



## Remuneration report.

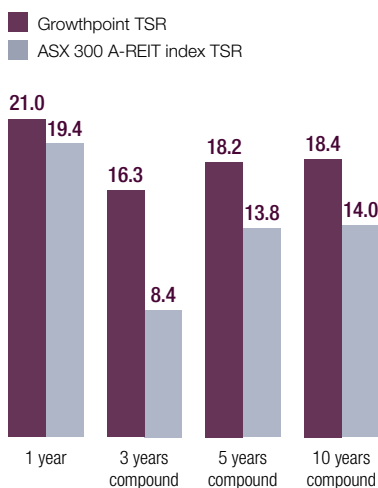


**Norbert Sasse**  
Director

### On behalf of the Board of Growthpoint Properties Australia (Group), I am pleased to present our FY19 Remuneration Report.

The primary objective of the Group remains to provide our Securityholders with a growing income stream and long-term capital appreciation. Remuneration of the Key Management Personnel (KMP) and staff at Growthpoint is tied closely to the success in achieving these objectives in a sustainable way, and the Growthpoint remuneration framework is based on both financial and non-financial outcomes of the Group as they relate to both strategy and performance.

The FY19 remuneration report reflects another year of strong growth in Securityholder returns. Declared distributions over FY19 amounted to 23.0 cents per security, representing 3.6% growth on FY18. During December 2018 and July 2019, the Group carried out two capital raisings – one by way of a pro-rata non-renounceable rights issue and one by way of an Institutional Placement, followed by a Security Purchase Plan. These events were both well received by the market and has meant that the Group added to its index weighting in the ASX A-REIT 200 Accumulation Index. As a result, the performance measures under the long-term incentive plan of Total Shareholder Return (TSR) and Return On Equity (ROE) will be measured against the ASX A-REIT 200 Accumulation Index as a more relevant index from FY20 onwards.



### Growthpoint returns continue to outperform (%)<sup>1</sup>



Strong share price growth over the year delivered Securityholders with TSR of 21.0% to 30 June 2019, exceeding the ASX A-REIT 300 Accumulation Index return of 19.4%<sup>1</sup>. This continues a long period of outperformance on this metric for the Group, as can be seen from the graph on the left.

Funds from Operations (FFO) over the year continued to grow, increasing by 0.4% to 25.1 cents per security following upgrades to guidance during FY19. The Group continues to grow its distributions year on year and the Board recognises the Group's ability to continue growing distributions for Securityholders relies predominantly on its ability to continue growing earnings. Growth in these financial outcomes will continue to be linked as they have been over the long-term. The table below provides medium to long-term growth rates for FFO and distributions per security.

### Compound annual growth rates (CAGR)

	FY14	FY17	FY19	2 year CAGR	5 year CAGR
FFO per security (cents)	20.2	25.5	25.1	(0.8%)	4.4%
Distribution per security (cents)	19.0	21.5	23.0	3.4%	3.9%
NTA per security (cents)	216.0	288.0	350.0	10.2%	10.1%

1. Source: UBS Investment Research: Annual compound returns to 30 June 2019.



100 Skyring Terrace, Newstead, QLD

The Board is also pleased to report strong sustainability outcomes over the year, especially the commencement of the review of climate related financial disclosures, risk and governance frameworks and tenant engagement. Our GRESB score for the calendar year 2017 continues to show improvement, increasing by 3.1% over the prior year. The Group also maintained an above-average CDP score of B. More information on the Group's performance on sustainability can be found in the FY19 Sustainability Report.

### What's changed

There were three key changes implemented for FY19 to ensure the Group was maintaining best practice across the sector and more broadly the ASX 200. These changes were highlighted in the FY18 Remuneration Report. The key changes were:

1. Changed the backward-looking LTI structure to a forward-looking structure to align more closely with market practice;
2. Introduced deferral for part of the STI awarded to KMP, with two thirds paid as cash and one third paid in performance rights (Short-term Performance Rights) which vest over two years and;

3. Introduced a Minimum Securityholding Requirement (MSR) where Non-Executive Directors are required to hold 100% of base fees, the Managing Director is required to hold 100% of Total Fixed Remuneration (TFR) and other KMP are required to hold 50% of their TFR in Growthpoint securities by the end of FY22.

The Committee believes these changes will further align compensation of KMP with the interests of Securityholders. The Group continues to receive positive feedback on its remuneration structures and received a 99.4% vote "for" the FY18 Remuneration Report at the AGM held in November 2018.

The Committee maintained an ongoing engagement with PWC in FY19 to benchmark KMP remuneration packages and Director and Committee fees against the A-REIT sector and other ASX listed companies. This allowed the Committee to ensure consistency and to be assured of being within market ranges for remuneration and benefits.

The only change implemented to FY20 Remuneration structures is that the LTI comparator group will change from the S&P ASX300 REIT Index to the S&P ASX200 REIT Index. This comparator group is judged to be more relevant given the market capitalisation of Growthpoint. There are also TFR market adjustments for Executive KMP and Non-executive Directors for FY20.

The Committee and the Board remain committed to implementing remuneration policies that incentivise KMP and staff to execute and deliver on the strategy of the Group in the best long-term interests of Securityholders.

Norbert Sasse  
**Chair - Nomination, Remuneration and HR Committee**

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### About the Remuneration Report

The Directors present this "Remuneration Report" for the Group for the year ended 30 June 2019. This report summarises key compensation policies and provides detailed information on the compensation for Directors and other KMP.

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

Growthpoint's remuneration practices substantially comply with best practice governance guidelines, as per ASX corporate governance principles and recommendations, as outlined in the 2019 Corporate Governance Statement.

## Who this report covers.

This report covers **Key Management Personnel (KMP)**, comprising **Executive Key Management Personnel (Executive KMP)** and **Non-executive Directors**.

