

28 March 2024

Market Announcements Office  
Australian Securities Exchange

Electronic lodgement

## 2023 Annual Report

The attached document has been authorised for release by the Board of Waypoint REIT.

A handwritten signature in black ink, appearing to read "Tina Mitas".

Tina Mitas  
Company Secretary

### **For further information, please contact:**

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### **About Waypoint REIT**

Waypoint REIT is Australia's largest listed REIT owning solely fuel and convenience retail properties; it has a high-quality network across all Australian States and mainland Territories. Waypoint REIT's objective is to maximise the long-term returns from the portfolio for the benefit of all securityholders.

Waypoint REIT is a stapled entity in which one share in Waypoint REIT Limited (ABN 35 612 986 517) is stapled to one unit in the Waypoint REIT Trust (ARSN 613 146 464). This ASX announcement is prepared for information purposes only and is correct at the time of release to the ASX. Factual circumstances may change following the release of this announcement.

Please refer to the Waypoint REIT website for further information [waypointreit.com.au](http://waypointreit.com.au)



# Annual Report

**Waypoint**  
REIT

2023







Image: Libery Greenvale (VIC)

Cover image: Shell Reddy Express Brandon Park (VIC)

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

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

### About this report

This Annual Report is a summary of Waypoint REIT's activities and financial position as at 31 December 2023. In this report, references to 'Waypoint REIT', 'Group', 'Company', 'we', 'us' and 'our' refer to Waypoint REIT unless otherwise stated.

References in this report to a 'year', '2023' and 'FY23' refer to the financial year ended 31 December 2023 unless otherwise stated. All dollar figures are expressed in Australian dollars (AUD) unless otherwise stated. More information, particularly latest Company announcements, can be found on Waypoint REIT's website.

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

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

 **References additional information available on Waypoint REIT website**

### Additional information

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

The following documents are available at [www.waypointreit.com.au](http://www.waypointreit.com.au)

- 2023 Corporate Governance Statement
- 2023 Sustainability Report
- 2023 Modern Slavery Statement (to be released prior to 30 June 2024)

### Acknowledgement

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





## INVESTMENT PROPOSITION

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

### Essential Economic Infrastructure



- There are ~8,000 F&C outlets in Australia, providing an essential service to ~21 million vehicles
- Approx. three-quarters of Australian drivers refuel at least once a fortnight (c. one-third at least once a week)<sup>1</sup>
- Convenience store sales growth of 3.8% p.a. for the five-year period 2018–2022<sup>2</sup>

### Predictable Income + Growth



- WPR portfolio: 99.9% occupancy, 8.1-year WALE, 89.6% NNN leases
- Strong organic rental growth underpinned by 3.0% WARR<sup>4</sup>
- Further growth potential via acquisitions, development fund-throughs and reinvestment in the portfolio

### ASX-Listed Major Tenant (Viva Energy)



- Australia's largest owned and operated F&C network (>700 sites)
- Supplies about one-quarter of Australia's fuel requirements<sup>3</sup>
- Exclusive supplier of Shell fuels in Australia
- Market capitalisation of ~\$5.4 billion (February 2024)

### Irreplicable Network



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

### Conservative Capital Structure



- A disciplined and prudent approach to capital management
- Target gearing range of 30-40%
- Investment grade credit rating (Moody's Baa1)<sup>5</sup>
- Diversified debt sources and tenor

### Internal Management Structure



- Majority independent Board of Directors
- One of the lowest MERs in the S&P/ASX 200 REIT Index (FY23: 30bp)

1. Source: Budget Direct Fuel Consumption Survey and Statistics 2022.

2. Source: AACS State of the Industry Report 2022.

3. Source: vivaenergy.com.au.

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

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



# FY23 HIGHLIGHTS

Solid performance in a challenging macroeconomic environment

## Financial Performance

**Distributable EPS: 16.48 cents**

Performance in line with guidance  
5-year CAGR of 3.3%

**NTA: \$2.73 per security**

✓ 8.1% since June-23  
✓ 9.6% since Dec-22

**MER: 30bp**

Unchanged on FY22  
Remains one of the lowest MERs  
in the S&P/ASX REIT 200 index

## Property Portfolio

**Value: \$2.77bn**

402 properties  
8.1-year WALE  
99.9% occupancy

**WACR: 5.68%**

^ 27 bp since Jun-23  
(portfolio value ✓ 5.1%)  
^ 39 bp since Dec-22  
(portfolio value ✓ 6.0%)

## Developments/leasing

VEA seeking to assign leases  
on 14 WPR-owned sites in  
Adelaide to Chevron

## Capital Management

**Gearing: 32.8%**

Lower end of 30-40% target range  
255 bp of cap rate headroom  
to 50% covenant<sup>1</sup>

**WADM: 3.7 years<sup>2</sup>**

No expiries until April 2025  
\$100 million of bank debt  
extended for five years<sup>2</sup>  
Plans are being progressed  
to further enhance the debt  
maturity profile

**Hedging: 93% of drawn debt**

Hedge book actively managed in  
FY23

## Other

### Credit Rating

Moody's Baa1 rating  
affirmed (January 2024)

### Viva Energy Australia<sup>4</sup>

OTR acquisition expected  
to complete in 1H24

### ESG

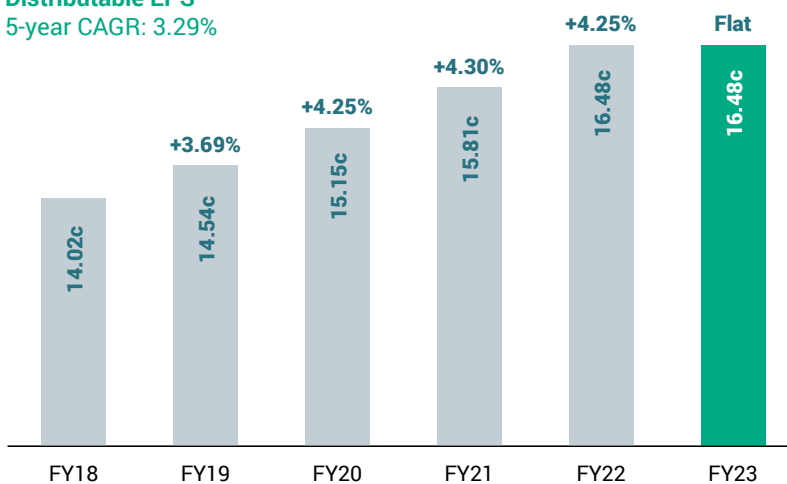
Full offset of Measured Emissions<sup>3</sup>  
Reduction in Scope 2 emissions  
achieved via adoption of carbon  
neutral electricity supply

1. Represents headroom to WPR's 50% gearing covenant, which is an Event of Default under WPR's debt facilities. Pro forma basis with all variables other than cap rate being held constant.
2. Extension was executed post balance date. WADM is pro forma including extending facility.
3. Measured Emissions = Greenhouse gas (GHG) emissions included in WPR's operational footprint (Scope 1, 2 and selected Scope 3 categories: fuel and energy consumption, waste generated, business travel, employee commuting and upstream leased assets emissions).
4. Source: VEA's FY23 Results Presentation.

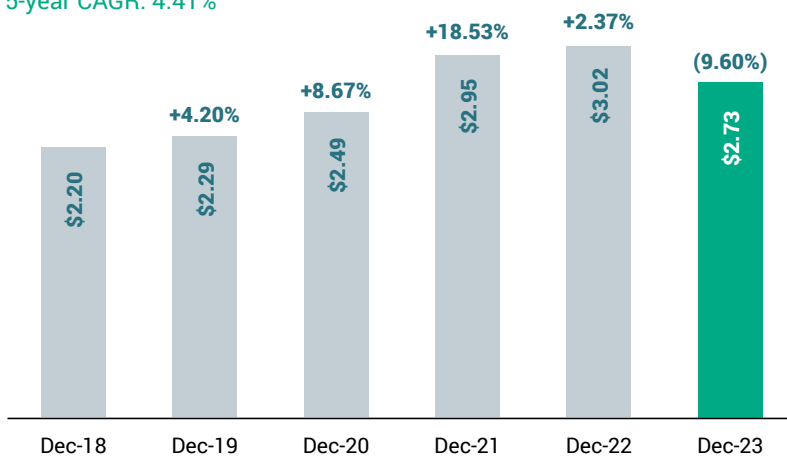


Image: Shell Reddy Express Mulgrave (VIC)

**Distributable EPS<sup>1</sup>**  
5-year CAGR: 3.29%



**NTA per security**  
5-year CAGR: 4.41%



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

# CHAIR AND MANAGING DIRECTOR & CEO'S LETTER

“As at 31 December 2023, Waypoint REIT owned 402 fuel and convenience properties, with 91% of the portfolio (by value) being in metropolitan or highway locations.”



**Laurence Brindle**  
Chair

**Hadyn Stephens**  
Managing Director & CEO

Dear Securityholder,

On behalf of the Board of Directors and management team, we are pleased to present Waypoint REIT's Annual Report for the year ended 31 December 2023.

## Financial performance

Distributable EPS of 16.48 cents in 2023 was in line with both guidance and the result delivered in the 2022 financial year. This was a pleasing result in the current macroeconomic environment, with many Australian REITs reporting negative earnings growth in recent periods principally as a result of rising interest costs.

A key reason for the solid earnings performance in 2023 was Waypoint REIT's relatively high level of interest rate hedging during the year, which, combined with strong like-for-like rental growth, lower operating expenses and a lower number of securities on issue during the year as a result of previous capital management initiatives, offset the negative earnings impact of prior year asset sales and rising interest rates.

Despite this solid operating performance in 2023, Waypoint REIT recorded a statutory loss of \$79.1 million, compared with a statutory profit of \$133.8 million in 2022, with the key contributor being a \$184.5 million net reduction in the valuation of Waypoint REIT's investment portfolio during the year.

This decline in the value of Waypoint REIT's investment portfolio was also the primary driver of a 9.6% decline in net tangible assets per security, which reduced from \$3.02 at 31 December 2022 to \$2.73 at 31 December 2023.

As a result of continuing cost discipline, Waypoint REIT's management expense ratio remained unchanged at 30 basis points for 2023 and remains one of the lowest in the S&P/ASX 200 REIT Index.

## Property portfolio

As at 31 December 2023, Waypoint REIT owned 402 fuel and convenience properties, with 91% of the portfolio (by value) being in metropolitan or highway locations. The portfolio has an occupancy rate of 99.9% and a weighted average lease expiry of 8.1 years, with 90% of leases being triple net.

163 properties (40% of the portfolio) were independently valued during the year, with Directors' valuations performed on the balance of the portfolio. The weighted average capitalisation rate of the portfolio increased by 39 basis points during the year to 5.68%, with 12 basis points of expansion in the first half of the year and 27 basis points of expansion in the second half of the year.

Transaction market activity continued to be muted in 2023 as higher interest rates impacted buyer demand, with estimated total transaction volumes of \$360 million representing a 32% decline on the estimated \$531 million in 2022 and a 57% decline on the estimated \$847 million recorded in 2021.

## Capital management

Waypoint REIT did not undertake any security buy-backs or capital returns during 2023, having returned \$302.7 million to securityholders over the course of 2021 and 2022 primarily using proceeds from non-core asset sales over that period.

Gearing of 32.8% at 31 December 2023 remains at the lower end of the 30-40% target gearing range, with 93% of drawn debt hedged for an average period of 2.8 years and no debt facilities maturing until April 2025.

Waypoint REIT's Baa1 investment grade credit rating was affirmed by Moody's Investor Services in January 2024.





Image: Shell Coles Express Ultimo (NSW)

## Viva Energy Australia

The large majority of Waypoint REIT's rental income (96.4%) is derived from Viva Energy, which recorded a 46.7% decline in net profit after tax for the financial year ended 31 December 2023 to \$318.2 million (2022: \$596.6 million). This was primarily as a result of an 87.4% decline in EBITDA from its Energy & Infrastructure Division, which was exposed to lower refining margins in 2023 and a prolonged shutdown of its Geelong refinery for maintenance. Viva Energy's Group EBITDA was \$713 million, excluding refining this was +16% on the prior year, with total fuel sales across the business increasing by 9% to 15.5 billion litres.

Viva Energy completed the acquisition of Coles Express in May 2023, which concluded the alliance arrangements between Viva Energy and Coles Group, including on 364 (approximately 90%) of the fuel and convenience sites in Waypoint REIT's portfolio. The ownership restructure means that Viva Energy now owns Australia's largest fuel and convenience network under a single operator.

In April 2023, Viva Energy also announced the proposed acquisition of the OTR Group, a leading independent convenience retailer generating more than \$3 billion in annual revenue and employing approximately 6,500 people. OTR operates more than 170 fuel and convenience outlets, primarily in South Australia, and is widely regarded as a market-leading convenience and mobility offering. The proposed acquisition of OTR is an exciting opportunity for Viva Energy and, by extension, Waypoint REIT, with an intention to roll out the OTR brand and offering across approximately 80% of the Coles Express network over the next five years. The acquisition is consistent with Viva Energy's ambition to grow non-fuels earnings over time, with OTR generating approximately \$3.9 million of non-fuel sales per store compared with approximately \$1.6 million per store for Coles Express. On 21 March 2024 the acquisition received Foreign Investment Review Board approval, and Viva Energy currently expects to complete the acquisition in the first half of 2024.

## Outlook

At the time of writing, Waypoint REIT is cautiously optimistic about the outlook for 2024.

With interest rate expectations becoming increasingly dovish relative to 2023, the fuel and convenience transactions market is showing signs of improvement, with increased interest from buyers, particularly private investors and syndicators. This provides Waypoint REIT with a higher level of confidence that continued progress on non-core asset sales is possible in 2024, with debt repayment being the likely initial use of any such proceeds.

In terms of capital management, we continue to have a relatively high level of interest rate hedging for 2024 with 93% of current drawn debt hedged for the year and we are currently progressing plans to further enhance Waypoint REIT's debt maturity profile.

Waypoint REIT views the proposed acquisition of OTR as a very positive step for our major tenant, Viva Energy, as it seeks to diversify its earnings and mitigate the long-term impact of Australia's energy transition on demand for fossil fuels. Although Waypoint REIT does not yet have any details regarding Viva Energy's plans for site redevelopments as the OTR brand and offering is rolled out across the Coles Express network, there appears to be a willingness from both parties to investigate how we might work together to achieve a mutually acceptable outcome. This would likely involve Waypoint REIT acting as a funding partner for the development program, noting however that there is no obligation on Waypoint REIT to provide such funding, and we would only do so if the returns made sense for our securityholders. We look forward to progressing this opportunity with Viva Energy once the acquisition of OTR is closed and will update securityholders in due course.

On behalf of the Board, we thank you for your ongoing support of Waypoint REIT.

**Laurence Brindle**  
Non-Executive Chair

**Hadyn Stephens**  
Managing Director & CEO



## BOARD OF DIRECTORS



### Laurence Brindle

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

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

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

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

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



### Christopher Lawton

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

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

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



### Georgina Lynch

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

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

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

Georgina holds a Bachelor of Arts and Bachelor of Laws.



### Susan MacDonald

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

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

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

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

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



### 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.

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

### Corporate governance

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

[2023 Corporate Governance Statement](#)



## SENIOR MANAGEMENT TEAM



### 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.



### Aditya Asawa

#### Chief Financial Officer

Aditya has 19 years' experience in investment banking, strategy and corporate finance roles across listed and unlisted real estate.

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

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



### Tina Mitas

#### General Counsel and Company Secretary

Tina has more than 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 (Honours) 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, and a member of the Institute of Chartered Secretaries and Administrators and the Australian Institute of Company Directors.



### Rodney Smith

#### General Manager, Property

Rodney has more than 21 years' experience in property management, network planning and operations, having worked across retail fuel, convenience and downstream businesses for Shell and Viva Energy Australia in Australia as well as internationally.

