

## Remuneration report

**Our remuneration structures are designed to align compensation with financial and non-financial outcomes of the Group, with the best interests of Securityholders always the primary consideration**

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### About the Remuneration Report

The Directors present this “Remuneration Report” for the Group for the year ended 30 June 2017. This report summarises key compensation policies and provides detailed information on the compensation for Directors and other Key Management Personnel.

The specific remuneration arrangements described in the report apply to the Managing Director and the Key Management Personnel as defined in AASB 124 and to the Company Secretaries as defined in section 300A of the *Corporations Act 2001* (Cth).

### Overview of FY17 remuneration

The FY17 remuneration report reflects a year of strong growth in Securityholder returns and achievement of Growthpoint’s stated strategic objectives, as well as improved outcomes in the development of people and culture.

2017 distributable income per security grew by 9.6% when compared to the previous year. This marks the seventh year Growthpoint has grown distributable income per security, delivering a compound annual growth rate of 8.0% over this period.

Distributable income per security for the year ended 30 June 2017 exceeded guidance by 1.8 cents or 8.1%.

Total Securityholder return of 6.3% exceeded the benchmark S&P/ASX A-REIT 300 accumulation index by 11.9 percentage points (the index returned -5.6%).<sup>1</sup>

Key Management Personnel remuneration structures continue to be heavily weighted towards ‘at risk’ components to better align compensation with Securityholder outcomes and over 50% of the Managing Director’s remuneration is ‘at risk’.

Long-term Incentive (“LTI”) share plan policies have remained broadly unchanged since 2012, and continue to be 100% benchmarked relative to the S&P/ASX A-REIT 300 accumulation index.

The Group’s Short-term Incentive (“STI”) plan focuses on aligning financial outcomes for Securityholders with Key Management Personnel remuneration. Stretch targets are also in place for financial outperformance versus guidance.

The Nomination, Remuneration and HR committee meets at least four times per year (there were six meetings during FY17) to consider the appropriateness of remuneration policies and has engaged PwC to provide benchmarking and related remuneration advice. Growthpoint also continues to take investor feedback into account when considering remuneration and remuneration reporting.

<sup>44</sup> Growthpoint’s remuneration practices substantially comply with best practice governance guidelines, as outlined on page 44 of the 2017 Sustainability report.

#### References to distributable income

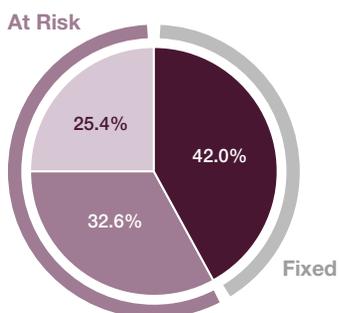
In FY17, Growthpoint announced that it would change its reporting to FFO rather than distributable income going forward. As the Group’s remuneration targets (particularly for STI purposes) were set in FY16 using distributable income, this Remuneration Report continues to refer to distributable income. It is expected that the FY18 Remuneration Report will only refer to FFO.

1. Source: UBS Investment Research.

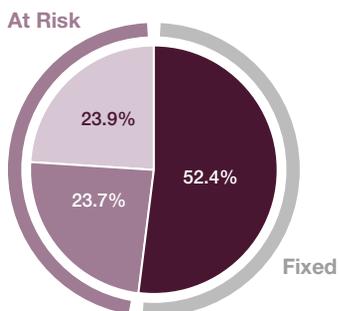
There are currently 23 Employees ("Employees") of the Group, including the Managing Director and 3 other Key Management Personnel ("Key Management Personnel").

### Executive remuneration FY17 (%)

#### Managing Director



#### Other Key Management Personnel



- Fixed
- At risk - cash
- At risk - Equity

## Executive Remuneration for FY17

### Remuneration paid and payable

The total remuneration paid or payable to the Employees who are Key Management Personnel for FY17 is listed on page 47 of this report and the proposed remuneration parameters for FY18 are on page 50.

### Service contracts

It is the Group's policy that service contracts are unlimited in term but capable of termination on six months' notice or less and that the Group retains the right to terminate the contract immediately, by making payment equal to a payment in lieu of notice. Employees are also entitled to receive certain statutory entitlements on termination of employment including accrued annual and long service leave, together with any superannuation benefits and, if applicable, redundancy payments in accordance with a redundancy policy approved by the Nomination, Remuneration & HR Committee. Service contracts outline the components of compensation paid to each Employee (including all key management persons) but does not prescribe how compensation levels may be modified each year.

### Principles of remuneration for Employees

The principles of remuneration for Employees are:

1. Employees should receive total remuneration which is competitive with rates for similar roles with listed and unlisted Australian entities having regard to each person's skills and experience, the complexity, value to the Group and workload of the particular role and the industry in which the Group operates.
2. The total remuneration for Employees should be set at a level to attract and retain suitably qualified and experienced persons to each respective role and tailored to encourage Group performance which is in the best interests of all Securityholders.

3. The components of remuneration for each Employee are:
  - a) total fixed remuneration (including applicable superannuation);
  - b) if specified performance criteria are met, eligibility to receive a short-term incentive bonus payable in cash in respect of each financial year as determined by the Managing Director and/or the Nomination, Remuneration & HR Committee up to a maximum amount set by the Board. Refer to the table below for measures for the FY17 STI and the FY18 STI;
  - c) long-term incentive plan under which, upon attainment of specified criteria, each Employee is eligible to receive securities in the Group that vest over time to help ensure alignment of each Employee's interests with those of Securityholders;
  - d) life, TPD and income protection insurance cover payable to the Employee; and
  - e) annual, personal, long-service and other leave to the extent required by law or under any Group policy.
4. Employees are not eligible for any additional fees for additional roles within the Group such as acting as an officer of the Company or being a responsible manager under the Company's AFSL.
5. Employees are not currently required to hold any securities in the Group but are encouraged to do so. At the date of this Report, most Employees hold securities in the Group (refer to page 89 for details of senior executive holdings).
6. Employees are entitled to receive certain payments including the vesting of all unvested securities under the LTI if the Company decides to terminate a position without cause including through redundancy.

