



2023 Notice of Meeting

Supporting better communities
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Notice of Annual General Meeting

23 October 2023, 2:00pm (Sydney time)

Notice is given by Region RE Limited (ABN 47 158 809 851) (AFSL 426603) (**Region RE**) as responsible entity of Region Retail Trust (ARSN 160 612 788) (**Retail Trust**) and Region Management Trust (ARSN 160 612 626) (**Management Trust**) that the Annual General Meeting for holders of stapled securities in the Retail Trust and the Management Trust (**Security holders**) for 2023 will be held on Monday 23 October 2023 at 2:00pm (Sydney time) (the **Meeting**).

In accordance with section 252S(1) of the Corporations Act, Region RE has appointed Steven Crane to act as Chair.

Important: The resolutions set out in this Notice of Meeting should be read together with the accompanying Explanatory Memorandum.

When:

23 October 2023 at 2:00pm (Sydney time)

Where:

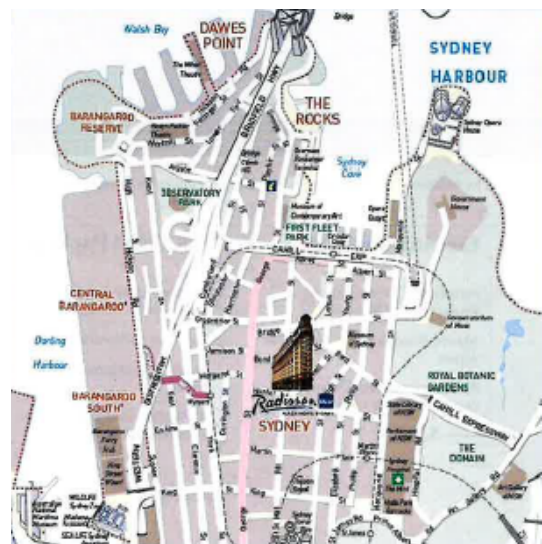
Marble Room, Radisson Blu Plaza Hotel Sydney,
27 O'Connell Street, Sydney NSW 2000

Security holders can also participate in the Meeting online at: <https://meetings.linkgroup.com/RGN23> The latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox is required.

Amongst other functions, the virtual platform will allow Security holders to listen to the Meeting, ask questions and make comments (both orally and in writing) in relation to the business of the Meeting and to vote in real time, as they ordinarily would if they were physically present at the Meeting. In addition, Region RE will answer questions submitted by Security holders in accordance with the accompanying Question Form.

Security holders will be able to log on to the virtual platform from 1:00pm (Sydney time) on the date of the Meeting.

A guide on how to use the virtual platform (including how to register, log in, vote and ask questions during the Meeting) is available on Region RE's website at <https://regiongroup.au/>. Region RE may also publish regulations, rules and procedures in relation to the manner in which the Meeting is to be conducted.



Notice of 2023 Annual General Meeting – Agenda

1. Ordinary business

2. 2023 Financial Statements and Reports

To receive, consider and discuss the annual financial report, directors' report and the auditor's report for Region Group for the financial year ended 30 June 2023.

Please note that there is no requirement for Security holders to approve these reports.

3. Remuneration Report

Resolution 1: Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

'That the Remuneration Report for the year ended 30 June 2023 be adopted.'

Please note that the vote on this resolution is advisory only and does not bind Region RE's Directors or Region Group.

Voting Exclusion

Details of the voting exclusions that apply to this resolution are set out in the 'Voting Exclusions' section of the Procedural Notes to this Notice of Meeting.

4. Election of Directors

Resolution 2: Re-election of Executive Director – Mark Fleming

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

'That Mark Fleming, who retires and, being eligible, offers himself for re-election as a director of Region RE, be re-elected as a director of Region RE.'

Resolution 3: Election of Independent Director – Antoinette Milis

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

'That Antionette Milis, who having been appointed a director of Region RE since the last annual general meeting, retires and, being eligible, offers herself for election as a director of Region RE, be elected as a director of Region RE.'

5. Executive Incentive Plan

Resolution 4: Issue of Short Term Incentive Rights under the Executive Incentive Plan to the Chief Executive Officer, Anthony Mellowes

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

'That for all purposes, including the purposes of ASX Listing Rule 10.14, approval be given for:

- (a) the grant to the Chief Executive Officer of Region RE, Anthony Mellowes, of 185,811 Rights as part of a short term incentive award under the Executive Incentive Plan; and
- (b) the transfer or allocation of Stapled Securities to Anthony Mellowes upon vesting of the Rights described in paragraph (a) of this resolution.'

Voting exclusion

Region RE will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Procedural Notes to this Notice of Meeting.

Resolution 5: Issue of Long Term Incentive Rights under the Executive Incentive Plan to the Chief Executive Officer, Anthony Mellows

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

'That for all purposes, including the purposes of ASX Listing Rule 10.14, approval be given for:

- (a) the grant to the Chief Executive Officer of Region RE, Anthony Mellows, of 620,034 Rights as part of a long term incentive award under the Executive Incentive Plan; and
- (b) the transfer or allocation of Stapled Securities to Anthony Mellows upon vesting of the Rights described in paragraph (a) of this resolution.'

Voting exclusion

Region RE will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Procedural Notes to this Notice of Meeting.

