

30 September 2021

The Manager
Market Announcements Office
Australian Securities Exchange

Electronic lodgement

Notice of General Meeting

The following documents are authorised for release by the Company Secretary:

1. Notice of General Meeting;
2. Voting Form;
3. Shareholder Questions Form; and
4. Virtual Meeting Online Guide.

Yours sincerely



Tina Mitas
Company Secretary

Notice of General Meeting 2021

Waypoint REIT is a stapled entity in which one share in Waypoint REIT Limited ABN 35 612 986 517 (**Company**) is stapled to one unit in the Waypoint REIT Trust ARSN 613 146 464 (**Trust**).

Monday, 1 November 2021, 10:00am (AEDT)



Virtual Meeting

Date: Monday, 1 November 2021

Time: 10:00am (AEDT)

Link: www.agmlive.link/WPRGM21

Due to the continuing government restrictions put in place to respond to the COVID-19 pandemic and in line with government recommendations to not unnecessarily gather in large groups, the Board has decided to conduct the Meeting entirely online. Accordingly, we regret to advise that a physical venue will not be available for securityholders to attend. Notwithstanding, Waypoint REIT remains committed to holding physical meetings in the future when permitted to do so under government advice.

We encourage securityholders and proxy holders to join the Meeting virtually via the link above.

The online portal will go live from 9:30am (AEDT) on Monday, 1 November 2021. Please read the 'Virtual Meeting Online Guide' available on Waypoint REIT's website at www.waypointreit.com.au/investors before the Meeting to ensure your browser is compatible with the online portal.

There are a number of ways you can exercise your vote. You can:

- cast your vote before the Meeting electronically or by submitting the Voting Form provided with this notice;
- cast your vote online during the Meeting via the online portal; or
- appoint a proxy before the Meeting electronically or by submitting the Voting Form provided with this notice.

Securityholders and proxy holders will be able to listen to the discussion at the Meeting and ask questions during the Meeting via the online portal or by telephone.

Further information on how you can participate in the Meeting is set out in the section titled 'Important Information for Securityholders' in this notice as well as in the 'Virtual Meeting Online Guide'. For enquiries relating to virtual participation, please contact Waypoint REIT's share registry on 1800 990 363.

Chair's Letter



Dear Securityholders,

I am pleased to invite you to attend the General Meeting of the Company (the **Meeting**).

Please find enclosed the Agenda Item, Explanatory Memorandum and Important Securityholder Information outlining the formal business of the Meeting, along with a personalised voting and proxy form.

The Meeting has been convened to consider a proposed consolidation of stapled securities (**Security Consolidation**) to be undertaken following a return of capital to securityholders (**Capital Return**).

The Directors unanimously recommend that you vote in favour of the Security Consolidation.

In accordance with Waypoint REIT's strategic objective of improving the overall quality of its property portfolio, Waypoint REIT has sold or agreed to sell 37 non-core fuel and convenience properties for proceeds totalling \$132.0 million. The 10.8% average premium to prevailing book value achieved on non-core asset sales to date is testament to the strong market conditions currently being experienced in the fuel and convenience retail sector. Waypoint REIT has identified an additional nine assets as non-core with a combined book value of \$26.2 million.

In order to maintain an efficient capital structure and return capital in excess of its current and projected capital requirements, Waypoint REIT is implementing capital management initiatives totalling \$150.0 million through a combination of the on-market buy-back program initiated on 30 July 2021 (to a maximum value of \$75.0m, with \$3.6 million bought back to date) (**Buy-Back Program**) and the proposed Capital Return and Security Consolidation detailed in this Notice of Meeting.

Following the completion of these capital management initiatives, Waypoint REIT's pro-forma gearing and liquidity will be 28.7% (below the bottom end of Waypoint REIT's 30-40% target range) and \$139.1 million, respectively, thereby maintaining a strong financial position to capitalise on selective acquisition and reinvestment opportunities that may arise in the future.

The proposed Security Consolidation, which is subject to securityholder approval, is an effective means by which to neutralise the impact of the Capital Return on the trading price and net tangible assets (**NTA**) of Waypoint REIT stapled securities (all other factors being equal). Importantly, the Security Consolidation will also enable Waypoint REIT to maintain a consistent Distributable earnings per security (**Distributable EPS**) profile that is not distorted by the non-core asset sales and Capital Return. The proposed Security Consolidation has no impact on the proportionate share of Waypoint REIT held by each securityholder (except due to rounding of fractional entitlements).

The proposed Capital Return is not subject to securityholder approval. Accordingly, the Capital Return will occur even if securityholders do not approve Resolution 1 (Consolidation of Stapled Securities) and, as a result, the proposed Security Consolidation is not implemented.

Waypoint REIT has a strong balance sheet and liquidity in excess of its current and projected requirements, taking into account the existing and likely future impacts of the COVID-19 pandemic on Waypoint REIT's business. Accordingly, the Directors have determined that the Capital Return and Security Consolidation are in securityholders' best interests.

I encourage you to read the Notice of Meeting and Explanatory Memorandum carefully.

We look forward to your participation in the Meeting; voting results of the Meeting will be announced to the ASX following the Meeting.

Yours sincerely

Laurence Brindle
Independent Non-Executive Chair

Agenda Item

Notice is given that the General Meeting of securityholders of Waypoint REIT Limited (**Company**) will be held on Monday, 1 November 2021 at 10:00am (AEDT) (the **Meeting**).

