GROWTHPOINT PROPERTIES AUSTRALIA (ASX CODE: GOZ)

Growthpoint Properties Australia Trust ARSN 120 121 002
Growthpoint Properties Australia Limited ABN 33 124 093 901 AFSL 316409

ACQUISITION & EQUITY RAISING

November 2018

GROWTHPOINT PROPERTIES

SPACE TO THRIVE

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

100 Skyring Terrace, Newstead

Important information

DISCLAIMER

This presentation and its appendices (“Presentation”) is dated 19 November 2018 and has been prepared by Growthpoint Properties Australia Limited ACN 124 093 901 (both in its capacity as responsible entity of Growthpoint Properties Australia Trust ARSN 120 121 002 and in its own capacity). Units in Growthpoint Properties Australia Trust are stapled to shares in Growthpoint Properties Australia Limited and, together form Growthpoint Properties Australia (“Growthpoint”). By receiving this Presentation, you are agreeing to the following restrictions and limitations.

SUMMARY INFORMATION

This Presentation contains summary information about Growthpoint and is dated 19 November 2018. The information is subject to change without notice and does not purport to be complete or comprehensive. It does not purport to summarise all information that an investor should consider when making an investment decision. It should be read in conjunction with Growthpoint’s other periodic and continuous disclosure announcements lodged with the ASX, which are available at www.asx.com.au.

The information in this Presentation has been obtained from or based on sources believed by Growthpoint to be reliable. To the maximum extent permitted by law, Growthpoint, the lead manager, their affiliates, officers, employees, agents and advisors do not make any warranty, express or implied, as to the currency, accuracy, reliability or completeness of the information in this Presentation and disclaim all responsibility and liability for the information (including, without limitation, liability for negligence). None of the lead manager, nor any of its affiliates, related bodies corporate, directors, officers, employees, agents or advisers have authorised, caused or permitted the issue, submission or dispatch of this Presentation and, nor do they make any recommendation as to whether any potential investor should participate in the offer of securities referred to in this Presentation. None of them makes or purports to make any statement in this Presentation and there is no statement in this Presentation which is based on any statement by them. Further, none of them accept any fiduciary obligation to or relationship with any investor in connection with the offer of securities or otherwise. Growthpoint reserves the right to withdraw the Rights Offer or vary the timetable included in this Presentation.

NOT FINANCIAL PRODUCT ADVICE

This Presentation is not financial product advice or a recommendation to acquire Growthpoint stapled securities (“Securities”). It has been prepared without taking into account any investor’s objectives, financial position, situation or needs. Therefore, before making an investment decision, investors should consider the appropriateness of the information in this Presentation and have regard to their own objectives, financial situation and needs. Investors should seek such financial, legal or tax advice as they deem necessary or consider appropriate for their particular jurisdiction. Growthpoint is not licensed to provide financial product advice. Cooling off rights do not apply to the acquisition of the Securities.

FINANCIAL INFORMATION

All information is in Australian dollars and all statistics are as at 30 September 2018 unless otherwise stated. Investors should note that this Presentation contains pro forma historical financial information. The pro forma historical financial information included in this Presentation does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the U.S. Securities and Exchange Commission. Investors should also be aware that certain financial data included in this Presentation are “non-IFRS financial information” under ASIC Regulatory Guide 230 Disclosing non-IFRS financial information published by the Australian Securities and Investments Commission (“ASIC”) and “non-GAAP financial measures” under Regulation G of the U.S. Securities Exchange Act of 1934, as amended. These measures include FFO, distributions per Security, Gearing, net tangible assets, net tangible assets per Security, EPS yield, DPS yield, capitalisation rates and distribution yield. Growthpoint believes these non-IFRS financial information and non-GAAP financial measures provide useful information to users in measuring the financial performance and conditions of Growthpoint. The non-IFRS financial information and these non-GAAP financial measures do not have a standardised meaning prescribed by Australian Accounting Standards and, therefore, are not measures of financial performance, liquidity or value under the IFRS or U.S. GAAP and may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS financial information or non-GAAP financial measures and ratios included in this Presentation.

FUTURE PERFORMANCE

This Presentation contains “forward-looking” statements. Forward-looking statements can generally be identified by the use of forward-looking words such as “anticipated”, “expected”, “projections”, ‘guidance’, ‘forecast”, “estimates”, “could”, “may”, “target”, “consider”, and “will” and other similar expressions and include, but are not limited to, earnings and distributions guidance, change in NTA, FFO, expected gearing, the outcome and effects of the Acquisition and Rights Offer and the use of proceeds. Forward looking statements, opinions and estimates are based on assumptions and contingencies which are subject to certain risks, uncertainties and change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward-looking statements including projections,

indications or guidance on future earnings or financial position and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Should one or more of the risks or uncertainties materialise, or should underlying assumptions prove incorrect, there can be no assurance that actual outcomes will not differ materially from these statements. To the fullest extent permitted by law, Growthpoint and its directors, officers, employees, advisers, agents and intermediaries disclaim any obligation orundertaking to release any updates or revisions to the information to reflect any change in expectations or assumptions. An investment in the Securities and the outcome of the matters referred to in forward-looking statements are subject to investment and other known and unknown risks, some of which are beyond the control of Growthpoint, including possible delays in repayments and loss of income and principal invested. Please see the key risks section of this Presentation for further details. Growthpoint does not guarantee any particular rate of return or the performance of Growthpoint nor do they guarantee the repayment of capital from Growthpoint or any particular tax treatment. Persons should have regard to the risks outlined in this Presentation.

PAST PERFORMANCE

Past performance information given in this Presentation is given for illustration purposes only and should not be relied upon as (and is not) an indication of future performance. Actual results could differ materially from those referred to in this Presentation.

NOT AN OFFER

This Presentation is not an offer or an invitation to acquire new Securities or any other financial products and is not a prospectus, product disclosure statement or other offering document under Australian law or any other law. It is for information purposes only. This Presentation may not be distributed or released in the United States.

This Presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The new Securities have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (“Securities Act”) or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold directly or indirectly in the United States, unless they have been registered under the Securities Act which Growthpoint has no obligation to do or procure or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and any other applicable U.S. state securities laws.

Transaction overview

Acquisition	› Acquisition of A-Grade office asset 100 Skyring Terrace, Newstead, QLD (**Acquisition**)[1] › Purchase price of $250 million[2] › Fully leased with a 7.5 year weighted average lease expiry (**WALE**)[3] › Major ASX-listed tenants Bank of Queensland and Collection House › Attractive weighted average rent review (**WARR**) of ~3.9% per annum
Equity raising	› The Acquisition will be partially funded by an equity raising of up to approximately $135 million via a non-underwritten 1 for 17.65 accelerated non-renounceable rights offer (**Rights Offer**) › Growthpoint Properties Limited (**Growthpoint SA** or **GRT**) has committed to take up its full entitlement of approximately $89 million worth of Securities under the Rights Offer
Transaction impact	› The Acquisition and Rights Offer (together, the **Transaction**) are expected to have the following financial impact[4]: › Annualised FY19 Funds From Operations (**FFO**) accretion of 2.2%[5] › Pro forma FY19 FFO guidance increased from at least 24.6 cents per Security to at least 24.8 cents per Security[6] › FY19 distribution per security (**DPS**) guidance of 23.0 cents maintained[7], subject to market conditions › Pro forma net tangible assets (**NTA**) reduced from $3.19 to $3.18 per Security due to transaction costs › Pro forma gearing of 37.6% – 38.8%[8], below the midpoint of Growthpoint's 35% - 45% target gearing range

1. Completion expected to occur on 7 December 2018
2. Excludes transaction costs
3. As at 19 November 2018
4. Assumes 0% participation from non-GRT Securityholders
5. Compares pre-acquisition FY19 guidance and annualised post-acquisition pro forma FY19 guidance
6. Assumes 0% participation from non-GRT Securityholders. Pro forma FY19 FFO guidance of least 24.7 cents per security assuming 100% participation from non-GRT Securityholders. Detailed assumptions outlined on slide 13
7. New Securities issued under the Rights Offer will rank pari passu with existing Growthpoint Securities and will be entitled to the distribution for the 6 months to 31 December 2018
8. Range depends on participation of non-GRT Securityholders under the Rights Offer which is not underwritten

Transaction highlights

High quality, A-Grade office Acquisition

› Located in Brisbane's prestigious Urban Renewal precinct (**Urban Renewal Precinct**)[1]
› Modern building with high sustainability credentials
› Efficient floorplates, attractive to corporate tenants
› Complimentary to existing portfolio

Secure income

› 100% occupancy[2]
› 7.5 year WALE[2]
› Strong tenant covenant
› First significant expiry in May 2026

Improved growth profile

› Attractive WARR of ~3.9% per annum
› Brisbane near city office market is the fastest growing office market in Australia[3]
› Current A-Grade vacancy rate of 5.3%[4] in Urban Renewal Precinct

Attractive financial impact

› Attractive 6.1% passing initial yield
› Accretive to FY19 FFO per Security
› Attractive FY19 DPS yield on Issue Price of 6.6%
› Balance sheet strength maintained
  › Pro forma gearing of 37.6% – 38.8%[5]

1. The five urban renewal areas in Brisbane's near city office market are: (Fortitude Valley, Newstead and Bowen Hills), South Brisbane, Milton, Spring Hill and Toowong
2. As at 19 November 2018
3. CBRE research
4. CBRE research. CBRE has identified 16 buildings in the Urban Renewal precinct of distinct A-grade quality
5. Range depends on participation of non-GRT Securityholders under the Rights Offer which is not underwritten

100 Skyring Terrace, Newstead, QLD

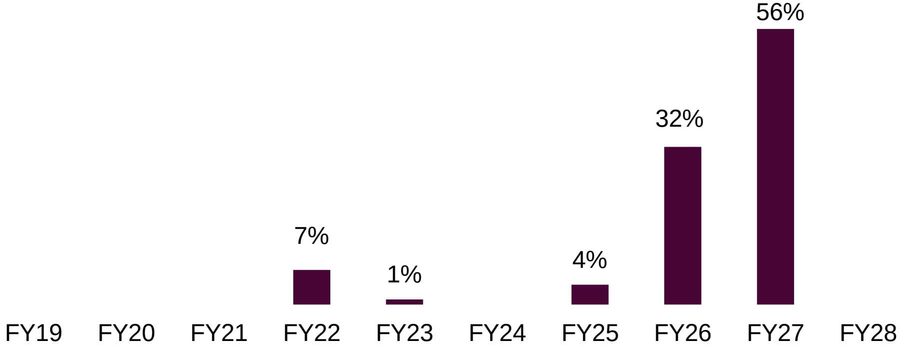
Property details

Property type	Office
Ownership	100% Freehold Title
Purchase Price	$250m
Net passing income	$15.3m
Passing initial yield	6.1%
Occupancy	100%
WALE by income	7.5 years
Car parking	195 bays
Average floor plate	2,200-2,800m²
Site area	5,157m²
NLA	Office: 23,625m² Retail: 1,040m² Total: 24,665m²

Key characteristics

- Landmark location in Newstead, within Brisbane's prestigious Urban Renewal Precinct
- Completed in 2014 with architecture by ML Designs and highest quality fit outs by Bates Smart
- Secure income with 100% occupancy and 7.5 year WALE
- Major tenants comprise ASX-listed Bank of Queensland and Collection House
- Attractive WARR of ~3.9%
- 5.5 Star NABERS Energy Rating & 5 Green Star As Built v3 Rating

Property lease expiry profile (by income)