### Executive KMP

- > Timothy Collyer - Managing Director
- > Dion Andrews - Chief Financial Officer
- > Michael Green - Chief Investment Officer

In the prior period, Aaron Hockly was disclosed as a KMP in the position of Chief Operating Officer. In April 2018 he went on parental leave and was expected to return in April 2019. However, he did not return and instead signed a termination deed with the Group. As he did not participate in the planning, directing and controlling of the activities of Growthpoint at any stage during FY19, he was not a KMP for any portion of FY19. Yien Hong has been performing the role of Company Secretary and General Counsel ever since Mr Hockly first went on leave on a contract basis. As announced to the market on 23 May 2019, Jacquee Jovanovski will be joining Growthpoint in early FY20 as Chief Operating Officer and will be added as a KMP for that financial year.

### Non-Executive Directors

- > Geoffrey Tomlinson - Independent Chairman and Director
- > Francois Marais - Director
- > Maxine Brenner - Independent Director
- > Norbert Sasse - Director
- > Estienne de Klerk - Director
- > Josephine Sukkar - Independent Director
- > Grant Jackson - Independent Director

## FY19 Executive KMP remuneration policy and framework.

### Components of remuneration



#### Total Fixed Remuneration (TFR)

(including applicable superannuation and other benefits)




Set at a level to attract and retain suitably qualified and experienced persons in each respective role and tailored to encourage overall performance of the Group which is in the best interests of all Securityholders.



#### Short-term incentives (STI)

If specified performance criteria are met, eligibility of each KMP to receive a STI bonus payable as two thirds cash and one third as deferred short-term performance rights (Short-term Performance Rights) in respect of each financial year as determined by the Committee up to a maximum amount set by the Board.


Current Year (FY19)  37

Next Year (FY20)  46



#### Long term incentives (LTI)

LTI bonus payable under which, upon meeting specified performance criteria, each Executive KMP is eligible to receive securities in the Group that vest over time to help ensure alignment of each Executive KMP's interests with those of Securityholders.

Current Year (FY19)  39

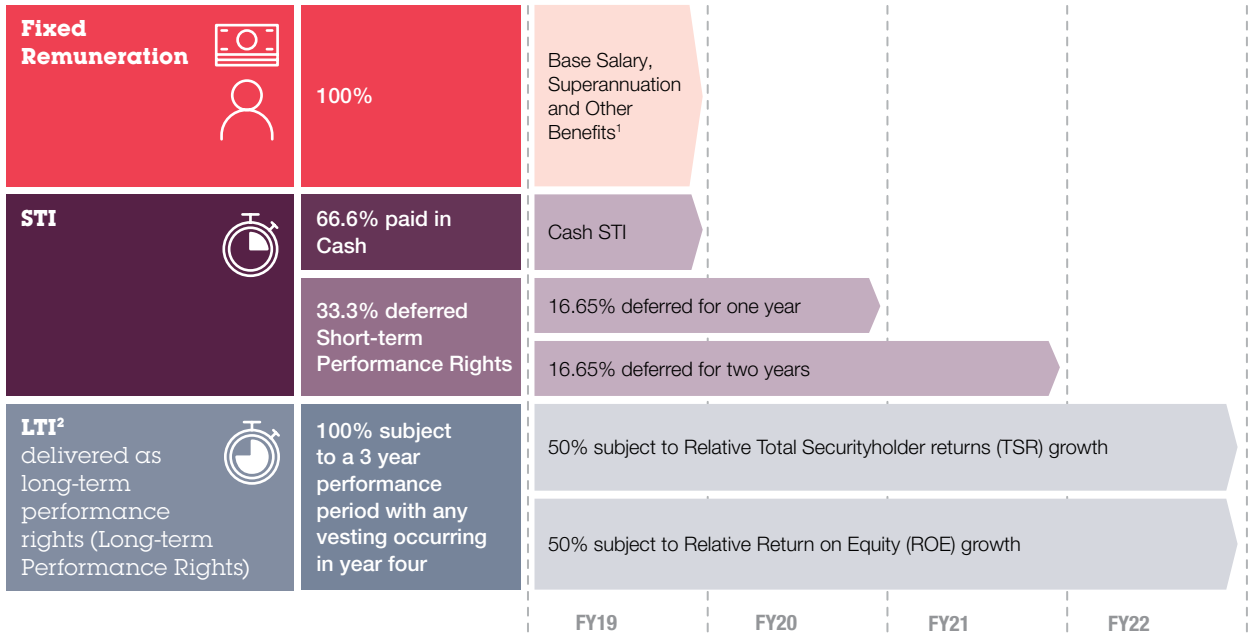
Next Year (FY20)  47



## FY19 Executive KMP remuneration policy and framework continued

### Executive KMP Remuneration delivery FY19

Executive KMP remuneration is structured to link rewards to individual performance and the execution of the Group's strategy to sustainably grow distributions and longer term capital growth. This leads to the creation of Securityholder value.

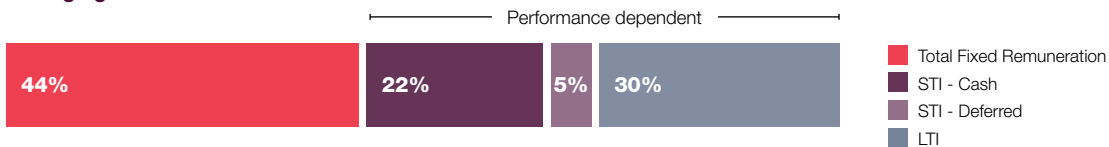


1. Other Benefits comprise wellbeing and insurance arrangements provided to all Executive KMP.  
 2. Transitional plan in place. See page 39 for further detail.

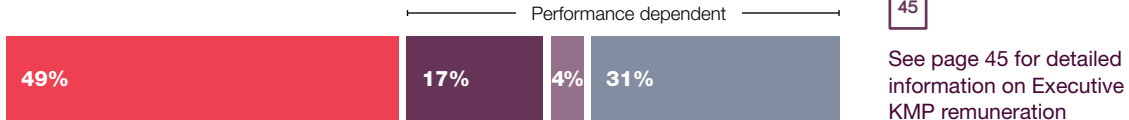
### Executive KMP Remuneration mix FY19

The remuneration components for each Executive KMP are expressed as at percentage of total remuneration, with the STI and LTI value varied to reflect performance. The following diagram sets out the structure for remuneration paid to Executive KMP for FY19.

