Dexus (ASX: DXS)

ASX release



23 October 2020

2020 AGM Chair and CEO address

Dexus releases the attached Chair and CEO address for the Dexus Annual General Meeting (AGM) which is being held today at 2.00pm (AEDT).

The meeting will be webcast and can be viewed by using the following link:

https://agmlive.link/DXS20

Authorised by the Board of Dexus Funds Management Limited

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About Dexus

Dexus is one of Australia's leading real estate groups, managing a high quality Australian property portfolio valued at \$32.0 billion. We believe that the strength and quality of our relationships is central to our success and are deeply committed to working with our customers to provide spaces that engage and inspire. We invest only in Australia, and directly own \$16.5 billion of office and industrial properties. We manage a further \$15.5 billion of office, retail, industrial and healthcare properties for third party clients. The group's \$10.4 billion development pipeline provides the opportunity to grow both portfolios and enhance future returns. With 1.8 million square metres of office workspace across 51 properties, we are Australia's preferred office partner. Dexus is a Top 50 entity by market capitalisation listed on the Australian Securities Exchange (trading code: DXS) and is supported by 29,000 investors from 21 countries. With 36 years of expertise in property investment, development and asset management, we have a proven track record in capital and risk management, providing service excellence to tenants and delivering superior risk-adjusted returns for investors. www.dexus.com

Dexus Funds Management Ltd ABN 24 060 920 783, AFSL 238163, as Responsible Entity for Dexus (ASX: DXS) Level 25, 264 George Street, Sydney NSW 2000

Dexus 2020 Annual General Meeting

Chair's address

Good afternoon everyone and welcome to our 2020 Annual General Meeting. I'm Richard Sheppard, the Chair of the Board of Directors of Dexus Funds Management Limited.

I would like to begin by acknowledging the Gadigal of the Eora Nation, the traditional custodians of the land on which we are presenting from today, and we pay our respects to their Elders past, present and emerging. I would also like to extend that respect and welcome to any First Nations people who are joining our meeting today.

On behalf of the Dexus Board, I appreciate your understanding of the changes we have made to the meeting format. It is pleasing to see that Australia has made great progress in containing the spread of the virus. We have high hopes that next year we will be able to connect with you in person at our 2021 AGM.

I'll table my appointment as Chair of today's meeting and open the meeting.

I will start today's presentation by looking at the scale of our business.

Dexus is one of Australia's leading real estate groups and is a leader in the Australian office market. We have \$32 billion of properties under management, \$16.5 billion of which is owned directly on balance sheet with the remainder invested in office, industrial, retail and healthcare properties that are managed on behalf of our third party capital partners.

We released our 2020 Annual Report in August which is an integrated report and reinforces our focus on long-term value creation. This year, we highlighted how we are positioning for the recovery on the other side of the significant disruption caused by the global pandemic.

I won't spend too much time today discussing the result as you can read the achievements in the Annual Report and the results presentation available on our website.

Reflecting on our response to the COVID-19 pandemic.

Many of our small to medium-sized customers had their businesses impacted by the government restrictions, which affected their turnover and ability to pay rent. Our team was already proactively talking with our customers about supporting them ahead of the introduction of the government's Code of Conduct which formalised the approach for the provision of rent relief by landlords to their most impacted tenants.

The assistance we provided to our customers impacted our financial result for the year.

To preserve capital, the management team implemented cost reduction initiatives across the group including freezing recruitment and non-essential consultancy spend, as well as temporary reductions in remuneration levels for the Board, the CEO and other executives over a three-month period.

The value of our portfolio has been reinforced by asset recycling.

Lastly, prior to the onset of COVID-19 our business was in strong shape and we upgraded guidance for distribution per security growth to circa 5.5%. However, due to the challenging operating environment, we withdrew our FY20 distribution guidance but were able to provide revised guidance in June for a distribution that was consistent with FY19 – and we delivered on that guidance.