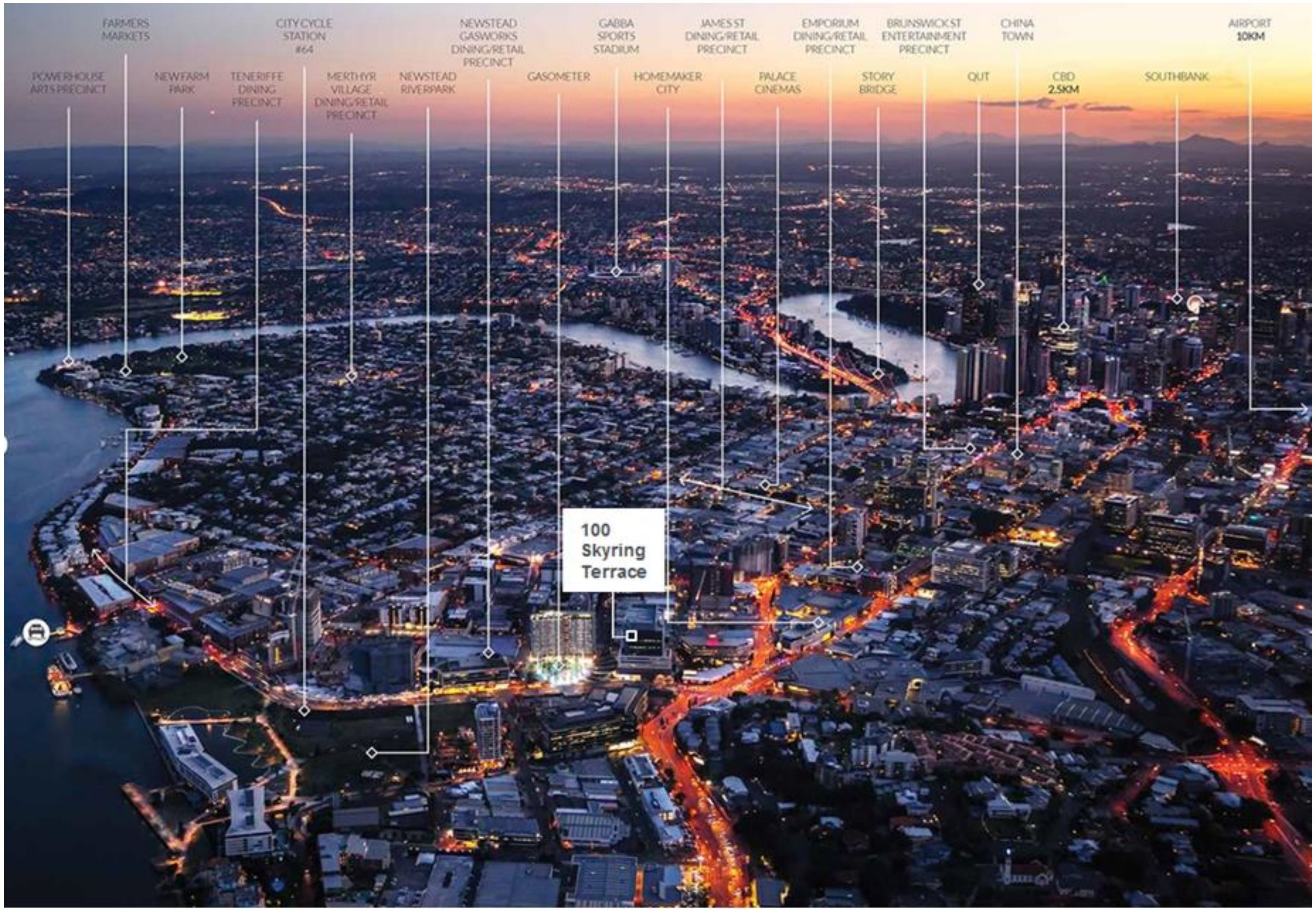


Summary of major tenants:

	Market Cap ($m)	NLA (sqm)	% Income	Rent Review	Lease Expiry
Bank of Queensland Limited[1]	3,840	13,237	54.1%	4.00%	Jan-27
Collection House Limited	189	8,007	29.7%	3.75%	May-26

1. Bank of Queensland lease provides a right to hand back Level 7 in November 2019. Details above assume this right is not exercised

100 Skyring Terrace, Newstead, QLD



- 100 Skyring Terrace is located in Newstead, one of five precincts within Brisbane's near city office market which have been identified for urban renewal, the Urban Renewal Precinct[1]
- The property benefits from close proximity to public transport and a range of amenities
  - The northern gateway of the CBD
  - Well connected within walking distance to all nodes of public transport
  - Surrounded by plenty of parking options
  - Nearby abundance of open green spaces, cafes, restaurants and health clubs
  - 20 minutes to Brisbane Airport
- The Brisbane economy is supported by strong population growth, tourism and over $45 billion of public and private infrastructure investment forecast over the next four years[2]
- Brisbane's near city office market is the fastest growing office market in Australia[3], driven by the Urban Renewal Precinct
  - In the six months to July 2018, Urban Renewal vacancy contracted from 14.3% to 13.7% with vacancy expected to continue to tighten in 2019
  - Urban Renewal A-Grade vacancy currently sits at 5.3%[4], effectively fully occupied

