



GPT Metro Office Fund

Annual General Meeting
Notice of Meeting and
Explanatory Memorandum

2015

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CHAIRMAN'S LETTER



John Atkin
Chairman

Dear Unitholders,

I am pleased to invite you to the GPT Metro Office Fund's (GMF's) 2015 Annual General Meeting (AGM). The meeting will be held at Level 51, MLC Centre, 19 Martin Place, Sydney on Monday, 9 November 2015 at 2.00pm (AEDT). The meeting will also be webcast live on www.gptmetroofficefund.com.au.

Enclosed is the Notice of Meeting and Explanatory Memorandum explaining the formal business of the meeting and enclosing the Unitholder Proxy Form.

Unitholders may use the Proxy Form to appoint a proxy if they are unable to attend in person, or alternatively, may lodge their proxy appointment online at www.linkmarketservices.com.au (please see the following Notice of Meeting and Unitholder Proxy Form for more information).

If you plan to attend the meeting, please bring the Proxy Form with you as it contains a barcode to make your registration easier.

The AGM will commence with a presentation from myself, followed by a presentation from Chris Blackmore, the Fund Manager. This will be followed by the formal items of business and there will be time for general questions.

Whilst no resolutions in relation to GMF's financial accounts are being put to the meeting, GMF's auditor, KPMG, will be present at the meeting to answer questions from Unitholders.

You may also submit questions by using the Unitholder Question Form at the back of this Notice of Meeting. Alternatively, please email these to the attention of GMF Investor Relations at ir@gpt.com.au (or post to GMF Investor Relations, The GPT Group, Level 51, 19 Martin Place, Sydney NSW 2000).

At the conclusion of the AGM, I invite you to join the Board and our Management Team for refreshments. I look forward to seeing as many of you as possible on the day.

Yours sincerely

John Atkin
Chairman

Annual General Meeting of The GPT Metro Office Fund

Notice is given that a meeting of Unitholders of The GPT Metro Office Fund (ARSN 169 500 476) (the Fund) will be held at:

Time: 2:00pm (Sydney time)

Date: Monday, 9 November 2015

Place: Level 51, MLC Centre, 19 Martin Place, Sydney, New South Wales 2000

The Responsible Entity of the Fund is GPT Platform Limited (ACN 164 839 061, AFSL 442 649) (Responsible Entity).

Business of the Meeting

Resolution 1 Election of Mr John Atkin

To consider and, if thought fit, pass the following ordinary resolution:

"That the appointment of Mr John Atkin as a Director of the Responsible Entity be approved."

Resolution 2 Election of Ms Justine Hickey

To consider and, if thought fit, pass the following ordinary resolution:

"That the appointment of Ms Justine Hickey as a Director of the Responsible Entity be approved."

Resolution 3 Election of Mr Paul Say

To consider and, if thought fit, pass the following ordinary resolution:

"That the appointment of Mr Paul Say as a Director of the Responsible Entity be approved."

By order of the Board of the Responsible Entity



Yasothara Yoganathan

Company Secretary

October 2015

Explanatory Memorandum

The resolutions contained in this Notice of Meeting should be read in conjunction with the attached Explanatory Memorandum. The Explanatory Memorandum forms part of this Notice of Meeting.

Voting entitlement

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) and the ASX Settlement Operating Rules, Units will be taken to be held by persons who are registered as Unitholders at **7:00pm (Sydney time) on Saturday 7 November 2015**. Accordingly, Unit transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting procedure

The vote on each resolution will be decided on a show of hands or a poll as determined by the Chairman subject to any requirements of the Corporations Act 2001 (Cth) (**Corporations Act**) and the Constitution of the Fund.

For a resolution determined by a show of hands, each Unitholder present in person or by proxy has one vote.

For a resolution determined by poll, each Unitholder present in person or by proxy has one vote for every dollar of the total interest they have. The value of a Unitholder's total interest in the Fund will be calculated by reference to the last sale price of Units on the ASX on **Friday 6 November 2015**.

Jointly held Units

If your Units are jointly held and more than one Unitholder votes in respect of jointly held Units, only the vote of the Unitholder whose name appears first in the register will be counted.

Attending the Meeting

If you plan to attend the Meeting, we ask that you arrive 30 minutes prior to the time designated for the Meeting so that we may check the value of your Units against the register of Unitholders and note your attendance.

Appointing an attorney

Where a Unitholder appoints an attorney to act on their behalf at the Meeting, such appointment must be made by a duly executed power of attorney. The power of attorney must be received by the Fund's Registry by **2.00pm (Sydney time) on Saturday 7 November 2015**, unless it has been previously provided. Alternatively, the attorney must bring to the Meeting satisfactory evidence of his or her appointment.

Corporate Unitholders

Where a corporation that is a Unitholder appoints a person to act as its representative, the appointment must comply with section 253B of the Corporations Act. The appointment must be received by the Fund's Registry by **2.00pm (Sydney time) on Saturday 7 November 2015**.

Alternatively, the representative must bring to the Meeting satisfactory evidence of his or her appointment, including any authority under which it was signed.

Voting by proxy

If you cannot or do not wish to attend the Meeting, you may appoint a proxy to attend and vote on your behalf. The proxy does not need to be a Unitholder. If you appoint two proxies, you may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not, each proxy will be entitled to exercise half of your votes.

If you appoint a proxy but choose to attend the meeting, your proxy will be entitled to speak and vote on your behalf so long as you do not speak or vote.

How to appoint a proxy

A Proxy Form must be signed by the Unitholder or their attorney or, in the case of a corporation, executed in accordance with section 127 of the Corporations Act or signed by an authorised officer or attorney. If the Proxy Form is signed by an attorney or by an authorised officer of a corporation, the power of attorney or other authority must accompany the Proxy Form unless it has previously been provided to the Responsible Entity. If the Proxy Form is sent by fax, any accompanying power of attorney or other authority must be certified.

Where a Unitholder appoints a body corporate as proxy, that body corporate will need to ensure that:

- it appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with 253B of the Corporations Act; and
- the instrument appointing the corporate representative is received by the Fund's Registry by **2:00pm (Sydney time) on Saturday 7 November 2015**. Alternatively, the representative must bring to the Meeting satisfactory evidence of his or her appointment, including any authority under which it was signed.

In order to be effective, Proxy Forms must be completed and received by no later than **2.00pm (Sydney time) on Saturday 7 November 2015**.

To ensure that all Unitholders can exercise their right to vote on the resolutions, a Proxy Form is enclosed.

You can lodge the Proxy Form by sending it in the reply paid envelope or:

Online at www.linkmarketservices.com.au

By mail to the following address:

GPT Metro Office Fund
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

By fax to: +61 2 9287 0309

By hand delivery to one of the following addresses:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

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

Please see the Proxy Form for further details.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the Proxy Form. If you do not direct your proxy how to vote on an item of business, you will be authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

If you mark the abstain box for a particular item you are directing your proxy not to vote on your behalf and your Units will not be counted in computing the required majority on a poll. Please refer to the Proxy Form for further instructions.

The Chairman of the Meeting is deemed to be appointed where a signed Proxy Form is returned which does not contain the name of a proxy.

The Chairman intends to vote available undirected proxies in favour of all resolutions.

If you have any questions please contact the GMF Unitholder Service Centre on 1800 336 109 (free call within Australia) or +61 1800 336 109 (outside Australia) between 8.00am and 5.00pm (Sydney time) Monday to Friday.

Voting restrictions

The Responsible Entity and its associates are not entitled to vote their interest on a resolution if they have an interest in the resolution or matter other than as a member.

This Explanatory Memorandum forms part of the 2015 Notice of Meeting and is intended to provide Unitholders with information about the resolutions contained in the Notice of Meeting. You should read the Notice of Meeting and this Explanatory Memorandum carefully before making any decisions in relation to the resolutions.

Business of the Meeting – Election of Directors

Under the corporate governance arrangements adopted by the Fund, Unitholders are entitled to vote on the appointment or continuing appointment of any independent Director of the Responsible Entity (Independent Director) who is standing for re-election, election for the first time or for election having filled a casual vacancy since the last Annual General Meeting of the Fund. In accordance with these arrangements, Mr John Atkin, Ms Justine Hickey and Mr Paul Say are seeking election by Unitholders for the first time.

If an Independent Director is elected by the Unitholders at the Meeting, GPT Management Holdings Limited (ACN 113 510 188) will exercise its powers as the sole shareholder of the Responsible Entity to elect the relevant Independent Directors to the Board to reflect that outcome.

Further details regarding each Independent Director standing for election are set out below.

Resolution 1 – Election of Mr John Atkin

Mr Atkin is an Independent Director and Chairman of the Board. He is a professional non-executive director with over 30 years' experience in legal, professional and financial services.

Mr Atkin is a non-executive director of Aurizon Holdings Limited and IPH Limited. Mr Atkin is also a director of Australian Outward Bound Foundation, and the State Library of New South Wales Foundation.

In previous executive roles, Mr Atkin was the Chief Executive Officer of The Trust Company Limited from 2009 to 2013, managing partner of Blake Dawson (now Ashurst) from 2002 to 2008 and prior to that he had 15 years' experience as a mergers and acquisitions and equity capital markets partner at Mallesons Stephen Jacques (now King & Wood Mallesons) from 1987 to 2002.

Mr Atkin is a Fellow of the Australian Institute of Company Directors.

Mr Atkin has been appointed by the Board as a member of the Responsible Entity's Audit and Risk Management Committee.

Recommendation

The Board (other than Mr John Atkin) unanimously recommends that Unitholders vote in favour of the election of Mr John Atkin as a Director of the Responsible Entity.

Resolution 2 – Election of Ms Justine Hickey

Ms Hickey is a professional non-executive director with over 20 years' experience in investments, superannuation and corporate governance.

Ms Hickey is a director of the Rio Tinto Staff Super Fund and chairs the advisory board of fund manager, Dalton Nicol Reid. Previously Justine was a director of Australian Ethical Investment Ltd and Flagship Investments Ltd. Justine takes an active interest in the not for profit sector, chairing RSPCA QLD's Finance and Risk Committee and the YET Foundation.

In previous executive roles, Ms Hickey was Manager, Equities at Suncorp Investment Management until 2004 and prior to that a Portfolio Manager at Fleming Investment Management (now JP Morgan Chase) in London.

Ms Hickey is an Independent Director who has been appointed by the Board to chair the Responsible Entity's Audit and Risk Management Committee.

Recommendation

The Board (other than Ms Justine Hickey) unanimously recommends that Unitholders vote in favour of the election of Mr Justine Hickey as a Director of the Responsible Entity.

Resolution 3 – Election of Mr Paul Say

Mr Paul Say has over 30 years' experience in commercial and residential asset management, development, and real estate broking with major multinational institutions. He currently maintains a strong network of relationships with the major REITs, broking firms, and pension/financial groups in Australia, Asia, and North America.

Mr Say is a non-executive director of Australian Leisure and Entertainment Property Management Limited.

In previous executive roles, Mr Say held senior management positions at major REITs, including Chief Investment Officer at DEXUS Property Group, Head of Corporate Finance at Lend Lease Corporation and National Director of Investments at Jones Lang LaSalle.

Mr Say is a Fellow of the Royal Institute of Chartered Surveyors and a Fellow of the Australian Property Institute. He is also a licensed real estate agent in NSW, VIC and QLD.

Mr Say is an Independent Director who has been appointed by the Board as a member of the Responsible Entity's Audit and Risk Management Committee.

Recommendation

The Board (other than Mr Paul Say) unanimously recommends that Unitholders vote in favour of the election of Mr Paul Say as a Director of the Responsible Entity.



We would like to invite you to submit questions relating to the GPT Metro Office Fund or the business of the Meeting prior to the 2015 Annual General Meeting.

We will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to Unitholders.

To submit questions, please complete this question form and post it in the reply paid envelope provided, or return it by fax to +61 2 9287 0309. Please note that questions must be received **no later than 5:00pm (Sydney time) on Thursday 2 November 2015**.

Unitholder Details

Unitholder's name: _____

Address: _____

Securityholder Reference Number (SRN) or Holder Identification Number (HIN): _____

Questions

(Please mark ☐ if the questions are directed to the auditor):

1. _____ ☐

2. _____ ☐