From a capital management perspective, as a Board we have been very focused on ensuring that Dexus's financial strength is maintained to deal with the current environment. Since March we have enhanced our liquidity and sourced \$650 million of debt funding.

Our proforma gearing level at 30 June remained low at 24.3%, which is well below our target range of 30-40%, so in summary, Dexus is in a strong financial position.

Our financial strength provides us with the funding needed for committed projects in the development pipeline and also for future opportunities where we see an efficient use of our capital and the ability to drive higher returns.

When the pandemic took hold, our number one priority was the health, safety and wellbeing of our people and the people in our buildings.

When the government restrictions started to ease in July 2020, our team ensured that the buildings we manage had detailed COVID-Safe plans in place in order to help people to return to our buildings in a safe manner.

We followed the government guidelines for our building operations, and also engaged the services of independent consultants and a health expert to review our processes for the common areas like food courts and end-of-trip bathrooms to ensure their safe operation.

On behalf of the entire Board, I would like to acknowledge the extraordinary effort by Management and all of our Dexus employees involved in working with our customers, preparing our buildings and reducing the financial impact to the group.

Over the past six months, we have seen workforces globally forced to work from home. We believe that the office workplace plays a crucial role in driving business productivity, and ultimately, the financial success of a business.

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Customer surveys have revealed there are three key areas where the physical office can positively impact business performance – facilitating collaboration; fostering culture; and providing learning and personal growth opportunities. It is clear that these activities are best done face-to-face in the office.

You have probably seen media reports reflecting on surveys that many people have enjoyed working from home and would like to continue doing that. We have proven that we can all work from home, but that is not the point.

We believe, notwithstanding the technology we have today, that people are at their most productive in their workplaces. Clients get better service; people learn more and things get done more effectively. As a company director, I have seen boards work more effectively when they meet in one room. That is one of the reasons why cities and urbanisation have grown over the last century.

Those companies that are successful in getting their people back to their offices as government restrictions are eased, will obtain a sustained competitive advantage in this environment.

Governments around the world have responded to the COVID-19 crisis through a combination of health measures, business shutdowns and unprecedented fiscal stimulus. There has been, to date, limited community discussion and understanding as to how we will pay for this. We cannot indefinitely sustain large deficits and increased debt, and the cost will come eventually through a combination of reduced government services, higher taxes on future generations, or if governments fund the deficits by printing money, through higher inflation down the track.

How is this relevant to commercial real estate? The answer is that the longer the country takes to get back to normal levels of business, the higher these costs will be.

And so it's important to reflect on the consequences of not having people and workforces return to CBDs.

The major cities across Australia generate the majority of GDP in this country and support hundreds of thousands of businesses and millions of jobs.

The longer the delay in people returning to productive work, the greater will be the impact on people's lives, on career development particularly for younger people, and on the government's ability to provide the services and support that people require.

The impacts of September 11 were severe for Manhattan in 2001, and people thought that they would never again go on a plane or enter a skyscraper. That was not the case and New York has thrived over the past two decades.

We are encouraged by the recent government directives for its public sector employees to return to their office workplaces. This will assist in getting the economy going, and we have seen a steady rise in the physical occupancy of our buildings in line with these government directives.

Looking at our result for the year, and despite the challenges caused by the pandemic having an adverse impact on our financial result and share price, we continued to progress our strategic objectives and deliver some solid operational achievements for the year.

Importantly as I have mentioned, we delivered a full year distribution that was in line with last year.

We strengthened our relationships with our funds management partners, through office, industrial and healthcare property transactions and developments, delivering on their investment objectives and launching the first in a series of new unlisted opportunity funds.

We've made great progress on our city-shaping development projects located in Sydney, Melbourne and Brisbane. And we improved the portfolio composition through selling non-core and lower returning assets.

Environmental, Social and Governance or ESG factors continue to be a key focus, with the expectation for businesses to demonstrate they are being responsible global corporate citizens.

