

Rule 4.3A

**Appendix 4E**  
**Results for announcement to the market**  
**GDI PROPERTY GROUP**

The Appendix 4E should be read in conjunction with the annual financial report of GDI Property Group for the year ended 30 June 2018.

**1. GDI Property Group**

This report is for GDI Property Group, comprising the stapled entities GDI Property Group Limited (ACN 166 479 189) ("the Company") and GDI Property Trust (ARSN 166 598 161) ("the Trust").

GDI Property Group was formed on 16 December 2013 by the stapling of shares in the Company to units in the Trust. Each stapled security consists of one share in the Company and one unit in the Trust, which pursuant to a Co-operation Deed dated 25 November 2013, cannot be dealt with or traded separately.

The responsible entity of the Trust is GDI Funds Management Limited (ACN 107 354 003, AFSL 253 142), a wholly owned subsidiary of the Company.

For the purposes of statutory reporting, the stapled entity, GDI Property Group, is accounted for as a consolidated group. Accordingly, one of the stapled entities must be the 'deemed acquirer' of the other, with the Company being chosen as the deemed acquirer of the Trust.

**2. Reporting period**

The financial information contained in this report is for the year ended 30 June 2018.

**3. Highlights of the results**

	2018	2017	Change
	\$m	\$m	%
Revenue from ordinary activities	76.0	72.1	5.44%
Comprehensive net profit attributable to securityholders after tax	74.5	98.8	(24.57)%
Funds from operations (FFO <sup>1,2</sup> )	45.1	45.5	(0.88)%
Distribution to security holders	(41.6)	(41.7)	(0.26)%
	Cents	Cents	
Funds from operations per security	8.40	8.46	(0.76)%
Distributions per security	7.75	7.75	0.00%
Payout ratio			
- Distributions as a % of FFO	92.3%	89.3%	
- Distributions as a % of AFFO <sup>3</sup>	113.7%	112.2%	
Basic earnings per security <sup>4</sup>	13.88	18.34	(24.30)%
Diluted earnings per security <sup>4</sup>	13.76	18.20	(24.38)%
	\$m	\$m	
Total assets	811.4	770.0	5.38%
Total borrowings	91.1	79.9	13.99%
Security holder's equity	654.4	620.9	5.40%
Market capitalisation	692.3	551.2	25.60%
	\$	\$	
Net tangible assets per security	1.184	1.119	5.77%
Security price	1.290	1.025	25.85%
Securities on issue	536,665,396	537,746,463	(0.20)%
Weighted average securities on issue	536,829,921	538,498,642	(0.31)%

#### 4. Commentary on the results

Refer to the Directors' Report of the 2018 annual financial report for a commentary on the results of the Group.

#### 5. Dividends/distributions declared and paid and dividend/distribution reinvestment plan

Distributions/dividends declared or paid in respect of the reporting period were:

	Amount per security	Total distribution	Franked amount per security
	Cents	\$'000	cents
2017 final – paid 31 August 2017	3.875	20,838	-
2018 interim – paid 28 February 2018	3.875	20,796	-
2018 final – declared 18 June 2018	3.875	20,796	-

No distribution reinvestment plan was operated by GDI Property Group.

#### 6. Changes in control over group entities

There were no acquisitions or disposals of controlled entities during the period.

#### 7. Compliance statement

This Appendix 4E has been prepared in accordance with AASB Standards (including Australian interpretations) and other standards acceptable to ASX. This Appendix 4E and the financial reports upon which it is based use the same accounting policies. The information contained in this Appendix 4E is based on the attached audited financial report for the financial year ended 30 June 2018, which together with the auditors opinion, has been lodged with the ASX.

- 1 FFO is a Property Council of Australia definition which adjusts AIFRS net profit for non-cash changes in investment properties, non-cash impairment of goodwill, non-cash fair value adjustments to financial instruments, amortisation of incentives, straight-line adjustments and other unrealised one-off items. A reconciliation of total comprehensive income for the period to FFO is provided at page 4, section 1.3 of the Directors' Report.
- 2 In the Appendix 4E lodged with the ASX on 21 August 2017, the FFO for FY17 was incorrectly stated as \$46.7 million. All other references to FFO, including FFO per security, within the Directors Report, Financial Statements and Annual Results Presentation, were correct. The comparable FY17 FFO is now correctly stated in this Appendix 4E as \$45.5 million.
- 3 AFFO adjusts FFO for incentives paid during the year, maintenance capex and other adjustments.
- 4 This calculation is based on the comprehensive profit attributable to stapled security holders of GDI Property Group.

# GDI Property Group

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GDI Property Group Limited  
ACN 166 479 189

Annual Financial Report  
30 June 2018

GDI Property Group comprises GDI Property Group Limited ACN 166 479 189 (the Company) and its subsidiaries and GDI Property Trust ARSN 166 598 161 (the Trust) and its subsidiaries. The responsible entity of the Trust is GDI Funds Management Limited ACN 107 354 003, AFSL 253 142, a wholly owned subsidiary of the Company.

# GDI PROPERTY GROUP

## DIRECTORS' REPORT

For the financial year ended 30 June 2018

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## **GDI PROPERTY GROUP**

### **DIRECTORS' REPORT**

For the financial year ended 30 June 2018

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The Directors of GDI Property Group Limited ACN 166 479 189 ("the Company") present their report together with the financial report of the Company and its controlled entities and GDI Property Trust ARSN 166 598 161 ("the Trust") and its controlled entities for the financial year ended 30 June 2018. Shares in the Company are stapled to units in the Trust to form GDI Property Group.

The Financial Reports of the Company and its subsidiaries and the Trust and its subsidiaries have been presented jointly in accordance with ASIC Class Order 13/1050 relating to combining or consolidating accounts under stapling and for the purpose of fulfilling the requirements of the Australian Securities Exchange ("ASX"). The Responsible Entity of the Trust is GDI Funds Management Limited ACN 107 354 003, AFSL 253 142. GDI Funds Management Limited is a wholly owned subsidiary of the Company and shares a common board.

The Company was incorporated on 5 November 2013 and the Trust established on 4 November 2013, becoming registered as a managed investment scheme on 18 November 2013. The Company and the Trust remained dormant until shares in the Company were stapled to units in the Trust on 16 December 2013 as part of an Initial Public Offer ("IPO") of stapled securities, forming GDI Property Group. GDI Property Group commenced trading on the ASX on 17 December 2013.

The registered office and principal place of business of the Company and its subsidiaries and the Trust and its subsidiaries is Level 23, 56 Pitt Street, Sydney NSW 2000.

#### **1. Operating and financial review**

##### **1.1 About GDI Property Group**

GDI Property Group is an integrated, internally managed property and funds management group with capabilities in ownership, management, refurbishment, leasing and syndication of predominantly office properties.

The Trust is internally managed and owns a portfolio of office properties across Australia ("Portfolio"). As at 30 June 2018, the Portfolio comprised three wholly owned properties in CBD locations with a combined independent value of \$664.2 million:

- Mill Green Complex, which comprises three Buildings: 197 St Georges Terrace, 5 Mill Street and 1 Mill Street, Perth;
- Westralia Square, 141 St George Terrace, Perth; and
- 50 Cavill Avenue, Surfers Paradise.

The Company owns an established funds business ("Funds Business") which, in addition to managing the Trust, manages seven unlisted and unregistered managed investment schemes with Assets Under Management ("AUM") of approximately \$455.0 million.

In addition to its wholly owned Portfolio, the Trust may also hold stakes in the unlisted and unregistered managed investment schemes managed by the Funds Business. As at 30 June 2018, GDI Property Trust owns 43.68% of GDI No. 42 Office Trust. GDI No. 42 Office Trust owns two assets with a combined independent valuation of \$96.5 million.

GDI Property Group has a disciplined value based investment approach and a philosophy of acquiring properties that offer an opportunity for GDI Property Group to create value through active asset management, including leasing and selective capital improvements.

##### **1.2 Strategy**

GDI Property Group has two operating segments, property and funds management. All property assets owned are held by the Trust via wholly owned subsidiaries. The Company operates the Funds Business.

## **GDI PROPERTY GROUP**

### **DIRECTORS' REPORT**

For the financial year ended 30 June 2018

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GDI Property Group's strategy is to generate total returns (distributions plus net tangible asset growth) by:

- maximising the income and capital potential in the existing Portfolio by continuing the asset management strategies adopted for each property;
- acquiring well located properties at below replacement cost that offer an opportunity to create value through active asset management, including leasing and selective capital improvements;
- optimising the outcome for investors in the existing unlisted property funds and therefore generating performance fees; and
- continuing to grow the AUM in the Funds Business by establishing new unlisted property funds.

GDI Property Group believes that this active strategy is unique in the Australian REIT market.

#### ***Property***

GDI Property Group is an owner of well-located CBD office properties diversified by geography, tenant and lease terms. Properties are intended to be acquired below management's opinion of value, having regard to replacement cost, with multiple exit options and which have typically been under managed or undercapitalised.

Over time, it is the intention to increase net rental income and/or capital values via asset management strategies including:

- improved leasing and tenant diversity;
- selective capital improvements;
- focusing on improving a property's sustainability credentials;
- management of outgoings;
- incremental revenue initiatives including signage rent, additional car park income, storage, communications and other means; and
- pursuing adaptive re-use options.

It is expected the investment in Australian office properties on balance sheet will result in a reliable source of rental income for securityholders. Over time, GDI Property Group may divest some properties, if in the opinion of management, the value has been maximised or it no longer meets the investment objectives of GDI Property Group.

GDI Property Group also intends to acquire properties, funded by either recycling capital or utilising headroom within the gearing policy of a loan to value ratio (LVR) of less than 40%. The investment mandate of the Trust is to acquire well-located CBD office properties, which are typically at least \$100.0 million in value.

#### ***Funds management***

The Company, through wholly owned subsidiaries, manages seven unlisted, unregistered managed investment schemes with total AUM of approximately \$455.0 million. The Company has an investor base of over a 1,000 high net worth investors, many of whom have a history of repeat investment.

The Funds Business generates income by way of:

- due diligence and acquisition fees;
- asset management fees;
- performance fees;
- disposal fees;
- other fees including leasing, project management and financing; and
- where a stake in a fund is held, distributions and capital gains.

The Company intends to continue to establish unlisted, unregistered managed investment schemes and as a consequence grow its funds management fee income.

## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

#### 1.3 Review of operations

##### *Sustainability*

GDI Property Group has been a market leader in sustainability since 2008 and was one of the first to receive Government grants to improve the sustainability of our buildings. GDI Property Group has embraced the "Green Space" by implementing an energy performance program designed to measure, assess and improve the utility (energy & water) performance of all of the properties in our management. This program includes:

- Utility audits;
- NABERS ratings;
- Energy procurement improvements; and
- A formal utility monitoring program.

GDI Property Group's track record is second to none. When Mill Green Complex, Perth, was acquired, 197 St Georges Terrace had a NABERS Energy rating of 3 stars. After a refurbishment and re-leasing program, it now has a 5 Star Energy Rating. This property was awarded the 2016 PCWA Commercial Property Award for Ecologically Sustainable Development (ESD) – Premium/A Grade Asset Category. Recently, 5 Mill Street, Perth also achieved a 5 Star NABERS Energy Rating, having been rated 3 Stars when originally acquired. Following an extensive refurbishment program at 50 Cavill Avenue, Surfers Paradise, we anticipate a significant upgrade from the current NABERS Energy rating of 2 stars. The two other consolidated properties, 235 Stanley Place, Townsville and 223 – 237 Liverpool Road, Ashfield, have 5 and 4 Star NABERS Energy Ratings respectively.

When buying a building, the NABERS potential is an important factor. A recent acquisition, Westralia Square, Perth, had excellent services and a NABERS Energy rating of 5 stars, a rating we will strive to at least maintain by continually monitoring and improving the services of the building.

Sustainability is not just about a NABERS rating. For example, our buildings are all located within close proximity to public transport. Location, as well as access to public transport and the provision of End of Trip Facilities are key criteria for all GDI Property Group's properties and prove to be an attractive option for our tenants.

##### *GDI Property Group results summary*

The Board monitors a range of financial information and operating performance indicators to measure performance over time. The Board uses several measures to monitor the success of GDI Property Group's overall strategy, most importantly Funds From Operations ("FFO") and Adjusted Funds From Operations ("AFFO"), performance versus budgets and the Group's total return - calculated as the movement in NTA plus distributions. FFO is a Property Council of Australia definition which adjusts statutory AIFRS net profit for non-cash changes in investment properties, non-cash impairment of goodwill, non-cash fair value adjustments to financial instruments, amortisation of incentives, straight-line adjustments and other unrealised one-off items. GDI Property Group measures its absolute total return by the movement in net tangible asset backing per security plus distributions.

The reconciliation between GDI Property Group's FFO and its statutory profit is as follows:

	Group	
	2018	2017
	\$'000	\$'000
Total comprehensive income for the year	75,761	107,316
Acquisition expenses and discontinued acquisition	11,802	407
Contribution resulting from consolidation of GDI No. 42 Office Trust	(6,972)	(5,864)
Distributions / funds management fees received from GDI No. 42 Office Trust	2,932	2,862
Cash received from guarantees	-	4,091
Straight lining adjustments	(560)	(1,510)
Amortisation and depreciation	5,150	8,561
Net fair value gain on investment property	(37,195)	(69,647)

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### DIRECTORS' REPORT

For the financial year ended 30 June 2018

Net fair value gain on interest rate swaps	(818)	(1,885)
Gain on termination of interest rate swaps	-	(35)
(Profit)/Loss on sale of non-current asset held for sale	(5,029)	12
Other FFO adjustments	-	1,229
<b>Funds From Operation</b>	<b>45,071</b>	<b>45,536</b>

#### Operating segment results

Individual operating segment results are provided below:

	FY18 \$'000	FY17 \$'000
Property Division FFO <sup>1</sup>	48,506	53,715
Funds Management FFO <sup>1</sup>	7,642	6,438
Other	24	59
<b>FFO pre corporate, administration and net interest</b>	<b>56,172</b>	<b>60,212</b>
Less:		
Net interest expense	(2,873)	(7,816)
Corporate and administration expenses	(8,127)	(7,205)
Income tax (expense) / benefit	(101)	345
<b>Total FFO</b>	<b>45,071</b>	<b>45,536</b>

1. Property FFO and Funds management FFO only refers to the revenue related items included / excluded from FFO. See Segment reporting, Note 23 of the Financial Report for a detailed breakdown of all items included in the Property and Funds management segment results.

#### Property

During the financial year, GDI Property Group completed the sales program of its mature assets, exchanging and settling the sale of 66 Goulburn Street, Sydney, following the previous financial year's sales of 25 Grenfell Street, Adelaide and 307 Queen Street, Brisbane. Accordingly, a FFO comparison between FY17 and FY18 is somewhat misleading as 54% by value of the properties that were held at the beginning of FY17 were not held by the end of FY18. That said, total Property division FFO in FY18 was \$48.5 million, a decrease on FY17 (\$53.7 million).

The transactional highlights of the year were the sale of 66 Goulburn Street, Sydney and the acquisition of Westralia Square, 141 St Georges Terrace, Perth. After selling costs and settlement adjustments, the sale of 66 Goulburn Street, Sydney, netted approximately \$228.0 million. GDI Property Group acquired 66 Goulburn Street, Sydney, in July 2014, for \$136.0 million. At the time the 23,000sqm property had over 6,000sqm of vacancy and a number of August 2016 expiries, the largest of which was a single 10,432sqm tenant expected to (and which subsequently did) vacate. During its period of ownership, GDI Property Group leased, renewed or agreed to lease all of the property's net lettable area.

Part of the reasoning behind selling these assets was to capitalise on the pricing being achieved by vendors of assets in all markets, particularly Sydney and Melbourne. The other side to that thinking is that GDI Property Group's capital was unlikely to be redeployed in to Sydney or Melbourne. Notwithstanding GDI Property Group's already substantial exposure to the Perth CBD from its Mill Green asset, the opportunity arose to acquire Westralia Square, 141 St Georges Terrace, Perth, for \$216.3 million. At the time GDI Property Group believed that the Perth CBD offered greater medium term upside than any of the other major office markets. That belief in the Perth CBD is beginning to play out as expected, with vacancy rates for prime assets decreasing to 16.2% as at 30 June 2018 with little risk of unknown supply in the near term. GDI Property Group's exposure to the Perth market is now 87% of its direct, wholly owned assets, and 78% of total assets under management.

Westralia Square, 141 St Georges Terrace, is an A grade property located in a core Perth CBD location on St Georges Terrace, adjacent to Brookfield Place. The property comprises approximately 32,635sqm of net lettable area over 18 levels of office space with an average floor plate of 1,800sqm, above a multilevel car park providing a total of 537 car bays on a mix of tenant and public parking levels. It was constructed in 1991 and the property currently has a 5.0 star NABERS energy rating. Westralia Square is currently approximately 93.6% occupied (by NLA) with a weighted average lease expiry (WALE)



## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

of 2.1 years (by total NLA). The property is predominantly occupied by State Government departments with lease expiries in the first half of 2020, by which time GDI Property Group expects to be releasing in to a much stronger leasing market.

GDI Property Group's wholly owned portfolio now consists of three assets, Mill Green and Westralia Square in Perth, and 50 Cavill Avenue, Surfers Paradise. All assets were independently valued at least once during the financial year. Primarily as a result of increased occupancy (discussed below) following the completion of the refurbishment works, 50 Cavill Avenue's valuation has increased to \$88.1 million, up from \$77.6 million at 30 June 2017. Westralia Square was revalued to \$255.0 million at 30 June 2018, up from its acquisition price of \$216.3 million, benefitting from the significant improvement in the Perth leasing and capital markets. Mill Green, comprising 197 St Georges Terrace, and 1 and 5 Mill Street, Perth, was independently revalued at 31 December 2017 to \$321.1 million, up from \$320.0 million as at 30 June 2017.

GDI Property Group also owns 43.68% of the units on issue of GDI No. 42 Office Trust, which owns 223 – 237 Liverpool Road, Ashfield and 235 Stanley Street, Townsville. At 30 June 2018, 235 Stanley Street, Townsville, was revalued with its value decreasing by \$2.5 million to \$53.5 million as the property's leases to Federal Government departments get closer to expiry (second half of FY20). As GDI Property Group launched a sales campaign for 223 – 237 Liverpool Road, Ashfield, that property has been classified as a Non-current asset held for sale and was not revalued at 30 June 2018.

GDI Property Group's property portfolio, including 235 Stanley Place, Townsville held by GDI No. 42 Office Trust, is now independently valued at \$717.7 million.

GDI Property Group has a specific strategy for each of its assets. Having repositioned its portfolio, GDI Property Group's focus is now on delivering on the asset strategies for each asset. At the recently acquired Westralia Square, GDI Property Group has completed the refurbishment of the only vacant floor and commenced the upgrade of the lifts, foyer and end of trip facility.

At Mill Green, Perth, GDI Property Group has had tremendous success in leasing out 5 Mill Street, Perth, with that property being 100% occupied when B Grade vacancy in Perth is at 31.6%. At 197 St Georges Terrace, GDI Property Group is taking a patient approach to leasing the vacancies created from the departures of Clough (FY17), Chevron and AKER Solutions and maintains its view that the majority of this space will be leased this calendar year. In relation to 1 Mill Street, Perth, GDI Property Group is looking to unlock the site value and has executed a Memorandum of Understanding signed with Lendlease Developments Pty Limited. The intention of the Memorandum of Understanding is to partner together to explore the development potential of Mill Green to create a leading commercial and retail precinct in the City of Perth.

At 50 Cavill Avenue, Surfers Paradise, the capital works program has now been completed and occupancy has increased to 97.59%, up from 90.14% at 30 June 2017. Occupancy at 223 – 237 Liverpool Road, Ashfield, remains at 100% of NLA with the property fully tenanted by the NSW State Government and occupancy at 235 Stanley Place, Townsville, remains at 89%, although GDI No. 42 Office Trust has now lost the benefit of the vacancy guarantee that expired in June 2018.

Detailed in the table below are the comparison occupancy, weighted average lease expiry and weighted average capitalisation rates between 30 June 2018 and 30 June 2017.

	Group	
	As at 30 June 2018	As at 30 June 2017
Occupancy <sup>1,2,3</sup>	83.8%	88.2%
Weighted average lease expiry <sup>1,2,3</sup>	2.7 years	3.6 years
Weighted average capitalisation rate <sup>2,4</sup>	7.20%	7.32%

1. Including signed Heads of Agreement

2. Includes 235 Stanley Place, Townsville, held by GDI No. 42 Office Trust

3. Based on NLA

4. Weighted average by property valuation.

## **GDI PROPERTY GROUP**

### **DIRECTORS' REPORT**

For the financial year ended 30 June 2018

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#### *Funds management*

GDI Property Group's funds management business has a 25 year track record of successfully managing unlisted, unregistered managed investment schemes. Over that time period GDI Property Group has established nearly 40 unlisted, unregistered managed investment schemes, with over 30 of those now having been terminated. To date, no unlisted, unregistered managed investment scheme has returned a negative Internal Rate of Return ('IRR'). GDI Property Group's successful track record is partly a result of its disciplined approach to acquisition opportunities and notwithstanding the investor interest for product, GDI Property Group will continue to review opportunities cautiously.

However, the highlight of the year was undoubtedly securing 6 Sunray Drive, Innaloo, home to Perth's only IKEA store in an off market transaction, for \$143.5 million on behalf of GDI No. 43 Property Trust. The 27,077sqm IKEA store was purpose-built in 2008 and incorporates two floors of retail space including showrooms, office accommodation and facilities for co-workers, child-minding facilities, a 400 seat restaurant and café, a Swedish food store and high clearance warehousing. There is a further 2,933sqm of accommodation over four peripheral retail units leased to multiple tenants, with onsite parking for approximately 1,000 cars.

GDI No. 43 Property Trust is a new unlisted unregistered managed investment scheme established to acquire 6 Sunray Drive, Innaloo. GDI No. 43 Property Trust is forecast to have a commencing yield of 8.0%p.a., with conservative gearing of 41.0%. GDI Property Group successfully raised approximately \$95.9 million from its existing client base and new wholesale investors. This was GDI Property Group's largest single fund raising to date.

The Funds Business segment delivered FFO of \$7.6 million, significantly higher than the \$6.4 million delivered in FY17. A large contributor to this is GDI No. 42 Office Trust, which is consolidated for statutory accounting purposes, but for FFO purposes GDI Property Group recognises the funds management fees generated on the 56.32% of the units it doesn't own (\$0.4 million) and the quarterly distributions on the 43.68% it does own (\$2.5 million). The other large contributor was the \$2.4 million due diligence and acquisition fees relating to GDI No. 43 Property Trust.

#### *Net interest expense*

GDI Property Group's net interest expense decreased significantly from FY17 primarily due to the lower amount of drawn debt following the settlement of all the asset sales in FY17 and FY18. As at 30 June 2018, GDI Property Group's principal facility was drawn to \$59.4 million, secured by a security pool independently valued at \$664.2 million, a loan to value ratio (LVR) of 8.9%.

Although the interest expense of GDI No. 42 Office Trust is included in the statutory accounts, it is not included in GDI Property Group's FFO.

#### *Corporate administration expenses*

GDI Property Group's operating expenses increased by approximately \$0.9 million from the previous financial year, principally due to the issuance of performance rights to employees. As the performance rights are expensed over a four year vesting period (the year of the performance period and the three vesting years), until such time as previous full year issues of performance rights vest or lapse (FY18), the employee benefits expense will increase with each new grant. Other corporate administration expenses remained largely unchanged from FY17.

#### *Capital management*

GDI Property Group's balance sheet is in a strong position with a LVR on the principal facility of 8.9%, below the Board's maximum LVR of 40% and the banks covenant of 50%. GDI Property Group's principal facility is now \$115.0 million, with drawn debt of \$59.4 million and undrawn debt of \$55.6 million. Given the potential changes to the portfolio within the next twelve months, most notably the likely changes to the leasing profile of Westralia Square and the potential progress of unlocking the development potential of 1 Mill Street, Perth, GDI Property Group decided to extend the tenure of the principal facility by one year to October 2019. The extension was granted on identical terms and conditions as the previous facility.

## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

As GDI No. 42 Office Trust is consolidated in to GDI Property Group's accounts, its loan, secured by the two assets in GDI No. 42 Office Trust only, is also shown in the accounts of GDI Property Group. GDI No. 42 Office Trust has drawn debt of \$32.0 million, 33.2% of the independent value of the assets held by GDI No. 42 Office Trust, and undrawn debt of \$3.4 million. As the expiry date on this facility is June 2019, it is shown as current in the accounts.

This strong financial position enabled GDI Property Group to extend the on-market buyback of its securities which was originally announced with the release of the half year results in February 2017. During FY18, GDI Property Group bought and cancelled 1,081,067 securities. Securities on issue now total 536,665,396, down from 537,746,463 at 30 June 2017.

