

2 October 2026

Correction to Notice of Meetings - 2026 Annual General Meeting

Stockland (ASX:SGP) advises of an error in the Explanatory Statement to Resolution 4 of its Notice of Annual General Meeting released to the ASX on 17 September 2026.

On page 13, under the “**Relative TSR Targets**”, the composition of the Peer Benchmark was based on the constituents of the ASX 200 / Australian Real Estate Investment Trust Index at an earlier date, rather than as at 30 June 2026 as stated. The corrected paragraph below reflects the constituents of the index as at 30 June 2026, consistent with the methodology set out in the Notice of Meetings.

The paragraph currently reads:

In order for the Relative TSR grant to vest, Stockland's TSR must be greater than the applicable Relative TSR hurdle. The Relative TSR hurdle is a weighted, composite TSR benchmark for a peer group comprising of 14 companies in the ASX 200 / Australian Real Estate Investment Trust Index as at 30 June 2026, other than Centuria Capital Group, Charter Hall Group, Goodman Group, Lendlease Group and Stockland ("Peer Benchmark"). Each of the five largest capitalised companies from the Peer Benchmark has been allocated a 16% weighting, while each of the other nine smaller capitalised companies have been allocated a 2.2% weighting.

The paragraph should read:

In order for the Relative TSR grant to vest, Stockland's TSR must be greater than the applicable Relative TSR hurdle. The Relative TSR hurdle is a weighted, composite TSR benchmark for a peer group comprising of 13 companies in the ASX 200 / Australian Real Estate Investment Trust Index as at 30 June 2026, other than Centuria Capital Group, Charter Hall Group, Goodman Group, Waypoint REIT Limited and Stockland ("Peer Benchmark"). Each of the five largest capitalised companies from the Peer Benchmark has been allocated a 16% weighting, while each of the other eight smaller capitalised companies have been allocated a 2.5% weighting.

All other aspects of the Notice of Meetings remain unchanged. These include the number of performance rights proposed to be granted to Mr Gupta, the performance conditions and the vesting schedule. The Directors of the Boards, other than Mr Gupta, continue to unanimously recommend that securityholders vote in favour of Resolution 4.

The corrected Notice of Meetings is attached to this announcement and is also available on Stockland's website at www.stockland.com.au/investor-centre/agm.

ENDS

This announcement is authorised for release to the market by Ms Katherine Grace, Stockland's Company Secretary.

Investor enquiries

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Media enquiries

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Notice of Meetings
19 October 2026



For People. For Community.
For Something Better.

Letter from the Chairman

Dear Securityholder,

On behalf of the Stockland Boards¹ it is my pleasure to invite you to the Stockland 2026 Annual General Meetings (AGM) which will be held as a hybrid meeting at 2.30pm (Sydney time) on Monday, 19 October 2026 in person on Level 2, Piccadilly Complex, 133 Castlereagh Street, Sydney, and online at <https://meetings.lumiconnect.com/300-577-843-104>.

The AGM is an opportunity for the Board to interact with our securityholders and we welcome your participation in person or online by watching the event and asking questions via the Lumi online meeting platform, via telephone, or by sending your questions to us prior to the AGM.

Instructions on how to participate in the AGM are set out in detail on pages 04-05. These channels will provide all securityholders with the ability to comment and ask questions of the Boards, our executives and our auditor.

This Notice of Meeting contains details of the items of business to be considered at the AGM as well as voting procedures and explanatory notes. There are four resolutions, being: consideration of the Financial Statements and Report, which is a non-voting item; the re-election of Board Director, Kate McKenzie; approval of the Remuneration Report; and the granting of performance rights to Managing Director and Chief Executive Officer, Tarun Gupta.

Tarun and I will provide an overview of the performance of Stockland during the year to 30 June 2026 and securityholders will be able to ask questions about each item. Detailed information about our performance is provided in Stockland's 2026 Annual Report.

If you plan to attend the AGM in person, please bring the enclosed proxy form with you to facilitate your registration, which will commence at 1.30pm.

FY26 financial performance

The disciplined execution of our strategy delivered a strong financial and operational performance and strengthened the foundations for sustainable long-term growth.

Our financial result was at the top end of our guidance range, with Funds from Operations (FFO²) of \$892 million, or 36.9 cents per security.

The result was underpinned by a step-change in delivery with 9,679 settlements across the Masterplanned Communities and Land Lease businesses, continued operational growth across the Logistics and Retail portfolios, and higher fee income.

Statutory profit was \$994 million compared with \$826 million for FY25. The statutory result for FY26 includes a positive net investment property revaluation movement of \$202 million, which contributed to an increase in our net tangible asset backing (NTA) per security from \$4.22 to \$4.39.

The distribution for FY26 is 25.2 cents per security, which is in line with FY25.

We finished the year in a strong financial position, with gearing at 22.7%, within the Group's target range of 20% to 30%.

Progressing our strategic priorities

During the year we progressed several priorities in line with the Group's strategy to grow partnerships and drive higher returns.

We finalised contractual negotiations to establish the Stockland EdgeConneX Data Centres partnership, a 50/50 partnership to develop, own and operate an Australian portfolio of data centres.

The partnership is progressing planning and customer engagement across three secured sites in New South Wales and Victoria with a further four opportunities identified, three of which are included in the New South Wales Government's Investment Delivery Authority fast track approval process.

We were pleased to extend our relationship with M&G Real Estate with the formation of the Stockland M&G Land Lease Partnership, seeded with two existing Victorian land lease communities.

We also grew our existing Australian logistics partnership with M&G Real Estate through the addition of two assets in New South Wales and Queensland.

Elsewhere in the Land Lease sector, we expanded our existing partnership with Invesco, and we welcomed new investor Mercer to the platform following its buyout of Mitsubishi Estate Asia's investment in the Stockland Residential Rental Partnership.