At Dexus, ESG is integral to our business operations, and despite the disruption during the year we continued to perform strongly in this space.

We spent an enormous amount of time working with our most impacted small to medium sized customers, which included providing rent relief to them. As one of Australia's largest property owners and as a responsible business, we did not access the JobKeeper government subsidy.

Our position as an employer of choice for gender equality was maintained for the second year running.

And this year we were recognised by the Dow Jones Sustainability Indices as the global industry leader across all real estate companies. We have made solid progress from an environmental perspective including our commitment to net zero emissions by 2030, as well as achieving our targets relating to energy and water use across our office portfolio. Further details of our achievements in these important areas are outlined in our Sustainability Report, which is available on our website.

I would like to finish my address by talking about distributions.

We have a solid track record of delivering distributions and understand the importance of paying sustainable distributions to our investors. In FY20, our full year distribution was 50.3 cents per security.

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On Wednesday this week, we announced our FY21 guidance as a result of the strength of rent collections and further clarity regarding the extensions related to the Code of Conduct, but this is subject to there being no reinstatement of any major lockdowns or unforeseen circumstances.

In FY21 we expect a full year distribution per security amount that is consistent with FY20.

CEO's address

Thanks Richard and good afternoon everyone.

It has been a busy first quarter for the business. Despite the subdued economic conditions, it is pleasing to see signs of life and activity continuing in our core markets.

Occupancy remained high across our office and industrial portfolios, where we leased over 141,000 square metres of space across 88 transactions. Our team's focus on rent collections resulted in 94% of rents being collected and we completed our development at 180 Flinders Street in Melbourne, along with the remaining hotel component at 80 Collins Street.

We also continued asset recycling, including progressing the sale of Grosvenor Place in Sydney where a preferred bidder is currently in exclusive due diligence.

Looking closely at our \$16.5 billion property portfolio, our latest results show continued solid performance across the various metrics.

Over the past few months we've seen office leasing enquiry levels in Brisbane and Sydney continue to recover, with our portfolio occupancy remaining high versus the market, at 95.4% for office and 94.8% for industrial. Across both our office and industrial portfolios, the Weighted Average Lease Expiry has increased slightly or been maintained, and for office leasing completed during the quarter we have seen face rents holding across Sydney and Melbourne.

Our funds management business continues to expand. It includes our flagship Dexus Wholesale Property Fund which invests across the office, industrial and retail sectors and the Healthcare Wholesale Property Fund which we established a few years ago. More recently, we launched the first in a series of funds that will invest in opportunities where we can add value through leveraging our skills and expertise to enhance returns. This area of the business is one where we expect to continue to grow.

Office is an asset class that has proven to be resilient through the cycle.

Once we are through this pandemic-induced recession, we expect demand for office space to continue to expand. Offices will always have a core role to play for business in the development of corporate culture, collaboration and innovation.

Employment growth drives office markets, and over the past decade around 5,000 white collar jobs were added to the Sydney CBD every year, with an additional 38,000 jobs created across broader Sydney.

This growth will resume post the recession, as business recovers and confidence returns to the market.

In August, we set five immediate priorities which we have already progressed.

- We are helping our customers return to their workplaces safely so they can drive their productivity and get the economy moving.
- We have progressed assets sales, enabling us to reinvest into opportunities that we believe will drive stronger investor returns over the long term.
- We expanded our funds management business with the launch of a new fund.
- Together with our workplace consultancy business, we are at the forefront of the future of workspace and are working with our customers on their future needs.
- And we continue to progress planning for our city shaping developments, to make sure we can
 activate projects when the time is right.

To conclude, we continue to operate in an uncertain environment with no vaccine and the economy in recession, and we still face significant challenges over the coming year, as a result of border closures and government restrictions.

While the economy will inevitably recover, the timing of the recovery remains unknown.

In this environment, we have a committed Management team and Board that have a lot of experience in responding to and moving through previous downturns.