#### Managing Director



#### Other Executive KMP



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See page 45 for detailed information on Executive KMP remuneration

## FY19 Executive KMP remuneration policy and framework continued

### Principles of remuneration for Executive KMP

1. Executive KMP should receive total remuneration which is competitive with rates for similar roles within the ASX A-REIT sector and ASX listed companies of similar size (measured by market capitalisation), complexity, workload and the relative profit and expenses versus the Group.
2. The total remuneration for Executive KMP should be set at a level to attract and retain suitably qualified and experienced persons in each respective role and tailored to encourage overall performance of the Group which is in the best interests of all Securityholders.
3. Executive KMP 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.
4. From 1 July 2018, the Committee implemented a Minimum Securityholding Requirement (MSR) for KMP (refer to page 49 for details of KMP's current holdings and details of the MSR).
5. Executive KMP 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.

















### Total Executive KMP remuneration FY19 and FY18

Period	Short-term			Post employment			Share based payments		Total	S300A (1) (e) (i) proportion of remuneration performance related
	Base salary	STI cash award	Non-monetary benefits	Super-annuation benefits	Other long term	Termination benefits	Deferred STI Plan accrual	LTI Plan accrual		
	\$	\$	\$	\$	\$	\$		\$	\$	%
<b>Timothy Collyer - Managing Director</b>										
FY19	932,543	474,583	-	25,000	-	-	98,857	644,144	2,175,127	51%
FY18	909,189	1,035,909	1,431	25,000	-	-	-	464,706	2,436,235	62%
<b>Dion Andrews - Chief Financial Officer</b>										
FY19	380,993	140,854	-	25,000	-	-	29,340	256,853	833,040	48%
FY18	347,930	289,476	-	25,000	-	-	-	148,590	810,996	54%
<b>Michael Green - Chief Investment Officer</b>										
FY19	380,993	140,854	-	25,000	-	-	29,340	257,854	834,041	48%
FY18	353,334	293,671	-	25,000	-	-	-	150,232	822,237	54%
<b>Total</b>										
FY19	1,694,529	756,292	-	75,000	-	-	157,537	1,158,851	3,842,208	50%
FY18	1,610,453	1,619,056	1,431	75,000	-	-	-	763,528	4,069,468	59%

## FY19 short-term incentives (STI)

### Performance criteria for Executive KMP STI for current year (FY19)

The STI provides Executive KMP with the opportunity to receive cash and equity based on a one-year performance period following an assessment against specified financial and non-financial performance conditions. Performance criteria for FY19 are set out below.

Weighting	Strategic objectives	Result (%)	Result	Performance detail
<b>70%</b> <b>Financial</b>	<b>70% FFO per Security</b> <ul style="list-style-type: none"> <li>Budget 24.7 cps = 50%</li> <li>Stretch 26.0 cps = 125%</li> </ul>	73%	  	<b>Funds From Operations</b> <b>25.1 cps</b> +0.4% on FY18
<b>30%</b> <b>Non-Financial</b>	<b>7.5% Execution of Business Strategy</b> <ul style="list-style-type: none"> <li>Delivery of development pipeline of Botanicca, Gepps Cross and Broadmeadows</li> <li>Undertake strategic acquisition and disposition of property assets to maximise income and capital growth opportunities</li> <li>Maintain the quality of property portfolio whilst operating within the framework of the Group's gearing range, cost of capital and yields available in the property market</li> </ul>	81%	  	<b>Strategic acquisitions</b> <b>\$341m</b> +\$295m on FY18  <b>Strategic divestments</b> <b>\$45m</b> FY18: \$91m  <b>Development pipeline</b> <b>\$353m</b> +\$150m on FY18  ✔ Successfully raised \$285m in equity and \$161m in long term debt
<b>7.5%</b>	<b>Organisational Performance</b> <ul style="list-style-type: none"> <li>Maintain a high employee alignment and engagement score</li> <li>Delivery of IT, compliance and risk management business excellence projects</li> <li>Retain talented individuals in roles and provide for advancement within the Group</li> </ul>	73%	  	<b>Employee alignment</b> <b>53%</b> (FY18: 63%)  <b>Employee engagement</b> <b>75%</b> (FY18: 81%)  ✔ Slightly lower employee alignment and engagement scores and higher turnover offset by strong tenant engagement scores and robust delivery of business excellence projects
<b>7.5%</b>	<b>Environmental, Social and Governance (ESG) Improvement and Initiatives</b> <ul style="list-style-type: none"> <li>Promote and achieve diversity targets</li> <li>Maintain average high NABERS ratings, undertake budgeted property specific energy reduction projects and develop long-term energy reduction strategy</li> <li>Maintain investment grade credit rating</li> </ul>	86%	  	<b>Average NABERS energy rating</b> <b>4.8☆</b> 4.6 stars FY18  <b>Female employees</b> <b>54%</b> FY18: 50%  <b>Investment grade rating</b> <b>Baa2</b> since August 2014
<b>7.5%</b>	<b>Individual Performance of Executive</b> <ul style="list-style-type: none"> <li>Execution of key strategies to achieve annual budget/guidance and longer-term earnings growth</li> <li>Role model values, leadership behaviours, collaboration and inclusiveness</li> <li>Embedding strong governance, risk and compliance culture</li> </ul>	85%	  	<b>Key performance outcomes included:</b> <ul style="list-style-type: none"> <li>✔ execution of strategy regarding acquisitions, divestments, development along with debt and equity capital management</li> <li>✔ positive reviews of culture, values, governance and risk mitigation</li> </ul>
<b>Totals</b>	<b>100%</b>	<b>75%</b>		See page 45 for detailed information on Executive KMP remuneration 

## FY19 short-term incentives

continued

### STI Plan overview for Executive KMP

In advance of each financial year the 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.

A performance review is undertaken near the end of each financial year to determine if any STI should be payable to an Executive KMP, respectively, including the Managing Director, based on performance targets set at the start of the financial year. Any award of STI to the Managing Director requires Board approval. STI payments are made in August following the financial year in which they were earned.

#### Changes for FY19

From FY19 onwards, the Executive KMP STI will change, from 100% payment in cash to 66.6% payment in cash, with the remainder deferred and awarded as Short-term Performance Rights to receive Growthpoint securities. Half of these Short-term Performance Rights will vest after one year and half after two years following the date of issue. If the Executive KMP resigns before a vesting period ends, the relevant Short-term Performance Rights do not vest and are forfeited. The Short-term Performance Rights will receive distributions paid by the Group equivalent to the distribution that would have been received if holding a security. Such payment is to be made in cash on the same date such distribution is payable.

