

Dexus Industria REIT (ASX:DXI)

ASX release

18 October 2023

2023 Notice of Annual General Meeting

Dexus Industria REIT (DXI) 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 Thursday 23 November 2023, commencing at 10.00am (AEDT).

Registration will commence at 9.30am (AEDT) at Dexus Place, Level 15, 1 Farrer Place, Sydney NSW 2000 or via the AGM link available at www.dexus.com/DXI-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 DXI Security holders today and will also be available at www.dexus.com/DXI-AGM2023.

DXI 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 Asset Management Limited and Industria Company No. 1 Limited

For further information please contact:

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About Dexus Industria REIT

Dexus Industria REIT (ASX code: DXI) is a listed Australian real estate investment trust which is primarily invested in high-quality industrial warehouses. At 30 June 2023, the fund's portfolio is valued at \$1.6 billion and is located across the major Australian cities, providing sustainable income and capital growth prospects for security holders over the long term. The fund has a target gearing range of 30 – 40%. Dexus Industria REIT is governed by a majority Independent Board and managed by Dexus (ASX code: DXS), one of Australia's leading fully integrated real asset groups, with over 35 years of expertise in property investment, funds management, asset management and development. www.dexus.com

Dexus Asset Management Limited (ACN 080 674 479, AFSL No. 237500) (the "Responsible Entity") is the responsible entity and issuer of the financial products in respect of Industria Trust No. 1 (ARSN 125 862 875), Industria Trust No. 2 (ARSN 125 862 491), Industria Trust No. 3 (ARSN 166 150 938) and Industria Trust No. 4 (ARSN 166 163 186), and Industria Company No 1 Limited (ACN 010 794 957), collectively the Dexus Industria REIT (ASX code: DXI) stapled group. The Responsible Entity is a wholly owned subsidiary of Dexus (ASX code: DXS).

Level 5, 80 Collins Street (South Tower), Melbourne VIC 3000 Australia. PO Box 18011 Melbourne Collins Street East VIC 8003 Australia

Notice of Annual General Meeting 2023

DXI | dexus

**Dexus
Industria REIT**

Date

Thursday, 23 November 2023

Time

10.00 am (AEDT)

Where

Security holders can attend in person at

Dexus Place
Level 15, 1 Farrer Place
Sydney NSW 2000

or online at
www.dexus.com/DXI-AGM2023

A Voting Form is enclosed

Please read this Notice of Annual General Meeting and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting, please complete and return the enclosed Voting Form in accordance with the specified directions.



Meeting information

Notice is given that the annual general meetings of Industria Trust No. 1, Industria Trust No. 2, Industria Trust No. 3 and Industria Trust No. 4 (together, the Trusts) and an Annual General Meeting of Industria Company No. 1 Ltd (Company) will be held concurrently on 23 November 2023, commencing at 10.00 am (Meeting).

In accordance with sections 249U(1) and 252S(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Responsible Entity and the board of the Company intend to appoint Ms. Jennifer Horrigan to act as Chair of the Meeting.

We invite you to participate in the Meeting. The Meeting will be held as a hybrid meeting, which provides Security holders with the option to attend and participate in person or via an online AGM platform. Registration will open at 9.30 am (AEDT) with the Meeting commencing at 10.00 am (AEDT).

How to attend in person

Security holders can attend the Meeting in person which will be held at Dexus Place, Level 15, 1 Farrer Place, Sydney NSW 2000.

How to attend virtually

Dexus is using the Link Market Services Limited (**Link**) online AGM platform to enable Security holders to attend the Meeting virtually. The link to the online platform is available at www.dexus.com/DXI-AGM2023.

To attend and participate in the Meeting virtually, you will need a desktop, laptop or mobile/tablet device with internet access. When you log onto the Meeting 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 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 Meeting) is provided in the Virtual Meeting Online Guide which is available to download at www.dexus.com/DXI-AGM2023. You can also contact Link. If you wish to attend the Meeting via the online AGM platform, 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 attending the Meeting virtually will be able to ask questions at the Meeting via a conference call telephone line.

Please contact Link on 1800 990 363 or +612 9189 8867 by 10.00 am (AEDT) on Friday 17 November 2023 to obtain a PIN to enable you to ask questions on the conference call.

Alternatively, you can submit any questions you may have in writing during the Meeting using the 'ask a question' facility on the online 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 Meeting, please download the Question Form from www.dexus.com/DXI-AGM2023 and return it to Link by 10.00 am (AEDT) on Thursday 16 November 2023.