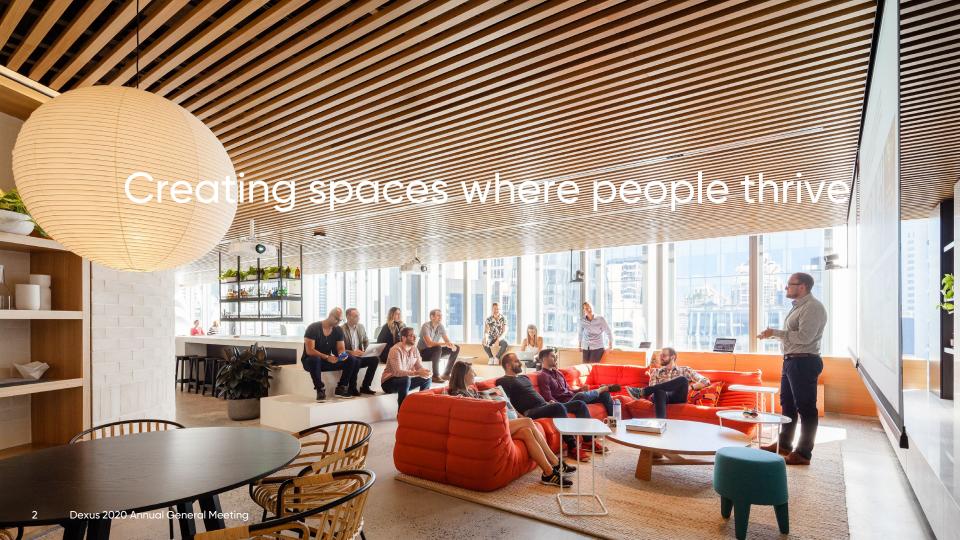
We are focused on leasing and maintaining occupancy levels, which is supported by our high-quality portfolio and diverse customer base.

We also have multiple income streams from our expanding Funds Management platform and trading profits, and our business is underpinned by our strong balance sheet.

Before passing back to Richard, I would like to thank my fellow Directors and the Dexus team for their commitment and contribution over the past 12 months, and you, our investors, for your continued support.

ENDS





Virtual AGM dexus

Link Market Services online platform



Richard Sheppard, Chair

Welcome to the Dexus 2020

AGM



Dexus Board of Directors

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The Board of Directors comprises a majority of Independent Directors and the Chief Executive Officer



