



## WAYPOINT REIT – APPENDIX 4E FOR THE YEAR ENDED 31 DECEMBER 2024

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

Waypoint REIT is a stapled entity, with each stapled security comprising one share in Waypoint REIT Limited (ABN 35 612 986 517) and one unit in Waypoint REIT Trust (ARSN 613 146 464) and their controlled entities (**Waypoint REIT**).

### REPORTING PERIOD

This Financial Report details the consolidated results of Waypoint REIT for the year ended 31 December 2024 (**FY24**). The comparative figures for the Profit and Loss are for the year ended 31 December 2023 (**FY23**) and the comparative figures for the Balance Sheet are as at 31 December 2023.

### RESULTS FOR ANNOUNCEMENT TO THE MARKET

Profit and Loss	FY24 (\$'million)	FY23 (\$'million)	Change
Revenue from ordinary activities	165.0	164.3	0.4%
Net profit / (loss) after tax	131.5	(79.1)	266.2%
Distributable Earnings <sup>1</sup>	110.7	110.7	-
Distributable EPS (cents per security) <sup>2</sup>	16.48	16.48	-

Balance Sheet	31 Dec 2024 (\$'million)	31 Dec 2023 (\$'million)	Change
Total assets	2,825.0	2,797.9	1.0%
Net assets	1,854.8	1,832.6	1.2%
Net tangible assets (per security)	\$2.76	\$2.73	1.1%

<sup>1</sup> *Distributable Earnings is a non-statutory measure of profit and is calculated as net profit adjusted to remove transaction costs, amortisation of tenant incentives, specific non-recurring items and non-cash items (including straight-lining of rental income, the amortisation of debt establishment fees, long-term incentive expense and any fair value adjustment to investment properties and derivatives).*

<sup>2</sup> *Calculated on a weighted average basis using unrounded figures.*

## RESULTS COMMENTARY

### Financial Performance

- Distributable Earnings in FY24 were consistent with FY23 at \$110.7 million, with increased rental income from annual rent escalations (\$4.8 million) and lower operating expenses (\$0.2 million) offset by higher net interest expense due to a higher cost of debt (\$4.8 million) and higher tax expense (\$0.2 million).
- Distributable Earnings per security were 16.48 cents, in line with FY23.
- The statutory result increased by \$210.6 million from a statutory net loss of \$79.1 million in FY23 to a net profit of \$131.5 million in FY24, primarily driven by valuation movements on investment property, with a net gain of \$28.4 million in FY24 compared to a net loss of \$184.5 million in FY23.
- Net tangible assets per security at 31 December 2024 increased by 1.1% to \$2.76 (31 December 2023: \$2.73) primarily due to net valuation movements on investment property.

### Property Portfolio

- 158 investment properties (representing approximately 40% of the portfolio by value) were independently valued during the year, including 77 at 30 June 2024 and 81 at 31 December 2024. Directors' valuations were performed on the balance of the portfolio at each balance date.
- The weighted average capitalisation rate of the portfolio at 31 December 2024 was 5.72% (31 December 2023: 5.68%).
- At 31 December 2024, the weighted average lease expiry by income was 7.1 years (31 December 2023: 8.1 years) and portfolio occupancy was 99.9% (31 December 2023: 99.9%).

### Capital Management

- As at 31 December 2024:
  - Gearing was 32.6%<sup>3</sup> (within the target range of 30-40%).
  - Drawn debt was \$931.6 million, with undrawn facilities of \$167.0 million.
  - The weighted average debt maturity was 4.1 years, with no debt facilities maturing until December 2025 (this facility was undrawn at year end).
  - 93% of Waypoint REIT's debt was hedged through a combination of fixed rate debt and interest rate swaps. The weighted average maturity of fixed rate debt and hedges was 2.6 years.
- During the year, Waypoint REIT entered into a new \$500.0 million syndicated bank debt facility with proceeds used to repay and cancel \$450.0 million of existing bank facilities and term loans. The new facility ranks equally with Waypoint REIT's existing senior, unsecured debt and is structured across three tranches: a \$150.0 million three-year term loan, a \$250.0 million five-year revolving credit facility and a \$100.0 million seven-year term loan.
- During the period, Waypoint REIT also entered into \$325.0 million of additional forward start interest rate swaps. These swaps add to interest rate hedging between FY25 and FY29, further supporting the resilience of Waypoint REIT's earnings against volatility in floating interest rates.

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<sup>3</sup> Calculated as net debt (excluding foreign exchange and fair value hedge adjustments) / total assets excluding cash. This differs from Covenant Gearing which is equal to 34.3%.

## DISTRIBUTIONS

	Cents per security	Date paid or payable
Final for the year ended 31 December 2023	4.10	26 February 2024
Interim for the quarter ended 31 March 2024	4.12	10 May 2024
Interim for the quarter ended 30 June 2024	4.12	29 August 2024
Interim for the quarter ended 30 September 2024	4.12	15 November 2024
Final for the year ended 31 December 2024*	4.12	27 February 2025

\* Record date for this distribution was 31 December 2024.

Distributions were 100% from Australian sourced income from Waypoint REIT Trust. No franked dividends were paid or payable from Waypoint REIT Limited. Waypoint REIT's Distribution Reinvestment Plan (**DRP**) is currently inactive.

## ADDITIONAL INFORMATION

For additional information regarding the results of Waypoint REIT for the year ended 31 December 2024, please refer to the FY24 Results – ASX Release and the FY24 Results Presentation lodged with ASX on 27 February 2024. Attached with this Appendix 4E is a copy of the financial report for the year ended 31 December 2024.

This report is based on Waypoint REIT's 31 December 2024 financial report, which has been audited by PricewaterhouseCoopers. The Independent Auditor's Report provided by PricewaterhouseCoopers is included in the 31 December 2024 financial report.



# FINANCIAL REPORT

For the Year Ended  
**31 December 2024**

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## 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 2024.

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 is 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:

Georgina Lynch	Independent Non-Executive Chair
Susan MacDonald	Independent Non-Executive Director
Christopher Lawton	Independent Non-Executive Director
Gai McGrath	Independent Non-Executive Director (appointed 1 August 2024)
Laurence Brindle	Independent Non-Executive Chair (retired 15 May 2024)
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:

Georgina Lynch	Independent Non-Executive Chair
Susan MacDonald	Independent Non-Executive Director
Christopher Lawton	Independent Non-Executive Director
Gai McGrath	Independent Non-Executive Director (appointed 1 August 2024)
Laurence Brindle	Independent Non-Executive Chair (retired 15 May 2024)
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 network 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

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

## Distribution to securityholders

Distributions paid during the period were as follows:

	2024 \$ million	2023 \$ million
<b>Distributions paid in the period to 31 December 2024</b>		
Final distribution for year ended 31 December 2023 – 4.10 cents per security paid on 26 February 2024	27.5	-
Interim distribution for the quarter ended 31 March 2024 – 4.12 cents per security paid on 10 May 2024	27.7	-
Interim distribution for the quarter ended 30 June 2024 – 4.12 cents per security paid on 29 August 2024	27.7	-
Interim distribution for the quarter ended 30 September 2024 – 4.12 cents per security paid on 15 November 2024	27.7	-
<b>Distributions paid in the period to 31 December 2023</b>		
Final distribution for year ended 31 December 2022 – 4.03 cents per security paid on 27 February 2023	-	27.1
Interim distribution for the quarter ended 31 March 2023 – 4.12 cents per security paid on 12 May 2023	-	27.7
Interim distribution for the quarter ended 30 June 2023 – 4.16 cents per security paid on 28 August 2023	-	27.9
Interim distribution for the quarter ended 30 September 2023 – 4.10 cents per security paid on 15 November 2023	-	27.5
<b>Total distributions paid</b>	<b>110.6</b>	<b>110.2</b>

A distribution of 4.12 cents per security (\$27.7 million) is to be paid on 27 February 2025 for the quarter ended 31 December 2024 and this has been provided for in the financial statements.

## Operating and financial review

Distributable Earnings in FY24 were consistent with FY23 at \$110.7 million, with increased rental income from annual rent escalations (\$4.8 million) and lower operating expenses (\$0.2 million) offset by higher net interest expense due to a higher cost of debt (\$4.8 million) and higher tax expense (\$0.2 million).

Distributable Earnings per security were 16.48 cents, in line with FY23.

The statutory result increased by \$210.6 million from a statutory net loss of \$79.1 million in FY23 to a net profit of \$131.5 million in FY24, primarily driven by valuation movements on investment property, with a net gain of \$28.4 million in FY24 compared to a net loss of \$184.5 million in FY23.

The management expense ratio (MER) in FY24 was 0.30% (FY23: 0.30%) with lower operating expenses offset by the impact of a lower asset base as a result of valuation movements on investment properties.

Gearing was 32.6%<sup>4</sup> as at 31 December 2024 (31 December 2023: 32.8%). Net tangible assets per security at 31 December 2024 increased by 1.1% to \$2.76 (31 December 2023: \$2.73) primarily due to net valuation movements on investment property.

<sup>4</sup> Calculated as net debt (excluding foreign exchange and fair value hedge adjustments) / total assets excluding cash. This differs from Covenant Gearing which is equal to 34.3%.

## Key financial metrics

	FY24	FY23
Statutory net profit / (loss) after tax	\$131.5 million	(\$79.1) million
Distributable Earnings <sup>(1)</sup>	\$110.7 million	\$110.7 million
Distributable EPS	16.48 cents	16.48 cents
Management expense ratio <sup>(2)</sup>	0.30%	0.30%

	31 Dec 2024	31 Dec 2023
Total assets	\$2,825.0 million	\$2,797.9 million
Gross borrowings	\$931.6 million	\$927.6 million
Net assets	\$1,854.8 million	\$1,832.6 million
NTA per security	\$2.76	\$2.73
Gearing <sup>(3)</sup>	32.6%	32.8%
Covenant Gearing <sup>(4)</sup>	34.3%	34.6%

<sup>(1)</sup> *Distributable Earnings is a non-statutory measure of profit and is calculated as net profit adjusted to remove transaction costs, amortisation of tenant incentives, specific non-recurring items and non-cash items (including straight-lining of rental income, the amortisation of debt establishment fees, long-term incentive expense and any fair value adjustment to investment properties and derivatives).*

<sup>(2)</sup> *Management expense ratio is calculated on an annualised basis as the ratio of operating expenses (excluding net property expenses) over average total assets (excluding derivative financial assets).*

<sup>(3)</sup> *Gearing is calculated as net debt (excluding foreign exchange and fair value hedge adjustments) / total assets excluding cash.*

<sup>(4)</sup> *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

	FY24 \$ million	FY23 \$ million
Rental income	162.3	157.5
Finance income	1.1	0.9
<b>Total operating income</b>	<b>163.4</b>	<b>158.4</b>
Operating expenses	(9.7)	(9.9)
Interest expense	(42.8)	(37.8)
Income tax expense	(0.2)	-
<b>Distributable Earnings</b>	<b>110.7</b>	<b>110.7</b>
Net fair value gain / (loss) on investment properties	28.4	(184.5)
Net profit / (loss) on sale of investment properties	0.2	-
Straight-line rental income	1.6	5.9
Amortisation of borrowing costs	(2.8)	(1.7)
Amortisation of tenant incentives	-	-
Net loss from derivative financial instruments	(6.4)	(9.3)
Long-term incentive expense	(0.2)	(0.2)
<b>Statutory net profit / (loss) after tax</b>	<b>131.5</b>	<b>(79.1)</b>

## Investment property portfolio

	31 Dec 2024	31 Dec 2023
Total value of investment properties	\$2,793.5 million	\$2,769.3 million
Total properties in portfolio	400	402
Portfolio occupancy	99.9%	99.9%
Weighted average capitalisation rate	5.72%	5.68%
Weighted average lease expiry	7.1 years	8.1 years

During the year, 158 investment properties (representing approximately 40% of the portfolio, by number) were independently valued, including 77 at 30 June 2024 and 81 at 31 December 2024. Directors' valuations were performed on the balance of the portfolio at each balance date (319 investment properties at 31 December 2024).

## Capital management

As at 31 December 2024:

- Gearing was 32.6%<sup>5</sup> (within the target range of 30-40%);
- Drawn debt was \$931.6 million with \$167.0 million of undrawn facilities;
- Weighted average debt maturity was 4.1 years; and
- 93% of Waypoint REIT's debt was hedged through a combination of fixed rate debt and interest rate swaps. The weighted average maturity of fixed rate debt and hedges was 2.6 years.

During the year, Waypoint REIT entered into a new \$500.0 million syndicated bank debt facility with proceeds used to repay and cancel \$450.0 million of existing bank facilities and term loans. The new facility ranks equally with Waypoint REIT's existing senior, unsecured debt and is structured across three tranches: a \$150.0 million three-year term loan, a \$250.0 million five-year revolving credit facility and a \$100.0 million seven-year term loan.

During the period, Waypoint REIT also entered into \$325.0 million of additional forward start interest rate swaps. These swaps add to interest rate hedging between FY25 and FY29, further supporting the resilience of Waypoint REIT's earnings against volatility in floating interest rates.

## Matters subsequent to the end of the financial period

No matter or circumstance has arisen since 31 December 2024 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.

## 2025 outlook

Waypoint REIT expects to deliver Distributable Earnings per security of 16.48 cents in 2025, in line with 2024.

The guidance assumes no buybacks / capital returns, acquisitions or redevelopment expenditure in 2025, although we will consider opportunities to do so if in the best interests of securityholders. The guidance also assumes the sale of three non-core assets currently in due diligence (book value of approximately \$15.0 million) and no material changes in Waypoint REIT's operating environment.

<sup>5</sup> Calculated as net debt (excluding foreign exchange and fair value hedge adjustments) / total assets excluding cash. This differs from Covenant Gearing which is equal to 34.3%.



