



23 October 2018

## ASX ANNOUNCEMENT

### GROWTHPOINT PROPERTIES AUSTRALIA (ASX Code: GOZ)

#### Notice of meetings and Proxy Form

A notice of meeting for the Annual General Meeting of Growthpoint Properties Australia Limited and a meeting of unitholders of Growthpoint Properties Australia Trust (“the combined meetings”) is attached. The notice has been despatched to securityholders of Growthpoint Properties Australia.

The combined meetings will be held at 2pm on Wednesday, 21 November 2018 at Level 42, 101 Collins street, Melbourne. The meetings will also be webcast live at <https://edge.media-server.com/m6/p/8gs4g8bz> for the benefit of securityholders not able to attend in person.

**Yien Hong, Company Secretary**

#### Further information:

#### Investors/analysts and Media

Daniel Colman, Investor Relations Manager  
Telephone: +61 401 617 167

Growthpoint’s Key Metrics at 30 June 2018	
Total property portfolio value	<b>\$3.4 billion</b>
Distribution guidance FY19	<b>23.0 cents</b>
Number of properties	<b>57</b>
Office / industrial	<b>66% / 34%</b>
Average property age	<b>10.6 years</b>
Occupancy	<b>98%</b>
Weighted average lease expiry	<b>5.3 years</b>
Weighted average rent review (assumes CPI of 2.1%)	<b>3.3%</b>
Weighted average capitalisation rate	<b>6.2%</b>
NTA per stapled security	<b>\$3.19</b>
Gearing	<b>33.9%</b>
Percentage debt fixed	<b>82%</b>
Weighted average debt maturity	<b>5.0 years</b>
Average NABERS rating (energy)	<b>4.6 stars</b>

#### Growthpoint Properties Australia

Growthpoint Properties Australia is a publicly traded ASX listed A-REIT (ASX Code: GOZ) that specialises in the ownership and management of quality investment property. Growthpoint owns interests in a diversified portfolio of 57 office and industrial properties throughout Australia valued at approximately \$3.4 billion and has an investment mandate to invest in office, industrial and retail property sectors.

Growthpoint is included in the S&P/ASX 200 Index and has been issued with an investment grade rating of Baa2 for senior secured debt by Moody’s.

Growthpoint aims to grow its portfolio over time and diversify its property investment by asset class, geography and tenant exposure through individual property acquisitions, portfolio transactions and corporate activity (M&A transactions) as opportunities arise.

**Growthpoint Properties Australia Limited**  
(ACN 124 093 901)  
AND  
**Growthpoint Properties Australia Trust**  
(ARSN 120 121 002)

NOTICE OF MEETING

Notice is given that the Annual General Meeting of shareholders of Growthpoint Properties Australia Limited (**Company**) will be held concurrently and in conjunction with a meeting of the unit holders of Growthpoint Properties Australia Trust (**Trust**) (together, **Growthpoint Properties Australia**) at the offices of Herbert Smith Freehills, located at level 42, 101 Collins Street, Melbourne, Victoria on Wednesday, 21 November 2018 at 2.00pm (**Meeting**).

#### **ITEM 1: FINANCIAL REPORTS - COMPANY AND TRUST**

To receive and consider:

- (a) the financial reports and the reports of the Directors and the auditors in respect of the Company for the financial year ended 30 June 2018; and
- (b) the financial reports and the reports of the Directors and the auditors in respect of the Trust for the financial year ended 30 June 2018.

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

#### **ITEM 2: REMUNERATION REPORT - COMPANY ONLY**

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

*"That the Remuneration Report of the Company (which forms part of the Directors' Report) for the financial year ended 30 June 2018 be adopted."*

The Remuneration Report is set out on pages 37 - 53 of the Growthpoint Properties Australia 2018 Annual Report.

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

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

#### **Voting Exclusion Statement**

The *Corporations Act 2001* (Cth) (**Corporations Act**) restricts members of the key management personnel (**KMP**) of Growthpoint Properties Australia including the directors, and closely related parties of KMP from voting in relation to Item 2 in certain circumstances.