Securityholders can view and participate in the Meeting via the online portal at

www.agmlive.link/WPRGM21.

Further information on how to participate virtually is set out in this notice and in the 'Virtual Meeting Online Guide' available online at:

www.waypointreit.com.au/investors.

For any enquiries relating to virtual participation, please contact Waypoint REIT's share registry on 1800 990 363.

Agenda item

1. Consolidation of Stapled Securities

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

'That approval is given for the share capital of the Company to be consolidated by each ordinary share in the Company held on the Security Consolidation Record Date of 7:00pm (AEDT) on Wednesday, 10 November 2021 being multiplied by the Consolidation Ratio (as determined in accordance with the formula set out in the Explanatory Memorandum included in the Notice of Meeting

convening this meeting) (together with an equivalent consolidation of each Trust unit) and any resulting fraction of a share in the Company and unit in the Trust (together, a Stapled Security) held by a securityholder being rounded up to the next whole number of stapled securities.'

The Important Securityholder Information and the Explanatory Memorandum form part of this Notice of Meeting.

By Order of the Board.



Tina Mitas
Company Secretary
30 September 2021

Explanatory Memorandum

This Explanatory Memorandum has been prepared to help securityholders understand the item of business at the forthcoming Meeting.

1. Portfolio Management and Non-Core Asset Sales

As previously communicated to Waypoint REIT securityholders, non-core asset sales are a fundamental part of Waypoint REIT's ongoing portfolio management strategy, and Waypoint REIT has continued to evaluate opportunities to capitalise on current market conditions and improve the overall quality of its portfolio through the sale of non-core assets.

To date, Waypoint REIT has sold or agreed to sell 37 non-core fuel and convenience properties for proceeds totalling \$132.0 million. The 10.8% average premium to prevailing book value achieved on these non-core asset sales is testament to the strong

market conditions currently being experienced in the fuel and convenience retail sector. Waypoint REIT has identified an additional nine assets as non-core that were classified as held for sale at 30 June 2021 with a combined book value of \$26.2 million.

Waypoint REIT remains committed to pursuing selective acquisitions and reinvestment opportunities that meet its investment objectives. However, Waypoint REIT notes that such opportunities appear limited in the near-term as a result of the strong market conditions outlined above.

2. Rationale for Capital Management Initiatives

The Board has considered Waypoint REIT's financial performance and position, projected capital requirements and the inefficiencies associated with Waypoint REIT using surplus asset sale proceeds to pay down debt for a potentially extended period of time.

The Board is of the view that the current capital base of Waypoint REIT, taken together with cash otherwise available to it, including under its existing debt facilities, is in excess of its current and projected requirements.

In order to maintain an efficient capital structure following the non-core asset disposals, Waypoint REIT initiated its Buy-Back Program and proposes the Capital Return and Security Consolidation detailed in this Notice of Meeting.

Waypoint REIT has a strong balance sheet and liquidity in excess of its current and projected requirements, taking into account the existing and likely future impacts of the COVID-19 pandemic on Waypoint REIT's business. Accordingly, Waypoint REIT has determined that the distribution of surplus capital to securityholders is in their best interests, and that the most efficient means by which to do so is via the Capital Return.

3. Overview of the Capital Return and Consolidation

Waypoint REIT proposes to implement the Capital Return, under which it will make a pro-rata capital return of \$150.0 million less the aggregate value of stapled securities acquired via Waypoint REIT's Buy-Back Program on or before 29 October 2021 to each securityholder. The Capital Return will be paid by Waypoint REIT Trust.

Waypoint REIT further proposes to implement a Security Consolidation causing each stapled security held by a securityholder to be multiplied by the Consolidation Ratio (rounded up to the nearest whole stapled security).

The record date for determining a securityholder's entitlement to participate in the Capital Return is 7:00pm (AEDT) on Friday, 5 November 2021 (the **Capital Return Record Date**) and the record date for determining a securityholder's entitlement to participate in the Security Consolidation is 7:00pm (AEDT) on Wednesday, 10 November 2021 (the **Security Consolidation Record Date**).

Funds paid under the Capital Return will be distributed via electronic transfer to entitled securityholders, being registered holders of stapled securities, as at the Capital Return Record Date. Any fraction of a cent payable to a securityholder in respect of that securityholder's aggregate holding of stapled securities will be rounded up to the nearest whole cent.

The proposed Capital Return is not subject to securityholder approval. Accordingly, the Capital Return will be paid even if securityholders do not approve Resolution 1 (Consolidation of Stapled Securities) and, as a result, the proposed Security Consolidation is not implemented.

The Capital Return should not be assessable income for securityholders in the year of receipt and should reduce their cost base of units in the Trust. The Security Consolidation should not have any adverse tax consequences. Please refer to section 7 for more information regarding the tax implications of the proposed Capital Return and Security Consolidation for securityholders.

Following these capital management initiatives, the capital and cash reserves of Waypoint REIT will decrease, and its net debt will increase. Waypoint REIT's pro-forma gearing and liquidity will be 28.7% (below the bottom end of 30-40% target range) and \$139.1 million, respectively, thereby maintaining a strong financial position to capitalise on selective acquisition and reinvestment opportunities that may arise in the future.

Having regard to these matters, Waypoint REIT has determined to proceed with the proposed Capital Return, which, if approved by securityholders, will complete its \$150.0 million capital management program.

