

Notice of Annual General Meeting

dexus

2019

Notice is hereby given by
Dexus Funds Management
Limited, as responsible
entity of each of the
four trusts that comprise
Dexus, that the 2019
Annual General Meeting
of Security holders will
be held at:

Where

Dexus Place
Governor Macquarie Tower
Level 15, 1 Farrer Place
Sydney NSW 2000

Date

Wednesday, 30 October 2019

Time

Registration – 1.30pm
Commencing – 2.00pm

In accordance with section 252S(1)
of the *Corporations Act 2001* (Cth),
Dexus Funds Management Limited
appoints Richard Sheppard to
act as Chair.

Business of the Meeting

To present the Financial Report:

To present the Directors' Report, Financial Statements and Independent Auditor's Report for the financial year ended 30 June 2019.

Resolutions:

1. Adoption of the Remuneration Report

To consider and if thought fit pass the following Resolution as an ordinary resolution:

"That the Remuneration Report for the financial year ended 30 June 2019 be adopted."

2. Grant 2019 long-term incentive performance rights to the Chief Executive Officer

To consider and if thought fit pass the following Resolution as an ordinary resolution:

"That approval is given for all purposes for:

- (a) the granting of 178,094 performance rights to Darren Steinberg under the Long-Term Incentive Rights Plan; and
- (b) the transfer or allocation of Securities to Darren Steinberg upon vesting of the performance rights.

for the year commencing 1 July 2019 as described in the Explanatory Memorandum to the 2019 Notice of Annual General Meeting."

3. Approval of Independent Directors

3.1 Approval of an Independent Director – Mark Ford

To consider and if thought fit pass the following Resolution as an ordinary resolution:

"That the continuing appointment of Mark Ford as a Director of Dexus Funds Management Limited be approved (by ratification)."

3.2 Approval of an Independent Director – The Hon. Nicola Roxon

To consider and if thought fit pass the following Resolution as an ordinary resolution:

"That the continuing appointment of The Hon. Nicola Roxon as a Director of Dexus Funds Management Limited be approved (by ratification)."

4. Ratification of Institutional Placement and Note Issue

4.1 Ratification of Institutional Placement

To consider and if thought fit pass the following Resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rules 7.1 and 7.4, the issue of 74,380,166 Securities in Dexus, to certain institutional and sophisticated investors at \$12.10 per Security on 3 May 2019 (Institutional Placement), as described in the Explanatory Memorandum to the 2019 Notice of Annual General Meeting, is hereby ratified for all purposes."

4.2 Ratification of Note Issue

To consider and if thought fit pass the following Resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rules 7.1 and 7.4, the issue of exchangeable notes to the value of \$425 million, each exchangeable into Securities in Dexus, to professional and sophisticated investors at an initial exchangeable price of A\$15.05 per security on 19 March 2019 (Note Issue), as described in the Explanatory Memorandum to the 2019 Notice of Annual General Meeting, is hereby ratified for all purposes."

Information on each of the Resolutions is set out in the accompanying Explanatory Memorandum. You should also read the Procedural Notes which form part of this 2019 Notice of Annual General Meeting.

By Order of the Board



Brett Cameron

Company Secretary

Dexus Funds Management Limited

25 September 2019

Procedural Notes

Dexus is the collective name of the four Trusts, and one unit in each of the Trusts together comprises one Security. As each Trust is a separate entity, each is required to conduct a separate meeting.

Richard Sheppard, as Chair of the meetings, has determined that because the Resolutions to be proposed at each of the four meetings and the persons eligible to vote on the Resolutions are the same, each of the four meetings will be conducted concurrently so that, from an administrative and attendee point of view, the conduct of the meetings will be as if they were one single meeting.

Quorum

The quorum necessary for this Meeting is 10 Security holders present in person or by proxy. If a quorum is not present within 30 minutes after the scheduled time for the Meeting, the Meeting will be adjourned as the Chair directs.