### Non-financial performance criteria for Short-term Incentives (STI) for FY17

| Performance criteria                                       | FY17 performance measures  | FY17 Achievement |
|--|--|------------------|
| <b>Company strategy</b><br>(9% of total)*                  | 1. Consideration of significant acquisition or M&A opportunities.<br>2. Asset acquisitions.<br>3. Asset disposals.<br>4. Capital management initiatives.<br>5. Strategic portfolio asset management initiatives                            | <b>96.7%</b>     |
| <b>Property operations</b><br>(9% of total)*               | 1. Vacancy rate.<br>2. Non-recoverable property costs to income ratio.<br>3. Total rental arrears as a % of collectables.<br>4. Leasing outcomes versus budget.<br>5. Portfolio metrics (WALE, WARR, average building age etc).            | <b>100%</b>      |
| <b>Stakeholder engagement</b><br>(6% of total)*            | 1. Investor relations initiatives and investor feedback.<br>2. Quality and frequency of ASX announcements and reporting.<br>3. Information provided to Non-Executive Directors.<br>4. Engagement with debt providers.<br>5. Credit rating. | <b>97.5%</b>     |
| <b>Development of people and culture</b><br>(6% of total)* | 1. Employee retention.<br>2. Employee survey results.<br>3. Diversity initiatives.<br>4. Development of Growthpoint culture.<br>5. Employee training.  | <b>100%</b>      |
| <b>Total non-financial score</b>                           |  | <b>98.5%</b>     |

\*Pre-stretch target which relates to financial component.

### Short-Term Incentives (“STI”)

In advance of each financial year the Nomination, Remuneration & HR Committee, in consultation with the Managing Director, and with assistance from remuneration consultants, establish performance targets and reward levels for STIs in respect of the year ahead. STI assessment is divided into two categories for:

- Executive Management Team (EMT).  
The EMT comprises the Managing Director and other Key Management Personnel
- Employees

A performance review is undertaken near the end of each financial year to determine if an STI should be payable to each employee, respectively, including the Managing Director, based on performance targets set at the start of the financial year. Any reward to the Managing Director requires Board approval. STI payments are

made in August following the financial year in which they were earned.

#### 1. EMT STI Criteria

The STI is divided into two criteria, namely;

##### a) Financial criteria – 70% of total

The financial criteria is based upon achieving budgeted distributable income (22.2 cps for FY17 providing a 50% score) with the opportunity for outperformance, up to 125% achievement, of criteria via a “stretch target” for distributable income per security in excess of budget (up to 23.3 cps). If distributable income per security is below budget, the Board has discretion whether to grant achievement under the financial criteria. For FY17 the achievement was 125% for the financial criteria due to achievement of 24.0 cps.

##### b) Non-financial criteria – 30% of total

The non-financial criteria is based upon the performance criteria in the table above.

### Components of STI paid (%)



- Non-financial – company strategy
- Non-financial – property operations
- Non-financial – stakeholder engagement
- Non-financial – development of people and culture
- Financial

### Percentage achievement of maximum STI

- FY17: 99.6%
- FY16: 69.8%

 Find out more information on page 46

The criteria are reviewed and approved by the Committee before the start of the financial year and then monitored on a quarterly basis, with an overall assessment approved by the Committee post the end of the financial year. The quarterly review involves the Chairman of the Group and Managing Director jointly analysing actual performance against the criteria and preparation of a report to the Committee.

#### 2. Employee STI Criteria

Employees, other than the EMT, have their STI determined based upon individual performance reviews, achievement of individual key performance indicators (KPIs) and their personal contribution to the Group’s success throughout a financial year. The STI amounts are determined by either the Managing Director or the Committee based on recommendations by the Managing Director.

**Short-term Incentives paid to EMT (\$)**

|   | FY17             |                     | FY16           |                     |
|---|------------------|---------------------|----------------|---------------------|
|   | Max              | Actual <sup>1</sup> | Max            | Actual <sup>2</sup> |
|   | \$               | \$                  | \$             | \$                  |
| <b>T. Collyer (Managing Director)</b>           |                  |                     |                |                     |
| Financial (maximum includes stretch target)     | 774,375          | <b>774,375</b>      | 743,750        | 464,933             |
| Non-financial - company strategy                | 79,650           | <b>76,995</b>       | 76,500         | 56,100              |
| Non-financial - property operations             | 79,650           | <b>79,650</b>       | 76,500         | 76,500              |
| Non-financial - stakeholder engagement          | 53,100           | <b>51,773</b>       | 51,000         | 51,000              |
| Non-financial - development of people & culture | 53,100           | <b>53,100</b>       | 51,000         | 48,450              |
| <b>Total</b>                                    | <b>1,039,875</b> | <b>1,035,893</b>    | <b>998,750</b> | <b>696,983</b>      |
| <b>A. Hockly (Chief Operating Officer)</b>      |                  |                     |                |                     |
| Financial (maximum includes stretch target)     | 181,125          | <b>181,125</b>      | 173,250        | 108,302             |
| Non-financial - company strategy                | 18,630           | <b>18,009</b>       | 17,820         | 13,068              |
| Non-financial - property operations             | 18,630           | <b>18,630</b>       | 17,820         | 17,820              |
| Non-financial - stakeholder engagement          | 12,420           | <b>12,110</b>       | 11,880         | 11,880              |
| Non-financial - development of people & culture | 12,420           | <b>12,420</b>       | 11,880         | 11,286              |
| <b>Total</b>                                    | <b>243,225</b>   | <b>242,294</b>      | <b>232,650</b> | <b>162,356</b>      |
| <b>D. Andrews (Chief Financial Officer)</b>     |                  |                     |                |                     |
| Financial (maximum includes stretch target)     | 181,125          | <b>181,125</b>      | 168,000        | 105,020             |
| Non-financial - company strategy                | 18,630           | <b>18,009</b>       | 17,280         | 12,672              |
| Non-financial - property operations             | 18,630           | <b>18,630</b>       | 17,280         | 17,280              |
| Non-financial - stakeholder engagement          | 12,420           | <b>12,110</b>       | 11,520         | 11,520              |
| Non-financial - development of people & culture | 12,420           | <b>12,420</b>       | 11,520         | 10,944              |
| <b>Total</b>                                    | <b>243,225</b>   | <b>242,294</b>      | <b>225,600</b> | <b>157,436</b>      |
| <b>M. Green (Head of Property)</b>              |                  |                     |                |                     |
| Financial (maximum includes stretch target)     | 183,750          | <b>183,750</b>      | 168,000        | 105,020             |
| Non-financial - company strategy                | 18,900           | <b>18,270</b>       | 17,280         | 12,672              |
| Non-financial - property operations             | 18,900           | <b>18,900</b>       | 17,280         | 17,280              |
| Non-financial - stakeholder engagement          | 12,600           | <b>12,285</b>       | 11,520         | 11,520              |
| Non-financial - development of people & culture | 12,600           | <b>12,600</b>       | 11,520         | 10,944              |
| <b>Total</b>                                    | <b>246,750</b>   | <b>245,805</b>      | <b>225,600</b> | <b>157,436</b>      |

