



> **GPT** AGM

NOTICE of MEETING and EXPLANATORY MEMORANDUM

2015

CONTENTS

Chairman's Letter	1
Notice of Meeting	2
Notes Relating to Voting	4
Explanatory Memorandum	6
GPT Securityholder Question Form	13





**ROB
FERGUSON
CHAIRMAN**

Dear Securityholders,

I am pleased to invite you to GPT's 2015 Annual General Meeting (AGM). The meeting will be held at the Sheraton on the Park, 161 Elizabeth Street, Sydney NSW on **Tuesday, 5 May 2015 at 2.00pm (AEST)**. The meeting will also be webcast live on www.gpt.com.au.

Enclosed is the Notice of Meeting and Explanatory Memorandum explaining the formal business of the meeting and enclosing the securityholder voting form. If you plan to attend the AGM, please bring this voting form with you as it contains a barcode to make your registration easier, as well as details of how to vote.

Securityholders may also use the voting form to appoint a proxy if they are unable to attend in person, or lodge their proxy vote online at www.linkmarketservices.com.au (please see the following Notice of Meeting and securityholder voting form for more information).

In conjunction with this Notice of Meeting, GPT has also published its 2014 Annual Review as well as its 2014 Annual Financial Report for the financial year ended 31 December 2014. If you have elected to receive either report by post, a copy of it will accompany this Notice of Meeting. These reports are also available on the GPT website (www.gpt.com.au) and I encourage you to view them online.

The 2015 AGM will be Eric Goodwin's last as a non-executive director of the GPT Group. Eric will be retiring from the Board at the end of the AGM and I would like to take this opportunity to thank Eric for his dedicated service. The Board has greatly appreciated Eric's contribution since his appointment in November 2005, specifically his specialist real estate skills and long term knowledge of GPT's assets, history and culture.

We are pleased to offer Mr Lim Swe Guan for election to the Board as an independent non-executive director.

Mr Lim was previously appointed to the GPT Board as GIC Real Estate's nominee and retired from that position in May 2012. Mr Lim's appointment brings significant real estate skills and expertise to the Board and his election is supported by all directors.

The AGM will commence with a presentation from myself, followed by Michael Cameron, Chief Executive Officer and Managing Director. This will be followed by the formal items of business and there will be time for general questions.

You may also submit questions by using the form at the back of the Notice. Alternatively, please email these to the attention of GPT Investor Relations at ir@gpt.com.au (or post to Investor Relations, GPT Group, Level 51, 19 Martin Place, Sydney NSW 2000).

At the conclusion of the AGM, I invite you to join the Board and our Leadership Team for refreshments. I look forward to seeing as many of you as possible on the day.

Yours sincerely



Rob Ferguson
Chairman

NOTICE OF MEETING

ANNUAL GENERAL MEETING OF GPT MANAGEMENT HOLDINGS LIMITED AND ANNUAL GENERAL MEETING OF THE GENERAL PROPERTY TRUST (TOGETHER, GPT)

Notice is given that a meeting of Securityholders 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**) (together, the **Meeting**) at:

Time: **2:00pm (AEST)**

Date: Tuesday, 5 May 2015

Place: Sheraton on the Park, 161 Elizabeth Street, Sydney, New South Wales

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 2014 together with the Auditor's Report.

ITEM 2 RESOLUTIONS

Resolution 1 Election of Mr Lim Swe Guan as a Director

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

"That Mr Lim Swe Guan, having been appointed as a Director of the Company since the last Annual General Meeting and who ceases to hold office in accordance with rule 48(d) of the Company's Constitution, and being eligible, is elected as a Director of the Company."

Resolution 2 Adoption of Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution of the Company:

"That the Remuneration Report for the year ended 31 December 2014 be adopted."

Votes on this resolution are advisory only and do not bind the Directors, the Company or the Responsible Entity.

OTHER BUSINESS

Resolution 3 Grant of performance rights to the Company's Chief Executive Officer and Managing Director, Michael Cameron (deferred short term incentive)

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

"That approval is given for all purposes, to grant to the Company's Chief Executive Officer and Managing Director, Mr Michael Cameron, Performance Rights as the deferred component of his short term incentive for 2015 under the GPT Group Stapled Security Rights Plan on the terms set out in the Explanatory Memorandum to this Notice of Meeting."

Resolution 4 Grant of performance rights to the Company's Chief Executive Officer and Managing Director, Michael Cameron (long term incentive)

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

"That approval is given for all purposes, to grant to the Company's Chief Executive Officer and Managing Director, Mr Michael Cameron, Performance Rights as his long term incentive under the GPT Group Stapled Security Rights Plan on the terms set out in the Explanatory Memorandum to this Notice of Meeting."

Resolution 5 Approval of Non-Executive Directors' Fee Pool

To consider and, if thought fit, pass the following resolution as an 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 \$1,650,000 to \$1,800,000."

