



Growthpoint AGM Roadshow 2024

November 2024



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INTRODUCTION



- The FY24 remuneration policy was implemented in line with what shareholders approved
- There have been no deviations from the policy
- We have considered shareholder feedback and input from our remuneration advisors (Bowmans) and have made further appropriate changes to the FY25 scorecards
- Robust assurance process
 - Relative calculations performed by Investec
 - Bowmans verify all numbers in the scorecards
 - E&Y check all numbers in the IAR including the rem report

Draper on Main, Claremont, Cape Town

2023 & 2022 VOTING OUTCOMES



11 Murray Rose Ave, Sydney Olympic Park, NSW

POLICY

Approval of the remuneration policy

2023 AGM results

84.7%

2022 AGM results

85.3%

IMPLEMENTATION

Approval of the remuneration implementation

2023 AGM results




70.3%

2022 AGM results

84.3%

KEY THEMES FROM THE NOVEMBER 2023 REMUNERATION ROADSHOW





Investor feedback received	Our response
 Performance targets are generally too soft and are not aligned with creating shareholder value	<ul style="list-style-type: none">▪ The committee has recalibrated the STI and LTI performance targets as well as the ranges for threshold, target and stretch performance▪ The committee annually reviews all targets and KPIs
 For the absolute DIPS measure, shareholders do not want the budget to be the target The preference is DIPS guidance to ensure transparency	<ul style="list-style-type: none">▪ The committee recalibrated the absolute DIPS KPI for the FY25 STI scorecard with the achievement of FY24 DIPS set as threshold performance (see page 16)▪ Prior year DIPS plus 1% is required to achieve target and prior year DIPS plus 2% to achieve stretch▪ The committee is satisfied that this change better aligns with shareholder expectations
 Paying bonuses between target and stretch when DIPS growth is negative, is not palatable	<ul style="list-style-type: none">▪ The committee recalibrated the FY25 scorecards (see page 16)

KEY THEMES FROM THE NOVEMBER 2023 REMUNERATION ROADSHOW



Oxford Corner, Rosebank

Investor feedback received	Our response
 <p>Concerns were raised about executive management succession</p>	<ul style="list-style-type: none">Succession is a key focus area for the Board and the committee, including the commitment to improve diversity
 <p>The market capitalisation benchmark is not appropriate given the size and complexity of the peers; shareholders would like more property companies included, both local and international</p>	<ul style="list-style-type: none">The STI performance measurement for relative DIPS growth is benchmarked with the FTSE/JSE SA REIT IndexFor total remuneration, the committee, in line with advice from our remuneration advisor, has concluded that the market capitalisation benchmark remains appropriateThe committee has considered introducing international companies to the property comparator group and will continue to do so, in line with the company's objective of increasing its international footprint in the medium to long term

ALIGNMENT WITH SHAREHOLDERS

Shareholders have experienced the following for FY24



10.0%▼
decline in DIPS
and DPS



6.1%▼
decline in NAV
per share



-0.65% ▼
total return
(SAREIT NAV movement plus
dividends)



14.5%▲
total shareholder
return



4.5%▲
increase in
share price

Executives have experienced the following for FY24



9.6%▼
average **decline** in executive directors' total remuneration from FY23 to FY24

19.9%▼
average **decline** in executive directors' STI from FY23 to FY24

FY24 REMUNERATION



Rand	TFR FY24	GOZ directors' fees FY24	STI cash bonus	DSTI	LTI vesting	ERS vesting FY24	Cash STI and DSTI as % of TFR	Total remuneration FY24	Total remuneration FY23	% change
Group CEO	8 512 606	1 636 355	5 697 600	5 697 600	3 379 107	-	134%	24 923 268	27 618 151	(9.76%)
CEO SA	6 599 349	1 642 426	4 436 600	4 436 600	2 624 608	291 004	134%	20 030 587	22 013 931	(9.01%)
Group FD	4 812 689	-	2 538 300	2 538 300	1 427 396	338 101	105%	11 654 787	12 937 285	(9.91%)

TOTAL REMUNERATION*

The Group CEO and CEO SA are earning less than what they were earning in FY19



*excluding GOZ directors fees

IMPLEMENTATION



Awards for on-target performance for Executive Directors expressed as a percentage of TFR