Voting in person

If you wish to vote in person, you should attend the Meeting on Wednesday, 30 October 2019. Registration commences at 1.30pm with the Meeting to commence at 2.00pm at

Dexus Place
Governor Macquarie Tower
Level 15, 1 Farrer Place
Sydney NSW 2000

A corporation that is a Security holder may appoint a person to act as its representative and vote at the Meeting. The appointment must comply with section 253B of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment including any authority under which it is signed and a "Certificate of Appointment of Corporate Representative". A form of the certification may be obtained from the Group's Security Registry.

If your Securities are jointly held, only one of the joint holders is entitled to vote. If both joint holders are present at the Meeting, only the vote of the person named first in the register counts. In the case of joint holders, the Proxy Form may be signed by any one holder.

Voting by proxy

If you are unable to attend the Meeting in person you may appoint a proxy to attend the Meeting in your place. The proxy does not need to be a Security holder. If you are entitled to cast two or more votes, then you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified each proxy may exercise half of your votes.

To appoint a proxy please complete the accompanying Proxy Form and return it to the Security Registry, Link Market Services Limited or alternatively you can lodge your Proxy vote online at linkmarketservices.com.au following the instructions provided on the website.

You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) to lodge your Proxy vote online. Proxy Forms and online Proxy votes should be received by 2.00pm Monday, 28 October 2019 in accordance with the instructions set out on the Proxy Form. Return your Proxy Form or vote by:

- Lodging it online at linkmarketservices.com.au in accordance with the instructions provided on the website; or

- Posting it in the reply-paid envelope provided to
Dexus C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235; or
- Hand delivering it to
Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12, 680 George Street
Sydney NSW 2000; or
- Faxing it to +61 2 9287 0309.

Voting entitlement

Subject to the following, all Security holders appearing on the register of Securities of Dexus as at 7.00pm (AEDST) on Monday, 28 October 2019 will be entitled to attend and vote at the Meeting.

Majority required

All Resolutions are ordinary resolutions. Each of those Resolutions will be passed if at least 50% of the votes cast by Security holders entitled to vote on the Resolution are cast in favour of the Resolution.

Poll

All Resolutions will be decided on a poll. On a poll, each Security holder has one vote for each whole \$1.00 of Security value (Security value is measured by reference to the last sale price for Securities on the ASX on the last day of trading immediately prior to the Meeting being Tuesday, 29 October 2019).

Voting exclusion statement

In accordance with section 253E of the Corporations Act, the Responsible Entity and its associates are not entitled to vote their interest on any Resolution if they have an interest in the Resolution other than as a member. The Responsible Entity and its associates may still vote as proxies, if their appointments specify the way they are to vote, and they vote that way.

Certain persons are not entitled to vote on Resolutions 1, 2, 4.1 or 4.2.

Refer to Sections 1, 2 and 4 of the Explanatory Memorandum for further information.

How the Chair will vote undirected proxies

In accordance with the instructions on your Proxy Form, if the Chair is your proxy and you do not direct the Chair how to vote, you will be taken to have directed the Chair to vote as the Chair sees fit on all Resolutions including Resolutions 1 and 2 notwithstanding that these Resolutions are connected with the remuneration of members of Dexus's Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report. The Chair intends to vote undirected proxies in favour of all Resolutions. Dexus asks all Security holders who submit proxies to direct their proxy on how to vote on each Resolution.

Enquiries

If you have any questions about the Resolutions, attending the Meeting, how to vote on the Resolutions or completing the Proxy Form, please contact the Dexus Infoline on 1800 819 675 Monday to Friday between 8.30am and 5.30pm (AEDST) or consult your financial or other professional advisor.

Explanatory Memorandum

Introduction

This Explanatory Memorandum is intended to provide Security holders with information to assess the merits of the Resolutions contained in the accompanying 2019 Notice of Annual General Meeting. Defined terms have the meaning attributed to them in the glossary. All monetary amounts (unless otherwise stated) are expressed in Australian dollars.

1. Adoption of the Remuneration Report

The purpose of Resolution 1 is to adopt the Remuneration Report for the financial year ended 30 June 2019. The Remuneration Report is in Dexus's 2019 Annual Report starting on page 68.