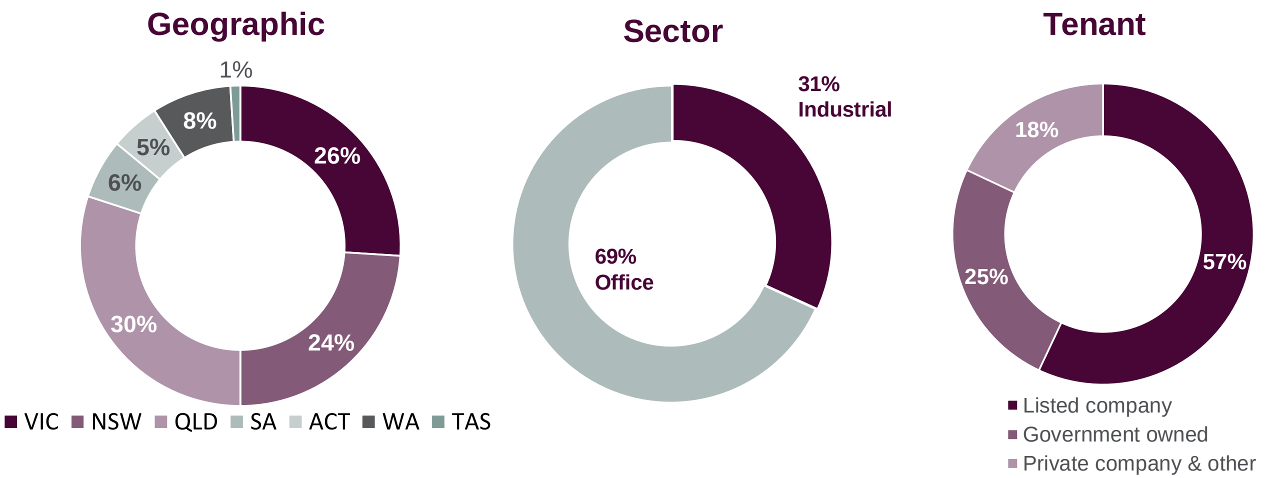
1. The five urban renewal areas in Brisbane's near city office market are: (Fortitude Valley, Newstead and Bowen Hills), South Brisbane, Milton, Spring Hill and Toowong
2. Queensland FY18 State Budget
3. CBRE research
4. CBRE research. CBRE has identified 16 buildings in the Urban Renewal precinct of distinct A-grade quality

Pro forma portfolio summary

- The Acquisition continues Growthpoint's portfolio and income enhancement strategy
  - Largest metropolitan office portfolio in A-REIT sector, together with CBD office assets and large industrial / logistics portfolio
  - Defensive characteristics with high occupancy and long WALE
  - 5.3 year portfolio WALE and 98% occupancy
  - Rising rental income through WARR of 3.3% per annum
  - Modern, well located assets with low capex requirements and features that are able to attract and retain tenants
  - Strong lease covenants with 82% Government or listed tenants

	Pre Acquisition[1]	Post Acquisition[2]
Number of properties	58	59
Portfolio valuation ($m)	3,447	3,697
Weighted average cap rate	6.2%	6.2%
Occupancy by area	98%	98%
WALE by income (years)	5.1	5.3
Portfolio NLA (sqm)	1,015,354	1,040,019
WARR	3.3%	3.3%
Average Property Age (years)	10.8	10.3

Portfolio diversification

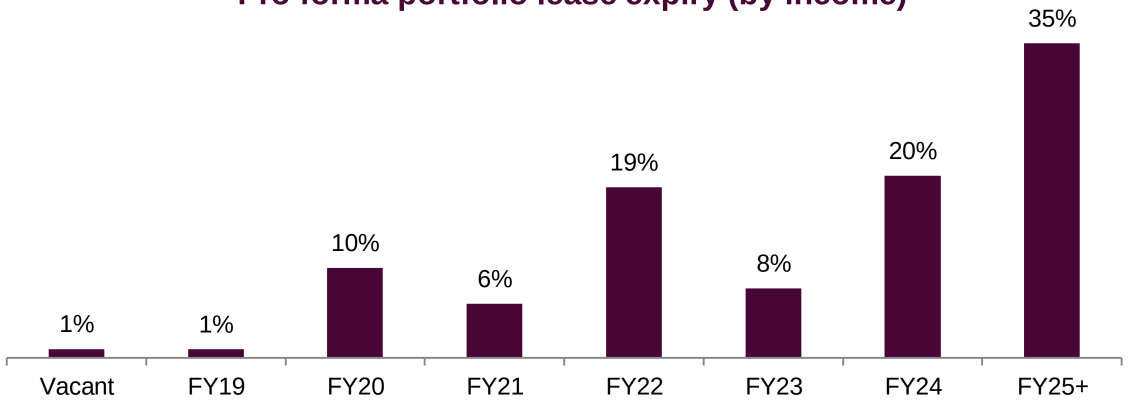


Eastern seaboard - 85%

Favoured sectors - no retail or residential

Outstanding tenant quality

Pro forma portfolio lease expiry (by income)[2]



1. Key metrics include 836 Wellington Street, West Perth which settled on 31 October 2018
2. Key metrics include 836 Wellington Street, West Perth which settled on 31 October 2018, and 100 Skyring Terrace, Newstead. Bank of Queensland lease provides a right to hand back Level 7 in November 2019. Details above assume this right is not exercised

Sources and uses of proceeds

- The Acquisition will be partially funded by an equity raising of up to approximately $135 million via a non-underwritten Rights Offer
- GRT has committed to take up its full entitlement of approximately $89 million worth of Securities under the Rights Offer
- The balance of the funding for the Acquisition will be sourced from headroom under existing debt facilities
- Pro forma gearing of 37.6% – 38.8%[1], below the midpoint of Growthpoint's 35% - 45% target gearing range

Sources of proceeds:	$m
Rights Offer (GRT)	89
Rights Offer (other Securityholders)[2]	46
Existing debt facilities	132
Total sources	**267**

Uses of proceeds:	$m
Acquisition	250
Stamp duty	15
Other transaction costs	1
Total uses	**267**[3]

1. Range depends on participation of non-GRT Securityholders under the Rights Offer which is not underwritten
2. Assumes 100% participation from non-GRT Securityholders under the Rights Offer which is not underwritten. Any shortfall will be funded by existing debt facilities
3. Does not sum due to rounding

Details of the equity raising

Equity raising structure	› Equity raising of up to approximately $135 million via a non-underwritten 1 for 17.65 accelerated non-renounceable Rights Offer[1]
Pricing	› Issue price of $3.46 per Security (**Issue Price**) represents a: › 4.2% discount to the last close price of $3.61 on 16 November 2018 › 4.5% discount to the 5-day volume weighted average price of $3.62 on 16 November 2018 › 3.9% discount to the theoretical ex-rights price of $3.60 › 7.2% FY19 FFO yield[2] › 6.6% FY19 DPS yield[3]
Ranking	› New Securities issued under the equity raising will rank equally with existing Securities and be entitled to the full distribution for the half year ending 31 December 2018 of 11.4 cents per Security
Major Securityholder intentions	› GRT has committed to take up its full pro rata entitlement of approximately $89 million worth of Securities under the Rights Offer
GRT ownership	› Current ownership of 66.0% Securities on issue › Ownership post transaction could increase up to 67.2% of Securities on issue[4]

