



21 November 2018

ASX ANNOUNCEMENT

GROWTHPOINT PROPERTIES AUSTRALIA (ASX Code: GOZ)

Presentation to the combined Annual General Meeting and General Meeting

Pursuant to ASX Listing Rule 3.13.3, the Chairman's and Managing Director's address for today's combined Annual General Meeting of Growthpoint Properties Australia Limited and General Meeting of the unitholders of Growthpoint Properties Australia Trust are attached, along with the presentation slides

Webcast

Today's combined meeting will be webcast live at <https://edge.media-server.com/m6/p/8gs4g8bz> for the benefit of securityholders not being able to be present.

A link to a recording of this webcast will be made available on Growthpoint's website shortly after the conclusion of the meetings.

For further information, please contact:

Investor Relations and Media

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Growthpoint Properties Australia

Growthpoint Properties Australia is a publicly traded ASX listed A-REIT (ASX Code: GOZ) that specialises in the ownership and management of quality investment property. GOZ owns interests in a diversified portfolio of 58 office and industrial properties throughout Australia valued at approximately \$3.4 billion and has an investment mandate to invest in office, industrial and retail property sectors.

Growthpoint is included in the S&P/ASX 200 Index and has been issued with an investment grade rating of Baa2 for senior secured debt by Moody's.

GOZ aims to grow its portfolio over time and diversify its property investment by asset class, geography and tenant exposure through individual property acquisitions, portfolio transactions and corporate activity (M&A transactions) as opportunities arise.

www.growthpoint.com.au

Annual General Meeting of Growthpoint Properties Australia
Limited

Meeting of the unit holders of Growthpoint Properties
Australia Trust

CHAIRMAN'S ADDRESS

Location: Level 42, 101 Collins Street, Melbourne, Vic 3000

Date: Wednesday, 21 November 2018

Time: 2.00 pm

Welcome to the combined annual general meeting of Growthpoint Properties Australia Limited and the general meeting of Growthpoint Properties Australia Trust. I am your Chairman, Geoff Tomlinson.

Please note that today's proceedings are being webcast live for the benefit of securityholders not able to be present. A link to a recording of this webcast will be made available on Growthpoint's website approximately two hours after the close of today's meeting.

As we have a quorum for these meetings, I am pleased to declare the meetings officially open.

The notice of meetings was sent to all securityholders on 23 October 2018 and I propose to take it as read.

I will start by introducing our Directors. They are, from your right, Timothy Collyer, our Managing Director; Maxine Brenner; Estienne de Klerk; Grant Jackson; Francois Marais; Norbert Sasse and our recently appointed director, Josephine Sukkar.

Also present today is Yien Hong, our Company Secretary and General Counsel. And I would also like to introduce the other members of Growthpoint's executive management team, being our Chief Financial Officer, Dion Andrews, and our Chief Investment Officer, Michael Green, who are both seated at the front of the audience.

I would also like to welcome, Dean Waters of KPMG, a representative from our auditors

Finally, I would like to welcome Growthpoint's employees, most of whom are also present today.

Turning to the agenda for today. We will commence with my short address, which will be followed by:

1. A presentation on the business, its recent performance and future strategy by Managing Director Tim Collyer;
2. We will then move to a presentation of the combined annual report for the company and the trust. I will call for questions and comments following the presentation of these accounts. The company's auditors, KPMG, are in attendance to answer any questions securityholders may have in relation to the audit, the auditor's report, the accounting policies adopted and the independence of the auditor. Please address questions to me in the first instance and I will direct them as appropriate.

3. I will then explain the voting procedures and address each of the remaining items of business set out in the notice of meetings. Securityholders will have the opportunity to ask questions or make comments in relation to each item.

After the meeting, directors, management and KPMG will be available for discussions with individual securityholders over refreshments to be served in this room.

The 2018 financial year was another strong year for Growthpoint with the Group continuing to execute on its strategy and grow distributions for Securityholders.

Over the year to 31 October 2018, investors in Growthpoint securities achieved a total return of 16%. This performance is well in excess of the broader ASX300 A-REIT Acc Index and pleasingly the Group continues to outperform this benchmark over longer term time horizons. I'll touch on some of the reasons for this outperformance in a few moments.

It's also pleasing to point out the history of strong growth in Funds from Operations and Distributions achieved for Securityholders, delivering a 5-year compound annual growth rate of 4.2% and 3.9% respectively.

We believe this performance is the product of a clear and consistent business model that the Group has progressed and remains largely unchanged since inception as Growthpoint in 2009.

After broadening the investment mandate to office, industrial and retail, the portfolio has grown from \$650 million of purely industrial assets to now being over \$3.4 billion of office and industrial property. To date, we have made a deliberate decision not to invest in retail property and this decision has proved to be the right one.

Our strategy of acquiring high quality properties with stable income backed by high quality tenants remains relevant today. Strong fundamentals in the office and industrial sectors support the Group continuing to execute in these preferred markets, with a focus on continually improving and diversifying the property portfolio and tenant profile.

Before I hand over to Tim Collyer I'd like to talk a little about the progress that's been made over the past 5 years at Growthpoint and provide some observations about how growth across key property and financial metrics has been supported by a growing ESG focus.

Turning to slide 4 of the presentation and you can see from the growth in property, distributions and market capitalisation there has been good momentum in the business over the past five years. Pleasingly over the same time period we have managed to diversify our tenant and property exposures as the portfolio has grown, while also reducing gearing.