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

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





Image: Shell Reddy Express Brandon Park (VIC)







# PORTFOLIO OVERVIEW

## Overview since IPO

As at 31 December 2023		IPO Aug 2016	FY16	FY17	FY18	FY19	FY20	FY21	FY22	FY23
Number of properties	no.	425	425	438	454	469	470	433	402	402
Property portfolio value	\$m	2,105	2,105	2,281	2,496	2,652	2,898	3,091	2,948	2,769
Average value per property	\$m	5.0	5.0	5.2	5.5	5.7	6.2	7.1	7.3	6.9
Total land area	'000 sqm	1,903	1,903	1,960	2,108	2,198	2,213	2,092	1,972	1,972
WACR	%	5.87	5.87	5.80	5.81	5.78	5.62	5.16	5.28	5.68
NTA per security	\$	2.00	2.02	2.12	2.20	2.29	2.49	2.95	3.02	2.73

## Portfolio snapshot

High-quality portfolio with 91% weighting to metropolitan and highway locations.

Category	Description	#	Book value (Dec-23)	WACR (Dec-23)	Avg. value (Dec-23)	Avg. site area	Avg. popn (500m/3km)	WALE (Dec-23)
 <b>Capital Cities</b>	Capitals of the 8 states and territories of Australia	271	\$1,921.6m (69% of portfolio)	5.31%	\$7.1m	3,513m <sup>2</sup>	1,967/58,711	8.0yrs
 <b>Other Metro</b>	Urban areas with populations ~100k+	42	\$296.4m (11% of portfolio)	5.93%	\$7.1m	4,027m <sup>2</sup>	1,384/32,131	8.5yrs
 <b>Highway</b>	Service centres along key transport routes	37	\$301.4m (11% of portfolio)	6.75%	\$8.1m	17,782m <sup>2</sup>	285/7,470	8.5yrs
 <b>Regional</b>	Smaller regional cities and towns (<100k population)	52	\$249.8m (9% of portfolio)	6.92%	\$4.8m	3,714m <sup>2</sup>	598/10,841	7.3yrs
<b>Total</b>		<b>402</b>	<b>\$2,769.3m</b>	<b>5.68%</b>	<b>\$6.9m</b>	<b>4,906m<sup>2</sup></b>	<b>1,574/45,026</b>	<b>8.1yrs</b>

Data as at 31 December 2023.

 **8.1 yrs** WALE (by income)

 **99.9%** Occupancy (by income)

 **3.0%<sup>1</sup>** WARR (by income)

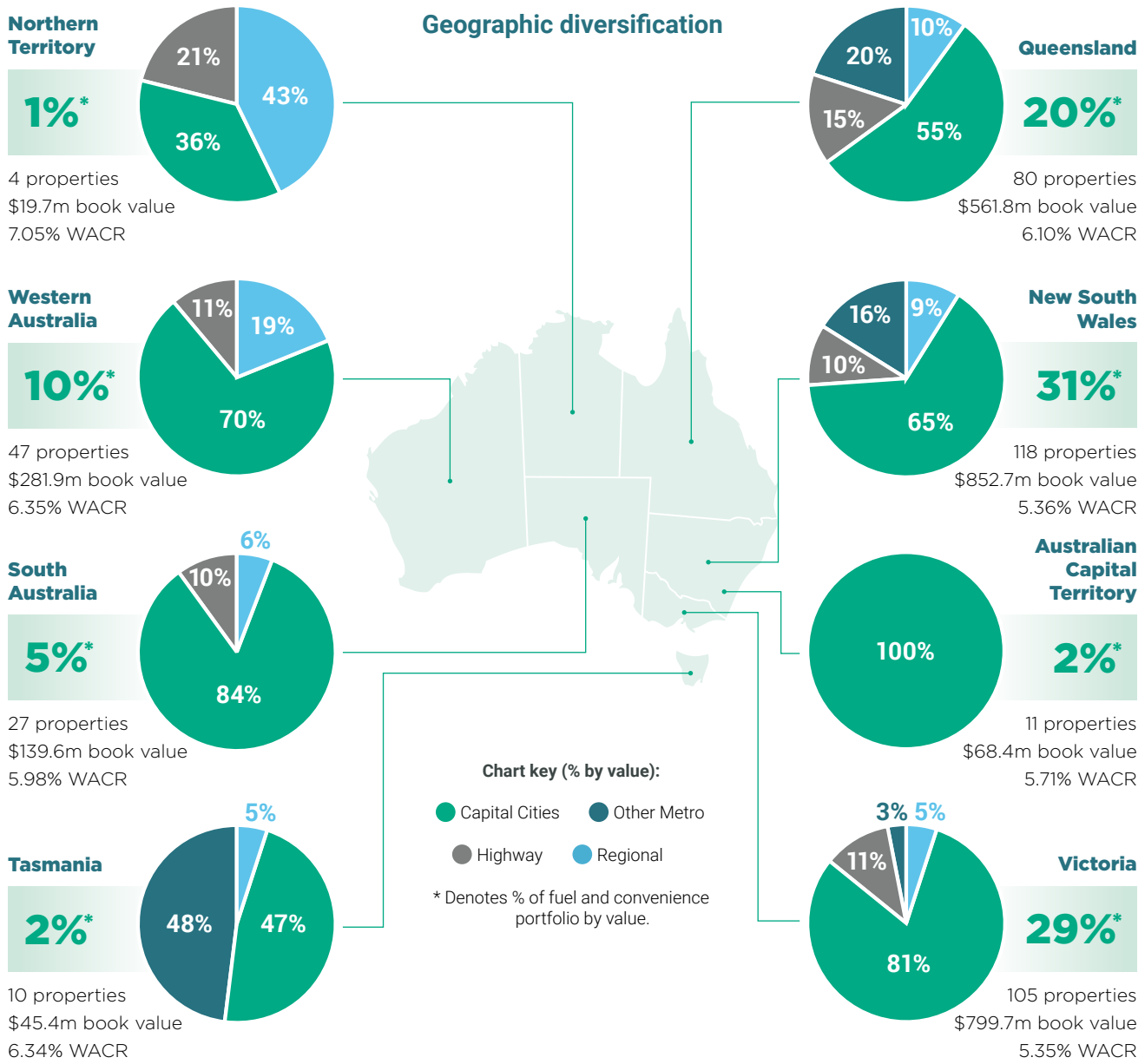
 **89.6%** NNN leases (by income)

 **96.4%** of total rental income

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

Image: Shell Reddy Express Hallam (VIC)

### Geographic diversification

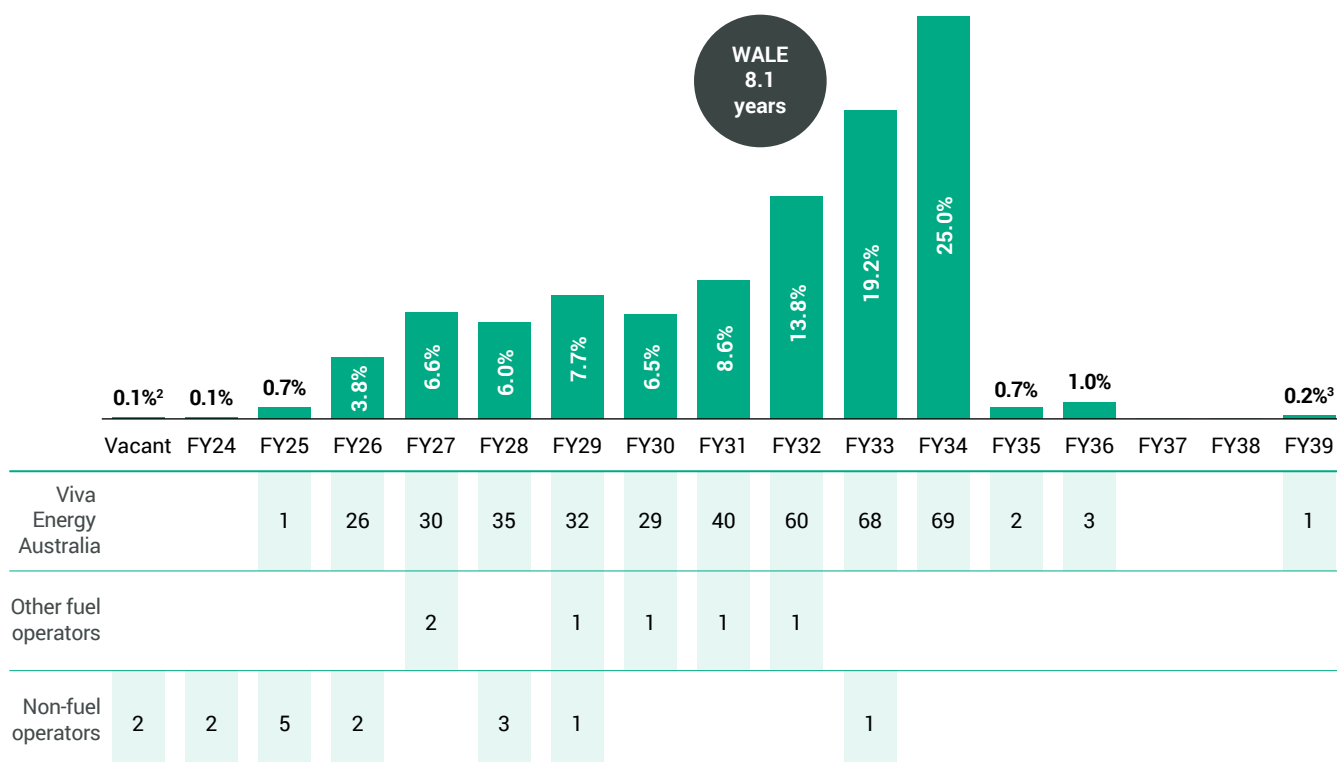




## PORTFOLIO OVERVIEW CONTINUED

### Lease expiry profile<sup>1</sup>

#### Portfolio WALE of 8.1 years with a staggered expiry profile



1. As at 31 December 2023.

2. Assumed income for vacant tenancies.

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

## SUSTAINABILITY







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

Waypoint REIT publishes a separate Sustainability Report at: [www.waypointreit.com.au](http://www.waypointreit.com.au)

This report provides an overview of Waypoint REIT's approach to sustainability (including environmental, social and governance (ESG) matters, and a review of Waypoint REIT's key initiatives and achievements during the 2023 financial year.

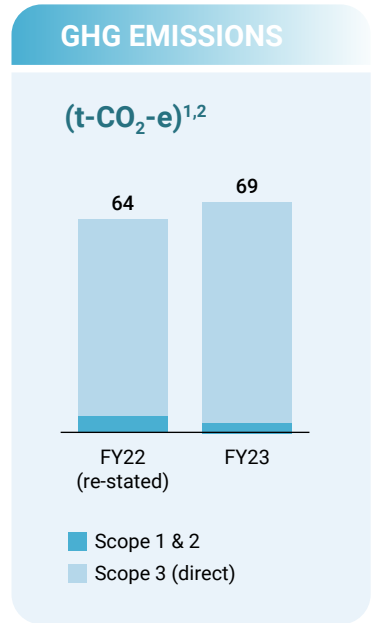
Our approach to sustainability is overseen by the Waypoint REIT Board. The ESG working group and Audit and Risk Management Committee assist the Board in its oversight of ESG matters.

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

Pillar	Focus areas	Stakeholders	UN SDGs
<b>Environment</b>	<ul style="list-style-type: none"> <li>Climate change and energy</li> <li>Reporting and transition risk and opportunities</li> </ul>	Employees Tenants Communities Securityholders	 
<b>Social</b>	<ul style="list-style-type: none"> <li>Our people</li> <li>Workplace health, safety and environment</li> </ul>	Employees Tenants Contractors Communities Government Securityholders	  
<b>Governance</b>	<ul style="list-style-type: none"> <li>Ethical conduct and transparency (including compliance and risk management)</li> </ul>	Employees Communities Business partners Securityholders	

### FY23 HIGHLIGHTS

- Carbon footprint:
  - Reduction in Scope 2 emissions achieved through adoption of carbon neutral electricity supply
  - Scope 3 emissions from air travel drove majority of emissions increase – air travel activity reduced 11% on km travelled basis, outweighed by increased air travel emissions factors
- Maintained full offset on Scope 1, Scope 2 and selected (direct) Scope 3 emissions under our direct operational control through the purchase of carbon offsets<sup>2</sup>
- Integrated first-pass climate risk assessments into portfolio performance reviews, and developed asset groups with common characteristics to enable scalable plans to be developed to respond to these physical risks
- Completed a gap analysis and forward-looking roadmap to enable Waypoint REIT to continue to evolve and prepare for upcoming mandatory reporting
- No employee recordable injuries, no environmental infringements, zero employee turnover and 100% compliance for employee training



### SUSTAINABILITY ROADMAP

#### Next steps

- Maintain net Measured Emissions of zero
- Explore opportunities to expand disclosure of Scope 3 emissions to include other (indirect) Scope 3 emissions
- Enhance and evolve ESG disclosures in preparation for and aligning to mandatory reporting requirements
- Seek opportunities to continue to support tenants in their efforts to transition to a lower-carbon economy

### KEY SURVEYS

	FY23 score	FY22 score
Sustainalytics	15.40	15.82
S&P CSA	37	43

1. FY22 originally reported as 19 tonnes (t-CO<sub>2</sub>-e). Re-statement required primarily due to incorrectly applied emissions factors on Scope 3 travel emissions. Additional offsets were acquired in FY23 to offset additional FY22 re-stated emissions.  
 2. Australian Carbon Credit Units purchased and surrendered through Tasman Environmental Markets Australia Pty Ltd (TEM) in January/February 2024.







# FINANCIAL REPORT

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Image: Shell Reddy Express Brandon Park (VIC)



# 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 2023.

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

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

## Directors of Waypoint REIT Limited

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

Laurence Brindle	Independent Non-Executive Chair
Georgina Lynch	Independent Non-Executive Director
Susan MacDonald	Independent Non-Executive Director
Stephen Newton	Independent Non-Executive Director (resigned 27 October 2023)
Christopher Lawton	Independent Non-Executive Director (appointed 27 October 2023)
Hadyn Stephens	Managing Director and Chief Executive Officer

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

## Directors of VER Limited

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

Laurence Brindle	Independent Non-Executive Chair
Georgina Lynch	Independent Non-Executive Director
Susan MacDonald	Independent Non-Executive Director
Stephen Newton	Independent Non-Executive Director (resigned 27 October 2023)
Christopher Lawton	Independent Non-Executive Director (appointed 27 October 2023)
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:

	2023 \$ million	2022 \$ million
<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>Distributions paid in the period to 31 December 2022</b>		
Final distribution for year ended 31 December 2021 – 4.21 cents per security paid on 28 February 2022	–	30.4
Interim distribution for the quarter ended 31 March 2022 – 4.11 cents per security paid on 13 May 2022	–	29.2
Interim distribution for the quarter ended 30 June 2022 – 4.51 cents per security paid on 31 August 2022	–	32.1
Interim distribution for the quarter ended 30 September 2022 – 3.95 cents per security paid on 15 November 2022	–	27.6
<b>Total distributions paid</b>	<b>110.2</b>	<b>119.3</b>

A distribution of 4.10 cents per security (\$27.5 million) is to be paid on 26 February 2024 for the quarter ended 31 December 2023 and this has been provided for in the financial statements.

## Operating and financial review

Rental income decreased by \$0.1 million to \$157.1 million in FY23 (from \$157.2 million in FY22). Non-core asset sales completed in FY22 resulted in \$5.2 million of lower rental income in FY23, which was substantially offset by like-for-like rental growth of 3.4% (\$5.1 million) on the remaining portfolio.

Distributable Earnings decreased by \$5.4 million to \$110.7 million in FY23 (from \$116.1 million in FY22). The primary driver of the decline in Distributable Earnings was higher net interest expense (\$5.6 million) due to a higher cost of debt.

The decline in Distributable Earnings was offset by a lower weighted average number of securities on issue due to the security buy-backs completed in FY22. As a result, Distributable Earnings per security was 16.48 cents, in line with FY22.