1. The retail component of the Rights Offer will include an oversubscription facility under which eligible retail Securityholders who take up their full entitlement may apply for additional new Securities to the extent there are entitlements under the retail component of the Rights Offer that are not taken up. If a sufficient shortfall remains following the allocation of additional new Securities (if any), Growthpoint may conduct a Shortfall Bookbuild
2. Based on pro forma FY19 FFO guidance of at least 24.8 cents per Security divided by the Issue Price
3. Based on FY19 DPS guidance of 23.0 cents divided by the Issue Price
4. Assumes 0% participation from non-GRT Securityholders. Assuming 100% participation from non-GRT Securityholders, GRT ownership post the transaction would be 66.0%

Equity raising timetable

Event	Date[1]
Trading halt and announcement of the Acquisition and Rights Offer	Monday, 19 November 2018
Institutional Rights Offer opens and closes	Monday to Tuesday, 19-20 November 2018
Trading re-commences on an ex-rights basis	Wednesday, 21 November 2018
Record date	Wednesday, 21 November 2018
Retail Rights Offer opens	Monday, 26 November 2018
Early retail acceptance due date	Tuesday, 27 November 2018
Settlement of the institutional Rights Offer and early retail Rights Offer	Wednesday, 28 November 2018
Allotment and ASX quotation of Securities issued under Institutional Rights Offer and applications received by the early retail acceptance due date	Thursday, 29 November 2018
Retail Rights Offer closes	Wednesday, 5 December 2018
Shortfall Bookbuild (if any)	Friday, 7 December 2018
Final settlement of the retail Rights Offer and any new Securities issued under the Shortfall Bookbuild	Tuesday, 11 December 2018
Allotment of the retail Rights Offer Securities and any new Securities issued under the Shortfall Bookbuild	Wednesday, 12 December 2018
ASX quotation of the retail Rights Offer Securities and any new Securities issued under the Shortfall Bookbuild	Thursday, 13 December 2018
Dispatch of holding statements for retail Rights Offer Securities	Friday, 14 December 2018

1. All dates and times are indicative only and subject to change. Unless otherwise specified, all times and dates refer to the Australian Eastern Daylight Time (AEDT)

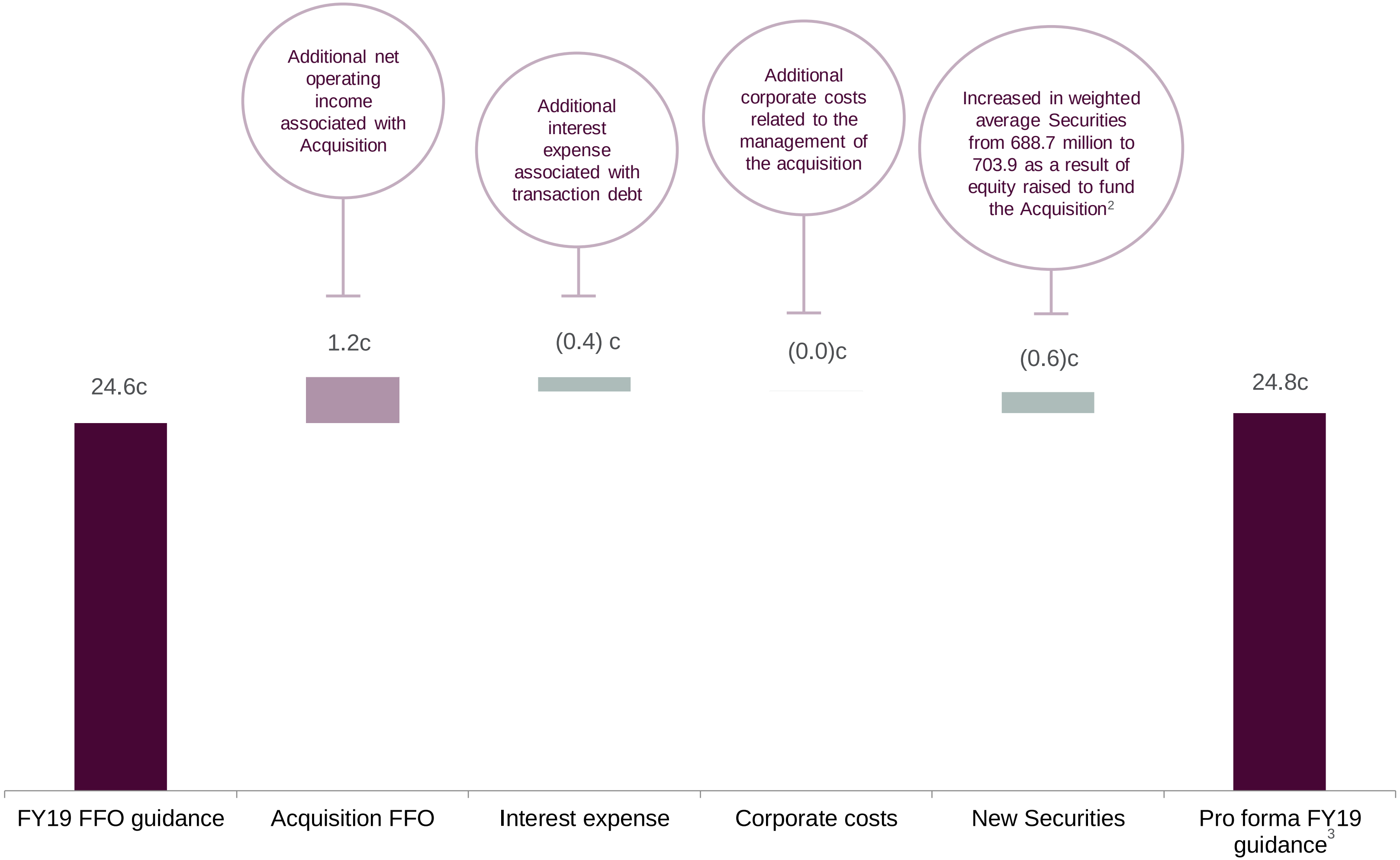
APPENDICES

Appendix 1: Pro forma balance sheet[1]