¹ The Boards are comprised of the Directors of Stockland Corporation Limited and Stockland Trust Management Limited as Responsible Entity for Stockland Trust.

² Funds From Operations is determined with reference to the PCA guidelines.



In June 2026 we formed a strategic partnership with Morgan Stanley Real Estate Investing to grow a portfolio of high-quality convenience retail shopping centre assets across Australia. The partnership comprises three newly developed retail assets located within Stockland masterplanned communities.

Aligning our capital settings with our growth objectives

As we scale our development platform and progress a broader pipeline of long-term opportunities, capital discipline remains a core focus.

Our strong balance sheet, access to debt capital markets and relationships with leading global institutional investors position us well to continue executing our strategy and funding future growth opportunities.

Fee income for FY26 increased 20% to \$119 million, reflecting growth across both Investment Management and Development Management activities, demonstrating the increasing value created by our capital partnering platform.

The Board remains focused on balancing distributions with reinvestment into high-return growth opportunities, reflecting its commitment to disciplined capital allocation and long-term value creation.

Creating something better

Return on Invested Capital (ROIC) discipline is essential to achieving strong, sustainable returns for securityholders.

For FY26, our development activities generated a ROIC of 17%, within our through-cycle target range of 14 to 18%. The ROIC for our recurring activities (including management income and returns from our real estate investments) of 7% was within our target range of 6 to 9%.

To deliver sustainable returns, and create something better for the people and communities we serve requires sustainability to remain embedded across everything we do.

During FY26, we continued to advance our sustainability priorities by embedding decarbonisation, social impact, resilience and circularity across our strategy, operations and investment decision-making.

We achieved net zero Scope 1 and 2 emissions³ marking a major milestone in our decarbonisation journey and continue to advance initiatives designed to reduce the intensity of our most material Scope 3 emissions. Across our development platform, we are increasing the use of lower-carbon construction materials and strengthening supplier engagement to support long-term decarbonisation outcomes.

One of the most impactful ways we create something better is through social value creation⁴. Since FY24, Stockland has generated approximately \$800.6 million⁵ of social value, with a target of creating over \$1 billion by 2030.

Board renewal

As previously announced, I will retire from the Boards at the conclusion of Stockland's 2026 AGM. The Board was pleased to announce in July 2026 the appointment of Bob Johnston as incoming Chairman.

Bob joined the Stockland Boards in October 2024 and brings more than three decades of experience across investment, development, project management, construction and funds management.

His extensive experience leading major property organisations and overseeing complex capital and development platforms will be invaluable as Stockland enters its next phase of growth.

Bob will assume the role of Chairman, immediately following the conclusion of the October 2026 Annual General Meetings.

Kate McKenzie, who was appointed to the Boards on 2 December 2019, will offer herself for re-election at the 2026 AGM. Kate is a member of the Nominations Committee, Risk Committee and Sustainability Committee. Resolution 2 relates to her re-election, and she is unanimously supported by the Board (with Kate abstaining from voting).

Andrew Stevens will not be seeking re-election at the AGM and will retire from his role at the conclusion of the AGM. Mr Stevens has made a significant contribution to the Boards over the last 9 years, including as Chair of the Sustainability Committee, and on behalf of the Boards I express our thanks for his service to Stockland.

Finally, it has been a privilege to serve on the Stockland Board over the past 12 years. As I conclude my tenure, I do so with great confidence in the Board and management team and their ability to continue delivering on Stockland's strategy and creating long-term value for securityholders. Thank you for your continued support, and I look forward to welcoming you to the AGM, whether in person or online.

Yours sincerely,

Tom Pockett
Chairman
17 September 2026

Letter from
the Chairman

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³ Information on Stockland's achievement of net zero Scope 1 and 2 emissions in 2025 is located in our [Net Zero Statement](#) on our website together with the Independent Limited Assurance Report prepared by EY.

⁴ We define social value creation as our intentional effort and investment to deliver social, economic and/or environmental benefits for our communities and broader society. Stockland's social value target and Social IQ Tool has been informed by global and domestic frameworks.

⁵ This is a cumulative figure combining social value created since FY24.

How to participate in the Meetings

The Stockland Corporation Limited (the “**Company**”) Annual General Meeting (“**AGM**”) will be held in conjunction with a meeting of unitholders of Stockland Trust (the “**Trust**”) at **2.30pm** (Sydney time) on **Monday, 19 October 2026** as a hybrid meeting (together, the “**Meetings**”).

There are a number of ways to participate in the meetings:

- **In person:** securityholders and proxyholders are welcome to attend the Meetings in person where they may ask questions and vote.
- **Online:** securityholders and proxyholders are encouraged to participate in the Meetings online, which will allow them to view a live webcast, ask questions in writing and vote.
- **Teleconference:** for securityholders and proxyholders who are unable or do not wish to access the Meetings online, this will allow them to listen to the Meetings live and ask questions on the telephone but not vote. Voting will need to be in person, by proxy or online.
- **Webcast (no questions or voting):** securityholders and proxyholders may view the Meetings live through the Stockland website, however they will not be able to ask questions or vote.

In person participation (including voting)

The Meetings will be held at Level 2, Piccadilly Complex, 133 Castlereagh Street, Sydney NSW 2000.

Live online participation (including voting)

Securityholders and proxyholders will be able to participate in the meeting online by visiting <https://meetings.lumiconnect.com/300-577-843-104> on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge or Firefox). Online and in person registration will open at **1.30pm** (Sydney time) on **Monday, 19 October 2026** (one hour before the meeting). For further detail, please refer to the user guide on our website at www.stockland.com.au/investor-centre/agm.

Proxy voting and proxyholder participation

Stockland encourages all securityholders to submit a proxy vote online ahead of the Meetings. Proxy votes can be lodged at www.investorvote.com.au. Further information on lodging a proxy vote ahead of the Meetings is available on pages 04-05 of this Notice of Meeting booklet.

