

# Nomination Committee Charter

## GPT RE Limited and GPT Management Holdings Limited

### Background and Purpose

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 when each share on issue in GPT Management Holdings Limited was stapled to a unit in the Trust to create the GPT Group (“**GPT**”).
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.
3. In this Charter, the Boards of GPT RE Limited and GPT Management Holdings Limited are collectively referred to as the Board.
4. The Nomination Committee (“**Committee**”) is a Committee of the Board set up to assist the Board in fulfilling its corporate governance responsibilities in regard to Board and Chief Executive Officer appointments and succession; and related matters. The specific role and responsibilities of the Committee are set out in this Charter.

### Responsibilities of the Committee

5. The Committee has been established to undertake the following activities on behalf of the Board:
  - Oversee the succession planning process for the Board and Chief Executive Officer.
  - Maintain and update a skills matrix for Directors to enable the Board to ensure that the appropriate balance of skills, experience, expertise and diversity is maintained and, as appropriate, and that new directors are appointed to incorporate new ideas and challenge existing approaches.
  - Review and recommend Non-Executive Director and Chief Executive Officer appointments.
  - The Committee will assist in the selection and appointment of Non-Executive Directors in accordance with GPT’s policy on Selection and Appointment of Directors.
  - When considered appropriate, the Committee will review the composition of the Board’s committees and will make recommendations to the Board on any proposed changes to those committees.

The Committee will consider any other matters referred to it by the Board.

### Access to information and independent advice

6. The Committee may take such independent legal, financial, or other advice as it considers necessary. The Committee may also approve whether or not advice provided by a consultant may be provided to a person who is neither a director nor a member of the Committee.
7. The Committee may request any information or assistance it requires from employees in carrying out its responsibilities (and all employees are directed to cooperate with any such request).

### Membership

8. The Committee will comprise at least three independent Non-Executive Directors of the Board.
9. The Chairman of the Committee will be the Chairman of the Board.
10. The Secretary of the Committee will be the GPT Company Secretary, or such other person as nominated by the Board.

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## Meetings

11. Meetings will be convened as required.
12. A quorum for any meeting will be two members.
13. The Committee may invite such persons (eg. external executive search consultants, Head of People and Performance) to its meetings, as it deems necessary. No person will be present when recommendations or decisions as to their own appointment are being made.
14. The Chairman of the Committee will report the proceedings, deliberations and recommendations of the Committee to the next meeting of the GPT Board following any meeting of the Committee.
15. The Secretary will ensure that a record of submissions and papers, together with minutes of meetings is maintained. Agendas for, and minutes of meetings will be sent or made available to all members.

## Committee Performance

16. On a periodic basis the Board shall perform an evaluation of the Committee's performance. The evaluation will be on the basis of feedback sought from the Committee and management.

## Review of Charter

17. Annually, the Committee will review and reassess this Charter and obtain the approval of the Board to any amendments.

## Confidentiality

18. All proceedings of the Committee, including papers submitted and presentations made to the Committee, shall be kept confidential and will not be disclosed or released to any person other than Board members, GPT employees and GPT's auditors, except as required by law or as agreed by the Committee.

## Membership – December 2019

Vicki McFadden (Chairman)

Bob Johnston

Tracey Horton AO

Lim Swe Guan

Angus McNaughton

Mark Menhinnitt

Michelle Somerville

Gene Tilbrook

James Coyne – Secretary

Lisa Bau - Secretary