'Closely related party' is defined in the Corporations Act and includes the KMP's spouse, dependants and certain other close family members, as well as any companies controlled by a member of the KMP.

The Company will disregard any votes cast on Item 2:

- by, or on behalf of, a member of the KMP named in the Company's Remuneration Report for the year ended 30 June 2018 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP at the date of the Meeting or their closely related parties,

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

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

### **ITEM 3: ELECTION AND RE-ELECTION OF DIRECTORS - COMPANY ONLY**

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

- (a) *"That Mr Geoffrey Tomlinson, who retires under rule 11.1(d) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*
- (b) *"That Ms Maxine Brenner, who retires under rule 11.1(d) of the Company's Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."*

*Note: The Chairman of the Meeting intends to vote all available proxies **in favour** of each resolution in this item of business.*

### **ITEM 4: APPROVAL OF GRANT OF PERFORMANCE RIGHTS TO TIMOTHY COLLYER (MANAGING DIRECTOR) - COMPANY AND TRUST**

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

*"That for the purposes of ASX Listing Rule 10.14 and all other purposes, the grant of Performance Rights to Timothy Collyer under the Growthpoint Properties Australia Employee Incentive Plan, in accordance with the rules of the Plan and on the terms set out in the Explanatory Notes, is approved."*

*Note: The Chairman of the Meeting intends to vote all available proxies **in favour** of this item of business.*

#### **Voting exclusion statement**

The Corporations Act restricts members of the KMP and their closely related parties from voting in relation to Item 4 in certain circumstances. In addition, a voting restriction applies in respect of this item under the ASX Listing Rules.

Growthpoint Properties Australia will disregard any votes cast on Item 4:

- in favour of the relevant resolution by, or on behalf of, Timothy Collyer (Managing Director) or any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP at the date of the Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Item 4:

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

### **ITEM 5: APPROVAL OF RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS FOR A FURTHER THREE YEARS - COMPANY ONLY**

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

*"That the proportional takeover provisions in the form of rule 8 of the Company's Constitution (as last approved by shareholders) be renewed for a further period of three (3) years, with effect from 21 November 2018."*

*Note: The Chairman of the Meeting intends to vote all available proxies **in favour** of this item of business.*

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

A handwritten signature in black ink, appearing to read 'Yien Hong', written in a cursive style.

**Yien Hong  
Company Secretary  
23 October 2018**

**Growthpoint Properties Australia Limited**  
ACN 124 093 901 **(Company)**  
AND  
**Growthpoint Properties Australia Trust**  
ARSN 120 121 002 **(Trust)**

**EXPLANATORY NOTES**

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These Explanatory Notes provide securityholders of Growthpoint Properties Australia, comprising the Company and Trust, with information in respect of the items of business to be considered at the Annual General Meeting of the Company and the concurrent meeting of the unit holders of the Trust which will be held at the offices of Herbert Smith Freehills, located at level 42, 101 Collins Street, Melbourne, Victoria, 3000 on Wednesday, 21 November 2018 at 2.00pm **(Meeting)**.

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

***If you have difficulty in properly understanding this documentation, you should consult your financial or legal adviser.***

**ITEM 1: FINANCIAL REPORTS - COMPANY AND TRUST**

As required by sections 314 and 317 of the *Corporations Act 2001* (Cth) **(Corporations Act)**, the Growthpoint Properties Australia Annual Report (comprising the financial report, Directors' report and auditor's report for the Company and the Trust) for the year ended 30 June 2018 was sent to securityholders in advance of this Notice and will be laid before the Meeting.

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

**ITEM 2: REMUNERATION REPORT - COMPANY ONLY**

There will be an opportunity for securityholders at the Meeting to comment on and ask questions about the Remuneration Report which is contained in the Growthpoint Properties Australia 2018 Annual Report.

