Goal to Become the Leading Diversified Real Estate Investment Manager

Company/ASX Code	GPT Group/GPT
AGM date	Thursday, 1 May 2025
Time and location	10:00am AEDT, meeting held in person at the Swissotel Sydney, 68 Market Street, Sydney and view a webcast: https://gpt.com.au/annual-general-meetings.
Registry	MUFG Corporate Markets (formerly Link Market Services) phone on +61 1800 025 095 (free call within Australia) or by email to gpt@linkmarketservices.com.au
Type of meeting	On site and Webcast
Poll or show of hands	Poll on all items
Monitor	John Lin assisted by Richard McDonald
Pre AGM-Meeting?	Yes, with Chair, Vickki McFadden and NED, Chair of Human Resources and Remuneration, Tracey Horton

Monitor Shareholding: The individual(s) (or their associates) involved in the preparation of this voting intention has no shareholding in this company.

1. How we intend to vote

No.	Resolution description	
	Directors' Report, Auditor's Report and Financial Statements	For
1	Re-election of Ms Vickki McFadden as a Director	For
2	Election of Ms Louise Mason as a Director	For
3	Adoption of Remuneration Report	For
4	Grant of performance rights to the Company's Chief Executive Officer and Managing Director, Russell Proutt (long term incentive)	For
5	Proportional takeover provisions	For

2. Summary of Issues and Voting Intentions for AGM/EGM

- Free cashflow declined by 6.6%. (breakdown of AFFO).
- COO role has been replaced by distributed function.
- Office revenue continues to decline.

3. Matters Considered

Accounts and reports

In response to slow economic growth, the board is prioritising a reduction in capital-intensive operations and the development of strategic capital partnerships. This transition from direct property ownership to aligned investments with third-party capital aims to support sustainable earnings growth and enhance securityholder value. As part of this strategy, the establishment of the new role of Chief Investment Officer is intended to improve access to capital and ensure effective asset management.

Logistics *(occupancy rate unchanged at 99.5% yet small growth in revenue)*

The logistics sector experienced lower-than-expected growth, falling short of last year's optimistic outlook. Contributing factors included rent review catch-ups, market rent reviews, and lease expirations.

Retail *(occupancy rate unchanged at 99.8% yet increase in revenue)*

The retail market continues to benefit from robust underlying fundamentals, driving exceptional operational performance. Ongoing population growth combined with constrained new retail supply has resulted in strong sales productivity for GPT's assets, with specialty sales productivity reaching $13,217 per sqm.

Office *(occupancy rate increased from 92.3% to 94.7% yet decrease in revenue)*

Following several challenging years, 2024 marked a turning point for the office sector. The portfolio experienced significant leasing activity as major space users finalised long-term leases after recalibrating their space needs post-COVID-19.

Financial performance

The GPT Group's financial performance for the year ended 31 December 2024 shows a mixed set of results.

- Statutory net loss $200.7m (2023: $240m): The statutory net loss was driven by negative property revaluations, with most of these declines occurring in the first half of the year, particularly within the office sector. In contrast, the retail sector recorded positive valuations for the year, while the logistics sector experienced only minor negative revaluations. As market sentiment and transaction volumes in the office sector improve, providing valuers with more reference points, it is anticipated that these negative movements will decelerate and potentially stabilise.

- The 2024 annual report indicates a decrease in free cash flow compared to the previous year, primarily due to increased cash maintenance capex and leasing incentives, along with a lower cash distribution from the Group's investment in GWOF.

- Other Comprehensive Income (excluded from income statement): the main source of income loss or gain is associated with their hedging instruments (cross-currency interest rate swap) used to reduce the impact of fluctuations of interest rates and exchange rates. Net loss of $7.4m (2023: gain of $12.6m) reflect the ineffectiveness on qualifying hedges.

(As at FYE)	2024	2023	2022	2021	2020	2019
NPAT ($m)	(200.7)	(240.0)	469.3	1,422.8	(213.1)	880.0
FFO ($m)	616.3	600.9	620.6	554.5	554.7	613.7
Share price ($)	4.50	4.64	4.20	5.42	4.50	5.60
Dividend (cents)	24.0	25.0	25.0	23.2	22.5	26.5
Simple TSR (%)	(0.4)	16.9	(16.2)	27.8	(17.7)	9.6
FFO per security (cents)	32.2	31.4	32.4	28.8	28.5	32.7
CEO total remuneration, actual ($m)	3.024	3.205	2.774	2.467	1.460	4.339

Note: Simple TSR is calculated by dividing (change in share price plus dividend paid during the year, excluding franking, by the share price at the start of the year.

The following table summarizes the performance comparing 2023 and 2024 annual reports.