#### ***Hedging policy***

Since its initial public offer of securities, GDI Property Group has had a policy to hedge at least 50% of its drawn debt. This policy was reviewed during the year, principally because of the \$1.2 million cost of terminating three hedges following the significant reduction in drawn debt on settlement of the FY17 and FY18 asset sales. GDI Property Group's new policy is to allow management more flexibility in determining the level of interest rate hedging, particularly when total drawn debt is below \$100.0 million. This new policy may mean that at times GDI Property Group may have no interest rate hedges and be subject to upward movements in interest rates.

As at 30 June 2018, GDI Property Group has one \$40.0 million interest rate swap, with a remaining term of 0.5 years (18 December 2018 expiry) and an interest rate of 3.81%, excluding margin and line fees. GDI Property Group does not intend to hedge any of its interest rate exposures on expiration of this interest rate swap. All of the drawn debt of GDI No. 42 Office Trust is subject to floating interest rates.

#### ***Dividends/distributions declared and paid and dividend/distribution reinvestment plan***

Distributions/dividends declared or paid in respect of the reporting period were:

	Amount per security	Total distribution	Franked amount per security
	cents	\$'000	Cents
2017 final – paid 31 August 2017	3.875	20,838	-
2018 interim – paid 28 February 2018	3.875	20,796	-
2018 final – declared 18 June 2018	3.875	20,796	-

No distribution reinvestment plan was operated by GDI Property Group.

#### ***Significant changes in GDI Property Group's state of affairs***

During the year there were no significant changes in GDI Property Group's state of affairs.

### **1.4 Future prospects**

#### ***Property – existing***

GDI Property Group's portfolio comprises well located properties, with four sides of natural light and floor plates that are easily divisible. Each property in the portfolio has leasing opportunities, either through current vacancy or impending expiry. GDI Property Group believes that leasing up the current vacancy and addressing the impending expiries will significantly increase the value of the portfolio.

## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

The strategy for FY19 for each of the properties in the portfolio is summarised below:

Asset	Strategy
Mill Green Complex, Perth	<ul style="list-style-type: none"> <li>Address the existing vacancies and impending expiries in 197 St Georges Terrace, Perth, albeit taking a patient approach given the improving Perth CBD leasing market</li> <li>In accordance with the Memorandum of Understanding with Lendlease Developments Pty Limited, continue to explore alternate uses for 1 Mill Street, Perth</li> </ul>
Westralia Square, Perth	Westralia Square has the majority of its net lettable area subject to leases that expire in the first half of CY20. GDI Property Group intends to relet this space at significantly better net effective rents than are currently being achieved in Perth. To enhance the property's appeal, GDI Property Group is undertaking a refurbishment program including upgrading the lifts, floors, foyer and end of trip facility. The strategy for FY19 is to progress the refurbishment program and commence the reletting program on the back of both an improved product and market.
50 Cavill Avenue, Surfers Paradise	Now that the refurbishment works are complete, increase occupancy to 100% and drive rental growth through higher net effective rents and increased car parking rates
235 Stanley Street, Townsville	Complete the leasing up of the vacant space Continue negotiations with current occupiers about lease extensions
223 – 237 Liverpool Road, Ashfield	Given the continued strength of the Sydney market, assess exit opportunities.

GDI Property Group has significant capacity to acquire and fund acquisitions by increasing the size of its principal facility. However, particularly in the Eastern states, GDI Property Group considers that the current environment of low interest rates fuelling very tight capitalisation rates is unsustainable, and that in the not too distant future rising capitalisation rates and increasing supply will result in a greater number of acquisition opportunities at more realistic pricing.

#### **Funds management**

GDI Property Group intends to continue to manage the seven unlisted, unregistered managed investment schemes. GDI Property Group also intends to establish at least one new unlisted, unregistered managed investment scheme in FY19. However, the commentary with regards to asset pricing in the Property segment above also holds true for the Funds Business, and GDI Property Group will not acquire assets for the Funds Business that do not offer what GDI Property Group considers to be an appropriate return for the risks involved.

#### **Guidance**

GDI Property Group has a constantly evolving property portfolio, capital structure and funds management business. Given the likelihood of asset disposals and acquisitions, both for GDI Property Trust and the Funds Business, GDI Property Group chooses not to provide earnings guidance. However, GDI Property Group remains committed to at least maintaining its current level of distribution of 7.75 cents per security for FY19, with this policy being reviewed as changes are made to the portfolio and assets that reside in it.

GDI Property Group will also continue to monitor opportunities to buy back its stock, pursuant to the extension to the on market buyback of up to 5% of securities on issue announced at the time of release of its 31 December 2017 results.

# GDI PROPERTY GROUP

## DIRECTORS' REPORT

For the financial year ended 30 June 2018

### 1.5 Risks

Risk	Description	Risk mitigation
Property values	There is a risk that the value of GDI Property Group's Portfolio, or individual assets in the Portfolio, may fall.	<ul style="list-style-type: none"> <li>• GDI Property Group has a policy of obtaining independent valuations for each of its properties at least annually.</li> <li>• GDI Property Group's Portfolio comprises well located properties, has limited exposure to multi floor tenants and has floor plates that are easily divisible, somewhat insulating the Portfolio from adverse influences on property valuations.</li> </ul>
Re-leasing and vacancy	There is a risk that GDI Property Group may not be able to negotiate suitable lease extensions with existing tenants or replace outgoing tenants with new tenants on the same terms (if at all) or be able to find new tenants to take over space that is currently unoccupied.	<ul style="list-style-type: none"> <li>• GDI Property Group's Portfolio has only 6% of NLA subject to leases expiring in FY19.</li> <li>• Although the majority of leases at Westralia Square, Perth, expire in FY20, GDI Property Group anticipates the Perth CBD leasing market to continue to improve.</li> <li>• GDI Property Group's Portfolio comprises well located properties and has floor plates that are easily divisible, enabling it to meet the demands of both larger and smaller space users</li> </ul>
Funding	GDI Property Group's ability to raise capital on favourable terms is dependent upon the general economic climate, the state of the capital markets and the performance, reputation and financial strength of GDI Property Group.	<ul style="list-style-type: none"> <li>• GDI Property Group does not intend to raise any additional equity capital during FY19.</li> <li>• GDI Property Group's principal facility is drawn to only \$59.4 million, with an LVR of 8.9% against the value of the principal facility's security pool</li> <li>• GDI Property Group's principal facility does not expire until October 2019</li> <li>• GDI Property Group would not seek to acquire a new property unless it was able to obtain funding on favourable terms.</li> </ul>
Income from Funds Business	<ul style="list-style-type: none"> <li>• There is a risk that GDI Property Group might not be able to establish new unlisted funds due to limited investment opportunities, and/or limited availability of investor capital.</li> <li>• GDI Property Group's ability to raise new equity for future unlisted funds may be dependent on our performance managing all the unlisted funds.</li> <li>• In the circumstances where GDI Property Group funds the payment of costs associated with the proposed acquisition of a property by a unlisted fund, and the fund does not successfully complete the acquisition of that property, there is a risk that the monies will not be repaid to GDI Property Group.</li> </ul>	<ul style="list-style-type: none"> <li>• GDI Property Group has a track record of establishing new unlisted funds based on the past performance of its unlisted funds</li> <li>• GDI Property Group's investor base consists of approximately 1,000 high net worth investors who have historically had a high level of repeat investment.</li> <li>• GDI Property Group will only risk option fees and due diligence costs when it has a high degree of confidence in the eventual success of an unlisted fund.</li> </ul>
Loss of key management personnel	The loss of key management personnel could cause material disruption to GDI Property Group's activities in the short to medium term and could result in the loss of key relationships and expertise which could have a material adverse impact on current and future earnings.	<ul style="list-style-type: none"> <li>• GDI Property Group has a competitive remuneration structure to retain key talent.</li> <li>• Steve Gillard has a significant interest (+5.5%) in GDI Property Group.</li> </ul>

## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

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Capital expenditure requirements	While GDI Property Group will undertake reasonable due diligence investigations prior to acquiring properties, there can be no assurance that properties will not have defects or deficiencies, or that unforeseen capital expenditure or other costs will not arise.	• GDI Property Group and its executives have a long track record of acquiring properties and undertaking due diligence investigations.
Gearing and breach of covenants	<ul style="list-style-type: none"><li>• GDI Property Group's gearing could exceed the maximum level of 40% under the Board's gearing policy from time to time (for example where GDI Property Group uses debt to acquire new properties or the valuation of properties in GDI Property Group falls).</li><li>• The Debt Facility contains undertakings to maintain certain Covenant LVR and Covenant ICR, and an event of default would occur if GDI Property Group fails to maintain these financial levels.</li></ul>	• GDI Property Group remains well within both its own gearing policy of less than 40% LVR and the covenants imposed on it under its debt facility.

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## 2. Events subsequent to balance date

No matter or circumstance has arisen since 30 June 2018 that has significantly affected or may significantly affect:

- GDI Property Group's operations in future years;
- The results of these operations in future years; or
- GDI Property Group's state of affairs in future years.

## 3. Environmental regulation

GDI Property Group's senior management, with oversight from the Board, oversee the policies, procedures and systems that have been implemented to ensure the adequacy of GDI Property Group's environmental risk management practices. It is the opinion of the Board that adequate systems are in place for the management of GDI Property Group's environmental responsibilities and compliance with its various licence requirements and regulations. Further, the Board is not aware of any breaches of these requirements.

## 4. Directors and Company Secretary

### **Directors**

#### *Independent Chairman*

Mr Graham Kelly

#### *Managing Director*

Mr Steve Gillard

#### *Independent Non-executive Directors*

Ms Gina Anderson

Mr Giles Woodgate

Mr John Tuxworth

Mr Giles Woodgate was appointed to the Board on 16 November 2017.

Mr Les Towell retired from the Board on 16 November 2017.

## **GDI PROPERTY GROUP**

### **DIRECTORS' REPORT**

For the financial year ended 30 June 2018

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#### ***Information on Directors***

*Mr Graham Kelly*

*Chairman, Independent Non-Executive Director*

Mr Kelly is a professional non-executive director with over 40 years' experience in academic life, government service, the diplomatic service, private legal practice, and business management. He has had extensive board experience with numerous listed entities. He was appointed as chairman in November 2013.

*Mr Steven Gillard*

*Managing Director*

Mr Gillard has had over 30 years of experience in property related industries including 11 years' experience in property management and sales and seven years' experience as a senior analyst and advisor for international stockbroking firms, particularly in the property and tourism sectors. Mr Gillard was managing director of GDI Property Group's predecessor companies ("GDI group") from 2005 on joining, became a director of the Company in November 2013 and Managing Director on 16 December 2013.

*Ms Gina Anderson*

*Independent Non-Executive Director*

Ms Anderson is a professional non-executive director with wide experience in private, not-for-profit and government boards. She has senior executive experience in a diverse range of organisations in business, property, and the not-for-profit sector, having held chief executive, corporate affairs, stakeholder engagement, communications, project management and human resources roles. Ms Anderson was appointed as a director in November 2013.

*Mr John Tuxworth*

*Independent Non-Executive Director*

Mr Tuxworth has nearly 40 years' experience in senior executive and non-executive roles in financial services and management consulting businesses, including over nine years with Rothschild Australia Asset Management as an Executive Director and most recently as a founder and the Managing Director of PeopleFirst & Associates, a management consultancy specialising in financial services. He was appointed as a director of the Company in February 2017.

*Mr Giles Woodgate*

*Independent Non-Executive Director*

Mr Woodgate is a highly respected chartered accountant with more than 35 years of extensive professional practice experience in audit, compliance and turnaround & insolvency, both locally and internationally. Having worked for prominent firms like KPMG, Deloitte and Horwath & Horwath, as well as being responsible for publishing several widely acknowledged articles and presentations on topics such as Insolvency, Voluntary Administrations, and Bankruptcy, Mr Woodgate has been the senior partner of Woodgate & Co since its inception in 1989. He was appointed as a director of the company in November 2017.

## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

#### **Number of meetings attended**

The number of Board meetings, including Committees, held during the period and the number of those meetings attended by each director is set out below:

	Board		Audit Risk and Compliance Committee		Nomination and Remuneration Committee	
	Number of meetings eligible to attend	Number of meetings attended	Number of meetings eligible to attend	Number of meetings attended	Number of meetings eligible to attend	Number of meetings attended
Chair	Graham Kelly		Giles Woodgate		Gina Anderson	
Graham Kelly	8	8	5	5		
Steve Gillard	8	8				
Gina Anderson	8	8			4	4
John Tuxworth	8	8	5	5	4	4
Les Towell <sup>1</sup>	4	3	1	0	2	1
Giles Woodgate <sup>2</sup>	4	4	4	4	2	2

1. Mr Les Towell resigned from the Board on 16 November 2017. Up to his resignation Mr Towell was Chair of the Audit, Risk and Compliance Committee.
2. Mr Giles Woodgate was appointed to the Board on 16 November 2017.

#### **Other directorships**

Details of other directorships of listed entities held by existing directors in the last three years are set out below:

Director	Other directorships
Graham Kelly	-
Steve Gillard	-
Gina Anderson	-
John Tuxworth	-
Giles Woodgate	-

#### **Company secretary**

GDI Property Group has joint company secretaries, with their details provided below:

*Mr David Williams*

*Chief Financial Officer and Joint Company Secretary*

Mr Williams has over 20 years' experience in the accounting and financial services industry with major accounting firms, commercial banks and international investment banks. Mr Williams joined GDI group in early 2013 as a consultant, and from the time GDI Property Group listed was formally appointed as Chief Financial Officer and joint Company Secretary.

*Mr Paul Malek*

*Asset Management and Joint Company Secretary*

Mr Malek joined GDI group in 2011. Mr Malek has over 26 years' experience in the financial services industry both with bank and non-bank financial institutions specialising in funding of commercial real estate with both private and institutional clients.



## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

#### 5. Remuneration report

##### 5.1 Basis of preparation

The Remuneration Report is designed to provide securityholders with an understanding of GDI Property Group's remuneration policies and the link between our remuneration approach and GDI Property Group's performance, in particular regarding Key Management Personnel ("KMP") as defined under the Corporations Act 2001. Individual outcomes are provided for GDI Property Group's non-executive Directors ("NEDs"), the Managing Director ("MD") and Disclosed Executives. Disclosed Executives are defined as those direct reports to the MD with responsibility for the strategic direction of GDI Property Group and includes all members of the executive management team.

The Remuneration Report for GDI Property Group has been prepared in accordance with section 300A of the Corporations Act and has been audited as required by section 308(3C) of the Corporations Act 2001 and forms part of the Directors' Report.

##### 5.2 Key Management Personnel

The KMP disclosed in this years' Remuneration Report are detailed in the table below.

###### Key Management Personnel

<i>Non-Executive Directors</i>		<i>Appointed</i>	<i>Term as a KMP for year</i>
Graham Kelly	Independent Chairman	5 November 2013	Full year
Gina Anderson	Independent Director	5 November 2013	Full year
John Tuxworth	Independent Director	20 February 2017	Full year
Les Towell <sup>1</sup>	Independent Director	5 November 2013	4.5 months
Giles Woodgate	Independent Director	16 November 2017	7.5 months
<i>Managing Director</i>			
Steve Gillard <sup>2</sup>		5 November 2013	Full year
<i>Disclosed Executives</i>			
David Williams	Chief Financial Officer, Joint Company Secretary		Full year
John Garland	Head of Property		Full year
Paul Malek	Asset Management, Joint Company Secretary		Full year
Greg Marr	Head of Unlisted Funds		Full year

1. Mr Les Towell retired from the Board on 16 November 2017.

2. Mr Gillard was appointed as a Director of GDI Property Group Limited on 5 November 2013 and as Managing Director on Completion of the IPO and related transactions on 16 December 2013.

##### 5.3 Role of the Board in relation to remuneration

The Board has established a Nomination and Remuneration Committee (N&RC). The N&RC is responsible for:

- reviewing and making recommendations to the Board on remuneration and succession matters related to the MD and other Disclosed Executives;
- reviewing and making recommendations to the Board on remuneration relating to Non-Executive Directors;
- overseeing a Board performance evaluation program, which addresses the performance of individual directors;
- designing incentive plans; and
- determining remuneration structures for the Managing Director and Disclosed Executives.

The N&RC did not receive any recommendations from remuneration consultants during the period in relation to the remuneration arrangements of KMP.

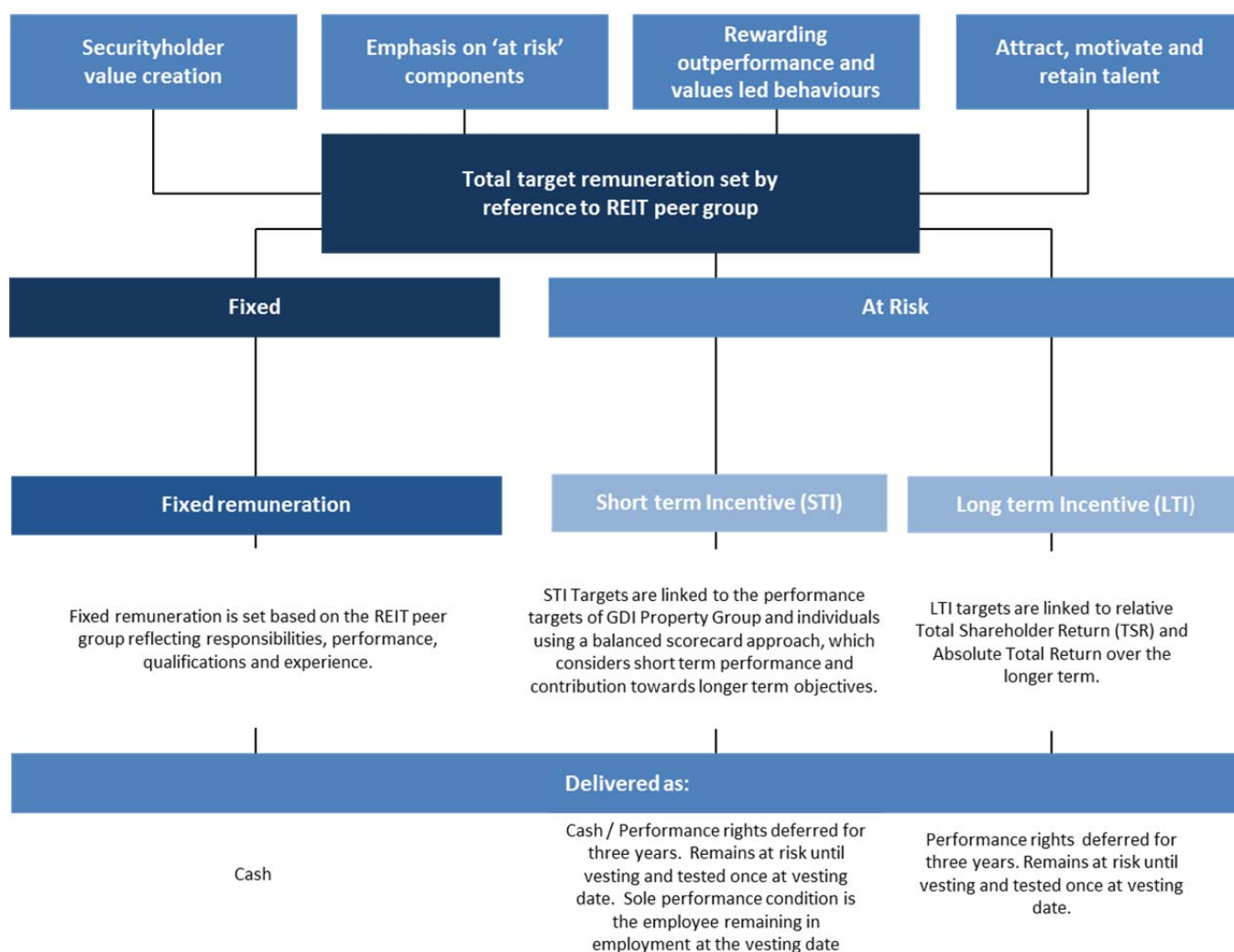
## GDI PROPERTY GROUP DIRECTORS' REPORT

For the financial year ended 30 June 2018

### 5.4 Remuneration objectives

The following principles shape GDI Property Group's remuneration strategy:

- creating and enhancing value for all GDI Property Group stakeholders;
- emphasising the 'at risk' component of total remuneration to increase alignment with security holders and encourage behaviour that supports both entrepreneurship and long term financial soundness within the confines of GDI Property Group's risk management framework;
- rewarding outperformance; and
- providing a competitive remuneration proposition to attract, motivate and retain the highest quality individuals within a framework of ethical standards of behaviour.



### 5.5 The composition of remuneration at GDI Property Group

The Board aims to find a balance between:

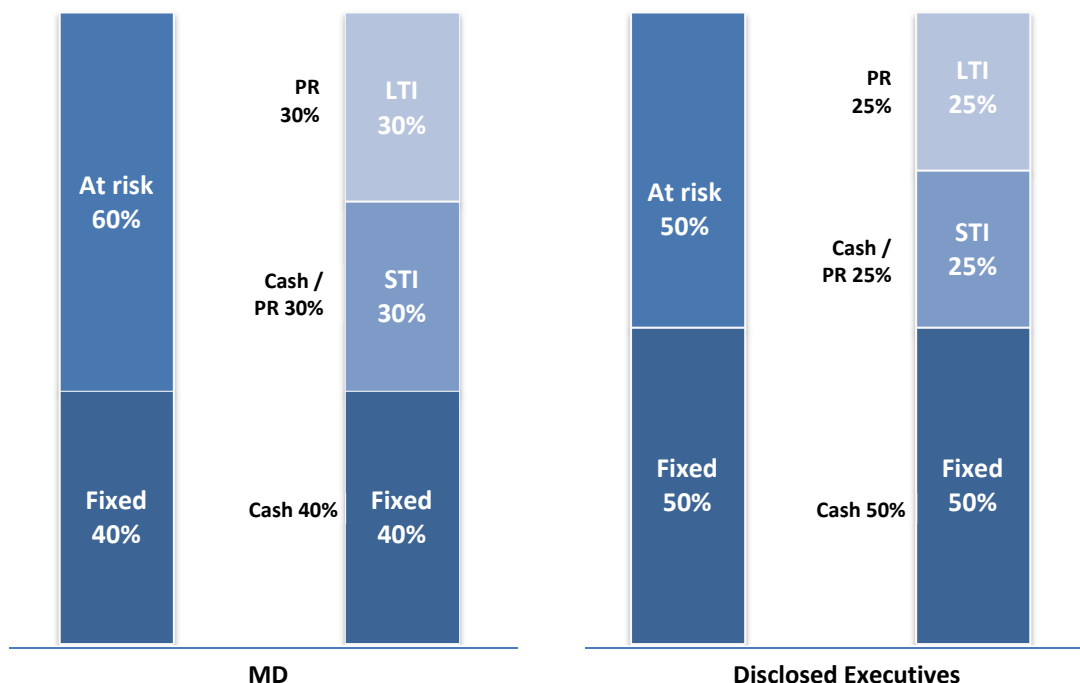
- fixed and at-risk remuneration;
- short and long term incentives;
- amounts paid in cash and performance rights.

## GDI PROPERTY GROUP DIRECTORS' REPORT

For the financial year ended 30 June 2018

The below chart provides an overview of the target remuneration mix for the MD and Disclosed Executives.

### Remuneration mix for the Managing Director and Disclosed Executives



The MD's target remuneration mix is weighted such that a higher component is at-risk (60%), with an equal weighting of the at-risk component between STIs and LTIs. The STI can be granted as either cash or performance rights where the principle performance condition is the employee remaining in employment at the vesting date, three years after the conclusion of the performance year.

The Disclosed Executives target remuneration mix is weighted equally between fixed and at-risk components, with an equal weighting of the at-risk component between STIs and LTIs. The STI can be granted as either cash or performance rights where the principle performance condition is the employee remaining in employment at the vesting date, three years after the conclusion of the performance year.

#### **Fixed remuneration**

GDI Property Group positions fixed remuneration for the MD and Disclosed Executives against relevant A-REIT comparables taking into consideration the role, responsibilities, performance, qualifications and experience. A-REIT comparables are considered the most relevant as this is the main pool for sourcing talent and where key talent may be lost.

Fixed remuneration is expressed as a total dollar amount which can be taken as cash salary, superannuation contributions and other nominated benefits.

#### **At risk remuneration**

The at risk component forms a significant part of the MD and Disclosed Executives target remuneration.

#### *Short term incentives (STI)*

The STI provides an annual opportunity for an incentive award. Individuals are assessed on a balanced scorecard based on measures relating to longer term performance outcomes aligned to GDI Property Group's strategic objectives, as well as annual goals and workplace behaviours, including leadership and commitment. For the MD and Disclosed Executives, the weighting of these measures will vary to reflect the responsibilities of each role and their individual KPIs set at the

## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

commencement of each year. Notwithstanding any individual meeting or exceeding their performance measures, or some thereof, the N&RC may determine to reduce (but not increase) their STI entitlement at its absolute discretion.