The vote on the proposed resolution in Item 2 is advisory only and will not bind the Directors or the Company, however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The Remuneration Report is set out on pages 37 - 53 of the Growthpoint Properties Australia 2018 Annual Report. The Remuneration Report:

- explains the Board's policy in relation to the nature and level of remuneration paid to Directors and other KMP within the Company;
- discusses the link between the Board's remuneration policy and the Company's performance;
- provides a detailed summary of performance conditions, why they were chosen and how performance is measured against them; and
- sets out remuneration details for each Director and for each member of the Company's senior executive management team.

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

*The Board unanimously recommends that securityholders vote **in favour** of adopting the Remuneration Report.*

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

### **ITEM 3: RE-ELECTION OF DIRECTORS - COMPANY ONLY**

Mr Geoffrey Tomlinson and Ms Maxine Brenner retire in accordance with rule 11.1(d) of the Company's Constitution and are standing for re-election as Directors of the Company at the Meeting.

Biographical information for Mr Tomlinson and Ms Brenner is set out below.

#### **Geoffrey Tomlinson (BEC)**

Mr Tomlinson has over 45 years' experience in the financial services industry. Mr Tomlinson is currently a Non-Executive Director of IRESS Limited.

Mr Tomlinson was appointed as a Director of the Company on 1 September 2013 and has been the Independent Chairman since 1 July 2014. He is a member of the Audit, Risk & Compliance and Nomination, Remuneration & HR committees.

The Board considers Mr Tomlinson to be an independent Director.

#### **Maxine Brenner (BA, LLB)**

Ms Brenner has over 27 years' experience in corporate advisory, mergers and acquisition, financial and legal advisory work. Ms Brenner is currently a Non-Executive Director of Orica Limited, Origin Energy Limited and Qantas Airways Limited.

Ms Brenner was appointed as a Director of the Company on 19 March 2012 and is Chair of the Audit, Risk & Compliance Committee.

The Board considers Ms Brenner to be an independent Director.

*The Board (in each case in the absence of the relevant director) unanimously recommends that securityholders vote **in favour** of each of the proposed resolutions.*

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

### **ITEM 4: APPROVAL OF GRANT OF PERFORMANCE RIGHTS TO TIMOTHY COLLYER (MANAGING DIRECTOR) - COMPANY AND TRUST**

Growthpoint Properties Australia is seeking the approval of securityholders for the proposed grant of Performance Rights to the Managing Director, Tim Collyer, under the Growthpoint Properties Australia Employee Incentive Plan (the **Plan**) and on the terms set out below.

Securityholders are being asked to approve the grant of 154,657 Performance Rights, being part of Mr Collyer's LTI for the 2019 financial year (**FY19 LTI**).

#### **Changes to the LTI arrangements for FY19**

Over the past six months, the Board has undertaken a comprehensive review of Growthpoint Properties Australia's remuneration framework with a view to ensuring it remains current and in line with securityholder expectations. Commencing from the 2019 financial year, the Board has implemented a new LTI arrangement designed to drive continued performance by executives and to bring it more in-line with market practice. The new LTI arrangement which is outlined below is a forward looking LTI arrangement where the issue of performance rights is calculated and allocated at the start of the 3 year performance period and will only vest at the end of the 3 year performance period provided the performance testing and service conditions have been met.

There will be a period of transition from the historical LTI arrangement to the new LTI arrangement which would entail using the current LTI plan methodology until the vesting point for

the first forward looking plan with the relevant number of tranches under this transitional LTI plan would reduce until the new forward looking LTI plan would begin to vest.

Mr Collyer is eligible to receive a long term incentive for the performance period commencing 1 July 2018 that has two components: a grant of Performance Rights on the terms of the new FY19 LTI structure (which is the subject of this approval) and a transitional award (as a result of the transition from the historical LTI structure to the new LTI structure) which will be approved at the annual general meeting to be held in 2019.