Metric	31-Dec-24	31-Dec-23	Change (%
FFO (Funds From Operations)	$616.3M	$600.9M	2.60%
Free Cash Flow	$466.1M	$498.9M	-6.60%
Retail Portfolio Assets	$5,859.3M	$5,657.2M	3.60%
Office Portfolio Assets	$4,783.0M	$5,533.9M	-13.60%
Logistics Portfolio Assets	$4,119.8M	$4,416.0M	-6.70%
Total Portfolio Assets	$14,762.1M	$15,607.1M	-5.40%
Financing and Corporate Assets	$867.7M	$672.7M	29.00%
Total Assets	$15,629.8M	$16,279.8M	-4.00%
Borrowings	$4,839.3M	$4,796.3M	0.90%
Other Liabilities	$680.8M	$717.3M	-5.10%

The increase in Funds From Operations (FFO) from 2023 to 2024 was due to increased contributions from the Retail segment, despite lower income in the Office segment and higher financing costs. However, free cashflow decreased from 2023 to 2024 primarily because of increased cash maintenance capital expenditures and leasing incentives, along with a lower cash distribution from the Group's investment in GWOF.

For shareholders, the most significant is the decrease in free cash flow which is used by pay dividends.

Governance and culture

GPT's Board has endorsed a strategy to grow third-party assets under management, aiming to become Australia's leading diversified real estate investment manager. This strategy leverages GPT's existing capabilities to generate higher long-term returns for investors.

To enhance GPT's success in managing third-party retail assets alongside capital partners, the company has strengthened its investment and finance capabilities through the appointment of Merran Edwards as Chief Financial Officer and Mark Harrison as Chief Investment Officer. Additionally, the responsibilities of the COO role have been redistributed across various departments under the new restructure.

The board skills matrix has been carried forward with the same categories and similar top ratings across each. However, considering the uncertain economic climate and the growing impact of AI, we remain concerned that the category of "*Transformation, Innovation, and Technology*" continues to hold a medium rating across the board, consistent with previous years.

Key events

The key achievements in 2024 largely due to Retail:

1. Occupancy of 99.8 per cent, representing an effectively fully leased portfolio as of 31 December 2024.

2. Total Centre sales growth continues to outperform relative to ABS retail sales data.

3. Positive portfolio net valuation increases driven by higher rental income and low vacancy rates.

4. Exchanged contracts for 50 per cent ownership of Belmont Forum and Cockburn Gateway, Western Australia, as joint owner with the Perron Group. GPT assumed property, leasing, and development services for both assets in early February 2025.

5. Commencement of the development of Rouse Hill Town Centre, with construction to commence in the first half of 2025.

Key board or senior management changes

The 2024 annual report mentions several key changes in the board and senior management. Russell Proutt commenced as the CEO and Managing Director in March 2024. Merran Edwards was appointed as the Chief Financial Officer, and Mark Harrison became the Chief Investment Officer. Additionally, Louise Mason was appointed to the Board as a Non-Executive Director in May 2024, while Rob Whitfield retired from the Board 12. Mark Fookes COO role was made redundant as result of restructuring to increase focus on management of third-party retail assets.

Sustainability/ESG

GPT has maintained its rating as the number one globally ranked REIT in the S&P Global Corporate Sustainability Assessment 2025 Yearbook. The group achieved its 2024 target of 100% of GPT-owned and managed assets being certified carbon neutral as of December 2024.

Key targets include reducing stormwater pollutants to levels below those recorded in 2020 by 2030, ensuring stormwater flows and temperatures align with natural conditions, and preventing developments in high-conservation areas by 2026. GPT also aims to expand biodiversity beyond its asset footprint by 2030, increase asset biodiversity values beyond 2020 benchmarks, and eliminate priority invasive species. Since 2022, GPT has planted 306 hectares of native trees and restored approximately 500 hectares through offsetting projects, reinforcing its commitment to environmental sustainability.

For more details, please go to GPT's Environmental Sustainability dashboard
https://public.tableau.com/app/profile/the.gpt.group/viz/SustainabilityDataDashboard/Overview?publish=yes

4. Rationale for Voting Intentions

Resolution 1: Re-election of Ms Anne Brennan as a Director.

Anne joined the GPT Board in May 2022 and brings extensive experience as a public company director across various sectors. She currently serves as a Non-Executive Director at The Lottery Corporation and Endeavour Group, alongside previous roles at prominent companies like Tabcorp and Spark Infrastructure.

Her executive background includes Finance Director at Coates Group, CFO at CSR Limited, and partner positions at leading firms such as KPMG and Ernst & Young. She holds a Bachelor of Commerce (Honours) and is a Fellow of Chartered Accountants ANZ and AICD.