These key property metrics have been supported by ongoing improvements in ESG.

Since our inaugural Sustainability report was published in FY16 we have consistently improved our scores in global benchmarking surveys on environmental disclosures, such as the Carbon Disclosure Project and GRESB.

The overall NABERS rating of the portfolio continues to improve and gender equality improvements have been made at an employee and board level, with over half of Growthpoint's employees now women.

We place a high importance on sustainability and governance at Growthpoint and while we recognise we're on a long road, we

believe the progress we've made has contributed to our outperformance in total returns to Securityholders.

Finally, recognising the increasing burden of energy costs for our tenants, and with a view to reducing our carbon footprint as an organisation, Growthpoint made a commitment in FY17 to move to net zero emissions across all operationally controlled properties in the portfolio by 2050.

To progress this commitment the Group has identified a number of potential solar projects it will look to implement over FY19.

Investment in these projects demonstrates a genuine commitment to renewable energy being made by the Group, while importantly making our property portfolio more efficient to attract high quality tenants and underpin the growing distributions we aim to deliver.

In summary, we believe the Group is well positioned to continue providing Securityholders with strong returns. FY18 was another year in a long track record of consistent delivery for the Group and I wish to thank Tim Collyer, his executive team and all of Growthpoint's employees for their hard work in contributing to another successful year.

I will now hand over to the Managing Director, Tim Collyer.

MANAGING DIRECTOR'S ADDRESS

Thankyou Geoff.

Security holders, ladies and gentlemen, I welcome you to the Growthpoint Properties Australia 2018 Annual General Meeting.

Today, I will provide an overview of how we see the market, some highlights of the Group for FY2018, a review of the Group's high-quality property portfolio and comments on where we see growth coming from over the next few years.

Whilst we operate in a competitive commercial property market, conditions remain supportive, particularly in office and industrial property sectors where Growthpoint invests.

- Australia's economy is performing well with annual GDP growth last measured at 3.4% and the unemployment rate reaching 5.0% in September. Strong population growth, above long-term averages, exceeds that of other developed countries.
- Business confidence and conditions remain buoyant as shown by the NAB Business Survey, with business conditions well above the long run average reflecting a healthy business sector.
- In regards to the property sector we note:
 - o The structural change in the retail property sector with a growing on-line market share, which has benefitted the industrial property sector with greater occupier demand.

- o Huge infrastructure spending by Federal and State Governments totaling \$324 billion which is supportive of the economy, our growing cities, as well as the accessibility of non-CBD precincts where a large proportion of our office building and industrial investment are located.
- o For commercial real estate investors, relatively low inflation reduces upward pressure on domestic bond yields. This helps to maintain the positive property income/bond yield spread which, combined with relatively attractive yields compared to many international markets, suggests investment demand for Australian commercial real estate should remain solid.

These positive economic fundamentals, coupled with record low office vacancy in Sydney and Melbourne and increasing occupier demand in the industrial sector, leave us well positioned to take advantage of future rent growth in markets where we have significant investment.

FY2018 was a successful one for Growthpoint.

Funds from Operation, akin to earnings, was 25.0 cents per security, significantly higher than Growthpoint's initial guidance of 23.6cps provided at the beginning of the financial year.

A distribution of 22.2 cents per security was paid to securityholders, 3.3% above the prior year.

Acquisitions totaled \$205.4 million, whilst a significant sale of the Woolworths Distribution Centre at Mulgrave, VIC for \$90.75 million, achieved a price 38% above book value.

A fall in capitalisation rates and good leasing results over the year, provided for a 6.2% increase in property asset values, on a like for like basis, which assisted strong growth in Net Tangible Assets per security of 10.8%, to \$3.19 per security.

Growthpoint's capital management position is healthy, with gearing at the end of the financial year at 33.9%, just below the bottom end of the Group's target range of 35% to 45%. Following the settlement of West Perth and the recently announced Newstead office acquisition, gearing will be between 37.6% and 38.8%. Average debt maturity was maintained at 5 years after \$515m of debt was extended over the year.

Growthpoint's property portfolio has grown in the office and industrial sectors and is valued at \$3.4 billion today. Our industrial portfolio has grown significantly in size since 2009 as we have re-positioned into favored geographies, while our office portfolio, valued at \$2.2 billion, makes Growthpoint the largest metro-office landlord listed on the ASX.

Growthpoint has a mandate to invest in retail property but we have not done so. A Board review of the retail property market in May 2018 determined that this market will be difficult for some time and that opportunities may present themselves long term when relative asset pricing and yields are more attractive.

Growthpoint's distribution is underpinned by the rental income we receive from tenants in our buildings, so we place a lot of focus on the quality of each tenant and their ability to pay rent over the lease term. The top 10 tenants include federal and state governments and larger international and domestic companies. The portfolio weighted average lease expiry is 5.1 years.

Portfolio occupancy is high, with only 2% vacancy, and near-term lease expiries are minimal. We have commenced discussions with key tenants that have lease expiries in FY20 and FY21.

Tenants of the portfolio typically have fixed annual rental increases or a review mechanism incorporating the Consumer Price Index. The weighted average rent review is 3.3% across the property portfolio, providing a growing rental cashflow to securityholders.

