GROWTHPOINT PROPERTIES AUSTRALIA

12 October 2026

Growthpoint Properties Australia 2026 Annual General Meeting

Growthpoint Properties Australia (**Growthpoint**) provides the following documents for the 2026 Annual General Meeting (**AGM**) of the shareholders of Growthpoint Properties Australia Limited and the meeting of the unitholders of Growthpoint Properties Australia Trust (collectively, the **Meeting**):

- 2026 Notice of Meeting and Explanatory Notes;
- Sample Proxy Form; and
- Letter to Securityholders.

The Meeting will be held in person at 10:00am (AEDT) on Wednesday, 11 November 2026 at Herbert Smith Freehills Kramer, Level 24, 80 Collins Street, Melbourne VIC 3000. The Meeting audio and presentation will be webcast live at investors.growthpoint.com.au/agm.

Further information on the Meeting, including the attached Notice of Meeting is available on Growthpoint's website at investors.growthpoint.com.au/agm.

This announcement was authorised for release by Jacquee Jovanovski, Company Secretary.

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For further information, please contact:

Alix Holston
Head of Corporate Affairs and Investor Relations
Telephone: +61 418 312 837 | Email: aholston@growthpoint.com.au

About Growthpoint

creating value **beyond real estate**

Our vision is to create sustainable value in everything we do, by being the forward-thinking, trusted partner of choice.

Since 2009, we've been investing in high-quality Australian real estate. Our directly owned portfolio comprises modern, high-quality, office and industrial properties. Through our funds management business, we also manage a portfolio of office, industrial and retail assets for third-party wholesale syndicates and institutional investors.

We are an internally managed real estate investment trust (REIT), with a focused, passionate and agile team committed to delivering results together. We are dedicated to genuine, long-standing relationships, fostered through innovation, collaboration and the pursuit of being a great partner.

We are committed to operating in a sustainable way and reducing our impact on the environment and are proud to have achieved our Net Zero Target by 1 July 2025 across our directly owned operationally controlled office assets and corporate activities.

Growthpoint Properties Australia (ASX: GOZ) is listed on the ASX and is part of the S&P/ASX 300. Moody's has assigned a Baa2 domestic backed senior secured bank credit facility rating.

Growthpoint Properties Australia

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

2026 AGM

Notice of Meeting and Explanatory Notes

Meeting date:
Wednesday, 11 November 2026

Meeting time:
10:00am (AEDT)

Registration:
9:30am (AEDT)

Location:
in person at Herbert Smith Freehills Kramer,
Level 24, 80 Collins Street,
Melbourne VIC 3000

If you are unable to attend the Meeting, please lodge your proxy appointment in accordance with the instructions on page 20 of the Notice of Meeting.

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PROPERTIES AUSTRALIA

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Further information

You should read this document in full. It contains important information to assist you in your voting decisions.

Growthpoint Properties Australia FY26 Annual Report

Investors are encouraged to read the FY26 Annual Report prior to the Meeting which can be viewed online at **investors.growthpoint.com.au/results-and-reports**

Lodgement of proxy appointments and authorities

To be valid, the proxy appointment (and any power of attorney or other original authority under which it is signed or a certified copy of it) must be received no later than **10:00am (AEDT) on Monday, 9 November 2026.**

Further information can be found on page 20.

A message from the Chair

12 October 2026

Andrew Fay
Independent Chair and Director

Dear Securityholder,

On behalf of the Board, I invite you to join us at the 2026 Annual General Meeting of Growthpoint Properties Australia which will comprise an Annual General Meeting of the shareholders of Growthpoint Properties Australia Limited and a meeting of the unitholders of Growthpoint Properties Australia Trust to be held concurrently at 10:00am (AEDT) on Wednesday, 11 November 2026 (**Meeting**).

The Notice of Meeting sets out the business to be dealt with at the Meeting. You can access a copy at **investors.growthpoint.com.au/agm**.

The items of business to be considered at the Meeting are:

- Growthpoint Properties Australia's annual reports for the financial year ended 30 June 2026 (**FY26**);
- adoption of Growthpoint Properties Australia's FY26 remuneration report;
- re-election of Andrew Fay and Tonianne Dwyer AM as Directors of the Company;
- the grant of long-term incentive performance rights to Growthpoint's Chief Executive Officer and Managing Director (**CEO**), Ross Lees, which form part of his FY27 remuneration arrangements; and
- the grant of the deferred equity component of the CEO's FY26 short term incentive award, which forms part of his FY26 remuneration arrangements.

Norbert Sasse has decided that he will retire from the Board at the conclusion of the Annual General Meeting. Norbert has been integral to the success of Growthpoint Properties Australia since its inception in 2009, being one of the inaugural nominee Directors of Growthpoint Properties Limited (major securityholder of Growthpoint Properties Australia). On behalf of the Board, I would like to thank him for his significant contribution and commitment to Growthpoint and wish him the very best for the future.

The Board recommends that Securityholders vote in favour of each resolution to be considered at the Meeting.

The Meeting will be held in person at Herbert Smith Freehills Kramer, Level 24, 80 Collins Street, Melbourne VIC 3000 and Securityholders are invited to attend the AGM in person. The Meeting audio and presentation will be webcast live at **investors.growthpoint.com.au/agm**.

