

Nomination Committee Charter

GPT RE Limited and GPT Management Holdings Limited

1. Background

The GPT Group (GPT or the Group) comprises GPT Management Holdings Limited (GPTMHL) and General Property Trust (Trust). GPT RE Limited (GPTRE) is the responsible entity of the Trust. GPT's stapled securities are listed on the Australian Securities Exchange (ASX). The Boards of GPTMHL and GPTRE have common directors and meet concurrently. They are collectively referred to as the "Board" in this charter.

2. Purpose

- 2.1 The Nomination Committee ("**Committee**") is a Committee of the Board set up to assist the Board in fulfilling its corporate governance responsibilities in relation to Non-Executive Director and Chief Executive Officer appointments and succession and Board induction, development and performance.
- 2.2 The Board has delegated authority to the Committee to fulfil the responsibilities set out in section 3 of this Charter and may make other delegations to the Committee from time to time.
- 2.3 The Committee will work with and refer relevant matters to the other Committees to assist the Board in fulfilling its responsibilities.

3. Responsibilities of the Committee

- 3.1 The Committee has been established to undertake the following activities on behalf of the Board:

Board and Committee composition

- Oversee the succession plans for the Board Chairman and Non-Executive Directors.
- Maintain and update a skills matrix for Directors to enable the Board to ensure that the appropriate balance of skills, experience, expertise, independence and diversity is achieved.
- Oversee the process for the search and selection of new directors for nomination for recommendation to the Board;
- Review and recommend to the Board for approval the re-election of Non-Executive Directors and ensure that securityholders receive all material information relevant to informed decision-making whether to re-elect the Non-Executive Director.
- Assess the independence of each Non-Executive Director, as defined in the Board Charter, on a regular basis.
- Review the composition of the Board's committees and make recommendations to the Board for approval in relation to any proposed changes to those Committees.

Board induction, development and performance

- Oversee induction and professional development programs for Non-Executive Directors.
- Manage the annual Board, Committee and Director effectiveness evaluation process and recommend to the Board suggested actions to address matters raised.

Chief Executive Officer appointment

- Oversee the succession plans for the Chief Executive Officer.
- Manage any recruitment and appointment process for the Chief Executive Officer and recommend the appointment to the Board for approval.

4. Access to information and independent advice

- 4.1 The Committee may take such independent legal, financial, or other advice as it considers necessary. The Committee may also approve whether or not advice provided by a consultant may be provided to a person who is neither a director nor a member of the Committee.

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4.2 The Committee may request any information or assistance it requires from employees in carrying out its responsibilities (and all employees are directed to cooperate with any such request).

5. Membership

5.1 The Committee will comprise at least three independent Non-Executive Directors of the Board.

5.2 The Chairman of the Committee will be the Chairman of the Board.

5.3 The Secretary of the Committee will be the GPT Company Secretary, or such other person as nominated by the Board.

6. Meetings

6.1 Meetings will be convened as required.

6.2 A quorum for any meeting will be two members.

6.3 The Committee may invite such persons (eg. external executive search consultants, Chief People Officer) to its meetings, as it deems necessary.

6.4 No person will be present when recommendations or decisions as to their own appointment, independence or performance are being discussed.

6.5 Directors who are not Committee members may attend meetings.

6.6 The Secretary will ensure that a record of submissions and papers, together with minutes of meetings is maintained. Agendas for, and minutes of meetings will be sent or made available to all members.

7. Reporting

7.1 The Chairman of the Committee will report the proceedings, deliberations and recommendations of the Committee to the next meeting of the GPT Board.

8. Committee Performance

8.1 On a periodic basis the Board shall perform an evaluation of the Committee's performance.

9. Review of Charter

9.1 The Committee will review this Charter at least every three years. Any amendments to the Charter will be approved by the Board.

10. Confidentiality

10.1 All proceedings of the Committee, including papers submitted and presentations made to the Committee, shall be kept confidential and will not be disclosed or released to any person other than Board members, GPT employees and GPT's auditors, except as required by law or as agreed by the Committee.