If you are unable to participate in the Meeting on 23 November 2023, a recording will be available to view after the Meeting at www.dexus.com/DXI-AGM2023.

This Notice of Annual General Meeting is issued by Industria Company No. 1 Ltd (ACN 010 794 957) and Dexus Asset Management Limited (ACN 080 674 479) in its capacity as responsible entity for the Trusts.

Terms and abbreviations are defined in the Glossary at the end of this Notice of Annual General Meeting and Explanatory Memorandum.

For further information please refer to the Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting.



Business of the Meeting

The business to be considered at the Meeting is as follows:

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:

Resolution 1 – Adoption of the Company's Remuneration Report

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

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

Resolution 2 – Re-election of Director – Jennifer Horrigan

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

'That Ms. Jennifer Horrigan, who retires by rotation in accordance with clause 4.10(a) of the Company's constitution, and being eligible, be re-elected as a director of the Company effective from the conclusion of the Annual General Meeting.'

Resolution 3 – Re-election of Director – Deborah Coakley

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

'That Ms. Deborah Coakley, who retires by rotation in accordance with clause 4.10(a) of the Company's constitution, and being eligible, be re-elected as a director of the Company effective from the conclusion of the Annual General Meeting.'

Resolution 4.1 – Reinsertion of Industria Trust No. 1 proportional takeover provisions

To consider, and if thought fit, pass the following resolution as a special resolution of Industria Trust No. 1:

'That for the purposes of sections 601GC and 648G of the Corporations Act and for all other purposes, the proportional takeover provisions in clause 5.29 of the Industria Trust No. 1 constitution be reinserted for a period of three years on the terms and conditions set out in the Explanatory Notes.'

Resolution 4.2 – Reinsertion of Industria Trust No. 2 proportional takeover provisions

To consider, and if thought fit, pass the following resolution as a special resolution of Industria Trust No. 2:

'That for the purposes of sections 601GC and 648G of the Corporations Act and for all other purposes, the proportional takeover provisions in clause 5.29 of the Industria Trust No. 2 constitution be reinserted for a period of three years on the terms and conditions set out in the Explanatory Notes.'

Resolution 4.3 – Reinsertion of Industria Trust No. 3 proportional takeover provisions

To consider, and if thought fit, pass the following resolution as a special resolution of Industria Trust No. 3:

'That for the purposes of sections 601GC and 648G of the Corporations Act and for all other purposes, the proportional takeover provisions in clause 4.10 of the Industria Trust No. 3 constitution be reinserted for a period of three years on the terms and conditions set out in the Explanatory Notes.'

Resolution 4.4 – Reinsertion of Industria Trust No. 4 proportional takeover provisions

To consider, and if thought fit, pass the following resolution as a special resolution of Industria Trust No. 4:

'That for the purposes of sections 601GC and 648G of the Corporations Act and for all other purposes, the proportional takeover provisions in clause 4.10 of the Industria Trust No. 4 constitution be reinserted for a period of three years on the terms and conditions set out in the Explanatory Notes.'

Resolution 4.5 – Reinsertion of Company proportional takeover provisions

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

'That for the purposes of sections 136 and 648G of the Corporations Act and for all other purposes, the proportional takeover provisions in clause 13 of the Company constitution be reinserted for a period of three years on the terms and conditions set out in the Explanatory Notes.'

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 Notice of Annual General Meeting.

By Order of the Board



Jennifer Horrigan
Independent Chair

Dexus Asset Management Limited
and Industria Company No. 1 Ltd

18 October 2023



Procedural Notes

Dexus Industria REIT is the collective name of the four Trusts (Industria Trust No. 1, Industria Trust No. 2, Industria Trust No. 3 and Industria Trust No. 4) and the Company (Industria Company No.1 Ltd), and one unit in each Trust and one share in the Company together comprises a Security. As each Trust and Company is a separate entity, each may conduct a separate meeting.

The Chair of the Meeting has determined that each of the five 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 a single Meeting.

Quorum

The quorum necessary for the Meeting is at least two Security holders present in person (including using virtual meeting technology), by representative or by proxy holding or representing the holders of at least 10% of the Securities on issue unless the Trusts or Company has only one Security holder that may vote on the resolution, in which case that one Security holder constitutes a quorum. If a quorum is not present within 15 minutes after the scheduled time for the Meeting, the Meeting will be adjourned as the Responsible Entity or Director directs.

