

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

| |
|---|
| Growthpoint Properties Australia comprising Growthpoint Properties Australia Limited and Growthpoint Properties Australia Trust |
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ABN/ARBN

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| Growthpoint Properties Australia Limited ABN 33 124 093 901 Growthpoint Properties Australia Trust ARSN 120 121 002 |
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Financial year ended:

| |
|--------------|
| 30 June 2024 |
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Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://growthpoint.com.au/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 21 August 2024 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 22 August 2024

Name of authorised officer authorising lodgement: Jacqueline Jovanovski, Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|---|---|---|---|
| PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT | | | |
| 1.1 | A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management. | <input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://growthpoint.com.au/corporate-governance | Not applicable. |
| 1.2 | A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. | <input checked="" type="checkbox"/> | Not applicable. |
| 1.3 | A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment. | <input checked="" type="checkbox"/> | Not applicable. |
| 1.4 | The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board. | <input checked="" type="checkbox"/> | Not applicable. |

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|---|--|--|--|
| 1.5 | <p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity, equity and inclusion policy at: https://growthpoint.com.au/corporate-governance</p> <p>and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p> | Not applicable. |
| 1.6 | <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement</p> | Not applicable. |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|---|---|--|--|
| 1.7 | <p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement</p> | Not applicable. |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ | |
|--|--|--|-----------------|
| PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE | | | |
| 2.1 | <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://growthpoint.com.au/corporate-governance and the information referred to in paragraphs (4) and (5) on pages 24 and 25 our FY24 Annual Report available at: https://growthpoint.com.au/results</p> | Not applicable |
| 2.2 | A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership. | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix in our Corporate Governance Statement</p> | Not applicable. |
| 2.3 | <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement</p> <p>and, where applicable, the information referred to in paragraph (b) in our Corporate Governance Statement</p> <p>and the length of service of each director in our Corporate Governance Statement</p> | Not applicable. |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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|---|---|--|---|
| 2.4 | A majority of the board of a listed entity should be independent directors. | <input type="checkbox"/> | <input checked="" type="checkbox"/> Followed partially in the reporting period as set out in our Corporate Governance Statement |
| 2.5 | The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity. | <input checked="" type="checkbox"/> | Not applicable. |
| 2.6 | A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively. | <input checked="" type="checkbox"/> | Not applicable. |
| PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY | | | |
| 3.1 | A listed entity should articulate and disclose its values. | <input checked="" type="checkbox"/> and we have disclosed our values in our Corporate Governance Statement | Not applicable. |
| 3.2 | A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code. | <input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://growthpoint.com.au/corporate-governance | Not applicable. |
| 3.3 | A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy. | <input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://growthpoint.com.au/corporate-governance | Not applicable. |
| 3.4 | A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy. | <input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://growthpoint.com.au/corporate-governance | Not applicable. |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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|---|--|---|-----------------|
| PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS | | | |
| 4.1 | <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://growthpoint.com.au/corporate-governance and the information referred to in paragraphs (4) and (5) on pages 24 and 25 of our FY24 Annual Report available at: https://growthpoint.com.au/results for more details in relation to their qualifications and experience, and page 53 of the FY24 Remuneration Report for details of their attendance at meetings.</p> | Not applicable. |
| 4.2 | <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p> | <p><input checked="" type="checkbox"/></p> | Not applicable. |
| 4.3 | <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p> | <p><input checked="" type="checkbox"/></p> | Not applicable. |

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|---|---|--|---|
| PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE | | | |
| 5.1 | A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1. | <input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://growthpoint.com.au/corporate-governance | Not applicable. |
| 5.2 | A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made. | <input checked="" type="checkbox"/> | Not applicable. |
| 5.3 | A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation. | <input checked="" type="checkbox"/> | Not applicable. |
| PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS | | | |
| 6.1 | A listed entity should provide information about itself and its governance to investors via its website. | <input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://growthpoint.com.au/corporate-governance | Not applicable. |
| 6.2 | A listed entity should have an investor relations program that facilitates effective two-way communication with investors. | <input checked="" type="checkbox"/> | Not applicable. |
| 6.3 | A listed entity should disclose how it facilitates and encourages participation at meetings of security holders. | <input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement | Not applicable. |
| 6.4 | A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. | <input checked="" type="checkbox"/> | Not applicable. |
| 6.5 | A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically. | <input checked="" type="checkbox"/> | Not applicable. |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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|--|--|---|-----------------|
| PRINCIPLE 7 – RECOGNISE AND MANAGE RISK | | | |
| 7.1 | <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://growthpoint.com.au/corporate-governance and the information referred to in paragraphs (4) and (5) on pages 24 and 25 of our FY24 Annual Report available at: https://growthpoint.com.au/results for more details in relation to their qualifications and experience, and page 53 of the FY24 Remuneration Report for details of their attendance at meetings.</p> | Not applicable. |
| 7.2 | <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement</p> | Not applicable. |
| 7.3 | <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed how our internal audit function is structured and what role it performs in our Corporate Governance Statement</p> | Not applicable. |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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|---|---|--|--|
| 7.4 | A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks. | <input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks on page 28 to 31 of our FY24 Annual Report available at: https://growthpoint.com.au/results and, if we do, how we manage or intend to manage those risks on page 28 to 31 of our FY24 Annual Report available at: https://growthpoint.com.au/results | Not applicable. |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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|--|--|---|-----------------|
| PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY | | | |
| 8.1 | <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://growthpoint.com.au/corporate-governance and the information referred to in paragraphs (4) and (5) on pages 24 and 25 of our FY24 Annual Report available at: https://growthpoint.com.au/results for more details in relation to their qualifications and experience, and page 53 of the FY24 Remuneration Report for details of their attendance at meetings.</p> | Not applicable |
| 8.2 | A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives. | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our FY24 Remuneration Report on pages 32 to 53 of our FY24 Annual Report available at: https://growthpoint.com.au/results</p> | Not applicable. |
| 8.3 | <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: https://growthpoint.com.au/corporate-governance</p> | Not applicable. |

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| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|--|---|--|---|
| ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES | | | |
| 9.1 | A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents. | Not applicable. | <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable |
| 9.2 | A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time. | Not applicable. | <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable |
| 9.3 | A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit. | Not applicable. | <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable |
| ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES | | | |
| - | <i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements. | Not applicable. | Not applicable. |
| - | <i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager. | Not applicable. | Not applicable. |

space to thrive

FY24

corporate governance
statement

22 August 2024

GROWTHPOINT
PROPERTIES AUSTRALIA



2024 Corporate Governance Statement

Group overview

Growthpoint Properties Australia (**Growthpoint** or the **Group**) comprises Growthpoint Properties Australia Limited (the **Company**), the Growthpoint Properties Australia Trust (the **Trust**) and their controlled entities. The Company and the Trust are stapled together and trade jointly on the Australian Securities Exchange (**ASX**) under the code GOZ. The Company is the responsible entity of the Trust.

