No (due to his position held with Growthpoint Properties Limited)
Josephine Sukkar AM	1 October 2017	9	Yes (independent Non-executive Director)
Deborah Page AM	1 March 2021	5	Yes (independent Non-executive Director)
Andrew Fay	1 December 2022	3.5	Yes (independent Non-executive Chair)
Panico Theocharides	1 April 2023	3	No (due to his position held with Growthpoint Properties Limited)

Name	Appointed	Tenure (approximate years)	Independent?
Michelle Tierney	1 April 2023	3	Yes (independent Non-executive Director)
Ross Lees	20 May 2024	2	No (Chief Executive Officer and Managing Director)
Tonianne Dwyer AM	16 September 2024	2	Yes (independent Non-executive Director)

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



2.4 Independent Directors

The Board currently comprises eight Non-executive Directors (five of which were considered by the Board to be independent) and one Executive Director. During the Reporting Period, the Board was majority independent in line with recommendation 2.4 of the ASX Principles.

Of the three Non-executive Directors who are deemed not independent, Norbert Sasse, Estienne de Klerk and Panico Theocharides are representatives of the Group's major Securityholder, Growthpoint Properties Limited.

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

2.5 Board Chair independence

The Chair, Andrew Fay, is an independent Director and the role of Chief Executive Officer was fulfilled by the Chief Executive Officer and Managing Director, Ross Lees.

2.6 Induction and professional development of Directors

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

The Nomination, Remuneration and HR Committee oversees the ongoing professional development of Directors, ensuring that the Board collectively maintains the skills, knowledge and experience required to fulfil its responsibilities effectively. During the Reporting Period, the Board participated in a range of presentations and briefings covering matters relevant to the Group's operations and strategic priorities, including industry and core sector trends, capital market and economic developments, preparedness for mandatory climate-related financial disclosures under Australia’s Sustainability Reporting Standards (ASRS), and material developments in the risk, legal and regulatory landscape.

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

3.1 Values

Growthpoint’s values provide the framework for the way we work together and how we do business. Growthpoint reviewed its values at its annual staff conference in September 2023, launching a revised version of values following approval by the Board. Growthpoint’s values, in addition to its policies and Code of Conduct, assist in guiding appropriate workplace culture and behaviour.

Success
valuing performance, hard work and high standards

Integrity
doing the right thing for tenants, investors and team

Respect
dealing with others openly, honestly and inclusively

Fun
enjoying work, being sociable and playing as a team

All new employees receive training on the values and Code of Conduct as part of their induction.

3.2 Code of Conduct

Growthpoint is committed to conducting its business to the highest standard and to upholding a culture of corporate compliance, integrity and responsible and ethical behaviour. It has in place a Code of Conduct (**Code**) which outlines the standards of conduct and professional behaviour expected of all Directors, senior executives and employees (including temporary employees and contractors) of the Group.

The key values underpinning the Code are as follows:

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

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

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

The Code is available on Growthpoint’s website at: *https://growthpoint.com.au/corporate-governance*.

3.3 Conflicts of Interest and Related Party Transactions Policy

Growthpoint is committed to ensuring that the Group has arrangements in place to adequately assess and manage actual, apparent and potential conflicts of interests and related party transactions, which may arise in relation to the activities undertaken by the Group and any funds or trusts managed by them that have external securityholders, including GPAT and the wholesale funds and mandates (**Group Funds**).

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

- Personal Conflicts of Interest – where the interests of a Group employee or officer actually or potentially conflict with those of a Group member or Group Fund;

- Related Party Transactions – involving a Group Member and a Group Fund;
- Business opportunities – where, for example, the interests of Group Funds compete with Group members or other Group Funds when allocating or pursuing an investment or leasing opportunity; or
- Fund or joint venture conflicts – where Growthpoint's interests are represented at a Co-owners' (or other) Committee, these interests may conflict with the interests of another Group Fund in the same asset or venture.

In managing conflicts of interest that may arise as part of operating its funds management business, Growthpoint has established appropriate structures and processes to ensure that when a conflict arises, the relevant employee of a Group Member or Group Fund liaises with the Company Secretary to implement appropriate ethical walls and information barriers between parties to ensure that the confidentiality is maintained and that each party acts in the best interest of those they are representing. The overriding requirement is to manage any conflict of interest at arm's length and in accordance with the Policy and the Standing Determination Protocols, the provisions of the *Corporations Act 2001 (*Cth.*)* (**Corporations Act**) regarding Related Party Transactions, and the relevant ASX Listing Rules.

