

The background of the entire page is a close-up photograph of vibrant green leaves, likely from a tree, with sunlight filtering through them, creating a soft, dappled light effect. The leaves are in various shades of green, from bright lime to deep forest green.

NOTICE OF MEETING and EXPLANATORY MEMORANDUM

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: 2pm

Date: Monday, 10 May 2010

Place: Grand Ballroom, Westin Hotel, No. 1 Martin Place, Sydney, New South Wales

The Responsible Entity of the Trust is GPT RE Limited (ACN 107 426 504, ASFL 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 2009 together with the Auditor's Report.

Item 2 Resolutions

Resolution 1 Re-election of Ms Anne McDonald as a Director

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

"That Ms Anne McDonald, who retires in accordance with rule 49 of the Company's Constitution, being eligible, be re-elected as a Director of the Company".

Resolution 2 Election of Mr Rob Ferguson as a Director

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

"That Mr Rob Ferguson, having been appointed as a Director of the Company since the last 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 3 Election of Mr Brendan Crotty as a Director

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

"That Mr Brendan Crotty, having been appointed as a Director of the Company since the last 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 4 Election of Dr Eileen Doyle as a Director

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

"That Dr Eileen Doyle, having been appointed as a Director of the Company since the last 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 5 Remuneration Report

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

"That the Remuneration Report for the year ended 31 December 2009 be adopted".

Votes on this resolution are advisory only and do not bind the Company.

NOTICE OF MEETING

Special Business

Resolution 6 Amendment of the Company's Constitution

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

"That the amendments to the Constitution as set out in the Explanatory Memorandum to this Notice of Meeting be approved".

Resolution 7 Amendment to Trust Deed

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

"That the amendments to the Trust Deed as set out in the Explanatory Memorandum to this Notice of Meeting be approved".

Resolution 8 Consolidation of securities

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

"That, subject to Unitholders passing Resolution 9 below, for the purposes of section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that every 5 shares be consolidated into 1 share, and where this consolidation results in a fraction of a share being held by a shareholder, the directors of the Company be authorised under rule 32 of the Constitution to round that fraction up to the nearest whole share (subject to the Board's discretions in rule 32), with the consolidation taking effect on 19 May 2010".

Resolution 9 Consolidation of units

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

"That, subject to Securityholders passing Resolution 8 above, for the purposes of clause 3.2 of the Trust Deed and for all other purposes, GPT RE Limited consolidate the issued units of the Trust pursuant to clause 3.2 of the Trust Deed on the basis that every 5 units be consolidated into 1 unit, and where this consolidation results in a fraction of a unit being held by a unitholder, GPT RE Limited be authorised under clause 3.2 of the Trust Deed to round that fraction up to the nearest whole unit if the Board of GPT also determines to round up the shares in the Company which are held by that unitholder in its capacity as a shareholder, with the consolidation taking effect on 19 May 2010".

Resolution 10 Approval of the GPT Group Stapled Security Rights Plan

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

"That the GPT Group Stapled Security Rights Plan (the Plan), as amended in the manner described in the Explanatory Memorandum to this Notice of Meeting, be approved and adopted by the Company".

Resolution 11 Grant of performance rights to the Company's Chief Executive Officer and Managing Director, Michael Cameron

"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 the Company to grant to the Company's Chief Executive Officer and Managing Director, Mr Michael Cameron, Performance Rights under the GPT Group Stapled Security Rights Plan on the terms set out in the Explanatory Memorandum to this Notice of Meeting".

Voting Exclusion

In accordance with the ASX Listing Rules, the Company and the Trust will disregard, in respect of resolution 11, any votes cast by a director of the Company or the Responsible Entity of the Trust (except a director who is ineligible to participate in any employee loan or incentive scheme), and any associate of that director.

However, the Company or 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.

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.

By order of the Board



James Coyne
Company Secretary

April 2010

NOTICE OF MEETING

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 entitlement at the Meeting, Stapled Securities will be taken to be held by persons who are registered as Securityholders at **7:00pm (Sydney time) on Saturday 8 May 2010**. 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 Directors or 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.

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.

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 the Stapled Securities on the ASX on **Friday 7 May 2010**.

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. You need not exercise all of your votes in the same way, nor need you cast all of your votes.

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 the Company at its registered office by **2:00pm (Sydney time) on Saturday 8 May 2010**.

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.