Growthpoint Investment Management Pty Ltd (**GIM**)¹, a wholly owned subsidiary of the Company, manages wholesale investment funds and mandates in its role as manager and/or trustee (**funds management**). The Board of GIM oversees the governance and performance of these funds. It comprises two independent directors and two executive directors, three of which are separate to the GOZ Board. This ensures that the responsibility for managing the interests of Growthpoint Securityholders is separate from managing the interests of the GIM managed funds and their respective investors. This also assists in enhancing the identification and management of conflicts of interest and related party transactions in the Group.

For information on Growthpoint's business and operations, please refer to the Group's Annual Report for the financial year ended 30 June 2024 (the **Reporting Period** or **FY24**) which forms part of Growthpoint's reporting suite.

The Board of the Company (the **Board**) is pleased to present the Group's Corporate Governance Statement for the Reporting Period.

This statement was approved by the Board on 22 August 2024.

Our governance approach

Growthpoint is committed to ensuring that its procedures and practices reflect a high standard of corporate governance. The Group's governance framework aims to ensure accountability, transparency and effective risk management, and reinforce a culture of acting ethically, responsibly and in the best interests of Securityholders.

During the Reporting Period, Growthpoint's governance framework met the recommendations of all of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) (the **ASX Principles**), other than recommendation 2.4 which was followed partially during the Reporting Period².

ASX Principles

Principle 1 – Lay solid foundations for management and oversight

1.1 Roles and responsibilities of the Board and management

The role of the Board is to demonstrate leadership, provide strategic direction to, and oversee the management of, the Group's operations.

The respective roles and responsibilities of the Board and management, including those matters expressly reserved to the Board and those delegated to management, are set out in the Board Charter, which is available on Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>. The key responsibilities of the Board include:

¹ Formerly known as Fortius Funds Management Pty Ltd

² See section 2.4 of this statement for details.

- **Strategy:** setting Growthpoint's strategic direction and objectives and overseeing management's implementation of the strategic objectives and performance generally;
- **Material business initiatives:** approving material or strategic business initiatives, including in relation to acquisitions, divestments, asset management, developments and other transactions or material business contracts in excess of authority levels delegated to Committees of the Board or management;
- **People and remuneration:** appointing, approving the remuneration and incentives of, and planning the succession of the Chief Executive Officer and Managing Director (**Managing Director**) and the other members of the executive management team (**EMT**) and approving the Group's remuneration framework;
- **Board:** approving appointments to, reviewing the skills required on, and planning the succession of, the Board and determining the remuneration of the Non-executive Directors;
- **Governance:** overseeing the Group's governance framework, including key policies and documents, and process for making timely and balanced disclosure of material information to Growthpoint's securityholders;
- **Audit, risk and compliance:** overseeing the Group's risk and compliance management framework, internal audit function, internal control framework, compliance with legal and regulatory requirements and the integrity of the Group's accounting and corporate reporting systems; and
- **Financial:** overseeing the operational and financial position and performance of the Group and approving Growthpoint's annual report, distributions to Securityholders, market guidance, annual budget, major capital expenditure, funding strategy, borrowing limits and Treasury Management Policy.

The Board has approved a Delegations of Authority Policy (**Policy**) under which the Board delegates responsibility for the day-to-day management, implementation of the strategic objectives and administration of the business of the Group to the Managing Director. Pursuant to the Policy, the Managing Director has sub-delegated some of these responsibilities to other EMT members and other members of staff, with the level of delegations reflecting their roles and the operational needs of the business units they oversee.

The Policy was reviewed and updated during the Reporting Period, with enhancements made for operating effectiveness. All officers and employees must operate within the Policy and delegated authority limits. The Managing Director is responsible to the Board for ensuring that the delegations granted to him under the Policy are implemented and managed in accordance with the policy.

The EMT is responsible for providing the Board with accurate, timely and clear information to enable the Board to perform its role and responsibilities effectively.

1.2 Appointment and re-election of Directors

The Nomination, Remuneration and HR Committee oversees the recruitment and appointment of directors. Details of this Committee are set out in section 2.1.

The Nomination, Remuneration and HR Committee and Board has made progress on board renewal during the Reporting Period, with the retirement of Grant Jackson at the 2023 Annual General Meeting (**AGM**) held on 16 November 2023, and the external search for his replacement well advanced.

The Nomination, Remuneration and HR Committee and Board also completed its succession planning for long-standing Managing Director, Timothy Collyer, with the appointment of Ross Lees as the new Chief Executive Officer and Managing Director of the Group effective 20 May 2024. The Board conducted a comprehensive search process and believes Ross Lees has outstanding leadership qualities and strategic capabilities, along with an exemplary track record in the Australian REIT and funds management sectors. Ross joined the Board on 20 May 2024³.

As part of the process of director appointment, and consistent with past practice, appropriate checks are undertaken before a new candidate is recommended to the Board for appointment. These include checks as to the candidate's experience, educational qualifications, character, criminal record and bankruptcy history. In addition, background checks are also undertaken in relation to senior executives before they are appointed.

The Company provides all Securityholders who are entitled to attend and vote at the AGM with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director of the Company including:

³ Timothy Collyer ceased being Managing Director and a Director of the Board on this date.

- relevant qualifications, experience, other material directorships and the skills each Director brings to the Board;
- a statement by the Board as to whether it supports the election or re-election of the candidate and a summary of the reasons why; and
- eligibility for election or re-election based on the election rules of the Company's Constitution.

1.3 Written agreements with Directors

Non-executive Directors of the Company have entered into letters of appointments personally with the Company governing their appointment which include:

- expectations in relation to the attendance of Board and Committee meetings and time commitments;
- procedures in relation to potential, perceived and actual conflicts of interests and the requirement to disclose any matter that could affect their independence;
- ability to access independent advice (at the Group's expense); and
- ongoing confidentiality obligations.

The Managing Director and all other EMT members have entered into formal employment agreements personally, which set out the terms of their employment.

1.4 Role of the Company Secretary

The Company Secretary is responsible for ensuring the smooth running of the Board and its Committees, advising the Board on governance matters and overseeing and maintaining the Group's corporate governance framework. The Company Secretary is directly accountable to the Board (via the Chair) in relation to corporate governance and the proper functioning of the Board and each Board Committee. All Directors have access to the Company Secretary.