Resolution 6: Issue of Short Term Incentive Rights under the Executive Incentive Plan to the Chief Operating Officer, Mark Fleming

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

'That for all purposes, including the purposes of ASX Listing Rule 10.14, approval be given for:

- (a) the grant to the Chief Operating Officer of Region RE, Mark Fleming, of 106,327 Rights as part of a short term incentive award under the Executive Incentive Plan; and
- (b) the transfer or allocation of Stapled Securities to Mark Fleming upon vesting of the Rights described in paragraph (a) of this resolution.'

Voting exclusion

Region RE will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Procedural Notes to this Notice of Meeting.

Resolution 7: Issue of Long Term Incentive Rights under the Executive Incentive Plan to the Chief Operating Officer, Mark Fleming

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

'That for all purposes, including the purposes of ASX Listing Rule 10.14, approval be given for:

- (a) the grant to the Chief Operating Officer of Region RE, Mark Fleming, of 361,375 Rights as part of a long term incentive award under the Executive Incentive Plan; and
- (b) the transfer or allocation of Stapled Securities to Mark Fleming upon vesting of the Rights described in paragraph (a) of this resolution.'

Voting Exclusion

Region RE will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Procedural Notes to this Notice of Meeting.

By order of the Board of Directors of Region RE Limited



Erica Rees
Company Secretary
Dated 20 September 2023

Notice of 2023 Annual General Meeting – Procedural Notes

Region Group is the collective name of the Region Management Trust and Region Retail Trust (each a **Trust** and together, the **Trusts**). Each security in the Region Management Trust is stapled to one security in the Region Retail Trust to form a Stapled Security.

As each Trust is a separate entity, they are required to conduct separate meetings. However, rules 25.10(b) and 34.8(b) of the constitution of each Trust provides that meetings of Security holders may be held in conjunction and Region RE, as the responsible entity of each Trust, may make any rules for the conduct of Security holder meetings as Region RE determines.

The Board has determined that because the Resolutions to be proposed at each meeting of the Trusts are the same, each of the meetings will be conducted concurrently so that, from an administrative and attendance point of view, the conduct of the meetings will be as if they were one single meeting. Accordingly, any reference to “Meeting” in this Notice of Meeting is to the contemporaneous meetings of the Trusts convened by this Notice of Meeting and any reference to a “resolution” is to an identical resolution to be approved simultaneously by the Security holders of each Trust.

Quorum

The quorum necessary for this Meeting is two Security holders being present, in person, including virtually, 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 Region RE directs. The quorum must be present at all times during the Meeting, and if at any time a quorum is not present, the Meeting will be adjourned as Region RE directs.

Eligibility to Vote

The Board has determined that the registered holders of Stapled Securities at 7:00pm (Sydney time) on Friday, 20 October 2023 will be taken to be Security holders for the purposes of the Meeting and accordingly, will be entitled to attend and, subject to any applicable voting exclusions, vote at the Meeting.

Voting Exclusions

In accordance with section 253E of the Corporations Act, Region RE and its associates are not entitled to vote on any resolution if they have an interest in the resolution other than as a member.

Certain other persons are also not entitled to vote on the resolutions in accordance with the Corporations Act, the ASX Listing Rules and Region Group’s corporate governance framework.

The relevant voting exclusions are described in the Voting Exclusion Statement below.

Voting Exclusion Statement

Resolution 1: Adoption of the Remuneration Report

In accordance with the Corporations Act, a vote must not be cast on Resolution 1, and Region RE will disregard any votes cast in favour of Resolution 1 by or on behalf of KMP whose remuneration details are included in the Remuneration Report, and their CRP, unless the vote is cast by a KMP or their CRP as proxy for a person entitled to vote in accordance with a direction on the Proxy Form. This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Resolution 1 because the Proxy Form expressly authorises the Chair of the Meeting to exercise undirected proxies.

For the purpose of this voting exclusion statement:

- **Key management personnel** (or **KMP**) are those persons having authority and responsibility for planning, directing and controlling the activities of Region Group either directly or indirectly. It includes all Directors (Executive and Non-Executive) of Region RE. The KMPs during the year ended 30 June 2023 are listed in the Remuneration Report contained in the Directors' Report.
- A **closely related party** (or **CRP**) of a KMP means:
 - (a) a spouse or child of the KMP;
 - (b) a child of the KMP's spouse;
 - (c) a dependant of the KMP or of the KMP's spouse;
 - (d) anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with Region Group; or
 - (e) a company the KMP controls.

Resolutions 4, 5, 6 and 7

In accordance with the Corporations Act, a vote must not be cast on Resolutions 4, 5, 6 and 7, and Region RE will disregard any votes cast in favour of the resolutions by or on behalf of:

- the named person or class of persons excluded from voting identified in the far right hand column of the table below (**Excluded Person**); or
- an associate of an Excluded Person.