For catering purposes, if you propose to attend the Meeting, please telephone the GPT Securityholder Service Centre on [1800 025 095 (if in Australia) or +61 2 8280 7176 (if outside Australia)] prior to 3 May 2010.

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 the Company by **2:00pm (Sydney time) on Saturday 8 May 2010**. Alternatively, 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 or more 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. 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 (or a notarially certified copy) must accompany the Proxy Form unless it has previously been provided to the Company. 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 the Company at its registered office by **2:00pm (Sydney time) on Saturday 8 May 2010**. Alternatively, the representative must bring to the Meeting 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 Saturday 8 May 2010**.

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:

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

You can also lodge your vote 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 directing your proxy to vote as they decide. 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 on how to appoint a proxy.

The Chairman of the Meeting is deemed to be appointed where a signed Proxy Form is returned which does not contain the name of the proxy or where the person appointed on the form is absent.

For proxies without voting instructions that are exercisable by the Chairman, the Chairman intends to vote undirected proxies in favour of each resolution.

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 (if in Australia) or +61 2 8280 7176 (if outside Australia), between 8am and 5pm (Sydney time) Monday to Friday.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice of Meeting dated 9 April 2010 and contains information about the resolutions contained in the Notice of Meeting. You should read the Notice of Meeting and this Explanatory Memorandum carefully, and seek your own independent advice on any issues that you are not certain about.

Ordinary Business

Item 1 – Directors’ Report, Audit Report and Financial Statements

The Directors’ Report, Audit Report and Financial Statements for the year ended 31 December 2009 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, Audit Report and Financial Statements are included in GPT’s Annual Report. A copy of GPT’s Annual Report for the year ended 31 December 2009 is available on GPT’s website (at 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, in accordance with the *Corporations Act 2001* (Cth) (the *Corporations Act*), an opportunity will be given to Securityholders to ask questions about or make comments on the management of GPT.

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 GPT in relation to the preparation of its financial statements.

Securityholders may also submit written questions relevant to these matters to the Auditor. 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 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 02 9287 0309,

by no later than **5:00pm (Sydney time) on Monday 3 May 2010**.

Item 2 – Resolutions

Re-election and election of Directors

In accordance with rule 49 of the Company’s Constitution, a Director (other than the Managing Director) must not hold office for longer than 3 years or past the third Annual General Meeting after their appointment, whichever is longer.

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, GPT RE Limited (*Responsible Entity*), any vote on the re-election of Directors of the Company is also a vote on them continuing office as a Director of the Responsible Entity. Similarly, 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.

In accordance with rule 49 of the Company’s Constitution, Ms Anne McDonald will retire at the Meeting and is seeking re-election (see Resolution 1 below). Mr Ian Martin and Dr Ken Moss will retire at the Meeting in accordance with rule 49 and are not seeking re-election.

In accordance with rule 48(d) of the Company’s Constitution, Mr Rob Ferguson, Mr Brendan Crotty and Dr Eileen Doyle are seeking election to the Board (see Resolutions 2, 3 and 4 below).

Resolution 1 – Re-election of Ms Anne McDonald as a Director

Ms Anne McDonald is eligible to be re-elected as a Director of the Company and offers herself for re-election.

Ms McDonald is currently a Non-Executive Director of listed entities Spark Infrastructure Group and Speciality Fashion Group. Ms McDonald is also a Non-Executive Director of Westpac’s Life and General Insurance business, Health Super and St Vincent’s Healthcare.

Ms McDonald is a Chartered Accountant and was previously a partner of Ernst & Young for fifteen years specialising as a company auditor and advising multinational and Australian companies on governance, risk management and accounting issues. Previous roles include Board Member of Ernst & Young Australia and a Director of the Private Health Insurance Administration Council, St Vincent's and Mater Health Sydney.

Ms McDonald is Chair of the Audit and Risk Management Committee and was appointed to the Board on 2 August 2006.

The Directors (other than Ms McDonald) unanimously recommend that Securityholders vote in favour of the re-election of Ms McDonald as a Director.

Resolution 2 – Election of Mr Rob Ferguson as a Director

Mr Rob Ferguson is eligible to be elected as a Director of the Company and offers himself for election.

Mr Ferguson was Managing Director and Chief Executive of Bankers Trust Australia for 15 years. During his 30 year career with Bankers Trust Mr Ferguson held a number of senior executive positions including Head of Corporate Finance and Investment Management. Mr Ferguson was also an independent Non Executive director of Westfield for 10 years.