## **FY19 LTI structure**

### **Why are we seeking securityholder approval?**

Under ASX Listing Rule 10.14, securityholder approval is required for a Director to be issued securities under an employee incentive scheme. As any Growthpoint Stapled Securities to be delivered to Mr Collyer upon vesting of the Performance Rights may be newly issued securities, Growthpoint Properties Australia is seeking securityholder approval for the grant of Performance Rights to Mr Collyer.

Mr Collyer was eligible to receive a grant of Performance Rights as the long term component of his remuneration for the 2018 financial year. However, the relevant conditions were not met and accordingly, no Performance Rights will be granted to Mr Collyer in respect of his long term incentive for the 2018 financial year and no securityholder approval is required.

### **Key terms of the FY19 LTI grant**

On vesting, each Performance Right entitles Mr Collyer to receive one fully paid Stapled Security. Stapled Securities allocated to Mr Collyer on vesting of the Performance Rights will rank equally with other Growthpoint Properties Australia Stapled Securities.

As Mr Collyer's grant forms part of his long term incentive remuneration for FY19, the Performance Rights will be granted at no cost to Mr Collyer and no amount is payable on vesting of the Performance Rights. The Performance Rights will be granted under, and subject to, the rules of the Plan and terms of offer.

If securityholder approval is obtained, it is anticipated that the Performance Rights will be granted to Mr Collyer shortly after the Meeting and, in any case, no later than 12 months after the Meeting.

The key terms of the FY19 LTI are set out below.

	<b>FY19 LTI</b>
<b>Entitlement</b>	<p>For the new, forward looking component of the 2019 financial year LTI, Mr Collyer has a maximum LTI entitlement of \$566,046.</p> <p>Due to the change in the LTI structure from 1 July 2019 onwards, Mr Collyer's maximum entitlement for the new, forward looking component of his 2019 financial year LTI award represents only 75% of his LTI opportunity, as an effect of the transition to the new LTI arrangement. In subsequent years, as the transition to the new LTI structure completes, Mr Collyer's LTI opportunity will increase (as the historical LTI grants are phased out). Mr Collyer is also eligible for a transitional LTI award for financial year 2019 as part of the transition to the new LTI structure.</p>
<b>Number of Performance Rights</b>	<p>154,657 Performance Rights.</p> <p>The number of Performance Rights that Mr Collyer will receive has been determined by dividing Mr Collyer's maximum entitlement of \$566,046 by the volume weighted average price of Stapled Securities calculated for the 10 trading days prior to 16 July 2018 (\$3.66), rounded down to the nearest whole Performance Right.</p>
<b>Performance Period</b>	3 years: 1 July 2018 - 30 June 2021.