The Meeting provides a valuable opportunity for the Board to engage with Securityholders and we encourage you to submit questions in advance of the Meeting, by emailing them to **investor.relations@growthpoint.com.au** by 5:00pm (AEDT) on Wednesday, 4 November 2026. Please note that individual responses will not be sent to Securityholders. As the webcast is for viewing only, there will be no facility to ask questions or vote via the webcast.

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If you do not plan to attend the Meeting, you may appoint a proxy to attend and vote on your behalf. To be valid, your completed proxy appointment must be received by no later than 10:00am (AEDT) on Monday, 9 November 2026. Instructions on how to submit your proxy appointment are set out on page 20 of the Notice of Meeting and are available at **investorvote.com.au**.

On behalf of the Board, I would like to thank you for your continued support of Growthpoint Properties Australia, and we look forward to your participation at our 2026 Meeting.

Yours sincerely

Andrew Fay
Independent Chair

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Notice of Meeting

Notice is given that the Annual General Meeting of shareholders of Growthpoint Properties Australia Limited (**Company**) will be held concurrently with a meeting of unitholders of Growthpoint Properties Australia Trust (**Trust**) (together, **Growthpoint Properties Australia** or **Growthpoint**) on Wednesday, 11 November 2026 at 10:00am (AEDT) (**Meeting**).

To participate in the Meeting, you need to attend the venue at Herbert Smith Freehills Kramer, Level 24, 80 Collins Street, Melbourne VIC 3000.

Registration will open at 9:30am (AEDT) on Wednesday, 11 November 2026 (30 minutes prior to the start of the Meeting).

Securityholders should monitor the Growthpoint's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting.

Further information is outlined in the Explanatory Notes (see page 18 – How to attend the Meeting).

Items of business

Item 1: Financial reports – Company and Trust

To receive and consider the financial reports and the reports of the Directors and the auditors in respect of Growthpoint Properties Australia for the financial year ended 30 June 2026.

Note: There is no requirement for Securityholders to approve these reports

Item 2: Remuneration report – Company only

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

"That the Remuneration Report of the Company as contained in Growthpoint Properties Australia's Annual Report for the financial year ended 30 June 2026 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this resolution.

Item 3: Re-election of Directors – Company only

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

(a) *"That Andrew Fay be re-elected as a Director of the Company."*
(b) *"That Tonianne Dwyer AM be re-elected as a Director of the Company."*

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Item 4: Grant of FY27 long-term incentive (LTI) performance rights to CEO – Company and Trust

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

"That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of Performance Rights to Ross Lees as his maximum LTI opportunity for the financial year ending 30 June 2027 under the Growthpoint Properties Australia Employee Incentive Plan and on the terms set out in the Explanatory Notes."

Note: A voting exclusion statement applies to this resolution.

Item 5: Grant of FY26 short term incentive (STI) performance rights to CEO – Company and Trust

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

"That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of Performance Rights to Ross Lees as the deferred equity component of his STI award for the financial year ended 30 June 2026 under the Growthpoint Properties Australia Employee Incentive Plan and on the terms set out in the Explanatory Notes."

Note: A voting exclusion statement applies to this resolution.

Further information

For further information about the items of business, please refer to the Explanatory Notes and Information for Securityholders which accompany and form part of this Notice of Meeting.

Voting exclusions

The following voting exclusions apply in respect of voting at the Meeting.

Voting exclusion statement for Item 2

The Company will disregard any votes cast on Item 2:

- by, or on behalf of, a member of the key management personnel (**KMP**) whose remuneration is disclosed in the Company's Remuneration Report for the year ended 30 June 2026 or their closely related parties, regardless of the capacity in which the votes are cast; or
- as a proxy by a member of the KMP at the date of the Meeting or their closely related parties,

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

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

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Voting exclusion statement for Items 4 and 5

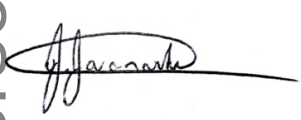
Growthpoint Properties Australia will disregard any votes cast on Item 4 or Item 5:

- in favour of the relevant Item by or on behalf of Ross Lees (CEO) or any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP at the date of the Meeting or any of their closely related parties.

However, this does not apply to a vote cast on Item 4 or Item 5 by:

- a person as proxy or attorney for a person who is entitled to vote on Items 4 or 5 (as applicable), in accordance with directions given to the proxy or attorney to vote on the relevant Item in that way;
- the Chair of the Meeting as proxy for a person who is entitled to vote on Items 4 or 5 (as applicable), in accordance with an express authorisation to vote on the relevant Item as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the relevant Item; and
  - the holder votes on the relevant Item in accordance with directions given by the beneficiary to the holder to vote in that way.

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



Jacqueline Jovanovski
Company Secretary

12 October 2026

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Explanatory Notes

These Explanatory Notes provide Securityholders of Growthpoint Properties Australia with information in respect of the items of business to be considered at the Meeting.

Securityholders should carefully review these Explanatory Notes as well as the sections 'How to attend the Meeting' and 'Information for Securityholders', which form part of the accompanying Notice of Meeting (**Notice**).