In conjunction with the Capital Return, the Board of Waypoint REIT is recommending the Security Consolidation to securityholders in order to neutralise the impact of the Capital Return on the current trading

price and the NTA of Waypoint REIT stapled securities (all other factors being equal). Importantly, the Security Consolidation will also enable Waypoint REIT to maintain a consistent Distributable EPS profile that is not distorted by the non-core asset sales and the Capital Return.

The Consolidation Ratio used to effect the Security Consolidation is set by reference to the effect of the Capital Return on Waypoint REIT's NTA per stapled security. NTA is considered the most appropriate measure for calculating Waypoint REIT's Consolidation Ratio as it reflects the true underlying value of Waypoint REIT stapled securities supported by independent valuations and Directors' valuations performed across the property portfolio.

As shown in the chart below, Waypoint REIT's trading price is strongly correlated to its underlying NTA per stapled security.

Since January 2020, Waypoint REIT has generally traded within a relatively narrow band relative to NTA per stapled security, with the trading price averaging a 7% premium to NTA per stapled security over this period. Given this strong correlation, NTA per stapled security is considered an appropriate reference for effecting the Security Consolidation.

Waypoint REIT: Trading Price vs NTA per Stapled Security



Explanatory Memorandum continued

Waypoint REIT has considered whether acquisition and/or reinvestment opportunities may be identified or if other capital management initiatives may produce returns that are more favourable to securityholders than the returns provided under the Capital Return and Security Consolidation. No such alternatives have been identified at this time that will deliver superior returns to securityholders than the initiatives described in this Notice of Meeting. The Board is satisfied that the Capital Return and Security Consolidation (if approved) will not inhibit Waypoint REIT from continuing to fulfil its investment objectives. Waypoint REIT has adequate liquidity to fund acquisition and/or reinvestment opportunities that may arise in the future.

In summary, the Board considers that Waypoint REIT proceeding with the Capital Return and Security Consolidation (if approved) is in Waypoint REIT's best interests and that these capital management initiatives are more favourable to securityholders than any alternative presently available to Waypoint REIT.

(a) Consolidation Ratio

Based on Waypoint REIT's most recently published NTA per stapled security of \$2.75 as at 30 June 2021 the Capital Return per security and Consolidation Ratio are calculated as follows:

Capital Return (per stapled security):

$$= \frac{\text{Aggregate value of stapled securities acquired via the Buy-Back Program or before 29 October 2021}}{\text{\# stapled securities on issue as at 29 October 2021}}$$

(rounded to 2 decimal places)

Consolidation Ratio:

$$= \frac{\$2.75 - \text{Capital Return per stapled security}}{\$2.75}$$

(rounded to 4 decimal places)

The number of stapled securities held by each securityholder immediately after the Capital Return is to be adjusted by the Consolidation Ratio as a result of the Security Consolidation, thereby reducing the number of stapled securities held by each securityholder.

The proportionate share of Waypoint REIT held by each securityholder before and after the Security Consolidation remains unchanged (except due to rounding of fractional entitlements).

(b) Illustrative example

To illustrate, Waypoint REIT has acquired 1,312,476 stapled securities between 16 August and 22 September 2021 at an average price of \$2.7337 per stapled security and an aggregate value of \$3.6 million. If it is assumed that Waypoint REIT does not buy-back any further stapled securities between 23 September and 29 October 2021 (inclusive), the Capital Return and Consolidation Ratio would be calculated as follows:

Capital Return (per stapled security):

$$= \frac{(\$150.0 \text{ million} - \$3.6 \text{ million})}{(785,022,077 - 1,312,476)}$$

= **\$0.19 per stapled security**

Consolidation Ratio:

$$= \frac{(\$2.75 - \$0.19)}{\$2.75}$$

= **0.9309**

Assuming a securityholder holds 1,000 stapled securities, then the adjusted number of stapled securities following the Security Consolidation is as follows:

$$1,000 \times 0.9309 = 931$$

The Consolidation Ratio should theoretically neutralise the impact of the Capital Return on the trading price and NTA of Waypoint REIT stapled securities (all other factors being equal) and enable Waypoint REIT to maintain a consistent Distributable EPS profile that is not distorted by non-core asset sales and the Capital Return.

4. Directors' Recommendation

The Directors unanimously recommend that securityholders vote in favour of the proposed Security Consolidation, and thus vote in favour of Resolution 1 (Consolidation of Stapled Securities).

(a) The Directors consider that the proposed Security Consolidation is in the best interests of securityholders for the following reasons:

- the proposed Security Consolidation will treat all securityholders equally in that each securityholder will retain its current ownership interest in Waypoint REIT pursuant to the terms of the proposed Security Consolidation; and
- the Consolidation Ratio should theoretically neutralise the impact of the Capital Return on Waypoint REIT's trading price and NTA per stapled security (all other factors being equal) and will enable Waypoint REIT to maintain a consistent Distributable EPS profile that is not distorted by the non-core asset sales and Capital Return.

(b) Reasons a securityholder may consider voting against the proposed Security Consolidation as follows:

- you may think the Security Consolidation adds unnecessary complexity as it does not impact a securityholder's underlying investment return; or
- you may disagree with the recommendation of the Board with respect to the proposed Security Consolidation and believe that it is not in your best interests.