**Long-Term Incentives ("LTI")**

The Group has had an Employee Securities Plan ("the Plan") in place for all Employees and the Managing Director since 2011. The Plan is designed to link Employees' remuneration with the long-term goals and performance of the Group with the aim of consistently increasing total Securityholder return.

All securities issued under the LTI are issued on a zero cost basis. In other words, the EMT and Employees are issued securities as part of their remuneration without having to pay any amounts for them.

**LTI performance measures**

The performance measures for the LTI are reviewed in advance of each financial year by the Nomination, Remuneration & HR Committee and/or the Board.

The performance measures for the LTIs for FY16, FY17 and FY18 are<sup>3</sup>:

**a) Total Securityholder returns ("TSR") – Weighting 50%**

TSR reflects the amount of dividends or distributions paid/payable by the Group plus the change in the trading price of the Group's securities over the financial year.

TSR is calculated as a percentage return on the opening trading price of the Group's securities on the first day of the financial year.

TSR is benchmarked relative to the S&P/ASX A-REIT 300 Accumulation Index<sup>4</sup> over a rolling 3 year period<sup>5</sup> using the following methodology:

- At or below the 50th percentile - 0%.
- At the 51st percentile - 50%.
- Above the 51st percentile but below the 76th percentile - 50%, plus 2% for each percentile above the 51st percentile.
- At or above the 76th percentile - 100%.

**b) Return on equity ("ROE") – Weighting 50%**

ROE reflects the amount of dividends or distributions paid/payable by the Group plus the change in the Group's net tangible assets over the financial year. ROE is calculated as a percentage return on the Group's net tangible assets as at the first day of the financial year.

ROE is benchmarked relative to the ROEs of constituents of the S&P/ASX A-REIT 300 Index over a rolling 3 year period using the following methodology:

- Below the benchmark return - 0%.
- At the benchmark - 50%.
- 0.1% - 1.9% above the benchmark – 51.25% - 75% in increments of 1.125% for each 0.1% above the benchmark
- 2% or more above the benchmark - 100%.

**LTI Maximum**

In advance of each financial year, the Board and/or the Nomination, Remuneration & HR Committee will establish an LTI pool in respect of the upcoming financial year and determine the maximum incentive which can be achieved by each Employee ("LTI Maximum"). Under the terms of his employment contract, the Managing Director's LTI Maximum is 80% of his total fixed remuneration ("TFR"). The LTI Maximum for other Key Management Personnel is 70% of TFR. Other Employees currently have LTI Maximums of 20%-30% of their respective TFR. Refer to the table on page 47 for details

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of TFR for senior executives for FY16 and FY17 and to page 50 for details of proposed TFR for senior executives for FY18.

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1. Although these amounts relate to FY17 it will be paid in FY18 and so will appear in the 2018 Annual Report remuneration tables.

2. Although these amounts relate to FY16 they were paid in FY17 and so appear in the remuneration table on page 47.

3. Prior to FY15, an additional measure, "Distributable Income", was used. However, this now forms part of the STI and so has been removed from the LTI. Readers can refer to previous annual reports available on the Group's website if they require information in relation to previous LTIs.

4. The benchmark only includes those constituents of the ASX REIT 300 that have a comparable trading history. For example, if they have listed, merged or demerged within three years they are excluded.

5. For LTIs prior to FY14, this was taken from the date the Group became a stapled entity to the end of the tranche vesting period as a full three year history was not available.