**This change has been made to further align Executive KMP and Securityholder interests.**

#### STI Criteria

The STI is divided into two criteria, namely;

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

The financial criteria is based upon achieving budgeted FFO per security (24.7cps for FY19 providing a 50% score) with the opportunity for outperformance, up to 125% achievement, of criteria via a “stretch target” for FFO per security in excess of budget (up to 26.0 cps which is 5.3% above the budgeted figure). If FFO per security is below budget, the Board has discretion whether to grant achievement under the financial criteria. For FY19 the achievement was 73% for the financial criteria due to achievement of 25.1 cps.

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

<sup>37</sup> The non-financial criteria are based upon the performance criteria in the table on page 37. The criteria are reviewed and approved by the Committee before the start of the financial year and then reviewed on a half yearly basis, with an overall assessment approved by the Committee following the end of the financial year. The half year review involves the Chairman of the Group and the Managing Director jointly analysing actual performance against the criteria and preparation of a report to the Committee.

### Results of FY19 STI

The table below shows the maximum in cash and Short-term Performance Rights that each Executive KMP could earn for FY19 and the actual results based on overall achievement for the year:

Names	Maximum for FY19				Result for FY19			
	Total	Cash	Short-term Performance Rights		Total	Cash	Short-term Performance Rights	
	\$	\$	\$	No.	\$	\$	\$	No.
Timothy Collyer (Managing Director)	1,108,507	738,931	369,576	100,977	711,839	474,583	237,256	64,824
Dion Andrews (Chief Financial Officer)	329,000	219,311	109,689	29,970	211,271	140,854	70,417	19,239
Michael Green (Chief Investment Officer)	329,000	219,311	109,689	29,970	211,271	140,854	70,417	19,239
<b>Total</b>	<b>1,766,507</b>	<b>1,177,553</b>	<b>588,953</b>	<b>160,917</b>	<b>1,134,381</b>	<b>756,292</b>	<b>378,089</b>	<b>103,303</b>

Note that the maximums in the table above are based on the financial component, representing 70% of the total STI, containing a stretch target that means up to 125% of this portion of the STI is able to be earned.

The number of Short-term Performance Rights is derived by dividing the maximum dollar value by the Volume Weighted Average Price of Growthpoint securities over the first 10 trading days of FY19, being \$3.66. The actual number of Short-term Performance Rights earned by Executive KMP will be split into two equal tranches with the first tranche converting to stapled securities on 30 June 2020 and the second tranche converting on 30 June 2021, as long as the individual is still employed and has not submitted their resignation prior to conversion date.

## FY19 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 or Long-term Performance Rights issued under the LTI are issued on a zero-cost basis. In other words, the Executive KMP are issued securities or Long-term Performance Rights 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 Committee and/or the Board.

#### Changes for FY19

Following the PwC review of the Group’s remuneration structures the Committee decided to move the current LTI structure from a “backward looking” measurement period to a “forward looking” structure. For FY19, instead of measuring the 3-year period from 1 July 2016 to 30 June 2019 and determining relative TSR and ROE for that period, the assessment period will instead be from 1 July 2018 to 30 June 2021. The same relative TSR and ROE measures will be used with the same hurdle rates. Once the assessment of performance is complete, a performance percentage is determined which will be applied to the maximum potential Long-term Performance Rights with the resulting Performance Rights vesting at that time (i.e. in three years time).

There will be a transition period between when the current plans cease and the new plans become fully effective (no vesting under the new plan can occur until after the measurement of the first three-year performance period ending 30 June 2021 is complete). The Group will continue to operate “backward looking” LTI plans in the transition period with steadily reducing opportunities under each plan until they are phased out completely with the first vesting under the new structure. The Committee asked PwC to review these transitional arrangements and they found that there is no advantage/disadvantage of the transitioned arrangements to either the Group or the Executive KMP.

**The reason for this change is simply to bring the structure of the LTI measurement into line with general market practice.**

### Types of LTI plans now in operation

There are currently three types of LTI plans in operation for Executive KMP:

#### > Historical backward-looking plans from FY16, FY17, FY18.

The performance measures of these plans have been tested and any rights have vested. As these plans convert from rights to issue of stapled securities over time, there are still tranches to be converted into stapled securities in future periods.

#### > FY19 transitional plan.

This plan is also backward looking, with the performance measurement period being the three years to 30 June 2019. However, only 50% of the maximum opportunity under this plan can convert to the issuing of stapled securities. This is because the transitional plans are designed to run down until the first forward looking plan comes into effect. The results of this plan will be determined around 30 September 2019 and any stapled securities to be converted will be issued in two equal tranches, one in FY20 and one in FY21.