5. Legal Requirements and Timetable

Waypoint REIT advises that:

- (a) under the Corporations Act, a conversion of shares of the Company into a larger or smaller number must be passed by ordinary resolution at a General Meeting;
- (b) under the Trust constitution, the Responsible Entity may consolidate units at any time; and
- (c) key dates relevant to the proposed Capital Return and Security Consolidation are as follows:

Action	Date
Proxies due for General Meeting	10:00am (AEDT) Saturday, 30 October 2021
General Meeting	Monday, 1 November 2021
Effective date for Capital Return	Tuesday, 2 November 2021
Last day for trading in cum return of capital stapled securities	Wednesday, 3 November 2021
Trading in reorganised stapled securities on an ex return of capital basis commences	Thursday, 4 November 2021
Capital Return Record Date	7:00pm (AEDT) Friday, 5 November 2021
Effective date for Security Consolidation	7:00pm (AEDT) Friday, 5 November 2021
Last day for trading in pre-consolidation stapled securities	Monday, 8 November 2021
If agreed by ASX, trading in post-consolidation stapled securities commences on a deferred settlement basis	Tuesday, 9 November 2021
Security Consolidation Record Date	7:00pm (AEDT) Wednesday, 10 November 2021
Payment date for cash return of capital	Friday, 12 November 2021

6. Effect on Waypoint REIT

(a) Effect on capital structure and securityholders

Following the implementation of the proposed Capital Return and Security Consolidation and the conclusion of Waypoint REIT's Buy-Back Program, Waypoint REIT's capital will be reduced by \$150.0 million.

No stapled securities will be cancelled in connection with the proposed Capital Return. The proposed Capital Return will therefore not impact the number of stapled securities held by each of the securityholders, nor will it impact any securityholder's voting power in Waypoint REIT.

While stapled securities may trade at a reduced price following the 'ex' date for the proposed Capital Return, Waypoint REIT is proposing to conduct the Security Consolidation in conjunction with the Capital Return, the result of which will be to reduce the number of stapled securities held

by securityholders to an extent that is proportionate to the reduction in Waypoint REIT's market capitalisation and NTA expected as a result of the proposed Capital Return.

The entitlement of each securityholder as at the Security Consolidation Record Date to participate in the proposed Security Consolidation will be calculated based on the number of Waypoint REIT stapled securities on issue prior to the proposed Security Consolidation being implemented.

As the proposed Security Consolidation will apply equally to all securityholders as at the Security Consolidation Record Date, the proposed Security Consolidation will have no material effect on the percentage interest of each securityholder's interest in Waypoint REIT. This is because, except for the rounding of fractional entitlements, each securityholder's individual interest in Waypoint REIT stapled securities and the total number of stapled securities will be reduced by the same ratio. Accordingly, the aggregate value of each securityholder's holding should

not be materially impacted as a result of the proposed Security Consolidation. Further, the Security Consolidation will not impact a securityholder's voting power (subject to rounding of fractional entitlements).

(b) Effect on historical and pro-forma financial position

(i) Basis of preparation

Refer to Table 1 for the pro-forma consolidated balance sheet of Waypoint REIT as at 30 June 2021, assuming the actual and proposed non-core asset disposals, Buy-Back Program, Capital Return and Security Consolidation transactions all occurred on that date. The pro-forma balance sheet has been derived from the interim financial report of Waypoint REIT for the half year ended 30 June 2021, which was reviewed by Waypoint REIT's external auditor. The pro-forma balance sheet is presented in abbreviated form and does not contain all the disclosures that are usually provided in a financial report prepared in accordance with Australian Accounting Standards and the Corporations Act.

Explanatory Memorandum continued

(ii) Pro-forma impacts

The combined impact of non-core asset sales, the Buy-Back Program and Capital Return will increase gearing by 1.4% from 27.3% as at 30 June 2021 to 28.7% (pro-forma), and decrease NTA per stapled security by \$0.19 from \$2.75 to \$2.56.

The proposed Security Consolidation will neutralise this NTA outcome by increasing NTA per stapled security by an equal and offsetting amount of \$0.19 (all other factors being equal).

(c) Effect on Waypoint REIT's ability to pay its creditors

As evidenced by the historical and pro-forma statements of financial position presented in Table 1, Waypoint REIT has, and, following completion of the proposed Capital Return and Security Consolidation, will continue to have, a strong balance sheet. The proposed capital management initiatives do not materially prejudice Waypoint REIT's ability to pay its creditors.

(d) Tax implications for Waypoint REIT

No adverse tax consequences should arise to Waypoint REIT in implementing the proposed Security Consolidation.

(e) Implications if not approved

If the Security Consolidation is not approved:

- the Capital Return will proceed as proposed;
- all else being equal, Waypoint REIT would be unlikely to achieve the upper end of its target FY21 Distributable EPS range (15.72 – 15.80 cents per security¹) due to a higher number of securities on issue; and
- Waypoint REIT's earnings growth in FY22 could be significantly lower (or negative).

1. Based on the weighted average number of securities on issue during the year.

(f) Conclusion

Having regard for the analysis outlined above, the proposed Capital Return:

- will not materially prejudice Waypoint REIT's ability to pay its creditors;
- allows Waypoint REIT to return capital in excess of current and projected requirements whilst maintaining a strong and efficient balance sheet; and
- leaves Waypoint REIT in a strong financial position for acquisition and reinvestment opportunities that may arise in the future.

