

Annual Report

Waypoint
REIT

2022





Image: Liberty Greenvale (VIC)
Cover image: Shell Coles Express Coomera (QLD)

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Waypoint REIT is Australia's largest listed REIT owning solely fuel and convenience retail properties; it has a high-quality network across all Australian states and mainland territories.

Waypoint REIT's objective is to maximise long-term returns from the portfolio for the benefit of all securityholders.

About this report

This Annual Report is a summary of Waypoint REIT's activities and financial position as at 31 December 2022. In this report, references to 'Waypoint REIT', 'Group', 'Company', 'we', 'us' and 'our' refer to Waypoint REIT unless otherwise stated.

References in this report to a 'year', '2022' and 'FY22' refer to the financial year ended 31 December 2022 unless otherwise stated. All dollar figures are expressed in Australian dollars (AUD) unless otherwise stated. More information, particularly latest Company announcements, can be found on Waypoint REIT's website.

Waypoint REIT is committed to reducing the environmental footprint associated with the production of the Annual Report, and printed copies are only posted to securityholders who have elected to receive a printed copy.

The following symbol is used in this report to cross-refer to more online information on a topic:

 References additional information available on Waypoint REIT website

Additional information

We produce a suite of reports to meet the needs and requirements of our stakeholders.

The following documents are available at www.waypointreit.com.au

- 2022 Corporate Governance Statement
- 2022 Sustainability Report
- 2022 Modern Slavery Statement (to be released prior to 30 June 2023)

Acknowledgement

In the spirit of reconciliation Waypoint REIT acknowledges the Traditional Custodians of country throughout Australia and their connections to land, sea and community. We pay our respect to their elders past and present and extend that respect to all Aboriginal and Torres Strait Islander peoples today.



INVESTMENT PROPOSITION

Secure rental income with embedded growth, underpinned by long-term leases to top-tier tenants



Essential economic infrastructure

- Roadside retail properties catering for fuel and convenience operators focused on everyday needs
- Fuel and convenience tenants have continued to operate throughout the COVID-19 pandemic



ASX-listed major tenant

- WPR's major tenant (Viva Energy) supplies approximately one-quarter of Australia's downstream petroleum market, and has sole rights to the Shell brand (for retail fuels)
- Market capitalisation of ~\$4.5 billion (February 2023)
- Viva Energy has agreed to acquire the Coles Express business, creating Australia's largest fuel and convenience network under a single operator



Irreplicable network

- National footprint acquired/built over 100+ years
- Aligned with population density and concentrated in metropolitan locations along Australia's eastern seaboard
- Underpinned by ~2 million square metres of land



Predictable income and growth

- 99.9% occupancy, 9.0-year WALE, 90% NNN leases
- Strong organic rental growth underpinned by 3.0% WARR¹
- Further growth potential via acquisitions, development fund-throughs and reinvestment in the portfolio



Internal management structure

- Majority-independent Board of Directors
- One of the lowest MERs in the S&P/ASX REIT 200
- Eight employees (four are part-time)



Conservative capital structure

- Target gearing range of 30–40%
- Investment grade credit rating (Moody's Baa1)²
- Diversified debt sources and tenor

1. Assumes long-term CPI of 3.0% for leases with CPI-linked rent reviews.

2. Credit rating must not be used, and WPR does not intend to authorise its use, in the support of, or in relation to, the marketing of its securities to retail investors in Australia or internationally.

FY22 HIGHLIGHTS

Strong DEPS growth

16.48cps¹ (up 4.25% on FY21)

Strong balance sheet

30.7% gearing (low end of 30-40% target range)

Increased NTA

\$3.02 per security (up 2.4% on FY21)

Active capital management

49.8m securities bought back (14% discount to NTA)

Low MER maintained

30bps (one of the lowest in the S&P/ASX200 REIT Index)

Strong portfolio metrics

9-year WALE and 99.9% occupancy

Strategic asset sales

31 assets sold for \$146.8m (in line with book value)

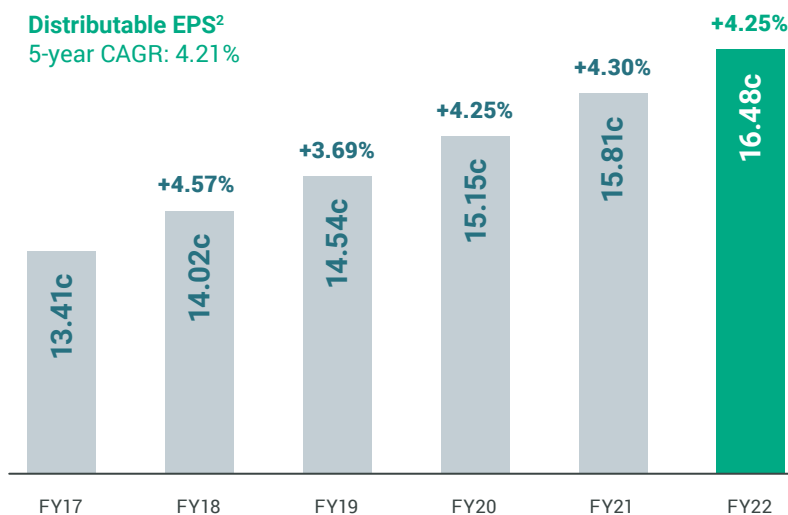


1. Based on weighted average number of securities on issue during the period.

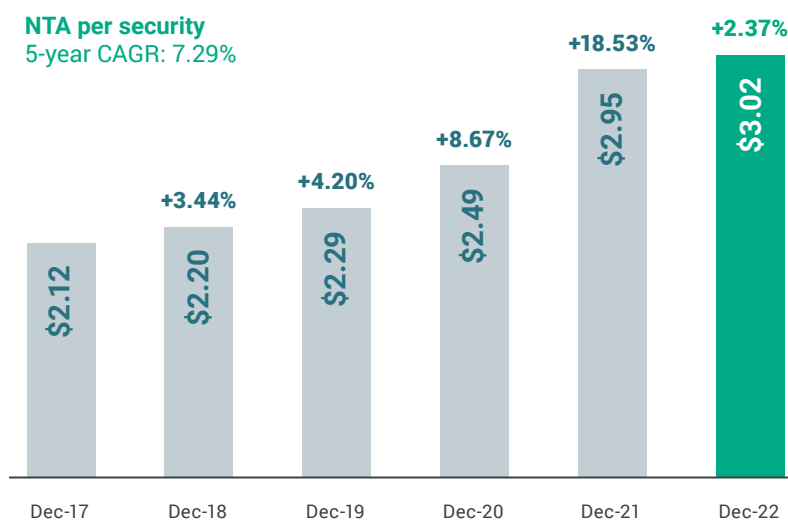
Image: Ampol Meadow Springs (WA)



Distributable EPS²
5-year CAGR: 4.21%



NTA per security
5-year CAGR: 7.29%



2. Based on weighted average number of securities on issue during the reported period.

CHAIR AND MANAGING DIRECTOR & CEO'S REPORT

“Pleasingly, Distributable EPS (our key measure of operating performance) of 16.48 cents in 2022 represented a 4.25% increase on 2021.”



Laurence Brindle
Chair

Hadyn Stephens
Managing Director & CEO

Dear Securityholder,

On behalf of the Board of Directors and management team, we are pleased to present Waypoint REIT's Annual Report for the year ended 31 December 2022.

Financial performance

Pleasingly, Distributable EPS (our key measure of operating performance) of 16.48 cents in 2022 represented a 4.25% increase on 2021, with the impact of non-core asset sales being more than offset by rental growth across the portfolio and the impact of Waypoint REIT's security buy-back programs, which reduced the number of securities on issue during the year. Distributable EPS growth of 4.25% outperformed guidance of 4.00% growth, and Waypoint REIT has achieved compound annual growth in Distributable EPS of 4.2% over the last five years.

Waypoint REIT's statutory profit of \$133.8 million in 2022 (2021: \$443.6 million) was down with the key driver being a net valuation decline on investment properties of \$7.2 million in 2022 compared with a \$305.0 million gain in 2021. Distributable Earnings declined by \$6.5 million to \$116.1 million due primarily to the impact of non-core asset sales during the year.

Waypoint REIT's management expense ratio of 30 basis points for 2022 remains one of the lowest in the S&P/ASX 200 REIT Index.

Financial position

Total assets declined by 4.5% in 2022 to \$3.0 billion, primarily due to the impact of non-core asset sales. However, net tangible assets per security increased by seven cents or 2.4%, due to the impact of Waypoint's buy-back programs, which were executed at a discount to NTA per security.

Gearing as at 31 December was 30.7%, which remains near the bottom of Waypoint REIT's target gearing range of 30–40%. Waypoint REIT is well positioned, with no debt facilities expiring until 2025.

Property portfolio

Non-core asset sales remained a key focus for Waypoint REIT in 2022, with strong market conditions in the first half providing the opportunity to sell 31 non-core assets for \$146.8 million in line with book value. Waypoint REIT has now sold 71 sites since the commencement of its non-core asset sale program in December 2020, representing approximately 15% of the portfolio by number and achieving an overall premium to book value of approximately 5%. These non-core asset sales have allowed Waypoint REIT to return a significant amount of capital to securityholders over this period, and has also resulted in a more resilient investment portfolio, with a marked improvement in key operational metrics for our tenant and real estate fundamentals across the retained portfolio.

As at 31 December 2022, Waypoint REIT owned 402 fuel and convenience properties with an occupancy rate of 99.9% and a weighted average lease expiry of 9.0 years.

During the year, 213 properties were independently valued, representing over 50% of the portfolio by number, with the outcomes of these independent valuations then being applied across the remainder of Waypoint REIT's portfolio that were subject to Directors' valuations. The weighted average capitalisation rate (**WACR**) on the 402 properties owned by Waypoint REIT at 31 December 2022 increased by 16 basis points during the year from 5.12% to 5.28%, with 11 basis points of WACR compression in the six months to June, and 27 basis points of WACR expansion in the second half as higher interest rates impacted market activity and valuations.

Capital management

Capital management was also a key focus for Waypoint REIT in 2022, with approximately 49.8 million securities representing approximately 7% of Waypoint's equity base being bought back during the year. The average purchase price of \$2.60 per security was a 14% discount to Waypoint REIT's NTA per security of \$3.02 at 31 December 2022.



Image: Shell Coles Express Taylors Lakes (VIC)

“As at 31 December 2022, Waypoint REIT owned 402 fuel and convenience properties with an occupancy rate of 99.9% and a weighted average lease expiry of 9.0 years.”

Waypoint REIT has now returned \$302.7 million to securityholders via capital returns and buy-backs over the course of 2021 and 2022, with contributed equity reducing by approximately 19% since 31 December 2020. This has been achieved primarily through the proceeds from non-core asset sales, with gearing maintained at the bottom end of Waypoint REIT's 30–40% target gearing range. This disciplined and active approach to capital management has also resulted in significantly improved Return on Equity (ROE), with ROE of 8.3% in 2022 representing an increase of approximately 15% compared with the 7.2% average ROE delivered over the preceding five-year period.

Waypoint REIT was also active on the debt and interest rate hedging front in 2022, with \$275.0 million of debt refinanced and as at 31 December 2022, interest rate exposure on 94% of drawn debt was hedged over varying maturities. Waypoint REIT has no debt maturing until 2025, with a weighted average debt maturity of 4.4 years. Waypoint REIT's Baa1 (stable) credit rating from Moody's remains unchanged.

Viva Energy/Coles Alliance

On 21 September 2022, Viva Energy entered into an agreement to buy the Coles Express business from Coles Group. This will effectively conclude the joint venture arrangements between these companies under which approximately 90% of the fuel and convenience sites in Waypoint REIT's portfolio are managed. The transaction is expected to complete in the first half of 2023, and will create Australia's largest fuel and convenience network under a single operator; including approximately 700 sites, 364 of which are owned by Waypoint REIT.

Outlook

Waypoint REIT intends to maintain a cautious approach in 2023 given continued macroeconomic uncertainty. We remain very focused on the ongoing improvement of our fuel and convenience portfolio, and will continue to assess opportunities to acquire new assets or divest non-core assets to achieve this goal. We will also consider opportunities to reinvest in our core portfolio alongside our major tenant, Viva Energy, as it looks to optimise its network following completion of the acquisition of the Coles Express business.

Thank you for your ongoing support of Waypoint REIT.

Laurence Brindle
Non-Executive Chair

Hadyn Stephens
Managing Director & CEO

BOARD OF DIRECTORS



Laurence Brindle

Independent Non-Executive Chair, and a Member of the Nomination and Remuneration Committees

Laurence has extensive experience in funds management, finance and investment and is currently an Independent Non-Executive Director of Stockland Property Group.

Until 2009, Laurence was an executive with Queensland Investment Corporation (QIC). During his 21 years with QIC, he served in various senior positions including Head of Global Real Estate, where he was responsible for QIC's large global investment portfolio. Laurence was also a long-term member of QIC's Investment Strategy Committee.

Laurence provides advice to a number of investment institutions on real estate investment and funds management matters. He is a former Chair of the Shopping Centre Council of Australia and National Storage REIT, and a former Independent Non-Executive Director of Westfield Retail Trust and Scentre Group.

Laurence holds a Bachelor of Engineering (Honours) and a Bachelor of Commerce from the University of Queensland, and a Masters of Business Administration from Bayes Business School, London, where he graduated with distinction.



Georgina Lynch

Independent Non-Executive Director, Chair of the Remuneration and Nomination Committees and Member of the Audit and Risk Management Committee

Georgina is an experienced company director who has over 30 years' experience in the financial services and property industry. She is currently the Independent Non-Executive Chair of Cbus Property, an Independent Non-Executive Director of Vicinity Centres and a Member of their Audit and Risk and Compliance Committees, and an Independent Non-Executive Director of Evolve Housing.

Georgina has significant global experience in corporate transactions, capital raisings, initial public offerings, funds management, corporate strategy and acquisitions and divestments.

Georgina holds a Bachelor of Arts and Bachelor of Laws.



Stephen Newton

Independent Non-Executive Director, Chair of the Audit and Risk Management Committee and Member of the Remuneration and Nomination Committees

Stephen has extensive industry experience spanning in excess of 40 years across real estate investment and funds management, development and property management, as well as in infrastructure investment and management. Stephen has been a Principal of Arcadia Funds Management for more than 20 years. Prior to that, Stephen held various senior executive positions at Lend Lease for over 22 years. Stephen is currently an Independent Non-Executive Director of Stockland Property Group, BAI Communications Group (formerly Broadcast Australia Group) and Sydney Catholic Schools Limited.

Stephen is a member of both Chartered Accountants Australia and New Zealand and the Australian Institute of Company Directors (AICD). He holds a Bachelor of Arts (Economics and Accounting) degree from Macquarie University and a Masters of Commerce post-graduate degree from the University of New South Wales.



Susan MacDonald

Independent Non-Executive Director and a Member of the Audit and Risk Management and Remuneration Committees

Susan has over 30 years' domestic and international experience in property investment management, primarily in the retail sector, including asset, development and funds management. Susan has extensive knowledge in people management, organisational culture, strategy development and stakeholder engagement. Susan has held executive positions with Mirvac, Lend Lease, AMP Capital and Galileo Funds Management, and is a former Joint Deputy Chair of Shopping Centre Council of Australia and a former Global Trustee of the Urban Land Institute (ULI). Susan is currently a Non-Executive Director and Member of the Risk and HR and Remuneration Committees of Queensland Investment Corporation (QIC), an Independent Non-Executive Director and Chair of the Remuneration Committee of Cbus Property, a Non-Executive Director and Member of the Audit and Risk Committee of Landcom and a Strategic Advisor to the Board of Mainbrace Constructions.

Susan holds a Bachelor of Arts degree from the University of New South Wales, is a Graduate of the Australian Institute of Company Directors (GAICD).



Hadyn Stephens

Managing Director and Chief Executive Officer

Hadyn has approximately 24 years' experience in finance and commercial real estate, principally in strategy and transaction-related roles in the real estate funds management space covering direct capital transactions, corporate transactions (M&A), debt and equity (listed and unlisted). Hadyn's previous positions in real estate included senior roles with AMP Capital, Centuria Capital, LaSalle Investment Management, GPT Group and Merrill Lynch.

Hadyn holds a Bachelor of Laws and Bachelor of Commerce from the University of Otago, New Zealand.

Our Board is committed to maintaining and promoting a high standard of corporate governance. Our corporate governance platform is integral to supporting our strategy, protecting the interests of our securityholders and maximising long-term total returns.

Corporate governance

Our Corporate Governance Statement outlines our approach to governance including the structure and responsibilities of our Board and various committees. Please refer to the corporate governance section of our website at www.waypointreit.com.au/investors.

[2022 Corporate Governance Statement](#)

EXECUTIVE LEADERSHIP TEAM



Hadyn Stephens

Managing Director and Chief Executive Officer

Hadyn has approximately 24 years' experience in finance and commercial real estate, principally in strategy and transaction-related roles in the real estate funds management space covering direct capital transactions, corporate transactions (M&A), debt and equity (listed and unlisted). Hadyn's previous positions in real estate included senior roles with AMP Capital, Centuria Capital, LaSalle Investment Management, GPT Group and Merrill Lynch.

Hadyn holds a Bachelor of Laws and Bachelor of Commerce from the University of Otago, New Zealand.



Aditya Asawa

Chief Financial Officer

Aditya joined Waypoint REIT in October 2022.

Aditya has 18 years' experience in investment banking, strategy and corporate finance roles across listed and unlisted real estate.

Aditya's experience covers corporate advisory, capital markets and operational finance in the commercial real estate sector. Aditya has worked at organisations including Macquarie Capital, Australand, Frasers Property, AMP Capital and Dexu.

Aditya is a Certified Practising Accountant (**CPA**) and holds a Bachelor of Commerce – Finance and Bachelor of Laws from the University of NSW.



Tina Mitas

Company Secretary

Tina has over 17 years' experience in corporate law including corporate governance, compliance, mergers and acquisitions, private equity and information technology.

Tina's previous positions include senior legal counsel roles at Aconex Limited and SMS Management Limited and senior associate at Herbert Smith Freehills.

Tina holds a Bachelor of Laws (Hons) and Bachelor of Commerce from the University of Melbourne, and a Graduate Diploma in Applied Corporate Governance from the Governance Institute of Australia (**GIA**). Tina is a Chartered Secretary and Associate of the GIA, a member of the Institute of Chartered Secretaries and Administrators (**ICSA**) and the AICD.



Rodney Smith

General Manager Property

Rodney has over 20 years' experience in property management, network planning and operations, having worked across Retail Fuel, Convenience and Downstream businesses for Shell and Viva Energy Australia in Australia as well as internationally.

Rodney's previous positions include Operations Manager for Retail in Australia and New Zealand, Retail Network Planning Manager in Shell's Oceania region, Global Operation Excellence Manager for Shell Retail, and Development Project Manager at Waypoint REIT.

Rodney holds a Bachelor of Commerce from the University of Tasmania.



Image: Shell Coles Express Brandon Park (VIC)





PORTFOLIO OVERVIEW

Overview since IPO

As at 31 December 2022		IPO Aug 2016	FY16	FY17	FY18	FY19	FY20	FY21	FY22
Number of properties	no.	425	425	438	454	469	470	433	402
Property portfolio value	\$m	2,105	2,105	2,281	2,496	2,652	2,898	3,091	2,948
Average value per property	\$m	5.0	5.0	5.2	5.5	5.7	6.2	7.1	7.3
Total land area	'000 sqm	1,903	1,903	1,960	2,108	2,198	2,213	2,092	1,962
WACR	%	5.87	5.87	5.80	5.81	5.78	5.62	5.16	5.28
NTA per security	\$	2.00	2.02	2.12	2.20	2.29	2.49	2.95	3.02

Portfolio breakdown

The Waypoint REIT portfolio is classified in to four segments, with the breakdown of key details for each segment shown below:

Category	Description	#	Book Value	WACR	Average value	Average site area	Avg. Popn (500m/3km)	WALE
 Capital Cities	Capitals of the 8 mainland states and territories	271	\$2,041.2m (69%)	4.93%	\$7.5m	3,530m ²	2,054/61,136	9.0 yrs
 Other Metro	Urban areas with populations ~100k+	42	\$318.6m (11%)	5.53%	\$7.6m	4,074m ²	1,403/32,391	9.5 yrs
 Highway	Service centres along key transport routes	37	\$319.6m (11%)	6.31%	\$8.6m	17,370m ²	243/7,169	9.5 yrs
 Regional	Smaller regional cities and towns (<100k population)	52	\$268.1m (9%)	6.48%	\$5.2m	3,686m ²	574/10,542	8.3 yrs
Total		402	\$2,947.6m	5.28%	\$7.3m	4,881m²	1,628/46,621	9.0 yrs

Data as at 31 December 2022.

 **9.0 yrs** WALE (by income)

 **99.9%** Occupancy (by income)

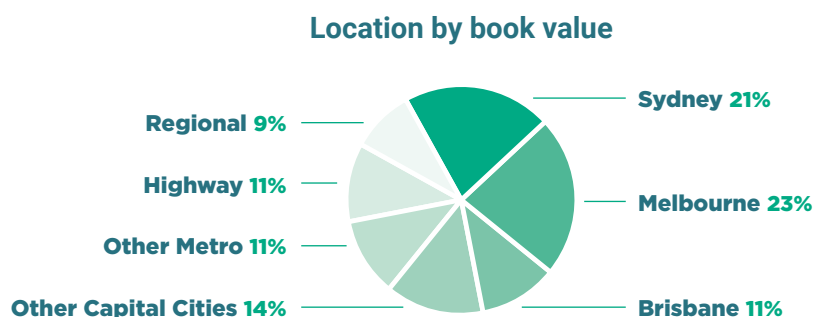
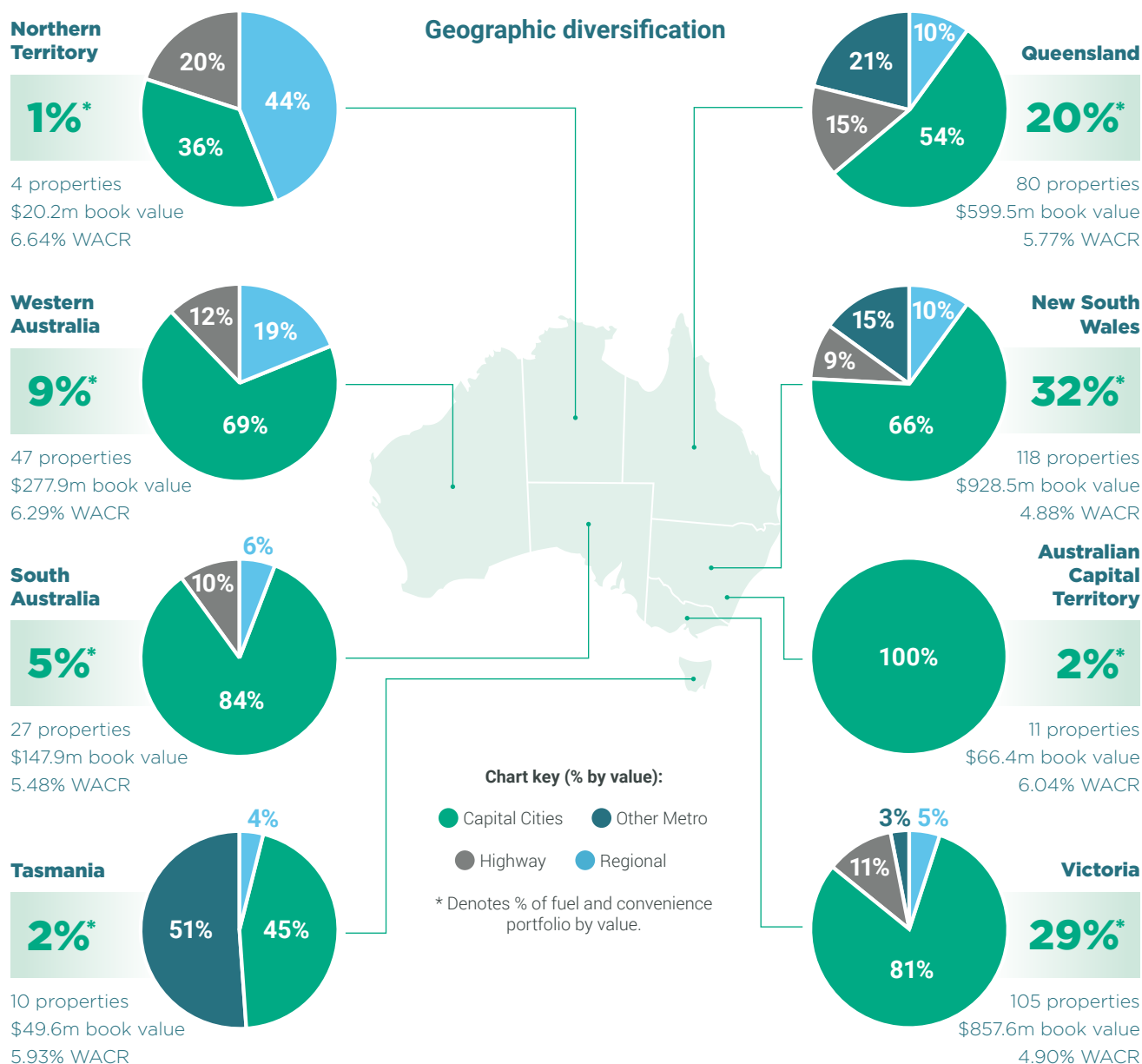
 **3.0%¹** WARR (by income)