Growthpoint Australia's largest investor is Growthpoint Properties Limited of South Africa, or GRT, who first invested in the Group in August 2009. GRT holds 66% of the issued capital, valued at over \$1.6 billion on today's share price. GRT is a long-term investor and has provided considerable capital to assist the expansion of the Group. GRT has stated its intention to increase its investment outside South Africa and Growthpoint Australia remains a key platform for this internationalisation strategy.

Growthpoint is conservative about financial management and is in a good financial position. The Group has:

- A long dated weighted average debt maturity of 5.0 years,
- Gearing at the bottom of the target range
- A low cost of debt of 4.4% per annum and hedging and fixed interest rate debt covering 82% of all debt, providing a level of certainty over interest costs

- Debt that is diversified to a number of lenders. We have access to domestic bank debt, international debt providers and debt capital markets here and offshore
- Debt headroom to fund future growth opportunities

On Monday we announced the exciting acquisition of a modern A-Grade office building in Newstead, Brisbane. The acquisition represented a great opportunity to build a position in the exciting urban renewal precinct of Brisbane. The building is modern, built in 2014, and has high green credentials with a 5.5 star NABERS energy rating. We were particularly attracted to the long WALE of the transaction, exposure to new high quality ASX-listed tenants, and attractive rent review structures.

The \$250 million acquisition is being funded partly by debt and an equity raising of up to approximately \$135m from existing Growthpoint investors. The price of \$3.46 per security is a 4.2% discount to the last traded Growthpoint share price and represents an attractive FY19 DPS yield of 6.7% for Securityholders who wish to take up their allocation in the rights offer. Further information is available on Growthpoint's website and retail investors will be sent their offer booklets from Monday next week, 26 November.

The Group has been progressing a number of exciting opportunities and will continue to progress these over the next 12 to 18 months which will underpin future earnings and distribution growth.

These include the development of the 19,300 square metre Botanicca 3 office building at Richmond, Victoria, valued on completion in excess of \$150 million. The development, at groundworks level, will be completed in Quarter 2, 2020. The leasing

campaign for this A grade office, with high green credentials, is meeting with positive early momentum. We expect a yield on cost of between 7.5% and 8.5% when fully let.

In respect of two key Woolworths Distribution sites, we are working on strategies that will enhance value and long-term rental income for securityholders.

Growthpoint continually evaluates the market for direct acquisition opportunities and has evaluated over \$1.0 billion of properties for sale since June 2018. We take a patient approach and invest only when the timing is right and the fundamentals of the property are attractive to Growthpoint.

This was the case with the West Perth acquisition, which came after a long period of due diligence, a number of visits to Perth and regular reviews of key indicators of an improving market, including following vacancy rates, the leasing market and sales that had taken place. The Perth office market is improving and we have purchased a quality A grade office building, leased to the Federal Government for over 8.0 years.

In the listed market, where A-REIT merger and acquisition activity is significant, we continue to hold an 18.2% interest in ASX listed Industrial REIT and review other listed market opportunities for investment. In respect of IDR, we will continue to review GOZ's strategic options in respect of this investment (M&A, hold or sell) and are pleased with the distribution yield Growthpoint securityholders receive on the \$68 million original investment.

M&A activity in the A-REIT sector has been significant and will, most likely, continue for a period. Offshore investors are attracted to A-REIT's because of the yields on offer, the opportunity to achieve scale and the ability to secure domestic management platforms. With several A-REIT's in the office and industrial sectors to be delisted

and cash consideration being paid to investors, there has been heightened interest in Growthpoint as an investment proposition from both domestic and offshore investors.

To the outlook. Growthpoint's FY2019 guidance is for FFO of "at least" 24.8 cents per security and a distribution of 23.0 cents per security, 3.6% higher than FY2018.

Our strategy of investing in favored Australian office and industrial sectors that show superior growth prospects will continue. We believe property sectors reliant on the consumer and households for growth in revenue will struggle in the period ahead. This may present opportunities for Growthpoint in the longer term.

Growthpoint provides investors with an attractive distribution yield, backed by a quality property portfolio, with growth in distributions targeted at 3.0% to 4.0% per annum.

As we move closer towards our 10th anniversary in late 2019, we are reminded of the Group's strategy established at its commencement - to provide securityholders with a growing distribution income and capital growth from investment in a quality commercial property portfolio, diversified by sector, geography and tenant. This strategy has served the Group very well and will be our focus going forward.

Growthpoint Properties Australia

Growthpoint Properties Australia Trust ARSN 120 121 002

Growthpoint Properties Australia Limited ABN 33 124 093 901 AFSL 316409

www.growthpoint.com.au

space
to thrive

2018 **Annual General Meeting**

21 November 2018

GROWTHPOINT
PROPERTIES





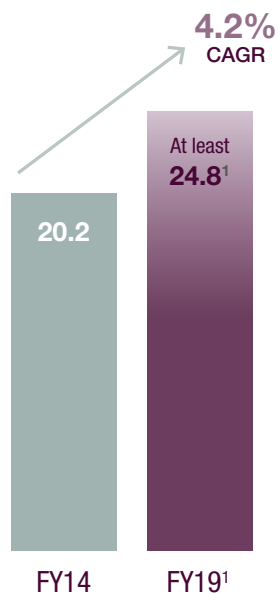
Chairman's address

A1, 32 Cordelia Street and
A4, 52 Merivale Street, South Brisbane, QLD

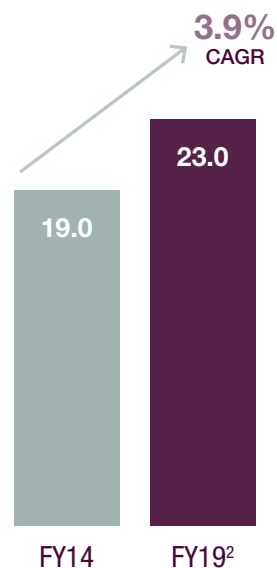
Simple business model – strong track record of returns

