

OTHER DISCLOSURES.

The development process balances the practicalities of a site, tenant needs, environmental impact and economic considerations to deliver value.

04.



FIVE YEAR PERFORMANCE SUMMARY

FOR THE YEAR ENDED 30 JUNE 2025

PERIOD ENDED	30 JUNE 2025 ¹	30 JUNE 2024 ¹	31 DECEMBER 2023	31 DECEMBER 2022	31 DECEMBER 2021
ALL VALUES IN \$M UNLESS OTHERWISE NOTED					
Financial performance					
Net property income	105.6	47.2	92.8	93.3	92.1
Profit before finance income/(expenses), other gains/(losses) and income tax	94.4	41.1	82.4	84.8	84.6
Fair value (loss)/gain on investment properties and non-current assets classified as held for sale	70.7	(4.2)	(140.8)	(56.7)	392.5
(Loss)/profit before income tax	118.3	25.5	(98.8)	(6.5)	472.8
Income tax benefit/(expense)	(12.3)	(4.3)	1.0	(7.4)	(20.0)
(Loss)/profit and total comprehensive income after income tax	106.0	21.2	(97.8)	(13.9)	452.8
Weighted average number of ordinary shares ('000 shares)	502,229	502,178	502,119	504,719	503,302
IFRS basic earnings per share (cents per share)	21.11	4.22	(19.48)	(2.76)	89.97
Distributions					
Total comprehensive income after tax	106.0	21.2	(97.8)	(13.9)	452.8
Distribution adjustments	(57.8)	1.8	142.6	58.5	(406.1)
Adjusted Funds From Operations (AFFO)	48.2	23.0	44.8	44.6	46.7
AFFO per share (cents per share)	9.59	4.58	8.92	8.83	9.29
Gross dividends paid relating to the year reported (cents per share)	10.32	4.46	9.67	10.19	9.99
Net dividends paid relating to the year reported (cents per share)	8.60	4.15	8.30	8.10	7.90
AFFO pay-out ratio (%)	91.0%	90.7%	93.1%	91.7%	85.1%

1. The results presented are for the 12 month period ended and as at 30 June 2025. The comparative figures for 30 June 2024 reflect a six month period due to the change in balance date, while other comparative periods ended and as at 31 December represent 12 month periods. Accordingly, the amounts presented may not be directly comparable.

FIVE YEAR PERFORMANCE SUMMARY CONTINUED
FOR THE YEAR ENDED 30 JUNE 2025

PERIOD AS AT	30 JUNE 2025	30 JUNE 2024	31 DECEMBER 2023	31 DECEMBER 2022	31 DECEMBER 2021
ALL VALUES IN \$M UNLESS OTHERWISE NOTED					
Financial position					
Investment properties	2,166.2	2,050.5	1,998.3	2,096.2	2,158.9
Goodwill	–	–	–	–	29.1
Other assets	20.6	35.6	65.6	66.6	29.0
Total assets	2,186.8	2,086.1	2,063.9	2,162.8	2,217.0
Borrowings	703.7	673.9	647.0	601.5	598.7
Other liabilities	58.9	52.7	56.6	60.9	55.6
Total liabilities	762.6	726.6	703.6	662.4	654.3
Total equity	1,424.2	1,359.5	1,360.3	1,500.3	1,562.7
Closing shares on issue ('000 shares)	502,284	502,199	502,129	502,051	505,494
Net tangible (excluding goodwill) assets (cents per share)	283.6	270.7	270.9	298.8	303.4
Gearing (%)	32.6%	32.9%	32.0%	28.5%	27.7%
Property portfolio metrics					
Number of properties (#)	91	91	92	94	97
Number of tenants (#)	126	126	126	132	136
Contract rent	112.3	99.7	96.4	98.2	95.6
Occupancy (%)	99.9%	98.6%	100.0%	100.0%	100.0%
Net lettable area including yard (sqm)	922,495	904,229	923,511	930,453	940,204
Weighted average lease term (years)	5.47	5.07	5.06	5.08	5.40
Portfolio market capitalisation rate (%)	5.7%	5.8%	5.6%	5.0%	4.4%

COMPANY STRUCTURE AND STATUTORY INFORMATION

Property for Industry Limited (the Company, PFI) is a publicly listed company established in 1994. As at 30 June 2025, the Board has six Directors, all of whom are independent.

More information on the PFI Board and Management Team is available on the PFI website at <https://www.propertyforindustry.co.nz/about/our-people>.

Principal activity

PFI is a listed industrial property investment and management company. PFI has two subsidiaries, P.F.I. Property No. 1 Limited and P.F.I. Cover Limited (together, the Group). There has not been any change in the nature of the Company's or Group's business in the year ended 30 June 2025 (FY25), nor in the classes of business in which the Company has an interest.

Governance

The Board of PFI is committed to the highest standards of business behaviour and accountability. The Board regularly reviews and assesses the Group's governance structures and processes to ensure they are consistent with best practice standards.

As part of the Board's ongoing monitoring and review of the Group's governance framework, the Board has developed a Corporate Governance Manual (the Manual) that sets out the Group's corporate governance framework. It incorporates the NZX Listing Rules relating to corporate governance and the recommendations of the NZX Corporate Governance Code (the NZX Code), and was last updated in November 2023. The Audit and Risk Committee Charter was further updated in December 2023 to incorporate climate-related responsibilities.

A copy of the Manual is available on the PFI website at <https://www.propertyforindustry.co.nz/about/governance/> and includes:

1. Code of Ethics;
2. Board Charter;
3. Audit and Risk Committee Charter;
4. People Committee Charter, which includes the Company's Remuneration Policy;
5. Continuous Disclosure Policy;
6. Financial Product Trading Policy; and
7. Diversity and Inclusion Policy.

In addition, the Board has adopted a Takeover Response Manual to assist the Directors and Management with the response to unexpected takeover activity.

Compliance with NZX requirements

PFI considers that it complied with the NZX Code in the year ended 30 June 2025.

NZX CODE: KEY PRINCIPLES

This section sets out PFI's corporate governance policies, practices and processes by reference to the NZX Code's eight key principles and supporting recommendations.

01. ETHICAL STANDARDS

"Directors should set high standards of ethical behaviour, model this behaviour and hold management accountable for these standards being followed throughout the organisation."

Code of Ethics

The Board has developed a Code of Ethics that forms part of the Manual. The Code of Ethics provides a set of expectations for PFI's Directors, employees and contractors surrounding their business conduct when representing PFI. The Code of Ethics intends to facilitate behaviour that is consistent with PFI's business standards.

PFI monitors compliance with the Code of Ethics through its management processes as well as through the whistleblowing procedures set out in the Code of Ethics itself. PFI provides access to a confidential third-party agency for whistleblowing purposes. All Directors and employees are informed of the content of the Code of Ethics prior to commencing such roles and undertake training on the Code of Ethics and other related policies at least every three years or in the year after it is materially amended. Training on ethical conduct was last provided to employees in June 2025. The Code of Ethics was last reviewed and approved by PFI's Board in November 2023, and is next scheduled to be reviewed in FY26.

Financial Product Trading Policy

PFI is committed to transparency and fairness in financial product dealing. The requirements for dealing in PFI's listed securities are contained in its Financial Product Trading Policy, which forms part of the Manual. The policy's main purpose is to ensure no Director, employee or internal contractor uses their position or knowledge of PFI or its business to engage in financial product dealing for personal benefit, or to provide a benefit to any third party.

The Financial Product Trading Policy applies to Directors, employees and internal contractors of PFI and its subsidiaries, and trusts and companies controlled by those persons (Restricted Persons).

The key points of the policy are:

- a prohibition on "insider trading", meaning persons who hold non-publicly available price-sensitive information must not pass on that information, nor acquire or dispose of PFI's quoted financial products at any time while in possession of that information;
- Restricted Persons must obtain consent to trade PFI quoted financial products at any time; and
- no trading is permitted by Restricted Persons during "blackout periods" from the balance date and the half-year balance date until the day following the release of the relevant results to NZX.

02. BOARD COMPOSITION & PERFORMANCE

"To ensure an effective Board, there should be a balance of independence, skills, knowledge, experience and perspectives."

Board Charter

The Board has developed a charter that sets out its authority, duties and responsibilities. The Board, through a set of formal policies and procedures:

- establishes a clear framework for oversight and management of PFI's operations and for defining the respective roles and responsibilities of the Board and Management;
- structures itself to be effective in discharging its responsibilities and duties;
- sets standards of behaviour expected of the Company's employees and representatives;
- safeguards the integrity of the Company's financial reporting;
- ensures timely and balanced disclosure;
- respects and facilitates the rights of shareholders;
- recognises and manages risk;
- encourages Board and management effectiveness;
- ensures remuneration of Directors, employees and contractors is fair and reasonable;
- recognises the legitimate interests of all stakeholders (including expectations around environmental, social and governance (ESG) and sustainability); and
- promotes a corporate culture which embraces inclusion and diversity.

The Board's primary focus is on the creation of long-term shareholder value and ensuring PFI operates in accordance with appropriate management and corporate governance practices. The Board has an obligation to protect and enhance the value of the assets of PFI for the benefit of PFI and its shareholders. It achieves this through approval of appropriate corporate strategies, business plans and budgets, and monitoring actual results against the Company's strategic objectives.