 **90%** NNN leases

 **96%** of total rental income

1. Assumes 3.0% CPI for leases with CPI-linked rent reviews.

Image: Shell Coles Express Coomera (QLD)

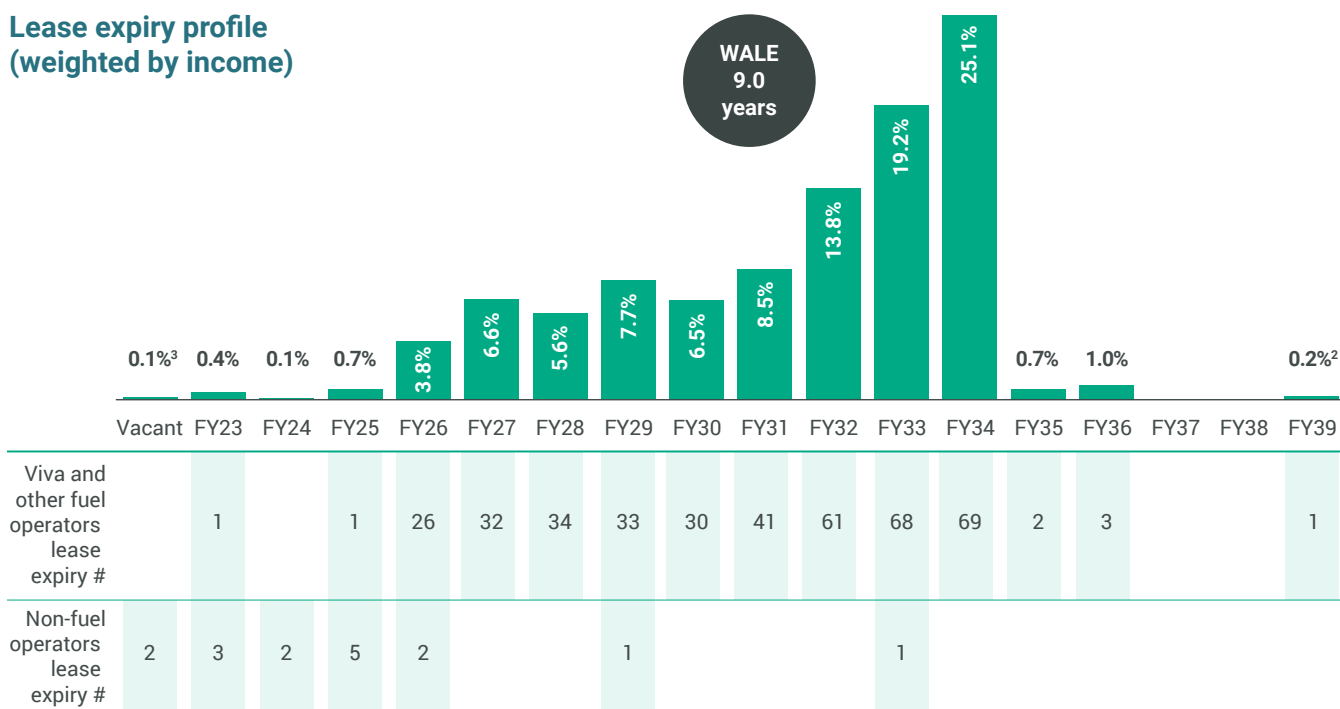


PORTFOLIO OVERVIEW CONTINUED

Lease expiry profile¹

Waypoint REIT has a portfolio weighted average lease expiry of nine years. There were no renewals or new leases in 2022, with only 12 leases due to expire before 2026, representing 1.2% of portfolio income. Only two of these leases are with fuel tenants.

Lease expiry profile (weighted by income)



1. As at 31 December 2022.

2. Lease expiry shown in FY39 represents committed lease extensions at development site, with lease term extension contracted to commence upon practical completion of the development.

3. Assumed income for vacant tenancies.

Asset Sales

Waypoint REIT completed the sale of 31 assets during 2022 for gross proceeds of \$146.8m, approximately equivalent to book value. Over 80% of the assets were located in regional towns or cities.

The assets sold had an average yield of 6.09% and a WALE of 8.7 years.

Waypoint REIT has now sold 71 assets since December 2020, representing approximately 15% of the portfolio (by number of assets), at a 5% premium to book value. This non-core sale program has improved the overall quality of the retained portfolio.

SUSTAINABILITY

Waypoint REIT Limited and the Responsible Entity undertake a coordinated approach to the corporate governance of Waypoint REIT. Waypoint REIT applies the same corporate governance framework to the wholly owned subsidiaries of Waypoint REIT and its employees.

Waypoint REIT publishes a separate Sustainability Report at:

www.waypointreit.com.au

This report provides an overview of Waypoint REIT's approach to sustainability (including environmental, social and governance (ESG)) matters, and a review of Waypoint REIT's key initiatives and achievements during the 2022 financial year.

Our approach to sustainability is overseen by the Waypoint REIT Board. The ESG working group and Audit and Risk Management Committee assist the Board in its oversight of ESG matters.

We have identified the following four focus areas aligned to six of the United Nations' 17 Sustainable Development Goals (UN SDGs).








Focus area	Key matters	Impact	Stakeholders	UN SDGs
Ethical conduct and transparency	Governance Compliance Risk management	Direct	Employees Communities Business partners Securityholders	
Our people	Diversity and inclusion Flexible working Health and wellness Remuneration	Direct	Employees Securityholders	 
Climate change and energy	Climate risks and opportunities Energy efficiency	Direct Direct/ Indirect	Tenants Employees Securityholders	 
Safety and environment	Personal and process safety Spill prevention	Direct/ Indirect Indirect	Employees Tenants Contractors Communities Government	 



Image: Shell Coles Express Alexandria (NSW)

2022 Highlights

- Maintained our carbon neutral target of offsetting Scope 1, Scope 2 and direct Scope 3 emissions under our operational control through the purchase of carbon offsets administered by Tasman Environmental Markets Australia Pty Limited (TEM).¹
- Enhanced the disclosures in this Sustainability Report in accordance with the Recommendations of the TCFD.
- Completed a first pass physical climate risk assessment and climate scenario analysis.
- No recordable health and safety incidents.²
- Improved gender diversity on the Board.
- Improved Sustainalytics and S&P CSA rating.³
- 100% compliance for employee training.
- Completed cyber maturity assessment.

2023 Priorities

Looking to the year ahead, Waypoint REIT intends to continue on our ESG journey and commits to:

- Maintaining our carbon neutral target of offsetting Scope 1, Scope 2 and direct Scope 3 emissions under our operational control through the purchase of carbon offsets from an accredited provider.
- Enhance ESG disclosures.
- Continue to support tenants to enhance environmental outcomes.

Future State

- Refine scenario testing using results of FY22 Climate Risk Assessment.
- Climate change adaption planning.

1. Australian Carbon Credit Units purchased and surrendered through Tasman Environmental Markets Australia Pty Ltd (TEM) in March 2023. Please refer to our Sustainability Report for further information. www.waypointreit.com.au

2. With respect to facilities under Waypoint REIT's operational control.

3. The ESG ratings disclosed for Waypoint REIT are the historical average ESG risk ratings per year.

FINANCIAL REPORT

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Corporate Directory



Image: Shell Coles Express Alexandria (NSW)

DIRECTORS' REPORT

The Directors of Waypoint REIT Limited (**Company**) and VER Limited (**Responsible Entity**), the responsible entity of Waypoint REIT Trust (**Trust**), present their report together with the financial statements of Waypoint REIT (**Waypoint REIT**) and the financial statements of Waypoint REIT Trust Group (**Trust Group**) for the year ended 31 December 2022.

Waypoint REIT is a stapled group consisting of the Company and the Trust and their respective controlled entities. The financial statements of Waypoint REIT comprise the Company, the Trust and their respective controlled entities. The financial statements of the Trust Group comprise the Trust and its controlled entities. The portfolio of fuel and convenience retail properties are held by 100% controlled entities of the Trust.

The Company owns all of the shares in VER Limited (the Responsible Entity).

Directors of Waypoint REIT Limited

The following persons were Directors of Waypoint REIT Limited during the year and up to the date of this report, unless otherwise noted:

Laurence Brindle	Independent Non-Executive Chair
Georgina Lynch	Independent Non-Executive Director
Susan MacDonald	Independent Non-Executive Director (appointed 1 May 2022)
Stephen Newton	Independent Non-Executive Director
Hadyn Stephens	Managing Director and Chief Executive Officer

Tina Mitas was appointed as Company Secretary on 15 May 2018 and continues in office at the date of this report.

Directors of VER Limited

The following persons were Directors of VER Limited during the year and up to the date of this report, unless otherwise noted:

Laurence Brindle	Independent Non-Executive Chair
Georgina Lynch	Independent Non-Executive Director
Susan MacDonald	Independent Non-Executive Director (appointed 1 May 2022)
Stephen Newton	Independent Non-Executive Director
Hadyn Stephens	Managing Director and Chief Executive Officer

Tina Mitas was appointed as Company Secretary on 15 May 2018 and continues in office at the date of this report.

Principal activities

During the period, the principal activity of Waypoint REIT was investment in fuel and convenience retail property.

Waypoint REIT is Australia's largest listed REIT owning solely fuel and convenience retail properties with a high-quality portfolio of properties across all Australian states and mainland territories. Waypoint REIT's objective is to maximise the long-term income and capital returns from its ownership of the portfolio for the benefit of all securityholders.

The majority of the properties in the portfolio are leased to Viva Energy Australia Pty Limited (**Viva Energy** – a wholly owned subsidiary of Viva Energy Group Limited (**Viva Energy Group**)), with other tenants including other fuel and convenience retail operators and non-fuel tenants.

Significant changes in state of affairs

On 28 February 2022, Waypoint REIT announced that it would be exploring opportunities to diversify its investment portfolio away from purely fuel and convenience retail as a means by which to broaden avenues for growth, mitigate key risks (sector/tenant concentration) and improve ESG metrics of its investment portfolio. No acquisitions were made during the year; however, Waypoint REIT may consider future acquisition opportunities in line with this long-term strategy.

As part of enhancing its overall portfolio quality, Waypoint exchanged and settled 31 non-core assets in 2022 for \$146.8 million, in line with book value. A further four assets (exchanged in 2021) settled during the period for \$13.2 million, in line with book value.

Capital management initiatives totalling \$129.4 million (before transaction costs) were completed during the year, comprising the on-market buy-back of 49.8 million stapled securities at an average price of \$2.60 per security).

There were no other significant changes in the state of affairs of Waypoint REIT that occurred during the period.

Distribution to securityholders

Distributions paid during the year were as follows:

	2022 \$ million	2021 \$ million
Distributions paid in 2022		
Final distribution for year ended 31 December 2021 – 4.21 cents per security paid on 28 February 2022	30.4	–
Interim distribution for the quarter ended 31 March 2022 – 4.11 cents per security paid on 13 May 2022	29.2	–
Interim distribution for the quarter ended 30 June 2022 – 4.51 cents per security paid on 31 August 2022	32.1	–
Interim distribution for the quarter ended 30 September 2022 – 3.95 cents per security paid on 15 November 2022	27.6	–
Distributions paid in 2021		
Final distribution for year ended 31 December 2020 – 7.73 cents per security paid on 26 February 2021	–	60.7
Interim distribution for the half-year ended 30 June 2021 – 7.81 cents per security paid on 31 August 2021	–	61.3
Interim distribution for the quarter ended 30 September 2021* – 3.95 cents per security paid on 15 November 2021	–	30.9
Total distributions paid	119.3	152.9

* Distributions are paid on a quarterly basis commencing the quarter ended 30 September 2021. Prior to this time distributions were paid half-yearly. The 2021 distribution payments above reflect the equivalent of five quarterly distributions.

A distribution of 4.03 cents per security (\$27.1 million) is to be paid on 27 February 2023 for the quarter ended 31 December 2022.

Operating and financial review

Distributable Earnings decreased by \$6.5 million from \$122.6 million in 2021 to \$116.1 million in 2022, primarily due to lower rental income (\$5.6 million) as a result of asset sales, higher net interest expense (\$0.3 million) as a result of a higher average debt balance during 2022 and higher management & administration expenses (\$0.3 million).

Statutory net profit decreased by \$309.8 million from \$443.6 million in 2021 to \$133.8 million in 2022, primarily driven by valuation movements on investment property, with a net loss of \$7.2 million in 2022 compared to a net gain of \$305.0 million in 2021.

The management expense ratio (MER) in 2022 was 0.30% (2021: 0.28%) with the increase attributable to higher management and administration expenses, primarily as a result of the resumption of business travel in 2022 and higher consultancy costs.

Distributable Earnings per security increased by 4.25% to 16.48 cents, with lower Distributable Earnings being offset by a lower weighted average number of securities on issue following the repurchase of 49.8 million stapled securities via on-market buy-backs during the year.

Gearing was 30.7% as at 31 December 2022 (31 December 2021: 30.1%).

Net tangible assets per security as at 31 December 2022 of \$3.02 represents an increase of 2.4% during the period (31 December 2021: \$2.95), primarily due to the combined impact of favourable movements in the mark to market of derivative instruments and the lower number of securities as a result of the on-market security buy-backs, partially offset by the valuation declines on the investment property portfolio.

DIRECTORS' REPORT CONTINUED

Operating and financial review continued

Key financial metrics

	Year ended 31 Dec 2022	Year ended 31 Dec 2021
Statutory net profit after tax	\$133.8 million	\$443.6 million
Distributable Earnings ¹	\$116.1 million	\$122.6 million
Distributable EPS	16.48 cents	15.80 cents
Management expense ratio ²	0.30%	0.28%
	31 Dec 2022	31 Dec 2021
Total assets	\$2,988.1 million	\$3,128.2 million
Gross borrowings	\$927.1 million	\$955.6 million
Net assets	\$2,028.4 million	\$2,128.3 million
NTA per security	\$3.02	\$2.95
Gearing ³	30.7%	30.1%
Covenant Gearing ⁴	32.5%	31.8%

1. Distributable Earnings is a non-statutory measure of profit and is calculated as net profit adjusted to remove transaction costs, specific non-recurring items and non-cash items, including straight-lining of rental income, the amortisation of debt establishment fees, any fair value adjustment to investment properties and derivatives and long-term incentive expense.
2. Management expense ratio is calculated as the ratio of management and administration expenses (excluding net property expenses) over average total assets (excluding derivative financial assets).
3. Gearing is calculated as net debt (excluding foreign exchange and fair value hedge adjustments)/total assets excluding cash.
4. Covenant Gearing is calculated as total liabilities/total assets but excluding any mark to market valuations of derivative assets/liabilities. This is the measure used to determine compliance with Waypoint REIT's gearing covenants.

Financial results

	Year ended 31 Dec 2022 \$ million	Year ended 31 Dec 2021 \$ million
Rental income	157.6	163.2
Finance income	0.4	0.1
Total operating income	158.0	163.3
Management and administration expenses	(10.2)	(9.9)
Interest expense	(31.7)	(30.8)
Distributable Earnings	116.1	122.6
Net fair value gain/(loss) on investment properties	(7.2)	305.0
Net gain/(loss) on sale of investment properties	(0.4)	1.0
Straight-line rental income	10.6	15.1
Amortisation of borrowing costs	(1.6)	(1.9)
Net gain from derivative financial instruments	16.8	1.8
Long-term incentive expense	(0.1)	–
Non-recurring expenses	(0.4)	–
Statutory net profit after tax	133.8	443.6

Investment property portfolio

	31 Dec 2022	31 Dec 2021
Total value of investment properties	\$2,947.6 million	\$3,090.6 million
Total properties in portfolio	402	433
Portfolio occupancy	99.9%	99.9%
Weighted average capitalisation rate	5.28%	5.16% ¹
Weighted average lease expiry	9.0 years	10.0 years

During the year, 213 investment properties (representing approximately half of the portfolio by number) were independently valued, including 71 at 30 June 2022 and 142 at 31 December 2022. Directors' valuations were performed on the balance of the portfolio at each balance date.

31 non-core assets were exchanged and settled during the period for \$146.8 million, in line with book value. A further four assets (exchanged in 2021) settled during the period for \$13.2 million, in line with book value.

Capital management

As at 31 December 2022:

- Gearing was 30.7%² with \$927.1 million of drawn debt and \$121.5 million of undrawn facilities.
- Weighted average debt maturity was 4.4 years, following the refinancing of \$275.0 million of bank debt during the year.
- 94% of Waypoint REIT's debt was hedged and the weighted average maturity of fixed rate debt and hedges was 3.4 years.

Capital management initiatives totalling \$129.4 million (before transaction costs) were completed during the year, which comprised the buy-back of 49.8 million stapled securities under on-market buy-back programs (average price of \$2.60 per security).

Matters subsequent to the end of the financial period

No matter or circumstance has arisen since 31 December 2022 that has significantly affected, or may significantly affect:

- the operations of Waypoint REIT in future financial years;
- the results of those operations in future financial years; or
- the state of affairs of Waypoint REIT in future financial years.

2023 outlook

Although the macroeconomic outlook remains uncertain, Waypoint is well-positioned with a strong balance sheet, an improved property portfolio as a result of non-core asset sales and a high level of interest rate hedging.

Waypoint REIT expects rental income from existing fuel and convenience retail tenancies to grow in line with contracted annual rental increases, and currently expects to deliver Distributable Earnings per security of 16.48 cents in 2023, in line with 2022. This guidance assumes no further capital management initiatives, acquisitions or divestments, although we will consider opportunities to do so if in the best interests of securityholders. The guidance also assumes no material changes in the operating environment and average floating interest rates are assumed to be 4.1% in 2023, which is in line with the forward curve as at 24 February 2023 for the three-month bank bill swap rate.

1. The comparative capitalisation rate based on the 31 December 2022 portfolio of 402 properties was 5.12%.

2. Calculated as net debt (excluding foreign exchange and fair value hedge adjustments)/total assets minus cash. This differs from Covenant Gearing, which is equal to 32.5%.

Material business risks

The material business risks that could adversely affect Waypoint REIT's financial prospects include the following:

Tenant concentration risk, financial standing and sector concentration risk

96% of Waypoint REIT's rental income is received from Viva Energy. If Viva Energy's financial standing materially deteriorates and impacts their ability to make rental payments, Waypoint REIT's financial results, financial position and ability to service and/or obtain financing may be adversely impacted. Furthermore, a material decline in the profitability of Viva Energy's business due to the global transition to a low carbon economy, the possible termination of Viva Energy's right to use the Shell brand (current agreement expires in 2029) or other factors (including international conflict) could affect the perceived stability of the rental income of Waypoint REIT and may affect Waypoint REIT's security price and/or ability to obtain financing on acceptable terms. A material decline in the profitability of Viva Energy's business could also lead to reduced capacity or ability for Viva Energy to pay market rents when renewal options are exercised, which could result in lower rental receipts and/or a decline in the values of Waypoint REIT's investment properties if Waypoint REIT is unable to lease the property to an alternate tenant.

Collection risk

Waypoint REIT performs financial due diligence on potential new tenants and holds collateral in the form of security deposits or bank guarantees where appropriate. Rent is due in advance on the first day of each billing period (typically monthly), with arrears monitored and arrears notices issued on a regular basis (where required). Waypoint REIT applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade and other financial assets. The loss allowances for trade and other financial assets are based on assumptions about risk of default and expected loss rates. Waypoint REIT uses judgement in making these assumptions, based on Waypoint REIT's past history and existing market conditions as well as forward looking estimates at the end of each reporting period.

During the mobility restrictions (lockdowns and other travel or movement restrictions) in 2020 and 2021, the fuel tenants in Waypoint REIT's portfolio continued to operate, providing essential services to the community. Waypoint REIT's performance has not been materially impacted by COVID-19 to date.

Re-leasing and vacancy risk

Waypoint REIT's property portfolio is 99.9% occupied with a weighted average lease expiry of 9.0 years. Only 12 leases (representing 1.2% of annual rental income) expire before the end of 2025. The majority of the portfolio (355 of 419 contracted leases) is subject to multiple 10-year options in favour of the tenant, with the rent from commencement of each option period to either be agreed between the parties or set by independent market rent determination. However, there is a risk that tenants may not exercise their option, or that the commencing rent will be lower than passing rent and/or market rent (if agreed between the parties).

Termination of the Alliance Agreement

On 21 September 2022, Viva Energy Group announced the acquisition of Coles Express (subject to customary closing conditions and regulatory approvals), which will bring to a conclusion the Alliance Agreement between Viva Energy and Coles Express and result in Viva Energy Group controlling both the fuel and convenience operations of each of the relevant sites across Waypoint REIT's portfolio. Although the leases between Waypoint REIT and Viva Energy will remain unchanged and Viva Energy Group will be entitled to 100% of the fuel and convenience revenue and profits on the relevant sites, there is a risk that the convenience store operations will be affected following the change of control of Coles Express due to the change in management or as a result of the acquisition integration.

Investment property value

The value of Waypoint REIT's portfolio of investment properties may be adversely affected by a number of factors, including factors outside the control of Waypoint REIT, including the supply and demand for fuel and convenience retail properties, general property market conditions, physical climate change-related considerations, the availability and cost of credit including sector-specific environmental, sustainability and governance considerations, the ability to attract and implement economically viable rental arrangements, Viva Energy's financial condition deteriorating, occupiers not extending the term of leases, and general economic factors such as the level of inflation and interest rates, which may adversely impact capitalisation rates.

A key long-term consideration in the valuation of fuel and convenience properties is an increasing uptake of vehicles fuelled by alternative energy sources due to factors including changes in consumer behaviour, pro-emission reduction policies, reduced supply and/or higher pricing of fossil fuels.

As changes in valuations are recorded on the statutory statements of comprehensive income, any decreases in value will have a negative impact on the statutory statements of comprehensive income and balance sheets (including the net tangible assets per security) and in turn the market price of Waypoint REIT's securities may fall. Waypoint REIT's financing facilities also contain gearing covenants, and the headroom to these gearing covenants is affected by changes in the valuation of the portfolio.

The property portfolio is geographically diversified to mitigate the risk of localised valuation impacts and the majority of assets are located in metropolitan areas which typically have higher underlying land values and alternative use potential. Active portfolio management, including the disposal of assets with heightened vacancy or negative rental reversion risk, and Waypoint REIT's long-term diversification strategy, also, in part, can mitigate this risk.

Environmental and climate change risk

Waypoint REIT depends on its tenants to perform their obligations under various environmental arrangements in relation to properties they lease. Waypoint REIT has an indemnity from Viva Energy in respect of certain liability for historical environmental contamination across 355 assets acquired at the time of Waypoint REIT's initial public offering. Waypoint REIT also carries out environmental due diligence in relation to potential property acquisitions. If any property in the portfolio is contaminated by a fuel tenant or its invitee during the term of the lease, the tenant under that lease must remediate it, at their cost to a standard consistent with operating the site as a fuel and convenience property or similar commercial use. If the tenants were to fail to meet their obligations under these arrangements (including due to their insolvency), Waypoint REIT may incur significant costs to rectify contamination on its properties and also on other properties which may be consequently impacted.

Waypoint REIT is subject to a range of regulatory regimes (including environmental regulations) that cover the specific assets of Waypoint REIT and how they are operated. These regulatory regimes are subject to ongoing review and change that may increase the cost of compliance, reporting and maintenance of Waypoint REIT's assets. There remains a risk that Waypoint REIT, as owner of the properties in the portfolio, may face liability for breach by others of environmental laws and regulations.

Changes to existing regulatory regimes or the introduction of new regulatory regimes (including environmental or climate change related regulation) may also increase the cost of compliance, reporting and maintenance of Waypoint REIT's assets.

Extreme weather and other climate change-related events have the potential to damage Waypoint REIT's assets and disrupt the tenants' operations. Although 90.6% of Waypoint REIT's portfolio by value is subject to Triple Net Leases where the tenant is responsible for maintenance and insurance costs, such events may result in higher maintenance and insurance costs for Waypoint REIT's assets that are not subject to triple net leases. Such events may also affect the ability to re-lease Waypoint REIT's investment properties in the future and the rent levels for which they can be leased, thereby affecting future investment property valuations and rental cash flows. Insurance premiums and/or deductibles may change, or insurance may not be able to be obtained at all.

The precise nature of these risks is uncertain as it depends on complex factors such as policy and regulatory change, technology development, market forces, and the links between these factors and climatic conditions. The impacts of physical and transition risks on the valuation of Waypoint REIT's property portfolio are further considered under Investment property valuation risk above.