Webcast (no questions or voting)

The Meetings will be webcast live through the Stockland website. Non-securityholders may view the webcast by registering online as a guest. As the webcast is view only, those viewing the webcast through the Stockland website will not be able to vote or ask questions. The Meetings will be recorded and will be available on the Stockland website shortly after the event at www.stockland.com.au/investor-centre/agm.

Accessibility requirements

Stockland supports accessibility. If you have accessibility needs and intend to attend our Meetings in person, please contact us a minimum of 72 hours prior to the Meetings on **+61 2 9035 2000**.

Questions

Only securityholders may ask questions in person, online and by the teleconference. It may not be possible to respond to all questions. Securityholders may also lodge questions prior to the meeting by emailing their question to InvestorRelations@stockland.com.au by 5.00pm (Sydney time) on **Wednesday, 14 October 2026**.



1. How to participate online

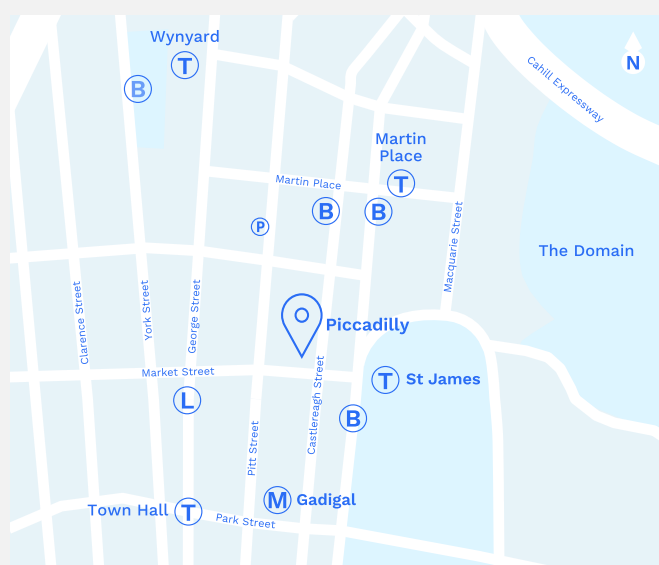
Login	Voting online	Ask a question online
Securityholders and proxyholders are encouraged to watch and participate in the Meetings virtually via the online platform by using your smartphone, tablet or computer and entering the following URL in your browser https://meetings.lumiconnect.com/300-577-843-104	Once polls are open, securityholders, authorised representatives and proxyholders who are logged into the Meetings can vote by clicking on the bar chart icon. Proxyholders will need to contact Stockland's share registry, Computershare Investor Services Pty Limited (" Computershare ") in advance of the meetings on +61 3 9415 4024 , to receive your unique username and password. These credentials are expected to be made available by Computershare approximately 24 hours prior to the start of the Meetings.	Click on the question icon to submit a question.
The meeting ID for Stockland's AGM is: 300-577-843-104 - You will then need to enter your SRN/HIN which is located on your Proxy Form - Then enter your postcode or country code (country codes are located in the online meeting user guide) available at www.stockland.com.au/investor-centre/agm. Proxyholders will need to contact Computershare on +61 3 9415 4024 to obtain their login details to participate live online. Non-securityholders may login using the guest portal on the Lumi AGM platform.		

2. How to participate by teleconference

Dial-in details	Asking a question on the teleconference
Securityholders, authorised representatives and proxyholders may access the Meetings by teleconference by dialling +61 3 4240 6172 . Securityholders will be able to listen to the Meetings live and ask questions on the telephone. Participants cannot vote using the teleconference facility.	Once you have dialled into the teleconference please follow the prompts to ask a question.
For assistance If you require assistance before or during the meeting please call Lumi on +61 2 8075 0100	

3. How to participate in person

Level 2, Piccadilly Complex, 133 Castlereagh Street, Sydney NSW 2000.



- Train** – The closest train station is Town Hall. St James and Martin Place stations are also nearby.
- Metro** – The closest Metro station is Gadigal.
- Bus** – State Transit buses stop along York, Castlereagh and Elizabeth Streets.
- Light Rail** – The Queen Victoria Building light rail station is closest to the venue.
- Parking** – There is paid parking available in Pitt Street and Castlereagh Street.

For more information about transit routes please call 131 500 or visit www.transportsw.info to plan your trip.

Notice of Meetings

Annual General Meeting of Stockland Corporation Limited (the "**Company**") and Meeting of Unit Holders of Stockland Trust (the "**Trust**").

Notice is given that the Annual General Meeting of Shareholders of the Company will be held in conjunction with a meeting of Unit Holders of the Trust (together, the "**Meetings**") on:

Date: Monday, 19 October 2026

Time: 2.30pm (Sydney time)

Place: Level 2, Piccadilly Complex, 133 Castlereagh Street, Sydney NSW 2000 ("**Piccadilly**")

AND online at <https://meetings.lumiconnect.com/300-577-843-104> or via phone at +61 3 4240 6172 for Australian and international securityholders.

The Directors of the Company (the "**Company Board**"), the Directors of Stockland Trust Management Limited ("**STML**") as Responsible Entity for the Trust (the "**Trust Board**", and together with the Company Board, the "**Boards**") as well as senior management will attend the Meetings at Piccadilly.

Securityholders may participate in the meetings in person and online with registration commencing on **Monday, 19 October 2026 at 1.30pm** (Sydney time), or via phone. If you choose to participate in the Meetings online, you will be able to watch the Meetings, cast a vote and ask questions through the online portal during the Meetings.

Participation via phone will allow you to ask questions via the moderator, however, voting will need to be by proxy or online.