#### > FY19 forward looking plan.

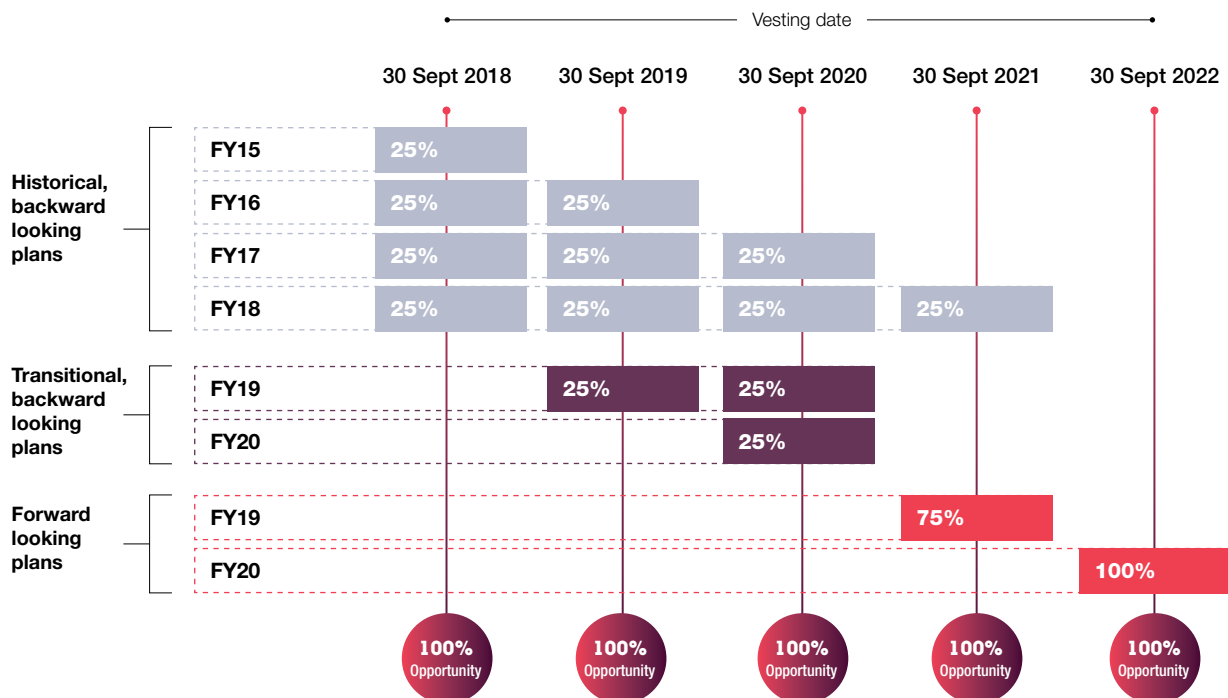
The performance measurement period for this plan is the three years to 30 June 2021. For this plan, only 75% of the maximum opportunity can convert to the issuing of stapled securities. This is to dovetail with the final 25% tranche of the FY18 plan that may have converted to securities in the same year.

The table on the next page shows the different plans in operation and when rights under each plan could convert.



## FY19 Long-term incentives continued

### Types of LTI plans now in operation



### Performance measures for the LTIs for FY16, FY17, FY18, transitional FY19 and forward looking FY19

50%

#### Total Securityholder return (TSR)

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>1</sup> over a rolling 3-year period<sup>2</sup>. At or below 50% performance, nil rights vest, 50% of rights vest at the 51st percentile, up to 100% at the 75th percentile (pro rata vesting in between).

50%

#### Return on Equity (ROE)

ROE reflects the amount of dividends or distributions paid/payable by the Group plus the change in the Group's net tangible assets per security over the financial year.

ROE is calculated as a percentage return on the Group's net tangible assets per security 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<sup>1</sup> over a rolling 3-year period<sup>2</sup> 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%.

1. 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.

2. For the backward looking plans, this is 3 years up to 30 June in the current FY. For forward looking plans, this is 30 June in three years from 1 July of the current FY. For example, the FY18 Plan will be measured at 30 June 2021.

## FY19 Long-term incentives continued

### Changes for FY19

From FY20 onwards, the comparator group for LTI will be the ASX A-REIT 200, replacing the ASX A-REIT 300. Due to the Group's market capitalisation, this is judged to be a more relevant comparator group.

### LTI Maximum

In advance of each financial year, the Board and/or the Committee will establish an LTI pool in respect of the upcoming financial year and determine the maximum incentive which can be achieved by each Executive KMP ("**LTI Maximum**"). Under the terms of his employment contract, the Managing Director's LTI Maximum is 80% of total fixed remuneration ("**TFR**"). The LTI Maximum for other Executive KMP is 70% of TFR.

### 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

The LTI results are independently calculated with results provided directly to the Committee.

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

### LTI Awards for backwards looking plans (transitional plans)

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

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 Executive KMP for each subsequent vesting.

25% of the securities to be issued to each Executive KMP based on the LTI Award are issued to each Executive KMP in October or November of each of the following four years. Each such vesting is subject to the Executive KMP 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 is on the basis of a fixed number of securities rather than a fixed value, Executive KMP 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).

The LTI is cumulative meaning that Executive KMP 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 Executive KMP being made redundant.

The opportunity under transitional plans steadily reduces until the first Long-term Performance Rights under the new forward looking plans vest.

### LTI Awards for forward looking plans

LTI Awards for forward looking plans are similar to the backward looking plans except:

- > The number of Long-term Performance Rights granted is based on the volume weighted average price of securities over the first 10 trading days of the relevant performance period.
- > Once the LTI Achievement is determined following the end of the performance period, this percentage is multiplied by the Long-term Performance Rights to determine how many Long-term Performance Rights will actually vest and convert to issued securities.

### ASX Listing Rules

In accordance with ASX Listing Rule 10.14, the issue of any stapled securities or performance rights 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 or performance rights will be issued shortly after the relevant meeting.

## FY19 Long-term incentives

### continued

#### FY18 Achievement

##### LTI Achievement – TSR

For the three years to 30 June 2018, the Group's TSR was calculated as 35.8%, ranking at the 50th percentile meaning 0% vesting under this measure.

##### LTI Achievement – ROE

For the three years to 30 June 2018, the Group's ROE was calculated as 54.5%, below the benchmark of 54.9%, meaning 0% vesting under this measure.

#### Performance rights to vest from historical backward looking plans (FY16 - FY18)

The number of performance rights to convert from historical plans has already been determined. The table below indicates the number of performance rights still to convert and the financial year in which the conversion will take place:

Plan participants	Plan identification	No. of securities to vest in FY20	No. of securities to vest in FY21	Total securities still to issue
Timothy Collyer (Managing Director)	FY16	26,235	–	26,235
	FY17	55,104	55,104	110,208
	FY18	–	–	–
	<b>Total</b>	<b>81,339</b>	<b>55,104</b>	<b>136,443</b>
Dion Andrews (Chief Financial Officer)	FY16	7,408	–	7,408
	FY17	18,796	18,796	37,592
	FY18	–	–	–
	<b>Total</b>	<b>26,204</b>	<b>18,796</b>	<b>45,000</b>
Michael Green (Chief Investment Officer)	FY16	7,408	–	7,408
	FY17	19,069	19,069	38,138
	FY18	–	–	–
	<b>Total</b>	<b>26,477</b>	<b>19,069</b>	<b>45,546</b>
<b>Total to issue</b>		<b>134,020</b>	<b>92,969</b>	<b>226,989</b>

#### FY19 Transitional Plan (backward looking)

The table below shows LTI grants made during FY19 with respect to the transitional plan, subject to performance conditions over the three-year performance period ending 30 June 2019. Accounting standards require the estimated valuation of the grants be recognised over the performance period. The minimum value of the grant is nil if the vesting conditions are not met. The maximum value is based on the estimated fair value calculated at the time of the grant and amortised in accordance with the accounting standard requirements.