Resolution no	Resolution description	Excluded Person
Resolution 4	Approval of issue of STI Rights under the Executive Incentive Plan to the Chief Executive Officer, Anthony Mellowes	Anthony Mellowes and Mark Fleming (being the only persons of a type referred to in ASX Listing Rule 10.14.1 who are eligible to participate in the Executive Incentive Plan), as well as any persons referred to in ASX Listing Rules 10.14.2 or 10.14.3 who are eligible to participate in the Executive Incentive Plan.
Resolution 5	Approval of issue of LTI Rights under the Executive Incentive Plan to the Chief Executive Officer, Anthony Mellowes	Anthony Mellowes and Mark Fleming (being the only persons of a type referred to in ASX Listing Rule 10.14.1 who are eligible to participate in the Executive Incentive Plan), as well as any persons referred to in ASX Listing Rules 10.14.2 or 10.14.3 who are eligible to participate in the Executive Incentive Plan.
Resolution 6	Approval of issue of STI Rights under the Executive Incentive Plan to the Chief Operating Officer, Mark Fleming	Anthony Mellowes and Mark Fleming (being the only persons of a type referred to in ASX Listing Rule 10.14.1 who are eligible to participate in the Executive Incentive Plan), as well as any persons referred to in ASX Listing Rules 10.14.2 or 10.14.3 who are eligible to participate in the Executive Incentive Plan.
Resolution 7	Approval of issue of LTI Rights under the Executive Incentive Plan to the Chief Operating Officer, Mark Fleming	Anthony Mellowes and Mark Fleming (being the only persons of a type referred to in ASX Listing Rule 10.14.1 who are eligible to participate in the Executive Incentive Plan), as well as any persons referred to in ASX Listing Rules 10.14.2 or 10.14.3 who are eligible to participate in the Executive Incentive Plan.

However, the above voting exclusions do not apply to a vote cast in favour of a resolution by:

- an Excluded Person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a Security holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the Security holder that the beneficiary is not excluded from voting, and is not an associate of an Excluded Person, on the resolutions; and
 - the Security holder votes on the resolution in accordance with directions given by the beneficiary to the Security holder to vote in that way.

Voting by Proxy

An eligible Security holder can vote at the Meeting by appointing a proxy to attend and vote at the Meeting on their behalf. Where a Security holder is entitled to two or more votes, they may appoint two proxies to attend and vote at the Meeting on their behalf. Where two proxies are appointed, a Security holder may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that Security holder's votes (disregarding fractions).

An appointed proxy need not themselves be a Security holder.

To appoint a proxy, please complete the accompanying Proxy Form in accordance with the lodgement instructions below.

It is not necessary to fill in the name of the person to be appointed proxy in the Proxy Form unless it is desired to appoint a person other than the Chair of the Meeting.

Lodgement Instructions

Proxy Forms can be submitted in the following ways:

- Online at <https://investorcentre.linkgroup.com>;
- By mail to Link Market Services Limited at Locked Bag A14, Sydney South, NSW 1235 Australia;
- By facsimile to +61 2 9287 0309; or
- By hand to Link Market Services Limited at Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150

Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form accompanying this Notice of Meeting.

If a Proxy Form is signed by an attorney, a Security holder must also send Region RE the original power of attorney, or a certified copy of the power of attorney or other authority under which the Proxy Form is signed.

To be valid, completed Proxy Forms appointing a proxy (and a copy of the power of attorney (certified or original) or other authority (if any) under which it is signed) must be received by Region RE no later than 2:00pm (Sydney time) on Friday, 20 October 2023.

Security holders are encouraged to submit their Proxy Forms online. If you wish to post a Proxy Form, please be aware of current postal timeframes.

Undirected Proxies

The Chair of the Meeting intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions described above).

Voting by Corporate Representative

A Security holder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 253B of the Corporations Act. The representative should at the Meeting provide to Region RE evidence of his or her appointment, unless it has previously been provided to Region RE.

In particular, if a representative of the corporation is to attend the Meeting, the appropriate "Certificate of Appointment of Corporate Representative" must be received by Region RE no later than 2:00pm (Sydney time) on Friday, 20 October 2023 in accordance with the above lodgement instructions. Details of the lodgement instructions can also be found on the reverse of the Proxy Form accompanying this Notice of Meeting. A form of the certificate may be obtained from Region RE's securities registry or online at www.linkmarketservices.com.au.

Voting by Attorney

A Security holder entitled to participate in and vote at the Meeting is entitled to appoint an attorney to participate in and vote at the Meeting on the Security holder's behalf. An attorney need not themselves be a Security holder.

The power of attorney appointing the attorney must be signed and specify the name of each Security holder, each Trust and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms, as described in the above lodgement instructions.

To avoid any unforeseen technical difficulties associated with voting in real time during the Meeting on the virtual platform, the Board recommends, as far as practicable, that all Security holders lodge a Proxy Form prior to the Meeting in accordance with the lodgement instructions above.

Participating and Voting Online during the Meeting

Security holders can also participate in the 2023 Annual General Meeting online at:

<https://meetings.linkgroup.com/RGN23>

The latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox is required.

Amongst other functions, the virtual platform will allow the Security holders to listen to the Meeting, ask questions and make comments (both orally and in writing) in relation to the business of the Meeting and to vote in real time, as they ordinarily would if they were physically present at the Meeting. In addition, Region RE will answer questions submitted by Security holders in accordance with the accompanying Question Form.

Security holders will be able to log on to the virtual platform from 1:00pm (Sydney time) on the date of the Meeting.

A guide on how to use the virtual platform (including how to register, log in, vote and ask questions during the Meeting) is available on Region RE's website at <https://regiongroup.au/>. Region RE may also publish regulations, rules and procedures in relation to the manner in which the meeting is to be conducted.