Under the Corporations Act, a listed company is required at its Annual General Meeting to put to its shareholders a resolution to approve its Remuneration Report. Consistent with its corporate governance framework, the Board of DXFM has determined that Dexus will be subject to this obligation even though it is a listed stapled group comprising real estate investment trusts. The vote on Resolution 1 is advisory only and does not bind the Directors or DXFM. However, if at least 25% of the votes cast on Resolution 1 are voted against the adoption of the 2019 Remuneration Report at the Meeting (first negative vote) then:

- If comments are made on the Remuneration Report at the Meeting, then Dexus's 2020 Remuneration Report will include an explanation of the Board's proposed action in response to those comments or, if no action is proposed, the Board's reasons for this; and
- If, at the 2020 Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the 2020 Remuneration Report are voted against the adoption of the 2020 Remuneration Report (second negative vote), Dexus will put to Security holders at the 2020 Annual General Meeting a resolution proposing that an Extraordinary General Meeting (EGM) be called to consider the election of Directors of DXFM (Spill Resolution). If the Spill Resolution is passed (i.e. more than 50% of the votes cast are in favour of it), Dexus will call an EGM within 90 days of the 2020 Annual General Meeting and all of the DXFM Directors (other than the Chief Executive Officer) will cease to hold office following that EGM, unless they are re-elected at the EGM.

During the Meeting, there will be an opportunity for Security holders to comment upon and ask questions about the Remuneration Report.

Voting Exclusions

Consistent with Dexus's corporate governance framework and Section 250R of the Corporations Act, a vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of Dexus's KMP and their closely related parties.

However, a vote may be cast on Resolution 1 by a KMP or its closely related parties as a proxy if the vote is not cast on behalf of a KMP or a closely related party of a KMP, and either:

- The voter is appointed as a proxy in writing, and that appointment specifies how the proxy is to vote on Resolution 1; or
- The voter is the Chair of the Meeting, and the proxy appointment does not specify the way the proxy is to vote, and expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

Resolution 1 will be decided by poll. Resolution 1 must be decided by at least 50% of votes cast at the Meeting by Security holders entitled to vote on the Resolution.

Recommendation

The Board unanimously recommends that Security holders vote in favour of Resolution 1 to adopt the Remuneration Report.

2. Grant 2019 long-term incentive performance rights to the Chief Executive Officer

Under his employment agreement, Darren Steinberg's remuneration consists of:

- Fixed remuneration; and
- At risk remuneration comprising of:
 - Short-term incentive (STI), 25% of which is deferred remuneration and delivered in security rights which vest after 1 and 2 years; and
 - Long-term incentive (LTI), all of which is deferred remuneration and delivered in performance rights which vest in two tranches at the end of year 3 and year 4 subject to achieving performance hurdles.

A performance right is the right, for no payment, to receive Securities on the vesting of that performance right.

It is proposed that Darren Steinberg be awarded performance rights under the Group's LTI Rights Plan (Plan) in respect of his 2019 LTI. This proposal is consistent with the Group's remuneration framework and Darren Steinberg's remuneration structure since his appointment as CEO and as previously disclosed to Security holders.

Why is Security holder approval being sought?

Dexus is not required to seek Security holder approval for the grant of performance rights to Darren Steinberg as Dexus acquires Securities on-market to satisfy these rights. However, for the purposes of transparency and good governance the Board has determined to seek Security holder approval for the grant of performance rights to be satisfied by the transfer of Securities to Darren Steinberg.

If approved by Security holders, Darren Steinberg's vested performance rights will continue to be settled by Dexus acquiring the Securities on-market and transferring the Securities to Darren Steinberg.

What is the LTI?

The at risk LTI is delivered as performance rights which vest in two tranches at the end of year 3 and year 4 if performance hurdles are achieved. The performance hurdles for the 2019 grant are Adjusted Funds From Operations per security growth (AFFO hurdle) (50%) and average Return on Contributed Equity (ROCE hurdle) (50%).

