

# Dexus (ASX: DXS)

## ASX release



22 September 2023

### 2023 Notice of Annual General Meeting

Dexus today confirmed details relating to its 2023 Annual General Meeting (AGM).

The 2023 AGM will be a hybrid meeting, with Security holders invited to join the meeting in person or attend virtually on Wednesday 25 October 2023, commencing at 2.00pm (AEDST).

Registration will commence at 1.30pm (AEDST) at Quay Quarter Tower, Level 20, 50 Bridge Street, Sydney NSW 2000 or via the AGM link available at [www.dexus.com/AGM2023](http://www.dexus.com/AGM2023).

The Notice of Annual General Meeting, letter to Security holders, a sample Proxy and Question Form and the Virtual Online Meeting Guide are attached and will be provided to Dexus Security holders today and will also be available at [www.dexus.com/AGM2023](http://www.dexus.com/AGM2023).

Dexus will provide hard copies of the 2023 Notice of Annual General Meeting and Annual Report to those investors who have requested them.

*Authorised by the Board of Dexus Funds Management Limited*

### For further information please contact:

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Dexus (ASX: DXS) is a leading Australasian fully integrated real asset group, managing a high-quality Australasian real estate and infrastructure portfolio valued at \$61.0 billion (pro forma post final completion of the AMP Capital acquisition). We believe that the strength and quality of our relationships will always be central to our success and are deeply connected to our purpose: Unlock potential, create tomorrow. We directly and indirectly own \$17.4 billion of office, industrial, healthcare, retail and infrastructure assets and investments. We manage a further \$43.6 billion of investments in our funds management business (pro forma post final completion of the AMP Capital acquisition) which provides third party capital with exposure to quality sector specific and diversified real asset products. The funds within this business have a strong track record of delivering performance and benefit from Dexus's capabilities. The group's \$17.4 billion real estate development pipeline provides the opportunity to grow both portfolios and enhance future returns. Our sustainability aspiration is to unlock the potential of real assets to create lasting positive impact and a more sustainable tomorrow, and is focused on the priorities of customer prosperity, climate action and enhancing communities. Dexus is supported by more than 34,000 investors from 25 countries. With four decades of expertise in property investment, funds management, asset management and development, we have a proven track record in capital and risk management and delivering returns for investors. [www.dexus.com](http://www.dexus.com)

Dexus Funds Management Ltd ABN 24 060 920 783, AFSL 238163, as Responsible Entity for Dexus (ASX: DXS)  
Level 30, 50 Bridge Street, Sydney NSW 2000

# Notice of Annual General Meeting 2023

dexus

Notice is hereby given by Dexus Funds Management Limited, as responsible entity of each of the two trusts that comprise Dexus, that the 2023 Annual General Meeting of Security holders will be held as a hybrid meeting at:

## Where

Security holders can attend online or in person at:

Quay Quarter Tower  
Level 20, 50 Bridge Street  
Sydney NSW 2000

## Date

Wednesday, 25 October 2023

## Time

Registration – 1.30pm  
Commencing – 2.00pm (AEDST)

In accordance with section 252S(1) of the *Corporations Act 2001* (Cth), Dexus Funds Management Limited appoints Warwick Negus to act as Chair.

## Meeting Information

### The Dexus 2023 Annual General Meeting (AGM or Meeting) will be held on Wednesday 25 October 2023 commencing at 2.00pm (AEDST)

We invite you to attend and participate in the AGM.

The AGM will be held as a hybrid meeting, which provides Security holders with the option to attend and participate in person or through an online platform.

Registration will open at 1.30pm with the AGM commencing at 2.00pm.

#### How to attend in person

Security holders can attend the AGM in person which will be held at Quay Quarter Tower, Level 20, 50 Bridge Street, Sydney NSW 2000.

#### How to attend virtually

Dexus is using the Link Market Services Limited online AGM platform to enable Security holders to attend the AGM virtually by accessing the link available at [www.dexus.com/AGM2023](http://www.dexus.com/AGM2023).

To attend and participate in the AGM virtually, you will need a desktop, laptop or mobile/tablet device with internet access. When you log on to the AGM platform, you will need to provide your details (including SRN or HIN) to be verified as a Security holder or proxyholder.

Proxyholders will need their login details which will be provided by Link Market Services Limited no later than 24 hours before the Meeting.

#### Virtual Meeting Online Guide

More information about how to use the online AGM platform (including how to vote, ask questions via the conference call and online during the AGM) is provided in the Virtual Meeting Online Guide which is available to download at [www.dexus.com/AGM2023](http://www.dexus.com/AGM2023). You can also contact Link Market Services.

If you wish to attend the Meeting via the online AGM platform including if you wish to ask questions via telephone (see 'Questions'), we recommend you read this guide and the other information available on the website prior to the start of the Meeting.

#### Questions

Security holders and proxyholders who are not attending the Meeting in person will be able to ask questions at the Meeting via a conference call telephone line.

Please contact Link Market Services on 1800 990 363 or +612 9189 8867 by 2.00pm on 20 October 2023 to obtain a PIN to enable you to ask questions on the conference call.

Alternatively, you can submit any questions you have at the start of the Meeting using the 'ask a question' facility on the AGM platform. Please submit any questions as early as you can during the Meeting to ensure they are received in time.

If you wish to submit questions prior to the AGM, please download the Question Form from [www.dexus.com/AGM2023](http://www.dexus.com/AGM2023) and return it to Link Market Services Limited by 5.00pm Wednesday 18 October 2023.

