The GPT Group

GPT RE Limited
ABN 27 107 426 504,
AFSL 250126
as Responsible Entity of
General Property Trust

GPT Management
Holdings Limited
ABN 67 113 510 188

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Sydney NSW 2000
Australia

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The Manager
Companies Section
Australian Stock Exchange Limited (Sydney)
20 Bridge Street
SYDNEY NSW 2000

By electronic lodgement

GPT Group

20 March 2006

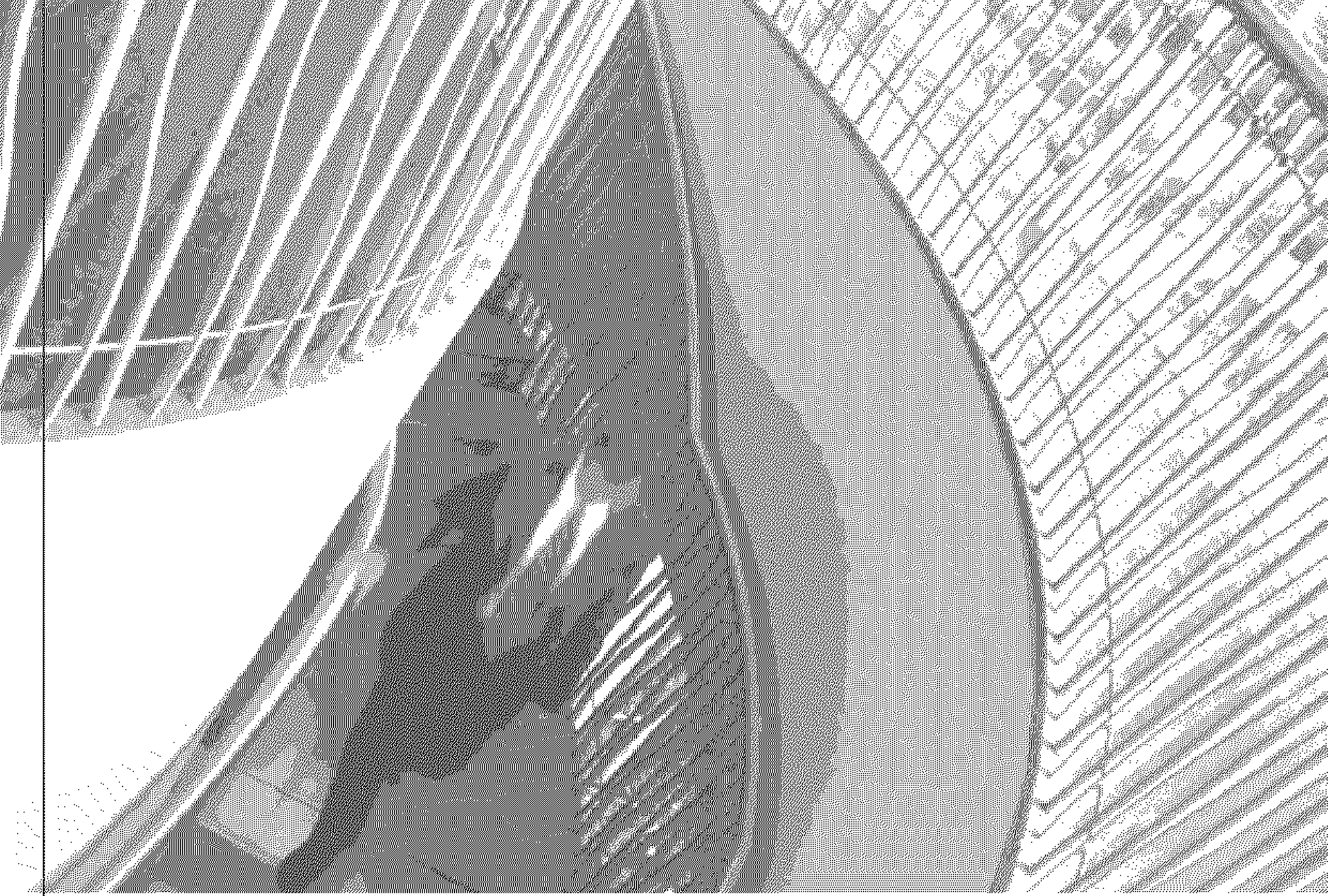
Dear Sir,

Notice of Meeting and Explanatory Memorandum

Please find attached copy of Notice of Meeting and Explanatory Memorandum which has been sent to all Securityholders in connection with the Annual General Meeting of the GPT Group.