The two absolute measures provide greater focus on the fundamentals of Dexus's business and on the performance of the Executive team in meeting the targets which the Board sets than would general relative measures. AFFO per security growth and ROCE remove the potential favourable or unfavourable impact of macro-economic variables impacting asset valuations, as well as the composition vagaries of listed and unlisted peer groups.

Each year, the Board reviews existing performance measures and their hurdles to ensure they align with Security holder expectations and the current Dexus Strategy. In FY19 the Board reviewed the measures and resolved to retain AFFO per security growth and ROCE as these are the critical business metrics which will drive market performance and Security holder returns.

What is the AFFO hurdle?

AFFO is a key measure of growth and is calculated in line with the Property Council of Australia (PCA) definition. AFFO is Funds From Operations (FFO) as per the PCA's definition adjusted for maintenance capex, incentives (including rent free incentives) given to tenants during the period and other one-off items.

AFFO growth is measured as the implied compound annual growth rate of the aggregate AFFO earnings per Security over both the three and four-year vesting periods.

What is the ROCE hurdle?

ROCE represents the annualised average rate of return to Security holders, calculated as a percentage, comprising AFFO together with the net tangible asset impact from completed developments, divided by the average contributed equity during the period. The ROCE calculation excludes the impact of asset revaluations.

ROCE is measured as the per annum average at the respective conclusion of the three and four-year vesting periods.

What is the range of vesting?

| Vesting under both the AFFO per security growth and average ROCE measures are on a sliding scale against performance conditions set by the Board. | | |
|---|-----------------------|--|
| AFFO and ROCE Performance | Vesting Outcome | Hurdle setting |
| Below Target performance | Nil | Below target set by Board |
| Target performance | 50% | Target set between the 'through the cycle' ranges of: – AFFO per security growth 3% to 5% – ROCE 7% to 10% |
| Between Target and Outperformance | Straight line vesting | |
| Outperformance | 100% | Within or above the 'through the cycle' range |

The Board sets the performance range for both LTI hurdles over three and four-year periods. The Board does not reset or change the ranges during the performance period. The Board aligns the target setting with the Group's key operational metrics of maintaining a through the cycle AFFO per security growth range of 3% to 5% and ROCE of 7% to 10%. Actual AFFO per security growth and average ROCE performance achieved relative to the targets are disclosed retrospectively at the end of the performance period.

Dexus does not publish details of the hurdles prior to the testing of the first tranche at the end of the first performance period (year 3) as this would result in the disclosure of commercially sensitive information in connection with the Group's forecasts.

The Group aims to continually deliver AFFO per security growth and ROCE performance year on year, but fluctuations are to be expected. Factors that may cause fluctuation in AFFO are built into business forecasting and include the development pipeline, leasing assumptions, economic forecasts, management's actions in applying rent-free periods, incentives and maintenance expenditure.

Can the hurdles be adjusted?

The Board reserves the right to adjust performance hurdles under the Plan to reflect the impact of any capital transaction occurring during the performance period (for example: a significant equity issue or the sale or joint venture of a material part of the portfolio).

How is the number of performance rights calculated?

The LTI grant value is based on 150% of the fixed remuneration as at 1 July and the number of performance rights granted is calculated on a 'face value' basis.

The 2019 LTI grant value is \$2,400,000 which is divided by the volume weighted average price of Securities over ten trading days either side of the first trading day of the new financial year (\$13.4759). The proposed number of rights to be granted to Darren Steinberg is 178,094.

The minimum value of the grant is nil if the performance conditions are not met. The actual value cannot be determined until the end of the vesting periods, and will depend on the extent of vesting and the actual Security price at those times.

Explanatory Memorandum

When will the performance rights be granted?

The proposed grant of performance rights to Darren Steinberg will be made as soon as practicable after Security holder approval is obtained. The grant will have an effective date of 1 July 2019.

What happens if Darren Steinberg leaves Dexus?

Forfeiture of the performance rights will occur should Darren Steinberg's employment terminate within 12 months of the issue of performance rights for any reason, or if he voluntarily resigns or is terminated for cause prior to the vesting date.