Mr Ferguson is currently the Non-Executive Chairman of IMF (Australia) Limited; Non Executive Chairman of Primary Health Care Limited and Chairman of MoneySwitch Limited. Prior Board positions include Chairman of Vodafone Australia, Nexgen Limited and Bankers Trust Australia Limited.

Mr Ferguson brings to the Board a wealth of knowledge and experience in finance, investment management and property as well as corporate governance.

Mr Ferguson is a member of the Nomination and Remuneration Committee and was appointed to the Board on 25 May 2009. Subject to Mr Ferguson being elected as a Director of the Company, the Board has endorsed Mr Ferguson as Chairman of the Board with effect from the close of the Meeting.

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

Resolution 3 – Election of Mr Brendan Crotty as a Director

Mr Brendan Crotty is eligible to be elected as a Director of the Company and offers himself for election.

Mr Crotty is a member of the Nomination and Remuneration Committee and was appointed to the Board on 22 December 2009. He brings extensive property industry expertise to the Board, including 17 years as Managing Director of Australand until his retirement in 2007.

Mr Crotty is currently a director of Australand Funds Management Pty Ltd, Brickworks Limited and a privately owned major Victorian land and housing company. Mr Crotty is also Chairman of the Western Sydney Parklands Trust, a director of the Barangaroo Delivery Authority, a member of the National Housing Supply Council and one of the NSW Government's representatives on the Central Sydney Planning Committee.

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

Resolution 4 – Election of Dr Eileen Doyle as a Director

Dr Eileen Doyle is eligible to be elected as a Director of the Company and offers herself for election.

Dr Doyle's career to date has provided her with over two decades of diverse business experience. She has held senior executive roles in the steel, water and waste water and timber industries. Dr Doyle's non-executive director roles have covered a wide range of industries, including research, financial services, building and construction, steel, mining, logistics and export.

Dr Doyle's current directorships include One Steel Limited, Steel & Tube Limited, Boral Limited, CSIRO and Ross Human Directions Limited.

Dr Doyle is a member of the Nomination and Remuneration Committee and was appointed to the Board on 1 March 2010.

The Directors (other than Dr Doyle) unanimously recommend that Securityholders vote in favour of the election of Dr Doyle as a Director.

Resolution 5 – 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 2009 to Securityholders for consideration and adoption by a non-binding vote.

EXPLANATORY MEMORANDUM

The Remuneration Report commences on page 69 of GPT's Annual 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 discussion of this item and the outcome of the vote when considering the future remuneration arrangements of GPT.

The Directors unanimously recommend that Securityholders vote in favour of adopting the Remuneration Report.

OTHER BUSINESS

Resolution 6 – Amendment of the Company's Constitution

Background

Resolutions 6 and 7 seek Securityholder and Unitholder approval, respectively, to amend the Company Constitution and Trust Deed to deal with fractional entitlements that may arise as a result of the proposed consolidation of GPT's Stabled Securities that are proposed under Resolutions 8 and 9.

Resolution 6 seeks Securityholder approval pursuant to section 136(2) of the Corporations Act to amend rule 32 of the Company Constitution as set out below, to enable the Company to treat fractional entitlements in accordance with the amended Constitution. The amendment provides the Board with maximum flexibility to deal appropriately with fractional entitlements resulting from a reorganisation of capital, including differential treatment between Securityholders where the Board considers it to be fair and in the interests of Securityholders as a whole, in all the circumstances.

Terms of proposed rule

The special resolution being put to Securityholders under section 136(2) of the Corporations Act is to amend rule 32 the Company Constitution to read:

"Rule 32 – Power to alter Share Capital

The company may reduce or alter its share capital in any manner provided for by the Corporations Act. The Directors may do anything which is required to give effect to any resolution authorising reduction or alteration of the share capital of the company including, without limitation, where a member becomes entitled to a fraction of a share on a consolidation any or all of:

- making provision for the issue of fractional certificates;
- making cash payments;
- determining that all or any fractions may be disregarded;
- appointing a trustee to deal with any fractions on behalf of members; and
- rounding up each fractional entitlement to the nearest whole share,

and may discriminate in the treatment of fractional entitlements of members where the Directors consider it to be fair and in the interests of members as a whole in all the circumstances."