Resolution 6 Approval of Stapled Securities issued since the last Annual General Meetings of the Company and the Trust

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

"That approval is given for all purposes, including ASX Listing Rule 7.4, for the ratification of the issue of 76,832,152 stapled securities, each comprising one share in the Company stapled to one unit in the Trust (Stapled Security), to institutional investors, at an issue price of \$4.23 per Stapled Security, on the terms set out in the Explanatory Memorandum to this Notice of Meeting."

Resolution 7 Proportional takeover provisions

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

"That the Constitutions of the Company and the Trust be amended by:

- in the case of the Constitution of the Company, renewing rules 79 and 80; and

- in the case of the Constitution of the Trust, renewing rule 12A,

for a further three year period, as set out in the Explanatory Memorandum to this Notice of Meeting."

VOTING EXCLUSIONS

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.

Resolution 2 (Adoption of Remuneration Report)

In respect of Resolution 2, in accordance with the *Corporations Act 2001* (Cth) (the **Corporations Act**), the Company will disregard any votes cast:

- in any capacity, by or on behalf of a member of the key management personnel (**KMP**) whose remuneration is disclosed in the Remuneration Report and a closely related party (such as close family members and any controlled companies) of those persons; and
- as proxy by a member of the KMP at the date of the Meeting and a closely related party of those persons,

unless the vote is cast as a proxy for a person entitled to vote:

- in accordance with a direction on the Proxy Form; or
- by the Chairman of the Meeting in accordance with an express authorisation in the Proxy Form to vote as the proxy decides, even though Resolution 2 is connected with the remuneration of the KMP.

Resolutions 3 and 4 (Grants of performance rights to the Company's Chief Executive Officer and Managing Director, Michael Cameron)

In respect of Resolutions 3 and 4, in accordance with the ASX Listing Rules and the Corporations Act:

- the Company and the Trust will disregard any votes cast in any capacity by or on behalf of Mr Cameron and any of his associates; and
- in the case of the Company, the Company will disregard any votes cast as a proxy by a member of the KMP at the date of the Meeting and their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote:

- in accordance with a direction on the Proxy Form; or
- by the Chairman of the Meeting in accordance with an express authorisation in the Proxy Form to vote as the proxy decides, even though Resolutions 3 and 4 are connected with the remuneration of the KMP.

Resolution 5 (Approval of Non-Executive Directors' Fee Pool)

In accordance with the ASX Listing Rules and the Corporations Act:

- the Company and the Trust will disregard any votes cast in any capacity by or on behalf of a Director of the Company or the Responsible Entity of the Trust and any associate of a Director; and
- in the case of the Company, the Company will disregard any votes cast as a proxy by a member of the KMP at the date of the Meeting and their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote:

- in accordance with a direction on the Proxy Form; or
- by the Chairman of the Meeting in accordance with an express authorisation in the Proxy Form to vote as the proxy decides, even though Resolutions 5 is connected with the remuneration of the KMP.

Resolution 6 (Approval of Stapled Securities issued since the last Annual General Meetings of the Company and the Trust)

In accordance with the ASX Listing Rules, the Company and the Trust will disregard any votes cast in any capacity by a person who participated in the issue of Stapled Securities referred to in Resolution 6 and any associates of those persons, unless the vote is cast as a proxy for a person entitled to vote:

- in accordance with a direction on the Proxy Form; or
- by the Chairman of the Meeting, in accordance with a direction on the Proxy Form to vote as the proxy decides.

ASX has granted a waiver to allow GPT to limit the application of Listing Rule 14.11 so that votes cast on Resolution 6 by a Securityholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary (**Nominee Holder**) need not be disregarded, subject to the following conditions:

- the beneficiary has provided written confirmation to the Nominee Holder that they did not participate in the issue under the Placement, nor are they an associate of a person who participated in the issue;
- the beneficiary has directed the Nominee Holder how to vote on Resolution 6; and
- the Nominee Holder does not exercise discretion in casting a vote on behalf of the beneficiary.

By order of the Board



James Coyne
Company Secretary
March 2015

NOTES RELATING TO VOTING

EXPLANATORY MEMORANDUM

The resolutions contained in this Notice of Meeting should be read in conjunction with the attached Explanatory Memorandum. The Explanatory Memorandum forms part of this Notice of Meeting.

VOTING ENTITLEMENT

The Directors have determined that for the purposes of determining voting entitlements at the Meeting, Stapled Securities will be taken to be held by persons who are registered as Securityholders at **7:00pm (Sydney time) on Sunday 3 May 2015**. Accordingly, security transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

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 Chairman 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. If your Stapled Securities are jointly held, only one of the joint holders is entitled to vote on a show of hands (see below).

In a resolution of the Company determined by poll, each Securityholder present in person or by proxy has one vote for each fully paid ordinary Stapled Security held. On a poll, you need not exercise all of your votes in the same way, nor need you cast all of your votes.