Notwithstanding the above, if Darren Steinberg's employment is terminated for reasons such as retirement, redundancy, reorganisation, change in control or other unforeseen circumstances, the Board People & Remuneration Committee will recommend whether the participant should remain in the plan as a "good leaver", for decision by the Board.

What happens if there is a change of control?

Performance rights do not vest automatically as a consequence of a control transaction or a corporate restructuring. In relation to control transactions, the Board retains the discretion to accelerate the vesting date for performance rights issued under the Plan in such circumstances.

Do forfeiture or cancellation provisions apply to the LTI?

Yes. Performance rights may be reduced or cancelled at the Board's discretion including in circumstances such as a participant committing an act of fraud, wilful misconduct, reputational damage to Dexus, serious or wilful negligence or incompetence, being convicted of a criminal offence or if there has been a material misstatement of the Group's financial accounts as a consequence of a deliberate misrepresentation or fraud.

What is the hedging policy?

Participants in the Plan are prohibited from entering into hedging arrangements in respect of unvested performance rights.

Voting Exclusions

Dexus will disregard any votes cast in favour of Resolution 2 by the Chief Executive Officer and any of his associates. However, Dexus need not disregard a vote on Resolution 2 if it is cast by the Chief Executive Officer or any associate of the Chief Executive Officer as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form.

In addition, consistent with Dexus's corporate governance framework, a vote must not be cast on Resolution 2 by a member of Dexus's KMP or their closely related parties, acting as proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on Resolution 2.

These restrictions on voting undirected proxies do not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Resolution 2, because the Proxy Form expressly authorises the Chair of the Meeting to exercise undirected proxies.

Resolution 2 will be decided by poll. Resolution 2 must be decided by at least 50% of the votes cast at the Meeting by Security holders entitled to vote on the Resolution.

Recommendation

The Board, excluding Darren Steinberg, recommends that Security holders vote in favour of Resolution 2 to award Darren Steinberg performance rights under the Group's LTI Plan in respect of his 2019 LTI. Given his personal interest in the outcome of Resolution 2, Darren Steinberg has refrained from providing a recommendation in connection with this Resolution.

3. Approval of Independent Directors

At 30 June 2019, the Board of DXFM comprised eight members. All Directors are independent except for Dexus's Chief Executive Officer, Darren Steinberg.

In accordance with the corporate governance framework adopted by Dexus, the Directors have determined that the continuing appointment of each Director other than the CEO will be approved (by ratification) by Security holders at the Annual General Meeting immediately succeeding their initial appointment, and thereafter at least every three years, with at least one Director seeking approval at each Annual General Meeting. If an individual Director's appointment or continued appointment as a Director fails to be approved by a majority vote of Security holders at the required Annual General Meeting, then that Director will thereafter cease to hold the office of Director of DXFM.

3.1 Approval of an Independent Director – Mark Ford

Mark Ford is an Independent Director of Dexus Funds Management Limited and a member of the Board Audit Committee and Board Risk Committee. Mark was appointed to the Board on 1 November 2016.

Mark is Chair of Kiwi Property Group and Non-executive Director of the manager for China Commercial Trust. He is a Director of Prime Property Fund Asia. Mark has extensive property industry experience and has been involved in Real Estate Funds Management for over 25 years. He was previously Managing Director, Head of DB Real Estate Australia, where he managed more than \$10 billion in property funds and sat on the Global Executive Committee for Deutsche Bank Real Estate and RREEF.

Mark was also a Director in the Property Investment Banking division of Macquarie and was involved in listing the previous Macquarie Office Fund. His previous directorships include Comrealty Limited, Property Council of Australia, Deutsche Asset Management Australia and he was also Founding Chair of Cbus Property Pty Limited and South East Asia Property Company. Mark previously held senior roles with Price Waterhouse and Macquarie Bank.

3.2 Approval of an Independent Director – The Hon. Nicola Roxon

Nicola Roxon is an Independent Director of Dexus Funds Management Limited and a member of the Board People & Remuneration Committee and Board Risk Committee. Nicola was appointed to the Board on 1 September 2017.