1.5 Diversity

Growthpoint aims to create a respectful workplace culture in line with its values where people of diverse backgrounds, identities, skills and experience have an opportunity to share their perspectives and are fairly treated. By cultivating a diverse, equitable and inclusive workplace, we can contribute to our business success and the positive culture our employees experience in our workplace. This focus helps us to attract, motivate and retain a diverse workforce whilst building rewarding relationships with our Securityholders, tenants, suppliers, financiers, advisors and other key stakeholders.

In May 2023, the Board adopted a revised Diversity, Equity and Inclusion Policy which included two existing objectives, with the addition of the third objective as set out below:

1. monitor, maintain and achieve the measurable gender diversity targets set by the Board, subject to business circumstances, recruitment opportunities arising and Growthpoint's desire to appoint the best candidate;
2. promote and support a diverse, equitable and inclusive culture where employees are respected and feel that they are valued; and
3. appoint the best candidate to the role, striving to eliminate bias or inequity that may reduce their successful appointment and ability to thrive at work.

Growthpoint's Diversity, Equity and Inclusion Policy is available at: <https://growthpoint.com.au/corporate-governance>.

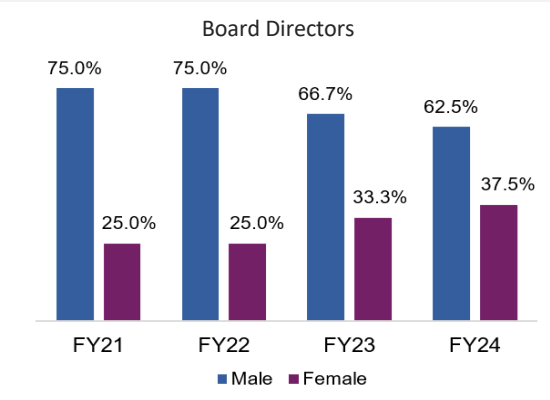
Following the achievement of the Board set gender diversity targets at the end of FY23, the Board adopted new gender diversity targets that applied from FY24 in support of the Diversity Equity and Inclusion Equity Policy objective (number 1) above. The table below summarises the Group's new gender diversity targets and the progress made towards achieving those targets in the Reporting Period.

Gender diversity targets during the Reporting Period Progress made during the Reporting Period

Maintain a 30% female gender diversity target on the Board with an aspiration of achieving 40% over the longer term.

As of 30 June 2024, 37.5% of Directors on the Board are female, compared to 33.3% at the end of FY23 (noting there was one vacant position on the Board at the end of the Reporting Period).

Maintained

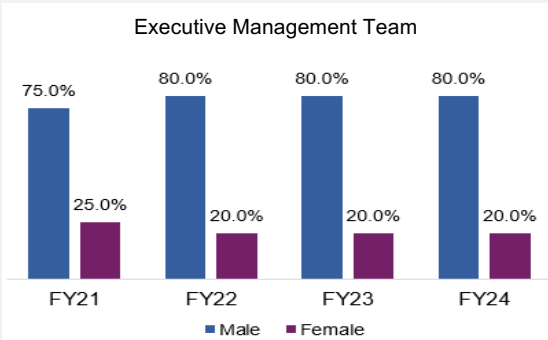


To maintain at least one female on the EMT, with the goal of achieving at least two female EMT members by 2028.

There has been a female member of the EMT since April 2018. In the Reporting Period, one new (male) appointment was made to the EMT when Ross Lees was appointed as Chief Executive Officer and Managing Director following the retirement of Tim Collyer as Managing Director.

Maintained

This appointment did not affect the prior gender ratio of the EMT and is in line with FY23 (20% female).



Achieve a 40:40:20 gender representation for direct reports to the EMT by 2028.

With 25% female employees as direct reports to the EMT, this is the first year after three consecutive years that the percentage of females who report directly to the EMT⁴ is below 40%. Given Growthpoint's small employee size, changes to senior management roles as a result of recruitment or changes to reporting lines can impact this percentage figure.

In progress

Growthpoint is focussed on increasing this figure in FY25 and beyond and meeting the 40:40:20 target by 2028.

⁴ Excluding administrative roles

| | | |
|---|---|-------------------|
| | | |
| <p>Maintain a 40:40:20 gender representation across the Group's workforce generally.</p> | <p>As of 30 June 2024, Growthpoint's workforce comprised 43.6% female and 56.4% male. Growthpoint has maintained an above 40% female workforce for the last four years.</p> | <p>Maintained</p> |

Growthpoint also made good progress against its other two diversity objectives during the Reporting Period:

| Diversity objective | Progress made during the Reporting Period |
|---|---|
| <p>Promote and support a diverse, equitable and inclusive culture where employees are respected and feel that they are valued.</p> | <p>Growthpoint's employee engagement score slightly increased in FY24 to 75% (FY23: 74%). This result was 5 percentage points above the Real Estate Australia benchmark for January 2024 as reported by Culture Amp (Peer Benchmark).</p> <p>The survey showed strong scores for recommending Growthpoint as a great place to work (98% satisfaction) and employees feeling confident that any concerns they may have about risks to their health (including mental health) and safety will be addressed (96% satisfaction). Growthpoint outperformed the Peer Benchmark in relation to questions relating to taking action as a result of the survey, offering opportunities to employees to develop their skills and being acknowledged for rewarding the right people.</p> <p>The employee engagement results for FY24 have also seen a narrowing of the engagement score gap between males and females to 1 percentage point. This is a significant improvement and reflective of the programs and activities rolled out throughout FY24. This included an emphasis on enhancing operational efficiencies, so that employees can focus on high value work.</p> <p>Growthpoint implemented a number of initiatives to ensure the health, wellbeing and safety (including psychological safety) of its employees. This included:</p> |

| | |
|--|--|
| | <ul style="list-style-type: none"> • the assessment of its psychosocial safety risks and controls and the provision of training to all employees and the Board on the duty to prevent psychosocial hazards in the workplace, as well as training of additional mental health first aiders; • the introduction of Contact Officers nationally as part of Growthpoint's response to the positive obligation to eliminate sexual harassment in the workplace and to evolve its support offerings for employees; • Growthpoint's annual Staff and Partners dinner, a thank to you to the partners of its employees for their support throughout the year; • the continued roll out and enhancement of Growthpoint's annual wellness program nationally, including health weeks tailored for females and males and sessions on managing stress in the workplace and how employees can set themselves up for success; and • events to celebrate our differences and experiences including Harmony Day which provided an opportunity for Growthpoint team members to celebrate cultural diversity and International Women's Day, themed "investing in the women of Growthpoint and accelerating progress", where insights related to eight categories of a wellness wheel were shared. <p>Growthpoint also launched its peer recognition awards, where employees who positively contributed to Growthpoint's culture and role model its values were recognised. At the annual staff conference, Growthpoint also took the opportunity to review its values with input from its employees, retaining success, integrity, respect and fun.</p> <p>Growthpoint continued to support flexible workplace arrangements and paid parental leave benefits.</p> |
| <p>Appoint the best candidate to the role, striving to eliminate bias or inequity that may reduce their successful appointment and ability to thrive at work.</p> | <p>All recruitment and promotions were based on merit, performance, capability and fair employment practices with recruiters to aim for a 40:40:20 gender representation on short lists for roles where possible.</p> <p>Growthpoint conducted a fair and transparent recruitment process, in line with its recruitment practices, including conducting structured interviews with a team that compares applicants on qualities directly related to the role, and where possible, interviewing at least one male and female for each role where there are suitably qualified candidates.</p> <p>Growthpoint also undertook salary benchmarking of all eligible team roles and for new or promoted roles against similar positions in the market, using market data from a range of sources to ensure fair and equitable decision making in relation to remuneration.</p> <p>Growthpoint is committed to equal opportunity in all aspects of employment including learning and development and following the successful roll out to senior management in FY23, it rolled out of its development program to all levels of the organisation in FY24 and is part of our ongoing professional development offerings.</p> |