STI awards	Group CEO & RSA CEO (participation ratio for each)	Multiplier	Group FD (participation ratio for each)
FY20 Cash STI and DSTI	100.0%	65.0%	65.0%
FY21 DSTI	75.0%	75.0%	56.3%
FY21 Cash STI	100.0%	75.0%	75.0%
FY22 Cash STI and DSTI	87.5%	75.0%	65.6%
FY23 Cash STI and DSTI	75.0%	75.0%	56.3%
FY24 Cash STI and DSTI	75.0%	75.0%	56.3%

LTI awards		Group CEO & RSA CEO (participation ratio)	Multiplier	Group FD (participation ratio)
FY20 LTI (1 October 2019)	3-year scheme	75.0%	65.0%	48.8%
FY21 LTI(1 October 2020)	3-year scheme	75.0%	65.0%	48.8%
FY22 LTI (1 October 2021)	3-year scheme	100.0%	75.0%	75.0%
FY23 LTI (1 October 2022)	4-year scheme	75.0%	75.0%	56.3%
FY24 LTI (1 October 2023)	4-year scheme	75.0%	75.0%	56.3%

FY24 STI SCORECARD

Based on a 75% participation ratio for on target performance



V&A Waterfront, Cape Town



Group measures = **85.0%**

Income Statement =
52.0%

Balance Sheet =
15.0%

ESG =
18.0%



Personal measures = **15.0%**



Personal measures scores

62.0%
for Norbert Sasse

64.5%
for Estienne de Klerk

90.0%
for Gerald Völkel

FY24 STI SCORECARD



KPI	Weight (%)	Threshold 50%	Target 100%	Stretch 150%	Score	Quartile ranking	Multiplier (%)	Weighted modifier
Group measure	85.00						88.57	75.29
Income statement	52.00							40.50
(1) Absolute DIPS growth (cents)	15.00	136.00	138.70	141.40	141.90	n/a	150.00	22.50
(2) SA vacancies (%)	5.00	10.20	9.20	8.20	8.40	n/a	140.00	7.00
(3) SA renewal growth (%)	5.00	-14.50	-12.50	-10.50	-6.20	n/a	150.00	7.50
(4) SA IFRS total cost-to-income ratio (%)	3.50	37.30	36.70	36.10	36.70	n/a	100.00	3.50
(5) Relative DIPS growth (%) ¹	23.50	35.00	55.00	75.00	15.30	1st	0.00	0.00
Balance sheet	15.00							15.97
(1) Group LTV (%)	4.00	43.00	40.00	37.00	42.30	n/a	61.67	2.47
(2) Debt expiry profile	3.00	2.5 years	3.5 years	4.5 years	3.9 years	n/a	120.00	3.60
(3) Interest rate hedging (%)	2.00	65.00	75.00	85.00	79.00	n/a	120.00	2.40
(4) Secured vs unsecured debt	3.00	70:30	60:40	50:50	55:45	n/a	125.00	3.75
(5) Domestic credit rating	3.00	AA	AA+	AAA	Fitch AAA Moody's Aa1	n/a	125.00	3.75
ESG	18.00							18.82
(1) Environmental: Renewable energy (MWp)	5.50	36.30	40.00	43.70	40.70	n/a	109.46	6.02
(2) Social community: Transformation B-BBEE score	5.50	100.00	101.00	102.00	102.70	n/a	150.00	8.00
(3) Social labour: Employee engagement (%)	3.50	68.00	72.00	76.00	69.40	n/a	67.50	2.36
(4) Governance Ethics	3.50	72.00	76.00	80.00	73.00	n/a	62.50	2.19

1) Measured against the constituents in the FTSE/JSE SA REIT index, including GRT, weighted by market capitalisation, capped at 15%

FY24 LTI SCORECARD

Based on a 75% participation ratio for on target performance



V&A Waterfront, Cape Town



Financial measures = **90.0%**

E

S

G



ESG measures = **10.0%**



FY24 LTI SCORECARD

FY24 LTI outcomes for the 1 October 2021 awards that vested based on FY22, FY23 and FY24's performance