#### *Long term incentives (LTI)*

The LTI provides an annual opportunity for an equity award deferred for three years that aligns a significant portion of overall remuneration to security value over the longer term. LTI awards will remain at risk until vesting and must meet or exceed a relative Total Securityholder Return (50% of performance rights issued) and /or an Absolute Total Return (the other 50% of performance rights issued). The table below summarises the conditions that will apply to the performance rights granted for the year ended 30 June 2018. These conditions are identical to those granted for all years since GDI Property Group's IPO. Details of the offers of performance rights are disclosed in Section 5.6 and 5.7 of this Remuneration Report.

#### **Arrangements for the year ended 30 June 2018**

Type of award	Performance right, being a right to acquire a stapled security at nil cost, subject to meeting time and performance hurdles. Upon exercise, each performance right entitles the MD and Disclosed Executives to one stapled security. The future value of the grant may range from zero to an undefined amount depending on performance against the hurdles and the security price at the time of exercise. Grants may be satisfied by a cash equivalent payment rather than stapled securities at the Board's discretion.	
Time restriction	Performance rights will be tested against the performance hurdles at the end of three years. Performance rights that do not vest will be forfeited.	
Vesting conditions	Performance rights will be subject to two tests, with half the performance rights subject to one test and the other half subject to the other test.	
	<b>50% - Total Securityholder Return (TSR)</b>	<b>Vesting percentage (for TSR measure)</b>
	Does not reach the 50 <sup>th</sup> percentile of the TSR of the Comparator Group	0%
	Reaches or exceeds the 50 <sup>th</sup> percentile of the TSR of the Comparator Group but does not reach the 75 <sup>th</sup> percentile	50%, plus 2% for every one percentile increase above the 50 <sup>th</sup> percentile
	Reaches or exceeds the 75 <sup>th</sup> percentile of the TSR Comparator Group	100%
	<b>50% - Absolute Total Return (ATR)</b>	<b>Vesting percentage (for ATR measure)</b>
	Does not achieve an ATR of 10%	0%
	Achieves or exceeds an ATR of 10% but does not achieve an ATR of 12%	50% up to 100% (at 12% ATR) on a straight line basis
	Achieves or exceeds an ATR of 12%	100%
	<b>Definitions</b>	
	TSR	Movement in security price and distributions. For the year ended 30 June 2018, the commencing security price is based on the 30 June 2018 closing security price of GDI Property Group and its Comparator Group
	ATR	Movement in NTA and distributions For the year ended 30 June 2018, the commencing NTA is based on the 30 June 2018 NTA.
	Comparator Group	Dexus Property Group, GPT Group, Cromwell Property Group, Abacus Property Group, Investa Office Fund, Growthpoint Properties Australia, Australian Unity Office Fund, Centuria Metropolitan REIT, 360 Capital Group, PropertyLink, Charter Hall Group, Centuria Capital
Valuation	The dollar value of the LTI grant is converted into a number of performance rights based on a valuation, taking into account factors including the performance conditions, security price volatility, term, distribution yield, and the security price at grant date.	

## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

#### Other remuneration elements

*No change on previous years*

GDI Property Group developed its remuneration policies and practices, its balanced scorecard approach to STIs and the vesting conditions of its LTIs as part of its IPO process in late 2013. Since that time GDI Property Group has seen no need to change any of its remuneration policies, procedures or conditions. No Board member has received a salary increase since IPO, and only David Williams (CFO and Joint Company Secretary, +\$25,000) and Paul Malek (Property Manager of GDI Property Group's WA portfolio, +\$50,000) have received any base pay increases over that period. GDI Property Group's strategy is to deliver an average of 12%p.a. total return (NTA growth + distributions), regardless of the property cycle and its capital structure. This has not changed since IPO, and nor have the remuneration measures that are linked to this, notwithstanding the significant change in GDI Property Group's portfolio (now 78% exposed to Perth) and its capital structure (principal facility geared to only 8.9%).

#### Clawback

The Board will have on-going and absolute discretion to adjust performance-based components of remuneration downwards, or to zero, at any time. Including after the grant of such remuneration, where the Board considers such an adjustment is necessary to protect the financial soundness of GDI Property Group, or if the Board subsequently considers that having regard to information which has come to light after the grant of performance rights, the granting of performance rights was not justified.

#### Hedging prohibition

As specified in GDI Property Group's Security Trading Policy and in accordance with the Corporations Act, equity allocated under a GDI Property Group incentive scheme must remain at risk until exercisable. As such, it will be a condition of grant that no schemes are entered into, either by an individual or their associated persons, which specifically protects the unvested value of performance rights. Doing so would constitute a breach of the grant conditions and would result in the forfeiture of the relevant performance rights.

#### Other employees

Given the relatively small number of staff at GDI Property Group, the Board believes that it is important to recognise the efforts of all employees and not just the Disclosed Executives and has granted the Managing Director discretion to grant both cash bonuses and participation in GDI Property Group's LTI plan to all employees on a merits basis. During the year ended 30 June 2018, cash bonuses to other employees totalled \$230,000 and 245,838 performance rights were issued to other employees with a value of \$230,000 and a 30 June 2018 employee benefit expense of \$57,500.

## 5.6 Performance and outcomes

### 5.6.1 GDI Property Group's performance and securityholder wealth

	Years	Opening security price	Movement in security price	Opening NTA	Movement in NTA	Distribution	TSR	TSR p.a.	ATR	ATR p.a.
		\$	\$	\$	\$	\$				
Since listing	4.54	1.0000	0.2900	0.9100	0.2700	0.3425	63.25%	13.92%	67.31%	14.82%
Since 1 July 2015	3	0.8750	0.4150	0.9900	0.1900	0.2325	74.00%	24.67%	42.68%	14.23%
Since 1 July 2017	1	1.0250	0.2650	1.1200	0.0600	0.0775	33.41%	33.41%	12.28%	12.28%
<b>30 June 2018</b>		<b>1.2900</b>		<b>1.1800</b>		<b>0.0775</b>				

GDI Property Group considers that the financial measure that most accurately reflects its performance on an annual basis is the ATR test, rather than the often adopted growth in FFO or AFFO test by GDI Property Group's Comparator Group. The nature of GDI Property Group's business means that FFO and AFFO will be volatile, particularly where for example GDI Property Group buys properties that are 46% vacant (50 Cavill Avenue, Surfers Paradise), or sells assets where management believe the value has been maximised (66 Goulburn Street, Sydney) and uses the proceeds to reduce gearing. Regardless of

## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

the capital structure of GDI Property Group, the assets it holds, or the time of the property cycle, GDI Property Group's intention is to deliver an ATR of at least 10%p.a. This measure forms the basis of the financial measure in the balanced scorecard (see 5.6.4.1) and one half of the test for LTIs. GDI Property Group has been consistent with this measure and the hurdle rates since its IPO in 2013.

However, GDI Property Group also acknowledges that securityholders get rewarded through movements in the security price and distributions. Accordingly, the other half of GDI Property Group's LTIs is tested against a peer group. Security price performance does not influence the balanced scorecard approach GDI Property Group utilises to determine KMP STIs.

#### 5.6.2 Past issues of STI performance rights (FY15)

To enhance the alignment with securityholders, the FY15 STI granted to the MD and Disclosed Executives was split 1/3<sup>rd</sup> cash, 2/3<sup>rd</sup> performance rights where the principle performance condition was continued employment (or a good leaver) for three years from the conclusion of the performance year (FY18). In total, 810,572 performance rights were granted as part of the FY15 STI program. The expense of these performance rights was incurred over four years, the year to which the performance period relates (FY15) and the three vesting years (FY16, FY17 and FY18). As all five employees who were granted STI performance rights in FY15 remain in employment, all these performance rights (810,572) vested. GDI Property Group intends to satisfy these performance rights by issuing 810,572 new securities to the relevant employees. These securities will not be subject to any escrow or other trading restrictions.

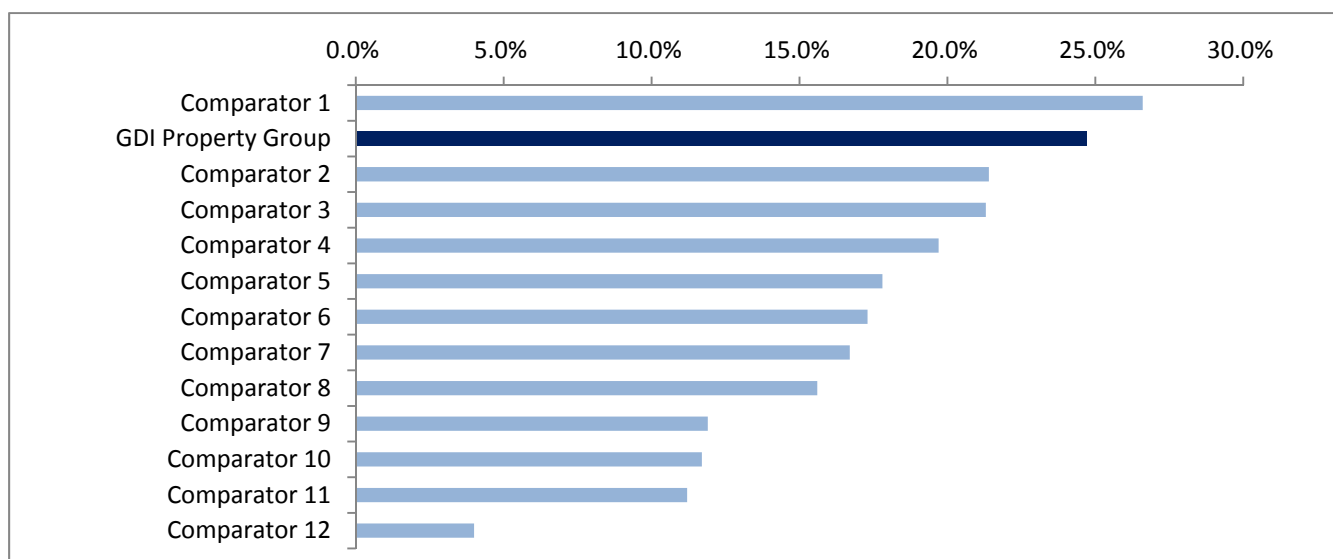
#### 5.6.3 Past issues of LTI performance rights (FY15)

2,208,342 performance rights were granted as part of GDI Property Group's FY15 LTI plan. These performance rights were tested three years from issue, at which time they either vested or lapsed. As with the FY18 performance rights, the performance rights are subject to continued employment (or a good leaver) and either a TSR test (for 50% of the rights granted) or an ATR test (for 50% of the rights granted). One employee with 71,430 performance rights resigned during the vesting period, with his rights lapsing.

##### 5.6.3.1 TSR test

As at 30 June 2018, GDI Property Group's Comparator Group comprised 12 entities (13 including GDI Property Group). GDI Property Group's TSR for the three year period ended 30 June 2017 was 24.7%p.a., ranking 2<sup>nd</sup> out of 13 in the Comparator Group. As this placed GDI Property Group's TSR in the top 75<sup>th</sup> percentile of the TSR of the Comparator Group, all performance rights subject to this test (1,068,456) vested. GDI Property Group intends to satisfy these performance rights by issuing 1,068,456 new securities to the relevant employees. These securities will not be subject to any escrow or other trading restrictions.

#### Total securityholder return p.a.



## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

For FY15, the Comparator Group comprised the same entities that comprise the Comparator Group for the issue of FY18 LTIs (refer page 17).

#### 5.6.3.2 ATR test

The ATR is determined by the movement in NTA over the vesting period plus distributions, divided by the commencing NTA. This is then divided by the vesting period (in this case three years) to determine the ATR per year.

Movement in NTA per security		Distributions per security		ATR per security	ATR %	ATR % p.a.
30 June 2015 NTA	<b>\$0.99</b>	FY16		\$0.0775		
30 June 2018 NTA	<b>\$1.18</b>	FY17		\$0.0775		
		FY18		\$0.0775		
<b>Total movement</b>	<b>\$0.19</b>	<b>Total distributions</b>	<b>\$0.2325</b>	<b>\$0.4225</b>	<b>42.68%</b>	<b>14.23%</b>

As the ATR exceeded the 12% maximum threshold, all performance rights subject to this test (1,068,456) vested on the signing of this financial report. GDI Property Group intends to satisfy these performance rights by issuing 1,068,456 new securities to the relevant employees. These securities will not be subject to any escrow or other trading restrictions.

#### 5.6.4 Current year STI outcomes

##### 5.6.4.1 KMP balanced scorecard

Detailed in the table below is a summary of the performance measures and outcomes of the balanced scorecard for the MD and Disclosed Executives.

	Financial		Operational		People culture and development		Total
	% weighting of total STI	% of total STI granted	% weighting of total STI	% of total STI granted	% weighting of total STI	% of total STI granted	Total STI granted %
Steve Gillard	40%	40%	30%	30%	30%	30%	100%
David Williams	30%	30%	50%	50%	20%	20%	100%
John Garland	20%	20%	60%	60%	20%	20%	100%
Paul Malek	20%	20%	70%	70%	10%	10%	100%
Greg Marr	20%	20%	70%	70%	10%	10%	100%

The following provides an explanation of the performance measures and outcomes.

#### Financial

For FY18, the financial measure was meeting or exceeding the minimum ATR target. In previous years exceeding FFO guidance was also used, however, as FFO guidance was not provided during FY18 this measure was no longer appropriate. The Board considers that the ATR measure closely aligns Executive STIs to GDI Property Group's financial objectives, regardless of capital structure or time of the cycle. This measure is used as both an annual test (STI) and for the LTIs tested over three years.

Executives receive a score of 50% of the balanced scorecard weighting to the financial outcome at an ATR of 10%p.a., to 100% at an ATR of 12%p.a.

Minimum FY18 ATR target	FY18 ATR	Achieved (Y/N)
10% - 12%	12.28%	Y



## **GDI PROPERTY GROUP**

### **DIRECTORS' REPORT**

For the financial year ended 30 June 2018

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#### ***Operational***

Operational measures for the MD and Disclosed Executives reflect the responsibilities of each role. For example, the Head of Property's performance is weighted towards asset management and sustainability, whilst the CFO and Joint Company Secretary's are weighted towards capital management and reporting, risk management and compliance.

During FY18 all KMP exceeded their operational objectives, with particular highlights being:

- the leasing successes at 66 Goulburn Street, Sydney, 5 Mill Street, Perth, and 50 Cavill Avenue, Surfers Paradise;
- the sale of 66 Goulburn Street, Sydney;
- the acquisition of Westralia Square, 141 St Georges Terrace, Perth; and
- the acquisition of 6 Sunray Drive, Innaloo, establishment of GDI No. 43 Property Trust and the successful raising of approximately \$96.0 million of equity, GDI Property Group's largest unlisted raising to date.

#### ***People, culture and development***

The MD and Disclosed Executives are expected to demonstrate exceptional leadership and commitment, with those that have direct reports also measured by their people management and people development skills. The biggest compliment to the MD and Disclosed Executives is that since IPO only one employee has resigned from GDI Property Group. This stable workforce has created a unique culture and the Board has determined to reward those responsible for creating it.

Specific objectives achieved by KMP during the year included

- progressing the development of all staff through both 'on the job' and formal training;
- greater focus on achieving key objectives;
- the seamless transition of Mr Giles Woodgate on to and Mr Les Towell from the Board.

#### ***Securityholder alignment***

To enhance the alignment with securityholders, the N&RC determined that any STI granted to the MD and Disclosed Executives would be split 50% cash, 50% performance rights where the principle performance condition is continued employment (or a good leaver) for three years from the conclusion of the performance year. The expense of these performance rights is incurred over four years, the year to which the performance period relates (FY18) and the three vesting years (FY19, FY20 and FY21). As these performance rights had not been issued by 30 June 2018, GDI Property Group has recognised the fair value of them as an accrual with the cost recognised as an employee benefit expense. Once the rights are issued, the accrual will be reversed with a corresponding increase in the security-based payments reserve in equity.

Further details of the STI outcomes for the MD and Disclosed Executives are provided in Section 5.7 of this Remuneration Report. The issue of performance rights to the MD is subject to securityholder approval at the Annual General Meeting to be held 15 November 2018.

#### **5.6.5 LTI outcomes**

The Board of GDI Property Group considers it is important to both align executive remuneration with securityholders outcomes and to encourage behaviour that supports both entrepreneurship and long term financial soundness within the confines of GDI Property Group's risk management framework. As a result, GDI Property Group has advised that it will grant performance rights to the MD and Disclosed Executives as part of their annual remuneration package. The issue of performance rights to the MD is subject to securityholder approval at the Annual General Meeting to be held 15 November 2018. The expense of the performance rights relating to the year ended 30 June 2018 is incurred over four years, the year to which the performance period relates (FY18) and the three vesting years (FY19, FY20 and FY21). As the performance rights had not been issued by 30 June 2018, the Group has recognised the fair value of them as an accrual with the cost recognised as an employee benefit expense. Once the rights are issued, the accrual will be reversed with a corresponding increase in the security-based payments reserve in equity.



## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

Further details of the LTI performance rights granted for the MD (subject to approval) and Disclosed Executives are provided in Section 5.7 of this Remuneration Report.

#### 5.7 Remuneration outcomes

##### *Non-Executive Directors*

Principles underpinning the remuneration policy for Non-Executive Directors (NEDs) are as provided below:

Principle	Comment				
Aggregate Board fees are within the maximum disclosed to securityholders in the Offer Document	The aggregate fee pool for NED's as disclosed in the Offer Document is \$3.0 million. The annual total of NEDs' fees, including superannuation contributions, is within this limit.				
Fees are set by reference to key considerations	Board fees are set by reference to a number of relevant considerations including: <ul style="list-style-type: none"> <li>• general industry practice and best principles of corporate governance;</li> <li>• the responsibilities and risks attached to the role of NEDs;</li> <li>• the expected time commitments; and</li> <li>• reference to fees paid to NEDs of comparable companies.</li> </ul>				
The remuneration structure preserves independence	NED fees are not linked to the performance of GDI Property Group and NEDs are not eligible to participate in any of GDI Property Group's incentive arrangements.				
Annual Board fees (inclusive of superannuation)	<table> <tr> <th>Chairman</th><th>Other NED</th></tr> <tr> <td>\$150,000</td><td>\$75,000</td></tr> </table>	Chairman	Other NED	\$150,000	\$75,000
Chairman	Other NED				
\$150,000	\$75,000				

Details of non-executive Directors statutory remuneration are disclosed in the remuneration table in section 5.8 below.

##### *Managing Director contract terms*

The following sets out details of the contract terms relating to the MD. The contract terms are in line with industry practice and ASX Corporate Governance Principles.

Fixed remuneration	\$765,000, inclusive of superannuation.
Participation in performance rights plan	Subject to stapled securityholder approvals, Mr Gillard is entitled to participate in the performance rights plan.
Length of contract	Mr Gillard commenced as Managing Director on 16 December 2013 and is on a permanent contract, which is an ongoing employment contract until notice is given.
Notice periods	<ul style="list-style-type: none"> <li>• Mr Gillard may terminate the employment contract at any time by giving six months' notice in writing.</li> <li>• GDI Property Group may terminate the employment contract for any reason by giving 12 months' notice, or alternatively, payment in lieu of notice.</li> <li>• In the event of wilful negligence or serious misconduct, GDI Property Group may terminate Mr Gillard's employment contract immediately by notice in writing and without payment.</li> </ul>
Restraint of trade	Mr Gillard will be subject to a restraint period of six months from termination.

## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

#### *Managing Director's remuneration outcome*

Actual remuneration provided to the MD for the period ended 30 June 2018 is provided below, with the expense relating to the MD's remuneration disclosed in section 5.8 below.

Fixed remuneration	The MD received \$765,000 of fixed remuneration for the year ended 30 June 2018, inclusive of superannuation.
STI	<p>The MD received an STI award of \$573,750, 100% of his potential entitlement, based on the Balanced Scorecard approach discussed above.</p> <p>Subject to securityholder approval, the STI will be paid 50% in cash and 50% in performance rights where the principle performance condition is remaining employed by a GDI Property Group entity for three years after the conclusion of the performance year. Further details of the actual STI awarded to the MD are provided in the table below on page 24 of this Remuneration Report.</p>
LTI	The MD received an LTI award of \$573,750 value, being 613,244 performance rights. Fifty percent of these are subject to a Total Securityholder Return test (versus a peer group) and the other fifty percent are subject to an Absolute Total Return test (NTA growth plus distributions). Each performance right is tested once three years after the conclusion of the performance year. Details of the actual LTI awarded to the MD are provided in the table below on page 23 of this Remuneration Report.

#### **Disclosed Executive contract terms**

	David Williams	John Garland	Paul Malek	Greg Marr
Fixed remuneration	\$400,000	\$350,000	\$350,000	\$300,000
Participation in performance rights plan	Disclosed Executives are entitled to participate in the performance rights plan.			
Length of contract	Disclosed Executives are subject to an ongoing employment contract until notice is given.			
Notice periods	<ul style="list-style-type: none"> <li>Disclosed Executives may terminate the employment contract at any time by giving three months' notice in writing.</li> <li>GDI Property Group may terminate the employment contract for any reason by giving three months' notice, or alternatively, payment in lieu of notice.</li> <li>In the event of wilful negligence or serious misconduct, GDI Property Group may terminate a Disclosed Executive's employment contract immediately by notice in writing and without payment.</li> </ul>			
Restraint of trade	Disclosed Executives will be subject to a restraint period of three months from termination.			

#### **Disclosed Executives remuneration outcomes**

Actual remuneration provided to Disclosed Executives for the period ended 30 June 2018 is provided below, with the remuneration table disclosed in section 5.8 below.

Fixed remuneration	The Disclosed Executives received the fixed remuneration shown above, inclusive of superannuation.
STI	The Disclosed Executives received an STI as shown in the table on page 24 of this Remuneration Report. The STI has been paid 50% in cash and 50% in performance rights where the principle performance condition is remaining employed by a GDI Property Group entity for three years after the conclusion of the performance year.
LTI	The Disclosed Executives received an LTI as shown in the table on page 24 of this Remuneration Report. Fifty percent of these are subject to a Total Securityholder Return test (versus a peer group) and the other fifty percent are subject to an Absolute Total Return test (NTA growth plus distributions). Each performance right is tested once three years after the conclusion of the performance year.

## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

#### MD and Disclosed Executive STI outcomes

	Potential STI	STI granted	STI forgone	STI granted	STI forgone	Cash component	PR <sup>1</sup> component	PR <sup>1</sup> granted	FY18 PR <sup>1</sup> expense	Total expense
	\$	\$	\$	%	%	\$	\$	\$	\$	\$
Steve Gillard <sup>2</sup>	573,750	573,750	-	100%	-	286,875	286,875	222,384	71,719	358,594
David Williams	200,000	200,000	-	100%	-	100,000	100,000	77,519	25,000	125,000
John Garland	175,000	175,000	-	100%	-	87,500	87,500	67,829	21,875	109,375
Paul Malek	175,000	175,000	-	100%	-	87,500	87,500	67,829	21,875	109,375
Greg Marr	150,000	150,000	-	100%	-	75,000	75,000	58,140	18,750	93,750
<b>Total</b>	<b>1,273,750</b>	<b>1,273,750</b>	<b>-</b>	<b>100%</b>	<b>-</b>	<b>636,875</b>	<b>636,875</b>	<b>493,701</b>	<b>159,219</b>	<b>796,094</b>

1. Performance rights.
2. The issue of performance rights to Steve Gillard is subject to securityholder approval at the AGM to be held on 15 November 2018.

#### MD and Disclosed Executive LTI outcome

	LTI granted \$	PR <sup>1</sup> granted	FY18 PR <sup>1</sup> expense \$
Steve Gillard <sup>2</sup>	573,750	613,244	143,438
David Williams	200,000	213,768	50,000
John Garland	175,000	187,046	43,750
Paul Malek	175,000	187,046	43,750
Greg Marr	150,000	160,326	37,500
<b>Total</b>	<b>1,273,750</b>	<b>1,361,430</b>	<b>318,438</b>

1. Performance rights.
2. The issue of performance rights to Steve Gillard is subject to securityholder approval at the AGM to be held on 15 November 2018.

## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

#### MD and Disclosed Executive summary of performance rights issued<sup>1</sup>

	Primary performance condition employment				FY16 LTI		FY17 LTI		FY18 LTI		Total LTI		Total PR
	FY16 STI	FY17 STI	FY18 STI	Total	TSR <sup>2</sup>	ATR <sup>3</sup>	TSR <sup>2</sup>	ATR <sup>3</sup>	TSR <sup>2,4</sup>	ATR <sup>3,4</sup>	TSR <sup>2</sup>	ATR <sup>3</sup>	
Vesting date	30-Jun-19	30-Jun-20	30-Jun-21		30-Jun-19	30-Jun-19	30-Jun-20	30-Jun-20	30-Jun-21	30-Jun-21			
Steve Gillard	259,322	279,878	222,384	761,584	454,636	454,636	382,730	382,730	306,622	306,622	1,143,988	1,143,988	3,049,560
David Williams	90,042	91,463	77,519	259,024	148,574	148,574	125,076	125,076	106,884	106,884	380,534	380,534	1,020,092
John Garland	79,096	85,366	67,829	232,291	138,669	138,669	116,737	116,737	93,523	93,523	348,929	348,929	930,149
Paul Malek	72,034	79,268	67,829	219,131	118,859	118,859	108,399	108,399	93,523	93,523	320,781	320,781	860,693
Greg Marr	50,847	73,171	58,140	182,158	118,859	118,859	100,061	100,061	80,163	80,163	299,083	299,083	780,324
	<b>551,341</b>	<b>609,146</b>	<b>493,701</b>	<b>1,654,188</b>	<b>979,597</b>	<b>979,597</b>	<b>833,003</b>	<b>833,003</b>	<b>680,715</b>	<b>680,715</b>	<b>2,493,315</b>	<b>2,493,315</b>	<b>6,640,818</b>

1. Does not include performance rights issued in relation to FY15 that were tested as at 30 June 2018 and will vest shortly after the signing of this financial report.
2. Total shareholder return, being movement in the security price and distributions.
3. Absolute total return, being movement in NTA/security and distributions.
4. The issue of performance rights to Steve Gillard is subject to securityholders approval at the AGM to be held on 15 November 2018.

## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

#### 5.8 KMP remuneration table

##### 5.8.1 KMP remuneration table for the period ended 30 June 2018

	Security based payments																
	Short term benefits			Post employment	Long term benefits	Relating to prior periods							Relating to current period		Total remuneration <sup>5</sup>		
						FY14	FY15	FY16	FY17	STI	LTI						
	Salary & fees	Accrued leave <sup>2</sup>	Other <sup>3</sup>	Cash bonus	Super contributions	Long service leave <sup>2</sup>	Performance rights <sup>4</sup>	Performance rights <sup>4</sup>	Performance rights <sup>4</sup>	Performance rights <sup>4</sup>	Performance rights <sup>4</sup>	Performance rights <sup>4</sup>	remuneration	Performance related	Performance rights	Prior years performance rights	
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	%	%	%	
Non-executive directors																	
G Kelly	136,984	-	-	-	13,014	-	-	-	-	-	-	-	149,998	-	-	-	
G Anderson	58,293	-	-	-	16,707	-	-	-	-	-	-	-	75,000	-	-	-	
J Tuxworth	50,000	-	-	-	25,000	-	-	-	-	-	-	-	75,000	-	-	-	
L Towell <sup>1</sup>	25,992	-	-	-	2,469	-	-	-	-	-	-	-	28,461	-	-	-	
G Woodgate <sup>1</sup>	42,852	-	-	-	4,071	-	-	-	-	-	-	-	46,923	-	-	-	
Managing Director																	
S Gillard	740,000	28,070	-	286,875	25,000	11,110	23,811	229,500	200,813	215,156	71,719	143,438	1,975,491	59.29%	44.77%	33.88%	
Disclosed executives																	
D Williams	362,500	3,654	1,035	100,000	25,000	6,368	7,781	78,125	66,797	70,313	25,000	50,000	796,572	49.97%	37.41%	28.00%	
J Garland	325,000	(2,854)	719	87,500	25,000	11,860	7,263	68,750	61,250	65,625	21,875	43,750	715,737	49.74%	37.52%	28.35%	
P Malek	317,451	6,942	-	87,500	20,049	4,758	6,225	62,500	53,438	60,938	21,875	43,750	685,425	49.05%	36.29%	26.71%	
G Marr	275,000	8,562	1,089	75,000	25,000	6,679	-	47,500	48,750	56,250	18,750	37,500	600,079	47.29%	34.79%	25.41%	
Total	2,334,072	44,373	2,843	636,875	181,310	40,774	45,079	486,375	431,047	468,281	159,219	318,438	5,148,686				

1. Mr Les Towell retired from the Board on 16 November 2017. Mr Giles Woodgate was appointed to the Board on 16 November 2017.
2. Annual and long term service leave are accounted on an accruals basis. The amounts represent the change in accrued leave during the period.
3. Other includes the cost of an annual gym membership and other items incurred by GDI Property Group as part of its employee health and wellbeing program.
4. The amount shown is the fair value of performance rights under the various STI, LTI and retention plans included in the relevant financial period and does not represent actual STI or LTI awards made.
5. Amounts disclosed as total remuneration excludes insurance premiums paid by GDI Property Group in respect of Directors' and Officers' liability insurance contracts.

## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

#### 5.8.2 KMP remuneration table for the period ended 30 June 2017

	Security based payments																	
	Short term benefits			Post employment	Long term benefits	Relating to prior periods							Relating to current period		Total remuneration <sup>6</sup>			
						Performance rights for retention <sup>5</sup>	FY14 Performance rights <sup>5</sup>	FY15 Performance rights <sup>5</sup>	FY16 Performance rights <sup>5</sup>	STI Performance rights <sup>5</sup>	LTI Performance rights <sup>5</sup>							
	Salary & fees	Accrued leave <sup>3</sup>	Other <sup>4</sup>	Cash bonus	Super contribution s	Long service leave <sup>3</sup>								Total remuneration	Performance related	Performance rights	Prior years performance rights	
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	%	%	%		
Non-executive directors																		
G Kelly	136,986	-	-	-	13,014	-	-	-	-	-	-	-	150,000	-	-	-		
G Anderson	58,293	-	-	-	16,707	-	-	-	-	-	-	-	75,000	-	-	-		
L Towell	68,493	-	-	-	6,507	-	-	-	-	-	-	-	75,000	-	-	-		
J Tuxworth <sup>1</sup>	24,829	-	-	-	2,359	-	-	-	-	-	-	-	27,188	-	-	-		
T Veale <sup>2</sup>	43,950	-	-	-	4,175	-	-	-	-	-	-	-	48,125	-	-	-		
Managing Director																		
S Gillard	730,000	(29,629)	-	286,875	35,000	7,878	-	46,079	229,500	200,813	71,719	143,438	1,721,672	57%	40%	28%		
Disclosed executives																		
D Williams	350,000	0	1,141	93,750	25,000	3,862	74,013	15,059	78,125	66,797	23,438	46,875	778,058	51%	39%	30%		
J Garland	330,384	(7,135)	719	87,500	19,616	13,048	74,013	14,055	68,750	61,250	21,875	43,750	727,825	51%	39%	30%		
P Malek	305,384	8,980	1,539	81,250	19,616	5,793	42,293	12,047	62,500	53,438	20,313	40,625	653,778	48%	35%	26%		
G Marr	265,000	3,669	602	75,000	35,000	225	21,146	-	47,500	48,750	18,750	37,500	553,142	45%	31%	21%		
Total	2,313,319	(24,114)	4,001	624,375	176,994	30,807	211,464	87,239	486,375	431,047	156,094	312,188	4,809,789					

1. Mr John Tuxworth was appointed to the Board on 20 February 2017

2. Mr Tony Veale retired from the Board on 20 February 2017

3. Annual and long term service leave are accounted on an accruals basis. The amounts represent the change in accrued leave during the period.

4. Other includes the cost of an annual gym membership and other items incurred by GDI Property Group as part of its employee health and wellbeing program.

5. The amount shown is the fair value of performance rights under the various STI, LTI and retention plans included in the relevant financial period and does not represent actual STI or LTI awards made.

6. Amounts disclosed as total remuneration excludes insurance premiums paid by GDI Property Group in respect of Directors' and Officers' liability insurance contracts.

## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

#### 5.9 Transactions with KMP

##### 5.9.1 Equity instrument disclosure relating to KMP

	Securities held at the beginning of the period	Securities transferred in satisfaction of performance rights	Net securities bought / (sold)	Securities held at the end of the period
<b>Directors</b>				
Graham Kelly	250,000	-	50,000	250,000
Steve Gillard	30,300,000	143,437	(1,243,437)	29,200,000
Gina Anderson	70,000	-	-	70,000
John Tuxworth	55,200	-	85,100	140,300
Les Towell <sup>1</sup>	1,061,595	-	-	-
Giles Woodgate <sup>2</sup>	-	-	-	-
<b>Other key management personnel</b>				
David Williams	550,000	46,875	-	596,875
John Garland	287,500	43,750	(95,000)	236,250
Paul Malek	235,000	37,500	(90,000)	182,500
Greg Marr	105,326	-	(40,609)	64,717

1. Les Towell resigned as a Director on 16 November 2017 and held 1,061,595 securities at that time

2. Giles Woodgate was appointed as a Director on 16 November 2017.

There were no other transactions with KMP in the year ended 30 June 2018.

#### 6. Other Disclosures

##### 6.1 Indemnification and Insurance of Directors and Officers

GDI Property Group provides a Deed of Indemnity and Access (Deed) in favour of each Director of GDI Property Group and its controlled entities. The Deed indemnifies the Directors on a full indemnity basis to the extent permitted by law for losses, liabilities, costs and charges incurred as a Director of GDI Property Group, its controlled entities or such other entities.

Subject to specified exclusions, the liabilities insured are for costs that may be incurred in defending civil or criminal proceedings that may be brought against directors and officers in their capacity as Directors, its controlled entities or such other entities, and other payments arising from liabilities incurred by the Directors in connection with such proceedings. GDI Property Group has agreed to indemnify the auditors out of the assets of GDI Property Group if GDI Property Group has breached the agreement under which the auditors are appointed.

During the financial year, GDI Property Group paid insurance premiums to insure the Directors of GDI Property Group and its controlled entities. The terms of the contract prohibit disclosure of the premiums paid.

##### 6.2 Rounding of Amounts

GDI Property Group is of a kind referred to in ASIC Class Order 98/100. Accordingly, amounts in the financial report have been rounded to the nearest thousand in accordance with that Class Order, unless stated otherwise.

##### 6.3 Auditor

Hall Chadwick continues in office in accordance with section 327 of the *Corporations Act 2001*.

## GDI PROPERTY GROUP

### DIRECTORS' REPORT

For the financial year ended 30 June 2018

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#### 6.4 Non-Audit Services

The following fees were paid or payable to Hall Chadwick for non-audit services provided during the year ended 30 June 2018:

Provision of tax advice	\$ 79,710
-------------------------	--------------

The Directors have considered the non-audit services and other assurance services provided by the auditor during the financial period. In accordance with advice received from the Audit, Risk and Compliance Committee, the Directors are satisfied that:

- the non-audit services provided during the financial year by Hall Chadwick as the external auditor were compatible with the general standard of independence for auditors imposed by the Act; and
- any non-audit services provided during the financial year by Hall Chadwick as the external auditor did not compromise the auditor independence requirements of the Act for the following reasons:
  - (i) all non-audit services were reviewed and approved by the Audit, Risk and Compliance committee prior to commencement to ensure they would not adversely affect the integrity and objectivity of the auditor;
  - (ii) the fact that none of the non-audit services provided by Hall Chadwick during the financial year had the characteristics of management, decision making, self-review, advocacy or joint sharing of risks; and
  - (iii) the nature of the services provided do not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board."

#### 6.5 Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on the following page.

Signed in accordance with a resolution of the directors of GDI Property Group Limited and GDI Funds Management Limited.



---

Graham Kelly  
Chairman



---

Steve Gillard  
Managing Director

Sydney  
Dated this 20<sup>th</sup> day of August 2018



**AUDITOR'S INDEPENDENCE DECLARATION  
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001  
TO THE DIRECTORS OF GDI PROPERTY GROUP LIMITED AND GDI FUNDS  
MANAGEMENT LIMITED AS RESPONSIBLE ENTITY FOR GDI PROPERTY TRUST**

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2018 there have been no contravention of:

- (a) the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit, and
- (b) any applicable code of professional conduct in relation to the audit

*Hall Chadwick*

Hall Chadwick  
Level 40, 2 Park Street  
Sydney, NSW 2000

*S. Kumar*

**Sandeep Kumar**  
Partner  
Dated: 20 August 2018

**SYDNEY**

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# GDI PROPERTY GROUP

## FINANCIAL REPORT

For the financial year ended 30 June 2018

### CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	Group		Trust	
		2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000
<b>Revenue from ordinary activities</b>					
Property revenue	2	70,875	68,448	70,875	68,448
Funds management revenue		4,710	3,285	-	-
Interest revenue		436	345	402	218
Other income		-	7	-	7
<b>Total revenue from ordinary activities</b>		<b>76,022</b>	<b>72,086</b>	<b>71,277</b>	<b>68,673</b>
Crystallised gain on interest rate swaps		-	35	-	35
Net fair value gain on interest rate swaps		818	1,885	818	1,885
Net fair value gain on investment property	10	37,195	69,647	37,195	69,647
Profit on sale of non-current asset		5,029	-	5,029	-
<b>Total income</b>		<b>119,064</b>	<b>143,653</b>	<b>114,319</b>	<b>140,240</b>
<b>Expenses</b>					
Property expenses		18,445	20,438	18,445	20,438
Finance costs	3	4,827	8,461	4,827	8,458
Corporate and administration expenses	4	8,127	7,205	3,683	2,444
Loss on sale of non-current asset		-	12	-	12
Acquisition expenses and discounted acquisitions		11,802	91	11,784	58
Initial public offer costs		-	316	-	303
Other		-	159	-	-
<b>Total expenses</b>		<b>43,202</b>	<b>36,682</b>	<b>38,740</b>	<b>31,713</b>
<b>Profit before tax</b>		<b>75,862</b>	<b>106,971</b>	<b>75,579</b>	<b>108,527</b>
Income tax benefit/(expense)	5	(101)	345	-	-
<b>Net profit from continuing operations</b>		<b>75,761</b>	<b>107,316</b>	<b>75,579</b>	<b>108,527</b>
Profit from discontinued operations		-	-	-	-
<b>Net profit for the period</b>		<b>75,761</b>	<b>107,316</b>	<b>75,579</b>	<b>108,527</b>
Other comprehensive income		-	-	-	-
<b>Total comprehensive income for the year</b>		<b>75,761</b>	<b>107,316</b>	<b>75,579</b>	<b>108,527</b>
<b>Profit and total comprehensive income attributable to:</b>					
Company shareholders		182	(1,211)	-	-
Trust unitholders		74,348	99,983	74,348	99,983
Profit and total comprehensive income attributable to stapled securityholders		74,529	98,772	74,348	99,983
External non-controlling interests		1,232	8,544	1,232	8,544
<b>Profit after tax from continuing operations</b>		<b>75,761</b>	<b>107,316</b>	<b>75,579</b>	<b>108,527</b>
			Cents		Cents
Basic earnings per stapled security/trust unit		13.88	18.34	13.85	18.57
Diluted earnings per stapled security/trust unit		13.76	18.20	13.73	18.43

The accompanying notes form part of these financial statements.

**GDI PROPERTY GROUP**  
**FINANCIAL REPORT**

As at 30 June 2018

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

		Group		Trust	
	Note	2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000
<b>Current assets</b>					
Cash and cash equivalents	6	22,361	23,113	20,873	21,620
Trade and other receivables	7	2,892	3,122	1,636	1,933
Other assets	8	1,649	1,705	2,483	3,219
Non-current assets held for sale	9	43,110	223,000	43,110	223,000
<b>Total current assets</b>		<b>70,013</b>	<b>250,940</b>	<b>68,102</b>	<b>249,772</b>
<b>Non-current assets</b>					
Investment properties	10	722,042	499,628	722,042	499,628
Plant and equipment	11	75	100	-	-
Deferred tax asset	12	1,157	1,258	-	-
Intangible assets	13	18,110	18,110	-	-
<b>Total non-current assets</b>		<b>741,385</b>	<b>519,097</b>	<b>722,042</b>	<b>499,628</b>
<b>Total assets</b>		<b>811,398</b>	<b>770,037</b>	<b>790,145</b>	<b>749,401</b>
<b>Current liabilities</b>					
Borrowings	17	31,924	-	31,782	-
Derivative financial instruments	14	377	-	377	-
Trade and other payables	15	28,962	29,605	27,516	28,400
Provisions	16	223	184	-	-
<b>Total current liabilities</b>		<b>61,486</b>	<b>29,789</b>	<b>59,675</b>	<b>28,400</b>
<b>Non-current liabilities</b>					
Borrowings	17	59,157	79,899	59,157	79,757
Derivative financial instruments	14	-	1,195	-	1,195
Provisions	16	167	118	-	-
Other liabilities		11	-	-	70
<b>Total non-current liabilities</b>		<b>59,335</b>	<b>81,212</b>	<b>59,157</b>	<b>81,022</b>
<b>Total liabilities</b>		<b>120,821</b>	<b>111,001</b>	<b>118,832</b>	<b>109,422</b>
<b>Net assets</b>		<b>690,578</b>	<b>659,036</b>	<b>671,313</b>	<b>639,979</b>
<b>Equity</b>					
Contributed equity	18	22,214	22,264	500,335	501,448
Reserves	19a	194	125	4,279	2,752
Retained earnings	19b	(3,143)	(3,332)	130,539	97,623
<b>Equity attributable to equity holders of the Company/Trust</b>		<b>19,265</b>	<b>19,057</b>	<b>635,153</b>	<b>601,823</b>
<b>Non-controlling interests</b>					
Unitholders of the Trust					
Contributed equity	18	500,335	501,448	-	-
Reserves	19a	4,279	2,752	-	-
Retained earnings	19b	130,539	97,623	-	-
<b>Total equity attributable to trust unitholders</b>		<b>635,153</b>	<b>601,823</b>	<b>-</b>	<b>-</b>
<b>Equity attributed to holders of stapled securities</b>		<b>654,418</b>	<b>620,880</b>	<b>-</b>	<b>-</b>
<b>External non-controlling interest</b>					
Contributed equity		36,890	36,890	36,890	36,890
Retained earnings		(730)	1,266	(730)	1,266
<b>Total equity attributable to external non-controlling interest</b>		<b>36,160</b>	<b>38,156</b>	<b>36,160</b>	<b>38,156</b>
<b>Total equity</b>		<b>690,578</b>	<b>659,036</b>	<b>671,313</b>	<b>639,979</b>

The accompanying notes form part of these financial statements.

# GDI PROPERTY GROUP

## FINANCIAL REPORT

For the financial year ended 30 June 2018

### CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

#### Group

	Equity attributable to securityholders of the Group						
	Contributed equity \$'000	Reserves \$'000	Retained earnings \$'000	Total \$'000	Non-controlling interest (Trust) \$'000	Non-controlling interest (GDI No. 42 Office Trust) \$'000	Total equity \$'000
<b>Balance as at 1 July 2016</b>	<b>22,310</b>	<b>105</b>	<b>(2,120)</b>	<b>20,295</b>	<b>544,155</b>	<b>32,868</b>	<b>597,318</b>
<b>Comprehensive income</b>							
(Loss)/profit for the period	-	-	(1,211)	(1,211)	99,983	8,544	107,316
Other comprehensive income	-	-	-	-	-	-	-
<b>Total comprehensive income for the period</b>	<b>-</b>	<b>-</b>	<b>(1,211)</b>	<b>(1,211)</b>	<b>99,983</b>	<b>8,544</b>	<b>107,316</b>
<b>Transactions with securityholders in their capacity as securityholders</b>							
Initial contribution of equity	-	-	-	-	-	-	-
Security-based payments expense	-	77	-	77	1,693	-	1,770
Cash settlement transaction	-	(58)	-	(58)	(1,270)	-	(1,328)
On-market securities buy-back	(46)	-	-	(46)	(1,021)	-	(1,067)
Distributions paid/payable	-	-	-	-	(41,717)	(3,256)	(44,973)
<b>Total</b>	<b>(46)</b>	<b>20</b>	<b>-</b>	<b>(27)</b>	<b>(42,315)</b>	<b>(3,256)</b>	<b>(45,598)</b>
<b>Balance as at 30 June 2017</b>	<b>22,264</b>	<b>125</b>	<b>(3,332)</b>	<b>19,057</b>	<b>601,823</b>	<b>38,156</b>	<b>659,036</b>
<b>Balance as at 1 July 2017</b>	<b>22,264</b>	<b>125</b>	<b>(3,332)</b>	<b>19,057</b>	<b>601,823</b>	<b>38,156</b>	<b>659,036</b>
<b>Comprehensive income</b>							
(Loss)/profit for the period	-	-	182	182	74,348	1,232	75,761
Other comprehensive income	-	-	-	-	-	-	-
<b>Total comprehensive income for the period</b>	<b>-</b>	<b>-</b>	<b>182</b>	<b>182</b>	<b>74,348</b>	<b>1,232</b>	<b>75,761</b>
<b>Transactions with securityholders in their capacity as securityholders</b>							
Issue and formation costs	-	-	-	-	(1)	-	(1)
Security-based payments expense	-	87	-	87	1,917	-	2,004
Cash settlement transaction	-	(10)	-	(10)	(230)	-	(240)
Transfer from security based payment reserve	-	(7)	7	-	-	-	-
On-market securities buy-back	(50)	-	-	(50)	(1,112)	-	(1,163)
Distributions paid/payable	-	-	-	-	(41,592)	(3,228)	(44,819)
<b>Total transactions with securityholders in their capacity as securityholders</b>	<b>(50)</b>	<b>69</b>	<b>7</b>	<b>26</b>	<b>(41,017)</b>	<b>(3,228)</b>	<b>(44,219)</b>
<b>Balance as at 30 June 2018</b>	<b>22,214</b>	<b>194</b>	<b>(3,143)</b>	<b>19,265</b>	<b>635,153</b>	<b>36,160</b>	<b>690,578</b>

The accompanying notes form part of these financial statements.

# GDI PROPERTY GROUP

## FINANCIAL REPORT

For the financial year ended 30 June 2018

### Trust

	Equity attributable to unitholders of the Trust				External non-controlling interest (GDI No. 42 Office Trust)	Total equity
	Contributed equity \$'000	Reserves \$'000	Retained earnings \$'000	Total equity attributable to unitholders of the Trust \$'000		
<b>Balance as at 1 July 2016</b>	<b>502,470</b>	<b>2,329</b>	<b>39,357</b>	<b>544,155</b>	<b>32,868</b>	<b>577,023</b>
<b>Comprehensive income</b>						
Profit for the period	-	-	99,983	99,983	8,544	108,527
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive income for the period</b>	<b>-</b>	<b>-</b>	<b>99,983</b>	<b>99,983</b>	<b>8,544</b>	<b>108,527</b>
<b>Transactions with unitholders in their capacity as unitholders</b>						
Initial contribution of equity	-	-	-	-	-	-
Security-based payments expense	-	1,693	-	1,693	-	1,693
Cash settlement transaction	-	(1,270)	-	(1,270)	-	(1,270)
On-market securities buy-back	(1,021)	-	-	(1,021)	-	(1,021)
Distributions paid/payable	-	-	(41,717)	(41,717)	(3,256)	(44,973)
<b>Total transactions with unitholders in their capacity as unitholders</b>	<b>(1,021)</b>	<b>423</b>	<b>(41,717)</b>	<b>(42,315)</b>	<b>(3,256)</b>	<b>(45,571)</b>
<b>Balance as at 30 June 2017</b>	<b>501,448</b>	<b>2,752</b>	<b>97,624</b>	<b>601,823</b>	<b>38,156</b>	<b>639,979</b>
<b>Balance as at 1 July 2017</b>	<b>501,448</b>	<b>2,752</b>	<b>97,624</b>	<b>601,823</b>	<b>38,156</b>	<b>639,979</b>
<b>Comprehensive income</b>						
Profit for the period	-	-	74,348	74,348	1,232	75,579
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive income for the period</b>	<b>-</b>	<b>-</b>	<b>74,348</b>	<b>74,348</b>	<b>1,232</b>	<b>75,579</b>
<b>Transactions with unitholders in their capacity as unitholders</b>						
Issue and formation costs	(1)	-	-	(1)	-	(1)
Security-based payments expense	-	1,917	-	1,917	-	1,917
Cash settlement transaction	-	(230)	-	(230)	-	(230)
On-market securities buy-back	(1,112)	-	-	(1,112)	-	(1,112)
Transfer from security based payment reserve	-	(160)	160	-	-	-
Distributions paid/payable	-	-	(41,592)	(41,592)	(3,228)	(44,819)
<b>Total transactions with unitholders in their capacity as unitholders</b>	<b>(1,113)</b>	<b>1,527</b>	<b>(41,431)</b>	<b>(41,017)</b>	<b>(3,228)</b>	<b>(44,245)</b>
<b>Balance as at 30 June 2018</b>	<b>500,335</b>	<b>4,279</b>	<b>130,539</b>	<b>635,153</b>	<b>36,160</b>	<b>671,313</b>

The accompanying notes form part of these financial statements.