The statutory result decreased by \$212.9 million from a statutory net profit of \$133.8 million in FY22 to a net loss of \$79.1 million in FY23, primarily driven by valuation movements on investment property, with a net loss of \$184.5 million in FY23 compared to a net loss of \$7.2 million in FY22, and valuation movements on derivative financial instruments, with a net loss of \$9.3 million in FY23 compared to a net gain of \$16.8 million in FY22.

The management expense ratio (MER) in FY23 was 0.30% (FY22: 0.30%) with lower management and administration expenses offset by the impact of a lower asset base as a result of valuation movements on investment properties.

Gearing was 32.8%<sup>1</sup> as at 31 December 2023 (31 December 2022: 30.7%). Net tangible assets per security at 31 December 2023 decreased by 9.6% to \$2.73 (31 December 2022: \$3.02) largely due to valuation movements on investment property and derivative financial instruments.

1. 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 34.6%.



# DIRECTORS' REPORT CONTINUED

## Operating and financial review continued

### Key financial metrics

	FY23	FY22
Statutory net profit/(loss) after tax	<b>(\$79.1) million</b>	\$133.8 million
Distributable Earnings <sup>1</sup>	<b>\$110.7 million</b>	\$116.1 million
Distributable EPS	<b>16.48 cents</b>	16.48 cents
Management expense ratio <sup>2</sup>	<b>0.30%</b>	0.30%

	31 Dec 2023	31 Dec 2022
Total assets	<b>\$2,797.9 million</b>	\$2,988.1 million
Gross borrowings	<b>\$927.6 million</b>	\$927.1 million
Net assets	<b>\$1,832.6 million</b>	\$2,028.4 million
NTA per security	<b>\$2.73</b>	\$3.02
Gearing <sup>3</sup>	<b>32.8%</b>	30.7%
Covenant Gearing <sup>4</sup>	<b>34.6%</b>	32.5%

- Distributable Earnings is a non-statutory measure of profit and is calculated as net profit adjusted to remove transaction costs, specific non-recurring items and non-cash items (including straight-lining of rental income, the amortisation of debt establishment fees, long-term incentive expense and any fair value adjustment to investment properties and derivatives).
- Management expense ratio is calculated on an annualised basis as the ratio of management and administration expenses (excluding net property expenses) over average total assets (excluding derivative financial assets).
- Gearing is calculated as net debt (excluding foreign exchange and fair value hedge adjustments)/total assets excluding cash.
- 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

	FY23 \$ million	FY22 \$ million
Rental income	<b>157.5</b>	157.6
Finance income	<b>0.9</b>	0.4
<b>Total operating income</b>	<b>158.4</b>	<b>158.0</b>
Management and administration expenses	<b>(9.9)</b>	(10.2)
Interest expense	<b>(37.8)</b>	(31.7)
<b>Distributable Earnings</b>	<b>110.7</b>	<b>116.1</b>
Net fair value loss on investment properties	<b>(184.5)</b>	(7.2)
Net loss on sale of investment properties	<b>-</b>	(0.4)
Straight-line rental income	<b>5.9</b>	10.6
Amortisation of borrowing costs	<b>(1.7)</b>	(1.6)
Net gain/(loss) from derivative financial instruments	<b>(9.3)</b>	16.8
Long-term incentive expense	<b>(0.2)</b>	(0.1)
Non-recurring expenses	<b>-</b>	(0.4)
<b>Statutory net profit/(loss) after tax</b>	<b>(79.1)</b>	<b>133.8</b>

## Investment property portfolio

	31 Dec 2023	31 Dec 2022
Total value of investment properties	<b>\$2,769.3 million</b>	\$2,947.6 million
Total properties in portfolio	<b>402</b>	402
Portfolio occupancy	<b>99.9%</b>	99.9%
Weighted average capitalisation rate	<b>5.68%</b>	5.28%
Weighted average lease expiry	<b>8.1 years</b>	9.0 years

During the year, 163 investment properties (representing approximately 40% of the portfolio, by value) were independently valued, including 78 at 30 June 2023 and 85 at 31 December 2023. Directors' valuations were performed on the balance of the portfolio at each balance date (317 investment properties at 31 December 2023).

## Capital management

As at 31 December 2023:

- Gearing was 32.8%<sup>2</sup> (within the target range of 30–40%).
- Debt drawn was \$927.6 million with \$121.0 million of undrawn facilities.
- Weighted average debt maturity was 3.4 years.
- 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 2.8 years.

## Matters subsequent to the end of the financial period

On 16 January 2024, a \$100.0 million bilateral bank debt facility, which was due to expire in May 2025, was extended to January 2029.

No other matter or circumstance has arisen since 31 December 2023 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.

## 2024 outlook

Waypoint REIT expects to deliver Distributable Earnings per security of 16.32 cents to 16.48 cents in 2024, with the bottom end of this guidance range assuming the sale of non-core assets with a book value of approximately \$80 million in 2024, and the top end of the range assuming no asset sales are completed.

The guidance further assumes no buy-backs/capital returns, acquisitions or redevelopment expenditure in 2024, average floating interest rates (90-day BBSW) of 4.2% and no material changes in Waypoint REIT's operating environment.

2. 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 34.6%.

## Material business risks

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

### Tenant concentration risk, financial standing and sector concentration risk

96.4% of Waypoint REIT's rental income is currently received from Viva Energy. If Viva Energy's financial standing materially deteriorates and impacts their ability to make rental payments, Waypoint REIT's financial results, financial position and ability to service and/or obtain financing 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 8.1 years with only eight leases (representing 0.8% of annual rental income) expiring before the end of 2025. The majority of the portfolio (355 of 418 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

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.

### Environmental and climate change risk

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

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

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

Extreme weather and other climate change-related events have the potential to damage Waypoint REIT's assets and disrupt the tenants' operations. Although 377 of Waypoint REIT's 402 properties (89.6% 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.

## Material business risks continued

### Cyber security risk

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

### Debt agreement and refinancing risk

Waypoint REIT has outstanding debt facilities. General economic and business conditions, 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.

### 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 2023.

## Information on Directors

### Laurence Brindle

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

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

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

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

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

### Georgina Lynch

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

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

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 Committee and Remuneration Committee

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

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

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

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

### Christopher Lawton (appointed 27 October 2023)

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

Christopher 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. Christopher's experience includes both assurance and transaction advisory roles working with some of the largest real estate owners, managers and developers in Australia. Christopher also spent time in the USA supporting organisations with international portfolios spanning North America, Japan and Europe.

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



## Information on Directors continued

### 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.

### Stephen Newton (resigned 27 October 2023)

Up to the date of his resignation, Stephen was an Independent Non-Executive Director, Chair of the Audit and Risk Management Committee and Member of the Remuneration and Nomination Committees.

Stephen's industry experience spanning in excess of 40 years across real estate investment and funds management, development and property management, as well as in infrastructure investment and management.

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

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

### 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 2023, and the numbers of meetings attended by each Director were:

Name	Waypoint REIT Limited		VER Limited		Audit and Risk Management Committee		Remuneration Committee		Nomination Committee	
	A	B	A	B	A	B	A	B	A	B
Laurence Brindle	10	10	10	10	6*	–	2	2	4	4
Georgina Lynch	10	10	10	10	6	6	2	2	4	4
Stephen Newton**	9	9	9	9	5	5	1	1	3	3
Susan MacDonald	10	10	10	10	6	6	2	2	4*	–
Christopher Lawton***	1	1	1	1	1	1	1	1	1	1
Hadyn Stephens	10	10	10	10	6	6	2	2	4	4

A = Number of meetings attended.

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

\* = Attends Committee meeting as an invitee/guest.

\*\* = Resigned as a Director on 27 October 2023.

\*\*\* = Appointed a Director on 27 October 2023.

## Remuneration Report

This remuneration report (**Remuneration Report**) presents Waypoint REIT's remuneration arrangements for Key Management Personnel (**KMP**) for the year ended 31 December 2023. 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 2023.

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

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

### 2023 Remuneration considerations

Waypoint REIT entered 2023 in a solid position as a result of the strategic and capital management initiatives completed in the preceding two financial years. This 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 near-term interest rate rises by maintaining a high level of interest rate hedging.

2023 saw a continuation of macroeconomic pressures across the Australian economy, including persistent inflation and rising interest rates, with the Reserve Bank of Australia raising its target cash rate by 125 basis points in 2023 following 300 basis points of increases in 2022. Rising interest rates have had a significant impact on real estate markets, including fuel and convenience retail real estate, with a material reduction in transaction levels and increasing capitalisation rates throughout the year.

Waypoint REIT's major tenant, Viva Energy, also made a number of important changes across its Convenience & Mobility Division in 2023, including the acquisition of Coles Express and the proposed acquisition of leading convenience retailer On The Run (**OTR**), which is currently expected to complete in the first half of 2024.

Against this backdrop, the Board believes that Waypoint REIT's management team has demonstrated a solid performance in 2023, delivering distributable earnings per security (**DEPS**) in line with both guidance and 2022 DEPS, prudently managing Waypoint REIT's capital structure and interest rate hedging profile, and completing a number of initiatives related to Waypoint REIT's medium and long-term strategy.

The key achievements of Waypoint REIT's team in 2023 include:

- Delivering 2023 Distributable Earnings Per Security of 16.48 cents per security, in line with guidance and in line with the 2022 financial result.
- 100% tenant retention on 2023 lease expiries and disciplined operating cost control.
- 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 2023.
- Proactively assessing and engaging with lenders on achieving competitive refinancing options for the upcoming 2025 and 2026 debt expiries to enable execution in 2024.
- Completing a number of internal initiatives related to Waypoint REIT's longer-term portfolio strategy, including evaluating funding options for potential development opportunities across the portfolio, end-of-lease site remediation considerations for future potential alternate use and a detailed leasing and asset risk strategy review.
- Progressing Waypoint REIT's ESG framework and Board-level reporting, including further extending the assessment of portfolio physical climate risk; completing a gap analysis and forward-looking roadmap to enable Waypoint REIT to be prepared for mandatory reporting; and maintaining our carbon neutral status with respect to Scope 1, Scope 2 and direct Scope 3 emissions.

## Remuneration Report continued

### Board and management

Stephen Newton resigned as a Non-Executive Director on 27 October 2023. Stephen joined the Board as a Non-Executive Director in June 2016 and was the Chair of the Audit and Risk Management Committee and a member of the Remuneration Committee and Nomination Committee.

Christopher Lawton joined the Board as a Non-Executive Director on 27 October 2023. Christopher brings extensive experience in the property sector including 25 years as an audit partner with EY, during which he focused on both assurance and transaction advisory roles working with some of the largest real estate owners, managers and developers in Australia. Christopher is the Chair of the Audit and Risk Management Committee and a Member of the Remuneration Committee and Nomination Committee of Waypoint REIT. We are delighted to have Christopher join as our new Chair of the Audit and Risk Management Committee.

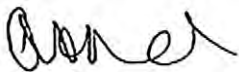
There were no changes to Waypoint REIT's management team during 2023.

### 2023 Remuneration outcomes

In recognition of the above achievements, the Board has awarded Executive KMP approximately 63.3% of their maximum short-term incentive (**STI**) for the year ended 31 December 2023.

No performance rights vested in 2023. The 2021 long-term incentive (**LTI**) plan's three-year performance period ended on 31 December 2023. The vesting outcome for this plan will be considered by the Remuneration Committee and Board in 2024.

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



**Georgina Lynch**  
Chair, Remuneration Committee



## Report Structure

This report is divided into the following sections:

- (i) Key Management Personnel (**KMP**)
- (ii) Remuneration Governance
- (iii) Remuneration Policy for Executive KMP (defined as the Managing Director and Chief Executive Officer (**MD and CEO**) and other reported executives)
- (iv) FY23 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>		
Laurence Brindle	Chair	Full year
Georgina Lynch	Director	Full year
Stephen Newton	Director	Up to resignation on 27 October 2023
Susan MacDonald	Director	Full year
Christopher Lawton	Director	From appointment on 27 October 2023
<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

## Remuneration Report continued

### (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 reviews and provides guidance and, as appropriate, endorses management recommendations on remuneration matters (including Fixed Annual Remuneration (**FAR**), Short-Term Incentives (**STI**) and Long-Term Incentives (**LTI**) for Executive KMP), Board and Committee fees and submits these for Board approval. The Remuneration Committee's Charter, setting out its detailed responsibilities, is reviewed annually.

To ensure that it is fully informed when making decisions, including on recent market trends and practices and other remuneration-related matters, the Remuneration Committee may seek external remuneration advice from time to time. Remuneration consultants are engaged directly by the Remuneration Committee as needed. A remuneration consultant was not engaged in FY23.

### (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. The remuneration framework has been designed to link Waypoint REIT's strategy of maximising long-term income, capital returns and performance with the remuneration outcomes for Executive KMP and fosters strong alignment between executive pay and securityholder returns.

#### Remuneration structure

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

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

Type	What?	Why?
<b>FAR</b>	Comprises base salary, superannuation contributions and other benefits.  Reviewed annually and independently benchmarked on a periodic basis against comparable organisations.	Fixed component set with reference to role, market, experience and skill-set to attract and retain the executives capable of leading and delivering the strategy.
<b>STI</b>	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.
<b>LTI</b>	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.

The only material change to the remuneration framework for Executive KMP in 2023 was to increase the LTI award to 100% of the maximum STI (two-thirds of maximum STI in 2022). This change is consistent with the Remuneration Committee's previously stated intention of making adjustments to the structure of Executive KMP remuneration including the balance between fixed and 'at risk' pay components in order to better align Executive KMP with market benchmarks and long-term securityholder returns.

## STI details

<b>Basis</b>	<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>												
<b>Purpose</b>	To motivate and reward executives for increasing securityholder value by meeting or exceeding Waypoint REIT and individual targets determined by the Board.												
<b>Performance conditions</b>	<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 (<b>DEPS</b>) 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 FY23 KPIs are detailed in section (v).</p>	Criteria	Award scale	Criteria	Financial	0 – 33.3%	Delivery of initial Distributable Earnings per security ( <b>DEPS</b> ) 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 ( <b>DEPS</b> ) 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.											
<b>Performance assessment</b>	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.												
<b>Delivery</b>	<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>												
<b>Cessation of employment</b>	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.												
<b>Board discretion</b>	STI entitlements are at the sole discretion of the Board. Waypoint REIT can amend, replace or withdraw any incentive program in its absolute discretion.												



## Remuneration Report continued

### LTI details

<b>Basis</b>	An LTI award will be delivered in the form of an annual grant of performance rights to Waypoint REIT stapled securities under the Waypoint REIT Equity Incentive Plan. Performance rights will be allocated to eligible executives (including all Executive KMP) on or around the date of the Annual General Meeting (e.g. FY23 performance rights were allocated in May 2023).										
<b>Purpose</b>	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.										
<b>Value determination</b>	The value of performance rights granted is determined by dividing the dollar value of an eligible executive's annual LTI opportunity (as determined by the Remuneration Committee) by the weighted average traded price of Waypoint REIT's stapled securities traded on the ASX during the 10 business days following the release of the annual results, rounded up to the nearest whole number of performance rights.										
<b>Vesting period</b>	The Performance Period commences on 1 January of the year performance rights are granted and concludes on the third anniversary date (e.g. FY23 performance rights: 1 January 2023 to 31 December 2025). Performance rights will vest on or around 1 March following the end of the Performance Period (e.g. the FY23 Performance Rights will vest on or around 1 March 2026).										
<b>Vesting conditions</b>	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 (<b>TSR</b>) 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.										
<b>TSR condition (50% weighting)</b>	The TSR condition measures Waypoint REIT's performance relative to a peer group over the Performance Period (e.g. the FY23 comparator group of companies comprises the constituents of the S&P/ASX 300 A-REIT index as at 1 January 2023). 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. The vesting schedule applicable for the FY23 performance rights is: <table border="1" style="width: 100%; margin-top: 10px;"> <thead> <tr> <th style="text-align: left;">Percentile ranking</th> <th style="text-align: left;">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%										
<b>DEPS condition (50% weighting)</b>	The DEPS condition measures the average annual growth in Waypoint REIT's DEPS over the Performance Period. The vesting schedule applicable for the FY23 performance rights is: <table border="1" style="width: 100%; margin-top: 10px;"> <thead> <tr> <th style="text-align: left;">Average annual growth in DEPS</th> <th style="text-align: left;">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%										

<b>Rationale for conditions</b>	<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>
<b>Distributions on unvested LTI awards</b>	Prior to vesting, performance rights do not entitle eligible executives to any distributions or voting rights.
<b>Forfeiture</b>	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.
<b>Delivery</b>	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.
<b>Claw-back provisions</b>	The Board has broad 'claw-back' powers to determine that performance rights lapse, any securities allocated on vesting of performance rights are forfeited or clawed back, or that amounts are to be repaid, in certain circumstances.
<b>Cessation of employment</b>	Where eligible executives' employment with Waypoint REIT is terminated for cause or ceases due to resignation, all unvested performance rights will lapse, unless the Board determines otherwise. In all other circumstances (including due to genuine retirement, redundancy, death, permanent disability, or ill health, the expiry of a fixed term contract or separation by mutual agreement), a pro rata portion of unvested performance rights will remain on foot unless the Board determines otherwise.
<b>Change of control</b>	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.
<b>Board discretion</b>	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.
<b>Restrictions on dealing</b>	Eligible executives must not sell, transfer, encumber, hedge or otherwise deal with performance rights, unless the dealing is required by law.

