

Selection and Appointment of Directors

GPT RE Limited and GPT Management Holdings Limited

1 Background

- 1.1 GPT RE Limited is the responsible entity for General Property Trust (**Trust**). GPT Management Holdings Limited was created on the internalisation and stapling of GPT where each share on issue in GPT Management Holdings Limited was stapled to a unit in the Trust to create the GPT Group (**GPT**).
- 1.2 As a result of the stapling, GPT RE Limited and GPT Management Holdings Limited operate as a coordinated group. To facilitate this, both parties are bound by a Stapling Deed which sets out various matters in respect of the relationship between GPT RE Limited and GPT Management Holdings Limited whilst units in the Trust are stapled to the shares of GPT Management Holdings Limited..
- 1.3 GPT RE Limited and GPT Management Holdings Limited are collectively referred to in this Policy as the Companies. The Boards of the Companies are collectively referred to as the Board.

2 Purpose

- 2.1 While the election of Directors is ultimately a matter for GPT's Securityholders, the Board plays an important role in the selection and recommendation of potential candidates for Securityholder vote.
- 2.2 The Board manages succession planning and reviews its composition with the assistance of the Nomination and Remuneration Committee (**Committee**). The Committee is responsible (amongst other things) for:
 - (a) providing advice and recommendations to the Board regarding the criteria for the selection of directors and the nominations for appointment as directors (either between Annual General Meetings (**AGMs**) or to stand for election); and
 - (b) where a casual or other vacancy arises, investigating who might be available to fill such a vacancy and making a recommendation to the Board.
- 2.3 This Policy sets out the process and the guidelines for the selection and appointment of independent, non-executive directors.

3 Selection and Appointment Process

- 3.1 The Committee reviews the current Board composition (excluding any director known to be stepping down) against the desired capabilities of the Board set out in the skills matrix taking into account GPT's current circumstances and future expectations. Based on this review and the general selection criteria set out below, the Committee prepares a set of specific selection criteria for the new director for approval by the Board.
- 3.2 Once the specific selection criteria has been approved by the Board, the Committee commences the search for prospective candidates who may be identified from a number of sources, including but not limited to professional recruitment consultants, director or management contacts or shareholder recommendations.
- 3.3 If appropriate, the Committee may engage an external executive search firm to assist the Committee. The Chairman of the Committee briefs the search firm on the selection criteria and requests the firm to provide a list of candidates for consideration.
- 3.4 The Committee conducts interviews with selected candidate(s) to ascertain their suitability and updates the Board as appropriate on the selection process.
- 3.5 Once the Committee has identified the preferred candidate(s), the Committee provides a list of potential candidates for the Board to consider. The Committee will also arrange for Board members to meet with the preferred candidate(s).
- 3.6 The Board will then appoint its preferred candidate as a director (as a casual vacancy or as an addition to the Board) in accordance with the Companies' constitutions, the ASX Listing Rules, the ASX Corporate Governance Principles and Recommendations and on GPT's standard terms of the appointment.

Selection and Appointment of Directors

- 3.7 Any person who is appointed as a director (other than the Managing Director), whether as an addition to the Board or a casual vacancy, holds office until the next General Meeting of Securityholders and is eligible for election by Securityholders at that meeting.

4 Selection Criteria

- 4.1 The Committee will consider candidates who possess the particular skills, experience and expertise that will best complement the Board effectiveness at that time.
- 4.2 In considering the overall balance of the Board's composition, the Committee will give due consideration to GPT's Diversity Policy.
- 4.3 In its evaluation of candidates for the Board, the Committee will have regard to normally accepted nomination criteria, including but not limited to:
- (a) Appropriate background, experience, industry knowledge or ability to acquire that knowledge, professional skills and qualifications;
 - (b) Demonstrated and recognised knowledge, experience and competence in business including financial literacy;
 - (c) Ability to analyse information, think strategically and review and challenge management in order to make informed decisions and assess performance;
 - (d) Good communication skills and ability to work harmoniously with fellow directors and management;
 - (e) Willingness to devote the required time, including being available to attend Board and Committee meetings;
 - (f) High levels of personal and professional integrity; and
 - (g) The results of checks undertaken as to the candidate's character, experience, education, criminal record and bankruptcy history.

5 Letters of Appointment

- 5.1 All new Directors will be required to enter into formal agreements governing their employment. These agreements prescribe:
- (a) term of appointment – subject to Securityholder approval;
 - (b) remuneration;
 - (c) expectations in relation to attendance at meetings;
 - (d) expectations and procedures in relation to other directorships;
 - (e) procedures in relation to conflicts of interest;
 - (f) insurance and indemnity arrangements;
 - (g) compliance with governance policies (including Code of Conduct, Board and Committee Charters, Personal Dealing Policy and Conflicts Management Policy);
 - (h) access to independent advice; and
 - (i) confidentiality and access to information.

6 Induction

- 6.1 On commencement, all Directors undertake an induction program designed to provide a summary of GPT and its activities to assist Directors to become effective in their new role.

7 Re-election

- 7.1 Non-executive Directors are subject to re-election by Securityholders at least every three years on a rotational basis.

Selection and Appointment of Directors

- 7.2 If retiring Directors offer themselves for re-election, the Board will consider whether to support them for Securityholders' consideration at the next AGM. The Board will communicate its recommendation to Securityholders as part of the Notice of Meeting.
- 7.3 Support for re-election is not automatic and is subject to satisfactory performance in accordance with GPT's Director evaluation processes.