1.6 Board performance reviews

The Nomination, Remuneration and HR Committee oversees the Board performance evaluation programme. The evaluation process is undertaken annually and considers the effectiveness and performance of the Board, its Committees, the Chair and individual Directors. The review undertaken in FY24 involved the Directors completing an anonymous questionnaire and the Chair conducting interviews with Directors.

1.7 Senior executive performance reviews

The Group has a process for periodically evaluating the performance of the Managing Director and other members of the EMT. The Managing Director's performance is reviewed annually by the Nomination,

Remuneration and HR Committee. The performance of the other EMT members is reviewed annually by the Managing Director with feedback from the Board.

Details of the performance criteria against which the Managing Director⁵ was assessed for FY24 are set out on pages 40 and 41 of the FY24 Remuneration Report that forms part of the Group's Annual Report (**FY24 Remuneration Report**).

Principle 2 – Structure the Board to be effective and add value

2.1 Nomination, Remuneration and HR Committee

The Board has established a Nomination, Remuneration and HR Committee which comprises three members, all of whom are Non-executive Directors. The Committee comprises a majority of independent members and an independent Committee Chair, Josephine Sukkar AM, in line with recommendations 2.1(a)(1) and (2) and 8.1(a)(1) and (2) of the ASX Principles.

The Committee operates under a Charter approved by the Board. The Charter is available on Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>.

The Committee's key responsibilities in relation to nominations include reviewing and making recommendations to the Board regarding:

- the skills, performance and succession of the Board and individual Directors;
- appropriate candidates for appointment and re-election to the Board;
- the training and development of Directors to ensure that Directors have access to appropriate training and development opportunities that support the work of the Board; and
- the succession of the Managing Director and EMT.

No Committee member participates in the review of their own performance or nomination for re-election.

The Committee also has responsibilities in relation to remuneration. See section 8.1 of this statement.

The Committee has access to employees and information, can investigate any activity within the terms of its Charter and may seek legal or other professional advice.

The Committee met six times during the Reporting Period. Please refer to pages 24 to 25 of Growthpoint's FY24 Annual Report for further details of the Committee members, including their relevant experience, other directorships and attendance at Committee meetings.

2.2 Board skills matrix

The Board's skills matrix was reviewed during the Reporting Period to ensure that the Board has an appropriate mix of skills, experience and expertise to enable it to discharge its responsibilities. As part of this, the Board adopted the following grading system to provide context for the level of skills and experience:

| Level | Description/criteria |
|----------------|--|
| High | High competency, knowledge and/or experience in all or most of the aspects of the relevant skill area gained through extensive career experience in senior executive, director or other professional roles. |
| Medium | Solid working knowledge and understanding of the relevant skill area, gained through either solid management, professional, Board and/or industry experience (collectively) or through training, education or professional development activities. |
| General | An awareness and general understanding of the relevant skill area. |

The following table outlines the current mix of skills represented on the Board. Being a property company, the Board has expressed a particular desire to ensure it comprises a sufficient number of directors with Australian

⁵ Being Timothy Collyer who was Managing Director until 20 May 2024 when incoming Chief Executive Officer and Managing Director, Ross Lees, joined the Group.

commercial property knowledge and experience. The Board is eager to ensure that where Board members are replaced, the Board's property experience is not diminished. The Board also has a strong and diverse collective skill set and experience across a range of subject matters and considers that the current overall mix of skills is appropriate for the Group.

| Skills category | Description of the required skill | High | Medium | General |
|--|--|------|--------|---------|
| Real Estate / Property | <ul style="list-style-type: none"> Experience and knowledge of the Australian commercial property market in one of the following areas: property acquisitions/investments and disposals, property valuations, asset or property management, leasing and development. | 6 | 2 | |
| Funds Management | <ul style="list-style-type: none"> Experience in, and knowledge of, the management and equity raising of third-party funds and investments. | 6 | 1 | 1 |
| M&A | <ul style="list-style-type: none"> Experience with corporate or M&A transactions. | 5 | 2 | 1 |
| Capital Markets | <ul style="list-style-type: none"> Experience with capital management strategies including capital partnerships, capital raisings and debt financings. | 6 | 1 | 1 |
| Financial Acumen | <ul style="list-style-type: none"> Experience in auditing or accounting, as a CFO of a listed company or equivalent or in a senior role in the finance industry or relevant qualifications; or Expertise in financial reporting, corporate finance or debt management, including having a good understanding of financial drivers/funding. | 6 | 2 | |
| Strategic Planning | <ul style="list-style-type: none"> Experience in developing and successfully implementing strategic plans and objectives to achieve the goals of an organisation. | 7 | 1 | |
| Listed | <ul style="list-style-type: none"> Experience at a board or executive level with a listed organisation(s) in Australia or international equivalent, and an understanding of the Australian listed entity regulatory regime and the responsibilities of officers. | 7 | 1 | |
| Risk, Legal and Governance | <ul style="list-style-type: none"> Experience in managing key areas of risk to an organisation, monitoring risk management frameworks or managing the legal and regulatory affairs of an organisation; and Experience in governance structures and standards of a listed company or a large organisation. | 4 | 4 | |
| Remuneration and People | <ul style="list-style-type: none"> Experience in relation to remuneration frameworks and setting management performance goals, managing people and influencing a positive organisational culture. | 6 | 1 | 1 |
| Innovation and Technology | <ul style="list-style-type: none"> Experience in leading or oversight of projects which implement innovative ways of doing business; and Experience in IT strategy, system implementation and/or digital disruption. | | 5 | 3 |
| Sustainability and Stakeholder Engagement | <ul style="list-style-type: none"> Experience in ESG best practices relevant to the property sector including social responsibility and sustainability initiatives; and Experience in stakeholder engagement. | 4 | 2 | 2 |

