

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Growthpoint Properties Australia Limited/Growthpoint Properties Australia Trust
(GOZ)

ABN

ABN 33 124 093 901/ARSN 120 121 002

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 +Class of +securities issued or to be issued

- Ordinary shares and units (**Stapled Securities**)
- Unlisted performance rights (**Performance Rights**)

+ See chapter 19 for defined terms.

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2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<ul style="list-style-type: none">• 35,486 Stapled Securities• 35,486 FY 19 transitional long term incentive (LTI) Performance Rights (tranche 2)• 587,855 FY20 forward looking LTI Performance Rights• 51, 652 FY19 deferred short term incentive (STI) Performance Rights- (tranche 1)• 51,650 FY19 deferred STI Performance Rights (tranche 2)• 42,847 FY20 deferred STI Performance Rights (tranche 1)• 42,848 FY20 deferred STI Performance Rights (tranche 2)
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	<p>Stapled Securities have the same terms as existing fully paid ordinary stapled securities.</p> <p>Performance Rights granted entitle eligible employees to receive fully paid ordinary stapled securities on the relevant vesting date for nil consideration. In addition, vesting of the FY20 forward looking LTI Performance Rights and the FY 20 deferred STI Performance Rights (tranches 1 and 2) are subject to satisfaction of the applicable performance conditions.</p>

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	<p>Stapled Securities rank equally with existing fully paid ordinary stapled securities.</p> <p>Stapled securities to be issued on vesting of the Performance Rights will rank equally with all existing fully paid ordinary stapled securities on issue.</p>
5	Issue price or consideration	Nil.

+ See chapter 19 for defined terms.

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6 Purpose of the issue
 (If issued as consideration for
 the acquisition of assets, clearly
 identify those assets)

Following securityholder approval at the 2019 Annual General Meeting (AGM), under the Growthpoint Properties Australia Employee Incentive Plan (Plan), the Managing Director was:

- issued the Stapled Securities (tranche 1 of the FY19 transitional employee LTI plan); and
- granted the FY19 transitional LTI Performance Rights (tranche 2).

The FY20 forward looking LTI Performance Rights were granted to eligible employees under the Plan (including the Managing Director following securityholder approval at the 2019 AGM).

The FY19 deferred STI Performance Rights (tranches 1 and 2) were granted to executive key management personnel (KMP) under the Plan as part of their FY19 deferred STI remuneration, as disclosed in the FY19 Remuneration Report (including to the Managing Director following securityholder approval at the 2019 AGM).

The FY20 deferred STI Performance Rights (tranches 1 and 2) were granted to executive KMP (excluding the Managing Director) under the Plan as the deferred component of their FY20 remuneration, which are subject to testing against applicable performance conditions. To the extent that the conditions are not met, a proportion of these Performance Rights will lapse. Subject to approval by securityholders at the 2020 AGM, it is proposed that the Managing Director will be granted with FY20 deferred STI Performance Rights (tranches 1 and 2) under the Plan as the deferred component of his FY20 remuneration.

6a Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A?

No

If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i

+ See chapter 19 for defined terms.

6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	12 December 2019

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	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	771,780,009	fully paid ordinary stapled securities

Number	+Class
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+ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	376,822	Performance Rights granted under the Plan (FY19 forward-looking employee LTI plan). 11,383 Performance Rights have lapsed since the last Appendix 3B lodged on 14 October 2019.
		86,460	Performance Rights granted under the Plan (FY19 transitional employee LTI plan - tranche 2). 2609 Performance Rights have lapsed since the last Appendix 3B lodged on 14 October 2019.
		587,855	Performance Rights granted under the Plan (FY20 forward-looking employee LTI plan).
		51,652	FY 19 deferred STI rights (tranche 1) granted under the Plan.
		51,650	FY 19 deferred STI rights (tranche 2) granted under the Plan.
		42,847	FY 20 deferred STI rights (tranche 1) granted under the Plan.
		42,848	FY 20 deferred STI rights (tranche 2) granted under the Plan.

⁺ See chapter 19 for defined terms.

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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<p>Stapled Securities have the same dividend rights as existing fully paid ordinary stapled securities on issue.</p> <p>LTI Performance Rights are not entitled to dividend rights until they vest into fully paid ordinary stapled securities.</p> <p>The FY19 deferred STI Performance Rights are entitled to receive distributions paid by GOZ equivalent to the distribution that would have been received if holding a fully paid ordinary stapled security. Such payment is to be made in cash on the same date such distribution is payable. The FY20 deferred STI Performance Rights that are on foot after testing against applicable performance conditions will be eligible to distributions on the same basis.</p>
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Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A

+ See chapter 19 for defined terms.

<p>18 Names of countries in which the entity has security holders who will not be sent new offer documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	<p>N/A</p>
<p>19 Closing date for receipt of acceptances or renunciations</p>	<p>N/A</p>

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20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 ⁺Issue date N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ⁺Securities described in Part 1 (Stapled Securities only)
- (b) All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

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Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

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39 +Class of +securities for which quotation is sought

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40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:Date: 12 December 2019
(Company secretary)

Print name: Jacqueline Jovanovski

+ See chapter 19 for defined terms.