## Details of performance rights issued in FY17

| Plan identification | Plan participants                    | Issue date | Value of securities issued on conversion of performance rights | Number of securities issued on conversion of performance rights | Value of performance rights still to vest | Percentage of plan that vested during FY17 |
|---------------------|--------------------------------------|------------|--|---|---|--|
|                     |                                      |            | \$   | No.   | \$  | %  |
| FY16 Plan           | T. Collyer (Managing Director)       | 29/11/16   | 85,001   | 26,235  | N/A                                       | 25%  |
| FY16 Plan           | A. Hockly (Chief Operating Officer)  | 18/10/16   | 24,750   | 7,639   | N/A                                       | 25%  |
| FY16 Plan           | D. Andrews (Chief Financial Officer) | 18/10/16   | 24,002   | 7,408   | N/A                                       | 25%  |
| FY16 Plan           | M. Green (Head of Property)          | 18/10/16   | 24,002   | 7,408   | N/A                                       | 25%  |
| FY15 Plan           | T. Collyer (Managing Director)       | 29/11/16   | 131,985  | 40,736  | N/A                                       | 25%  |
| FY15 Plan           | A. Hockly (Chief Operating Officer)  | 18/10/16   | 30,375   | 9,375   | N/A                                       | 25%  |
| FY15 Plan           | D. Andrews (Chief Financial Officer) | 18/10/16   | 28,564   | 8,816   | N/A                                       | 25%  |
| FY15 Plan           | M. Green (Head of Property)          | 18/10/16   | 28,564   | 8,816   | N/A                                       | 25%  |
| FY14 Plan           | T. Collyer (Managing Director)       | 18/10/16   | 131,081  | 40,457  | N/A                                       | 25%  |
| FY14 Plan           | A. Hockly (Chief Operating Officer)  | 18/10/16   | 29,792   | 9,195   | N/A                                       | 25%  |
| FY14 Plan           | D. Andrews (Chief Financial Officer) | 18/10/16   | 27,663   | 8,538   | N/A                                       | 25%  |
| FY14 Plan           | M. Green (Head of Property)          | 18/10/16   | 27,663   | 8,538   | N/A                                       | 25%  |
| FY13 Plan           | T. Collyer (Managing Director)       | 18/10/16   | 138,040  | 42,605  | -   | 25%  |
| FY13 Plan           | A. Hockly (Chief Operating Officer)  | 18/10/16   | 30,813   | 9,510   | -   | 25%  |
| FY13 Plan           | D. Andrews (Chief Financial Officer) | 18/10/16   | 28,348   | 8,749   | -   | 25%  |
| FY13 Plan           | M. Green (Head of Property)          | 18/10/16   | 27,731   | 8,559   | -   | 25%  |

## Key Management Personnel remuneration

|                                      | Short-term      |                         | Post employment       |                          | Other long-term | Termination benefits | Share based payments<br>Options and rights | Total     | S300A (1) (e) (i) proportion of remuneration performance related |
|--------------------------------------|-----------------|-------------------------|-----------------------|--------------------------|-----------------|----------------------|--|-----------|--|
|                                      | Salary and fees | Cash bonus <sup>1</sup> | Non-monetary benefits | Super-annuation benefits |                 |                      |  |           |  |
|                                      | \$              | \$                      | \$                    | \$                       | \$              | \$                   | \$   | \$        | %  |
| <b>For the year to 30 June 2017</b>  |                 |                         |                       |                          |                 |                      |  |           |  |
| T. Collyer (Managing Director)       | 868,275         | 696,983                 | 1,378                 | 30,000                   | -               | -                    | 543,951                                    | 2,140,587 | 58%  |
| A. Hockly (Chief Operating Officer)  | 320,175         | 162,356                 | -                     | 30,000                   | -               | -                    | 161,984                                    | 674,515   | 48%  |
| D. Andrews (Chief Financial Officer) | 320,175         | 157,436                 | -                     | 30,000                   | -               | -                    | 158,601                                    | 666,212   | 47%  |
| M. Green (Head of Property)          | 325,250         | 157,436                 | -                     | 30,000                   | -               | -                    | 159,781                                    | 672,467   | 47%  |
| <b>For the year to 30 June 2016</b>  |                 |                         |                       |                          |                 |                      |  |           |  |
| T. Collyer (Managing Director)       | 832,750         | 942,986                 | 1,378                 | 30,000                   | -               | -                    | 543,014                                    | 2,350,128 | 63%  |
| A. Hockly (Chief Operating Officer)  | 304,950         | 173,614                 | -                     | 30,000                   | -               | -                    | 138,884                                    | 647,449   | 48%  |
| D. Andrews (Chief Financial Officer) | 294,800         | 163,255                 | -                     | 30,000                   | -               | -                    | 132,273                                    | 620,328   | 48%  |
| M. Green (Head of Property)          | 294,800         | 163,255                 | -                     | 30,000                   | -               | -                    | 132,022                                    | 620,077   | 48%  |

1. Refers to when cash bonus was paid although it relates to the previous financial year.

### LTI Minimum

There is no minimum grant under the LTI. Accordingly, if minimum performance measures are not achieved, no grant will be made under the LTI.

### LTI Achievement

In early October of each year, the Nomination, Remuneration & HR Committee assesses the achievement of the performance measures listed above to determine a percentage achieved for the previous financial year ("LTI Achievement")

### LTI Awards

The LTI Maximum multiplied by the LTI Achievement provides the "LTI Award" for each employee for the relevant financial year.

For FY14 LTIs and beyond, the LTI Award is translated into an equivalent value of the Group's securities through dividing the LTI Award by the volume weighted average price of the securities over the 20 trading days prior to 30 September following the financial year to which the LTI relates. This gives a total number of securities to be issued to each Employee for each subsequent vesting.

25% of the securities to be issued to each Employee based on the LTI Award are issued to each Employee in October or November

of each of the following four years. Each such vesting is subject to the Employee remaining employed by Growthpoint at the relevant date subject to certain contractual exceptions such as a redundancy and in the discretion of the Board (e.g. in the case of a "good leaver").

As each grant in respect of FY14 and beyond is on the basis of a fixed number of securities rather than a fixed value, Employees are exposed to variations in the Group's security price for securities which are yet to vest (as well as for any securities they already hold).

For LTIs prior to FY14, 25% of the LTI Award is translated into an equivalent value in the Group's securities through dividing the LTI Award by the volume weighted average price of the securities over the 20 trading days prior to 30 September of each year of vesting. This calculation is undertaken in respect of each issue so the value of each vesting remains constant for each Employee but the number of securities changes according to changes in the security price.

The LTI is cumulative meaning that Employees can receive up to four issues of securities in a particular year in respect of four prior financial years. Subject to some exceptions, securities immediately vest in

the case of a takeover of the Group or an Employee being made redundant.

### ASX Listing Rules

In accordance with ASX Listing Rule 10.14, the issue of any stapled securities to the Managing Director is subject to Securityholder approval. It is intended that such approval be obtained at the Group's annual general meeting each year and, if approved, stapled securities be issued shortly after the relevant meeting.

### FY17 Achievement

The LTI Maximum for the Managing Director and other Key Management Personnel for the year ended 30 June 2016 is at left. The LTI Achievement cannot be calculated until the release of the benchmark data for the year ended 30 June 2017 so an estimated fair value at issue date is provided at left. The estimated LTI Achievement is included in an equity reserve in the year to 30 June 2017, pro-rated over the period to which any securities under the LTI are issued.