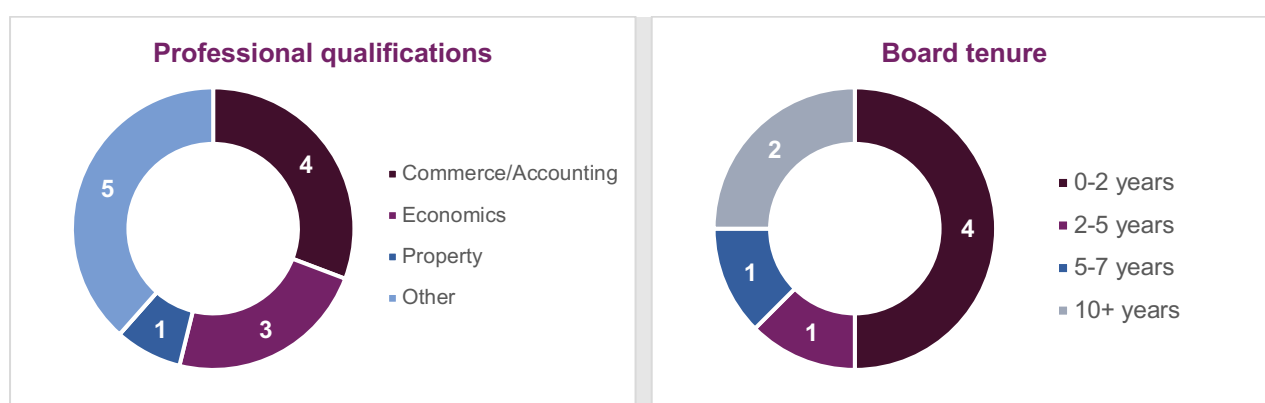
2.3 Director independence, tenure and qualifications

The Board's Charter requires that the independence of each Non-executive Director is assessed by the Board prior to appointment and then annually. In assessing independence, the Board will have regard to the interests, positions and relationships potentially affecting the independent status of a Director as described in Box 2.3 of the ASX Principles.

The Directors, their appointment date and the assessment by the Board regarding independence are as follows as at the end of the Reporting Period:

| Name | Appointed | Tenure (approximate years) | Independent? |
|----------------------------|-----------------|----------------------------|---|
| Estienne De Klerk | 5 August 2009 | 15 | No (due to his position held with the Group's major Securityholder, Growthpoint Properties Limited) |
| Norbert Sasse | 5 August 2009 | 15 | No (due to his position held with Growthpoint Properties Limited) |
| Josephine Sukkar AM | 1 October 2017 | 7 | Yes (independent Non-executive Director) |
| Deborah Page AM | 1 March 2021 | 3 | Yes (independent Non-executive Director) |
| Andrew Fay | 1 December 2022 | 1.5 | Yes (independent Non-executive Chair) |
| Panico Theocharides | 1 April 2023 | 1 | No (due to his position held with Growthpoint Properties Limited) |
| Michelle Tierney | 1 April 2023 | 1 | Yes (independent Non-executive Director) |
| Ross Lees | 20 May 2024 | <1 | No (Chief Executive Officer and Managing Director) |

The Directors' professional qualifications and Board tenure are depicted in the graphs below.



2.4 Independent Directors

The Board currently comprises seven Non-executive Directors (four of which were considered by the Board to be independent) and one Executive Director. During the Reporting Period, the Board was majority independent in line with recommendation 2.4 of the ASX Principles until 16 November 2023, when Grant Jackson (an independent Non-executive Director) retired from the Board. This is on the basis that 5 out of the 9 Directors were independent up until Grant Jackson's retirement, reducing to 4 out of 8 Directors for the balance of the Reporting Period. It is the Board's current intention to appoint an additional independent Non-executive Director so that the Board can return to majority independence. The Nomination, Remuneration and HR Committee is overseeing a search process for the new director which is well progressed.

Of the three Non-executive Directors who are deemed not independent, Norbert Sasse is the Group CEO, Estienne de Klerk is the CEO (South Africa) and Panico Theocharides is the Group Head of Investments at Growthpoint Properties Limited, the Group's major Securityholder.

Non-Executive Directors of the Board meet regularly without management present, in order to consider matters independently.

2.5 Board Chair independence

The Chair, Andrew Fay, is an independent Director and the role of chief executive officer was fulfilled by the Managing Director, Timothy Collyer⁶ until 20 May 2024, when Ross Lees commenced in the role.

2.6 Induction and professional development of Directors

Growthpoint has a program for inducting new directors. Any new Director appointed to the Board is provided with an induction, primarily in relation to the Group's structure, strategy, key policies and governance documents, compliance and risk management framework and business operations. Meetings with key senior executives to gain an understanding of the Group's business operations, history, culture and key risks are also arranged.

The Nomination, Remuneration and HR Committee is responsible for periodically reviewing the professional development needs of Directors to ensure that the Board maintains the skills and knowledge required to perform its role effectively. In the Reporting Period, the Board received presentations and updates in areas relevant to the Group's business operations, on the industry and economic conditions generally and regarding material developments in contemporary and emerging risks and laws and regulations, such as Australia's new climate reporting regime, management of psychosocial hazards, the new Federal positive duty to prevent unlawful sex discrimination and amendments to the Fair Work legislation.

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

3.1 Values

Growthpoint's values provide the framework for the way we work together and how we do business. Growthpoint reviewed its values at its annual staff conference in September 2023, launching a revised version of values following approval by the Board. Growthpoint's values, in addition to its policies and Code of Conduct, assist in guiding appropriate workplace culture and behaviour.



Success

valuing performance, hard work and high standards



Integrity

doing the right thing for tenants, investors and team



Respect

dealing with others openly, honestly and inclusively



Fun

enjoying work, being sociable and playing as a team

All new employees receive training on the values and Code of Conduct as part of their induction. Employees are assessed against criteria relating to the values as part of Growthpoint's annual performance review process.

3.2 Code of Conduct

Growthpoint is committed to conducting its business to the highest standard and to upholding a culture of corporate compliance, integrity and responsible and ethical behaviour. It has in place a Code of Conduct

⁶ Timothy Collyer continued to perform transitional duties until 15 July 2024.

(Code) which outlines the standards of conduct and professional behaviour expected of all Directors, senior executives and employees (including temporary employees and contractors) of the Group.

The key values underpinning the Code are as follows:

- our actions must be governed by the highest standards of integrity and fairness;
- our decisions must be made in accordance with the spirit and letter of applicable law; and
- our business must be conducted honestly and ethically, with our best skills and judgment, and for the benefit of Securityholders, employees and other stakeholders.

The Code also reinforces the requirement for compliance with the Group's policies, including in relation to conflicts of interest, privacy, anti-discrimination and equal employment opportunity, continuous disclosure and securities trading, and all applicable laws and regulations.