## Remuneration Report continued

### (iv) FY23 Annual remuneration summary

The only material change to the remuneration framework for Executive KMP in 2023 was to increase the LTI award to 100% of the maximum STI (two-thirds of maximum STI in 2022). This change is consistent with the Remuneration Committee's previously stated intention of making adjustments to the structure of Executive KMP remuneration including the balance between fixed and 'at risk' pay components in order to better align Executive KMP with market benchmarks and long-term securityholder returns.

#### STI outcomes

In assessing Executive KMP delivery against their respective and collective KPIs, the Remuneration Committee has determined 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 – 33.3% awarded.
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 part – 30.0% awarded.

Accordingly, all members of Executive KMP have been awarded 63.3% of their maximum STI for the year ended 31 December 2023.

#### LTI outcomes

No performance rights vested in 2023. The 2021 LTI plan's three-year performance period ended on 31 December 2023. The vesting outcome for this plan will be considered by the Remuneration Committee and Board in 2024.

### (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.

	2019	2020	2021	2022	2023
Statutory profit/(loss) (\$'m)	197.6	279.9	443.6	133.8	<b>(79.1)</b>
Distributable earnings <sup>1</sup> (\$'m)	111.7	118.5	122.6	116.1	<b>110.7</b>
Basic earnings per security (cents)	25.72	35.79	57.17	19.00	<b>(11.77)</b>
DEPS <sup>1</sup> (cents)	14.54	15.15	15.80	16.48	<b>16.48</b>
Distributions paid/payable (cents)	14.37	15.14	15.97	16.60	<b>16.48</b>
Capital return (cents)	–	–	17.00	–	–
Closing security price (31 December)	\$2.66	\$2.73	\$2.83	\$2.75	<b>\$2.44</b>
Net tangible assets per security <sup>2</sup>	\$2.29	\$2.49	\$2.95	\$3.02	<b>\$2.73</b>
Weighted average securities on issue ('m)	768.4	782.0	775.8	704.4	<b>671.8</b>

1. DEPS is unaudited.

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



## FY23 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 FY23 are:

Element	Award scale	Criteria
Financial	0 – 33.3%	Achieve FY23 DEPS guidance as announced on 27 February 2023 (16.48 cents). Initial guidance must be met in order for any award under this criteria.
Financial – outperformance	0 – 33.3%	Exceed the FY23 DEPS guidance as announced on 27 February 2023 (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.

The annual assessments for the MD/CEO and other reported executives are similar but with different emphasis and KPIs applicable to their individual roles. The KPI categories have been set with regard to Waypoint REIT's strong risk management and corporate governance culture. KPIs for Executive KMP in FY23 varied from person to person; however, the key KPIs driving the Remuneration Committee and Board's decision to award the FY23 STIs were as follows:

KPI categories	KPI performance
<b>Corporate strategy</b> <ul style="list-style-type: none"> <li>Align strategy with investment objective of maximising long-term income and capital returns for securityholders</li> </ul>	<ul style="list-style-type: none"> <li>Completed a detailed leasing and asset risk strategy review.</li> <li>Completed a preliminary long-term portfolio segmentation analysis.</li> <li>European study tour undertaken to better understand the long-term implications of the energy transition on fuel and convenience retail.</li> <li>Completed (with external assistance) a high-level project assessing end-of-lease site remediation project considerations in the context of potential future alternate use.</li> </ul>
<b>Portfolio management</b> <ul style="list-style-type: none"> <li>Execute non-core asset sales strategy</li> <li>Deliver acquisitions in line with approved criteria and return hurdles</li> <li>Proactively manage lease expiries</li> <li>Engage with tenants on site and portfolio optimisation opportunities</li> </ul>	<ul style="list-style-type: none"> <li>Renewed all leases expiring in 2023 with 100% tenant retention achieved and all renewals above budget.</li> <li>Regular contact maintained with Viva Energy regarding implications for WPR from Viva Energy's acquisition of Coles Express and proposed acquisition of OTR (Adelaide site divestments and potential redevelopment pipeline).</li> <li>No disposals were budgeted for FY23 given prevailing market conditions and the strong results from the non-core asset sale program achieved over the previous two financial years. Market transaction activity has been closely monitored.</li> <li>No acquisitions were budgeted for FY23 given macroeconomic uncertainty and desire to maintain a strong balance sheet. Specific opportunities were assessed by the management team but were not advanced due to pricing/forecast returns.</li> </ul>
<b>Financial and capital management</b> <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>With no debt maturities until 2025, there has been no change to WPR's debt funding during the year. However, the management team has spent considerable time assessing potential refinancing strategies to be executed in 2024. For example, in January 2024, a \$100.0 million bilateral debt facility was extended for a five-year term.</li> <li>Insulated Waypoint REIT's exposure to market interest rates by actively managing the interest rate hedging portfolio resulting in 93% of Waypoint REIT's drawn debt being hedged at 31 December 2023.</li> <li>Business funding, liquidity and gearing maintained within approved parameters.</li> </ul>

## Remuneration Report continued

KPI categories	KPI performance
<b>ESG</b> <ul style="list-style-type: none"> <li>• Ongoing focus on people, culture and safety</li> <li>• Maintain strong corporate governance</li> <li>• Maintain our carbon neutral target of offsetting Scope 1, Scope 2 and direct Scope 3 emissions under our operational control through the purchase of carbon offsets from an accredited provider</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>• Net carbon neutral target achieved.</li> <li>• Ongoing involvement in ESG surveys (S&amp;P CSA and Sustainalytics).</li> <li>• Further developed our portfolio physical climate risk assessment by grouping assets with common characteristics to enable scalable plans to be developed to respond to these physical risks.</li> <li>• Completed a gap analysis and forward-looking roadmap to enable Waypoint REIT to continue to evolve and prepare for mandatory reporting.</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 – 33.3% awarded.
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 part – 30.0% awarded.

Accordingly, all members of Executive KMP have been awarded approximately 63.3% of their maximum STI for the year ended 31 December 2023. Refer to FY23 STI outcomes section below for further details.

### FY23 STI outcomes

The following table sets out the awards made to each Executive KMP based on their performance during the year ended 31 December 2023.

	FAR as per contract <sup>1</sup>	Maximum STI as per contract	Actual STI awarded	% of maximum possible current award earned
\$				
Hadyn Stephens	577,800	577,800	365,747	63.3%
Aditya Asawa	430,500	322,875	204,380	63.3%
Tina Mitas <sup>2</sup>	288,500	144,250	91,310	63.3%

1. FAR comprises salary and superannuation.

2. FAR and Maximum STI are based on a 0.9 Full-time Equivalent (FTE) basis consistent with Tina Mitas's standard terms of employment.

### FY23 LTI outcomes

No performance rights vested in 2023. The 2021 LTI plan's three-year performance period ended on 31 December 2023. The vesting outcome for this plan will be considered by the Remuneration Committee and Board in 2024.

## FY23 Total remuneration (statutory basis)

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

Table 1 of 2

	Short-term benefits		Post-retirement benefits		Other long-term benefits		Total fixed \$
	Salary \$	Other benefits \$	Superannuation \$	Termination benefits \$	Annual leave <sup>1</sup> \$	Long service leave <sup>1</sup> \$	
<b>Hadyn Stephens</b>							
2023	553,475	4,220	26,346	–	(22,439)	14,706	576,308
2022	539,320	2,819	24,430	–	9,117	14,109	589,795
<b>Aditya Asawa</b>							
2023	404,154	–	26,346	–	18,728	10,128	459,356
2022	94,629	85,000 <sup>4</sup>	6,323	–	5,802	2,366	194,120
<b>Tina Mitas</b>							
2023	262,714	1,443	26,346	–	1,442	7,100	299,045
2022	256,932	1,407	24,430	–	2,566	6,979	292,314
<b>Sub-total</b>							
2023	1,220,343	5,663	79,038	–	(2,269)	31,934	1,334,709
2022	890,881	89,226	55,183	–	17,485	23,454	1,076,229
<b>Former executives</b>							
<b>Kerri Leech</b>							
2023	–	–	–	–	–	–	–
2022	257,163	2,784	18,107	38,569	(25,388)	(16,060)	275,175
<b>Total</b>							
2023	1,220,343	5,663	79,038	–	(2,269)	31,934	1,334,709
2022	1,148,044	92,010	73,290	38,569	(7,903)	7,394	1,351,404

Table 2 of 2

	Short-term benefits	Share-based payments		Total variable \$	Grand total \$	At risk element (%)
	Current STI (cash) \$	Deferred STI <sup>2</sup> (equity) \$	Deferred LTI <sup>3</sup> (rights) \$			
<b>Hadyn Stephens</b>						
2023	182,874	235,869	71,934	490,677	1,066,985	46
2022	281,875	217,060	21,495	520,430	1,110,225	47
<b>Aditya Asawa</b>						
2023	136,253	44,161	41,471	221,885	681,241	33
2022	52,500	11,992	20,531	85,023	279,143	30
<b>Tina Mitas</b>						
2023	60,874	40,635	17,995	119,504	418,549	29
2022	93,788	44,354	5,792	143,934	436,248	33
<b>Sub-total</b>						
2023	380,001	320,665	131,400	832,066	2,166,775	
2022	428,163	273,406	47,818	749,387	1,825,616	
<b>Former executives</b>						
<b>Kerri Leech</b>						
2023	–	–	–	–	–	N/A
2022	–	(43,445)	(13,239)	(56,684)	218,491	N/A
<b>Total</b>						
2023	380,001	320,665	131,400	832,066	2,166,775	
2022	428,163	229,961	34,579	692,703	2,044,107	

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

2. Represents the accounting expense attributed to each Executive KMP in accordance with AASB 2 *Share-based Payment*. Subject to ongoing service conditions being satisfied, the difference in value will be expensed over FY24 (\$114,989) and FY25 (\$45,991) and FY26 (\$5,783) accordingly.

3. Represents the accounting expense attributed to each Executive KMP in accordance with AASB 2 *Share-based Payment*.

4. Sign-on bonus paid in cash on commencement of employment in October 2022.



## Remuneration Report continued

### (vi) Executive KMP equity holdings

The table below outlines the movement in Executive KMP's security holdings during FY23.

#### Stapled securities

FY23	Balance 1 January <sup>1</sup>	On-market purchases	Granted as compensation <sup>2</sup>	Vesting of performance rights	Sold on- market	Balance 31 December
Hadyn Stephens	140,619	20,000	108,430	–	(50,764)	218,285
Aditya Asawa	–	–	10,481 <sup>3</sup>	–	–	10,481
Tina Mitas	25,479	–	18,422 <sup>3</sup>	–	–	43,901

1. During FY23, 67,993 securities granted to KMP under the FY21 STI were released from holding-lock.
2. Deferred portion of FY22 STI payable in securities subject to trade-lock restrictions acquired on-market in March 2023 and held in Waypoint REIT's Employee Share Trust until the end of the deferral period, which is 15 March 2024 (82,350 securities) and 15 March 2025 (54,215 securities). The securities were granted on 9 March 2023 at a fair value of \$2.65 based on the security price at that date.
3. Includes 384 securities granted on 9 March 2023 under the General Employee Offer at a fair value of \$2.60.

#### Performance rights

Waypoint REIT performance rights granted in FY23 were all granted on 18 May 2023. All performance rights have a nil exercise price, vest on or around 1 March 2026 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 2023 to 31 December 2025.

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

FY23	Opening balance #	Rights granted #	Rights vested #	Rights forfeited #	Closing balance #	Fair value to be expensed in future years <sup>1</sup> \$
Hadyn Stephens	214,965	217,578	–	–	432,543	110,369
Aditya Asawa	77,410	121,583	–	–	198,993	69,285
Tina Mitas	51,256	54,320	–	–	105,576	27,884

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

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

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

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

## (vii) Other information

### Employment contracts and termination entitlements

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

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

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

### Other transactions with Executive KMP

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

## Remuneration Report continued

### (viii) Remuneration policy for Non-Executive Independent Directors

#### Objective

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

#### Remuneration structure

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

Annual fees payable, inclusive of superannuation, to Non-Executive Independent Directors during FY23 were as follows:

Role	Board	Audit and Risk Management Committee	Remuneration Committee	Nomination Committee
Chair	\$225,500 <sup>1,2</sup>	\$25,625 <sup>2</sup>	\$20,500 <sup>2</sup>	\$10,250 <sup>2</sup>
Member	\$109,675 <sup>2</sup>	\$12,813 <sup>2</sup>	\$10,250 <sup>2</sup>	\$5,125 <sup>2</sup>

1. The Board Chair does not receive fees for membership on Board Committees.

2. Fees increased 2.5% effective 1 January 2023.

Additionally, Non-Executive Independent Directors are entitled to reimbursement of travel and other out of pocket expenses which totalled \$Nil in the year ended 31 December 2023 (2022: \$91).

### (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:

	2023			2022		
	Base fee \$	Super-annuation \$	Total \$	Base fee \$	Super-annuation \$	Total \$
Laurence Brindle	203,613	21,887	225,500	199,547	20,453	220,000
Georgina Lynch	138,364	14,873	153,237	135,602	13,898	149,500
Susan MacDonald <sup>1</sup>	119,854	12,884	132,738	78,218	8,115	86,333
Christopher Lawton <sup>2</sup>	25,234	2,776	28,010	–	–	–
Stephen Newton <sup>3</sup>	113,426	12,136	125,562	133,333	13,667	147,000
<b>Total</b>	<b>600,491</b>	<b>64,556</b>	<b>665,047</b>	<b>546,700</b>	<b>56,133</b>	<b>602,833</b>

1. Appointed on 1 May 2022.

2. Appointed on 27 October 2023.

3. Resigned on 27 October 2023.

## 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:

FY23	Balance 1 January	On-market purchases	On-market disposals	Other movements	Balance 31 December
<b>Non-Executive Directors</b>					
Laurence Brindle	93,820	–	–	–	93,820
Georgina Lynch	46,910	–	–	–	46,910
Susan MacDonald	–	43,000	–	–	43,000
Christopher Lawton <sup>1</sup>	–	20,000	–	–	20,000
Stephen Newton <sup>2</sup>	23,455	–	–	(23,455)	–

1. Opening balance at is at date of appointment of 27 October 2023.
2. Stephen Newton ceased to be a Non-Executive Director on 27 October 2023.

## Other transactions with Non-Executive Independent Directors

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

## Insurance and indemnification of officers and auditors

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

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

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

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

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



### Audit and non-audit services

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

Details of the amounts paid or payable to the auditor for audit and non-audit services provided in relation to the year ended 31 December 2023 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*.

### 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 41.

### 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 off" of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that instrument to the nearest hundred thousand dollars, or in certain cases, to the nearest dollar.

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



**Laurence Brindle**  
Chair

26 February 2024

# AUDITOR'S INDEPENDENCE DECLARATION



## Auditor's Independence Declaration

As lead auditor for the audit of Waypoint REIT Limited and Waypoint REIT Trust for the year ended 31 December 2023, 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', is written over a faint blue horizontal line.