KPI	Weight (%)	Threshold 50%	Target 100%	Stretch 150%	Score	Quartile ranking	Multiplier (%)	Weighted modifier
Total measure	100.00							52.67
Financial	90.00							41.52
Absolute total return	30.00	13.20	14.20	15.20	5.40	n/a	0.00	0.00
Relative total return	30.00	25.00	50.00	75.00	69.20	3rd	138.40	41.52
Relative total shareholder return ¹	30.00	25.00	50.00	75.00	23.00	1st	0.00	0.00
ESG	10.00							11.15
Sustainability		Average of non-financial measures per STI scorecards (FY22: 16.85% out of 15%, FY23: 21.18% out of 18% and FY24: 18.82% out of 18%)				n/a	111.5	11.15

1) Measured against the constituents in the FTSE/JSE SA REIT index, including GRT, weighted by market capitalisation, capped at 15%

FY25 STI SCORECARD

Based on a 75% participation ratio for on target performance



V&A Waterfront, Cape Town



Group measures = **85.0%** (FY24: 85%)

Income Statement =
40.0%
(FY24: 52.0%)

Balance Sheet =
25.0%
(FY24: 15.0%)

ESG =
20.0%
(FY24: 18.0%)



Personal measures = **15.0%** (FY24: 15%)



FY25 STI SCORECARD

STI performance conditions

		Weight	Threshold 50%	Target 100%	Stretch 150%
Income statement 40% (FY23: 52%)	Absolute DIPS growth	10% (FY24: 15%)	Prior year DIPS: 141.9cps (FY24: Budget -2%)	Prior year DIPS: 141.9cps +1% (FY24: Budget)	Prior year DIPS: 141.9cps +2% (FY24: Budget +2%)
	Relative DIPS growth ¹ (percentile ranking)	20% (FY24: 23.5%)	35% (FY24: 35%)	55% (FY24: 55%)	75% (FY24: 75%)
	SA IFRS cost-to-income (excluding GIP and T&D)	5% (FY24: 3.5%)	FY24 = 36.7% (FY24: Budget 36.7% +0.6%)	36.2% (FY24: Budget 36.7%)	35.7% (FY24: Budget 36.7% -0.6%)
	SA ICR	5% (FY24: n/a)	2.52x	Budget = 2.57x	2.62x
Balance sheet 25% (FY23: 15%)	Group LTV	5% (FY24: 4%)	FY25 budget= 44.2% (FY24: 43%)	43.2% (FY24: 40%)	42.2% (FY24: 37%)
	RSA LTV (excluding GP)	10% (FY24: n/a)	FY25 budget = 37.0%	36.0%	35.5%
	Reducing RSA debt (excluding GIP)	5% (FY24: n/a)	FY24 = R40.7bn	R39.7bn	R38.7bn
	Disposal of RSA assets (Rm sold and transferred)	5% (FY24: n/a)	R1.8bn	R2.7bn	R3.6bn
ESG 20% (FY23: 18%)	Environment Renewable energy (MWp)	7.5% (FY24: 5.5%)	46.3 (FY24: 36.3)	50.0 (FY24: 40.0)	53.7 (FY24: 43.7)
	Social: Community Transformation B-BBEE score (points)	7.5% (FY24: 5.5%)	100 (FY24: 100)	101 (FY24: 101)	102 (FY24: 102)
	Strategy for water and waste intensity	5.0% (FY24: n/a)	Qualitative assessment based on SET and Remco committee review		

1) Measured against the constituents in the FTSE/JSE SA REIT index, including GRT, weighted by market capitalisation, capped at 15%

FY25 LTI SCORECARD

Based on a 75% participation ratio for on target performance



V&A Waterfront, Cape Town



Financial measures = **80.0%** (FY24: 90%)

E

S

G



ESG measures = **20.0%** (FY24: 10%)

