# 2026
# Notice of Meeting

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# Notice of Annual General Meeting

## 20 October 2026, 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 2026 will be held on Tuesday 20 October 2026 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.

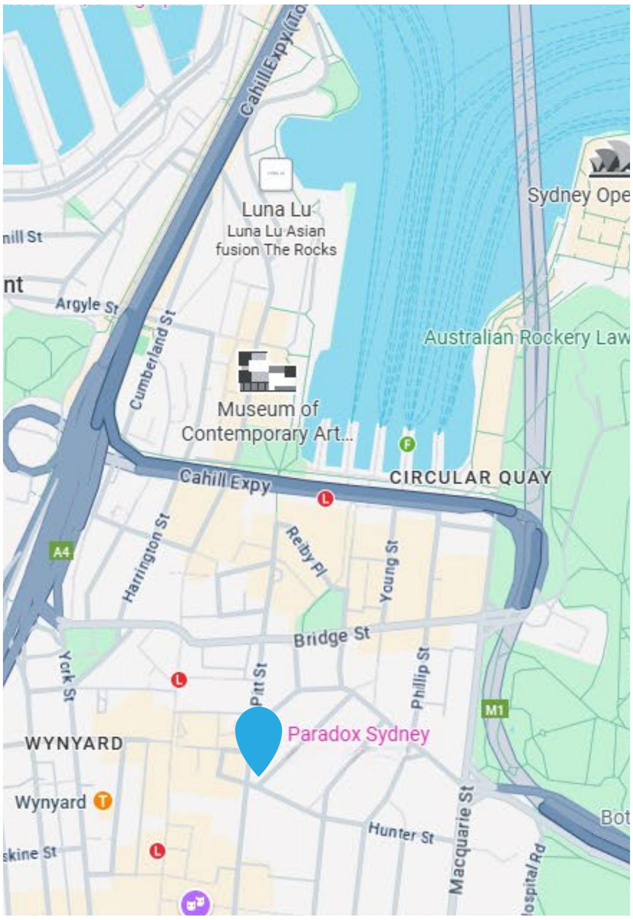
WHEN:

**20 October 2026 at 2:00pm (Sydney time)**

WHERE:

**Marble Room, Paradox Sydney**
**27 O'Connell Street, Sydney NSW 2000**

Security holders can also participate in the Meeting online at: https://meetings.openbriefing.com/RGN26



The latest version of Chrome or Edge 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.

# Agenda

## 1. Ordinary business

## 2. 2026 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 2026.

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 2026 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 Independent Director – Antoinette Milis

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

*'That Antoinette Milis, who retires and, being eligible, offers herself for re-election as a director of Region RE, be re-elected as a director of Region RE.'*

### **Resolution 3:** Election of Independent Director – Guy Farrands

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

*'That Guy Farrands, who having been appointed a director of Region RE since the last annual general meeting, retires and, being eligible, offers himself 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 Managing Director and Chief Executive Officer, Gregory Chubb

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 Managing Director and Chief Executive Officer of Region RE, Gregory Chubb, of 84,310 Rights as part of a short term incentive award under the Executive Incentive Plan; and*

*(b) the transfer or allocation of Stapled Securities to Gregory Chubb 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 Managing Director and Chief Executive Officer, Gregory Chubb

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 Managing Director and Chief Executive Officer of Region RE, Gregory Chubb, of 679,315 Rights as part of a long term incentive award under the Executive Incentive Plan; and*

*(b) the transfer or allocation of Stapled Securities to Gregory Chubb 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 Sign on Award Rights under the Executive Incentive Plan to the Managing Director and Chief Executive Officer, Gregory Chubb

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 Managing Director and Chief Executive Officer of Region RE, Gregory Chubb, of 1,098,852 Sign on Award Rights under the Executive Incentive Plan; and*

*(b) the transfer or allocation of Stapled Securities to Gregory Chubb upon the vesting of the Sign on Award 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 17 September 2026**

# Procedural Notes

Region Group is the collective name of the Management Trust and Retail Trust (each a **Trust** and together, the **Trusts**). Each security in the Management Trust is stapled to one security in the 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 provide 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, 16 October 2026 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

**Voting prohibition statement**

In accordance with section 250R of 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 any KMP whose remuneration details are included in the Remuneration Report or their CRP (the **Voter**). However, the Voter may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of the Voter and either:

- the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- the Voter is the Chair of the Meeting and the appointment of the Chair as proxy:
  (i) does not specify the way the proxy is to vote on Resolution 1; and
  (ii) expressly authorises the Chair of the Meeting to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a KMP.

For the purpose of this voting prohibition 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 (Managing and Non-Executive) of Region RE. The KMP during the year ended 30 June 2026 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 and 6** – Approval of issue of STI Rights and LTI Rights under the Executive Incentive Plan to the Managing Director and Chief Executive Officer, Gregory Chubb (Resolutions 4 and 5) and Approval of issue of Sign on Award Rights under the Executive Incentive Plan to the Managing Director and Chief Executive Officer, Gregory Chubb (Resolution 6)

### Voting exclusion statement

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

- the named persons or class of persons excluded from voting identified in the far right hand column of the following table (**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 Managing Director and Chief Executive Officer, Gregory Chubb | Gregory Chubb (being the only person of a type referred to in ASX Listing Rule 10.14.1 who is 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 Managing Director and Chief Executive Officer, Gregory Chubb | Gregory Chubb (being the only person of a type referred to in ASX Listing Rule 10.14.1 who is 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 Sign on Award Rights under the Executive Incentive Plan to the Managing Director and Chief Executive Officer, Gregory Chubb | Gregory Chubb (being the only person of a type referred to in ASX Listing Rule 10.14.1 who is 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 Resolution 4, 5 or 6 (as applicable) by:

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 4, 5 or 6 (as applicable), in accordance with directions given to the proxy or attorney to vote on Resolution 4, 5 or 6 (as applicable) in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, 5 or 6 (as applicable), in accordance with a direction given to the Chair to vote on Resolution 4, 5 or 6 (as applicable) 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 a person excluded from voting, on Resolution 4, 5 or 6 (as applicable); and
  - the Security holder votes on Resolution 4, 5 or 6 (as applicable) in accordance with directions given by the beneficiary to the Security holder to vote in that way.