Furthermore, the Security Consolidation:

- does not impact a securityholder's ownership interest in Waypoint REIT (subject to rounding of fractional entitlements);
- should theoretically neutralise the impact of the Capital Return on Waypoint REIT's trading price and NTA per stapled security (all other factors being equal); and
- will enable Waypoint REIT to maintain a consistent Distributable EPS profile that is not distorted by the Capital Return.

Accordingly, the Capital Return and Security Consolidation are considered to be in the best interests of Waypoint REIT and its securityholders.

7. Tax Implications for Securityholders

The commentary below is intended only as a general summary of the Australian income tax implications of the proposed Capital Return and Security Consolidation for Australian resident securityholders who hold their stapled securities on capital account for tax purposes. In addition, particular taxation implications will depend on the circumstances of each securityholder. Accordingly, securityholders are encouraged to seek their own professional advice in relation to their tax position. Neither Waypoint REIT nor any of its officers, employees or advisers assumes any liability or responsibility for advising securityholders about the tax consequences for them from the proposed Capital Return and Security Consolidation.

Waypoint REIT notes:

- (a) the proposed Capital Return should not be treated as assessable income for income tax purposes;
- (b) securityholders should instead reduce the cost base of each unit in the Trust they hold by the amount of the proposed Capital Return, which should be used for the purposes of calculating any capital gain or loss on the ultimate disposal of that unit. A capital gain will arise for securityholders where the cost base of a unit is less than the amount of the proposed Capital Return; however, based on the historical trading price of Waypoint REIT and the quantum of the capital return, this is not expected to arise for any securityholder. The time of this capital gain is the earlier of the end of the income year or when there is another capital gains tax (CGT) event in respect of the units (for example a sale);
- (c) no Australian capital gains tax event should arise for securityholders as a consequence of the proposed Security Consolidation;
- (d) the tax cost base of a stapled security (which is required to be allocated between a share in the Company and a unit in the Trust) held immediately after the Capital Return but before the Security Consolidation is divided by the Consolidation Ratio to determine the new tax cost base per stapled security. Using the illustrative example above, the tax cost base of 1,000 stapled securities will be allocated across 931 stapled securities after the Security Consolidation;
- (e) the CGT acquisition date of the consolidated stapled securities should be the same as the CGT acquisition date of the existing stapled securities; and
- (f) non-resident securityholders should seek their own tax advice in relation to the specific tax consequences arising from the proposed Capital Return and Security Consolidation under the laws of their country of residence. No withholding tax will be deducted in respect of the Capital Return.

8. Impact on Stapled Securities Held Under Waypoint REIT's Incentive Plans

Waypoint REIT has on issue a total of 155,916 performance rights under its long-term employee incentive plan. The performance rights on issue automatically vest on the satisfaction of certain performance conditions and do not include an exercise price. On vesting, the holder of the performance right is entitled to one stapled security.

Under the ASX Listing Rules, the Capital Return would not result in any change to the terms of the performance rights as under those rules a capital return would result in the reduction of the exercise price of an equivalent amount. As a performance right has no exercise price, a performance right holder would be disadvantaged as the number of securities underlying the performance rights would have a value reduced by the Capital Return. On a security consolidation, however, under the ASX Listing Rules, the number of performance rights would be reduced in the same ratio as the Security Consolidation.

ASX has granted a waiver of Listing Rule 6.23.4 to permit Waypoint REIT to amend the terms of the performance rights to provide that there is no change to the number of performance rights upon the Capital Return in combination with the Security Consolidation. This treatment ensures that the holders of performance rights do not receive a benefit that holders of ordinary stapled securities do not receive, nor are they adversely affected by the Capital Return, in combination with the Security Consolidation.

The performance conditions of the performance rights currently on issue are total securityholder return (50%) and growth in Distributable EPS (50%) over a 3 year performance period. All else being equal, Distributable EPS growth for FY21 and FY22 will be higher if the Security Consolidation is approved than it would be without the Security Consolidation.

The Board retains an overriding discretion to reduce or increase the vesting outcome where it considers it appropriate in light of Waypoint REIT's performance overall and any other relevant circumstances.

9. Directors' Interests

All members of Waypoint REIT's Board of Directors are independent, non-executive Directors. The number of stapled securities in which Directors have an interest is as follows:

Director	# Stapled Securities
Laurence Brindle	100,000
Georgina Lynch	50,000
Stephen Newton	25,000

10. No Other Material Information

Other than as set out in this Notice of Meeting and information previously disclosed to securityholders, Waypoint REIT confirms there is no other information that may reasonably be considered material to a securityholder's decision whether to vote in favour of Resolution 1 (Consolidation of Stapled Securities).