<b>Vesting Date</b>	Mr Collyer's Performance Rights will vest around 30 September 2021.
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<b>Performance Conditions</b>	<b>Total Securityholder Returns (TSR) Performance Condition – 50% weighting</b>									
	<p>TSR is defined as being the amount of dividends/distributions paid/payable by Growthpoint during the Performance Period and the change in the price at which Stapled Securities are traded between the beginning and the end of the Performance Period.</p> <p>Growthpoint's TSR is benchmarked relative to the S&amp;P/ASX A-REIT 300 Accumulation Index over the Performance Period.</p> <p>The Board has the discretion to adjust the comparator group to take into account events including, but not limited to, de-listings, takeovers, and mergers or de-mergers that might occur during the Performance Period, or where it is no longer meaningful to include a company within the comparator group.</p> <p>The percentage of Performance Rights that vest, if any, will be determined by reference to Growthpoint Properties Australia's TSR ranking as set out in the following vesting schedule:</p> <table border="1"> <thead> <tr> <th><b><i>Growthpoint Properties Australia's TSR rank in the relevant comparator group</i></b></th> <th><b><i>% of Performance Rights that vest</i></b></th> </tr> </thead> <tbody> <tr> <td>At or below the 50<sup>th</sup> percentile</td> <td>Nil</td> </tr> <tr> <td>At the 51<sup>st</sup> percentile</td> <td>50%</td> </tr> <tr> <td>Between 51<sup>st</sup> and 76<sup>th</sup> percentile</td> <td>Straight line pro rata vesting between 50% and 100% (i.e. plus 2% for each percentile above the 51st percentile)</td> </tr> <tr> <td>At or above 76<sup>th</sup> percentile</td> <td>100%</td> </tr> </tbody> </table>	<b><i>Growthpoint Properties Australia's TSR rank in the relevant comparator group</i></b>	<b><i>% of Performance Rights that vest</i></b>	At or below the 50 <sup>th</sup> percentile	Nil	At the 51 <sup>st</sup> percentile	50%	Between 51 <sup>st</sup> and 76 <sup>th</sup> percentile	Straight line pro rata vesting between 50% and 100% (i.e. plus 2% for each percentile above the 51st percentile)	At or above 76 <sup>th</sup> percentile
<b><i>Growthpoint Properties Australia's TSR rank in the relevant comparator group</i></b>	<b><i>% of Performance Rights that vest</i></b>									
At or below the 50 <sup>th</sup> percentile	Nil									
At the 51 <sup>st</sup> percentile	50%									
Between 51 <sup>st</sup> and 76 <sup>th</sup> percentile	Straight line pro rata vesting between 50% and 100% (i.e. plus 2% for each percentile above the 51st percentile)									
At or above 76 <sup>th</sup> percentile	100%									
	<b>Return on Equity (ROE) Performance Condition – 50% weighting</b>									
	<p>ROE measures the total return on equity employed and takes into account both capital appreciation of the assets of Growthpoint and cash distributions of income. The return will be calculated on the starting net tangible assets (NTA) per Stapled Security and includes the change in NTA per Stapled Security over the measurement period plus the distribution made as a return on the starting NTA per Stapled Security.</p> <p>Growthpoint's ROE is benchmarked relative to the ROE's of A-REIT's in the S&amp;P/ASX A-REIT 300 Index over the Performance Period.</p> <p>The benchmark is calculated as the weighted average ROE of those A-REIT's in the S&amp;P/ASX A-REIT 300 Index. The weighting is by the adjusted index weight of the comparator group, excluding Growthpoint.</p> <p>The Board has the discretion to adjust the comparator group to take into account events including, but not limited to, de-listings, takeovers, and mergers or de-mergers that might occur during the measurement period, or where it is no longer meaningful to include a company within the comparator group.</p> <p>The percentage of Performance Rights that vest, if any, will be determined by reference to Growthpoint's ROE performance as set out in the following vesting schedule:</p> <table border="1"> <thead> <tr> <th><b><i>Growthpoint's ROE</i></b></th> <th><b><i>% of Performance Rights that vest</i></b></th> </tr> </thead> <tbody> <tr> <td>Below benchmark return</td> <td>Nil</td> </tr> </tbody> </table>	<b><i>Growthpoint's ROE</i></b>	<b><i>% of Performance Rights that vest</i></b>	Below benchmark return	Nil					
<b><i>Growthpoint's ROE</i></b>	<b><i>% of Performance Rights that vest</i></b>									
Below benchmark return	Nil									