PFI's Board has a particular focus on capital structure, capital expenditure, acquisition and divestment proposals, performance against PFI's sustainability strategy (including climate-related issues), and ensuring effective audit, risk and compliance procedures are in place to protect PFI's assets and ensure integrity of reporting. The Board is also responsible for approving PFI's Corporate Governance Manual and maintaining corporate and Board values to ensure PFI acts to the highest ethical standards and integrity.

The Board delegates implementation of the adopted corporate strategies to the Management Team and reviews the performance of the Management Team on a regular basis.

Board Composition

The Company's constitution requires the Company to comply with the minimum board composition requirements under the NZX Listing Rules (being at least three directors). As at 30 June 2025, there were six Directors, all of whom are independent. The NZX Listing Rules require at least two Independent Directors, and consistent with Recommendation 2.8 in the NZX Code, it is the Company's policy that there should always be a majority of Independent Directors. All Directors are ordinarily resident in New Zealand.

The Directors of the Company who held office during the 12 months to 30 June 2025, their status, date of appointment and Board meeting attendances follows:

DIRECTOR	STATUS	DATE OF APPOINTMENT	LAST RE-ELECTED	DATE CEASED TO BE A DIRECTOR	MEETINGS ATTENDED (NINE MEETINGS)
Dean Bracewell	Independent Director Board Chair	29 November 2019	29 March 2023	N/A	9
Anthony Beverley	Independent Director	2 July 2001	29 March 2023	N/A ¹	8
Angela Bull	Independent Director	20 February 2023	29 March 2023	N/A	9
Carolyn Steele	Independent Director Audit and Risk Committee Chair	22 August 2022	29 March 2023	N/A	9
David Thomson	Independent Director People Committee Chair	12 February 2018	3 April 2024	N/A	9
Jeremy Simpson	Independent Director	27 February 2024	3 April 2024	N/A	9

The Board undertakes an annual review of its performance as a whole as well as the performance of individual Directors and each committee.

The PFI Board is continuing to progress its succession planning, and notes that any change in Board composition needs to be balanced with ensuring that necessary skills, experience and depth of understanding are retained on the Board, particularly when facing economic uncertainty. As with existing Directors, future appointees will be expected to provide an appropriate governance skillset in addition to their specific skills.

Subsidiary Companies – Directors

All current Directors of the Company are also Directors of P.F.I. Property No.1 Limited (incorporated in New Zealand).

As at 30 June 2025, Simon Woodhams, Craig Peirce, and Fronzuance Tiseli were Directors of P.F.I. Cover Limited (incorporated in the Cook Islands).

1. Anthony Beverley will retire from the PFI Board effective from the close of PFI's Annual Meeting on 21 October 2025.

Director Skills and Experience

A profile of each Director outlining their skills, experience and length of service can be found on the PFI website at <https://www.propertyforindustry.co.nz/about/our-people>. The Board strives to ensure that PFI has the right mix of skills and experience for PFI to achieve its strategic goals. PFI believes assessing the level of skills and experience collectively, rather than on an individual basis, is the most appropriate means to demonstrate Board effectiveness and ensure alignment with the needs of the business. The skills and experience represented on the Board as at 30 June 2025, are summarised in the diagram below:

Skill	
Governance	●●●●●●●●
Property	●●●●●●●●
Capital Markets	●●●●●●●●
Executive Leadership	●●●●●○○○
Financial	●●●●●●○○
Health and Safety	●●●●●●○○
Legal	●●●●●○○○
Sustainability, ESG and climate change	●●●●●○○○
Technology	●●○○○○○○

- Key:
- Strong skills or experience
 - Some skills or experience
 - Limited skills or experience

Directors are encouraged to undertake continuing education to develop and maintain their skills and knowledge. Outside of the Directors’ individual professional development activities in FY25, PFI facilitated Board training on capital markets (led by Chapman Tripp) and health and safety (led by Findex).

1. On 31 July 2025, Green Cross Health Limited announced the retirement of Carolyn Steele as a director of that company.

Carolyn Steele, who joined PFI’s Board in August 2022 and is Chair of the Audit and Risk Committee, is considered to be a financial expert on that Committee. Carolyn has a background in investment management, capital markets and mergers and acquisitions, having spent six years as a portfolio manager at the Guardians of New Zealand Superannuation, and a further ten years prior to that in investment banking at Forsyth Barr and First NZ Capital / Credit Suisse. Carolyn is also Audit Committee Chair for ANZ Bank New Zealand, and Audit and Risk Committee Chair for Green Cross Health¹ and Vulcan Steel. PFI’s Board and Management consider that Carolyn has a strong financial background for the purposes of Listing Rule 2.13.2(d).

Jeremy Simpson, who joined PFI’s Board as an Independent Director in February 2024 and is a member of the Audit and Risk Committee, is also considered to be a financial expert on that Committee. Jeremy is a Chartered Financial Analyst (CFA) and for around 10 years was a Director of the Chartered Financial Analyst Society of NZ. Jeremy has had a career of over 30 years in financial markets in New Zealand and Australia, including 27 years as an equity analyst culminating with a Senior Equity Analyst / Director role at Forsyth Barr from 2002 to 2021. PFI’s Board and Management consider that Jeremy has a strong financial background for the purposes of Listing Rule 2.13.2(d).

Director Independence

Director independence is determined in accordance with the requirements of the NZX Listing Rules. The Board has determined that, as at 30 June 2025, all Directors of the Company were independent: Anthony Beverley, Angela Bull, Carolyn Steele, David Thomson, Dean Bracewell, and Jeremy Simpson. This assessment considered a range of factors, including those described in Table 2.4 of the NZX Code, that may impact director independence.

Anthony Beverley has served on the Board of PFI for 24 years and had been Chair of the Board for five years until stepping down from that role on 3 April 2024. When assessing independence, the Board considered the effect of Anthony Beverley’s length of tenure, and has concluded that his length of tenure has not in practice impaired his ability to bring an independent view to decisions in relation to the Company, act in the best interests of the Company, and represent the interests of the Company’s financial product holders generally, having regard to, amongst other things, the other factors described in the NZX Code that may impact Director independence. PFI notes that Anthony will retire

from his position as a Director on the PFI Board effective from the close of PFI's Annual Meeting on 21 October 2025.

On 1 April 2025, Carolyn Steele was appointed as a director of ANZ Bank New Zealand Limited (ANZ Bank). ANZ Bank, along with its direct and indirect wholly owned subsidiaries, ANZ New Zealand Investments Limited (ANZ Investments) and ANZ Custodial Services Limited (ANZCS) (collectively, the ANZ Entities) are shareholders in PFI.

The ANZ Entities were collectively, a substantial product holder (SPH) of PFI's shares (holding 6.253% at 29 September 2024, being the date of their last public disclosure, prior to Carolyn Steele's appointment as a director of ANZ Bank).

On 23 May 2025, the ANZ Entities publicly disclosed that they were collectively no longer a SPH of PFI's shares (holding 4.987% at that date). Accordingly, the applicable factor set out in Table 2.4 of the NZX Code did not apply after 23 May 2025.

When assessing Carolyn Steele's independence at the time that she was appointed as a director of ANZ Bank (and before the ANZ Entities ceased to be collectively a SPH of PFI), the Board considered the structuring arrangements of the ANZ Group, including that ANZ Investments (of which Carolyn is not a director) held the PFI shares on behalf of various investors in its managed funds, rather than for its own benefit. The PFI Board determined that in practice, Carolyn's appointment as a director of ANZ Bank, would not impair her ability to bring an independent view to decisions in relation to the Company, act in the best interests of the Company, and represent the interests of the Company's financial product holders generally, having regard to, amongst other things, the other factors described in the NZX Code that may impact Director independence.

Details of Directors' relevant interests in the Company's financial products as at 30 June 2025 can be found in the section entitled Principle Four: Reporting and Disclosure.

Under the Board Charter (described in further detail above) the Chief Executive Officer (CEO) of PFI is not eligible to be appointed as the Chair of the Board.

PFI's Chair, Dean Bracewell is an Independent Director, having regard to the factors set out in the NZX Corporate Governance Code. Dean Bracewell is independent of the Company's CEO, Simon Woodhams.

Director Appointments

In compliance with Listing Rule 2.7.1, each Director must not hold office without re-election past the third annual meeting following the Director's appointment or three years, whichever is longer. Any Director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment.

Where a Board vacancy arises or the Board otherwise determines a need to appoint a new Director, it is the responsibility of the People Committee to identify and nominate external candidates to fill Board vacancies as and when they arise (see Principle Three below for further information). PFI enters into a formal written agreement with all new Directors, which establishes the terms of their appointment.

Diversity and Inclusion

The breakdown of the gender composition of PFI's Directors and Officers as at the end of the previous two financial years is as follows:

FINANCIAL YEAR	MALE		FEMALE		GENDER DIVERSE	
	DIRECTORS	OFFICERS	DIRECTORS	OFFICERS	DIRECTORS	OFFICERS
FY25	4	3	2	1	0	0
FP24	4	3	2	0	0	0

The Board recognises that fostering a diverse and inclusive work environment plays an important role in supporting the long-term sustainability of PFI. At PFI, diversity means recognising and valuing the many ways that we are different. This includes differences that relate to gender, age, culture, ethnicity, disability, religion, and sexual orientation, as well as differences in background, skills, perspective, and experiences.

The Board has established a Diversity and Inclusion Policy in accordance with the NZX Code. The PFI Board believes that an inclusive work environment where everyone is treated equitably and fairly and is supported to be successful in their roles is essential for it to be able to deliver its strategic objectives and continue to meet its responsibilities to its customers, its employees, the communities in which it works, and its shareholders.