Table 1: Pro-forma Balance Sheet

\$'million (unless otherwise noted)	Jun-21	Disposals Contracted	Planned Disposals	Buy-Back Program ¹	Capital Return	Security Consolidation	Pro Forma
	<i>Actual</i>	<i>Actual</i>	<i>Forecast</i>	<i>Actual</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>
Cash	15.0	-	-	-	-	-	15.0
Assets held for sale and other assets	152.3	(123.1)	(26.2)	-	-	-	3.1
Investment properties	2,938.9	-	-	-	-	-	2,938.9
Total assets	3,106.2	(123.1)	(26.2)	-	-	-	2,957.0
Distribution payable	61.3	-	-	-	-	-	61.3
Borrowings	828.5	(123.6)	(25.7)	3.6	146.8	-	829.6
Derivatives	44.3	-	-	-	-	-	44.3
Other liabilities	15.8	(0.2)	-	-	-	-	15.6
Total liabilities	949.9	(123.8)	(25.7)	3.6	146.8	-	950.8
Net assets	2,156.3	0.7	(0.5)	(3.6)	(146.8)	-	2,006.2
NTA per stapled security	\$2.75	\$0.00	(\$0.00)	(\$0.00)	(\$0.19)	\$0.19	\$2.75
# stapled securities	785.0	-	-	(1.3)	-	(54.1)	729.6
Peer gearing ²	27.3%	(3.0%)	(0.7%)	0.1%	5.0%	-	28.7%
Covenant gearing	29.9%	(2.9%)	(0.6%)	0.1%	5.0%	-	31.5%
Liquidity	140.2	123.6	25.7	(3.6)	(146.8)	-	139.1

1. Reflects actual stapled securities acquired through the Buy-Back Program from 16 August to 22 September 2021 (inclusive). No further buy-back assumed for illustrative purposes. Actual results will differ from those shown and impact the quantum of the final Capital Return and Consolidation Ratio, but the impact on NTA is not expected to be material.

2. Net debt (excluding foreign exchange and fair value hedge adjustments) / total assets less cash. Net debt is \$843.0 million, being gross borrowings of \$858.0 million less \$15.0 million of cash as at 30 June 2021.

Important Securityholder Information

1. Shareholder Meeting

Waypoint REIT is a stapled entity in which one share in Waypoint REIT Limited ABN 35 612 986 517 (**Company**) is stapled to one unit in the Waypoint REIT Trust ARSN 613 146 464 (**Trust**) in accordance with the Company's Constitution and the Trust's Scheme Deed (together, a **Stapled Security**). This means that all shareholders of the Company are also unitholders of the Trust. However, there is no resolution of unitholders of the Trust required and the meeting is therefore a meeting of shareholders of the Company only (referred to as securityholders in this Notice).

2. Entitlement to Vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2007* (Cth), the Board has determined that persons who are registered holders of securities in Waypoint REIT as at 10:00am (AEDT) on Saturday, 30 October 2021 will be entitled to attend and vote at the Meeting as a securityholder. Security transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

On a poll, each securityholder has one vote for each share held in the Company.

3. Joint Holdings

If more than one joint holder of securities is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

4. Voting Exclusions

There are no voting exclusions in relation to the resolution. All securityholders are permitted to vote.

5. Proxies

- (a) A securityholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the securityholder. A proxy need not be a securityholder and can be either an individual or a body corporate.
- (b) A securityholder can appoint a proxy by completing and returning a signed proxy form (refer to item 6 below). If the appointment is signed by an attorney, the power of attorney (or a certified copy) must be received by the share registry in the manner specified by the proxy form below.
- (c) A securityholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the securityholder's votes.
- (d) 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.
- (e) If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide.
- (f) A securityholder may appoint the Chair of the Meeting as proxy. In addition, the Chair of the Meeting is deemed to be appointed where a signed proxy form is returned that does not contain the name of the proxy or where the person appointed on the form is absent.
- (g) If you intend to appoint the Chair of the Meeting as your proxy, you can direct the Chair how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote "for", "against" or to "abstain" from voting).

(h) If, on a poll:

- a securityholder has appointed a proxy (other than the Chair of the Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
 - that securityholder's proxy is either not recorded as attending the Meeting or does not vote on the resolution, the Chair of the Meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the securityholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that securityholder.
- (i) Please note that for proxies without voting instructions that are exercisable by the Chair of the Meeting, the Chair intends to vote all available proxies in favour of the resolution.

6. Proxy Form

Proxy forms must be received by the share registry no later than 10:00am (AEDT) on Saturday, 30 October 2021.

A proxy form can be submitted:

Online

www.linkmarketservices.com.au

Mail

Waypoint REIT
C/- Link Market Services Limited
Locked Bag A 14
Sydney South NSW 1235 Australia

Facsimile

+612 9287 0309

By personal delivery

Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000

7. Corporate Representatives

A body corporate that is a securityholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of their appointment, including any authority under which it has been signed, unless it has previously been given to Waypoint REIT or the share registry.

8. Attorney

A securityholder entitled to attend and vote may appoint an attorney to act on their behalf at the Meeting. An attorney may, but need not, be a member of Waypoint REIT.

An attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the share registry in the same manner, and by the same time, as outlined above for proxy forms.

9. Asking Questions

Securityholders may submit written questions by completing the Q&A form provided in advance of the Meeting relating to the business of the Meeting.

Questions submitted in advance of the Meeting should be received by the share registry no later than 5:00pm (AEDT) on Monday, 25 October 2021.

Please send any written questions to:

Mail

Waypoint REIT
C/- Link Market Services Limited
Locked Bag A 14
Sydney South NSW 1235 Australia

Facsimile

Facsimile: +612 9287 0309

The Chair will endeavour to address the key themes raised during the Meeting. Please note that individual responses will not be sent to securityholders.

At the meeting

Securityholders will have the opportunity to ask questions at the Meeting via the online portal at www.agmlive.link/WPRGM21. More detailed information on how to ask questions during the meeting is provided in the 'Virtual Meeting Online Guide' available online at: www.waypointreit.com.au/investors.