Any material breaches of the Code will be reported to the Nomination, Remuneration and HR Committee, along with any steps taken to address the breach. Any significant incidents will also be reported to the Board.

The Code is available on Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>.

3.3 Conflicts of Interest and Related Party Transactions Policy

Growthpoint is committed to ensuring that the Group has arrangements in place to adequately assess and manage actual, apparent and potential conflicts of interests and related party transactions, which may arise in relation to the activities undertaken by the Group and any funds or trusts managed by them that have external securityholders, including GPAT and the wholesale funds and mandates (**Group Funds**).

A conflict of interest may arise at different levels, including:

- Personal Conflicts of Interest – where the interests of a Group employee or officer actually or potentially conflict with those of a Group member or Group Fund;
- Related Party Transactions – involving a Group Member and a Group Fund;
- Business opportunities – where, for example, the interests of Group Funds compete with Group members or other Group Funds when allocating or pursuing an investment or leasing opportunity; or
- Fund or joint venture conflicts – where Growthpoint's interests are represented at a Co-owners' (or other) Committee, these interests may conflict with the interests of another Group Fund in the same asset or venture.

In managing conflicts of interest that may arise as part of operating its funds management business, Growthpoint has established appropriate structures and processes to ensure that when a conflict arises, the relevant employee of a Group Member or Group Fund liaises with the Company Secretary to implement appropriate ethical walls and information barriers between parties to ensure that the confidentiality is maintained and that each party acts in the best interest of those they are representing. The overriding requirement is to manage any conflict of interest at arm's length and in accordance with the Policy and the Standing Determination Protocols, the provisions of the *Corporations Act 2001* (Cth.) (**Corporations Act**) regarding Related Party Transactions, and the relevant ASX Listing Rules.

Growthpoint's Conflicts of Interest and Related Party Transactions Policy, which was revised during the Reporting Period, is available on Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>.

3.4 Whistleblower Policy

Growthpoint encourages its employees, officers, suppliers and other eligible whistleblowers to report any misconduct, fraud, inappropriate behaviour or improper state of affairs in the workplace without fear of detriment or reprisal. Growthpoint offers eligible whistleblowers internal and external reporting channels including through an external and independent service provider where reports may be made anonymously.

Growthpoint's Whistleblower Policy is available on Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>.

The Audit, Risk and Compliance Committee will be informed of any incidents reported under the policy. Any material incidents will also be reported to the Board.

3.5 Anti-Bribery and Corruption Policy

Growthpoint does not tolerate or accept any form of fraud, bribery or corruption by its employees and officers. Growthpoint expects its service providers to also comply with all relevant local and national laws and regulations in relation to anti-bribery and corruption.

Growthpoint's Anti-Bribery and Corruption Policy, which was revised during the Reporting Period, is available on Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>.

The Audit, Risk and Compliance Committee will be informed of any breaches of this policy. Any material breaches will also be reported to the Board.

Principle 4 – Safeguard the integrity of corporate reports

4.1 Audit, Risk and Compliance Committee

The Board has established an Audit, Risk and Compliance Committee, which comprises three members, all of whom are Non-executive Directors and the majority of whom are independent Directors.

The Chair of the Committee, Deborah Page AM, is an independent Director and is not the Chair of the Board. All Committee members are financially literate. The Committee also has members with relevant financial or accounting experience and an understanding of the Group's business. Please refer to pages 24 and 25 of Growthpoint's FY24 Annual Report for more details in relation to the qualifications and experience of the Committee's members.

The Board has a formal Charter for the Committee. The Charter is available on the Group's website at: <https://growthpoint.com.au/corporate-governance>.

From an audit perspective, the Committee is responsible for monitoring:

- the financial statements, financial reports, annual report and half year report for the Group;
- the external auditor's role, remuneration, independence and performance; and
- the effectiveness and performance of the Group's internal controls.

The Committee also has responsibilities in terms of risk management, which are outlined in section 7.1 of this statement.

The Committee:

- has access to employees, officers and the external auditors without management being present;
- can investigate any activity within the terms of its Charter; and
- may seek the advice of the external auditors and legal advisers of the Group and engage independent advisers.

The Committee meets quarterly. Please refer to page 53 of the FY24 Remuneration Report for further details and attendance at Committee meetings.

4.2 Chief Executive Officer and Chief Financial Officer Declarations

Prior to the approval of the Group's financial statements for the half year and full year reporting periods, the Board receives from each of the person who performs the chief executive function and the Chief Financial Officer, a declaration in accordance with section 295A of the Corporations Act and the ASX Principles.

4.3 Verification of periodic corporate reports

All periodic corporate reports that are not subject to audit or external auditor review, including the Group's annual and half year reports (excluding financial reports), quarterly investor updates, annual results presentations, property compendiums, sustainability reports and this Corporate Governance Statement, are subject to verification by employees with responsibility for the relevant subject area.

All documents released to the ASX are subject to:

- final review by the relevant EMT members; and
- the approval of the designated EMT members or the Board in accordance with the Group's Continuous Disclosure Policy.

Principle 5 – Make timely and balanced disclosure

5.1 Continuous Disclosure Policy

Growthpoint is committed to ensuring that its Securityholders and market participants have access to material information concerning the operations of the Group, and that its market announcements are timely, accurate, balanced and expressed in an objective manner that allows investors to assess the impact of the information when making investment decisions.

Growthpoint's Continuous Disclosure Policy outlines the roles and responsibilities of Growthpoint's Directors and employees in complying with the Group's continuous disclosure obligations under the Corporations Act and the ASX Listing Rules.

Growthpoint has formed a Continuous Disclosure Committee, comprising the EMT members, which consider operational matters, material transactions and business initiatives and to identify upcoming ASX announcements and media releases. The responsibilities of the Committee include:

- monitoring Growthpoint's business activities and ensuring there are appropriate reporting channels in place to bring market sensitive information to the Committee's attention;
- reviewing potentially market sensitive information and determining whether it is required to be disclosed to the ASX;
- coordinating the form of disclosure and ensuring that announcements are properly verified and approved in accordance with the policy; and
- reporting and making recommendations to the Board with respect to continuous disclosure.

The Continuous Disclosure Policy is available on Growthpoint's website at:

<https://growthpoint.com.au/corporate-governance>.

5.2 Material market announcements

Copies of all market announcements from the ASX are made available to the Directors at the time the announcements are released to ensure that the Board has timely visibility of the nature and quality of the information being disclosed and the frequency of such disclosures.

5.3 New and substantive investor or analyst presentations

Any new and substantive investor or analyst presentations are released to the ASX ahead of the presentations to ensure equality of information among investors, unless the presentation contains materially the same information as a presentation previously released to the ASX and no new market sensitive information is disclosed.