The Board has set the following Diversity and Inclusion targets:

- Board Gender Diversity: to maintain a Board comprised of not less than 30% of its Directors being male, and not less than 30% of its Directors being female; and
- Staff Engagement: to maintain a staff engagement score in the annual staff survey in excess of 75%, with a particular focus on the “Personal Expression & Diversity” sub-category.

The Board Gender Diversity target was achieved in FY25. The Staff Engagement target was not measured in FY25 but is scheduled to be measured in FY26.

The Board considers that it, in conjunction with the Management Team, has fostered a work environment where diversity and inclusion, together with different skills, abilities and experiences, is recognised and valued, and employees are treated equitably and fairly in order that talented people who will contribute to the achievement of our strategic objectives are attracted to work for PFI and are able to be retained.

The Board is committed to ensuring diversity in the composition of both the Board and Management Team. It is important to note that PFI has a small team comprising 24 permanent and dedicated team members and that 13 of these team members are female (FP24: 11 out of 22).

03. BOARD COMMITTEES

“The Board should use committees where this will enhance its effectiveness in key areas, while still retaining Board responsibility.”

Audit and Risk Committee

The Board has established an Audit and Risk Committee in accordance with the NZX Code. The Board has approved a written charter that outlines the Committee’s authority, duties, responsibilities, relationship with the Board and a policy on audit independence. The Committee develops and monitors procedures to ensure the Board is properly and regularly informed and updated on corporate finance matters. The Committee also oversees the preparation of PFI’s climate-related disclosures. The Board is required to regularly review the performance of the Audit and Risk Committee and undertakes a review annually of its objectives and activities.

The Audit and Risk Committee’s functions include:

- recommending the appointment and removal of external auditors (see Principle Seven: Auditors for further detail), and the engagement of climate-related disclosure assurance professionals;
- reviewing PFI’s financial reporting documents with a view to ensuring PFI maintains accurate financial and accounting records;
- reviewing PFI’s climate-related disclosures with a view to ensuring PFI maintains appropriate climate-related disclosure records; and
- reviewing earnings releases and financial reports.

In addition to the Committee’s audit and financial reporting related functions, it is also responsible for providing a view on PFI’s business, financial and climate-related risk management processes, including the adequacy of the overall control environment, independence from management and controls in selected areas representing significant risk. The Committee is responsible for monitoring climate-related risks and ensuring these are integrated into PFI’s risk management processes.

The Audit and Risk Committee generally meets five times a year, and at least twice a year (or more frequently if required) with the Group’s auditor to review the outcome of the interim review (31 December) and annual audit (30 June). Employees only attend Audit and Risk Committee meetings at the invitation of the Committee.

The Audit and Risk Committee must have a minimum of three Directors as members and the majority must be Independent Directors. No executive may be a member of the Audit and Risk Committee. The Chair of the Board is not eligible to be Chair of the Audit and Risk Committee.

At 30 June 2025, the members of the Audit and Risk Committee were Carolyn Steele (Chair of the Audit and Risk Committee), Anthony Beverley and Jeremy Simpson. David Thomson was a member of the Committee until stepping down as a Committee member on 1 August 2024. David Thomson attended one meeting of the Committee held during FY25. Jeremy Simpson joined the Committee on 1 August 2024 and attended all six meetings of the Committee held during FY25, including one meeting as a guest attendee. Carolyn Steele and Anthony Beverley were members of the Committee at all times during FY25. Carolyn Steele attended all six meetings, and Anthony Beverley attended five meetings of the Committee, held during FY25.

People Committee

The Board has also established a People Committee in accordance with the NZX Code. The Board has approved a written charter to assist the Committee to fulfil this purpose, which outlines the Committee's authority, duties, responsibilities and relationship with the Board. The Board is required to regularly review the performance of the People Committee and undertakes a review annually of its objectives and activities.

The People Committee's role includes identifying and recommending individuals for nomination to be members of the Board and its committees, regularly reviewing composition and successions plans and, where appropriate, recommending changes to the composition of the Board to ensure PFI maintains the right composition of Directors to effectively govern the business. The Committee is also responsible for assisting the Board with performance reviews, assessing independence of PFI's Directors, and overseeing the remuneration policy (for further information on remuneration, see Principle Five: Remuneration).

When nominating candidates, the Committee considers a range of factors as well as the perceived needs of the Board at the time. Some of these factors include qualifications, experience, diversity, and the ability to exercise an independent perspective and informed judgment on matters that come before the Board. While the Committee has the authority to obtain legal or other independent professional advice, it may only nominate a person to be a Director of PFI with approval of the Board.

The People Committee must comprise at least two members, each of whom must be Independent Directors. At 30 June 2025, the members of the People Committee were David Thomson (Chair of the People Committee), Angela Bull and Dean Bracewell. David Thomson, Angela Bull and Dean Bracewell were members of the People Committee at all times during FY25. All members of the People Committee during FY25 were Independent Directors. All members of the Committee attended the four meetings of the Committee held during FY25.

Other Committees

The Board does not consider that any additional Board standing committees need to be established at this stage.

04. REPORTING & DISCLOSURE

"The Board should demand integrity in non-financial reporting, and in the timeliness and balance of corporate disclosures."

Continuous Disclosure Policy

PFI is committed to its obligation to inform shareholders and market participants of all material information that might affect the price of its quoted financial products in accordance with the NZX Listing Rules and the Financial Markets Conduct Act 2013 (FMC Act). Accordingly, the Board has adopted a Continuous Disclosure Policy which applies to the Group, and the Directors and all relevant employees of PFI. The Board appointed the Chief Finance and Operating Officer to act as the Group Disclosure Officer. The Group Disclosure Officer is responsible for ensuring policy compliance and for investigating any alleged breaches.

Corporate Governance Documents

PFI's Board and committee charters, annual and interim reports, company announcements, policies (as recommended in the NZX Code) and other investor-related material are available on PFI's website.

Financial Reporting

PFI is committed to upholding high standards of financial reporting. Oversight of the Company's financial reporting is applied through the Audit and Risk Committee.

Non-Financial Disclosure

PFI is committed to upholding high standards of non-financial disclosure, including reporting on environmental, social sustainability and governance factors and practices.

You can find more information on PFI's approach to sustainability in PFI's FY25 Sustainability and Climate Report (which will contain PFI's FY25 Climate-related Disclosures) (see below).

More information about PFI's approach to risk management, including health and safety risks, is set out in the section entitled Principle Six: Risk Management.

Climate-related Disclosures

PFI is a climate-reporting entity under the FMC Act. The Group will publish its Climate-related Disclosures for FY25 in compliance with the Aotearoa New Zealand Climate Standards issued by the External Reporting Board (XRB) as is required by the FMC Act. The Group's Climate-related Disclosures for the year ended 30 June 2025 will be accessible on PFI's website by 30 October 2025 via <https://www.propertyforindustry.co.nz/sustainability/>.¹

Directors' Relevant Interests

Set out in the table below are disclosures made by Directors in respect of changes in shareholdings in PFI during FY25 for the purposes of section 148(2) of the Companies Act 1993:

NAME OF DIRECTOR	DATE OF TRANSACTION	NATURE OF TRANSACTION	NUMBER AND CLASS OF SHARES	NATURE OF INTEREST	CONSIDERATION PAID OR RECEIVED
Angela Bull	26 September 2024	Acquisition of shares on-market	10,000	Legal and Beneficial Owner	\$21,950
Carolyn Steele	27 February 2025	Acquisition of shares on-market	12,500	Legal and Beneficial Owner	\$26,812
Jeremy Simpson	27 February 2025	Acquisition of shares on-market	15,000	Beneficial Owner	\$32,175

Details of Directors' relevant interests in the Company's financial products as at 30 June 2025 are as follows:

DIRECTOR	NUMBER AND TYPE OF QUOTED FINANCIAL PRODUCTS
Dean Bracewell	40,000 ordinary shares
Angela Bull	10,000 ordinary shares
Carolyn Steele	12,500 ordinary shares
Jeremy Simpson	60,000 ordinary shares

No Director had a relevant interest in the Company's bonds as at 30 June 2025.

05. REMUNERATION

"The remuneration of Directors and executives should be transparent, fair and reasonable."

PFI is pleased to present its remuneration report for FY25. This report addresses the remuneration of PFI's Directors and Senior Leadership Team, with a particular focus on the remuneration outcomes for PFI's Chief Executive Officer in respect of FY25. PFI has used the structure of the NZX Remuneration Reporting Template for Listed Issuers as the base for this remuneration report.

The members of PFI's Senior Leadership Team during FY25 were Simon Woodhams (Chief Executive Officer), Craig Peirce (Chief Finance and Operating Officer), Ewan Cameron (Portfolio Manager) and Sarah Beale (Head of Sustainability and Operations). Brendan Wright (General Counsel & Company Secretary) was appointed to the Senior Leadership Team with effect from 1 July 2025 and accordingly, this remuneration report excludes his remuneration arrangements.

The Directors of the Company who held office during FY25 and their independence status can be found on page 69.

1. As per clause 7 of the Financial Markets Conduct (Requirement to Include Climate Statements in Annual Report) Exemption Notice 2023.

Remuneration governance

Remuneration governance framework

PFI's remuneration governance framework is overseen by the People Committee on behalf of the Board. The purpose of the People Committee is to assist the Board to oversee Director and Senior Leadership Team appointment and remuneration policies and practices, Senior Leadership Team performance and development, and succession planning.