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 the Trust will be calculated by reference to the last sale price of the Stapled Securities on the ASX on **Monday 4 May 2015**.

JOINTLY HELD STAPLED SECURITIES

If your Stapled 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 Stapled Securities, only the vote of the Securityholder whose name appears first in the register will be counted.

INDIVIDUALS

Where a Securityholder appoints an attorney to act on his or her behalf at the Meeting, such appointment must be made by a duly executed power of attorney. The power of attorney must be received by GPT's registry by **2:00pm (Sydney time) on Sunday 3 May 2015**, unless it has been previously provided.

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 Stapled Securities against the register of Securityholders and note your attendance.

CORPORATIONS

Where a corporation that is a Securityholder appoints 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 appointment must be received by GPT's registry by **2:00pm (Sydney time) on Sunday 3 May 2015**. Alternatively, the representative must bring to the Meeting satisfactory 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 may 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 of your votes. Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands.

A Proxy Form must be signed by the Securityholder or their attorney or, in the case of a corporation, executed in accordance with section 127 of the Corporations Act or signed by an authorised officer or attorney. If the Proxy Form is signed by an attorney or by an authorised officer of a corporation, the power of attorney or other authority must accompany the Proxy Form unless it has previously been provided to GPT. If the Proxy Form is sent by fax, any accompanying power of attorney or other authority must be certified.

Where a Securityholder appoints a body corporate as proxy, that body corporate will need to ensure that:

- it appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D (for the meeting of the Company) and 253B (for the meeting of the Trust) of the Corporations Act; and
- the instrument appointing the corporate representative is received by GPT's registry by **2:00pm (Sydney time) on Sunday 3 May 2015**. Alternatively, the representative must bring to the Meeting satisfactory evidence of his or her appointment, including any authority under which it was signed.

Proxy Forms should be completed and returned by no later than **2:00pm (Sydney time) on Sunday 3 May 2015**.

NOTES RELATING TO VOTING

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 Form by sending it in the reply paid envelope or otherwise posting, delivering or faxing it to:

The GPT Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Or

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

Or

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

You can also lodge your Proxy Form online at www.linkmarketservices.com.au.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the Proxy Form. If in respect of any of the items of business you do not direct your proxy how to vote, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions. If you mark the abstain box for a particular item you are directing your proxy not to vote on your behalf and your Stapled Securities will not be counted in computing the required majority on a poll. Please refer to the Proxy Form for further instructions.

The Chairman of the Meeting is deemed to be appointed where a signed Proxy Form is returned which does not contain the name of a proxy. In addition, if you direct your proxy how to vote and your nominated proxy does not attend, or attends but does not vote, on a poll on a resolution, the Chairman of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions.

For all resolutions that are directly or indirectly related to the remuneration of a member of the KMP (being Resolutions 2, 3, 4 and 5 of this Notice of Meeting), the Corporations Act prohibits KMP (other than the Chairman) and their closely related parties from voting as your proxy unless you direct them how to vote. 'Closely related party' is defined in the Corporations Act and includes a spouse, dependent and certain other close family members, as well as any companies controlled by the KMP.

If the Chairman of the Meeting is your proxy, you can direct the Chairman of the Meeting to vote for or against, or to abstain from voting on a resolution by marking the appropriate box opposite the relevant item on the Proxy Form. However, if the Chairman of the Meeting is your proxy and you do not mark any of the boxes opposite Resolutions 2, 3, 4 or 5, then by signing and returning the Proxy Form you will be expressly authorising the Chairman to vote as he sees fit in respect of the relevant resolution even though it is connected with the remuneration of GPT's KMP.

The Chairman intends to vote available undirected proxies in favour of all resolutions.

If you have any questions or would like a copy of the Company or Trust Constitutions, please contact the GPT Securityholder Service Centre on 1800 025 095 (free call within Australia) or +61 1800 025 095 (outside Australia), between 8am and 5pm (Sydney time) Monday to Friday.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the 2015 Notice of Meeting and contains information about the resolutions contained in the Notice of Meeting. You should read the Notice of Meeting and this Explanatory Memorandum carefully.

ORDINARY BUSINESS

ITEM 1 – DIRECTORS’ REPORT, AUDITOR’S REPORT AND FINANCIAL STATEMENTS

The Directors’ Report, Auditor’s Report and Financial Statements for the year ended 31 December 2014 will be tabled at the joint Annual General Meetings (the **Meeting**) of GPT Management Holdings Limited (the **Company**) and General Property Trust (the **Trust**) (together **GPT**).

GPT’s Directors’ Report, Auditor’s Report and Financial Statements are included in GPT’s Annual Financial Report. A copy of GPT’s Annual Financial Report for the year ended 31 December 2014 is available on GPT’s website (www.gpt.com.au) or can be obtained by contacting Link Market Services Limited at the address included in the Notice of Meeting.