JDP Wills  
Partner  
PricewaterhouseCoopers

Sydney  
26 February 2024

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# CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the year ended 31 December 2023

	Notes	Waypoint REIT		Trust Group	
		2023 \$ million	2022 \$ million	2023 \$ million	2022 \$ million
Rental income from investment properties (incl. non-cash straight-line lease adjustment)		<b>163.4</b>	168.2	<b>163.4</b>	168.2
Finance income	3.(b)	<b>0.9</b>	0.4	<b>0.4</b>	0.2
Net loss on sale of investment properties		–	(0.4)	–	(1.2)
Net fair value loss on investment properties	2.(a)	<b>(184.5)</b>	(7.2)	<b>(184.5)</b>	(7.2)
Management and administration expenses		<b>(10.1)</b>	(10.7)	<b>(10.1)</b>	(10.5)
Finance expense	3.(b)	<b>(39.5)</b>	(33.3)	<b>(39.5)</b>	(33.3)
Net gain/(loss) from derivative financial instruments	3.(b)	<b>(9.3)</b>	16.8	<b>(9.3)</b>	16.8
<b>Net profit/(loss) before income tax</b>		<b>(79.1)</b>	<b>133.8</b>	<b>(79.6)</b>	<b>133.0</b>
Income tax expense		–	–	–	–
<b>Net profit/(loss) after tax</b>		<b>(79.1)</b>	<b>133.8</b>	<b>(79.6)</b>	<b>133.0</b>
Other comprehensive income					
Items that may be reclassified subsequently to profit or loss					
Unrealised gains/(losses) on cash flow hedges		<b>(6.2)</b>	11.7	<b>(6.2)</b>	11.7
<b>Total comprehensive income</b>		<b>(85.3)</b>	<b>145.5</b>	<b>(85.8)</b>	<b>144.7</b>
Total comprehensive income for the period attributable to Waypoint REIT securityholders, comprising:					
– shareholders of Waypoint REIT Limited		<b>0.5</b>	0.8	–	–
– unitholders of Waypoint REIT Trust (non-controlling interests)		<b>(85.8)</b>	144.7	<b>(85.8)</b>	144.7
		<b>(85.3)</b>	<b>145.5</b>	<b>(85.8)</b>	<b>144.7</b>
<b>Earnings per security</b>		<b>cents</b>	<b>cents</b>	<b>cents</b>	<b>cents</b>
Basic earnings per security	1.(b)	<b>(11.77)</b>	19.00	<b>(11.85)</b>	18.88
Diluted earnings per security	1.(b)	<b>(11.76)</b>	18.99	<b>(11.84)</b>	18.87

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

# CONSOLIDATED BALANCE SHEETS

At 31 December 2023

	Notes	Waypoint REIT		Trust Group	
		31 Dec 2023 \$ million	31 Dec 2022 \$ million	31 Dec 2023 \$ million	31 Dec 2022 \$ million
<b>ASSETS</b>					
<b>Current assets</b>					
Cash and cash equivalents	1.(c)	13.3	14.0	0.7	0.7
Derivative financial instruments	3.(c)	9.1	2.8	9.1	2.8
Other current assets		1.6	1.9	4.7	7.2
<b>Total current assets</b>		<b>24.0</b>	<b>18.7</b>	<b>14.5</b>	<b>10.7</b>
<b>Non-current assets</b>					
Investment properties	2.(a)	2,769.3	2,947.6	2,769.3	2,947.6
Derivative financial instruments	3.(c)	4.0	21.2	4.0	21.2
Other non-current assets		0.6	0.6	–	–
<b>Total non-current assets</b>		<b>2,773.9</b>	<b>2,969.4</b>	<b>2,773.3</b>	<b>2,968.8</b>
<b>Total assets</b>		<b>2,797.9</b>	<b>2,988.1</b>	<b>2,787.8</b>	<b>2,979.5</b>
<b>LIABILITIES</b>					
<b>Current liabilities</b>					
Trade and other payables		3.7	3.7	5.0	5.7
Rent received in advance		3.0	2.8	3.0	2.8
Interest payable		4.4	6.2	4.4	6.2
Distribution payable		27.5	27.1	27.5	27.1
Derivative financial instruments	3.(c)	0.6	–	0.6	–
Provisions and other current liabilities		1.2	1.3	–	–
<b>Total current liabilities</b>		<b>40.4</b>	<b>41.1</b>	<b>40.5</b>	<b>41.8</b>
<b>Non-current liabilities</b>					
Borrowings	3.(a)	892.7	884.5	892.7	884.5
Derivative financial instruments	3.(c)	31.5	33.3	31.5	33.3
Provisions and other non-current liabilities		0.7	0.8	–	–
<b>Total non-current liabilities</b>		<b>924.9</b>	<b>918.6</b>	<b>924.2</b>	<b>917.8</b>
<b>Total liabilities</b>		<b>965.3</b>	<b>959.7</b>	<b>964.7</b>	<b>959.6</b>
<b>Net assets</b>		<b>1,832.6</b>	<b>2,028.4</b>	<b>1,823.1</b>	<b>2,019.9</b>
<b>EQUITY</b>					
<i>Waypoint REIT Limited</i>					
Contributed equity	3.(e)	7.1	7.1	–	–
Other equity		1.3	0.8	–	–
Retained profits		1.1	0.6	–	–
<b>Parent entity interest</b>		<b>9.5</b>	<b>8.5</b>	<b>–</b>	<b>–</b>
<i>Waypoint REIT Trust</i>					
Contributed equity	3.(e)	1,323.8	1,324.1	1,323.8	1,324.1
Retained profits		499.5	689.8	499.5	689.8
Reserves		(0.2)	6.0	(0.2)	6.0
<b>Non-controlling interests</b>		<b>1,823.1</b>	<b>2,019.9</b>	<b>1,823.1</b>	<b>2,019.9</b>
<b>Total equity</b>		<b>1,832.6</b>	<b>2,028.4</b>	<b>1,823.1</b>	<b>2,019.9</b>

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



# CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the year ended 31 December 2023

	Waypoint REIT					Trust Group				
	Notes	Contributed equity \$ million	Retained profits \$ million	Reserves \$ million	Non-control ling interests \$ million	TOTAL \$ million	Contributed equity \$ million	Retained profits \$ million	Reserves \$ million	TOTAL \$ million
<b>Balance at 1 January 2022</b>		7.6	–	–	2,120.7	2,128.3	1,453.5	672.9	(5.7)	2,120.7
<b>Profit for the period</b>		–	0.8	–	133.0	133.8	–	133.0	–	133.0
<b>Other comprehensive income:</b>										
Effective portion of changes in fair value of cash flow hedges		–	–	–	11.7	11.7	–	–	11.7	11.7
<b>Total comprehensive profit for the period</b>		–	0.8	–	144.7	145.5	–	133.0	11.7	144.7
<b>Transactions with owners in their capacity as owners</b>										
On-market buy-back, net of transaction costs		(0.5)	–	–	(129.0)	(129.5)	(129.0)	–	–	(129.0)
Security-based payment expense		–	–	0.6	–	0.6	–	–	–	–
Acquisition of treasury securities		–	–	–	(0.4)	(0.4)	(0.4)	–	–	(0.4)
Distributions paid or provided for	1.(a)	–	–	–	(116.1)	(116.1)	–	(116.1)	–	(116.1)
<b>Total transactions with owners in their capacity as owners</b>		(0.5)	–	0.6	(245.5)	(245.4)	(129.4)	(116.1)	–	(245.5)
<b>Balance at 31 December 2022</b>		7.1	0.8	0.6	2,019.9	2,028.4	1,324.1	689.8	6.0	2,019.9
<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/(loss) for the period</b>		–	0.5	–	(79.6)	(79.1)	–	(79.6)	–	(79.6)
<b>Other comprehensive income:</b>										
Effective portion of changes in fair value of cash flow hedges		–	–	–	(6.2)	(6.2)	–	–	(6.2)	(6.2)
<b>Total comprehensive profit/(loss) 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

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

# CONSOLIDATED STATEMENTS OF CASH FLOWS

For the year ended 31 December 2023

	Notes	Waypoint REIT		Trust Group	
		2023 \$ million	2022 \$ million	2023 \$ million	2022 \$ million
<b>Cash flows from operating activities</b>					
Rental income from investment properties (inclusive of GST)		174.8	175.0	174.8	175.0
Payments to suppliers and employees (inclusive of GST)		(27.2)	(28.0)	(26.0)	(25.3)
		147.6	147.0	148.8	149.7
Interest received		0.9	0.4	0.4	0.2
Interest paid		(39.3)	(31.2)	(39.3)	(31.2)
<b>Net cash inflow from operating activities</b>		<b>109.2</b>	<b>116.2</b>	<b>109.9</b>	<b>118.7</b>
<b>Cash flows from investing activities</b>					
Acquisition and capital expenditure		(0.2)	(0.4)	(0.2)	(0.4)
Net proceeds on sale of investment properties		–	160.0	–	160.0
<b>Net cash (outflow)/inflow from investing activities</b>		<b>(0.2)</b>	<b>159.6</b>	<b>(0.2)</b>	<b>159.6</b>
<b>Cash flows from financing activities</b>					
Proceeds from borrowings (net of borrowing costs)		67.5	196.0	67.5	196.0
Repayments of borrowings		(67.0)	(225.0)	(67.0)	(225.0)
Payments in relation to derivatives (interest rate cap)		–	(3.0)	–	(3.0)
On-market buy-back of stapled securities (including costs)		–	(129.5)	–	(129.0)
Distributions paid to securityholders	1.(a)	(110.2)	(119.3)	(110.2)	(119.3)
<b>Net cash outflow from financing activities</b>		<b>(109.7)</b>	<b>(280.8)</b>	<b>(109.7)</b>	<b>(280.3)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>(0.7)</b>	<b>(5.0)</b>	<b>(0.0)</b>	<b>(2.0)</b>
Cash and cash equivalents at beginning of the period		14.0	19.0	0.7	2.7
<b>Cash and cash equivalents at end of the period</b>	1.(c)	<b>13.3</b>	<b>14.0</b>	<b>0.7</b>	<b>0.7</b>

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

# 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 2023. 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 2023.

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) Sensitivities
- 2.(c) Commitments and contingencies

**3. Capital management** – an overview of Waypoint REIT's capital management structure.

- 3.(a) Borrowings
- 3.(b) Net finance costs
- 3.(c) Derivative financial instruments
- 3.(d) Financial risk management
- 3.(e) Contributed equity
- 3.(f) Treasury securities
- 3.(g) Non-controlling interests
- 3.(h) Reserves
- 3.(i) Security-based benefits expense

**4. Additional information** – additional disclosures relating to Waypoint REIT's financial statements.

- 4.(a) Related party information
- 4.(b) Parent entity financial information
- 4.(c) Investments in subsidiaries
- 4.(d) Remuneration of auditors
- 4.(e) Subsequent events
- 4.(f) Summary of significant accounting policies



## 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, 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:

	FY23 \$ million	FY22 \$ million
Rental income	157.5	157.6
Finance income	0.9	0.4
<b>Total operating income</b>	<b>158.4</b>	<b>158.0</b>
Management and administration expenses	(9.9)	(10.2)
Interest expense	(37.8)	(31.7)
<b>Distributable Earnings</b>	<b>110.7</b>	<b>116.1</b>
Net fair value loss on investment properties	(184.5)	(7.2)
Net loss on sale of investment properties	–	(0.4)
Straight-line rental income	5.9	10.6
Amortisation of borrowing costs	(1.7)	(1.6)
Net gain/(loss) from derivative financial instruments	(9.3)	16.8
Long-term incentive expense	(0.2)	(0.1)
Non-recurring expenses	–	(0.4)
<b>Statutory net profit/(loss) after tax</b>	<b>(79.1)</b>	<b>133.8</b>

# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## 1. Performance and results continued

### 1.(a) Distributions to securityholders

	2023 \$ million	2022 \$ million
<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>Distributions paid in the period ended 31 December 2022</b>		
Final distribution for year ended 31 December 2021 – 4.21 cents per security paid on 28 February 2022	–	30.4
Interim distribution for the quarter ended 31 March 2022 – 4.11 cents per security paid on 13 May 2022	–	29.2
Interim distribution for the quarter ended 30 June 2022 – 4.51 cents per security paid on 31 August 2022	–	32.1
Interim distribution for the quarter ended 30 September 2022 – 3.95 cents per security paid on 15 November 2022	–	27.6
<b>Total distributions paid</b>	<b>110.2</b>	<b>119.3</b>

A distribution of 4.10 cents per security (\$27.5 million) is to be paid on 26 February 2024 for the quarter ended 31 December 2023 and this has been provided for in the financial statements.

The Company has franking credits available for subsequent reporting periods of \$0.03 million based on a tax rate of 30% (2022: \$0.03 million). There was no dividend paid or payable from the Company during the period.

### 1.(b) Earnings per security

	Waypoint REIT		Trust Group	
	2023 Cents	2022 Cents	2023 Cents	2022 Cents
Basic earnings per security (cents) attributable to:				
Shareholders of Waypoint REIT Limited	0.08	0.12	–	–
Unitholders of Waypoint REIT Trust (non-controlling interest)	(11.85)	18.88	(11.85)	18.88
<b>Securityholders of Waypoint REIT</b>	<b>(11.77)</b>	<b>19.00</b>	<b>(11.85)</b>	<b>18.88</b>
Diluted earnings per security (cents) attributable to:				
Shareholders of Waypoint REIT Limited	0.08	0.12	–	–
Unitholders of Waypoint REIT Trust (non-controlling interest)	(11.84)	18.87	(11.84)	18.87
<b>Securityholders of Waypoint REIT</b>	<b>(11.76)</b>	<b>18.99</b>	<b>(11.84)</b>	<b>18.87</b>
<b>Statutory net profit/(loss) after tax (\$ million)</b>	<b>(79.1)</b>	<b>133.8</b>	<b>(79.6)</b>	<b>133.0</b>
Distributable earnings (\$ million)	110.7	116.1	110.7	116.1
Distributable earnings per stapled security (cents)	16.48	16.48	N/A	N/A
Weighted average number of securities used as the denominator in calculating basic earnings per security	671.8	704.4	671.8	704.4
Adjustments for calculation of diluted earnings per stapled security – Performance rights*	0.4	0.2	0.4	0.2
Weighted average number of securities and potential securities used as the denominator in calculating diluted earnings per security	672.2	704.6	672.2	704.6

\* 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

	Waypoint REIT		Trust Group	
	31 Dec 2023 \$ million	31 Dec 2022 \$ million	31 Dec 2023 \$ million	31 Dec 2022 \$ million
Cash at bank*	13.3	14.0	0.7	0.7
<b>Total cash and cash equivalents</b>	<b>13.3</b>	<b>14.0</b>	<b>0.7</b>	<b>0.7</b>

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

### Accounting policy – Cash and cash equivalents

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

## 1.(d) Cash flow information

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

	Waypoint REIT		Trust Group	
	2023 \$ million	2022 \$ million	2023 \$ million	2022 \$ million
Profit/(loss) for the year	(79.1)	133.8	(79.6)	133.0
Amortisation of borrowing costs	1.7	1.6	1.7	1.6
Net revaluation loss on investment properties	184.5	7.2	184.5	7.2
Straight-line adjustment on rental income	(5.9)	(10.6)	(5.9)	(10.6)
Net loss on sale of investment properties	–	0.4	–	1.2
Net (gain)/loss from derivative financial instruments	9.3	(16.8)	9.3	(16.8)
<b>Change in operating assets and liabilities</b>				
Decrease in other current assets	0.3	0.5	1.9	5.8
Decrease in other non-current assets	–	0.2	–	–
Decrease in trade and other payables	–	(0.8)	(0.4)	(3.4)
Increase in rent received in advance	0.1	0.4	0.1	0.4
Increase/(decrease) in interest payable	(1.7)	0.3	(1.7)	0.3
<b>Net cash inflow from operating activities</b>	<b>109.2</b>	<b>116.2</b>	<b>109.9</b>	<b>118.7</b>

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

	Waypoint REIT		Trust Group	
	2023 \$ million	2022 \$ million	2023 \$ million	2022 \$ million
Loan establishment costs netted off against borrowings drawn down	–	0.4	–	0.4
<b>Total non-cash financing and investing activities</b>	<b>–</b>	<b>0.4</b>	<b>–</b>	<b>0.4</b>

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 2. Property portfolio

#### 2.(a) Investment properties

##### (i) Valuations and carrying amounts

	Waypoint REIT		Trust Group	
	31 Dec 2023 \$ million	31 Dec 2022 \$ million	31 Dec 2023 \$ million	31 Dec 2022 \$ million
Fuel and convenience retail properties – at fair value	2,769.3	2,947.6	2,769.3	2,947.6
<b>Investment properties</b>	<b>2,769.3</b>	<b>2,947.6</b>	<b>2,769.3</b>	<b>2,947.6</b>

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

	31 Dec 2023	31 Dec 2022
Number of assets	402	402
Annual market rent per site	\$125,000 to \$1,280,416	\$143,081 to \$1,243,123
Weighted average capitalisation rate	5.68%	5.28%
Range of capitalisation rates	4.25% to 8.50%	3.75% to 8.50%
Range of fuel lease terms remaining	1.9 to 12.9 years	0.7 to 13.9 years

During the year, Savills independently valued 163 investment properties (representing 40% of the portfolio) including 78 at 30 June 2023 and 85 at 31 December 2023.