Throughout the later stages of 2023 and early 2024, a review of the Group's employee remuneration framework was undertaken to ensure it remains appropriate and supports the delivery of our strategy, whilst rewarding employees fairly and in line with investor expectations. A revised framework was put in place during the previous financial period and the People Committee is of the view that the revised framework supports the strategic priorities of the business.

PFI last reviewed its Remuneration Policy in November 2023, a copy of which is available on the Company's website, together with the People Committee's Charter, at: <https://www.propertyforindustry.co.nz/about/governance>.

PFI's People Committee

The People Committee's role is set out in the People Committee's Charter. With regards to PFI's remuneration governance, the People Committee is responsible for establishing remuneration policies and practices, reviewing and recommending to the Board the remuneration of PFI's Senior Leadership Team and Directors and providing oversight of the remuneration of PFI's wider team of employees.

Management attends People Committee meetings by invitation of the People Committee.

Further details on the composition of the People Committee can be found on page 73.

Senior leadership team remuneration policy

Remuneration principles

The People Committee and Board support a remuneration strategy that is aligned to our investors' interests and encourages the achievement of our strategic objectives and demonstration of our purpose. The remuneration of the Senior Leadership Team is designed to attract and retain the most talented and effective individuals whilst ensuring appropriate alignment with employee and shareholder interests.

Packages include fixed remuneration, together with a short-term incentive (STI) and a long-term incentive (LTI) (together, Total Target Remuneration). Both the STI and LTI are at risk remuneration because the outcome is determined by performance against a combination of pre-determined financial and non-financial objectives.

Fixed remuneration

Fixed remuneration consists of a package of base salary and standard employment associated benefits. This is benchmarked annually against property sector remuneration data and periodically against a group of companies that are comparable to PFI in terms of activity, portfolio size, market capitalisation and other relevant entity characteristics. This enables us to track actual market remuneration levels for entities that offer a similar risk profile and investment portfolio performance opportunities.

Short Term Incentive (STI)

STI awards are set as a fixed amount which reflects between 14% and 24% (prior period: between 14% and 24%) of Total Target Remuneration. The STI earned may be between 0% and 100% of the amount awarded based on the People Committee's assessment of performance and subject to the Board's approval. Any STI earned is paid in cash.

For the STI, participants' performance against an agreed set of financial and non-financial metrics is monitored on an ongoing basis throughout the financial year by the People Committee.

Long Term Incentive (LTI)

LTIs are at-risk payments designed to align the reward of members of the Senior Leadership Team with changes in shareholder value over a multi-year period.

The current LTI plan commenced in the year ended 31 December 2019, and is a dividend protected Performance Share Rights (PSR) plan (LTI Plan). Under the LTI Plan, PSRs are issued to members of the Senior Leadership Team which gives them the right to receive ordinary shares in the Company after a 1-3 year period, subject to achieving certain performance hurdles. For the FY23 Grant and all subsequent grants, the LTI Plan has changed to include a single performance hurdle, being a relative TSR performance hurdle.

A detailed description of the performance hurdles applied under the LTI Plan can be found on pages 78-79. The value of PSRs awarded to participants in the LTI Plan is set at a fixed amount which reflects between 12% and 21% (prior period: between 12% and 21%) of Total Target Remuneration. The number of PSRs issued under each grant is then determined based on the market value of PFI's shares using a volume weighted average price over the 20 trading days up to and including the commencement date of the grant.

As at the date of this report, all members of the current Senior Leadership Team are participants in the LTI Plan, and these are the only individuals participating in the LTI Plan.

FY25 Remuneration Process**Senior Leadership Team**

The People Committee recommended, and the Board approved, the Senior Leadership Team's FY25 remuneration.

Following the preparation of the results for FY25, the People Committee reviewed the Senior Leadership Team's performance for the year against the STI and LTI Plans' terms and conditions. Disclosure of the STI and LTI targets set for the Chief Executive Officer, as well as the actual performance against them, is included in this remuneration report.

Payment of the STI earned in FP24 was made on 26 August 2024. STI payments for FY25 will be made in August 2025 after the release of the FY25 annual results.

The STI and LTI Plans offer the Board discretion with regard to outcomes. In relation to the STI Plan, the Board considered that remuneration outcomes were appropriate and as such, determined that no discretion would be applied. In relation to the LTI Plan, the Board exercised its discretion by excluding Asset Plus Limited from the property peer group used for assessing the performance hurdles under the LTI Plan. Further details are set out on page 81.

Team members excluding the Senior Leadership Team

The Senior Leadership Team set team members' (excluding the Senior Leadership Team) FY25 remuneration, and this was approved by the People Committee and Board via the annual budgeting process.

External advice

PFI engages external consultants to provide market data and benchmarks in regard to employment packages and pay practices. In respect of FY25 remuneration, the following external consultants were engaged:

- PricewaterhouseCoopers provided market remuneration data that was taken into account when setting FY25 remuneration for the Senior Leadership Team;
- KPMG were engaged to provide consulting advice on the LTI Plan; and
- Strategic Pay were engaged to provide benchmarking on remuneration for team members (excluding the Senior Leadership Team).

Key Performance Summary

PFI's material and objective key performance indicators relevant to the Senior Leadership Team's STI and LTI Plans over the past five financial periods (six LTI Plan test periods) are as follows:

	FYE25	INTERIM FY25 ⁽⁴⁾	FP24	FYE23	FYE22	FYE21
Occupancy	99.9%	N/A	98.6%	100.0%	100.0%	100.0%
Weighted Average Lease Term	5.47 years	N/A	5.07 years	5.06 years	5.08 years	5.40 years
FFO ⁽¹⁾	10.59 cps	9.87 cps	5.03 cps	10.03 cps	10.21 cps	11.07 cps
One year TSR ⁽²⁾ (%)	4%	1%	N/A ⁽⁵⁾	-2%	-17%	4%
Two year TSR ⁽²⁾ (%)	N/A ⁽³⁾	-1%	N/A ⁽⁵⁾	-19%	-14%	30%
Three year TSR ⁽²⁾ (%)	N/A ⁽³⁾	-18%	N/A ⁽⁵⁾	-15%	7%	83%

(1) Funds From Operations (FFO) is non-GAAP financial information and is a common property investor metric, which has been calculated in accordance with the guidelines issued by the Property Council of Australia. Please refer to the relevant period's annual results announcement, released to the NZX, for more detail as to how this measure was calculated. Please note that FFO for FP24 was for a six-month period ended 30 June 2024.

(2) Total Shareholder Return (TSR) is calculated as the total return received by investors from the change in the market value of a PFI share (using a volume weighted average price over the 20 trading days prior to the beginning and end of the financial year) and the receipt of cash dividends and other distributions paid in respect of a PFI share over the financial year or the two or three financial year period as applicable. TSR is only shown for those periods where a grant under the LTI Plan was due to vest, where no grant was due to vest, N/A has been entered.

(3) Whilst the LTI Plan was in operation during FYE25, the two and three year TSR portions of the LTI Plan for that grant had not yet been completed and were therefore not due to vest. Accordingly, N/A has been entered for the two and three year TSR in FY25.

(4) A vesting of the LTI Plan was due immediately following 31 December 2024 (shown as Interim FY25 in the table). No STI Plan payments were due at that time. Accordingly, entries have been made for FFO, one, two and three year TSR in Interim FY25, and N/A has been entered for the occupancy and weighted average lease term in Interim FY25. Please note that the FFO metric represents the combination of FP24 with the first half of FY25.

(5) Whilst the LTI Plan was in operation during FP24, no portion of the LTI Plan was due to vest. Accordingly, N/A has been entered for the one, two and three year TSR in FP24. The next vesting of the LTI Plan was in relation to the year ended 31 December 2024, noted as Interim FY25 in the table.

CEO Remuneration Arrangements & Outcomes

CEO Remuneration Arrangements

Alignment between the interests of shareholders, delivery on PFI's strategy, and performance is at the heart of the Company's remuneration framework for the Chief Executive Officer. The Chief Executive Officer's Total Target Remuneration includes 45% (prior period: 45%) at risk remuneration comprising STI and LTI awards. The STI awards take account of performance against annual targets and the LTI awards take account of performance based metrics across multiple years. The Chief Executive Officer's remuneration is benchmarked and reviewed annually by the People Committee and approved by the Board. In summary, the components of the Chief Executive Officer's remuneration are as follows:

CASH		EQUITY
Fixed remuneration	Short Term Incentive	Long Term Incentive
Reviewed annually	Set annually	Grants made annually covering 1, 2 and 3 year periods

Fixed Remuneration

The fixed remuneration paid to the Chief Executive Officer (including any standard employment-associated benefits) during the 12-month period to 30 June 2025 was \$780,202.

There is no commitment to making a severance payment and no sign-on benefits or compensation for loss of previous benefits from a previous employer, were payable to the Chief Executive Officer upon his appointment.

Short Term Incentive (STI)

The Chief Executive Officer's STI award is set as a fixed amount which reflects approximately 24% (prior period: 24%) of Total Target Remuneration. The STI earned may be between 0% and 100% of the amount awarded based on the People Committee's assessment of performance and subject to the Board's approval.

For the STI, the Chief Executive Officer's performance against an agreed set of financial and non-financial metrics is monitored on an ongoing basis throughout the financial year by the People Committee. The Chief Executive Officer's STI is assessed against achievement of these annual targets which are aligned to the delivery of PFI's key strategic and operational objectives.