Nicola is an Independent Chair of HESTA and Non-executive director of Lifestyle Communities Limited. She is a Patron for the BreastWest Foundation. Nicola was previously Chair of Cancer Council Australia, Bupa Australia Holdings Pty Limited and the Accounting Professional and Ethical Standards Board.

Nicola has more than 20 years' experience with a background in the public sector and significant expertise in highly regulated consumer industries, professional services and the not-for-profit sector. She has deep industry knowledge of the health, government and professional service sector in positions including Federal Attorney General, Federal Minister for Health and Ageing, Member for Gellibrand and Industrial lawyer and advocate at Maurice Blackburn and the National Union of Workers.

Resolutions 3.1 and 3.2 will be decided by poll. The Resolutions must be decided by at least 50% of the votes cast at the Meeting by Security holders entitled to vote on each Resolution.

Recommendation

The Board (other than the Directors abstaining) recommends that Security holders vote in favour of Resolutions 3.1 and 3.2 to approve the continued appointment (by ratification) of Mark Ford and The Hon. Nicola Roxon as Independent Directors of DXFM.

Each Director whose continued appointment is being voted upon has abstained from making a recommendation on their continued appointment.

4. Ratification of Institutional Placement and Note Issue

On 12 March 2019, Dexus announced the Note Issue comprising the issue of exchangeable notes to the value of \$425 million, with each note exchangeable into Securities in Dexus. The terms of these exchangeable notes are set out in the Enhanced Cleansing Notice dated 18 March 2019 issued by Dexus and Dexus Finance Pty Limited (ACN 110 473 786), the issuer of the notes. The proceeds from this Note Issue allowed Dexus to acquire, jointly with Dexus Wholesale Property Fund, the remaining 50% interest in the MLC Centre, 19 Martin Place, Sydney.

Under the Note Issue, settled on 19 March 2019, notes to the aggregate value of \$425 million were issued to professional and sophisticated investors at an initial exchange price of A\$15.05. It should be noted that, pursuant to the terms of the notes, the exchange price of the notes can be adjusted by certain events, and since the issue of the notes has been adjusted to \$15.00 as a result of the Institutional Placement described below. Exchange of the notes at the current exchange price would result in the issue of 28,333,333 Securities.

On 2 May 2019, Dexus announced an equity raising that comprised the Institutional Placement and a Security Purchase Plan (SPP), together raising \$963.9 million. The proceeds from this Institutional Placement and SPP allowed Dexus to partly fund the acquisition of a 75% ownership interest in 80 Collins Street, Melbourne.

Under the Institutional Placement, completed on 3 May 2019, 74,380,166 Securities were issued to certain institutional and sophisticated investors at \$12.10 per Security raising approximately \$900 million. Participants in this raising comprised a mix of new and existing wholesale institutional investors in Dexus. The new Securities were issued on the same terms as the existing Securities on issue.

Under ASX Listing Rule 7.1, Dexus is not permitted to issue more than 15% of its issued capital in any 12-month period unless the issue is approved by Security holders or an exemption applies to the issue. Dexus advises that an exemption applies for the SPP but does not apply to the Institutional Placement or Note Issue.

Under ASX Listing Rule 7.4 issues of Securities made without Security holder approval may be treated as having been made with Security holder approval if the issue did not breach the ASX Listing Rules and is subsequently approved by Security holders. An issue so approved is then not counted towards the calculation of the use of the 15% limit under ASX Listing Rule 7.1.

The Institutional Placement and Note Issue reduced Dexus's capacity to issue Securities without Security holder approval or an exemption from ASX Listing Rule applying. Accordingly, Security holders are being requested to ratify the issue of Securities for both the Institutional Placement and Note Issue as described above under ASX Listing Rules 7.1 and 7.4. This will ensure that Dexus has the maximum flexibility to raise capital going forward. Dexus has no current plan to raise capital (although it may do so in the future).