Chairman, Tom Pockett and Managing Director and CEO, Tarun Gupta



Ordinary Business of the Company and the Trust

1. Financial Statements and Report

As required by section 317 of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Annual Financial Report, including the Directors' Report, the Climate Report¹ and Financial Statements for the year ended 30 June 2026, together with the Independent Auditor's Report will be laid before the Meetings.

The combined reports of the Company and the Trust for the year ended 30 June 2026 will also be laid before the Meetings. No resolution is required for this item of business.

2. Re-election of Director - Kate McKenzie

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

"That Ms Kate McKenzie, who retires in accordance with the Company's Constitution and being eligible and having offered herself for re-election, is re-elected as a Director of the Company."

Ms McKenzie was appointed to the Boards on 2 December 2019. Ms McKenzie's executive career includes over 30 years' experience in the telecommunication and government sectors in Australia, New Zealand and Hong Kong. She was most recently the Chief Executive Officer of Chorus, New Zealand's largest provider of telecommunications infrastructure, a top 50 New Zealand Stock Exchange listed company.

Prior to this, Ms McKenzie held several senior roles at Telstra from 2004 – 2016, including Chief Operating Officer, where she oversaw the group's extensive property portfolio, and seven years in senior roles in NSW Government, including the Department of Commerce and Department of Industrial Relations. Ms McKenzie was also a director of AMP Limited and NBN Co Limited.

Ms McKenzie is currently the Chair of Healix Limited and a Director of Allgas Energy, Geelong Port and IOR Group.

Ms McKenzie is a member of the Nominations Committee, Risk Committee and Sustainability Committee. The Company Board considers Ms McKenzie to be independent.

The Directors of the Company Board, other than Ms McKenzie, unanimously recommend the re-election of Ms McKenzie to the Company Board.

3. Approval of the Remuneration Report

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

"That the Company's Remuneration Report for the financial year ended 30 June 2026 be adopted."

Note – the vote on this resolution is advisory only and does not bind the Directors or the Company.

The Directors of the Company Board unanimously recommend that securityholders vote in favour of this resolution.

4. Grant of Performance Rights to Managing Director

To consider and, if thought fit, to pass the following resolution as separate ordinary resolutions of each of the Company and the Trust:

"That approval is given for all purposes, and for the purposes of ASX Listing Rule 10.14 and the *Corporations Act 2001* (Cth), for:

- the participation in the Stockland Performance Rights Plan by Mr Tarun Gupta, Managing Director to the value of \$4,500,000 in the form of 1,125,225 performance rights as part of his 2027 financial year remuneration; and
- the issue to and acquisition by Mr Tarun Gupta, Managing Director of performance rights and, in consequence of vesting of those performance rights, a maximum of 1,125,225 Stockland Stapled Securities,

in accordance with the Stockland Performance Rights Plan Rules as amended from time to time and on the basis described in the Explanatory Statement on Items of Business accompanying the Notice of Meeting convening these Meetings."

The Directors of the Boards, other than Mr Gupta, unanimously recommend that securityholders vote in favour of this resolution.

Stockland will disregard any votes cast on Resolutions 3 and 4 in accordance with the voting exclusions which are set out in the section titled 'Background information'.

Information concerning Resolutions 3 and 4 is set out in the Explanatory Statement accompanying this Notice of Meeting.

By order of the Boards

Katherine Grace
Company Secretary
17 September 2026

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the Chairman

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¹ This Climate Report is Stockland's inaugural sustainability report prepared in accordance with the mandatory climate-related financial disclosure requirements under the Corporations Act for the year ended 30 June 2026.

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Participating in the Meetings

The Boards have decided to hold this year's Meetings as a hybrid meeting to facilitate accessibility and engagement for securityholders. While securityholders may attend the meeting in person, the Company and the Trust have implemented some initiatives to enable all securityholders to have the opportunity to participate in the Meetings remotely. Securityholders, who are unable to attend by proxy, have the option of viewing the Meetings, voting and asking questions in real-time using the online platform.

Should it become necessary or appropriate, Stockland will advise securityholders of any alternative arrangements by making an announcement to the ASX and on its website.

Online voting will open between the commencement of the Meetings at **2.30pm** (Sydney time) on Monday, 19 October 2026 and the time at which the Chairman announces the closure of voting.

Online registration will commence at **1.30pm** (Sydney time). We recommend logging into the online platform at least 15 minutes prior to the scheduled start time for the Meetings using the instructions found in the Annual General Meeting Online Guide which is available on Stockland's website at <https://www.stockland.com.au/investor-centre/agm>.

Securityholders may also participate in the Meetings by phone using **+61 3 4240 6172**. Phone lines will be open at least 15 minutes prior to the scheduled start time for the Meetings. Securityholders that join the Meetings by phone will have the option of asking questions in real-time using the moderated phone line. However, securityholders that join the Meetings by phone will not be able to vote by phone. Instead, securityholders will need to vote using the online platform or by proxy.

In the event that technical issues arise, the Company and the Trust will have regard to the impact of the technical issue on the securityholders and the Chairman of the Meetings may, in exercising his powers as the Chairman, issue any instructions for resolving the issue and may continue the Meetings if it is appropriate to do so.

AUSLAN interpreters can be made available on request at the physical venue during the Meetings and seats will be reserved in front of the interpreters for those securityholders who require this service. If you require this service please also contact visitor registration prior to the commencement of the Meetings. If you have any other accessibility requests that are required to ensure your comfortable participation in the Meetings, please contact us at **+61 2 9035 2000** a minimum of 72 hours prior to the Meetings so we can endeavour to respond appropriately.

Quorum and voting

The constitution of the Company provides that at least five securityholders present in person or by proxy constitute a quorum. The constitution of the Trust provides that at least five securityholders present in person or by proxy who together hold at least 20% of all units entitled to vote represent a quorum. The quorum must be present at all times during the Meetings.