Item 1: Financial reports – Company and Trust

The Growthpoint Properties Australia FY26 Annual Report (comprising the financial report, Directors' report and auditor's report for the Company and the Trust) for the financial year ended 30 June 2026 (**FY26**) was released to the ASX, published on our website and distributed to Securityholders who have elected to receive a copy. Securityholders can access a copy of the FY26 Annual Report on Growthpoint's website at **investors.growthpoint.com.au/results-and-reports**.

Neither the *Corporations Act 2001* (Cth) (**Corporations Act**) nor the constitutions of the Company or the Trust require a vote of Securityholders on the reports. However, Securityholders as a whole will be given a reasonable opportunity at the Meeting to ask questions and make comments on the financial statements and reports and the management of the Company. Securityholders will also be able to ask questions of Growthpoint's auditor, Ernst & Young.

Questions relating to content in the auditor's report and conduct of the audit can be sent to **investor.relations@growthpoint.com.au** by no later than **5:00pm (AEDT) on Wednesday, 4 November 2026**. Please note that individual written responses will not be sent to Securityholders.

Item 2: Remuneration report – Company only

The Remuneration Report for FY26 is contained in the Growthpoint Properties Australia FY26 Annual Report from pages 38 to 57 (**FY26 Remuneration Report**). It sets out Growthpoint's remuneration framework, policies and practices that were in place during FY26, and details the remuneration paid to Directors and executive KMP for the year. There will be a reasonable opportunity for Securityholders at the Meeting as a whole to comment on and ask questions about the FY26 Remuneration Report.

The FY26 Remuneration Report disclosed the nil vesting outcome for the relative Total Securityholder Return (**TSR**) performance condition of the FY24 LTI Plan, covering the performance period of 1 July 2023 to 30 June 2026. The FY26 Remuneration Report also noted that the relative return on equity (**ROE**) performance condition of the FY24 LTI Plan would be assessed once the required information for all the comparator group members was available and the vesting outcome would be disclosed in this 2026 AGM Notice of Meeting. The relative ROE performance condition of the FY24 LTI Plan did not meet the vesting threshold and had a nil vesting outcome. Details of vesting for the last three LTI Plans is as follows:

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	ROE Tranche			TSR Tranche		
Plan	**Growthpoint**	**Benchmark**	**Vesting outcome**	**Growthpoint**	**Percentile**	**Vesting outcome**
FY22 LTI Plan	(2.5%)	28.1%	0.0%	(31.6%)	0.0%	0.0%
FY23 LTI Plan	(18.9%)	21.7%	0.0%	(13.8%)	0.0%	0.0%
FY24 LTI Plan	(9.3%)	16.0%	0.0%	(1.4%)	17.7%	0.0%

Securityholders are being asked to vote on the adoption of the FY26 Remuneration Report (Item 2) in accordance with the Corporations Act. The vote is advisory only and will not bind the Directors or the Company, however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

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

The Board unanimously recommends that Securityholders vote in favour of adopting the FY26 Remuneration Report.

Item 3: Re-election of Directors – Company only

Under rule 11.1(d) of the Company's Constitution, three Directors must retire from office at this year's Meeting and are eligible to stand for re-election. In addition, under rule 11.1(e), a Director (other than the Managing Director) may not hold office beyond the third Annual General Meeting following the meeting at which they were last elected or re-elected without seeking re-election.

Norbert Sasse was due to stand for re-election at the Meeting under rule 11.1(e), having been last re-elected in 2023. As outlined earlier in the Chair's letter, Mr Sasse has advised that he will retire from the Board with effect from the conclusion of the Meeting and will not stand for re-election.

Andrew Fay was last re-elected at the 2023 Annual General Meeting and, in accordance with rule 11.1(e), retires and stands for re-election as a Director of the Company at the Meeting.

In accordance with rule 11.1(d), Tonianne Dwyer AM, who was elected at the 2024 Annual General Meeting, will also retire and stand for re-election.

Biographical details of each Director and the Board's recommendation in respect of their re-election are set out below.

Andrew Fay, BAgEc (Hons), A Fin

Andrew was appointed as a Director of the Board in December 2022 and Chair in March 2023.

Andrew is an experienced company director across ASX listed, private and regulated entities. He has over 35 years' experience in financial services, including investments, funds, property, and infrastructure management. Senior executive roles included Chief Executive Officer and Chief Investment Officer of Deutsche Asset Management (Australia) as well as Regional Chief Investment Officer (Asia Pacific) for the broader Deutsche Asset Management group.

Andrew is currently the Chair of Utilities of Australia Pty Limited (Trustee of Utilities Trust of Australia) and a Non-Executive Director of Integral Diagnostics Limited and National Cardiac Pty Limited.

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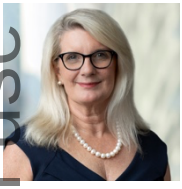
Andrew was formerly a Non-Executive Director of Pendal Group Limited, Spark Infrastructure RE Limited, South Australian and Victorian Power Networks, Gateway Lifestyle Group, Deputy Chair of Cromwell Property Group and an alternate Director for Dexus Property Group.

The Board considers Andrew to be an independent Director.

In recommending his re-election, the Board recognises Andrew's extensive board experience across listed, private and regulated entities, combined with his deep understanding of investment management and governance, contributing significantly to the Board's effectiveness. The Board considers that Andrew's skills, experience and leadership continue to complement the Board's composition and support Growthpoint's long-term objectives and accordingly recommends his re-election as a Director.