During this item of business, an opportunity will be given to Securityholders to ask questions about or make comments on the Directors’ Report, Auditor’s Report and Financial Statements.

GPT’s external auditor, PricewaterhouseCoopers (the **Auditor**), will be present at the Meeting and will be available to answer questions relevant to the conduct of the audit, including the independence of the Auditor, the preparation and content of the Auditor’s Report, and the accounting policies adopted by the Company in relation to the preparation of its financial statements.

Securityholders may also submit written questions to the Auditor relevant to the content of the audit report for the Company or the conduct of the audit for the Company. 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.

If you have any written questions for the Auditor, please visit www.linkmarketservices.com.au or complete the attached Securityholder Question Form and send it:

- to GPT’s registered office Level 51, 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 02 9287 0309,

by no later than **5:00pm (Sydney time) on Tuesday 28 April 2015**.

ITEM 2 – RESOLUTIONS

RESOLUTION 1 – ELECTION OF MR LIM SWE GUAN AS A DIRECTOR

In accordance with rule 48(d) of the Company’s Constitution, a Director appointed by the Board either to fill a casual vacancy or as an addition to the Board may hold office until the next Annual General Meeting of the Company and is then eligible for election at that Meeting.

As a consequence of the arrangements put in place between the Company and the Responsible Entity of the Trust, any vote on the election of Directors of the Company is also a vote on them holding office as a Director of the Responsible Entity.

Mr Lim Swe Guan is an independent Non-Executive Director. This is his first Annual General Meeting since being appointed to the Board and, being eligible, he offers himself for election.

After graduating with an honours degree in Estate Management in 1979, Mr Lim was employed as Lands Officer for the Urban Redevelopment Authority (**URA**) of Singapore. He left URA in 1980 to work as a securities analyst, initially for Kim Eng Securities (1980-1982) and later for Alta-Pacific Securities (1982 -1983).

Mr Lim obtained an MBA from the Colgate Darden Graduate School of Business, The University of Virginia in 1985 and returned to Singapore where he worked as a property consultant with Knight Frank, Cheong Hock Chye & Bailieu. In June 1986, Mr Lim was recruited by Jones Lang Wootton in Sydney, Australia to the position of Senior Research Analyst. He was appointed Manager in October 1987 and Director in 1989. Mr Lim obtained the Chartered Financial Analyst (**CFA**) certification in 1991.

In November 1995, Mr Lim joined SUNCORP Investments in Brisbane, Australia as Portfolio Manager, Property Funds.

Mr Lim returned to Singapore in December 1997 to assume the position of Regional Manager for the Government of Singapore Investment Corporation. He was previously a Managing Director of GIC Real Estate Pty Ltd (**GIC**). In that role he was Regional Head of Property Investment for Australia, Japan and SE Asia and Global Head of the Corporate Investment Group before retiring from that position in February 2011.

Mr Lim currently sits on the boards of Sunway Berhad in Malaysia and Global Logistic Properties in Singapore. He is also Chairman of the Asia Pacific Real Estate Association. Mr Lim was previously appointed as a non-executive Director of GPT from April 2009 to May 2012. His other past directorships include the Board of Land & Houses PLC in Thailand and Thakral Holdings Group in Australia.

Recommendation

The Directors (other than Mr Lim Swe Guan) unanimously recommend that Securityholders vote in favour of the election of Mr Lim Swe Guan as a Director.

RESOLUTION 2 – REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act, the Board is presenting GPT's Remuneration Report for the year ended 31 December 2014 to Securityholders for consideration and adoption by a non-binding vote.

The Remuneration Report commences on page 22 of GPT's Annual Financial Report. In accordance with the Corporations Act, the Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of GPT and the link between the remuneration of employees and GPT's performance; and
- sets out the remuneration arrangements in place for each Director and those members of the senior management team with authority and responsibility for planning, directing and controlling the activities of GPT.

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

The Securityholder vote on the Remuneration Report is advisory only and does not bind the Directors, the Company or the Responsible Entity. However, the Directors will take into account the outcome of the vote when considering the future remuneration arrangements of GPT.

Voting exclusion

A voting exclusion applies to this resolution as set out in the Notice of Meeting under the heading 'Voting Exclusions'.

Recommendation

The Directors unanimously recommend that Securityholders vote in favour of Resolution 2.

OTHER BUSINESS

RESOLUTION 3 – GRANT OF PERFORMANCE RIGHTS TO MICHAEL CAMERON (DEFERRED SHORT TERM INCENTIVE)

Consistent with contemporary remuneration governance expectations and to further align the interests of GPT senior executives with those of Securityholders, at the 2014 Annual General Meeting, Securityholders approved amendments to the GPT Group Stapled Security Rights Plan (**Plan**) so that a portion of the short term incentive compensation (**STIC**) awarded to certain executives, including the Chief Executive Officer and Managing Director, Mr Michael Cameron, is delivered in the form of GPT equity rather than cash.