### Voting prohibition statement

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4, 5 or 6 (as applicable), if:

- the proxy is either a KMP or a closely related party of a KMP; and
- the appointment does not specify the way the proxy is to vote on Resolution 4, 5 or 6 (as applicable).

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even if Resolution 4, 5 or 6 (as applicable) is connected directly or indirectly with the remuneration of a KMP.

For the purpose of this voting prohibition 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 (Managing and Non-Executive) of Region RE. The KMP during the year ended 30 June 2026 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.

## 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 may be submitted in the following ways:

- Online at https://au.investorcentre.mpms.mufg.com;
- By mail to MUFG Corporate Markets (AU) Limited at Locked Bag A14, Sydney South, NSW 1235 Australia;
- By facsimile to +61 2 9287 0309; or
- By hand to MUFG Corporate Markets (AU) 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, 16 October 2026.

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 such evidence has previously been provided.

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, 16 October 2026 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 https://au.investorcentre.mpms.mufg.com.

## 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. Such 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, 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 may also participate in the Meeting online at:
https://meetings.openbriefing.com/RGN26

The latest version of Chrome or Edge 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.

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 securities registrar, MUFG Corporate Markets (AU) Limited, by 5:00pm (Sydney time) on Tuesday, 13 October 2026.

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 – 6) involving a vote by Security holders are 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.

# Explanatory Memorandum

This Explanatory Memorandum and Annexures A, B, C and D form part of the Notice of Meeting convening the Annual General Meetings of Security holders of the Retail Trust and the 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, KPMG, 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 2026. The Remuneration Report is set out in Region Group's FY26 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 approach 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 Independent Director – Antoinette Milis

Resolution 2 asks Security holders to re-elect Independent Director Antoinette Milis, 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, ASX Listing Rule 14.4.

Ms Milis was first appointed as a Non-Executive Director on 8 December 2022 and was subsequently elected on 23 October 2023. As such, Ms Milis retires at this Meeting.

Ms Milis is Chair of the Investment Committee (from 23 October 2025) and a member of the Nomination Committee and the Remuneration Committee.

Ms Milis also holds the position, unrelated to Region RE, as Director of Levande Pty Ltd.

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.

Having reviewed Ms Milis' performance, and taking into account her expertise, skills and experience as well as her contribution to the Board, including as Chair of the Investment Committee, and as a member of the Nomination Committee and Remuneration Committee, the Board considers that Ms Milis makes a significant contribution to the Board and Region Group. The Board strongly supports Ms Milis' re-election.

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

If Security holder approval is not obtained for the re-election of Ms Milis, she will step down as an Independent Director of Region RE.

## **Resolution 3:** Election of Independent Director – Guy Farrands

Mr Farrands was appointed as a Non-Executive Director on 21 August 2026.

Mr Farrands is a member of the Audit, Risk Management and Compliance Committee, Investment Committee and Nomination Committee.

Mr Farrands has over 30 years' experience in direct and ASX listed property markets in Australia and internationally across commercial, retail, industrial and retirement property sectors. During his executive career, he held positions as Managing Director and Chief Executive Officer of ALE Property Group, Chief Financial Officer of Viva Energy REIT and Managing Director and Chief Executive Officer of GEO Property Group.

Mr Farrands also currently holds the position, unrelated to Region RE, as Non-Executive Director and Chair of ASX Listed entity, Aspen Group (APZ).

Mr Farrands brings specific skills in the following areas:

- real estate;
- property investment and funds management;
- investment banking including M&A and capital markets;
- corporate finance, treasury and accounting;
- corporate governance;
- audit, risk and compliance management;
- environmental and social responsibility and sustainability initiatives; and
- stakeholder engagement.

The Board considers that Mr Farrands is an ideal complement to the skills of other Directors on the Region RE Board having regard to his expertise, skills and experience. The Board strongly supports Mr Farrands' election.

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

If Security holder approval is not obtained for the election of Mr Farrands, he will step down as an Independent Director of Region RE.

# Executive Incentive Plan

## **Resolution 4:** Issue of Short Term Incentive Rights under the Executive Incentive Plan to the Managing Director and Chief Executive Officer, Gregory Chubb

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 issue to the Managing Director and Chief Executive Officer of Region RE, Gregory Chubb, of a maximum of 84,310 STI Rights as part of a short term incentive award for FY26 under the Executive Incentive Plan which would entitle him on vesting to a maximum of 84,310 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 for details).

**Directors' recommendation:** *The Directors (other than Mr Chubb) 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 Managing Director and Chief Executive Officer, Gregory Chubb

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 issue to the Managing Director and Chief Executive Officer of Region RE, Gregory Chubb, of a maximum of 679,315 LTI Rights as part of a long term incentive award for FY27 under the Executive Incentive Plan which, upon vesting, would entitle him to a maximum of 679,315 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 for details).