Andrew has confirmed that he has sufficient time to meet his responsibilities as a Director of the Company if re-elected.

The Board (with Andrew Fay abstaining) unanimously supports, and recommends that Securityholders vote in favour of, the re-election of Andrew Fay.



Tonianne Dwyer AM, BJuris (Hons), LLB (Hons), FAICD

Tonianne was appointed as a Director of the Board in September 2024.

Tonianne has over 25 years of extensive executive experience across real estate, funds management, investment banking and corporate strategy across a variety of sectors and international markets and is an experienced non-executive company director. She has held senior management roles with Hambros Bank Limited, Société Generale and Quintain Estates & Development in the UK.

Tonianne is currently a non-executive Director of AUB Group Limited and Dyno Nobel Limited, the Deputy Chancellor and member of the Senate of the University of Queensland, and a director of the Sir John Monash Foundation. She is also a Fellow and member of the Queensland Division Council of the Australian Institute of Company Directors, a member of the Takeovers Panel and a member of Chief Executive Women.

Tonianne was formerly a non-executive Director of ALS Limited, OZ Minerals Limited, DEXUS Property Group, DEXUS Wholesale Property Fund, Metcash Limited, Cardno Limited and Queensland Treasury Corporation.

Tonianne is a member of the Audit, Risk and Compliance Committee and the Nomination, Remuneration and HR Committee.

The Board considers Tonianne to be an independent Director.

In recommending her re-election, the Board recognises Tonianne's extensive non-executive director experience across a range of industries and the diverse skill set she brings to the Board, including experience in funds management, investment banking, corporate strategy, finance and governance and risk.

Tonianne has confirmed that she has sufficient time to meet her responsibilities as a Director of the Company if re-elected.

The Board (with Tonianne Dwyer AM abstaining) unanimously supports, and recommends that Securityholders vote in favour of, the re-election of Tonianne Dwyer AM.

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Items 4 and 5: Grant of performance rights to CEO – Company and Trust

Remuneration arrangements for the CEO

Listing Rule 10.15.4 requires this Notice to include details (including the amount) of Ross Lees' current total remuneration package.

Ross' remuneration arrangements for the financial year ending 30 June 2027 (**FY27**) are:

Total annual fixed remuneration (**TFR**)	$1,009,000	Inclusive of base salary and superannuation.
Maximum long-term incentive (**LTI**) opportunity	$1,009,000 (100% of TFR)	Comprises a grant of 480,476 LTI Performance Rights which are subject to a 3-year performance period and achievement against the Performance Conditions and other conditions outlined on pages 12 – 15 (and for which Securityholder approval is sought as part of Item 4) (**FY27 LTI Performance Rights**).
Maximum short-term incentive (**STI**) opportunity	$1,109,953 (110% of TFR)	The STI award is payable in two thirds cash and one third deferred equity. The FY27 STI opportunity is subject to achievement of performance measures set by the Board, assessed after the FY27 financial year end. An overview of the performance measures is outlined in the FY26 Remuneration Report.
Total maximum remuneration opportunity	$3,127,953	

Approval sought from Securityholders

ASX Listing Rule 10.14 requires a listed entity to obtain the approval of the holders of its ordinary securities before it issues any equity securities under an employee incentive scheme to a director or an associate of a director.

Growthpoint is seeking Securityholder approval in accordance with ASX Listing Rule 10.14 for the grant of Performance Rights under Items 4 and 5 to Ross Lees (CEO) under the Growthpoint Properties Australia Employee Incentive Plan (**Plan**) and on the terms set out below. The proposed grant of Performance Rights to Ross Lees, a director of the Company, falls within ASX Listing Rule 10.14.1 and, therefore, requires the approval of Securityholders under ASX Listing Rule 10.14.

Each Performance Right entitles Ross Lees to one Growthpoint ordinary stapled security (**Stapled Security**) on vesting. Growthpoint may issue new Stapled Securities or acquire Stapled Securities on market to satisfy Performance Rights which vest under the Plan. The Board retains a discretion to make an equivalent cash payment in lieu of an allocation of Stapled Securities.

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Growthpoint grants Performance Rights under the Plan because they create alignment between the interests of Ross Lees and Securityholders but do not provide him with the full benefits of Stapled Security ownership unless and until the Performance Rights vest.

The Board accordingly recommends that Securityholders approve the grant of Ross Lees' Performance Rights.

Item 4: Key terms of the CEO's FY27 LTI Performance Rights

The Nomination, Remuneration and HR Committee has adjusted the terms of the FY27 LTI performance rights under Growthpoint's remuneration framework to:

- increase the relative TSR and absolute ROE performance measure weightings to 40% each (previously 33.33%); and
- replace the average growth in FFO per security measure with an absolute third-party funds under management (**FUM**) measure weighted at 20%, reflecting the increasing strategic importance of Growthpoint's funds management business and aligning executive incentives with its long-term growth objectives.