The Directors have reviewed the independent valuation outcomes and determined they are appropriate to adopt at 31 December 2023. 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 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	
	2023 \$ million	2022 \$ million	2023 \$ million	2022 \$ million
<b>At fair value</b>				
Opening balance (1 January)	2,947.6	3,069.0	2,947.6	3,069.0
Capital expenditure	0.3	0.2	0.3	0.2
Straight-line rental asset	5.9	10.6	5.9	10.6
Fair value adjustment to investment properties	(178.6)	4.4	(178.6)	4.4
Straight-lining of rental income	(5.9)	(10.6)	(5.9)	(10.6)
Transfer to assets held for sale	–	(22.9)	–	(22.9)
Disposal of investment properties	–	(103.1)	–	(103.1)
<b>Closing balance (31 December)</b>	<b>2,769.3</b>	<b>2,947.6</b>	<b>2,769.3</b>	<b>2,947.6</b>

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 2. Property portfolio continued

#### 2.(a) Investment properties continued

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

	Waypoint REIT		Trust Group	
	2023 \$ million	2022 \$ million	2023 \$ million	2022 \$ million
Rental income	157.5	157.6	157.5	157.6
Other non-cash rental income (recognised on a straight-line basis)	5.9	10.6	5.9	10.6
Net direct operating expenses from property	(1.3)	(1.2)	(1.3)	(1.2)
Net revaluation of investment properties	(184.5)	(7.2)	(184.5)	(7.2)
Net gain/(loss) on sale of investment properties	-	(0.4)	-	(1.2)

##### (iv) Leasing arrangements

The investment properties are leased to Viva Energy Australia Pty Limited (96.4% of rental income), other fuel operators and various convenience store operators (3.6% of rental income) under predominantly long-term operating leases with rent payable in advance monthly, quarterly or annually. Rental income for 93.9% of the investment properties is subject to fixed annual increases of 3.0% or greater. The remainder of the leases largely have CPI-linked rent reviews. Where considered necessary to reduce credit risk, Waypoint REIT may obtain bank guarantees or security deposits for the term of the lease.

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

	Waypoint REIT		Trust Group	
	31 Dec 2023 \$ million	31 Dec 2022 \$ million	31 Dec 2023 \$ million	31 Dec 2022 \$ million
Within one year	162.3	157.2	162.3	157.2
Later than one year but not later than two years	166.0	161.5	166.0	161.5
Later than two years but not later than three years	168.1	165.2	168.1	165.2
Later than three years but not later than four years	164.0	167.3	164.0	167.3
Later than four years but not later than five years	157.8	163.1	157.8	163.1
Later than five years	651.1	808.3	651.1	808.3
<b>Total</b>	<b>1,469.3</b>	<b>1,622.6</b>	<b>1,469.3</b>	<b>1,622.6</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) Sensitivities

Waypoint REIT's property portfolio is 99.9% occupied with a weighted average lease expiry of 8.1 years. Only eight leases (representing 0.8% of annual rental income) expire before the end of 2025. Waypoint REIT's investment properties are typically on long-term leases with contracted annual rental income escalations, and, accordingly, they are generally valued on a capitalisation of income basis. Waypoint REIT's investment properties are therefore exposed to a risk of change in their fair values due to changes in market capitalisation rates.

	2023 \$ million	2022 \$ million
Sensitivity of fair value to movements in market capitalisation rates (all else held equal):		
Decreases by 25 basis points	127.5	141.7
Increases by 25 basis points	(116.7)	(137.5)

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 2023, the market capitalisation rate expansion (holding all other variables constant) required to trigger:

- higher margin pricing (when the covenant gearing ratio increased beyond 40%) is 89 bp (applies to \$415.0 million of facilities and is up to 25 bp increase to the applicable margin);
- applicability of draw stop provisions (when the covenant gearing ratio increases beyond 45%) is 172 bp (applies to all facilities); and
- a covenant breach (event of default) (when the covenant gearing ratio increases beyond 50%) is 255 bp (applies to all facilities).

## 2.(c) Commitments and contingencies

There are no material outstanding contingent assets, liabilities or commitments as at 31 December 2023.

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 3. Capital management

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

#### 3.(a) Borrowings

	Waypoint REIT		Trust Group	
	31 Dec 2023 \$ million	31 Dec 2022 \$ million	31 Dec 2023 \$ million	31 Dec 2022 \$ million
<b>Non-current liabilities</b>				
Bank facilities	439.0	438.5	439.0	438.5
USPP Notes <sup>1</sup>	218.0	212.0	218.0	212.0
AMTN <sup>2</sup>	199.4	199.3	199.4	199.3
Institutional term loans	40.0	40.0	40.0	40.0
<b>Gross unsecured borrowings</b>	<b>896.4</b>	<b>889.8</b>	<b>896.4</b>	<b>889.8</b>
Unamortised borrowing costs	(3.7)	(5.3)	(3.7)	(5.3)
<b>Net unsecured borrowings</b>	<b>892.7</b>	<b>884.5</b>	<b>892.7</b>	<b>884.5</b>
<b>Total undrawn facilities available</b>	<b>121.0</b>	<b>121.5</b>	<b>121.0</b>	<b>121.5</b>

1. Net of fair value hedge adjustment of \$42.2 million (31 December 2022: \$50.7 million).

2. Net of \$0.6 million unamortised discount on the issue of these instruments (31 December 2022: \$0.7 million unamortised discount).

#### USPP Notes

The USPP Notes are further detailed below:

	USD fixed coupon	Maturity date	Notional value of cross currency swaps \$ million	AUD equivalent on issuance date \$ million	Foreign exchange and fair value movement \$ million	Carrying amount 31 Dec 2023 \$ million
7-year tranche	2.89%	29 Oct 27	108.9	108.9	5.1	114.0
10-year tranche	3.18%	29 Oct 30	76.8	76.8	3.6	80.4
12-year tranche	3.33%	29 Oct 32	62.9	62.9	2.9	65.8
<b>Total exposure</b>			<b>248.6</b>	<b>248.6</b>	<b>11.6</b>	<b>260.2</b>
Fair value hedge adjustment				–	(42.2)	(42.2)
<b>Total</b>				<b>248.6</b>	<b>(30.6)</b>	<b>218.0</b>
Cross currency interest rate swaps						30.6
Accrued interest on swaps						1.7
Total cross currency interest rate swaps						32.3
<b>Net USPP Notes exposure</b>						<b>250.3</b>



### Maturities, interest rates and covenants

Waypoint REIT's weighted average debt maturity as at 31 December 2023 is 3.4 years (31 December 2022: 4.4 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 \$415.0 million of these debt facilities, the interest margin has a rate increase/decrease applied if:

- Debt Covenant Gearing is higher than 40% – margin 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 2023: 4.2 times);
- gearing ratio of not more than 50% (actual at 31 December 2023: 34.6%); 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 \$260.2 million and \$174.4 million, respectively as at 31 December 2023 based on discounted cash flows using the current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy.

### Accounting policy – Borrowings

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

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

### 3.(b) Net finance costs

	Waypoint REIT		Trust Group	
	2023 \$ million	2022 \$ million	2023 \$ million	2022 \$ million
Finance income	0.9	0.4	0.4	0.2
<b>Finance income</b>	<b>0.9</b>	<b>0.4</b>	<b>0.4</b>	<b>0.2</b>
Interest expense	39.5	33.3	39.5	33.3
<b>Finance expense</b>	<b>39.5</b>	<b>33.3</b>	<b>39.5</b>	<b>33.3</b>
Designated hedge accounting relationship				
Gain/(loss) on fair value movements – fair value hedges	1.0	(1.4)	1.0	(1.4)
Derivatives not designated in hedge accounting				
Gain/(loss) on fair value movements	(10.3)	18.2	(10.3)	18.2
<b>Net gain/(loss) from derivative financial instruments</b>	<b>(9.3)</b>	<b>16.8</b>	<b>(9.3)</b>	<b>16.8</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.

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 3. Capital management continued

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

Waypoint REIT has the following derivative financial instruments:

	Waypoint REIT		Trust Group	
	31 Dec 2023 \$ million	31 Dec 2022 \$ million	31 Dec 2023 \$ million	31 Dec 2022 \$ million
<b>Current assets</b>				
Instruments in a designated cash flow hedge				
Interest rate swaps	–	1.8	–	1.8
Instruments held at fair value through profit or loss				
Interest rate swaps	9.1	1.0	9.1	1.0
<b>Current assets</b>	<b>9.1</b>	<b>2.8</b>	<b>9.1</b>	<b>2.8</b>
<b>Non-current assets</b>				
Instruments in a designated cash flow hedge				
Interest rate swaps	1.2	1.8	1.2	1.8
Instruments held at fair value through profit or loss				
Interest rate swaps	2.8	16.1	2.8	16.1
Interest rate caps	–	3.3	–	3.3
<b>Non-current assets</b>	<b>4.0</b>	<b>21.2</b>	<b>4.0</b>	<b>21.2</b>
<b>Total assets</b>	<b>13.1</b>	<b>24.0</b>	<b>13.1</b>	<b>24.0</b>
<b>Current liabilities</b>				
Instruments held at fair value through profit or loss				
Interest rate swaps	0.6	–	0.6	–
<b>Current liabilities</b>	<b>0.6</b>	<b>–</b>	<b>0.6</b>	<b>–</b>
<b>Non-current liabilities</b>				
Instruments in a designated fair value hedge				
Cross currency swaps	30.6	33.3	30.6	33.3
Instruments held at fair value through profit or loss				
Interest rate swaps	0.9	–	0.9	–
<b>Non-current liabilities</b>	<b>31.5</b>	<b>33.3</b>	<b>31.5</b>	<b>33.3</b>
<b>Total liabilities</b>	<b>32.1</b>	<b>33.3</b>	<b>32.1</b>	<b>33.3</b>
<b>Net total liability position</b>	<b>19.0</b>	<b>9.3</b>	<b>19.0</b>	<b>9.3</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);
- hedges of a particular risk associated with the cash flows of recognised assets and liabilities and highly probable forecast transactions (cash flow hedges).

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

### (i) Fair value hedges

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

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

### (ii) Cash flow hedges

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

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

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

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

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

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

\$ million	Increase/ (decrease) in borrowings	Net drawn/ (repaid)	Gain/(loss) on fair value of debt	(Increase)/ decrease in derivatives	Upfront paid	Cash flow hedge reserve impact	Gain/(loss) on fair value of derivatives	Net gain/ (loss) in profit and loss
<b>USD</b>								
USPP	(6.0)	–	(6.0)	2.7	–	4.3	7.0	1.0
<b>Foreign exposure</b>	<b>(6.0)</b>	<b>–</b>	<b>(6.0)</b>	<b>2.7</b>	<b>–</b>	<b>4.3</b>	<b>7.0</b>	<b>1.0</b>
<b>AUD</b>								
Bank facilities	(0.5)	0.5	–	–	–	–	–	–
AMTN	(0.1)	0.1	–	–	–	–	–	–
Interest rate swaps	–	–	–	(12.3)	–	2.0	(10.3)	(10.3)
<b>Total</b>	<b>(6.6)</b>	<b>0.6</b>	<b>(6.0)</b>	<b>(9.6)</b>	<b>–</b>	<b>6.3</b>	<b>(3.3)</b>	<b>(9.3)</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.

### Key estimate – Valuation of derivative financial instruments

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

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

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 3. Capital management continued

#### 3.(c) Derivative financial instruments continued

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

At 31 December 2023, interest rate derivatives with a notional value of \$814.5 million were in place. The relevant expiry dates are as follows:

	Waypoint REIT		Trust Group	
	31 Dec 2023 \$ million	31 Dec 2022 \$ million	31 Dec 2023 \$ million	31 Dec 2022 \$ million
Less than 1 year	110.0	295.1	110.0	295.1
1 to 2 years	246.5	–	246.5	–
2 to 3 years	295.0	276.5	295.0	276.5
3 to 4 years	163.0	215.0	163.0	215.0
4 to 5 years	–	63.0	–	63.0
5 to 6 years	–	–	–	–
6 to 7 years	–	–	–	–
7 to 8 years	–	–	–	–
8 to 9 years	–	–	–	–
	<b>814.5</b>	<b>849.6</b>	<b>814.5</b>	<b>849.6</b>

At 31 December 2023, 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 2.8 years.

##### (ii) Cross currency swaps

At 31 December 2023, cross currency swaps were in place to cover 100% of debt denominated in foreign currency and the weighted average term was 6.0 years. Refer to Note 3. (a) for further details.

#### 3.(d) Financial risk management

##### (i) Credit risk

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

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

##### Tenant concentration risk, financial standing and sector concentration risk

96.4% 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.

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

	Less than 31 days \$ million	31 to 60 days \$ million	61 to 90 days \$ million	More than 90 days \$ million	Total \$ million
<b>31 December 2023</b>					
Rent receivables	0.1	–	–	0.1	0.2
Expected credit loss provision	–	–	–	–	–
<b>31 December 2022</b>					
Rent receivables	0.1	–	–	–	0.1
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 macroeconomic factors affecting the ability of the customers to settle the rent receivables.

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

### (ii) Liquidity risk

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

### Debt agreement and refinancing risk

Waypoint REIT has outstanding debt facilities. General economic and business conditions, 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.



## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 3. Capital management continued

#### 3.(d) Financial risk management continued

##### (ii) Liquidity risk continued

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

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

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

##### Waypoint REIT

	Less than 12 months \$ million	Between 1 and 2 years \$ million	Over 2 years \$ million	Total contractual cash flows \$ million	Carrying amount liabilities \$ million
<b>31 December 2023</b>					
Trade and other payables	3.7	–	–	3.7	3.7
Interest payable	4.4	–	–	4.4	4.4
Provisions and other liabilities	0.6	0.6	0.8	2.0	1.9
Distribution payable	27.5	–	–	27.5	27.5
Borrowings	39.0	331.9	667.6	1,038.5	896.4
Derivative financial liabilities	11.1	10.9	45.8	67.8	32.1
<b>Contractual cash flows</b>	<b>86.3</b>	<b>343.4</b>	<b>714.2</b>	<b>1,143.9</b>	<b>966.0</b>

	Less than 12 months \$ million	Between 1 and 2 years \$ million	Over 2 years \$ million	Total contractual cash flows \$ million	Carrying amount liabilities \$ million
<b>31 December 2022</b>					
Trade and other payables	3.7	–	–	3.7	3.7
Interest payable	6.2	–	–	6.2	6.2
Provisions and other liabilities	1.7	0.1	0.3	2.1	2.1
Distribution payable	27.1	–	–	27.1	27.1
Borrowings	31.5	31.5	993.6	1,056.6	889.8
Derivative financial liabilities	7.8	7.8	40.5	56.1	33.3
<b>Contractual cash flows</b>	<b>78.0</b>	<b>39.4</b>	<b>1,034.4</b>	<b>1,151.8</b>	<b>962.2</b>

## Trust Group

	Less than 12 months \$ million	Between 1 and 2 years \$ million	Over 2 years \$ million	Total contractual cash flows \$ million	Carrying amount liabilities \$ million
<b>31 December 2023</b>					
Trade and other payables	5.0	–	–	5.0	5.0
Interest payable	4.4	–	–	4.4	4.4
Distribution payable	27.5	–	–	27.5	27.5
Borrowings	39.0	331.9	667.6	1,038.5	896.4
Derivative financial liabilities	11.1	10.9	45.8	67.8	32.1
<b>Contractual cash flows</b>	<b>87.0</b>	<b>342.8</b>	<b>713.4</b>	<b>1,143.2</b>	<b>965.4</b>

	Less than 12 months \$ million	Between 1 and 2 years \$ million	Over 2 years \$ million	Total contractual cash flows \$ million	Carrying amount liabilities \$ million
<b>31 December 2022</b>					
Trade and other payables	5.7	–	–	5.7	5.7
Interest payable	6.2	–	–	6.2	6.2
Distribution payable	27.1	–	–	27.1	27.1
Borrowings	31.5	31.5	993.6	1,056.6	889.8
Derivative financial liabilities	7.8	7.8	40.5	56.1	33.3
<b>Contractual cash flows</b>	<b>78.3</b>	<b>39.3</b>	<b>1,034.1</b>	<b>1,151.7</b>	<b>962.1</b>

**(iii) Capital risk management**

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

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

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

	31 Dec 2023 \$ million	31 Dec 2022 \$ million
Total liabilities (excluding derivative financial liabilities)	963.8	963.0
Total assets (excluding derivative financial assets)	2,784.8	2,964.1
<b>Debt Covenant Gearing ratio</b>	<b>34.6%</b>	<b>32.5%</b>

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 3. Capital management continued

#### 3.(d) Financial risk management continued

##### (iv) Market risk

##### Interest rate risk

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

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

	31 Dec 2023 \$ million	31 Dec 2022 \$ million
<b>Financial assets</b>		
Cash and cash equivalents	13.3	14.0
Derivative financial instruments (notional principal amount)		
– Interest rate derivative financial instruments	604.5	674.6
<b>Financial liabilities</b>		
Interest-bearing liabilities – floating rate interest	(479.0)	(478.5)
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>(49.8)</b>	<b>(38.5)</b>
	<b>2023</b>	<b>2022</b>
	<b>\$ million</b>	<b>\$ million</b>
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 counterparties to those cross currency derivative financial instruments meet their obligations to Waypoint REIT.

## (v) Other material business risks

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

### Investment property value

The value of Waypoint REIT's portfolio of investment properties may be adversely affected by a number of factors, including factors outside the control of Waypoint REIT, including the supply 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 8.1 years. Only eight leases (representing 0.8% of income) expire before the end of 2025. The majority of the portfolio (355 of 419 contracted leases) is subject to multiple 10-year options in favour of the tenant, with the rent from commencement of each option period to either be agreed between the parties or set by independent market rent determination. However, there is a risk that tenants may not exercise their option, or that the commencing rent will be lower than passing rent and/or market rent (if agreed between the parties).

### Environmental and climate change risk

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

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

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

Extreme weather and other climate change-related events have the potential to damage Waypoint REIT's assets and disrupt the tenants' operations. Although 377 of Waypoint REIT's 402 properties (89.6% 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.

## 3. Capital management continued

### 3.(d) Financial risk management continued

#### (v) Other material business risks continued

##### 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 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 2023. The fair value of derivative financial assets and liabilities were 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.



	Level 1 \$ million	Level 2 \$ million	Level 3 \$ million	Total \$ million
<b>31 December 2023</b>				
Investment properties	–	–	2,769.3	2,769.3
Derivatives	–	(19.0)	–	(19.0)
<b>Total</b>	–	(19.0)	2,769.3	2,750.3
<b>31 December 2022</b>				
Investment properties	–	–	2,947.6	2,947.6
Derivatives	–	(9.3)	–	(9.3)
<b>Total</b>	–	(9.3)	2,947.6	2,938.3

Waypoint REIT did not measure any financial assets or financial liabilities at fair value on a non-recurring basis as at 31 December 2023.

### 3.(e) Contributed equity

	Waypoint REIT		Trust Group	
	Number of securities '000	\$ million	Number of units '000	\$ million
Opening balance at 1 January 2022	721,650	1,461.1	721,650	1,453.5
On-market buy-back (including transaction costs) <sup>1</sup>	(9,833)	(27.1)	(9,833)	(26.8)
On-market buy-back (including transaction costs) <sup>2</sup>	(40,000)	(102.4)	(40,000)	(102.2)
<b>Closing balance at 31 December 2022</b>	<b>671,817</b>	<b>1,331.6</b>	<b>671,817</b>	<b>1,324.5</b>
Opening balance at 1 January 2023	671,817	1,331.6	671,817	1,324.5
<b>Closing balance at 31 December 2023</b>	<b>671,817</b>	<b>1,331.6</b>	<b>671,817</b>	<b>1,324.5</b>

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

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

### 3.(f) Treasury securities

#### Waypoint REIT and Trust Group

	2023 Number of securities	2022 Number of securities	2023 \$ million	2022 \$ million
Opening balance	175,241	–	0.4	–
Securities acquired	123,076	175,979	0.3	0.4
Securities transferred to employees on vesting	(85,345)	(738)	(0.2)	–
<b>Closing balance</b>	<b>212,972</b>	<b>175,241</b>	<b>0.5</b>	<b>0.4</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, 123,076 stapled securities were purchased on market by the Waypoint REIT Equity Incentive Plan Trust at an average price of \$2.60 per security to satisfy obligations under the STI and general employee offer plans.

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 3. Capital management continued

#### 3.(g) Non-controlling interests

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

	2023 \$ million	2022 \$ million
Opening balance	2,019.9	2,120.7
Profit/(loss) for the year	(79.6)	133.0
Effective portion of changes in fair value of cash flow hedges	(6.2)	11.7
On-market buy-back (including transaction costs)	–	(129.0)
Acquisition of treasury securities	(0.3)	(0.4)
Distributions paid or provided for	(110.7)	(116.1)
<b>Closing balance</b>	<b>1,823.1</b>	<b>2,019.9</b>

#### 3.(h) Reserves

Waypoint REIT's reserves movements were:

	Waypoint REIT		Trust Group	
	2023 \$ million	2022 \$ million	2023 \$ million	2022 \$ million
<b>Hedge reserve</b>				
Opening hedge reserve	6.0	(5.7)	6.0	(5.7)
Net change in fair value of cash flow hedges	(6.6)	11.3	(6.6)	11.3
Reclassified to profit and loss	0.4	0.4	0.4	0.4
<b>Closing hedge reserve</b>	<b>(0.2)</b>	<b>6.0</b>	<b>(0.2)</b>	<b>6.0</b>
<b>Share-based payments reserve</b>				
Opening share-based payments reserve	0.6	–	–	–
Share-based payment expenses*	0.5	0.6	–	–
<b>Closing share-based payments reserve</b>	<b>1.1</b>	<b>0.6</b>	<b>–</b>	<b>–</b>
<b>Total closing reserves</b>	<b>0.9</b>	<b>6.6</b>	<b>(0.2)</b>	<b>6.0</b>

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

### 3.(i) Security-based benefits expense

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

#### (i) Share-based payment expense

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

	Waypoint REIT		Trust Group	
	31 Dec 2023 \$	31 Dec 2022 \$	31 Dec 2023 \$	31 Dec 2022 \$
Deferred stapled securities <sup>1</sup>	388,721	273,948	388,721	273,948
General employee offer <sup>2</sup>	7,354	8,016	7,354	8,016
Performance rights	159,353	40,976	159,353	40,976
<b>Total</b>	<b>555,428</b>	<b>322,940</b>	<b>555,428</b>	<b>322,940</b>

1. Granted under Waypoint REIT's short-term incentive scheme, subject to ongoing service conditions.
2. Cost of stapled securities bought on-market.

#### (ii) Deferred stapled securities – reconciliation

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

Waypoint REIT and Trust Group	2023 Number	2022 Number
<b>Deferred stapled securities</b>		
Opening balance	136,108	–
Granted during the year	156,568	173,027
Transferred to employees on vesting	(85,345)	–
Forfeited and lapsed during the year	–	(36,919)
<b>Closing balance</b>	<b>207,331</b>	<b>136,108</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	2023 Number	2022 Number
<b>General employee offer securities</b>		
Opening balance	3,794	1,975
Granted during the year	2,688	2,952
Transferred to employees on vesting	–	(1,133)
Forfeited and lapsed during the year	–	–
<b>Closing balance</b>	<b>6,482</b>	<b>3,794</b>

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 3. Capital management continued

#### 3.(i) Security-based benefits expense continued

##### (iv) Performance rights – reconciliation

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

Waypoint REIT and Trust Group	2023 Number	2022 Number
<b>Performance rights</b>		
Opening balance	401,583	155,916
Granted during the year	455,162	287,806
Forfeited and lapsed during the year	–	(42,139)
<b>Closing balance</b>	<b>856,745</b>	<b>401,583</b>

The weighted average remaining contractual life of performance rights outstanding as at 31 December 2023 is 1.6 years.

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

The Monte Carlo method is utilised for valuation and accounting purposes. The model inputs to assess the fair value of the performance rights granted during 2023 are as follows:

Grant date <sup>1</sup>	18 May 2023
Stapled security price at grant date	\$2.64
Fair value of right	\$1.65
Expected volatility <sup>2</sup>	20%
Dividend yield	6.3%
Risk-free interest rate	3.23%

1. The grant date is determined in accordance with AASB 2 *Share-based Payment*. Performance rights have a nil exercise price, vest on or around 1 March 2026 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 2023.

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

#### Accounting policy – Share-based compensation expense

##### *Deferred securities (STI plan)*

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

##### *Deferred securities (general employee offer)*

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

##### *Performance rights (LTI plan)*

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

## 4. Additional information

### 4.(a) Related party information

#### (i) Parent entity

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

#### (ii) Subsidiaries

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

#### (iii) Key Management Personnel compensation

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

	Waypoint REIT		Trust Group	
	2023 \$	2022 \$	2023 \$	2022 \$
Short-term benefits	2,206,498	2,214,919	2,206,498	2,214,919
Post-retirement benefits	143,594	167,991	143,594	167,991
Other long-term benefits	29,665	(509)	29,665	(509)
Share-based payments	452,065	264,540	452,065	264,540
	<b>2,831,822</b>	<b>2,646,941</b>	<b>2,831,822</b>	<b>2,646,941</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. Responsible entity fees are charged in accordance with VER Limited's Constitution.

	Waypoint REIT		Trust Group	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
<b>The following transactions occurred with related parties:</b>				
Payment of Responsible Entity fees and costs reimbursement to VER Limited	–	–	310	304
Reimbursement of costs to Waypoint REIT Limited	–	–	4,452	4,152
Reimbursement of costs to Waypoint Operations Pty Limited	–	–	3,483	4,395
Disposal management fee paid to Waypoint REIT Limited	–	–	–	759

	Waypoint REIT		Trust Group	
	31 Dec 2023	31 Dec 2022	31 Dec 2023	31 Dec 2022
<b>Amounts receivable:</b>				
Receivable from Waypoint REIT Limited	–	–	3,301	4,813
Receivable from VER Custodian Pty Limited	–	–	165	1,040
<b>Amounts payable:</b>				
Payable to Waypoint Operations Pty Limited	–	–	1,074	1,580
Payable to VER Limited	–	–	35	114



## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 4. Additional information continued

#### 4.(b) Parent entity financial information

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

	Waypoint REIT Ltd		Waypoint REIT Trust	
	2023 \$ million	2022 \$ million	2023 \$ million	2022 \$ million
<b>Balance sheet</b>				
Current assets	2.7	3.4	776.4	531.6
Non-current assets	11.1	11.1	1,650.2	1,650.2
<b>Total assets</b>	<b>13.8</b>	<b>14.5</b>	<b>2,426.6</b>	<b>2,181.8</b>
Current liabilities	5.4	6.5	833.1	729.3
<b>Total liabilities</b>	<b>5.4</b>	<b>6.5</b>	<b>833.1</b>	<b>729.3</b>
<b>Shareholders' equity</b>				
Contributed equity	7.6	7.1	1,330.5	1,324.0
Retained profits/(Accumulated losses)	0.8	0.9	263.0	128.5
<b>Total equity</b>	<b>8.4</b>	<b>8.0</b>	<b>1,593.5</b>	<b>1,452.5</b>
Profit/(loss) for the year after tax	(0.1)	0.6	110.7	120.5
<b>Total comprehensive income/(loss) for the year</b>	<b>(0.1)</b>	<b>0.6</b>	<b>110.7</b>	<b>120.5</b>

The parent entity did not have any guarantees, contingent liabilities or commitments as at 31 December 2023 or 31 December 2022.

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

All companies and trusts are incorporated or established in Australia.

#### 4.(d) Remuneration of auditors

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

	2023 \$	2022 \$
<b>Auditors of Waypoint REIT – PricewaterhouseCoopers Australia and related network firms</b>		
Audit and review of financial statements		
Group	205,301	158,655
Trust	16,137	18,187
<b>Total audit and review of financial reports</b>	<b>221,438</b>	<b>176,842</b>
Other statutory assurance services	20,866	20,975
Other assurance services	45,325	32,350
<b>Total audit and assurance services</b>	<b>287,629</b>	<b>230,167</b>
Other services		
Tax compliance services	136,360	86,460
Tax advisory services	–	1,000
Regulatory administration services	1,797	14,929
<b>Total other non-audit services</b>	<b>138,157</b>	<b>102,389</b>
<b>Total remuneration of auditors</b>	<b>425,785</b>	<b>332,556</b>

#### 4.(e) Subsequent events

On 16 January 2024, a \$100.0 million bilateral bank debt facility, which was due to expire in May 2025, was extended to January 2029.

No matter or circumstance has arisen since 31 December 2023 that has significantly affected, or may significantly affect:

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

#### 4.(f) Summary of significant accounting policies

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

##### (i) Basis of preparation

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

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

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

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

##### (ii) Rounding of amounts

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

# NOTES TO THE FINANCIAL STATEMENTS CONTINUED

## 4. Additional information continued

### 4.(f) Summary of significant accounting policies continued

#### (iii) Comparative information

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

#### (iv) Net current asset deficiency position

At 31 December 2023, Waypoint REIT had a net current asset deficiency of \$16.4 million and the Trust Group had a net current asset deficiency of \$26.0 million. Waypoint REIT uses cash at bank to pay for distributions and expenses (including property purchases), drawing down on revolving debt facilities when required. Revolving debt facilities are then repaid when there is excess cash available. Waypoint REIT has \$121.0 million of unused debt facilities at 31 December 2023, which can be drawn upon to fund Waypoint REIT's cash flow requirements provided that Waypoint REIT meets its debt covenants and further borrowing will not cause Gearing to exceed 45%.

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

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

#### (v) Principles of consolidation

##### Stapled entities

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

As permitted by Class Order 13/1050, issued by ASIC, this financial report is a combined financial report that presents the financial statements and accompanying notes of both Waypoint REIT and the Trust Group as at and for the year ended 31 December 2023.

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

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

Non-controlling interests in the results and equity are shown separately in the Consolidated Statements of Comprehensive Income, Consolidated Balance Sheets and Consolidated Statements 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 Statements of Comprehensive Income, Consolidated Balance Sheets and Consolidated Statement of Changes in Equity respectively.

#### (vi) Presentation of members' interests in the Trust

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

## (vii) Revenue

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

All income is stated net of goods and services tax.