$m	30-JUN-18	POST BALANCE DATE ADJUSTMENTS[2]	PRO FORMA	TRANSACTION ADJUSTMENTS	PRO FORMA ($89m raised)[3]	PRO FORMA ($135m raised)[4]
Assets						
Cash and cash equivalents	31.5		31.5		31.5	31.5
Investment properties	3291.8	91.3	3,383.1	250.0	3,633.1	3,633.1
Other assets	151.3		151.3		151.3	151.3
Total assets	**3,474.6**		**3,565.9**		**3,815.9**	**3,815.9**
Liabilities						
Borrowings	1197.6	125.1	1,322.7	177.6	1,500.2	1,454.3
Distributions payable	75.6	(75.6)	0.0		0.0	0.0
Derivative financial instruments	6.9		6.9		6.9	6.9
Other liabilities	37.5		37.5		37.5	37.5
Total liabilities	**1,317.6**		**1,367.1**		**1,544.6**	**1,498.7**
Net assets	**2,157.0**		**2,198.8**		**2,271.3**	**2,317.2**
Securities on issue (m)	675.4	13.3	688.7	25.7	714.4	727.7
NTA per Security ($)	**3.19**		**3.19**		**3.18**	**3.18**
Gearing[5]	**33.9%**		**36.5%**		**38.8%**	**37.6%**

1. All figures quoted exclude movements in value since 30 June 2018 except for the impact of the 30 June 2018 distribution and the associated distribution reinvestment plan, acquisitions after this date (including the Acquisition) and therefore do not take into account movements in property values or derivatives in particular
2. Acquisition of 836 Wellington Road, West Perth, 2H18 distribution including Issue of Securities under the Distribution Reinvestment Plan and issue of Securities under employee long term incentive plan
3. Assumes 0% participation from non-GRT Securityholders
4. Assumes 100% participation from non-GRT Securityholders
5. Note: Gearing defined in Glossary

Appendix 2: FY19 FFO per Security guidance[1]



1. Based on management estimates
2. Assumes 0% participation from non-GRT Securityholders
3. Pro forma FY19 FFO guidance of least 24.7 cents per security assuming 100% participation from non-GRT Securityholders

Appendix 3: Key risks summary

- Property Acquisitions
- General Economic Conditions
- Tenant Risk
- Buildings Condition and Defects
- Environmental
- Interest Rates
- Forward Looking Statements and Financial Forecasts
- Funding and Refinancing Risk
- Development Risk
- Trust Taxation Status
- Employees and Directors
- Capital Expenditure
- Regulatory Issues and Changes in Law
- Rights Offer
- Market Perception Risk
- Property Illiquidity Risks
- Insurance
- Debt Covenants
- Fixed Nature of Costs
- Property Market Risks
- Land Values
- Counterparty / Credit Risk
- Property Valuation Risk
- Litigation and Disputes
- Foreign exchange/currency risk
- Competition
- Changes in Accounting Policy
- Security Market Prices

Key risks

PROPERTY ACQUISITIONS

A key element of the Group's future strategy will involve the acquisition of properties to add to its property portfolio. Whilst it is the Group's policy to conduct a thorough due diligence process in relation to any such acquisition, risks remain that are inherent in such acquisitions. Growthpoint may acquire assets to add to its portfolio. There are inherent risks in such acquisitions. These risks could include unexpected problems or other latent liabilities such as the existence of asbestos or other hazardous materials or environmental liabilities. There is also a risk the expected benefits, synergies and other advantages in relation to the acquired assets will not be realised. Growthpoint's value, earnings and FFO may be adversely affected by the occurrence of any of these risks.

GENERAL ECONOMIC CONDITIONS

The Group's operating and financial performance is influenced by a variety of general economic and business conditions, including the level of inflation, interest rates, ability to access funding, oversupply and demand conditions and government fiscal, monetary and regulatory policies. Prolonged deterioration in these conditions, including an increase in interest rates and an increase in the cost of capital could have a material adverse impact on the Group's operating and financial performance.

TENANT RISK

There is a risk that tenants may default on their rental or other obligations under leases with the Group, leading to a reduction in future income which may impact on the value of properties owned by the Group. Furthermore, there is a risk that the Group will be unable to negotiate suitable lease extensions from existing tenants or replace current leases with new tenants on similarly commercial terms which may impact the value of properties owned by the Group. The Group relies on certain key tenants for the majority of its revenue. Any financial difficulty or insolvency affecting a key tenant, or a breach of lease by a key tenant, could have a material adverse effect on the Group's financial performance or position.

BUILDINGS CONDITION AND DEFECTS

The Group's properties are professionally managed by experienced property managers. Nevertheless, there is a risk that latent defects or condition deterioration in the properties or buildings may prevent the properties being available for their intended use or may require additional capital expenditure. This may adversely affect returns available to Securityholders.

ENVIRONMENTAL

The Group's properties may, from time to time, be exposed to a range of environmental risks, including climate change or natural disasters, which may require remedial work and potentially expose the Group to third party liability. This could potentially impact earnings, distributions and property values.

INTEREST RATES

To the extent that interest rate exposure has not been hedged, fluctuations in interest rates could impact the Group's funding costs adversely, resulting in a decrease in FFO. Furthermore, fluctuations in interest rates may impact the Group's earnings before interest due to the impact this may have on the property market in which the Group operates.

FORWARD LOOKING STATEMENTS AND FINANCIAL FORECASTS

There can be no guarantee that the assumptions and contingencies contained within forward looking statements, opinions or estimates (including projections, guidance on future earnings and estimates) will ultimately prove to be valid or accurate. The forward looking statements, opinions and estimates depend on various factors, many of which are outside the control of the Group.