This item seeks advance approval of the CEO's FY27 LTI Performance Rights opportunity. Key terms of the grant of these LTI Performance Rights are as follows:

Maximum Entitlement	Ross Lees has a maximum LTI opportunity of $1,009,000 in respect of FY27, representing 100% of his FY27 TFR.
Number of Performance Rights	480,476 LTI Performance Rights, which has been determined by dividing Ross Lees' maximum entitlement by the volume weighted average price (**VWAP**) of Stapled Securities traded on the ASX calculated for the first 10 trading days after the FY26 full year results release ($2.10), rounded down to the nearest whole Performance Right.
Performance Period	1 July 2026 to 30 June 2029.
Performance Conditions	Vesting of the FY27 LTI Performance Rights is subject to three Performance Conditions based on relative TSR, ROE and third party FUM measure. **TSR Performance Condition – 40% weighting (TSR Component)** TSR is defined as being the amount of dividends/distributions paid/payable by Growthpoint during the Performance Period and the change in the price at which Stapled Securities are traded between the beginning and the end of the Performance Period.

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Performance Conditions (cont.)

Growthpoint's TSR will be assessed against a basket of twelve comparable A-REITs (**TSR Comparator Group**)[1], being those with a focus on similar segments of the market to Growthpoint. Consistent with the performance conditions of the CEO's performance rights in FY26, these are:

- Charter Hall Long WALE REIT (ASX:CLW)
- Region Group (ASX:RGN)
- HomeCo Daily Needs REIT (HDN)
- Charter Hall Retail REIT (ASX:CQR)
- Centuria Industrial REIT (ASX:CIP)
- Abacus Group (ASX:ABG)
- Dexus Industria REIT (ASX:DXI)
- Centuria Office REIT (ASX:COF)
- Cromwell Property Group (ASX:CMW)
- GDI Property Group (ASX:GDI)
- Dexus (ASX:DXS)
- GPT Group (ASX:GPT)

The proportion of LTI Performance Rights comprising the TSR Component that vest, if any, will be based on the following vesting schedule

Growthpoint's TSR rank in the TSR Comparator Group at the end of the Performance Period	**% of TSR Component that vests**
Below the 50th percentile	Nil
At the 50th percentile	50%
Between 50th and 75th percentile	Straight line pro rata vesting between 50% and 100% (i.e. plus 2% for each percentile above the 50th percentile)
At or above 75th percentile	100%

ROE Performance Condition – 40% weighting (ROE Component)

ROE measures the total return on equity employed and accounts for both capital appreciation of the assets of Growthpoint and cash distributions of income. The return will be calculated on the starting net tangible assets (**NTA**) per Stapled Security and includes the change in NTA per Stapled Security over the Performance Period plus the distributions made as a return on the starting NTA per Stapled Security.

[1] The Board has the discretion to adjust the comparator group to account for events including, but not limited to, de-listings, takeovers, and mergers or de-mergers that might occur during the performance period, or where it is no longer meaningful to include a company within the comparator group.

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Performance Conditions (cont.)

The proportion of LTI Performance Rights comprising the ROE Component that vest, if any, will be based on the following vesting schedule:

Growthpoint's ROE performance	% of ROE Component that vests
Below threshold (<7% p.a.)	Nil
Threshold (7% p.a.)	50%
Between threshold and maximum (7% -10% p.a.)	Straight line pro rata vesting between 50% and 100%
Maximum (10% p.a. or greater)	100%

Third-Party Funds Under Management (FUM) Performance Condition – 20% weighting (Third-Party FUM Component)

Third-party FUM is a measure of the value of assets managed on behalf of external investors through Growthpoint's funds management platform.

This performance condition measures the third-party FUM at the end of the Performance Period and excludes capital invested by Growthpoint. This provides a measure of Growthpoint's success in attracting and retaining external investor capital and growing its funds management business over the long term. In setting the performance targets, the Board considered the maturity profile of existing funds during the Performance Period.

The proportion of LTI Performance Rights comprising the Third-Party FUM Component that vest, if any, will be based on the following vesting schedule

Growthpoint's Third-Party FUM at the end of the Performance Period	% of Third-Party FUM Component that vests
Below threshold (<$1.5 billion)	Nil
Threshold ($1.5 billion)	50%
Between threshold and maximum ($1.5 billion - $2 billion)	Straight line pro rata vesting between 50% and 100%
Maximum ($2 billion or greater)	100%

Testing of Performance Conditions and vesting

The Performance Conditions will be tested once, after the end of the Performance Period when all relevant testing information is available, (including TSR information for the TSR Comparator Group), anticipated to be around September 2029. Achievement against the Performance Conditions will be determined by the Board or the Nomination, Remuneration and HR Committee in its absolute discretion, having regard to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board considers appropriate).

The number of LTI Performance Rights that vest (if any) will be determined following completion of testing. LTI Performance Rights on foot following testing will vest into ordinary Stapled Securities on a one for one basis on or around 30 September 2029. Any LTI Performance Rights that do not vest will lapse.