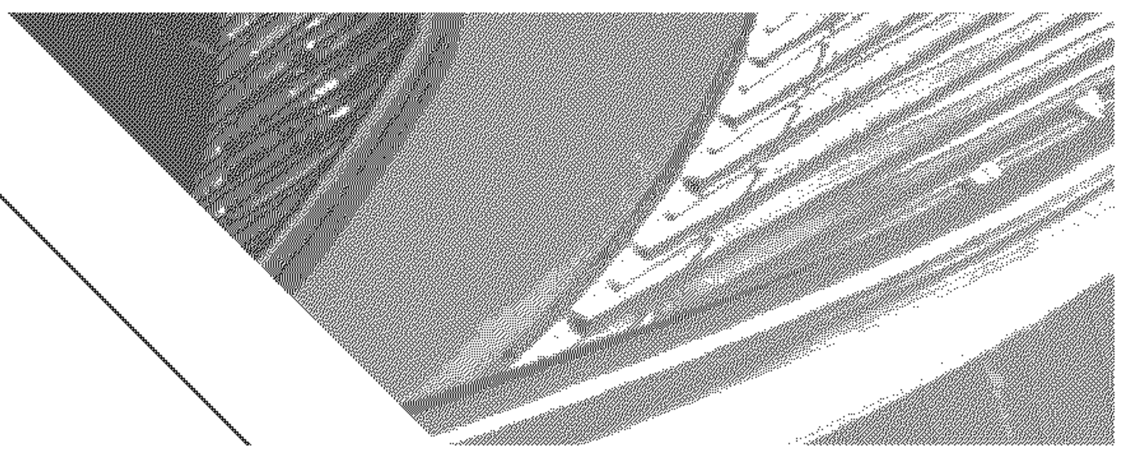
Yours faithfully,

James A Coyne
Company Secretary



NOTICE OF MEETING AND EXPLANATORY MEMORANDUM

The GPT Group



NOTICE OF MEETING

ANNUAL GENERAL MEETING OF GPT MANAGEMENT HOLDINGS LIMITED AND MEETING OF THE UNITHOLDERS OF GENERAL PROPERTY TRUST

Notice is given that a meeting of Shareholders of GPT Management Holdings Limited (ACN 113 510 188) (the ***Company***) will be held in conjunction with a meeting of Unitholders of General Property Trust (ARSN 090 110 357) (the ***Trust***) at:

Time: 2.00pm
Date: Tuesday, 18 April 2006
Place: Grand Ballroom, Westin Hotel, No 1 Martin Place, Sydney, NSW
The Responsible Entity of the Trust is GPT RE Limited (ACN 107 426 504, AFSL 286511).

BUSINESS OF THE MEETING

Ordinary Business

Item 1 **Directors' Report and Financial Statements**

To receive the Directors' Report and financial statements for the year ended 31 December 2005 together with the Auditor's Report.

Item 2 **Resolutions**

Resolution 1 Re-election of Mr Peter Joseph as a Director

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

*"**THAT** Mr Peter Joseph, retiring from office, be re-elected a Director of the Company."*

Resolution 2 Re-election of Mr Eric Goodwin as a Director

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

*"**THAT** Mr Eric Goodwin, retiring from office, be re-elected a Director of the Company."*

Resolution 3 Re-election of Mr Malcolm Latham as a Director

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

*"**THAT** Mr Malcolm Latham, retiring from office, be re-elected a Director of the Company."*

Resolution 4 Remuneration Report

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

*"**THAT** the Remuneration Report for the year ended 31 December 2005 be adopted."*

Note: this Resolution is advisory only and does not bind the Directors or the Company.

Other Business

Resolution 5 Approval of the GPT Employee Incentive Scheme

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

*"**THAT** approval is given for the GPT Employee Incentive Scheme (**Scheme**) (summarised in the Explanatory Memorandum) for all purposes under the Corporations Act and the Listing Rules (including for the purpose of Exception 9 under Listing Rule 7.2 to Listing Rule 7.1)."*

Resolution 6 Approval of participation by Mr Nic Lyons in the GPT Employee Incentive Scheme

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

*"**THAT** approval is given to the making of a loan to Mr Nic Lyons for the acquisition of GPT Securities by Mr Nic Lyons under the GPT Employee Incentive Scheme for all purposes under the Corporations Act (including for the purposes of section 200F of the Corporations Act)."*

Resolution 7 Directors' Remuneration

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

*"**THAT** effective from the close of the Meeting, the total amount that may be paid in aggregate and in any one year by the Company to the Non-executive Directors as remuneration for services be increased by $150,000 from $1,300,000 to $1,450,000."*

Voting Exclusion

1 The Company will disregard any votes cast on resolutions 5 and 7 of the Company by a Director of the Company (except, in relation to resolution 5 by a Director who is ineligible to participate in any employee loan or incentive scheme and their associates).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2 The Responsible Entity of the Trust will disregard any votes cast on resolution 5 of the Trust by a Director of the Responsible Entity of the Trust (except by a Director who is ineligible to participate in any employee loan or incentive scheme and their associates.

However, the Responsible Entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

3 The Company and the Responsible Entity will disregard any votes cast on resolution 6 by Mr Nic Lyons or an associate of Mr Nic Lyons.

However, the Company and the Responsible Entity need not disregard a vote if it is cast by Mr Nic Lyons as proxy for a person who is entitled to vote in accordance with the directions on the proxy form.

4 The Responsible Entity and its associates are not entitled to vote their interest on a resolution if they have an interest in the resolution or matter other than as a member.

James Coyne
Company Secretary

17 March 2006

Notes

Voting Entitlement

The Directors have determined that for the purposes of the Meeting, the GPT Securities are held by the holders of GPT Securities appearing in the Security register at 2pm (Sydney time) on Sunday, 16 April 2006.

If you have any questions or would like a copy of the Company or Trust Constitutions, please contact the GPT information line on 1800 025 095 (if in Australia) or +61 2 8239 3555 (if outside Australia), between 8am and 5pm (Sydney time) Monday to Friday

How do you Exercise your Right to Vote?

The vote on each resolution will be decided on a show of hands or a poll as determined by the directors subject to any requirements of the *Corporations Act* and the Constitutions of the Company and the Trust.