AFSL compliance risk

VER Limited, a subsidiary of Waypoint REIT Limited, holds an Australian Financial Services License (AFSL) and acts as the responsible entity for Waypoint REIT Trust. The AFSL requires, among other matters, minimum levels of net tangible assets, liquid assets, cash reserves and liquidity, which may restrict Waypoint REIT in paying distributions that would breach these requirements.

The Directors review and monitor VER Limited's balance sheet quarterly and the adequacy and ongoing training of responsible managers annually to ensure compliance with its AFSL requirements.

Personnel risk

Loss of key personnel could potentially have an adverse impact on the management and the financial performance of Waypoint REIT and in turn may affect the returns to securityholders. To mitigate this risk, processes and procedures are standardised and automated to the extent practicable, remuneration structures include components payable on a deferred basis, and employees are subject to market-standard notice periods to ensure that Waypoint REIT has sufficient time in which to identify and hire replacement employees.

Material business risks continued

Cyber security risk

Cyber-attacks are becoming increasingly sophisticated and a material data breach, ransom attack or data loss could have an adverse financial or reputational impact. To help mitigate this risk, Waypoint REIT uses the services of third-party technology experts, provides regular staff training and performs pre-implementation and annual reviews over key Software as a Service providers.

Debt agreement and refinancing risk

Waypoint REIT has outstanding debt facilities. General economic and business conditions as well as sector-specific environmental, sustainability and governance considerations could impact Waypoint REIT's ability to refinance its debt facilities when required. If the covenants in these facilities are breached by Waypoint REIT, this may result in Waypoint REIT being subject to increased interest rate margins and covenants restricting its ability to engage in certain types of activities or to pay distributions to securityholders. Debt may not be able to be renewed or obtained at all.

If debt facilities are not available or are not available in adequate volume, Waypoint REIT may need to sell assets to repay debt. There is no guarantee that there will be willing purchasers for Waypoint REIT's assets or that purchasers will pay prices at or greater than the book value of these investment properties. To help mitigate this risk, debt maturities are staggered, debt is held across a diverse set of sources, lenders and geographies, and debt is typically refinanced at least 12 months in advance of maturity.

If a third-party entity gains control of Waypoint REIT, this would constitute a review event under certain of Waypoint REIT's debt facility agreements, and (subject to specified negotiation and notification periods) a repayment of some or all of Waypoint REIT's debt facilities may be required.

The Directors regularly monitor the debt facility covenants to ensure compliance and consider the refinancing options and timing available to Waypoint REIT.

Cash flow and fair value interest rate risk

Waypoint REIT's cash and cash equivalents, floating rate borrowings and derivative financial instruments expose it to a risk of change in future cash flows or the fair value of derivative financial instruments due to changes in interest rates. Waypoint REIT uses interest rate derivative financial instruments to partially hedge its economic exposure to changes in interest rates on variable rate borrowings. By hedging against changes in interest rates, Waypoint REIT has reduced exposure to changes in interest rates on its outward cash flows so long as the counterparties to those interest rate derivative financial instruments meet their obligations to Waypoint REIT.

Foreign exchange rate risk

A portion of Waypoint REIT's debt is denominated in US dollars and as a result, Waypoint REIT is exposed to a risk of change in fair value or future cash flows due to changes in foreign exchange rates. Waypoint REIT economically hedges 100% of its exposure to changes in foreign exchange rates by using cross currency derivative financial instruments. By hedging against changes in foreign exchange rates, Waypoint REIT eliminates its exposure to changes in foreign exchange rates on its outward cash flows so long as the counterparties to those cross currency derivative financial instruments meet their obligations to Waypoint REIT.

Liquidity risk

Liquidity risk is the risk that Waypoint REIT may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous. Waypoint REIT monitors its exposure to liquidity risk by setting budgets and projecting cash flows to help ensure there is sufficient cash on hand as required or debt facility funding is available to meet financial liabilities as they fall due.

Environmental regulation

As a landlord, the operations of Waypoint REIT are subject to a range of environmental laws and regulations under Commonwealth, state and territory law. However, the lease attaching to the majority of sites requires the tenant to use reasonable endeavours to prevent contamination at each site and indemnify Waypoint REIT for any contamination caused by their operations.

Waypoint REIT did not receive any environmental infringements or notices from environmental regulators in the year ended 31 December 2022.

Information on Directors

Laurence Brindle

Independent Non-Executive Chair, and a Member of the Nomination and Remuneration Committees.

Laurence has extensive experience in funds management, finance and investment and is currently an Independent Non-Executive Director of Stockland Property Group.

Until 2009, Laurence was an executive with Queensland Investment Corporation (**QIC**). During his 21 years with QIC, he served in various senior positions including Head of Global Real Estate, where he was responsible for QIC's large global investment portfolio. Laurence was also a long-term member of QIC's Investment Strategy Committee.

Laurence provides advice to a number of investment institutions on real estate investment and funds management matters. He is a former Chair of the Shopping Centre Council of Australia and National Storage REIT, and a former Independent Non-Executive Director of Westfield Retail Trust and Scentre Group.

Laurence holds a Bachelor of Engineering (Honours) and a Bachelor of Commerce from the University of Queensland, and a Masters of Business Administration from Bayes Business School, London, where he graduated with distinction.

Georgina Lynch

Independent Non-Executive Director, Chair of the Remuneration and Nomination Committees and Member of the Audit and Risk Management Committee.

Georgina is an experienced company director who has over 30 years' experience in the financial services and property industry. She is currently the Independent Non-Executive Chair of Cbus Property, an Independent Non-Executive Director of Vicinity Centres and a member of their Audit and Risk and Compliance Committees, and an Independent Non-Executive Director of Evolve Housing.

Georgina has significant global experience in corporate transactions, capital raisings, initial public offerings (IPOs), funds management, corporate strategy and acquisitions and divestments.

Georgina holds a Bachelor of Arts and Bachelor of Laws.

Susan MacDonald

Independent Non-Executive Director, and a Member of the Audit and Risk Management and Remuneration Committees.

Susan has over 30 years of domestic and international experience in property investment management, primarily in the retail sector, including asset, development and funds management. Susan has extensive knowledge in people management, organisational culture, strategy development and stakeholder engagement.

Susan has held executive positions with Mirvac, Lend Lease, AMP Capital and Galileo Funds Management, and is a former Joint Deputy Chair of the Shopping Centre Council of Australia and a former Global Trustee of the Urban Land Institute (ULI).

Susan is currently a Non-Executive Director and Member of the Risk and HR and Remuneration Committees of Queensland Investment Corporation (QIC), an Independent Non-Executive Director and Chair of the Remuneration Committee of Cbus Property, a Non-Executive Director and Member of the Audit and Risk Committee of Landcom and a Strategic Advisor to the Board of Mainbrace Constructions.

Susan holds a Bachelor of Arts degree from the University of New South Wales, and is a Graduate of the Australian Institute of Company Directors (GAICD).

DIRECTORS' REPORT CONTINUED

Information on Directors continued

Stephen Newton

Independent Non-Executive Director, Chair of the Audit and Risk Management Committee and Member of the Remuneration and Nomination Committees.

Stephen has extensive industry experience spanning in excess of 40 years across real estate investment and funds management, development and property management, as well as in infrastructure investment and management. Stephen has been a Principal of Arcadia Funds Management for more than 20 years. Prior to that, Stephen held various senior executive positions at Lend Lease for over 22 years.

Stephen is currently an Independent Non-Executive Director of Stockland Property Group, BAI Communications Group (formerly Broadcast Australia Group) and Sydney Catholic Schools Limited.

Stephen is a member of both Chartered Accountants Australia and New Zealand and the Australian Institute of Company Directors (AICD). He holds a Bachelor of Arts (Economics and Accounting) degree from Macquarie University and a Masters of Commerce post-graduate degree from the University of New South Wales.

Hadyn Stephens

Managing Director and Chief Executive Officer.

Hadyn has approximately 24 years' experience in finance and commercial real estate, principally in strategy and transaction-related roles in the real estate funds management space covering direct capital transactions, corporate transactions (M&A), debt and equity (listed and unlisted).

Hadyn's previous positions in real estate included senior roles with AMP Capital, Centuria Capital, LaSalle Investment Management, GPT Group and Merrill Lynch.

Hadyn holds a Bachelor of Laws and Bachelor of Commerce from the University of Otago, New Zealand.

Tina Mitas

Company Secretary.

Tina has over 17 years' experience in corporate law including corporate governance, compliance, mergers and acquisitions, private equity and information technology.

Tina's previous positions include senior legal counsel roles at Aconex Limited and SMS Management Limited and senior associate at Herbert Smith Freehills.

Tina holds a Bachelor of Laws (Hons) and Bachelor of Commerce from the University of Melbourne, and a Graduate Diploma in Applied Corporate Governance from the Governance Institute of Australia (GIA). Tina is a Chartered Secretary and Associate of the GIA, a member of the Institute of Chartered Secretaries and Administrators (ICSA) and the AICD.

Meetings of Directors

The numbers of meetings of the Directors and of each Board Committee held during the year ended 31 December 2022, and the numbers of meetings attended by each Director, were:

Name	Waypoint REIT Limited		VER Limited		Audit and Risk Management Committee		Remuneration Committee		Nomination Committee	
	A	B	A	B	A	B	A	B	A	B
Laurence Brindle	13	14	13	14	8 ²	8	4	4	2	2
Georgina Lynch	14	14	14	14	8	8	4	4	2	2
Stephen Newton	14	14	14	14	8	8	4	4	2	2
Susan MacDonald ¹	10	10	10	10	4	4	2	2	1 ²	1
Hadyn Stephens	14	14	14	14	8	8	4	4	2	2

1. Appointed a director on 1 May 2022.

2. Meeting attended by invitation.

A = Number of meetings attended.

B = Number of meetings held during the time the Director held office or was a Member of the Board Committee during the year.

Remuneration Report

This remuneration report (**Remuneration Report**) presents Waypoint REIT's remuneration arrangements for Key Management Personnel (**KMP**) for the year ended 31 December 2022. The report has been prepared and audited in accordance with the requirements of the *Corporations Act 2001* and *Corporations Regulations 2001*.

Letter from Chair of the Remuneration Committee

On behalf of the Remuneration Committee and the Board, I am pleased to present the Remuneration Report for the year ended 31 December 2022.

Waypoint REIT's long-term remuneration objectives are to:

- reward strong performance;
- encourage executive retention;
- achieve the right balance between 'fixed' and 'at risk' pay; and
- achieve alignment between executive and securityholders' interests.

Board and management

Waypoint REIT welcomed Susan MacDonald to the Board as a Non-Executive Director on 1 May 2022. Susan brings extensive experience in the property sector, funds management and investment.

Aditya Asawa commenced as Chief Financial Officer (**CFO**) of Waypoint REIT on 5 October 2022, following the resignation of Kerri Leech. The terms related to the remuneration of the current and former CFO are detailed in this report.

2022 Remuneration considerations

2022 presented unique challenges including a rapidly changing macroeconomic environment arising from inflationary pressures, interest rate increases, staff shortages and wage pressures across the economy. In response, Waypoint REIT's management team has demonstrated strong performance in delivering growth, actively managing Waypoint REIT's portfolio and capital structure, and progressing Waypoint REIT's strategy.

Waypoint REIT's operations were again not materially impacted by COVID-19 this year as the vast majority of its income continues to be generated from long-term leases with well-capitalised tenants that continued to provide essential services throughout the year.

The key achievements of Waypoint REIT's team in 2022 include:

- Delivering 2022 Distributable Earnings Per Security of 16.48 cents per security, representing 4.25% growth on 2021 and outperforming initial guidance of 16.44 cents per security (4.00% growth on 2021).
- Successfully executing the exchange and settlement of 31 non-core assets for \$146.8 million. 71 assets have now been sold since the commencement of the non-core disposal program in 2021 for approximately \$290 million (representing a premium of approximately 5% to book value). This program has significantly enhanced the quality and resilience of the portfolio.
- Completing capital management initiatives totalling \$129.4 million (before transaction costs), which comprised the successful buy-back of 49.8 million stapled securities at an average price of \$2.60 per security (or a 14% discount to 31 December 2022 NTA). This resulted in surplus non-core asset sale proceeds being returned to investors and the optimisation of Waypoint REIT's capital structure, gearing and liquidity metrics.
- Extending \$275.0 million of bank facilities, resulting in a weighted average debt maturity of 4.4 years at 31 December 2022 with no debt maturities until 2025.
- Actively managing Waypoint REIT's exposure to market interest rates by entering into new interest rate hedging instruments resulting in 94.3% of Waypoint REIT's drawn debt being hedged at 31 December 2022.
- Progressing Waypoint REIT's ESG framework and Board-level reporting, including undertaking climate scenario analysis to better understand potential climate transition pathways and the climate-related risks and opportunities for Waypoint REIT. This included a current state assessment of the portfolio's exposure to physical climate risk and scenario testing. We also achieved an improvement in key sustainability rankings for Sustainalytics and S&P Corporate Sustainability Assessment (S&P CSA) surveys and maintained our carbon neutral status with respect to Scope 1 and Scope 2 and direct Scope 3 emissions.

In recognition of the above achievements, the Board has awarded Executive KMP their maximum short-term incentive (**STI**) awards for the year ended 31 December 2022.

Remuneration Report continued

Future considerations

As outlined in the 2021 Remuneration Report, the Remuneration Committee has previously indicated an intention to make adjustments to the structure of Executive KMP remuneration to better align it with market benchmarks and long-term securityholder returns.

The key adjustment required to Executive KMP remuneration is the balance between fixed and 'at risk' pay components, with the Committee having foreshadowed an increase in LTI as a percentage of total remuneration over time until the Remuneration Committee is satisfied the level of 'at risk' pay is consistent with market practice.

To this end, the maximum LTI award was increased from one-third of the maximum STI for each Executive KMP in the 2021 financial year to two-thirds of the maximum STI for the 2022 financial year.

To complete this realignment of Executive KMP remuneration, the Remuneration Committee intends to increase the maximum LTI for each Executive KMP to 100% of the maximum STI for the 2023 financial year and beyond, which the Committee believes is consistent with market practice and achieves the desired level of 'at risk' pay relative to each KMP's overall remuneration package, whilst also better aligning executive remuneration with long-term outcomes for securityholders.

On behalf of the Directors and the Remuneration Committee, I look forward to welcoming you and receiving your feedback at our upcoming Annual General Meeting.



Georgina Lynch
Chair, Remuneration Committee

Report structure

This report is divided into the following sections:

- (i) Key Management Personnel
- (ii) FY22 Annual Remuneration Summary
- (iii) Remuneration Governance
- (iv) Remuneration Policy for Executive KMP (defined as the Managing Director & Chief Executive Officer (**MD & CEO**) and Other Reported Executives)
- (v) Detailed Remuneration Outcomes
- (vi) Executive KMP Equity Holdings
- (vii) Other Information
- (viii) Remuneration Policy for Non-Executive Independent Directors
- (ix) Non-Executive Independent Director Fees and Other Information

(i) Key Management Personnel

This report discloses the remuneration arrangements and outcomes for the individuals listed below, being individuals who have been determined as KMP as defined by AASB 124 *Related Party Disclosures*.

Name	Role	KMP Period
Independent Non-Executive Directors		
Laurence Brindle	Chair	Full Year
Georgina Lynch	Director	Full Year
Stephen Newton	Director	Full Year
Susan MacDonald	Director	From appointment on 1 May 2022
Managing Director		
Hadyn Stephens	Managing Director & Chief Executive Officer (MD & CEO)	Full Year
Other Reported Executives		
Aditya Asawa	Chief Financial Officer (CFO)	Appointed 5 October 2022
Tina Mitas	General Counsel & Company Secretary	Full Year
Former Executives		
Kerri Leech	Former Chief Financial Officer	Resigned 31 August 2022

(ii) FY22 Annual remuneration summary

The only material change to the remuneration framework for Executive KMP in 2022 was to increase the LTI award to two-thirds of the maximum STI (one-third in 2021). This change is consistent with the Remuneration Committee strategy of making adjustments to the structure of Executive KMP remuneration including the balance between fixed and 'at risk' pay components in order to better align Executive KMP with market benchmarks and long-term securityholder returns.

STI outcomes

In assessing Executive KMP delivery against their respective and collective KPIs, the Remuneration Committee has determined that all members of Executive KMP have met or exceeded expectations in all KPI categories. Accordingly, all members of Executive KMP have been awarded their maximum STI allocations.

LTI outcomes

No existing LTI plan was due to be tested against performance hurdles in FY22. Accordingly, no performance rights vested in FY22.

Part (v) below provides further detail on the remuneration outcomes in FY22.

Remuneration Report continued

(iii) Remuneration governance

The Remuneration Committee oversees all remuneration-related matters, balancing both short-term and long-term strategic objectives, corporate values and Waypoint REIT's broader risk management framework. The Remuneration Committee reviews and provides guidance and, as appropriate, endorses management recommendations on remuneration matters (including FAR, STI and LTI for Executive KMP), Board and Committee fees and submits these for Board approval. The Remuneration Committee's Charter, setting out its detailed responsibilities, is reviewed annually.

To ensure that it is fully informed when making decisions, including on recent market trends and practices and other remuneration-related matters, the Remuneration Committee may seek external remuneration advice from time to time. Remuneration consultants are engaged directly by the Remuneration Committee as needed. A remuneration consultant was not engaged in FY22.

(iv) Remuneration policy for Executive KMP

Remuneration objectives

The Board recognises the key to Waypoint REIT's ongoing success lies in retaining and attracting high-performing people. The remuneration framework has been designed to link Waypoint REIT's strategy of maximising long-term income, capital returns and performance with the remuneration outcomes for Executive KMP and foster strong alignment between executive pay and securityholder returns.

Remuneration structure

Waypoint REIT aims to ensure that the split of fixed and variable remuneration for Executive KMP is consistent with its remuneration objectives, appropriate for the size and nature of its business and provides fair and equitable outcomes for individuals.

The table below sets out Waypoint REIT's Executive KMP remuneration arrangements:

Type	What?	Why?
FAR	Comprises base salary, superannuation contributions and other benefits. Reviewed annually and independently benchmarked on a periodic basis against comparable organisations.	Fixed component set with reference to role, market, experience and skill-set to attract and retain the executives capable of leading and delivering the strategy.
STI	Opportunity award based on a percentage of fixed remuneration, subject to specific performance and employment conditions (including a deferred equity component).	'At risk' component designed to maximise performance in key strategic areas set and measured through a balanced scorecard approach, with KPIs aligned to the key financial and non-financial value drivers of Waypoint REIT's business. Deferred equity component designed to encourage retention and securityholder alignment.
LTI	Opportunity award based on a percentage of fixed remuneration, in the form of performance rights with a three-year performance period.	'At risk' component designed to align executive performance with securityholder interests, to attract and retain executives and provide the opportunity to reward executives for long-term performance.

STI details

Basis	<p>Each executive may be eligible for participation in an STI program, which may be amended, replaced or withdrawn at any time at the Board's absolute discretion.</p> <p>STI awards are set with reference to a maximum STI opportunity level relative to the executive's FAR, with the actual STI award to be determined based on performance against KPIs determined by the Board.</p>														
Purpose	<p>To motivate and reward executives for increasing securityholder value by meeting or exceeding Waypoint REIT and individual targets determined by the Board.</p>														
Performance conditions	<p>The value of the STI award for each Executive KMP is determined as follows:</p> <table><tr><th>Criteria</th><th>Award Scale</th><th>Criteria</th></tr><tr><td>Financial</td><td>0 – 33.3%</td><td>Delivery of initial Distributable Earnings per security (DEPS) guidance. Initial guidance must be met in order for any award under this criteria.</td></tr><tr><td>Financial – outperformance</td><td>0 – 33.3%</td><td>Delivery of DEPS in excess of initial guidance. Sliding scale award determined at the Board's discretion based on level of outperformance achieved.</td></tr><tr><td>Individual KPIs</td><td>0 – 33.3%</td><td>Delivery of financial and non-financial performance criteria set out in KMP balanced scorecards agreed at the start of the year.</td></tr></table> <p>The Board believes that having a mix of financial and non-financial KPIs will provide measurable performance criteria strongly linked to year-on-year securityholder returns and encourage the achievement of individual goals consistent with Waypoint REIT's overall strategic objectives. The key FY22 KPIs are detailed in section (v).</p>			Criteria	Award Scale	Criteria	Financial	0 – 33.3%	Delivery of initial Distributable Earnings per security (DEPS) guidance. Initial guidance must be met in order for any award under this criteria.	Financial – outperformance	0 – 33.3%	Delivery of DEPS in excess of initial guidance. Sliding scale award determined at the Board's discretion based on level of outperformance achieved.	Individual KPIs	0 – 33.3%	Delivery of financial and non-financial performance criteria set out in KMP balanced scorecards agreed at the start of the year.
Criteria	Award Scale	Criteria													
Financial	0 – 33.3%	Delivery of initial Distributable Earnings per security (DEPS) guidance. Initial guidance must be met in order for any award under this criteria.													
Financial – outperformance	0 – 33.3%	Delivery of DEPS in excess of initial guidance. Sliding scale award determined at the Board's discretion based on level of outperformance achieved.													
Individual KPIs	0 – 33.3%	Delivery of financial and non-financial performance criteria set out in KMP balanced scorecards agreed at the start of the year.													
Performance assessment	<p>The MD/CEO evaluates the performance of the other Executive KMP against their KPIs as set out in their balanced scorecard and other applicable measures, including evidence of behaviour in line with Waypoint REIT's corporate values and risk management framework. This information is presented to the Remuneration Committee which performs the same evaluation of the MD/CEO performance. The Remuneration Committee then recommends the STI awards, if any, to the Board for approval.</p>														
Delivery	<p>MD/CEO</p> <p>50% of the STI entitlement is payable in securities subject to trade-lock with 25% vesting after one year and 25% vesting after two years.</p> <p>Other reported Executives</p> <p>One-third of the STI entitlement is payable in securities subject to trade-lock with vesting after one year.</p> <p>While under trade-lock, Executive KMP will be entitled to distributions and voting rights (subject to customary voting restrictions).</p>														
Cessation of employment	<p>Executive KMP will generally not be entitled to be paid any outstanding or unvested STI award if they resign or if their employment is terminated with cause.</p>														
Board discretion	<p>STI entitlements are at the sole discretion of the Board. Waypoint REIT can amend, replace or withdraw any incentive program in its absolute discretion.</p>														

Remuneration Report continued

LTI details

Basis	An LTI award will be delivered in the form of an annual grant of performance rights to Waypoint REIT stapled securities under the Waypoint REIT Equity Incentive Plan. Performance rights will be allocated to eligible executives (including all Executive KMP) on or around the date of the Annual General Meeting (e.g. FY22 performance rights were allocated in May 2022).										
Purpose	The LTI program is designed to align the interests of eligible executives with the interests of securityholders by providing them with the opportunity to receive an equity interest in Waypoint REIT through the granting of performance rights. Waypoint REIT uses performance rights because they create alignment between eligible executives and securityholders, but do not provide eligible executives with the full benefits of security ownership (such as distribution and voting rights) unless and until the performance rights vest.										
Value determination	The value of performance rights granted is determined by dividing the dollar value of an eligible executive's annual LTI opportunity (as determined by the Remuneration Committee) by the weighted average traded price of Waypoint REIT's stapled securities traded on the ASX during the 10 business days following the release of the annual results, rounded up to the nearest whole number of performance rights.										
Vesting period	<p>The Performance Period commences on 1 January of the year performance rights are granted and concludes on the third anniversary date (e.g. FY22 performance rights: 1 January 2022 to 31 December 2024).</p> <p>Performance rights will vest on or around 1 March following the end of the Performance Period (e.g. the FY22 performance rights will vest on or around 1 March 2025).</p>										
Vesting conditions	<p>Vesting of the performance rights will be subject to the achievement of two vesting conditions:</p> <ul style="list-style-type: none"> • 50% of the performance rights will be tested against a relative Total Securityholder Return (TSR) condition; and • the remaining 50% of the performance rights will be tested against an average growth in DEPS condition. <p>See below for further details.</p>										
TSR condition (50% weighting)	<p>The TSR condition measures Waypoint REIT's performance relative to a peer group over the Performance Period (e.g. the FY22 comparator group of companies comprises the constituents of the S&P/ASX 300 A-REIT index as at 1 January 2022). TSR measures the growth in Waypoint REIT's security price together with the value of distributions paid during the period, assuming that all those distributions are reinvested into new securities.</p> <p>The vesting schedule applicable for the FY22 performance rights is:</p> <table> <tr> <th>Percentile ranking</th><th>Vesting level of performance rights subject to TSR condition</th></tr> <tr> <td>Equal to the 75th percentile or higher</td><td>100%</td></tr> <tr> <td>Between the 50th and 75th percentile</td><td>Straight-line pro rata vesting between 50% and 100%</td></tr> <tr> <td>Equal to the 50th percentile</td><td>50%</td></tr> <tr> <td>Below the 50th percentile</td><td>0%</td></tr> </table>	Percentile ranking	Vesting level of performance rights subject to TSR condition	Equal to the 75th percentile or higher	100%	Between the 50th and 75th percentile	Straight-line pro rata vesting between 50% and 100%	Equal to the 50th percentile	50%	Below the 50th percentile	0%
Percentile ranking	Vesting level of performance rights subject to TSR condition										
Equal to the 75th percentile or higher	100%										
Between the 50th and 75th percentile	Straight-line pro rata vesting between 50% and 100%										
Equal to the 50th percentile	50%										
Below the 50th percentile	0%										
DEPS condition (50% weighting)	<p>The DEPS condition measures the average annual growth in Waypoint REIT's DEPS over the Performance Period. The vesting schedule applicable for the FY22 performance rights is:</p> <table> <tr> <th>Average annual growth in DEPS</th><th>Vesting level of performance rights subject to the DEPS condition</th></tr> <tr> <td>Equal to 4.5% or higher</td><td>100%</td></tr> <tr> <td>Between 3.75% and 4.5%</td><td>Straight-line pro rata vesting between 50% and 100%</td></tr> <tr> <td>At 3.75%</td><td>50%</td></tr> <tr> <td>Less than 3.75%</td><td>0%</td></tr> </table>	Average annual growth in DEPS	Vesting level of performance rights subject to the DEPS condition	Equal to 4.5% or higher	100%	Between 3.75% and 4.5%	Straight-line pro rata vesting between 50% and 100%	At 3.75%	50%	Less than 3.75%	0%
Average annual growth in DEPS	Vesting level of performance rights subject to the DEPS condition										
Equal to 4.5% or higher	100%										
Between 3.75% and 4.5%	Straight-line pro rata vesting between 50% and 100%										
At 3.75%	50%										
Less than 3.75%	0%										