To avoid any unforeseen technical difficulties associated with voting in real time during the Meeting on the virtual platform, the Board recommends, as far as practicable, that all Security holders lodge a Proxy Form prior to the Meeting in accordance with the lodgement instructions above.

Poll

In compliance with section 253J(1A)(a) of the Corporations Act, voting on all resolutions will be determined by a poll at the Meeting.

Security holder questions

Security holders are able to submit written questions prior to the Meeting. To submit a written question, please complete and return the accompanying Question Form, or submit the question online, in accordance with the instructions on the Question Form. The Question Form must be received by Region RE's security registrar, Link Market Services Limited, by 5:00pm (Sydney time) on Monday, 16 October 2023.

Questions should relate to matters that are relevant to the business of the Meeting as outlined in the Notice of Meeting.

Webcast

An audio recording of the Meeting will be made available on Region RE's website at: <https://regiongroup.au>.

Results of Meeting

The voting results will be announced to the ASX promptly following the Meeting and will also be made available on Region RE's website at: <https://regiongroup.au>.

Majority required to pass the Resolutions

All ordinary business items (Resolutions 1 – 7) involving a vote by Security holders require ordinary resolutions, which means that, to be passed, each resolution needs the approval of a simple majority of the votes cast by Security holders (or their proxies) entitled to vote on the resolution.

Enquiries

If you have any questions about the resolutions, how to participate in the Meeting, how to vote on the resolutions or complete the Proxy Form or Question Form, please contact the Region Group Information Line on 1300 318 976 (within Australia) or +61 1300 318 976 (outside Australia) or consult your financial or other professional advisor.

Notice of 2023 Annual General Meeting – Explanatory Memorandum

This Explanatory Memorandum and Annexures A and B form part of the Notice of Meeting convening the Annual General Meetings of Security holders of the Region Retail Trust and the Region Management Trust being held simultaneously.

Unless otherwise defined, capitalised terms have the meaning attributed to them in the Glossary.

Financial Statements and Reports

Section 317 of the Corporations Act requires Region Group to lay its financial report, the directors' report and the independent auditor's report for the last financial year before the Meeting.

The financial report has been approved by the Directors and audited by the independent auditor.

Whilst there is no requirement for these reports to be formally approved by Security holders, Security holders will have a reasonable opportunity to ask questions and make comments about these reports and the business, operations and management of Region Group during the Meeting.

Security holders are also encouraged to submit questions prior to the Meeting in accordance with the accompanying Question Form.

Region Group's external auditor, Deloitte Touche Tohmatsu will also be in attendance at the Meeting to respond to questions in relation to the conduct of the audit and the preparation and content of the auditor's report.

Remuneration Report

Resolution 1: Adoption of the Remuneration Report

The purpose of Resolution 1 is to adopt the Remuneration Report for the year ended 30 June 2023. The Remuneration Report is set out in Region Group's 2023 Annual Report and is available on the Region Group website at <https://regiongroup.au/>.

Under section 250R of the Corporations Act, a listed company is required at its annual general meeting to put a vote to its shareholders to approve its remuneration report. Consistent with the corporate governance framework adopted by Region Group, the Board has determined that Region Group will be subject to this obligation even though it is a listed stapled group comprising real estate investment trusts.

Security holders will have an opportunity to ask questions and make comments about the Remuneration Report at the Meeting. Security holders are also encouraged to submit questions prior to the Meeting in accordance with the accompanying Question Form.

While the vote on Resolution 1 is advisory only and does not bind the Board or Region RE, the Board will take the outcome of the vote into consideration in future reviews of the remuneration policy for Directors and executives of Region RE.

Directors' recommendation: *The Directors unanimously recommend that Security holders vote in favour of the adoption of the Remuneration Report.*

Election of Directors

Resolution 2: Re-election of Executive Director – Mark Fleming

Resolution 2 asks Security holders to re-elect Executive Director Mark Fleming, who is retiring as a Director of Region RE by rotation. In accordance with the corporate governance framework adopted by Region Group, Security holders are entitled to nominate and elect members of the Board having regard to the Board composition and membership criteria adopted by the Board. The Board has determined that each Director will retire and stand for re-election no later than every three years in accordance with the ASX Listing Rules; in particular, Listing Rule 14.4.

Mr Fleming retires at this Meeting as he was last elected as Director on 24 November 2021.

Mr Fleming is an Executive Director of Region RE, and was appointed as a Director of Region RE on 26 May 2015.

Mr Fleming was appointed as the Chief Financial Officer of Region Group in August 2013 and more recently as Chief Operating Officer, Strategy and Funds Manager of Region Group in September 2022.

Mr Fleming is an experienced financial executive. Prior to joining Region Group, Mr Fleming was CFO for Treasury Wine Estates Limited. Mr Fleming also held senior finance roles at Woolworths Limited and was an investment banker with UBS and Goldman Sachs prior to that.

Mr Fleming holds both a Bachelor of Economics degree and a Bachelor of Laws degree from Sydney University.