Growthpoint's Conflicts of Interest and Related Party Transactions Policy is available on Growthpoint's website at: *https://growthpoint.com.au/corporate-governance.*

3.4 Whistleblower Policy

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

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

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

3.5 Anti-Bribery and Corruption Policy

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

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

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

Principle 4 – Safeguard the integrity of corporate reports

4.1 Audit, Risk and Compliance Committee

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

The Chair of the Committee, Deborah Page AM, is an independent Director and is not the Chair of the Board. All Committee members are financially literate. The Committee also has members with relevant financial or accounting experience and an understanding of the Group's business. Please refer to pages 26 to 28 of Growthpoint's FY26 Annual Report for more details in relation to the qualifications and experience of the Committee's members.

The Board has a formal Charter for the Committee. The Charter is available on the Group's website at: https://growthpoint.com.au/corporate-governance

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

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

The Committee also has responsibilities in terms of risk management, including to:

- review and advise the Board on the adequacy of the Group's sustainability-related risk management processes, controls, procedures, and policies monitor; and
- report to the Board on management's implementation of strategies to respond to climate related risks and opportunities, progress against publicly disclosed targets, and the Group's performance against such matters.

Further details of the Committee's responsibilities are outlined in section 7.1 of this statement.

The Committee:

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

The Committee meets quarterly. Please refer to page 29 of the FY26 Annual Report for further details on attendance at Committee meetings.

4.2 Chief Executive Officer and Chief Financial Officer Declarations

Prior to the approval of the Group's financial statements for the half year and full year reporting periods, the Board ordinarily receives from the Chief Executive Officer and the Chief Financial Officer a declaration in accordance with section 295A of the Corporations Act and the ASX Corporate Governance Principles and Recommendations. For the half year ended 31 December 2025, a declaration was provided by the Chief Executive Officer only, as the Chief Financial Officer position was temporarily vacant during a short transition period. Declarations were provided by both the Chief Executive Officer and the Chief Financial Officer for the Group's FY26 full year financial report.

4.3 Verification of periodic corporate reports

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

All documents released to the ASX are subject to:

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

Principle 5 – Make timely and balanced disclosure

5.1 Continuous Disclosure Policy

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

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

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

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

The Continuous Disclosure Policy is available on Growthpoint's website at: https://growthpoint.com.au/corporate-governance.

5.2 Material market announcements

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

5.3 New and substantive investor or analyst presentations

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

Principle 6 – Respect the rights of Securityholders

6.1 Growthpoint's website

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

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

Growthpoint's website also contains:

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

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

6.2 Investor relations program

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

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

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

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

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

6.3 Participation at Securityholder meetings

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

To allow as many Securityholders as possible to have an opportunity to attend Securityholder meetings, Growthpoint makes them available to be viewed online using webcast technology.

Information on meetings and presentations held throughout the reporting period are available at https://growthpoint.com.au/investor-centre.

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

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

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

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

6.4 Resolutions by poll

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

6.5 Electronic communications

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

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

Principle 7 – Recognise and manage risk

7.1 Audit, Risk and Compliance Committee

As outlined in section 4.1 of this statement, the Board has established an Audit, Risk and Compliance Committee to assist with oversight of the Group's risk management framework. Please refer to pages 26 to 28 of Growthpoint's FY26 Annual Report for more details in relation to the qualifications and experience of the Committee's members and page 29 for details of their attendance at Committee meetings during the Reporting Period.