## 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**

94.2% of Waypoint REIT's rental income is currently received from Viva Energy. If Viva Energy's financial standing materially deteriorates and impacts its ability to make rental payments, Waypoint REIT's financial results, financial position and ability to service and/or obtain financing will 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), risks to the successful integration of the recent acquisition of Coles Express or On The Run or other factors outside the control of Waypoint REIT 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.

### **Market rents**

Market rents are a key component of Waypoint REIT's biannual investment property valuation process, with independent market rent determinations also incorporated into the majority of lease extension options where the parties cannot agree on the market rent for a particular property. The assessment of market rents is subjective, and there is a risk that the market rent set by an independent valuer at the end of the current lease term will be different to the market rent used by Waypoint REIT's independent valuer (for independently valued properties) or Waypoint REIT itself (for Directors' valuations), which could have an impact on future investment property valuations and Waypoint REIT's future income.

### **Re-leasing and vacancy risk**

Waypoint REIT's property portfolio is 99.9% occupied with a weighted average lease expiry of 7.1 years and only 6 leases (representing 0.7% of annual rental income) are due to expire before the end of 2025. The majority of the portfolio (354 of 416 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).

### **Investment property value risk**

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 of, and demand for, fuel and convenience retail properties, general property market conditions, climate risks, the remaining lease term of individual properties, 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, also, in part, can mitigate this risk.

In addition, where a tenant proposes to undertake capital works on the property, there is a risk that this will adversely impact the value of the asset. The majority of leases with Viva Energy include clauses that allow the tenant to undertake capital works on the property. This right is typically subject to the landlord's consent, which cannot be unreasonably withheld. As landlord, a key consideration for Waypoint REIT when providing this consent is any potential adverse impact on the value of the asset and this will largely depend on the facts in any given situation.

### **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 354 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 or climate-change related 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.

Extreme weather and other climate change-related events have the potential to damage Waypoint REIT's assets and disrupt the tenants' operations. Although 376 of Waypoint REIT's 400 properties (89.8% of the portfolio by value) are 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 adversely 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, has a business continuity and cyber incident response plan, maintains regular data backups, 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, changes to Waypoint REIT's credit rating as well as sector-specific environmental, sustainability and governance considerations could impact Waypoint REIT's ability to refinance its debt facilities when required or 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 or raise equity 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. There is also no guarantee that Waypoint REIT will be able to raise equity. 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 for compliance and consider the refinancing options and timing available to Waypoint REIT.

### **Cash flow and fair value interest rate risk**

Waypoint REIT's 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 2024.

## **Information on Directors**

### **Georgina Lynch**

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

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 and an Independent Non-Executive Director of both Vicinity Centres and PEXA.

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

Susan is currently a Non-Executive Director of both Queensland Investment Corporation (QIC) and Landcom, an Independent Non-Executive Director of Cbus Property 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).

### **Christopher Lawton**

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

Chris has over 40 years' experience in professional services, including 25 years as an audit partner with EY during which he focused on the real estate sector. Chris' experience includes both assurance and transaction advisory roles working with some of the largest real estate owners, managers and developers in Australia. Chris also spent time in the USA supporting organisations with international portfolios spanning North America, Japan and Europe.

Chris is currently an Independent Non-Executive Director of Stockland Corporation Limited.

Chris holds a Bachelor of Commerce from the University of New South Wales and is a member of Chartered Accountants Australia and New Zealand.

#### **Gai McGrath (appointed 1 August 2024)**

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

Gai is currently an Independent Non-Executive Director of Insignia Financial Group, Steadfast Group, and HBF Health. She is a former chair of BT Funds Management and Humanitix and a former director of a number of entities including Investa Office Fund, Helia Group and Landcom.

Prior to her board career, Gai was a senior executive in the financial services sector. She was with the Westpac Group for 12 years including having responsibility for the flagship Retail Banks in Australia and New Zealand and in senior roles in the bank's wealth management division, BT Financial Group.

Gai holds a Master of Laws (Distinction), Bachelor of Laws (Hons) and Bachelor of Arts.

#### **Hadyn Stephens**

Managing Director and Chief Executive Officer.

Hadyn has approximately 25 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.

#### **Laurence Brindle (retired 15 May 2024)**

Up to the date of his retirement, Laurence was 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 Corporation Limited.

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 Master of Business Administration from Bayes Business School, London, where he graduated with distinction.

#### **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 2024, 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
Georgina Lynch	11	11	11	11	5	5	3	3	2	2
Susan MacDonald	11	10	11	10	5	4	3	3	2	2
Christopher Lawton	11	11	11	11	5	5	3	3	2	2
Gai McGrath ***	4	4	4	4	3	3	1	1	1*	1*
Laurence Brindle **	5	5	5	5	1	1	2	2	-	-
Hadyn Stephens	11	11	11	11	5*	5*	3*	3*	2*	2*

A Number of meetings held during the time the Director held office or was a member of the Board Committee during the year.

B Number of meetings attended.

\* Attends committee meeting as an invitee / guest.

\*\* Retired as a Director on 15 May 2024.

\*\*\* Appointed as a Director on 1 August 2024.

## Remuneration Report

This remuneration report (**Remuneration Report**) presents Waypoint REIT's remuneration arrangements for Key Management Personnel (**KMP**) for the year ended 31 December 2024. 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 2024.

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 the interests of our executives and securityholders.

### 2024 remuneration considerations

Waypoint REIT entered 2024 in a solid position with a high-quality, well-positioned fuel and convenience portfolio. The strategic and capital management initiatives undertaken in preceding years have enabled Waypoint REIT to maintain earnings and distributions in the face of continued macro-economic headwinds, including elevated inflationary pressures and higher interest rates. These previous initiatives included selling \$284 million of non-core assets in a strong market for vendors, returning \$303 million of capital to securityholders, maintaining gearing at the lower end of our target range and ensuring Waypoint REIT was insulated against higher interest rates by maintaining a high level of interest rate hedging.

2024 saw a continuation of macro-economic pressures across the Australian economy, including persistent inflation and 'higher for longer' interest rates, with the Reserve Bank of Australia maintaining its target cash rate at 4.35% following 425 basis points of increases since 2022. Rising interest rates have had a significant impact on real estate markets, including fuel and convenience retail real estate, with subdued transaction activity and increasing capitalisation rates throughout the year.

Waypoint REIT's major tenant, Viva Energy, also made a number of important changes across its Convenience and Mobility Division in 2024, including the acquisition of leading convenience retailer On The Run (**OTR**) in March 2024 following the acquisition of Coles Express in May 2023.

Against this backdrop, the Board believes that Waypoint REIT's management team has demonstrated a solid performance in 2024, delivering Distributable Earnings per security (**DEPS**) in line with both guidance and 2023 DEPS, prudently managing Waypoint REIT's capital structure and interest rate hedging profile and completing several initiatives related to Waypoint REIT's medium and long-term strategy.

The key achievements of Waypoint REIT's team in 2024 include:

- Delivering 2024 DEPS of 16.48 cents, in line with guidance and in line with the 2023 result;
- Significant refinancing of bank debt facilities via the establishment of a new \$500.0 million multi-tranche syndicated debt facility, the extension of a \$100.0 million bilateral facility and the early termination and repayment of \$450.0 million of existing syndicated debt facilities and term loans;
- 100% tenant retention on 2024 lease expiries and solid progress on 2025 lease expiries;
- Disciplined operating cost control with Waypoint REIT's MER steady at 30 bps despite declining asset values;
- Further insulating Waypoint REIT's interest rate exposure by actively managing its interest rate hedging profile, with 93% of Waypoint REIT's drawn debt being hedged at 31 December 2024;
- Comprehensive analysis completed on risks and opportunities arising from VEA's proposed OTR roll-out, including potential landlord funding structures;
- Preparing and executing disposal strategies for the priority non-core asset list resulting in two non-core assets being sold / unconditionally exchanged by year end despite subdued purchaser sentiment; and
- Progressing Waypoint REIT's ESG framework and Board-level reporting, including further preparatory work readying Waypoint REIT for mandatory climate reporting; and maintaining net measured

emissions with respect to Scope 1, Scope 2 and direct Scope 3 emissions at zero via the utilisation of accredited carbon offsets.

## **Board and management**

Laurence Brindle retired as a non-executive director on 15 May 2024. Laurence joined the Board as Non-Executive Chair in July 2016 and was a member of the Audit and Risk Management Committee, Remuneration Committee and Nomination Committee.

Georgina Lynch was elected as Non-Executive Chair with effect from 15 May 2024. Georgina joined the Board as a Non-Executive Director in July 2016 and remains the Chair of the Nomination Committee and a member of the Audit and Risk Management Committee and Remuneration Committee.

Gai McGrath joined the Board as a Non-Executive Director on 1 August 2024. Gai has been a professional Non-Executive Director for over 8 years at both listed and unlisted organisations. Prior to her board career, Gai was a senior executive in the financial services sector including 12 years with the Westpac Group, where she was responsible for the flagship retail banks in Australia and New Zealand and held senior roles in the bank's wealth management division, BT Financial Group. Gai is Chair of Waypoint REIT's Remuneration Committee and a member of the Audit and Risk Management Committee.

There were no changes to Waypoint REIT's management team during 2024.

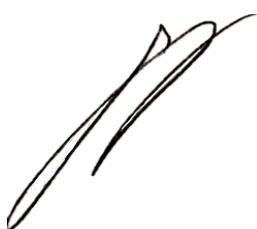
## **2024 summary remuneration outcomes**

In recognition of the above achievements, the Board has awarded Executive KMP 66.7% of their maximum short-term incentive (**STI**) for the year ended 31 December 2024.

The 2021 long-term incentive (**LTI**) plan's three-year performance period ended on 31 December 2023. The vesting outcome for this plan was considered by the Remuneration Committee and Board in 2024 and resulted in approximately 38% of the securities under the plan (or 43,188 securities) vesting.

The 2022 LTI plan's three-year performance period ended on 31 December 2024. The vesting outcome for this plan will be considered by the Remuneration Committee and Board in 2025.

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.



Gai McGrath  
Chair, Remuneration Committee



## Report structure

This report is divided into the following sections:

- (i) Key Management Personnel (**KMP**)
- (ii) Remuneration governance
- (iii) Remuneration Policy for Executive KMP (defined as the Managing Director and Chief Executive Officer (**MD/CEO**) and Other Reported Executives)
- (iv) FY24 annual remuneration summary
- (v) Detailed remuneration outcomes
- (vi) Executive KMP equity holdings
- (vii) Other information
- (viii) Remuneration Policy for Non-Executive Independent Directors
- (ix) Non-Executive Independent Directors fees and other information

### (i) Key Management Personnel (KMP)

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
<b>Independent Non-Executive Directors</b>		
Georgina Lynch	Chair from 15 May 2024	Full year
Susan MacDonald	Director	Full year
Christopher Lawton	Director	Full year
Gai McGrath	Director	From appointment on 1 August 2024
Laurence Brindle	Chair	Up to retirement on 15 May 2024
<b>Managing Director</b>		
Hadyn Stephens	Managing Director & Chief Executive Officer	Full Year
<b>Other Reported Executives</b>		
Aditya Asawa	Chief Financial Officer	Full Year
Tina Mitas	General Counsel & Company Secretary	Full Year

### (ii) 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 considers a range of remuneration matters (including Fixed Annual Remuneration (**FAR**), Short-Term Incentives (**STI**) and Long-Term Incentives (**LTI**) for Executive KMP), Board and Committee fees and makes recommendations to the Board for 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.

### (iii) 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. Our remuneration framework is 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 the interests of securityholders.

#### Remuneration structure

Our Executive KMP compensation structure maintains an appropriate balance of fixed and variable elements, aligning with both Waypoint REIT's needs and principles of fair reward.

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 high performing executives to lead and deliver 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 maximum STI, 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.

There were no changes to the remuneration framework for Executive KMP in 2024.

## 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	To motivate and reward executives for increasing securityholder value by meeting or exceeding Waypoint REIT and individual targets determined by the Board.												
Performance conditions	<p>The value of the STI award for each Executive KMP is determined as follows.</p> <table border="1"> <thead> <tr> <th>Criteria</th> <th>Award scale</th> <th>Criteria</th> </tr> </thead> <tbody> <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. Award determined at the Board's discretion based on the 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> </tbody> </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 FY24 KPIs are detailed in section (v). The Board has selected DEPS (as defined on page 4 of the Financial Report) as the most appropriate financial measure as it enables alignment with the actual distributions paid to securityholders.</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. Award determined at the Board's discretion based on the 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. Award determined at the Board's discretion based on the 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	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.												
Delivery	<p><b>MD/CEO</b></p> <p>50% of the STI entitlement is payable in cash and the remaining 50% is payable in securities subject to trade-lock with 25% vesting approximately one year after grant date and 25% vesting approximately two years after grant date.</p> <p><b>Other Reported Executives</b></p> <p>Two-thirds of the STI entitlement is payable in cash and the remaining one-third is payable in securities subject to trade-lock with vesting approximately one year after grant date.</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	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. In all other circumstances (including due to genuine retirement, redundancy, death, permanent disability, ill health, the expiry of a fixed term contract or separation by mutual agreement), Executive KMP will be eligible for an STI award based on the portion of the vesting period that has elapsed up until the date of cessation (unless the Board determines otherwise).												
Board discretion	STI entitlements are at the sole discretion of the Board. Waypoint REIT can amend, replace or withdraw any incentive program in its absolute discretion.												