As there is no minimum LTI Award, if none of the benchmarks were achieved for FY17, the LTI Award would be \$0.

### Hedging of issues by Employees

Under the Group's "Securities Trading Policy" persons eligible to be granted securities as part of their remuneration are prohibited from entering a transaction if the transaction effectively operates to hedge or limit the economic risk of securities allocated under the incentive plan during the period those securities remain unvested or subject to restrictions under the terms of the plan.

### Worked example of LTI (unaudited)

Sam Sample is a manager at Growthpoint with a TFR of \$100,000. His TFR has not changed for three years and his LTI Maximum is \$30,000 (being 30% of his TFR).

The LTI Achievement for the financial years since his employment commenced were:

1. FY13 – 98.6% of \$30,000 = \$29,580
2. FY14 – 80.0% of \$30,000 = \$24,000
3. FY 15 - 78.0% of \$30,000 = \$23,400

The volume weighted average price for the 20 trading days prior to 30 September 2015 was \$3.12.

As a result, Mr Sample would have been eligible to receive 6,168 Growthpoint Properties Australia securities in October 2015 comprising the following LTI Awards:

1. FY13 – 2,370 (\$29,580/\$3.12/4)
2. FY14 – 1,923 (\$24,000/\$3.12/4)
3. FY15 – 1,875 (\$23,400/\$3.12/4)

## LTI Maximum for the Managing Director & other Key Management Personnel

|                                      | FY17 Plan          |                     |                  | FY16 Plan          |                   |                |
|--------------------------------------|--------------------|---------------------|------------------|--------------------|-------------------|----------------|
|                                      | LTI Maximum of TFR | LTI Maximum         | LTI Estimate*    | LTI Maximum of TFR | LTI Maximum       | LTI Actual     |
|                                      | %                  | \$                  | \$               | %                  | \$                | \$             |
| T. Collyer (Managing Director)       | 80                 | 708,000             | 552,240          | 80                 | 680,000           | 340,000        |
| A. Hockly (Chief Operating Officer)  | 70                 | 241,500             | 188,370          | 60                 | 198,000           | 99,000         |
| D. Andrews (Chief Financial Officer) | 70                 | 241,500             | 188,370          | 60                 | 192,000           | 96,000         |
| M. Green (Head of Property)          | 70                 | 245,000             | 191,100          | 60                 | 192,000           | 96,000         |
|                                      |                    | <b>1,436,000</b>    | <b>1,120,080</b> |                    | <b>1,262,000</b>  | <b>631,000</b> |
|                                      |                    | <b>LTI Estimate</b> | <b>78%</b>       |                    | <b>LTI Actual</b> | <b>50%</b>     |

\*Estimated at 78% achievement on the basis of recent historical performance.

## Number of performance rights

| Names                                | 1 July 2016 | Granted | Vested    | 30 June 2017   |
|--------------------------------------|-------------|---------|-----------|----------------|
| T. Collyer (Managing Director)       | 203,122     | 104,940 | (107,428) | <b>200,634</b> |
| A. Hockly (Chief Operating Officer)  | 46,515      | 30,556  | (26,209)  | <b>50,862</b>  |
| D. Andrews (Chief Financial Officer) | 43,524      | 29,632  | (24,762)  | <b>48,394</b>  |
| M. Green (Head of Property)          | 43,524      | 29,632  | (24,762)  | <b>48,394</b>  |

## Non-executive Director Remuneration

There are currently six Non-Executive Directors. An aggregate pool of \$1,000,000 available for the remuneration of Non-Executive Directors was approved by shareholders at the Company's Annual General Meeting in November 2013.

### Remuneration paid and payable

The total remuneration paid to Non-Executive Directors for FY17 is listed below and the proposed FY18 remuneration is on page 50.

### Principles of remuneration for Non-Executive Directors

The principles of non-executive director remuneration are:

1. Non-Executive Directors should receive total remuneration at market rates for equivalent positions at listed Australian entities of similar size (measured by market capitalisation and gross assets), complexity and Non-Executive Director workload having regard to the industry in which the Group operates.
2. Fees are set at a level to attract and retain suitably qualified and experienced persons to the Board.
3. The Chairman is entitled to a base annual fee and is not eligible for any additional fees for chairing or being a member of any Board committees.
4. All Non-Executive Directors other than the Chairman are entitled to a base annual fee plus additional fees for being a Chairman or a member of a committee.
5. All Non-Executive Directors' fees are paid on a base fee basis rather than per meeting.
6. All Non-Executive Directors' fees are to be paid in cash and include superannuation where applicable. Where Australian GST is applicable, this is paid in addition to the relevant director's fees.
7. Non-Executive Directors are not currently required to hold any securities in the Group but are encouraged to do so. At the date of this Report, all Directors hold securities in the Group (refer to page 89 for details of Director holdings).
8. Non-Executive Directors are not entitled to any termination or similar payments upon retirement or other departure from office.
9. In addition to remuneration, Non-Executive Directors may claim expenses such as travel and accommodation costs reasonably incurred in fulfilling their duties.
10. With the prior approval of the Chairman, Non-Executive Directors may obtain independent advice at the Company's cost.