If you are unable to participate in the AGM on 25 October 2023, a recording will be available to view after the Meeting at [www.dexus.com/AGM2023](http://www.dexus.com/AGM2023).

## Business of the Meeting

### To present the Financial Report:

To present the Directors' Report, Financial Statements and Independent Auditor's Report for the financial year ended 30 June 2023.

### Resolutions:

#### 1. Adoption of the Remuneration Report

To consider and if thought fit pass the following Resolution:

"That the Remuneration Report for the financial year ended 30 June 2023 be adopted."

The vote on this Item is advisory only and does not bind the Directors or Dexus Funds Management Limited.

#### 2. FY24 grant of long-term incentive performance rights to the Chief Executive Officer

To consider and if thought fit pass the following Resolution as an ordinary resolution:

"That approval is given for all purposes for:

- (a) The granting of 303,030 performance rights to Darren Steinberg under the Long-Term Incentive Rights Plan
- (b) The transfer or allocation of Securities to Darren Steinberg upon vesting of the performance rights

for the year commencing 1 July 2023 as described in the Explanatory Memorandum to the 2023 Notice of Annual General Meeting."

#### 3. Approval of Independent Directors

##### 3.1 Approval of an Independent Director – Paula Dwyer

To consider and if thought fit pass the following Resolution as an ordinary resolution:

"That the initial appointment of Paula Dwyer as a Director of Dexus Funds Management Limited be approved (by ratification)."

##### 3.2 Approval of an Independent Director – Rhoda Phillippo

To consider and if thought fit pass the following Resolution as an ordinary resolution:

"That the initial appointment of Rhoda Phillippo as a Director of Dexus Funds Management Limited be approved (by ratification)."

Information on each of the Resolutions is set out in the accompanying Explanatory Memorandum. You should also read the Procedural Notes which form part of this 2023 Notice of Annual General Meeting.

By Order of the Board



**Brett Cameron**  
Company Secretary  
Dexus Funds Management Limited

22 September 2023

## Procedural Notes

Dexus is the collective name of the two Trusts (Dexus Property Trust and Dexus Operations Trust), and one unit in each of the Trusts together comprises one Security. As each Trust is a separate entity, each is required to conduct a separate meeting.

Warwick Negus, as Chair of the meetings, has determined that because the Resolutions to be proposed at each of the two meetings and the persons eligible to vote on the Resolutions are the same, each of the two meetings will be conducted concurrently so that, from an administrative and attendee point of view, the conduct of the meetings will be as if they were one single Meeting.

### Quorum

The quorum necessary for this Meeting is 10 Security holders present in person (including using virtual meeting technology) or by proxy. If a quorum is not present within 30 minutes after the scheduled time for the Meeting, the Meeting will be adjourned as the Chair directs.

### Voting at the Meeting

If you wish to vote in person physically at the meeting, you should attend the Meeting on Wednesday 25 October 2023. Registration commences at 1.30pm with the Meeting to commence at 2.00pm at Quay Quarter Tower, Level 20, 50 Bridge Street, Sydney NSW 2000. Alternatively, you can attend and participate in the Meeting virtually by accessing the link available at [www.dexus.com/AGM2023](http://www.dexus.com/AGM2023).

### Voting before the Meeting

If you are unable to attend the Meeting in person (whether physically or virtually), you may cast a vote directly prior to the Meeting or you may appoint a proxy to attend the Meeting in your place.

If you appoint a proxy, the proxy does not need to be a Security holder. If you are entitled to cast two or more votes, then you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If no proportion or number is specified, each proxy may exercise half of your votes. To direct your vote before the Meeting or appoint a proxy, please complete a Voting Form and lodge it in one of the ways detailed as follows.

### Lodgement of Voting Form

You may lodge your Voting Form in one of the following ways:

#### Lodging it online at:

<https://investorcentre.linkgroup.com> in accordance with the instructions provided on the website

or

#### Posting it in the reply-paid envelope provided to:

Dexus  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

or

#### Hand delivering it to:

Link Market Services Limited  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

or

#### Faxing it to:

+61 2 9287 0309

To lodge your Voting Form online, you will need your Holder Identification Number (HIN) or Security Reference Number (SRN).

If a Voting Form is signed under a power of attorney, it must be accompanied by the original power of attorney under which the Voting Form is signed, or a certified copy of that power of attorney.

In order to be effective, the Voting Form (and any accompanying documents) must be received by 2.00pm (AEDST) Monday, 23 October 2023.

### Corporate representatives

A corporation that is a Security holder may appoint a person to act as its representative and vote at the Meeting. The appointment must comply with section 253B of the Corporations Act.

The representative must provide evidence of their appointment including any authority under which it is signed and a "Certificate of Appointment of Corporate Representative".

A form of the certification may be obtained from the Group's Security Registry and must be returned to the Security Registry, Link Market Services Limited, so it is received no later than 2.00pm (AEDST) Monday, 23 October 2023.

### Joint holdings

If your Securities are jointly held, only one of the joint holders is entitled to vote. If both joint holders attend the Meeting through the online AGM platform, only the vote of the person named first on the register will be counted. In the case of joint holders, the Voting Form may be completed by any one holder.

### Voting entitlement

Subject to the following, all Security holders appearing on the register of Securities of Dexus as at 7.00pm (AEDST) on Monday, 23 October 2023 will be entitled to attend and vote at the Meeting.

### Majority required

All Resolutions (other than Resolution 1) are ordinary resolutions and will be passed if more than 50% of the votes cast by Security holders entitled to vote on the Resolution are cast in favour of the Resolution. Resolution 1 is advisory only.