Richard Sheppard, Chair



Darren Steinberg, CEO



Patrick Allaway



Penny Bingham-Hall



Tonianne Dwyer



Mark Ford



Nicola Roxon



Peter St George

dexus John Conde AO Retired on 2 September 2020

Agenda

Chair address

Richard Sheppard - Chair

CEO address

Darren Steinberg – Chief Executive Officer

Questions

Formal business

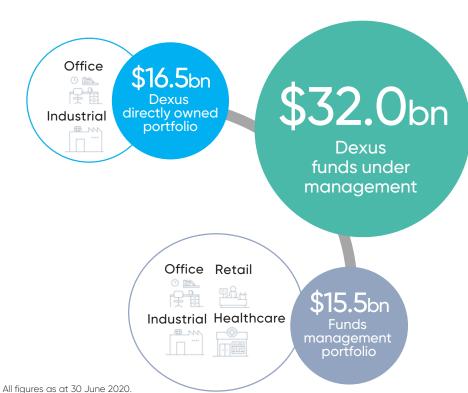
Richard Sheppard - Chair

Questions

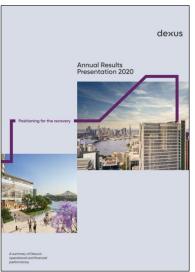


Dexus overview

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COVID-19 corporate response

Dexus actions

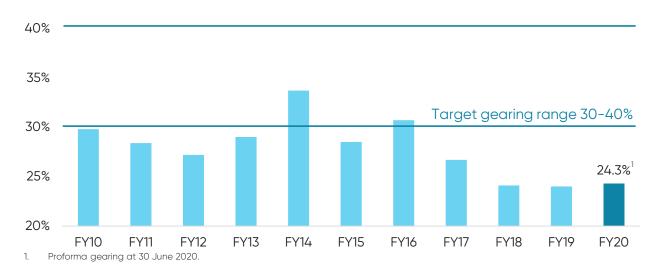
- Provided rent relief to support valued small and medium enterprise (SME) customers, consistent with Code of Conduct
- Implemented cost reduction initiatives including:
 - freezing recruitment and non-essential consultancy spend
 - temporary reductions in Board fees, CEO and executive fixed remuneration
- Reinforced portfolio value via asset recycling including 45 Clarence Street,
 Sydney
- Withdrew FY20 distribution per security guidance and then provided revised guidance for a distribution per security consistent with FY19, which was delivered on



COVID-19 corporate response

Ensured that financial strength maintained

- Enhanced liquidity sourcing \$650 million of debt funding since March 2020
- Maintained low gearing well below target range





COVID-19 operational response

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Dexus actions

- The health, safety and wellbeing of the people in our buildings continues to be a key priority
- Developed detailed COVID-safe plans for all assets in order to provide COVID-safe environments and enable our customers to safely return to work
- Maintained a strong focus on building operations during restrictions
- Engaged independent consultants and a health expert to review the processes for end-of-trip facilities, bike storage rooms, lifts and lobbies, food courts and bathrooms







The role of the workplace

dexus

A productive workplace leads to profitability

Collaboration



99%

of Executives believe that fostering innovation¹ is best done face-to-face or a combination of face-to-face and online



Social Interaction



72%

of Executives believe that building culture is more effectively done in the office environment¹

Culture



Wellbeing & Upskilling



90%

of learning is a combination of experiential and social, which is better done face-to-face²

Employee Retention

Innovation

- 1. Dexus customer C-Suite survey with 153 respondents (June 2020).
- 2. Global Knowledge The 70:20:10 Model. Source: Dexus Research.

The consequences of not returning to CBDs dexus

The recession could be more severe than it needs to be





Australia's CBDs contribute around 80% to national GDP supporting hundreds of thousands of businesses and millions of jobs

FY20 - a year of progress Despite COVID-19 impact on financial result

- ✓ Delivered distribution per security in line with FY19
- ✓ Enhanced financial strength
- ✓ Strengthened funds management platform
- ✓ Progressed pipeline of growth opportunities
- ✓ Reinforced underlying portfolio value via divestments



A responsible global corporate citizen

In a year of uncertainty

Estimated rent relief

\$19m

to support sustainability of small and medium customers

Maintained position as an employer of choice



No government subsidies

\$0

JobKeeper

Maintained recognition as a global leader in ESG

Global Sector Leader for listed office entities (Dexus Office Trust)



Global Industry Leader for the Real Estate Sector

Dow Jones Sustainability Indices In collaboration with



dexus

A track record of delivering distributions

dexus

FY21 distribution per security guidance

- FY21 guidance has been issued as a result of the strength of rent collections and further clarity regarding the extensions related to the Code of Conduct
- Subject to there being no reinstatement of any major lockdowns or unforeseen circumstances, Dexus expects an FY21 full year distribution per security amount that is consistent with FY20

History of Dexus distribution per security



^{1.} Compound Annual Growth Rate (CAGR) is calculated over eight years. Adjusted for the one-for-six security consolidation in FY15.