No assurances can be given in relation to the payment of future distributions. Future determinations as to the payment of distributions by the Group will be at the discretion of the Directors and will depend upon the availability of profits, the operating results and financial condition of the Group, future capital requirements, covenants in relevant financing agreements, general business and financial conditions and other factors considered relevant by the Directors.

No assurance can be given in relation to the level of franking or taxable components of future distributions. Franking capacity will depend upon the amount of tax paid in the future, the existing balance of franking credits and other factors.

FUNDING AND REFINANCING RISK

Market volatility has had a significant impact on the real estate sector and its ability to access capital from investors. The real estate investment industry tends to be highly capital intensive. The ability of the Group to raise funds on favourable terms for future refinancing and acquisitions depends on a number of factors including general economic, political, and capital and credit market conditions. The potential inability of the Group to raise funds on favourable terms for future acquisitions and refinancing could adversely affect its ability to acquire new properties or refinance its debt.

DEVELOPMENT RISKS

The Group is currently undertaking a development at Botanicca corporate Park in Richmond, Victoria. The Group has a policy not to undertake developments in excess of 15% of assets. Inherent in undertaking a development of property is financial risk, competition risk, leasing risk, valuation risk and onsite physical construction risks.

TRUST TAXATION STATUS

Currently, Growthpoint Properties Australia Trust is an Attribution Managed Investment Trust (AMIT). Amounts related to income and offsets of Growthpoint Properties Australia Trust determined by the Responsible Entity to be of a particular tax character are attributed to Securityholders who hold units in the trust and generally retain that tax character in the hands of the Securityholder.

However, the trust may lose this treatment if there is a legislative change or Growthpoint Properties Australia Trust engages in business activities which lead to it being subject to tax at the corporate tax rate. It is the intention of the Directors that Growthpoint Properties Australia Trust will be managed so that the trust is not taxed as a corporate entity and continues to be an AMIT under the existing law.

Depending on the investor's individual circumstances, a change in the current tax treatment of the Growthpoint Properties Australia Trust may adversely affect post tax investment returns. In addition, the taxation treatment of Securityholders is dependent upon the tax law as currently enacted in Australia and other relevant jurisdictions.

Key risks

Changes to the unitholder composition could impact Growthpoint Properties Australia Trust and its subsidiary entities' ability to utilise prior and current year tax losses. While GOZ does not anticipate the Rights Offer will trigger a change of control for tax purposes, any movements in the register will be factored into future change of control monitoring

EMPLOYEES AND DIRECTORS

The Group is reliant on retaining its key directors, senior executives and other employees. The loss of any director, senior executive or key employee could negatively impact the Group's operations.

CAPITAL EXPENDITURE

There is a risk that unforeseen capital expenditure may be required under the terms of the current property leases as the result of the presence of unexpected hazardous materials or environmental liabilities. This may in turn impact the cash available to service debt and the value of the Group.

REGULATORY ISSUES AND CHANGES IN LAW

Changes in laws or regulatory regimes may have a materially adverse impact on the financial performance of the Group by reducing income or increasing costs such as changes to environmental laws which may impact forecast capital expenditure.

RIGHTS OFFER

GRT has committed to take up its full entitlement under the Rights Offer of approximately $89 million worth of New Securities, with the balance of the Rights Offer of approximately $46 million not underwritten. In circumstances where the Rights Offer is not fully subscribed, Growthpoint will draw on additional debt under its existing facilities to finance the Acquisition.

MARKET PERCEPTION RISK

The extent to which the Rights Offer enhances value for Securityholders depends on the Rights Offer being viewed as a positive initiative by the market. There is a risk that this will not be the case. For example, the market may not value the (enlarged) Group as highly as anticipated, because of concerns relating to factors such as the potential for other acquisitions which reduce headroom in debt facility covenants and the continued level of control held by Growthpoint SA. This may adversely impact on the market price of the Securities. The market value of the Securities may also differ from the underlying NTA.

PROPERTY ILLIQUIDITY RISKS

Property assets are by their nature illiquid investments. Therefore, it may not be possible for the Group to dispose of assets in a timely manner should it need to do so. In addition, to the extent that there may be only a limited number of potential buyers for the properties, the realisable value of those assets may be less than book value of those assets.

INSURANCE

The Group purchases insurance as is customary for property owners and managers. This insurance provides a degree of protection for the Group's assets, liabilities and people. There is a risk that insurance may not be available or sufficient. Furthermore, there are some risks that are uninsurable or risks where the insurance coverage is reduced.

DEBT COVENANTS

The Group's debt facilities are subject to a variety of covenants including interest cover ratios and loan to value ratios. In the event of unforeseen fluctuations in rental income or a fall in asset values, the Group may be in breach of its loan covenants and be required to repay amounts outstanding under the debt facilities immediately and sell properties at reduced prices. Furthermore, there is a risk that unforeseen capital expenditure may be required under the terms of the current leases as the result of the presence of unexpected hazardous materials or environmental liabilities. This may in turn impact the cash available to service debt.

FIXED NATURE OF COSTS

Many costs associated with the ownership and management of property assets are fixed in nature. The value of properties (and the value attributed to the Group) may be adversely affected if the income from the asset declines and these fixed costs remain unchanged, or increase.

PROPERTY MARKET RISKS

The Group will be subject to the prevailing property market conditions in the sectors in which it operates. Adverse changes in market sentiment or market conditions may impact the Group's ability to acquire, manage or develop assets, as well as the value of the Group's properties and other assets. These impacts could lead to a reduction in earnings and the carrying value of assets.

LAND VALUES

Events may occur from time to time that affect the value of land which may then impact the financial returns generated from particular property related investment businesses or projects. For example, unanticipated environmental issues may impact on the future earnings of the Group. Such events may materially affect the Group's earnings and value.

COUNTERPARTY / CREDIT RISK

A-REITs are exposed to the risk that third parties, such as tenants, developers, service providers and financial counterparties to derivatives (including foreign exchange and interest rate hedging instruments) and other contracts may not be willing or able to perform their obligations.