In a resolution of the Company or Trust determined by a show of hands, each Securityholder present in person or by proxy has one vote.

In a resolution of the Company determined by poll, each Securityholder present in person or by proxy has one vote for each share held

In a resolution of the Trust determined by poll, each Securityholder present in person or by proxy has one vote for every dollar of the total interest they have. The value of a Securityholder's total interest in GPT will be calculated by reference to the last sale price of GPT Securities on the ASX on 13 April 2006

Jointly Held GPT Securities

If your GPT Securities are jointly held, only one of the joint holders is entitled to vote. If more than one Securityholder votes in respect of jointly held GPT Securities, only the vote of the Securityholder whose name appears first in the register will be counted. You need not exercise all of your votes in the same way, nor need you cast all of your votes.

Individuals

If you plan to attend the Meeting, we ask that you arrive 30 minutes prior to the time designated for the Meeting so that we may check the value of your GPT Securities against the register of Securityholders and note your attendance.

For catering purposes, if you propose to attend the Meeting, please telephone the GPT information line on 1800 025 095 (if in Australia) or +61 2 8239 3555 (if outside Australia) prior to 10 April 2006.

Corporations

In order to vote at the Meeting (other than by proxy), a corporation that is a Securityholder must appoint a person to act as its representative. The appointment must comply with sections 250D (for the meeting of the Company) and 253B (for the meeting of the Trust) of the *Corporations Act*. The representative must bring to the Meeting evidence of his or her appointment, including any authority under which it was signed.

Voting by Proxy

If you cannot or do not wish to attend the Meeting, you may appoint a proxy to attend and vote for you. The proxy does not need to be a Securityholder. If you appoint two proxies, you must specify the proportion or number of votes that each proxy is entitled to exercise. If you do not, each will be entitled to vote half your votes.

Proxies should be completed and returned by no later than 2pm (Sydney time) on Sunday, 16 April 2006

To ensure that all Securityholders can exercise their right to vote on the resolutions, a Proxy Form is enclosed together with a reply paid envelope. You can lodge the Proxy by sending it in the reply paid envelope or otherwise posting, delivering or faxing it to.

Link Market Services Limited
Level 12
680 George Street
Sydney NSW 2000
Fax: +61 2 9287 0309.

The Proxy Form tells you what you need to do.

Any undirected proxies in favour of the Chairman will be voted "FOR" each resolution, subject to the Voting Exclusions.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum contains information about the resolutions contained in the Notice of Meeting dated 17 March 2006 and that will be considered at the Meeting to be held at 2.00pm on Tuesday, 18 April 2006. The Meeting is important. You should read the Notice of Meeting and Explanatory Memorandum carefully, and seek your own independent advice on issues that you are not certain about.

Ordinary Business

Item 1 – Directors' Report and Financial Statements

This item calls for the receipt of the Directors' Report and financial statements for the year ended 31 December 2005.

In accordance with the *Corporations Act*, an opportunity will be given to Securityholders to ask questions about or make comments on the management of GPT at the Meeting.

GPT's external auditor, PricewaterhouseCoopers (the ***Auditor***), will be present at the Meeting and will be able to answer questions on the content of the Auditor's Report and the procedures used to conduct the audit. Additionally, an opportunity will be given to Securityholders to ask the Auditor questions relevant to:

(a) the conduct of the audit;
(b) the preparation and content of the Auditor's Report;
(c) the accounting policies adopted by GPT in relation to the preparation of its financial statements; and
(d) the independence of the Auditor in relation to the conduct of the audit.

Securityholders may also submit a written question to the Auditor if the question is relevant to the content of the Auditor's Report or the conduct of its audit of GPT's financial report for the year ended 31 December 2005. Relevant written questions for the Auditor must be received by no later than 5.00pm (Sydney time) on Friday, 7 April 2006. A list of those relevant written questions will be made available to Securityholders who attend the Meeting. The Auditor will either answer the questions at the Meeting or table written answers to them at the Meeting. If written answers are tabled at the Meeting, they will be made available to Securityholders as soon as practicable after the Meeting.

Please send any written questions for the Auditor:

- to GPT's registered office at Level 52, 19 Martin Place, Sydney NSW 2000, Attention Company Secretary;
- to Link Market Services Limited at the address included in the Notice of Meeting; or
- by facsimile to +61 2 9287 0309,

by no later than 5.00pm (Sydney time) on Friday, 7 April 2006.

Item 2 – Resolutions

Re-election of Directors

Under the Listing Rules and Constitution of the Company, a director (other than the Managing Director) must not hold office for longer than three years or past the third Annual General Meeting after their appointment, whichever is the longer. The Company was registered shortly before the 2 May 2005 Notice of Meeting and Explanatory Memorandum in relation to the internalisation of GPT (the ***Internalisation***).

The Chairman and two other Directors chosen by lot are standing for re-election at the Meeting.

As a consequence of the arrangements put in place between GPT Management Holdings Limited (the ***Company***) and GPT RE Limited (the *Responsible Entity* of General Property Trust) when GPT internalised, a vote in favour of the re-election of Directors of the Company is also a vote on them continuing in office as a Director of the Responsible Entity of General Property Trust

Resolution 1 – Re-election of Mr Peter Joseph as a Director

Mr Peter Joseph is eligible to be re-elected as a Director of the Company and offers himself for re-election.