## 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, with a three-year performance period. Performance rights will be allocated to eligible executives (including all Executive KMP) on or around the date of the Annual General Meeting (e.g. FY24 performance rights were allocated in May 2024) based on a percentage of maximum STI (as determined by the Remuneration Committee).										
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 recommended by the Remuneration Committee and approved by the Board) 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	The performance period commences on 1 January of the year performance rights are granted and concludes on the third anniversary date (e.g. FY24 performance rights: 1 January 2024 to 31 December 2026). Performance rights will vest on or around 1 March following the end of the performance period (e.g. the FY24 performance rights will vest on or around 1 March 2027).										
Vesting conditions	Vesting of the performance rights will be subject to the achievement of two vesting conditions: <ul style="list-style-type: none"> <li>- 50% of the performance rights will be tested against a relative Total Securityholder Return (TSR) condition; and</li> <li>- the remaining 50% of the performance rights will be tested against an average growth in DEPS condition.</li> </ul> See below for further details.										
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 FY24 comparator group of companies comprises the constituents of the S&amp;P/ASX 300 A-REIT index as at 1 January 2024). 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 FY24 performance rights is shown in the table.</p> <table border="1"> <thead> <tr> <th>Percentile ranking</th> <th>Vesting level of performance rights subject to TSR condition</th> </tr> </thead> <tbody> <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> </tbody> </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.</p> <p>The vesting schedule applicable for the FY24 performance rights is shown in the table.</p> <table border="1"> <thead> <tr> <th>Average annual growth in DEPS</th> <th>Vesting level of performance rights subject to the DEPS condition</th> </tr> </thead> <tbody> <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> </tbody> </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&amp;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"> <li>• organic rental growth of WPR's property portfolio (the majority of the portfolio is subject to fixed annual rental reviews of 3.0%);</li> <li>• the effect of gearing (target gearing: 30-40%); and</li> <li>• WPR's historical performance.</li> </ul>
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 'clawback' 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 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.

#### (iv) FY24 annual remuneration summary

There were no changes to the remuneration framework for Executive KMP in 2024.

#### STI outcomes

In assessing Executive KMP delivery against their respective and collective KPIs, the Remuneration Committee has determined the following assessment of achievement against the KPI criteria.

Criteria	Award scale	Criteria	Remuneration Committee assessment
Financial	0 – 33.3%	Delivery of initial Distributable Earnings per security ( <b>DEPS</b> ) guidance.	Achieved in full.
Financial – outperformance	0 – 33.3%	Delivery of DEPS in excess of initial guidance.	Not 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.	Achieved in full.

Accordingly, all members of the Executive KMP have been awarded 66.7% (two-thirds) of their maximum STI for the year ended 31 December 2024.

#### LTI outcomes

The 2021 LTI plan's three-year performance period ended on 31 December 2023. The vesting outcome for this plan was considered by the Remuneration Committee and Board in 2024 and resulted in approximately 38% of the securities under the plan vesting.

For the TSR condition, Waypoint REIT delivered a TSR of 6.71% over the performance period, which ranked WPR 11 out of 28 constituents in the comparator group (62nd percentile). After applying the vesting schedule applicable to the TSR condition, this resulted in a vesting outcome of approximately 76% for this vesting condition.

For the DEPS condition, Waypoint REIT delivered average annual DEPS growth of 2.83% over the performance period, which is below the minimum 3.75% required for vesting. This resulted in a vesting outcome of 0% for this vesting condition.

Vesting condition	Weight	Vesting outcome	Weighted vesting outcome
TSR condition	50%	76%	38%
DEPS condition	50%	0%	0%
<b>Overall plan</b>			<b>38%</b>

The 2022 LTI plan's three-year performance period ended on 31 December 2024. The vesting outcome for this plan will be considered by the Remuneration Committee and Board in 2025.

## (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 securityholder returns. 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.

	2020	2021	2022	2023	2024
Statutory profit / (loss) after tax (\$m)	279.9	443.6	133.8	(79.1)	131.5
Distributable earnings <sup>1</sup> (\$m)	118.5	122.6	116.1	110.7	110.7
Basic earnings per security (cents)	35.79	57.17	19.00	(11.77)	19.57
DEPS <sup>1</sup> (cents)	15.15	15.80	16.48	16.48	16.48
Distributions paid/payable (cents)	15.14	15.97	16.60	16.48	16.48
Capital return (cents)	-	17.00	-	-	-
Closing security price (31 December)	\$2.73	\$2.83	\$2.75	\$2.44	\$2.33
Net tangible assets per security	\$2.49	\$2.95	\$3.02	\$2.73	\$2.76
Weighted average securities on issue (m)	782.0	775.8	704.4	671.8	671.8

<sup>1</sup> These measures are unaudited

### FY24 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 FY24 are shown in the following table.

Element	Award scale	Criteria
Financial	0 – 33.3%	Achieve FY24 DEPS guidance as announced on 26 February 2024 (16.32 to 16.48 cents). Initial guidance must be met in order for any award under this criteria.
Financial – outperformance	0 – 33.3%	Exceed the FY24 DEPS guidance as announced on 26 February 2024 (16.32 to 16.48 cents). Award determined at the Board's discretion based on the 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.

Individual KPIs are formulated to align with Waypoint REIT's investment objective of maximising long-term income and capital returns for securityholders, whilst also promoting a strong risk management and corporate governance culture.

Individual KPIs for Executive KMP in FY24 varied from person to person; however, the key KPIs driving the Remuneration Committee's recommendation and Board's decision to award the FY24 STIs are summarised in the table below.

KPI categories	KPI performance
<p><b>Portfolio management</b></p> <ul style="list-style-type: none"> <li>• Proactively manage lease expiries.</li> <li>• Assess longer-term leasing risk across the portfolio and formulate appropriate asset strategies (including disposals and contingency plans).</li> <li>• Engage with tenants on site and portfolio optimisation opportunities.</li> <li>• Deliver acquisitions in line with approved criteria and return hurdles.</li> </ul>	<ul style="list-style-type: none"> <li>• 100% tenant retention in FY24 (two leases); terms agreed on five out of six leases expiring in FY25.</li> <li>• Two non-core assets sold or unconditionally exchanged (at an average premium to prevailing book value of 3.7%).</li> <li>• 14 leases assigned from VEA to Chevron; involved detailed review of proposed assignee and establishment of appropriate security arrangements.</li> <li>• Comprehensive analysis completed on risks and opportunities arising from VEA's proposed OTR roll-out, including potential landlord funding structures.</li> <li>• Landlord consent provided for eight Reddy Express sites in the portfolio being converted to OTR.</li> <li>• A number of acquisition opportunities were assessed in FY24 but no acquisitions were completed due to them not meeting the approved criteria and return hurdles.</li> </ul>
<p><b>Financial and capital management</b></p> <ul style="list-style-type: none"> <li>• Diversify and optimise debt funding sources</li> <li>• Optimise Waypoint REIT's debt maturity profile.</li> <li>• Manage Waypoint REIT's exposure to market interest rates through prudent interest rate hedging.</li> <li>• Manage liquidity to support the delivery of Waypoint REIT's strategy.</li> <li>• Optimise capital management in coordination with portfolio management strategy.</li> </ul>	<ul style="list-style-type: none"> <li>• Bank debt restructured via the establishment of a new \$500 million multi-tranche syndicated debt facility, the extension of a \$100 million bilateral facility and the early termination and repayment of \$450 million of existing syndicated debt facilities and term loans.</li> <li>• The refinancing activity significantly extended Waypoint REIT's debt maturity profile, secured six new lending relationships and accessed seven-year bank debt for the first time.</li> <li>• Waypoint REIT's interest rate hedge book was actively managed resulting in 93% of Waypoint REIT's drawn debt being hedged at 31 December 2024.</li> <li>• Business funding, liquidity and gearing maintained within approved parameters.</li> <li>• Moody's Baa1 credit rating affirmed in December 2024.</li> </ul>
<p><b>ESG</b></p> <ul style="list-style-type: none"> <li>• Ongoing focus on people, culture and safety.</li> <li>• Maintain strong corporate governance.</li> <li>• Maintain our net measured carbon emissions 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.</li> <li>• Actively seek to improve ESG external ratings.</li> <li>• Identify and execute other initiatives to further ESG strategy.</li> <li>• Prepare for mandatory reporting.</li> </ul>	<ul style="list-style-type: none"> <li>• Zero employee turnover; no employee injuries.</li> <li>• No reportable compliance breaches.</li> <li>• Zero Scope 1 and Scope 2 emissions in FY24</li> <li>• 75% reduction in measured emissions in FY24 with carbon offsets purchased from an accredited provider to offset these residual emissions.</li> <li>• Ongoing involvement in ESG surveys (S&amp;P Global and ISS Corporate). Modest improvements were noted in ESG scores from S&amp;P Global and Sustainalytics while ISS Corporate rating remained steady.</li> <li>• Further progressed Waypoint REIT's ESG framework and Board-level reporting, including further preparatory work to enable Waypoint REIT to be prepared for mandatory reporting.</li> <li>• Cyber Incident Response Plan created to address and provide governance around increasing macro cyber risks.</li> <li>• No whistle-blower reports or complaints.</li> <li>• 100% of mandatory employee training completed by all employees.</li> </ul>



In assessing Executive KMP delivery against their respective and collective KPIs, the Remuneration Committee has determined the following assessment of achievement against the KPI criteria:

Criteria	Award scale	Criteria	Remuneration Committee assessment
Financial	0 – 33.3%	Delivery of initial Distributable Earnings per security (DEPS) guidance.	Achieved in full.
Financial – outperformance	0 – 33.3%	Delivery of DEPS in excess of initial guidance.	Not 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.	Achieved in full.

Accordingly, all members of Executive KMP have been awarded approximately 66.7% (two-thirds) of their maximum STI for the year ended 31 December 2024. Refer to 'FY24 STI outcomes' section below for further details.

### FY24 STI outcomes

The following table sets out the awards made to each Executive KMP based on their performance during the year ended 31 December 2024.

\$	FAR as per contract <sup>1</sup>	Maximum STI as per contract	Actual STI awarded	% of maximum possible current award earned
Hadyn Stephens	606,690	606,690	404,662	66.7%
Aditya Asawa	452,025	339,019	226,126	66.7%
Tina Mitas <sup>2</sup>	302,925	151,462	101,025	66.7%

<sup>1</sup> FAR comprises salary and superannuation.

<sup>2</sup> FAR and maximum STI are based on a 0.9 full-time Equivalent (FTE) basis consistent with Tina Mitas's standard terms of employment.

### FY24 LTI outcomes

The 2021 LTI plan's three-year performance period ended on 31 December 2023. The vesting outcome for this plan was considered by the Remuneration Committee and Board in 2024 and resulted in the vesting of approximately 38% of the securities under the plan. The table below shows Waypoint REIT's performance against the vesting conditions for the 2021 LTI plan.

LTI year	Performance period	Vesting condition	Vesting schedule	Result	Vesting outcome
2021	1 January 2021 to 31 December 2023	TSR condition	50% of rights vest at the 50 <sup>th</sup> percentile with pro-rata vesting until 100% vesting at the 75 <sup>th</sup> percentile.	TSR ranked 11 out of 28 constituents (62 <sup>nd</sup> percentile) in the comparator group over the performance period.	76%
		DEPS condition	50% of rights vest if DEPS growth is 3.75% with pro-rata vesting until 100% vesting if DEPS growth is 4.5% or greater.	Average annual DEPS growth (2.83%) was below 3.75% over the performance period.	0%
				Overall vesting	38%

A total of 43,188 securities were issued to meet the vesting outcome for the 2021 LTI plan.

## FY24 Total Remuneration (Statutory Basis)

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

	Short-term benefits		Post-retirement benefits		Other long-term benefits		Total fixed	Short-term benefits	Share-based payments		Total variable	Grand total	At-risk element (%)
	Salary	Other benefits	Super-annuation	Termination benefits	Annual leave <sup>1</sup>	Long service leave <sup>1</sup>		Current STI (cash)	Deferred STI <sup>2</sup> (equity)	Deferred LTI <sup>3</sup> (rights)			
<b>Hadyn Stephens</b>													
2024	578,972	3,033	28,665	-	7,829	17,132	<b>635,631</b>	202,230	215,293	101,991	<b>519,514</b>	<b>1,155,145</b>	45
2023	553,475	4,220	26,346	-	(22,439)	14,706	<b>576,308</b>	182,874	235,869	71,934	<b>490,677</b>	<b>1,066,985</b>	46
<b>Aditya Asawa</b>													
2024	423,360	-	28,665	-	(2,002)	11,141	<b>461,164</b>	150,675	69,171	63,388	<b>283,234</b>	<b>744,398</b>	38
2023	404,154	-	26,346	-	18,728	10,128	<b>459,356</b>	136,253	44,161	41,471	<b>221,885</b>	<b>681,241</b>	33
<b>Tina Mitas</b>													
2024	273,900	1,515	28,665	-	865	8,452	<b>313,397</b>	67,317	34,795	25,739	<b>127,851</b>	<b>441,248</b>	29
2023	262,714	1,443	26,346	-	1,442	7,100	<b>299,045</b>	60,874	40,635	17,995	<b>119,504</b>	<b>418,549</b>	29
<b>Total</b>													
2024	<b>1,276,232</b>	<b>4,548</b>	<b>85,995</b>	-	<b>6,692</b>	<b>36,725</b>	<b>1,410,192</b>	<b>420,222</b>	<b>319,259</b>	<b>191,118</b>	<b>930,599</b>	<b>2,340,791</b>	
2023	1,220,343	5,663	79,038	-	(2,269)	31,934	<b>1,334,709</b>	380,001	320,665	131,400	<b>832,066</b>	<b>2,166,775</b>	

<sup>1</sup> Amounts disclosed represent the movement in the associated leave provisions.

<sup>2</sup> Represents the accounting expense attributed to each Executive KMP in accordance with AASB2 *Share-based Payment*. Subject to ongoing service conditions being satisfied, the difference in value will be expensed over FY25 (\$182,771) and FY26 (\$56,929) and FY27 (\$6,427) accordingly.

<sup>3</sup> Represents the accounting expense attributed to each Executive KMP in accordance with AASB2 *Share-based Payment*.