### Poll

All Resolutions will be decided on a poll. On a poll, each Security holder has one vote for each whole \$1.00 of Security value (Security value is measured by reference to the last sale price for Securities on the ASX on the last day of trading immediately prior to the Meeting being Tuesday, 24 October 2023).

### Voting exclusion statement

In accordance with section 253E of the Corporations Act, the Responsible Entity and its associates are not entitled to vote their interest on any Resolution if they have an interest in the Resolution other than as a member. The Responsible Entity and its associates may still vote as proxies, if their appointments specify the way they are to vote, and they vote that way.

Certain persons are not entitled to vote on Resolutions 1 and 2. Refer to Resolutions 1 and 2 of the Explanatory Memorandum for further information.

### How the Chair will vote undirected proxies

In accordance with the instructions on your Voting Form, if you vote by proxy, the Chair is your proxy and you do not direct the Chair how to vote, you will be taken to have directed the Chair to vote as the Chair sees fit on all Resolutions, including Resolutions 1 and 2 notwithstanding that these Resolutions are connected with the remuneration of members of Dexus's Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report. The Chair intends to vote undirected proxies in favour of all Resolutions. Dexus asks all Security holders who submit proxies to direct their proxy on how to vote on each Resolution.

### Enquiries

If you have any questions about the Resolutions, attending the Meeting, how to vote on the Resolutions or completing the Voting Form, please contact the Dexus Infoline on 1800 819 675 Monday to Friday between 8.30am and 5.30pm (Sydney time) or consult your financial or other professional advisor.

# Explanatory Memorandum

## Introduction

**This Explanatory Memorandum is intended to provide Security holders with information to assess the merits of the Resolutions contained in the accompanying 2023 Notice of Annual General Meeting. Defined terms have the meanings attributed to them in the glossary. All monetary amounts (unless otherwise stated) are expressed in Australian dollars and all times (unless otherwise stated) refer to Sydney time.**

### 1. Adoption of the Remuneration Report

The purpose of Resolution 1 is to adopt the Remuneration Report for the financial year ended 30 June 2023. The Remuneration Report is in Dexus's 2023 Annual Report starting on page 82.

Under the Corporations Act, a listed company is required at its annual general meeting to put to its shareholders, a resolution to approve its remuneration report. Consistent with its corporate governance framework, the Board has determined that Dexus will be subject to this obligation even though it is a listed stapled group comprising real estate investment trusts.

The vote on Resolution 1 is advisory only and does not bind the Directors or DXFM. However, the Board will consider and take into account the outcome of the vote and feedback from Security holders when reviewing the Dexus's remuneration policies.

During the Meeting, there will be an opportunity for Security holders to comment upon and ask questions about the Remuneration Report.

#### Voting exclusions

Consistent with Dexus's corporate governance framework and Section 250R of the Corporations Act, a vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of Dexus's KMP and their closely related parties.

However, a vote may be cast on Resolution 1 by a KMP or its closely related parties as a proxy if the vote is not cast on behalf of a KMP or a closely related party of a KMP, and either:

- The voter is appointed as a proxy in writing, and that appointment specifies how the proxy is to vote on Resolution 1

- The voter is the Chair of the Meeting, and the proxy appointment does not specify the way the proxy is to vote, and expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP

Resolution 1 will be decided by poll.

#### Recommendation

The Board unanimously recommends that Security holders vote in favour of Resolution 1 to adopt the Remuneration Report.

### 2. FY24 grant of long-term incentive performance rights to the Chief Executive Officer

Under his employment agreement, Darren Steinberg's remuneration package for the current financial year (FY24) consists of:

- Fixed remuneration of \$1.6 million
- At risk remuneration comprising of:
  - Short-term incentive (STI), 25% of which is deferred remuneration and delivered in Security rights which vests after one year. Darren Steinberg's maximum opportunity is \$2.0 million or 125% of his fixed remuneration
  - Long-term incentive (LTI), all of which is deferred remuneration and delivered in performance rights which are issued at no cost to Darren Steinberg and vest in two tranches at the end of year three and year four subject to achieving performance hurdles. Darren Steinberg's LTI opportunity for the performance rights granted this current financial year was \$2.4 million or 150% of his fixed remuneration

A performance right is the right, for no payment, to receive Securities on the exercise of that performance right. This means, following vesting of a performance right, a participant will not receive relevant Securities until they decide to exercise the vested performance right.

It is proposed that Darren Steinberg (Chief Executive Officer and Executive Director) be awarded performance rights under the Group's LTI Rights Plan (Plan) in respect of his FY24 LTI.

Dexus has chosen to grant performance rights under the Plan to assist in the motivation, retention and reward of eligible employees, and to align their interests with the interests of Security holders. Performance rights only convert to Securities should performance conditions set by the Board be achieved.

The number of performance rights that have previously been issued to Darren Steinberg under the LTI is 2,148,578 with 611,995 rights yet to vest within their respective plans. These performance rights were acquired over 11 years and were acquired at no cost to Darren Steinberg on grant or on vesting.

Details of any Securities that have been issued to Darren Steinberg under the Plan are published in the Dexus Annual Report relating to the period in which they were issued along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

### Why is Security holder approval being sought?

Dexus is not required to seek Security holder approval pursuant to ASX Listing Rule 10.14 for the grant of performance rights to Darren Steinberg as Dexus is required by the terms of the Plan to acquire Securities on-market to satisfy these rights. However, for the purposes of transparency and good governance the Board has determined to seek Security holder approval for the grant of performance rights to be satisfied by this transfer of Securities to Darren Steinberg as he is also a Director of Dexus and falls within the persons covered by ASX Listing Rule 10.14.1.