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

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

7.2 Risk Management Framework

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

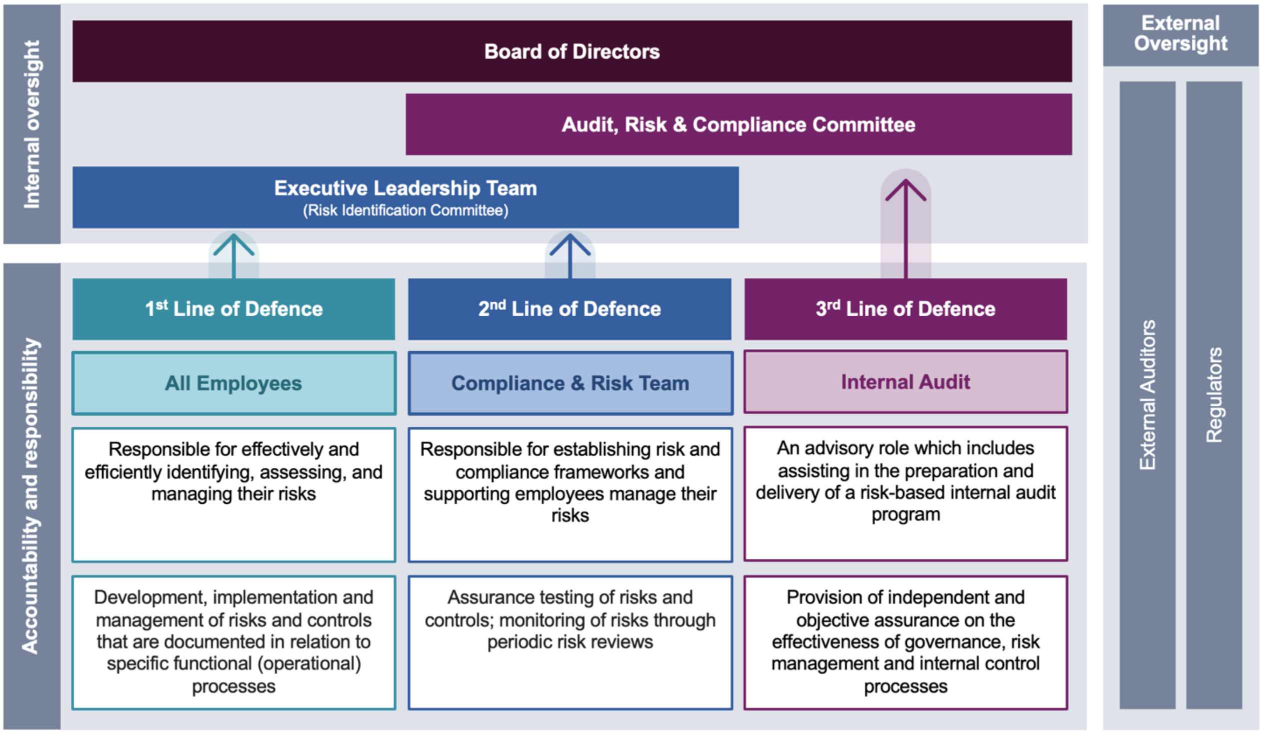
Growthpoint does not seek to eliminate all risk as this would remove opportunities as well as upside risk. Instead, Growthpoint seeks to effectively manage risk required to achieve its strategic objectives.

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

The Board and the Audit, Risk and Compliance Committee approve the Group's risk policies, strategies and framework. Management is responsible for the implementation of the Group's system of risk management and controls. Management reports to the Audit, Risk and Compliance Committee on a semi-annual basis, regarding the Group's key risks, the effectiveness, and timely application, of the controls in place to manage those risks and whether the Group's key risks are being managed in line with Growthpoint's risk appetite statement. In addition, the funds management business reports the risks faced by the unlisted wholesale managed funds to the GIM Board.

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

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



7.3 Internal audit function

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

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

7.4 Material exposure to environmental or social risks

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

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

Please refer to pages 32 to 35 of Growthpoint's FY26 Annual Report for the Group's material business risks and how it is managing those risks.

As noted in the FY26 Annual Report, the Group has identified sustainability strategy and compliance — encompassing environmental, climate-related and social factors — as a material business risk that could impact Growthpoint's achievement of its strategic and financial objectives. This risk is subject to Board and Audit, Risk and Compliance Committee oversight, supported by a Board-approved Sustainability Strategy with defined targets, and monitored through key risk indicators, including a mandatory climate reporting compliance KRI commencing FY27. Growthpoint's FY26 Sustainability Report will be made available on the website at: https://growthpoint.com.au/results in October 2026.

The Group also publishes a modern slavery statement annually. Growthpoint's latest modern slavery statement, published on 20 November 2025 is available on the sustainability information page of Growthpoint's website at: growthpoint.com.au/sustainability.

Principle 8 – Remunerate fairly and responsibly

8.1 Nomination, Remuneration and HR Committee

As outlined in section 2.1 of this statement, the Board has established a Nomination, Remuneration and HR Committee to assist the Board in discharging its responsibilities in relation to human resources and remuneration matters. Please refer to pages 26 to 28 of Growthpoint's FY26 Annual Report for more details in relation to the qualifications and experience of the Committee's members and page 29 of the FY26 Annual Report for their attendance at Committee meetings during the Reporting Period.

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

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

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

8.2 Remuneration framework and policies

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

The FY26 Remuneration Report on pages 38 to 57 of Growthpoint's FY26 Annual Report outlines the Group's remuneration framework, policies and practices (including the Minimum Security holding Requirement) that were in place during the Reporting Period, and details the remuneration paid to Directors and executive key management personnel for the Reporting Period.

8.3 Equity based remuneration scheme

As at 30 June 2026, the Group had in place an Employee Securities Plan (**Plan**) for the Managing Director, other ELT members and eligible employees. The Plan is designed to link those employees' remuneration with the Group's long-term strategic objectives and financial performance.

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

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

Growthpoint Properties Australia Trust
ARSN 120 121 002

Growthpoint Properties Australia Limited
ABN 33 124 093 901 AFSL 316409

Head Office
Level 18, 101 Collins Street
Melbourne VIC 3000

growthpoint.com.au

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