It is intended that Mr Cameron's 2015 STIC award will be delivered 50% in cash and 50% in the form of performance rights (**Rights**) under the Plan.

In accordance with ASX Listing Rule 10.14, GPT is seeking the approval of Securityholders for the proposed grant of Rights to Mr Cameron on the terms set out below.

Terms and conditions

If Securityholder approval is obtained, the Rights will be granted:

- as part of Mr Cameron's STIC remuneration;
- under the terms of the Plan; and
- at no cost to Mr Cameron. No amount is payable on conversion of the Rights to Stapled Securities if performance conditions are met or when Stapled Securities vest.

Each Right is a conditional entitlement to one fully paid Stapled Security in GPT that will rank equally with those traded on the ASX. The Stapled Securities will be subject to the further conditions outlined below. Rights do not carry any dividend or voting rights until they are converted into Stapled Securities.

The number of Rights to be granted to Mr Cameron under the deferred STIC arrangements will be 50% of his stretch STIC opportunity for 2015 of \$1,875,000, divided by GPT's quarter 4, 2014 volume weighted average price (**VWAP**) of \$4.1079, giving, on a rounded basis, 228,219 Rights. The other 50% of Mr Cameron's STIC opportunity will be delivered in cash (to the extent the relevant conditions are met).

Operation of deferred STIC

The Rights will be granted subject to the achievement of the Key Performance Indicators (**KPIs**) applicable to Mr Cameron's STIC award for 2015. The KPIs will be tested in early 2016 after the end of the STIC performance year. Performance against the KPIs will be assessed by the Nomination and Remuneration Committee, which will determine the number of Rights that will convert into Stapled Securities. Any Rights that are not converted will lapse.

The KPIs will be based on a balanced scorecard of financial and non-financial measures. The specific targets for Mr Cameron for 2015 are strategic and confidential at the date of the 2015 Annual General Meeting because they relate to the current financial year.

Following performance testing and the allocation of the requisite number of Stapled Securities, the Stapled Securities will be held on trust for an additional period (**Deferral Period**) until they vest, as outlined below:

- 50% of the Stapled Securities will vest on 31 December 2016; and
- 50% of the Stapled Securities will vest on 31 December 2017.

The Stapled Securities may be issued or sourced on or off market.

Because the performance conditions attaching to Mr Cameron's STIC award will have been met as a pre-condition to the conversion of his Rights into Stapled Securities, Mr Cameron will be able to direct the trustee how to vote in respect of the Stapled Securities held on his behalf and will also be entitled to distributions paid during the relevant Deferral Period.

Following vesting of the Stapled Securities, any dealing will be subject to GPT's Personal Dealing Policy. In addition, Mr Cameron is required to comply with the Group's Minimum Security Holding Policy when dealing in Stapled Securities.

EXPLANATORY MEMORANDUM

Treatment of Rights and unvested Stapled Securities on cessation of employment

If Mr Cameron ceases employment for any reason on or before 30 September 2015, his Rights will lapse.

If Mr Cameron is terminated for cause after 30 September 2015, unvested Rights and Stapled Securities that remain subject to deferral will lapse or be forfeited.

If Mr Cameron's employment is terminated for any other reason after 30 September 2015, subject to the Board's discretion to determine otherwise:

- Rights will continue beyond cessation of employment and will vest or lapse depending on whether the performance conditions are achieved; and
- unvested Stapled Securities will continue beyond cessation of employment and will vest or be forfeited subject to their terms.

Change of control

If a change of control of GPT occurs, for example by way of a takeover or scheme of arrangement, the Board may determine that some or all:

- Rights will convert into Stapled Securities or lapse; or
- unvested Stapled Securities granted to Mr Cameron will vest,

having regard to all relevant circumstances.

Other information required by the ASX Listing Rules

In relation to the Plan:

- Mr Cameron is the only Director entitled to participate in the Plan.
- There is no loan scheme in relation to the Rights.
- Since the last approval at the 2014 Annual General Meeting, 892,857 Rights have been issued to Mr Cameron under the Plan. In accordance with the 2014 Annual General Meeting approvals, 262,605 were granted as a deferred STIC award and 630,252 were granted as a long term incentive award. The Rights were granted at no cost to Mr Cameron, and no amount is payable on vesting of the Rights if the KPIs or performance conditions (as applicable) are met. Further details of Rights awarded to Mr Cameron are provided in the Remuneration Report for the financial year ended 31 December 2014.
- Under ASX Listing Rule 7.1, a listed entity has the ability to issue 15% of its issued capital without securityholder approval in a 12 month period. When an entity issues or agrees to issue securities under ASX Listing Rule 7.1 without securityholder approval, that issue or agreement to issue uses up part of the 15% capacity available under that rule. However, if approval is given by Securityholders under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1. This means that the Rights granted to Mr Cameron and any Stapled Securities issued pursuant to this approval will not use up part of the 15% capacity under ASX Listing Rule 7.1.