# GDI PROPERTY GROUP

## FINANCIAL REPORT

For the financial year ended 30 June 2018

### CONSOLIDATED STATEMENT OF CASH FLOWS

	Notes	Group		Trust	
		2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000
<b>Cash flows from operating activities</b>					
Receipts in the course of operations		75,671	79,732	73,360	75,415
Payments in the course of operations		(19,925)	(29,319)	(18,333)	(22,878)
Interest received		436	345	402	218
Interest paid		(4,535)	(7,672)	(4,535)	(7,779)
<b>Net cash inflow from operating activities</b>	<b>25</b>	<b>51,646</b>	<b>43,085</b>	<b>50,893</b>	<b>44,975</b>
<b>Cash flows from investing activities</b>					
Payments for investment properties		(21,520)	(1,178)	(21,520)	(1,178)
Proceeds from sale of investment properties net of transaction costs		228,029	265,651	228,029	265,651
Payments for capital expenditure		(11,973)	(14,327)	(11,973)	(14,327)
Payments for plant and equipment		-	(48)	-	-
Payments of incentives		(5,662)	(14,937)	(5,662)	(14,937)
Loan to associated companies		512	(284)	1,217	(839)
Proceeds from rent guarantee		-	4,091	-	4,091
<b>Net cash used in investing activities</b>		<b>189,385</b>	<b>238,967</b>	<b>190,091</b>	<b>238,461</b>
<b>Cash flows from financing activities</b>					
Payments for the on-market buy-back of securities		(1,163)	(1,067)	(1,112)	(1,021)
Payments for derivative transaction costs		-	(1,173)	-	(1,173)
Payment of loan transaction costs		(244)	(21)	(244)	(51)
Payment of dividends/distributions		(44,862)	(44,573)	(44,862)	(44,573)
Proceeds from borrowings		39,000	-	39,000	-
Repayment of borrowings		(234,514)	(240,500)	(234,514)	(240,466)
<b>Net cash from financing activities</b>		<b>(241,782)</b>	<b>(287,334)</b>	<b>(241,732)</b>	<b>(287,284)</b>
<b>Net increase in cash and cash equivalents</b>		<b>(751)</b>	<b>(5,281)</b>	<b>(747)</b>	<b>(3,849)</b>
Cash and cash equivalents at beginning of year		23,112	28,394	21,620	25,469
<b>Cash and cash equivalents at the end of the year</b>	<b>6</b>	<b>22,361</b>	<b>23,113</b>	<b>20,873</b>	<b>21,620</b>

The accompanying notes form part of these financial statements.

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

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#### NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

GDI Property Group (the “Group”) was formed by the stapling of GDI Property Group Limited (the “Company”) and GDI Property Trust (the “Trust”). The Responsible Entity of the Trust is GDI Funds Management Limited, a wholly owned subsidiary of the Company. GDI Property Group was established for the purpose of facilitating a joint quotation of the Company and the Trust on the ASX. The constitutions of the Company and the Trust, together with a Co-operation Deed dated 25 November 2013, ensure that for so long as the two entities remain jointly quoted, the number of units in the Trust and shares in the Company shall be equal and the unitholders and the shareholders be identical. Both the Responsible Entity of the Trust and the Company must at all times act in the best interests of GDI Property Group. The Company was incorporated on 5 November 2013 and the Trust established on 4 November 2013 and registered as a management investment scheme on 18 November 2013.

The Company has been deemed the parent entity of the Trust. The consolidated financial statements and notes represent those of the Company and its controlled entities, including the Trust and its controlled entities as the deemed acquiree. The financial report includes separate financial statements for:

- the Group, consisting of the Company, the Trust and their controlled entities; and
- the Trust, consisting of GDI Property Trust and its controlled entities.

The financial statements are authorised for issue on 20 August 2018 by the directors of the Company and the Responsible Entity of the Trust.

#### (a) Basis of preparation

These general purpose financial statements have been prepared in accordance with the *Corporations Act 2001*, Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board and International Financial Reporting Standards as issued by the International Accounting Standards Board. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

Except for cash flow information, the financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

#### (b) Consolidated financial statements

The Financial Reports of the Company and its subsidiaries and the Trust and its subsidiaries have been presented jointly in accordance with ASIC Class Order 13/1050 relating to combining or consolidating accounts under stapling and for the purpose of fulfilling the requirements of the Australian Securities Exchange (“ASX”).

The shares of the Company and the units in the Trust are stapled and issued as stapled securities of the Group. Whilst the shares and units are stapled, they cannot be traded separately and can only be traded as stapled securities. The stapling occurred on 16 December 2013, with trading on the ASX commencing on 17 December 2013.

The stapling has been accounted for pursuant to AASB 3: Business Combinations. The Company has been identified as the acquirer of the Trust whereby the Trust’s net assets are attributed to the trust unitholders. In this regard, the unitholders are treated as the non-controlling interest in the post-stapled financial statements of the Group, despite the fact that such owners also have an equal interest in the Company.

#### (c) Principles of consolidation

The consolidated financial statements incorporate all of the assets, liabilities and results of all controlled entities for the year ended 30 June 2018, that is the Company and its subsidiaries and the Trust and its subsidiaries, collectively referred to as the Group.

Subsidiaries are entities the Group controls. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the controlled entities is provided in Note 31.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of GDI Property Group from the date on which control is obtained. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

**(d) Business combinations**

Business combinations occur where an acquirer obtains control over one or more businesses. A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is attained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exemptions).

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured in each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to business combinations, other than those associated with the issue of a financial instrument, are recognised as expenses in profit or loss when incurred.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

**(e) Goodwill**

Goodwill is carried at cost less any accumulated impairment losses.

Goodwill is calculated as the excess of the sum of:

- the consideration transferred;
- any non-controlling interest (determined under either the full goodwill or proportionate interest method); and
- the acquisition date fair value of any previously held equity interest;

over the acquisition date fair value of net identifiable assets acquired.

The acquisition date fair value of the consideration transferred for a business combination plus the acquisition date fair value of any previously held equity interest shall form the cost of the investment in the separate financial statements.

Fair value re-measurements in any pre-existing equity holdings are recognised in profit or loss in the period in which they arise. Where changes in the value of such equity holdings had previously been recognised in other comprehensive income, such amounts are recycled to profit or loss.

Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill on acquisition of associates is included in investments in associates.

Goodwill is tested for impairment annually and is allocated to GDI Property Group's cash-generating unit or groups of cash-generating units, representing the lowest level at which goodwill is monitored being not larger than an operating segment.

Gains and losses on the disposal of an entity include the carrying amount of goodwill related to the disposed of entity.



Changes in the ownership interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions and do not affect the carrying amounts of goodwill.

**(f) Income Tax****(i) Trust**

Under current income tax legislation the Trust is not liable to pay tax provided its taxable income and taxable realised capital gains are distributed to unitholders. The liability for capital gains tax that may arise if the properties were sold is not accounted for in this Financial Report.

**(ii) Company and other taxable entities**

The income tax expense/(income) for the year comprises current income tax expense/(income) and deferred tax expense/(income).

Current income tax expense charged to profit or loss is the tax payable on taxable income. Current tax liabilities/(assets) are measured at the amounts expected to be paid to/(recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense/(income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss.

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where:

- a legally enforceable right of set-off exists; and
- the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

**(iii) Tax consolidation**

The Company and its wholly owned subsidiaries (excluding the Trust and its wholly owned subsidiaries) have formed a tax-consolidated group with effect from 16 December 2013 and are therefore taxed as a single entity from that date. The head entity of the tax-consolidated group is GDI Property Group Limited.

Current tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

consolidated group, using the 'separate taxpayer within group' approach by reference to the carrying amounts of the assets and liabilities in the separate financial statements of each entity and the tax values applying under tax consolidation.

Any current tax liabilities or assets and deferred tax assets arising from unused tax losses of the subsidiaries are assumed by the head entity in the tax-consolidated group and are recognised as amounts payable (receivable) to (from) other entities in the tax-consolidated group in conjunction with any funding arrangement amounts referred to below. Any difference in these amounts is recognised by the Company as an equity contribution or distribution.

The Company recognises deferred tax assets arising from unused tax losses of the tax-consolidated group to the extent that it is probable that the future taxable profits of the tax-consolidated group will be available against which the asset can be utilised. Any subsequent period adjustment to deferred tax assets arising from unused tax losses, as a result of revised assessments of the probability of recoverability, is recognised by the head entity only.

#### (iv) Nature of tax funding arrangements and tax sharing arrangements

The Company, in conjunction with other members of the tax-consolidated group, has entered in to a tax funding arrangement, which sets out the funding obligations of the members of the tax-consolidated group in respect of tax amounts. The tax funding arrangements require payments to/from the Company equal to the current tax liability (asset) assumed by the Company and any tax-loss/deferred tax asset assumed by the Company, resulting in the Company recognising an inter-entity receivable (payable) equal in amount to the liability (asset) assumed. The inter-entity receivable (payable) are at call.

Contributions to fund the current tax liabilities are payable as per the tax funding arrangement and reflect the timing of the Company's obligation to make payments for tax liabilities to the relevant tax authorities.

The Company, in conjunction with other members of the tax-consolidated group, has also entered in to a tax sharing arrangement. The tax sharing arrangement provides for the determination of the allocation of income tax liabilities between the entities should the Company default on its tax payment obligations. No amounts have been recognised in the financial statements in respect of this agreement, as payment of any amounts under the tax sharing agreement is considered remote.

#### (g) Plant and equipment

Each class of plant and equipment is carried at cost less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to GDI Property Group and the cost of the item can be measured reliably. All repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation is calculated using both the straight line and diminishing values method to allocate costs of assets, net of their residual values, over their estimated useful lives, as follows:

Class	Rate
Furniture and fittings	2% - 67%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds to the carrying amount. Any gain or loss is included in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

**(h) Impairment of assets**

Goodwill and tangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired.

At each reporting date, and whenever events or changes in circumstances occur, the Group assesses whether there is any indication that any other asset may be impaired. Where an indicator of impairment exists, the Group makes a formal estimate and an impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash generating units). Assets other than goodwill that suffer an impairment are viewed for possible reversal of the impairment at each reporting date.

**(i) Investment properties**

Investment properties is property which is held either to earn income or for capital appreciation or both. Investment properties also include properties that are under construction for future use as investment properties. Investment properties are measured at fair value, with acquisition and other related costs written off through the profit and loss. As part of the process of determining fair value, an external, independent valuer, having an appropriate recognised professional qualification and recent experience in the location and category of property being valued, values individual properties annually on a rotation basis or on a more regular basis if considered appropriate and as determined by management and the Board in accordance with the valuation policy of GDI Property Group.

These valuation processes are taken into consideration when determining the fair value of the investment properties. The fair value is based on market values, being the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arms-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

The valuations are prepared by considering the capitalisation of net income and the discounting of future cash flows to their present value. These methods incorporate assumptions of future rental income and costs, appropriate capitalisation and discount rates and also consider market evidence of transaction prices of similar investment properties.

Valuations reflect, where appropriate:

- the type of tenants actually in occupation or responsible for meeting lease commitments or likely to be in occupation after letting of vacant accommodation and the market's general perception of their credit-worthiness;
- the allocation of maintenance and other operating cost responsibilities between lessor and lessee; and
- the remaining economic life of the property.

Further information on assumptions underlying the assessment of fair value is contained below at Note 1 (ab) Critical accounting estimates and assumptions and in Note 10, Investment properties.

Changes in fair values are recorded in the Consolidated Statement of Profit or Loss and Other Comprehensive Income. The gain or loss on disposal of an investment property is calculated as the difference between the carrying amount of the asset at the date of disposal and the net proceeds from disposal and is included in the Consolidated Statement of Profit or Loss and Other Comprehensive Income in the year of disposal.

Repairs and maintenance costs and minor renewals are charged as expenses when incurred.

Subsequent refurbishment costs (other than repairs and maintenance) are capitalised to the investment property where they result in an enhancement in the future economic benefits of the property.

**(j) Cash and cash equivalents**

Cash and cash equivalents include cash on hand and cash at bank.

**(k) Leases**

Leases of fixed assets, where substantially all the risks and benefits incidental to the ownership of an asset remain with the lessee, but not the legal ownership, are classified as finance leases.

Finance leases are capitalised by recognising an asset and a liability at the lower of the amounts equal to the fair value of the lease property or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are recognised as expenses in the periods in which they are incurred.

Lessees may be offered incentives as an inducement to enter into non-cancellable leases. These incentives may take various forms including up-front cash payments, rent free periods, or a contribution to certain lessee costs such as fit out costs or relocation costs. They are recognised as an asset in the statement of financial position as a component of the carrying amount of investment property and amortised over the lease period as a reduction in rental income.

Initial direct leasing costs incurred in negotiating and arranging operating leases are recognised as an asset in the statement of financial position as a component of the carrying amount of investment property and are amortised as an expense on a straight line basis over the lease term.

**(l) Fair value of assets and liabilities**

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standards.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly (i.e. unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (i.e. the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (i.e. the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

**(m) Financial Instruments****Initial recognition and measurement**

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the company commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

## **GDI PROPERTY GROUP**

### **NOTES TO THE FINANCIAL STATEMENTS**

For the financial year ended 30 June 2018

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Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified “at fair value through profit or loss”, in which case transaction costs are expensed to profit or loss immediately.

#### **Classification and subsequent measurement**

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest method, or cost.

Amortised cost is calculated as the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the effective interest method.

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) over the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying amount with a consequential recognition of an income or expense item in profit or loss.

The Group does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of Accounting Standards specifically applicable to financial instruments.

##### **(i) Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

##### **(ii) Financial liabilities**

Non-derivative financial liabilities other than financial guarantees are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial liability is derecognised.

##### **(n) Derivative financial instruments**

The Group is exposed to changes in interest rates and uses interest rate derivatives to hedge these risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured to fair value at balance date. Derivatives are carried as assets when their fair value is positive and as liabilities when their fair value is negative.

The Group enters into interest rate swap agreements that are used to convert certain variable interest rate borrowings to fixed interest rates. The derivatives are entered into with the objective of hedging the risk of adverse interest rate fluctuations. While the Group has determined that these arrangements are economically effective, they have not satisfied the documentation, designation and effectiveness tests required by accounting standards. As a result, they do not qualify for hedge accounting and gains or losses arising from changes in fair value are recognised immediately in profit or loss.

##### **(o) Employee benefits**

###### **(i) Short-term employee benefits**

Provision is made for the Group’s obligation for short-term employee benefits. Short-term employee benefits are benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service, including wages, salaries and sick leave. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled.

The Group’s obligations for short-term employee benefits such as wages, salaries and sick leave are recognised as a part of current trade and other payables in the statement of financial position. The Group’s obligations for employees’ annual leave and long service leave entitlements are recognised as provisions in the statement of financial position.

**(ii) Long-term employee benefits**

Provision is made for employees' long service leave and annual leave entitlements not expected to be settled wholly within 12 months after the end of the annual reporting period in which the employees render the related service. Other long-term employee benefits are measured at the present value of the expected future payments to be made to employees. Expected future payments incorporate anticipated future wage and salary levels, durations of service and employee departures and are discounted at rates determined by reference to market yields at the end of the reporting period on government bonds that have maturity dates that approximate the terms of the obligations. Any re-measurements for changes in assumptions of obligations for other long-term employee benefits are recognised in profit or loss in the periods in which the changes occur.

The Group's obligations for long-term employee benefits are presented as non-current provisions in its statement of financial position, except where the Group does not have an unconditional right to defer settlement for at least 12 months after the end of the reporting period, in which case the obligations are presented as current provisions.

**(iii) Performance rights plan**

The Group has established a performance rights plan and has issued performance rights to employees. Under the performance rights plan, employees will be granted performance rights which will vest if vesting conditions are satisfied into either the Group's securities at no cost, or an equivalent amount of cash, at the election of the Group.

The cost of the issues of performance rights are recognised as an employee benefit expense (for performance rights issued in relation to executive remuneration for the period ended 30 June 2014, and the years ended 30 June 2015, 30 June 2016, 30 June 2017 and 30 June 2018) or initial public offer costs (for performance rights issued to employees as disclosed in the Prospectus and Product Disclosure Statement dated 25 November 2013 in relation to the Initial Public Offer of GDI Property Group securities). The fair value of the performance rights is recognised in the security-based payments reserve in equity, or, if the performance rights are yet to be granted, accrued in the Consolidated Statement of Financial Position and reversed with a corresponding increase in the security-based payments reserve in equity once the performance rights are granted.

Fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the rights. For relative market performance based vesting conditions, fair value is determined using binomial option pricing to model the performance of GDI Property Group to the selected peer group taking into account individual volatilities and correlations.

For non-market based vesting conditions, the fair value is determined based on the likelihood of achieving the conditions having reference to budgets and management plans and is measured using a Black-Scholes option pricing model. For non-market based vesting conditions, at each reporting date the Group revises its estimate of the number of performance rights that are expected to be exercisable and the employee benefit expense recognised each reporting period takes into account the most recent estimate. The impact of any revision to original estimates is recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income with a corresponding adjustment to equity.

**(p) Revenue and other income****(i) Rental revenue**

Rental revenue from investment property is recognised on a straight line basis over the lease term or until the first contingency (market or CPI review) occurs. Rental revenue not received at reporting date is reflected in the statement of financial position as a receivable or if paid in advance, as rent in advance (unearned income). Lease incentives granted are considered an integral part of the total rental revenue and are recognised as a reduction in rental income over the term of the lease, on a straight line basis. Contingent rents based on the future amount of a factor that changes other than with the passage of time, including turnover rents and CPI or market linked rental increases, are only recognised when contractually due.

## **GDI PROPERTY GROUP**

### **NOTES TO THE FINANCIAL STATEMENTS**

For the financial year ended 30 June 2018

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#### **(ii) Funds management revenue**

Acquisition and capital raising fee revenue is recognised at settlement of the relevant property or proportionately as the equity interests are issued/sold to external investors as appropriate. Management fee revenue is recognised on a proportional basis over this time as services are performed.

#### **(iii) Interest**

Interest revenue is recognised as it accrues using the effective interest method.

Where an asset has been held for syndication with funding provided by GDI Property Trust by way of an at call loan, and the asset is subsequently syndicated, the interest income earned by GDI Property Trust whilst the asset is held for syndication is recognised in both the accounts of GDI Property Trust and the Group.

#### **(q) Property expenses**

Property expenses and outgoings include rates, taxes and other property outgoings incurred in relation to investment properties where such expenses are the responsibility of GDI Property Trust and are recognised on an accruals basis.

#### **(r) Trade and other receivables**

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment.

#### **(s) Trade and other payables**

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

#### **(t) Borrowing and borrowing costs**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost using the effective interest rate method. Under this method fees, costs, discounts and premiums directly related to the financial liability are spread over its expected life. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance date.

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income in the period in which they are incurred.

#### **(u) Provisions**

Provisions are recognised when:

- the Group has a present legal or constructive obligation as a result of past events; and
- it is probable that an outflow of resources will be required to settle the obligation; and
- the amount has been reliably estimated.



## **GDI PROPERTY GROUP**

### **NOTES TO THE FINANCIAL STATEMENTS**

For the financial year ended 30 June 2018

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Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

Provisions are not recognised for future operating losses.

#### **(v) Goods and Services Tax (GST)**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

#### **(w) Rounding of amounts**

The parent entity has applied the relief available to it under ASIC Class Order 98/100. Accordingly, amounts in the financial statements and directors' report have been rounded off to the nearest \$1,000.

#### **(x) Segment reporting**

An operating segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different to those of other segments. Each segment is reviewed by the entity's chief operating decision maker (CODM) to make decisions about resources to be allocated to the segment and assess the performance and for which discrete financial information is available.

Segment revenues, expenses, assets and liabilities are those that are directly attributable to a segment. Segment assets include all assets used by a segment and consist primarily of operating cash, receivables, investment properties and goodwill. Due to the small size of the management team, corporate overhead expenses and property, plant and equipment are not allocated in reporting to the CODM and therefore for the purpose of segment reporting are unallocated.

#### **(y) Contributed equity**

Ordinary shares and units are classified as equity and recognised at the fair value of the consideration received by the Group. Any transaction costs arising on the issue of ordinary stapled securities are recognised directly in equity as a reduction, net of tax, of the proceeds of the issue.

#### **(z) Distributions and dividends**

Distributions are paid to GDI Property Group stapled securityholders half yearly. A provision for distributions is made for the amount of any distribution declared on or before the end of the reporting period but not paid to securityholders at the reporting date.

#### **(aa) Earnings per stapled security**

Basic earnings per stapled security is calculated as net profit attributable to ordinary securityholders of the Group divided by the weighted average number of ordinary securities outstanding during the financial year. Diluted earnings per stapled security is calculated as net profit attributable to ordinary securityholders of the Group divided by the weighted average number of ordinary stapled securities and dilutive potential ordinary securities. Where there is no difference between basic and diluted earnings per stapled security, the term basic and diluted earnings per stapled security is used.



**(ab) Critical accounting estimates and assumptions**

The preparation of the financial reports requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial reports. Management bases its judgements and estimates on historical experience and other various factors it believes to be reasonable under the circumstances, but which are inherently uncertain and unpredictable, the results of which form the basis of the carrying values of assets and liabilities. The resulting accounting estimates may differ from the actual results under difference assumptions and conditions.

The key estimates and assumptions that have a risk of causing adjustment in the next financial year to the carrying amounts of asset and liabilities recognised in these financial reports are:

**(i) Valuation of investment properties**

Critical judgements are made by the Group in respect of the fair value of investment properties. The fair value of these investments are reviewed regularly by management with reference to external independent property valuations, recent offers and market conditions existing at reporting date, using generally accepted market practices. Then critical assumptions underlying management's estimates of fair value are those relating to the passing rent, market rent, occupancy, capitalisation rate, terminal yield and discount rate. If there is any change in these assumptions or regional, national or international economic conditions, the fair value of the property investments may differ. Major assumptions used in valuation of the property investments are disclosed in Note 10.

**(ii) Valuation of financial instruments**

The fair value of derivative assets and liabilities are based on assumptions of future events and involve significant estimates. The basis of valuation for the Group's derivatives are set out in Note 1(n), however the fair values of derivatives reported at 30 June 2018 may differ if there is volatility in market rates in future periods. The valuation techniques are discussed in detail at Note 14 and have been developed in compliance with requirements of AASB 139 Financial Instruments: Recognition and Measurement.

**(iii) Impairment of loans and receivables**

Assets are assessed for impairment each reporting date by evaluating whether any impairment triggers exist. Where impairment triggers exist, management reviews the allocation of cash flows to those assets and estimates a fair value for the assets. Critical judgements are made by the Group in setting appropriate impairment triggers for its assets and the assumptions used when determining fair values for assets where triggers exist.

**(iv) Security-based payments**

The Group measures the cost of performance rights allocated to employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of performance rights is determined using Black-Scholes option pricing model and Binomial option pricing model. The related assumptions are detailed in Note 30. The accounting estimates and the assumptions relating to performance rights will have no impact on the carrying amounts of assets and liabilities within the next reporting period, but may impact the security based payment expense and equity.

**(v) Recoverability of deferred tax assets**

Deferred tax assets are recognised for deductible temporary difference and unused tax losses as management considers that it is probable that future taxable profits will be available to utilise those temporary differences and unused tax losses. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits which may lead to impairment of the deferred tax asset.

**(vi) Consolidation of entities in which the Group holds less than 50%**

Management consider that the Group has de facto control of GDI No. 42 Office Trust even though it has less than 50% of the interests. The Group is the majority unitholder of GDI No. 42 Office Trust with 43.68% interest, while all other unitholders indirectly hold less than 10% of its units. There is no history of other unitholders forming a group to exercise their votes collectively. Entities controlled by the Group also act as Trustee and Investment Manager.

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

#### (ac) New accounting standards for application in future periods

Certain new accounting standards and interpretations have been published that are not mandatory for the reporting year ended 30 June 2018. These have not been adopted early by the Group. The assessment of the impact of these new standards is set out below:

*AASB 9: Financial Instruments and associated Amending Standards (applicable to annual reporting periods beginning on or after 1 July 2018).*

AASB 9 introduces various new concepts including:

- Amended rules for hedge accounting;
- Changes to the categorisation and measurement of financial assets particularly affecting those measured as available for sale (AFS) or held to maturity (HTM);
- New methods of calculating impairment losses of financial assets; and
- A change to the rules surrounding the modification of financial liabilities measured at amortised cost.

These changes are not expected to have a material impact since currently the Group:

- Does not hedge account;
- Has no financial assets measured as AFS or HTM;
- Does not have significant financial assets to impair and only have insignificant provisions for doubtful debts; and
- Does not intend to modify existing financial liabilities.