FY25 LTI SCORECARD

FY25 - 1 October 2024 Awards



		Weight	Threshold 50%	Target 100%	Stretch 150%
Financial 80%	Relative TR ¹	20.0%	35 th percentile	50 th percentile	75 th percentile
	Relative TSR ¹	40.0%	35 th percentile	50 th percentile	75 th percentile
	Absolute TSR	20.0%	10-year risk-free rate*	10-year risk-free rate ² +3%	10-year risk-free rate ² +5%
ESG 20%	Renewable energy (% of FY23 total consumption)	10.0%	16.5%	20.0%	23.5%
	Number of net-zero carbon buildings by FY27	5.0%	10	15	20
	Average B-BBEE score	5.0%	Per the STI scorecards for FY25, FY26 and FY27		

1) Measured against the constituents in the FTSE/JSE SA REIT index, including GRT, weighted by market capitalisation, capped at 15%

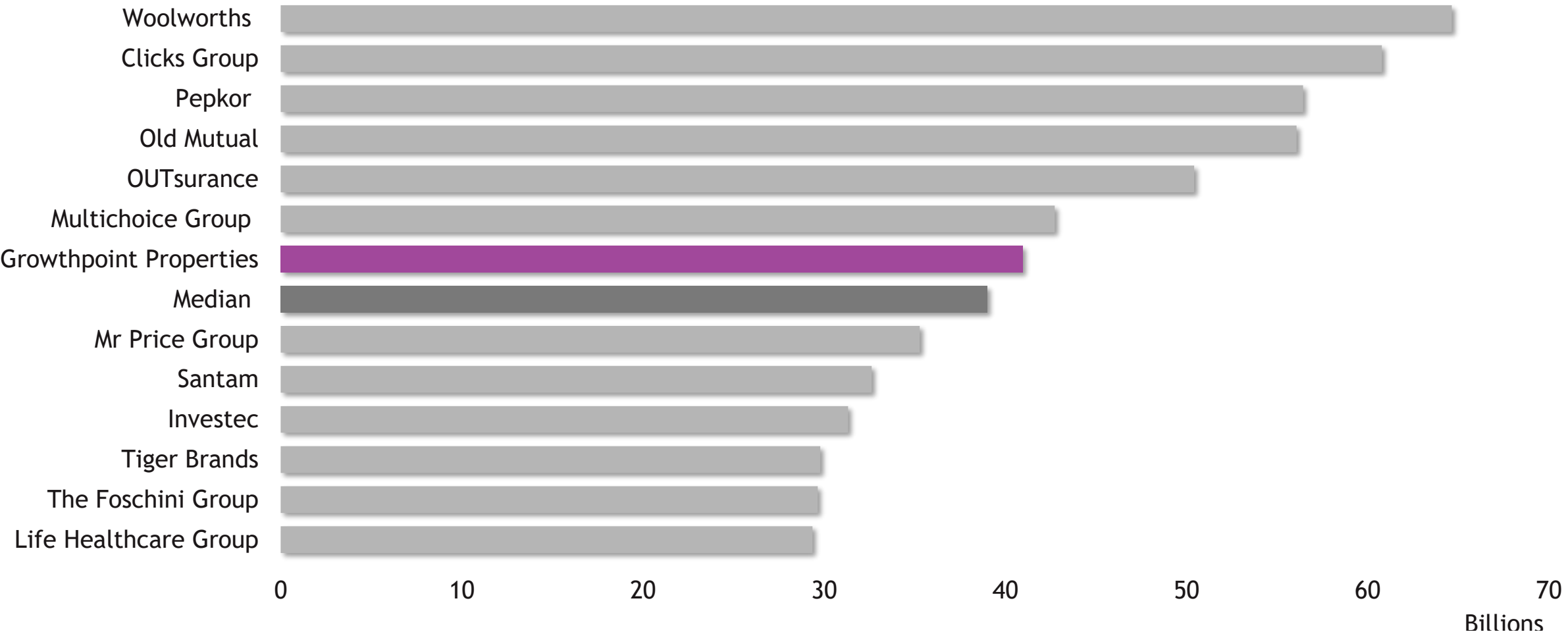
2) Daily average: SA 10-year Government Bond

BENCHMARKING - MARKET CAP COMPARATOR GROUP



- A comparator group of JSE-listed companies with similar market capitalisation is used for benchmarking the Executive Directors' total remuneration and NEDs' fees
- This comparator group is reviewed every three years, unless there are corporate events that require sooner review
- The market capitalisation as at 30 June 2023 was based on a 30-day volume-weighted average price (VWAP)
- The six higher and six lower companies were selected, excluding mining and other clearly non-comparable companies
- The comparator group below was selected based on the companies' 30 June 2023 market capitalisation and will be used for the FY24, FY25 and FY26 benchmarking