Mr Joseph is a career investment banker and an experienced company director who has had a close involvement with the BT Financial Group for 30 years. Mr Joseph was a Director of the responsible entities of a number of BT funds including some of the BT property trusts. Mr Joseph was also a Director of the Peter Kurts Properties Group for 12 years. Mr Joseph is currently the Chairman of Dominion Mining Limited. Mr Joseph is also Chairman of the St James Ethics Centre and the Black Dog Institute and, until September 2004, was Chairman of the St Vincent's and Mater Hospitals in Sydney. In 2000, Mr Joseph was awarded a Medal in the Order of Australia. Mr Joseph holds a Bachelor of Commerce degree and a Masters degree in Business Administration. Mr Joseph is a fellow of the Australian Institute of Company Directors.

Mr Joseph is the Chairman of the Board of Directors and is also a member of the Nomination and Remuneration Committee

Resolution 2 – Re-election of Mr Eric Goodwin as a Director

Mr Eric Goodwin is eligible to be re-elected as a Director of the Company and offers himself for re-election.

Mr Goodwin is a Non-executive Director of Eureka Funds Management Limited, Lend Lease Global Properties SICAF and AMPCI Macquarie Infrastructure Management No 2 Limited. Mr Goodwin joined Lend Lease in 1963 as a cadet engineer and during his 42 year career with Lend Lease held a number of senior executive and subsidiary board positions in the Australian operation and he was the inaugural manager of the group's Asian operations in 1973. Mr Goodwin has extensive experience in design, construction and project management. His experience includes fund management of the MLC Property Portfolio during the 1980s and he was the founding Fund Manager of the Australian Prime Property Fund. Mr Goodwin retired from Lend Lease in 2004.

Mr Goodwin is a member of the Audit and Risk Management Committee.

Resolution 3 – Re-election of Mr Malcolm Latham as a Director

Mr Malcolm Latham is eligible to be re-elected as a Director of the Company and offers himself for re-election.

Mr Latham is currently a Director of the Hornery Institute which undertakes projects in several states, skilling people for work and helping communities improve the places in which they live and work. Prior to this, Mr Latham was Chairman of the South Sydney Development Corporation and Chairman of a joint venture for the redevelopment of the Auckland Harbour waterfront. He has extensive international experience in urban development. Mr Latham holds degrees in Architecture and Urban Planning and was awarded the Order of Australia in 1990 for his work as Executive Chairman of the National Capital Development Commission, Canberra. Prior to joining the GPT board, Mr Latham was a senior executive in Lend Lease Corporation.

Mr Latham is a member of the Nomination and Remuneration Committee.

Resolution 4 – Remuneration Report

This Resolution calls for the adoption of the Remuneration Report for the year ended 31 December 2005

The *Corporations Act* requires listed companies to provide a Remuneration Report to its shareholders and to put a resolution at the Annual General Meeting seeking its adoption. However, this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is contained in the 2005 Annual Report. In accordance with the *Corporations Act*, the Report contains details about the board's policies and disclosure requirements in relation to the remuneration paid to Directors and Executives of GPT

An opportunity will be provided for discussion of the Remuneration Report at the Meeting.

For those Securityholders who do not have a copy of the Annual Report, copies can be obtained by contacting Link Market Services at the address included in the Notice of Meeting, calling the GPT Securityholder Service Centre on 1800 025 095 (if in Australia) or calling +61 2 8239 3555 (if outside Australia).

Other Business

Resolution 5 – Approval of the GPT Employee Incentive Scheme

The Directors of GPT, acting on advice sought from an external Remuneration Expert, Godfrey Remuneration Group Pty Limited, have determined to introduce the GPT Employee Incentive Scheme (the ***Scheme***) to provide rewards to employees that directly relate to the performance and success of GPT and to provide GPT with flexibility to tailor remuneration packages that will attract and retain staff of the highest quality.

The Scheme operates at two levels:

(a) **General Scheme** – where participation will be offered to all employees (other than certain Senior Executives).

(b) **Long Term Incentive (LTI) Scheme** – where participation will be offered to certain Senior Executives. The LTI Scheme will be subject to performance hurdles designed to link rewards to a focus on distributions and continued distribution growth. Participants in the LTI Scheme will not be able to participate in the General Scheme.

The Directors of GPT believe the acquisition of GPT Securities by employees under the Scheme will provide an incentive to maximise the return to Securityholders over the long term by further aligning the interests of management and Securityholders and to assist in the attraction and retention of employees.

The Directors of GPT (excluding Mr Lyons who has a direct interest) believe that the participation in the LTI Scheme is an appropriate equity based incentive scheme for Senior Executives, given the responsibilities and commitment of key management personnel. The Directors consider that participation:

- provides Senior Executives with a long-term incentive to create value for Securityholders, thereby aligning their interests more closely;
- provides a means through which Senior Executives can participate, over the longer term, in the ongoing success of GPT; and
- assists in the attraction and retention of key Senior Executives.

The Scheme is not open to Non-executive Directors.

Structure of the Scheme

Under the Scheme, loans will be made available to participating employees to fund the acquisition of GPT Securities by a Scheme Administrator acting on their behalf. The Scheme Administrator must use the loan proceeds to acquire those GPT Securities on-market or to subscribe for the issue of new GPT Securities. Currently, it is intended that the GPT Securities be acquired on-market at the market price prevailing at the time of acquisition.