September 2020 quarter highlights

Maintained high occupancy across office and industrial portfolios

- Leased 141,388 squares metres of space across 88 transactions

- Maintained high rent collections at 94% for the September quarter

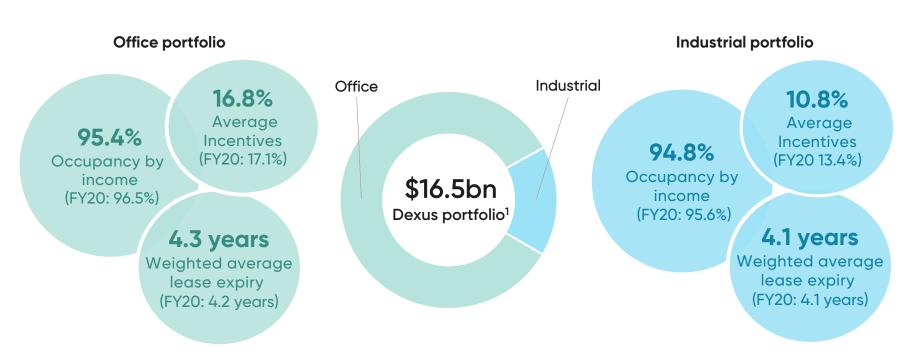
- Completed developments
 - 180 Flinders Street, Melbourne
 - 80 Collins Street, Melbourne (remaining hotel component)
- Progressed asset recycling



Property portfolio performance

dexus

Continued activity in the quarter to 30 September 2020



1. As at 30 June 2020.

Expanding Funds Management business

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\$15.5 billion of funds under management

Dexus Wholesale Property Fund

Unlisted diversified fund





Healthcare Wholesale Property Fund

Unlisted healthcare property fund





Dexus Australian Commercial Trust

Unlisted office joint venture





Dexus Office Partnership

Unlisted office joint venture





Dexus Australian Logistics Trust

Unlisted industrial joint venture





Dexus Industrial Partnership

Unlisted industrial joint venture





Australian Industrial Partnership

Unlisted industrial joint venture





Dexus Real Estate Partnership 1

Unlisted opportunity fund

First of a series of closed-ended funds

Offices will remain relevant

Office markets are driven by employment growth

 Office buildings will continue to have a core role to play for business in the development of culture, collaboration and innovation

 Despite Australia currently being in recession, office demand is expected to continue to increase over the long term

 Over the past decade office markets have been driven by solid employment growth

 Around 5,000 white collar jobs have been added to the Sydney CBD every year over the past decade and an additional 38,400 jobs across broader Sydney¹

Employment growth will resume post COVID-19

Expect a continued evolution of workspace trends

1 Deloitte Access Economics



Progressed FY21 priorities

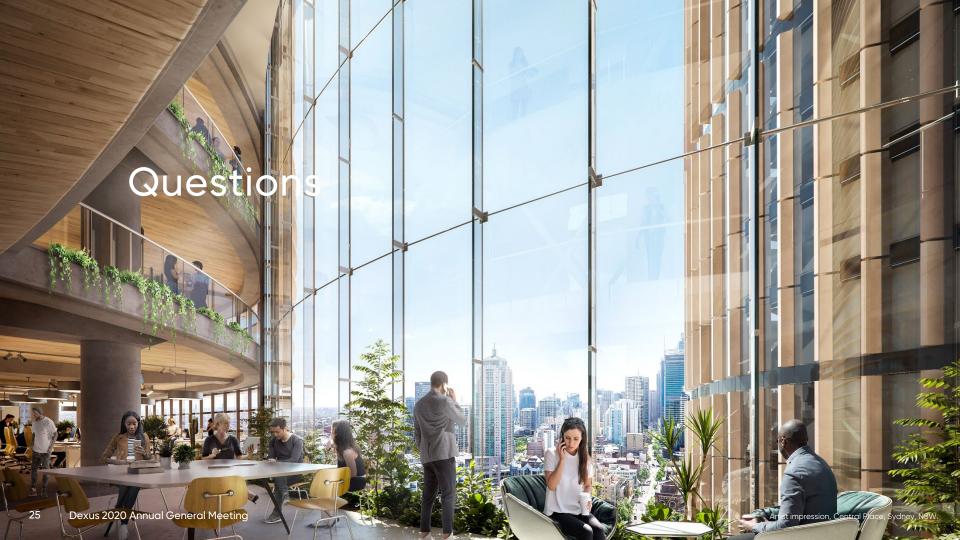
- 1 Assist in returning Australian businesses safely to their workplaces
- 2 Optimise property portfolio composition
- 3 Accelerate opportunities to expand funds management platform
- 4 Continue working with our customers on the future of workspace
- 5 Progress city-shaping development pipeline