If a quorum is not present within 30 minutes after the scheduled time for the Meetings, the Meetings will be adjourned. The Boards have decided that the adjourned meetings will be held immediately after the adjournment. Members present (being at least two) in person or by proxy 30 minutes after the commencement of the adjourned meetings will constitute a quorum.

On a show of hands each securityholder present in person or by proxy has one vote. On a poll:

- a. in the case of a resolution of the Company, each shareholder has one vote for each share held in the Company; and
- b. in the case of a resolution of the Trust, each unit holder has one vote for each \$1.00 of the value of the Units held in the Trust.

All of the resolutions are **ordinary resolutions** which will be passed if more than 50% of the total votes cast on the resolution by securityholders present in person or by proxy and entitled to vote are in favour of the resolution.

Stapled Securities

The Company and the Trust only have Stockland Stapled Securities ("**Stapled Securities**") on issue. A Stapled Security consists of a share in the Company and a unit in the Trust. These securities are "stapled" together and quoted jointly on the ASX.

Individuals

If you plan to attend the Meetings in person, we ask that you arrive at the meeting venue at least 30 minutes prior to the designated time so we may validate the number of votes you hold, record your attendance and provide you with your voting cards. Information on how to get to the Meetings can be found on pages 04-05 of this Notice of Meeting.

If you plan to join the Meetings online, online registration will commence at **1.30pm** (Sydney time).

We recommend logging into the online platform or dialling into the phone line at least 15 minutes prior to the scheduled start time for the Meetings using the instructions found in the Annual General Meeting Online Guide which is available on Stockland's website at www.stockland.com.au/investor-centre/agm.



Corporations

In order to attend and vote by poll at the Meetings, a securityholder which is a corporation must appoint a person to act as its representative or appoint a proxy. The appointment of a corporate representative must comply with Sections 250D and 253B of the Corporations Act.

The representative must provide evidence of his or her appointment including any authority under which it is signed if requested.

Voting entitlements

Pursuant to Corporations Regulation 7.11.37, the Boards, as applicable, have determined that subject to the voting exclusions set out below, the holding of each securityholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting of the Company and the meeting of unit holders of the Trust will be as it appears in the Share/Unit Register at **7.00pm** (Sydney time) on **Saturday, 17 October 2026**.

Voting exclusions – Resolution 3

A vote must not be cast (in any capacity) on Resolution 3:

- by or on behalf of the Company's key management personnel (including the Directors) ("**KMP**") details of whose remuneration are included in the Remuneration Report or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a KMP at the date of the Meetings or their closely related parties.

However, a vote may be cast on Resolution 3 by a KMP, or a closely related party of a KMP ("**voter**"), if either:

- the voter is appointed as a proxy or attorney in writing that specifies how the proxy is to vote on Resolution 3; or
- the voter is the Chairman of the Meetings casting the vote as a proxy and their appointment expressly authorises the Chairman to exercise the proxy even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the KMP.

The Chairman of the Meetings intends to vote undirected proxies in favour of Resolution 3.

Voting exclusions – Resolution 4

A vote must not be cast on Resolution 4 by a KMP at the date of the Meetings or their closely related parties as proxy for a person entitled to vote if their appointment does not specify the way the proxy is to vote on Resolution 4. However, this restriction on voting undirected proxies does not apply to the Chairman of the Meetings acting as proxy for a person entitled to vote on Resolution 4 and their appointment expressly authorises the Chairman of the Meetings to exercise the proxy even though Resolution 4 is connected directly or indirectly with the remuneration of a member of the KMP.

In accordance with the Listing Rules of ASX, the Company and STML will disregard any votes cast in favour of Resolution 4 by or on behalf of the Managing Director or an associate of the Managing Director. However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- the Chairman of the Meetings, as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chairman to vote on Resolution 4 as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and
 - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with Section 253E of the Corporations Act, STML and its associates are not entitled to vote on any resolution of the Trust if they have an interest in the resolution other than as a member of the Trust.

The Chairman of the Meetings intends to vote undirected proxies in favour of Resolution 4.

Proxies

Securityholders may appoint a proxy to attend and vote on your behalf. A proxy need not be a securityholder.

If a securityholder is entitled to two or more votes they may appoint up to two proxies and may specify the number or percentage of votes each proxy is appointed to exercise. If no such number or percentage is specified, each proxy may exercise half the securityholder's votes.

If you appoint a body corporate as your proxy, the body corporate will need to appoint an individual as its corporate representative to exercise its powers at the Meetings and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meetings by completing the form located at www.investorcentre.com.

If a securityholder appoints the Chairman of the Meetings as their proxy or the Chairman of the Meetings is appointed as the securityholder's proxy by default, and the securityholder does not mark a voting box for Resolutions 3 and 4 then by signing and returning the proxy form the securityholder will be expressly authorising the Chairman of the Meetings to exercise the proxy in respect of the relevant resolution even though the resolution is connected directly or indirectly with the remuneration of the KMP of Stockland.

The Chairman of the Meetings intends to vote all undirected proxies in favour of Resolutions 2 to 4 (inclusive).

Letter from
the Chairman

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Voting at the meetings

Voting on each of the proposed resolutions at the Meetings will be conducted by poll.

Securityholders participating online may vote by submitting an online vote in accordance with any voting instructions communicated by Stockland at or prior to the Meetings.

Further information as to how to participate online and the terms and conditions of online participation can be found on pages 04-05 of this Notice of Meeting booklet or in the Annual General Meeting Online Guide, which is available on Stockland's website at www.stockland.com.au/investor-centre/agm.

Lodging proxy forms

Securityholders are able to lodge proxies by electronic means, by facsimile, or by mail. If securityholders wish to lodge their proxies by electronic means, they should do so through Stockland's Registry website (www.investorvote.com.au).