Resolution 4.1 is in relation to the Institutional Placement, and Resolution 4.2 is in relation to the Note Issue.

Voting Exclusions

Dexus will disregard any votes in favour of Resolution 4.1 cast by any person who participated in the Institutional Placement, or who holds Securities for the benefit of a person who obtained those Securities by way of the Institutional Placement, or by an associate of such a person.

Dexus will disregard any votes in favour of Resolution 4.2 cast by any person who participated in the Note Issue, or who holds Securities for the benefit of a person who obtained those Securities by way of the Note Issue, or by an associate of such a person.

However, Dexus need not disregard a vote on the above Resolutions if:

- It is cast by a person referred to above as proxy for a person who is entitled to vote on that Resolution, in accordance with the directions on the Proxy Form; or
- It is cast by the Chair of the Meeting as proxy for a person who is entitled to vote on that Resolution, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolutions 4.1 and 4.2 will be decided by a poll. Each Resolution must be decided by at least 50% of the votes cast at the Meeting by Security holders entitled to vote on that Resolution.

Recommendation

The Board unanimously recommends that Security holders vote in favour of Resolutions 4.1 and 4.2 to ratify the issue of Securities by way of the Institutional Placement and Note Issue.

Glossary

| | |
|----------------------------------|---|
| ASX | means ASX Limited or the market operated by ASX Limited, as applicable |
| Board | means the Board of Directors of DXFM being the responsible entity of the Trusts |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth) |
| Dexus or the Trusts or the Group | means DDF, DIT, DOT and DXO and their controlled entities |
| DDF | means Dexus Diversified Trust (ARSN 089 324 541) |
| DIT | means Dexus Industrial Trust (ARSN 090 879 137) |
| DOT | means Dexus Office Trust (ARSN 090 768 531) |
| DXFM | means Dexus Funds Management Limited (ABN 24 060 920 783) |
| DXO | means Dexus Operations Trust (ARSN 110 521 223) |
| KMP | means Key Management Personnel as described in Section 1 of the 2019 Remuneration Report available in the 2019 Dexus Annual Report |
| Meeting | means the meetings of the Security holders of the units in each of the four trusts to be held concurrently and in conjunction with each other on the date set out in the Notice of Annual General Meeting |
| Notice of Annual General Meeting | means the Notice of Annual General Meeting dated 25 September 2019 |
| Responsible Entity | means Dexus Funds Management Limited (ABN 24 060 920 783) as the responsible entity of each of the four Trusts |
| Resolution | means a resolution contained in the Notice of Annual General Meeting 2019 |
| Security or Securities | means a stapled Security of Dexus each consisting of one unit in each of the four trusts that comprise Dexus (ASX: DXS) |
| Security holders | means the holders of Securities |

Directory

Dexus Diversified Trust ARSN 089 324 541
 Dexus Industrial Trust ARSN 090 879 137
 Dexus Office Trust ARSN 090 768 531
 Dexus Operations Trust ARSN 110 521 223

Responsible Entity

Dexus Funds Management Limited
 ABN 24 060 920 783
 AFSL 238163

Registered office of Responsible Entity

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Directors of the Responsible Entity

W Richard Sheppard, Chair
 Penny Bingham-Hall
 John C Conde AO
 Toniaanne Dwyer
 Mark H Ford
 The Hon. Nicola L Roxon
 Darren J Steinberg, CEO
 Peter B St George

Secretaries of the Responsible Entity

Brett Cameron
 Scott Mahony

Auditors PricewaterhouseCoopers

Chartered Accountants
 201 Sussex Street
 Sydney NSW 2000

Security Registry

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 Infoline: +61 1800 819 675
 Fax: +61 2 9287 0309
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 Website: linkmarketservices.com.au
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 and 5.30pm (Sydney time).

Investor enquiries

Infoline: +61 1800 819 675
 Email: dexus@linkmarketservices.com.au
 Website: www.dexus.com

For enquiries regarding your holding please contact the Security Registry, or access your Security holding at www.dexus.com/update

Australian Securities Exchange

ASX code: DXS

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IR App

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