If the GPT Securities are issued, the acquisition price will be the market value of GPT Securities, being the weighted average of the prices at which GPT Securities were traded on ASX during the five trading days up to and including the day the GPT Securities are issued.

Why Loans?

Under the Scheme, employees acquire GPT Securities using funds borrowed from the Company.

The Fringe Benefits Tax (***FBT***) concessional provisions that would be applicable if shares in the Company were acquired as part of an employee share scheme do not apply to the acquisition of units in the trust component of GPT. This means that, unlike most companies, a fringe benefits tax liability would arise for GPT if GPT Securities were provided to its employees as part of an employee incentive scheme. In this regard, GPT is in the same position as other stapled entities with stapled securities that comprise shares in a company and units in a trust. The use of loans places employees in a similar position to that which they would have been in if they were employees only acquiring shares in a company.

Information about the General Scheme

Under the General Scheme, employees may participate up to a nominated percentage (being 20%) of their Total Package Value (***TPV***). TPV includes cash, superannuation, leave loading, other salary sacrifice items and FBT. Where an employee's TPV is increased following a remuneration review, the amount that they may be loaned will increase up to 20% of their new TPV.

If employees are offered Short Term Incentives (***STI***s) as part of their total remuneration, they may be able to:

- increase their loan amount to acquire additional GPT Securities (provided that the 20% cap on TPV is not breached); and
- use the STI to repay part or all of their existing loan under the Scheme

The loan made under the Scheme will be of no fixed term and will be interest free. The interest component is a cost to the business of implementing the Scheme.

The loans will be repaid using net distributions from the GPT Securities (deducting amounts required for tax). While the loan remains outstanding, the GPT Securities will be held subject to a holding lock and will not be able to be transferred or otherwise dealt with.

If an employee elects to withdraw their GPT Securities from the Scheme, the employee is required to pay the loan in full irrespective of the value of the GPT Securities. If the employee leaves they may repay the outstanding loan through their own funds or the sale of the GPT Securities but the loan is non-recourse in the event that the market value of the GPT Securities is less than the outstanding loan amount. If this occurs, employees will not be liable for that outstanding amount. The Board may waive loan amounts in its discretion.

Information about the LTI Scheme

The Board of GPT, on the recommendation of the Nomination and Remuneration Committee, will determine those Senior Executives eligible to participate in the LTI Scheme and, for each participating executive, their maximum potential LTI and loan amount, calculated by reference to a percentage of their TPV having regard to the advice received from external remuneration consultants

As with the General Scheme, the loan will be of no fixed term. After deducting amounts for tax on the employee's income, the distributions on the GPT Securities will be applied to reduce and repay the loan. While the loan remains outstanding, the GPT Securities will be held subject to a holding lock and will not be able to be transferred or otherwise dealt with.

Unlike the General Scheme, the loan will not be interest free. Interest will be calculated on a simple basis at GPT's funding cost on the balance of the loan

LTI awards will be made subject to satisfying specified financial performance measures set annually at the time the LTI is granted, and that are tested over a three-year period. For each of the financial performance measures, performance criteria will be determined at the time the LTI is granted. If below threshold performance for a particular performance measure is achieved at the end of the three-year period, no amount of the LTI allocated to that performance measure would be awarded. Above threshold level of performance, pro rata awards will occur up to stretch outcomes.

The potential LTI award includes an amount equal to the effective cost of the loan to GPT calculated on a simple basis on the balance of the loan at a percentage rate equal to GPT's cost of funding.

Where an LTI award is made, the cost of the loan (equivalent to interest) will first be deducted from that amount. If the LTI award is insufficient to cover the loan cost, that part of the remaining loan cost will be capitalised and added to the loan amount.

Where the LTI award is greater than the cost of the loan, GPT will waive an amount of the loan equal to the remainder after deducting the amount payable by GPT for the fringe benefits tax. Based on the current levels of FBT, 51.5% would be applied to reduce the loan amount and 48.5% to pay FBT.

It is expected that in subsequent years, a new LTI may be granted and the loan increased (noting that it may have been partially repaid over time) to enable the purchase of new GPT Securities. Subject to meeting performance conditions over the three-year period, subsequent LTI awards will be applied to cover the interest cost of the loan and reduce the loan amount in the manner described above

Except in defined circumstances, the loan under the LTI Scheme is full recourse. If the employee leaves GPT, the loan and the accumulated cost of providing the loan at that time must be repaid (either by the sale of securities or some other source of funds). In determining any shortfall, profits on each tranche of GPT Securities and associated loans will be offset against losses on other GPT Securities and their associated loans. However, at the discretion of the Board the loan and outstanding interest may be waived in the following circumstances.

1. on retirement of the employee;
2. death or total permanent disability of the employee;
3. redundancy without cause of the employee; or
4. takeover.

Performance Conditions giving rise to an LTI Award and Loan Waiver

As discussed above, an LTI award will be made (and, after allowing for FBT, a portion of the outstanding amount of a loan will be waived by the GPT Board) if specified performance measures set by the GPT Board are met.

In designing the LTI performance measures, the Board decided that, given the nature of GPT, it was important to devise measures which provided a direct link to GPT's distributions and their rate of growth which in turn are the performance drivers of total Securityholder return. The Board also considered that some element of external benchmarking was also required.

The Board believes that these requirements have been met through the mix of performance measures that have been adopted.