Principle 6 – Respect the rights of Securityholders

6.1 Growthpoint's website

Growthpoint is committed to providing Securityholders and other stakeholders with accessible and up to date information about the Group and its governance.

The Group's key corporate governance documents, including the Company's and Trust's constitutions, the charters of the Board and its Committees and the Group's key policies, are available on the corporate governance page of Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>.

Growthpoint's website also contains:

- an overview of the business and history of the Group;
- information on each of the Directors and EMT;
- the Group's corporate structure and statement of values;
- details of the Group's property portfolio and sustainability reports and achievements;
- an overview of its funds management business; and
- an investor centre which provides access to the Group's results, reports, presentations, events calendar, distributions and tax information, ASX announcements, security price performance against the ASX300 and the ASX300 A-REIT index and frequently asked questions.

Growthpoint is committed to communicating openly and honestly with Securityholders and encourages and facilitates Securityholder participation at AGMs.

6.2 Investor relations program

Growthpoint's Investor Relations and Communications Manager coordinates an investor relations program to facilitate effective two-way communication with Growthpoint's Securityholders. The program includes:

- Growthpoint's AGM in November each year, which all Securityholders are encouraged to attend;
- an annual report published in August, a half year report published in February and quarterly investor updates, all of which are available on Growthpoint's website;
- a market briefing by management every six months following the release of the Group's annual and half year financial results. The market briefings are webcast live and management is available to answer questions raised by analysts and investors. Shortly after the briefing, the webcast is available on Growthpoint's website for replay;
- engagement with proxy advisers; and
- investor presentations and meetings with investors across Australia and overseas.

Securityholders may also direct their enquiries, concerns or complaints to investor.relations@growthpoint.com.au. Emails to this address are monitored by Growthpoint's Investor Relations team.

As noted above, Growthpoint's website provides access to the Group's ASX announcements, reporting suite of materials and information on its property portfolio, as well as on the Group's approach to sustainability and governance. Investors can subscribe to alerts from the Growthpoint website to receive communications from the Group immediately after release to the ASX.

Growthpoint also regularly posts to its LinkedIn corporate profile which allows it to share ASX announcements on the social media platform to reach a network of followers.

6.3 Participation at Securityholder meetings

Securityholders are entitled to participate in Growthpoint's AGM, which provides an opportunity for Securityholders to ask questions of, and express views to, the Board and management about the Group.

During the Reporting Period, the Group held its 2023 AGM in a hybrid format. Securityholders could participate in the meeting by attending the physical meeting or via an online meeting platform where

Securityholders could view a live webcast of the meeting, ask questions verbally or in writing and submit their vote online in real time.

As per prior AGMs, Securityholders will be able to provide questions they would like addressed at the AGM via email prior to the meeting (as well as at the meeting), with details of how to submit prior questions provided in the AGM notice of meeting.

The Group's external auditor is invited to attend all AGMs and is available to answer questions on the Group's financial statements and the conduct of the audit.

Securityholders who are not able to participate in the AGM in person may appoint proxies to represent them at the meeting. The AGM is recorded and is available at any time on Growthpoint's website.

The Chair's and Managing Director's addresses and the AGM presentation materials are released to the ASX ahead of the AGM and uploaded to the Group's website. Voting results on matters considered at the AGM are released to the ASX after the AGM and uploaded to the Group's website.

6.4 Resolutions by poll

All substantive resolutions at the AGM are decided by a poll rather than by a show of hands.

6.5 Electronic communications

Securityholders are encouraged to receive electronic communications from Growthpoint's security registry, including notices of AGMs and annual reports, to assist with Growthpoint's commitment to sustainability, as well as being more cost effective. Securityholders also have the option to send communications to Growthpoint and its security registry electronically.

Growthpoint's security register is managed by Computershare. Securityholders may update their communication preferences electronically on the Computershare website. Hard copy communications sent to Securityholders by Computershare include a website address that allows investors to submit online enquiries or update their details electronically. The contact page on the Group's website provides email addresses for contacting the Group and Computershare.

Principle 7 – Recognise and manage risk

7.1 Audit, Risk and Compliance Committee

As outlined in section 4.1 of this statement, the Board has established an Audit, Risk and Compliance Committee to assist with oversight of the Group's risk management framework. Please refer to pages 24 and 25 of Growthpoint's FY24 Annual Report for more details in relation to the qualifications and experience of the Committee's members and page 53 of the FY24 Remuneration Report for details of their attendance at Committee meetings during the Reporting Period.

The Committee's responsibilities in relation to risk management include:

- overseeing and reviewing the Group's risk management framework and internal control systems;
- monitoring the implementation by management of appropriate and adequate risk management controls and reporting systems; and
- overseeing reporting by management to the Board as to whether the Group's material risks are being effectively monitored and mitigated.

7.2 Risk Management Framework

Growthpoint recognises the importance of risk management across its entire business landscape and how a structured and cohesive approach to risk identification, assessment and management is a fundamental foundation of good corporate governance.

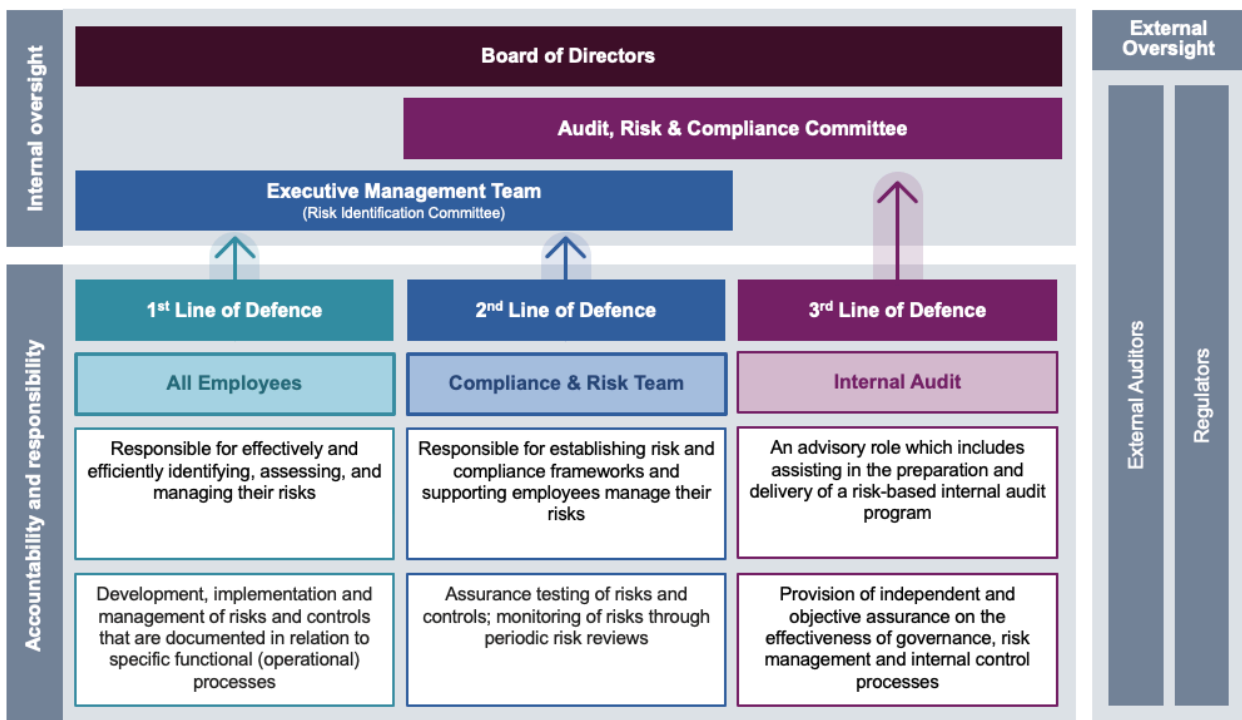
Growthpoint does not seek to eliminate all risk as this would remove opportunities as well as upside risk. Instead, Growthpoint seeks to effectively manage risk required to achieve its strategic objectives.