If approval is received, it is the intention of the Board that the Rights will be granted to Mr Cameron as soon as is practicable following the Meeting, but in any event, no later than 12 months after the date of the Meeting. If approval is not received, Mr Cameron's 2015 STIC award will be paid wholly in cash subject to the Nomination and Remuneration Committee's assessment of his performance against his 2015 KPIs.

Voting exclusion

A voting exclusion applies to this resolution, as set out in the Notice of Meeting under the heading 'Voting Exclusions'.

Recommendation

The Directors (other than Mr Cameron) unanimously recommend that Securityholders vote in favour of Resolution 3.

RESOLUTION 4 – GRANT OF PERFORMANCE RIGHTS TO MICHAEL CAMERON (LONG TERM INCENTIVE)

In accordance with ASX Listing Rule 10.14, GPT is seeking the approval of Securityholders for the proposed grant of Rights to Mr Cameron on the terms set out below.

Terms and conditions

If Securityholder approval is obtained, the Rights will be granted:

- as part of Mr Cameron's long term incentive (LTI) remuneration;
- under the terms of the Plan; and
- at no cost to Mr Cameron, and no amount is payable on vesting of the Rights if performance conditions are met.

Each Right is a conditional entitlement to one fully paid Stapled Security in GPT that will rank equally with those traded on the ASX. Rights do not carry any dividend or voting rights until they vest.

The number of Rights to be granted to Mr Cameron will be \$2,250,000, divided by GPT's quarter 4, 2014 volume weighted average price (VWAP) of \$4.1079, giving, on a rounded basis, 547,725 Rights.

Performance measures

The Board has determined that the Rights to be granted to Mr Cameron (if approval is received) will be subject to two performance conditions, outlined below. These performance conditions will be assessed over a three year performance period starting on 1 January 2015 and ending on 31 December 2017 (**Performance Period**).

Each performance measure will be tested against one half of the Rights to be granted to Mr Cameron under this resolution.

- **Total Return (TR)** - This measure will be calculated annually during the Performance Period as the sum of the change in Net Tangible Assets (**NTA**) plus distributions each year, divided by the NTA at the beginning of the year. The annual results will then be used to calculate the time weighted compound TR for the three year Performance Period, and it is this result that will be compared against the TR range to determine a vesting outcome.

For the 2015 grant, the TR Range is between 9% and 9.75%. Vesting will be determined on a sliding scale, with 25% vesting at 9% TR and 100% vesting at 9.75% TR. Between these points, the level of vesting will be calculated on a straight-line basis.

- **Relative Total Shareholder Return (TSR)** - This measure compares GPT's TSR performance with the TSR performance of selected constituents of the ASX 200 A-REIT Index over the Performance Period. In determining the entities to include in the TSR comparator group, entities that are not appropriate comparators due to the focus of their business operations or geographic footprint have been excluded. For the 2015 grant, the constituents are:
 - BWP Trust (BWP)
 - Charter Hall Retail REIT (CQR)
 - DEXUS Property Group (DXS)
 - Federation Centres (FDC)
 - Investa Office Fund (IOF)
 - Mirvac Group (MGR)
 - Novion Property Group (NVN)
 - SCA Property Group (SCP)
 - Scentre (SCG)
 - Stockland (SGP)

TSR represents an investor's return, calculated as the percentage difference between the initial amount invested in Stapled Securities and the final value of those Stapled Securities at the end of the relevant period, assuming distributions were reinvested, or such other method of calculation as determined by the Board.

Vesting will occur as follows:

	Relative Performance of GPT's TSR against constituents of the comparator group over the Performance Period	Percent vesting of TSR hurdled performance rights
Threshold	Below 51 st percentile	No vesting
	51 st percentile	50% vesting
Maximum	75 th percentile	100% vesting
	Between 51 st percentile, and 75 th percentile.	Pro-rata straight line vesting between 50% and 100%.

Taken together, these performance measures create an LTI scheme that is aligned to GPT's strategy to deliver sustained, superior returns in the following manner:

- The TR measure assesses total returns from real estate over the long term. It will focus on ensuring that GPT's portfolio is adding value from both an investment and an income perspective.
- Relative TSR performance measures GPT's ability to deliver superior shareholder returns relative to its peers and competitors in the A-REIT sector.

There will be no re-testing of performance at the end of the Performance Period for any grants made under this resolution. If performance conditions are not met, the Rights will lapse.

Trading of securities once vested

Stapled Securities allocated upon vesting of the Rights will be subject to restrictions for up to 7 years from the date the Rights are granted at Mr Cameron's option. The restrictions on vested Stapled Securities will be lifted upon earlier cessation of employment. In addition the Board may lift this restriction on trading upon application in exceptional circumstances. Any dealing in Stapled Securities will be subject to GPT's Personal Dealing Policy.