For the first LTI proposed (with performance to be reviewed based on the 2006, 2007 and 2008 financial years) the performance measures approved by the GPT Board are as follows:

1. Growth in Underlying Earnings per Stapled Security – 50% of the potential LTI.
2. Return on Contributed Equity – 30% of the potential LTI.
3. Performance relative to Listed Property Trust Index – 20% of the potential LTI.

(a) Growth in Underlying Earnings per Stapled Security (*EPS*)

Growth in EPS will be measured as the percentage increase in underlying earnings per GPT Security. EPS is the base earnings per GPT Security adjusted for significant items and other items determined by the GPT Board and as disclosed in GPT's Statement of Financial Performance for the financial years ended 31 December 2006, 31 December 2007 and 31 December 2008.

If EPS growth is below 6.2% on average over the three years, no part of the LTI available for this performance measure will be awarded. If EPS growth is above 6.2%, pro rata awards will occur up to stretch outcomes (7.5%).

(b) Return on Contributed Equity (*RoE*)

RoE measures the total return on equity employed and takes into account both capital appreciation of the assets of GPT and cash distributions of income.

If RoE is below 8.5% on average over the three years, no part of the LTI available for this performance measure will be awarded.
If RoE is above 8.5%, pro rata awards will occur up to stretch outcomes (12.5%).

(c) Performance Relative to LPT Index

An index award may be made if GPT outperforms against the S&P/ASX200 Listed Property Trust Index (***LPT Index***). Due to the size of GPT within this Index, GPT and its performance is excluded for the purpose of calculating the LPT Index and its performance.

Below Index performance, no part of the total LTI available for this performance measure will be awarded. Above Index performance, pro rata awards will occur up to stretch outcomes (2% outperformance). The Board may substitute another index if there is a material change in the composition of the LPT Index during the measurement period.

Benefits

The benefit accruing to Senior Executives under the LTI is an amount equal to the LTI awarded. The Senior Executive receives this benefit by GPT bearing the cost of the loan or that part of the cost equal to the LTI (equivalent to interest) together with any loan amount waived and FBT paid by GPT. To the extent that GPT's cost of funding is at an interest rate that is less than that obtainable elsewhere by the Senior Executive (noting also that the cost is not compounded), that is also a benefit.

Valuation

The value of the compensation acquired under the LTI will be determined at grant date. In determining the fair value of the LTI for the purposes of reporting on the LTI in subsequent financial statements, an assessment will be made of the probability that the performance hurdles will be met and part of the LTI awarded. As the benefit is to be earned over several reporting periods, the total benefit determined at grant date will be apportioned over the periods in which it is expected to be earned.

Examples

Two examples are given below based on the following assumptions and setting out the information below to illustrate the operation of the LTI Scheme for the first LTI proposed:

1. An Executive with a base salary of $200,000.
2. The loan provided to the Executive derived from that base salary of $222,000 – amount set by the Board
3. The potential LTI of $100,000 – amount set by the Board.
4. Acquisition of 55,555 GPT Securities based on a purchase price of $4.00.
5. Distributions on the GPT Securities growing at 6.85% pa over the three-year period.
6. The "interest" cost on the loan to be deducted from the LTI based on a cost of funding rate of 6.0%.
7. Loan waiver (pre FBT) at the end of the three-year period.
8. Post FBT loan waiver used to reduce the principal outstanding on the loan at the end of the three-year period.
9. Principal outstanding on the loan at the end of the three-year period.

The first scenario assumes 50% performance is achieved across all three performance measures referred to above, measured across the three-year period ending in 2008 (ie 6.85% EPS growth, 10.5% RoE and 1% outperformance of the LPT Index).

The second scenario assumes 50% performance is achieved for EPS growth and RoE but no outperformance of the LPT Index

Scenario 1:

EPS Growth	RoE	LPT Index	Opening Loan Balance	LTI Award	Interest Cost	Amount of loan waived	Amount of FBT paid	Net Distributions used to reduce loan	Closing Loan Balance
6.85%	10.5%	1% out performance	$222,000	$50,000	$38,500	$5,900	$5,600	$25,200	$191,200

Scenario 2:

EPS Growth	RoE	LPT Index	Opening Loan Balance	LTI Award	Interest Cost	Amount of loan waived	Amount of FBT paid	Net Distributions used to reduce loan	Closing Loan Balance
6.85%	10.5%	Below index	$222,000	$40,000	$38,500	$750	$700	$25,200	$196,050

It is noted that the above examples are given by way of illustration only and should not be taken as a forecast of future outcomes

Resolution 6 – Approval of participation by Mr Nic Lyons in the GPT Employee Incentive Scheme

Subject to approval of the Scheme, it is intended to make a loan of $2,875,000 to Mr Lyons to acquire GPT Securities. The amount of the loan has been determined by the Directors of GPT (excluding Mr Lyons who has a direct interest) on the basis of advice received from external remuneration consultants for the purpose of aligning Mr Lyons' interests with that of Securityholders.

Assuming a purchase price of $4.00, this would enable the acquisition of 718,750 GPT Securities. The actual acquisition price will be the market price of GPT Securities at the time acquired. GPT Securities will be acquired on behalf of Mr Lyons by 30 April 2006 if the resolution is approved.

The Directors of GPT (excluding Mr Lyons who has a direct interest) believe that the participation in the LTI Scheme by Mr Lyons on the terms and conditions described below is an appropriate equity based incentive scheme given the responsibilities and commitment of Mr Lyons. As the only Executive Director, Mr Lyons is the only Director entitled to participate in the Scheme.