## (viii) Employee benefits

### Short-term obligations

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

### Other long-term employee benefit obligations

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

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

## (ix) Goods and services tax (GST)

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

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

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

## (x) Leases

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

### Right of use assets

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

### Lease liabilities

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

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

## 4. Additional information continued

### 4.(f) Summary of significant accounting policies continued

#### (xi) Financial instruments

##### Classification

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

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

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

##### Recognition/derecognition

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

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

##### Measurement

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

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

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

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

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

##### Offsetting financial instruments

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

#### (xii) Provisions

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

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

On 26 June 2023, the International Sustainability Standards Board (ISSB) issued its inaugural standards – IFRS S1 *General Requirements for Disclosure of Sustainability-related Financial Information* and IFRS S2 *Climate-related disclosures*. The standards are intended to create a common language for disclosing the effect of climate-related risks and opportunities on an entity's prospects. Both standards fully incorporate the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD).

Exposure Draft SR1 ASRS Standards was issued on 23 October 2023 by the Australian Accounting Standards Board (AASB) for consultation, providing further clarity on how IFRS S1 and S2 will be adapted for implementation in Australia under a 'climate first' approach.

Waypoint REIT has been progressively aligning its practices and policies with these recommendations and will continue to monitor developments in Australia with reporting under the proposed standards expected to commence in 2027.

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.



# DIRECTORS' DECLARATION

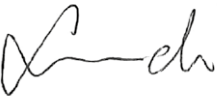
In the Directors' opinion:

- (a) the financial statements and notes set out on pages 42 to 74 are in accordance with the *Corporations Act 2001*, including:
  - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
  - (ii) giving a true and fair view of Waypoint REIT's and Waypoint REIT Trust Group's financial positions at 31 December 2023 and of their performance for the year ended on that date; and
- (b) there are reasonable grounds to believe that Waypoint REIT and Waypoint REIT Trust Group will be able to pay their debts as and when they become due and payable.

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

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

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



**Laurence Brindle**  
Chair

26 February 2024

# INDEPENDENT AUDITOR'S REPORT



## Independent auditor's report

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

### Report on the audit of the financial report

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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") are 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 2023 and of their financial performance for the year then ended
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### What we have audited

The financial reports of Waypoint REIT and the Trust (collectively referred to as the "financial report") comprise:

- the consolidated balance sheets as at 31 December 2023
- 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 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.

#### 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.

PricewaterhouseCoopers, ABN 52 780 433 757  
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T: +61 2 8266 0000, F: +61 2 8266 9999, [www.pwc.com.au](http://www.pwc.com.au)  
Level 11, 1PSQ, 169 Macquarie Street, Parramatta NSW 2150, PO Box 1155 Parramatta NSW 2124  
T: +61 2 9659 2476, F: +61 2 8266 9999, [www.pwc.com.au](http://www.pwc.com.au)

Liability limited by a scheme approved under Professional Standards Legislation.



### 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, their 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.
- The Audit team consisted of individuals with the appropriate skills and competencies needed for the audit, which included industry expertise in real estate and treasury professionals.

### Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period and were determined separately for Waypoint REIT and the Trust. Relevant amounts listed for each part of the stapled group represent balances as they are presented in the financial report and should not be aggregated. The key audit matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Further, any commentary on the outcomes of a particular audit procedure is made in that context. We communicated the key audit matters to the Audit and Risk Management Committee.

Key audit matter	How our audit addressed the key audit matter
<p><b>Valuation of Investment Properties</b> (Refer to note 2(a)) Waypoint REIT – \$2,769.3 million Trust Group – \$2,769.3 million</p> <p>Waypoint REIT and the Trust’s investment property portfolio comprised fuel and convenience retail properties (“Investment Properties”) at 31 December 2023.</p> <p>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.</p>	<p>To assess the valuation of Investment Properties we performed the following procedures, amongst others:</p> <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> <li>• We assessed the scope, competence and objectivity of the independent valuation expert engaged by Waypoint REIT and the Trust to provide independent valuations at reporting date;</li> </ul>



Factors such as current market conditions, existing lease contracts, and comparable sales impact fair values. Amongst others, the following inputs and assumptions were key in establishing fair value:

- annual market rent
- capitalisation rates
- lease terms

At each balance sheet date, the directors determine the fair value of the Investment Properties in accordance with Waypoint REIT's valuation policy as described in note 2(a).

This was a key audit matter because of the:

- relative size of the Investment Property portfolio to net assets and related valuation movements, and
- the inherent subjectivity of the significant assumptions that underpin the valuations.

- We met with the independent valuation expert used by Waypoint REIT and the Trust to develop an understanding of their processes, judgements and observations;
- We compared the valuation methodology adopted by Waypoint REIT and the Trust with commonly accepted valuation approaches used in the real estate industry for investment properties;
- We agreed the rental income used in a sample of Investment Property valuations to relevant lease agreements and assessed the appropriateness of a sample of income related assumptions;
- We assessed the appropriateness of adopted capitalisation rates for a sample of Investment Properties with reference to market data and comparable transactions, where possible;
- We tested the mathematical accuracy of a sample of the Investment Property valuations;
- We agreed the fair value of each Investment Property to the independent valuation or Directors valuation, as applicable;
- We assessed the reasonableness of the disclosures against the requirements of Australian Accounting Standards.

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## Other information

The directors of Waypoint REIT Limited and VER Limited, the Responsible Entity of Waypoint REIT Trust, (collectively referred to as the "directors") are responsible for the other information. The other information comprises the information included in the annual report for the year ended 31 December 2023, 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 that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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

---

#### **Auditor's responsibilities for the audit of the financial report**

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

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

[https://www.auasb.gov.au/admin/file/content102/c3/ar1\\_2020.pdf](https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf). This description forms part of our auditor's report.





## Report on the remuneration report

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### Our opinion on the remuneration report

We have audited the remuneration report included in pages 25 to 39 of the directors' report for the year ended 31 December 2023.

In our opinion, the remuneration report of Waypoint REIT for the year ended 31 December 2023 complies with section 300A of the *Corporations Act 2001*.

---

### Responsibilities

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

A handwritten signature in blue ink that reads 'PricewaterhouseCoopers'.

PricewaterhouseCoopers

A handwritten signature in blue ink that appears to read 'JDP Willis'.

JDP Willis  
Partner

Sydney  
26 February 2024

## ADDITIONAL INFORMATION

The information below is current as at 7 March 2024.

There were 671,816,547 fully paid securities on issue, held by 13,164 securityholders. There were 423 holders holding less than a marketable parcel based on a closing price of \$2.39.

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

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

### Top 20 securityholders

The top 20 largest registered securityholders as at 7 March 2024 are shown below.

Rank	Holder name	Number of securities	% of issued capital
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	188,715,281	28.09
2	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	132,845,462	19.77
3	CITICORP NOMINEES PTY LIMITED	87,277,858	12.99
4	NATIONAL NOMINEES LIMITED	33,192,125	4.94
5	BNP PARIBAS NOMINEES PTY LTD	25,482,984	3.79
6	BNP PARIBAS NOMS PTY LTD	7,605,324	1.13
7	CITICORP NOMINEES PTY LIMITED	6,400,766	0.95
8	BNPP NOMS PTY LTD HUB24 CUSTODIAL SERV LTD	6,329,019	0.94
9	IOOF INVESTMENT SERVICES LIMITED	4,926,405	0.73
10	BNP PARIBAS NOMS (NZ) LTD	4,172,579	0.62
11	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	4,068,774	0.61
12	NETWEALTH INVESTMENTS LIMITED	2,993,817	0.45
13	BNP PARIBAS NOMINEES PTY LTD	1,869,374	0.28
14	CHARTER HALL WHOLESALE MANAGEMENT LIMITED	1,750,000	0.26
15	CHARTER HALL PROPERTY SECURITIES MANAGEMENT LIMITED	1,725,000	0.26
16	IOOF INVESTMENT SERVICES LIMITED	1,409,538	0.21
17	NEWECONOMY COM AU NOMINEES PTY LIMITED	1,376,455	0.20
18	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,360,778	0.20
19	ECAPITAL NOMINEES PTY LIMITED	1,338,712	0.20
20	NETWEALTH INVESTMENTS LIMITED	1,310,675	0.20
	<b>Total</b>	<b>516,150,926</b>	<b>76.83</b>
	<b>Balance of register</b>	<b>155,665,621</b>	<b>23.17</b>
	<b>Grand total</b>	<b>671,816,547</b>	<b>100.00</b>

## ADDITIONAL INFORMATION CONTINUED

### Distribution of securityholdings as at 7 March 2024

Range	Number of holders	Number of securities	% of total
100,001 and over	115	539,445,661	80.30
10,001 to 100,000	4,226	95,509,400	14.22
5,001 to 10,000	3,175	23,930,546	3.56
1,001 to 5,000	4,088	12,198,044	1.82
1 to 1,000	1,560	732,896	0.11
<b>Total</b>	<b>13,164</b>	<b>671,816,547</b>	<b>100.00</b>
Unmarketable parcels	423	26,751	

### Substantial securityholders as at 7 March 2024

Date of notice received	Name of substantial securityholder	Number of securities <sup>1</sup>
31 Dec 2020	The Vanguard Group, Inc.	81,069,400
5 Mar 2023	BlackRock Group	43,011,585
30 Nov 2022	State Street Corporation	40,972,605
22 Mar 2023	First Sentier Investors Holdings Pty Limited	40,620,225
23 Mar 2023	Mitsubishi UFJ Financial Group, Inc.	40,620,225
29 Jan 2024	Commonwealth Bank of Australia	33,928,546
7 Mar 2024	KKR Entities	33,593,138

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

### Securities purchased on-market

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

During FY23, 123,076 securities were purchased on-market at an average price of \$2.60 per security.

### Unquoted equity securities

As at 7 March 2024, Waypoint REIT has on issue 856,745 unquoted Performance Rights to four employees.

# DISCLOSURES

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

## Summary of certain arrangements between Waypoint REIT and Viva Energy Australia

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

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

In addition, in each lease entered into in respect of the initial IPO portfolio, Viva Energy Australia has the right of first refusal to acquire any of the leased sites that Waypoint REIT offers for sale. In FY2023 Waypoint REIT and Viva Energy Australia did not enter into (or conclude) any transactions pursuant to the rights listed above.

As at the date of this report, the Master Agreement is still in place and the rights of first refusals as described above still operate, however, the Master Agreement and the rights of first refusal have been amended to delete references to Coles Express and the Alliance Agreement to reflect VEA's purchase of the Coles Express business.

## GLOSSARY

<b>AACS</b>	Australian Association of Convenience Stores
<b>AMTN</b>	Australian Medium-Term Notes
<b>ASX</b>	Australian Securities Exchange
<b>BBSW</b>	Bank Bill Swap Rate
<b>bp</b>	Basis points
<b>CAGR</b>	Compound annual growth rate
<b>Coles Express</b>	Coles Express, a division of Coles Group Limited (ABN 11 004 089 936)
<b>CPI</b>	Consumer Price Index
<b>Distributable Earnings</b>	This is a non-IFRS measure of profit and is calculated as statutory net profit adjusted to remove transaction costs, specific non-recurring items and non-cash items (including straight-lining of rental income, the amortisation of debt establishment fees, long-term incentive expense and any fair value adjustment to investment properties and derivatives)
<b>DEPS</b>	Distributable earnings per security. Calculated as distributable earnings divided by the weighted average number of ordinary securities on issue during the period
<b>EBITDA</b>	Earnings before interest, tax, depreciation and amortisation
<b>Employee Security Plan</b>	An equity incentive plan under which participating employees are eligible to receive Waypoint REIT stapled securities on a deferred settlement basis under the short-term incentive (STI) and general employee offer plans and performance rights under the long-term incentive (LTI) Plan
<b>EPS</b>	Earnings per security
<b>F&amp;C</b>	Fuel and Convenience
<b>FY</b>	Financial year
<b>Gearing</b>	Net debt (excluding foreign exchange and fair value hedge adjustments) to total assets (excluding cash)
<b>GHG</b>	Greenhouse gas
<b>IPO</b>	Initial public offering
<b>Liquidity</b>	Measure of funding available to Waypoint in the short term. Includes unrestricted cash, undrawn debt and asset sale deposit receivable net of distribution provision
<b>LTI plan</b>	Long Term Incentive Plan
<b>m2</b>	Square metre



<b>Master Agreement</b>	The agreement between Viva Energy Australia and Viva Energy REIT, as summarised in Section 13.2 of the PDS
<b>MER</b>	Management expense ratio (calculated as the ratio of operating expenses (excluding net property expenses) over average total assets (excluding derivative financial assets))
<b>Moody's</b>	Moody's Investors Services
<b>Net Interest Expense</b>	Finance costs less finance income
<b>NNN</b>	Triple-net lease, where the tenant is responsible for all outgoings relating to the property being leased in addition to the rent fee applied under the lease. This includes all repairs and maintenance (including structural repairs and maintenance), rates, taxes, insurance and other direct property costs
<b>NTA</b>	Net tangible assets
<b>OTR</b>	OTR Group ("On the Run")
<b>S&amp;P</b>	Standard & Poor's Financial Services LLC
<b>S&amp;P CSA</b>	S&P Global Corporate Sustainability Assessment
<b>t-CO<sub>2</sub>-e</b>	Tonnes of carbon dioxide equivalent
<b>USPP</b>	United States Private Placement
<b>VEA or Viva Energy Australia</b>	Viva Energy Australia Pty Ltd (ABN 46 004 610 459)/Viva Energy Group Limited (ABN 74 626 661 032) (ASX: VEA)
<b>WACR</b>	Weighted average capitalisation rate, weighted by valuation
<b>WADM</b>	Weighted average debt maturity
<b>WALE</b>	Weighted average lease expiry, weighted by rental income
<b>WARR</b>	Weighted average rent review, weighted by rental income
<b>Waypoint REIT or WPR</b>	Stapled entity comprising one share in Waypoint REIT Limited (ABN 35 612 986 517) and one unit in the Waypoint REIT Trust (ARSN 613 146 464)

# CORPORATE DIRECTORY

## Waypoint REIT Limited

ABN 35 612 986 517

## Waypoint REIT Trust

ARSN 613 146 464

## VER Limited

ACN 609 868 000 AFSL 483795  
Responsible Entity

## Registered office

Level 15, 720 Bourke Street  
Docklands VIC 3008 Australia  
Telephone: +61 3 9081 8439  
[www.waypointreit.com.au](http://www.waypointreit.com.au)

## Directors of Waypoint REIT Limited

Laurence Brindle  
Christopher Lawton  
Georgina Lynch  
Susan MacDonald  
Hadyn Stephens

## Directors of VER Limited

Laurence Brindle  
Christopher Lawton  
Georgina Lynch  
Susan MacDonald  
Hadyn Stephens

## Company Secretary

Tina Mitas

## Auditor

PricewaterhouseCoopers  
One International Towers Watermans Quay  
Barangaroo NSW 2000 Australia

## Security registry

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

## Investor enquiries and correspondence

[admin@waypointreit.com.au](mailto:admin@waypointreit.com.au)

## Stock exchange listing

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

### Important information

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

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

### Reporting period

This Annual Report details the consolidated results of Waypoint REIT for the year ended 31 December 2023.

### Disclaimer

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

In preparing this Annual Report, the authors have relied upon and assumed, without independent verification, the accuracy and completeness of all information available from public sources or which has otherwise been reviewed in preparation of the Annual Report.

All reasonable care has been taken in preparing the information and assumptions contained in this Annual Report. However, no representation or warranty, express or implied, is made by Waypoint REIT, its related bodies corporate, any of their respective officers, directors, employees, agents or advisers as to the fairness, accuracy, completeness or correctness of the information, opinions and conclusions contained in this Annual Report.

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

to any continuing obligations under the ASX listing rules, Waypoint REIT Ltd and VER Limited and each of their respective associates, related entities, officers, directors, employees, agents, consultants and advisers do not accept and expressly disclaim any liability for any loss or damage (including, without limitation, any liability for any loss or damage (whether direct, indirect, consequential or otherwise)) arising from the use of, or reliance on, anything contained in or omitted from this report.

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