Voting at the Meeting

If you wish to vote in person physically at the Meeting, you should attend the Meeting on 23 November 2023. Registration commences at 9.30 am (AEDT) with the Meeting to commence at 10.00 am (AEDT) at Dexus Place, Level 15, 1 Farrer Place, Sydney NSW 2000.

If you wish to vote online at the Meeting, you should attend the Meeting on 23 November 2023 via the link available at www.dexus.com/DXI-AGM2023.

To log in, you will need your security holder identifier (SRN or HIN) and postcode.

More information regarding online participation at the Meeting including how to vote and ask questions is available in the Virtual Meeting Online Guide. The Virtual Meeting Online Guide is available on the Dexus Industria REIT's website at www.dexus.com/DXI-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 the Voting Form and lodge it in one of the ways detailed as follows.

Lodgment of Voting Form

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

Online

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

In accordance with the instructions provided on the website.

By mobile device

Scanning the QR code on the back of the Voting Form or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. To scan the QR code you will need a QR code reader application which can be downloaded for free on your mobile device.

By mail

Dexus Industria REIT
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

*During business hours Monday to Friday (9.00 am – 5.00 pm)

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 10.00 am (AEDT) Tuesday 21 November 2023.

Corporate representatives

A corporation that is a Security holder may appoint an individual 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 Representative'.

A form of the certificate may be obtained from Link and must be returned to the Security Registry, Link, so it is received no later than 10.00 am (AEDT) on Tuesday 21 November 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 whose name is 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

Security holders registered as holders of Securities in Dexus Industria REIT (comprising units in the Trusts and shares in the Company) as at 10.00 am (AEDT) on Tuesday 21 November 2023 will be entitled to attend and vote at the Meeting.

Required majority

Resolutions 1, 2 and 3 are ordinary resolutions and will be passed if more than 50% of the votes cast by Security holders present (in person or by representative or by proxy) and eligible to vote are cast in favour of each resolution.

Resolutions 4.1, 4.2, 4.3, 4.4 and 4.5 are special resolutions and will be passed if at least 75% of the votes cast by Security holders present (in person or by representative or by proxy) and eligible to vote are cast in favour of each resolution.

Poll

All Resolutions and any procedural matters arising during the Meeting will be decided on a poll. On a poll, each Security holder has one vote for each Security held.

Explanatory Memorandum

Voting exclusion

In accordance with section 253E of the Corporations Act, the Responsible Entity and its Associates are not entitled to vote on a resolution if they have an interest in the resolution other than as a Security holder. 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 Resolution 1. Refer to the voting exclusions in 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 Resolution 1 notwithstanding that this Resolution is connected with the remuneration of members of 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 Industria REIT 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 Link on 1800 819 675 Monday to Friday between 8.30am and 5.30pm (Sydney time) or consult your financial or other professional advisor.

Issued by Dexus Asset Management Limited (ACN 080 674 479, AFSL 237500) as the Responsible Entity of the Trusts and Industria Company No. 1 Ltd (ACN 010 794 957).

This Explanatory Memorandum provides information relating to the resolutions contained in the Notice of Annual General Meeting to be put to the Meeting.

Resolutions:

Resolution 1: Adoption of the Company's Remuneration Report

Dexus Industria REIT (DXI) comprises four listed Trusts and the listed Company, Industria Company No.1 Ltd. All entities are externally managed, have no employees and the directors of both the Company and the responsible entity of the Trusts do not receive remuneration out of the assets of DXI. Rather, the directors of DXI and Darren Steinberg, as Chief Executive Officer (CEO) of the Responsible Entity, are compensated by Dexus.

Despite this fact, as a technical matter under the *Corporations Act*, the Company needs to produce a remuneration report and put the adoption of that report to its members at the Company's Annual General Meeting. This requirement does not apply to the Trusts nor the responsible entity of the Trusts.

To facilitate this technical requirement, the Company included a Remuneration Report in its 2023 Annual Report on page 4. As described in that report, no remuneration is paid by the Company to any of its KMP and the Remuneration Report is included below:

The purpose of Resolution 1 is to adopt the Remuneration Report for the financial year ended 30 June 2023. The vote on Resolution 1 is advisory only and does not bind the Company or its directors. However, the board of the Company will consider and take into account the outcome of the vote and feedback from Security holders when reviewing its remuneration policies.