Distribution and voting entitlements	LTI Performance Rights have no dividend, distribution or voting rights prior to vesting. Stapled Securities allocated on vesting of the LTI Performance Rights have the same dividend, distribution and voting rights as other ordinary Stapled Securities.
Cessation of employment prior to LTI Performance Rights vesting	**Ceasing employment for cause or due to resignation (Bad Leaver)** Where employment with Growthpoint is terminated for cause or ceases due to resignation (other than due to death, ill health, disability or retirement), the LTI Performance Rights will lapse, unless the Board determines otherwise. **Ceasing employment for other reasons (Good Leaver)** Where an employee's employment ceases for any reason other than for cause or due to resignation, a pro-rata number of the LTI Performance Rights (based on the proportion of the Performance Period that has elapsed at the time of cessation) will remain on foot and remain subject to their original terms, as though that employee had not ceased employment. The balance of LTI Performance Rights will lapse at cessation. However, the Board retains a discretion to determine to vest, lapse or leave on foot some or all of these LTI Performance Rights.
Takeover or Scheme	In summary, the Plan Rules provide that in the event of each of: • a takeover bid being recommended by the Board or becoming unconditional; and • a scheme of arrangement, reconstruction or winding up of Growthpoint being put to Securityholders, (**Takeover Event**) some or all of the LTI Performance Rights may vest or may remain on foot at the Board's discretion.
Malus and clawback	The Board has broad 'malus and clawback' powers to determine that LTI Performance Rights lapse, Stapled Securities are forfeited, or that amounts are to be repaid in certain circumstances (for example, in the case of fraud or dishonesty or where there is a material breach of obligations to the Group).

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Item 5: Key terms of the CEO's FY26 STI Performance Rights

This item seeks approval of the grant of 101,047 STI Performance Rights to the CEO. These Performance Rights comprise the deferred equity component ($217,252) of his FY26 STI award ($651,756) as determined by the Board following assessment against applicable performance measures.

Further details regarding Ross Lees' FY26 STI award, the FY26 STI performance measures and achievements are set out in the FY26 Remuneration Report.

Key terms of the STI Performance Rights are as follows.

Performance Period	1 July 2025 to 30 June 2026.
Number of Performance Rights	101,047 STI Performance Rights. The number of Performance Rights has been determined by dividing the deferred equity component of Ross Lees' FY26 STI award by the 10-day VWAP of Stapled Securities over the first 10 trading days of FY27 (being $2.15), rounded down to the nearest whole Performance Right.
Vesting Dates and Vesting Conditions	Subject to service, dealing and forfeiture conditions: • 50% of the STI Performance Rights will vest on 30 June 2027; and • the balance will vest on 30 June 2028.
Distribution and voting entitlements	The STI Performance Rights do not carry any voting rights prior to vesting. Ross Lees is entitled to receive the benefit of distributions paid on unvested STI Performance Rights via a cash equivalent payment at the time of distribution payment by Growthpoint. Stapled Securities allocated on vesting of the STI Performance Rights have the same dividend, distribution and voting rights as other Stapled Securities.
Cessation of employment	Same as the terms of the FY27 LTI Performance Rights (Item 4), other than in a Good Leaver scenario, all rights stay on foot and remain subject to their original terms, as though Ross Lees had not ceased employment. However, the Board retains discretion to determine to vest, lapse or leave on foot some or all of the STI Performance Rights
Takeover or Scheme	In the event of a Takeover Event, the treatment of the STI Performance Rights is the same as the terms of the FY27 LTI Performance Rights (Item 4). However, if an actual Takeover Event occurs before the Board has exercised its discretion, the STI Performance Rights will vest.
Malus and clawback	Same as the terms of the FY27 LTI Performance Rights (Item 4).

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Additional information in relation to Items 4 and 5:

- Ross Lees is the only Director of the Company (or associate of a Director) entitled to participate in the Plan under which Performance Rights are granted.
- The ASX Listing Rules require this Notice to state the number and average price of securities received by Ross Lees under the Plan since its establishment in November 2011. 1,114,491 Performance Rights have been issued to Ross Lees under the Plan at no cost:
  - 292,682 FY25 LTI Performance Rights;
  - 96,712 FY25 STI Performance Rights;
  - 393,145 FY26 LTI Performance Rights; and
  - 331,952 Sign on Award Performance Rights.
- No loans have been granted to Ross Lees in connection with the Plan, including in connection to the issuance contemplated in relation to Items 4 and 5.
- If approval is obtained for Items 4 and 5, it is anticipated that the relevant Performance Rights will be granted to Ross Lees shortly after the Meeting, and in any event, no later than 12 months after the Meeting. If Item 4 or Item 5 is not approved, the Board will consider alternative arrangements to appropriately remunerate and incentivise Ross Lees, including payment in cash.
- The Performance Rights comprising Items 4 and 5 will be granted at no cost to Ross Lees and no amount is payable on vesting of the Performance Rights.
- Details of any securities issued pursuant to this approval under the Plan will be published in Growthpoint's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14, unless an exception under Listing Rule 10.16 applies.

A voting exclusion statement applies to the resolution for Items 4 and 5, as set out in the Notice.

The Board (with Ross Lees abstaining) unanimously recommends that Securityholders vote in favour of the proposed resolutions for Items 4 and 5.

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How to attend the Meeting

Securityholders and proxies may attend the Meeting in person at Herbert Smith Freehills Kramer, Level 24, 80 Collins Street, Melbourne VIC 3000.

We encourage you to arrive 30 minutes prior to the Meeting so that we can check your voting entitlement against the register of Securityholders and note your attendance. If you are appointed as a proxy, please identify yourself to the registration team.