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

### Security holder approval of issue of STI Rights and LTI Rights to Mr Chubb (Resolutions 4 and 5)

Security holder approval was obtained in 2016 for the Executive Incentive Plan, with Security holder approval refreshed again in 2022 and 2025. Since June 2016, the following Rights have been issued to Mr Chubb under the Executive Incentive Plan:

| GREGORY CHUBB, MANAGING DIRECTOR AND CEO | |
|---|---|
| | Rights Issued |
| **STI Rights** | 0 |
| **LTI Rights** | 0 |

The issue of Rights to Mr Chubb 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.

ASX Listing Rule 10.14 provides that a listed entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- (10.14.1) a director of the entity, or of the responsible entity of the entity;
- (10.14.2) an associate of the entity, or of the responsible entity of the entity; or
- (10.14.3) a person whose relationship with the entity or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its security holders,

unless it obtains the approval of its security holders.

The proposed issue of the STI Rights (Resolution 4) and LTI Rights (Resolution 5) falls within ASX Listing Rule 10.14.1 above and therefore requires approval of Security holders under ASX Listing Rule 10.14. Resolutions 4 and 5 seek the required Security holder approval to the issue of the STI Rights (Resolution 4) and LTI Rights (Resolution 5) under and for the purposes of ASX Listing Rule 10.14.

If Security holder approval is obtained, Region RE will be able to proceed with the issue of Rights to Mr Chubb. Approval pursuant to ASX Listing Rule 7.1

will not be required as approval is being obtained under ASX Listing Rule 10.14. Accordingly, if Resolution 4 and Resolution 5 are passed, the issue of the Rights to Mr Chubb (and the transfer or allocation of Stapled Securities to Mr Chubb upon the vesting of the Rights) will not be included in calculating Region Group's 15% placement capacity under ASX Listing Rule 7.1.

If Security holder approval is not obtained in respect of any Rights, then the issue of those Rights will not be made under the Executive Incentive Plan. In that case, issues may arise with the competitiveness of Mr Chubb'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 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.

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

## **Resolution 6:** Issue of Sign on Award Rights under the Executive Incentive Plan to the Managing Director and Chief Executive Officer, Gregory Chubb

As announced to the ASX on 1 September 2025, Gregory Chubb was appointed as Managing Director and Chief Executive Officer of Region Group, with effect from March 2026.

Under the terms of Mr Chubb's employment agreement (**Employment Agreement**), he is entitled to a one-off 'sign on award' in the form of Rights over Stapled Securities (ie the Sign on Award Rights). The number of Sign on Award Rights to which Mr Chubb is entitled under his Employment Agreement (subject to Security holder approval under this Resolution 6) is such number of Sign on Award Rights equal in value to $2,500,000, divided by the VWAP at which Stapled Securities traded on ASX over the 5 trading day period following 10 February 2026 (being the date of release of Region Group's 2026 half year results).

The 5-day VWAP of Stapled Securities during the period 11 February 2026 to 17 February 2026 was $2.2751. On this basis, Mr Chubb is entitled to 1,098,852 Sign on Award Rights (rounded down and subject to Security holder approval under this Resolution 6).

Under the Employment Agreement, the Sign on Award Rights are issued under the Executive Incentive Plan.

Subject to Security holder approval under this Resolution 6, the Sign on Award Rights are to vest in two equal tranches:

- (tranche 1) 549,426 Sign on Award Rights are to vest within 14 days of the date of the Meeting; and
- (tranche 2) 549,426 Sign on Award Rights are to vest on or around 30 June 2027.

ASX Listing Rule 10.14 provides that a listed entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- (10.14.1) a director of the entity, or of the responsible entity of the entity;
- (10.14.2) an associate of the director referred to in ASX Listing Rule 10.14.1; or
- (10.14.3) a person whose relationship with the entity or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its security holders,

unless it obtains the approval of its security holders.

The issue of the Sign on Award Rights falls within ASX Listing Rule 10.14.1 above and therefore requires the approval of Region Group's Security holders under ASX Listing Rule 10.14.

Resolution 6 seeks the required Security holder approval, for the purposes of all applicable requirements under the Corporations Act and ASX Listing Rule 10.14, for the issue to the Managing Director and Chief Executive Officer of Region RE, Mr Chubb, of the 1,098,852 Sign on Award Rights on the terms set out above and in Annexure C.

If Resolution 6 is passed, Region Group will be able to proceed with the issue of Sign on Award Rights to Mr Chubb. Approval pursuant to ASX Listing Rule 7.1 will not be required as approval is being obtained under ASX Listing Rule 10.14. Accordingly, if Resolution 6 is passed, the issue of the Sign on Award Rights to Mr Chubb (and the transfer or allocation of Stapled Securities to Mr Chubb upon the vesting of the Sign on Award Rights) will not be included in calculating Region Group's 15% placement capacity under ASX Listing Rule 7.1.

If Security holder approval is not obtained, Region Group will not be able to proceed with the issue of the Sign on Award Rights to Mr Chubb and Region Group may need to consider alternative arrangements which may include a cash payment made in accordance with Region Group's ordinary remuneration process.

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

# Glossary

**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.

**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 21 October 2025.

**KPMG** means KPMG (ABN 51 194 660 183).

**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; and/or

(b) Region RE,

in each case, as the context requires.