Remuneration report

No remuneration or director fees are paid out of the assets of IC1. Further, there are no employees of IC1. The Independent Directors receive director fees from the Dexus Group an entity listed on the ASX under code "DXS". Ms Deborah Cookley (and Mr Brett Cameron as Ms Cookley's Alternate) receives remuneration as an employee of Dexus Group (please refer to the Remuneration Report which forms part of the 2023 Dexus Annual Report available at www.dexus.com). There are no other key management personnel for IC1. The remuneration for the Directors is set out below:

Directors

Howard Brenchley ¹	Nil paid by IC1
Danielle Carter ²	Nil paid by IC1
Jennifer Horigan	Nil paid by IC1
Michael Johnstone ¹	Nil paid by IC1
Emily Smith	Nil paid by IC1
Jonathan Sweeney ²	Nil paid by IC1
Deborah Cookley	Nil paid by IC1
Brett D Cameron (Alternate Director)	Nil paid by IC1

1. Resigned, effective 17 October 2022.

2. Appointed, effective 17 October 2022.

This report has been prepared and audited in accordance with section 308(3C) of the *Corporations Act 2001*.

Voting exclusions

In accordance with 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 the KMP, details of whose remuneration are included in the Company's Remuneration Report, 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. It is an ordinary resolution.

Recommendation

The board of the Company recommends that Security holders vote in favour of Resolution 1.

Resolution 2: Re-election of Director – Jennifer Horrigan

Jennifer Horrigan will resign as a director of the Company in accordance with clause 4.10(a) of the Company's constitution and, being eligible, offers herself for re-election. The following information has been provided by Jennifer in support of her re-election as a director.

Jennifer has been a Director since 2012 and the Chair since 2022. Jennifer is also a Member of the Audit, Risk & Compliance Committee.

Ms Horrigan is an experienced non-executive director across ASX, unlisted and not-for-profit boards. She brings a diverse set of skills with executive experience across investment banking, investor relations and financial communications, including as Chief Operating Officer of independent investment bank Greenhill Australia (previously Greenhill Calibur) and Co-Founder and Managing Partner of Savage & Horrigan, an Ogilvy company.

Jennifer is an independent director of AMP Capital Funds Management Limited and AMP Investment Services Pty Limited, and a non-executive director of A2B (ASX: A2B) and Yarra Funds Management Limited. She has previously served as a non-executive director of QV Equities (ASX: QVE), Generation Healthcare (ASX: GHC) and as Chairman of Redkite (national children's cancer charity).

Recommendation

The board of the Company (with Jennifer Horrigan abstaining) recommends that Security holders vote in favour of Resolution 2.

Resolution 3: Re-election of Director – Deborah Coakley

Deborah Coakley will resign as a director of the Company in accordance with clause 4.10(a) of the Company's constitution and, being eligible, offers herself for re-election. The following information has been provided by Deborah in support of her re-election as a director.

Ms Coakley was appointed an executive Director in 2021.

Ms Coakley is Executive General Manager, Funds Management with responsibility for managing Dexus's \$43.6 billion¹ funds management business which comprises a number of wholesale pooled funds, capital partnerships, retail funds and listed REITs.

She has more than 25 years' experience in management roles gained in organisations such as Deloitte, Qantas and Alexander Mann Solutions.

Deborah is an Executive Director of Dexus Wholesale Funds Limited, Dexus Asset Management Limited and AMP Capital Funds Management Limited. She is also a National Vice President of the Property Council of Australia and a member of their Capital Markets Division and is a non-Executive Director of the Children's Cancer Institute, and a member of the National Construction Industry Forum. She holds a Bachelor of Business degree from University of Technology Sydney (BBus) and is a graduate of the Australian Institute of Company Directors (GAICD).

Recommendation

The board of the Company (with Deborah Coakley abstaining) recommends that Security holders vote in favour of Resolution 3.

Resolutions 4.1, 4.2, 4.3, 4.4 and 4.5: Reinsertion of proportional takeover provisions

The constitution of the Company and the constitution for each Trust all contain provisions dealing with proportional takeover bids for securities in the Company and the Trusts in accordance with the *Corporations Act* (more specifically, clause 13 of the Company's constitution, clause 5.29 of the Industria Trust No. 1 constitution, clause 5.29 of the Industria Trust No. 2 constitution, clause 4.10 of the Industria Trust No. 3 constitution and clause 4.10 of the Industria Trust No. 4 constitution (collectively, the **DXI Proportional Takeover Provisions**)).