### Non-executive Director Remuneration

|                                     | Short-term      |            | Post employment       |                          |                 | Share based payments |                    | S300A (1) (e) (i) proportion of remuneration performance related |    |
|-------------------------------------|-----------------|------------|-----------------------|--------------------------|-----------------|----------------------|--------------------|--|----|
|                                     | Salary and fees | Cash bonus | Non-monetary benefits | Super-annuation benefits | Other long-term | Termination benefits | Options and rights | Total  | %  |
| <b>For the year to 30 June 2017</b> | \$              | \$         | \$                    | \$                       | \$              | \$                   | \$                 | \$   | %  |
| G. Tomlinson (Chairman)             | 170,502         | -          | -                     | 16,198                   | -               | -                    | -                  | 186,700  | 0% |
| M. Brenner                          | 106,758         | -          | -                     | 10,142                   | -               | -                    | -                  | 116,900  | 0% |
| E. de Klerk                         | 109,000         | -          | -                     | -                        | -               | -                    | -                  | 109,000  | 0% |
| G. Jackson                          | 99,543          | -          | -                     | 9,457                    | -               | -                    | -                  | 109,000  | 0% |
| F. Marais                           | 107,700         | -          | -                     | -                        | -               | -                    | -                  | 107,700  | 0% |
| N. Sasse                            | 112,600         | -          | -                     | -                        | -               | -                    | -                  | 112,600  | 0% |
| <b>For the year to 30 June 2016</b> |                 |            |                       |                          |                 |                      |                    |  |    |
| G. Tomlinson (Chairman)             | 162,100         | -          | -                     | 15,400                   | -               | -                    | -                  | 177,500  | 0% |
| M. Brenner                          | 101,644         | -          | -                     | 9,656                    | -               | -                    | -                  | 111,300  | 0% |
| E. de Klerk                         | 103,500         | -          | -                     | -                        | -               | -                    | -                  | 103,500  | 0% |
| G. Jackson                          | 94,520          | -          | -                     | 8,979                    | -               | -                    | -                  | 103,500  | 0% |
| F. Marais                           | 101,000         | -          | -                     | -                        | -               | -                    | -                  | 101,000  | 0% |
| N. Sasse                            | 106,000         | -          | -                     | -                        | -               | -                    | -                  | 106,000  | 0% |

## FY18 Remuneration (unaudited)

To assist readers of this Report to understand how Directors and Employees are remunerated for the year ahead and to understand the performance the board and the Nomination, Remuneration & HR Committee are trying to encourage through remuneration, FY18 remuneration has been provided below.

This information is in addition to that required by the *Corporations Act 2001* (Cth) and, as a result, has not been audited. Remuneration listed below is subject to a range of factors including persons remaining employed by the Company in their current role for all of FY18.

### FY18 Remuneration (unaudited)

|  | Total Fixed Remuneration<br>(Including superannuation<br>("TFR"))   | Short-term<br>Incentive<br>(maximum) | Long-term<br>Incentive<br>(maximum) | Other Benefits  | Termination<br>notice<br>(without<br>cause) | Termination Payments<br>(without cause for<br>redundancy or similar<br>by the Company) | Restraint<br>of trade<br>period |
|--|---|--------------------------------------|-------------------------------------|---|---|--|---------------------------------|
| <b>Chairman</b><br>Geoff Tomlinson             | \$196,035 (5.0% increase from FY 17)  | Nil                                  | Nil                                 | Nil<br><br>Ineligible for additional committee fees   | Nil   | Nil  | Nil                             |
| <b>Non-Executive Directors</b>                 | \$100,332 (base fee 3.0% increase from FY17) plus fees for acting as:<br>– Chairman – Audit, Risk & Compliance Committee - \$20,085 (3.0% increase)<br>– Member – Audit, Risk & Compliance Committee - \$11,948 (3.0% increase)<br>– Chairman – Nomination, Remuneration & HR Committee - \$15,960 (5.0% increase)<br>– Member – Nomination, Remuneration & HR Committee - \$10,609 (3.0% increase) | Nil                                  | Nil                                 | Nil   | Nil   | Nil  | Nil                             |
| <b>Managing Director</b><br>Timothy Collyer    | \$920,400 (4.0% increase from FY 17)  | 117.5% of TFR*                       | 80% of TFR                          | – Gym membership<br>– Payment of up to 1.5% of TFR in lieu of premium for Life, TPD and Income Protection Cover | Six months' notice                          | Nine months' notice and Redundancy Policy benefits. Unvested LTI grants remain on foot | 12 months                       |
| <b>Chief Operating Officer</b><br>Aaron Hockly | \$367,425 (6.5% increase from FY 17)  | 82.3% of TFR*                        | 70.0% of TFR                        | Payment of up to 1.5% of TFR in lieu of premium for Life, TPD and Income Protection Cover                       | Six months' notice                          | Redundancy Policy benefits plus vesting of any granted but unvested options under LTI  | 6 months                        |
| <b>Chief Financial Officer</b><br>Dion Andrews | \$367,425 (6.5% increase from FY 17)  | 82.3% of TFR*                        | 70.0% of TFR                        | Payment of up to 1.5% of TFR in lieu of premium for Life, TPD and Income Protection Cover                       | Six months' notice                          | Redundancy Policy benefits plus vesting of any granted but unvested options under LTI  | 6 months                        |
| <b>Head of Property</b><br>Michael Green       | \$372,750 (6.5% increase from FY 17)  | 82.3% of TFR*                        | 70.0% of TFR                        | Payment of up to 1.5% of TFR in lieu of premium for Life, TPD and Income Protection Cover                       | Six months' notice                          | Redundancy Policy benefits plus vesting of any granted but unvested options under LTI  | 6 months                        |
| <b>Other Management Staff</b>                  | Various   | 30.0% of TFR*                        | 30.0% of TFR                        | Payment of up to 1.5% of TFR in lieu of premium for Life, TPD and Income Protection Cover                       | One month (By either party)                 | Redundancy Policy benefits plus vesting of any granted but unvested options under LTI  | 3 months                        |
| <b>Other Staff</b>                             | Various   | 20.0% of TFR*                        | 20.0% of TFR                        | Payment of up to 1.5% of TFR in lieu of premium for Life, TPD and Income Protection Cover                       | One month (By either party)                 | Redundancy Policy benefits plus vesting of any granted but unvested options under LTI  | 0-3 months                      |

\*Inclusive of a stretch target that relates to 'Financial' component.

**LTI**

The structure of the LTI for FY18 has not changed from FY17. Refer to page 48 for details about the LTI for FY17 and, accordingly, the FY18 LTI.

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The figures included in the table on page 50 are the maximum available for award under this scheme in respect of FY18.