**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.

**RTSR** means Relative Total Security holder Return.

**Security holder** means a registered holder of a Stapled Security.

**Sign on Award Right** means a Right designated as a ‘Sign on Award Right’ in the terms of the award for that Right.

**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.

**TFR** means total fixed remuneration.

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

**VWAP** means volume weighted average price.

# Annexure A

### Requirements for the notice of meeting under ASX Listing Rule 10.14

The key features of the STI Rights for FY26 (pursuant to Resolution 4) proposed to be issued to Mr Chubb are summarised in the table below (including the information required by ASX Listing Rule 10.15).

| | STI RIGHTS |
|---|---|
| **Name of Director, the relevant category in ASX Listing Rules 10.14.1 – 10.14.3, and the number and class of securities proposed to be issued** | **Gregory Chubb, Managing Director and CEO**<br>The proposed issue of STI Rights to Mr Chubb falls within ASX Listing Rule 10.14.1 as Mr Chubb is a Director.<br>The number of STI Rights is 84,310 for an STI grant value of up to a maximum of $190,635 (**STI Grant Value**).<br>The maximum number of STI Rights is calculated by dividing the intended STI Grant Value by the VWAP for the 5 trading days following the release of Region Group's 2026 full year results ($2.2611).<br>The STI Rights form part of Mr Chubb's short term incentive plan award (**STI Award**) which is determined by the Board following the end of the performance period (1 July 2025 to 30 June 2026). The STI Award opportunity is 110% of total fixed remuneration, pro-rated from Mr Chubb's commencement with Region Group on 9 March 2026, with 50% delivered in cash and 50% in STI Rights. |
| **Why STI Rights are being issued** | Region Group has decided to issue STI Rights to Mr Chubb to create alignment in the price of securities in the Trusts between Mr Chubb and the Security holders, but not to provide Mr Chubb with the full benefits of security ownership (such as dividend and voting rights) unless and until the STI Rights vest. |
| **Summary of the Performance Conditions and material terms of the Executive Incentive Plan** | The STI Rights are subject to the Performance Conditions relating to:<br>• adjusted funds from operations per Stapled Security (AFFOPS) for the period ending 30 June 2026 (weighting 25%);<br>• comparable net operating income (NOI) growth (weighting 15%);<br>• capital management and deployment (weighting 10%);<br>• carbon emissions reduction (weighting 10%);<br>• growth in external funds under management (weighting 10%);<br>• reduction in specialty vacancy rates (weighting 10%); and<br>• strategic (personal) objectives (weighting 20%).<br>The Remuneration Report included in our FY26 Annual Report describes the basis on which these Rights were awarded.<br>A summary of the material terms of the Executive Incentive Plan is set out at Annexure D to this Notice of Meeting. |
| **Performance and Vesting Period** | The STI Rights are subject to a one-year deferral period ending on or about 1 July 2027 (the **Vesting Period**).<br>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 Executive Incentive Plan.<br>Any STI Rights which do not vest at the end of the Vesting Period will lapse. |
| **Allocation of Stapled Securities** | 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.<br>No distributions accrue in respect of STI Rights that lapse. |

<table>
<tr><th></th><th>STI RIGHTS</th></tr>
<tr><td><b>Price payable for Rights</b></td><td>No amount is payable upon the issue or vesting of the STI Rights.</td></tr>
<tr><td><b>Terms of any loan in relation to the acquisition</b></td><td>No loan will be provided in connection with the issue or the acquisition of the STI Rights.</td></tr>
<tr><td><b>Date by which securities will be issued</b></td><td>It is intended that the STI Rights will be issued following Security holder approval, and in any event, within 12 months after Security holder approval is obtained pursuant to Resolution 4 set out in this Notice of Meeting.</td></tr>
<tr><td><b>Details of the Director's current total remuneration package</b></td><td><b>Gregory Chubb, Managing Director and CEO</b>
<table>
<tr><th></th><th>Total fixed remuneration (TFR)</th><th>STI % for TFR</th><th>LTI % for TFR</th></tr>
<tr><td><b>FY26</b></td><td>$1,280,000[1, 2]</td><td>110%[3]</td><td>0%</td></tr>
<tr><td><b>FY27</b></td><td>$1,280,000[1]</td><td>110%</td><td>120%</td></tr>
</table>
[1] TFR review effective on 1 October each year.<br>
[2] FY26 TFR to be pro-rated based on service completed from Mr Chubb's commencement with Region Group on 9 March 2026.<br>
[3] FY26 STI for TFR to be pro-rated based on service completed from Mr Chubb's commencement with Region Group on 9 March 2026.<br>
Full remuneration package details are set out in the FY26 Annual Report, which can be found at https://regiongroup.au/investor-centre/</td></tr>
<tr><td><b>Number of securities that have previously been issued to the Director under the Employee Incentive Plan</b></td><td>No securities have previously been issued to Mr Chubb under the Executive Incentive Plan.</td></tr>
<tr><td><b>Required Statement under ASX Listing Rule 10.15.11</b></td><td>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.<br>
Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Rights under the Executive Incentive Plan after the resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.</td></tr>
<tr><td><b>Voting Exclusion Statement</b></td><td>A voting exclusion statement in respect of Resolution 4 is set out in the Procedural Notes to this Notice of Meeting.</td></tr>
</table>

# Annexure B

### Requirements for the notice of meeting under ASX Listing Rule 10.14

The key features of the LTI Rights for FY27 (pursuant to Resolution 5) proposed to be issued to Mr Chubb are summarised in the table below (including the information required by ASX Listing Rule 10.15).