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**(vi) Executive KMP equity holdings**

The table below outlines the movement in Executive KMP's security holdings during FY24.

**Stapled securities**

<b>FY24 – number of securities</b>	<b>Balance 1 January<sup>1</sup></b>	<b>On-market purchases</b>	<b>Granted as compensation<sup>2</sup></b>	<b>Vesting of performance rights</b>	<b>Sold on-market</b>	<b>Balance 31 December</b>
Hadyn Stephens	218,285	10,000	75,367	29,272	(134,250)	198,674
Aditya Asawa	10,481	10,097	28,459 <sup>3</sup>	-	(10,097)	38,940
Tina Mitas	43,901	-	12,942 <sup>3</sup>	6,398	-	63,241

<sup>1</sup> During FY24, 133,113 securities granted to KMP under the FY21 and FY22 STI were released from holding-lock.

<sup>2</sup> The deferred portion of FY23 STI payable in securities subject to trade-lock restrictions were acquired on-market in March 2024 and are held in Waypoint REIT's Employee Share Trust until the end of the deferral period which is 15 March 2025 (78,263 securities) and 15 March 2026 (37,683 securities). The securities were granted on 11 March 2024 at a fair value of \$2.43 based on the security price at that date.

<sup>3</sup> Includes 411 securities granted on 11 March 2024 under the General Employee Offer (refer note 3.(h) for details) at a fair value of \$2.43.

**Performance rights**

Waypoint REIT performance rights granted in FY24 were all granted on 15 May 2024. All performance rights have a nil exercise price, vest on or around 22 March 2027 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 2024 to 31 December 2026.

Accounting standards require the fair value of the grants to 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.

<b>FY24</b>	<b>Balance 1 January</b>	<b>Rights granted re FY24 LTI</b>	<b>Rights vested and exercised re FY21 LTI</b>	<b>Rights forfeited re FY21 LTI</b>	<b>Balance 31 December</b>	<b>Fair value to be expensed in future years<sup>1</sup></b>
	<b>#</b>	<b>#</b>	<b>#</b>	<b>#</b>	<b>#</b>	<b>\$</b>
Hadyn Stephens	432,543	256,063	(29,272)	(47,843)	611,491	133,849
Aditya Asawa	198,993	143,089	-	-	342,082	76,011
Tina Mitas	105,576	63,928	(6,398)	(10,458)	152,648	33,469

<sup>1</sup> 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.

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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	Expected vesting date	No. of performance rights	Fair value per performance rights
Hadyn Stephens	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
	LTI FY23 tranche 1 (TSR)	18 May 2023	1 January 2023	1 March 2026	108,789	\$1.09
	LTI FY23 tranche 2 (DEPS)	18 May 2023	1 January 2023	1 March 2026	108,789	\$2.21
	LTI FY24 tranche 1 (TSR)	15 May 2024	1 January 2024	22 March 2027	128,031	\$0.98
	LTI FY24 tranche 2 (DEPS)	15 May 2024	1 January 2024	22 March 2027	128,032	\$1.98
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
	LTI FY23 tranche 1 (TSR)	18 May 2023	1 January 2023	1 March 2026	60,792	\$1.09
	LTI FY23 tranche 2 (DEPS)	18 May 2023	1 January 2023	1 March 2026	60,792	\$2.21
	LTI FY24 tranche 1 (TSR)	15 May 2024	1 January 2024	22 March 2027	71,544	\$0.98
	LTI FY24 tranche 2 (DEPS)	15 May 2024	1 January 2024	22 March 2027	71,545	\$1.98
Tina Mitas	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
	LTI FY23 tranche 1 (TSR)	18 May 2023	1 January 2023	1 March 2026	27,160	\$1.09
	LTI FY23 tranche 2 (DEPS)	18 May 2023	1 January 2023	1 March 2026	27,160	\$2.21
	LTI FY24 tranche 1 (TSR)	15 May 2024	1 January 2024	22 March 2027	31,964	\$0.98
	LTI FY24 tranche 2 (DEPS)	15 May 2024	1 January 2024	22 March 2027	31,964	\$1.98

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 shown in the table.

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.

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**(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 \$1,000,000 per annum.

Annual fees payable, inclusive of superannuation, to Non-Executive Independent Directors during FY24 were as shown in the table. All fees increased 5.0% effective 1 January 2024.

<b>Role</b>	<b>Board</b>	<b>Audit and Risk Management Committee</b>	<b>Remuneration Committee</b>	<b>Nomination Committee</b>
Chair	\$236,775 <sup>1</sup>	\$26,906	\$21,525	\$10,763
Member	\$115,159	\$13,453	\$10,763	\$5,381

<sup>1</sup> The Board Chair does not receive fees for membership on Board Committees.

**(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.

	<b>2024</b>			<b>2023</b>		
	<b>Base fee \$</b>	<b>Superannuation \$</b>	<b>Total \$</b>	<b>Base fee \$</b>	<b>Superannuation \$</b>	<b>Total \$</b>
Georgina Lynch <sup>1</sup>	187,472	21,153	208,625	138,364	14,873	153,237
Susan MacDonald	128,502	14,460	142,962	119,854	12,884	132,738
Christopher Lawton <sup>2</sup>	142,211	15,998	158,209	25,234	2,776	28,010
Gai McGrath <sup>3</sup>	56,105	6,452	62,557	-	-	-
Laurence Brindle <sup>4</sup>	79,705	8,768	88,473	203,613	21,887	225,500
Stephen Newton <sup>5</sup>	-	-	-	113,426	12,136	125,562
<b>Total</b>	<b>593,995</b>	<b>66,831</b>	<b>660,826</b>	<b>600,491</b>	<b>64,556</b>	<b>665,047</b>

<sup>1</sup> Appointed as Chair from 15 May 2024.

<sup>2</sup> Appointed on 27 October 2023.

<sup>3</sup> Appointed on 1 August 2024.

<sup>4</sup> Retired on 15 May 2024.

<sup>5</sup> Resigned on 27 October 2023.

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**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.

<b>FY24</b>	<b>Balance 1 January</b>	<b>On-market purchases</b>	<b>On-market disposals</b>	<b>Other movements</b>	<b>Balance 31 December</b>
<b>Non-Executive Directors</b>					
Georgina Lynch	46,910	-	-	-	46,910
Susan MacDonald	43,000	-	-	-	43,000
Christopher Lawton	20,000	-	-	-	20,000
Gai McGrath	3,500 <sup>1</sup>	-	-	-	3,500
Laurence Brindle	93,820	-	-	-	93,820 <sup>2</sup>

<sup>1</sup> Opening balance is at date of appointment (1 August 2024).

<sup>2</sup> Closing balance is at date of retirement (15 May 2024).

**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.

## WAYPOINT REIT 31 DECEMBER 2024 FINANCIAL REPORT

Directors Report – continued (unaudited)

### 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 also 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) and 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 roles for the Company, the Responsible Entity and its related entities. The Deeds also require the Company to grant the indemnified person 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 2024 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 undermines the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants*.

**WAYPOINT REIT  
31 DECEMBER 2024 FINANCIAL REPORT**

**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 30.

**Rounding of amounts to the nearest million dollars**

Waypoint REIT is an entity of a kind referred to in ASIC Legislative Instrument 2016/191, relating to the 'rounding of' 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.

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



Georgina Lynch  
**Chair**

27 February 2025





## Auditor's Independence Declaration

As lead auditor for the audit of Waypoint REIT Limited and Waypoint REIT Trust for the year ended 31 December 2024, 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 period and Waypoint REIT Trust and the entities it controlled during the period.

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

JDP Wills  
Partner  
PricewaterhouseCoopers

Sydney  
27 February 2025

WAYPOINT REIT  
31 DECEMBER 2024 FINANCIAL REPORT



## FINANCIAL STATEMENTS

For the Year Ended  
**31 December 2024**

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This financial report is for Waypoint REIT.

Waypoint REIT comprises Waypoint REIT Limited (ABN 35 612 986 517) (**Company**) and VER Limited (**Responsible Entity**) (ABN 43 609 868 000; AFSL 483795) as Responsible Entity of Waypoint REIT Trust (ARSN 613 146 464) (**Trust**) and their controlled entities, together the 'Waypoint REIT'.

This financial report is presented in Australian currency.

The registered office of the Company and VER Limited is:  
Level 15, 720 Bourke Street  
Docklands VIC 3008, Australia.

**WAYPOINT REIT**  
**31 DECEMBER 2024 FINANCIAL REPORT**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

	Notes	Waypoint REIT		Trust Group	
		2024	2023	2024	2023
		\$ million	\$ million	\$ million	\$ million
Rental income from investment properties (incl. non-cash straight-line lease adjustment)		163.9	163.4	163.9	163.4
Finance income	3. (b)	1.1	0.9	0.5	0.4
Net profit on sale of investment properties	2. (b)	0.2	-	0.2	-
Net fair value gain / (loss) on investment properties	2. (a)	28.4	(184.5)	28.4	(184.5)
Operating expenses		(9.9)	(10.1)	(10.1)	(10.1)
Finance expense	3. (b)	(45.6)	(39.5)	(45.6)	(39.5)
Net loss from derivative financial instruments	3. (b)	(6.4)	(9.3)	(6.4)	(9.3)
<b>Net profit / (loss) before income tax</b>		<b>131.7</b>	<b>(79.1)</b>	<b>130.9</b>	<b>(79.6)</b>
Income tax expense		(0.2)	-	-	-
<b>Net profit / (loss) after tax</b>		<b>131.5</b>	<b>(79.1)</b>	<b>130.9</b>	<b>(79.6)</b>
Other comprehensive income					
Items that may be reclassified subsequently to profit or loss					
Unrealised gains / (losses) on cash flow hedges		1.1	(6.2)	1.1	(6.2)
<b>Total comprehensive income</b>		<b>132.6</b>	<b>(85.3)</b>	<b>132.0</b>	<b>(85.8)</b>
Total comprehensive income for the period attributable to Waypoint REIT securityholders, comprising:					
- shareholders of Waypoint REIT Limited		0.6	0.5	-	-
- unitholders of Waypoint REIT Trust (non-controlling interests)		132.0	(85.8)	132.0	(85.8)
		<b>132.6</b>	<b>(85.3)</b>	<b>132.0</b>	<b>(85.8)</b>
<b>Earnings per security</b>		<b>cents</b>	<b>cents</b>	<b>cents</b>	<b>cents</b>
Basic earnings per security	1. (b)	19.57	(11.77)	19.48	(11.85)
Diluted earnings per security	1. (b)	19.55	(11.76)	19.46	(11.84)

*The above Consolidated Statements of Comprehensive Income should be read in conjunction with the accompanying notes.*

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**CONSOLIDATED BALANCE SHEETS**  
**AT 31 DECEMBER 2024**

	Notes	Waypoint REIT		Trust Group	
		31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
		\$ million	\$ million	\$ million	\$ million
<b>ASSETS</b>					
<b>Current assets</b>					
Cash and cash equivalents	1. (c)	14.7	13.3	1.4	0.7
Derivative financial instruments	3. (c)	4.9	9.1	4.9	9.1
Other current assets		1.6	1.6	5.0	4.7
		21.2	24.0	11.3	14.5
Assets held for sale	2. (b)	3.8	-	3.8	-
<b>Total current assets</b>		<b>25.0</b>	<b>24.0</b>	<b>15.1</b>	<b>14.5</b>
<b>Non-current assets</b>					
Investment properties	2. (a)	2,793.5	2,769.3	2,793.5	2,769.3
Derivative financial instruments	3. (c)	6.1	4.0	6.1	4.0
Other non-current assets		0.4	0.6	-	-
<b>Total non-current assets</b>		<b>2,800.0</b>	<b>2,773.9</b>	<b>2,799.6</b>	<b>2,773.3</b>
<b>Total assets</b>		<b>2,825.0</b>	<b>2,797.9</b>	<b>2,814.7</b>	<b>2,787.8</b>
<b>LIABILITIES</b>					
<b>Current liabilities</b>					
Trade and other payables		3.7	3.7	5.3	5.0
Rent received in advance		3.6	3.0	3.6	3.0
Interest payable		3.8	4.4	3.8	4.4
Distribution payable		27.7	27.5	27.7	27.5
Derivative financial instruments	3. (c)	0.7	0.6	0.7	0.6
Provisions and other current liabilities		1.4	1.2	-	-
<b>Total current liabilities</b>		<b>40.9</b>	<b>40.4</b>	<b>41.1</b>	<b>40.5</b>
<b>Non-current liabilities</b>					
Borrowings	3. (a)	917.4	892.7	917.4	892.7
Derivative financial instruments	3. (c)	11.4	31.5	11.4	31.5
Provisions and other non-current liabilities		0.5	0.7	-	-
<b>Total non-current liabilities</b>		<b>929.3</b>	<b>924.9</b>	<b>928.8</b>	<b>924.2</b>
<b>Total liabilities</b>		<b>970.2</b>	<b>965.3</b>	<b>969.9</b>	<b>964.7</b>
<b>Net assets</b>		<b>1,854.8</b>	<b>1,832.6</b>	<b>1,844.8</b>	<b>1,823.1</b>
<b>EQUITY</b>					
<i>Waypoint REIT Limited</i>					
Contributed equity	3. (e)	7.1	7.1	-	-
Retained profits		1.9	1.3	-	-
Other equity	3. (g)	1.0	1.1	-	-
<b>Parent entity interest</b>		<b>10.0</b>	<b>9.5</b>	<b>-</b>	<b>-</b>
<i>Waypoint REIT Trust</i>					
Contributed equity	3. (e)	1,324.2	1,323.8	1,324.2	1,323.8
Retained profits		519.7	499.5	519.7	499.5
Reserves	3. (g)	0.9	(0.2)	0.9	(0.2)
<b>Non-controlling interests</b>		<b>1,844.8</b>	<b>1,823.1</b>	<b>1,844.8</b>	<b>1,823.1</b>
<b>Total equity</b>		<b>1,854.8</b>	<b>1,832.6</b>	<b>1,844.8</b>	<b>1,823.1</b>