If approved by Security holders, Darren Steinberg will receive the FY24 LTI grant described in this Explanatory Memorandum. If not approved by Security holders, Darren Steinberg will not receive the grant, but he will remain entitled to all other remuneration under his employment contract and any other discretionary incentives the Board determines to award him from time to time (including any alternative remuneration arrangements the Board determines to implement).

### What is the LTI structure?

The at risk LTI is delivered as performance rights which vest in two tranches at the end of year three and year four, if performance hurdles are achieved.

The performance hurdles for the FY24 grant are RTSR (40%), ROCE (40%), and strategic measures (20%), consistent with the FY23 grant. Each of these performance hurdles are described in more detail in the following paragraphs.

### What is the RTSR hurdle?

The RTSR hurdle represents the total securityholder return (TSR) for Dexus Security holders relative to the TSR generated by our peers – the S&P/ASX 200 A-REIT Index. Under the RTSR hurdle awards will only vest where Dexus's TSR outperforms the Index of our Real Estate sector peers. The S&P/ASX 200 A-REIT Index has been selected as it represents a robust group of peer entities across our sector, aligning with the enhanced diversification of Dexus's platform.

The vesting schedule for RTSR in the FY24 LTI grant is as follows:

Vesting schedule	Performance target (50% of Rights tested after 3 years)	Performance target (50% of Rights tested after 4 years)	Vesting outcome
Below Threshold performance	Below the Index	Below the Index	0%
Threshold performance	Equal to the Index	Equal to the Index	50%
Between Threshold and Outperformance	Between Index and Index + 9%	Between the Index and Index + 12%	Straight line pro-rata vesting between 50% and 100%
Outperformance	Index + 9% or greater	Index + 12% or greater	100%

### What is the ROCE hurdle?

The Return on Contributed Equity (ROCE) hurdle is calculated as a percentage, comprising of Adjusted Funds from Operations (AFFO) together with the net tangible asset impact from completed developments, divided by the weighted average contributed equity during the period. The ROCE calculation excludes the impact of stabilised asset revaluations and includes the revaluations of major completed developments. ROCE is measured as the per annum average at the respective conclusion of the three and four-year vesting periods and threshold and outperformance has been set at the minimum and maximum of our "through the cycle" target range.

The vesting schedule for ROCE in the FY24 LTI grant is as follows:

Vesting schedule	Performance target	Vesting outcome
Below Threshold performance	<7% p.a.	0%
Threshold performance	7% p.a.	50%
Between Threshold and Outperformance	7–10% p.a.	Straight line pro-rata vesting between 50% and 100%
Outperformance	10% p.a. or greater	100%

# Explanatory Memorandum

## What are the strategic measures?

The strategic measures refer to a range of financial and non-financial outcomes which focus Plan participants on the execution of Dexus's strategy with the goal of enhancing sustained long-term growth and value creation for Security holders. The broad categories of these measures for FY24 include:

- Funds Management: The diversification of capital partners and investors, and overall growth in funds management
- Transactions: Strategic acquisitions and divestments of assets across the Dexus investment portfolio
- Developments: Progressing the Group development pipeline
- Sustainability: To be globally recognised as an ESG leader in our industry

Updates on progress against the strategic measures will be provided annually in the remuneration report. For 2023, these are outlined in more detail on page 96 of the Annual Report.

## Can the hurdles be adjusted?

The Board reserves the right to adjust performance hurdles under the Plan to reflect the impact of any capital transaction occurring during the performance period (for example: a significant equity issue or the sale or joint venture of a material part of the portfolio).

## How are the number of performance rights calculated?

The LTI grant value is based on 150% of the fixed remuneration of the CEO as at 1 July 2023 and the number of performance rights granted is calculated on a 'face value' basis.

The FY24 LTI grant value is \$2.4 million which is divided by the value attributed to the right, being the volume weighted average price of Securities over ten trading days either side of the first trading day of the new financial year (\$7.92 per Security).

The proposed number of rights to be granted to Darren Steinberg is 303,030. The minimum value of the grant is nil if the performance conditions are not met. The actual value cannot be determined until the end of the vesting periods and will depend on the extent of vesting and the actual Security price at those times.

## When will the performance rights be granted?

The proposed grant of performance rights to Darren Steinberg will be made as soon as practicable after Security holder approval is obtained, and in any event within 12 months of the AGM. The grant's performance period will commence on 1 July 2023.

## What happens if Darren Steinberg leaves Dexus?

If Darren Steinberg's employment is terminated for reasons such as retirement, redundancy, by the company giving notice, by mutual agreement or other unforeseen circumstances, the performance rights will be left on foot to be tested at the end of the applicable performance period unless the Board People & Remuneration Committee recommends to the Board that some or all of those rights should be forfeited.

All performance rights will be forfeited should Darren Steinberg's employment terminate for cause or in other circumstances the Board determines he should be treated as a bad leaver prior to the vesting date.

## What happens if there is a change of control?

Upon a change of control, and subject to any regulatory or Security holder approval requirements, all of the participant's unvested performance rights vest and all vested rights will be settled in cash at the cash equivalent value, provided the change of control occurs three months or more from the issue date. Unless the Board determines otherwise, the cash equivalent value will be calculated by reference to the DXS closing price one week prior to the change of control. If a change of control occurs within three months from the issue date, all unvested performance rights lapse. The Board retains the discretion to accelerate the vesting date for performance rights issued under the Plan in relation to change of control transactions.