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

Resolution 7 – Amendment of the Trust Deed

Background

Section 601GC(1)(a) of the Corporations Act provides that the Trust Deed can be modified by special resolution of the Unitholders of the Trust.

Accordingly, Unitholders are being asked, pursuant to section 601GC(1)(a), to approve the amendments to the Trust Deed as set out below, to enable the Responsible Entity to consolidate the units and deal with fractional units (including the ability to treat fractional unit entitlements in the same manner as the Company will treat fractional share entitlements) in the event that Securityholders and Unitholders approve the consolidation (please see Resolutions 8 and 9 below).

Proposed amendment

The special resolution being put to Unitholders under section 601GC(1)(a) of the Corporations Act is to amend clause 3.2 of the Trust Deed to read:

“Clause 3.2 – Fraction and Splitting

- (a) Units may be issued in fractions at the discretion of the Trustee, and the value of, and all rights and obligations attaching to, a fractional Unit will be in proportion to those of a whole Unit.
- (b) Where a holding comprises more than one fraction of a Unit, the Trustee may consolidate such fractions.
- (c) The Trustee may consolidate or split the Units. The Trustee must in respect of any such consolidation or split:
 - (1) immediately amend the Register to record the consolidation or split;
 - (2) notify the Unitholder within 30 days of the consolidation or split; and
 - (3) ensure that each Unit is consolidated or split on the same basis as each Attached Security.
- (d) The Trustee has the power, in giving effect to any consolidation or split of Units, to:
 - (1) make provision for the issue of fractional certificates;
 - (2) make cash payments;
 - (3) determine that all or any fractions may be disregarded;
 - (4) appoint a trustee to deal with any fractions on behalf of Unitholders; and
 - (5) round up each fractional entitlement to the nearest whole Unit.”

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

Resolutions 8 and 9 – Consolidation of securities and units (Stapled Securities)

Resolutions 8 and 9 seek Securityholder and Unitholder approval, respectively, to consolidate GPT’s issued capital by consolidating every 5 pre-consolidation Stapled Securities into 1 post-consolidation Stapled Security.

For example, if you held 10,000 Stapled Securities before the consolidation, you would hold 2,000 Stapled Securities after the consolidation, but GPT’s security price and the value of the distributions per Stapled Security should, all other things being equal, increase to reflect the consolidation and smaller number of Stapled Securities on issue. Importantly, Stapled Securityholders will all be treated fairly as a whole and will not lose any of the relative value of their investment in GPT nor any of their rights and benefits (beyond the negligible impact of rounding fractional entitlements).

If Securityholders and Unitholders (**Stapled Securityholders**) approve the consolidation, the number of Stapled Securities will reduce from 9,277,584,743 to approximately 1,855,517,000.*

Background

GPT currently has over 9 billion Stapled Securities on issue. The large number of securities on issue results in a lower per-security market price on the ASX, which could lead to undesirable volatility in GPT’s security price and a lower demand for GPT’s securities from those institutional investors whose mandates prevent investment in securities with a market price below \$1. As such, the Directors consider that GPT’s current capital structure is unwieldy and therefore not in the best interests of Securityholders and recommend that it be consolidated.

Fractional entitlements and taxation

Not all Stapled Securityholders will hold that number of Stapled Securities which can be divided evenly by 5. Where a fractional entitlement occurs, the Board proposes rounding that fraction up to the nearest whole security, provided that, in all the circumstances, it considers it fair and in the interests of Securityholders as a whole to do so.

GPT considers that the consolidation of securities will not give rise to a capital gains tax (**CGT**) event based on rulings, pronouncements and other materials issued or made public by the Australian Taxation Office (**ATO**) regarding similar arrangements.

Neither, GPT nor the Directors (or GPT’s advisers) accept any responsibility for the taxation consequences arising from the consolidation.

GPT will provide a summary of the key taxation principles on its website that may need to be applied in determining the CGT implications by Stapled Securityholders in the event that they dispose of some or all of their Stapled Securities following the consolidation.

*The number of securities ultimately on issue will depend on the rounding of fractional amounts.