Under the *Corporations Act* and the Dexus Industria REIT constitutions, the provisions must be renewed or reinserted every three years or they will cease to have effect. The current provisions have expired (as approval was last obtained at the 2019 annual general meeting on 23 October 2019, more than three years before the date of the Meetings) and, accordingly, it is proposed to reinsert them as part of the Meeting.

If reinserted, the DXI Proportional Takeover Provisions will operate on the same basis as the constitutional provisions existing prior to the expiry of those provisions in October 2022, for a period of three years from the date of the Meeting.

The *Corporations Act* requires that the following information be provided to Security holders when they are considering the renewal or reinsertion of proportional takeover provisions in a constitution.

1. Pro forma post final completion of the AMP Capital acquisition.

What is a proportional takeover bid?

A proportional takeover bid involves the bidder offering to buy a proportion only of each Security holder's securities in Dexus Industria REIT. This means that if a proportional takeover bid were to proceed, control of Dexus Industria REIT may pass without members having the chance to sell their Securities to the bidder. It also means the bidder may take control of Dexus Industria REIT without paying an adequate amount for gaining control. In order to deal with this possibility, the Company and each Trust may provide in its constitution that:

- In the event of a proportional takeover bid being made for securities in Dexus Industria REIT, Security holders are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer
- The majority decision of the Dexus Industria REIT Security holders will be binding on all individual Security holders.

What is the effect of the proportional takeover approval provisions?

If a proportional takeover bid is made, the Directors must ensure that Security holders vote on a resolution to approve the bid more than 14 days before the bid period closes. The vote is decided by a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote. However, the bidder and their associates are not allowed to vote. If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the constitutions of the Company and each of the Trusts.

The bid will be taken to have been approved if the resolution is not voted on within the deadline specified under the Corporations Act. However, the Directors will breach the Corporations Act if they fail to ensure the resolution is voted on.

The proportional takeover provisions do not apply to full takeover bids, and only apply for three years after the date they are renewed or reinserted. The provisions may be renewed, or reinserted upon the expiry of the three year period, but only by a special resolution passed by Security holders.

Reasons for proposing these resolutions

The Directors consider that Security holders should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of Dexus Industria REIT to change without Security holders being given the opportunity to dispose of all of their stapled securities for a satisfactory control premium. The Directors also believe that the right to vote on a proportional takeover bid may avoid Security holders feeling pressure to accept the bid even if they do not want it to succeed.

Importantly, if the proportional takeover approval provisions in the constitutions are not reinserted, they will not have effect and Security holder approval of any proportional takeover bid will not be required. This means that you, as Security holders, will not be able to prevent a proportional takeover bid from proceeding in circumstances where you believe that control of Dexus Industria REIT should not be permitted to pass under the bid.

Potential advantages and disadvantages

While the reinsertion of the DXI Proportional Takeover Provisions will allow the Directors to ascertain Security holders' views on a proportional takeover bid, it does not otherwise offer any advantage or disadvantage to the Directors (in their capacity as directors) who remain free to make their own recommendation as to whether a bid should be accepted.

The potential advantages of the proportional takeover approval provisions for Security holders are:

- The provisions provide Security holders with an opportunity to prevent control of DXI changing without Security holders being given the opportunity to dispose of their stapled securities for a satisfactory control premium
- The provisions ensure that all Security holders have an opportunity to study a proportional takeover bid proposal and vote on the bid at a general meeting
- The provisions are likely to ensure a potential bidder structures its offer in a way which is attractive to a majority of Security holders, including appropriate pricing
- The provisions may help Security holders to avoid being locked in as a minority
- Knowing the view of the majority of Security holders may help individual Security holders assess the likely outcome of the proportional takeover when determining whether to accept or reject the offer.

The potential disadvantages of the proportional takeover approval provisions for Security holders are:

- The inclusion of such provisions may discourage proportional takeover bids
- Security holders may lose an opportunity of selling Securities at a premium
- The inclusion of such provisions may also be considered to constitute an unwarranted additional restriction of the ability of Security holders to freely deal with their Securities.

The Directors consider that the potential advantages for Security holders of the proportional takeover approval provisions outweigh the potential disadvantages.

No knowledge of present acquisition proposals

As at the date on which this statement was prepared, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company or any Trust.

Review of proportional takeover provisions

No takeover bids for Dexus Industria REIT have been made, either proportional or otherwise, since the DXI Proportional Takeover Provisions were last renewed. Accordingly, there are no actual examples against which to assess the advantages or disadvantages of the proportional takeover provisions for the Directors and Security holders. The Directors are not aware of any potential takeover bid that was discouraged by the DXI Proportional Takeover Provisions.