	Achievement of benchmark	50%
	0.1% to 1.9% above the benchmark	51.25% to 75% in increments of 1.125% for each 0.1% above the benchmark
	At 2% or more above benchmark	100%
<b>Testing of Performance Conditions</b>	<p>The Performance Conditions will be tested once, after the end of the Performance Period, around 30 September 2021.</p> <p>Calculation of the Performance Conditions and achievement against the Performance Conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board considers appropriate).</p>	
<b>Distribution and voting entitlements</b>	<p>Performance Rights do not carry any dividend or voting rights prior to vesting.</p> <p>Stapled Securities allocated on vesting of Performance Rights carry the same dividend and voting rights as other Stapled Securities issued by the Company.</p>	
<b>Cessation of employment</b>	<p><b>Ceasing employment for cause or due to resignation</b> Where employment with the Group is terminated for cause or ceases due to resignation (other than due to death, ill health or disability) all Performance Rights Mr Collyer holds will immediately lapse, unless the Board determines otherwise.</p> <p><b>Ceasing employment for other reasons</b> If employment with the Group ceases at any time for any other reason (including due to death, ill health, disability or bona fide redundancy), all Performance Rights Mr Collyer holds (whether or not the applicable Performance Conditions and/or service condition has been satisfied) as at the date of cessation of his employment will remain on foot and remain subject to the terms of his FY19 LTI offer, as though he had not ceased employment. However, the Board retains a discretion to determine to vest or lapse some or all of the Performance Rights.</p>	
<b>Takeover or Scheme</b>	<p>In the event of each of:</p> <ul style="list-style-type: none"> <li>a takeover bid being recommended by the Board or becoming unconditional; and</li> <li>a scheme of arrangement, reconstruction or winding up of the Company being put to members,</li> </ul> <p>Mr Collyer's Performance Rights may vest or may remain on foot at the Board's discretion.</p>	
<b>Clawback</b>	<p>The Board has broad "clawback" powers to determine that Performance Rights lapse, Stapled Securities are forfeited, or that amounts are to be repaid in certain circumstances (for example, in the case of fraud or dishonestly).</p>	

**Additional information:**

- Mr Collyer is the only Director (or associate of a Director) entitled to participate in the Plan.
- Pursuant to securityholder approvals, Mr Collyer received 220,415 securities for nil consideration since the 2017 Annual General Meeting. These securities were granted to Mr Collyer in respect of his LTI awards for the 2015 financial year (4<sup>th</sup> tranche), 2016 financial year (3<sup>rd</sup> tranche) and 2017 financial year (2<sup>nd</sup> tranche).
- There are no loans to be granted to Mr Collyer in connection with the Plan.

- If approval is given under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1.

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

*The Board (with Mr Collyer abstaining) unanimously recommends that securityholders vote in **favour** of this item of business.*

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

#### **ITEM 5: APPROVAL OF RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS FOR A FURTHER THREE YEARS - COMPANY ONLY**

The proportional takeover provisions set out in rule 8 of the Company's Constitution were adopted by securityholders at the 2015 Annual General Meeting for a period of three years.

The provisions prohibit the registration of transfers of shares in the Company acquired under a proportional takeover bid unless a resolution is passed by securityholders approving the bid. As provided in rule 8, the provisions cease to have effect on the third anniversary of their adoption or last renewal unless renewed. Accordingly, it is appropriate to consider renewing the proportional takeover provisions in the form last approved by securityholders at the 2015 Annual General Meeting.

#### **What is a proportional takeover bid, and why do we need the proportional takeover approval provisions?**

In a proportional takeover bid, the bidder offers to buy a proportion only (i.e. less than 100%) of each securityholder's Stapled Securities. This means that control of Growthpoint Properties Australia may pass without securityholders having the chance to sell all of their Stapled Securities to the bidder. It also means that the bidder may take control of Growthpoint Properties Australia without paying an adequate amount for gaining control.

To deal with this possibility, the Company may provide in its Constitution that:

- in the event of a proportional takeover bid being made for shares in the Company, shareholders are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer; and
- the majority decision of the Company's shareholders will be binding on all individual shareholders.

The directors consider that securityholders should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of Growthpoint Properties Australia to change without securityholders being given the opportunity to dispose of all of their Stapled Securities for a satisfactory control premium. The directors also believe that the right to vote on a proportional takeover bid may avoid securityholders feeling pressure to accept the bid even if they do not want it to succeed.

#### **What is the effect of the proportional takeover approval provisions?**

If a proportional takeover bid is made, the directors must ensure that shareholders of the Company vote on a resolution to approve the bid more than 14 days before the bid period closes.

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote. If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's Constitution.

The directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved. The proportional takeover approval provisions do not apply to full takeover bids and only apply for

three years after the date of approval. The provisions may be renewed, but only by special resolution.

### **Potential advantages and disadvantages**

The directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them, other than in their capacity as securityholders. They remain free to make a recommendation as to whether an offer under a proportional takeover bid should be accepted.