- Investment mandate and business model unchanged since inception in 2009
- Strategy remains relevant, delivering strong track record of Securityholder returns
- Focus to continue on acquiring quality property with stable income and long-term growth prospects

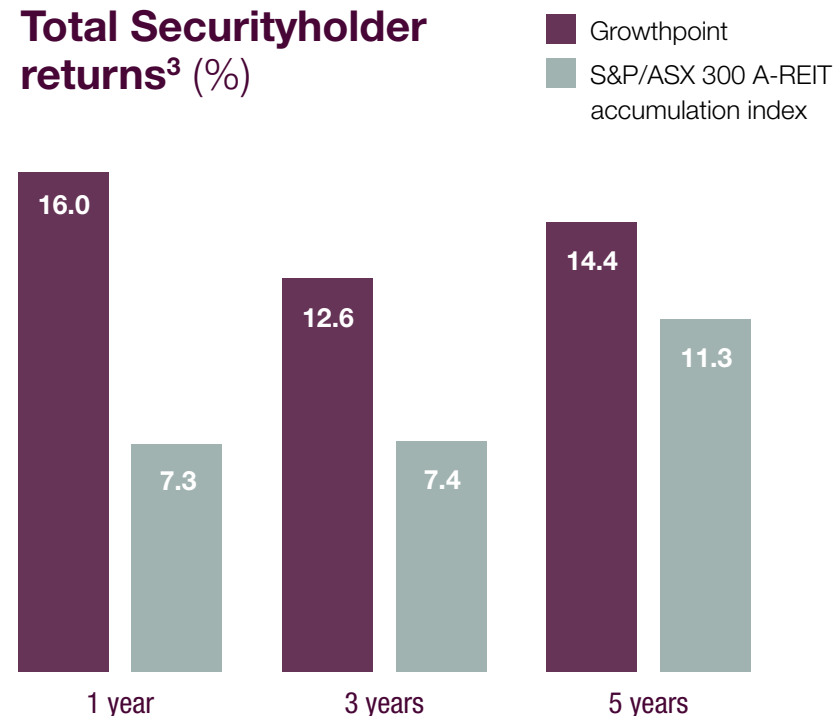
Funds From Operations (cps)



Distributions (cps)



Total Securityholder returns³ (%)



1. FY19 guidance following recently announced acquisition of 100 Skyring Terrace, Newstead, QLD. Assumes 0% participation from non-GRT Securityholders. Pro forma FY19 FFO guidance of at least 24.7 cents per security assuming 100% participation from non-GRT Securityholders. Detailed assumptions outlined on slide 13 of investor presentation released to ASX on 19 November 2018.

2. FY19 Guidance.

3. Source: UBS Investment Research. Annual compound return to 31 October 2018.

Five years of growth¹



Property portfolio value

 **103%**

from \$1,694m to \$3,447m



Distribution per security

 **21%**

from 18.3 cents to 22.2 cents



Market capitalisation

 **152%**

from \$967m to \$2,438m



Gender diversity of employees

 **50%**

(30 June 2013: 18% women)



Gender diversity of Board

 **25%**

(30 June 2013: 17% women)



NABERS average energy rating

 **4.6★**

(30 June 2013: N/A)

1. FY13 to FY18.



Managing Director's address

836 Wellington Street, West Perth, WA

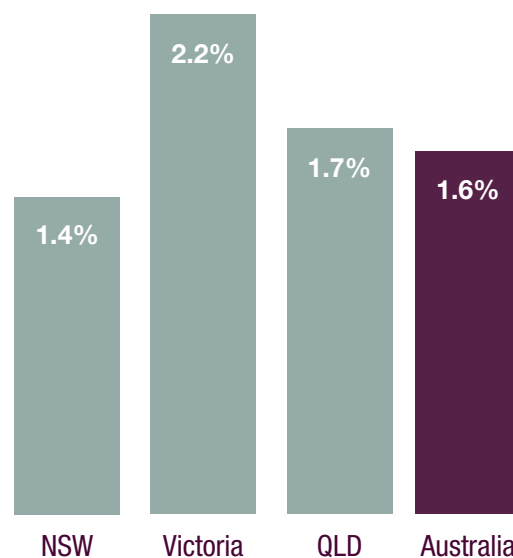
Conditions remain supportive of Commercial property

- Ongoing demand for high quality office and industrial property
- Buoyant economy and strong business conditions driving leasing demand
- \$324 billion¹ infrastructure investment to benefit metro office and industrial property markets