A telephone facility will also be available for securityholders (or their proxy, attorney or corporate representative) who prefer to ask questions verbally. To ask questions during the Meeting using the telephone facility, you can phone 1800 324 930 (within Australia), or +61 1800 990 2114 (outside Australia), and use your unique personal identification number (PIN). Your unique PIN is required for verification purposes and may be obtained by contacting Link Market Services Limited on 1800 990 363 (within Australia), or +61 1800 990 363 (outside Australia) by 9:00am (AEDT) on Monday, 1 November 2021. For further information, refer to the 'Virtual Meeting Online Guide' available online at: www.waypointreit.com.au/investors.

10. How to Vote

(a) Online

You can cast your vote directly at www.linkmarketservices.com.au. To cast your vote via that site you will need to follow the instructions on that site and submit your vote by 10:00am (AEDT) on Saturday, 30 October 2021. To log into that site you will need your securityholder number and the postcode for your securityholding.

(b) Appoint a proxy before the meeting (refer to item 5 above).

(c) Vote online during the meeting.

If you attend the Meeting virtually by logging into the online portal at www.agmlive.link/WPRGM21 you will be able to vote directly during the Meeting.

Voting on each item of business will be by poll

The Chair will open the poll once the Meeting commences and you will be able to vote at any time during the Meeting and for five minutes after the close of the Meeting (you will be notified on the portal how much time is left).

If you have lodged a direct vote before the Meeting and then vote online during the Meeting, your direct vote lodged before the Meeting will be cancelled.

Online voting instructions

When you log into the online portal, you will be required to register as a securityholder or proxy holder and will be able to vote your securities or the securities you represent as proxy.

If you are a securityholder, you will need to provide your securityholder number and the postcode for your securityholding to register to vote once you have logged in.

If you are a proxy, you will need to provide your proxy number issued by Waypoint REIT's share registry to register to vote once you log in. The Waypoint REIT's share registry will endeavour to provide confirmation of the proxy code to nominated proxy holders prior to the Meeting. Alternatively, proxy holders can call the Meeting helpline on +61 1800 990 363 on the day of the Meeting to request confirmation of the proxy code.

More detailed information on how to vote during the Meeting is provided in the 'Virtual Meeting Online Guide' available online at:

www.waypointreit.com.au/investors.




LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Waypoint REIT
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Waypoint REIT and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am (AEDT) on Monday, 1 November 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/WPRGM21> (refer to details in the Virtual Meeting Online Guide).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.


VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an .

Item	For	Against	Abstain*
------	-----	---------	----------

1 Consolidation of Stapled Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
---------------------------------------	--------------------------	--------------------------	--------------------------

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

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

WPR PRX2102N



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Saturday, 30 October 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Waypoint REIT
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

Step 1

Open your web browser and go to <https://agmlive.link/WPRGM21>

Login to the portal using your full name, mobile number, email address and company name (if applicable).

To proceed further you will need to read and accept the terms and conditions by ticking the box.

Click on the **'Continue'** button.

LINK Group

Welcome to the Link Group Meeting
Please register your details to participate

[YOUR DETAILS](#) [VOTING DETAILS](#)

Full Name

Mobile (e.g. 022 123 1234)

Email

Company Name

I have read and accept the [Terms & Conditions](#)

CONTINUE

Help Number: 1800 990 363

Step 2

Select your **'Registration Type'** from the drop-down box by choosing – Shareholder, Proxyholder or Guest.

LINK Group

Welcome to the Link Group Meeting
Please register your details to participate

[YOUR DETAILS](#) [VOTING DETAILS](#)

Registration Type

Please select

Shareholder

Proxy

Guest

[BACK](#) REGISTER

Help Number: 1800 990 363

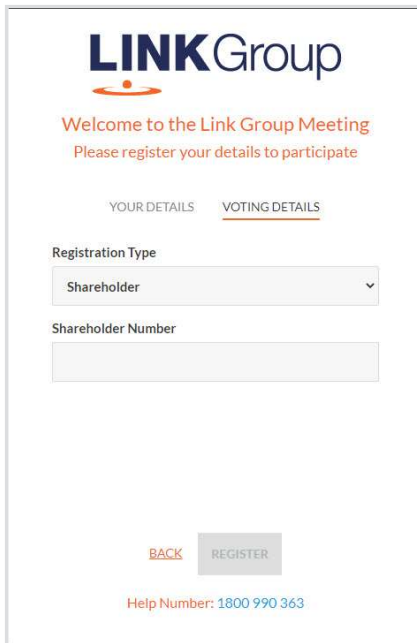
Step 3

Follow the instructions below that correspond to the **'Registration Type'** you selected in Step 2.

Shareholder

At 'Registration Type' select **'Shareholder'** from the drop-down box. Enter your Security Reference Number (SRN) or Holder Identification Number (HIN).

Click the **'Register'** button.