The STI payments are at risk payments and subject to assessment of performance. STI payments are reviewed by the People Committee and recommended for approval by the Board. In FY25 and FP24, the People Committee recommended, and the Board approved, the payment of 100% of the potential STI payable to the Chief Executive Officer.

The Chief Executive Officer's key performance indicators for the FY25 STI award are outlined below:

MEASURE	WEIGHTING	DESCRIPTION
Leadership	5%	Health and safety related targets.
Strategy	15%	Strategy implementation and divestment related targets.
Portfolio & Operations	15%	Maintenance of key portfolio statistics, including Occupancy and Weighted Average Lease Term (WALT), adherence to delivery targets for key projects.
Sustainability	10%	Sustainability-related targets.
Earnings	45%	Achievement of budgeted earnings outcome.
Financial	10%	Liquidity and debtor days related targets.

Long Term Incentive (LTI)

The value of the PSRs awarded to the Chief Executive Officer under each LTI Plan grant is set at a fixed amount which since inception, has represented between 18% and 21% of the Chief Executive Officer's Total Target Remuneration.

Grants of PSRs under PFI's LTI Plan with vesting dates on or after 30 June 2025 were made on 22 August 2023 (FY23 Grant), 6 March 2024 (FY24 Grant) and 26 August 2024 (FY25 Grant)¹.

In addition, the grant of PSRs made on 21 February 2022 (the FY22 Grant) was tested during the reporting period.

The key terms and conditions related to the PSRs under the LTI Plan are as follows:

- The PSRs are granted for nil consideration and have a nil exercise price.
- The participant must remain an employee of the Group as at the relevant vesting date for each tranche of PSRs.
- The FY22 Grant had three tranches with two separate performance hurdles applying to each tranche. The three tranches enabled a third of the PSRs to vest after one year, two years and three years from the commencement date for those grants of 1 January 2022. For each tranche:
 - 50% of the PSRs were subject to a performance hurdle of the Company's rolling three year FFO growth equalling or exceeding the three year CPI growth to September immediately prior to the vesting date; and
 - 50% of the PSRs were subject to a performance hurdle of the Company's relative TSR ranking when compared to the TSRs of a property peer group (comprising other listed property issuers) over the period from the commencement date to the vesting date for the relevant tranche.
- For the FY23 Grant, FY24 Grant and FY25 Grant, there are three tranches with one performance hurdle applying to each tranche. The three tranches enable a third of the PSRs to vest after one year, two years and three years from the commencement dates of those grants of 1 January 2023, 1 January 2024 and 1 July 2024. 100% of the PSRs are subject to a performance hurdle of the Company's relative TSR ranking when compared to the TSRs of a property peer group (comprising other listed property issuers) over the period from the commencement date to the vesting date for the relevant tranche. Note that in respect of the FY23 and FY24 Grants, PFI does not intend to change the vesting dates for these grants despite the change in the Company's balance date from 31 December to 30 June.

1. Please note that the FY24 Grant is for the period 1 January 2024 to 31 December 2024. This is different to FP24, which covers the period 1 January 2024 to 30 June 2024.

- TSR is measured as the change in the value of an ordinary share from the commencement date to the vesting date for the relevant tranche of a grant (using a volume weighted average price over the 20 trading days prior to the commencement date and the vesting date) together with dividends or other distributions paid during the relevant measurement period.
- The TSR performance hurdle requires that PFI's TSR for the vesting period must rank equal or greater to 6th place against a property peer group. The members of the property peer group are Asset Plus Limited¹, Argosy Property Limited, Goodman Property Trust, Investore Property Limited, Kiwi Property Group Limited, Precinct Properties New Zealand Limited & Precinct Properties Investments Limited (stapled), Property for Industry Limited, Stride Property Limited & Stride Investment Management Limited (stapled) and Vital Healthcare Property Trust.
- The LTI Plan uses a progressive vesting scale for determining the percentage of PSRs that become eligible for vesting. The percentage of PSRs under the FY22 Grant that became eligible for vesting during the reporting period were determined as follows:

% OF PSRS UNDER THE GRANT ELIGIBLE FOR VESTING	THREE YEAR ROLLING FFO GROWTH EQUALS OR EXCEEDS	PFI'S TSR PLACING EQUALS OR EXCEEDS THE TSR IN THE PROPERTY PEER GROUP PLACED
12.5%	–	6th
25%	Three year rolling CPI growth	5th
37.5%	Three year rolling CPI growth by 12.5 basis points	4th
50%	Three year rolling CPI growth by 25 basis points	3rd

- The percentage of PSRs under the FY23 Grant, FY24 Grant and FY25 Grant that become eligible for vesting is determined as follows:

% OF PSRS UNDER THE GRANT ELIGIBLE FOR VESTING	PFI'S TSR PLACING EQUALS OR EXCEEDS THE TSR IN THE PROPERTY PEER GROUP PLACED
25%	6th
50%	5th
75%	4th
100%	3rd

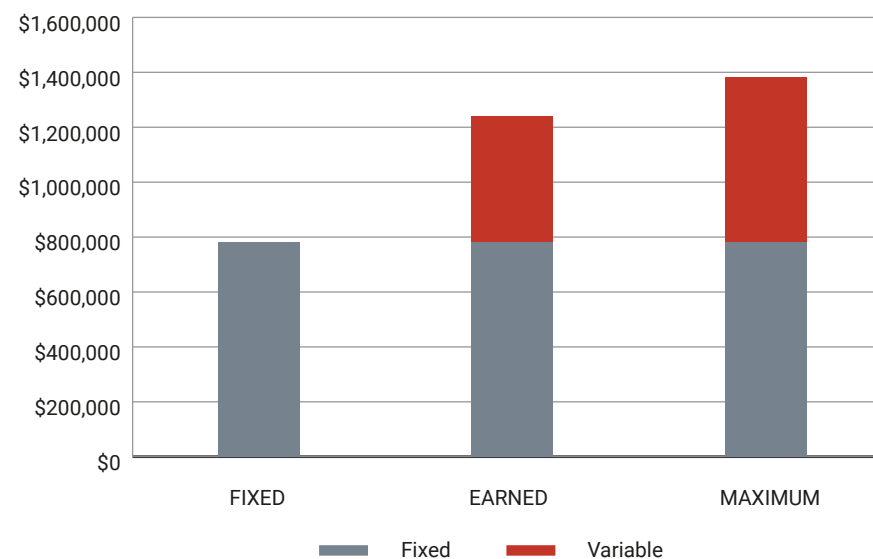
- On the vesting date, subject to achieving performance hurdles, each PSR entitles the Chief Executive Officer to one ordinary share. The LTI Plan is a dividend protected LTI Plan and the Chief Executive Officer will receive additional shares representing the value of dividends paid over the vesting period. The Chief Executive Officer is liable for tax on the shares received at this point but may elect to receive a net number of shares on exercise of the PSRs to account for the tax which is then paid by PFI on the Chief Executive Officer's behalf.

CEO Remuneration Outcomes

The following section sets out how the components of the Chief Executive Officer's remuneration applied in FY25.

Remuneration mix

The chart below illustrates the elements of the Chief Executive Officer's remuneration design for FY25:



1. The Board exercised its discretion by excluding Asset Plus Limited from the property peer group used for assessing the performance hurdles under the LTI Plan. Further details are set out on page 81.

Total FY25 CEO remuneration

The Chief Executive Officer's total remuneration for the 12-month period ended 30 June 2025, along with the Chief Executive Officer's historical total remuneration, is as follows:

YEAR ENDING	FIXED REMUNERATION			PAY FOR PERFORMANCE				TOTAL REMUNERATION
	SALARY	OTHER ¹	SUBTOTAL	STI		LTI ²		
				EARNED	AMOUNT EARNED AS A % OF MAXIMUM AWARD	EARNED	AMOUNT EARNED AS A % OF MAXIMUM AWARD	
FY23	\$628,538	\$50,529	\$679,067	\$286,943	100%	\$115,137	57%	\$1,081,146
FP24	\$333,125	\$35,247	\$368,372	\$152,080	100%	\$0	N/A	\$520,452
FY25	\$686,237	\$93,965	\$780,202	\$313,284	100%	\$147,472	51%	\$1,240,958

Note: the FP24 reporting period reflects a six-month period from 1 January 2024 to 30 June 2024 as a result of PFI changing its balance date to 30 June with effect from 1 January 2024.

A breakdown of the amount earned by the Chief Executive Officer for achievement of the FY25 STI key performance indicators is as follows:

	STI AWARDED		EARNED	% EARNED OF AWARDED
Leadership	5%	\$15,664	\$15,664	100%
Strategy	15%	\$46,993	\$46,993	100%
Portfolio & Operations	15%	\$46,993	\$46,993	100%
Sustainability	10%	\$31,328	\$31,328	100%
Earnings	45%	\$140,978	\$140,978	100%
Financial	10%	\$31,329	\$31,329	100%

FY25 LTI Outcomes (Vested)

The following tables track the Company's performance against the FFO and TSR performance hurdles in FY25 and show the percentage and number of shares vested. In FY25, grants made under the LTI Plan were subject to a TSR performance hurdle only (i.e. no grant of PSRs with an FFO performance hurdle).

The number of shares recorded as vested in each table are post-dividend protection but pre-tax.

1. Other includes KiwiSaver, ESCT, insurance and annual leave payments over and above base salary made in accordance with NZ legislation.
2. The LTI amounts earned are based on the market value of the vested awards, being the number of PSRs vested multiplied by the closing PFI share price at the end of year.