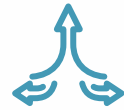
BENCHMARKING - MARKET CAP COMPARATOR GROUP



FY25 FOCUS AREAS



Continued review of executive KPIs and scorecards to ensure alignment between shareholders' interests & fair & responsible remuneration



Vertical & horizontal pay equity analysis with a focus on addressing potential pay gaps, in line with the Companies Amendment Act, focusing on the lowest paid earners



Employee development plans that support our succession, transformation & retention plans



Organisation-wide job grading and benchmarking exercise, and the development of pay scales, to ensure internal parity & fair & ethical pay practices across all levels



Review of our people policies & practices to be able to attract, retain & motivate high-performing employees whose values align with those of Growthpoint



Link EE targets to succession plan



Transformation - gender and diversity focus



Leadership and succession
(Group CEO, Group FD, Board, Exco - gender and diversity focus)

FY25 FOCUS AREAS: ESG



Focus on what makes business sense and attracts and retains tenants



Utilities management



Climate Change and carbon neutral pathway

Renewable energy
PPA
Solar

Water, waste
and electricity intensity

Building certifications
including net zero
certifications

Boston Hydro , Free State

ENVIRONMENTAL TARGETS



Inanda Greens, Sandton



40%

Of FY23's electricity consumed is to be supplied by renewable energy by FY28



60MWp

of rooftop solar installed on our buildings by FY26



20

South African buildings certified as net zero by FY28



100%

Certification of all long-term hold office buildings
(minimum four-star Green Star Rating)

FY25 SOCIAL FOCUS AREA



Focus on education and enterprise supplier development



Transformation



Our people

RESOLUTIONS



V&A Waterfront, Cape Town



Financial assistance

In line with feedback received from shareholders last year, wording in relation to the financial assistance resolutions, 2.2 and 2.3, has been tightened to ensure that it is clear & definitive



Other resolutions

All other resolutions remain standard, with no changes from the prior year



Nu Leaf, Saligna, Boksburg

1: ORDINARY RESOLUTIONS

- 1) Re-election of Non-executive Directors who are to retire at the meeting and hold themselves available for re-election
 - 1) Mr M Hamman
 - 2) Mr CD Raphiri
- 2) Election of Audit Committee members
 - 1) Mr M Hamman as committee Chairman subject to passing of resolution 1.1
 - 2) Mr FM Berkeley
 - 3) Mrs KP Lebina
 - 4) Mr CD Raphiri subject to passing of resolution 1.1
 - 5) Mr AH Sangqu
- 3) Re-appointment of EY as external auditor
- 4) Advisory, non-binding approval of remuneration policy and implementation report
 - 1) Advisory, non-binding approval of remuneration policy
 - 2) Advisory, non-binding approval of remuneration policy's implementation



Nu Leaf, Saligna, Boksburg

1: ORDINARY RESOLUTIONS continued...

- 5) To place the unissued authorised ordinary shares of the company under the control of the Directors, limited to 10% of the number of shares in issue (2023: 10%)
- 6) Specific and exclusive authority to issue ordinary shares to afford shareholders distribution reinvestment alternatives
- 7) General but restricted authority to issue shares for cash, limited to 5% of the number of shares in issue (2023: 5%)
Note: The aggregate number of ordinary shares which may be issued under resolution 1.5 and 1.7 combined is limited to 10% (2023: 10%)
- 8) To receive and accept the report of the Social, Ethics and Transformation Committee

RESOLUTIONS



2: SPECIAL RESOLUTIONS

- 1) Approval of Non-executive Directors' fees for financial year ending 30 June 2025, 5.5% increase proposed (FY24: 5.5%)
- 2) Financial assistance in terms of section 44 of the Companies Act
- 3) Financial assistance in terms of section 45 of the Companies Act
- 4) Authority to repurchase ordinary shares, limited to 10% of the company's issued ordinary shares (2023: 10%)



THANK
YOU