EXPLANATORY MEMORANDUM

Indicative timetable

Event	Date		
Snapshot date for eligibility to vote at the Meeting	7.00pm	Saturday	8 May 2010
The Meeting	2.00pm	Monday	10 May 2010
GPT announces to ASX that Stapled Securityholders have approved consolidation		Monday	10 May 2010
Last day for ASX trading of Stapled Securities on a pre-consolidation basis		Tuesday	11 May 2010
Trading in consolidated Stapled Securities, on a deferred settlement basis, starts		Wednesday	12 May 2010
Last day for GPT to register Stapled Security transfers on a pre-consolidated basis		Tuesday	18 May 2010
First day for GPT to register Stapled Security transfers on a consolidated basis		Wednesday	19 May 2010
Stapled Securities consolidated			
GPT announces to ASX that dispatch of the holding statements has occurred (by no later than 12 noon Sydney time)		Tuesday	25 May 2010
Normal T+3 ASX Stapled Security trading starts		Wednesday	26 May 2010
Settlement of ASX Stapled Security trades conducted on the normal T+3 basis		Monday	31 May 2010
First settlement of ASX Stapled Security trades conducted on a deferred settlement basis			

These dates are indicative only and may be subject to change.

Treatment of exchangeable securities

In October 2008, to strengthen GPT's balance sheet GPT made a placement of \$250 million perpetual exchangeable securities to an affiliate of GIC Real Estate (**Exchangeable Securities**). Each Exchangeable Security is exchangeable into Stapled Securities. The number of Stapled Securities for which each Exchangeable Security is exchangeable is determined by an exchange price.

In accordance with the terms and conditions of the Exchangeable Securities and the ASX Listing Rules, if Securityholders and Unitholders approve the consolidation, then upon exchange a holder of Exchangeable Securities would receive consolidated Stapled Securities and the exchange price will increase in the inverse proportion to the consolidation ratio. Holders of Exchangeable Securities will not receive a benefit that holders of ordinary Stapled Securities do not receive.

The Directors unanimously recommend that Securityholders vote in favour of Resolution 8 and Unitholders vote in favour of Resolution 9

Resolution 10 – Approval of the GPT Group Stapled Security Rights Plan

Background

At the 2009 GPT Annual General Meeting, Securityholders approved the implementation of a new employee Long Term Incentive (LTI) plan, being the GPT Group Stapled Security Rights Plan (**Plan**).

Under the Plan Rules, the performance measures for a particular offer can be determined by the Board from time to time. GPT is not required to seek Securityholder approval in order to alter the performance measures for offers made under the Plan. However, GPT has elected to do so in the interests of transparency and good corporate governance.

Accordingly, Resolution 10 seeks Securityholder approval for the Plan, including the proposed performance measures for offers to be made under the Plan in 2010.

Performance Measures

In 2009, all grants made under the Plan were subject to a sole performance measure, which was determined by GPT's Total Shareholder Return relative to the constituents of the ASX 200 A-REIT Index. The Board considers that it is now appropriate to introduce additional performance measures, which are outlined below.

The Plan Rules set out the general terms of the Plan. A summary of the Plan Rules is set out in Schedule 1 to this Explanatory Memorandum. A grant of Stapled Securities under the Plan is subject to both the Plan Rules and the terms of the specific grant.

Whilst the Plan Rules provide the Board with flexibility in the design of offers, for grants to be made under the Plan in 2010, the three measures which will be used by the Board to determine performance and subsequent grant vesting (with each measure applying to one third of a participant's grant) will be:

- **Earnings Per Security (EPS)** – This measure sets an EPS growth range (EPS excluding fair value adjustments) for each financial year in the 3 year performance period (**Performance Period**) calculated by reference to the Consumer Price Index (**CPI**).

A required range of EPS growth will be determined by the Board at the commencement of each financial year and will reflect the Board's performance expectations for that year. For 2010, the EPS growth range is between CPI and CPI + 1%.

Vesting at the end of the 3-year performance period will be determined by reference to aggregate EPS performance over that period against the cumulative EPS growth ranges set by the Board. No vesting will occur where EPS growth over the 3-year period is lower than the starting point of the cumulative required range. For EPS growth at the lower end of the required range, 50% vesting will occur and where EPS growth meets or exceeds the higher end of the required range, 100% of the award will vest. Between the lower and higher ends of the required range of EPS growth, vesting will occur on a sliding scale calculated on a straight-line basis.

The Board will retain discretion to include or exclude other items in determining EPS performance where the Board considers it appropriate to do so in all the circumstances. Any exercise of discretion will be disclosed and explained in the remuneration report in respect of that year.