Rolling three year FFO

The Company's rolling three year FFO growth against the three year CPI growth for the September immediately prior to the relevant vesting date, and the outcomes under the relevant tranches of the FY22 Grant made to the CEO is as follows:

YEAR ENDED	ROLLING THREE YEAR FFO GROWTH	ROLLING THREE YEAR:			% VESTED	TOTAL SHARES VESTED	CEO SHARES VESTED
		CPI GROWTH	CPI GROWTH +12.5BPS	CPI GROWTH +25BPS			
31 December 2024	-3.7%	5.0%	5.1%	5.3%	0%	–	–

TSR

The Company's TSR and the TSR of the property peer group over the relevant period and the outcomes under the relevant tranches of the LTI Plan grants made to the CEO is as follows:

YEAR ENDED	GRANT	PFI TSR	PFI RANKING	% VESTED	TOTAL SHARES VESTED	CEO SHARES VESTED
31 December 2024	FY22	-17.9%	5 (4)	50% (75%)	23,212	11,108
	FY23	-0.6%	6 (5)	25% (50%)	44,380	19,514
	FY24	1.0%	5 (4)	50% (75%)	71,278	31,625
30 June 2025	FY25	3.6%	7 (6)	0% (25%)	12,458	5,559

The property peer group for the performance hurdles under the LTI Plan included Asset Plus Limited. The Board exercised its discretion to remove Asset Plus Limited from the property peer group when assessing whether the performance hurdles for the grants in the table above were met, on the basis that the total shareholder return for Asset Plus Limited has been affected by the sale of 35 Graham Street, Auckland and subsequent distribution of proceeds to shareholders of Asset Plus Limited. The Board considered that removing Asset Plus Limited from the property peer group was necessary to ensure that the balance between the interests of the participants in the grants and the

shareholders of the Company was repositioned in line with the original intention of the performance hurdles.

The PFI Ranking and % Vested shown in the table above show the unadjusted outcomes and the adjusted outcomes in brackets.

Overall

Based on the achievement of the FFO and TSR performance hurdles outlined above, the outcomes after Board discretion at 30 June 2025 under the FY22 Grant, FY23 Grant, FY24 Grant and FY25 Grant were as follows:

PERFORMANCE HURDLE	GRANT	LTI WEIGHTING	WEIGHTED OUTCOME
Rolling three year FFO	FY22	50%	0%
TSR	FY22	50%	37.5%
	FY23	100%	50%
	FY24	100%	75%
	FY25	100%	25%

PSRs granted to the CEO as at 30 June 2025

YEAR OF GRANT	PSR AWARD DATE	VESTING DATE	BALANCE OF PSRS AT 31/12/2023 ^{1,2}	AWARDED DURING THE REPORTING PERIOD		PSRS VESTED/LAPSED IN RELATION TO THE REPORTING PERIOD		SHARES ISSUED/TRANSFERRED DURING THE REPORTING PERIOD ³			BALANCE OF PSRS AT 30/6/25 ¹
				PSRS AWARDED	MARKET PRICE AT AWARD	PSRS LAPSED	PSRS VESTED	SHARES ISSUED / TRANSFERRED ²	MARKET PRICE AT ISSUE / TRANSFER DATE	ISSUE / TRANSFER DATE	
2022	21/02/2022	December 2024	26,624	–	N/A	16,640	9,984	11,107	\$24,103	25 February 2025	–
2023	22/08/2023	December 2024 & 2025	72,358	–	N/A	18,090	18,090	19,514	\$42,346	25 February 2025	36,179
2024	06/03/2024	December 2024, 2025 & 2026	–	121,719	\$270,825	10,143	30,430	31,625	\$68,626	25 February 2025	81,146
2024 Interim	26/08/2024	June 2025, 2026 & 2027	–	64,236	\$145,816	16,059	5,353	5,559	\$12,396	25 August 2025	42,824

1. Given the change in PFI's balance date from 31 December to 30 June, there were no PSRs granted or vested in FP24. In order to provide a meaningful basis for this table, the starting point has therefore been amended to 31 December 2023 as opposed to 30 June 2024.

2. The balance of PSRs at 31 December 2023 and 30 June 2025 have been adjusted to reflect the lapse or eligibility for vesting of PSRs based on the achievement of performance hurdles as at those dates.

3. The number of shares recorded as to be issued/transferred are post-dividend protection but pre-tax.

Employee Remuneration Bands

The following table notes the number of employees or former employees of the Company, not being directors of the Company, who, during FY25, received remuneration and any other benefits in their capacity as employees, the value of which was or exceeded \$100,000 per annum, in brackets of \$10,000:

REMUNERATION RANGE	FY25
\$100001 – \$110000	3
\$110001 – \$120000	1
\$120001 – \$130000	2
\$140001 – \$150000	1
\$150001 – \$160000	2
\$180001 – \$190000	2
\$190001 – \$200000	2
\$200001 – \$210000	1
\$210001 – \$220000	1
\$220001 – \$230000	1
\$270001 – \$280000	1
\$300001 – \$310000	1
\$560001 – \$570000	1
\$990001 – \$1000000	1
\$1240001 – \$1250000	1

Note: the above figures include LTI awards vested during the year based on the market value of the vested awards, being the number of PSRs vested multiplied by the closing PFI share price at the end of year.

There are no employees of the Company's subsidiaries.

Director Remuneration

Director remuneration arrangements

Director remuneration was last approved by shareholders at the 2023 annual meeting on a role basis, and prior to that, Director fees were last adjusted by PFI at the 2021 annual meeting. Director fees are reviewed every second year by the Board in advance of the annual meeting with any adjustment put to shareholders for approval. No further increase was sought at the FP24 annual meeting.

In setting the proposed Director remuneration put to shareholders at the 2023 annual meeting, the Board considered the performance of the Company and the need to attract and retain directors of a strong calibre and commissioned an independent benchmarking review of the then current Directors' fees by Ernst & Young (EY). A summary of EY's report was made available prior to the 2023 annual meeting at which shareholders were asked to approve the current Director remuneration.

The table below sets out the Director remuneration that was approved by shareholders at the 2023 annual meeting:

ROLE	PLUS GST (IF ANY)
Board Chair	\$175,000
Independent Director / Non-Executive Director	\$92,000
Audit and Risk Committee Chair	\$15,000
Audit and Risk Committee Member	\$7,500
People Committee Chair	\$13,500
People Committee Member	\$6,750
Hourly rates for abnormal and particularly time intensive projects or transactions outside the scope of typical Board work (note: use of this allowance is capped at \$50,000 per annum.)	\$350 per hour

Simon Woodhams and Craig Peirce do not receive any director fees in respect of their directorships of the Company's subsidiary, P.F.I. Cover Limited.

Other than as noted in this report, neither the Company nor its subsidiaries have provided additional remuneration or benefits to a director in respect of their directorships or in any other capacity during FY25. Neither the Company nor its subsidiaries have made loans to a Director or guaranteed any debts incurred by a Director. Directors do not qualify for any performance-based compensation. All Director remuneration is paid in cash and no PFI securities are issued to Directors as part of their remuneration.

External and Independent Advice

During FY25, the Company sought external and independent advice from EY in support of a proposed increase in Director remuneration, to be tabled for shareholder approval at the FY25 annual meeting.

Director remuneration outcomes

A breakdown of Board and Committee fees paid during FY25 is set out in the table below (exclusive of GST, if any). Please note that the fees paid reflect changes to Board and/or committee composition during the financial period.

DIRECTOR	BASE FEE	FEE FOR AUDIT & RISK COMMITTEE	FEE FOR PEOPLE COMMITTEE	TOTAL REMUNERATION RECEIVED
Anthony Beverley	\$92,000	\$7,500	–	\$99,500
Angela Bull	\$92,000	–	\$6,750	\$98,750
Carolyn Steele	\$92,000	\$15,000	–	\$107,000
David Thomson	\$92,000	\$625	\$13,500	\$106,125
Dean Bracewell	\$175,000	–	–	\$175,000
Jeremy Simpson	\$92,000	\$6,875	–	\$98,875
Total				\$685,250

06. RISK MANAGEMENT

“Directors should have a sound understanding of the material risks faced by the issuer and how to manage them. The Board should regularly verify that the issuer has appropriate processes that identify and manage potential and material risks.”

Risk Governance

PFI has a well-established Risk Management Framework to ensure that risks are managed within PFI's Board-approved risk appetite. The Risk Management Framework was last reviewed and approved by PFI's Board in November 2023 and is next scheduled to be reviewed in FY26. The Board reviews reporting against that framework at least twice in each year.

PFI has established the following responsibilities for risk governance:

ROLE	RESPONSIBILITY
Board	The Board is responsible for recognising and managing risk, including ensuring that effective audit, risk management and compliance systems are in place, and reviewing risk assessment policies and controls. It oversees the assessment of, management and reporting of key business risks, including climate-related risks.
Audit and Risk Committee (A&RC)	The A&RC supports the Board by providing a specific focus on risk and compliance matters, including providing risk oversight and ensuring an appropriate risk management framework is in place, appointing the external auditor and overseeing the internal control environment.
Senior Leadership Team	The Senior Leadership Team are responsible for promoting good risk practices by their teams and escalating risks to the Board when appropriate
Staff	Every staff member is responsible for the identification, management and escalation of risks as part of their role.