To use the online lodgement facility, securityholders will need their Voting Access Code as shown on your proxy form. You will be taken to have signed the proxy appointment if you lodge it in accordance with the instructions on the website.

A proxy cannot be appointed online if they are appointed under a power of attorney or similar authority.

Please read the instructions for the online proxy facility carefully before you submit your proxy appointment using this facility.

If you receive securityholder communications by email, your Notice of Meeting email will include a link to the online proxy appointment site and your Voting Access Code.

Alternatively, securityholders may complete the enclosed proxy form and return it in the reply-paid envelope provided. The proxy form must be received at Stockland's registered office or by Stockland's registry using the reply-paid envelope or by posting, delivery or facsimile to:

Stockland Security Registry
c/- Computershare Investor Services Pty Limited
In person: Yarra Falls, 452 Johnston Street Abbotsford VIC 3067
By mail: GPO Box 242, Melbourne VIC 3001
Facsimile No. (03) 9473 2555

Proxy forms must be received no later than **2.30pm** (Sydney time) on **Saturday, 17 October 2026**. As a practical matter, if you are posting or hand delivering your proxy form, the proxy form needs to be received by **5.00pm** on **Friday, 16 October 2026**.

The proxy form enables a securityholder to vote for or against or abstain from voting on a resolution. A securityholder may direct the proxy holder how to vote in respect of each resolution.

Submission of written questions to the Company, the Trust or Auditor prior to the Meetings

A securityholder who is entitled to vote at the Meetings may submit a written question to the Company, Trust or Auditor in advance of the Meetings:

- about the business of the Company or Trust;
- about the Remuneration Report (see [Explanatory Statement](#)); or
- if the question is directed to the Auditor, provided it relates to:
 - the content of the Auditor's Report to be considered at the Meetings;
 - the conduct of the audit or the Auditor's independence; or
 - the accounting policies adopted by Stockland in relation to the preparation of the Financial Statements.

Written questions may be sent to the Company and the Trust at:

By mail: Attention: Company Secretary, Stockland Group, Level 25, 133 Castlereagh Street, Sydney NSW 2000
By email: InvestorRelations@stockland.com.au

All written questions must be sent to and received by the Company no later than **5.00pm** (Sydney time) on **Monday, 12 October 2026**.



Explanatory Statement

This Explanatory Statement contains further information about the resolutions that will be considered at the Annual General Meeting of the Company and the meeting of unit holders of the Trust to be held on **Monday, 19 October 2026**.

The Meetings are important. You should read this Explanatory Statement and the enclosed Notice of Meetings carefully and, if necessary, seek your own independent advice on any aspect about which you are not certain.

Compliance with ASX Listing Rules

The Company and the Trust confirm that this document complies with the notice of meeting content requirements set out in the Listing Rules. On the basis of this confirmation, ASX has not objected to this document under Listing Rule 15.1.4.

Ordinary Business of the Company

Resolution 3 – Approval of Remuneration Report

The Company is required by the Corporations Act to submit its Remuneration Report to securityholders for consideration and adoption by way of a non-binding resolution at the Annual General Meeting of the Company. This resolution is advisory only and does not bind the Directors or the Company.

Stockland's Remuneration Report can be found on pages 69 to 90 of the FY26 Annual Report via the Stockland website.

If the Remuneration Report receives a "no" vote of at least 25% at the Meetings (constituting a first strike), and then again at the 2027 Annual General Meeting (constituting a second strike), a resolution must be put to securityholders at the 2027 Annual General Meeting (spill resolution) as to whether another meeting of securityholders should be held within 90 days at which all Directors (other than the Managing Director) who were in office at the date of the relevant Directors' Report must stand for re-election. Stockland's Remuneration Report was approved by approximately 97.09% of securityholders who voted at the 2025 Annual General Meeting.

The Boards view setting remuneration policies as one of its most important responsibilities – with focus on remuneration policies and practices which are fair, responsible and competitive.

The Chairman of the Meetings will give securityholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report. Although this vote does not bind the Company, the Boards intend to take into account securityholder feedback and the outcome of the vote when considering Stockland's future Remuneration Policy.

The Directors of the Boards unanimously recommend that securityholders vote in favour of this resolution.

Resolution 4 – Managing Director participation in the Performance Rights Plan ("PRP") as part of his 2027 financial year remuneration

The Boards propose to offer participation in the PRP to the Managing Director, Mr Tarun Gupta, who is eligible to participate in the PRP as an Executive Director. Mr Gupta's participation in the PRP forms part of his usual remuneration arrangements. Under Listing Rule 10.14.1, ASX requires that securityholders approve any acquisition of equity securities under an employee incentive scheme by a Director. Accordingly, securityholder approval is sought for the grant to the value of \$4,500,000 in the form of 1,125,225 performance rights to Mr Gupta (as Managing Director) and in consequence of vesting of those performance rights, the acquisition of Stapled Securities by Mr Gupta, in accordance with the PRP Rules and on the terms and conditions summarised in this Explanatory Statement.

Stockland remuneration policy

Stockland's remuneration policy aims to ensure executive remuneration is commensurate with the executive's position and responsibilities, competitive with market standards, linked with Stockland's strategic goals and performance, and aligned with the interests of securityholders. For example, Stockland uses equity awards such as performance rights to strengthen the alignment between executives and securityholders.

Remuneration consists of a fixed annual component and a performance related component (including participation in the PRP). The Directors of the Boards (excluding Mr Gupta) believe that participation in the PRP by Mr Gupta, on the terms and conditions described below, is an appropriate equity-based incentive given his responsibilities and commitment.

In the Boards' view, participation by Stockland senior executives in the PRP is an important part of the Boards' strategy for retaining key talent and motivating them to improve Stockland's performance.