- **Total Return over the Performance Period** having regard to GPT's Weighted Average Cost of Capital (**WACC**) – Total Return is defined as the sum of the change in Net Tangible Assets excluding movements in GPT's equity base arising from capital raisings or capital returns (**NTA**), plus distributions over the Performance Period, divided by the NTA at the beginning of the Performance Period.

For the 2010 grant, the Total Return Range is between 8% and 9%. Vesting will be determined on a sliding scale, with 0% vesting at 8% Total Return and 100% vesting at 9% Total Return. Between these points, the level of vesting will be calculated on a straight-line basis.

- **Total Shareholder Return (TSR)** – This measure compares GPT's TSR performance with the TSR performance of the individual entities that comprise the top 80% (as measured by market capitalisation at the outset of the Performance Period) of the constituents of the ASX 200 A-REIT Index over the Performance Period. Each constituent is weighted equally for the purposes of determining relative performance. For the 2010 grant, the constituents are:

- CFS Retail Property Trust
- Dexus Property Group
- Goodman Group
- Mirvac Group
- Stockland
- Westfield Group.

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 Index over the Performance Period	Percent vesting of TSR hurdled performance rights
	Below 51st percentile	No vesting
Threshold	51st percentile	50% vesting
Maximum	75th percentile	100% vesting
	Between 51st percentile, and 75th percentile	Pro-rata straight line vesting between 50% and 100%

Taken together, these performance measures create a long-term incentive scheme that is aligned to GPT's strategy to deliver sustained, superior risk-adjusted returns.

EXPLANATORY MEMORANDUM

For offers to be made under the Plan in 2010:

- the EPS growth measure assesses the success of the business in generating continued growth in earnings. It also allows the Board to take into account prevailing market conditions and outlook when setting the growth range each year, consistent with GPT's approach to managing risk.
- the Total Return by reference to GPT's WACC measure assesses total returns from real estate over the long term by reference to GPT's cost of capital. It will focus on ensuring that GPT's portfolio is adding value from both an investment and an income perspective.
- TSR performance measures GPT's ability to deliver superior risk-adjusted 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 in 2010.

The Board believes the performance measures will better align the interests of GPT management and Securityholders and will assist GPT to attract and retain high calibre employees.

The Directors unanimously recommend that Securityholders vote in favour of Resolution 10.

Resolution 11 – Grant of performance rights to Mr Michael Cameron

In accordance with ASX Listing Rule 10.14, the Company is seeking the approval of Securityholders for the proposed grant of performance rights (**Rights**) in relation to the 2010 year to the Chief Executive Officer and Managing Director, Mr Michael Cameron, under the Plan on the terms set out below.

Plan terms and conditions

If shareholder approval is obtained, the Rights will be granted as part of Mr Cameron's long term incentive remuneration. They will be granted at no cost to Mr Cameron, and no amount is payable on vesting of the Rights if the performance conditions are met.

Each Right entitles Mr Cameron to one fully paid Stapled Security in GPT which will rank equally with those traded on the ASX at the time of issue. Rights granted under the Plan do not carry any dividend or voting rights until they vest.

The number of Rights to be granted to Mr Cameron will be \$1,800,000, divided by GPT's quarter 4, 2009 volume weighted average price (**VWAP**) of \$0.6101, giving a total of 2,950,336 Rights.

If approval is obtained, 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, will not be more than 12 months after the date of this Meeting).

Performance conditions

The Board has determined that the Rights to be granted to Mr Cameron (if approval is received) will be subject to three performance conditions, outlined under Resolution 10 of this Explanatory Memorandum. The performance measures will be assessed over a three year performance period starting on 1 January 2010 and ending on 31 December 2012.

The Rights will lapse if the performance conditions are not met. There is no re-testing.

Treatment of Rights on cessation of employment

If Mr Cameron ceases employment due to:

- the Company giving notice of termination (other than in circumstances of misconduct or breach of duty);
- his death;
- redundancy; or
- a fundamental change occurring, i.e. where Mr Cameron ceases to be the most senior executive of GPT, the Chief Executive Officer or Managing Director of the Company or in the event that there is a substantial diminution in his responsibilities or authority (**Fundamental Change**),

the Rights will continue on foot and will vest at the end of the performance period, subject to the satisfaction of the performance conditions (outlined above), and the Board's discretion to lapse any or all of the Rights that have not vested on the date of cessation.