Key Risks

The PFI Board considers that PFI has a robust risk assessment process. Risk assessments are carried out by the Management Team at least annually in accordance with PFI's Risk Management Framework. A risk assessment includes: identification of material risks; assessment of the consequences and likelihood of the risk; and development of controls to achieve a level of residual risk that is within PFI's Board-approved risk appetite.

The table below outlines some of PFI's key business risks following the most recent review of its risk register, an overview of how these risks are managed, and summary commentary on these risks for FY25.

RISK DESCRIPTION	HOW PFI MANAGES THE RISK	FY25 COMMENTARY
ECONOMIC AND MARKET RISK:		
The risk of adverse changes in the economic environment, political environment or the broader investment market, impacting property values and income.	PFI monitors both wider economic conditions and the industrial property market through research and relationships with market participants. Quarterly reporting on market conditions is provided to the Board.	PFI has continued to monitor domestic and international market conditions during FY25. In particular, a key focus has been the financial health of PFI's tenant base, during a period of challenging macro-economic conditions.

RISK DESCRIPTION	HOW PFI MANAGES THE RISK	FY25 COMMENTARY
STRATEGIC RISK:		
The risk of failing to appropriately set, execute or adapt PFI's strategy (for example, failing to ensure portfolio optimisation or adapt to changing market preferences).	PFI's strategy is reviewed annually by the Board and Management Team. Quarterly reporting on strategy implementation is provided to the Board.	Good progress was made during FY25 on the implementation of PFI's strategy and Sustainability Strategy as set out in PFI's FY25 Sustainability and Climate Report (which will be accessible on PFI's website by 30 October). In particular, PFI completed key stages of major brownfields development projects at 30-32 Bowden Road and 78 Springs Road, with the relevant developments having achieved 5 Green Star Design ratings.
FINANCIAL PERFORMANCE RISK:		
The risk of financial performance not being managed to expectations.	PFI has a wide suite of controls for this risk, including a delegations policy, analytical reviews, forecasting, budgeting, and proactive management.	PFI has continued to carefully and successfully manage its financial performance risk as outlined on pages 13-16 of this report

RISK DESCRIPTION	HOW PFI MANAGES THE RISK	FY25 COMMENTARY
HEALTH, SAFETY AND WELLBEING RISK:		
The risk of failing to manage health, safety and wellbeing risks at a PFI property.	Health, safety and wellbeing risks are actively managed by PFI's health and safety committees. A wide variety of risk mitigants are in place, including monitoring visits, external advice and proactive responses to the identification of potential risks.	Continuous improvement of PFI's health, safety and wellbeing management has been a key focus during FY25. Incidents and near misses continue to be recorded and reviewed. Further information on health, safety and wellbeing will be made available in PFI's FY25 Sustainability and Climate Report (to be made available on PFI's website by 30 October 2025).
INSURANCE RISK:		
The risk of inability to obtain insurance cover, or failure to maintain sufficient insurance cover, leading to financial loss or a potential breach of covenants.	Insurance cover is monitored by the Management Team. Quarterly reporting on insurance is provided to the Board, and external advice is sought as required.	PFI has observed the general easing of market conditions in FY25 and the continued development of its property insurance programme through its wholly-owned captive insurer, P.F.I. Cover Limited.

PFI also completes annual climate-related risk assessments. The risks identified through this assessment are embedded in a range of risks on PFI's risk register, including economic and market risk, strategic risk, emerging regulation risk and physical damage risk.

In addition, a fuller summary of PFI's climate related risk, opportunities and responses will be included in its FY25 Sustainability and Climate Report, which will be made available on the Company's website by 30 October 2025.

07. AUDITORS

"The Board should ensure the quality and independence of the external audit process."

Together with the Audit and Risk Committee (see Principle Three), the Board is responsible for establishing the Company's audit framework and ensuring that communication is maintained with external auditors or accountants. Annexed to the Audit and Risk Committee Charter is a separate Policy on Audit Independence, which covers the provision of services by external auditors.

Under the policy, it is the Audit and Risk Committee's role to recommend to the Board, the appointment of PFI's external auditors and assess PFI's internal controls and systems that support external financial reporting.

PFI's external auditors are subject to a rotation system, which requires the external auditor or lead audit partner to change every five years. There is also a mandatory stand down period before those partners can next be engaged by PFI. In addition, a former Independent Contractor or employee of PFI may not be engaged in an external audit role within two years of ceasing to be contracted to or employed by PFI.

PFI's current external auditors, Pricewaterhouse Coopers were first appointed by PFI in 2014. The FY25 audit engagement was the second carried out by the lead audit partner, Samuel Shuttleworth.

The external auditor attends PFI's Annual Meeting each year to answer any questions relating to the audit.

The Audit and Risk Committee must pre-approve all audit services, as well as all non-audit services provided by the auditor. The Policy on Audit Independence sets out a number of principles to guide the Committee in assessing whether the services could be perceived as conflicting with the independent role of the auditor. To illustrate, approval will not be granted to produce financial statements (such that they might be perceived as auditing their own work), implement financial systems, or perform any function of management. This ensures that there is a clear separation between internal and external audit roles. The Audit and Risk Committee monitors, and may limit, the amount of non-audit related work being undertaken by the firm holding office as auditor, if that work may, in its opinion, impair the independence of the external auditor.

PFI does not have an internal audit function. The process it employs for evaluating and continually improving the effectiveness of its risk management and internal processes can be found in the section entitled Principle Six: Risk Management.

08. SHAREHOLDER RIGHTS & RELATIONS

“The Board should respect the rights of shareholders and foster constructive relationships with shareholders that encourage them to engage with the issuer.”

PFI encourages an open dialogue with its shareholders and stakeholders. The Corporate Governance Manual is available on the Company’s website at <https://www.propertyforindustry.co.nz/about/governance>. The annual report, financial information, and all NZX announcements are available on the Company’s website, at <https://www.propertyforindustry.co.nz/investor-relations>. PFI’s FY25 Sustainability and Climate Report (containing PFI’s FY25 Climate-related Disclosures) will be made available on the Company’s website by 30 October 2025. PFI shareholders are encouraged to receive shareholder communications electronically.

In respect of voting rights, PFI shareholders have one vote per share they hold in PFI, and will have the right to vote on major decisions which may change the nature of PFI in accordance with the NZX Listing Rules.

In order for shareholders to fully participate in meetings, the Board endeavours to post the annual shareholders’ notice of meeting on PFI’s website as soon as possible and at least 20 working days prior to the meeting. PFI intends to hold a hybrid annual meeting in October 2025 (providing for both virtual and in-person attendance), allowing a wide range of participation by shareholders.

Other Matters

Directors’ Interests Register

During the period, the Board authorised the renewal of the Directors’ and Officers’ insurance cover as at 30 June 2025 for a period of 10 months and has certified, in terms of section 162 of the Companies Act 1993, that this cover is fair to the Company.

As permitted by the Company’s constitution and the Companies Act 1993, the Company has also executed a deed indemnifying its Directors against potential liabilities and costs they may incur for acts or omissions in their capacity as Directors of the Company and its subsidiaries.

Please refer to the Directors’ Relevant Interests section above for information regarding the acquisition and disposal of relevant interests in the Company’s financial products by its Directors.

No Director has sought authorisation to use Company information.

Section 140(1) of the Companies Act 1993 requires a director of a company to disclose certain interests. Under subsection (2) a director can make disclosure by giving a general notice in writing to the company of a position held by a director in another named company or entity. The following are details of Directors’ general disclosures entered in the Interests Register for the Company during FY25. Any entry added by notices given by the Directors during FY25 is denoted with a *. Any entry removed by notices given by the Directors during FY25 is denoted with a ~.

DIRECTOR	POSITION	COMPANY
Angela Bull	Director	Bayley Corporation Limited
	Director	Channel Infrastructure NZ Limited *
	Director	Foodstuffs (N.Z.) Limited
	Director	Foodstuffs South Island Limited
	Director	Foodstuffs (South Island) Properties Limited
	Director	Fulton Hogan Limited
	Director	Fulton Hogan Land Development Limited
	Director	Murdoch Manufacturing Limited
	Director	Northwest Healthcare Properties Management Limited
	Director	Realestate.co.nz Limited ~
	Trust Board Member	St Cuthberts College
	Director	Stevensons Aggregates Limited
	Director	Stevenson Concrete Limited
	Director	Vital Healthcare Property Trust
Anthony Beverley	Director	Arvida Group Limited ~
	Director and Shareholder	Carbon Systems (NZ) Limited
	Director and Shareholder	DC One H1 Limited
	Director and Shareholder	DC One H2 Limited
	Director and Shareholder	Dryland Carbon Limited
	Director and Shareholder	Dryland Manuka Limited
	Director and Shareholder	Dryland Native Limited
	Director and Shareholder	Glazebrook Capital Limited

DIRECTOR	POSITION	COMPANY
Carolyn Steele	Director and Chair of Audit Committee	ANZ Bank New Zealand Limited*
	Director and Chair of Audit & Risk Committee	Green Cross Health Limited ¹
	Director ~ Trustee*	Halberg Foundation
	Director	Infratec New Zealand Limited
	Director	Newpower Energy Limited
	Director	Newpower Energy Services Limited
	Director	Oriens Capital GP 2 Limited
	Director and Chair of Audit & Risk Committee	Vulcan Steel Limited
	Director and Chair of Audit & Risk Committee (ceased to be Chair of Audit & Risk Committee) ~	WEL Networks Limited
	Director	Air New Zealand Limited
Dean Bracewell	Director and Shareholder	Ara Street Investments Limited
	Director and Shareholder	Dean Bracewell Limited
	Executive Board Member	Halberg Foundation
	Director	Port of Tauranga Limited
	Director	NorthPort Group Limited*
Jeremy Simpson	Trustee	Pinc & Steel Cancer Rehabilitation Foundation Limited
	Director and Shareholder	Southern Land Enterprises Limited

Other than noted in this report, there were no other entries recorded in the interest register for the Company or any of its subsidiaries during FY25.