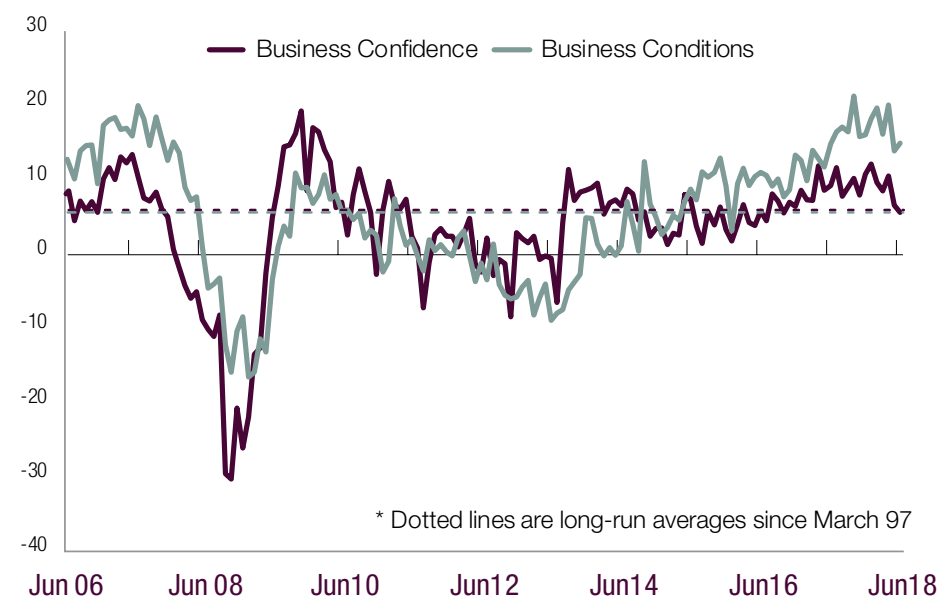
Unemployment¹



Population growth²



NAB Business Survey (net balance)³



1. Source: Australian Bureau of Statistics (ABS), September 2018 (seasonally adjusted).

2. Source: ABS, November 2018.

3. Source: NAB Group Economics.

FY18 Highlights



Securityholder returns

- > **25.0** cents in Funds From Operations (FFO) per security
- > **22.2** cents in distributions per security
- > **22.3%** Total Securityholder Return¹ over the 12 months to 30 June 2018



Significant Transactions

- > Acquisitions: **\$205.4m**
- > Divestments at premium to book value: **\$90.8m**
- > New **19,300 sqm** office development to begin in Richmond, Victoria



Property

- > Like-for-like valuation uplift of **\$193.8m**, or 6.2% over FY18
- > Cap rate compression of 28 bps to **6.25%**
- > **132,433 sqm** of leasing completed²



Capital Management

- > Lowered gearing to **33.9%**
- > Maintained Weighted Average Debt Maturity at **5 years**
- > Net tangible assets increased 10.8% to **\$3.19** per security

1. Source: UBS Investment Research.

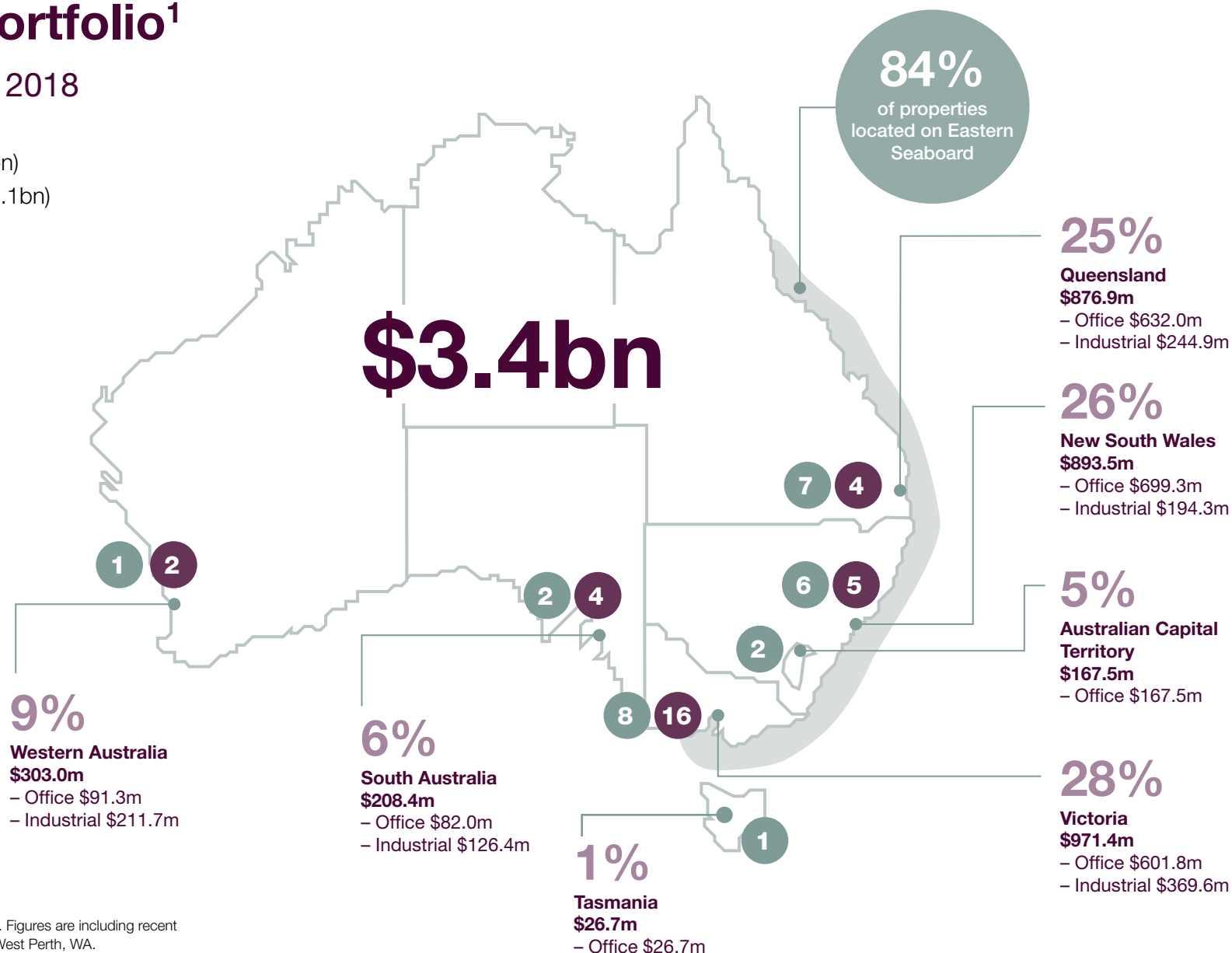
2. Includes leasing completed post 30 June 2018.