| | **LTI RIGHTS** |
|---|---|
| **Name of Director, the relevant category in ASX Listing Rules 10.14.1 – 10.14.3, and the number and class of securities proposed to be issued** | **Gregory Chubb, Managing Director and CEO**<br>The proposed issue of LTI Rights to Mr Chubb falls within ASX Listing Rule 10.14.1 as Mr Chubb is a Director.<br>The number of LTI Rights is 679,315 for an LTI grant value of up to a maximum of $1,536,000 (**LTI Grant Value**).<br>The maximum number of LTI Rights is calculated by dividing the intended LTI Grant Value by the VWAP for the 5 trading days following the release of Region Group's 2026 full year results ($2.2611).<br>The LTI Rights form part of Mr Chubb's long term incentive plan award (**LTI Award**) which is determined by the Board following the end of the performance period (1 October 2026 to 30 September 2029). The LTI Award opportunity is 120% of total fixed remuneration. |
| **Why LTI Rights are being issued** | Region Group has decided to issue LTI Rights to Mr Chubb to create alignment in the price of securities in the Trusts between Mr Chubb and the Security holders, but not to provide Mr Chubb with the full benefits of security ownership (such as dividend and voting rights) unless and until the LTI Rights vest.<br>LTI Rights are also used to retain executives for the long term, by ensuring that they have a long term stake in the Trusts with longer term vesting periods. |
| **Summary of the Performance Conditions and material terms of the Executive Incentive Plan** | The LTI Rights are subject to the following Performance Conditions weighted as follows:<br>• **Tranche 1 – Relative Total Security holder Return (RTSR) Tranche:** 60% to a RTSR Performance Condition measuring Region Group's total Security holder return performance over the Tranche 1 LTI Performance Period (being from 1 October 2026 to 30 September 2029) relative to the TSR against a bespoke peer group. The bespoke group comprises:<br>• BWP Group (ASX: BWP)<br>• Centuria Industrial REIT (ASX: CIP)<br>• Charter Hall Long WALE REIT (ASX: CLW)<br>• Charter Hall Retail REIT (ASX: CQR)<br>• Dexus (ASX: DXS)<br>• GPT Group (ASX: GPT)<br>• HomeCo Daily Needs REIT (ASX: HDN)<br>• Mirvac Group (ASX: MGR)<br>• Scentre Group (ASX: SCG)<br>• Stockland (ASX: SGP)<br>• Vicinity Centres (ASX: VCX)<br>• Waypoint REIT (ASX: WPR) |

**LTI RIGHTS**

Subject to satisfaction of the performance conditions, the RTSR Tranche will vest on the following basis:

| | Position of RGN relative to the constituents of the peer group taken from the S&P/ASX 200 A-REIT Index detailed above | % of Tranche 1 LTI rights that vest | % of total LTI rights that vest |
|---|---|---|---|
| **Below Threshold** | Less than 50th percentile | 0% | 0% |
| **Threshold** | 50th percentile | 50% | 30% |
| **Between Threshold and Maximum** | Between 50th percentile and 75th percentile | Vest on a straight-line basis from 50% at threshold and 100% at maximum | Vest on a straight-line basis from 30% at threshold and 60% at maximum |
| **Maximum** | At or above 75th percentile | 100% | 60% |

- **Tranche 2** – AFFOPS Tranche: 40% to an AFFOPS Performance Condition requiring Region Group's growth in adjusted funds from operations per security for the year to 30 June 2029 to exceed a certain level. Subject to satisfaction of the performance conditions, the AFFOPS Tranche will vest on the following basis:

| | AFFOPS growth for the year to 30 June 2029 | % of Tranche 2 LTI rights that vest | % of total LTI rights that vest |
|---|---|---|---|
| **Below Threshold** | Less than 2.0% p.a. | 0% | 0% |
| **Threshold** | 2.0% p.a. | 30% | 12% |
| **Between Threshold and Maximum** | Between 2.0% and 4.0% p.a. | Vest on a straight-line basis from 30% at threshold and 100% at maximum | Vest on a straight-line basis from 12% at threshold and 40% at maximum |
| **Maximum** | At or above 4.0% p.a. | 100% | 40% |

A summary of the material terms of the Executive Incentive Plan is set out at Annexure D to this Notice of Meeting.

**Performance and Vesting Period**

The LTI Rights are subject to a 3 year vesting period comprising a 3 year forward-looking performance period (**Vesting Period**).

The performance period for:

- Tranche 1 – RTSR Tranche commences on 1 October 2026 and is tested following 30 September 2029; and
- Tranche 2 – AFFOPS Tranche commences on 1 July 2026 and is tested following 30 June 2029.

Any LTI Rights awarded then vest after 1 October 2029, unless the Board exercises its discretion to forfeit the awarded Rights under the malus provisions of the Executive Incentive Plan.

Any LTI Rights which do not vest following testing of the performance conditions will lapse.