1. On 31 July 2025, Green Cross Health Limited announced the resignation of Carolyn Steele, effective from once a suitable replacement is appointed.

Substantial Product Holders as at 30 June 2025

As at 30 June 2025, the total number of ordinary shares on issue was 502,284,064. The Company's ordinary shares are the only quoted voting products the Company has on issue.

According to the Company's records and notices received by the Company under the Financial Markets Conduct Act 2013 (FMC Act), the persons, who, for the purposes of section 293 of the FMC Act, were substantial product holders as at 30 June 2025 are:

SECURITY HOLDER	NO. OF SHARES WHEN NOTICE WAS FILED	% WHEN NOTICE WAS FILED
Accident Compensation Corporation	42,335,874	8.430%

Donations

The Company made the following donations during FY25:

- \$2,500 donation to the Southern Charity Hospital Trust to support access to healthcare for the Southland community.
- \$4,500 to The Gut Foundation NZ to support their efforts to promote research and education of gut diseases and disorders.
- \$5,000 to Fair Food New Zealand to support access to fresh food in the community.
- \$10,000 to Auckland City Mission to support their activities in the community.

The Company is a sponsor of Keystone New Zealand Property Education Trust and paid the Trust \$10,500 by way of sponsorship during the year.

PFI's subsidiaries did not make any donations during FY25.

The Company did not undertake any direct lobbying activities during FY25.

NZX Waivers

The Company did not rely on any NZX waivers during FY25.

NZX Disciplinary Powers

The NZX did not exercise any of its powers under Listing Rule 9.9.3 in relation to PFI during FY25.

20 LARGEST REGISTERED SHAREHOLDERS (AS AT 31 JULY 2025)

HOLDER	HOLDING	% HOLDING
Custodial Services Limited	78,067,496	15.54%
Accident Compensation Corporation – NZCSD	44,396,571	8.84%
BNP Paribas Nominees (NZ) Limited – NZCSD	25,665,695	5.11%
Forsyth Barr Custodians Limited	19,299,413	3.84%
FNZ Custodians Limited	17,330,083	3.45%
Tea Custodians Limited, Client Property Trust Account – NZCSD	14,895,722	2.97%
New Zealand Depository Nominee Limited	14,844,423	2.96%
ANZ Wholesale Trans-Tasman Property Securities Fund – NZCSD	14,427,725	2.87%
HSBC Nominees (New Zealand) Limited – NZCSD	14,049,889	2.80%
Citibank Nominees (New Zealand) Limited – NZCSD	10,791,536	2.15%
Admins Custodial Nominees Limited	8,900,240	1.77%
JBWERE (NZ) Nominees Limited	7,011,583	1.40%
Messrs. Wildermoth and Young, Ms. Wildermoth and MGI Trustees WF Limited	6,948,605	1.38%
Simplicity Nominees Limited	6,360,980	1.27%
Generate Kiwisaver Public Trust Nominees Limited	6,111,851	1.22%
NZX WT Nominees Limited	5,841,937	1.16%
Investment Custodial Services Limited	5,793,911	1.15%
Mr. McKee & Ms. McKee	5,566,373	1.11%
PT (Booster Investments) Nominees Limited	4,927,384	0.98%
Masfen Securities Limited	4,767,744	0.94%
Shares held by top 20 shareholders	315,999,161	62.91%
Balance of shares	186,284,903	37.09%
Total of issued shares	502,284,064	100.00%

SHAREHOLDER SPREAD AS AT 31 JULY 2025

ORDINARY SHARES	NUMBER OF HOLDERS	HOLDING	% HOLDING
Up to 4,999	1,124	2,774,110	0.55%
5,000 - 9,999	849	6,054,072	1.21%
10,000 - 49,999	1,619	34,089,943	6.79%
50,000 - 99,999	270	18,087,681	3.60%
100,000 - 499,999	229	48,110,328	9.58%
500,000 and above	77	393,167,930	78.27%
	4,168	502,284,064	100.00%

SHAREHOLDER GEOGRAPHIC SPREAD AS AT 31 JULY 2025

ORDINARY SHARES	HOLDING	% HOLDING
Auckland & Northern Region	157,553,426	31.37%
Hamilton & Surrounding Districts	119,712,204	23.83%
Wellington & Central Districts	145,345,122	28.94%
Dunedin & Southland	28,469,272	5.67%
Nelson, Marlborough & Christchurch	11,753,596	2.34%
Overseas	39,450,444	7.85%
	502,284,064	100.00%

20 LARGEST REGISTERED BONDHOLDERS (AS AT 31 JULY 2025)

HOLDER	PFI020 HOLDING	PFI020 % HOLDING	PFI030 HOLDING	PFI030 % HOLDING
Custodial Services Limited	31,116,000	31.12%	37,185,000	24.79%
Forsyth Barr Custodians Limited	12,598,000	12.60%	31,663,000	21.11%
FNZ Custodians Limited	9,296,000	9.30%	6,209,000	4.14%
Citibank Nominees (New Zealand) Limited – NZCSD	12,700,000	12.70%	–	0.00%
Generate Kiwisaver Public Trust Nominees Limited	9,283,000	9.28%	578,000	0.39%
Tea Custodians Limited Client Property Trust Account – NZCSD	4,397,000	4.40%	7,360,000	4.91%
ANZ Fixed Interest Fund – NZCSD	–	0.00%	13,500,000	9.00%
HSBC Nominees (New Zealand) Limited – NZCSD	3,900,000	3.90%	3,850,000	2.57%
BNP Paribas Nominees (NZ) Limited – NZCSD	1,200,000	1.20%	5,500,000	3.67%
Citibank Nominees (New Zealand) Limited – NZCSD	–	0.00%	6,555,000	4.37%
Investment Custodial Services Limited	1,428,000	1.43%	4,380,000	2.92%
Forsyth Barr Custodians Limited	951,000	0.95%	3,973,000	2.65%
ANZ Wholesale NZ Fixed Interest Fund – NZCSD	–	0.00%	5,000,000	3.33%
PT (Booster Investments) Nominees Limited - Retail – NZCSD	2,539,000	2.54%	–	0.00%
BNP Paribas Nominees (NZ) Limited – NZCSD	–	0.00%	3,700,000	2.47%
JBWERE (NZ) Nominees Limited	–	0.00%	2,001,000	1.33%
FNZ Custodians Limited	865,000	0.87%	–	0.00%
Forsyth Barr Custodians Limited	465,000	0.47%	405,000	0.27%
Chris Lee & Partners Limited	–	0.00%	1,000,000	0.67%
Oakwood Securities Limited	–	0.00%	1,000,000	0.67%
NZX WT Nominees Limited	518,000	0.52%	–	0.00%
Mint Nominees Limited – NZCSD	–	0.00%	685,000	0.46%
Custodial Services Limited	–	0.00%	537,000	0.36%
Kiwigold.co.nz Limited	300,000	0.30%	–	0.00%
The Malaghan Institute of Medical Research Trust Board	–	0.00%	375,000	0.22%

20 LARGEST REGISTERED BONDHOLDERS (AS AT 31 JULY 2025) CONTINUED

HOLDER	PFI020 HOLDING	PFI020 % HOLDING	PFI030 HOLDING	PFI030 % HOLDING
Dunedin Diocesan Trust Board	250,000	0.25%	–	0.00%
FNZ Custodians Limited	244,000	0.24%	–	0.00%
South Pacific Securities Limited	238,000	0.24%	–	0.00%
Bank Of New Zealand – Treasury Support	200,000	0.20%	–	0.00%
Commonwealth Bank Of Australia – NZCSD	194,000	0.17%	–	0.00%
Bonds held by top 20 Bondholders	92,682,000	92.68%	135,456,000	90.30%
Total Remaining Holders Balance	7,318,000	7.32%	14,544,000	9.70%
Total of issued Bonds	100,000,000	100.00%	150,000,000	100.00%

BONDHOLDER SPREAD AS AT 31 JULY 2025 – PFI020

BONDS	NUMBER OF HOLDERS	HOLDING	% HOLDING
5,000 - 9,999	35	202,000	0.20%
10,000 - 49,999	179	3,771,000	3.77%
50,000 - 99,999	24	1,360,000	1.36%
100,000 - 499,999	23	3,876,000	3.88%
500,000 - 999,999	3	2,334,000	2.33%
1,000,000 and above	10	88,457,000	88.46%
Total	274	100,000,000	100.00%

BONDHOLDER SPREAD AS AT 31 JULY 2025 – PFI030

BONDS	NUMBER OF HOLDERS	HOLDING	% HOLDING
5,000 - 9,999	131	807,000	0.54%
10,000 - 49,999	312	6,135,000	4.09%
50,000 - 99,999	48	3,011,000	2.01%
100,000 - 499,999	29	5,371,000	3.58%
500,000 - 999,999	3	1,800,000	1.20%
1,000,000 and above	15	132,876,000	88.58%
Total	538	150,000,000	100.00%