Property Portfolio¹

At 30 September 2018

Office properties (\$2.2bn)
Industrial properties (\$1.1bn)

(number of assets)



1. Figures may not sum due to rounding. Figures are including recent acquisition of 836 Wellington Street, West Perth, WA.

Property Portfolio¹ (continued)

Top ten tenants

by passing rent as at 30 September 2018

	Tenant type	Credit rating ²	%	WALE (yrs)
Woolworths	Listed	Baa2	15	4.2
NSW Police	State Gov	Aaa	9	5.7
Commonwealth of Australia	Fed Gov	Aaa	8	7.8
Country Road / David Jones	Multi-national	n/a	4	13.7
Linfox	Private	n/a	4	4.7
Samsung Electronics	Listed	A1	3	3.5
Lion	Listed	A3	2	5.6
ANZ Banking Group	Listed	Aa2	2	1.5
Jacobs Group	Listed	n/a	2	8.0
Queensland Urban Utilities	State Gov	Aa1	2	4.6
TOTAL / Weighted Average			51	5.8
Balance of portfolio			49	4.4
Total portfolio			100	5.1

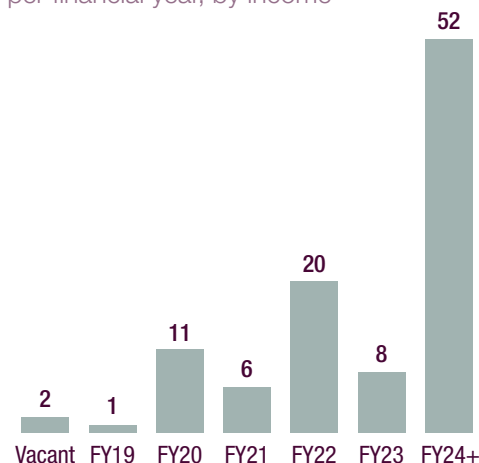
1. Figures are including recent acquisition of 836 Wellington Street, West Perth, WA.

2. Source: Moody's Investor Services.

3. Leases that have a minimum lease increase, typically 3%, or CPI are shown as the minimum fixed rate for the above.

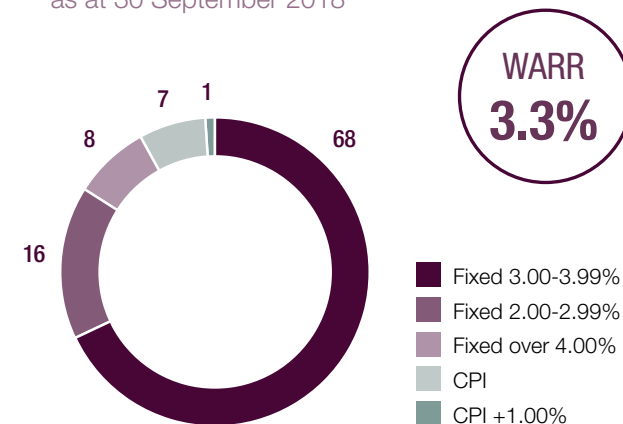
Portfolio lease expiry profile (%)

per financial year, by income



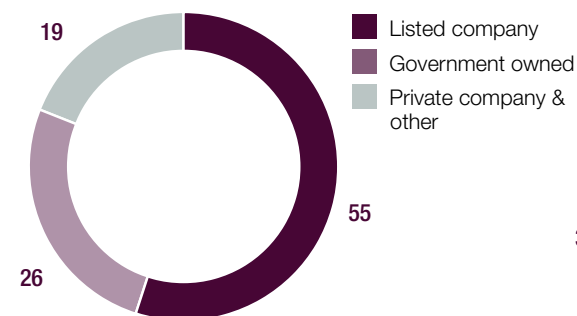
Annual rent review type (%)³

as at 30 September 2018



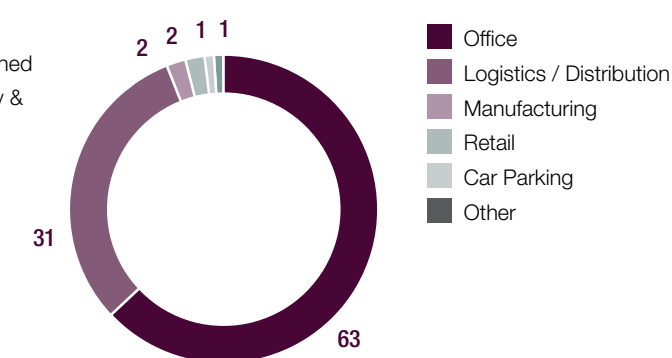
Tenant type (%)