*AASB 15 Revenue from Contracts with Customers (applicable to annual reporting periods beginning on or after 1 July 2018).*

AASB 15 is based on the principle that revenue is recognised when control of a good or service transfers to a customer. This new standard requires a five step analysis of transactions to determine whether, how much and the point at which revenue is recognised. It applies to all contracts with customers except leases, financial instruments and insurance contracts.

AASB15 is not expected to have a material impact on the Group since revenue principally comprises property revenue which will continue to be recognised on a straightline basis over the lease term.

*AASB 16 Leases (applicable to annual reporting periods beginning on or after 1 July 2018)*

AASB16 requires recognition of a right-of-use asset along with the associated lease liability where the entity is a lessee. An interest expense will be recognised in the profit or loss using the effective interest rate method, and the right-of use asset will be depreciated. Lessor accounting will largely remain unchanged.

AASB16 is not expected to have a material impact on the Group as the only leases the Group has entered in to as a lessee are for its Head Office premises and a photocopier, neither of which is material. Based on the adoption of AASB16 it is estimated that had this standard applied at balance date the right to use asset would have amounted to \$628,000.

#### NOTE 2 – PROPERTY REVENUE

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Property revenue</b>				
Rent and recoverable outgoings	75,573	76,674	75,573	76,674
Lease costs and incentive amortisation	(4,698)	(8,226)	(4,698)	(8,226)
<b>Total property revenue</b>	<b>70,875</b>	<b>68,448</b>	<b>70,875</b>	<b>68,448</b>

# GDI PROPERTY GROUP

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

### NOTE 3 – FINANCE COSTS

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Finance costs</b>				
Interest paid / payable	4,827	8,461	4,827	8,458
<b>Total finance costs</b>	<b>4,827</b>	<b>8,461</b>	<b>4,827</b>	<b>8,458</b>

### NOTE 4 – CORPORATE AND ADMINISTRATION EXPENSES

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Corporate and administration expenses</b>				
Audit and taxation fees	236	278	51	95
Custodian fees	64	95	64	95
Occupancy expenses	283	304	-	-
Employee benefits expense	6,529	5,937	1,999	1,514
Others	1,015	592	1,569	740
<b>Total corporate and administration expenses</b>	<b>8,127</b>	<b>7,205</b>	<b>3,683</b>	<b>2,444</b>

### NOTE 5 – INCOME TAX EXPENSE/BENEFIT

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Income tax benefit</b>				
a) <b>The components of tax expense/(benefit) comprise:</b>				
Current tax	-	-	-	-
Deferred tax	101	(345)	-	-
<b>Income tax expense/(benefit)</b>	<b>101</b>	<b>(345)</b>	<b>-</b>	<b>-</b>
b) <b>Reconciliation of income tax expense/(benefit) to prima facie tax payable:</b>				
Prima facie tax payable on profit from ordinary activities before income tax at 27.5%	78	29,417	-	-
<b>Add tax effect of:</b>				
Tax effect of reduction in tax rate	-	76	-	-
Other non-allowable items	2	1	-	-
Share option expensed	21	23	-	-
<b>Less tax effect of:</b>				
Share options paid	-	(17)	-	-
Non-taxable trust income	-	(29,845)	-	-
<b>Income tax expense/(benefit) attributable to Group/ Trust</b>	<b>101</b>	<b>(345)</b>	<b>-</b>	<b>-</b>

**GDI PROPERTY GROUP****NOTES TO THE FINANCIAL STATEMENTS**

For the financial year ended 30 June 2018

**NOTE 6 – CASH AND CASH EQUIVALENTS**

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Cash and cash equivalents</b>				
Cash at bank	22,361	23,113	20,873	21,620
<b>Total cash and cash equivalents</b>	<b>22,361</b>	<b>23,113</b>	<b>20,873</b>	<b>21,620</b>

**NOTE 7 – TRADE AND OTHER RECEIVABLES**

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Trade and other receivables</b>				
Trade receivable	3,530	3,451	1,628	1,794
Others	17	340	8	328
Provision for impairment	(655)	(670)	-	(190)
<b>Total trade and other receivables</b>	<b>2,892</b>	<b>3,122</b>	<b>1,636</b>	<b>1,933</b>

The movement in the provision for impairment of trade and other receivables is as follows:

	Group	Trust
	\$'000	\$'000
<b>Provision for impairment</b>		
Balance at beginning of year	670	190
Charge for the year	231	56
Amounts written off	(246)	(246)
<b>Balance as at 30 June 2018</b>	<b>655</b>	<b>-</b>

**Trade receivables**

Included in trade and other receivables of the Group is \$267,559 (2017: \$73,375) of fees charged to managed funds that have subsequently been paid and \$1,613,822 (2017: \$1,528,322) that remains unpaid. Of this, \$655,316 (2017: \$480,199) has been provisioned for impairment. The Group also had \$1,145,772 (2017: \$871,913) of rent receivable which was past due but not impaired. Of this, \$0 (2017: \$189,525) has been provisioned for impairment and the remainder relates to a number of tenants for whom there is no recent history of default and in most cases security is held for greater than the amount outstanding, there has been no impairment of receivables.

**NOTE 8 – OTHER ASSETS**

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Other assets</b>				
Interest paid in advance	134	-	134	-
Prepayment	1,019	657	997	620
Others	496	1,048	1,352	2,599
<b>Total other</b>	<b>1,649</b>	<b>1,705</b>	<b>2,483</b>	<b>3,219</b>

**NOTE 9 – NON-CURRENT ASSETS HELD FOR SALE**

During FY18, GDI Property Group engaged the services of real estate agents to market for sale 223 – 237 Liverpool Road, Ashfield (GDI No. 42 Office Trust). Accordingly, the property has been classified as a Non-current asset held for sale and was not independently revalued at 30 June 2018.

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

#### NOTE 10 – INVESTMENT PROPERTIES

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>a) Investment properties at fair value</b>				
<i>Movement in investment properties</i>				
Balance at beginning of the year	499,628	900,478	499,628	900,478
Additions				
- Investment property	216,250	1,240	216,250	1,241
Assets transferred to non-current assets held for sale	(43,110)	(223,000)	(43,110)	(223,000)
Disposal	-	(265,664)	-	(265,664)
Amortisation of rental guarantee	-	(4,091)	-	(4,091)
Capital works				
- Property improvements	6,406	12,445	6,406	12,445
- Maintenance capital (GDI Property Trust)	3,065	532	3,065	532
- Maintenance capital (GDI No. 42 Office Trust)	1,529	-	1,529	-
Straight-lining of rental income	432	1,528	432	1,528
Lease costs	733	2,119	733	2,119
Amortisation of lease costs	(435)	(632)	(435)	(632)
Net gain/(loss) from fair value adjustments	37,195	69,647	37,195	69,647
Incentives paid (GDI Property Trust)	3,077	13,375	3,077	13,375
Incentives paid (GDI No. 42 Office Trust)	(8)	201	(8)	201
Capitalised outstanding lease incentives	(316)	(915)	(316)	(915)
Amortisation of incentives (GDI Property Trust)	(2,396)	(7,629)	(2,396)	(7,629)
Amortisation of incentives (GDI No. 42 Office Trust)	(8)	(6)	(8)	(6)
<b>Balance as at 30 June</b>	<b>722,042</b>	<b>499,628</b>	<b>722,042</b>	<b>499,628</b>

#### b) Valuation basis

The basis of valuation of investment properties is fair value, being the amounts for which the assets could be exchanged between knowledgeable willing parties in an arm's length transaction, based on current prices in an active market for similar properties in the same location and condition and subject to similar leases. All properties have been independently valued in the last twelve months based on independent assessments by a member of the Australian Property Institute of Valuers.

The table below illustrates the key valuation assumptions used in the determination of the investment properties fair value.

<i>Valuation basis</i>	2018	2017
Weighted average capitalisation rate (%)	7.20%	7.32%
Weighted average lease expiry by area (years)	2.7 years	3.6 years
Occupancy	83.8%	88.2%

Ten year discounted cash flows and capitalisation valuation methods are used together with active market evidence. In addition to the key assumptions set out in the table above, assumed portfolio downtime ranges from six to 18 months and tenant retention ranges from 50% to 75%.

#### c) Assets pledged as security

Borrowings (refer Note 17) are secured by a General Security Agreement (fixed and floating charge) over each investment property plus charges over any building document, lease document, performance bond and bank guarantee in addition to a real property mortgage over each property.

**GDI PROPERTY GROUP****NOTES TO THE FINANCIAL STATEMENTS**For the financial year ended 30 June 2018

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**d) Leases as a lessor**

The Group and the Trust lease out investment properties under operating leases. The future minimum lease payments receivable under non-cancellable leases are as follows:

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Lease receivable commitments</b>				
Within one year	76,716	54,453	76,716	54,453
Later than one year but not later than five years	142,387	201,612	142,387	201,612
Later than five years	36,210	73,550	36,210	73,550
<b>Total other</b>	<b>255,314</b>	<b>329,615</b>	<b>255,314</b>	<b>329,615</b>

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

#### e) Details of investment properties

The following table presents individual properties owned by GDI Property Group and the Trust:

	Title	Acquisition date	Acquisition price \$'000	Independent valuation date	Independent valuation \$'000	Carrying amount \$'000	Fair value adjustment \$'000
<b>Investment properties</b>							
Mill Green Complex, Perth <sup>1</sup>	Freehold	16 December 2013	332,656	31 December 2017	321,100	322,793	(872)
50 Cavill Avenue, Surfers Paradise	Freehold	1 February 2016	46,139	31 December 2017	88,100	89,510	7,203
38 / 46 Cavill Avenue, Surfers Paradise	Strata	12 August 2016	1,240	-	-	1,240	-
235 Stanley Street, Townsville	Freehold	16 June 2016	53,500	30 June 2018	53,500	53,500	(4,152)
Westralia Square, Perth	Freehold	27 October 2017	216,250	30 June 2018	255,000	255,000	35,015
<b>Investment properties</b>			<b>649,785</b>		<b>717,700</b>	<b>722,042</b>	<b>37,195</b>
<b>Assets transferred to non-current assets held for sale</b>							
223 - 237 Liverpool Road, Ashfield	Freehold	17 December 2015	35,000	30 June 2017	43,000	43,110	-
<b>Total Investment properties</b>			<b>684,785</b>		<b>760,700</b>	<b>765,153</b>	<b>37,195</b>

1. The acquisition date and acquisition price are based on the completion date of the restructure and IPO of stapled securities to create GDI Property Group and the independent valuations ascribed to the assets as part of the restructure. The acquisition prices includes capital expenditure incurred between the valuation date for the restructure and the IPO (1<sup>st</sup> October 2013) and the acquisition date (16<sup>th</sup> December 2013).

# GDI PROPERTY GROUP

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

### NOTE 11 – PLANT AND EQUIPMENT

a)	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Plant and equipment</b>				
Furniture and fittings at cost	100	135	-	-
Accumulated depreciation	(25)	(35)	-	-
<b>Total other</b>	<b>75</b>	<b>100</b>	<b>-</b>	<b>-</b>

### Movement in plant and equipment

Reconciliations of the carrying amounts of each class of plant and equipment are set out below:

b)	Furniture and fittings		Total	
	\$'000		\$'000	
Balance at beginning of year		121		121
Additions		14		14
Depreciation		(35)		(35)
<b>Balance as at 30 June 2017</b>		<b>100</b>		<b>100</b>
Balance at beginning of year		100		100
Additions		-		-
Depreciation		(25)		(25)
<b>Balance as at 30 June 2018</b>		<b>75</b>		<b>75</b>

### NOTE 12 – DEFERRED TAX ASSETS

	Opening Balance	(Charged)/ Credited to Profit or Loss	(Charged)/ Credited Directly to Equity	Closing Balance
	\$'000	\$'000	\$'000	\$'000
<b>30 June 2018</b>				
<b>Deferred tax asset on:</b>				
Provisions	245	249	-	494
Transaction costs on equity issue	151	(122)	-	29
Tax losses carried forward	862	(228)	-	634
<b>Net amount</b>	<b>1,258</b>	<b>(101)</b>	<b>-</b>	<b>1,157</b>

	Opening Balance	(Charged)/ Credited to Profit or Loss	(Charged)/ Credited Directly to Equity	Closing Balance
	\$'000	\$'000	\$'000	\$'000
<b>30 June 2017</b>				
<b>Deferred tax asset on:</b>				
Provisions	215	31	-	246
Transaction costs on equity issue	298	(147)	-	151
Tax losses carried forward	400	462	-	861
<b>Net amount</b>	<b>913</b>	<b>345</b>	<b>-</b>	<b>1,258</b>



## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

The amounts of deductible temporary differences and unused tax losses for which no deferred tax assets have been brought to account:

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
Losses for which no deferred tax assets have been brought to account:				
- deductible temporary differences	-	-	-	-
- tax losses – operating in nature	-	105	-	-
<b>Net amount</b>	<b>-</b>	<b>105</b>	<b>-</b>	<b>-</b>

The benefits of the above temporary differences and unused tax losses will be realised when the conditions for deductibility set out in Note 1(f) occur. These amounts have no expiry date.

#### NOTE 13 – INTANGIBLE ASSETS

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Intangible assets</b>				
Goodwill - at cost and at net carrying amount	18,110	18,110	-	-
<b>Total intangible assets</b>	<b>18,110</b>	<b>18,110</b>	<b>-</b>	<b>-</b>

##### a) Impairment test for goodwill

The Group acquired from the privately owned GDI group of companies the rights, title and interest in the funds management business, and the shares of the operating companies, for total consideration of \$18.5 million. The value of the shares acquired was determined by the net asset value of the relevant company, with the balance (\$18.11 million) of the total consideration recognised as goodwill. The acquisition price was supported by an Independent Experts Report.

For subsequent measurement, goodwill is allocated to cash-generating units which are based on the Group's reporting segments. The Group has determined that the cash-generating unit is the funds management business and as per reporting to the Chief Operating Decision Maker (CODM), no fee has been assumed to be charged to the Trust by the funds management business. The recoverable amount of the cash generating unit is determined based on value-in-use calculations. Value-in-use is calculated based on the present value of the forecast profit after tax from funds established since the acquisition of the funds management business and new funds to be established over a five year term, with a terminal value applied to the forecast sixth year profit after tax. The cash flows are discounted at a 17.5% discount rate.

Management has based the value-in-use calculations on the historical performance and future prospects of the Funds Management business as reported to the CODM, taking into consideration the historical rate at which funds are established.

As a result of the value-in-use calculation, no impairment of goodwill has been recorded in the Financial Statements.

##### b) Key assumptions used in valuation assumptions

The following key assumptions were used in the value-in-use calculations:

30 June 2018	New funds (p.a.)	Fee income	Terminal value growth rate	Discount rate
Funds management segment	\$74.7 million	Management fee – 0.65% and 1.00% Acquisition fee – 2% Disposal fee – 2%	2.0%	17.5%

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

30 June 2017	New funds (p.a.)	Fee income	Terminal value growth rate	Discount rate
Funds management segment	FY18: \$143.5 million, thereafter \$51.7 million	Management fee – 0.65% and 1.00% Acquisition fee – 2% Disposal fee – 2%	2.0%	17.5%

The calculation of value-in-use is most sensitive to the following assumptions:

- the rate at which new funds are established and the size of these funds (property values);
- fee income;
- terminal growth rate; and
- discount rate.

Rate at which new funds are established – based on management's expectations on the pace and size of new fund establishments, having regard to GDI Property Group's track record and future prospects. GDI Property Group's business plan includes launching new unlisted funds with total new AUM of \$100 million in each year. However, for the purpose of the value in use calculations, GDI Property Group has used the average amount of AUM raised since IPO.

Fee income – fee income is based on due diligence, management (non-active fee rate) and disposal fees only, and does not include performance fees, debt arranging fees or any project management fees.

Terminal growth rate – terminal growth rate was determined based on management's estimate of the long-term compound annual EBITDA growth rate, consistent with the assumption that a market participant would make.

Discount rate – discount rates reflect management's estimate of the risks specific to each cash generating unit, in particular in relation to establishing new funds.

#### NOTE 14 – DERIVATIVE FINANCIAL INSTRUMENTS

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
Current interest rate swaps	377	-	377	-
Non-Current interest rate swaps	-	1,195	-	1,195
<b>Total derivative financial instruments</b>	<b>377</b>	<b>1,195</b>	<b>377</b>	<b>1,195</b>

Details of principal amounts, expiry dates and interest ranges of interest rate derivative contracts are set out in Note 28.

#### NOTE 15 – TRADE AND OTHER PAYABLES

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Trade and other payables</b>				
Trade payables and accruals	7,307	7,439	6,023	6,383
Lease incentive payable	598	915	598	915
Distribution payable	20,796	20,838	20,796	20,838
Other payables	261	413	98	264
<b>Total trade and other payables</b>	<b>28,962</b>	<b>29,605</b>	<b>27,516</b>	<b>28,400</b>

Trade and other payables are generally unsecured, non-interest bearing and settled within 30-60 days terms. Lease incentives payable are generally unsecured, non-interest bearing and are normally settled in cash.

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

Distribution payable relates to the distribution for the period from 1 January 2018 to 30 June 2018, declared in June and payable in August 2017.

#### NOTE 16 – PROVISIONS

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Provisions</b>				
<b>Current</b>				
Employee benefits	223	184	-	-
<b>Non-current</b>				
Employee benefits	167	118	-	-
<b>Total provisions</b>	<b>390</b>	<b>302</b>	<b>-</b>	<b>-</b>

#### Provision for employee benefits

Provision for employee benefits represents amounts accrued for annual leave and long service leave.

The current portion for this provision includes the total amount accrued for annual leave entitlements and the amounts accrued for long service leave entitlements that have vested due to employees having completed the required period of service. Based on past experience, the Group does not expect the full amount of annual leave or long service leave balances classified as current liabilities to be settled within the next 12 months. However, these amounts must be classified as current liabilities since the Group does not have an unconditional right to defer the settlement of these amounts in the event employees wish to use their leave entitlement.

The non-current portion for this provision includes amounts accrued for long service leave entitlements that have not yet vested in relation to those employees who have not yet completed the required period of service.

In calculating the present value of future cash flows in respect of long service leave, the probability of long service leave being taken is based on historical data. The measurement and recognition criteria relating to employee benefits have been discussed in Note 1(o).

#### NOTE 17 – BORROWINGS

Borrowings shown below are net of transaction costs which are amortised over the term of the loan.

##### a) Interest bearing liabilities – current

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Borrowings</b>				
<i>Secured liabilities:</i>				
Loans - financial institutions	31,975	-	31,975	-
Transaction costs	(51)	-	(193)	-
<b>Total borrowings</b>	<b>31,924</b>	<b>-</b>	<b>31,782</b>	<b>-</b>

# GDI PROPERTY GROUP

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

### b) Interest bearing liabilities – non-current

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Borrowings</b>				
<i>Secured liabilities:</i>				
Loans - financial institutions	59,379	80,354	59,379	80,354
Transaction costs	(221)	(455)	(221)	(597)
<b>Total borrowings</b>	<b>59,158</b>	<b>79,899</b>	<b>59,158</b>	<b>79,757</b>

### c) Borrowing details

Borrowings of the Group and the Trust are the same and details at balance date are set out below:

Facility	Secured	Maturity date	Facility \$'000	Utilised \$'000	Unutilised \$'000
Facility Tranche B <sup>1</sup>	Yes	October 2019	60,000	20,879	39,121
Facility Tranche C <sup>1</sup>	Yes	October 2019	55,000	38,500	16,500
Term Loan <sup>2</sup>	Yes	June 2019	30,975	30,975	-
Commercial Equity Facility <sup>2</sup>	Yes	June 2019	4,425	1,000	3,425
			<b>150,400</b>	<b>91,354</b>	<b>59,046</b>
Facility Tranche D <sup>3</sup>	Yes	October 2019	5,000	-	-
<b>Total facility</b>			<b>155,400</b>	<b>91,354</b>	<b>59,046</b>

1. Facility Tranche B, C and D is secured by first registered mortgage over the wholly owned investment properties held by the Group and a registered General Security Agreement over the assets of the Group. Interest is payable monthly in arrears at variable rates based on the 30 day BBSY. Line fees are payable quarterly in advance.
2. The Term Loan and Commercial Equity Facility relate to GDI No. 42 Office Trust and are secured against the assets of that trust. Interest and line fees are payable quarterly in arrears at variable rates based on the 90 day BBSY.
3. The Group also has a \$5 million bank guarantee supporting the financial requirements of GDI Funds Management Limited's AFS Licence. This is undrawn and cannot be used for general working capital purposes.

### d) Maturity profile

The maturity profile of the principal amounts of borrowings, together with estimated interest thereon, is provided in the table below:

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Maturity profile</b>				
Due within one year	35,764	1,014	35,764	1,014
Due between one and five years	60,298	81,326	60,298	81,326
Due after five years	-	-	-	-
	<b>96,062</b>	<b>82,340</b>	<b>96,062</b>	<b>82,340</b>

### NOTE 18 – CONTRIBUTED EQUITY

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Contributed equity</b>				
Contributed equity	522,549	523,712	500,335	501,448
<b>Total contributed equity</b>	<b>522,549</b>	<b>523,712</b>	<b>500,335</b>	<b>501,448</b>

# GDI PROPERTY GROUP

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

### a) Movements in ordinary securities/units

	Group		Trust	
	No (000)	\$'000	No (000)	\$'000
Securities on issue at beginning of the year	538,819	524,780	538,819	502,469
On-market buyback	(1,073)	(1,067)	(1,073)	(1,021)
<b>Contributed equity attributable to shareholders/unitholders as at 30 June 2017</b>	<b>537,746</b>	<b>523,712</b>	<b>537,746</b>	<b>501,448</b>
Securities on issue at beginning of the year	537,746	523,712	537,746	501,448
Issue and formation costs	-	(1)	-	(1)
On-market buyback	(1,081)	(1,163)	(1,081)	(1,112)
<b>Contributed equity attributable to shareholders/unitholders as at 30 June 2018</b>	<b>536,665</b>	<b>522,549</b>	<b>536,665</b>	<b>500,335</b>

### b) Stapled securities

The ordinary shares on the Company are stapled to the units of the Trust. Each stapled security entitles the holder to participate in dividends and distributions as declared from time to time and the proceeds on winding up. Each stapled security entitles the holder to vote in accordance with the provisions of the Constitution, Trust Deed and the Corporations Act 2001.

## NOTE 19 – RESERVES AND RETAINED EARNINGS

### a) Security-based payment reserve

	Group \$'000	Trust \$'000
Balance at the beginning of the year	2,435	2,329
Security-based payments expense	1,770	1,693
Cash settlement transaction	(1,328)	(1,270)
<b>Balance as at 30 June 2017</b>	<b>2,877</b>	<b>2,752</b>
Balance at the beginning of the year	2,877	2,752
Security-based payments expense	2,004	1,917
Cash settlement transaction	(240)	(230)
Transfer from security based payment reserve	(167)	(160)
<b>Balance as at 30 June 2018</b>	<b>4,473</b>	<b>4,279</b>

The security-based payment reserve is used to recognise the fair value of performance rights issued under the performance rights plan. Refer to Note 30 for further details.

### b) Retained earnings

	Group \$'000	Trust \$'000
Balance at the beginning of the year	33,214	35,334
Net profit for the financial period	107,316	108,527
Less: Dividends/distributions paid/payable	(44,973)	(44,973)
<b>Balance as at 30 June 2017</b>	<b>95,557</b>	<b>98,888</b>
Balance at the beginning of the year	95,557	98,888
Net profit for the financial period	75,761	75,579
Transfer from treasury security reserve to equity	167	160
Less: Dividends/distributions paid/payable	(44,819)	(44,819)
<b>Balance as at 30 June 2018</b>	<b>126,666</b>	<b>129,808</b>

# GDI PROPERTY GROUP

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

### c) Treasury security reserve

	Note	Group \$'000	Trust \$'000
Balance at the beginning of the year		-	-
On-market buyback		(1,067)	(1,021)
Cancellation of treasury securities	18a	1,067	1,021
<b>Balance as at 30 June 2017</b>		-	-
Balance at the beginning of the year		-	-
On-market buyback		(1,163)	(1,112)
Cancellation of treasury securities	18a	1,163	1,112
<b>Balance as at 30 June 2018</b>		-	-

The treasury securities reserve is used to recognise stapled securities that have been repurchased by the Group and not cancelled but held in treasury.

### NOTE 20 – DIVIDENDS/DISTRIBUTIONS PAID/PAYABLE

#### a) Dividends paid/payable by the Company

There were no dividends paid or payable by the Company in respect of the 2018 and 2017 financial year/period.