*The above Consolidated Balance Sheets should be read in conjunction with the accompanying notes.*

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**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

	Waypoint REIT					Trust Group				
		Contributed equity	Retained profits	Other equity	Non-controlling interests	TOTAL	Contributed equity	Retained profits	Reserves	TOTAL
	Notes	\$ million	\$ million	\$ million	\$ million	\$ million	\$ million	\$ million	\$ million	\$ million
<b>Balance at 1 January 2023</b>		7.1	0.8	0.6	2,019.9	2,028.4	1,324.1	689.8	6.0	2,019.9
<b>Profit for the period</b>		-	0.5	-	(79.6)	(79.1)	-	(79.6)	-	(79.6)
Other comprehensive income:										
Effective portion of changes in fair value of cash flow hedges		-	-	-	(6.2)	(6.2)	-	-	(6.2)	(6.2)
<b>Total comprehensive profit for the period</b>		-	0.5	-	(85.8)	(85.3)	-	(79.6)	(6.2)	(85.8)
<b>Transactions with owners in their capacity as owners</b>										
Security-based payment expense		-	-	0.5	-	0.5	-	-	-	-
Acquisition of treasury securities		-	-	-	(0.3)	(0.3)	(0.3)	-	-	(0.3)
Distributions paid or provided for	1. (a)	-	-	-	(110.7)	(110.7)	-	(110.7)	-	(110.7)
<b>Total transactions with owners in their capacity as owners</b>		-	-	0.5	(111.0)	(110.5)	(0.3)	(110.7)	-	(111.0)
<b>Balance at 31 December 2023</b>		7.1	1.3	1.1	1,823.1	1,832.6	1,323.8	499.5	(0.2)	1,823.1
<b>Balance at 1 January 2024</b>		7.1	1.3	1.1	1,823.1	1,832.6	1,323.8	499.5	(0.2)	1,823.1
<b>Profit / (loss) for the period</b>		-	0.6	-	130.9	131.5	-	130.9	-	130.9
Other comprehensive income:										
Effective portion of changes in fair value of cash flow hedges		-	-	-	1.1	1.1	-	-	1.1	1.1
<b>Total comprehensive profit / (loss) for the period</b>		-	0.6	-	132.0	132.6	-	130.9	1.1	132.0
<b>Transactions with owners in their capacity as owners</b>										
Security-based payment expense		-	-	0.6	-	0.6	-	-	-	-
Acquisition of treasury securities		-	-	-	(0.3)	(0.3)	(0.3)	-	-	(0.3)
Securities vested under Incentive Plans		-	-	(0.7)	0.7	-	0.7	-	-	0.7
Distributions paid or provided for	1. (a)	-	-	-	(110.7)	(110.7)	-	(110.7)	-	(110.7)
<b>Total transactions with owners in their capacity as owners</b>		-	-	(0.1)	(110.3)	(110.4)	0.4	(110.7)	-	(110.3)
<b>Balance at 31 December 2024</b>		7.1	1.9	1.0	1,844.8	1,854.8	1,324.2	519.7	0.9	1,844.8

*The above Consolidated Statements of Changes in Equity should be read in conjunction with accompanying notes.*

**WAYPOINT REIT  
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**CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEAR ENDED 31 DECEMBER 2024**

	Notes	Waypoint REIT		Trust Group	
		2024	2023	2024	2023
		\$ million	\$ million	\$ million	\$ million
<b>Cash flows from operating activities</b>					
Rental income from investment properties (inclusive of GST)		181.6	174.8	181.6	174.8
Payments to suppliers and employees (inclusive of GST)		(28.7)	(27.2)	(28.9)	(26.0)
		<b>152.9</b>	<b>147.6</b>	<b>152.7</b>	<b>148.8</b>
Interest received		1.1	0.9	0.5	0.4
Interest paid		(43.1)	(39.3)	(43.1)	(39.3)
Income taxes paid		(0.1)	-	-	-
<b>Net cash inflow from operating activities</b>		<b>110.8</b>	<b>109.2</b>	<b>110.1</b>	<b>109.9</b>
<b>Cash flows from investing activities</b>					
Acquisition and capital expenditure		(0.2)	(0.2)	(0.2)	(0.2)
Net proceeds on sale of investment properties		2.7	-	2.7	-
<b>Net cash (outflow) / inflow from investing activities</b>		<b>2.5</b>	<b>(0.2)</b>	<b>2.5</b>	<b>(0.2)</b>
<b>Cash flows from financing activities</b>					
Proceeds from borrowings (net of borrowing costs)		570.7	67.5	570.7	67.5
Repayments of borrowings		(572.0)	(67.0)	(572.0)	(67.0)
Distributions paid to securityholders	1. (a)	(110.6)	(110.2)	(110.6)	(110.2)
<b>Net cash outflow from financing activities</b>		<b>(111.9)</b>	<b>(109.7)</b>	<b>(111.9)</b>	<b>(109.7)</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>		<b>1.4</b>	<b>(0.7)</b>	<b>0.7</b>	<b>(0.0)</b>
Cash and cash equivalents at beginning of the period		13.3	14.0	0.7	0.7
<b>Cash and cash equivalents at end of the period</b>	1. (c)	<b>14.7</b>	<b>13.3</b>	<b>1.4</b>	<b>0.7</b>

*The above Consolidated Statements of Cash Flows should be read in conjunction with accompanying notes.*

# WAYPOINT REIT

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### NOTES TO THE FINANCIAL STATEMENTS

This financial report contains the financial statements of Waypoint REIT and Waypoint REIT Trust Group (**Trust Group**) for the year ended 31 December 2024. 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 2024.

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 is 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) [Non-controlling interests](#)
  3. (g) [Reserves](#)
  3. (h) [Security-based benefits expense](#)

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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 material accounting policies](#)



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**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 net profit adjusted to remove transaction costs, amortisation of tenant incentives, specific non-recurring items and non-cash items (including straight-lining of rental income, the amortisation of debt establishment fees, long-term incentive expense and any fair value adjustment to investment properties and derivatives).

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

	<b>FY24</b> <b>\$ million</b>	<b>FY23</b> <b>\$ million</b>
Rental income	162.3	157.5
Finance income	1.1	0.9
<b>Total operating income</b>	<b>163.4</b>	<b>158.4</b>
Operating expenses	(9.7)	(9.9)
Interest expense	(42.8)	(37.8)
Income tax expense	(0.2)	-
<b>Distributable Earnings</b>	<b>110.7</b>	<b>110.7</b>
Net fair value gain / (loss) on investment properties	28.4	(184.5)
Net profit / (loss) on sale of investment properties	0.2	-
Straight-line rental income	1.6	5.9
Amortisation of borrowing costs	(2.8)	(1.7)
Amortisation of tenant incentives	-	-
Net loss from derivative financial instruments	(6.4)	(9.3)
Long-term incentive expense	(0.2)	(0.2)
<b>Statutory net profit / (loss) after tax</b>	<b>131.5</b>	<b>(79.1)</b>

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**1. (a) Distributions to securityholders**

	<b>2024</b>	<b>2023</b>
	<b>\$ million</b>	<b>\$ million</b>
<b>Distributions paid in the period ended 31 December 2024</b>		
Final distribution for year ended 31 December 2023		
– 4.10 cents per security paid on 26 February 2024	27.5	-
Interim distribution for the quarter ended 31 March 2024		
– 4.12 cents per security paid on 10 May 2024	27.7	-
Interim distribution for the quarter ended 30 June 2024		
– 4.12 cents per security paid on 29 August 2024	27.7	-
Interim distribution for the quarter ended 30 September 2024		
– 4.12 cents per security paid on 15 November 2024	27.7	-
<b>Distributions paid in the period ended 31 December 2023</b>		
Final distribution for year ended 31 December 2022		
– 4.03 cents per security paid on 27 February 2023	-	27.1
Interim distribution for the quarter ended 31 March 2023		
– 4.12 cents per security paid on 12 May 2023	-	27.7
Interim distribution for the quarter ended 30 June 2023		
– 4.16 cents per security paid on 28 August 2023	-	27.9
Interim distribution for the quarter ended 30 September 2023		
– 4.10 cents per security paid on 15 November 2023	-	27.5
<b>Total distributions paid</b>	<b>110.6</b>	<b>110.2</b>

A distribution of 4.12 cents per security (\$27.7 million) is to be paid on 27 February 2025 for the quarter ended 31 December 2024 and this has been provided for in the financial statements.

The Company has franking credits available for subsequent reporting periods of \$0.1 million based on a tax rate of 25% (2023: \$0.03 million). There was no dividend paid or payable from the Company during the period.

**1. (b) Earnings per security**

	<b>Waypoint REIT</b>		<b>Trust Group</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>Cents</b>	<b>Cents</b>	<b>Cents</b>	<b>Cents</b>
Basic earnings per security (cents) attributable to:				
Shareholders of Waypoint REIT Limited	0.09	0.08	-	-
Unitholders of Waypoint REIT Trust (non-controlling interest)	19.48	(11.85)	19.48	(11.85)
<b>Securityholders of Waypoint REIT</b>	<b>19.57</b>	<b>(11.77)</b>	<b>19.48</b>	<b>(11.85)</b>
Diluted earnings per security (cents) attributable to:				
Shareholders of Waypoint REIT Limited	0.09	0.08	-	-
Unitholders of Waypoint REIT Trust (non-controlling interest)	19.46	(11.84)	19.46	(11.84)
<b>Securityholders of Waypoint REIT</b>	<b>19.55</b>	<b>(11.76)</b>	<b>19.46</b>	<b>(11.84)</b>
Statutory net profit / (loss) after tax (\$ million)	131.5	(79.1)	130.9	(79.6)
Distributable Earnings (\$ million)	110.7	110.7	N/A	N/A
Distributable Earnings per stapled security (cents)	16.48	16.48	N/A	N/A

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	<b>Waypoint REIT</b>		<b>Trust Group</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>million</b>	<b>million</b>	<b>million</b>	<b>million</b>
Weighted average number of securities used as the denominator in calculating basic earnings per security	671.8	671.8	671.8	671.8
Adjustments for calculation of diluted earnings per stapled security				
• performance rights*	0.6	0.4	0.6	0.4
Weighted average number of securities and potential securities used as the denominator in calculating diluted earnings per security	672.4	672.2	672.4	672.2

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

**1. (c) Cash and cash equivalents**

	<b>Waypoint REIT</b>		<b>Trust Group</b>	
	<b>31 Dec</b>	<b>31 Dec</b>	<b>31 Dec</b>	<b>31 Dec</b>
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>
Cash at bank	14.7	13.3	1.4	0.7
<b>Total cash and cash equivalents</b>	<b>14.7</b>	<b>13.3</b>	<b>1.4</b>	<b>0.7</b>

**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.

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**1. (d) Cash flow information**

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

	Waypoint REIT		Trust Group	
	2024 \$ million	2023 \$ million	2024 \$ million	2023 \$ million
Profit / (loss) for the year	131.5	(79.1)	130.9	(79.6)
Amortisation of borrowing costs	2.8	1.7	2.8	1.7
Net revaluation (gain) / loss on investment properties	(28.4)	184.5	(28.4)	184.5
Straight-line adjustment on rental income	(1.6)	(5.9)	(1.6)	(5.9)
Net profit on sale of investment properties	(0.2)	-	(0.2)	-
Net loss from derivative financial instruments	6.4	9.3	6.4	9.3
<b>Change in operating assets and liabilities</b>				
(Increases) / decrease in other current assets	-	0.3	(0.3)	1.9
Decrease in other non-current assets	0.2	-	-	-
Increase / (decrease) in trade and other payables	-	-	0.4	(0.4)
Increase in rent received in advance	0.7	0.1	0.7	0.1
Decrease in interest payable	(0.6)	(1.7)	(0.6)	(1.7)
<b>Net cash inflow from operating activities</b>	<b>110.8</b>	<b>109.2</b>	<b>110.1</b>	<b>109.9</b>

**(ii) Non-cash investing and financing activities**

	Waypoint REIT		Trust Group	
	2024 \$ million	2023 \$ million	2024 \$ million	2023 \$ million
Loan establishment costs netted off against borrowings drawn down	4.8	-	4.8	-
<b>Total non-cash financing and investing activities</b>	<b>4.8</b>	<b>-</b>	<b>4.8</b>	<b>-</b>

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**2. Property portfolio**

**2. (a) Investment properties**

**(i) Valuations and carrying amounts**

	<b>Waypoint REIT</b>		<b>Trust Group</b>	
	<b>31 Dec 2024</b>	<b>31 Dec 2023</b>	<b>31 Dec 2024</b>	<b>31 Dec 2023</b>
	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>
Fuel and convenience retail properties – at fair value	2,793.5	2,769.3	2,793.5	2,769.3
<b>Investment properties</b>	<b>2,793.5</b>	<b>2,769.3</b>	<b>2,793.5</b>	<b>2,769.3</b>

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

	<b>31 Dec 2024</b>	<b>31 Dec 2023</b>
Number of assets	400	402
Annual market rent per site	\$125,000 to \$1,604,840	\$125,000 to \$1,280,416
Weighted average capitalisation rate	5.72%	5.68%
Range of capitalisation rates	4.50% to 8.50%	4.25% to 8.50%
Range of fuel lease terms remaining	0.9 to 14.3 years	1.9 to 12.9 years

During the year, 158 investment properties were independently valued (representing 40% of the portfolio by number) including 77 at 30 June 2024 and 81 at 31 December 2024. The Directors have reviewed the independent valuation outcomes and determined they are appropriate to adopt at 31 December 2024. The key inputs into the valuation are based on market information for comparable properties available as at that date 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 except for all sites in the Australian Capital Territory that are subject to Crown leases.