	LTI max as a % of remuneration <sup>1</sup>	Performance measure	Number of performance rights granted	Fair value per performance right	Total estimated fair value
	%		No.	\$	\$
Timothy Collyer (Managing Director)		TSR	52,379	1.937	101,458
		ROE	52,379	3.414	178,822
	<b>Total</b>	<b>40</b>	<b>104,758</b>		<b>280,280</b>
Dion Andrews (Chief Financial Officer)		TSR	18,640	2.906	54,168
		ROE	18,640	3.723	69,397
	<b>Total</b>	<b>35</b>	<b>37,280</b>		<b>123,565</b>
Michael Green (Chief Investment Officer)		TSR	18,640	2.906	54,168
		ROE	18,640	3.723	69,397
	<b>Total</b>	<b>35</b>	<b>37,280</b>		<b>123,565</b>

1. This includes the restriction to 50% opportunity for this plan. For example, Timothy Collyer's max is calculated as 80% \* 50% = 40%.

## FY19 Long-term incentives continued

Key inputs used in valuing Long-term Performance Rights were as follows:

Key inputs:	Timothy Collyer	Other Executive KMP
Grant date	21 November 2018	20 September 2018
TSR performance start date	1 July 2016	1 July 2016
TSR expiry date	30 June 2019	30 June 2019
Share price at issue date (\$)	3.54	3.90
Exercise price	0.00	0.00
Expected life (years)	0.61	0.78
Volatility	14%	13%
Risk free interest rate	1.50%	1.52%
Distribution yield	6%	6%

The fair value is determined by Grant Thornton using a Monte-Carlo simulation for the relative TSR component and a Binomial methodology for the relative ROE component.

### FY19 Forward Looking Plan

The table below shows LTI grants made during FY19 with respect to the Forward Looking Plans, subject to performance conditions over the three-year performance period ending 30 June 2021. Accounting standards require the estimated valuation of the grants be recognised over the performance period. The minimum value of the grant is nil if the vesting conditions are not met. The maximum value is based on the estimated fair value calculated at the time of the grant and amortised in accordance with the accounting standard requirements.

	LTI max as a % of remuneration <sup>1</sup>	Performance measure	Number of performance rights granted	Fair value per performance right	Total estimated fair value
	%		No.	\$	\$
<b>Timothy Collyer</b> (Managing Director)		TSR	77,329	1.427	110,348
		ROE	77,329	3.027	234,075
	<b>Total</b>	<b>60</b>	<b>154,658</b>		<b>344,423</b>
<b>Dion Andrews</b> (Chief Financial Officer)		TSR	28,689	2.014	57,780
		ROE	28,689	3.301	94,702
	<b>Total</b>	<b>53</b>	<b>57,378</b>		<b>152,482</b>
<b>Michael Green</b> (Chief Investment Officer)		TSR	28,689	2.014	57,780
		ROE	28,689	3.301	94,702
	<b>Total</b>	<b>53</b>	<b>57,378</b>		<b>152,482</b>

1. This includes the restriction to 75% opportunity for this plan. For example, Timothy Collyer's max is calculated as 80% \* 75% = 60%.

## FY19 Long-term incentives continued

Key inputs used in valuing Long-term Performance Rights were as follows:

<b>Key inputs:</b>	<b>Timothy Collyer</b>	<b>Other Executive KMP</b>
Grant date	21 November 2018	20 September 2018
TSR performance start date	1 July 2018	1 July 2018
TSR expiry date	30 June 2021	30 June 2021
Share price at issue date (\$)	3.54	3.90
Exercise price	0.00	0.00
Expected life (years)	2.61	2.78
Volatility	15%	16%
Risk free interest rate	2.09%	2.14%
Distribution yield	6%	6%

The fair value is determined by Grant Thornton using a Monte-Carlo simulation for the relative TSR component and a Binomial methodology for the relative ROE component.

### Hedging of issues by Executive KMP

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.



## Executive KMP remuneration in detail.

### Details of Performance Rights that vested to Executive KMP in FY19

Plan participants	Plan identification	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 FY19
			\$	No.	\$	%
Timothy Collyer (Managing Director)	FY17 Plan		211,506	55,104	N/A	25%
	FY16 Plan		100,698	26,235	N/A	25%
	FY15 Plan		156,357	40,736	N/A	25%
Dion Andrews (Chief Financial Officer)	FY17 Plan		72,145	18,796	N/A	25%
	FY16 Plan		28,434	7,408	N/A	25%
	FY15 Plan		33,839	8,816	N/A	25%
Michael Green (Chief Investment Officer)	FY17 Plan		73,193	19,069	N/A	25%
	FY16 Plan		28,434	7,408	N/A	25%
	FY15 Plan		33,839	8,816	N/A	25%
<b>Total</b>			<b>738,444</b>	<b>192,388</b>		

### Number of performance rights held by Executive KMP at 30 June 2019

Names	STI			Balance at 30 June 2019
	Balance at 1 July 2018	Rights granted	Rights vested/forfeited	
Timothy Collyer (Managing Director)	–	100,977	–	100,977
Dion Andrews (Chief Financial Officer)	–	29,970	–	29,970
Michael Green (Chief Investment Officer)	–	29,970	–	29,970

Names	LTI			Balance at 30 June 2019
	Balance at 1 July 2018	Rights granted	Rights vested	
Timothy Collyer (Managing Director)	258,518	259,416	(122,075)	395,859
Dion Andrews (Chief Financial Officer)	80,020	94,658	(35,020)	139,658
Michael Green (Chief Investment Officer)	80,839	94,658	(35,293)	140,204