In addition, Mr Cameron is required to comply with the Group's Minimum Security Holding Policy when dealing in Stapled Securities.

Treatment of Rights on cessation of employment

Unvested Rights will lapse if Mr Cameron is terminated for cause. If Mr Cameron's employment ceases for any other reason, some or all unvested Rights may continue beyond cessation of employment and will vest or lapse depending on whether the performance conditions are achieved, subject to the Board's discretion to determine otherwise.

EXPLANATORY MEMORANDUM

Change of control

If a change of control of GPT occurs, for example by way of a takeover or scheme of arrangement, the Board may determine that some or all Rights granted to Mr Cameron will vest, having regard to relevant individual and company performance indicators.

Other information required by the ASX Listing Rules

In relation to the Plan:

- Mr Cameron is the only Director entitled to participate in the Plan.
- There is no loan scheme in relation to the Rights.
- Details regarding the Rights that have been issued to Mr Cameron under the Plan since the last approval at the 2014 Annual General Meeting are set out in the explanatory note to Resolution 3.
- If approval is given by Securityholders under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1. See the explanatory note to Resolution 3 for further details.

If approval is received, it is the intention of the Board that the Rights will be granted to Mr Cameron as soon as is practicable following the Meeting, but in any event, no later than 12 months after the date of the Meeting.

Voting exclusion

A voting exclusion applies to this resolution, as set out in the Notice of Meeting under the heading 'Voting Exclusions'.

Recommendation

The Directors (other than Mr Cameron) unanimously recommend that Securityholders vote in favour of Resolution 4.

RESOLUTION 5 – APPROVAL OF NON-EXECUTIVE DIRECTORS' FEE POOL

ASX Listing Rule 10.17 and the Company's Constitution require the maximum amount of Non-Executive Directors' remuneration (as defined in the Constitution) to be approved by Securityholders. The maximum amount that is approved by Securityholders is the 'fee pool' out of which the Board and Committee fees of Non-Executive Directors is paid.

The current fee pool of \$1,650,000 per annum was approved by Securityholders approximately 4 years ago at the Annual General Meeting held on 11 May 2011. Details of the total remuneration of Non-Executive Directors for the financial year ending 31 December 2014 are set out in the Remuneration Report section of the GPT Annual Financial Report.

As noted in the Remuneration Report, Board and Committee fees have been frozen since 2008. Increasing the maximum will give GPT flexibility for succession and Board renewal purposes and will provide scope for reasonable adjustments to Board and Committee fees in future years.

As required under the Constitution of the Company and the ASX Listing Rules, this resolution seeks to increase the fee pool that may be available to Non-Executive Directors by \$150,000, to an aggregate amount of \$1,800,000 per annum (inclusive of superannuation).

Other information required by the ASX Listing Rules

No securities have been issued to any Non-Executive Director under ASX Listing Rules 10.11 or 10.14 with shareholder approval within the last three years.

Voting exclusion

A voting exclusion applies to this resolution, as set out in the Notice of Meeting under the heading 'Voting Exclusions'.

RESOLUTION 6 – APPROVAL OF STAPLED SECURITIES ISSUED SINCE THE LAST ANNUAL GENERAL MEETINGS OF THE COMPANY AND THE TRUST

Background

On 21 January 2015, GPT announced that it would redeem the Exchangeable Securities that were issued to Reco 175LS Aust Pty Limited (an affiliate of GIC Real Estate Pte Limited) (**Reco**) in November 2008. The redemption was funded by an equity raising comprising:

- a \$325 million fully underwritten institutional placement (**Placement**); and
- a non-underwritten security purchase plan (**SPP**).

The Placement completed on 22 January 2015 and settlement of the Placement took place on 28 January 2015. The Stapled Securities were issued under the Placement on 29 January 2015.

Why is approval being sought?

As stated above for Resolution 3, ASX Listing Rule 7.1 restricts GPT from issuing more than 15% of its issued capital in any 12 month period, unless the issue is approved by Securityholders or an exception to the requirement to seek Securityholder approval applies.

ASX Listing Rule 7.4 allows GPT to ratify an issue of securities so that they will not be counted towards the 15% limit. If Resolution 6 is approved, the Stapled Securities that were issued to institutional investors under the Placement will not count towards the 15% limit. The effect of this resolution is to 'refresh' GPT's capacity to issue securities within the 15% limit without seeking further Securityholder approval. This affords GPT greater flexibility if it seeks to raise further capital in the future.

The Stapled Securities issued under the SPP are not considered to fall within the 15% limit and do not require Securityholder approval under ASX Listing Rules 7.1 or 7.4 as ASX Listing Rule 7.2, Exception 15 applies.

Terms and conditions

ASX Listing Rule 7.5 requires the Notice of Meeting to include certain information regarding the issue of Stapled Securities for which approval is sought under Resolution 6. This information is set out below.