<table>
<tr><th></th><th>LTI RIGHTS</th></tr>
<tr><td><b>Allocation of Stapled Securities</b></td><td>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 (<b>DRP</b>) (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.<br>No distributions accrue in respect of LTI Rights that lapse.</td></tr>
<tr><td><b>Price payable for Rights</b></td><td>No amount is payable upon the issue or vesting of the LTI Rights.</td></tr>
<tr><td><b>Terms of any loan in relation to the acquisition</b></td><td>No loan will be provided in connection with the issue or the acquisition of the LTI Rights.</td></tr>
<tr><td><b>Date by which securities will be issued</b></td><td>It is intended that the LTI Rights will be issued following Security holder approval, and in any event, within 12 months after Security holder approval is obtained pursuant to Resolution 5 set out in this Notice of Meeting.</td></tr>
<tr><td><b>Details of the Director's current total remuneration package</b></td><td><b>Gregory Chubb, Managing Director and CEO</b>
<table>
<tr><th></th><th>Total fixed remuneration (TFR)</th><th>STI % for TFR</th><th>LTI % for TFR</th></tr>
<tr><td><b>FY26</b></td><td>$1,280,000[1, 2]</td><td>110%[3]</td><td>0%</td></tr>
<tr><td><b>FY27</b></td><td>$1,280,000[1]</td><td>110%</td><td>120%</td></tr>
</table>
[1] TFR review effective on 1 October each year.<br>[2] FY26 TFR to be pro-rated based on service completed from Mr Chubb's commencement with Region Group on 9 March 2026.<br>[3] FY26 STI for TFR to be pro-rated based on service completed from Mr Chubb's commencement with Region Group on 9 March 2026.<br>Full remuneration package details are set out in the FY26 Annual Report, which can be found at https://regiongroup.au/investor-centre/</td></tr>
<tr><td><b>Number of securities that have previously been issued to the Director under the Employee Incentive Plan</b></td><td>No securities have previously been issued to Mr Chubb under the Executive Incentive Plan.</td></tr>
<tr><td><b>Required Statement under ASX Listing Rule 10.15.11</b></td><td>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.<br>Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Rights under the Executive Incentive Plan after the resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.</td></tr>
<tr><td><b>Voting Exclusion Statement</b></td><td>A voting exclusion statement in respect of Resolution 5 is set out in the Procedural Notes to this Notice of Meeting.</td></tr>
</table>

# Annexure C

## Requirements for the notice of meeting under ASX Listing Rule 10.14

The key features of the Sign on Award Rights (pursuant to Resolution 6) proposed to be issued to Mr Chubb are summarised in the table below (including the information required by ASX Listing Rule 10.15).

| | SIGN ON AWARD RIGHTS |
|---|---|
| **Name of Director, the relevant category in ASX Listing Rules 10.14.1 – 10.14.3, and the number and class of securities proposed to be issued** | **Gregory Chubb, Managing Director and CEO**<br>The proposed issue of the Sign on Award Rights to Mr Chubb falls within ASX Listing Rule 10.14.1 as Mr Chubb is a Director.<br>The number of Sign on Award Rights to be issued to Mr Chubb is 1,098,852 Sign on Award Rights. |
| **Why Sign on Award Rights are being issued and value of Sign on Award Rights** | The Sign on Award Rights are a one-off issue to Mr Chubb as part of his commencement arrangements with Region Group. Mr Chubb will receive Sign on Award Rights to compensate for unvested equity incentive opportunities forfeited on resigning from his previous employer. The value of the Sign on Award Rights are lower than the assessed value of those securities forfeited. The key terms of Mr Chubb's employment, including details of his remuneration package, are set out below and in the ASX announcement dated 1 September 2025.<br>Region Group has chosen to issue the Sign on Award Rights to Mr Chubb for the following reasons:<br>• to compensate Mr Chubb for forfeited securities from a previous employer in a manner which aligns Mr Chubb's reward with increasing Security holder value and Region Group's performance over the long term; and<br>• by virtue of the above, the Board considers that Mr Chubb's participation in the Executive Incentive Plan is an important mechanism by which to incentivise performance in line with Security holder interests.<br>Each Sign on Award Right is valued at $2.2751, being the 5-day VWAP of Stapled Securities during the period 11 February 2026 to 17 February 2026. |
| **Summary of the Performance Conditions and material terms of the Executive Incentive Plan** | There are no performance conditions for the vesting of the Sign on Award Rights (but see below for information regarding the operation of the malus provisions during the Vesting Period relevant to the Sign on Award Rights).<br>A summary of the material terms of the Executive Incentive Plan is set out at Annexure D to this Notice of Meeting. |
| **Performance and Vesting Period** | Subject to Security holder approval under Resolution 6, the Sign on Award Rights are to vest in two equal tranches:<br>• (tranche 1) 549,426 Sign on Award Rights are to vest within 14 days of the date of the Meeting (with the relevant Vesting Period being 9 March 2026 to the day prior to the vesting date); and<br>• (tranche 2) 549,426 Sign on Award Rights are to vest on or around 30 June 2027 (with the relevant Vesting Period being 9 March 2026 to 30 June 2027),<br>unless the Board exercises its discretion to forfeit the awarded Sign on Award Rights under the malus provisions of the Executive Incentive Plan. The vesting arrangements above are later than those that applied to the securities Mr Chubb forfeited.<br>Any Sign on Award Rights which do not vest at the end of the Vesting Period will lapse. |