Recommendation

The Directors recommend that Security holders vote in favour of Resolutions 4.1, 4.2, 4.3, 4.4 and 4.5.

Glossary

\$	means Australian dollars.
Associate	has the meaning given to that term in the Listing Rules.
ASX	means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Company	means Industria Company No. 1 Ltd (ACN 010 794 957).
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
DXI or Dexus Industria REIT	means the stapled group comprising the Company and the Trusts.
Explanatory Memorandum	means the explanatory memorandum included in this Notice of Annual General Meeting.
KMP	means Key Management Personnel.
Link	means Link Market Services Limited (ACN 083 214 537).
Meeting	means the annual general meetings of the Trusts and Annual General Meeting of the Company convened by this Notice of Annual General Meeting.
Notice of Annual General Meeting	means this Notice of Annual General Meeting dated 18 October 2023.
Responsible Entity	means Dexus Asset Management Limited (ACN 080 674 479).
Security	means a stapled Security in Dexus Industria REIT.
Security holder	means a holder of Securities.
Trusts	means each of Industria Trust No. 1 (ARSN 125 862 875), Industria Trust No. 2 (ARSN 125 862 491), Industria Trust No. 3 (ARSN 166 150 938) and Industria Trust No. 4 (ARSN 166 163 186), and Trusts means all of them.
Voting Form	means the Voting Form accompanying this Notice of Annual General Meeting.

Directory

Industria Trust No. 1
(ARSN 125 862 875)

Industria Trust No. 2
(ARSN 125 862 491)

Industria Trust No. 3
(ARSN 166 150 938)

Industria Trust No. 4
(ARSN 166 163 186)

Industria Company No. 1 Ltd
(ACN 010 794 957)

Responsible Entity

Dexus Asset Management Limited
ACN 080 674 479
AFSL 237500

Registered Office

Level 30, 50 Bridge Street
Sydney NSW 2000

T: +61 2 9017 1100

E: ir@dexus.com

W: www.dexus.com

Directors of the Responsible Entity and Industria Company No. 1 Ltd

Jennifer Horrigan, Independent Chair
Emily Smith, Independent Director
Danielle Carter, Independent Director
Jonathan Sweeney, Independent Director
Deborah Coakley, Executive Director
Brett Cameron, Alternate Director for
Deborah Coakley

Secretaries of the Responsible Entity and Industria Company No. 1 Ltd

Brett Cameron
Scott Mahony

Auditors

PricewaterhouseCoopers
Chartered Accountants
One International Towers Sydney
Watermans Quay
Barangaroo NSW 2000

Investor Enquiries

Telephone: +61 1800 819 675
Investor Relations: +612 9017 1330
E: dexus@linkmarketservices.com.au
W: www.dexus.com

For enquiries regarding your holding please contact the Security Registry, or access your Security holding at <https://investorcentre.linkmarketservices.com.au/Login>

Security Registry

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

Locked Bag A14
Sydney South NSW 1235

T: +61 1800 819 675

F: +61 2 9287 0303

E: dexus@linkmarketservices.com.au

W: linkmarketservices.com.au

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

Stock Exchange Listing

Dexus Industria REIT stapled securities are listed on the Australian Securities Exchange (ASX: DXI)

Dexus Asset Management Limited
ACN 080 674 479
AFSL No. 237500
Dexus Industria REIT
(ASX ticker code: DXI)

Industria Trust No. 1 ARSN 125 862 875
Industria Trust No. 2 ARSN 125 862 491
Industria Trust No. 3 ARSN 166 150 938
Industria Trust No. 4 ARSN 166 163 186
Industria Company No. 1 Ltd ACN 010 794 957

All Registry communications to:
Link Market Services Limited
Locked Bag A14, Sydney South NSW 1235
T: (+61) 1800 819 675
E: dexus@linkmarketservices.com.au
W: www.linkmarketservices.com.au

Dexus Industria REIT | **dexus**

Dear Security holder

On behalf of the Board, I advise that Dexus Industria REIT's 2023 Annual General Meeting (AGM) will be held on Thursday, 23 November 2023 commencing at 10.00am (AEDST).

This year we will be holding a hybrid AGM providing Securityholders with the option to attend and participate in person or through the Link Market Services (Link) online AGM platform. Registration will open at 9.30am with the AGM commencing at 10.00am.

We enclose for your convenience:

- Notice of Annual General Meeting
- A personalised Voting Form
- A Question Form
- A reply-paid envelope

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

Dexus Place
Level 15, 1 Farrer Place
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/DXI-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/DXI-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/DXI-AGM2023 or complete the attached Voting Form and return it to Link so it is received on or before 10.00am (AEDT) on Tuesday, 21 November 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 10.00 am (AEDT) on Friday 17 November 2023 to obtain a PIN to enable you to ask questions on the conference call
- Alternatively, please complete the enclosed Question Form and ensure that it is returned to Link by 10.00am (AEDT) on Thursday 16 November 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 Industria REIT. We look forward to meeting with you in person or via the virtual online platform for our AGM this year.

Yours sincerely



Jennifer Horrigan
Independent Chair
Dexus Asset Management Limited and Industria Company No. 1 Limited
18 October 2023

Responsible Entity: Dexus Asset Management Limited
ACN 080 674 479 AFSL 237500

LODGE YOUR VOTE

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

BY MAIL
Dexus Industria REIT
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



X999999999

VOTING FORM

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

STEP 1 Please mark either A or B

A VOTE DIRECTLY OR **B APPOINT A PROXY**

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

I/we appoint the Chair of the Meeting (or my/our proxy) as your proxy, please provide the name and email address 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.

Important for Resolution 1: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have 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 Company's Management Personnel (KMP).

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

Name _____
Email _____

VOTING DIRECTIONS FOR DIRECT VOTES OR PROXY VOTES

Proxies will only be valid and accepted by Dexus Industria REIT if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions over the back of this form marking any boxes with an

STEP 2

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1. Approval of the Remuneration Report	<input type="checkbox"/>					
2. Re-election of Mr. Brian A. ... as a director of the Company	<input type="checkbox"/>					
3. Re-election of Deborah ... as a director of the Company	<input type="checkbox"/>					
4.1 Reinsertion of Industria Trust No. 1 proportional takeover provisions	<input type="checkbox"/>					
4.2 Reinsertion of Industria Trust No. 2 proportional takeover provisions	<input type="checkbox"/>					
4.3 Reinsertion of Industria Trust No. 3 proportional takeover provisions	<input type="checkbox"/>					
4.4 Reinsertion of Industria Trust No. 4 proportional takeover provisions	<input type="checkbox"/>					
4.5 Reinsertion of Company proportional takeover provisions	<input type="checkbox"/>					

i * 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 show of hands or 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 Industria REIT'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 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 Industria REIT.

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 to be voted on any item by inserting the percentage or number of securities to be voted 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 proxy to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, a second Voting Form may be obtained by telephoning the Dexus Industria REIT security registry. You may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and second Voting Form, indicate 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 all your votes. Fractions of votes will be disregarded and rounded down.
- return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the signatory is in the name, the holder must sign.

Joint Holders: 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 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 prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Dexus Industria REIT's security registry or online at 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 **10:00am (AEDT) on Tuesday, 21 November 2023**, being not later than 48 hours before the commencement of the Meetings. Any Voting Form received after that time will not be valid for the scheduled Meetings.

Voting Forms may be lodged using the pre-paid envelope provided.



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the following 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 must have their "Holder Identifier" - Security holder Reference Number (HIN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

For voting via mobile device, a dedicated app has been designed specifically for your mobile device. You can now lodge your proxy vote online. You can now lodge your proxy vote by scanning the QR code adjacent to the voting instructions on the Voting Form. To use the voting facility on your mobile device, visit <https://investorcentre.linkgroup.com> in your mobile device or scan the QR code using the Holder Identifier and postcode for your security holding.

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 Industria REIT
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)

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

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/DX123>

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.