If Mr Cameron gives the Company notice of termination of his employment (except in the event of a Fundamental Change), or the Company terminates Mr Cameron's employment for misconduct or breach of duty, any unvested Rights lapse.

Change of control

If a change of control of GPT occurs, for example a takeover or scheme of arrangement, the Board may determine that some or all Rights granted to Mr Cameron will vest.

Other information

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.
- Mr Cameron holds Rights under the Plan, details of which are provided in the Remuneration Report for the financial year ended 31 December 2009. However, no Rights have been granted to him since his appointment as a Director.
- A director of the Company or the Responsible Entity of the Trust (except a director who is ineligible to participate in any employee loan or incentive scheme) and any of their associates, is excluded from voting on this Resolution 11. The voting exclusion statement is contained in the Notice of Meeting.

The Directors (other than Mr Cameron) unanimously recommend that Securityholders vote in favour of Resolution 11.

Schedule 1 – Summary of GPT Group Stapled Security Rights Plan Rules

A summary of the rules of the proposed Plan is set out below:

Eligibility	Employees of GPT determined as eligible by the Board in its absolute discretion.
Form of grant	<p>The Board may grant performance rights to eligible participants under the Plan which are subject to terms and conditions determined by the Board.</p> <p>A performance right is a right to acquire a Stapled Security, subject to specified performance conditions. The Plan confers discretions on the Board to impose performance conditions on any grants under the Plan to reflect GPT's business plans, targets and performance objectives.</p>
Performance and other conditions	<p>To be determined by the Board from time to time.</p> <p>For the grant of rights to be made under the Plan in 2010, the performance measures will be:</p> <ul style="list-style-type: none">■ Earnings Per Security;■ Total Return over the 3 year performance period having regard to GPT's Weighted Average Cost of Capital; and■ Relative Total Shareholder Return. <p>An explanation of each of these performance measures is set out under Resolution 10 of this Explanatory Memorandum.</p>
Performance period	The performance period will be 3 years, over which the Company's performance will be assessed to determine the extent to which the performance rights will vest.
Vesting	Upon the performance conditions being satisfied in respect of a performance right, the performance right immediately vests and the Company must procure the issue or transfer of a Stapled Security to the participant.
Timing and frequency of grants	<p>It is expected that performance rights will be granted on an annual basis.</p> <p>The Board has a discretion to make grants at other times, including on commencement of employment by a person deemed by the Board to be eligible to participate.</p>
Expiry of unvested rights	<p>An unvested performance right will lapse on the earlier of:</p> <ul style="list-style-type: none">■ the expiry date applicable to that performance right; or■ a participant's employment being terminated by the GPT Group "for cause"; or■ a participant ceasing to be employed by the GPT Group (otherwise than as a result of termination for cause) where the Board makes a determination that some or all of the performance rights lapse.

Rights and restrictions	<ol style="list-style-type: none"> 1. Performance rights will not attract dividends and voting rights until they vest and Stapled Securities are allocated. 2. Disposal conditions will apply to Stapled Securities acquired on the vesting of performance rights. The Stapled Securities will be released from the disposal restrictions on the earliest to occur of: <ul style="list-style-type: none"> ■ a date determined by the Board; or ■ the participant ceasing to be employed by the GPT Group; or ■ the Board determining that special circumstances (such as a take over bid, change of control, compromise or winding up) exist which allow for the Stapled Securities to be released; or ■ the participant receiving consent from the Board to a Release Request; or ■ the 7th anniversary of the date on which the performance rights were originally granted. <p>In exercising its discretion as to whether to approve a Release Request of the Stapled Securities, the Board (or its delegate) may take into account the following factors:</p> <ul style="list-style-type: none"> ■ GPT Group's Policy on Personal Dealing; ■ any additional restrictions on sale imposed under corporations or securities laws; ■ whether disposal of the Stapled Securities by the participant would be in the interests of the GPT Group (taking into account the participant's position in the Group, the impact of any potential publicity the sale might generate either on the Group's Stapled Security price or reputation and other factors the Board considers relevant); ■ the prevailing GPT Group policy with respect to employees holding Stapled Securities (for example, any policy that may be established regarding a minimum security holding requirement); ■ the number of Stapled Securities the participant requests to be released; and ■ any other considerations the Board deems to be appropriate at the time. <p>However, Stapled Securities will only be released where the Board determines in its sole discretion that such release is appropriate. Where the Board determines in its discretion that an application to release the Stapled Securities should not be approved, then the Stapled Securities will remain subject to the relevant disposal restrictions.</p> 3. Any Stapled Securities issued under the Plan will rank equally with those traded on the ASX at the time of issue. 4. A participant may not sell, assign, transfer or otherwise deal with or grant a security interest over performance rights. Performance rights lapse immediately on any purported sale, assignment, transfer, dealing or grant of security interest unless the Board in its absolute discretion approves the dealing or transfer. 5. A participant is prohibited from entering into any arrangement to hedge or otherwise affect the economic exposure to their performance rights or to Stapled Securities acquired on vesting of those performance rights while the Stapled Securities are held in the Plan. The Board may impose restrictions on the disposal of Stapled Securities and implement procedures to enforce those restrictions (including a holding lock). 6. Disposal of Stapled Securities once released from the Plan will be subject to GPT's Policy on Personal Dealing. 7. In the event of any capital reorganisation by GPT (as outlined in Resolutions 8 and 9, above; in this context it should be noted that the number of performance rights proposed to be granted to Mr Cameron in Resolution 11 have not been adjusted) the participant's performance rights and the Stapled Securities allocated to the participant on vesting of the performance rights will be adjusted, as set out in the Plan Rules. In general, it is intended that the participant will not receive any advantage or disadvantage from such an adjustment.
--------------------------------	---