## FY20 Executive KMP remuneration.

### Proposed performance criteria for STI for next year (FY20) (unaudited)



	Strategic objectives	Weighting	Reason chosen
<b>70%</b> <b>Financial</b>	<b>FFO per Security</b> <ul style="list-style-type: none"> <li>Budget = 50%</li> <li>Stretch = 125%</li> </ul>	<b>70%</b>	Increasing FFO per security may allow distributions to be increased each year, the key strategic objective of the business.
<b>30%</b> <b>Non-Financial</b>	<b>Execution of Business Strategy</b> <ul style="list-style-type: none"> <li>Delivery of development pipeline of Botanicca, Gepps Cross and Broadmeadows</li> <li>Lease up of Botanicca by end of FY20</li> <li>Undertake strategic acquisition and disposition of assets to maximise longer term income and capital growth opportunities</li> <li>Maintain the quality of property portfolio</li> <li>Financing growth of portfolio and maintaining appropriate capital structure</li> <li>Strategic review of new property sector or operating business to diversify sources of revenue and grow asset base</li> </ul>	<b>12.0%</b>	Development and delivery of key strategic initiatives will deliver long term and sustainable growth.
	<b>Organisational Performance</b> <ul style="list-style-type: none"> <li>Maintain a high employee engagement and alignment score</li> <li>Retain talented individuals in key roles and provide for advancement within the Group</li> <li>Maintain high tenant satisfaction</li> <li>Maintain high levels of Securityholder engagement and confidence</li> </ul>	<b>6.0%</b>	Creating a talented and engaged team and providing them with the right functionality to support Growthpoint will underpin ongoing high performance.
	<b>Environmental, Social and Governance (ESG) Improvement and Initiatives</b> <ul style="list-style-type: none"> <li>Promote and achieve diversity targets</li> <li>Maintain average high NABERS ratings, undertake budgeted property specific energy reduction projects and develop long-term energy reduction strategy</li> <li>Maintain investment grade credit rating</li> </ul>	<b>7.5%</b>	Environmental, Social and Governance goals form foundation for Growthpoint's guiding principles.
	<b>Individual Performance of Executive</b> <ul style="list-style-type: none"> <li>Execution of key strategies to achieve annual budget/guidance and longer-term earnings growth</li> <li>Role model values, leadership behaviours, collaboration and inclusion</li> <li>Embedding strong governance, risk and compliance culture</li> </ul>	<b>4.5%</b>	Having a focussed Executive Team with clear targets, displaying strong leadership and governance is important to the Group's success.

## FY20 Executive KMP remuneration continued

### Executive KMP FY20 remuneration (unaudited)

To assist readers of this Report to understand how Executive KMP are remunerated for the year ahead and to understand the performance the board and the Committee are trying to encourage through remuneration, FY20 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 FY20.

	Total fixed remuneration including superannuation ("TFR")	Short-term Incentive (maximum)	Long-term Incentive (maximum)
<b>Timothy Collyer</b> <sup>1</sup> - Managing Director	\$1,000,000 (6.0% increase from FY19)	117.5% of TFR	80% of TFR
<b>Dion Andrews</b> <sup>2</sup> - Chief Financial Officer	\$500,000 (25.0% increase from FY19)	82.3% of TFR	70% of TFR
<b>Michael Green</b> <sup>2</sup> - Chief Investment Officer	\$500,000 (25.0% increase from FY19)	82.3% of TFR	70% of TFR
<b>Jacquee Jovanovski</b> <sup>2</sup> - Chief Operating Officer	\$350,000 (pro-rated from start date)	82.3% of TFR	70% of TFR

1. Other benefits include: Gym membership; payment of up to 1.5% of TFR in lieu of premium for Life, TPD and Income Protection Cover. Termination notice (without cause) of six months. Termination payments (without cause for redundancy or similar by the Company) – Nine months' notice and Redundancy Policy benefits. Unvested LTI grants remain on foot. Restraint of trade period is 12 months.
2. Other benefits include payment of up to 1.5% of TFR in lieu of premium for Life, TPD and Income Protection Cover. Termination notice (without cause) of six months. Termination payments (without cause for redundancy or similar by the Company) – Redundancy Policy benefits plus vesting of any granted but unvested options under LTI. Restraint of trade period is 6 months.

## Non-executive KMP arrangements.

There are currently seven Non-Executive KMP. An aggregate pool of \$1,200,000 available for the remuneration of Non-Executive KMP was approved by Securityholders at the Company's Annual General Meeting in November 2017.

### Remuneration paid and payable

The total remuneration paid to Non-Executive Directors for FY19 is listed below and the proposed FY20 remuneration is on page 47.

### Principles of remuneration for Non-Executive KMP

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), 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 Chair 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. From 1 July 2018, the Committee implemented a Minimum Securityholding Requirement (MSR) for Non-Executive KMP (refer to page 49 for details of current holdings and details of the MSR).
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.

### FY19 Non-Executive KMP Remuneration

	Period	Short-term		Post employment	Total
		Fees	Committee Fees	Superannuation benefits	
		\$	\$	\$	\$
Geoff Tomlinson, Chair (appointed 1 September 2013)	FY19	186,184	–	17,688	203,872
	FY18	179,027	–	17,008	196,035
Grant Jackson (appointed 5 August 2009)	FY19	95,283	12,003	10,192	117,478
	FY18	91,618	10,911	9,740	112,270
Francois Marais (appointed 5 August 2009)	FY19	104,335	11,670	–	116,005
	FY18	100,322	10,609	–	110,931
Norbert Sasse (appointed 5 August 2009)	FY19	104,335	18,354	–	122,689
	FY18	100,322	15,960	–	116,282
Estienne de Klerk (appointed 5 August 2009)	FY19	104,335	13,143	–	117,478
	FY18	100,322	11,948	–	112,270
Maxine Brenner (appointed 19 March 2012)	FY19	95,283	20,177	10,969	126,429
	FY18	91,618	18,342	10,446	120,407
Josephine Sukkar (appointed 1 October 2017)	FY19	95,283	10,658	10,064	116,005
	FY18	68,714	7,266	7,218	83,198
<b>Total</b>	<b>FY19</b>	<b>785,039</b>	<b>86,004</b>	<b>48,913</b>	<b>919,956</b>
	<b>FY18</b>	<b>731,944</b>	<b>75,037</b>	<b>44,412</b>	<b>851,393</b>

## Non-executive KMP arrangements continued

### Non-Executive KMP FY20 remuneration (unaudited)

To assist readers of this Report to understand how Non-executive KMP are remunerated for the year ahead and to understand the performance the board and the Committee are trying to encourage through remuneration, FY20 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 FY20.