The Group’s risk management framework includes an overarching Risk Management Policy, which governs the Group’s approach to identifying and managing risks and the roles and responsibilities within Growthpoint. This policy has procedures for considering, identifying and assessing relevant contemporary and emerging risks, such as risks relating to cyber-security and sustainability (including climate change). The policy is reviewed annually to ensure that it continues to be sound and effective to identify and manage the Group’s risks and was reviewed in the Reporting Period.

The Board and the Audit, Risk and Compliance Committee approve the Group’s risk policies, strategies and framework. Management is responsible for the implementation of the Group’s system of risk management and controls. Management reports to the Audit, Risk and Compliance Committee and the Board on a semi-annual basis, regarding the Group’s key risks, the effectiveness of the controls in place to manage those risks and whether the Group’s key risks are being managed in line with Growthpoint’s risk appetite statement. In addition, the funds management business reports the risks faced by the unlisted wholesale managed funds to the GIM Board on a semi-annual basis.

During the Reporting Period, the Board, with the assistance of the Audit, Risk and Compliance Committee, reviewed the Group’s risk management framework and determined that it continued to be sound, and the Group is operating with due regard to the risk appetite statement set by the Board.

Growthpoint employs a ‘Three Lines of Defence’ Model to support effective enterprise risk management by distinguishing roles and accountabilities within Growthpoint’s risk governance framework. This model is depicted below and enhances Growthpoint’s risk aware culture.



7.3 Internal audit function

Growthpoint has appointed an independent, third-party internal auditor to assist with the evaluation and continuous improvement of the effectiveness of the Group’s governance, risk management and internal control processes. The Audit, Risk and Compliance Committee approved an annual internal audit plan during the Reporting Period for the following year and is responsible for monitoring the internal audit function.

The role of the internal audit function is to provide assurance to the Audit, Risk and Compliance Committee as to the effectiveness of the Group’s processes for managing particular areas of risk and compliance. Internal audit recommendations made to the Audit, Risk and Compliance Committee are addressed and implemented by management as appropriate.

The Group has also identified and documented the controls framework for certain of Growthpoint's operational/process-oriented risks. The Group's Compliance and Risk team undertake assurance testing of key controls on a quarterly basis and report the results of these to the Audit, Risk and Compliance Committee.

7.4 Material exposure to environmental or social risks

As outlined in section 7.2 of this statement, the Group has in place a risk management framework which provides a structured and consistent approach in identifying and managing the Group's key risks.

As part of the semi-annual assessment of the Group's key risks and regular monitoring for any new emerging material risks, management and Directors consider whether the Group has any material exposure to environmental or social risks.

Please refer to pages 28 to 31 of Growthpoint's FY24 Annual Report for the Group's material business risks and how it is managing those risks.

As noted in the FY24 Annual Report, the Group has identified (i) environmental sustainability and climate change and (ii) social sustainability as material business risks that could impact Growthpoint's achievement of its strategic and financial objectives. The Group reports annually with reference to the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). Growthpoint's 2023 TCFD aligned disclosures are available within the FY23 Sustainability Report on its website at:

<https://growthpoint.com.au/results>.

The Group also prepares and publishes a modern slavery statement annually. Growthpoint's latest modern slavery statement, published on 15 November 2023, is available available on its sustainability information page of Growthpoint's website at: growthpoint.com.au/sustainability.

Principle 8 – Remunerate fairly and responsibly

8.1 Nomination, Remuneration and HR Committee

As outlined in section 2.1 of this statement, the Board has established a Nomination, Remuneration and HR Committee to assist the Board in discharging its responsibilities in relation to human resources and remuneration matters. Please refer to pages 24 and 25 of Growthpoint's FY24 Annual Report for more details in relation to the qualifications and experience of the Committee's members and page 53 of the FY24 Remuneration Report for their attendance at Committee meetings during the Reporting Period.

The Committee's responsibilities include reviewing and making recommendations to the Board as required in relation to the:

- remuneration of Directors;
- remuneration packages awarded to the Managing Director and other key management personnel (including bonus incentives and related key performance indicators);
- Managing Director's recommendations for the remuneration of the Group's other employees; and
- introduction of, and amendments to, any employee securities plan established by Growthpoint.

The Committee also oversees Growthpoint's remuneration framework, policies and practices generally.

8.2 Remuneration framework and policies

Growthpoint's remuneration framework is based on attracting and retaining suitably qualified and experienced Board members and employees in each respective role and is tailored to encourage overall performance which is in the best interests of all Securityholders.

The FY24 Remuneration Report on pages 32 to 53 of Growthpoint's FY24 Annual Report outlines the Group's remuneration framework, policies and practices (including the Minimum Security holding Requirement) that

were in place during the Reporting Period, and details the remuneration paid to Directors and executive key management personnel for the Reporting Period.

8.3 Equity based remuneration scheme

As at 30 June 2024, the Group had in place an Employee Securities Plan (**Plan**) for the Managing Director, other EMT members and eligible employees. The Plan is designed to link those employees' remuneration with the Group's long-term strategic objectives and financial performance.

Under Growthpoint's Securities Trading Policy, current officers and employees granted securities under the Plan are prohibited from entering into a transaction if that transaction effectively operates to hedge or limit the economic risk of securities allocated under the Plan during the period those securities remain unvested or subject to other restrictions under the terms of the Plan.

The Securities Trading Policy is available on Growthpoint's website at: <https://growthpoint.com.au/corporate-governance>.

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