Type of security	Fully paid ordinary Stapled Securities
Number issued	76,832,152
Issue price	\$4.23 per Stapled Security (this price represents a 3 per cent discount to the GPT closing price on 21 January 2015)
Terms	Rank equally with existing Stapled Securities with full entitlement to distributions for the six month period ending 30 June 2015
Allottees	Institutional investors
Intended use of the funds	To fund the purchase and redemption of the Exchangeable Securities previously issued to Reco, plus accrued distribution

Voting exclusion

A voting exclusion applies to this resolution, as set out in the Notice of Meeting under the heading 'Voting Exclusions'.

Recommendation

The Directors unanimously recommend that Securityholders vote in favour of Resolution 6.

RESOLUTION 7 — PROPORTIONAL TAKEOVER PROVISIONS

The Corporations Act permits a company or a trust to include provisions in its constitution which enable the company or trust to refuse to register a transfer of shares or units under a proportional (or partial) takeover offer, unless a resolution is first passed by securityholders approving the offer.

Rules 79 and 80 of the Constitution of the Company and rule 12A of the Constitution of the Trust (**Trust Constitution**) currently contain provisions dealing with proportional takeover bids for GPT's Stapled Securities in accordance with the Corporations Act. These rules will cease to have effect after 7 May 2015 and accordingly, it is proposed to renew them. If renewed, rules 79 and 80 of the Company's Constitution and 12A of the Trust Constitution will operate on the same basis as the existing rules for a period of three years from the date of the Meeting.

The Corporations Act requires the following information to be provided to Securityholders when they are considering the inclusion of proportional takeover provisions in the Company's Constitution and the Trust Constitution.

Reasons for having proportional takeover approval provisions

In a proportional takeover bid, the bidder offers to buy a proportion only of each securityholder's shares or units in the target company or trust. This means that control of the company or trust may pass without securityholders having the chance to sell all their shares or units to the bidder. The bidder may take control of the company or trust without paying an adequate amount for gaining control.

To deal with this possibility, a company or a trust may provide in its constitution that if a proportional takeover bid is made for shares in the company or units in the trust, securityholders are required to vote by ordinary resolution on whether to accept or reject the offer and that decision will be binding on all the securityholders.

The benefit of the provision is that securityholders are able to decide collectively whether the proportional offer is acceptable in principle and it may ensure that any partial offer is appropriately priced.

The Directors consider that Securityholders should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of GPT to change without Securityholders being given the opportunity to dispose of all their Stapled Securities for a satisfactory control premium.

Effect of the proportional takeover approval provisions

If a proportional takeover bid is made, the Directors must ensure that Securityholders vote on a resolution to approve the bid more than 14 days before the bid period closes.

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote. However, the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn.

If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's Constitution and the Trust Constitution.

The bid will be taken to have been approved if the resolution is not voted on. However, the Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on.

The proportional takeover approval provisions do not apply to full takeover bids, and only apply for three years after the date they are adopted or renewed. The provisions may be renewed within, or reinserted upon the expiry of, the three year period, but only by special resolution passed by Securityholders.

EXPLANATORY MEMORANDUM

Potential advantages and disadvantages

While the renewal of rules 79 and 80 in the Company's Constitution and rule 12A in the Trust Constitution will allow the Directors to continue to ascertain Securityholders' views on a proportional takeover bid, it does not otherwise offer any advantage or disadvantage to the Directors who remain free to make their own recommendation as to whether the bid should be accepted.

The potential advantages of the proportional takeover approval provisions for Securityholders of GPT are:

- Securityholders will have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the provisions may help Securityholders avoid being locked in as a minority;
- increase in the bargaining power of Securityholders and ensuring that any proportional bid is adequately priced;
- the provisions will ensure that all Securityholders have an opportunity to study a proportional takeover proposal and vote on the bid at a general meeting. This is likely to ensure a potential bidder structures its offer in a way which is attractive to a majority of Securityholders; and
- knowing the view of the majority of Securityholders may help individual Securityholders assess the likely outcome of the proportional takeover when determining whether to accept or reject the offer.

However, the potential disadvantages for Securityholders of the provisions include:

- they may discourage proportional takeover bids;
- the chance of a proportional takeover bid being successful may be reduced;
- they may reduce any speculative element in the market price of the Stapled Securities arising from the possibility of a takeover offer being made;
- Securityholders may lose an opportunity to sell their Stapled Securities at a premium; and
- they may be considered to be an unwarranted additional restriction on the ability of Securityholders to freely deal with their Stapled Securities.

The Board considers that the potential advantages for Securityholders of the proportional takeover approval provisions outweigh the potential disadvantages.

As at the date this statement was prepared, no Director is aware of a proposal by a person to acquire, or to increase, a substantial interest in GPT.

Recommendation

The Directors unanimously recommend that Securityholders vote in favour of Resolution 7.