## Do forfeiture or cancellation provisions apply to the LTI?

Yes. Performance rights may be reduced or cancelled at the Board's discretion including in circumstances such as a participant committing an act of fraud, wilful misconduct, reputational damage to Dexus, serious or wilful negligence or incompetence, being convicted of a criminal offence or if there has been a material misstatement of the Group's financial accounts as a consequence of a deliberate misrepresentation or fraud.

## What is the hedging policy?

Participants in the Plan are prohibited from entering into hedging arrangements in respect of unvested performance rights.

## Voting exclusions

Dexus will disregard any votes cast in favour of Resolution 2 by or on behalf of the Chief Executive Officer or any of his associates. However, this does not apply to a vote cast in favour of Resolution 2 by:

- A person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with directions given to the proxy or attorney to vote on the resolution in that way
- The Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides
- A Security holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution
  - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way

In addition, consistent with Dexus's corporate governance framework, a vote must not be cast on Resolution 2 by a member of Dexus's KMP or their closely related parties, acting as proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on Resolution 2.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Resolution 2, because the Voting Form expressly authorises the Chair of the Meeting to exercise undirected proxies even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 2 will be decided by poll. Resolution 2 must be decided by more than 50% of the votes cast at the Meeting by Security holders entitled to vote on the Resolution.

## Recommendation

The Board, excluding Darren Steinberg, recommends that Security holders vote in favour of Resolution 2 to award Darren Steinberg performance rights under the Plan in respect of his FY24 LTI. Given his personal interest in the outcome of Resolution 2, Darren Steinberg has refrained from providing a recommendation in connection with this Resolution.

## 3. Approval of Independent Directors

At 30 June 2023, the Board of DXFM comprised eight members. All Directors are independent except for Dexus's CEO, Darren Steinberg.

In accordance with the corporate governance framework adopted by Dexus, the Directors have determined that the continuing appointment of each Director other than the CEO will be approved (by ratification) by Security holders at the annual general meeting immediately succeeding their initial appointment, and thereafter at least every three years, with at least one Director seeking approval of their appointment at each annual general meeting.

If an individual Director's appointment or continued appointment as a Director fails to be approved by a majority vote of Security holders at the required annual general meeting, then that Director will thereafter cease to hold the office of Director of DXFM.

### 3.1 Approval of an Independent Director – Paula Dwyer

Appointed to the Board on 1 February 2023, Paula Dwyer is an Independent Director of Dexus Funds Management Limited, Chair of the Board Risk Committee, and a member of the Board Audit Committee and Board Nomination Committee.

Paula is Chair of Allianz Australia Limited and Elenium Automation Pty Limited and a Non-Executive Director of AMCIL Limited and of Lion Pty Limited and Lion Global Beverages, where she is Chair of the Audit, Risk and Compliance committees. She is a member of the Committee of the Melbourne Cricket Club.

Paula has been a Non-Executive Director for over 20 years following an executive career in investment banking and funds management. She has significant experience across financial services, investment management, healthcare, energy, utilities and infrastructure, property and construction, corporate finance and mergers & acquisitions.

Paula brings to the board her diverse leadership experience including in corporate strategy development and implementation across a broad range of industries and in navigating complex stakeholder relationships.

Previous roles include as Non-Executive Director of ANZ Banking Group Limited (where she was Chair of the Audit Committee), Suncorp Group Limited, Astro Japan Property Group Limited, Fosters Group Limited, David Jones Limited and Promina Group Limited. Paula was formerly Chair of Tabcorp Holdings Limited and Healthscope Limited and Deputy Chair of Leighton Holdings Limited.

### 3.2 Approval of an Independent Director – Rhoda Phillippo

Appointed to the Board on 1 February 2023, Rhoda Phillippo is an Independent Director of Dexus Funds Management Limited and a member of the Board Audit Committee, Board Nomination Committee and Board Risk Committee.

Rhoda is Chair of Kinetic IT Pty Limited, a Non-Executive Director of APA Group (ASX: APA) where she chairs the Risk Committee and a Non-Executive Director of Waveconn Group Holdings Management Pty Ltd.

Rhoda has been a Non-Executive Director for over 15 years, following an extensive executive career leading operations across infrastructure, energy, telecommunications and technology in Australia, New Zealand and the UK. Her experiences have gained her deep skills in operational and change management, mergers & acquisitions, risk management, technology and cyber issues.

Previous Board roles include Non-Executive Director of Pacific Hydro, Datacom Group Limited, LINQ, Vocus Group Limited (ASX: VOC) and Managing Director of Lumo Energy. Rhoda also held the role of Chair of Snapper Services NZ and Deputy Chair of Kiwibank NZ.

Resolutions 3.1 and 3.2 will be decided by poll. The Resolutions must be decided by more than 50% of the votes cast at the Meeting by Security holders entitled to vote on each Resolution.

## Recommendation

The Board (other than the Directors abstaining) recommends that Security holders vote in favour of Resolutions 3.1 and 3.2 to approve the initial appointments (by ratification) of Paula Dwyer and Rhoda Phillippo as Independent Directors of DXFM.

Each Director whose appointment is being voted upon has abstained from making a recommendation on their appointment.