As noted above, it is proposed that the GPT Securities are acquired on-market. While the ASX Listing Rules do not require Securityholder approval in such circumstances since the acquisition would not be dilutionary, the Directors consider it appropriate to seek Securityholder approval. The approval is being sought for all purposes including:

- best practice corporate governance; and
- in the possibility that the waiver of the loan (and accrued interest) amounts on the retirement, death or total permanent disability of Mr Lyons, or redundancy without cause of Mr Lyons (as described in the summary of the LTI in the explanatory material in relation to Resolution 5), would be a termination benefit requiring shareholder approval, for the purposes of section 200E of the *Corporations Act*.

The table below represents an estimate of the value that would be provided by GPT to Mr Lyons in respect of his participation in the LTI Scheme should the resolution be approved. The key assumptions in determining this value are as follows:

1. Purchase price of GPT Securities is $4.00.
2. Distributions on the GPT Securities growing at 6.85% pa.
3. The "interest" cost on the loan to be deducted from the LTI based on a cost of funding rate of 6.0%.
4. No changes in applicable taxation rates and laws.
5. The acquisition of GPT Securities occurred on 1 January 2006.
6. Target performance is achieved across all three performance measures (ie at the end of 2008 on average 6.85% EPS growth, 10.5% RoE and 1% outperformance of the LPT Index).
7. Mr Lyons remains employed by GPT at the end of 2008.

EPS Growth	RoE	LPT Index	Opening Loan Balance	LTI Award	Interest Cost	Amount of loan waived	Amount of FBT paid	Net Distributions used to reduce loan	Closing Loan Balance
6.85%	10.5%	1% out performance	$2,875,000	$647,000	$498,800	$76,300	$71,800	$326,800	$2,471,900

It is noted that this example is given by way of illustration only and should not be taken as a forecast of future outcomes

For Mr Lyons to receive the maximum LTI potential of $1,294,000, and based on the assumptions outlined above, GPT would have delivered the following results to Securityholders over the three-year period to December 2008:

EPS Growth – 7.5%	Additional $243 million in underlying earnings over the three-year period.
Return on Contributed Equity – 12.5%	Total return on equity of $2.7 billion over the three-year period.
2% outperformance of the LPT Index	Additional $480 million value to Securityholders, relative to the index, over the three-year period.

The actual value of benefits received by Mr Lyons under the Scheme will differ from any estimated values and will depend on a range of factors including GPT's funding cost over the term of the loans and GPT's performance for the relevant period

The benefits to Mr Lyons are detailed in the summary of the LTI Scheme set out above in relation to Resolution 5

Resolution 7 – Directors' Remuneration

The Internalisation Proposal provided that the Directors' fees payable to the Non-executive Directors of the Company would be capped at $1,300,000 per annum and that to the extent that the Directors of the boards of the Company and GPT RE Limited are common, only one set of fees will be payable for service on both boards.

In 2005 the Board engaged an external Remuneration Expert, Godfrey Remuneration Group, to conduct a review of the remuneration paid to GPT's Non-executive Directors. This report concluded that in light of the duties and responsibilities required of Non-executive Directors generally, and in light of the recent changes that had occurred to the structure of GPT, the GPT Directors were remunerated at the lower end of market benchmarks. Accordingly, commencing on 1 January 2006 payments made to Non-executive Directors were increased. This increase recognises that the Directors are required to invest considerable amounts of time into running GPT and the fact that their role requires the acceptance of increased responsibility and legal liability. The increase in payments (as detailed in the Remuneration Report) has resulted in payments totalling an amount ($1,209,534) that is close to the current cap of $1,300,000.

The Constitution of the Company permits an increase in the payments made to Directors as remuneration provided that such increase is approved at a General Meeting. This resolution seeks to increase the amount paid by $150,000 to an aggregate amount of $1,450,000 per annum.

The reason for this increase is twofold:

Firstly, as noted in the Notice of Meeting for the Internalisation, GPT wishes to appoint an additional director in the future and the current remuneration amount does not adequately provide for the appointment of a new director. The GPT board currently consists of seven Non-executive Directors, and since the Internalisation there have been additional requirements and duties placed upon all Directors. An additional Director would assist in completing the additional requirements that the Directors now face.

Secondly, the increase in the remuneration pool would provide limited flexibility to respond to market changes with modest increases

GPT is committed to securing Directors with adequate qualifications and experience. The increase in Directors' remuneration is aimed at allowing GPT to attract and retain Directors who are appropriately qualified and have the skills necessary for such a position

QUESTIONS FOR THE EXTERNAL AUDITOR – PRICEWATERHOUSECOOPERS

Please use this form to submit any questions concerning the Auditor's Report in the GPT Annual Report that you would like the Auditor to answer at the Annual General Meeting and return in the reply paid envelope provided or fax it to +61 2 9287 0309. Please note that written questions for the Auditor must be received no later than 5.00pm (Sydney time) on Friday, 7 April 2006.

Written answers tabled at the Meeting will be made available to the website as soon as practicable after the Meeting.

Securityholder's name ....

Address ....