<table>
<tr><th></th><th>SIGN ON AWARD RIGHTS</th></tr>
<tr><td><b>Allocation of Stapled Securities</b></td><td>Each vested Sign on Award Right entitles Mr Chubb 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 Sign on Award 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 (<b>DRP</b>) (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 will be carried forward.<br><br>No distributions accrue in respect of Sign on Award Rights that lapse.</td></tr>
<tr><td><b>Price payable for Sign on Award Rights</b></td><td>No amount is payable upon the issue or vesting of the Sign on Award Rights.</td></tr>
<tr><td><b>Terms of any loan in relation to the acquisition</b></td><td>No loan will be provided in connection with the issue or the acquisition of the Sign on Award Rights.</td></tr>
<tr><td><b>Date by which securities will be issued</b></td><td>It is intended that the Sign on Award Rights will be issued following Security holder approval, and in any event, within 12 months after Security holder approval is obtained pursuant to Resolution 6 set out in this Notice of Meeting.</td></tr>
<tr><td><b>Details of the Director's current total remuneration package</b></td><td><b>Gregory Chubb, Managing Director and CEO</b>
<table>
<tr><th colspan="2">Total fixed remuneration (TFR)</th><th>STI % for TFR</th><th>LTI % for TFR</th></tr>
<tr><td><b>FY26</b></td><td>$1,280,000[1, 2]</td><td>110%[3]</td><td>0%</td></tr>
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</table>
[1] TFR review effective on 1 October each year.<br><br>[2] FY26 TFR to be pro-rated based on service completed from Mr Chubb's commencement with Region Group on 9 March 2026.<br><br>[3] FY26 STI for TFR to be pro-rated based on service completed from Mr Chubb's commencement with Region Group on 9 March 2026.<br><br>Full remuneration package details are set out in the FY26 Annual Report, which can be found at https://regiongroup.au/investor-centre/</td></tr>
<tr><td><b>Number of securities that have previously been issued to the Director under the Employee Incentive Plan</b></td><td>No securities have previously been issued to Mr Chubb under the Executive Incentive Plan.</td></tr>
<tr><td><b>Required Statement under ASX Listing Rule 10.15.11</b></td><td>Details of any Sign on Award 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.<br><br>Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Sign on Award Rights under the Executive Incentive Plan after the resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.</td></tr>
<tr><td><b>Voting Exclusion Statement</b></td><td>A voting exclusion statement in respect of Resolution 6 is set out in the Procedural Notes to this Notice of Meeting.</td></tr>
</table>

# Annexure D

## Summary of Executive Incentive Plan

The table below contains a summary of the terms of the Executive Incentive Plan. Capitalised terms used in this Annexure D and not otherwise defined have the meaning given to those terms in the Executive Incentive Plan.

| | |
|---|---|
| **Purpose** | The purpose of the Plan is to:<br>(a) provide a fair and meaningful retention mechanism for Eligible Participants;<br>(b) allow Eligible Participants to directly participate in the ownership of Region Group for the purpose of enhancing the relationship between the employer and employee for their mutual long-term benefit; and<br>(c) recognise and reward the contribution that Eligible Participants make to the growth in value of Region Group. |
| **Issue/grant of Rights** | The Board may, at any such time as it determines, issue written invitations to Eligible Participants granting Rights under the Plan.<br>The Board has broad discretion with respect of granting Rights under the Plan including (without limitation) as to:<br>(a) identifying the persons eligible to participate in the Executive Incentive Plan;<br>(b) the timing and making of any offer to participate in the Executive Incentive Plan;<br>(c) whether the Rights are designated as STI Rights, LTI Rights or Other Rights;<br>(d) the number, or method of calculating the number, of Rights;<br>(e) the terms and conditions applicable to any Rights, such as:<br>i. any grant or exercise price;<br>ii. any exercise conditions;<br>iii. any performance conditions; and<br>iv. any vesting conditions; and<br>(f) the period during which any Rights may be exercised or vest. |
| **Exercise of Rights** | If there are any exercise conditions relating to Rights, a Participant will be entitled to exercise any right or entitlement under such Rights at any time during the relevant exercise period subject to all exercise conditions being satisfied or waived. Any Right not exercised during the relevant exercise period will lapse and be of no further force or effect after the exercise period. |
| **Vesting of Rights** | No Rights will vest unless and until all vesting conditions in relation to such Rights have been either satisfied or waived (at the discretion of the Board). However, the Board may in its absolute discretion also permit Rights to vest upon a Change of Control Event in relation to a member of Region Group (for example, where a takeover bid is launched for Stapled Securities, Region RE is reorganised pursuant to a court-approved scheme, the Rights (or any Stapled Securities the subject of Rights) become subject to compulsory acquisition or it is proposed that Region RE be wound up). |
| **Ceasing to be a Director or Employee** | If a Participant ceases to be a Director or Employee, such Participant will continue to hold or be eligible for any Rights, subject to any resolution of the Board. |

| | |
|---|---|
| **Plan limit** | The total number of Stapled Securities that are issued pursuant to the exercise of any Rights, when aggregated with the number of Stapled Securities (or Stapled Securities that would be issued as a result of the exercise of an outstanding offer or option) issued during the previous five years under all employee incentive schemes extended to Directors or Employees (disregarding certain excluded offers), must not exceed any percentage limit on the aggregate number of Rights and/or Stapled Securities which can be issued by Region RE under applicable ASIC relief. |
| **Stapled Securities and ASX quotation** | Stapled Securities that are issued pursuant to the exercise of any Rights will rank equally with all issued Stapled Securities. Rights will not be quoted on ASX, however Region RE will apply for quotation of any Stapled Securities issued pursuant to the exercise of any Rights. |
| **Restrictions on transfers** | Rights may not be sold, assigned, transferred or otherwise dealt with, unless the Board in its absolute discretion approves the dealing or the transfer, or transmission is effected by force of law on death or legal incapacity to the Participant's legal personal representative. |
| **Reorganisation of capital and bonus issues** | If there is a reorganisation of the capital of Region Group (including a sub-division, consolidation, reduction, return or cancellation of capital), all rights and entitlements attaching to a Right will be changed or amended to the extent necessary to comply with the ASX Listing Rules that apply to such reorganisation.<br>A Right does not entitle the Participant to participate in any new issues of securities. However, in the event of a pro-rata bonus issue or a pro-rata dividend payable only in Stapled Securities, the number of Stapled Securities over which a Right is exercisable will be increased by the number of Stapled Securities which the Participant would have received if the Participant had exercised the Right on or before the record date for the bonus issue or dividend. |
| **Administration** | The Executive Incentive Plan will be administered by the Board which, subject to the ASX Listing Rules, has the power to suspend, terminate or amend the Plan. |
| **Claw-back** | The Board in its sole discretion may determine that all, or part, of any unvested incentive awards be forfeited in certain circumstances. These circumstances include, but are not limited to:<br>(a) a material misstatement or omission in the financial statements of Region Group;<br>(b) if actions or inactions seriously damage Region Group's reputation or put Region Group at significant risk; and/or<br>(c) a material abnormal occurrence results in an unintended increase in the award. |