Rationale for conditions	<p>The LTI performance conditions have been set by the Board to align with securityholder expectations and Waypoint REIT's strategy.</p> <p>The TSR condition measures the overall returns that an entity has provided its securityholders, reflecting security price movements and the theoretical reinvestment of distributions over a specified period. Relative TSR is the most widely used LTI hurdle adopted in Australia. It ensures that value is only delivered to participants if the investment return actually achieved for Waypoint REIT securityholders is sufficiently high relative to the returns they could have received by investing in a portfolio of alternative S&P/ASX 300 A-REIT index securities over the same period.</p> <p>The DEPS condition aligns the LTI plan with commercial long-term performance which is within executives' ability to influence and aligns with securityholder expectations. The performance hurdles have been set with reference to:</p> <ul style="list-style-type: none"> • organic rental growth of WPR's property portfolio (the majority of the portfolio is subject to fixed annual rental reviews of 3.0%); • the effect of gearing (target gearing: 30-40%); and • WPR's historical performance.
Distributions on unvested LTI awards	Prior to vesting, performance rights do not entitle eligible executives to any distributions or voting rights.
Forfeiture	LTI awards will usually be forfeited if an executive resigns or is summarily dismissed prior to the vesting date (see the 'Cessation of employment' section below for more detail). If the Board determines that an executive is responsible for misconduct resulting in material non-compliance with financial reporting requirements or for excessive risk taking, the executive will forfeit all unvested performance right entitlements.
Delivery	Each performance right entitles eligible executives to one ordinary security in Waypoint REIT on vesting. Securities allocated on vesting of performance rights carry the same distribution and voting rights as other securities issued by Waypoint REIT. The Board retains discretion to make a cash equivalent payment in lieu of an allocation of securities.
Claw-back provisions	The Board has broad 'claw-back' powers to determine that performance rights lapse, any securities allocated on vesting of performance rights are forfeited or clawed back, or that amounts are to be repaid, in certain circumstances.
Cessation of employment	Where eligible executives' employment with Waypoint REIT is terminated for cause or ceases due to resignation, all unvested performance rights will lapse, unless the Board determines otherwise. In all other circumstances (including due to genuine retirement, redundancy, death, permanent disability, or ill health, the expiry of a fixed term contract or separation by mutual agreement), a pro rata portion of unvested performance rights will remain on foot unless the Board determines otherwise.
Change of control	Where there is a change of control event (including a takeover bid or any other transaction, event or state of affairs that, in the Board's opinion, is likely to result in a change in the control of Waypoint REIT), the Board may determine the manner in which all unvested performance rights will be dealt with.
Board discretion	While the number of performance rights that vest will primarily be determined by testing against the vesting conditions, the Board retains an overriding discretion to reduce or increase the vesting outcome where it considers it appropriate in light of Waypoint REIT's performance overall and any other relevant circumstances.
Restrictions on dealing	Eligible executives must not sell, transfer, encumber, hedge or otherwise deal with performance rights, unless the dealing is required by law.

Remuneration Report continued

(v) Detailed remuneration outcomes

Performance indicators

The Remuneration Committee and Board aim to align Executive KMP remuneration with Waypoint REIT's strategic and business objectives and the creation of securityholder wealth. The table below shows statutory and non-statutory measures of Waypoint REIT's historical financial performance. Statutory measures are not necessarily consistent with the measures used in determining the variable amounts of remuneration to be awarded to Executive KMP as noted above. Consequently, there may not always be a direct correlation between the statutory key performance measures and the variable remuneration awarded.

	2018	2019	2020	2021	2022
Statutory profit (\$'m)	167.1	197.6	279.9	443.6	133.8
Distributable earnings ¹ (\$'m)	101.7	111.7	118.5	122.6	116.1
Basic earnings per security (cents)	21.34	25.72	35.79	57.17	19.00
DEPS ¹ (cents)	14.02	14.54	15.15	15.80	16.48
Distributions paid/payable (cents)	14.02	14.37	15.14	15.97	16.60
Capital return (cents)	–	–	–	17.00	–
Closing security price (31 December)	\$2.25	\$2.66	\$2.73	\$2.83	\$2.75
Net tangible assets per security ²	\$2.20	\$2.29	\$2.49	\$2.95	\$3.02
Weighted average securities on issue ('m)	725.7	768.4	782.0	775.8	704.4

1. DEPS is unaudited.

2. Net tangible assets per security include the impact of the fair value movements.

FY22 STI annual assessment

The STI balanced scorecard contains three equally weighted elements that are assessed independently of each other. These elements and the relevant criteria for FY22 are:

Element	Scale	Criteria
Financial	0 – 33.3%	Achieve FY22 DEPS guidance as announced on 28 February 2022 (16.44 cents). Initial guidance must be met in order for any award under this criteria.
Financial – outperformance	0 – 33.3%	Exceed the FY22 DEPS guidance as announced on 28 February 2022 (16.44 cents). Sliding scale award determined at the Board's discretion based on level of outperformance achieved.
Individual KPIs	0 – 33.3%	Individual financial and non-financial performance criteria set in conjunction with the Board or MD/CEO (as applicable). Please refer to the table below.

The annual assessments for the MD/CEO and Other Reported Executives are similar but with different emphasis and KPIs applicable to their individual roles, with adjustments made in respect to service periods for executives commencing in the current year. The KPI Categories have been set with regard to Waypoint REIT's strong risk management and corporate governance culture. KPIs for Executive KMP in FY22 varied from person to person; however, the key KPIs driving the Remuneration Committee and Board's decision to award the FY22 STIs were as follows:

KPI categories	KPI performance
Corporate strategy	<ul style="list-style-type: none"> Completed the review of Waypoint REIT's investment property portfolio resulting in the formulation of the non-core asset sale program to improve overall portfolio quality and reduce future income and capital risk. Long-term diversification strategy identified to broaden Waypoint REIT's avenues for growth and mitigate sector and tenant concentration risk.

KPI categories	KPI performance
Portfolio management	
<ul style="list-style-type: none"> Execute non-core asset sales strategy Deliver acquisitions in line with approved criteria and return hurdles Proactively manage lease expiries Engage with tenants on site and portfolio optimisation opportunities 	<ul style="list-style-type: none"> Successfully exchanged and settled 31 non-core assets for \$146.8 million (in line with book value). 71 assets have now been sold since the commencement of the non-core disposal program in 2021 for approximately \$290 million (representing a 5% premium to book value). This program has significantly enhanced the quality and resilience of the portfolio.
Financial and capital management	
<ul style="list-style-type: none"> Diversify and optimise debt funding sources Optimise Waypoint REIT's debt maturity profile Manage Waypoint REIT's exposure to market interest rates through prudent interest rate hedging Manage liquidity to support the delivery of Waypoint REIT's strategy Optimise capital management in coordination with portfolio management strategy 	<ul style="list-style-type: none"> Completed capital management initiatives totalling \$129.4 million (before transaction costs) which comprised the successful buy-back of 49.8 million stapled securities at an average price of \$2.60 per security (or a 14% discount to 31 December 2022 NTA). This resulted in surplus non-core asset sale proceeds being returned to investors and the optimisation of Waypoint REIT's capital structure, gearing and liquidity metrics. Extended \$275.0 million of bank debt, resulting in a weighted average debt maturity of 4.4 years at 31 December 2022 with no debt maturities until 2025. Actively managed Waypoint REIT's exposure to market interest rates by entering into new interest rate hedging instruments resulting in 94.3% of Waypoint REIT's drawn debt being hedged at 31 December 2022. Business funding, liquidity and gearing maintained within approved parameters.
ESG	
<ul style="list-style-type: none"> Ongoing focus on people, culture and safety Maintain strong corporate governance Set carbon reduction strategy Adopt inaugural Modern Slavery Statement Actively seek to improve ESG external ratings Identify and execute other initiatives to further ESG strategy 	<ul style="list-style-type: none"> Low employee turnover; no employee injuries No reportable compliance breaches Net carbon neutral target achieved Two key sustainability rankings improved (S&P CSA and Sustainalytics) Completed a current state assessment of the portfolio's exposure to physical climate risk and scenario testing

In assessing Executive KMP delivery against their respective and collective KPIs, the Remuneration Committee has determined that all members of Executive KMP have met or exceeded expectations in all KPI categories as evidenced in the table above. Accordingly, all members of Executive KMP have been awarded their maximum STI allocations. Refer to FY22 STI Outcomes section below for further details.

FY22 STI outcomes

The following table sets out the awards made to each Executive KMP based on their performance during the year ended 31 December 2022.

\$	FAR as per contract ¹	Maximum STI as per contract	Actual STI awarded	% of maximum possible current award earned
Hadyn Stephens	563,750	563,750	563,750	100%
Aditya Asawa	420,000	78,750 ³	78,750	100%
Tina Mitas ²	281,362	140,681	140,681	100%
Former executives				
Kerri Leech ⁴	410,000	307,500	—	—

1. FAR comprises salary and superannuation.

2. FAR and Maximum STI are based on a 0.9 Full-time Equivalent (FTE) basis consistent with Tina Mitas' standard terms of employment. Tina Mitas' Actual STI and % Maximum in the above table and the actual figures in the table below reflect a pro rata payment for additional days worked during the financial year over and above her contractual obligation.

3. Maximum STI is pro-rated for the employee's service period of three months during FY22.

4. Resigned 31 August 2022.

DIRECTORS' REPORT CONTINUED

Remuneration Report continued

(v) Detailed remuneration outcomes continued

FY22 Total remuneration (statutory basis)

All figures in the table below are in dollars, unless otherwise stated.

Table 1 of 2

	Short-term benefits		Post-retirement benefits		Other long-term benefits		Total fixed \$
	Salary \$	Other benefits \$	Superannuation \$	Termination benefits \$	Annual leave ¹ \$	Long service leave ¹ \$	
Hadyn Stephens							
2022	539,320	2,819	24,430	–	9,117	14,109	589,795
2021	527,369	3,997	22,631	–	14,253	14,351	582,601
Aditya Asawa							
2022	94,629	85,000 ⁴	6,323	–	5,802	2,366	194,120
2021	–	–	–	–	–	–	–
Tina Mitas							
2022	256,932	1,407	24,430	–	2,566	6,979	292,314
2021	245,083	2,467	23,026	–	4,075	8,058	282,709
Sub-total							
2022	890,881	89,226	55,183	–	17,485	23,454	1,076,229
2021	772,452	6,464	45,657	–	18,328	22,409	865,310
Former Executives							
Kerri Leech							
2022	257,163	2,784	18,107	38,569	(25,388)	(16,060)	275,175
2021	377,369	2,000	22,631	–	19,896	10,451	432,347
Total							
2022	1,148,044	92,010	73,290	38,569	(7,903)	7,394	1,351,404
2021	1,149,821	8,464	68,288	–	38,224	32,860	1,297,657

Table 2 of 2

	Short-term benefits	Other long-term benefits	Share-based payments		Total variable \$	Grand total \$	At risk element (%)
	Current STI (cash) \$	Deferred STI (cash) \$	Deferred STI ² (equity) \$	Deferred LTI ³ (rights) \$			
Hadyn Stephens							
2022	281,875	–	217,060	21,495	520,430	1,110,225	47
2021	275,000	–	103,419	23,922	402,341	984,942	41
Aditya Asawa							
2022	52,500	–	11,992	20,531	85,023	279,143	30
2021	–	–	–	–	–	–	–
Tina Mitas							
2022	93,788	–	44,354	5,792	143,934	436,248	33
2021	93,333	–	20,741	5,296	119,370	402,079	30
Sub-total							
2022	428,163	–	273,406	47,818	749,387	1,825,616	
2021	368,333	–	124,160	29,218	521,711	1,387,021	
Former Executives							
Kerri Leech							
2022	–	–	(43,445)	(13,239)	(56,684)	218,491	N/A
2021	200,000	–	44,444	13,239	257,683	690,030	37
Total							
2022	428,163	–	229,961	34,579	692,703	2,044,107	
2021	568,333	–	168,604	42,457	779,394	2,077,051	

1. Amounts disclosed represent the movement in the associated leave provisions.

2. Represents the accounting expense attributed to each Executive KMP in accordance with AASB 2 *Share-based Payment*. The face values of FY22 deferred STI awards anticipated to be granted to Hadyn Stephens, Aditya Asawa and Tina Mitas in March 2023 are \$281,875, \$26,250 and \$46,894 respectively. Subject to ongoing service conditions being satisfied, the difference in value will be expensed over FY23 (\$141,991) and FY24 (\$62,803) and FY25 (\$8,233) accordingly.

3. Represents the accounting expense attributed to each Executive KMP in accordance with AASB 2 *Share-based Payment*. The face values of LTI awards granted to Hadyn Stephens, Aditya Asawa and Tina Mitas were \$375,833, \$211,050 and \$93,788 respectively.

4. Sign-on bonus paid in cash on commencement of employment in October 2022. This payment is repayable should the employee resign, or their employment be terminated within 12 months of commencement.

(vi) Executive KMP equity holdings

The table below outlines the movement in Executive KMP's securityholdings during FY22.

Stapled securities

FY22	Balance 1 January	On-market purchases	Issued as compensation ¹	Vesting of deferred STI ¹	Vesting of performance rights	Forfeited	Balance 31 December
Hadyn Stephens	39,092	–	101,527	–	–	–	140,619
Aditya Asawa	–	–	–	–	–	–	–
Tina Mitas	7,881	–	17,598 ²	–	–	–	25,479
Former Executives							
Kerri Leech ³	7,036	–	37,288 ²	–	–	(36,919)	7,405

1. Deferred portion of FY21 STI payable in securities subject to trade-lock restrictions acquired on-market in March 2022 and held in Waypoint REIT's Employee Share Trust until the end of the deferral period, which is 9 March 2023 (67,993 securities) and 9 March 2024 (50,763 securities). The securities were granted on 8 March 2022 at a fair value of \$2.70. Refer to section (v) above for further details.

2. Includes 369 securities granted on 24 February 2022 under the general employee offer at a fair value of \$2.67.

3. Closing balance at date of resignation.

Performance rights

Waypoint REIT issued 287,806 performance rights in FY22, including 210,396 granted on 11 and 12 May 2022 and 77,410 granted on 4 October 2022. All performance rights have a nil exercise price, vest on or around 1 March 2025 if vesting conditions are met or otherwise expire on this date and are subject to DEPS and TSR conditions over the performance period of 1 January 2022 to 31 December 2024.

Accounting standards require the estimated valuation of the grants be recognised over the performance period. The minimum value of the grant is nil if the vesting conditions are not met. The maximum value is based on the estimated fair value calculated at the time of the grant and amortised in accordance with the accounting standard requirements.

FY22	Opening balance #	Rights granted #	Rights vested #	Rights forfeited #	Closing balance #	Fair value to be expensed in future years ¹ \$
Hadyn Stephens	77,115	137,850	–	–	214,965	63,723
Aditya Asawa	–	77,410	–	–	77,410	44,493
Tina Mitas	16,856	34,400	–	–	51,256	16,274
Former Executives						
Kerri Leech	42,139	–	–	(42,139)	–	–

1. The maximum value of the grants yet to vest is the fair value amount at the grant date yet to be reflected in Waypoint REIT's Consolidated Statement of Comprehensive Income.

DIRECTORS' REPORT CONTINUED

Remuneration Report continued

(vi) Executive KMP equity holdings continued

The table below details performance rights granted to executives as part of their remuneration in the previous and current reporting periods:

KMP	Grant	Grant date	Performance period start date	Vesting date	No. of performance rights	Fair value per performance rights
Hadyn Stephens	LTI FY21 tranche 1 (TSR)	13 May 2021	1 January 2021	1 March 2024	38,558	\$0.90
	LTI FY21 tranche 2 (DEPS)	13 May 2021	1 January 2021	1 March 2024	38,557	\$2.13
	LTI FY22 tranche 1 (TSR)	12 May 2022	1 January 2022	1 March 2025	68,925	\$1.08
	LTI FY22 tranche 2 (DEPS)	12 May 2022	1 January 2022	1 March 2025	68,925	\$2.02
Aditya Asawa	LTI FY22 tranche 1 (TSR)	4 October 2022	1 January 2022	1 March 2025	38,705	\$1.68
	LTI FY22 tranche 2 (DEPS)	4 October 2022	1 January 2022	1 March 2025	38,705	\$2.13
Tina Mitas	LTI FY21 tranche 1 (TSR)	9 April 2021	1 January 2021	1 March 2024	8,428	\$0.92
	LTI FY21 tranche 2 (DEPS)	9 April 2021	1 January 2021	1 March 2024	8,428	\$2.14
	LTI FY22 tranche 1 (TSR)	11 May 2022	1 January 2022	1 March 2025	17,200	\$1.14
	LTI FY22 tranche 2 (DEPS)	11 May 2022	1 January 2022	1 March 2025	17,200	\$2.05

Performance rights are valued using the Black-Scholes-Merton methodology which discounts for distributions foregone. This is used for allocation purposes for all rights and accounting purposes for non-market-based performance rights. The Monte Carlo method is used for accounting purposes for market-based performance rights. The accounting value determined using a Monte Carlo simulation valuation is in accordance with AASB 2 *Share-based payment*.

(vii) Other information

Employment contracts and termination entitlements

Notice periods applicable to termination of an Executive KMP varies as follows:

Termination by Executive KMP	Hadyn Stephens:	12 months
	Aditya Asawa:	6 months
	Tina Mitas:	3 months
Termination by Waypoint REIT without cause	All Executive KMP:	12 months

Waypoint REIT may terminate an Executive KMP's service at any time without notice if serious misconduct has occurred. Where termination with cause occurs, the Executive KMP is only entitled to remuneration up to the date of termination.

Other transactions with Executive KMP

There were no loans made, guaranteed or secured, directly or indirectly, by Waypoint REIT to Executive KMP or their related parties during the year. There were no other transactions between Waypoint REIT and any Executive KMP or their related parties during the year.

(viii) Remuneration policy for Non-Executive Independent Directors

Objective

The Remuneration Committee is responsible for making recommendations to the Board on the remuneration arrangements for the Independent Non-Executive Directors. The Board and the Remuneration Committee periodically assess, with the benefit of independent advice as required, the appropriateness of the nature and amount of remuneration of Non-Executive Independent Directors by reference to market rates with the overall objective of attracting and retaining Board members with an appropriate combination of industry and specialist functional knowledge and experience.

Remuneration structure

Under the Waypoint REIT Limited Constitution, the Board may decide the remuneration to which each Non-Executive Independent Director is entitled for his or her services as a Director. However, the total amount provided to all Non-Executive Independent Directors for their services as Directors must not exceed in aggregate in any financial year the amount fixed by Waypoint REIT. This amount has been fixed at \$750,000 per annum.

Annual fees payable, inclusive of superannuation, to Non-Executive Independent Directors during FY22 were as follows:

Role	Board	Audit and Risk Management Committee	Remuneration Committee	Nomination Committee ³
Chair	\$220,000 ¹	\$25,000	\$20,000	\$10,000
Member	\$107,000 ²	\$12,500	\$10,000	\$5,000

1. The Board Chair does not receive fees for membership on Board Committees. Fees increased \$20,000 on 1 January 2021. Prior to this date, Board Chair fees had remained unchanged since Waypoint REIT listed on the ASX in August 2016.
2. Fees increased \$7,000 on 1 January 2021. Prior to this date, Board Member fees had remained unchanged since Waypoint REIT listed on the ASX in August 2016.
3. Nomination Committee fees increased effective 1 January 2022 in light of expanded responsibilities (the increases were: Chair – \$10,000 and Member – \$5,000).

Additionally, Non-Executive Independent Directors are entitled to reimbursement of travel and other out of pocket expenses, which totalled \$91 in the year ended 31 December 2022 (2021: \$265).

(ix) Non-Executive Independent Director fees and other information

Details of Non-Executive Independent Director fees and security interests are set out below.

Fees

Fees payable to each Non-Executive Independent Director of Waypoint REIT during the year are set out below:

	2022			2021		
	Base fee \$	Super- annuation \$	Total \$	Base fee \$	Super- annuation \$	Total \$
Laurence Brindle	199,547	20,453	220,000	200,457	19,543	220,000
Georgina Lynch	135,602	13,898	149,500	127,108	12,392	139,500
Susan MacDonald ¹	78,218	8,115	86,333	–	–	–
Stephen Newton	133,333	13,667	147,000	129,386	12,614	142,000
Total	546,700	56,133	602,833	456,951	44,549	501,500

1. Appointed on 1 May 2022.

DIRECTORS' REPORT CONTINUED

Remuneration Report continued

(ix) Non-Executive Independent Director fees and other information continued

Interests in securities

The number of securities held during the year by each Non-Executive Independent Director of Waypoint REIT, including their personally related parties, are set out below:

2022	Balance 1 January	On-market purchases	On-market disposals	Other	Balance 31 December
Non-Executive Directors					
Laurence Brindle	93,820	–	–	–	93,820
Georgina Lynch	46,910	–	–	–	46,910
Susan MacDonald	–	–	–	–	–
Stephen Newton	23,455	–	–	–	23,455

Other transactions with Non-Executive Independent Directors

There were no loans made, guaranteed or secured, directly or indirectly, by Waypoint REIT to any Non-Executive Independent Director or their related parties during the year. There were no other transactions between Waypoint REIT and any Non-Executive Independent Director or their related parties during the year.

Insurance and indemnification of officers and auditors

The Company has paid premiums in respect of a contract insuring all Directors and officers of the Company and its related entities against certain liabilities incurred in that capacity. The insurance policies cover former directors and officers of the Company. Disclosure of the nature of the liability covered by the insurance and premiums paid is subject to confidentiality requirements under the contract of insurance.

The Company and the Responsible Entity are party to Deeds of Indemnity with each of its directors (including Hadyn Stephens, Managing Director & Chief Executive Officer), Aditya Asawa (Chief Financial Officer) and Tina Mitas (Company Secretary) providing these persons with an indemnity on a full indemnity basis, to the fullest extent permitted by law, against all losses and liabilities incurred in their respective role for the Company, the Responsible Entity and its related entities. The Deeds also require the Company to grant the indemnified person with access to certain Company documents and insure the indemnified persons.

In addition, the Company's and the Responsible Entity's constitutions provide for the indemnity of officers of the Company/Responsible Entity or its related bodies corporate from liability incurred by a person in that capacity.

No indemnity payment has been made under any of the documents referred to above during, or since the end of, the financial year.

Waypoint REIT has not during or since the end of the financial year indemnified or agreed to indemnify an auditor of Waypoint REIT or of any related body corporate against a liability incurred in their capacity as an auditor.

Audit and non-audit services

Waypoint REIT may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with Waypoint REIT are important.

Details of the amounts paid or payable to the auditor for audit and non-audit services provided in relation to the year ended 31 December 2022 are disclosed in Note 4.(d) to the consolidated financial statements.

The Directors have considered the position and, in accordance with advice received from Waypoint REIT's Audit and Risk Management Committee (ARMC), are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the ARMC to ensure they do not impact the impartiality and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants*.

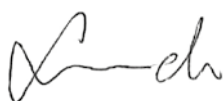
Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 40.

Rounding of amounts to the nearest million dollars

Waypoint REIT is of a kind referred to in ASIC Legislative Instrument 2016/191, relating to the "rounding off" of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that instrument to the nearest hundred thousand dollars, or in certain cases, to the nearest dollar.

The report is made in accordance with a resolution of Directors.