**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

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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	
	2024	2023	2024	2023
<b>At fair value</b>	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>
Opening balance (1 January)	2,769.3	2,947.6	2,769.3	2,947.6
Capital expenditure	0.3	0.3	0.3	0.3
Straight-line rental asset	1.6	5.9	1.6	5.9
Fair value adjustment to investment properties	28.4	(184.5)	28.4	(184.5)
Transfer to assets held for sale	(6.1)	-	(6.1)	-
<b>Closing balance (31 December)</b>	<b>2,793.5</b>	<b>2,769.3</b>	<b>2,793.5</b>	<b>2,769.3</b>

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

	Waypoint REIT		Trust Group	
	2024	2023	2024	2023
	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>
Rental income	162.3	157.5	162.3	157.5
Other non-cash rental income (recognised on a straight-line basis)	1.6	5.9	1.6	5.9
Net property related operating expenses	(1.1)	(1.3)	(1.1)	(1.3)
Net revaluation of investment properties	28.4	(184.5)	28.4	(184.5)
Net gain on sale of investment properties	0.2	-	0.2	-

**(iv) Leasing arrangements**

The investment properties are leased to Viva Energy Australia Pty Limited (94.2% of rental income), other fuel operators and various convenience store operators (5.8% of rental income) under predominantly long-term operating leases with rent payable in advance monthly, quarterly or annually. Rental income for 94.0% 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.

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	Waypoint REIT		Trust Group	
	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
	\$ million	\$ million	\$ million	\$ million
Within one year	165.8	162.3	165.8	162.3
Later than one year but not later than two years	167.8	166.0	167.8	166.0
Later than two years but not later than three years	163.7	168.1	163.7	168.1
Later than three years but not later than four years	157.6	164.0	157.6	164.0
Later than four years but not later than five years	149.2	157.8	149.2	157.8
Later than five years	504.8	651.1	504.8	651.1
<b>Total</b>	<b>1,308.9</b>	<b>1,469.3</b>	<b>1,308.9</b>	<b>1,469.3</b>

**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.

**2. (b) Assets held for sale**

	Waypoint REIT		Trust Group	
	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
	\$ million	\$ million	\$ million	\$ million
Investment properties – contracted	3.8	-	3.8	-
<b>Current assets held for sale</b>	<b>3.8</b>	<b>-</b>	<b>3.8</b>	<b>-</b>

During the year, Waypoint REIT reclassified two assets to held for sale. One of these assets completed settlement during the year. At balance date, the other asset was contracted for sale and settlement was completed on 6 February 2025.

**Movements during the period**

	Waypoint REIT		Trust Group	
	2024	2023	2024	2024
<b>At fair value</b>	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>
Opening balance	-	-	-	-
Net transfer from investment properties	6.1	-	6.1	-
Disposal costs	0.2	-	0.2	-
Net gain on sale of investment properties	0.2	-	0.2	-
Settlement of assets held for sale	(2.7)	-	(2.7)	-
<b>Closing balance</b>	<b>3.8</b>	<b>-</b>	<b>3.8</b>	<b>-</b>

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**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 7.1 years. Only 6 leases (representing 0.7% 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 mostly exposed to a risk of change in their fair values due to changes in market capitalisation rates.

	<b>2024</b>	<b>2023</b>
	<b>\$ million</b>	<b>\$ million</b>
Sensitivity of fair value to movements in market capitalisation rates (all else held equal):		
Decreases by 25 basis points	127.7	127.5
Increases by 25 basis points	(117.0)	(116.7)

The impacts on carrying values as shown above for the noted movement in capitalisation rates (all else held equal) 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 debt facility agreements at 31 December 2024, the market capitalisation rate expansion (holding all other variables constant) required to trigger:

- Higher margin pricing (when the covenant gearing ratio increases beyond 40%) is 96 bps (applies to \$100.0 million of facilities and is up to 25 bps increase to the applicable margin);
- Applicability of draw stop provisions (when the covenant gearing ratio increases beyond 45%) is 180 bps (applies to all facilities); and
- A covenant breach (event of default) (when the covenant gearing ratio increases beyond 50%) is 264 bps (applies to all facilities).

**2. (d) Commitments and contingencies**

There are no material outstanding contingent assets, liabilities or commitments as at 31 December 2024.



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**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**

	<b>Waypoint REIT</b>		<b>Trust Group</b>	
	<b>31 Dec 2024</b>	<b>31 Dec 2023</b>	<b>31 Dec 2024</b>	<b>31 Dec 2023</b>
	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>
<b>Non-current liabilities</b>				
Bank facilities	483.0	439.0	483.0	439.0
USPP Notes <sup>1</sup>	241.2	218.0	241.2	218.0
AMTN <sup>2</sup>	199.5	199.4	199.5	199.4
Institutional term loans	-	40.0	-	40.0
<b>Gross unsecured borrowings</b>	<b>923.7</b>	<b>896.4</b>	<b>923.7</b>	<b>896.4</b>
Unamortised borrowing costs	(6.3)	(3.7)	(6.3)	(3.7)
<b>Net unsecured borrowings</b>	<b>917.4</b>	<b>892.7</b>	<b>917.4</b>	<b>892.7</b>
<b>Total undrawn facilities available</b>	<b>167.0</b>	<b>121.0</b>	<b>167.0</b>	<b>121.0</b>

<sup>1</sup> Net of fair value hedge adjustment of \$45.1 million (31 December 2023: \$42.2 million).

<sup>2</sup> Net of \$0.5 million unamortised discount on the issue of these instruments (31 December 2023: \$0.6 million unamortised discount).

**USPP Notes**

The USPP Notes are further detailed below.

	<b>USD fixed coupon</b>	<b>Maturity date</b>	<b>Notional value of cross- currency swaps \$ million</b>	<b>AUD equivalent on issuance date \$ million</b>	<b>Foreign exchange and fair value movement \$ million</b>	<b>Carrying amount 31 Dec 2024 \$ million</b>
7-year tranche	2.89%	29 Oct 27	108.9	108.9	16.5	125.4
10-year tranche	3.18%	29 Oct 30	76.8	76.8	11.7	88.5
12-year tranche	3.33%	29 Oct 32	62.9	62.9	9.5	72.4
<b>Total exposure</b>			<b>248.6</b>	<b>248.6</b>	<b>37.7</b>	<b>286.3</b>
Fair value hedge adjustment				-	(45.1)	(45.1)
<b>Total</b>				<b>248.6</b>	<b>(7.4)</b>	<b>241.2</b>
Cross-currency interest rate swaps						10.0
Accrued interest on swaps						1.6
<b>Total cross-currency interest rate swaps</b>						<b>11.6</b>
<b>Net USPP Notes exposure</b>						<b>252.8</b>

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### **Maturities, interest rates and covenants**

Waypoint REIT's weighted average debt maturity as at 31 December 2024 is 4.1 years (31 December 2023: 3.4 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 \$100.0 million of these debt facilities, the interest margin has a rate increase/decrease applied if:

- Debt Covenant Gearing is higher than 40% – margin increase by up to 0.25%
- Debt Covenant Gearing is lower than 30% – margin decrease 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 USD 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 2024: 3.7 times);
- Gearing ratio of not more than 50% (actual at 31 December 2024: 34.3%); and
- A drawdown cannot be completed or any indebtedness incurred if Gearing is or will exceed 45% via the drawdown 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 \$253.8 million and \$181.0 million, respectively, as at 31 December 2024 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.

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**3. (b) Net finance costs**

	Waypoint REIT		Trust Group	
	2024	2023	2024	2023
	\$ million	\$ million	\$ million	\$ million
Finance income	1.1	0.9	0.5	0.4
<b>Finance income</b>	<b>1.1</b>	<b>0.9</b>	<b>0.5</b>	<b>0.4</b>
Interest expense	45.6	39.5	45.6	39.5
<b>Finance expense</b>	<b>45.6</b>	<b>39.5</b>	<b>45.6</b>	<b>39.5</b>
Designated hedge accounting relationship				
Gain / (loss) on fair value movements – fair value hedges	(0.4)	1.0	(0.4)	1.0
Derivatives not designated in hedge accounting				
Loss on fair value movements	(6.0)	(10.3)	(6.0)	(10.3)
<b>Net gain / (loss) from derivative financial instruments</b>	<b>(6.4)</b>	<b>(9.3)</b>	<b>(6.4)</b>	<b>(9.3)</b>

**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.

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**3. (c) Derivative financial instruments**

Waypoint REIT has the following derivative financial instruments.

	Waypoint REIT		Trust Group	
	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
	\$ million	\$ million	\$ million	\$ million
<b>Current assets</b>				
Instruments held at fair value through profit or loss				
Interest rate swaps	4.9	9.1	4.9	9.1
<b>Current assets</b>	<b>4.9</b>	<b>9.1</b>	<b>4.9</b>	<b>9.1</b>
<b>Non-current assets</b>				
Instruments in a designated cash flow hedge				
Interest rate swaps	-	1.2	-	1.2
Instruments in a designated fair value hedge				
Cross-currency swaps	4.7	-	4.7	-
Instruments held at fair value through profit or loss				
Interest rate swaps	1.4	2.8	1.4	2.8
<b>Non-current assets</b>	<b>6.1</b>	<b>4.0</b>	<b>6.1</b>	<b>4.0</b>
<b>Total assets</b>	<b>11.0</b>	<b>13.1</b>	<b>11.0</b>	<b>13.1</b>
<b>Current liabilities</b>				
Instruments held at fair value through profit or loss				
Interest rate swaps	0.7	0.6	0.7	0.6
<b>Current liabilities</b>	<b>0.7</b>	<b>0.6</b>	<b>0.7</b>	<b>0.6</b>
<b>Non-current liabilities</b>				
Instruments in a designated fair value hedge				
Cross-currency swaps	10.0	30.6	10.0	30.6
Instruments held at fair value through profit or loss				
Interest rate swaps	1.4	0.9	1.4	0.9
<b>Non-current liabilities</b>	<b>11.4</b>	<b>31.5</b>	<b>11.4</b>	<b>31.5</b>
<b>Total liabilities</b>	<b>12.1</b>	<b>32.1</b>	<b>12.1</b>	<b>32.1</b>
<b>Net total liability position</b>	<b>1.1</b>	<b>19.0</b>	<b>1.1</b>	<b>19.0</b>

**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); or
- 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

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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.

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	USD denominated		AUD denominated			Total
	USPP	Foreign exposure	Bank loans	Term loans	Interest rate swaps	
(Increase) / decrease in borrowings	(23.2)	(23.2)	(44.0)	40.0	-	(27.2)
Net drawn / (repaid)	-	-	44.0	(40.0)	-	4.0
<b>Gain / (loss) on fair value of debt</b>	<b>(23.2)</b>	<b>(23.2)</b>	-	-	-	<b>(23.2)</b>
Increase / (decrease) in derivatives	25.3	25.3	-	-	(7.4)	17.9
Cash flow hedge reserve impact	(2.5)	(2.5)	-	-	1.4	(1.1)
<b>Gain / (loss) on fair value of derivatives</b>	<b>22.8</b>	<b>22.8</b>	-	-	<b>(6.0)</b>	<b>16.8</b>
<b>Net gain / (loss) in profit and loss</b>	<b>(0.4)</b>	<b>(0.4)</b>	-	-	<b>(6.0)</b>	<b>(6.4)</b>

**(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.

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**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.

**(i) Interest rate derivative financial instruments**

At 31 December 2024, interest rate derivatives with a notional value of \$979.5 million were in place. The relevant expiry dates are as follows.

	Waypoint REIT		Trust Group	
	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
	\$ million	\$ million	\$ million	\$ million
Less than 1 year	246.5	110.0	246.5	110.0
1 to 2 years	395.0	246.5	395.0	246.5
2 to 3 years	163.0	295.0	163.0	295.0
3 to 4 years	75.0	163.0	75.0	163.0
4 to 5 years	100.0	-	100.0	-
5 to 6 years	-	-	-	-
6 to 7 years	-	-	-	-
7 to 8 years	-	-	-	-
8 to 9 years	-	-	-	-
	<b>979.5</b>	<b>814.5</b>	<b>979.5</b>	<b>814.5</b>

At 31 December 2024, 93% of Waypoint REIT's debt was hedged (through a combination of fixed rate debt and interest rate swaps). The weighted maturity of fixed rate debt and hedges was 2.6 years.

**(ii) Cross-currency swaps**

At 31 December 2024, cross-currency swaps were in place to cover 100% of debt denominated in foreign currency and the weighted average term was 5.0 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**

94.2% of Waypoint REIT's rental income is currently received from Viva Energy. If Viva Energy's financial standing materially deteriorates and impacts its ability to make rental payments, Waypoint REIT's financial results, financial position and ability to service and/or obtain financing will be adversely impacted. Furthermore, a material decline in the profitability of Viva Energy's business due to the global transition to a low carbon

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economy, the possible termination of Viva Energy's right to use the Shell brand (current agreement expires in 2029), risks to the successful integration of the recent acquisition of Coles Express or On The Run or other factors outside the control of Waypoint REIT 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.

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

	<b>Less than 31 days \$ million</b>	<b>31 to 60 days \$ million</b>	<b>61 to 90 days \$ million</b>	<b>More than 90 days \$ million</b>	<b>Total \$ million</b>
<b>31 December 2024</b>					
Rent receivables	0.1	-	-	-	0.1
Expected credit loss provision	-	-	-	-	-
<b>31 December 2023</b>					
Rent receivables	0.1	-	-	0.1	0.2
Expected credit loss provision	-	-	-	-	-

**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 macro-economic 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, among 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 operating expenses within Distributable Earnings. Subsequent recoveries of amounts previously written off are credited against the same line item.