Region RE Limited ABN 47 158 809 851

**Region RE Limited**
ABN 47 158 809 851 AFS Licence 426603 as responsible entity of
Region Retail Trust ARSN 160 612 788 and as responsible entity of
Region Management Trust ARSN 160 612 626 (Region Group)

## LODGE YOUR VOTE

**ONLINE**
**https://au.investorcentre.mpms.mufg.com**

**BY MAIL**
Region Group
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

**BY FAX**
+61 2 9287 0309

**BY HAND**
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

**ALL ENQUIRIES TO**
Telephone: 1300 318 976 Overseas: +61 1300 318 976

**X99999999999**

# PROXY FORM

I/We being a member(s) of Region Group and entitled to attend and vote hereby appoint:

## STEP 1

### APPOINT A PROXY

☐ **the Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of Region Group to be held at **2:00pm (Sydney time) on Tuesday, 20 October 2026** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at the **Marble Room, Paradox Hotel, 27 O'Connell Street, Sydney NSW 2000 or online at https://meetings.openbriefing.com/RGN26** (refer to the **Notice of Annual General Meeting and Explanatory Notes** available on Region Group's website at https://regiongroup.au/investor-centre/agm/).

**Important for Resolution 1:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of Region Group's Key Management Personnel (**KMP**).

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

## STEP 2

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by Region Group if they are signed and received no later than 2:00pm (Sydney time) on Friday, 16 October 2026.**

**Please read the voting instructions overleaf before marking any boxes with an ☒**

### Resolutions

| Resolutions | For | Against | Abstain* |
|---|---|---|---|
| 1 Adoption of the Remuneration Report | ☐ | ☐ | ☐ |
| 2 Re-election of Independent Director – Antoinette Milis | ☐ | ☐ | ☐ |
| 3 Election of Independent Director – Guy Farrands | ☐ | ☐ | ☐ |
| 4 Issue of Short Term Incentive Rights under the Executive Incentive Plan to the Managing Director and Chief Executive Officer, Gregory Chubb | ☐ | ☐ | ☐ |
| 5 Issue of Long Term Incentive Rights under the Executive Incentive Plan to the Managing Director and Chief Executive Officer, Gregory Chubb | ☐ | ☐ | ☐ |
| 6 Issue of Sign on Award Rights under the Executive Incentive Plan to the Managing Director and Chief Executive Officer, Gregory Chubb | ☐ | ☐ | ☐ |

ⓘ * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## STEP 3

### SIGNATURE OF SECURITY HOLDERS – THIS MUST BE COMPLETED

| Security holder 1 (Individual) | Joint Security holder 2 (Individual) | Joint Security holder 3 (Individual) |
|---|---|---|
| | | |
| Sole Director and Sole Company Secretary | Director/Company Secretary (Delete one) | Director |

This form should be signed by the Security holder. If a joint holding, either Security holder may sign. If signed by the Security holder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

# VOTING INSTRUCTIONS: HOW TO COMPLETE THIS SECURITY HOLDER PROXY FORM

## YOUR NAME AND ADDRESS

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

## APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a Security holder of Region Group.

## DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

## VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

## APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Region Group's securities registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

## SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either Security holder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) (Cth) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

## CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

## LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (Sydney time) on Friday, 16 October 2026,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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

**ONLINE**

https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Security holders will need their "Holder Identifier" - Security holder Reference Number (SRN) or Holder Identification Number (HIN).

**BY MOBILE DEVICE**

**QR Code**

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your Security holding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

**BY MAIL**

Region Group
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

**BY FAX**

+61 2 9287 0309

**BY HAND**

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

**Region RE Limited**
ABN 47 158 809 851 AFS Licence 426603 as responsible entity of
Region Retail Trust ARSN 160 612 788 and as responsible entity of
Region Management Trust ARSN 160 612 626 (Region Group)

## LODGE YOUR QUESTIONS

**ONLINE**
**https://au.investorcentre.mpms.mufg.com**

**BY MAIL**
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Telephone: +61 1300 318 976

**X99999999999**

Please use this form to submit any questions about Region Group ("the Company") that you would like us to respond to at the Company's 2026 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor, it should be relevant to the content of the auditor's report or the conduct of the audit of the financial report.

This form must be received by the Company's security registrar, MUFG Corporate Markets (AU) Limited, by **5:00pm (Sydney time) on Tuesday, 13 October 2026.**

Questions will be collated. During the course of the Annual General Meeting, the Chair of the Meeting will endeavour to address as many of the more frequently raised Security holder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to Security holders.

## QUESTIONS

My question relates to *(please mark the most appropriate box)*

☐ Performance or financial reports
☐ Remuneration Report
☐ My question is for the auditor
☐ A resolution being put to the AGM
☐ Sustainability/Environment
☐ Future direction
☐ General suggestion
☐ Other

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