Summary

- Continue to operate in an uncertain environment
- Will still face significant challenges over the coming year
- Expect an economic recovery, but the timing remains unknown
- In this environment:
 - We have a committed Management team and Board that have worked in previous downturns
 - We are focused on leasing and maintaining occupancy levels, which is supported by our high-quality portfolio and diverse customer base
 - Underpinned by our strong financial position







Resolution 1



Resolution 1: Adoption of the Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2020 be adopted."

Resolution			For	Open	Against
1.	Adoption of remuneration report	%	86.22%	0.17%	13.61%
		Number of Votes	694,656,698	1,370,444	109,694,122
		Number of Security holders	391	334	282

Resolution 2



Resolution 2: Grant 2020 long-term incentive performance rights to the Chief Executive Officer

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

"That approval is given for all purposes for:

- a) the granting of 248,762 performance rights to Darren Steinberg under the Long-Term Incentive Rights Plan; and
- b) the transfer or allocation of Securities to Darren Steinberg upon vesting of the performance rights

for the year commencing 1 July 2020 as described in the Explanatory Memorandum to the 2020 Notice of Annual General Meeting."

Resolution		For	Open	Against	
2.	Grant 2020 long-term incentive rights to the Chief Executive Officer	%	85.93%	0.17%	13.90%
		Number of Votes	692,462,757	1,358,788	112,004,685
		Number of Security holders	262	334	414

Resolution 3.1



Resolution 3.1: Approval of Independent Director

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

"That the initial appointment of Patrick Allaway as a Director of Dexus Funds Management Limited be approved (by ratification)."

Resolution		For	Open	Against	
3.1	Approval of Independent Director – Patrick Allaway	%	99.53%	0.17%	0.30%
		Number of Votes	803,902,761	1,384,335	2,421,930
		Number of Security holders	601	337	80

Patrick Allaway

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Appointed to the Board on 1 February 2020, Patrick Allaway is an Independent Director of Dexus Funds Management Limited and a member of the Board Nomination Committee and the Board Risk Committee effective 1 July 2020. Patrick joined the Board Audit Committee effective 3 September 2020.

Patrick is Chairman of the Bank of Queensland and a Non-Executive Director of Nine Entertainment Co. and Allianz Australia.

Patrick brings over 30 years' experience in financial services across financial markets, capital markets, and corporate advisory. Patrick's executive career was in financial services with Citibank and Swiss Bank Corporation (now UBS) working in Sydney, New York, Zurich and London. Patrick was also Managing Director of SBC Capital Markets & Treasury.

Patrick has over 15 years Non-Executive Director experience across financial services, property, media, and retail. Patrick was formerly a Non-Executive Director of Macquarie Goodman Industrial Trust, Metcash Limited, Fairfax Media, Woolworths South Africa, David Jones, Country Road Group, and Domain Limited. He was also Chair of the Audit & Risk Committees for Metcash, David Jones, and Country Road Group.



Resolution 3.2



Resolution 3.2: Approval of Independent Director

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

"That the continuing appointment of Richard Sheppard as a Director of Dexus Funds Management Limited be approved (by ratification)."

Resolution		For	Open	Against
3.2 Approval of Independent Director – Richard Sheppard	%	99.36%	0.17%	0.47%
	Number of Votes	802,480,356	1,391,592	3,814,076
	Number of Security holders	616	339	62

Richard Sheppard

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Appointed to the Board on 1 January 2012, Richard Sheppard is both Chair and Independent Director of Dexus Funds Management Limited, Chair of the Board Nomination Committee and a member of the Board People & Remuneration Committee.