# Glossary

<b>ASX</b>	means ASX Limited or the market operated by ASX Limited, as applicable
<b>Board</b>	means the Board of Directors of DXFM being the responsible entity of the Trusts
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth)
<b>Dexus or the Trusts or the Group</b>	means DPT and DXO together comprising Dexus (ASX: DXS) and their controlled entities
<b>DPT</b>	means Dexus Property Trust (ARSN 648 526 470)
<b>DXFM or Responsible Entity</b>	means Dexus Funds Management Limited (ABN 24 060 920 783) as the responsible entity of each of the two Trusts that comprise Dexus
<b>DXO</b>	means Dexus Operations Trust (ARSN 110 521 223)
<b>KMP</b>	means Key Management Personnel as described in the Remuneration Report available in the 2023 Dexus Annual Report
<b>LTI</b>	means Long-term incentives, as described in Resolution 2 and the Remuneration Report available in the 2023 Dexus Annual Report
<b>Meeting</b>	means the meetings of the Security holders of the units in each of the two Trusts to be held concurrently and in conjunction with each other on the date set out in the Notice of Annual General Meeting
<b>Notice of Annual General Meeting</b>	means this Notice of Annual General Meeting dated 22 September 2023
<b>Plan</b>	means the Group's LTI Rights Plan
<b>Resolution</b>	means a resolution contained in the Notice of Annual General Meeting
<b>ROCE</b>	average Return On Contributed Equity, and the ROCE hurdle is described further in Resolution 2 and the Remuneration Report available in the 2023 Dexus Annual Report
<b>RTSR</b>	means the Relative Total Security holder Return, and the RTSR hurdle is described further in Resolution 2
<b>Security or Securities</b>	means a stapled Security of Dexus each consisting of one unit in each of DPT and DXO
<b>Security holders</b>	means the holders of Securities

Dexus Property Trust  
ARSN 648 526 470

Dexus Operations Trust  
ARSN 110 521 223

## Responsible Entity

Dexus Funds Management Limited  
ABN 24 060 920 783  
AFSL 238163

## Registered office of the Responsible Entity

Level 30, 50 Bridge Street  
Sydney NSW 2000

PO Box R1822  
Royal Exchange Sydney  
NSW 1225

Phone: +61 2 9017 1100  
Fax: +61 2 9017 1101

Email: [ir@dexus.com](mailto:ir@dexus.com)  
Website: [www.dexus.com](http://www.dexus.com)

## Directors of the Responsible Entity

Warwick Negus, Chair  
Penny Bingham-Hall  
Paula Dwyer  
Mark H Ford  
Rhoda Phillippo  
The Hon. Nicola L Roxon  
Elana Rubin AM  
Darren J Steinberg, CEO

## Secretaries of the Responsible Entity

Brett Cameron  
Scott Mahony

## Auditors

PricewaterhouseCoopers  
Chartered Accountants  
One International Towers  
Watermans Quay  
Barangaroo NSW 2000

## Investor Enquiries

Telephone: +61 1800 819 675  
Email: [dexus@linkmarketservices.com.au](mailto:dexus@linkmarketservices.com.au)

## Security Registry

Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000

Locked Bag A14  
Sydney South NSW 1235

Infoline: +61 1800 819 675  
Fax: +61 2 9287 0309

Email: [dexus@linkmarketservices.com.au](mailto:dexus@linkmarketservices.com.au)  
Website: [linkmarketservices.com.au](http://linkmarketservices.com.au)

Monday to Friday between 8.30 am  
and 5.30 pm (Sydney time)

## Australian Securities Exchange

ASX Code: DXS

## Social media

Dexus engages with its followers  
via [LinkedIn](#).

## The REAL Deal Podcast

The [REAL Deal podcast](#) provides unique  
insights on the real asset sector.

Dexus Funds Management Limited  
ABN: 24 060 920 783  
AFSL: 238163

Quay Quarter Tower  
Level 30, 50 Bridge Street  
Sydney NSW 2000

P: +61 1800 819 675  
E: [dexus@linkmarketservices.com.au](mailto:dexus@linkmarketservices.com.au)



[dexus.com](http://dexus.com)

Dear Security holder

On behalf of the Board, I advise that Dexus's 2023 Annual General Meeting (AGM) will be held on Wednesday, 25 October 2023 commencing at 2.00pm (AEDST).

This year we will be holding a hybrid AGM providing Security holders with the option to attend and participate in person or through the Link Market Services (Link) online AGM platform. Registration will open at 1.30pm with the AGM commencing at 2.00pm.

We enclose for your convenience:

- Notice of Annual General Meeting
- A personalised Voting Form
- A Question Form
- A reply-paid envelope
- Dexus's 2023 Annual Report

We invite you to attend the AGM in person which will be held at

Quay Quarter Tower  
Level 20, 50 Bridge Street  
Sydney NSW 2000

If you are unable to join us in person, we invite you to join the AGM via the online AGM platform link which is available at [www.dexus.com/AGM2023](http://www.dexus.com/AGM2023).

If you are joining the AGM via the online platform, prior to the meeting:

- Please download and read the Virtual Meeting Online Guide available at [www.dexus.com/AGM2023](http://www.dexus.com/AGM2023). The Virtual Meeting Online Guide provides information on browser compatibility with the online AGM platform, as well as step-by-step instructions to log in, navigate the site, how to vote and ask questions using the online AGM platform
- If you wish to vote on the Resolutions outlined in the Notice of AGM, prior to the meeting login to your security holding using the link available at [www.dexus.com/AGM2023](http://www.dexus.com/AGM2023) or complete the attached Voting Form and return it to Link so it is received on or before 2.00pm (AEDST) on Monday, 23 October 2023. If you are joining the meeting via the online AGM platform, you will also be able to vote during the meeting as instructed
- If you wish to ask a question using the conference call telephone line, please contact Link on 1800 990 363 or +612 9189 8867 by 2.00pm (AEDST) on 20 October 2023 to obtain your PIN
- Alternatively, please complete the enclosed Question Form and ensure that it is returned to Link by 5.00pm (AEDST) on Wednesday 18 October 2023
- Log on to the AGM platform at least 15 minutes prior to the AGM commencing. You will need to provide your full name, email address and company (if applicable)
- Proxyholders will need to provide their Proxy number issued by Link 24 hours prior to the AGM

Thank you for your continued support of Dexus. We look forward to meeting with you in person or via the virtual online platform for our AGM this year.