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**STI**

For the EMT, an STI award may be payable in respect of FY18 based on the following measures:

**1) Financial criteria – 70% (subject to a stretch target)**

The financial criteria is based upon achieving or outperforming budgeted Funds From Operations (“FFO”) per security for the financial year.

**2) Non-financial measures (30% weighting) comprising those matters for FY17 (listed on page 45)**

Refer to the table on page 45 for more details about STI performance measures.

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Employees, other than the EMT, have their STI determined based upon individual performance reviews, achievement of individual KPIs and their personal contribution to the Group’s success throughout a financial year. The STI amounts are determined by either the Managing Director or the Committee based on recommendations by the Managing Director.

**Other information****Nomination, Remuneration & HR Committee**

The Nomination, Remuneration & HR Committee advises the Board on compensation policies and practices generally, and makes specific recommendations on compensation packages and other terms of engagement for non-executive directors, executive directors and other senior executives. The Committee also periodically reviews the compensation arrangements for other Employees.

**Delegated authority**

The Nomination, Remuneration & HR Committee operates under delegated authority from the Board. The duties of the Committee in relation to remuneration are to:

- Recommend, for adoption by the Board, a remuneration package for the Chairman of the Board and the other Directors on a not less than annual basis.
- Recommend, for adoption by the Board, a remuneration package, including bonus incentives and related key performance indicators, for the most senior executive officer of the Group both on appointment and on a not less than annual basis.
- Review the most senior executive officer’s recommendations for the remuneration packages, including bonus incentives and related key performance indicators, of other Group Employees both on appointment and on a not less than annual basis.

- Review the most senior executive officer’s recommendations for any bonus payments which are in excess of that delegated to the most senior executive officer under the Group’s “Delegations of Authority Policy”. The Committee cannot approve payments which exceed the bonus pool approved by the Board without Board approval.
- Make recommendations to the Board in relation to the introduction of, and amendments to, any employee share plan established by the Group.

**Remuneration objectives**

In carrying out its remuneration functions, the Nomination, Remuneration & HR Committee shall have regard to the following objectives:

- Provide competitive rewards to attract, motivate and retain highly skilled directors and management.
- Set challenging but achievable objectives for short and long-term incentive plans.
- Link rewards to the creation of value for Securityholders.
- Limit severance payments on termination to pre-established contractual arrangements that do not commit the Group to making unjustified payments in the event of non-performance.

**Impact of performance on Securityholders’ wealth**

In considering the Group’s performance and benefits for Securityholders’ wealth, the Nomination, Remuneration & HR Committee has regard to the financial measures in the table below in respect of the five financial years ended 30 June 2017.

**Impact of performance on Securityholders’ wealth**

|  |        | FY17        | FY16                 | FY15    | FY14    | FY13   |
|--|--------|-------------|----------------------|---------|---------|--------|
| Profit attributable to Securityholders         | \$'000 | 278,090     | 219,377 <sup>1</sup> | 283,004 | 117,348 | 93,956 |
| Dividends and distributions paid               | \$'000 | 140,077     | 118,134              | 110,685 | 86,790  | 72,590 |
| Distribution per stapled security              | c      | 21.5        | 20.5                 | 19.7    | 19.0    | 18.3   |
| Highest closing price in FY                    | c      | 3.49        | 3.39                 | 3.32    | 2.63    | 2.60   |
| Lowest closing price in FY                     | c      | 3.00        | 2.92                 | 2.44    | 2.32    | 2.04   |
| Closing stapled security price                 | \$     | 3.14        | 3.15                 | 3.13    | 2.45    | 2.40   |
| Change in stapled security price               | \$     | (0.01)      | 0.02                 | 0.68    | 0.05    | 0.30   |
| <b>Total Securityholder return<sup>2</sup></b> | %      | <b>6.3</b>  | 7.4                  | 36.4    | 10.8    | 23.6   |
| <b>Return on equity</b>                        | %      | <b>18.6</b> | 13.5 <sup>1</sup>    | 23.9    | 17.5    | 13.1   |

1. Restated as per ASX announcement February 2017.

2. Source UBS Investment Research.

### Committee members

The members of the Nomination, Remuneration & HR Committee during the year and at the date of this Report are:

- Norbert Sasse (Chairman)  
– non-executive director
- Francois Marais – independent,  
non-executive director
- Geoff Tomlinson – independent,  
non-executive director

### Remuneration consultants

During the year, the Nomination, Remuneration & HR Committee engaged PwC as an independent remuneration consultant to provide advice on the Group's remuneration structure and levels for Directors and senior executives. PwC was paid a total of \$40,800 for providing these services. The Company did not engage PwC for any other work during FY17.

The Committee ensured that PwC was free from undue influence from those Key Management Personnel that it was making recommendations on by ensuring that they had no involvement in the appointment of PwC and were directed not to discuss any aspect of remuneration with the consultant. Further, PwC were directed to deliver the final report containing their recommendations directly to the Nomination, Remuneration & HR Committee. The Committee is satisfied on behalf of the Board that PwC remained free from undue influence due to following these procedures and PwC have also certified in writing that this was the case.

The Committee also had regard to additional third party industry remuneration benchmarking surveys.

### Remuneration reviews

The Nomination, Remuneration & HR Committee reviews the appropriate levels of remuneration for all Directors and Employees based on:

1. Remuneration advice and benchmarking from PwC.
2. Remuneration surveys.
3. Benchmarking against peers.
4. Recommendations from the Managing Director (excluding in relation to his own remuneration).

### Executive Director Remuneration and Service Contract

There is currently only one executive director being the Managing Director, Timothy Collyer.

#### Remuneration paid and payable

- 47** The total remuneration paid or payable to the Managing Director for FY17 is listed on page 47 of this report and the proposed remuneration parameters for FY18 are on page 50.
- 50**

#### Service contract

The Managing Director has a contract of employment dated 22 August 2016 with the Group that specifies the duties and obligations to be fulfilled by the Managing Director and provides that the Board and the Managing Director will, early in each financial year, consult to agree objectives for achievement during that year. Changes to the Managing Directors' remuneration requires full Board approval and, in certain circumstances, Securityholder approval.