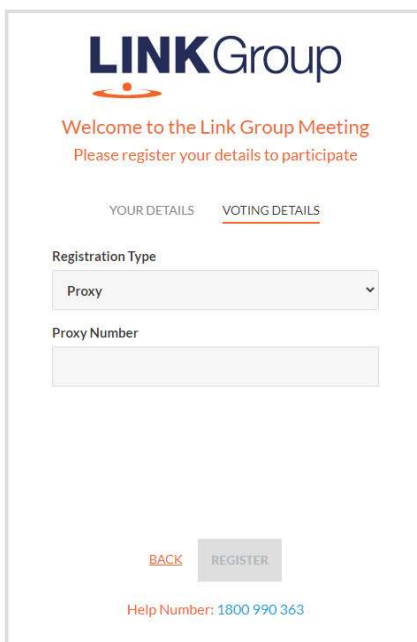


The screenshot shows the LINK Group registration interface. At the top is the LINK Group logo. Below it, the text reads "Welcome to the Link Group Meeting" and "Please register your details to participate". There are two tabs: "YOUR DETAILS" and "VOTING DETAILS", with "VOTING DETAILS" being the active tab. Under "VOTING DETAILS", there is a "Registration Type" dropdown menu set to "Shareholder" and a "Shareholder Number" input field. At the bottom, there are "BACK" and "REGISTER" buttons, and a "Help Number: 1800 990 363" link.

Proxyholder

At 'Registration Type' select **'Proxy'** from the drop-down box.

Click the **'Register'** button.



The screenshot shows the LINK Group registration interface. At the top is the LINK Group logo. Below it, the text reads "Welcome to the Link Group Meeting" and "Please register your details to participate". There are two tabs: "YOUR DETAILS" and "VOTING DETAILS", with "VOTING DETAILS" being the active tab. Under "VOTING DETAILS", there is a "Registration Type" dropdown menu set to "Proxy" and a "Proxy Number" input field. At the bottom, there are "BACK" and "REGISTER" buttons, and a "Help Number: 1800 990 363" link.

Navigating

Once you have logged in you will see:

- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting.

Note: After you have logged in we recommend that you keep your browser open for the duration of the meeting. If you close your browser, your session will expire. If you attempt to log in again, you will be sent a recovery link via email for security purposes.

Below the webcast and presentation there are three boxes. Refer to each section below for operating instructions.

- 4 Ask a Question
- 5 Downloads



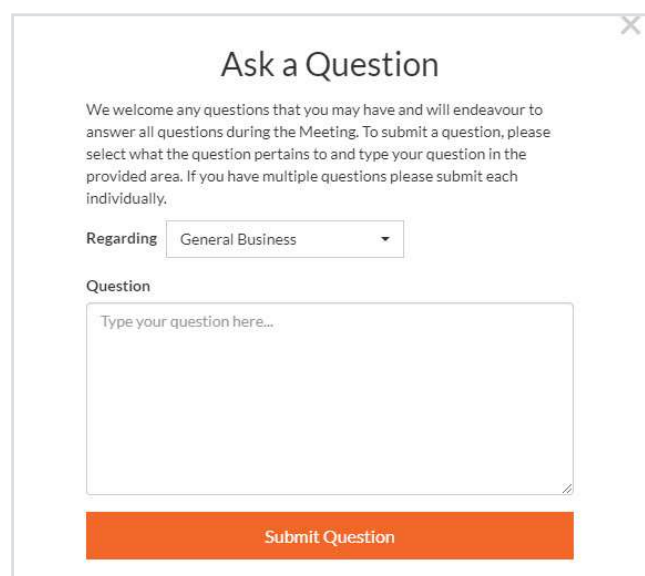
Virtual Meeting Online Guide continued

4. How to ask a question

Note: Only securityholders are eligible to ask questions.

You will be prompted to enter your security holder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



The 'Ask a Question' dialog box features a title bar with a close button (X). The main content area includes a welcome message: "We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually." Below this is a 'Regarding' dropdown menu currently set to 'General Business'. Underneath is a 'Question' section with a text input field containing the placeholder text "Type your question here...". At the bottom of the dialog is an orange button labeled "Submit Question".

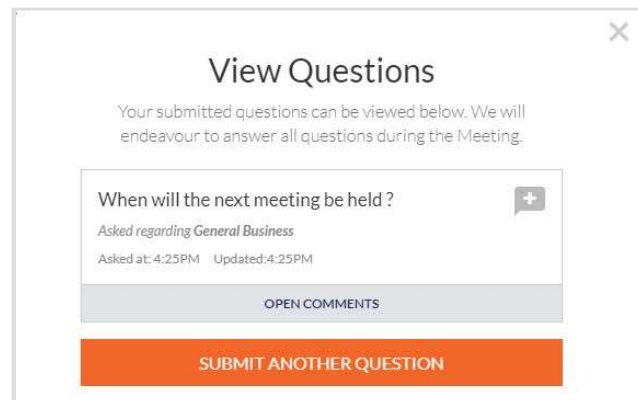
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' dialog box has a title bar with a close button (X). The main content area displays a message: "Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting." Below this is a list of questions. The first question shown is "When will the next meeting be held ?" with a plus icon in a speech bubble to its right. Below the question text, it says "Asked regarding General Business" and "Asked at: 4:25PM Updated: 4:25PM". Underneath the question details is a grey button labeled "OPEN COMMENTS". At the bottom of the dialog is an orange button labeled "SUBMIT ANOTHER QUESTION".

5. Downloads

View relevant documentation in the Downloads section.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
1800 324 930 (within Australia) or
+61 2 9000 2114 (Overseas)

Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to enter your **PIN** followed by the hash key. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once you have entered your **PIN**, you will be greeted by a moderator. Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

When it is your time to ask your question, you will hear an auto prompt that your line has been unmuted and you can then start speaking.

Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing *1** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

Step 3

Your line will be muted once your question has been answered.

Contact us

Australia

T 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz