
ASX ANNOUNCEMENT

8 October 2014

Dear Sir/Madam

GDI Property Group 2014 AGM – notice of meeting

GDI Property Group's 2014 notice of Annual General Meeting is attached, along with the proxy form.

Media Enquiries:

Steve Gillard
Managing Director
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steve@gdi.com.au

David Williams
Chief Financial Officer
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Dear Securityholders,

On behalf of the Board I am pleased to invite you to attend the inaugural Annual General Meeting of Members of **GDI Property Group Limited (the Company)** and General Meeting of Unitholders of **GDI Property Trust (the Trust)(Meetings or AGM)**. The following information is enclosed:

- the Notice of General Meetings;
- an Explanatory Memorandum;
- a Proxy Form; and
- a reply paid envelope for lodging your proxy form and/or sending any written questions to the Company before the Meetings.

Meetings

The Meetings will be held on Friday 14 November 2014 at 10:30am (Sydney time) in the Northcott Room of the SMC Conference and Function Centre, 66 Goulburn Street, Sydney. You are invited to join the Board for refreshments after the Meetings.

Business of the Meetings

The business of the Meetings is set out in the Notice of Annual General Meeting (the **Notice**). The Notice and Explanatory Memorandum set out important information in relation to the matters to be considered by Securityholders at the Meetings, and I encourage you to read these materials carefully.

Attendance

If you are attending the Meetings, please bring your personalised proxy form to allow the Registry to promptly register your attendance at the meeting. The registration desk will be open from 10:00am.

If you are unable to attend in person, you may wish to appoint a proxy to attend and vote at the Meetings in your place. Please refer to the Notice and Proxy Form regarding the appointment of a proxy.

Securityholder Questions

Securityholders attending the Meetings will have the opportunity to ask questions at the Meetings. If you have an issue or question that you would like to be discussed at the Meetings, please send your query to:

The Secretary, GDI Property Group Limited, info@gdi.com.au.

I look forward to seeing as many Securityholders as possible at the Meetings.

Yours sincerely,



Graham Kelly
Chairman
GDI Property Group Limited

GDI Property Group Limited (ACN 166 479 189)
and
GDI Property Trust (ARSN 166 598 161)

NOTICE OF GENERAL MEETINGS

Notice is given that the inaugural:

- Annual General Meeting of Members of **GDI Property Group Limited** (ACN 166 479 189) (**the Company**); and
- General Meeting of Unitholders of **GDI Property Trust** (ARSN 166 598 161) (**the Trust**)

(**Meetings**).

will be held concurrently at 10:30am (Sydney time) on Friday, 14 November 2014 in the Northcott Room at the SMC Conference and Function Centre, 66 Goulburn Street, Sydney.

This Notice is issued by GDI Property Group Limited (ACN 166 479 189) and GDI Funds Management Limited (ACN 107 354 003, AFSL 253 142), the responsible entity of GDI Property Trust.

Clauses 9.1 of Schedule 2 and 10.1 of Schedule 1 of the respective Constitutions of the Company and the Trust provide that meetings of members of the Company and unitholders of the Trust may be held in conjunction with each other while stapling of the shares in the Company to the units in the Trust applies. Accordingly, where applicable, the meeting will be a Meeting of Securityholders of both the Company and the Trust (**GDI Property Group**).

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on the matters to be considered at the AGM. The Explanatory Memorandum and the proxy form are part of this Notice of Meeting.

A. CONSIDERATION OF REPORTS

To receive and consider the Annual Financial Report, the Directors' Report and the Independent Auditor's Report of GDI Property Group Limited and its controlled entities for the period from commencement on 5 November 2014 to 30 June 2014 and for GDI Property Trust for the period from commencement on 4 November 2014 to 30 June 2014.

Unless the Company's Share Registry has been notified otherwise, Securityholders have not been sent a hard copy of the Annual Report. All Securityholders can view the Annual Report which contains the Financial Report for the year ended 30 June 2014 on the Company's website at www.gdi.com.au

A resolution of Securityholders is not required for this item of business.

B. QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chairman will give Securityholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give Securityholders a reasonable opportunity to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Securityholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of written questions submitted by Securityholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

C. ITEMS FOR SECURITYHOLDER APPROVAL

Each of the following resolutions in this Notice relate only to the Company. While the shares in the Company and the units in the Trust are Stapled Securities, the Corporations Act 2001 (Cth) (**Corporations Act**) does not require any of these resolutions to be approved by the unitholders of the Trust.

Resolution 1: Remuneration Report

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

"That, the Remuneration Report (which forms part of the Directors' Report) for GDI Property Group Limited for the period ended 30 June 2014 be adopted."

The Remuneration Report is set out in the 2014 Annual Report. Please note that, in accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors of the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of, the following persons:

- a member of the Key Management Personnel (**KMP**) whose remuneration is included in the 2014 Remuneration Report; and

- a closely related party (such as close family members and any controlled companies) (**Closely Related Party**) of a member of the KMP whose remuneration is included in the 2014 Remuneration Report.

However, the Company need not disregard a vote cast on Resolution 1 as a proxy for a person who is entitled to vote and:

- the proxy appointment is in writing and specifies how the proxy is to vote (for, against, abstain); or
- the vote is cast by the person chairing the meeting and:
 - the appointment does not specify how the proxy is to vote; and
 - the appointment expressly authorises the chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 2: Election of Mr Graham Kelly as Director

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

“That, Mr Graham Kelly, who retires in accordance with clause 11.3(b) of GDI Property Group Limited’s Constitution, having offered himself for election and being eligible, is elected as a Director of the Company.”

Resolution 3: Election of Mr Les Towell as Director

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

“That, Mr Les Towell, who retires in accordance with clause 11.3(b) of GDI Property Group Limited’s Constitution, having offered himself for election and being eligible, is elected as a Director of the Company.”

Resolution 4: Approval of the Performance Rights Plan

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

“That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)), section 260C(4) of the Corporations Act 2001 (Cth) and for all other purposes, the issue of securities under the GDI Property Group Performance Rights Plan on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Voting Exclusion Statement

The Non-Executive Directors are ineligible to participate in the GDI Property Group Performance Rights Plan being the only employee incentive scheme within GDI Property Group. Therefore, in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by or on behalf of Mr Steven Gillard as the Executive Director of the Company and his associates.

However, the Company need not disregard a vote cast on Resolution 4 if:

- a. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b. it is cast by the person chairing the meeting as proxy for a person who is entitled to vote and the appointment expressly authorises the chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 5: Issue of Performance Rights under the GDI Property Group Performance Rights Plan to Mr Steve Gillard, Managing Director

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, and subject to the approval of Resolution 4 as set out above, the issue of 286,874 performance rights to Mr Steven Gillard, Managing Director, in accordance with the GDI Property Group Performance Rights Plan on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Voting Exclusion Statement

The Non-Executive Directors are ineligible to participate in the GDI Property Group Performance Rights Plan being the only employee incentive scheme within the Group. Therefore, in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 5 by or on behalf of Mr Steve Gillard as the Executive Director of GDI Property and his associates.

However, the Company need not disregard a vote cast on Resolution 5 if:

- a. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b. it is cast by the person chairing the meeting as proxy for a person who is entitled to vote and the appointment expressly authorises the chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 6: Approval of Potential Termination Benefits to Key Management Personnel

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

“That, for the purposes of sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, the giving of all benefits to current or future Key Management Personnel (KMP) of the Company or persons who hold managerial or executive office in the Company or a related body corporate, in connection with the person ceasing to hold an office or position of employment in the Company or a related body corporate, as set out in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

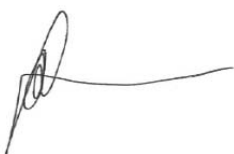
Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 6 by or on behalf of any person who may be entitled to receive a benefit in connection with that person's retirement from office, or position of employment, the subject of Resolution 6 (**Relevant Executive**) or an associate of that Relevant Executive.

However, the Company need not disregard a vote cast on Resolution 6 if:

- a. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b. it is cast by the person chairing the meeting as proxy for a person who is entitled to vote and the appointment expressly authorises the chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

By order of the Directors of GDI Property Group Limited and GDI Funds Management Limited as responsible entity for GDI Property Trust.



David Williams
Company Secretary
8 October 2014



ENTITLEMENT TO ATTEND AND VOTE

In accordance with the Corporations Regulations 2001 (Cth), the Directors of the Company have determined that the Stapled Securities on issue as at 7:00pm (Sydney time) on Wednesday 12 November 2014 will be taken, for the purposes of the Meetings, to be held by the persons who held them at that time. This means that any Securityholder registered at 10:30am (Sydney time) on Wednesday 12 November 2014 is entitled to attend and vote at the Meetings.

If more than one joint holder of Stapled Securities is present at the Meetings (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting by Proxy

If you are a Securityholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Meetings.

A proxy need not be a Securityholder of GDI Property Group.

A Securityholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the Securityholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the Securityholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 10:30am (Sydney time) on Wednesday 12 November 2014. Proxies must be received before that time by one of the following methods:

By post: GDI Property Group Limited
C/ – Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

Online: Log onto www.linkmarketservices.com.au and follow the instructions. You will need to put your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), details and postcode.

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

By facsimile: In Australia 02 9287 0309
From outside Australia +61 2 9287 0309

To be valid, a proxy must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Voting by Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10:30am (Sydney time) on Wednesday 12 November 2014 being 48 hours before the Meetings.

Corporate Representatives

A body corporate which is a Securityholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meetings. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the Meetings a properly executed letter or other document confirming its authority to act as the company's representative.

Quorum

The quorum for a meeting of both the Company and the Trust is at least two members present in person or by representative holding securities.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Securityholders of GDI Property Group Limited (the **Company**) and GDI Property Trust (the **Trust**) in relation to the business to be conducted at the Meetings to be held on Friday 14 November 2014.

The purpose of this Explanatory Memorandum is to provide Securityholders with information that is reasonably required by Securityholders to decide how to vote upon the resolutions.

The Directors unanimously recommend Securityholders vote in favour of all Resolutions; for reasons of good governance, each Director respectively abstains where that Director has an interest in the outcome of a particular resolution and these interests are identified throughout this Explanatory Memorandum.

Resolution 1 is an Advisory Resolution. An advisory resolution does not bind the Company or the Directors. The Directors will consider the outcome of the vote and comments made by Securityholders on the remuneration report at the meeting. Resolutions 2 to 6 to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Securityholders entitled to vote on the resolution.

Each of the following resolutions in this Notice relate only to the Company. While the shares in the Company and the units in the Trust are “Stapled Securities”, the Corporations Act does not require any of these resolutions to be approved by the unitholders of the Trust.

Resolution 1: Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of director and key management personnel (**Remuneration Report**) be put to the vote of Securityholders for adoption by way of a non-binding vote.

The Remuneration Report details the remuneration policy for the Company and:

- reports the remuneration arrangements for Key Management Personnel of the Company (**KMP**);
- explains Board policies in relation to the nature and value of remuneration paid to KMP; and
- discusses the relationship between the policy and Company performance.

The Report is available on pages 29 to 40 in the Company's 2014 Annual Report (available on the GDI Property Group website: www.gdi.com.au).

The Chairman will give Securityholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

Resolution 1 is an advisory resolution only (as stipulated by section 250R(3) of the Corporations Act) and does not bind the Directors or the Company.

A voting exclusion statement is set out under Resolution 1 in the Notice of Meeting.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

Resolution 2: Election of Mr Graham Kelly as Director

In accordance with clause 11.3(b) of the Constitution, Mr Graham Kelly retires and, being eligible, offers himself for election as a Director.

Mr Kelly is the Chairman of the Company's Board. He is a professional non-executive director with over 40 years' experience in academic life, government service, the diplomatic service, private legal practice, and business management. He has had extensive board experience with numerous listed entities.

Mr Kelly was appointed as chairman in November 2013.

The Directors (with Mr Graham Kelly abstaining) unanimously recommend that Securityholders vote in favour of this Resolution.

Resolution 3: Election of Mr Les Towell as Director

In accordance with clause 11.3(b) of the Constitution, Mr Les Towell retires and, being eligible, offers himself for election as a Director.

Mr Towell has been a director of GDI Funds Management Limited (in its personal capacity and as trustee of any trust) since 2003, and has been a director of predecessor companies of the Company since 1998. He has over 45 years' experience in the financial services industry; specialising in compliance, trustee services and private company directorships.

The Directors (with Mr Les Towell abstaining) unanimously recommend that Securityholders vote in favour of this Resolution.

Resolution 4: Approval of the Performance Rights Plan

GDI Property seeks Securityholder approval for the adoption of an employee equity scheme.

Background

In line with the Company's Remuneration Objectives, the Board aims to find a balance between:

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

As such the Directors of the Company seek authorisation to issue Performance Rights under the GDI Property Group Performance Rights Plan (**Plan**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)) so that any securities issued under the Plan will be excluded from the maximum number of new securities that maybe issued by GDI Property Group in any 12 month period for a period of three years

from the date of approval. The Directors consider it desirable to maintain this flexibility so that it may access capital under ASX Listing Rule 7.1 through subsequent Stapled Security issues as required.

The Company is also seeking Securityholder approval of the Plan in order that it may obtain the benefit of the exemption in section 260C(4) of the Corporations Act for financial assistance provided under an employee equity scheme approved by Securityholders.

Purpose

The object of the Plan is to provide an incentive for Eligible Participants to remain in their employment in the long term and recognise their future efforts and contribution in the performance and success of GDI Property Group.

Under the Plan, GDI Property Group will be able to grant appropriately structured incentive awards to Eligible Participants (including Executive Directors). The Plan enables Directors to grant equity incentives to Eligible Participants in the form of Performance Rights, which will only vest on the satisfaction of appropriate performance conditions.

The Board believes that an equity plan which offers Performance Rights is the most appropriate for GDI Property Group at this stage for the following reasons:

- the grant of Performance Rights is in accordance with acceptable market practice;
- the grant of Performance Rights can have minimal dilutionary effect on the issued security capital of the Group;
- the grant of Performance Rights will reward executives for their exertion and performance; and
- vested Performance Rights can create recognisable value to executives, which when granted under transparent and robust performance conditions, containing stretch elements, ensure real Securityholder value creation.

A copy of the terms and conditions of the Plan is available at GDI Property's website www.gdi.com.au, or by calling the Company Secretary on +61 2 9223 4222.

A summary of the terms of the Plan is set out below:

Key terms of the Plan

The Directors of the Company are empowered under the Plan terms and conditions to determine the key terms of any Performance Rights issued.

Eligibility

The Plan is open to eligible employees, namely employees and Executive Directors of GDI Property Group (**Eligible Employees**).

Participation

Each Eligible Employee who acquires an interest in securities under the Plan (including the legal personal representative of the person) becomes a '**Participant**' in the Plan.

Invitation

An offer by the Board to acquire Performance Rights and become a Participant in the Plan will be in such form and subject to such conditions as the Board determines.

The invitation will specify the terms attaching to the offer, including (but not limited to):

- the number of Performance Rights for which the Eligible Participant may apply;
- the amount payable by Eligible Employees (if any) upon the grant of a Performance Right;
- any conditions that must be satisfied in relation to a Participant's and/or the Company's performance during a specified period (**Performance Conditions**);
- any requirements additional to the Performance Conditions that must be met to vest the Performance Rights (**Vesting Conditions**); and
- the date which unvested Performance Rights will lapse or expire (**Expiry Date**).

Rights of Participants

Unless the Expiry Date has been reached, Performance Rights remain subject to the terms and conditions of the Plan until all applicable Performance Conditions and Vesting Conditions are achieved.

Participants will receive one Stapled Security for every Performance Right which vests. The Company will seek quotation on ASX of any Stapled Securities issued on the vesting of Performance Rights however the Performance Rights will not be quoted.

Depending on the invitation terms specified, the Board may determine in its absolute discretion that a vested Performance Right will be satisfied by the Company making a cash payment to the Participant in lieu of allocating Stapled Securities. In this instance, the cash payment made will be an amount equal to the 10 day volume weighted average price of all GDI Property Group Stapled Securities traded on the ASX up to the date of settlement multiplied by the number of vested Performance Rights.

A Participant is not entitled to participate in a new issue of Stapled Securities whilst ever Performance Rights are unvested.

Where GDI Property Group undertakes any bonus issue or capital reconstruction (e.g. a security split or consolidation), the number of Stapled Securities to which a Participant may be entitled when their Performance Rights vest will be adjusted in accordance with the Plan Rules and the ASX Listing Rules.

In the event of a winding up of the Company, vesting of GDI Property Trust, delisting of GDI Property Group from the ASX, unstapling of the Stapled Securities or a change of control, each unvested Performance Right will automatically vest.

Once Stapled Securities are delivered to a Participant upon the vesting of Performance Rights, the Participant (as Securityholder) will be free to deal with the Stapled Securities as they wish, subject to the GDI Property Group's Securities Trading Policy.

Assignment

Performance Rights granted under the Plan are not transferable or assignable.

Administration

The Plan will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to any applicable ASX Listing Rules) in addition to those set out in the Plan.

Termination and Amendment

The Plan may be terminated or suspended at any time by the Board but any such suspension or termination will not affect nor prejudice rights of any Participant holding Performance Rights at that time. The Plan may be amended at any time by the Board.

FY2014 Executive Award

If the Plan is approved by Securityholders, GDI Property Group intends to offer Performance Rights in relation to the period ended 30 June 2014 to the Managing Director and other executives under the FY2014 Executive Award.

Details of the intended grants under the FY2014 Executive Award are provided in the Remuneration Report on pages 29 to 40 of the GDI Property Group Annual Report for the period 5 November 2013 to 30 June 2014. In addition, the design of the FY2014 Executive Award is described further in the Explanatory Statement to Resolution 5 (below).

The issue of Performance Rights to the Managing Director for the period ended 30 June 2014 is subject to Securityholder approval (refer to Resolution 5.)

Securityholders should note that the total number of securities that may be offered under the FY2014 Executive Award will not exceed 0.1% of the issued security capital of GDI Property Group.

Further details about the FY2015 Executive Award (and future awards under the Plan) will be contained in the Company's annual Remuneration Report.

Technical Information (for the purposes of the ASX Listing Rules)

As this is the first allocation of securities under the GDI Property Group Performance Rights Plan, for the purposes of ASX Listing Rule 7.2 (Exception 9), there have been no securities issued under the scheme previously.

A voting exclusion statement is set out under Resolution 4 in the Notice of Meeting.

The Directors (with Mr Gillard abstaining) unanimously recommend that Securityholders vote in favour of this Resolution.

Resolution 5: Issue of Performance Rights under the GDI Property Group Performance Rights Plan to Managing Director, Mr Steve Gillard

Resolution 5 deals with the proposed issue of performance rights to Managing Director, Steve Gillard under the GDI Property Group Performance Rights Plan (**Plan**), the subject of resolution 4. As a result, the approval of Resolution 5 is subject to Securityholders approval of resolution 4. If Resolution 4 is not approved by Securityholders, Resolution 5 will be withdrawn from the business of the meeting.

Information about the Plan is set out in the Explanatory Statement accompanying Resolution 4 (above).

How many Performance Rights will Mr Gillard receive?

The Board intends to offer Mr Gillard Performance Rights to the “value” of \$192,206. These Performance Rights will be subject to the hurdles described below.

The proposed size of the grant to Mr Gillard equates to 67% of his potential pro rata entitlement to performance rights illustrated as follows:

	At Target Value of Performance Rights (Potential)	Value of Performance Rights to be granted	Number of Performance Rights to be granted	% of At Target Performance Rights to be granted
Steve Gillard	\$286,874	\$192,206	286,874	67%

These Performance Rights may vest into fully paid ordinary Stapled Securities if the Performance Conditions and Vesting Conditions (described below) are met. Alternatively, if the conditions are met, the Board may determine in its absolute and unfettered discretion that a vested Performance Right will be satisfied by GDI Property Group making a cash payment to Mr Gillard in lieu of allocating Stapled Securities. In this instance, the cash payment made will be an amount equal to the 10 day volume weighted average price of all GDI Property Group Stapled Securities traded on the ASX up to the date of settlement multiplied by the number of vested Performance Rights.

Performance Conditions & Vesting Conditions

Performance Condition

The Performance Rights are subject to the achievement of both Target 1 and Target 2 (together the ‘**Performance Condition**’) as described below. The two elements comprising the Performance Condition drive GDI Property Group’s financial performance and have been recognised by the Board as fundamental to the future success of GDI Property Group. Performance Conditions for future awards under the Plan may have similar attributes and although not exhaustive are expected to be based around financial, operational, share price and individual targets.

Target 1 (50% of the Performance Condition)

Total Securityholder Return (TSR)	Vesting percentage (for TSR measure)
Does not reach the 50 th percentile of the TSR of the Comparator Group	0%
Reaches or exceeds the 50 th percentile of the TSR of the Comparator Group but does not reach the 75 th percentile	50%, plus 2% for every one percentile increase above the 50 th percentile.
Reaches or exceeds the 75 th percentile of the TSR Comparator Group	100%

Target 2 (50% of the Performance Condition)

50% - Absolute Total Return (ATR)	Vesting percentage (for ATR measure)
Does not achieve an ATR of 10%	0%
Achieves or exceeds an ATR of 10% but does not achieve an ATR of 12%	50% up to 99% (at 11.99% ATR) on a straight line basis
Achieves or exceeds an ATR of 12%	100%

Where:

Both Target 1 & Target 2 will be tested over a three year period (i.e. tested as at 30 June 2017)

TSR: *Movement in security price and distributions.
For the period ended 30 June 2014, the commencing security price is based on the 30 June 2014 security price of GDI Property Group and its TSR Comparator Group.*

ATR: *Movement in Net Tangible Assets (NTA) and distributions.
For the period ended 30 June 2014, the commencing NTA is based on the 30 June 2014 NTA.*

TSR Comparator Group *Dexus Property Group, GPT Group, Cromwell Property Group, Abacus Property Group, Investa Office Fund, 360 Capital Group, Charter Hall Group.*

Vesting Condition

One of the reasons that the Company has introduced the Plan is not only to attract and reward key executives, but to retain them as well. Therefore the Board has resolved that a tenure based vesting condition is the most appropriate hurdle for current purposes.

Therefore, subject to the Performance Condition being met, the Performance Rights will vest provided Mr Gillard remains employed by GDI Property Group at 30 June 2017.

In limited circumstances, the Board in its absolute discretion may determine to vest the Performance Rights granted to Mr Gillard even if the Vesting Condition is not met (for example, should Mr Gillard's employment cease due to redundancy, death or disablement).

Technical Information (for the purposes of the ASX Listing Rules)

Pursuant to the requirements of ASX Listing Rule 10.15, the following information is provided with regard to Resolution 5:

- Mr Steven Gillard is the Managing Director and is an Executive Director of GDI Property Group.
- Mr Gillard will be granted 286,874 Performance Rights for nil financial consideration which, subject to the achievement of Performance Conditions and Vesting Conditions, may convert to Stapled Securities in the capital of GDI Property Group on a one-for-one basis. As such up to 286,874 Stapled Securities may be allotted to Mr Gillard upon the conversion of vested Performance Rights, for nil financial consideration. Any Stapled Securities allotted to Mr Gillard may be acquired on market or issued by GDI Property Group. Alternatively, should Performance Rights vest, the Board may determine in its absolute discretion that a vested Performance Right will be satisfied by GDI Property Group making a cash payment to Mr Gillard in lieu of allocating Stapled Securities.
- As this is the first allocation of securities under the GDI Property Group Performance Rights Plan, for the purposes of ASX Listing Rule 10.15.4, no person referred to in ASX Listing Rule 10.14 has received any securities under the Plan.
- The Terms and Conditions of the GDI Property Group Performance Rights Plan provide that Executive Directors are eligible to participate in particular awards. Mr Gillard is the only Executive Director of GDI Property Group.
- The Performance Rights will be granted under the terms and conditions of the GDI Property Group Performance Rights Plan the subject of Resolution 4 at this 2014 AGM.
- A Voting Exclusion Statement is set out under Resolution 5 in the Notice of Meeting.
- There is no loan attaching to the offer under the Plan.
- Details of any securities issued under the FY2014 Executive Award will be published in GDI Property Group's future annual Remuneration Reports, including that approval for this issue of securities was obtained under ASX Listing Rule 10.14.
- The Company is expected to allocate the Performance Rights shortly after the Annual General Meeting but in any event, within one year after the Meetings.

The Directors (with Mr Gillard abstaining) unanimously recommend that Securityholders vote in favour of this Resolution.

Resolution 6: Approval of Potential Termination Benefits to Key Management Personnel

Securityholder Approval

Pursuant to section 200B of the Corporations Act, Securityholder approval is being sought for the provision of certain benefits on termination of employment to current or future key management personnel (**KMP**) of GDI Property Group or persons who hold a managerial or executive office (as that term is defined in the Corporations Act in GDI Property Group (including related body corporates) (a **Relevant Executive**)).

The Act restricts benefits which can be given to Relevant Executives on leaving their employment with a company. Under Section 200B of the Act, a company may only give a Relevant Executive a benefit in connection with their termination of employment if it is approved by securityholders or an exception applies.

Approval does not guarantee that Relevant Executives will receive termination benefits, but rather preserves the discretion of the Board to determine the most appropriate termination package in accordance with a relevant employment contract, within the confines of this approval.

More specifically approval of Resolution 6 will not constitute:

- approval of any increase in the remuneration of any employee or officer outside of the GDI Property Group's remuneration framework as described in the Remuneration Report;
- approval of the provision of any new benefits to any specific leaving employee or officer;
- approval of any variation to the existing discretion of the Board or its delegate under the remuneration arrangements described in the Remuneration Report; or
- a sanction of any change to the underlying employment arrangements or entitlements for any individual employee or officer.

If Securityholder approval is obtained, it is the Board's intention that the only termination benefits which will be provided to a KMP or an individual who holds a managerial or executive office in GDI Property Group or a related body corporate in connection with their ceasing to hold a managerial or executive office, will be statutory benefits such as accrued annual leave and long service leave and those termination benefits which are covered by this approval. By approving this Item 6, Securityholders will provide the company with the ability to ensure its compliance with section 200B of the Corporations Act and to meet expectations in relation to best practice corporate governance.

Who does this approval affect?

Approval is being sought in respect of any current or future employee who at the time of his/her termination of employment, or at any time in the three years prior to that date, was a Relevant Executive, that is:

- a KMP of GDI Property Group, as disclosed in the Company's remuneration report; and
- a person who holds a "managerial or executive office" in GDI Property Group or a related body corporate.

While the number will vary over time, there are five GDI Property Group employees who meet the definition of Relevant Executives, and therefore fall within the scope of the termination benefits provisions.

The Company does not pay termination or retirement benefits to Non-Executive Directors other than in accordance with the Company's statutory superannuation obligations. Accordingly this approval does not apply to Non-Executive Directors.

Potential Termination Benefits

Under the termination benefits provisions of the Corporation Act, termination benefits cannot be provided to Relevant Executives unless approved by Securityholders, or an exception applies.

Termination benefits are defined to include a range of payments or benefits in connection with a person ceasing to hold office or position of employment, including termination payments and other

benefits such as the acceleration or automatic vesting of share-based payments or entitlements as or due to retirement.

Certain benefits are excluded from the termination benefits restrictions and include:

- certain types of “deferred bonuses”, including a bonus which is attributable to the release of a deferred bonus from a restriction due to death or incapacity;
- genuine superannuation contributions paid by an employer or employee on or after 24 November 2009;
- genuine accrued benefits, such as accrued untaken annual leave, payable under an Australian law or the law of another country; and
- reasonable payments made in accordance with a policy that applies to all employees as a result of a genuine redundancy having regard to a person’s length of service.

There is an exception to the prohibition of certain termination benefits where the value of all termination benefits does not exceed one year’s worth of the Relevant Executive’s base salary (as calculated in accordance with the Corporations Act).

The provision of any other benefit requires Securityholder approval. At GDI Property Group these may include:

- deferred remuneration in the form of:
 - Performance Rights; and
 - other awards;
- other superannuation and forms of retirement savings;
- other leave benefits;
- payments in lieu of notice (in certain circumstances); and
- redundancy payments.

For the purposes of seeking approval, Securityholders must be provided with:

- details of the amount or value of the payment or benefit; or
- where the amount or value cannot be ascertained at the time of the disclosure:
 - the manner in which the amount or value of the benefit is to be calculated; and
 - any matter, event or circumstance that will, or is likely to, affect the calculation of the amount or value.

Value of the Termination Benefits

In the case of GDI Property Group, the amount of any payment or value of any other benefit that may be given to a Relevant Executive in connection with the termination of his or her employment or removal from office depends on a number of factors, not all of which are within GDI Property Group’s control. It is not possible to determine in advance the monetary value of the potential benefits that may be received by any particular executive at some point in the future. The following matters, events and circumstances may affect the calculation of the amount or value of the benefits:

- the circumstances in which the individual ceases employment and whether they serve all or part of any applicable notice period;

- the individual's base salary at the time they cease employment;
- the individual's base salary at the time the relevant awards are made;
- the individual's length of service and the portion of any relevant performance periods that have expired at the time they cease employment;
- any equity entitlements that the individual holds at the time they cease employment and the number that the Board determines to vest or lapse;
- the Group's Stapled Security price when the value of any equity based termination entitlements is determined, and the terms of those entitlements (including performance conditions);
- any other factors that the Board considers relevant when exercising its discretions, including where appropriate its assessment of the performance of the individual up to the termination date;
- the jurisdiction and location in which the individual is based at the time they cease employment, and the applicable laws in that jurisdiction; and
- any changes in law between the date GDI Property Group enters into an employment agreement with the individual and the date they cease employment.

The table below sets out the manner in which the amount or value will be calculated, and the matters, events and circumstances that will affect the amount or value of a termination benefit paid to a Relevant Executive when they leave GDI Property Group.

Securityholder approval is being sought to allow the provision of all benefits under GDI Property Group's remuneration framework which may be defined as termination benefits for the purposes of the termination benefits legislation and which are set out in this Explanatory Memorandum. Accordingly, the amount and value of the benefits for which Securityholder approval is sought is the maximum potential benefit that could be provided to a Relevant Executive in connection with the person ceasing to hold office or position of employment with GDI Property Group.

Key matters, events and circumstances affecting the calculation of the amount or value of the termination benefits provided to the Relevant Executive

Benefit:

1. Deferred Remuneration – Performance Rights (PRs). PRs are granted under the GDI Property Group Performance Rights Plan (Plan).

1.1 A Relevant Executive's allocation of PR is a function of the following factors:

1.1.1 The Relevant Executives Fixed Remuneration

The amount of Fixed Remuneration can and will change from year to year and will indirectly influence the value of PR that a Relevant Executive may receive on termination.

1.1.2 The percent of Fixed Remuneration allocated to PRs for a Relevant Executive

The amount of Fixed Remuneration will reflect the Relevant Executive's role and responsibilities.
The dollar value of Deferred Remuneration allocated as PRs to a Relevant Executive reflects the potential percent allocated to the Relevant Executive and the percent of that potential that is actually awarded. Both factors have the ability to indirectly influence the value of PRs that a Relevant Executive might receive on termination.

The "At Target" allocation will reflect role and responsibilities as well as market trends for comparable roles.

It is not possible to calculate the value of a "Maximum Allocation" as the maximum value that an executive will receive, assuming the PRs vest, will be the extent of security price appreciation above the exercise price.

The "At Target" allocation is currently designated as being between 30% for the Managing Director and 25% for other executives. However, these amounts may change over time and will be indicated each year in the Annual Report.

1.1.3 Number of PRs granted

The Board considers a number of factors when determining whether to grant the 'At Target' value of performance rights, principally:

- The relevant executive's performance during the period; and

The financial performance of GDI Property Group during the period against performance targets. During the period ended 30 June 2014,

Key matters, events and circumstances affecting the calculation of the amount or value of the termination benefits provided to the Relevant Executive

the Board determined the relevant employee were entitled to 67% of the 'At Target' allocation.

1.2 Vesting of PRs

The performance conditions and vesting conditions (**the Conditions**) attaching to the PRs in respect of the FY2014 Executive Award are set out in the Explanatory Statement accompanying Resolution 5 above.

The Conditions will be reviewed each year by the Board, and the Board has discretion to change the hurdles in line with regulatory and corporate governance guidance. In addition, components of the performance conditions (such as a constituent peer group) may change periodically.

All Conditions will be disclosed in the Remuneration Report each year.

1.3 Time to vest

Under the FY2014 Executive Award, Performance Rights may vest upon testing the Conditions at the end of a 3 year performance period.

The Board has the discretion to change the performance period to meet changing market conditions as well as to comply with regulatory and corporate governance guidance. For each year's allocation, once the performance period has been determined, it remains fixed for that allocation.

In very limited circumstances, testing against the conditions may be brought forward earlier than the original scheduled test date. Provided that the performance condition is then met, vesting may occur.

Furthermore, in certain instances, vesting of the PRs may be accelerated. In the event of a winding up of the Company, vesting of GDI Property Trust, delisting of GDI Property Group from the ASX, unstapling of the Stapled Securities or a change of control, each unvested Performance Right will automatically vest.

Key matters, events and circumstances affecting the calculation of the amount or value of the termination benefits provided to the Relevant Executive

	Vesting of the PRs may also be accelerated upon cessation of employment under certain circumstances (refer paragraph 1.5 below)
1.4 Change in the underlying value of Stapled Securities	Stapled Security price appreciation or depreciation affects the value of PRs upon vesting
1.5 Circumstances of leaving GDI Property Group	<p>In certain circumstances the Board may resolve that upon cessation of employment, vesting of the PRs may be accelerated. Instances where the Board may exercise its absolute and unfettered discretion includes:</p> <ul style="list-style-type: none"> • on termination of employment due to death or disability; or • redundancy; or • genuine retirement; or • if the executive is considered a “good leaver”. <p>The Board’s intention in exercising discretion is to generally exercise this discretion by balancing consideration for each individual’s needs (including hardship) with the best interests of GDI Property Group and its Securityholders.</p>

Benefit:

2. Superannuation and other forms of retirement savings

2.1 The applicable minimum statutory contributions or established market practices, which may change over time	The Company makes the compulsory superannuation contributions required by law (currently 9.5% - subject to the maximum contribution base which is indexed annually) on behalf of Relevant Executives. Currently GDI Property Group does not contribute more than the statutory amount as an employer superannuation contribution, although executives may choose to salary sacrifice additional contributions.
2.2 The Relevant Executive’s total remuneration over time	
2.3 Any earnings or capital gain or loss, on contributions by GDI Property Group	It is possible that payment of superannuation benefits to a Relevant Executive upon termination of employment for reasons of death, disability, genuine retirement, redundancy is a termination benefit caught by the Act.
2.4 The Relevant Executive’s years of service	

Key matters, events and circumstances affecting the calculation of the amount or value of the termination benefits provided to the Relevant Executive

The value of a Relevant Executive's benefits from such arrangements will be equal to the contributions made by GDI Property Group to the relevant superannuation fund or other arrangement over the period of employment and also earnings and capital growth or loss. The value of those benefits may also be a function of the terms of the particular scheme, years of service and salary upon termination of employment.

Benefit:

3. Other leave benefits

- 3.1 The applicable statutory accruals or established market practices, which may change over time
- 3.2 The Relevant Executive's salary upon termination of employment
- 3.3 The Relevant Executive's length of service

GDI Property Group accrues annual leave for Relevant Executives over time as required by law.

The value of a Relevant Executive's benefit from leave arrangements will be equal to the level of accrued but untaken annual leave which is required to be paid out to the Relevant Executive on termination of employment pursuant to either legislation or market practice. The value will be a function of the Relevant Executive's length of service and salary upon termination of employment.

Benefit:

4. Payments in lieu of notice (in certain circumstances)

- 4.1 The Relevant Executive's remuneration at the time of termination, or in some cases, the period leading up to the termination
- 4.2 The length of the notice period for which payment is being made
- 4.3 Whether the Company's operational requirements at the time require the

Relevant Executives have employment agreements which include notice periods. The majority of Relevant Executives have a contractual notice period of three months. The Managing Director has a notice period of twelve months.

If the Relevant Executive serves their notice period, they will receive wages and accrued benefits which will be calculated up to that Relevant Executive's termination date, none of which will be a termination benefit.

However, there are circumstances where the Company may determine that it is more commercially appropriate to terminate the employment of a Relevant Executive and make a payment in lieu of the remuneration that the

Key matters, events and circumstances affecting the calculation of the amount or value of the termination benefits provided to the Relevant Executive

Relevant Executive to work through part or all of their notice period.

Relevant Executive would have received for the balance of their relevant notice period, or is entitled to receive under their contractual notice provision. This discretion exists both under GDI Property Group's employment arrangements and under employment law generally, and is common practice.

If a payment is made in lieu of notice to a Relevant Executive, that payment is a benefit within the meaning of the Corporations Act. The amount of any such payments can only be determined once notice is given. The Board considers that having this flexibility is an important part of conducting its business.

Other information

A summary of the remuneration objectives and key features of the current remuneration framework is set out in more detail in the Remuneration Report within the 2014 Annual Report.

Securityholders should anticipate that aspects of the remuneration arrangements will be amended from time to time. This is in line with market practice, changing regulatory and governance standards as well as legal requirements. These changes will be reported in future remuneration reports.

Approval for a 3 year period

If approval is obtained, it will be effective for a period of approximately 3 years from the date the resolution is passed.

That is, Securityholder approval will be effective if the Relevant Executive ceases employment during the period beginning at the conclusion of the Company's 2014 Annual General Meeting and expiring at the conclusion of the Company's 2017 Annual General Meeting.

Consequences of approval not being obtained

If the approval sought under this item is not obtained, the Company's ability to align the interests of staff and Securityholders may be impeded.

A voting exclusion statement is set out under Resolution 6 in the Notice of Meeting.

The Directors (with Mr Steven Gillard, who has a material personal interest in this Resolution, abstaining), unanimously recommend that Securityholders vote in favour of this Resolution.

GDI Property Group Limited

ACN 166 479 189

GDI Funds Management Limited

ABN 34 107 354 003, AFSL 253142

as responsible entity of GDI Property Trust, ARSN 166 598 161

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

By mail:

 GDI Property Group Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

All enquiries to: Telephone: +61 1300 554 474

X99999999999
SECURITYHOLDER VOTING FORM

I/We being a securityholder(s) of GDI Property Group Limited and entitled to attend and vote hereby appoint:

STEP 1
APPOINT A PROXY
☐
**the Chairman
of the Meeting
(mark box)**
OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **10:30am (Sydney time) on Friday 14 November 2014 at Northcott Room of the SMC Conference and Function Centre, 66 Goulburn Street, Sydney** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Items 1, 4, 5 and 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intentions below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Items 1, 4, 5 and 6 even though the Items are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of GDI Property Group Limited.

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

Proxies will only be valid and accepted by the Company 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 ☒
STEP 2
VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 Approval of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Mr Graham Kelly as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 Issue of Performance Rights to Mr Steve Gillard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Mr Les Towell as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6 Approval of Potential Termination Benefits to Key Management Personnel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i * 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 SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

GDI PRX401R


HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

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

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy and vote on your behalf.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark with an 'X' 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 Proxy Form may be obtained by telephoning the company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy 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.
- (b) 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 securityholder 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 the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's security registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (Sydney time) on Wednesday 12 November 2014**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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



ONLINE > www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

GDI Property Group Limited
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, 1A Homebush Bay Drive, Rhodes NSW 2138.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**