PROPERTY VALUATION RISK

The value of properties held by the Group may fluctuate from time to time due to market and other conditions. Factors relevant to determining value include rental, occupancy levels and property yield, and these may change significantly over time for a variety of reasons. External and Directors' valuations represent only the analysis and opinion of such persons at a certain date and they are not guarantees of present or future values. The values of properties may impact on the value of an investment in the Group.

Key risks continued

LITIGATION AND DISPUTES

Legal and other disputes (including industrial disputes) may arise from time to time in the ordinary course of operations. Any such dispute may impact on earnings or affect the value of the Group's assets.

FOREIGN EXCHANGE/CURRENCY RISK

All information in this Presentation is provided in Australian dollars. Securityholders who are based outside of Australia, or who rely on funding denominated in currency(s) other than the Australian dollar, should be aware of the impact that fluctuations in exchange rates may have on the value of their investments in, and returns from, the Group.

COMPETITION

The value of property held by the Group may be negatively affected by oversupply or overdevelopment in surrounding areas. Alternatively, prices for properties the Group is considering for acquisition may be inflated via competing bids by other prospective purchasers.

CHANGES IN ACCOUNTING POLICY

The Group must report and prepare financial statements in accordance with prevailing accounting standards and policies. There may be changes in these accounting standards and policies in the future which may have an adverse impact on the Group.

SECURITY MARKET PRICES

The market price of the Securities will depend on a variety of factors. The price at which these Securities trade on the ASX could deviate materially from their offer price. Factors including general movements in interest rates, domestic and international capital markets, macro-economic conditions, global geo-political events and hostilities, investor perceptions and other factors could all impact the market price performance.

Appendix 4: International Offer Restrictions

This document does not constitute an offer of New Securities of the Group in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Securities may not be offered or sold, in any country outside Australia except to the extent permitted below.

HONG KONG

WARNING: This document has not been, and will not be, authorized by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorize this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Securities have not been and will not be offered or sold in Hong Kong other than to “professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Securities has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the New Securities which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors as defined in the SFO and any rules made under that ordinance.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

NEW ZEALAND

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Securities are not being offered to the public within New Zealand other than to existing security holders of the Group with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the entitlement offer, the New Securities may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act

SOUTH AFRICA

This document has not been approved or passed on in any way by the Financial Services Board or any other governmental authority in South Africa, nor has the Group received authorization or licensing from the Financial Services Board or any other governmental authority in South Africa to market or sell New Securities within South Africa.

This document is strictly confidential and may not be reproduced or provided to any person in South Africa other than to existing holders of the Group's stapled securities.

SINGAPORE

This document has not been registered as a prospectus with the Monetary Authority of Singapore ("MAS") and, accordingly, statutory liability under the Securities and Futures Act, Chapter 289 (the "SFA") in relation to the content of prospectuses does not apply, and you should consider carefully whether the investment is suitable for you. The issuer is not authorised or recognised by the MAS and the New Securities are not allowed to be offered to the retail public. This document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the New Securities may not be circulated or distributed, nor may the New Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except to "institutional investors" (as defined in the SFA), or otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an "institutional investor" (as defined under the SFA). In the event that you are not an institutional investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Securities being subsequently offered for sale to any other party. You are advised to acquaint yourself with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Glossary

A-REIT Australian Real Estate Investment Trust

ASX Australian Securities Exchange

Board the board of directors of the Company

Capex capital expenditure

Cap rate in full, "capitalisation rate". Refers to the market income produced by an asset divided by its value or cost

Company Growthpoint Properties Australia Limited

cps cents per security

dps distribution per security

Funds From Operations (FFO) the net profit available for distribution from the Group which excludes accounting adjustments such as fair value movements to the value of investment property, investment in securities and interest rate swaps, depreciation, profits or losses on sale of investment properties, deferred tax and amortisation of tenant incentives.

FY19, FY20, FY21, FY22, FY23, FY24, FY25 the 12 months ending on 30 June in the year listed i.e. "FY19" means the 12 months ending 30 June 2019

Gearing interest bearing liabilities less cash divided by total assets less cash

GOZ the ASX trading code that Growthpoint trades under

Growthpoint or the Group Growthpoint Properties Australia comprising the Company, the Trust and its controlled entities

Growthpoint SA or GRT Growthpoint Properties Limited of South Africa (Growthpoint's majority Securityholder) which trades on the JSE under the code "GRT"

Issue Price $3.46

JSE Johannesburg Stock Exchange

New Securities Securities issued under the Rights Offer

NLA net lettable area

NPI net property income

NTA net tangible assets

m million

REIT real estate investment trust

Responsible Entity Growthpoint Properties Australia Limited acting as responsible entity for the Growthpoint Properties Australia Trust

Security a Growthpoint stapled security, comprising a share in Growthpoint Properties Australia Limited stapled to a unit of Growthpoint Property Australia Trust

Securityholder a holder of a Security

Shortfall Bookbuild the fixed price bookbuild which may be conducted to sell new Securities representing the shortfall under the retail component of the Rights Offer after any allocation of additional new Securities applied for in excess of entitlements. New Securities offer for sale under the Shortfall Bookbuild will be sold at the Issue Price

S&P Standard & Poor's

sqm square metres

WALE weighted average lease expiry

WARR weighted average rent review

Contact details:

Retail Investors:

Computershare Investor Services Pty Limited,
GPO Box 2975, Melbourne VIC 3001 Australia

Phone (within Australia): 1300 850 505
Phone (outside Australia): +61(0)3 9415 4000
Fax: +61(0)3 9473 2500
Email: webqueries@computershare.com.au

Institutional Investors:

Daniel Colman – Investor Relations Manager
Pooja Shetty – Investor Relations Administrator
Email: info@growthpoint.com.au
Investor services line: 1800 260 453

Growthpoint Properties Australia
Level 31, 35 Collins Street
Melbourne VIC 3000
www.growthpoint.com.au