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Security Reference Number (SRN) or Holder Identification Number (HIN)

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Question(s)

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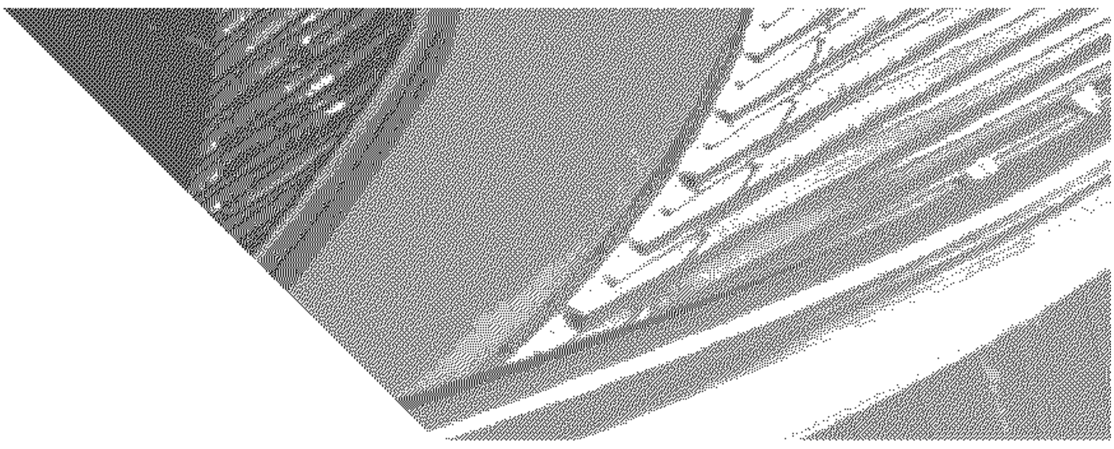
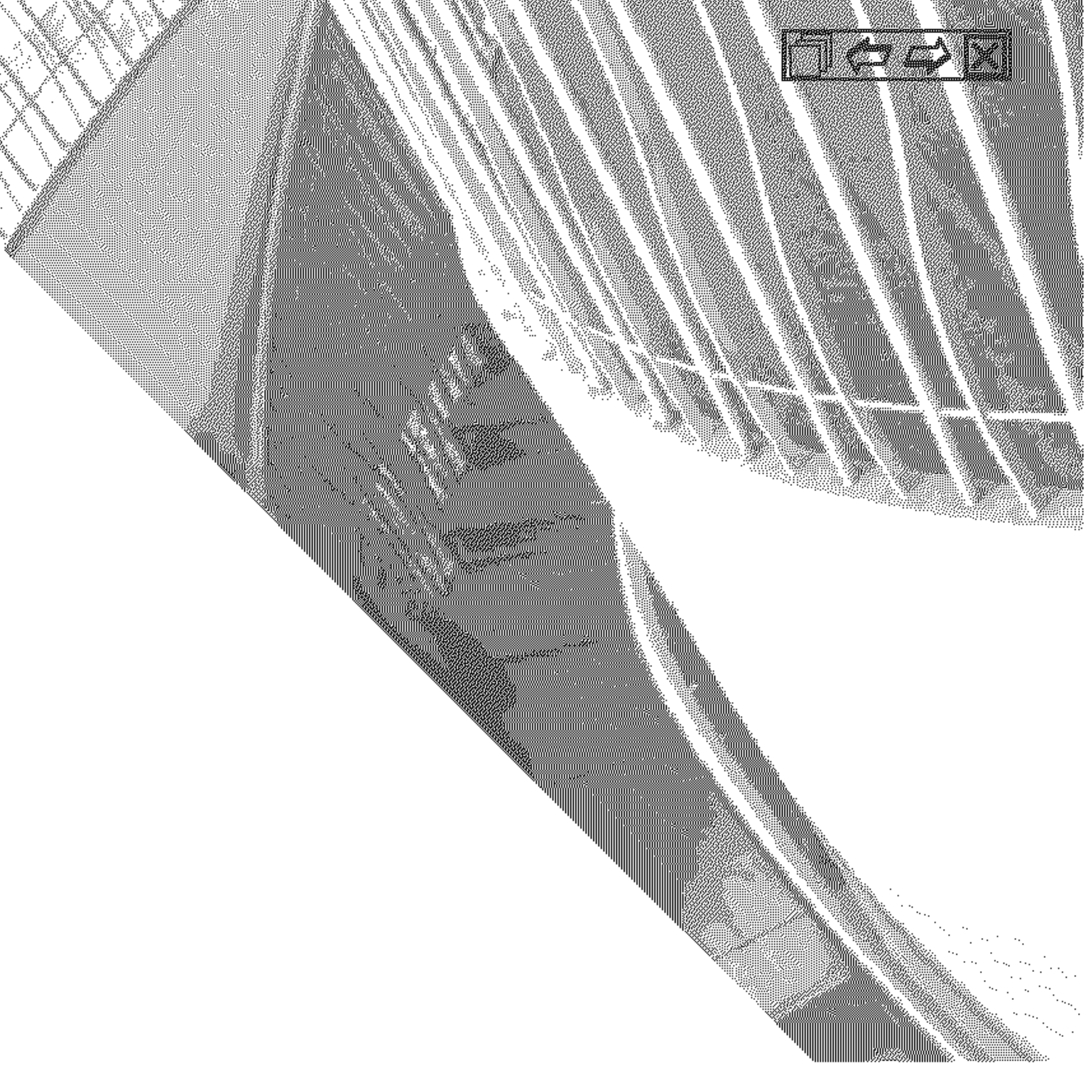
The GPT Group





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