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### (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, changes to Waypoint REIT's credit rating as well as sector-specific environmental, sustainability and governance considerations could impact Waypoint REIT's ability to refinance its debt facilities when required or 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 or raise equity 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. There is also no guarantee that Waypoint REIT will be able to raise equity. 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.

The table below analyses Waypoint REIT's financial liabilities in 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 drawn debt facilities due to expire in the next 12 months.



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<b>31 December 2024</b>	<b>Less than 12 months</b>	<b>Between 1 and 2 years</b>	<b>Over 2 years</b>
	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>
<b>Non-derivatives</b>			
Trade and other payables	3.7	-	-
Interest payable	3.8	-	-
Provisions and other liabilities	0.7	0.7	0.6
Distribution payable	27.7	-	-
Borrowings	38.8	38.8	1,185.2
<b>Total non-derivatives</b>	<b>74.7</b>	<b>39.5</b>	<b>1,185.8</b>
<b>Derivatives</b>			
Interest rate swaps	0.1	0.9	1.2
Gross settled (cross currency swaps – fair value hedges)			
(Inflow)	(5.1)	(5.1)	(182.8)
Outflow	9.7	9.1	184.5
<b>Total derivatives</b>	<b>4.7</b>	<b>4.9</b>	<b>2.9</b>
<b>Contractual cash flows</b>	<b>79.4</b>	<b>44.4</b>	<b>1,188.7</b>
<b>31 December 2023</b>			
	<b>Less than 12 months</b>	<b>Between 1 and 2 years</b>	<b>Over 2 years</b>
	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>
<b>Non-derivatives</b>			
Trade and other payables	3.7	-	-
Interest payable	4.4	-	-
Provisions and other liabilities	0.6	0.6	0.8
Distribution payable	27.5	-	-
Borrowings	39.0	331.9	667.6
<b>Total non-derivatives</b>	<b>75.2</b>	<b>332.5</b>	<b>668.4</b>
<b>Derivatives</b>			
Interest rate swaps	0.3	0.4	0.9
Gross settled (cross currency swaps – fair value hedges)			
(Inflow)	(8.0)	(8.1)	(295.6)
Outflow	17.5	16.3	320.5
<b>Total derivatives</b>	<b>9.8</b>	<b>8.6</b>	<b>25.8</b>
<b>Contractual cash flows</b>	<b>85.0</b>	<b>341.1</b>	<b>694.2</b>

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**Trust Group**

<b>31 December 2024</b>	<b>Less than 12 months</b>	<b>Between 1 and 2 years</b>	<b>Over 2 years</b>
	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>
<b>Non-derivatives</b>			
Trade and other payables	5.3	-	-
Interest payable	3.8	-	-
Distribution payable	27.7	-	-
Borrowings	38.8	38.8	1,185.2
<b>Total non-derivatives</b>	<b>75.6</b>	<b>38.8</b>	<b>1,185.2</b>
<b>Derivatives</b>			
Interest rate swaps	0.1	0.9	1.2
Gross settled (cross currency swaps – fair value hedges)			
(Inflow)	(5.1)	(5.1)	(182.8)
Outflow	9.7	9.1	184.5
<b>Total derivatives</b>	<b>4.7</b>	<b>4.9</b>	<b>2.9</b>
<b>Contractual cash flows</b>	<b>80.3</b>	<b>43.7</b>	<b>1,188.1</b>
<b>31 December 2023</b>	<b>Less than 12 months</b>	<b>Between 1 and 2 years</b>	<b>Over 2 years</b>
	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>
<b>Non-derivatives</b>			
Trade and other payables	5.0	-	-
Interest payable	4.4	-	-
Distribution payable	27.5	-	-
Borrowings	39.0	331.9	667.6
<b>Total non-derivatives</b>	<b>75.9</b>	<b>331.9</b>	<b>667.6</b>
<b>Derivatives</b>			
Interest rate swaps	0.3	0.4	0.9
Gross settled (cross currency swaps – fair value hedges)			
(Inflow)	(8.0)	(8.1)	(295.6)
Outflow	17.5	16.3	320.5
<b>Total derivatives</b>	<b>9.8</b>	<b>8.6</b>	<b>25.8</b>
<b>Contractual cash flows</b>	<b>85.7</b>	<b>340.5</b>	<b>693.4</b>

**(iii) Capital risk management**

Waypoint REIT aims to invest to meet its 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.

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

	31 Dec 2024 \$ million	31 Dec 2023 \$ million
Total liabilities (excluding derivative financial liabilities)	965.6	963.8
Total assets (excluding derivative financial assets)	2,814.0	2,784.8
<b>Debt Covenant Gearing ratio</b>	<b>34.3%</b>	<b>34.6%</b>

**(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 2024 \$ million	31 Dec 2023 \$ million
<b>Financial assets</b>		
Cash and cash equivalents	14.7	13.3
Derivative financial instruments (notional principal amount)		
• Interest rate derivative financial instruments	664.5	604.5
<b>Financial liabilities</b>		
Interest-bearing liabilities – floating rate interest	(483.0)	(479.0)
Derivative financial instruments (notional principal amount)		
• Interest rate derivative financial instruments	-	60.0
• Cross-currency swaps	(248.6)	(248.6)
<b>Net exposure</b>	<b>(52.4)</b>	<b>(49.8)</b>

	2024 \$ million	2023 \$ million
Sensitivity of Distributable Earnings to movements in market interest rates:		
Increased by 25 basis points	(0.1)	(0.1)
Decreased by 25 basis points	0.1	0.1

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

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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 risk**

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 of, and demand for, fuel and convenience retail properties, general property market conditions, climate risks, the remaining lease term of individual properties, 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.

#### **Re-leasing and vacancy risk**

Waypoint REIT's property portfolio is 99.9% occupied with a weighted average lease expiry of 7.1 years. Only 6 leases (representing 0.7% of income) are due to expire before the end of 2025. The majority of the portfolio (354 of 416 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 the properties they lease. Waypoint REIT has an indemnity from Viva Energy in respect of certain liability for historical environmental contamination across 354 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 or climate change-related regulations) that cover the specific assets of Waypoint REIT and how they are operated. These regulatory

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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.

Extreme weather and other climate change-related events have the potential to damage Waypoint REIT's assets and disrupt the tenants' operations. Although 376 of Waypoint REIT's 400 properties (89.8% of the portfolio by value) are 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.

### **(vi) Classification and valuation 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

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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 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.

All derivative financial assets and liabilities were classified as level 2 instruments as at 31 December 2024. The fair value of derivative financial assets and liabilities was calculated as the present value of the estimated future cash flows based on observable yield curves, taking into account any material credit risk.

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.

<b>31 December 2024</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>
Assets held for sale	-	-	3.8	3.8
Investment properties	-	-	2,793.5	2,793.5
Derivative financial instruments	-	(1.1)	-	(1.1)
<b>Total</b>	<b>-</b>	<b>(1.1)</b>	<b>2,797.3</b>	<b>2,796.2</b>

<b>31 December 2023</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>
Investment properties	-	-	2,769.3	2,769.3
Derivative financial instruments	-	(19.0)	-	(19.0)
<b>Total</b>	<b>-</b>	<b>(19.0)</b>	<b>2,769.3</b>	<b>2,750.3</b>

Waypoint REIT did not measure any financial assets or financial liabilities at fair value on a non-recurring basis as at 31 December 2024.

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**3. (e) Contributed equity**

	Waypoint REIT and Trust Group		Waypoint REIT		Trust Group	
	2024	2023	2024	2023	2024	2023
	Number of securities '000	Number of securities '000	\$ million	\$ million	\$ million	\$ million
Ordinary securities	671,860	671,817	1,331.7	1,331.7	1,324.6	1,324.6
Less: treasury securities	(194)	(213)	(0.4)	(0.8)	(0.4)	(0.8)
	<b>671,666</b>	<b>671,604</b>	<b>1,331.3</b>	<b>1,330.9</b>	<b>1,324.2</b>	<b>1,323.8</b>
Movement in ordinary securities:						
Opening balance	671,817	671,817	1,331.7	1,331.7	1,324.6	1,324.6
Vesting of equity-based remuneration	43	-	-	-	-	-
<b>Closing balance</b>	<b>671,860</b>	<b>671,817</b>	<b>1,331.7</b>	<b>1,331.7</b>	<b>1,324.6</b>	<b>1,324.6</b>

In March 2024, 43,188 new securities were awarded to employees upon vesting of the FY21 performance rights under the long-term incentive (LTI) plan.

**Treasury securities**

	Waypoint REIT and Trust Group		Waypoint REIT		Trust Group	
	2024	2023	2024	2023	2024	2023
	Number of securities	Number of securities	\$ million	\$ million	\$ million	\$ million
Movement in treasury securities:						
Opening balance	212,972	175,241	0.8	0.5	0.8	0.5
Securities acquired	133,870	123,076	0.3	0.3	0.3	0.3
Securities transferred to employees on vesting of STI plan	(153,116)	(85,345)	(0.7)	-	(0.7)	-
<b>Closing balance</b>	<b>193,726</b>	<b>212,972</b>	<b>0.4</b>	<b>0.8</b>	<b>0.4</b>	<b>0.8</b>

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.

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, 133,870 stapled securities were purchased on market by the Waypoint REIT Equity Incentive Plan Trust at an average price of \$2.43 per security to satisfy obligations under the STI and general employee offer plans.

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**3. (f) 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.

	<b>2024</b>	<b>2023</b>
	<b>\$ million</b>	<b>\$ million</b>
Opening balance	1,823.1	2,019.9
Profit / (loss) for the year	130.9	(79.6)
Effective portion of changes in fair value of cash flow hedges	1.1	(6.2)
Acquisition of treasury securities	(0.3)	(0.3)
Securities vested under incentive plans	0.7	-
Distributions paid or provided for	(110.7)	(110.7)
<b>Closing balance</b>	<b>1,844.8</b>	<b>1,823.1</b>

**3. (g) Reserves**

Waypoint REIT's reserves movements were as follows.

	<b>Waypoint REIT</b>		<b>Trust Group</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>	<b>\$ million</b>
<b>Hedge reserve</b>				
Opening hedge reserve	(0.2)	6.0	(0.2)	6.0
Net change in fair value of cash flow hedges	1.3	(6.6)	1.3	(6.6)
Reclassified to profit and loss	(0.2)	0.4	(0.2)	0.4
<b>Closing hedge reserve</b>	<b>0.9</b>	<b>(0.2)</b>	<b>0.9</b>	<b>(0.2)</b>
<b>Share-based payments reserve</b>				
Opening share-based payments reserve	1.1	0.6	-	-
Share-based payment expenses*	0.6	0.5	-	-
Securities vested under incentive plans	(0.7)	-	-	-
<b>Closing share-based payments reserve</b>	<b>1.0</b>	<b>1.1</b>	<b>-</b>	<b>-</b>
<b>Total closing reserves</b>	<b>1.9</b>	<b>0.9</b>	<b>0.9</b>	<b>(0.2)</b>

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



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**3. (h) 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 operating expenses were as follows:

	Waypoint REIT		Trust Group	
	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
	\$	\$	\$	\$
Deferred stapled securities <sup>1</sup>	367,044	388,721	367,044	388,721
General employee offer <sup>2</sup>	6,985	7,354	6,985	7,354
Performance rights	231,332	159,353	231,332	159,353
<b>Total</b>	<b>605,361</b>	<b>555,428</b>	<b>605,361</b>	<b>555,428</b>

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

<sup>2</sup> 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	2024	2023
	Number	Number
<b>Deferred stapled securities</b>		
Opening balance	207,331	136,108
Granted during the year	130,924	156,568
Transferred to employees on vesting	(153,116)	(85,345)
Forfeited and lapsed during the year	-	-
<b>Closing balance</b>	<b>185,139</b>	<b>207,331</b>

**(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	2024	2023
	Number	Number
<b>General employee offer securities</b>		
Opening balance	6,482	3,794
Granted during the year	2,877	2,688
Transferred to employees on vesting	(1,580)	-
Forfeited and lapsed during the year	-	-
<b>Closing balance</b>	<b>7,779</b>	<b>6,482</b>

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**(iv) Performance rights – reconciliation**

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

<b>Waypoint REIT and Trust Group</b>	<b>2024</b>	<b>2023</b>
	<b>Number</b>	<b>Number</b>
<b>Performance rights</b>		
Opening balance	856,745	401,583
Granted during the year	535,672	455,162
Vested during the year	(43,188)	-
Forfeited and lapsed during the year	(70,589)	-
<b>Closing balance</b>	<b>1,278,640</b>	<b>856,745</b>

The weighted average remaining contractual life of performance rights outstanding as at 31 December 2024 is 1.4 years.

**(v) Performance rights – valuation inputs**

The Monte Carlo method is utilised for valuation and accounting purposes. The inputs to assess the fair value of the performance rights granted during 2024 are as follows.

Grant date <sup>1</sup>	15 May 2024
Stapled security price at grant date	\$2.40
Fair value of right	\$1.48
Expected volatility <sup>2</sup>	20%
Dividend yield	6.7%
Risk-free interest rate	3.93%

<sup>1</sup> The grant date is determined in accordance with AASB 2 *Share-based Payment*. Performance rights have a nil exercise price, vest on or around 22 March 2027 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 2024.

<sup>2</sup> 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 in 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.

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**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 in 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.

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**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).

	<b>Waypoint REIT</b>		<b>Trust Group</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Short-term benefits	2,294,997	2,206,498	2,294,997	2,206,498
Post-retirement benefits	152,826	143,594	152,826	143,594
Other long-term benefits	43,417	29,665	43,417	29,665
Share-based payments	510,377	452,065	510,377	452,065
	<b>3,001,617</b>	<b>2,831,822</b>	<b>3,001,617</b>	<b>2,831,822</b>

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, as amended from time to time. Responsible entity fees are charged in accordance with VER Limited's Constitution.