The Meeting audio and presentation will be webcast live at **investors.growthpoint.com.au/agm**. Securityholders will not be able to vote or ask questions via the AGM webcast but questions can be submitted in advance (see below).

Submitting questions

Securityholders are encouraged to submit questions in advance of the Meeting, including questions for Growthpoint's auditor, by emailing **investor.relations@growthpoint.com.au** or at **investorvote.com.au** by **5:00pm (AEDT) on Wednesday, 4 November 2026.** Questions for the auditor must relate to the content of the auditor's report or the conduct of the audit of Growthpoint's 2026 financial report.

Please note that individual responses will not be sent to Securityholders.

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Information for Securityholders

Voting and voting entitlements

The Board has determined that for the purposes of voting at the Meeting, Stapled Securities will be taken to be held by persons who are registered as Securityholders as at **7.00pm (AEDT) on Monday, 9 November 2026**.

Voting on resolutions at the Meeting will be conducted by way of a poll. For a resolution of the Company, on a poll, Securityholders have one vote for every fully paid Stapled Security held. For a resolution of the Trust, on a poll, Securityholders have one vote for every dollar of the total interest they have (calculated by reference to the last sale price of Stapled Securities on the ASX on Tuesday, 10 November 2026).

The resolutions to be put to the Meeting as Items 2 to 5 are ordinary resolutions which must be passed by more than 50% of the total votes cast on the resolution by Securityholders present or by proxy, attorney or corporate representative and entitled to vote.

Corporations and attorneys

A corporate Securityholder who appoints an individual as its corporate representative must ensure that the appointment complies with section 250D (for the meeting of the Company) and 253B (for the meeting of the Trust) of the Corporations Act and must provide Computershare with satisfactory evidence of the appointment by **10:00am (AEDT) on Monday, 9 November 2026**. A form of the appointment may be obtained by contacting Computershare on 1300 665 792 (if calling from within Australia) or +61 3 9415 4366 if calling from outside Australia.

Where a Securityholder appoints an attorney to act on their behalf at the Meeting, such appointment must be made by a duly executed power of attorney which must be received by Computershare by **10:00am (AEDT) on Monday, 9 November 2026**.

Proxies

A Securityholder who is entitled to attend and cast a vote at the Meeting may appoint a proxy to attend and vote for them at the Meeting or any adjournment or postponement of that Meeting. Proxies need not be Securityholders. Growthpoint encourages all Securityholders to submit a proxy vote ahead of the Meeting even if they plan to attend the Meeting. This will ensure that your vote will be counted if for any reason circumstances change and you cannot participate on the day.

A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings; and
- provides satisfactory evidence of the appointment of its corporate representative to Computershare by **10:00am (AEDT) on Monday, 9 November 2026**.

The proxy appointment enables Securityholders to direct their proxy to vote For, Against, or Abstain from voting on a resolution.

If a Securityholder is entitled to cast two or more votes at the Meeting, the Securityholder may appoint two proxies and may specify the proportion or number of votes each proxy may exercise. Securityholders are requested to show on the appointment a specified number or

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proportion of the Securityholder's voting rights which the proxy may exercise. If no such proportion is specified, each proxy may exercise half of the Securityholder's votes.

If a Securityholder appoints a proxy but later decides to attend the Meeting themselves, they will be able to vote on the items of business at the Meeting but if the Securityholder does vote on an item of business, their proxy is not entitled to vote, and must not vote, as the Securityholder's proxy on the item of business.

If your appointed proxy does not attend the Meeting, or does not vote as directed, your proxy will automatically default to the Chair of the Meeting, who is required to vote available proxies as directed on a poll.

Voting exclusions apply to Items 2, 4 and 5 under the Corporations Act and ASX Listing Rules. If you intend to appoint a member of the KMP (other than the Chair of the Meeting) or any of their closely related parties as your proxy, please ensure that you direct them how to vote on Items 2, 4 and 5 on the proxy appointment. Similarly, if you intend to appoint an associate of Ross Lees (CEO) as your proxy, please ensure that you direct them how to vote on Items 2, 4 and 5.

If you intend to appoint the Chair of the Meeting as your proxy, you can direct the Chair of the Meeting how to vote by marking the boxes for Items 2, 4 and 5 (for example if you wish to vote against or abstain from voting). If you do not direct the Chair of the Meeting how to vote (or the Chair of the Meeting becomes your proxy by default), by submitting the proxy appointment, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Items 2, 4 and 5 as he sees fit.

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

Lodgement of proxy appointments and authorities

To be valid, the proxy appointment (and any power of attorney or other original authority under which it is signed or a certified copy of it) must be received no later than **10:00am (AEDT) on Monday, 9 November 2026** in one of the following ways:

- **Online:**
  - Proxy appointments can be lodged online at **investorvote.com.au** by following the instructions on the website. Securityholders who have elected to receive this Notice electronically or have provided their email address to Growthpoint will have received an email with a link to the Computershare site. You will need your SRN/HIN and your postcode to lodge the proxy appointment online. Securityholders who have not received an email will need a six-digit Control Number (being 188180) to lodge the proxy appointment online.
  - Intermediary online subscribers only (custodians) can lodge a proxy appointment online at **intermediaryonline.com.**
- **Mail or facsimile:** The hard copy proxy form and authorities must be returned by:
  - post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001; or
  - facsimile to Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- Securityholders can also request a proxy form or a copy of this Notice by contacting Computershare on 1300 665 792 (if calling from within Australia) or +61 3 9415 4366 if calling from outside Australia.