Laurence Brindle
Chair

27 February 2023

AUDITOR'S INDEPENDENCE DECLARATION



Auditor's Independence Declaration

As lead auditor for the audit of Waypoint REIT Limited and Waypoint REIT Trust for the year ended 31 December 2022, I declare that to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Waypoint REIT Limited and the entities it controlled during the year and Waypoint REIT Trust and the entities it controlled during the year.

A handwritten signature in blue ink, appearing to read 'JDP Wills', written over a faint horizontal line.

JDP Wills
Partner
PricewaterhouseCoopers

Sydney
27 February 2023

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the year ended 31 December 2022

	Notes	Waypoint REIT		Trust Group	
		2022 \$ million	2021 \$ million	2022 \$ million	2021 \$ million
Rental income from investment properties (incl. non-cash straight-line lease adjustment)		168.2	178.3	168.2	178.3
Finance income	3.(b)	0.4	0.1	0.2	0.1
Net gain/(loss) on sale of investment properties	2.(a)	(0.4)	1.0	(1.2)	0.2
Net fair value gain/(loss) on investment properties	2.(a)	(7.2)	305.0	(7.2)	305.0
Management and administration expenses		(10.7)	(9.9)	(10.5)	(10.1)
Finance expense	3.(b)	(33.3)	(32.7)	(33.3)	(32.7)
Net gain from derivative financial instruments	3.(b)	16.8	1.8	16.8	1.8
Net profit before income tax		133.8	443.6	133.0	442.6
Income tax expense		–	–	–	–
Net profit after tax		133.8	443.6	133.0	442.6
Other comprehensive income					
Items that may be reclassified subsequently to profit or loss					
Unrealised gains/(losses) on cash flow hedges		11.7	27.8	11.7	27.8
Total comprehensive income		145.5	471.4	144.7	470.4
Total comprehensive income for the year attributable to Waypoint REIT securityholders, comprising:					
– shareholders of Waypoint REIT Limited		0.8	1.0	–	–
– unitholders of Waypoint REIT Trust (non-controlling interests)		144.7	470.4	144.7	470.4
		145.5	471.4	144.7	470.4
Earnings per security		cents	cents	cents	cents
Basic earnings per security	1.(b)	19.00	57.17	18.88	57.05
Diluted earnings per security	1.(b)	18.99	57.16	18.87	57.04

The above consolidated statements of comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED BALANCE SHEETS

At 31 December 2022

	Notes	Waypoint REIT		Trust Group	
		31 Dec 2022 \$ million	31 Dec 2021 \$ million	31 Dec 2022 \$ million	31 Dec 2021 \$ million
ASSETS					
Current assets					
Cash and cash equivalents	1.(c)	14.0	19.0	0.7	2.7
Derivative financial instruments	3.(c)	2.8	0.7	2.8	0.7
Other current assets		1.9	3.3	7.2	13.9
		18.7	23.0	10.7	17.3
Assets classified as held for sale	2.(b)	–	33.9	–	33.9
Total current assets		18.7	56.9	10.7	51.2
Non-current assets					
Investment properties	2.(a)	2,947.6	3,069.0	2,947.6	3,069.0
Derivative financial instruments	3.(c)	21.2	1.5	21.2	1.5
Other non-current assets		0.6	0.8	–	–
Total non-current assets		2,969.4	3,071.3	2,968.8	3,070.5
Total assets		2,988.1	3,128.2	2,979.5	3,121.7
LIABILITIES					
Current liabilities					
Trade and other payables		3.7	3.4	5.7	7.3
Rent received in advance		2.8	2.4	2.8	2.4
Interest payable		6.2	5.9	6.2	5.9
Distribution payable	1.(a)	27.1	30.4	27.1	30.4
Provisions and other current liabilities		1.3	1.9	–	–
Total current liabilities		41.1	44.0	41.8	46.0
Non-current liabilities					
Borrowings	3.(a)	884.5	929.5	884.5	929.5
Derivative financial instruments	3.(c)	33.3	25.5	33.3	25.5
Provisions and other non-current liabilities		0.8	0.9	–	–
Total non-current liabilities		918.6	955.9	917.8	955.0
Total liabilities		959.7	999.9	959.6	1,001.0
Net assets		2,028.4	2,128.3	2,019.9	2,120.7
EQUITY					
Waypoint REIT Limited					
Contributed equity	3.(e)	7.1	7.6	–	–
Retained profits		0.8	–	–	–
Reserves	3.(h)	0.6	–	–	–
Parent entity interest		8.5	7.6	–	–
Waypoint REIT Trust					
Contributed equity	3.(e)	1,324.1	1,453.5	1,324.1	1,453.5
Retained profits		689.8	672.9	689.8	672.9
Reserves	3.(h)	6.0	(5.7)	6.0	(5.7)
Non-controlling interests		2,019.9	2,120.7	2,019.9	2,120.7
Total equity		2,028.4	2,128.3	2,019.9	2,120.7

The above consolidated balance sheets should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the year ended 31 December 2022

	Notes	Waypoint REIT					Trust Group			
		Contributed equity \$ million	Retained profits \$ million	Reserves \$ million	Non-controlling interests \$ million	TOTAL \$ million	Contributed equity \$ million	Retained profits \$ million	Reserves \$ million	TOTAL \$ million
Balance at 1 January 2021		7.7	(1.0)	–	1,946.5	1,953.2	1,627.1	352.9	(33.5)	1,946.5
Profit for the period		–	1.0	–	442.6	443.6	–	442.6	–	442.6
Other comprehensive income:										
Effective portion of changes in fair value of cash flow hedges	3.(h)	–	–	–	27.8	27.8	–	–	27.8	27.8
Total comprehensive profit for the period		–	1.0	–	470.4	471.4	–	442.6	27.8	470.4
Transactions with owners in their capacity as owners										
On-market buy-back, including costs		(0.1)	–	–	(41.4)	(41.5)	(41.4)	–	–	(41.4)
Capital return and security consolidation, including costs	3.(e)	–	–	–	(132.2)	(132.2)	(132.2)	–	–	(132.2)
Distributions paid or provided for	1.(a)	–	–	–	(122.6)	(122.6)	–	(122.6)	–	(122.6)
Total transactions with owners in their capacity as owners		(0.1)	–	–	(296.2)	(296.3)	(173.6)	(122.6)	–	(296.2)
Balance at 31 December 2021		7.6	–	–	2,120.7	2,128.3	1,453.5	672.9	(5.7)	2,120.7
Balance at 1 January 2022		7.6	–	–	2,120.7	2,128.3	1,453.5	672.9	(5.7)	2,120.7
Profit for the period		–	0.8	–	133.0	133.8	–	133.0	–	133.0
Other comprehensive income:										
Effective portion of changes in fair value of cash flow hedges	3.(h)	–	–	–	11.7	11.7	–	–	11.7	11.7
Total comprehensive profit for the period		–	0.8	–	144.7	145.5	–	133.0	11.7	144.7
Transactions with owners in their capacity as owners										
On-market buy-back, including costs		(0.5)	–	–	(129.0)	(129.5)	(129.0)	–	–	(129.0)
Security-based payments		–	–	0.6	–	0.6	–	–	–	–
Acquisition of treasury securities	3.(f)	–	–	–	(0.4)	(0.4)	(0.4)	–	–	(0.4)
Distributions paid or provided for	1.(a)	–	–	–	(116.1)	(116.1)	–	(116.1)	–	(116.1)
Total transactions with owners in their capacity as owners		(0.5)	–	0.6	(245.5)	(245.4)	(129.4)	(116.1)	–	(245.5)
Balance at 31 December 2022		7.1	0.8	0.6	2,019.9	2,028.4	1,324.1	689.8	6.0	2,019.9

The above consolidated statements of changes in equity should be read in conjunction with accompanying notes.

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the year ended 31 December 2022

	Notes	Waypoint REIT		Trust Group	
		2022 \$ million	2021 \$ million	2022 \$ million	2021 \$ million
Cash flows from operating activities					
Rental income from investment properties (inclusive of GST)		175.0	181.2	175.0	181.2
Payments to suppliers and employees (inclusive of GST)		(28.0)	(29.0)	(25.3)	(31.9)
		147.0	152.2	149.7	149.3
Interest received		0.4	0.1	0.2	–
Interest paid		(31.2)	(31.1)	(31.2)	(31.1)
Net cash inflow from operating activities	1.(d)	116.2	121.2	118.7	118.2
Cash flows from investing activities					
Acquisition and development expenditure		(0.4)	(2.2)	(0.4)	(2.2)
Net proceeds on sale of investment properties		160.0	129.8	160.0	129.8
Net cash inflow/(outflow) from investing activities		159.6	127.6	159.6	127.6
Cash flows from financing activities					
Proceeds from borrowings (net of borrowing costs)		196.0	686.6	196.0	686.6
Repayments of borrowings		(225.0)	(605.7)	(225.0)	(605.7)
Payments in relation to derivatives		(3.0)	–	(3.0)	–
On-market buy-back of stapled securities (including costs)		(129.5)	(41.1)	(129.0)	(41.0)
Capital return and security consolidation (including costs)		–	(132.2)	–	(132.2)
Distributions paid to securityholders	1.(a)	(119.3)	(152.9)	(119.3)	(152.9)
Net cash inflow/(outflow) from financing activities		(280.8)	(245.3)	(280.3)	(245.2)
Net increase/(decrease) in cash and cash equivalents		(5.0)	3.5	(2.0)	0.6
Cash and cash equivalents at beginning of the period		19.0	15.5	2.7	2.1
Cash and cash equivalents at end of the period	1.(c)	14.0	19.0	0.7	2.7

The above consolidated statements of cash flows should be read in conjunction with accompanying notes.

NOTES TO THE FINANCIAL STATEMENTS

This general-purpose financial report contains the financial statements of Waypoint REIT and Waypoint REIT Trust Group (**Trust Group**) for the year ended 31 December 2022. The financial statements of Waypoint REIT comprise the Company, the Trust and their respective controlled entities. The financial statements of the Trust Group comprise the Trust and its controlled entities.

As permitted by Class Order 13/1050, issued by ASIC, this financial report is a combined financial report that presents the financial statements and accompanying notes of both Waypoint REIT Limited and Waypoint REIT Trust at and for the year ended 31 December 2022.

Waypoint REIT is a stapled group consisting of the Company and the Trust and their wholly owned entities. The Trust indirectly owns the investment property portfolio through its 100% ownership of the trusts, which own the investment properties and receive rent under leases. The Company directly owns all of the shares in VER Limited (**Responsible Entity**). Each stapled security consists of one share in the Company and one unit in the Trust.

Waypoint REIT is listed on the Australian Securities Exchange (**ASX**) and registered and domiciled in Australia.

The notes to these consolidated financial statements include additional information which is required to understand the operations, performance and financial position of Waypoint REIT. The notes are set out as follows:

- 1. Performance and results** – an overview of key metrics used by Waypoint REIT to measure financial performance.
 - 1.(a) Distributions to securityholders
 - 1.(b) Earnings per security
 - 1.(c) Cash and cash equivalents
 - 1.(d) Cash flow information
- 2. Property portfolio** – an overview of Waypoint REIT's investment property portfolio.
 - 2.(a) Investment properties
 - 2.(b) Assets held for sale
 - 2.(c) Sensitivities
 - 2.(d) Commitments and contingencies
- 3. Capital management** – an overview of Waypoint REIT's capital management structure.
 - 3.(a) Borrowings
 - 3.(b) Net finance costs
 - 3.(c) Derivative financial instruments
 - 3.(d) Financial risk management
 - 3.(e) Contributed equity
 - 3.(f) Treasury securities
 - 3.(g) Non-controlling interests
 - 3.(h) Reserves
 - 3.(i) Security-based benefits expense
- 4. Additional information** – additional disclosures relating to Waypoint REIT's financial statements.
 - 4.(a) Related party information
 - 4.(b) Parent entity financial information
 - 4.(c) Investments in subsidiaries
 - 4.(d) Remuneration of auditors
 - 4.(e) Subsequent events
 - 4.(f) Summary of significant accounting policies

NOTES TO THE FINANCIAL STATEMENTS CONTINUED

1. Performance and results

Based on the reports reviewed to monitor the performance of Waypoint REIT and Trust Group, the Board of Waypoint REIT, in its capacity as chief operating decision maker, determines that Waypoint REIT (and Trust Group) has one reportable segment in which it operates, being fuel and convenience retail investment properties. Refer to the Consolidated Statements of Comprehensive Income for the segment financial performance and the Consolidated Balance Sheets for the assets and liabilities.

Key financial metrics used to define the results and performance of Waypoint REIT, including Distributable Earnings, distributions, earnings per stapled security and distributable earnings per stapled security are set out below.

Distributable Earnings is a non-statutory measure of profit and is calculated as statutory net profit adjusted to remove transaction costs, specific non-recurring items and non-cash items, including straight-lining of rental income, the amortisation of debt establishment fees and any fair value adjustment to investment properties and derivatives.

A reconciliation between Distributable Earnings and statutory profit is set out below:

	Year ended 31 Dec 2022 \$ million	Year ended 31 Dec 2021 \$ million
Rental income	157.6	163.2
Finance income	0.4	0.1
Total operating income	158.0	163.3
Management and administration expenses	(10.2)	(9.9)
Interest expense	(31.7)	(30.8)
Distributable Earnings	116.1	122.6
Net fair value gain/(loss) on investment properties	(7.2)	305.0
Net gain/(loss) on sale of investment properties	(0.4)	1.0
Straight-line rental income	10.6	15.1
Amortisation of borrowing costs	(1.6)	(1.9)
Net gain from derivatives financial instruments	16.8	1.8
Long-term incentive expense	(0.1)	–
Non-recurring expenses	(0.4)	–
Statutory net profit	133.8	443.6

1.(a) Distributions to securityholders

	2022 \$ million	2021 \$ million
Distributions paid in 2022		
Final distribution for year ended 31 December 2021 – 4.21 cents per security paid on 28 February 2022	30.4	–
Interim distribution for the quarter ended 31 March 2022 – 4.11 cents per security paid on 13 May 2022	29.2	–
Interim distribution for the quarter ended 30 June 2022 – 4.51 cents per security paid on 31 August 2022	32.1	–
Interim distribution for the quarter ended 30 September 2022 – 3.95 cents per security paid on 15 November 2022	27.6	–
Distributions paid in 2021		
Final distribution for year ended 31 December 2020 – 7.73 cents per security paid on 26 February 2021	–	60.7
Interim distribution for the half-year ended 30 June 2021 – 7.81 cents per security paid on 31 August 2021	–	61.3
Interim distribution for the quarter ended 30 September 2021* – 3.95 cents per security paid on 15 November 2021	–	30.9
Total distributions paid	119.3	152.9

* Distributions are paid on a quarterly basis commencing the quarter ended 30 September 2021. Prior to this time distributions were paid half-yearly. The 2021 distribution payments above reflect the equivalent of five quarterly distributions.

A distribution of 4.03 cents per security (\$27.1 million) is to be paid on 27 February 2023 for the quarter ended 31 December 2022.

The Company has franking credits available for subsequent reporting periods of \$0.03 million based on a tax rate of 30% (2021: \$0.03 million). There was no dividend paid or payable from the Company during the year.

1.(b) Earnings per security

	Waypoint REIT		Trust Group	
	2022 Cents	2021 Cents	2022 Cents	2021 Cents
Basic earnings per security (cents) attributable to:				
Shareholders of Waypoint REIT Limited	0.12	0.12	–	–
Unitholders of Waypoint REIT Trust (non-controlling interest)	18.88	57.05	18.88	57.05
Securityholders of Waypoint REIT	19.00	57.17	18.88	57.05
Diluted earnings per security (cents) attributable to:				
Shareholders of Waypoint REIT Limited	0.12	0.12	–	–
Unitholders of Waypoint REIT Trust (non-controlling interest)	18.87	57.04	18.87	57.04
Securityholders of Waypoint REIT	18.99	57.16	18.87	57.04
Statutory net profit after tax (\$ million)	133.8	443.6	133.0	442.6
Distributable earnings (\$ million)	116.1	122.6	116.1	122.6
Distributable earnings per stapled security (cents) based on basic weighted average number of securities	16.48	15.80	N/A	N/A
Weighted average number of securities used as the denominator in calculating basic earnings per security	704.4	775.8	704.4	775.8
Adjustments for calculation of diluted earnings per stapled security – Performance rights*	0.2	0.1	0.2	0.1
Weighted average number of securities and potential securities used as the denominator in calculating diluted earnings per security	704.6	775.9	704.6	775.9

* Performance rights are unquoted securities and conversion to stapled securities and vesting to executives is subject to performance and/or service conditions.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED

1. Performance and results continued

1.(c) Cash and cash equivalents

	Waypoint REIT		Trust Group	
	31 Dec 2022 \$ million	31 Dec 2021 \$ million	31 Dec 2022 \$ million	31 Dec 2021 \$ million
Cash at bank*	14.0	19.0	0.7	2.7
Total cash and cash equivalents	14.0	19.0	0.7	2.7

* Includes \$5.5 million held in bank accounts as restricted cash maintained to satisfy the regulatory requirements of the Responsible Entity's Australian Financial Services Licence (AFSL).

Accounting policy – Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, and other short-term, highly liquid investments with maturities of three months or less from the date of acquisition that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

1.(d) Cash flow information

(i) Reconciliation of net profit after income tax to net cash inflow from operating activities

	Waypoint REIT		Trust Group	
	2022 \$ million	2021 \$ million	2022 \$ million	2021 \$ million
Profit for the year	133.8	443.6	133.0	442.6
Amortisation of borrowing costs	1.6	1.9	1.6	1.9
Net revaluation (gain)/loss on investment properties	7.2	(305.0)	7.2	(305.0)
Straight-line adjustment on rental income	(10.6)	(15.1)	(10.6)	(15.1)
Net (gain)/loss on sale of investment properties	0.4	(1.0)	1.2	(0.2)
Net (gain) from derivative financial instruments	(16.8)	(1.8)	(16.8)	(1.8)
Change in operating assets and liabilities				
(Increase)/decrease in other current assets	0.5	–	5.8	(6.8)
Decrease in other non-current assets	0.2	0.2	–	–
Increase/(decrease) in trade and other payables	(0.8)	(1.1)	(3.4)	3.1
Increase in rent received in advance	0.4	0.1	0.4	0.1
Increase/(decrease) in interest payable	0.3	(0.6)	0.3	(0.6)
Net cash inflow from operating activities	116.2	121.2	118.7	118.2

(ii) Non-cash investing and financing activities

	Waypoint REIT		Trust Group	
	2022 \$ million	2021 \$ million	2022 \$ million	2021 \$ million
Loan establishment costs netted off against borrowings drawn down	0.4	2.4	0.4	2.4
Total non-cash financing and investing activities	0.4	2.4	0.4	2.4

2. Property portfolio

Waypoint REIT's property portfolio comprises both investment properties (Note 2.(a)) and assets held for sale (Note 2.(b)):

	# Properties		Waypoint REIT		Trust Group	
	31 Dec 2022	31 Dec 2021	31 Dec 2022 \$ million	31 Dec 2021 \$ million	31 Dec 2022 \$ million	31 Dec 2021 \$ million
Investment properties (Note 2.(a))	402	427	2,947.6	3,069.0	2,947.6	3,069.0
Assets held for sale – uncontracted (Note 2.(b))	–	6	–	21.6	–	21.6
Sub-total*	402	433	2,947.6	3,090.6	2,947.6	3,090.6
Assets held for sale – contracted (Note 2.(b))	–	3	–	12.3	–	12.3
Total	402	436	2,947.6	3,102.9	2,947.6	3,102.9

The key inputs and assumptions for valuation of investment properties are below:

	31 Dec 2022	31 Dec 2021
Number of assets	402	433
Annual market rent per site	\$143,081 to \$1,243,123	\$82,400 to \$1,206,915
Weighted average capitalisation rate	5.28%	5.16%
Range of capitalisation rates	3.75% to 8.50%	3.38% to 10.0%
Range of lease terms remaining	0.7 to 13.9 years	1.7 to 14.9 years

2.(a) Investment properties

(i) Valuations and carrying amounts

	Waypoint REIT		Trust Group	
	31 Dec 2022 \$ million	31 Dec 2021 \$ million	31 Dec 2022 \$ million	31 Dec 2021 \$ million
Fuel and convenience retail properties – at fair value	2,947.6	3,069.0	2,947.6	3,069.0
Investment properties	2,947.6	3,069.0	2,947.6	3,069.0

During the year, CBRE independently valued 213 investment properties (representing over one-half of the portfolio), including 71 at 30 June 2022 and 142 at 31 December 2022.

The Directors have reviewed the independent valuation outcomes and determined they are appropriate to adopt at 31 December 2022. The key inputs into the valuation are based on market information for comparable properties and the individual lease profiles for each investment property. The independent valuers have experience in valuing similar assets and have access to market evidence to support their conclusions. Comparable sales are considered to be those in similar markets, of similar scale and condition and with similar lease terms to the subject property.

Directors' valuations have been performed on the balance of the portfolio, with reference to the capitalisation rates determined for the corresponding independently valued properties and additional market evidence in the same geographic area with similar lease terms.

Investment properties have been classified as level 3 in the fair value hierarchy. There have been no transfers between the levels in the fair value hierarchy during the period.

All investment properties are freehold, apart from all sites in the Australian Capital Territory that are subject to Crown leases.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED

2. Property portfolio continued

2.(a) Investment properties continued

Accounting policy – Investment properties

All of Waypoint REIT's properties are treated as investment properties for the purpose of financial reporting. Under Australian Accounting Standards, investment property buildings and improvements are not depreciated over time. Instead, investment properties are initially valued at cost, including transaction costs, and at the end of each accounting period the carrying values are restated at their fair value at the time.

Key estimate – Valuation of investment properties

Changes in fair value are recognised as a non-cash gain or loss in the statutory net profit in the accounting period in which they arise. As a result of this accounting policy, changes in the fair value of Waypoint REIT's investment properties may have a significant impact on its reported statutory net profit in any given period. The fair value of investment property is determined based on real estate valuation techniques and the principles of AASB 13 *Fair Value Measurement*.

The fair value of the properties is reviewed by the Directors at each reporting date. The Directors' assessment of fair value is periodically assessed by engaging an independent valuer to assess the fair value of individual properties with at least one-sixth of the properties within the portfolio being independently valued every six months. Valuations may occur more frequently if there is reason to believe that the fair value of a property has materially changed from its carrying value (e.g. as a result of changes in market conditions, leasing activity in relation to the property or capital expenditure). Each investment property is subject to independent valuation at least once every three years.

The independent valuer is changed at least every three years unless the Board approves the use of a valuer for a fourth year due to extenuating circumstances.

Valuations are primarily derived using a combination of the income capitalisation and the direct comparison methods and with consideration for a number of factors that may include a direct comparison between the subject property and a range of comparable sales, the present value of net future cash flow projections based on reliable estimates of future cash flows, existing lease contracts, external evidence such as current market rents for similar properties and using capitalisation rates and discount rates that reflect current market assessments of the uncertainty in the amount and timing of cash flows.

(ii) Movements during the period

	Waypoint REIT		Trust Group	
	2022 \$ million	2021 \$ million	2022 \$ million	2021 \$ million
At fair value				
Opening balance (1 January)	3,069.0	2,897.3	3,069.0	2,897.3
Property acquisitions	–	–	–	–
Capital expenditure	0.2	0.6	0.2	0.6
Straight-line rental asset	10.6	15.1	10.6	15.1
Fair value adjustment to investment properties	4.4	319.8	4.4	319.8
Straight-lining of rental income	(10.6)	(15.1)	(10.6)	(15.1)
Transfer to assets held for sale	(22.9)	(146.9)	(22.9)	(146.9)
Disposal of investment properties	(103.1)	(1.8)	(103.1)	(1.8)
Closing balance (31 December)	2,947.6	3,069.0	2,947.6	3,069.0

(iii) Amounts recognised in profit or loss for investment properties

	Waypoint REIT		Trust Group	
	2022 \$ million	2021 \$ million	2022 \$ million	2021 \$ million
Rental income	157.6	163.2	157.6	163.2
Other non-cash rental income (recognised on a straight-line basis)	10.6	15.1	10.6	15.1
Net direct operating expenses from property	(1.2)	(1.4)	(1.2)	(1.4)
Net revaluation of investment properties	(7.2)	305.0	(7.2)	305.0
Net gain/(loss) on sale of investment properties	(0.4)	1.0	(1.2)	0.2

(iv) Leasing arrangements

The investment properties are leased to Viva Energy Australia Pty Limited (96% of rental income), other fuel operators and various convenience store operators (3.6% of rental income) under predominantly long-term operating leases with rent payable in advance monthly, quarterly or annually. Rental income for 93.9% of the investment properties is subject to fixed annual increases of 3.0% or greater. The remainder of the leases largely have CPI-linked rent reviews. Where considered necessary to reduce credit risk, Waypoint REIT may obtain bank guarantees or security deposits for the term of the lease.