LTI structure for FY27

Stockland's strategy is designed to deliver strong through the cycle returns for our securityholders. One of the core principles underpinning our long-term incentive plan is to provide a direct link between Stockland's securityholders and executive reward in a simple and transparent manner.

With a strong balance sheet, Stockland is well placed to execute our strategy and deliver high quality earnings and strong returns to securityholders. As such, the Boards consider that the combination of relative Total Securityholder Return ("**Relative TSR**") for 60% of the LTI and absolute Total Securityholder Return ("**Absolute TSR**") for 40% of the LTI creates a strong alignment between our executives and the interests and experience of our securityholders.

Level of participation

The level of participation offered to Mr Gupta under the PRP has been determined with reference to market practice and within the framework of Stockland's remuneration philosophy as set out in the Remuneration Report. The maximum LTI amount for the Managing Director is 300% of fixed pay (which includes salary, superannuation and packaged benefits).

The number of rights allocated to all participants in the Performance Rights Plan was determined by dividing their LTI amount by the volume weighted average price of Stapled Securities for the 10 trading days post 30 June 2026 (which was \$3.9992) rounded down to the nearest whole number.

We continue to consider that this design is the most suitable for Stockland during this period of transformative growth. We are also conscious that as we deliver on our strategy, our best people will increasingly be targeted by our competitors and the ability to reward them more competitively for delivering strong securityholder returns provides a compelling proposition for the executive team to remain in place during the execution of the strategy.

Performance conditions or proposed grants

1. The performance conditions will be measured over a three-year period from 1 July 2026 to 30 June 2029 ("**performance period**").
2. The measures used to determine performance are Relative TSR for 60% of the performance rights granted to the Managing Director in respect of his remuneration, and Absolute TSR for 40% of the performance rights granted to the Managing Director.

How TSR is calculated

Total Securityholder Return ("**TSR**") measures the growth in the price of securities plus cash distributions notionally reinvested in securities. TSR growth for Stockland and the companies in the Peer Benchmark will be calculated as follows:

- TSR will be measured over the performance period and calculated by an independent third party;
- For the purpose of this measurement, Stockland's security price and the Index will be averaged over the three months preceding the start and end date of the performance period;
- Dividends or distributions will be assumed to have been re-invested on the ex-dividend date; and
- Tax and any franking credits (or equivalent) will be ignored.



Relative TSR Targets

In order for the Relative TSR grant to vest, Stockland's TSR must be greater than the applicable Relative TSR hurdle. The Relative TSR hurdle is a weighted, composite TSR benchmark for a peer group comprising of 13 companies in the ASX 200 / Australian Real Estate Investment Trust Index as at 30 June 2026, other than Centuria Capital Group, Charter Hall Group, Goodman Group, Waypoint REIT Limited and Stockland ("**Peer Benchmark**"). Each of the five largest capitalised companies from the Peer Benchmark has been allocated a 16% weighting, while each of the other eight smaller capitalised companies have been allocated a 2.5% weighting.

The proportion of the Relative TSR grant that vests will be as follows:

TSR of Stockland compared to Index growth over the three-year period	Proportion of the Relative TSR grant vesting	Worked example of total Stapled Securities issued or transferred upon vesting based on Mr Gupta's proposed FY27 grant
Less than or equal to the TSR Peer Benchmark	0%	None
Greater than the TSR Peer Benchmark (threshold target)	One-third (33%)	225,045 Stapled Securities (being 33% of the 675,135 Performance Rights subject to Relative TSR)
Up to 10% greater than the TSR Peer Benchmark	Proportion of Relative TSR grant vesting increases in a straight line between one-third (33%) and two-thirds (67%)	Between 225,045 and 450,090 Stapled Securities (being between 33% and 67% of the 675,135 Performance Rights subject to Relative TSR)
10% to 15% greater than the TSR Peer Benchmark	Proportion of Relative TSR grant vesting increases in a straight line between two-thirds (67%) and 100%	Between 450,090 and 675,135 Stapled Securities (being between 67% and 100% of the 675,135 Performance Rights subject to Relative TSR)

Absolute TSR Targets

In order for the Absolute TSR grant to vest, Stockland's TSR over the performance period must be greater than the targets determined by the Boards. In determining the targets for the Absolute TSR grant, the Boards have taken into account amongst other things, Stockland's three-year business plan, cost of capital, long-term ROIC targets and historical rolling three-year TSR performance of both Stockland and the peer index group.

The proportion of the Absolute TSR grant that vests will be as follows:

TSR of Stockland	Proportion of the Absolute TSR grant vesting	Worked example of total Stapled Securities issued or transferred upon vesting based on Mr Gupta's proposed FY27 grant
Less than 8% p.a.	0%	None
Equal to 8% p.a. (threshold target)	One-third (33%)	150,030 Stapled Securities (being 33% of the 450,090 Performance Rights subject to Absolute TSR)
Between 8% p.a. and 11% p.a.	Proportion of Absolute TSR grant vesting increases in a straight line between one-third (33%) and two-thirds (67%)	Between 150,030 and 300,060 Stapled Securities (being between 33% and 67% of the 450,090 Performance Rights subject to Absolute TSR)
Between 11% p.a. and 13% p.a.	Proportion of Absolute TSR grant vesting increases in a straight line between two-thirds (67%) and 100%	Between 300,060 and 450,090 Stapled Securities (being between 67% and 100% of the 450,090 Performance Rights subject to Absolute TSR)

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Other terms of the proposed grants