#### b) Distributions paid/payable by the Group/Trust

	Group		Trust	
	2018 cents/ security	2017 cents/ security	2018 cents/unit	2017 cents/unit
<b>Distributions paid / payable by the Group / Trust</b>				
28 February 2017	-	3.875	-	3.875
31 August 2017	-	3.875	-	3.875
28 February 2018	3.875	-	3.875	-
31 August 2018	3.875	-	3.875	-
<b>Total distributions paid / payable by the Group / Trust</b>	<b>7.750</b>	<b>7.750</b>	<b>7.750</b>	<b>7.750</b>

# GDI PROPERTY GROUP

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

### NOTE 21 – EARNINGS PER SECURITY/UNIT

	Group		Trust	
	2018	2017	2018	2017
	cents	cents	cents	cents
Basic earnings per security/unit	13.88	18.34	13.85	18.57
Diluted earnings per security/unit	13.76	18.20	13.73	18.43
	\$'000	\$'000	\$'000	\$'000
<b>Earnings used to calculate basic and diluted earnings per security/unit:</b>				
Profit for the period	74,529	98,772	74,348	99,983
<b>Profit attributable to ordinary securityholders/equityholders of the Group/Trust used in calculating basic and diluted earnings per security/unit</b>	<b>74,529</b>	<b>98,772</b>	<b>74,348</b>	<b>99,983</b>
	No.(000)	No.(000)	No.(000)	No.(000)
Weighted average number of ordinary securities/units used in calculating basic earnings per security/unit	536,830	538,499	536,830	538,499
Weighted average number of ordinary securities/units used in calculating diluted earnings per security/unit	541,530	542,644	541,530	542,644

### NOTE 22 – PARENT ENTITY DISCLOSURES

#### a) Summary financial information

The individual financial statements for the parent entity show the following aggregate amounts:

	Company	
	2018	2017
	\$'000	\$'000
<b>Results</b>		
<b>Loss for the period</b>	<b>(84)</b>	<b>(235)</b>
<b>Total comprehensive loss for the period</b>	<b>(84)</b>	<b>(235)</b>
<b>Financial position</b>		
Current assets	15	17
Total assets	21,832	21,859
Current liabilities	107	137
Total liabilities	1,433	1,402
<b>Net assets</b>	<b>20,399</b>	<b>20,457</b>
Contributed equity	22,214	22,264
Reserves	194	125
Accumulated losses	(2,008)	(1,931)
<b>Total equity</b>	<b>20,399</b>	<b>20,457</b>

#### b) Guarantees entered in to by the parent entity

During the years ended 30 June 2018 and 30 June 2017 the parent entity did not enter any guarantee to entities it controlled.

#### c) Contingent liabilities

The parent entity had no contingent liabilities at year end.

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

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#### d) Contractual commitments

As at 30 June 2018 and as at 30 June 2017, the Company had no commitments in relation to capital expenditure contracted for but not provided as liabilities.

#### NOTE 23 – SEGMENT REPORTING

##### a) Identification of reportable segments

###### Group

The Chief Operating Decision Maker (CODM) has been identified as the Board of Directors as it is responsible for the strategic decision making within the Group. The following summary describes the operations in each of the GDI Property Group's operating segments:

Operating segments	Products/Services
Property investment	Investment and management income producing properties
Funds management	Establishment and management of property investment vehicles

The Board assesses the performance of each operating sector based on FFO and AFFO. FFO is a global financial measure of the real estate operating performance after finance costs and taxes, adjusted for certain non-cash items. AFFO adjusts FFO for incentives paid during the year and maintenance capital expenditure. The Directors consider FFO to be a measure that reflects the underlying performance of the Group. GDI Property Group's FFO comprises net profit/loss after tax calculated in accordance with the Australian Accounting Standards and adjusts for property revaluations, impairments, derivative mark to market impacts, amortisation of tenant incentives, straight line rent adjustments, gain/loss on sale of assets, rental guarantees and performance fees charged that remain unpaid.

###### Trust

The Trust operates in predominately one operating segment being property investment.

##### b) Basis of accounting for purposes of reporting by operating segments

###### (i) Accounting policies adopted

Unless stated otherwise, all amounts reported to the Board of Directors, being the chief operating decision maker with respect to operating segments, are determined in accordance with accounting policies that are consistent with those adopted in the annual financial statements of the Group.

###### (ii) Intersegment transactions

- Corporate and administration costs other than direct expenses are not allocated to divisions for segment reporting purposes; and
- There is no revenue recorded by the funds management business from managing the Trust for segment reporting purposes.



# GDI PROPERTY GROUP

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

### c) Segment information

	Property \$'000	Funds management \$'000	Reviewed but unallocated \$'000	Total \$'000
<b>30 June 2018</b>				
<b>Operating earnings</b>				
Net property income	52,430	-	-	52,430
Funds Management income	-	4,710	-	4,710
Other income	-	-	-	-
<b>Total operating earnings</b>	<b>52,430</b>	<b>4,710</b>	<b>-</b>	<b>57,141</b>
<b>FFO adjustments</b>				
Straight-lining rental income	(550)	-	(11)	(560)
Amortisation and depreciation	4,698	-	25	4,723
Adjustment for GDI No. 42 Office Trust	(8,073)	2,932	10	(5,132)
<b>FFO pre corporate, administration and interest expenses / income</b>	<b>48,506</b>	<b>7,642</b>	<b>24</b>	<b>56,172</b>
<b>+/- corporate, administration and interest expense / income</b>				
Interest paid	(3,306)	-	-	(3,306)
Interest income	399	34	-	433
Corporate and administration expenses	(2,913)	-	(5,214)	(8,127)
Income tax (expense)/benefit	-	(101)	-	(101)
<b>Total FFO</b>	<b>42,686</b>	<b>7,576</b>	<b>(5,190)</b>	<b>45,071</b>
<b>+/- AIFRS adjustments from FFO to profit after tax from ordinary activities</b>				
Net fair value gain on interest rate swaps	818	-	-	818
Net fair value gain of investment properties	37,195	-	-	37,195
Straight-lining rental income	550	-	11	560
Amortisation of leasing fees and incentives	(4,698)	-	-	(4,698)
Amortisation of loan establishment costs	(426)	-	-	(426)
Depreciation	-	-	(25)	(25)
Profit on sale of non-current asset	5,029	-	-	5,029
Adjustment for GDI No. 42 Office Trust	6,972	(2,932)	-	4,040
Acquisition costs and discontinued acquisitions	(11,802)	-	-	(11,802)
<b>Profit after tax from ordinary activities</b>	<b>75,322</b>	<b>4,644</b>	<b>(5,205)</b>	<b>75,761</b>
<b>Segment assets and liabilities</b>				
Total assets	747,945	63,453	-	811,398
Total liabilities	(104,846)	(15,975)	-	(120,821)
<b>Net assets</b>	<b>643,100</b>	<b>47,478</b>	<b>-</b>	<b>690,578</b>

**GDI PROPERTY GROUP**
**NOTES TO THE FINANCIAL STATEMENTS**

For the financial year ended 30 June 2018

	Property \$'000	Funds management \$'000	Reviewed but unallocated \$'000	Total \$'000
<b>30 June 2017</b>				
<b>Operating earnings</b>				
Net property income	48,011	-	-	48,011
Funds Management income	-	3,126	-	3,126
Other income	-	-	7	7
<b>Total operating earnings</b>	<b>48,011</b>	<b>3,126</b>	<b>7</b>	<b>51,144</b>
<b>FFO adjustments</b>				
Straight-lining rental income	(1,528)	-	18	(1,511)
Other FFO adjustments	780	449	-	1,229
Amortisation and depreciation	8,226	-	35	8,260
Movement in rental guarantees	4,091	-	-	4,091
Adjustment for GDI No. 42 Office Trust	(5,864)	2,862	-	(3,002)
<b>FFO pre corporate, administration and interest expenses / income</b>	<b>53,714</b>	<b>6,438</b>	<b>59</b>	<b>60,212</b>
<b>+/- corporate, administration and interest expense / income</b>				
Interest paid	(8,157)	(3)	-	(8,161)
Interest income	218	127	-	345
Corporate and administration expenses	(2,444)	-	(4,761)	(7,205)
Income tax (expense)/benefit	-	345	-	345
<b>Total FFO</b>	<b>43,331</b>	<b>6,907</b>	<b>(4,702)</b>	<b>45,536</b>
<b>+/- AIFRS adjustments from FFO to profit after tax from ordinary activities</b>				
Net fair value gain on interest rate swaps	1,920	-	-	1,920
Net fair value gain of investment properties	69,647	-	-	69,647
Straight-lining rental income	1,528	-	(18)	1,510
Amortisation of leasing fees and incentives	(8,226)	-	-	(8,226)
Amortisation of loan establishment costs	(301)	-	-	(301)
Depreciation	-	-	(35)	(35)
Loss on sale of non-current assets	(12)	-	-	(12)
Movement in rental guarantees	(4,091)	-	-	(4,091)
Initial public offer costs	(303)	(13)	-	(316)
Other FFO adjustments	(780)	(449)	-	(1,229)
Adjustment re GDI No. 42 Office Trust	5,864	(2,862)	-	3,002
Acquisition costs and discontinued acquisitions	(91)	-	-	(91)
<b>Profit after tax from ordinary activities</b>	<b>108,487</b>	<b>3,583</b>	<b>(4,754)</b>	<b>107,316</b>
<b>Segment assets and liabilities</b>				
Total assets	706,158	63,879	-	770,037
Total liabilities	(95,919)	(15,082 )	-	(111,001)
<b>Net assets</b>	<b>610,239</b>	<b>48,797</b>	<b>-</b>	<b>659,036</b>

# GDI PROPERTY GROUP

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

### NOTE 24 – COMMITMENTS

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Commitments</b>				
<b>Capital commitments</b>				
Capital expenditure	9,128	61	9,128	61
<b>Total capital commitments</b>	<b>9,128</b>	<b>61</b>	<b>9,128</b>	<b>61</b>
<b>Lease payable commitments</b>				
Within one year	307	296	-	-
Later than one year but not later than five years	321	637	-	-
Later than five years	-	-	-	-
<b>Total lease payable commitments</b>	<b>628</b>	<b>933</b>	<b>-</b>	<b>-</b>

### NOTE 25 – RECONCILIATION OF NET PROFIT TO CASH INFLOW FROM OPERATING ACTIVITIES

#### a) Reconciliation of cash from operations with profit after tax

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Net profit</b>	<b>75,761</b>	<b>107,316</b>	<b>75,579</b>	<b>108,527</b>
<b>Non cash and other movements</b>				
Amortisation of loan establishment costs and depreciation	451	339	426	301
Amortisation of lease incentives and lease costs	4,698	8,267	4,698	8,267
Straight-lining rental income	(432)	(1,510)	(432)	(1,528)
Fair value adjustments to :				
- Investment properties	(37,195)	(69,647)	(37,197)	(69,647)
- Interest rate swaps	(818)	(1,885)	(818)	(1,885)
Crystallised gain on interest rates swaps	-	(35)	-	(35)
(Profit)/Loss on sale of non-current asset	(5,029)	12	(5,029)	12
Acquisition expenses	11,784	-	11,784	-
Net movement in provision for bad debts	15	200	190	(90)
Movement in employee incentive scheme reserve	2,004	1,769	1,917	1,693
Settlement of performance rights	(240)	(1,327)	(231)	(1,270)
<b>(Increase)/decrease in</b>				
Trade and other receivables	215	(178)	107	261
Other assets	(536)	291	(550)	268
Trade and other payables	769	(56)	447	100
Provisions	88	(124)	-	-
Other liabilities	11	-	-	-
Deferred tax	101	(345)	-	-
<b>Net cash provided by operating activities</b>	<b>51,646</b>	<b>43,085</b>	<b>50,893</b>	<b>44,975</b>

#### b) Cash flow information

	Non-cash changes			
	1 July 2017	Cash flows	Additions	Amortisation of borrowing costs
	\$'000	\$'000	\$'000	\$'000
Long term borrowings	79,899	(195,758)	206,514	426
<b>Total</b>	<b>79,899</b>	<b>(195,758)</b>	<b>206,514</b>	<b>426</b>

# GDI PROPERTY GROUP

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

### c) Credit standby facilities with bank

Refer to Note 17 for details of unutilised finance facilities.

### NOTE 26 – KEY MANAGEMENT PERSONNEL COMPENSATION

Refer to the remuneration report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Group's key management personnel (KMP) for the year ended 30 June 2018 and 30 June 2017.

The totals of remuneration paid to KMP of the company and the Group and Trust during the period are as follows.

#### a) Key management personnel compensation

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
KMP compensation				
Short term employee benefits	3,018	2,918	-	-
Post-employment benefits	181	177	-	-
Other long term benefits	41	31	-	-
Security-based payments	1,908	1,684	1,826	1,684
<b>Total KMP compensation</b>	<b>5,149</b>	<b>4,810</b>	<b>1,826</b>	<b>1,684</b>

#### Short term employee benefits

These amounts include fees and benefits paid to the non-executive Chair and non-executive directors as well as all salary, paid leave benefits, fringe benefits and cash bonuses awarded to executive directors and other KMP.

#### Post-employment benefits

These amounts are the current year's cost of superannuation contributions made during the period.

#### Other long term benefits

These amounts represent long service leave benefits accrued during the period.

#### Security-based payments

These amounts represent the expense accrued for the participation of KMP in the performance rights plan as disclosed in Note 30 and the issue of performance rights for the year ended 30 June 2018 and 30 June 2017.

#### b) Equity instrument disclosure relating to key management personnel

	Securities held at 30 June 2016	Securities granted as part of a performance rights plan	Net securities acquired / (sold) during the year	Securities held at 30 June 2017	Securities granted as part of a performance rights plan	Net securities acquired / (sold) during the year	Securities held at 30 June 2018
<b>Directors</b>							
Graham Kelly	200,000	-	50,000	250,000	-	-	250,000
Steve Gillard	30,300,000	-	-	30,300,000	143,437	(1,243,437)	29,200,000
Gina Anderson	70,000	-	-	70,000	-	-	70,000
John Tuxworth	55,200	-	-	55,200	-	85,100	140,300
Les Towell <sup>1</sup>	1,061,595	-	-	1,061,595	-	-	-
Giles Woodgate <sup>2</sup>	-	-	-	-	-	-	-

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

#### Other key management personnel

David Williams	200,000	350,000	-	550,000	46,875	-	596,875
John Garland	22,500	350,000	(85,000)	287,500	43,750	(95,000)	236,250
Paul Malek	35,000	200,000	-	235,000	37,500	(90,000)	182,500
Greg Marr	5,326	100,000	-	105,326	-	(40,609)	64,717

1. Les Towell resigned as a Director on 16 November 2017 and held 1,061,595 securities at that time
2. Giles Woodgate was appointed as a Director on 16 November 2017

#### NOTE 27 – RELATED PARTY TRANSACTIONS

##### Related parties for GDI Property Group

###### a) Identification of related parties

###### (i) Key management personnel:

Any person(s) having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity, are considered key management personnel. For details of disclosures relating to key management personnel, refer to Note 26 and the Remuneration Report contained in the Directors' Report.

###### (ii) Entities exercising control over the Group:

The ultimate parent entity that exercises control over GDI Property Group is GDI Property Group Limited, which is incorporated in Australia.

###### b) Transactions with related parties

##### Transactions with related parties in the year ended 30 June 2018

There are no transactions with KMP in the year ended 30 June 2018.

##### Transactions with related parties in the year ended 30 June 2017

###### a) Consultancy Deed

Mr Veale entered into a Consultancy Deed with GDI Funds Management Limited to act as a responsible manager and key person under GDI Funds Management Limited's AFS Licence. During the year, GDI Funds Management Limited varied its AFSL to have the key person requirement removed, and subsequently, Mr Veale retired as a responsible manager. Mr Veale did not receive any fees for providing this service. As at 30 June 2017, Mr Veale is no longer a related party.

###### b) External Funds

GDI Investment Management Pty Limited provided administrative services in relation to assets owned by associates of Mr Veale. GDI Investment Management Pty Limited was paid \$36,656 for these services, equivalent to an annual fee of 0.65% of gross assets and a disposal fee of 1%. As at 30 June 2017, Mr Veale is no longer a related party.

There are no other transactions with KMP in the year ended 30 June 2018.

##### Related parties for GDI Property Trust

###### a) Identification of related parties

###### (i) Responsible Entity, Investment Manager and Custodian

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

The Responsible Entity of GDI Property Trust is GDI Funds Management Limited (ACN 107 354 003), a wholly owned subsidiary of GDI Property Group Limited. GDI Funds Management Limited has appointed The Trust Company (Australia) Limited as Custodian for all the assets of the Trust.

#### (ii) Key management personnel

The Trust does not employ personnel in its own right. However, it is required to have an incorporated Responsible Entity to manage the activities of the Trust and this is considered the KMP. The directors of the Responsible Entity are key management personnel of that entity, their names being:

- Graham Kelly
- Gina Anderson
- Les Towell (retired 16 November 2017)
- John Tuxworth
- Giles Woodgate (appointed 16 November 2017)
- Steve Gillard

#### b) Transactions with related parties

The Responsible Entity is entitled to a fee calculated on a cost recovery basis only. During the year ended 30 June 2018 the Responsible Entity charged \$110,000 (2017: \$120,000), with no balance owing as at 30 June 2018.

Pursuant to an Investment Management Agreement dated 15 November 2013, GDI Investment Management Pty Limited is entitled to fees for acting as the Investment Manager of GDI Property Trust. During the year ended 30 June 2018 the GDI Investment Management Pty Limited charged \$652,500 (2017: \$0), with no balance owing as at 30 June 2018

No compensation is paid to the key management personnel of the Responsible Entity directly by the Trust.

All transactions with related parties are conducted on normal commercial terms and conditions. From time to time the key management personnel of the Responsible Entity, or their related entities, may invest in or sell units (stapled securities) of the Trust on the same terms and conditions as those of other Trust investors and are trivial and domestic in nature.

### NOTE 28 – CAPITAL AND FINANCIAL RISK MANAGEMENT

#### Capital risk management

GDI Property Group's capital management strategy is to maximise securityholders returns through active capital management whilst mitigating the inherent risks associated with both debt and equity.

In determining the appropriate mix of debt and equity, GDI Property Group reviews both commercial and regulatory considerations:

Commercial	Regulatory
<ul style="list-style-type: none"><li>• The underlying real estate fundamentals</li><li>• The relative cost and availability of debt and equity</li><li>• Forecast cash flows and capital expenditure requirements</li><li>• Current and future debt covenants</li><li>• Financial risk management</li></ul>	<ul style="list-style-type: none"><li>• Need to comply with the capital and distribution requirements of GDI Property Trust's trust deed</li><li>• Need to comply with the capital requirements of relevant regulatory authorities and licences.</li></ul>

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

GDI Property Group's Gearing Policy is to target a Loan to Value ratio of less than 40%. GDI Property Group is able to manage its capital through a number of means, including but not limited to:

- asset recycling;
- new debt financing;
- issuing new stapled securities;
- adjusting the level of distributions paid to securityholders; and
- active management of interest rate exposures.

Capital and interest expense risk management is monitored in two main ways, having reference to the covenants on the principal facility:

	Board policy	2018	2017	Bank covenant	2018	2017
LVR <sup>1</sup>	< 40%	9%	8%	< 50%	9%	8%
ICR <sup>2</sup>	> 2.5X	12.4X	5.4X	> 2X	12.4X	5.4X

1. Bank covenant LVR is total debt (including net derivative exposures) divided by the value of the properties as determined by the last independent valuation.
2. Bank covenant ICR is EBIT/Interest expense and for the year ended 30 June 2018, Initial Public Offer costs and acquisition expenses have been reversed from the EBIT calculation.

GDI Property Group also protects its equity in its assets by taking out insurance.

The gearing ratio as at 30 June 2018 of the Group and Trust was 9% (2017: 8%) and 9% (2017: 8%) respectively (as detailed below).

	Note	Group		Trust	
		2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000
<b>Net debt and adjusted assets</b>					
Total borrowings	17	91,081	79,899	90,940	79,757
Less: cash and cash equivalents	6	(22,361)	(23,113)	(20,873)	(21,620)
<b>Net debt</b>		<b>68,720</b>	<b>56,786</b>	<b>70,067</b>	<b>58,137</b>
Total assets		811,398	770,037	790,145	749,401
Less: intangible assets and deferred tax assets	13/12	(19,267)	(19,368)	-	-
Less: cash and cash equivalents	6	(22,361)	(23,113)	(20,873)	(21,620)
<b>Adjusted assets</b>		<b>769,770</b>	<b>727,556</b>	<b>769,272</b>	<b>727,781</b>
<b>Gearing ratio</b>		<b>9%</b>	<b>8%</b>	<b>9%</b>	<b>8%</b>

#### Financial risk management

The financial risks that result from GDI Property Group's activities are credit risk, liquidity risk, refinancing risk and market risks (interest rates). GDI Property Group manages its exposure to these key financial risks in accordance with its risk management policy and focuses on mitigating the impact of volatility in financial markets.

GDI Property Group's financial instruments consist mainly of deposits with banks, accounts receivable and payable, borrowings and interest rate hedge derivatives. The totals for each category of financial instruments, measured in accordance with AASB 139 as detailed in the accounting policies to these financial statements, are as described in a) Credit risk, b) Liquidity risk and c) Market risk below.

See Note 1(m) for how GDI Property Group classifies financial assets and liabilities.

#### a) Credit risk

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Group or Trust.

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

Credit risk arises principally from GDI Property Group's and the Trust's receivables from customers and amounts due from the leasing of premises in accordance with lease agreements with property tenants. The Group and the Trust have a diverse range of customers and tenants and therefore there is no significant concentration of credit risk with any single counterparty or group of counterparties.

The Board has established a credit policy under which each new customer is analysed individually for creditworthiness before GDI Property Group does business with them. The Group and the Trust request security deposits or bank guarantees from new tenants in order to secure the premises and tenants are invoiced monthly in advance. Ongoing checks are performed by management to ensure settlement terms detailed in individual contracts are adhered to.

The maximum exposure to credit risk at the end of the reporting period is equivalent to the carrying amount of the financial assets (net of any provisions) as presented in the Consolidated Statement of Financial Position. The Group and the Trust typically hold bank guarantees or cash from tenants equivalent to six month rent as security. There are no significant financial assets that have had renegotiated terms that would otherwise have been past due or impaired.

Risk is also minimised through investing surplus funds in Australian financial institutions. Interest rate derivative counterparties are also Australian financial institutions.

Trade and other receivables that are neither past due date nor impaired are considered to be of high credit quality. Aggregates of such amounts are detailed in Note 7.

The aging analysis of receivables past due balance but not impaired is shown below:

	Group		Trust	
	2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000
One - three months	1,132	374	1,132	374
Three - six months	12	339	12	339
Over six months	166	-	2	-
<b>Total</b>	<b>1,310</b>	<b>713</b>	<b>1,146</b>	<b>713</b>

#### b) Liquidity risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial instruments.

GDI Property Group believes that prudent risk management requires maintaining sufficient cash reserves and finance facilities to meet the ongoing operational requirements of the business. It is GDI Property Group's policy to maintain sufficient funds in cash and undrawn finance facilities to meet the expected near term operational requirements.

GDI Property Group also monitors the maturity profile of borrowings and puts in place strategies designed to ensure that all maturing borrowings are refinanced within required timeframes.

The weighted average debt maturity of GDI Property Group is 1.18 years (2017: 1.41 years).

Contractual maturity of financial liabilities (borrowings and payables) of GDI Property Group, including interest, is as follows:

	Group		Trust	
	2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000
Due within one year	64,726	30,619	63,280	29,414
Due between one and five years	60,298	81,326	60,298	81,326
Due after five years	-	-	-	-
<b>Total</b>	<b>125,025</b>	<b>111,945</b>	<b>123,578</b>	<b>110,740</b>



## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

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#### c) Market risk

##### i. Interest rate risk

GDI Property Group's interest rate risk primarily arises from borrowings. Borrowings issued at variable rates expose GDI Property Group to cash flow interest rate risk. Borrowing issued at fixed rates expose GDI Property Group to fair value interest rate risk. At balance date, 67% (2017: 81%) of GDI Property Group's primary facility's borrowings was effectively hedged. None of the debt of GDI No. 42 Office Trust is hedged.

GDI Property Group may manage its cash flows interest rate risk by using interest rate derivatives. Such interest rate derivatives have the economic effect of converting borrowings from floating interest rates to fixed interest rates. Generally, GDI Property Group raises longer term borrowings at floating rates and may hedge a portion of the borrowings into fixed or capped rates. Under the interest rate derivatives, GDI Property Group agrees with other counter parties to exchange, at specified intervals the difference between contract rates and floating rates interest amounts calculated by reference to the agreed notional principal amounts.

GDI Property Group's and GDI Property Trust's borrowings are the same.