Anne chairs the Audit & Risk Committee and is part of the Nomination Committee.

ASA will vote its non-directed proxies in favour of Ms Anne Brennan

Resolution 2: Re-election of Ms Tracey Horton AO as a Director.

Tracey joined the GPT Board in May 2019 and has extensive experience across listed, government, and not-for-profit boards. She has held executive roles with Bain & Company in North America, and in Australia with Poynton and Partners and the Reserve Bank of Australia.

Currently, Tracey serves as a Non-Executive Director for IDP Education, Imdex Limited, Campus Living Villages, and Bhagwan Marine. Her previous appointments include leadership roles with Navitas, Nearmap, Skilled Group, and the Australian Takeovers Panel, among others.

Tracey holds a Bachelor of Economics (Hons), an MBA, and is a Fellow of the Australian Institute of Company Directors. She chairs the Human Resources & Remuneration Committee and is a member of the Nomination Committee.

ASA will vote its non-directed proxies in favour of Ms Tracey Horton

Resolution 3: Adoption of the Remuneration Report for the year ended 31 December 2024.

2024 Remuneration Changes

- STIC Awards: Continue as 50% cash and 50% deferred rights. Any STIC exceeding 80% of the participant's target is now awarded as rights, with a one-year deferral, fostering ownership and participation for high performers. Executives and Senior Leaders can also defer all or part of their cash STIC into rights; the CEO opted for 100% deferral in 2024.

- LTI Awards: Evaluated against growth in Adjusted Funds from Operations (AFFO) and Relative Total Securityholder Returns (RTSR), with the RTSR methodology updated to align

with market practices using a quartile measure of ASX200 A-REIT Index constituents (excluding Goodman and GPT Group).

- Performance Period: Extended from three to four years; 2024 awards are split evenly between three- and four-year periods, transitioning fully to four years by 2025.

For 2025, the most notable change involves replacing the sole FFO measure with a Group Scorecard to determine the annual STIC pool, contingent on a minimum FFO earnings gateway. The scorecard balances financial measures (75%) and non-financial measures (25%) to drive value creation across the business. Metrics focus more on earnings from investment and capital management while reducing emphasis on current year FFO.

Remuneration framework detail

In 2024, the total remuneration for GPT's executive KMP increased significantly compared to 2023. The total remuneration for 2024 was $8,544,211, while in 2023 it was $4,062,916.

This increase is due to several factors:

1. The appointment of new executives, such as Russell Proutt as CEO & Managing Director and Merran Edwards as Chief Financial Officer, who started receiving remuneration in 2024.

2. The inclusion of termination benefits for former executives like Bob Johnston and Mark Fookes, which were not present in 2023.

3. The LTI performance measurement period has been lengthened from 3 to 4 years to increase alignment with securityholders.

Share-based payments are reported based on amounts accrued during the financial year, not the actual monetary value earned. For STI and LTI, the accrued accounting value may differ significantly from the stock's value at issuance.

ASA will vote its non-directed proxies in favour of Adoption of the Remuneration Report for the year ended 31 December 2024.

Resolution 4: Grant of performance rights to the Company's Chief Executive Officer and Managing Director, Russell Proutt, as a long-term incentive.

Long Term Incentive (LTI) focuses on delivering sustained value for securityholders, assessed through Adjusted Funds from Operations (AFFO) and Relative Total Securityholder Returns (RTSR). The evaluation period has been extended from three years to four years. If conditions of the LTI plan are satisfied, performance rights are converted into GPT securities; otherwise, they lapse. LTI awards are subject to malus and clawback provisions to ensure accountability.

<u>ASA will vote its non-directed proxies in favour of Grant of performance rights to the Company's Chief Executive Officer and Managing Director, Russell Proutt, as a long-term incentive.</u>

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Appendix 1
Remuneration framework detail

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CEO rem. Framework FY22	Max Opportunity		% Total	Actual		% Total
Fixed Renum (base pay+super)	$	1,500,000	25.0%	$	1,307,070	40.8%
STIC awarded Total	$	2,250,000	38%	$	808,103	25%
Voluntary deferred STIC				$	480,202	
Mandatory deferred STIC				$	327,901	
Other share based (buyout awards)				$	871,858	27%
LTI- Performance rights tested after four years	$	2,250,000	38%	$	217,627	7%
Total	**$**	**6,000,000**	**100%**	**$**	**3,204,658**	**100%**

The amounts in the table above are the amounts that are envisaged in the design of the remuneration plan. *Target remuneration is sometimes called budgeted remuneration and is what the company expects to award the CEO in an ordinary year, with deferred amounts subject to hurdles in subsequent years before vesting. Some remuneration frameworks set a maximum opportunity amount, but not all.