	<b>Waypoint REIT</b>		<b>Trust Group</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>\$ '000</b>	<b>\$ '000</b>	<b>\$ '000</b>	<b>\$ '000</b>
<b>The following transactions occurred with related parties:</b>				
Payment of Responsible Entity fees and costs reimbursement to VER Limited	-	-	354	310
Reimbursement of costs to Waypoint REIT Limited	-	-	4,116	4,452
Reimbursement of costs to Waypoint Operations Pty Limited	-	-	3,992	3,483

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	Waypoint REIT		Trust Group	
	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
<b>Amounts receivable:</b>				
Receivable from Waypoint REIT Limited	-	-	3,390	3,301
Receivable from VER Custodian Pty Limited	-	-	-	165
<b>Amounts payable:</b>				
Payable to Waypoint Operations Pty Limited	-	-	1,212	1,074
Payable to VER Limited	-	-	22	35

**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	
	2024 \$ million	2023 \$ million	2024 \$ million	2023 \$ million
<b>Balance sheet</b>				
Current assets	2.9	2.7	894.4	776.4
Non-current assets	11.1	11.1	1,650.2	1,650.2
<b>Total assets</b>	<b>14.0</b>	<b>13.8</b>	<b>2,544.6</b>	<b>2,426.6</b>
Current liabilities	5.7	5.4	948.2	833.1
<b>Total liabilities</b>	<b>5.7</b>	<b>5.4</b>	<b>948.2</b>	<b>833.1</b>
<b>Shareholders' equity</b>				
Contributed equity	7.1	7.6	1,330.9	1,330.5
Retained profits / (Accumulated losses)	1.2	0.8	265.5	263.0
<b>Total equity</b>	<b>8.3</b>	<b>8.4</b>	<b>1,596.4</b>	<b>1,593.5</b>
Profit / (loss) for the year after tax	0.4	(0.1)	113.2	110.7
<b>Total comprehensive income / (loss) for the year</b>	<b>0.4</b>	<b>(0.1)</b>	<b>113.2</b>	<b>110.7</b>

The parent entity did not have any guarantees, contingent liabilities or commitments as at 31 December 2024 or 31 December 2023.

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**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	2024 %	2023 %
<b>Controlled by the Company</b>			
VER Limited	16 December 2015	<b>100</b>	100
VER Custodian Pty Limited	27 May 2016	<b>100</b>	100
Waypoint Operations Pty Limited	5 May 2020	<b>100</b>	100
Waypoint REIT Equity Incentive Plan Trust	1 March 2022	<b>100</b>	100
<b>Controlled by the Trust</b>			
VER Trust	10 July 2016	<b>100</b>	100
VER Finco Pty Limited	10 June 2016	<b>100</b>	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.

	2024 \$	2023 \$
<b>Auditors of Waypoint REIT – PricewaterhouseCoopers Australia and related network firms</b>		
Audit and review of financial statements		
Group	233,693	205,301
Trust	16,692	16,137
<b>Total audit and review of financial reports</b>	<b>250,385</b>	<b>221,438</b>
Other statutory assurance services	23,426	20,866
Other assurance services	53,947	45,325
<b>Total audit and assurance services</b>	<b>327,758</b>	<b>287,629</b>
Other services		
Tax compliance services	301,672	136,360
Tax advisory services	-	-
Regulatory administration services	-	1,797
<b>Total other non-audit services</b>	<b>301,672</b>	<b>138,157</b>
<b>Total remuneration of auditors</b>	<b>629,430</b>	<b>425,785</b>

**4. (e) Subsequent events**

No matter or circumstance has arisen since 31 December 2024 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.

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### 4. (f) Summary of material 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.

#### (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 2024, Waypoint REIT had a net current asset deficiency of \$15.9 million and the Trust Group had a net current asset deficiency of \$26.0 million. Waypoint REIT and the Trust Group use 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 and the Trust Group have \$167.0 million of undrawn debt facilities at 31 December 2024, which can be drawn upon to fund Waypoint REIT's cash flow requirements provided that Waypoint REIT and the Trust Group meet their 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

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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 2024.

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 the Company 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 are 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.



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### (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 twelve 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

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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 re-measured 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.

### (xi) Financial instruments

#### Classification

Waypoint REIT's financial instruments are classified 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; and
- 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 is 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).

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### 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 standards and interpretations not yet adopted

Australia's new climate-related financial disclosure regime (the Treasury Laws Amendment Bill 2024) was passed by Parliament on 9 September 2024. The Australian Accounting Standards Board ('AASB') has subsequently approved the following Australian Sustainability Reporting Standards ('ASRS') on 20 September 2024:

- AASB S1 – General Requirements for Disclosure of Sustainability-related Financial Information is a voluntary standard covering sustainability-related financial disclosures; and
- AASB S2 – Climate-related Disclosures is a mandatory standard that requires an entity to disclose information about climate-related risks and opportunities that could reasonably be expected to affect the entity's cash flows, its access to finance or cost of capital over the short, medium or long term.

Waypoint REIT expects its first year of mandatory reporting to be 2028 (Group 3). Waypoint REIT is focused on progressing its preparedness for mandatory climate-related disclosures in Australia.

There are no other 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.

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**Consolidated entity disclosure statement**

For each consolidated subsidiary that is part of the Waypoint REIT consolidated entity at 31 December 2024, Waypoint REIT discloses the following in accordance with the *Corporations Act 2001* (Cth):

Name of entity	Type of entity	Trustee	% of share capital / ownership	Country of incorporation / formation and tax residency
Waypoint REIT Limited	Body corporate	-	100	Australia
VER Limited	Body corporate	Trustee	100	Australia
VER Custodian Pty Limited	Body corporate	-	100	Australia
VER Finco Pty Limited	Body corporate	-	100	Australia
Waypoint Operations Pty Limited	Body corporate	-	100	Australia
Waypoint REIT Equity Incentive Plan Trust	Trust	-	100	Australia
Waypoint REIT Trust	Trust	-	100	Australia
VER Trust	Trust	-	100	Australia
66 McNulty Street Miles Queensland Trust	Trust	-	100	Australia
290 Sand Road Longwarry Victoria Trust	Trust	-	100	Australia
73-75 Chrystal Street Roma Queensland Trust	Trust	-	100	Australia
6776 Cunningham Highway Aratula Queensland Trust	Trust	-	100	Australia
341 Sand Road Longwarry Victoria Trust	Trust	-	100	Australia
127 Youngman Street Kingaroy Queensland Trust	Trust	-	100	Australia
555-557 Albany Highway Albany Western Australia Trust	Trust	-	100	Australia
47 Eric Road Old Noarlunga South Australia Trust	Trust	-	100	Australia
199-205 Charters Towers Road Townsville Queensland Trust	Trust	-	100	Australia
80 Alfred Street Warragul Victoria Trust	Trust	-	100	Australia
7-11 Burnett Highway Biloela Queensland Trust	Trust	-	100	Australia
7-21 Shakespeare Street Traralgon Victoria Trust	Trust	-	100	Australia
233 Myrtle Street Myrtleford Victoria Trust	Trust	-	100	Australia
6-8 Mackay Avenue Griffith New South Wales Trust	Trust	-	100	Australia
5 Princes Highway Moruya New South Wales Trust	Trust	-	100	Australia
120-124 Goldring Street Richmond Queensland Trust	Trust	-	100	Australia
190 Ogilvie Avenue Echuca Victoria Trust	Trust	-	100	Australia
10805 Brand Highway Cataby Western Australia Trust	Trust	-	100	Australia
55 Broad Street Sarina Queensland Trust	Trust	-	100	Australia
112 Shute Harbour Road Cannonvale Queensland Trust	Trust	-	100	Australia
Ranford Road Canning Vale Western Australia Trust	Trust	-	100	Australia
1110 Abernethy Road High Wycombe Western Australia Trust	Trust	-	100	Australia
Crm Great Eastern Highway & Bulong Avenue Redcliffe Western Australia Trust	Trust	-	100	Australia
825 Mickleham Road Greenvale Victoria Trust	Trust	-	100	Australia
24 Wills Road Emerald Queensland Trust	Trust	-	100	Australia
18316 Warrego Highway Dalby West Queensland Trust	Trust	-	100	Australia
Lot 50 Mandurah Road Meadow Springs Western Australia Trust	Trust	-	100	Australia
62 Flinders Parade North Lakes Queensland Trust	Trust	-	100	Australia
416 Princes Highway Colac West Victoria Trust	Trust	-	100	Australia

**Basis of preparation**

This consolidated entity disclosure statement (**CEDS**) has been prepared in accordance with the *Corporations Act 2001* and includes information for each entity that was part of the consolidated entity as at the end of the financial year in accordance with *AASB 10 Consolidated Financial Statements*.

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***Determination of tax residency***

Section 295 (3A)(vi) of the *Corporations Act 2001* defines tax residency as having the meaning in the *Income Tax Assessment Act 1997*. The determination of tax residency involves judgement as there are different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5.

***Partnerships and trusts***

Australian tax law does not contain corresponding residency tests for the partnerships and trusts disclosed above, and these entities are taxed on a flow-through basis.

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**DIRECTORS' DECLARATION**

1. In the opinion of the Directors of Waypoint REIT Limited, and the Directors of the Responsible Entity of Waypoint REIT Trust, VER Limited (collectively, the referred to as the Directors):
  - a. the financial statements and notes set out on pages 31 to 72 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 2024 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.
  - c. the consolidated entity disclosure statement on page 73 is true and correct.
2. Note 4.(g)(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.
3. 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.



Georgina Lynch  
**Chair**

27 February 2025



## 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

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#### Our opinion

In our opinion:

The accompanying financial report of Waypoint REIT, being the consolidated stapled entity which comprises Waypoint REIT Limited and its controlled entities, and Waypoint REIT Trust and its controlled entities (together the "Trust Group" or the "Trust") is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the financial position of Waypoint REIT and the financial position of the Trust as at 31 December 2024 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 report of Waypoint REIT and the Trust (collectively referred to as the "financial report") comprises:

- the consolidated balance sheets as at 31 December 2024
- 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, including material accounting policy information and other explanatory information
- the consolidated entity disclosure statement for Waypoint REIT as at 31 December 2024
- the directors' declaration.

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#### 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.

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Liability limited by a scheme approved under Professional Standards Legislation.



### 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 for the Group

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 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.
- In establishing the overall approach to the audit of Waypoint REIT and the Trust, we determined the type of work that needed to be performed by us, as the group auditor.

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### 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. 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. We communicated the key audit matters to the Audit and Risk Management Committee.

Key audit matter	How our audit addressed the key audit matter
<b>Valuation of Investment Properties</b> <i>(Refer to note 2(a))</i> <i>Waypoint REIT and the Trust</i>	To assess the valuation of Investment Properties we performed the following procedures, amongst others:
Waypoint REIT and the Trust's investment property portfolio comprised fuel and convenience retail properties in Australia ("Investment Properties") at 31 December 2024.	<ul style="list-style-type: none"><li>• We developed an understanding of Waypoint REIT and the Trust's processes and controls for determining the valuation of Investment Property;</li></ul>
Investment Properties were valued at fair value as at balance sheet date primarily using a combination of the income capitalisation and the direct comparison methods.	<ul style="list-style-type: none"><li>• We assessed the scope, competence and objectivity of the valuation expert engaged by Waypoint REIT and the Trust to provide external valuations at reporting date;</li></ul>





<i>Key audit matter</i>	<i>How our audit addressed the key audit matter</i>
<p>The following inputs and assumptions, amongst others, were key in establishing the fair value of Investment Properties:</p> <ul style="list-style-type: none"><li>● annual market rent</li><li>● capitalisation rates</li><li>● lease terms</li></ul> <p>At each balance sheet date, the directors determine the fair value of the Investment Properties in accordance with Waypoint REIT and the Trust'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"><li>● relative size of the Investment Property portfolio to net assets and related valuation movements, and</li><li>● the inherent subjectivity of the significant assumptions that underpin the valuations.</li></ul>	<ul style="list-style-type: none"><li>● We met with the valuation expert used by Waypoint REIT and the Trust to develop an understanding of their processes, judgements and observations;</li><li>● 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;</li><li>● We agreed the rental income used in a sample of Investment Property valuations to relevant lease agreements and assessed the appropriateness of a sample of income related assumptions;</li><li>● We assessed the appropriateness of adopted capitalisation rates for a sample of Investment Properties with reference to market data and comparable transactions, where possible;</li><li>● We tested the mathematical accuracy of a sample of the Investment Property valuations;</li><li>● We agreed the fair value of each Investment Property to the valuation determined by the valuation expert engaged by Waypoint REIT and the Trust or the Directors, as applicable;</li><li>● We assessed the reasonableness of the disclosures made in the Waypoint REIT and Trust's financial report against the requirements of Australian Accounting Standards.</li></ul>

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### Other information

The directors of Waypoint REIT 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 financial report for the year ended 31 December 2024, 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 through our opinion on the financial report. We have issued a separate opinion on the remuneration report.

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.

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### **Responsibilities of the directors for the financial report**

The directors are responsible for the preparation of the financial report in accordance with Australian Accounting Standards and the *Corporations Act 2001*, including giving a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of the financial report that 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 Waypoint REIT or the Trust or to cease operations, or have no realistic alternative but to do so.

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### **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://auasb.gov.au/media/bwvjcgre/ar1\\_2024.pdf](https://auasb.gov.au/media/bwvjcgre/ar1_2024.pdf). This description forms part of our auditor's report.



## Report on the remuneration report

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### Our opinion on the remuneration report

We have audited the remuneration report included in the directors' report for the year ended 31 December 2024.

In our opinion, the remuneration report of Waypoint REIT for the year ended 31 December 2024 complies with section 300A of the *Corporations Act 2001*.

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### Responsibilities

The directors of 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', is written over a faint horizontal line.

JDP Wills  
Partner

Sydney  
27 February 2025