At balance date, the expiry profile of GDI Property Group's interest rate derivatives is shown below:

	Notional Principal \$'000	Effective average fixed rate %
Expiry December 2018 (FY19)	40,000	3.81%
Average	<b>40,000</b>	<b>3.81%</b>

Because GDI Property Group's interest rate derivatives do not meet the accounting requirements to qualify for hedge accounting treatment, gains or losses arising from changes in fair value have been reflected in the profit or loss.

Information on borrowings and the maturity profile of borrowings (including interest) is provided in Note 17.

##### Sensitivity

At balance date, if interest rates for all relevant time periods had changed by +/- 100 basis points (1%) for the year ended 30 June 2018 and 30 June 2017 with all other variables held constant, profit would have been higher/(lower) as shown below:

	+1%		-1%		+1%		-1%	
	Group 2018 \$'000	Trust 2018 \$'000	Group 2018 \$'000	Trust 2018 \$'000	Group 2017 \$'000	Trust 2017 \$'000	Group 2017 \$'000	Trust 2017 \$'000
<b>Sensitivity to interest rates</b>								
Impact on interest income	291	291	(291)	(291)	(95)	(95)	129	112
Impact on interest expense	(914)	(914)	914	914	(1,461)	(1,461)	1,073	1,073
Impact of valuation of interest rate derivatives	50	50	(51)	(51)	488	488	(1,519)	(1,519)
<b>Total</b>	<b>(573)</b>	<b>(573)</b>	<b>572</b>	<b>572</b>	<b>(1,068)</b>	<b>(1,068)</b>	<b>(318)</b>	<b>(335)</b>

#### NOTE 29 – FAIR VALUE MEASUREMENTS

##### a) Valuation techniques

The Group selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

asset or liability being measured. The valuation techniques selected by the Group are consistent with one or more of the following valuation approaches:

- Market approach: valuation techniques that use prices and other relevant information generated by market transactions for identical or similar assets or liabilities.
- Income approach: valuation techniques that convert estimated future cash flows or income and expenses into a single discounted present value.
- Cost approach: valuation techniques that reflect the current replacement cost of an asset at its current service capacity.

Each valuation technique requires inputs that reflect the assumptions that buyers and sellers would use when pricing the asset or liability, including assumptions about risks. When selecting a valuation technique, the Group gives priority to those techniques that maximise the use of observable inputs and minimise the use of unobservable inputs. Inputs that are developed using market data (such as publicly available information on actual transactions) and reflect the assumptions that buyers and sellers would generally use when pricing the asset or liability are considered observable, whereas inputs for which market data is not available and therefore are developed using the best information available about such assumptions are considered unobservable.

#### b) Financial instruments

The following table represents a comparison between the carrying amounts and fair values of financial assets and liabilities:

	30 June 2018		30 June 2017	
	Carrying Amount \$'000	Fair Value \$'000	Carrying Amount \$'000	Fair Value \$'000
<b>Financial assets</b>				
Cash and cash equivalents	22,361	22,361	23,113	23,113
Trade and other receivables	2,892	2,892	3,122	3,122
<b>Total financial assets</b>	<b>25,253</b>	<b>25,253</b>	<b>26,234</b>	<b>26,234</b>
<b>Financial liabilities</b>				
Trade and other payables	28,962	28,962	29,605	29,605
Provisions	390	390	302	302
Borrowings	91,081	91,081	79,899	79,899
Derivative financial instruments	377	377	1,195	1,195
<b>Total financial liabilities</b>	<b>120,810</b>	<b>120,810</b>	<b>111,001</b>	<b>111,001</b>

#### c) Fair value hierarchy

The Group and Trust measures and recognises the following assets and liabilities at fair value on a recurring basis after initial recognition:

- Derivative financial instruments; and
- Investment properties.

The Group and Trust do not subsequently measure any other liabilities (other than derivative financial instruments) at fair value on a non-recurring basis.

AASB 13: Fair Value Measurement requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measurement can be categorised into as follows:

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

Level 1	Level 2	Level 3
Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.	Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.	Measurements based on unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

The following tables provide the fair values of the Group's and Trust's assets and liabilities measured and recognised on a recurring basis after initial recognition and their categorisation within the fair value hierarchy:

	As at 30 June 2018			As at 30 June 2017		
	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
<b>Recurring fair value measurements</b>						
<i>Non-financial assets</i>						
- Investment properties	-	722,042	-	-	499,628	-
<b>Total non-financial assets recognised at fair value on a recurring basis</b>	<b>-</b>	<b>722,042</b>	<b>-</b>	<b>-</b>	<b>499,628</b>	<b>-</b>
<i>Financial liabilities</i>						
- Interest rate swaps	-	377	-	-	1,195	-
<b>Total financial liabilities recognised at fair value on a recurring basis</b>	<b>-</b>	<b>377</b>	<b>-</b>	<b>-</b>	<b>1,195</b>	<b>-</b>

#### d) Valuation techniques and inputs used to measure Level 2 Fair Values

	30 June 2018 \$'000	30 June 2017 \$'000	Valuation technique	Inputs Used
<b>Financial assets/liabilities</b>				
Interest rate swaps	(377)	(1,195)	Income approach using discounted cash flow methodology	BBSY swap rate
<b>Non-financial assets</b>				
Investment properties <sup>1</sup>	722,042	499,628	Market approach using discounted cash flow, rent capitalisation and recent observable market data methodologies	Comparable discount rates, capitalisation rates and price per square metres of NLA

1. The fair value of Investment properties is determined annually based on valuations by an independent valuer who has recognised and appropriate professional qualifications and recent experience in the location and category of investment property being valued.

#### e) Sensitivity information

Significant movement in any one of the inputs listed in the table above may result in a change in the fair value of the Group's investment properties as follows:

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

Inputs	Fair value measurement sensitivity to:	
	Significant increase in input	Significant decrease in input
Discount rate	Decrease	Increase
Capitalisation rate	Decrease	Increase
Price per square metre of NLA	Increase	Decrease

#### NOTE 30 – SECURITY-BASED PAYMENTS

GDI Property Group has established a performance rights plan under which employees (including the Managing Director) of GDI Property Group may be offered performance rights representing an entitlement to acquire stapled securities, subject to meeting certain performance conditions as determined by the Board and, in the case of the Managing Director, subject to receipt of stapled securityholder approval. The performance rights and stapled securities allocated under the performance rights plan are intended to be allocated free of charge provided that the relevant performance conditions are met.

##### a) STI performance rights

For the year ended 30 June 2018, the Board determined that 50% of any STI granted to a KMP would be by way of performance rights where the sole performance condition is that the employee remains employed by a member of GDI Property Group for three years from the conclusion of the performance period (30 June 2021). As these performance rights had not been issued at 30 June 2018, the Group has recognised in the financial statements the fair value of the performance rights as an accrual with the cost expensed in the Consolidated Statement of Profit or Loss and Other Comprehensive Income. The total number of STI performance rights to be issued for 30 June 2018 will be 493,701, with 222,384 granted to the Managing Director subject to securityholder approval.

##### b) LTI performance rights

For the year ended 30 June 2018, GDI Property Group intends to offer 1,607,268 performance rights to all staff, with 613,244 offered to the Managing Director subject to securityholder approval. As these performance rights had not been issued at 30 June 2018, the Group has recognised in the financial statements the fair value of the performance rights as an accrual with the cost expensed in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

The performance conditions that relate to the LTI performance rights for previous years (FY16, FY17) and the year ended 30 June 2018 are identical and are summarised below:

Number of LTI performance rights		Performance condition
Relating to previous years	Relating to FY18 year	
2,031,525	803,634	Relative performance (stapled security price movement + distributions) versus a peer group
2,031,525	803,634	Total return (NTA growth + distributions) vs internal benchmark

# GDI PROPERTY GROUP

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

### c) Valuation of performance rights

The assessed fair value of the intended issue of performance rights was determined using the Black-Scholes option pricing model and the Binomial option pricing model using the inputs as disclosed below:

	Relating to prior years			Relating to the year ended 30 June 2018		
	STI PR (Retention)	Relative return PR	Total return PR	STI PR (Retention)	Relative return PR	Total return PR
Issue size	1,160,487	2,031,525	2,031,525	493,701	803,634	803,634
Exercise price	\$nil	\$nil	\$nil	\$nil	\$nil	\$nil
Life	3 years	3 years	3 years	3 years	3 years	3 years
Initial valuation methodology	Black-Scholes	Binomial option	Black-Scholes	Black-Scholes	Binomial option	Black-Scholes
	option pricing	pricing	Option pricing	option pricing	pricing	Option pricing
	4 – Year to which	4 – Year to which	4 – Year to which	4 – Year to which	4 – Year to which	4 – Year to which
	the grant relates	the grant relates	the grant relates	the grant relates	the grant relates	the grant relates
Cost apportioned over (years)	+ vesting period	+ vesting period	+ vesting period	+ vesting period	+ vesting period	+ vesting period
Expected volatility	N/A	17% - 20%	N/A	N/A	16%	N/A
Risk-free interest rate	N/A	2% - 3%	N/A	N/A	2%	N/A
Valuation	\$1,112,313	\$851,215	\$1,918,796	\$636,875	\$467,072	\$1,036,688

The expected security price volatility is based on the historic volatility adjusted for any expected changes to future volatility due to publicly available information.

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

#### d) Expense arising from issued and intended issue of performance rights

Total expense arising from the issued and intended issue of security based payments transactions recognised during the year/period are as follows:

#### Amount expended in year/period

30 June 2018	FY14 LTI \$'000	FY15 STI/LTI \$'000	FY16 STI/LTI \$'000	FY17 STI/LTI \$'000	FY18 STI \$'000	FY18 LTI \$'000	Total \$'000
Group	45	514	469	527	159	376	2,090
Trust	43	492	448	504	152	360	1,999

	Retention PR \$'000	FY14 LTI \$'000	FY15 STI/LTI \$'000	FY16 STI/LTI \$'000	FY17 STI \$'000	FY17 LTI \$'000	Total \$'000
30 June 2017							
Group	317	87	525	476	156	338	1,900
Trust	303	83	502	455	149	324	1,818

The retention performance rights have been classified as an Initial public offer costs, with all other performance rights recognised as corporate and administration expenses in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

#### NOTE 31 – CONTROLLED ENTITIES

The Company's investment in controlled entities is shown below:	Principal place of business	2018	2017
Entities controlled by the Company (Parent Entity)			
GDI Funds Management Limited	Sydney, Australia	100%	100%
GDI Investment Management Pty Limited	Sydney, Australia	100%	100%
GDI Investor Pty Limited	Sydney, Australia	100%	100%
GDI No. 27 Pty Limited	Sydney, Australia	100%	100%
GDI No. 28 Pty Limited	Sydney, Australia	-	100%
GDI No. 29 Pty Limited	Sydney, Australia	100%	100%
GDI No. 35 Pty Limited	Sydney, Australia	100%	100%
GDI No. 37 Pty Limited	Sydney, Australia	100%	100%
GDI No. 38 Pty Limited	Sydney, Australia	100%	100%
GDI No. 38 Asset Pty Limited	Sydney, Australia	100%	100%
GDI No. 39 Pty Limited	Sydney, Australia	100%	100%
GDI No. 40 Pty Limited	Sydney, Australia	-	100%
GDI No. 41 Pty Limited	Sydney, Australia	100%	100%
GDI No. 42 Pty Limited	Sydney, Australia	100%	100%
GDI No. 43 Pty Limited	Sydney, Australia	100%	100%
GDI No. 44 Pty Limited	Sydney, Australia	100%	-

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

The Trust's investment in controlled entities is shown below:	Principal place of business	2018	2017
Entities controlled by GDI Property Trust (Head Entity with the Trust) <sup>1</sup>			
GDI No. 35 Perth Prime CBD Office Trust	Sydney, Australia	100%	100%
GDI No. 37 Trust	Sydney, Australia	100%	100%
GDI No. 39 Trust	Sydney, Australia	100%	100%
GDI No. 41 Trust	Sydney, Australia	100%	100%
GDI No. 42 Office Trust	Sydney, Australia	44%	44%
GDI No. 44 Trust	Sydney, Australia	100%	-

1. Units in GDI Property Trust are stapled to the shares of the Parent Entity. The Trust and its controlled entities listed above are consolidated as part of the Group as required under accounting standards, refer to Note 1(b). Controlled entity financial statements used in the preparation of these consolidated financial statements have also been prepared as at the same reporting date as the Group's and the Trust's financial statements.

#### NOTE 32 – AUDITORS' REMUNERATION

During the year/period the following fees were paid or payable for services provided by the auditor of GDI Property Group (Hall Chadwick) and its related entities.

	Group		Trust	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
<b>Audit services</b>				
Auditing or reviewing financial reports	138	133	47	90
Auditing of controlled entity's AFS Licence	4	4	4	4
Auditing of controlled entity's compliance plan	15	14	-	-
	156	150	51	94
<b>Other services</b>				
Provision of tax advice	80	128	-	1
<b>Total</b>	<b>236</b>	<b>278</b>	<b>51</b>	<b>95</b>

#### NOTE 33 – BUSINESS COMBINATIONS

##### 30 June 2018

Neither the Group nor the Trust undertook any business combinations during the year ended 30 June 2018.

##### 30 June 2017

Neither the Group nor the Trust undertook any business combinations during the year ended 30 June 2017.

#### NOTE 34 – NON-CONTROLLING INTERESTS

##### a) Non-controlling interest – Trust

To account for the stapling, Australian Accounting Standards require an acquirer (the Company) to be identified and an acquisition to be recognised. The net assets of the acquiree (the Trust) are recognised as non-controlling interests as they are not owned by the acquirer in the stapling arrangement.

## GDI PROPERTY GROUP

### NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

#### Movements in non-controlling interest

	Group	
	2018 \$'000	2017 \$'000
Opening balance	639,979	577,023
Profit for the period	75,579	108,527
Security-based payments expense	1,917	1,693
Cash settlement transaction	(230)	(1,270)
On-market securities buy-back	(1,112)	(1,021)
Issue and formation costs	(1)	-
Distributions paid/payable	(44,819)	(44,973)
<b>Balance as at year end</b>	<b>671,313</b>	<b>639,979</b>

The Group and the Trust has a \$5 million bank guarantee supporting the financial requirements of GDI Funds Management Limited's AFS Licence.

#### b) Non-controlling interest – GDI No. 42 Office Trust

On 17 December 2015, GDI No. 42 Office Trust had two \$1.00 units on issue, both owned by GDI Investor Pty Limited, a wholly owned subsidiary of GDI Investment Management Pty Limited. On 16 June 2016, GDI Funds Management Limited arranged an issue of 65.5 million units of GDI No. 42 Office Trust to fund the acquisition of 235 Stanley Street, Townsville and settle an inter-company loan with GDI Property Trust that was used to fund the acquisition of 223-237 Liverpool Road, Ashfield. Following the arrangement, GDI Property Trust effectively holds 43.68% of units on issue in GDI No. 42 Office Trust, with the other 56.32% units on issue held by unrelated parties and shown separately in the financial statements as non-controlling interests – GDI No. 42 Office Trust.

	GDI No. 42 Office Trust	
	2018 \$'000	2017 \$'000
<b>Results</b>		
Profit / (loss) for the period	2,187	15,170
<b>Total comprehensive profit / (loss) for the period</b>	<b>2,187</b>	<b>15,170</b>
<b>Financial position</b>		
Current assets	43,977	466
Total assets	97,477	99,466
Current liabilities	1,396	876
Total liabilities	33,275	31,719
<b>Net assets</b>	<b>64,203</b>	<b>67,747</b>
Contributed equity	65,500	65,500
Retained earnings	(1,297)	2,247
<b>Total equity</b>	<b>64,203</b>	<b>67,747</b>

#### NOTE 35 – CONTINGENT LIABILITIES

The Group and Trust had no contingent liabilities as at 30 June 2018 and as at 30 June 2017.

#### NOTE 36 – EVENTS AFTER THE REPORTING DATE

No matter or circumstance has arisen since 30 June 2018 that has significantly affected or may significantly affect:

- GDI Property Group's operations in future years;
- The results of these operations in future years; or
- GDI Property Group's state of affairs in future years.



## DIRECTORS' DECLARATION

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**GDI Property Group Limited and  
GDI Funds Management Limited as Responsible Entity for  
GDI Property Trust**

**Directors' Declaration**

**For the period ended 30 June 2018**

The directors of GDI Property Group Limited and GDI Funds Management Limited as Responsible Entity for GDI Property Trust, declare that:

- (a) the financial statements and notes that are set out on pages 31 to 77 are in accordance with the Corporations Act 2001, including:
  - (i) complying with Australian Accounting Standards which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards (IFRS); and
  - (ii) giving a true and fair view of the financial position as at 30 June 2018 and of the performance for the period ended on that date;
- (b) there are reasonable grounds to believe that GDI Property Group will be able to pay its debts as and when they become due and payable; and
- (c) The directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the Managing Director and Chief Financial Officer.

This declaration is made in accordance with a resolution of the directors of GDI Property Group and GDI Funds Management Limited.



Graham Kelly  
Chairman

Dated this 20<sup>th</sup> day of August 2018

**INDEPENDENT AUDITOR'S REPORT  
TO THE SECURITY HOLDERS OF GDI PROPERTY GROUP LIMITED  
TO THE UNITHOLDERS OF GDI PROPERTY TRUST**

**SYDNEY**  
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2 Park Street  
Sydney NSW 2000  
Australia  
  
GPO Box 3555  
Sydney NSW 2001  
  
Ph: (612) 9263 2600  
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**Opinion**

We have audited the accompanying financial report of GDI Property Group Limited, which comprises the consolidated statement of financial position as at 30 June 2018, the consolidated statement of profit or loss, consolidated statement of comprehensive income, the consolidated statement of changes in equity, the consolidated statement of cash flows for the year then ended and notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the Consolidated Entity comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

In our opinion:

- (a) the accompanying financial report of the Consolidated Entity is in accordance with the *Corporations Act 2001*, including:
  - i. giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2018 and of its performance for the year ended on that date; and
  - ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 2(a).

**Basis of Opinion**

We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement. Our responsibilities under those standards are further described in the *Auditor's responsibility* section of our report. We are independent of the Consolidated Entity in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Accounting Firms



**INDEPENDENT AUDITOR'S REPORT  
TO THE SECURITY HOLDERS OF GDI PROPERTY GROUP LIMITED  
TO THE UNITHOLDERS OF GDI PROPERTY TRUST**

<p><b>Carrying value of investment properties</b>  <b>\$722,042 Million</b>  <b>Refer to Note 10 Investment properties</b></p>	<p><b>Our procedures included,</b>  <b>amongst others:</b></p>
--	--

Investment property is property which is held either to earn income or for capital appreciation or both. Investment property also includes properties that are under construction for future use as investment properties. Investment property is measured at fair value, with acquisition and other related costs written off through the profit and loss. As part of the process of determining fair value, an external, independent valuer, having an appropriate recognised professional qualification and recent experience in the location and category of property being valued, values individual properties annually on a rotation basis or on a more regular basis if considered appropriate and as determined by management and the Board in accordance with the valuation policy of GDI Property Group.

Critical judgements are made by the Group in respect of the fair values of investment properties. The fair value of these investments are reviewed regularly by management with reference to external independent property valuations, recent offers and market conditions existing at reporting date, using generally accepted market practices. Then critical assumptions underlying management's estimates of fair values are those relating to the passing rent, market rent, occupancy, capitalisation rate, terminal yield and discount rate. If there is any change in these assumptions or regional, national or international economic conditions, the fair value of the property investments may differ.

Management has a policy of engaging independent specialists to perform external valuations of the property portfolio annually on a rotation basis or more frequently if market conditions are volatile. Director's valuations are carried out on properties that are not independently valued due to the rotation timetable.

We have focussed on this area as a key audit matter due to amounts involved being material and the inherent subjectivity associated with critical judgements being made in relation to fair values of investment properties.

We have reviewed external valuation reports, assumptions and management's controls around external valuations. This included review of critical assumptions related to cash flow items such as income support, outgoings and incentives adopted in valuing the investment properties.

We have reviewed the internal valuation process including critical assumptions related to cash flow items such as income support, outgoings and incentives adopted in valuing the investment properties.

We performed procedures on the reconciliation between the opening balance and the closing fair value adopted and that the movements are recorded in the appropriate general ledger accounts.

We have discussed with management to confirm their views on assumptions adopted in the valuations. We assessed managements' assumptions by giving due consideration to industry issues and other external factors.

We have held general discussions with management to address any residual issues including identifying properties available for sale.

**INDEPENDENT AUDITOR'S REPORT  
TO THE SECURITY HOLDERS OF GDI PROPERTY GROUP LIMITED  
TO THE UNITHOLDERS OF GDI PROPERTY TRUST**

<p><b>Carrying value of Intangible Assets \$18.11 million</b> <b>Refer to Note 13 Intangible Assets</b></p>	<p><b>Our procedures included, amongst others:</b></p>
<p>The Group acquired from the privately owned GDI group of companies the rights, title and interest in the fund management business, and the shares of the operating companies for a goodwill consideration of \$18.11million.</p>	<p>We evaluated management's goodwill impairment assessment and tested controls of the review of forecasts by management.</p>
<p>The value in use was calculated based on present value of the forecast profit after tax from funds established since acquisition of the funds management business and new funds to be established over a five year term, with a terminal value applied in the sixth year profit after tax.</p>	<p>We obtained the Group's value in use model and the agreed amount to a combination of budgets and future plans.</p>
<p>We have focussed on this area as a key audit matter due to amounts involved being material and the inherent subjectivity associated with critical judgements being made in relation to forecast future revenue and costs; discount rates; and terminal growth rates.</p>	<p>Key inputs in the value in use model included forecast revenue, costs, discount rates and terminal growth rates. We corroborated some of those assumptions by comparing forecasts to historical fee income earned and costs incurred.</p>
	<p>We involved our valuation specialists to recalculate management's discount rates based on external data where available. The valuation specialists were also involved in assessing the value in use model used for valuation methodology including treatment of terminal value calculations and the net present value calculations.</p>
	<p>We performed sensitivity analysis on the rate at which new funds are established and the size of these funds; fee income; terminal growth; and discount rate.</p>
	<p>We assessed the Group's disclosures of the quantitative and qualitative considerations in relation to the valuation of goodwill, by comparing these disclosures to our understanding of the matter.</p>



**INDEPENDENT AUDITOR'S REPORT  
TO THE SECURITY HOLDERS OF GDI PROPERTY GROUP LIMITED  
TO THE UNITHOLDERS OF GDI PROPERTY TRUST**

**Carrying value of Borrowings \$91,081 million  
Refer to Note 17 Borrowings**

**Our procedures included,  
amongst others:**

The purchase of buildings is typically funded through a combination of cash generated from capital raising and borrowings from financial institutions. At 30 June 2018, GDI has a borrowing liability of \$91,081 million representing 75% of total liabilities. The borrowings terms and conditions are detailed in note 17.

We obtained confirmation from the Group's banks to confirm all borrowings, including amounts, tenure and conditions.

Given the size of the borrowings balance, the accounting for Group's borrowing is considered to be a key audit matter.

We read the most up-to-date agreements between GDI and its financiers to understand the terms associated with the facilities and the amount of facility available for drawdown.

**Other Information**

The directors are responsible for the other information. The other information comprises the information in the Consolidated Entity's annual report for the year ended 30 June 2018, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact. We have nothing to report in this regard.

**Director's Responsibility for the Financial Report**

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australia Accounting Standards and the *Corporations Act 2001* and for such internal control as directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Australian Accounting Standards AASB 101 Presentation of Financial Statements, that the financial report complies with International Financial Reporting Standards.

In preparing the financial report, the directors are responsible for assessing the Consolidated Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Consolidated Entity or to cease operations, or have no realistic alternative but to do so.

**INDEPENDENT AUDITOR'S REPORT  
TO THE SECURITY HOLDERS OF GDI PROPERTY GROUP LIMITED  
TO THE UNITHOLDERS OF GDI PROPERTY TRUST**

**Auditor's Responsibility**

Our responsibility is to express an opinion on the financial report based on our audit. Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Consolidated Entity to cease to continue as a going concern.

**INDEPENDENT AUDITOR'S REPORT  
TO THE SECURITY HOLDERS OF GDI PROPERTY GROUP LIMITED  
TO THE UNITHOLDERS OF GDI PROPERTY TRUST**

We evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Consolidated Entity to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Consolidated Entity audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, amongst other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

The Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements. We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards

**Report on the Remuneration Report**

We have audited the remuneration report included in pages 14 to 28 of the directors' report for the year ended 30 June 2018.

The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with s 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

**Opinion**

In our opinion the remuneration report of GDI Property Group Limited for the year ended 30 June 2018 complies with s 300A of the *Corporations Act 2001*.



Hall Chadwick  
Level 40, 2 Park Street  
Sydney NSW 2000



**SANDEEP KUMAR**

Partner

Dated: 20 August 2018