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Future Securityholder communications

We encourage all Securityholders to receive their securityholding information electronically. This is the most efficient and sustainable way to receive communications. To change your preference to electronic communications, please login using your Securityholder details at **www-au.computershare.com/Investor**.

You can make an election as to how you would like to receive certain documents (including annual reports, notices of meeting and proxy forms) as follows:

- standing election to receive the documents in physical or electronic form;
- one-off request to receive a document in physical or electronic form; or
- election to not receive Growthpoint's annual report. Growthpoint's annual reports are always available online in our results and reports section.

To make an election, or a one-off request, or if you would like further information, contact Computershare by phone or email, or log in at **www-au.computershare.com/Investor** and follow the prompts.

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Notes

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2026 Annual General Meeting

Growthpoint Properties Australia
Level 18, 101 Collins Street, Melbourne VIC Australia
growthpoint.com.au

GROWTHPOINT
PROPERTIES AUSTRALIA

GROWTHPOINT PROPERTIES AUSTRALIA

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

Need assistance?

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

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) Monday, 9 November 2026**

12 October 2026

Growthpoint Properties Australia Annual General Meeting

Dear Securityholder,

On behalf of the Board, I invite you to join us at the 2026 Annual General Meeting of Growthpoint Properties Australia (**AGM**) which will comprise an Annual General Meeting of the shareholders of Growthpoint Properties Australia Limited (**Company**) and a meeting of the unitholders of Growthpoint Properties Australia Trust (**Trust**) to be held concurrently at **10:00am (AEDT) on Wednesday, 11 November 2026**.

Attending the AGM

Securityholders can physically attend the AGM at Herbert Smith Freehills Kramer, Level 24, 80 Collins Street, Melbourne, VIC, 3000. If a Securityholder is not able to attend the AGM, they are encouraged to appoint a proxy to attend and vote on their behalf.

The meeting audio and presentation will be webcast live at investors.growthpoint.com.au/agm. As the webcast is for viewing only, there will be no facility to ask questions or vote via the webcast.

Notice of Meeting

Our Notice of Meeting is available on our website at growthpoint.com.au/2026-AGM.

Securityholder questions

Securityholders are encouraged to submit questions in advance of the AGM by emailing investor.relations@growthpoint.com.au or submitting them online at www.investorvote.com.au prior to **5:00pm (AEDT) on Wednesday 4 November 2026.** We will endeavour to answer as many of the questions asked as possible during the meeting.

Securityholder emails

We encourage all Securityholders to receive their security holding information electronically. To change your preference to electronic communications, please login using your securityholder details at www-au.computershare.com/Investor.

We thank you for your continued support of Growthpoint Properties Australia and look forward to welcoming you to our AGM.

Andrew Fay
Independent Chair

Lodge your proxy online:

Online:

Appoint your proxy online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 189166

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Instructions on how to lodge a proxy appointment are available at www.investorvote.com.au and in our Notice of Meeting available on our website at growthpoint.com.au/2026-AGM.

Securityholders are encouraged to appoint a proxy ahead of the AGM even if they plan to attend the AGM.

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

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GROWTHPOINT PROPERTIES AUSTRALIA

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

Need assistance?

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

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Monday, 9 November 2026.**

Proxy Form

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How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

Attending the Meeting after appointing a proxy: A proxy is not revoked by the appointing securityholder attending and taking part in the meeting, unless the appointing securityholder votes at the meeting on a resolution(s) for which the proxy is proposed to be used. In which case the proxy must not vote, as the appointor's proxy or attorney on the resolution.

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

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: If the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: If this form is signed under Power of Attorney and you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it. By signing this form you declare that you have not received any notice of revocation of your appointment as attorney.

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

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Appoint a proxy online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 189166

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Growthpoint Properties Australia Limited (Company) and unitholder(s) of Growthpoint Properties Australia Trust (Trust) (together, Securityholder(s) of Growthpoint Properties Australia) hereby appoint

☐ **the Chair of the Meeting** **OR** _____

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Growthpoint Properties Australia to be held at Herbert Smith Freehills Kramer, Level 24, 80 Collins Street, Melbourne VIC 3000 on Wednesday, 11 November 2026 at 10:00am (AEDT) and at any adjournment or postponement of that meeting (**the Meeting**).

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or if the Chair becomes my/our proxy by default), by submitting this proxy form I/we expressly authorise the Chair to exercise my/our proxy on Items 2, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Items of business 2, 4 and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Item 2	Remuneration report - Company only	☐	☐	☐
Item 3a	Re-election of Director – Andrew Fay - Company only	☐	☐	☐
Item 3b	Re-election of Director – Tonianne Dwyer AM - Company only	☐	☐	☐
Item 4	Grant of FY27 long-term incentive (LTI) performance rights to CEO – Company and Trust	☐	☐	☐
Item 5	Grant of FY26 short term incentive (STI) performance rights to CEO – Company and Trust	☐	☐	☐

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

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number	Email Address

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