Minimum undiscounted future payments to be received under non-cancellable operating leases of investment properties not recognised in the financial statements are receivable as follows:

	Waypoint REIT		Trust Group	
	31 Dec 2022 \$ million	31 Dec 2021 \$ million	31 Dec 2022 \$ million	31 Dec 2021 \$ million
Within one year	157.2	161.2	157.2	161.2
Later than one year but not later than two years	161.5	165.7	161.5	165.7
Later than two years but not later than three years	165.2	170.2	165.2	170.2
Later than three years but not later than four years	167.3	174.2	167.3	174.2
Later than four years but not later than five years	163.1	176.1	163.1	176.1
Later than five years	808.3	1,009.7	808.3	1,009.7
Total	1,622.6	1,857.1	1,622.6	1,857.1

Accounting policy – Rental income

Rental income from operating leases is recognised as income on a straight-line basis. Where a lease has a fixed annual increase, the total rent receivable over the operating lease is recognised as revenue on a straight-line basis over the lease term. This results in more income being recognised early in the lease term and less late in the lease term compared to the lease conditions (i.e. actual cash received). The difference between the lease income recognised and the actual lease payment received is shown within the fair value of the investment property on the consolidated balance sheet and reversed on disposal of an asset.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED

2. Property portfolio continued

2.(b) Assets held for sale

	Waypoint REIT		Trust Group	
	31 Dec 2022 \$ million	31 Dec 2021 \$ million	31 Dec 2022 \$ million	31 Dec 2021 \$ million
Investment properties – contracted	–	12.3	–	12.3
Investment properties – uncontracted	–	21.6	–	21.6
Current assets held for sale	–	33.9	–	33.9

During the year, Waypoint REIT sold seven assets which were classified as assets held for sale as at 31 December 2021 and reclassified two assets from assets held for sale to investment properties. At balance date, no assets are classified as held for sale.

Movements during the period

	Waypoint REIT		Trust Group	
	2022 \$ million	2021 \$ million	2022 \$ million	2021 \$ million
At fair value				
Opening balance	33.9	14.3	33.9	14.3
Capital expenditure	0.2	0.9	0.2	0.9
Fair value adjustment to investment properties	(1.0)	0.2	(1.0)	0.2
Net transfer from investment properties	22.9	146.9	22.9	146.9
Settlement of assets held for sale	(56.0)	(128.4)	(56.0)	(128.4)
Closing balance	–	33.9	–	33.9

Accounting policy – Assets held for sale

Investment properties are classified as held for sale and measured at fair value if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is met only when the sale is highly probable and the asset is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

2.(c) Sensitivities

Waypoint REIT's property portfolio is 99.9% occupied with a weighted average lease expiry of 9.0 years. Only 12 leases (representing 1.2% of annual rental income) expire before the end of 2025. Waypoint REIT's investment properties are typically on long-term leases with contracted annual rental income escalations and accordingly, they are generally valued on a capitalisation of income basis. Waypoint REIT's investment properties are therefore exposed to a risk of change in their fair values due to changes in market capitalisation rates.

	2022 \$ million	2021 \$ million
Sensitivity of fair value to movements in market capitalisation rates:		
Decrease by 25 basis points	141.7	151.4
Increase by 25 basis points	(137.5)	(148.5)

The impacts on carrying values as shown above for the noted movement in capitalisation rates would impact the statutory net profit but not impact Distributable Earnings (unless an interest margin increase on borrowings is triggered by the lower investment property value causing the Covenant Gearing ratio to rise beyond 40%), as the unrealised movement in carrying value of investment properties is excluded from the Distributable Earnings calculation.

In relation to Waypoint REIT's facility agreements at 31 December 2022, the market capitalisation rate expansion required to trigger:

- higher margin pricing is 121 bps (applies to \$415.0 million of facilities and is up to a 25 bps increase to the applicable margin);
- applicability of draw stop provisions is 204 bps (applies to all facilities); and
- a covenant breach (event of default) is 286 bps (applies to all facilities).

Waypoint REIT's weighted average rent review of 3.0% also provides a buffer against approximately 16 bps per annum of potential capitalisation rate expansion before gearing would be negatively impacted, holding all other variables constant.

2.(d) Commitments and contingencies

Capital expenditure commitments

	Waypoint REIT		Trust Group	
	31 Dec 2022 \$ million	31 Dec 2021 \$ million	31 Dec 2022 \$ million	31 Dec 2021 \$ million
Within one year	–	0.2	–	0.2
	–	0.2	–	0.2

There are no material outstanding contingent assets, liabilities or commitments as at 31 December 2022.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED

3. Capital management

Waypoint REIT's activities expose it to numerous external financial risks such as credit risk, liquidity risk and market risk. This section explains how Waypoint REIT utilises its risk management framework to reduce volatility from these external factors.

3.(a) Borrowings

	Waypoint REIT		Trust Group	
	31 Dec 2022 \$ million	31 Dec 2021 \$ million	31 Dec 2022 \$ million	31 Dec 2021 \$ million
Non-current liabilities				
Bank facilities	438.5	467.0	438.5	467.0
USPP Notes ¹	212.0	229.6	212.0	229.6
AMTN ²	199.3	199.1	199.3	199.1
Institutional term loans	40.0	40.0	40.0	40.0
Gross unsecured borrowings	889.8	935.7	889.8	935.7
Unamortised borrowing costs	(5.3)	(6.2)	(5.3)	(6.2)
Net unsecured borrowings	884.5	929.5	884.5	929.5
Total undrawn facilities available	121.5	93.0	121.5	93.0

1. Net of fair value hedge adjustment of \$50.7 million (31 December 2021: \$15.7 million).

2. Net of \$0.7 million unamortised discount on the issue of these instruments (31 December 2021: \$0.9 million unamortised discount).

USPP Notes

The USPP Notes are further detailed below:

	USD fixed coupon	Maturity date	Notional value of cross currency swaps \$ million	AUD equivalent on issuance date \$ million	Foreign exchange and fair value movement \$ million	Carrying amount 31 Dec 2022 \$ million
7-year tranche	2.89%	29 Oct 27	108.9	108.9	6.2	115.1
10-year tranche	3.18%	29 Oct 30	76.8	76.8	4.4	81.2
12-year tranche	3.33%	29 Oct 32	62.9	62.9	3.5	66.4
Total exposure			248.6	248.6	14.1	262.7
Fair value hedge adjustment				—	(50.7)	(50.7)
Total				248.6	(36.6)	212.0
Cross currency interest rate swaps						33.3
Accrued interest on swaps						2.8
Total cross currency interest rate swaps						36.1
Net USPP notes exposure						248.1

Maturities, interest rates and covenants

During the year, Waypoint REIT refinanced \$275.0 million of its bank debt facilities through an extension of an existing syndicated facility.

Waypoint REIT's weighted average debt maturity is 4.4 years (31 December 2021: 5.0 years).

The interest rate applying to the drawn amount of the bank and institutional term loan facilities is set on a periodic basis (i.e. one, three or six months) at the prevailing market interest rate at the commencement of the period (Australian dollar, bank bill swap rate), plus the applicable margin. For \$415.0 million of these debt facilities, the interest margin has a rate increase/decrease applied if:

- Debt Covenant Gearing is higher than 40% – margin increases by up to 0.25%.
- Debt Covenant Gearing is lower than 30% – margin decreases by 0.10%.

The interest rate applying to the USPP notes is fixed in US dollars as noted above, with cross currency swaps in place for 100% of these facilities to mitigate the foreign exchange risk and convert the US dollar interest rate exposure to a floating Australian dollar interest rate exposure.

Facility agreement covenants and related restrictions include:

- interest cover ratio of not less than 2.0 times (actual at 31 December 2022: 5.0 times);
- gearing ratio of not more than 50% (actual at 31 December 2022: 32.5%); and
- a draw down cannot be completed or any indebtedness incurred if gearing is or will exceed 45% via the drawn down being completed.

Waypoint REIT was in compliance with its covenants throughout the period.

The fair values of bank and institutional term loan borrowings are not materially different from their carrying amounts due to their short-term nature.

The fair value of the USPP notes and AMTN are \$262.7 million and \$158.8 million, respectively as at 31 December 2022 based on discounted cash flows using the current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy.

Accounting policy – Borrowings

Borrowings are initially recognised at fair value and subsequently measured at amortised cost using the effective interest rate method. Under the effective interest rate method, any transaction fees, costs, discounts and premiums directly related to borrowings are recognised in the profit and loss over the expected life of the borrowings. Borrowings are removed from the consolidated balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

Borrowings with maturities greater than 12 months after reporting date are classified as non-current liabilities.

3.(b) Net finance costs

	Waypoint REIT		Trust Group	
	2022 \$ million	2021 \$ million	2022 \$ million	2021 \$ million
Finance income	0.4	0.1	0.2	0.1
Finance income	0.4	0.1	0.2	0.1
Interest expense	33.3	32.2	33.3	32.2
Write-off of loan establishment costs due to refinancing	–	0.5	–	0.5
Finance expense	33.3	32.7	33.3	32.7
Designated hedge accounting relationship				
Gain/(loss) on fair value movements – fair value hedges	(1.4)	(0.4)	(1.4)	(0.4)
Derivatives not designated in hedge accounting				
Gain/(loss) on fair value movements	18.2	2.2	18.2	2.2
Net gain/(loss) from derivative financial instruments	16.8	1.8	16.8	1.8

Accounting policy – Finance costs

Finance costs include interest expense on debt financing arrangements, settlements (including restructure and termination costs unless significant in which case separate disclosure will apply) of interest rate derivative financial instruments and amortisation of upfront borrowing costs incurred in connection with the arrangement of borrowings available to Waypoint REIT.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED

3. Capital management continued

3.(c) Derivative financial instruments

Waypoint REIT has the following derivative financial instruments:

	Waypoint REIT		Trust Group	
	31 Dec 2022 \$ million	31 Dec 2021 \$ million	31 Dec 2022 \$ million	31 Dec 2021 \$ million
Current assets				
Instruments in a designated cash flow hedge				
Interest rate swaps	1.8	0.7	1.8	0.7
Instruments held at fair value through profit or loss				
Interest rate swaps	1.0	–	1.0	
Current assets	2.8	0.7	2.8	0.7
Non-current assets				
Instruments in a designated cash flow hedge				
Interest rate swaps	1.8	–	1.8	–
Instruments held at fair value through profit or loss				
Interest rate swaps	16.1	1.5	16.1	1.5
Interest rate caps	3.3	–	3.3	–
Non-current assets	21.2	1.5	21.2	1.5
Total assets	24.0	2.2	24.0	2.2
Non-current liabilities				
Instruments in a designated cash flow hedge				
Interest rate swaps	–	7.1	–	7.1
Instruments in a designated fair value hedge				
Cross currency swaps	33.3	18.4	33.3	18.4
Non-current liabilities	33.3	25.5	33.3	25.5
Total liabilities	33.3	25.5	33.3	25.5
Net total liability position	9.3	23.3	9.3	23.3

Accounting policy – Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. Waypoint REIT designates certain derivatives as either:

- hedges of the fair value of recognised assets or liabilities or a firm commitment (fair value hedges);
- hedges of a particular risk associated with the cash flows of recognised assets and liabilities and highly probable forecast transactions (cash flow hedges).

Where applicable, Waypoint REIT documents at the inception of the hedging transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. Waypoint REIT also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been and will continue to be highly effective in offsetting changes in fair values or cash flows of hedged items.

(i) Fair value hedges

Cross currency swaps are used to hedge 100% of the currency risk on US dollar denominated debt. The portion of the cross currency swap that equates to the fair value hedge having a \$nil fair value at inception is designated as a fair value hedge and hedge accounting is applied.

The gain or loss relating to interest payments on derivative financial instruments hedging fixed rate borrowings is recognised in profit or loss within finance costs. Changes in the fair value of derivative hedging instruments and the hedged fixed rate borrowings attributable to interest rate risk are recognised within 'Net gains/(losses) from derivative financial instruments'. The gain or loss relating to the ineffective portion is also recognised in profit or loss within 'Net gains/(losses) from derivative financial instruments'.

(ii) Cash flow hedges

Interest rate derivative financial instruments are used to partially hedge interest rate risk on floating rate debt. Hedge accounting applies to interest rate derivative financial instruments entered on or before 31 December 2019.

Cross currency swaps are also used to hedge 100% of the currency risk on US dollar denominated debt. The residual portion of the cross currency swap is designated as a cash flow hedge and hedge accounting is applied.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated in reserves in equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss within other income or other expense.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss. The gain or loss relating to the effective portion of interest rate derivative financial instruments hedging variable rate borrowings is recognised in profit or loss within finance costs.

When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately reclassified to profit or loss.

The following table shows balance sheet movements during the year relative to the gain/(loss) recorded in profit and loss for both borrowings and derivatives:

\$ million	Change in borrowings	Net drawn/ (repaid)	Gain/(loss) on fair value of debt	Change in derivatives	Upfront paid	Cash flow hedge reserve impact	Gain/(loss) on fair value of derivatives	Net gain in profit and loss
USD								
USPP	(17.6)	–	17.6	(14.9)	–	1.4	(16.3)	1.3
Foreign exposure	(17.6)	–	17.6	(14.9)	–	1.4	(16.3)	1.3
AUD								
Bank facilities	(28.5)	(28.5)	–	–	–	–	–	–
AMTN	0.2	–	(0.2)	–	–	–	–	(0.2)
Interest rate swaps	(0.1)	–	0.1	28.9	(3.0)	10.3	15.6	15.7
Total	(46.0)	(28.5)	17.5	14.0	(3.0)	11.7	(0.7)	16.8

(iii) Derivatives that do not qualify for hedge accounting

Hedge accounting is not adopted for certain derivative instruments. Changes in the fair value of any such derivative instrument are recognised immediately in profit or loss and are included in net gain/(loss) from derivative financial instruments.

Key estimate – Valuation of derivative financial instruments

Waypoint REIT's financial instruments are over-the-counter derivatives for which there are no quoted market prices. Valuation techniques (including, pricing models which estimate the present value of estimated future cash flows based on observable yield curves) are used to determine fair values.

Models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require management to make estimates. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED

3. Capital management continued

3.(c) Derivative financial instruments continued

(i) Interest rate derivative financial instruments

At 31 December 2022, interest rate derivatives with a notional value of \$849.6 million were in place. The relevant expiry dates are as follows:

	Waypoint REIT		Trust Group	
	31 Dec 2022 \$ million	31 Dec 2021 \$ million	31 Dec 2022 \$ million	31 Dec 2021 \$ million
Less than 1 year	295.1	78.9	295.1	78.9
1 to 2 years	–	185.1	–	185.1
2 to 3 years	276.5	–	276.5	–
3 to 4 years	215.0	196.5	215.0	196.5
4 to 5 years	63.0	40.0	63.0	40.0
5 to 6 years	–	–	–	–
6 to 7 years	–	–	–	–
7 to 8 years	–	–	–	–
8 to 9 years	–	–	–	–
	849.6	500.5	849.6	500.5

At 31 December 2022, 94.3% of drawn debt was hedged (through interest rate derivatives and the AMTN), and the weighted average maturity of fixed rate debt and hedges was 3.4 years rate with a weighted average rate of 2.06% per annum.

(ii) Cross currency swaps

At 31 December 2022, cross currency swaps were in place to cover 100% of debt denominated in foreign currency and the weighted average term was 7.0 years. Refer to Note 3.(a) for further details.

3.(d) Financial risk management

(i) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge its obligation and cause the other party to incur a financial loss. Waypoint REIT's maximum credit risk exposure at balance date in relation to each class of recognised financial asset, other than derivative financial instruments, is the gross carrying amount of those assets as indicated in the consolidated balance sheet.

Financial assets such as cash at bank and interest rate derivative financial instruments are held across a number of high credit quality financial institutions, therefore Waypoint REIT does not have a concentration of credit risk in relation to these financial assets.

Tenant concentration risk, financial standing and sector concentration risk

96% of Waypoint REIT's rental income is received from Viva Energy. If Viva Energy's financial standing materially deteriorates and impacts their ability to make rental payments, Waypoint REIT's financial results, financial position and ability to service and/or obtain financing may be adversely impacted. Furthermore, a material decline in the profitability of Viva Energy's business due to the global transition to a low carbon economy, the possible termination of Viva Energy's right to use the Shell brand (current agreement expires in 2029) or other factors (including international conflict) could affect the perceived stability of the rental income of Waypoint REIT and may affect Waypoint REIT's security price and/or ability to obtain financing on acceptable terms. A material decline in the profitability of Viva Energy's business could also lead to reduced capacity or ability for Viva Energy to pay market rents when renewal options are exercised, which could result in lower rental receipts and/or a decline in the values of Waypoint REIT's investment properties if Waypoint REIT is unable to lease the property to an alternate tenant.

Collection risk

Waypoint REIT performs financial due diligence on potential new tenants and holds collateral in the form of security deposits or bank guarantees where appropriate. Rent is due in advance on the first day of each billing period (typically monthly), with arrears monitored and arrears notices issued on a regular basis (where required). Waypoint REIT applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade and other financial assets. The loss allowances for trade and other financial assets are based on assumptions about risk of default and expected loss rates. Waypoint REIT uses judgement in making these assumptions, based on Waypoint REIT's past history and existing market conditions as well as forward-looking estimates at the end of each reporting period.

During the mobility restrictions (lockdowns and other travel or movement restrictions) in 2020 and 2021, the fuel tenants in Waypoint REIT's portfolio continued to operate, providing essential services to the community. Waypoint REIT's performance has not been materially impacted by COVID-19 to date.

The table below shows the ageing analysis of rent receivables of Waypoint REIT.

	Less than 31 days \$ million	31 to 60 days \$ million	61 to 90 days \$ million	More than 90 days \$ million	Total \$ million
31 December 2022					
Rent receivables	0.1	–	–	–	0.1
Expected credit loss provision	–	–	–	–	–
31 December 2021					
Rent receivables	–	0.1	–	0.1	0.2
Expected credit loss provision	–	–	–	(0.1)	(0.1)

Accounting policy – Rent receivables

Other current assets include rent receivables which are recognised initially at fair value and subsequently measured at amortised cost, less provision for expected credit losses. They are generally due for settlement within 30 days and are therefore all classified as current. Waypoint REIT applies the AASB 9 simplified approach to measuring expected credit losses which involves a lifetime expected loss allowance for all rent receivables and other financial assets.

To measure the expected credit losses, rent receivables are grouped based on shared credit risk characteristics, the days past due and the expected loss rates based on historical credit losses experienced. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the rent receivables.

Rent receivables are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with Waypoint REIT and a failure to make contractual payments for a period of greater than 365 days past due. Impairment losses on rent receivables are recorded within management and administration expenses within distributable earnings. Subsequent recoveries of amounts previously written off are credited against the same line item.

(ii) Liquidity risk

Liquidity risk is the risk that Waypoint REIT may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous. Waypoint REIT monitors its exposure to liquidity risk by setting budgets and projecting cash flows to help ensure there is sufficient cash on hand as required or debt facility funding is available to meet financial liabilities as they fall due.

Debt agreement and refinancing risk

Waypoint REIT has outstanding debt facilities. General economic and business conditions as well as sector-specific environmental, sustainability and governance considerations that impact the debt or equity markets could impact Waypoint REIT's ability to refinance its debt facilities when required. If the covenants in these facilities are breached by Waypoint REIT this may result in Waypoint REIT being subject to increased interest rate margins and covenants restricting its ability to engage in certain types of activities or to pay distributions to securityholders. Debt may not be able to be obtained at all.

If debt facilities are not available or are not available in adequate volume, Waypoint REIT may need to sell assets to repay debt. There is no guarantee that there will be willing purchasers for Waypoint REIT's assets or that purchasers will pay prices at or greater than the book value of these investment properties. To help mitigate this risk, debt maturities are staggered, debt is held across a diverse set of sources, lenders and geographies, and debt is typically refinanced at least 12 months in advance of maturity.

If a third-party entity gains control of Waypoint REIT, this would constitute a review event under certain of Waypoint REIT's debt facility agreements, and (subject to specified negotiation and notification periods) a repayment of Waypoint REIT's debt facilities may be required.

The Directors regularly monitor the debt facility covenants to ensure compliance and consider the refinancing options and timing available to Waypoint REIT.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED

3. Capital management continued

3.(d) Financial risk management continued

(ii) Liquidity risk continued

Cash flow and fair value interest rate risk

Waypoint REIT's cash and cash equivalents, floating rate borrowings and derivative financial instruments expose it to a risk of change in future cash flows or the fair value of derivative financial instruments due to changes in interest rates. Waypoint REIT uses interest rate derivative financial instruments to partially hedge its economic exposure to changes in interest rates on variable rate borrowings. By hedging against changes in interest rates, Waypoint REIT has reduced exposure to changes in interest rates on its outward cash flows so long as the counterparties to those interest rate derivative financial instruments meet their obligations to Waypoint REIT.

The table below analyses Waypoint REIT's financial liabilities into relevant maturity groupings based on the remaining period as at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows and for borrowings the values include future interest payments. Waypoint REIT has no debt facilities due to expire in the next 12 months.

Waypoint REIT

	Less than 12 months \$ million	Between 1 and 2 years \$ million	Over 2 years \$ million	Total contractual cash flows \$ million	Carrying amount liabilities \$ million
31 December 2022					
Trade and other payables	3.7	–	–	3.7	3.7
Interest payable	6.2	–	–	6.2	6.2
Provisions and other liabilities	1.7	0.1	0.3	2.1	2.1
Distribution payable	27.1	–	–	27.1	27.1
Borrowings	39.3	39.3	1,032.7	1,111.3	889.8
Derivative financial liabilities	14.8	14.8	77.4	107.0	33.3
Contractual cash flows	92.8	54.2	1,110.4	1,257.4	962.2
	Less than 12 months \$ million	Between 1 and 2 years \$ million	Over 2 years \$ million	Total contractual cash flows \$ million	Carrying amount liabilities \$ million
31 December 2021					
Trade and other payables	3.4	–	–	3.4	3.4
Interest payable	5.9	–	–	5.9	5.9
Provisions and other liabilities	2.2	0.2	0.4	2.8	2.8
Distribution payable	30.4	–	–	30.4	30.4
Borrowings	18.8	18.8	1,029.9	1,067.5	935.7
Derivative financial liabilities	15.1	12.7	48.9	76.7	25.5
Contractual cash flows	75.8	31.7	1,079.2	1,186.7	1,003.7

Trust Group

	Less than 12 months \$ million	Between 1 and 2 years \$ million	Over 2 years \$ million	Total contractual cash flows \$ million	Carrying amount liabilities \$ million
31 December 2022					
Trade and other payables	5.7	–	–	5.7	5.7
Interest payable	6.2	–	–	6.2	6.2
Distribution payable	27.1	–	–	27.1	27.1
Borrowings	39.3	39.3	1,032.7	1,111.3	889.8
Derivative financial liabilities	14.8	14.8	77.4	107.0	33.3
Contractual cash flows	93.1	54.1	1,110.1	1,257.3	962.1

	Less than 12 months \$ million	Between 1 and 2 years \$ million	Over 2 years \$ million	Total contractual cash flows \$ million	Carrying amount liabilities \$ million
31 December 2021					
Trade and other payables	7.3	–	–	7.3	7.3
Interest payable	5.9	–	–	5.9	5.9
Distribution payable	30.4	–	–	30.4	30.4
Borrowings	18.8	18.8	1,029.9	1,067.5	935.7
Derivative financial liabilities	15.1	12.7	48.9	76.7	25.5
Contractual cash flows	77.5	31.5	1,078.8	1,187.8	1,004.8

(iii) Capital risk management

Waypoint REIT aims to invest to meet Waypoint REIT's investment objectives while maintaining sufficient liquidity to meet its commitments. Waypoint REIT regularly reviews performance, including asset allocation strategies, investment and operational management strategies, investment opportunities and risk management.

In order to maintain an appropriate capital structure, Waypoint REIT may adjust the amount of distributions paid to securityholders, return capital to securityholders, issue new securities, sell or buy assets or reduce or raise debt.

Waypoint REIT monitors capital through the analysis of a number of financial ratios, including the Debt Covenant Gearing ratio.

	31 Dec 2022 \$ million	31 Dec 2021 \$ million
Total liabilities (excluding derivative financial liabilities)	963.0	993.9
Total assets (excluding derivative financial assets)	2,964.1	3,126.1
Debt Covenant Gearing ratio	32.5%	31.8%

NOTES TO THE FINANCIAL STATEMENTS CONTINUED

3. Capital management continued

3.(d) Financial risk management continued

(iv) Market risk

Interest rate risk

Waypoint REIT's cash and cash equivalents, floating rate borrowings and derivative financial instruments expose it to a risk of change in fair value of derivative financial instruments or future cash flows due to changes in interest rates. Waypoint REIT uses interest rate derivative financial instruments to partially hedge its exposure to changes in interest rates on variable rate borrowings. By hedging against changes in interest rates, Waypoint REIT has reduced exposure to changes in interest rates on its outward cash flows so long as the counterparties to those interest rate derivative financial instruments meet their obligations to Waypoint REIT.