Mr Fleming brings specific skills in the following areas:

- investment banking, M&A, capital markets, strategy and corporate finance;
- funds management;
- capital management, including debt, derivatives and equity raising;
- retail industry expertise across a range of retail categories including supermarkets and experience in fast moving consumer goods;
- real estate expertise, particularly in retail asset classes, including valuations and funds management; and
- listed company CFO and COO experience, including treasury, tax, accounting/financial control/audit, corporate governance/risk management/compliance, stakeholder engagement/investor relations.

Having reviewed Mr Fleming's performance, and taking into account his expertise, skills and experience as well as his contribution to the Board and Region Group, the Board considers that Mr Fleming makes a significant contribution to the Board. The Board strongly supports Mr Fleming's re-election.

Directors' recommendation: *The Directors (with the candidate abstaining) unanimously recommend that Security holders vote in favour of Mark Fleming's re-election as a Director.*

If Security holder approval is not obtained for the re-election of Mr Fleming, he will step down as an Executive Director of Region RE.

Resolution 3: Election of Independent Director – Antoinette Milis

Ms Milis was appointed as a Non-Executive Director on 8 December 2022.

Ms Milis is a member of the Nomination Committee and Investment Committee.

Ms Milis is an experienced property industry executive having worked with Lendlease Group for more than 30 years. Most recently as Executive – Build to Rent and Affordable Housing in Australia, Ms Milis led the development of these alternative real estate classes. In a previous role as Head of Lendlease Communities Australia, Ms Milis was responsible for the development of over 25 large scale master planned communities, which included the critical delivery of Neighbourhood and Town Centres to provide a range of retail, business, entertainment and community uses.

Ms Milis brings specific skills in the following areas:

- real estate, in particular mixed use assets including retail and residential and spanning all aspects of real estate including property and development management, portfolio and investment management, facilities management, asset management and funds management;
- M&A;
- corporate governance;
- international experience;
- Government advisory;
- stakeholder engagement; and
- risk management.

The Board considers that Ms Milis is an ideal complement to the skills of other Directors on the Region RE Board having regard to succession planning announcements recently announced, and taking into account her expertise, skills and experience and the contribution that she has made to the Region RE Board since her recent appointment. The Board strongly supports Ms Milis' election.

Directors' recommendation: *The Directors (with the candidate abstaining) unanimously recommend that Security holders vote in favour of Antoinette Milis' election as a Director.*

Resolution 4: Issue of Short Term Incentive Rights under the Executive Incentive Plan to the Chief Executive Officer, Anthony Mellowes

Resolution 4 seeks Security holder approval, for the purposes of all applicable requirements under the Corporations Act and ASX Listing Rule 10.14, for the grant to the Chief Executive Officer of Region RE, Anthony Mellowes, of a maximum of 185,811 STI Rights as part of a short term incentive award for FY23 under the Executive Incentive Plan which would entitle him on vesting to a maximum of 185,811 Stapled Securities together with an amount of Stapled Securities calculated by reference to the distributions announced by Region Group during the vesting period (see "Allocation of Stapled Securities" in the STI Rights summary in Annexure A below for details).

Directors' recommendation: *The Directors (other than Mr Mellowes) unanimously recommend that Security holders vote in favour of Resolution 4.*

Resolution 5: Issue of Long Term Incentive Rights under the Executive Incentive Plan to the Chief Executive Officer, Anthony Mellowes

Resolution 5 seeks Security holder approval, for the purposes of all applicable requirements under the Corporations Act and ASX Listing Rule 10.14, for the grant to the Chief Executive Officer of Region RE, Anthony Mellowes, of a maximum of 620,034 LTI Rights as part of a long term incentive award for FY24 under the Executive Incentive Plan which, upon vesting, would entitle him to a maximum of 620,034 Stapled Securities

together with an additional amount of Stapled Securities calculated by reference to the distributions announced by Region Group during the vesting period (see “Allocation of Stapled Securities” in the LTI Rights summary in Annexure B below for details).

Directors’ recommendation: *The Directors (other than Mr Mellowes) unanimously recommend that Security holders vote in favour of Resolution 5.*

Resolution 6: Issue of Short Term Incentive Rights under the Executive Incentive Plan to the Chief Operating Officer, Mark Fleming

Resolution 6 seeks Security holder approval, for the purposes of all applicable requirements under the Corporations Act and ASX Listing Rule 10.14, for the grant to the Chief Operating Officer of Region RE, Mark Fleming, of a maximum of 106,327 STI Rights as part of a short term incentive award for FY23 under the Executive Incentive Plan which would entitle him on vesting to a maximum of 106,327 Stapled Securities together with an amount of Stapled Securities calculated by reference to the distributions announced by Region Group during the vesting period (see “Allocation of Stapled Securities” in the STI Rights summary in Annexure A below for details).

Directors’ recommendation: *The Directors (other than Mr Fleming) unanimously recommend that Security holders vote in favour of Resolution 6.*

Resolution 7: Issue of Long Term Incentive Rights under the Executive Incentive Plan to the Chief Operating Officer, Mark Fleming

Resolution 7 seeks Security holder approval, for the purposes of all applicable requirements under the Corporations Act and ASX Listing Rule 10.14, for the grant to the Chief Operating Officer of Region RE, Mark Fleming, of a maximum of 361,375 LTI Rights as part of a long term incentive award for FY24 under the Executive Incentive Plan which, upon vesting, would entitle him to a maximum of 361,375 Stapled Securities together with an additional amount of Stapled Securities calculated by reference to the distributions announced by Region Group during the vesting period (see “Allocation of Stapled Securities” in the LTI Rights summary in Annexure B below for details).