by income as at 30 September 2018



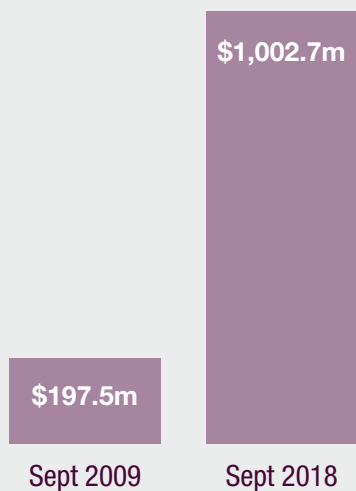
Tenant use (%)

by income as at 30 September 2018



Supportive parent, conservative financial management

GRT investment in GOZ (AUD invested)



Current market value of GRT investment¹ (AUD)



Debt management and gearing²



Weighted average debt maturity

5.0yrs

All-in cost of debt

4.4%

Debt headroom

\$203.5m



Gearing target range

35-45%

Currently 35.6%

Targeting fixed drawn debt of

65-100%

Currently 82%

1. Based on share price as at 31 October 2018.

2. Figures are as at 30 September 2018 and include recently completed acquisition of 836 Wellington Street, West Perth, QLD. Prior to recently announced acquisition of 100 Skyring Terrace, Newstead, QLD.

New property acquisition and equity raising



Property Details

Property type	Office
Ownership	100% Freehold Title
Purchase Price	\$250.0m
FFO	\$15.4m
Passing Initial Yield	6.1%
Occupancy	100%
WALE by income	7.5 years
Car parking	195 bays
Average floor plate	2,200-2,800sqm
Site area	5,157sqm
NLA	Office: 23,625sqm Retail: 1,040sqm Total: 24,665sqm

1. Excludes transaction costs.
2. Compares pre-acquisition FY19 guidance and annualised post-acquisition pro forma FY19 guidance.
3. Securities issued under the Rights Offer will rank pari passu with existing Growthpoint Securities and will be entitled to the distribution for the 6 months to 31 December 2018.

Key characteristics

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

Equity raising

- > Acquisition of an A-grade office asset for \$250m¹
- > Rights Offer to raise up to approximately \$135 million at an offer price of \$3.46
- > Annualised FY19 Funds From Operations ("FFO") accretion of 2.2%²
- > Pro forma FY19 FFO guidance increased from at least 24.6 cents per Security to at least 24.8 cents per Security
- > FY19 Distribution guidance of 23.0 cents per Security maintained³
- > Attractive FY19 DPS yield at the offer price of 6.6%

Pipeline of growth opportunities to progress in FY19



Development – Office

Botanicca 3, Richmond, VIC

- > 19,300 sqm, A-Grade office building
- > Positive early momentum in leasing campaign
- > Development yield on cost of between 7.5% and 8.5%



Expansion / development – Industrial

Woolworths, Gepps Cross, SA

- > Negotiating with tenant regarding \$50 to \$60 million expansion of Gepps Cross

Woolworths, Broadmeadows, VIC

- > Woolworths vacating tenancy in FY22
- > Exploring potential of under-utilised land with development partners



Direct acquisitions

836 Wellington St, West Perth, WA

- > Inaugural office investment in Perth after extended period reviewing market
- > Fully leased to Federal Govt. 8.3 year WALE
- > Transaction settled 31 Oct 2018

100 Skyring Tce, Newstead, QLD

- > Modern, A-Grade office asset located in Brisbane, Qld
- > Fully leased to ASX-listed tenants. 7.5 year WALE
- > Transaction expected to settle 7 Dec 2018



Listed market opportunities

- > 18.2% stake in Industria REIT (IDR)
- > Continue to evaluate other listed market opportunities



1. Documents in process of being executed.

Summary

- › Reiterating FY19 Guidance
 - FFO: Proforma FY19 FFO guidance increased to 24.8 cps¹
 - Distributions: 23.0 cps
- › Favoured office and industrial sectors continue to display superior growth prospects
- › Balance sheet in good shape
- › Enhanced returns to be generated from:
 - Income from newly acquired West Perth and Newstead properties
 - Successful execution of development/expansion of existing properties
 - Early action on upcoming lease expiries
 - Acquiring further assets directly or via M&A
- › Attractive FY19 DPS yield with growth in distributions targeted at 3% to 4%

1. Following recently announced acquisition of 100 Skyring Terrace, Newstead, QLD. Assumes 0% participation from non-GRT Securityholders. Pro forma FY19 FFO guidance of least 24.7 cents per security assuming 100% participation from non-GRT Securityholders. Detailed assumptions outlined on slide 13 of investor presentation released to ASX on 19 November 2018.



Items of business

75 Dorcas Street, South Melbourne, VIC

Item 1: Financial Reports – Company & Trust

To receive and consider:

- (a)** the financial reports and the reports of the Directors and the auditors in respect of the Company for the financial year ended 30 June 2018; and
- (b)** the financial reports and the reports of the Directors and the auditors in respect of the Trust for the financial year ended 30 June 2018.

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:

“That the Remuneration Report of the Company (which forms part of the Directors’ Report) for the financial year ended 30 June 2018 be adopted.”

The Remuneration Report is set out on pages 37-53 of the Growthpoint Properties Australia 2018 Annual Report.