Waypoint REIT's exposure to interest rate risk at reporting date, including its sensitivity to changes in market interest rates that were reasonably possible, is as follows:

	31 Dec 2022 \$ million	31 Dec 2021 \$ million
Financial assets		
Cash and cash equivalents	14.0	19.0
Derivative financial instruments (notional principal amount)		
– Interest rate derivative financial instruments	674.6	500.5
Financial liabilities		
Interest-bearing liabilities – floating rate interest	478.5	507.0
Derivative financial instruments (notional principal amount)		
– Cross currency swaps	248.6	248.6
Net exposure	(38.5)	(236.1)
	2022 \$ million	2021 \$ million
Sensitivity of Distributable Earnings to movements in market interest rates:		
Increased by 25 basis points	(0.1)	(1.2)
Decreased by 25 basis points	0.1	1.2

The interest rate range for sensitivity purposes has been determined using the assumption that interest rates changed by +/- 25 basis points from balance date rates with all other variables held constant. In determining the impact on Distributable Earnings arising from interest rate risk, Waypoint REIT has considered historic and expected future interest rate movements in order to determine a reasonably possible shift in assumptions.

Foreign exchange rate risk

A portion of Waypoint REIT's debt is denominated in US dollars and as a result, Waypoint REIT is exposed to a risk of change in fair value or future cash flows due to changes in foreign exchange rates. Waypoint REIT economically hedges 100% of its exposure to changes in foreign exchange rates by using cross currency derivative financial instruments. By hedging against changes in foreign exchange rates, Waypoint REIT eliminates its exposure to changes in foreign exchange rates on its outward cash flows so long as the counterparties to those cross currency derivative financial instruments meet their obligations to Waypoint REIT.

(v) Other material business risks

Waypoint REIT's operations are also subject to the following other material business risks.

Investment property value

The value of Waypoint REIT's portfolio of investment properties may be adversely affected by a number of factors, including factors outside the control of Waypoint REIT, including the supply and demand for fuel and convenience retail properties, general property market conditions, physical climate change-related considerations, the availability and cost of credit including sector-specific environmental, sustainability and governance considerations, the ability to attract and implement economically viable rental arrangements, Viva Energy's financial condition deteriorating, occupiers not extending the term of leases, and general economic factors such as the level of inflation and interest rates, which may adversely impact capitalisation rates.

A key long-term consideration in the valuation of fuel and convenience properties is an increasing uptake of vehicles fuelled by alternative energy sources due to factors including changes in consumer behaviour, pro-emission reduction policies, reduced supply and/or higher pricing of fossil fuels.

As changes in valuations are recorded on the statutory statements of comprehensive income, any decreases in value will have a negative impact on the statutory statements of comprehensive income and balance sheet (including the net tangible assets per security) and in turn the market price of Waypoint REIT's securities may fall. The property portfolio is geographically diversified to mitigate the risk of localised valuation impacts and the majority of assets are located in metropolitan areas which typically have higher underlying land values and alternative use potential. Active asset management, including the disposal of assets with heightened vacancy or negative rental reversion risk, and Waypoint REIT's long-term diversification strategy, also, in part, can mitigate this risk.

Re-leasing and vacancy risk

Waypoint REIT's property portfolio is 99.9% occupied with a weighted average lease expiry of 9.0 years. Only 12 leases (representing 1.2% of income) expire before the end of 2025. The majority of the portfolio (355 of 419 contracted leases) is subject to multiple 10-year options in favour of the tenant, with the rent from commencement of each option period to either be agreed between the parties or set by independent market rent determination. However, there is a risk that tenants may not exercise their option, or that the commencing rent will be lower than passing rent and/or market rent (if agreed between the parties).

Environmental and climate change risk

Waypoint REIT depends on its tenants to perform their obligations under various environmental arrangements in relation to properties they lease. Waypoint REIT has an indemnity from Viva Energy in respect of certain liability for historical environmental contamination across 355 assets acquired at the time of Waypoint REIT's initial public offering. Waypoint REIT also carries out environmental due diligence in relation to potential property acquisitions. If any property in the portfolio is contaminated by a fuel tenant or its invitee during the term of the lease, the tenant under that lease must remediate it, at their cost to a standard consistent with operating the site as a fuel and convenience property or similar commercial use. If the tenants were to fail to meet their obligations under these arrangements (including due to their insolvency), Waypoint REIT may incur significant costs to rectify contamination on its properties and also on other properties which may be consequently impacted.

Waypoint REIT is subject to a range of regulatory regimes (including environmental regulations) that cover the specific assets of Waypoint REIT and how they are operated. These regulatory regimes are subject to ongoing review and change that may increase the cost of compliance, reporting and maintenance of Waypoint REIT's assets. There remains a risk that Waypoint REIT, as owner of the properties in the portfolio, may face liability for breach by others of environmental laws and regulations.

Changes to existing regulatory regimes or the introduction of new regulatory regimes (including environmental or climate change-related regulation) may also increase the cost of compliance, reporting and maintenance of Waypoint REIT's assets.

Extreme weather and other climate change-related events have the potential to damage Waypoint REIT's assets and disrupt the tenants' operations. Although 90.6% of Waypoint REIT's portfolio by value is subject to triple net leases where the tenant is responsible for maintenance and insurance costs, such events may result in higher maintenance and insurance costs for Waypoint REIT's assets that are not subject to triple net leases. Such events may also affect the ability to re-lease Waypoint REIT's investment properties in the future and the rent levels for which they can be leased, thereby affecting future investment property valuations and rental cash flows. Insurance premiums and/or deductibles may change or insurance may not be able to be obtained at all.

The precise nature of these risks is uncertain as it depends on complex factors such as policy and regulatory change, technology development, market forces, and the links between these factors and climatic conditions. The impacts of physical and transition risks on the valuation of Waypoint REIT's property portfolio are further considered under Investment property valuation risk above.

AFSL compliance risk

VER Limited, a subsidiary of Waypoint REIT Limited, holds an Australian Financial Services Licence (AFSL) and acts as the responsible entity for Waypoint REIT Trust. The AFSL requires, among other matters, minimum levels of net tangible assets, liquid assets, cash reserves and liquidity, which may restrict Waypoint REIT in paying distributions that would breach these requirements.

The Directors review and monitor VER Limited's balance sheet quarterly and the adequacy and ongoing training of responsible managers annually to ensure compliance with its AFSL requirements.

Personnel risk

Loss of key personnel could potentially have an adverse impact on the management and the financial performance of Waypoint REIT and in turn may affect the returns to securityholders. To mitigate this risk, processes and procedures are standardised and automated to the extent practicable, remuneration structures include components payable on a deferred basis, and employees are subject to market-standard notice periods to ensure that Waypoint REIT has sufficient time in which to identify and hire replacement employees.

Cyber security risk

Cyber-attacks are becoming increasingly sophisticated and a material data breach, ransom attack or data loss could have an adverse financial or reputational impact. To help mitigate this risk, Waypoint REIT uses the services of third-party technology experts, provides regular staff training and performs pre-implementation and annual reviews over key Software as a Service providers.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED

3. Capital management continued

3.(d) Financial risk management continued

(vi) Fair value hierarchy

Classification of financial assets and financial liabilities

AASB 13 *Fair Value Measurement* requires disclosure of fair value measurements by level of fair value hierarchy. The fair value hierarchy has the following levels:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2); and
- inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes observable requires significant judgement by the Directors. The Directors consider observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The following table presents Waypoint REIT's financial assets and liabilities (by class) measured at fair value according to the fair value hierarchy at balance date on a recurring basis:

31 December 2022	Level 1 \$ million	Level 2 \$ million	Level 3 \$ million	Total \$ million
Assets held for sale	–	–	–	–
Investment properties	–	–	2,947.6	2,947.6
Derivatives	–	(9.3)	–	(9.3)
Total	–	(9.3)	2,947.6	2,938.3

31 December 2021	Level 1 \$ million	Level 2 \$ million	Level 3 \$ million	Total \$ million
Assets held for sale	–	–	33.9	33.9
Investment properties	–	–	3,069.0	3,069.0
Derivatives	–	(23.3)	–	(23.3)
Total	–	(23.3)	3,102.9	3,079.6

Waypoint REIT's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period. There were no transfers between levels during the period.

Waypoint REIT did not measure any financial assets or financial liabilities at fair value on a non-recurring basis as at 31 December 2022.

Valuation techniques used to derive level 2 and level 3 values

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The fair value of interest rate derivative financial instruments is calculated as the present value of the estimated future cash flows based on observable yield curves, taking into account any material credit risk.

3.(e) Contributed equity

	Waypoint REIT		Trust Group	
	Number of securities '000	\$ million	Number of units '000	\$ million
Opening balance at 1 January 2021	785,022	1,634.8	785,022	1,627.1
On-market buy-back (including transaction costs) ¹	(7,139)	(19.5)	(7,139)	(19.4)
Capital return and security consolidation (including transaction costs) ²	(48,067)	(132.2)	(48,067)	(132.2)
On-market buy-back (including transaction costs) ³	(8,166)	(22.0)	(8,166)	(22.0)
Closing balance at 31 December 2021	721,650	1,461.1	721,650	1,453.5
Opening balance at 1 January 2022	721,650	1,461.1	721,650	1,453.5
On-market buy-back (including transaction costs) ⁴	(9,833)	(27.1)	(9,833)	(26.8)
On-market buy-back (including transaction costs) ⁵	(40,000)	(102.4)	(40,000)	(102.2)
Closing balance at 31 December 2022	671,817	1,331.6	671,817	1,324.5

1. On-market buy-back established on 30 July 2021 with securities bought back and cancelled between 16 August and 13 October 2021.

2. Security consolidation effective 10 November 2021 and capital return paid on 12 November 2021.

3. On-market buy-back established on 16 November 2021 with securities bought back and cancelled between 1 December and 10 December 2021.

4. On-market buy-back established on 16 November 2021 with securities bought back and cancelled between 1 February and 7 March 2022.

5. On-market buy-back established on 29 August 2022 with securities bought back and cancelled between 12 September and 21 November 2022.

3.(f) Treasury securities

Waypoint REIT and Trust Group

	2022 Number of securities	2021 Number of securities	2022 \$ million	2021 \$ million
Opening balance	–	–	–	–
Securities acquired	175,979	–	0.4	–
Securities transferred to employees on vesting	(738)	–	–	–
Closing balance	175,241	–	0.4	–

Waypoint REIT established a new Equity Incentive Plan in 2021 under which participating employees are eligible to receive Waypoint REIT stapled securities on a deferred settlement basis under the short-term incentive (STI) and general employee offer plans and performance rights under the long-term incentive (LTI) plan.

Waypoint REIT has formed a trust, Waypoint REIT Equity Incentive Plan Trust, to administer the Equity Incentive Plan. This trust is consolidated for reporting purposes as the trust is controlled by Waypoint REIT. Stapled securities held by the trust are disclosed as Treasury Securities, and the acquisition value is deducted from equity (allocated between the Company and the Trust Group based on their relative Net Assets).

During the year, 175,979 stapled securities were purchased on-market by the Waypoint REIT Equity Incentive Plan Trust at an average price of \$2.71 per security to satisfy obligations under the STI and general employee offer plans.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED

3. Capital management continued

3.(g) Non-controlling interests

The financial statements reflect the consolidation of Waypoint REIT. For financial reporting purposes, one entity in the stapled group must be identified as the acquirer or parent entity of the others. The Company has been identified as the acquirer of the Trust, resulting in the Trust being disclosed as non-controlling interests.

	2022 \$ million	2021 \$ million
Opening balance	2,120.7	1,946.5
Profit for the year	133.0	442.6
Effective portion of changes in fair value of cash flow hedges	11.7	27.8
On-market buy-back (including transaction costs)	(129.0)	(41.4)
Capital return and security consolidation (including transaction costs)	–	(132.2)
Acquisition of treasury securities	(0.4)	–
Distributions paid or provided for	(116.1)	(122.6)
Closing balance	2,019.9	2,120.7

3.(h) Reserves

Waypoint REIT's reserves movements were:

	Waypoint REIT		Trust Group	
	2022 \$ million	2021 \$ million	2022 \$ million	2021 \$ million
Hedge reserve				
Opening hedge reserve	(5.7)	(33.5)	(5.7)	(33.5)
Net change in fair value of cash flow hedges	11.3	21.9	11.3	21.9
Reclassified to profit and loss	0.4	5.9	0.4	5.9
Closing hedge reserve	6.0	(5.7)	6.0	(5.7)
Share-based payments reserve				
Opening share-based payments reserve	–	–	–	–
Share-based payment expenses*	0.6	–	–	–
Closing share-based payments reserve	0.6	–	–	–
Total closing reserves	6.6	(5.7)	6.0	(5.7)

* Refer to Note 3.(i)(i) below for unrounded figures.

3.(i) Security-based benefits expense

Waypoint REIT established an Equity Incentive Plan in 2021 under which participating employees are eligible to receive Waypoint REIT stapled securities on a deferred settlement basis under the short-term incentive (STI) and general employee offer plans and performance rights under the long-term incentive (LTI) plan.

(i) Share-based payment expense

Share-based payment expenses recognised during the year as part of management and administration expenses were as follows:

	Waypoint REIT		Trust Group	
	31 Dec 2022 \$	31 Dec 2021 \$	31 Dec 2022 \$	31 Dec 2021 \$
Deferred stapled securities ¹	273,948	189,426	273,948	189,426
General employee offer ²	8,016	5,300	8,016	5,300
Performance rights	40,976	48,679	40,976	48,679
Total	322,940	243,405	322,940	243,405

1. Granted under Waypoint REIT's short-term incentive scheme, subject to ongoing service conditions.

2. Cost of stapled securities bought on-market.

(ii) Deferred stapled securities – reconciliation

Reconciliation of the number of deferred stapled securities outstanding during the year is as follows:

Waypoint REIT and Trust Group	2022 Number	2021 Number
Deferred stapled securities		
Opening balance	–	–
Granted during the year	173,027	–
Forfeited and lapsed during the year	(36,919)	–
Closing balance	136,108	–

(iii) General employee offer securities – reconciliation

Reconciliation of the number of general employee offer securities outstanding during the year is as follows:

Waypoint REIT and Trust Group	2022 Number	2021 Number
General employee offer securities		
Opening balance	1,975	–
Granted during the year	2,952	1,975
Transferred to employees on vesting	(1,133)	–
Forfeited and lapsed during the year	–	–
Closing balance	3,794	1,975

NOTES TO THE FINANCIAL STATEMENTS CONTINUED

3. Capital management continued

3.(i) Security-based benefits expense continued

(iv) Performance rights – reconciliation

Reconciliation of the number of performance rights outstanding during the year is as follows:

Waypoint REIT and Trust Group	2022 Number	2021 Number
Performance rights		
Opening balance	155,916	–
Granted during the year	287,806	155,916
Forfeited and lapsed during the year	(42,139)	–
Closing balance	401,583	155,916

The weighted average remaining contractual life of performance rights outstanding as at 31 December 2022 is 1.9 years.

(v) Performance rights – valuation inputs

The Monte Carlo method is utilised for valuation and accounting purposes. The model inputs to assess the fair value of the performance rights granted during 2022 are as follows:

	CEO	Other executives	Other executives
Grant date ¹	12 May 2022	11 May 2022	4 October 2022
Stapled security price at grant date	\$2.42	\$2.45	\$2.49
Fair value of right	\$1.55	\$1.60	\$1.91
Expected volatility ²	20%	20%	20%
Dividend yield	6.4%	6.4%	6.4%
Risk-free interest rate	2.84%	2.88%	3.16%

1. The grant date is determined in accordance with AASB 2 *Share-based Payment*. Performance rights have a nil exercise price, vest on or around 1 March 2025 if vesting conditions are met or otherwise expire on this date and are subject to DEPS and TSR conditions over a three-year performance period commencing on 1 January 2022.

2. Expected volatility takes into account historical market price volatility.

Accounting policy – Share-based compensation expense

Deferred securities (STI plan)

Eligible employees receive a portion of their STI in deferred securities which are subject to ongoing service conditions between one and two years. The expense is recognised over the vesting period, commencing on the first day of the service period and ending on or around 1 March in the year following the end of the service period.

Deferred securities (general employee offer)

Eligible employees receive up to \$1,000 in stapled securities which vest immediately on issue but are subject to a trade lock until the earlier of the completion of three years' service or termination. The expense is recognised in the period securities are acquired on-market.

Performance rights (LTI plan)

For market-based performance rights, the fair value at grant date is independently valued using a Monte Carlo simulation pricing model that takes into account the exercise price, the term of the rights, impact of dilution, stapled security price at grant date, expected price volatility of the underlying stapled security, expected dividend yield and the risk-free interest rate for the term of the rights and market vesting conditions, but excludes the impact of any non-market vesting conditions (i.e. Distributable Earnings growth targets). Non-market vesting conditions are included in assumptions about the number of rights that are expected to vest. For non-market-based performance rights, the fair value at grant date is independently valued using the binominal tree methodology. At each reporting date, Waypoint REIT revises its estimate of the number of rights that are expected to vest. The expense is recognised over the vesting period commencing on the first day of the service period and ending on or around 1 March in the year following the end of the service period, with the annual expense recognised taking into account the most recent estimate. Upon the vesting of stapled securities, the balance of the stapled security-based benefits reserve relating to those stapled securities is transferred to contributed equity, net of any directly attributable transaction costs.

4. Additional information

4.(a) Related party information

(i) Parent entity

The Company has been assessed as the parent entity of Waypoint REIT; the securityholders' interests in the Trust are included in equity as non-controlling interests relating to the stapled entity.

(ii) Subsidiaries

Interests in subsidiaries are set out in Note 4.(c).

(iii) Key Management Personnel compensation

Below are the aggregate amounts paid or payable to Key Management Personnel (including Non-Executive Directors):

	Waypoint REIT		Trust Group	
	2022 \$	2021 \$	2022 \$	2021 \$
Short term benefits	2,214,919	2,221,793	2,214,919	2,221,793
Post-retirement benefits	167,991	112,837	167,991	112,837
Other long-term benefits	(509)	32,860	(509)	32,860
Share-based payments	264,540	211,061	264,540	211,061
	2,646,941	2,578,551	2,646,941	2,578,551

There were no loans made, guaranteed or secured, directly or indirectly, by Waypoint REIT to KMP or their related parties during the year. There were no other transactions between Waypoint REIT and any KMP or their related parties during the year.

(iv) Transactions with related parties

Management services are provided to VER Limited by Waypoint Operations Pty Limited, a subsidiary of Waypoint REIT Limited, on a cost recovery basis in accordance with a management agreement dated 30 September 2020. Responsible Entity fees are charged in accordance with VER Limited's Constitution.

	Waypoint REIT		Trust Group	
	2022 \$ '000	2021 \$ '000	2022 \$ '000	2021 \$ '000
The following transactions occurred with related parties:				
Payment of Responsible Entity fees and costs reimbursement to VER Limited	–	–	304	321
Reimbursement of costs to Waypoint REIT Limited	–	–	4,152	4,040
Reimbursement of costs to Waypoint Operations Pty Limited	–	–	4,395	4,439
Disposal management fee paid to Waypoint REIT Limited	–	–	759	746
	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
Amounts receivable:				
Receivable from Waypoint REIT Limited	–	–	4,813	8,397
Receivable from VER Custodian Pty Limited	–	–	1,040	1,450
Amounts payable:				
Payable to Waypoint Operations Pty Limited	–	–	1,580	1,704
Payable to VER Limited	–	–	114	133

NOTES TO THE FINANCIAL STATEMENTS CONTINUED

4. Additional information continued

4.(b) Parent entity financial information

The individual financial statements for the parent entity of the Waypoint REIT, Waypoint REIT Limited, and the parent entity of the Trust Group, Waypoint REIT Trust, are below:

	Waypoint REIT Ltd		Waypoint REIT Trust	
	2022 \$ million	2021 \$ million	2022 \$ million	2021 \$ million
Balance sheet				
Current assets	3.4	7.9	531.6	214.6
Non-current assets	11.1	11.1	1,650.2	1,650.2
Total assets	14.5	19.0	2,181.8	1,864.8
Current liabilities	6.5	11.1	729.3	546.7
Total liabilities	6.5	11.1	729.3	546.7
Shareholders' equity				
Contributed equity	7.1	7.6	1,324.0	1,453.5
Retained profits/(Accumulated losses)	0.9	0.3	128.5	(135.4)
Total equity	8.0	7.9	1,452.5	1,318.1
Profit/(loss) for the year after tax	0.6	1.0	120.5	(8.8)
Total comprehensive income/(loss) for the year	0.6	1.0	120.5	(8.8)

The parent entity did not have any guarantees, contingent liabilities or commitments as at 31 December 2022 or 31 December 2021.

4.(c) Investments in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following material subsidiaries of the Company and the Trust:

Name	Date of establishment	2022 %	2021 %
Controlled by the Company			
VER Limited	16 December 2015	100	100
VER Custodian Pty Limited	27 May 2016	100	100
Waypoint Operations Pty Limited	5 May 2020	100	100
Waypoint REIT Equity Incentive Plan Trust	1 March 2022	100	–
Controlled by the Trust			
VER Trust	10 July 2016	100	100
VER Finco Pty Limited	10 June 2016	100	100

All companies and trusts are incorporated or established in Australia.

4.(d) Remuneration of auditors

During the period the following fees were paid or payable for services provided by the auditor of the parent entity and its related practices.

	2022 \$	2021 \$
PricewaterhouseCoopers Australia		
Audit and review of financial statements		
Group	158,655	134,881
Trust	18,187	22,275
Total audit and review of financial reports	176,842	157,156
Other statutory assurance services	20,975	20,975
Other assurance services	32,350	24,930
Total audit and assurance services	230,167	203,061
Other services		
Tax compliance services	86,460	78,780
Tax advisory services	1,000	7,140
Regulatory administration services	14,929	77,181
Total other non-audit services	102,389	163,101
Total remuneration of auditors	332,556	366,162

4.(e) Subsequent events

No matter or circumstance has arisen since 31 December 2022 that has significantly affected, or may significantly affect:

- the operations of Waypoint REIT in future financial years;
- the results of those operations in future financial years; or
- the state of affairs of Waypoint REIT in future financial years.

4.(f) Summary of significant accounting policies

Significant accounting policies adopted in the preparation of these consolidated financial statements to the extent they have not already been disclosed in the other notes are listed below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(i) Basis of preparation

These general-purpose financial statements have been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards (**AASB**) and interpretations issued by the Australian Accounting Standards Board and International Financial Reporting Standards (**IFRS**) as issued by the International Accounting Standards Board. Waypoint REIT and Waypoint REIT Trust Group are for-profit entities for the purpose of preparing the financial statements.

The financial report has been prepared on an accruals and historical cost basis except for investment properties, derivative financial instruments and share-based payments, which are measured at fair value. Cost is based on the fair value of consideration given in exchange for assets.

The consolidated financial statements are prepared and presented in Australian dollars (the presentation currency).

Unless otherwise stated, the accounting policies adopted in the preparation of the financial report are consistent with those of the previous financial year.

(ii) Rounding of amounts

Waypoint REIT is an entity of a kind referred to in ASIC Legislative Instrument 2016/191, relating to the 'rounding off' of amounts in the financial report. Amounts in the financial report have been rounded to the nearest hundred thousand dollars in accordance with that instrument, unless otherwise indicated.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED

4. Additional information continued

4.(f) Summary of significant accounting policies continued

(iii) Comparative information

Where necessary, comparative information has been adjusted to conform to changes in presentation in the current period.

(iv) Net current asset deficiency position

At 31 December 2022, Waypoint REIT had a net current asset deficiency of \$22.4 million and the Trust Group had a net current asset deficiency of \$31.1 million. Waypoint REIT uses cash at bank to pay for distributions and expenses (including property purchases), drawing down on revolving debt facilities when required. Revolving debt facilities are then repaid when there is excess cash available. Waypoint REIT has \$121.5 million of unused debt facilities at 31 December 2022, which can be drawn upon to fund Waypoint REIT's cash flow requirements provided that Waypoint REIT meets its debt covenants and further borrowing will not cause gearing to exceed 45%.

After taking into account all available information, the Directors have concluded that there are reasonable grounds to believe:

- Waypoint REIT and the Trust Group will be able to pay their debts as and when they fall due; and
- the basis of preparation of the financial report on a going concern basis is appropriate.

(v) Principles of consolidation

Stapled entities

Waypoint REIT is a stapled group consisting of the Company and the Trust and their wholly owned entities. The Trust indirectly owns the investment property portfolio through its 100% ownership of the trusts which own the investment properties and receive rent under operating leases. The Company directly owns all of the shares in the Responsible Entity. Each stapled security consists of one share in the Company and one unit in the Trust. The shares and the units were stapled at allotment in accordance with the constitutions of the Company and the Trust and the Stapling Deed and trade together on the ASX. The securities in Waypoint REIT cannot be traded separately and can only be traded as a stapled security.

As permitted by Class Order 13/1050, issued by ASIC, this financial report is a combined financial report that presents the financial statements and accompanying notes of both Waypoint REIT and the Trust Group as at and for the year ended 31 December 2022.