Richard is a Director of Snowy Hydro Limited and Star Entertainment Group, and Honorary Treasurer of the Bradman Foundation.

Richard brings to the Dexus Board extensive experience in banking and finance and as a director and Chairman of listed and unlisted property trusts. He was Managing Director and Chief Executive Officer of Macquarie Bank Limited and Deputy Managing Director of Macquarie Group Limited from 2007 until late 2011. Following seven years at the Reserve Bank of Australia, Richard joined Macquarie Group's predecessor, Hill Samuel Australia in 1975, initially working in Corporate Finance. Richard became Head of the Corporate Banking Group in 1988 and headed a number of the Bank's major operating Groups, including the Financial Services Group and the Corporate Affairs Group. He was a member of the Group Executive Committee since 1986 and Deputy Managing Director since 1996. Richard was also Chairman of the Australian Government's Financial Sector Advisory Council, Macquarie Group Foundation, Eraring Energy and Green State Power Pty Limited.



Resolution 3.3



Resolution 3.3: Approval of Independent Director

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

"That the continuing appointment (and until 30 June 2021) of Peter St George as a Director of Dexus Funds Management Limited be approved (by ratification)."

Resolution		For	Open	Against
3.3 Approval of Independent Director – Peter St George	%	97.97%	0.17%	1.86%
	Number of Votes	791,280,450	1,398,842	15,035,110
	Number of Security holders	602	343	73

Peter St George

dexus

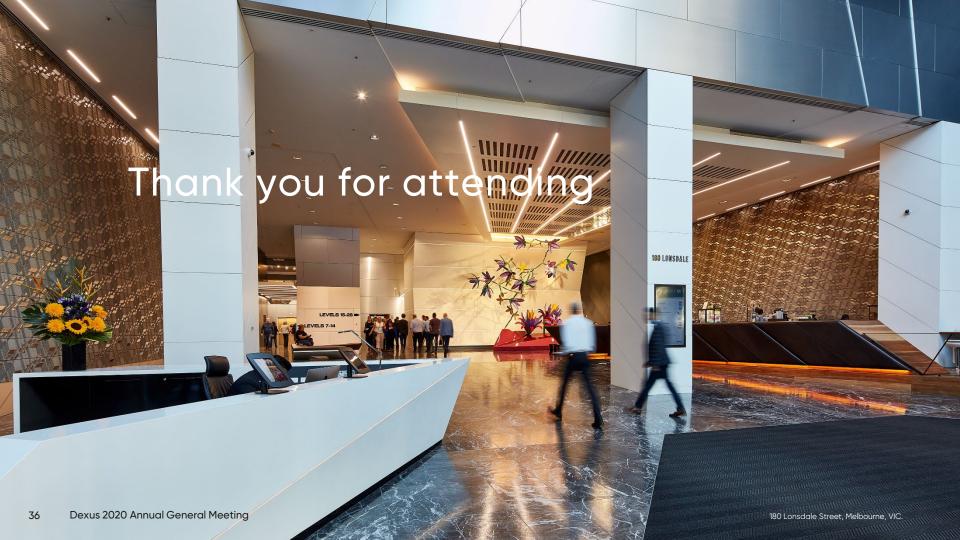
Appointed to the Board on 29 April 2009, Peter St George is an Independent Director of Dexus Funds Management Limited and a member of the Board Audit Committee, Board Risk Committee and Board Nomination Committee.

Peter is a Director of First Quantum Minerals Limited (listed on the Toronto Stock Exchange).

Peter has more than 20 years' experience in senior corporate advisory and finance roles within NatWest Markets and Hill Samuel & Co in London. He acted as Chief Executive/Co-Chief Executive Officer of Salomon Smith Barney Australia/NatWest Markets Australia from 1995 to 2001. Peter was previously a Director of Boart Longyear, Spark Infrastructure Group, its related companies and SFE Corporation Limited.







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