Adjustment of performance rights	<p>Performance rights do not entitle the holder to participate in any new issue of shares prior to vesting. However, the Plan Rules provide that the Board may adjust the number of underlying securities to which each participant is entitled upon vesting of a performance right if, before the performance right vests, GPT makes a rights issue or a bonus issue.</p> <p>The Board would have regard to relevant ASX Listing Rules in determining any such adjustment and, for example, in determining the number of securities represented by a performance right following a discounted rights issue, the Board would take into account the principles underlying the formula in ASX Listing Rule 6.22.3 which calculates the forgone value of the opportunity to participate in the discounted rights issue.</p>
Satisfaction of performance conditions	<p>GPT may issue Stapled Securities directly to a participant, or alternatively, an employee trust may be established to assist with the operation of the Plan. The Plan provides for the acquisition by subscription or purchase of fully paid Stapled Securities by the trustee appointed by the Company. Stapled securities may then be allocated or transferred by the trustee to a participant upon the relevant performance conditions being satisfied.</p>
Cessation of employment	<ol style="list-style-type: none"> 1. Where a participant ceases to be employed by a member of the GPT Group as a result of termination for cause, any performance rights held by the participant which have not vested will lapse immediately. 2. Where a participant ceases to be employed by a member of the GPT Group other than as a result of termination for cause, any performance rights held by the participant which have not vested will continue beyond cessation of employment on their relevant terms, unless the Board (in its absolute discretion) determines that some or all of the performance rights will: <ul style="list-style-type: none"> ■ vest on the date of cessation of employment; ■ continue to be subject to some or all of the exercise conditions with vesting and/or exercise dates to be determined by the Board in its absolute discretion; or ■ lapse on the date of cessation of employment.
Takeover/scheme of arrangement	<p>In circumstances such as a take over bid being made, change of control occurring or the Board determining that some other transaction has occurred or is likely to occur which involves a change of control, the Board may, in its discretion:</p> <ul style="list-style-type: none"> ■ Accelerate the vesting of all or part of any unvested performance rights. In exercising its discretion, the Board may take into account: <ul style="list-style-type: none"> ■ The elapsed performance period as at the date of the particular event; and ■ The extent to which the performance conditions have been satisfied as at the date of the particular event. ■ Determine that all or part of any unvested performance rights will lapse on a date determined by the Board. ■ Determine that all or part of any unvested performance rights or any Stapled Securities held by a participant which are subject to disposal restrictions may be exchanged, and each participant be granted new rights and/or securities in replacement, as determined by the Board.
Administration of the Plan	<p>The Board will administer the Plan in accordance with the Plan Rules (and any further rules made by the Board for the operation of the Plan which are consistent with the Plan Rules).</p> <p>The Board may from time to time suspend the operation of, or cancel, the Plan. The suspension or cancellation of the Plan will not prejudice the existing rights of participants.</p>
Amendment to the Plan	<p>The Board may amend the Plan Rules in its discretion.</p>