Yours sincerely

A handwritten signature in black ink, appearing to read "W Negus".

Warwick Negus  
Chair  
Dexus Funds Management Limited  
22 September 2023

## LODGE YOUR VOTE

 **ONLINE**  
<https://investorcentre.linkgroup.com>

 **BY MAIL**  
 Dexus  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia

 **BY FAX**  
 +61 2 9287 0309

 **BY HAND**  
 Link Market Services Limited  
 Parramatta Square, Level 22, Tower 6,  
 10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**  
 Telephone: +61 1800 819 675 (free call within Australia)

## VOTING FORM

I/We being a member(s) of Dexus and entitled to attend and vote hereby:

STEP 1 Please mark either A or B

### A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)



in relation to the Annual General Meeting of Dexus to be held at **2:00pm on Wednesday, 25 October 2023**, and at any adjournment or postponement of the Meeting.

You should mark either “for” or “against” for each item. Do not mark the “abstain” box.

OR

### B APPOINT A PROXY

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of Dexus to be held at **2:00pm on Wednesday, 25 October 2023 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Quay Quarter Tower, Level 20, 50 Bridge Street, Sydney NSW 2000** or logging in online at <https://meetings.linkgroup.com/DXS23> (refer to details in the Virtual Meeting Online Guide). You can view and download the **Notice of Annual General Meeting** on Dexus's website at [www.dexus.com/AGM2023](http://www.dexus.com/AGM2023)

If you wish to direct your proxy's vote at the Meeting, please complete Step 2.

**Important for Resolution 1:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Dexus's Key Management Personnel (**KMP**).

**The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.**

STEP 2

## VOTING DIRECTIONS FOR DIRECT VOTES OR PROXY VOTES

Proxies will only be valid and accepted by Dexus if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

### Resolutions

- 1 Adoption of the Remuneration Report
- 2 FY24 grant of long-term incentive performance rights to the Chief Executive Officer
- 3.1 Approval of an Independent Director – Paula Dwyer
- 3.2 Approval of an Independent Director – Rhoda Phillippo

For Against Abstain\*

	For	Against	Abstain*
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* The Abstain option is for use only by Security holders who have appointed a proxy under Box B. If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

## SIGNATURE OF SECURITY HOLDERS – THIS MUST BE COMPLETED

Security holder 1 (Individual)

Joint Security holder 2 (Individual)

Joint Security holder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the Security holder. If a joint holding, either Security holder may sign. If signed by the Security holder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS SECURITY HOLDER VOTING FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Dexus's security register. If this information is incorrect, please make the correction on the form. Security holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chair of the Meeting as your proxy.

Custodians and nominees may, with the Security Registrar's consent, identify on the Voting/Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chair's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. A proxy need not be a Security holder of Dexus.

### DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting/Voting Form may be obtained by telephoning the Dexus's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting/Voting Form and the second Voting/Voting Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either Security holder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [dexus@linkmarketservices.com.au](mailto:dexus@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Dexus's security registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Monday, 23 October 2023**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Security holders will need their "Holder Identifier" - Security holder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Dexus  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\* During business hours (Monday to Friday, 9:00am–5:00pm)

## LODGE YOUR QUESTIONS

 **ONLINE**  
<https://investorcentre.linkgroup.com>

 **BY MAIL**  
Dexus  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**  
Telephone: +61 1800 819 675 (free call within Australia)

Please use this form to submit any questions about Dexus that you would like us to respond to at Dexus's 2023 Annual General Meeting (AGM). Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Annual General Meeting. If your question is for Dexus's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by Dexus's security registrar, Link Market Services Limited, by **5:00pm on Wednesday, 18 October 2023**.

Questions will be collated. During the course of the AGM, the Chair of the Meeting will endeavour to address as many of the more frequently raised Security holder topics as possible and, where appropriate, will give a representative of Dexus's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to Security holders.

My question relates to *(please mark the most appropriate box)*

- |   |  |   |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report              | <input type="checkbox"/> Sustainability/Environment        | <input type="checkbox"/> Other              |
| <input type="checkbox"/> My question is for the auditor   | <input type="checkbox"/> Future direction                  |   |

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- |   |  |   |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report              | <input type="checkbox"/> Sustainability/Environment        | <input type="checkbox"/> Other              |
| <input type="checkbox"/> My question is for the auditor   | <input type="checkbox"/> Future direction                  |   |

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# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

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Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Microsoft Edge – 92.0 and after