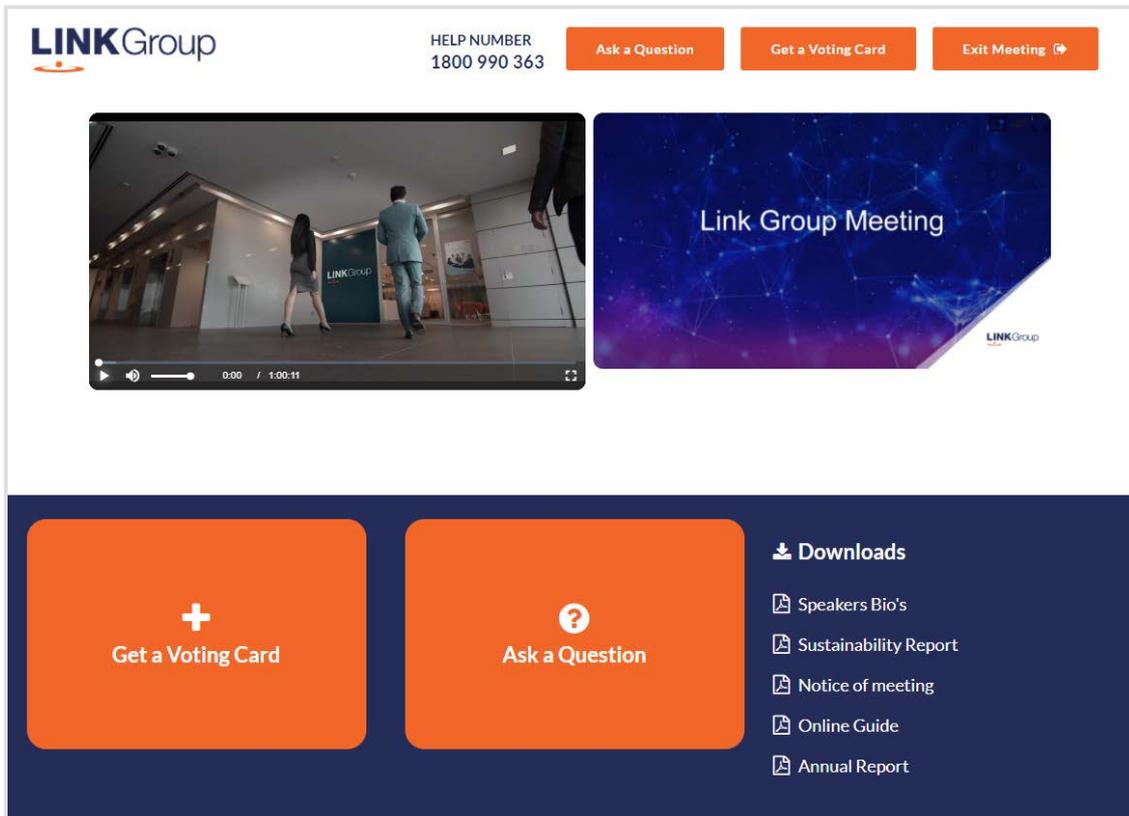
This will bring up a box which looks like this.

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

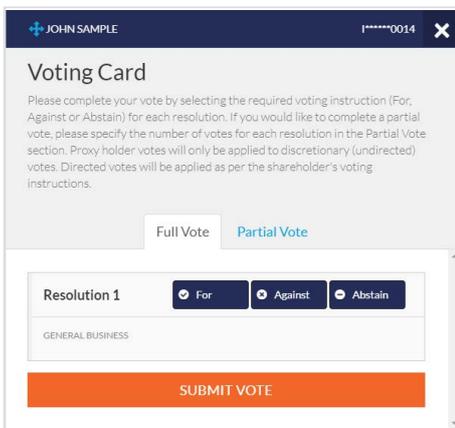
To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

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.

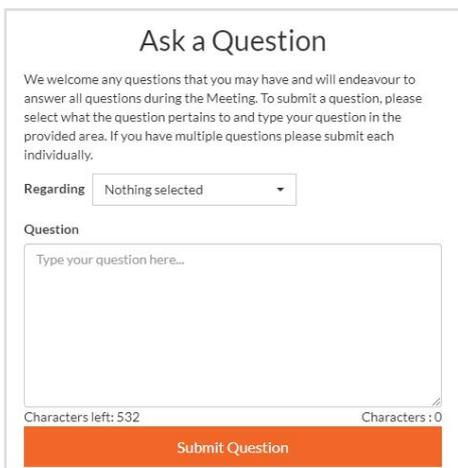
Once voting has been closed all submitted voting cards cannot be changed.

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.

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



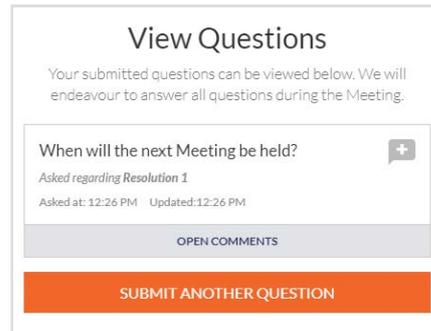
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

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 577 480 (from Australia) or +61 2 9189 2001 (from Overseas)

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