#### Non-Executive KMP remuneration FY20 (unaudited)

	Chair fee <sup>1</sup>	Member fee
<b>Board</b>	\$213,100 (4.5% increase from FY19)	\$109,000 (4.5% increase from FY19)
<b>Audit, Risk &amp; Compliance Committee</b>	\$22,900 (3.7% increase from FY19)	\$13,600 (3.5% increase from FY19)
<b>Nomination, Remuneration &amp; HR Committee</b>	\$19,400 (5.7% increase from FY19)	\$12,300 (5.4% increase from FY19)

1. The Chairman of the Board does not receive Committee fees.

## Executive and non-executive KMP shareholdings.

### Key change

From 1 July 2018, the Committee implemented a Minimum Securityholding Requirement (MSR) for Executive KMP and Non-Executive KMP who must comply with the MSR by 30 June 2022 or four years from their employment or Directorship commencement, whichever is later. The MSR is as follows:

- › Non-Executive Directors – 100% of base Directors fees in equivalent value of Growthpoint securities;
- › Managing Director – 100% of TFR in equivalent value of Growthpoint securities; and
- › Other Executive KMP – 50% of TFR in equivalent value of Growthpoint securities.

The table below provides holdings as at the date of this report and indicates the current percentage holdings.

### Executive and Non-Executive KMP holdings of Growthpoint securities

Name	Position	Holding as at 30 June 2019	Current equivalent value in Growthpoint securities <sup>1</sup>	
			MSR	%
		No.	%	%
Geoff Tomlinson	Chairman	88,776	100%	172%
Grant Jackson	Non-Executive Director	190,087	100%	718%
Francois Marais	Non-Executive Director	169,284	100%	640%
Norbert Sasse	Non-Executive Director	1,656,460	100%	6261%
Estienne de Klerk	Non-Executive Director	1,752,857	100%	6626%
Maxine Brenner	Non-Executive Director	7,245	100%	27%
Josephine Sukkar	Non-Executive Director	14,000	100%	53%
Timothy Collyer	Managing Director	886,507	100%	365%
Dion Andrews	Chief Financial Officer	127,682	50%	210%
Michael Green	Chief Investment Officer	4,561	50%	8%

1. Current equivalent value takes the closing price of Growthpoint securities on 30 June 2019 (\$4.12), multiplied by the holding and compares this to the relevant FY19 measure (100% of base fees for Non-Executive Directors, for example). This is provided for information only at this time as compliance with the MSR is not required until 30 June 2022 at the earliest.



## Remuneration policy and role of the Nomination, Remuneration and HR Committee.

The 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.

### How Governance and remuneration decisions are made



**Board of Directors:** oversees remuneration



Recommendations made to the board using advice from:



### Committee members

The members of the Committee during the year and at the date of this Report are:

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

### Delegated authority

The Committee operates under delegated authority from the Board. The duties of the Committee in relation to remuneration are to:

- a) 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.
- b) 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.
- c) 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.
- d) 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.
- e) Make recommendations to the Board in relation to the introduction of, and amendments to, any employee share plan established by the Group.

## Remuneration policy and role of the Nomination, Remuneration and HR Committee continued

### Impact of performance on Securityholders' wealth

In considering the Group's performance and benefits for Securityholders' wealth, the Committee has regard to the financial measures in the below in respect of the five financial years ended 30 June 2019.

		2019	2018	2017	2016	2015
Profit attributable to the owners of the Group	\$'000	375,292	357,709	278,090	219,377	283,004
Dividends and distributions paid	\$'000	167,387	148,432	140,077	118,134	110,685
Distribution per stapled security	\$	0.230	0.222	0.215	0.205	0.197
Closing stapled security price	\$	4.12	3.61	3.14	3.15	3.13
Change in stapled security price	\$	0.51	0.470	-0.010	0.020	0.680
Total Securityholder return <sup>1</sup>	%	21.0	22.3	6.3	7.4	36.4
Return on equity	%	16.9	18.5	18.6	13.5	23.9

1. Source UBS Investment Research.

### Independent consultants

During the year, the Committee engaged PwC as an independent consultant. PwC was paid a total of \$44,000 for providing these services.

The Committee is satisfied on behalf of the Board that PwC remained free from undue influence from those Executive KMP in respect of whom it was making recommendations. The Committee received the report directly from PwC and reviewed and discussed the report with PwC when it was received. The Company did not engage PwC for any other work during FY19.

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

### Remuneration reviews

The 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

The total remuneration paid or payable to the Managing Director for FY19 is listed on page 45 of this report and the proposed remuneration parameters for FY20 are on page 47.

#### 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 included as part of the Executive KMP principles listed on page 36.

## Remuneration policy and role of the Nomination, Remuneration and HR Committee continued

### Other 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 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.

### Non-Executive and Executive KMP Reviews

#### Non-Executive KMP 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 from 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 FY19.

The Chair of each Board sub-committee also regularly considers the performance of the committee they chair.

#### 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:



[growthpoint.com.au/about/board/](http://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, Grant Jackson and Josephine Sukkar 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 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.

#### Executive KMP Reviews

The Managing Director's performance is formally considered annually by the 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 37.

 The Managing Director reviews the performance of the other Executive KMP and makes recommendations to the Committee on their remuneration based, in part, on the STI performance measures listed on page 37.

## Remuneration policy and role of the Nomination, Remuneration and HR Committee continued

### Meetings of Directors (FY19)

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)	12	12	4	4	6	5
M. Brenner	12	11	4	4		
T. Collyer (Managing Director) <sup>1,2</sup>	12	12		4		6
E. de Klerk	12	11	4	4		
G. Jackson	12	12	4	4		
F. Marais	12	11			6	6
J. Sukkar	12	11			6	6
N. Sasse	12	11			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 Audit, Risk & Compliance 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 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.