Proxies Received

Vote	Votes	%
For	571,092,065	99.30
Against	3,366,085	0.59
Open	592,347	0.11
Abstain	445,227	N/A
Excluded	35,026	N/A

Item 3: Re-election of Directors – Company only

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

- (a) *“That Mr Geoffrey Tomlinson, who retires under rule 11.1(d) of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”*
- (b) *“That Ms Maxine Brenner, who retires under rule 11.1(d) of the Company’s Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company.”*

(a) Re-elect Geoffrey Tomlinson

Vote	Votes	%
For	550,052,850	95.64
Against	24,470,380	4.25
Open	624,073	0.11
Abstain	383,447	N/A
Excluded	0	N/A

(b) Re-elect Maxine Brenner

Vote	Votes	%
For	560,895,187	97.52
Against	13,624,043	2.37
Open	624,073	0.11
Abstain	387,447	N/A
Excluded	0	N/A

Item 4: Approval of grant of Performance Rights to Timothy Collyer (Managing Director) - Company & Trust

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

“That for the purposes of ASX Listing Rule 10.14 and all other purposes, the grant of Performance Rights to Timothy Collyer under the Growthpoint Properties Australia Employee Incentive Plan, in accordance with the rules of the Plan and on the terms set out in the Explanatory Notes, is approved.”

(a) Proxies Received

Vote	Votes	%
For	572,786,040	99.59
Against	1,727,251	0.30
Open	586,916	0.11
Abstain	430,543	N/A
Excluded	0	N/A

Item 5: Approval of renewal of proportional takeover provisions for a further three years – Company only

To consider and, if thought fit, pass the following as a special resolution:

“That the proportional takeover provisions in the form of rule 8 of the Company’s Constitution (as last approved by shareholders) be renewed for a further period of three (3) years, with effect from 21 November 2018.”

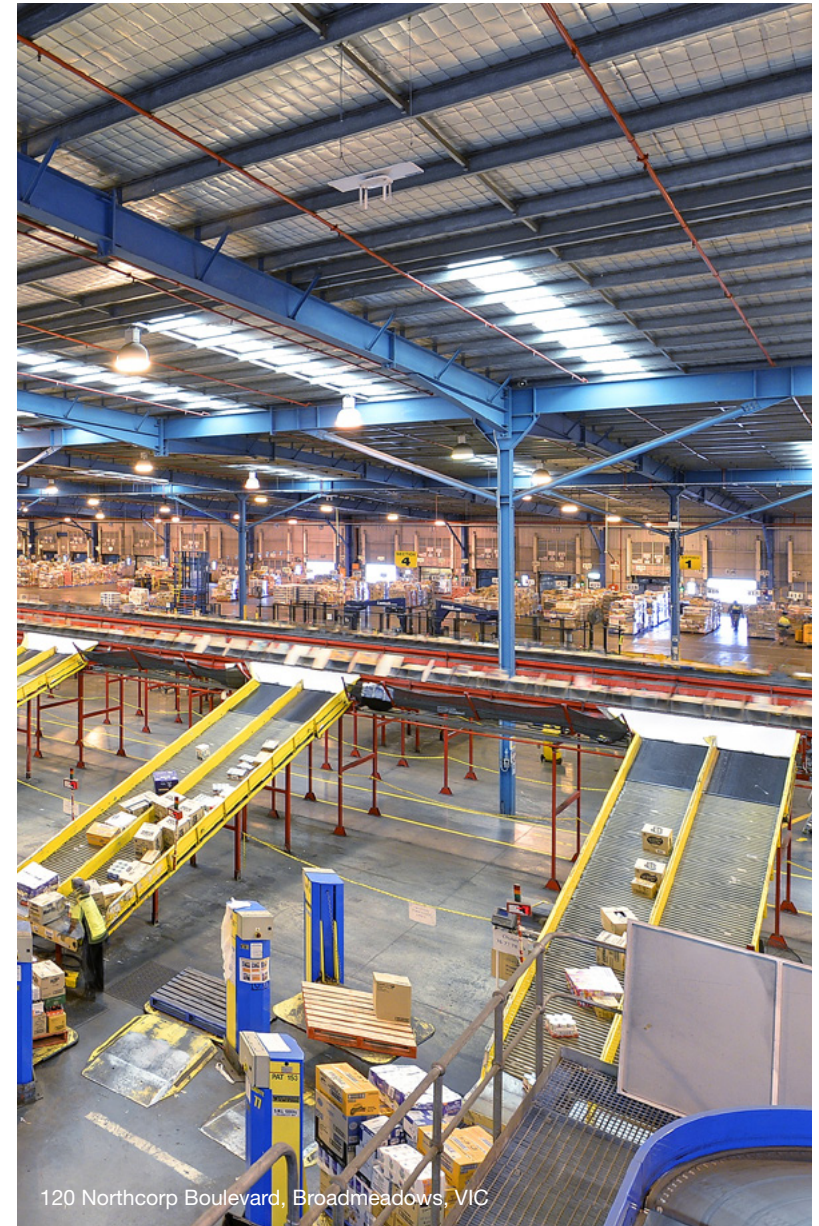
Proxies Received

Vote	Votes	%
For	574,386,873	99.87
Against	106,533	0.02
Open	632,203	0.11
Abstain	405,141	N/A
Excluded	0	N/A

Close of meeting

Attendees are invited to join directors, auditors and staff for refreshments immediately following conclusion of meeting.

**Visit the Group's website at
www.growthpoint.com.au**





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