AASB 3 *Business Combinations* requires one of the stapled entities in a stapling structure to be identified as the parent entity for the purpose of preparing consolidated financial reports. In accordance with this requirement, the Company has been identified as the parent entity in relation to the stapling with the Trust under Waypoint REIT.

The consolidated financial statements of Waypoint REIT incorporate the assets and liabilities of the entities controlled by the Company during the period, including those deemed to be controlled by the Trust, by identifying it as the parent of the Waypoint REIT, and the results of those controlled entities for the period then ended. The effect of all transactions between entities in Waypoint REIT is eliminated in full.

Non-controlling interests in the results and equity are shown separately in the consolidated statement of comprehensive income, consolidated balance sheet and consolidated statement of changes in equity respectively. Non-controlling interests are those interests in the Trust which are not held directly or indirectly by the Company.

Subsidiaries

Subsidiaries are all entities (including trusts) over which Waypoint REIT has control. Waypoint REIT controls an entity when Waypoint REIT is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to Waypoint REIT. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by Waypoint REIT.

Inter-entity transactions, balances and unrealised gains on transactions between Waypoint REIT entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by Waypoint REIT.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of comprehensive income, consolidated balance sheet and consolidated statement of changes in equity respectively.

(vi) Presentation of members' interests in the Trust

As the Company has been assessed as the parent entity of Waypoint REIT, the securityholders' interests in the Trust are included in equity as non-controlling interests relating to the stapled entity. Securityholders' interests in the Trust are not presented as attributable to owners of the parent, reflecting the fact that they are not owned by the Company, but by the securityholders of the stapled group.

(vii) Revenue

Interest income is recognised as it accrues using the effective interest rate method. Interest income is included in finance income in the consolidated statement of profit or loss.

All income is stated net of goods and services tax.

(viii) Employee benefits

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and annual leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service, are recognised in respect of employees' service up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Other long-term employee benefit obligations

The liabilities for long service leave that are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised as the expected future payments to be made in respect of services provided by employees up to the end of the reporting period. Consideration is given to expected future wages and salary levels, experience of employee departures, periods of service and market interest rates.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least 12 months after the reporting period, regardless of when the actual settlement is expected to occur.

(ix) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, unless the GST incurred is not recoverable from the taxation authority. In this case, it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other current assets and trade and other payables in the consolidated balance sheet.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the taxation authority are presented as operating cash flows.

(x) Leases

Waypoint REIT leases office premises. Waypoint REIT assesses at contract inception whether a contract is, or contains, a lease. This is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Waypoint REIT applies a single recognition and measurement approach for all leases. Waypoint REIT recognises lease liabilities to make lease payments and right of use assets representing the right to use the underlying assets.

Right of use assets

Waypoint REIT recognises right of use assets at the commencement date of the lease (that is, the date the underlying asset is available for use). Right of use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right of use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right of use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Lease liabilities

At the commencement date of the lease, Waypoint REIT recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by Waypoint REIT and payments of penalties for terminating the lease, if the lease term reflects Waypoint REIT exercising the option to terminate.

In calculating the present value of lease payments, Waypoint REIT uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (for example, changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED

4. Additional information continued

4.(f) Summary of significant accounting policies continued

(xi) Financial instruments

Classification

Waypoint REIT's investments are classified as at fair value through profit or loss. They comprise:

- Financial instruments held for trading – Derivative financial instruments such as interest rate swaps are included under this classification.
- Financial instruments designated at fair value through profit or loss upon initial recognition – These include financial assets that are not held for trading purposes and which may be sold.

Financial assets designated at fair value through profit or loss at inception are those that are managed and their performance evaluated on a fair value basis in accordance with Waypoint REIT's documented investment strategy. Waypoint REIT's policy is for the Responsible Entity to evaluate the information about these financial instruments on a fair value basis together with other related financial information.

Recognition/derecognition

Financial assets and financial liabilities are recognised on the date Waypoint REIT becomes party to the contractual agreement (trade date) and it recognises changes in fair value of the financial assets or financial liabilities from this date.

Investments are derecognised when the right to receive cash flows from the investments has expired or Waypoint REIT has transferred substantially all risks and rewards of ownership.

Measurement

Financial assets and liabilities held at fair value through profit or loss

At initial recognition, financial assets are recognised at fair value. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

The fair value of financial assets and liabilities traded in active markets is subsequently based on their quoted market prices at the end of the reporting period without any deduction for estimated future selling costs. The quoted market price used for financial assets held by Waypoint REIT is the current bid price and the quoted market price for financial liabilities is the current asking price.

The fair value of financial assets and liabilities that are not traded in an active market are determined using valuation techniques. Accordingly, there may be a difference between the fair value at initial recognition and amounts determined using a valuation technique. If such a difference exists, Waypoint REIT recognises the difference in profit or loss to reflect a change in factors, including time that market participants would consider in setting a price.

Further detail on how the fair values of financial instruments are determined is disclosed in Note 3.(c).

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

(xii) Provisions

A provision is recognised when Waypoint REIT has a legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of Waypoint REIT's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability.

(xiii) New accounting and sustainability standards and interpretations not yet adopted

In March 2022, the International Sustainability Standards Board (ISSB) released their first two exposure drafts.

When the exposure drafts are issued as standards, these will be available for voluntary adoption and will not become mandatory until aligned standards are adopted in Australia. Waypoint REIT will assess the potential impact of these new standards on the consolidated financial statements once they have been issued by the ISSB and will continue to monitor developments in Australia.

There are no issued standards that are not yet effective and that are expected to have a material impact on Waypoint REIT in the current or future reporting periods and on foreseeable future transactions.

DIRECTORS' DECLARATION

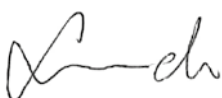
In the Directors' opinion:

- (a) the financial statements and notes set out on pages 41 to 74 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of Waypoint REIT's and Waypoint REIT Trust Group's financial positions at 31 December 2022 and of their performance for the year ended on that date; and
- (b) there are reasonable grounds to believe that Waypoint REIT and Waypoint REIT Trust Group will be able to pay their debts as and when they become due and payable.

Note 4(f)(i) to the financial statements confirms that the financial statements also comply with the International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given declarations by the Chief Executive Officer and the Chief Financial Officer as required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the Directors.



Laurence Brindle
Chair

27 February 2023

INDEPENDENT AUDITOR'S REPORT



Independent auditor's report

To the stapled securityholders of Waypoint REIT and the unitholders of Waypoint REIT Trust

Report on the audit of the financial report

Our opinion

In our opinion:

The accompanying financial reports of Waypoint REIT Limited and its controlled entities and Waypoint REIT Trust and its controlled entities (together Waypoint REIT) and Waypoint REIT Trust and its controlled entities (together the "Trust Group" or the "Trust") are in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the financial positions of Waypoint REIT and the Trust as at 31 December 2022 and of their financial performance for the year then ended
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What we have audited

The financial reports of Waypoint REIT and the Trust (the financial report) comprise:

- the consolidated balance sheets as at 31 December 2022
- the consolidated statements of comprehensive income for the year then ended
- the consolidated statements of changes in equity for the year then ended
- the consolidated statements of cash flows for the year then ended
- the notes to the financial statements, which include significant accounting policies and other explanatory information
- the directors' declaration.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of Waypoint REIT and the Trust in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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Our audit approach

An audit is designed to provide reasonable assurance about whether the financial report is free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial report as a whole, taking into account the geographic and management structure of Waypoint REIT and the Trust, its accounting processes and controls and the industry in which they operate.



Group Materiality

- For the purpose of our audit of Waypoint REIT and the Trust we used overall materiality of \$5.8 million and \$5.7 million respectively, which represents approximately 5% of Distributable Earnings. The metric is defined in note 1 of the financial report.
- We applied this threshold, together with qualitative considerations, to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements on the financial report as a whole.
- We chose Distributable Earnings because, in our view, it is the benchmark against which the performance of Waypoint REIT and the Trust are most commonly measured in the industry.
- We chose a 5% threshold based on our professional judgement, noting that it is within the common range relative to profit-based benchmarks.

Group Audit Scope

- Our audit focused on where Waypoint REIT and the Trust made subjective judgements; for example, significant accounting estimates involving assumptions and inherently uncertain future events.
- The audit team consisted of individuals with the appropriate skills and competencies needed for the audit, which included industry expertise in real estate and treasury professionals.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period and were determined separately for Waypoint REIT and the Trust. Relevant amounts listed for each part of the stapled group represent balances as



they are presented in the financial report and should not be aggregated. The key audit matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Further, any commentary on the outcomes of a particular audit procedure is made in that context.

Key audit matter	How our audit addressed the key audit matter
<p>Valuation of Investment Properties (Refer to note 2(a)) Waypoint REIT – \$2,947.6 million Trust Group – \$2,947.6 million</p> <p>Waypoint REIT and the Trust's investment property portfolio comprised fuel and convenience retail properties ("Investment Properties") at 31 December 2022.</p> <p>Investment Properties were valued at fair value as at balance sheet date primarily using a combination of the income capitalisation method and the direct comparison methods.</p> <p>Factors such as current market conditions, existing lease contracts, and comparable sales impact fair values. Amongst others, the following inputs and assumptions were key in establishing fair value:</p> <ul style="list-style-type: none"> • annual market rent • capitalisation rates • lease terms <p>At each balance sheet date the directors determine the fair value of the Investment Properties in accordance with Waypoint REIT's valuation policy as described in note 2(a).</p> <p>This was a key audit matter because of the:</p> <ul style="list-style-type: none"> • relative size of the Investment Property portfolio to net assets and related valuation movements, and • the inherent subjectivity of the significant assumptions that underpin the valuations. 	<p>To assess the valuation of Investment Properties we performed the following procedures, amongst others:</p> <ul style="list-style-type: none"> • We developed an understanding of Waypoint REIT and the Trust's processes and controls for determining the valuation of Investment Property; • We assessed the scope, competence and objectivity of the independent valuation expert engaged by Waypoint REIT and the Trust to provide independent valuations at reporting date; • We met with the independent valuation expert used by Waypoint REIT and the Trust to develop an understanding of their processes, judgements and observations; • We compared the valuation methodology adopted by Waypoint REIT and the Trust with commonly accepted valuation approaches used in the real estate industry for investment properties; • We agreed the rental income used in a sample of Investment Property valuations to relevant lease agreements; • We assessed the appropriateness of significant assumptions, including capitalisation rates, for a risk-based sample of Investment Properties with reference to market data and comparable transactions, where possible; • We tested the mathematical accuracy of a sample of the Investment Property valuations; • We agreed the fair value of each Investment Property to the independent valuation or Directors valuation, as applicable;



Key audit matter

How our audit addressed the key audit matter

- We assessed the reasonableness of the disclosures against the requirements of Australian Accounting Standards.

Other information

The directors of Waypoint REIT Limited and VER Limited, the Responsible Entity of Waypoint REIT Trust (collectively referred to as the “directors”) are responsible for the other information. The other information comprises the information included in the annual report for the year ended 31 December 2022, but does not include the financial report and our auditor’s report thereon. Prior to the date of this auditor’s report, the other information we obtained included the Directors’ Report. We expect the remaining other information to be made available to us after the date of this auditor’s report.

Our opinion on the financial report does not cover the other information and we do not and will not express an opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor’s report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the other information not yet received, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and use our professional judgement to determine the appropriate action to take.

Responsibilities of the directors for the financial report

The directors are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of Waypoint REIT and the Trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Waypoint REIT and the Trust or to cease operations, or have no realistic alternative but to do so.

Auditor’s responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that



an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our auditor's report.

Report on the remuneration report

Our opinion on the remuneration report

We have audited the remuneration report included in pages 25 to 38 of the directors' report for the year ended 31 December 2022.

In our opinion, the remuneration report of Waypoint REIT for the year ended 31 December 2022 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

PricewaterhouseCoopers

PricewaterhouseCoopers

A handwritten signature in blue ink, appearing to read 'JDP Wills'.

JDP Wills
Partner

Sydney
27 February 2023

ADDITIONAL INFORMATION

The information below is current as at 15 March 2023.

There were 671,816,547 fully paid securities on issue, held by 13,662 securityholders. There were 404 holders holding less than a marketable parcel based on a closing price of \$2.58.

The voting rights attaching to the stapled securities, set out in section 253C of the *Corporations Act 2001*, are:

- in the case of a resolution of Waypoint REIT Limited, each shareholder has one vote for each share held in the Company; and
- in the case of a resolution of the Waypoint REIT Trust, each unitholder has one vote for each \$1.00 of the value of the units held in the Trust.

Top 20 securityholders

The top 20 largest registered securityholders as at 15 March 2023 are shown below.

Rank	Holder name	Number of securities	% of issued capital
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	179,685,762	26.75
2	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	137,239,156	20.43
3	CITICORP NOMINEES PTY LIMITED	75,497,731	11.24
4	NATIONAL NOMINEES LIMITED	50,979,894	7.59
5	BNP PARIBAS NOMS PTY LTD <DRP>	18,244,920	2.72
6	BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING DRP A/C>	17,797,325	2.65
7	CITICORP NOMINEES PTY LIMITED <COLONIAL FIRST STATE INV A/C>	6,680,501	0.99
8	IOOF INVESTMENT SERVICES LIMITED	5,528,533	0.82
9	BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD	4,975,119	0.74
10	NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	4,041,061	0.60
11	BNP PARIBAS NOMS(NZ) LTD<DRP>	3,826,182	0.57
12	WARBONT NOMINEES PTY LTD <UNPAID ENTREPOT A/C>	2,852,327	0.42
13	BNP PARIBAS NOMINEES PTY LTD <ITCHER PARTNERS DRP>	1,950,604	0.29
14	AUSTRALIAN EXECUTOR TRUSTEES LIMITED	1,610,762	0.24
15	IOOF INVESTMENT SERVICES LIMITED	1,490,325	0.22
16	NETWEALTH INVESTMENTS LIMITED <SUPER SERVICES A/C>	1,332,623	0.20
17	BNP PARIBAS NOMS PTY LTD <GLOBAL MARKETS DRP>	1,252,660	0.19
18	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,135,670	0.17
19	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	974,507	0.15
20	NULIS NOMINEES (AUSTRALIA) LIMITED	901,472	0.13
Total		517,997,134	77.11
Balance of register		153,819,413	22.89
Grand total		671,816,547	100.00

ADDITIONAL INFORMATION CONTINUED

Distribution of securityholdings as at 15 March 2023

Range	Number of holders	Number of securities	% of total
1 to 1,000	1,539	719,204	0.11
1001 to 5,000	4,384	13,050,098	1.94
5,001 to 10,000	3,376	25,345,250	3.77
10,001 to 100,000	4,253	95,379,333	14.20
100,001 and over	110	537,322,662	79.98
Total	13,662	671,816,547	100.00
Unmarketable parcels	404	21,007	

Substantial securityholders as at 15 March 2023

Date of notice received	Name of substantial securityholder	Number of securities ¹
31 Dec 2020	The Vanguard Group, Inc.	81,069,400
30 Nov 2021	BlackRock Group	54,638,681
20 Aug 2021	First Sentier Investors Holdings Pty Limited	39,265,257
23 Aug 2021	Mitsubishi UFJ Financial Group, Inc.	39,265,257
30 Nov 2022	State Street Corporation	40,972,605

1. The number of securities quoted is based on the number of securities disclosed in the substantial shareholder notices lodged by each holder. Effective 11 November 2021 Waypoint REIT has undertaken a security consolidation where each security held on 10 November 2021 was consolidated into 0.9382 securities (with any resulting fraction of an ordinary security rounded up to the next whole number of securities).

Securities purchased on-market

Waypoint REIT purchased securities on-market for the purposes of our Employee Security Plan and for the purposes of our incentive plans.

During FY22, 175,979 securities were purchased on-market at an average price of \$2.71 per security.

On-market buy-back

During FY22, Waypoint REIT conducted on-market buy-backs which completed on 21 November 2022.

The Company bought back 49.8 million securities under these programs.

Unquoted equity securities

As at 15 March 2023, Waypoint REIT has 401,583 performance rights on issue, held by four employees.

DISCLOSURES

On 1 August 2016, Waypoint REIT was granted certain waivers from the Australian Securities Exchange (ASX) with regard to ASX Listing Rule 10.1. Pursuant to those waivers, the following disclosures are outlined below.

Summary of Certain Arrangements between Waypoint REIT and Viva Energy Australia

Waypoint REIT and Viva Energy Australia have entered into a Master Agreement to govern, among other things, certain rights and obligations with respect to the properties in the Initial Portfolio and any additional service station sites that become the subject of a lease between the parties in the future.

Waypoint REIT's first right of refusal	Waypoint REIT has a first right to acquire any service station site that Viva Energy Australia offers for sale, subject to the rights of Coles Express if that site is the subject of a Site Agreement ¹ .
Viva Energy Australia's first right of refusal	Viva Energy Australia has a first right to acquire any property that is subject of a lease or which is used as a retail service station and which Waypoint REIT offers for sale, subject to the rights of Coles Express if that site is the subject of a Site Agreement ¹ .
Viva Energy Australia's call option	<ul style="list-style-type: none"> Viva Energy Australia has a call option to acquire all or any part of the Initial Portfolio upon certain insolvency trigger events. If a call option trigger event occurs and the call option is exercised by Viva Energy Australia in respect of a site, Viva Energy Australia may acquire that site for a price determined via an independent valuation process, subject to the rights of Coles Express if that site is the subject of a Site Agreement¹.
Right of first refusal on new lease properties	If Waypoint REIT proposes to grant a new lease in respect of a site which is not (and has not been) the subject of a lease to Viva Energy Australia, Waypoint REIT must first offer to lease that site to Viva Energy Australia before entering into a new lease with another party.
Right of first refusal under a third party lease	From 1 October 2020 to 1 January 2030, if Viva Energy Australia does not exercise its Third Party Lease right of first refusal in its own right, then it must offer a right of first refusal to Waypoint REIT.

As at the date of this Report, the Master Agreement is still in place and the rights of first refusals as described above still operate. In 2022 no new leases were entered into between Viva Energy Australia and Waypoint REIT.

1. Coles Express has a right of first refusal in respect of any disposal of any site that is the subject of a Site Agreement, but that right is unlikely to apply to any transfer between Viva Energy Australia and Waypoint REIT. Please refer to PDS Section 13.2 for a summary of the Master Agreement and PDS Section 13.10 for a summary of the Site Agreement.

GLOSSARY

Alliance	Arrangement between Coles Express and VEA in respect of the operation of a national network of retail fuel and convenience sites
AMTN	Australian Medium-Term Notes
ASX	Australian Securities Exchange
bps	Basis points
CAGR	Compound annual growth rate
Coles Express	Coles Express, a division of Coles Group Limited (ABN 11 004 089 936)
COVID-19	Infectious disease caused by a newly discovered coronavirus in 2019 – COVID and COVID-19 describe the global pandemic as a result of the virus
CPI	Consumer Price Index
cps	Cents per security
DEPS	Distributable Earnings per security. Calculated as Distributable Earnings divided by the weighted average number of ordinary securities on issue during the period
Distributable Earnings	This is a non-IFRS measure being statutory net profit adjusted to remove transaction costs and non-cash items, including straight-lining of rental income, amortisation of debt and establishment fees and any fair value adjustments to investment properties or derivatives
Distributable EPS	Distributable Earnings Per Security – calculated as Distributable Earnings divided by the weighted average number of ordinary securities on issue during the period
Employee Security Plan	An equity incentive plan under which participating employees are eligible to receive Waypoint REIT stapled securities on a deferred settlement basis under the short-term incentive (STI) and general employee offer plans and performance rights under the long-term incentive (LTI) Plan
EPS	Earnings per security
FY	Waypoint REIT financial year, being year end 31 December
Gearing	Net debt (excluding foreign exchange and fair value hedge adjustments) to total assets (excluding cash)
Interest Cover Ratio	Earnings before interest, tax, depreciation and amortisation (excluding any asset revaluations, mark-to-market movements and transaction costs) divided by net interest expense
IPO	Initial Public Offering
Liquidity	Measure of funding available to Waypoint in the short term. Includes unrestricted cash, undrawn debt and asset sale deposit receivable net of distribution provision
LTI plan	Long Term Incentive Plan
M&A expenses	Management and administration expenses

Master Agreement	The agreement between Viva Energy Australia and Viva Energy REIT, as summarised in Section 13.2 of the PDS
MER	Management expense ratio is calculated as the ratio of M&A expenses (excludes net property expenses) over average total assets (excluding derivative financial assets)
Metropolitan	Includes capital cities and other metro
Moody's	Moody's Investors Service
Net Interest Expense	Finance costs less finance income
NNN	See triple net lease
NTA	Net tangible assets
Popn	Population of Australia
Review Event	The review event triggered under Waypoint REIT's debt facilities as a result of Viva Energy Australia's sell down of its securityholding in Waypoint REIT in February 2020. As a result, existing lenders at the time had a period of 60 days to consult as to the continuation of the existing facilities
S&P	Standard & Poor's Financial Services LLC
S&P CSA	S&P Global Corporate Sustainability Assessment
Site Agreement	The leases, licences and options between Viva Energy Australia (as lessor, licensor and grantor respectively) and Coles Express (as lessee, licensee and grantee respectively) relating to sites that Coles Express occupies. This extends to Coles Express having certain rights to acquire the properties in the Portfolio, as described in Section 13.10 of the PDS
TCFD	Task Force on Climate-related Financial Disclosures
Triple net lease (NNN)	A lease where the tenant is responsible for all outgoings relating to the property being leased in addition to the rent fee applied under the lease. This includes all repairs and maintenance (including structural repairs and maintenance), rates, taxes, insurance and other direct property costs
USPP	United States Private Placement
Viva Energy Australia	Viva Energy Australia Pty Ltd (ABN 46 004 610 459) (a wholly owned subsidiary of Viva Energy Group Limited ABN 74 626 661 032)
Waypoint REIT or WPR	Waypoint REIT is a stapled entity comprising one share in Waypoint REIT Limited (ABN 35 612 986 517) and one unit in the Waypoint REIT Trust (ARSN 613 146 464)
WALE	Weighted average lease expiry, weighted by rental income
WARR	Weighted average rent review, weighted by rental income

CORPORATE DIRECTORY

Waypoint REIT Limited

ABN 35 612 986 517

Waypoint REIT Trust

ARSN 613 146 464

VER Limited

ACN 609 868 000 AFSL 483795
Responsible Entity

Registered office

Level 15, 720 Bourke Street
Docklands VIC 3008 Australia
Telephone: +61 3 9081 8439
www.waypointreit.com.au

Directors of Waypoint REIT Limited

Laurence Brindle
Georgina Lynch
Susan MacDonald
Stephen Newton
Hadyr Stephens

Directors of VER Limited

Laurence Brindle
Georgina Lynch
Susan MacDonald
Stephen Newton
Hadyr Stephens

Company Secretary

Tina Mitas

Auditor

PricewaterhouseCoopers
One International Towers Watermans Quay
Barangaroo NSW 2000 Australia

Security registry

Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: 1300 554 474

Investor enquiries and correspondence

admin@waypointreit.com.au

Stock exchange listing

Waypoint REIT stapled securities are
listed on the Australian Securities
Exchange with the code WPR.

Important information

Waypoint REIT is a stapled entity comprising one share in Waypoint REIT Limited (ABN 35 612 986 517) and one unit in Waypoint REIT Trust (ARSN 613 146 464).

The Responsible Entity of Waypoint REIT Trust is VER Limited ACN 609 868 000 Level 15, 720 Bourke Street, Docklands VIC 3008

Reporting period

This Annual Report details the consolidated results of Waypoint REIT for the year ended 31 December 2022.

Disclaimer

This Annual Report is for information purposes only, is of a general nature, does not constitute financial product advice, nor is it intended to constitute legal, tax or accounting advice or opinion. It does not constitute in any jurisdiction, whether in Australia or elsewhere, an invitation to apply for or purchase stapled securities of Waypoint REIT or any other financial product.

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The information contained in this Annual Report is current as at the date it is published and is subject to change without notice. To the maximum extent permitted by law and subject to any continuing

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This Annual Report contains forward-looking statements, including statements regarding the plans, strategies and objectives of Waypoint REIT management and distribution guidance. To the extent that certain statements in this Annual Report may constitute 'forward-looking statements' or statements about 'future matters', the information reflects Waypoint REIT's intent, belief or expectations at the date of the Annual Report. Forward-looking statements can generally be identified by the use of forward-looking words such as 'expect', 'anticipate', 'likely', 'intend', 'should', 'could', 'may', 'predict', 'plan', 'propose', 'will', 'believe', 'forecast', 'estimate', 'target', 'guidance' and other similar expressions. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements. Any forward-looking statements, including projections, guidance on future revenues, earnings and estimates, are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Waypoint REIT's actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Any forward-looking statements, opinions and estimates in this presentation are based on assumptions and contingencies that are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. This Annual Report may not be reproduced or published, in whole or in part, for any purpose without the prior written permission of Waypoint REIT.