**To attend and vote you must have your securityholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

**Please make sure you have this information before proceeding.**

# Virtual Meeting Online Guide

## Step 1

Open your web browser and go to <https://meetings.linkgroup.com/DXS23>

## Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

## 1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

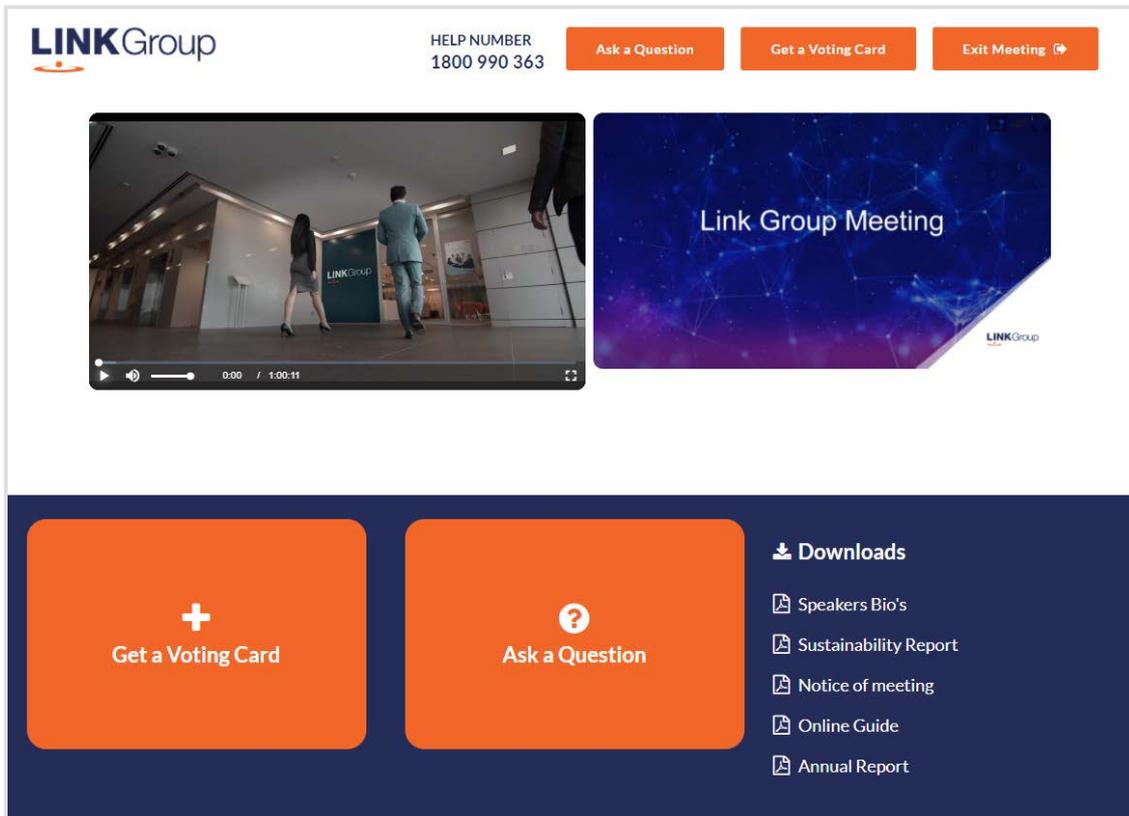
This will bring up a box which looks like this.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



### Full Votes

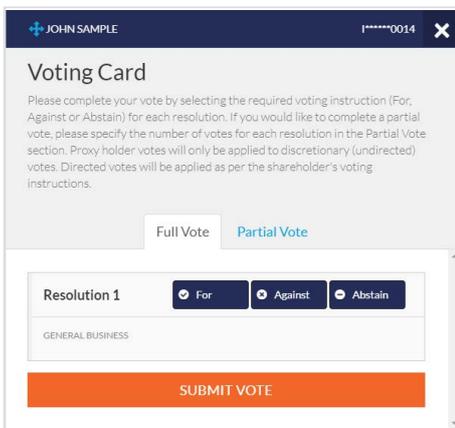
To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

### Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.



**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

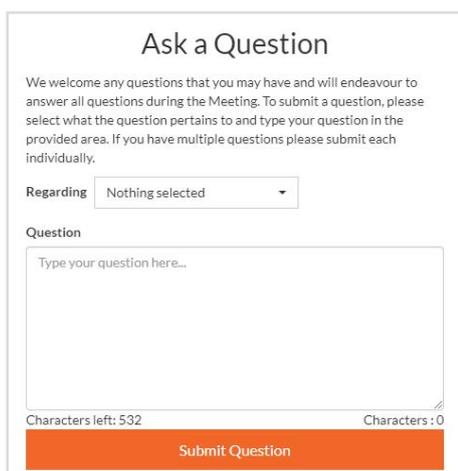
## 2. How to ask a question

**Note:** Only verified Securityholders, Proxyholders and Company Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

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The 'Ask a Question' box will then pop up with two sections for completion.



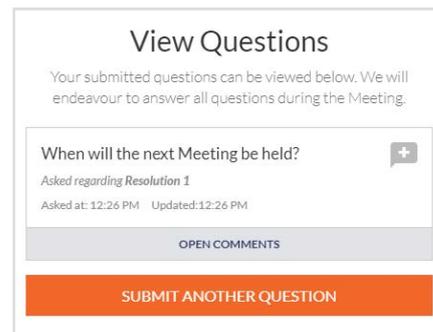
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

## 5. Phone Participation

### What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363

### Joining the Meeting via Phone

#### Step 1

From your land line or mobile device, call:  
1800 497 114 (within Australia) or  
+61 2 9189 1123 (Outside Australia).

#### Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

#### Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

#### Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

## Asking a Question

### Step 1

When the Chairman calls for questions or comments on each item of business, **press \*1** on your keypad for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by **pressing \*2** on your keypad.

### Step 2

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

### Step 3

Your line will be muted once your question or comment has been asked / responded to

## Contact us

### Australia

T +61 1800 819 675

E [dexus@linkmarketservices.com.au](mailto:dexus@linkmarketservices.com.au)