Directors’ recommendation: *The Directors (other than Mr Fleming) unanimously recommend that Security holders vote in favour of Resolution 7.*

Security holder approval of grant of Rights to Mr Mellowes and Mr Fleming (Resolutions 4, 5, 6 and 7)

Security holder approval was obtained in 2016 for the Executive Incentive Plan, with Security holder approval refreshed again in 2022. Since June 2016, the following Rights have issued under the Executive Incentive Plan:

Rights Issued		
	Anthony Mellowes, Executive Director and CEO	Mark Fleming, Executive Director and COO
STI Rights	826,817	393,579
LTI Rights	2,700,070	1,340,011

The grant of Rights to each of Messrs Mellowes and Fleming under the Executive Incentive Plan is conditional on Security holder approval. The Board strongly believes that an equity-based short and long-term incentive is an important component of executive remuneration to ensure alignment with Security holders’ interests. If Security holder approval is obtained, Region RE will be able to proceed with the issue of Rights to Messrs Mellowes and Fleming. If Security holder approval is not obtained in respect of any Rights, then the grant of those Rights will not be made under the Executive Incentive Plan. In that case, issues may arise with the competitiveness of the relevant Executive’s total remuneration package, both relative to the market as well as to other senior executives of Region Group. Accordingly, the Board may exercise its discretion under the

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Executive Incentive Plan to provide an equivalent cash incentive award, subject to substantially the same terms and conditions as outlined below in respect of the Rights.

ASX Listing Rule 10.14 requires Security holder approval for the issue of new securities under an employee incentive scheme to directors. It aims to minimise the dilution of Security holders and to protect them against related party transactions. Each of Messrs Mellows and Fleming is a Director of Region RE. Accordingly, the Board considers that as a matter of good corporate governance and in compliance with their obligations under the ASX Listing Rules (and for all other purposes), Security holder approval must be obtained prior to the grant of Rights to each of Messrs Mellows and Fleming.

See Annexures A and B for further details on Resolutions 4, 5, 6 and 7 generally and, in particular, the information required pursuant to ASX Listing Rule 10.15.

Glossary

Associate has the meaning given to that term in Section 12(2) of the Corporations Act.

ASX means ASX Limited ABN 98 008 624 691 or the market operated by ASX Limited, as applicable.

ASX Listing Rules means the listing rules of the ASX.

Board means the board of Directors of Region RE.

Chief Operating Officer or **COO** means Chief Operating Officer, Strategy and Funds Manager of Region RE.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of Region RE.

Executive Incentive Plan or **Plan** means the Region Group Executive Incentive Plan adopted by the Board on 29 June 2016 and last approved by Security holders on 23 November 2022.

LTI Right means a Right designated as a Long Term Incentive in the terms of the award for that Right.

Meeting means the annual general meeting of Security holders convened in accordance with the Notice of Meeting.

Notice of Meeting means the notice convening the Meeting which is set out at the beginning of this document.

Region Group means either:

- (a) the Trusts and their controlled entities; or
- (b) Region RE,

as applicable.

Region Management Trust means Region Management Trust (ARSN 160 612 626).

Region RE means Region RE Limited (ACN 158 809 851) as responsible entity of Region Retail Trust and Region Management Trust.

Region Retail Trust means Region Retail Trust (ARSN 160 612 788).

Related Party has the meaning given to it in the ASX Listing Rules.

Right means a right to receive, on vesting, a rights certificate that can be redeemed in the next seven years, under the terms of the Executive Incentive Plan.

Security holder means a registered holder of a Stapled Security.

Stapled Security means one security in Region Management Trust stapled to one security in Region Retail Trust.

STI Right means a Right designated as a Short Term Incentive in the terms of the award for that Right.

Trusts means each of Region Retail Trust and Region Management Trust.

Notice of 2023 Annual General Meeting – Annexure A

Requirements for the notice of meeting under ASX Listing Rule 10.14

The key features of the Rights proposed to be granted to each of Messrs Mellowes and Fleming are summarised in the table below (including the information required by ASX Listing Rule 10.15).