The potential advantages and disadvantages for securityholders of the Company are set out below.

The provisions will ensure that all securityholders have an opportunity to study a proportional bid proposal and vote on the bid at a general meeting. This is likely to ensure a potential bidder structures its offer in a way which is attractive to a majority of securityholders, including appropriate pricing. Similarly, knowing the view of the majority of securityholders may help individual securityholders assess the likely outcome of the proportional takeover when determining whether to accept or reject the offer. In addition, securityholders may avoid being locked in as a minority securityholder.

However, it is also possible that the renewal of the proportional takeover provisions may discourage proportional takeover bids and may reduce any speculative element in the market price of Stapled Securities arising from the possibility of a takeover offer being made. The inclusion of the provisions may also be considered to constitute an unwarranted additional restriction of the ability of securityholders to freely deal with their Stapled Securities, and could reduce the likelihood of a proportional takeover succeeding.

While rule 8 has been in effect, there have been no full or proportional takeover bids for the Company. Therefore, there has been no example against which to review the advantages or disadvantages of the provisions for the directors and the securityholders, respectively, during this period.

The Board considers that the potential advantages for members of the proportional takeover approval provisions outweigh the potential disadvantages.

### **Director knowledge of any proposals to acquire or increase a substantial interest**

As at the date this statement was prepared, no director is aware of a proposal by a person to acquire, or to increase, a substantial interest in the Company. This circumstance has had no impact on the Board's decision to propose this resolution.

*The Board unanimously recommends that securityholders vote in **favour** of this resolution.*

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

## **Information for Securityholders**

### **Voting entitlement**

The Board has determined that for the purposes of voting at the Annual General Meeting of the Company and concurrent meeting of unit holders in the Trust (together, the **Meeting**), securities will be taken to be held by persons who are registered as securityholders as at 7:00pm (Melbourne time) on Monday, 19 November 2018. Accordingly, security transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

For a resolution of the Company, on a poll, securityholders have one vote for every fully paid Stapled Security held. For a resolution of the Trust, on a poll, securityholders have one vote for every dollar of the total interest they have (calculated by reference to the last sale price of Stapled Securities on the ASX on Monday, 19 November 2018). For resolutions of the Company or the Trust, on a show of hands, every person present and entitled to vote has one vote.

### **Corporations**

If a securityholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act, and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

If such evidence is not received prior to the commencement of the Meeting, then the body corporate proxy (through its representative) will not be permitted to act as the securityholder's proxy. A form of the certificate may be obtained from Computershare (whose contact details are listed below).

### **Proxies**

A securityholder who is entitled to attend and cast a vote at the Meeting may appoint a person as the securityholder's proxy to attend and vote for the securityholder at the Meeting. Proxies need not be securityholders.

The proxy form enables securityholders to vote For, Against, or Abstain from voting on a resolution.

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

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

Voting exclusions apply to Items 2 and 4 under the Corporations Act and ASX Listing Rules. If you intend to appoint a member of the KMP (other than the Chairman) as your proxy, please ensure that you direct them how to vote on Items 2 and 4 by following the instructions on the proxy form. Similarly, if you intend to appoint an associate of Timothy Collyer (Managing Director) as your proxy, please ensure that you direct them how to vote on Item 4.

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

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

If a securityholder is entitled to cast two or more votes at the Meeting, the securityholder may appoint two proxies and may specify the proportion or number of votes each proxy may exercise. Where a securityholder appoints two proxies, only one proxy may vote on a show of hands where the appointments specify the same way to vote on a resolution. Where a proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on a show of hands.

Where two proxies are appointed a separate form should be used for each. Securityholders are requested to show on the form a specified number or proportion of the securityholder's voting rights which the proxy may exercise. If no such proportion is specified, each proxy may exercise half of the securityholder's votes.