1. The number of rights which convert to Stapled Securities is determined at the end of the three-year performance period based on the assessment of actual performance against the applicable performance hurdles. Fifty percent of securities immediately vest with the remaining 50% of securities subject to an additional 12-month vesting requirement post the performance period subject to continued employment with Stockland.
2. The Boards retain full discretion to adjust vesting outcomes downwards if it would otherwise result in a windfall outcome to executives that was anomalous with underlying performance (for example, in the event of securities trading at a premium due to change in control speculation).
3. Disposal of Stapled Securities once released from the PRP will be subject to Stockland's security trading policy.
4. If an employee leaves Stockland, any unvested performance rights lapse and are forfeited, except at the discretion of the Boards in circumstances such as death, disability, retirement or redundancy. Where the Managing Director is terminated by Stockland other than for cause or retires by mutual agreement, unvested performance rights are pro-rated as a proportion of service during the vesting period, with the subsequent pro-rated unvested rights allowed to remain on foot and continue to vest on the due dates with vesting determined in accordance with original hurdles (subject to clawback under the Stockland clawback policy) and provided the Managing Director complies with the non-compete provisions in his employment agreement.
5. The Boards will not accelerate the vesting of any performance right in the event of a change in control of Stockland except to the extent that applicable performance conditions (determined as at the date of the change in control) have been satisfied.
6. Performance rights will not attract dividends/distributions and voting rights until they vest and Stapled Securities are allocated whether or not the Stapled Securities are subject to non-disposal restrictions.

Use of holding locks to extend alignment with securityholders

For the FY27 LTI award, we have maintained the mechanism introduced in FY24 where executives may make an irrevocable upfront election to apply a further holding lock on any securities acquired if and when performance conditions are met, and performance rights are exercised.

The effect of this election is to place a genuine disposal restriction on securities post vesting that extends the taxing point on these securities and assists executives in retaining securities that may otherwise need to sell to cover the tax liability.

Grant Value

The grant value of \$3.9992 for each FY27 Performance Right is based on the volume weighted average price for Stapled Securities for the 10 trading days post 30 June 2026. The maximum value at grant for Mr Gupta for the FY27 LTI grant is \$4,500,000 which reflects the maximum number of Stapled Securities that would be made available to Mr Gupta in circumstances where management delivers significant above target securityholder returns.

Maximum number of Stapled Securities

Subject to TSR performance, each vested performance right will vest into one Stapled Security. Accordingly, the maximum number of Stapled Securities that may be acquired by Mr Gupta, for which securityholder approval under Resolution 4 is sought, is 1,125,225. The number of Stapled Securities to which a performance right relates will only be adjusted in the event of a bonus issue or reorganisation of Stapled Securities and only in accordance with the Listing Rules of ASX.

Price payable on grant or exercise of performance rights

Mr Gupta will not be required to pay any amount on the grant or vesting of his performance rights. The performance rights are not transferable. The Company may fund a plan company or plan trust to acquire Stapled Securities on-market or to subscribe for Stapled Securities at market value and transfer those Stapled Securities to executives in order to satisfy the Company's obligations under the PRP. Alternatively, the Company may procure the direct issue of Stapled Securities to executives for no payment in satisfaction of its obligations under the PRP.

Date of grant of performance rights

The proposed grants of performance rights to Mr Gupta will be made as soon as practicable after securityholder approval is obtained, and in any event no later than 12 months after the Meetings.



Current remuneration of the Executive Director

Details of the remuneration of Mr Gupta for the year ended 30 June 2026 and his holding of Stapled Securities is set out in the Remuneration Report section of the FY26 Annual Report on pages 69 to 90.

Mr Gupta's current total target remuneration package comprises \$1,500,000 as total fixed compensation (inclusive of superannuation) ("**TFC**"), a target LTI opportunity of \$3,000,000 (being 200% of TFC) and a target STI opportunity of \$1,500,000 (being 100% of TFC).

Additional Information

No loan will be made to Mr Gupta in relation to the acquisition of securities under the PRP.

Details of any securities issued under the PRP will be published in the annual report of Stockland relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the PRP after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule. If securityholder approval is not obtained under Resolution 4, the proposed issue of performance rights to Mr Gupta will not proceed. The Boards will then need to consider alternative arrangements to appropriately remunerate and incentivise Mr Gupta.

Requirements for approval

Securityholder approval of the above participation in the PRP by Mr Gupta and his acquisition of performance rights, and of Stapled Securities on vesting of those performance rights is sought for all purposes under the Corporations Act and the Listing Rules of ASX including under Listing Rule 10.14, as an entity must not permit securities to be acquired by a Director of the entity or an associate of a Director of the entity (such as a company controlled by a Director) under an employee incentive scheme without the approval of securityholders. Accordingly, approval of securityholders is sought for the purpose of Listing Rule 10.14.1 to enable Mr Gupta to acquire performance rights, and, on vesting of those performance rights, Stapled Securities, by the issue or transfer of Stapled Securities to Mr Gupta.

Recommendations of the Directors of the Boards

The Directors of the Boards, other than Mr Gupta, unanimously recommend that securityholders vote in favour of Resolution 4 for the reasons set out below:

- the Directors believe the proposed equity incentives are necessary to attract and retain key executive talent;
- the Directors believe the total remuneration arrangements are fair and reasonable and consistent with ASX Corporate Governance Principles and Recommendations – Principle 8; and
- the equity incentives proposed align the interests of the Managing Director with the interests of securityholders.

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If you would like any further information regarding the Meetings, please contact Stockland's Share Registry, Computershare, on 1800 804 985 if calling from within Australia or **+61 3 9415 4058** from outside Australia.

Information about Stockland

You can read about Stockland's FY26 performance in the Annual Report available via www.stockland.com.au/investor-centre

Go electronic

Did you know you can opt to receive all or part of your securityholder communication electronically. You can change your communication preferences at any time by logging into www.investorcentre.com or by contacting Computershare on 1800 804 985.



**Stockland
Corporation Limited**
ACN 000 181 733

**Stockland Trust
Management Limited**
ACN 001 900 741; AFSL 241190

**As responsible entity
for Stockland Trust**
ARSN 092 897 348

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