STI Rights		
Maximum number of Rights granted	<p>Anthony Mellowes, Executive Director and CEO</p> <p>ASX Listing Rule 10.14.1</p> <p>185,811 STI Rights</p> <p>For an STI Grant Value of \$406,407.10</p>	<p>Mark Fleming, Executive Director and COO</p> <p>ASX Listing Rule 10.14.1</p> <p>106,327 STI Rights</p> <p>For an STI Grant Value of \$232,560</p>
Why STI Rights are being issued	<p>Region Group has decided to grant STI Rights to Messrs Mellowes and Fleming to create alignment in the price of units in the Trusts between Directors and the Security holders, but not to provide Directors with the full benefits of unit ownership (such as dividend and voting rights) unless and until the STI Rights vest.</p>	
Summary of Performance Conditions	<p>There are no performance conditions for the vesting of the STI Rights (but see below for information regarding the operation of the malus provisions during the vesting period relevant to the STI Rights).</p> <p>These STI Rights were granted following an assessment by the Board of performance against a scorecard comprising financial metrics and strategic business objectives set at the commencement of FY23. The Remuneration Report included in our FY23 Annual Report describes the basis on which these Rights were awarded.</p>	
Performance and vesting period	<p>The STI Rights are subject to a one-year deferral period ending on or about 1 July 2024 (the vesting period).</p> <p>The STI Rights will vest at the end of the vesting period unless the Board exercises its discretion to forfeit the awarded STI Rights under the malus provisions of the Region Group Executive Incentive Plan Rules. For example, the Board has discretion to forfeit some or all of the STI Rights where the FY24 distribution levels are not maintained.</p> <p>Any STI Rights which do not vest at the end of the vesting period will lapse.</p>	
Allocation of Stapled Securities	<p>Each vested STI Right entitles the relevant executive to acquire one Stapled Security plus an additional number of Stapled Securities calculated on the basis of the distributions that would have been paid in respect of those Stapled Securities over the vesting period calculated as the number of Stapled Securities that would have been acquired if distributions as announced to the ASX had been paid during the vesting period on the Stapled Securities received on vesting of the STI Rights and those distributions were reinvested in Stapled Securities applying the formula set out in clause 3.3 of Region Group's Distribution Reinvestment Plan (DRP) (whether or not that plan is operative at the relevant time) assuming a discount of 0.0%. Fractions of Stapled Securities will be rounded down to the nearest whole number and no residual positive balance carried forward.</p> <p>No distributions accrue in respect of STI Rights that lapse.</p>	
Price payable for Rights	<p>No amount is payable upon the grant or vesting of the STI Rights.</p>	

STI Rights

Terms of any loan in relation to the acquisition	No loan will be provided in connection with the grant or the acquisition of the STI Rights.					
Date by which securities will be issued	It is intended that the STI Rights will be granted following Security holder approval, and in any event, within 12 months after Security holder approval is obtained pursuant to Resolutions 4 and 6 set out in this Notice of Meeting.					
Details of the Director's current total remuneration package	Anthony Mellows, Executive Director and CEO			Mark Fleming, Executive Director and COO		
		Total fixed remuneration (TFR)	STI % for TFR	LTI % for TFR		
	FY21	\$965,000*	100%	100%	FY21	\$662,500*
	FY22	\$1,055,000*	110%	120%	FY22	\$725,500*
	FY23	\$1,086,650*	110%	120%	FY23	\$760,000*
	FY24	\$1,130,116*	110%	120%	FY24	\$790,400*
	*TFR review effective on 1 October each year.			*TFR review effective on 1 October each year.		
	Full remuneration package details are set out in the 2023 Annual Report, which can be found at https://regiongroup.au/investor-centre/			Full remuneration package details are set out in the 2023 Annual Report, which can be found at https://regiongroup.au/investor-centre/		
Number of securities that have previously been issued to the Directors under the Employee Incentive Plan	Approvals were received at Region Group's 2022 AGM for the grant of STI Rights and LTI Rights to Mr Mellows. In accordance with those approvals, Mr Mellows was granted 198,680 FY22 STI Rights and 462,683 FY23 LTI Rights. No amount was payable upon the grant of those Rights, or will be payable on vesting of those Rights. This totals 661,363 Rights since the last approval. As at the date of this Notice of Meeting, the FY22 STI Rights have vested.			Approvals were received at Region Group's 2022 AGM for the grant of STI Rights and LTI Rights to Mr Fleming. In accordance with those approvals, Mr Fleming was granted 99,365 FY22 STI Rights and 269,666 FY23 LTI Rights. No amount was payable upon the grant of those Rights, or will become payable on vesting of those Rights. This totals 369,031 Rights since the last approval. As at the date of this Notice of Meeting, the FY22 STI Rights have vested.		
Required Statement under ASX Listing Rule 10.15.11	Details of any Rights issued under the Executive Incentive Plan will be published in Region Group's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become eligible to participate in an issue of Rights under the Executive Incentive Plan after the resolutions are approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.					
Voting Exclusion Statement	A voting exclusion statement in respect of Resolutions 4 and 6 is set out in the Procedural Notes to this Notice of Meeting.					

Notice of 2023 Annual General Meeting – Annexure B

Requirements for the notice of meeting under ASX Listing Rule 10.14

The key features of the Rights proposed to be granted to each of Messrs Mellows and Fleming are summarised in the table below (including the information required by ASX Listing Rule 10.15).