The Managing Director can resign by providing six months' written notice. The Group can terminate his employment immediately for serious misconduct, bankruptcy, material breach of his employment agreement, failure to comply with a reasonable and lawful direction by the Board, committing an act which brings the Group into disrepute or conviction of an offence punishable by imprisonment. In addition, the Group can terminate the Managing Director's employment without cause with not less than nine months' severance pay.

On termination as Managing Director, he must resign as a director of any Group entity and he is restrained from a number of activities in competition with or to the detriment of the Group for a period of 12 months from the date of termination.

#### Principles of remuneration for the Managing Director

The principles of remuneration for the Managing Director are:

1. The Managing Director should receive total remuneration which is competitive with rates for an equivalent position at listed and unlisted Australian entities of similar size (measured by market capitalisation and gross assets), complexity and workload having regard to the industry in which the Group operates and the relative profit and expenses versus the Group's peers.

2. The Managing Director's total remuneration should be set at a level to attract and retain a suitably qualified and experienced person to this role and tailored to encourage Group performance which is in the best interests of all Securityholders.

3. The components of the Managing Director's remuneration are:

- a) total fixed remuneration (including applicable superannuation);
- b) if specified performance criteria are met, eligibility to receive a short-term incentive ("STI") bonus payable in cash in respect of each financial year up to a maximum set by the Board.

**45** Refer to page 45 for measures for the FY17 STI and the FY18 STI;

- c) long-term incentive ("LTI") plan under which, upon attainment of specified criteria, the Managing Director is eligible to receive securities in the Group that vest over time to help ensure alignment of the Managing Director's interests with those of Securityholders;

- d) life, TPD and income protection insurance cover payable directly to the Managing Director (in lieu of premium);

- e) five weeks annual leave;

- f) personal, long-service and other leave to the extent required by law or under any Group policy; and

- g) car parking, airline club membership, gym membership and other similar benefits as considered appropriate.

4. The Managing Director is not eligible for any additional fees for chairing or being a member of any Board committee, acting as an officer of the Company or being a responsible manager or key person under the Company's AFSL.

5. The Managing Director is not currently required to hold any securities in the Group but is encouraged to do so. At the date of this Report, the Managing

**89** Director holds securities in the Group (refer to page 89 for details of director holdings).

6. The Managing Director is entitled to receive certain payments including the vesting of all unvested securities under the LTI if the Company decides to terminate his position without cause

**50** including through redundancy. Refer to page 50 for more details of redundancy entitlements.

## Meetings of Directors (FY17)

| Board member                                  | Growthpoint Board  |          | Audit, Risk & Compliance Committee |          | Nomination, Remuneration & HR Committee |          |
|---|--------------------|----------|------------------------------------|----------|---|----------|
|   | eligible to attend | attended | eligible to attend                 | attended | eligible to attend                      | attended |
| G. Tomlinson (Chairman)                       | 10                 | 10       | 5                                  | 5        | 6                                       | 6        |
| M. Brenner                                    | 10                 | 10       | 5                                  | 5        | –                                       | –        |
| T. Collyer (Managing Director) <sup>1,2</sup> | 10                 | 10       | –                                  | 5        | –                                       | 6        |
| E. de Klerk                                   | 10                 | 9        | 5                                  | 5        | –                                       | –        |
| G. Jackson                                    | 10                 | 10       | 5                                  | 5        | –                                       | –        |
| F. Marais                                     | 10                 | 9        | –                                  | –        | 6                                       | 6        |
| N. Sasse                                      | 10                 | 9        | –                                  | –        | 6                                       | 6        |

1. As Managing Director, Timothy Collyer, has a standing invitation to all committee meetings, unless its members determine otherwise, but is not a member of the Nomination, Remuneration & HR Committee. Mr Collyer is not present for any part of meetings which consider his remuneration except to answer questions from the Committee.
2. As Managing Director, Timothy Collyer, has a standing invitation to all committee meetings, unless its members determine otherwise, but is not a member of the Audit, Risk & Compliance Committee.

## Director and Senior Executive Reviews

### Director reviews

The performance of the Board and individual Directors is regularly considered by the Chairman who, from time to time, arranges Board meetings to specifically consider the function of the Board, the strategy of the Group and to hear any concerns/feedback directors. The Chairman typically meets with each individual Director not less than once per year. A relevant Board meeting and individual meetings all occurred in FY17.

The Chairman of each Board sub-committee also regularly considers the performance of the committee he or she chairs.

### Board composition

The Board currently comprises Directors with extensive experience and expertise in property, finance, law, investment banking, accounting and corporate governance. Refer to the Growthpoint website for full profiles of each Director:

[www.growthpoint.com.au/about/board/](http://www.growthpoint.com.au/about/board/)

Being a property company, the Board has expressed a particular desire to ensure it comprises directors with extensive Australian commercial property knowledge. The Managing Director and Grant Jackson have had, and continue to have, extensive careers in Australian commercial property and have held, and continue to hold, senior positions in the property industry.

The Board is eager to ensure that where Board members are replaced, the Board's property experience is not diminished.

### Succession planning for directors

The Nomination, Remuneration & HR Committee has developed plans for the succession and/or temporary replacement of the Chairman and the Managing Director.

### Director training

To ensure the Board has sufficient knowledge to discharge its duties, the Company Secretary co-ordinates an annual training program which includes presentations (verbal and written) from the Group's lawyers, auditors and property managers as well as from investment banks, real estate service providers and leading governance and training organisations.

### Senior Executive Reviews

The Managing Director's performance is formally considered annually by the Nomination, Remuneration & HR Committee and, based on this formal assessment, the Committee makes remuneration recommendations to the Board. In making its assessment, the Committee considers, among other things, the STI performance measures listed on page 45.

The Managing Director reviews the performance of the other senior executives and makes recommendations to the Nomination, Remuneration & HR Committee on their remuneration based, in part, on the STI performance measures listed on page 45.

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