To be valid, the enclosed proxy form (and if the appointment is signed by the appointor's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be completed and signed and received not later than 2.00pm (Melbourne time) on Monday, 19 November 2018 either by:

- returning by post in the reply paid envelope provided;
- delivering in person to Computershare Investor Services Pty Limited, 452 Johnston Street, Abbotsford, Victoria; or
- sending by facsimile to Computershare on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Custodian voting- For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

# GROWTHPOINT

## PROPERTIES

### Growthpoint Properties Australia

Growthpoint Properties Australia Limited (ACN 124 093 901, AFSL No. 316409) Growthpoint Properties Australia Trust (ARSN 120 121 002)



23 October 2018

Dear Securityholder,

### Growthpoint Properties Australia Annual General Meeting

I cordially invite you to join us at the Annual General Meeting of Growthpoint Properties Australia (**Meeting**).

Growthpoint Properties Australia is a stapled group comprising a company, Growthpoint Properties Australia Limited (**Company**), and a trust, Growthpoint Properties Australia Trust (**Trust**) (together, **Growthpoint Properties Australia**). The Company is the responsible entity of the Trust. Securityholders hold stapled securities comprising units in the Trust and shares in the Company and are therefore able to vote at general meetings of both the Trust and the Company.

Enclosed with this letter is a notice of the Annual General Meeting of the shareholders of the Company and a meeting of the unitholders of the Trust. The Meeting will be held at the offices of Herbert Smith Freehills, located at level 42, 101 Collins Street, Melbourne, Victoria, 3000 on Wednesday, 21 November 2018 at 2.00pm. Securityholders should carefully review the Notice of Meeting, Explanatory Notes and associated documents.

If you will be attending the Meeting, please bring this letter with you to facilitate processing of your registration. Registration will commence at 1.30pm on Wednesday, 21 November 2018. If you attend the Meeting, there is no need to complete the enclosed Proxy Form.

If you are unable to attend the Meeting, I encourage you to complete the enclosed Proxy Form and to consider how you wish your proxy to vote.

To be effective, your completed Proxy Form must be received at the Company's Share Registry no later than 2.00pm (Melbourne time) on Monday, 19 November 2018. For further details, see the notes accompanying the Notice of Meeting and on the Proxy Form.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Geoff Tomlinson'.

Geoff Tomlinson  
**Independent Chairman**



**Growthpoint Properties Australia**

Growthpoint Properties Australia Limited (ACN 124 093 901, AFSL No. 316409)  
Growthpoint Properties Australia Trust (ARSN 120 121 002)

GOZ

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Lodge your vote:**



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 665 792  
(outside Australia) +61 3 9415 4366



**Proxy Form**

**XX**

**For your vote to be effective it must be received by 2.00pm (Melbourne time) on Monday, 19 November 2018**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of Growthpoint Properties Australia.**

**Proxy voting by Key Management Personnel (KMP):** The KMP of Growthpoint Properties Australia (which includes each of the Directors) and their closely related parties will not be able to vote as your proxy on Items 2 and 4, and associates of Timothy Collyer (Managing Director) will not be able to cast your proxy in favour of item 4 unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint such a person as your proxy, you can direct them how to vote by following the instructions on this Proxy Form.

**Signing Instructions**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for Growthpoint Properties Australia, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.



MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Growthpoint Properties Australia hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Growthpoint Properties Australia to be held at the offices of Herbert Smith Freehills, located at level 42, 101 Collins Street, Melbourne, Victoria on Wednesday, 21 November 2018 at 2.00pm (Melbourne time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), by submitting this proxy form I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 and 4 (except where I/we have indicated a different voting intention below) even though Items 2 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2 and 4 by marking the appropriate box in step 2 below.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2	Remuneration Report - Company Only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a	Re-election of Director - Mr Geoffrey Tomlinson - Company Only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b	Re-election of Director - Ms Maxine Brenner - Company Only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of Grant of Performance Rights to Timothy Collyer (Managing Director) - Company and Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval of Renewal of Proportional Takeover Provisions for a further three years - Company Only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /

GOZ

999999A

Computershare +