LTI Rights		
Maximum number of Rights granted	<p>Anthony Mellows, Executive Director and CEO</p> <p>ASX Listing Rule 10.14.1</p> <p>620,034 Rights</p> <p>For an LTI Grant Value of \$1,356,139.20</p>	<p>Mark Fleming, Executive Director and COO</p> <p>ASX Listing Rule 10.14.1</p> <p>361,375 LTI Rights</p> <p>For an LTI Grant Value of \$790,400</p>
<p>For each executive, the maximum number of LTI Rights is calculated by dividing the intended LTI Grant Value by the volume weighted average price for the 5 trading days following the release of Region Group's 2023 full year results (\$2.1872).</p>		
Why LTI Rights are being issued	<p>Region Group has decided to grant LTI Rights to Messrs Mellows and Fleming to create alignment in the price of units in the Trusts between Directors and the Security holders, but not to provide Directors with the full benefits of unit ownership (such as dividend and voting rights) unless and until the LTI Rights vest. LTI Rights are also used to retain Directors for the long term, by ensuring that they have a long term stake in the Trusts with longer term vesting periods.</p>	
Summary of Performance Conditions	<p>The LTI Rights are subject to the following Performance Conditions weighted as follows:</p> <ul style="list-style-type: none"> 60% to a Relative TSR Performance Condition measuring Region Group's total Security holder return performance over the Tranche 1 LTI Performance Period (being from 1 October 2023 to 30 September 2026) relative to the TSR for the constituents of the ASX 200 A-REIT Accumulation Index over that same period (Tranche 1 - RTSR Tranche); and 40% to an AFFOPS Performance Condition requiring Region Group's growth in adjusted funds from operation per security for the year to 30 June 2026 to exceed a certain level (Tranche 2 - AFFOPS Tranche). 	
Performance and vesting period	<p>The LTI Rights are subject to a 4 year vesting period comprising a 3 year forward-looking performance period and a 1 year deferral period (together the vesting period).</p> <p>The performance period for:</p> <ul style="list-style-type: none"> Tranche 1 – RTSR Tranche commences on 1 October 2023 and is tested following 30 September 2026; and Tranche 2 – AFFOPS Tranche commences on 1 July 2023 and is tested following 30 June 2026. <p>Any LTI Rights awarded then vest on or about 1 July 2027, following the end of the deferral period, unless the Board exercises its discretion to forfeit the awarded Rights under the malus provisions of the Region Group Executive Incentive Plan Rules.</p> <p>Any LTI Rights which do not vest following testing of the performance conditions will lapse.</p>	
Allocation of Stapled Securities	<p>Each vested LTI Right entitles the relevant executive to acquire one Stapled Security plus an additional number of Stapled Securities calculated on the basis of the distributions that would have been paid in respect of those Stapled Securities over the vesting period calculated as the number of Stapled Securities that would have been acquired if distributions as announced to the ASX had been paid during the vesting period on the Stapled Securities received on vesting of the LTI Rights and those distributions were reinvested in Stapled Securities applying the formula set out in clause 3.3 of Region Group's Distribution Reinvestment Plan (DRP) (whether or not that plan is operative at the relevant time) assuming a discount of 0.0%. Fractions of Stapled Securities will be rounded down to the nearest whole number and no residual positive balance carried forward.</p> <p>No distributions accrue in respect of LTI Rights that lapse.</p>	

LTI Rights

Price payable for Rights	No amount is payable upon the grant or vesting of the LTI Rights.							
Terms of any loan in relation to the acquisition	No loan will be provided in connection with the grant or the acquisition of the LTI Rights.							
Date by which securities will be issued	It is intended that the LTI Rights will be granted following Security holder approval, and in any event, within 12 months after Security holder approval is obtained pursuant to Resolutions 5 and 7 set out in this Notice of Meeting.							
Details of the Director's current total remuneration package	Anthony Mellows, Executive Director and CEO			Mark Fleming, Executive Director and COO				
	Total fixed remuneration (TFR)	STI % for TFR	LTI % for TFR	Total fixed remuneration (TFR)	STI % for TFR	LTI % for TFR		
	FY21	\$965,000*	100%	100%	FY21	\$662,500*	70%	70%
	FY22	\$1,055,000*	110%	120%	FY22	\$725,500*	80%	90%
	FY23	\$1,086,650*	110%	120%	FY23	\$760,000*	90%	100%
	FY24	\$1,130,116*	110%	120%	FY24	\$790,400*	90%	100%
	*TFR review effective on 1 October each year.			*TFR review effective on 1 October each year.				
	Full remuneration package details are set out in the 2023 Annual Report, which can be found at https://regiongroup.au/investor-centre/			Full remuneration package details are set out in the 2023 Annual Report, which can be found at https://regiongroup.au/investor-centre/				
Number of securities that have previously been issued to the Directors under the Employee Incentive Plan	<p>Approvals were received at Region Group's 2022 AGM for the grant of STI Rights and LTI Rights to Mr Mellows. In accordance with those approvals, Mr Mellows was granted 198,680 FY22 STI Rights and 462,683 FY23 LTI Rights. No amount was payable upon the grant of those Rights, or will be payable on vesting of those Rights.</p> <p>This totals 661,363 Rights since the last approval. As at the date of this Notice of Meeting, the FY22 STI Rights have vested.</p>			<p>Approvals were received at Region Group's 2022 AGM for the grant of STI Rights and LTI Rights to Mr Fleming. In accordance with those approvals, Mr Fleming was granted 99,365 FY22 STI Rights and 269,666 FY23 LTI Rights. No amount was payable upon the grant of those Rights, or will become payable on vesting of those Rights.</p> <p>This totals 369,031 Rights since the last approval. As at the date of this Notice of Meeting, the FY22 STI Rights have vested.</p>				
Required Statement under ASX Listing Rule 10.15.11	Details of any Rights issued under the Executive Incentive Plan will be published in Region Group's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become eligible to participate in an issue of Rights under the Executive Incentive Plan after the resolutions are approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.							
Voting Exclusion Statement	A voting exclusion statement in respect of Resolutions 5 and 7 is set out in the Procedural Notes to this Notice of Meeting.							

