

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Goodman Funds Management Limited (ABN 48 067 796 641; AFSL Number 223621) in its capacity as responsible entity of the Goodman PLUS Trust (ARSN 128 290 808) (ASX: GMP)

ABN / ARBN:

48 067 796 641

Financial year ended:

30 June 2015

Our corporate governance statement<sup>2</sup> for the above period above can be found at:<sup>3</sup>

- ☐ These pages of our annual report:
- ☒ This URL on our website: <http://www.goodman.com/about-us/corporate-governance/statement>

The Corporate Governance Statement is accurate and up to date as at 8 September 2015 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 28 September 2015

Name of Director or Secretary authorising  
lodgement: Carl Bicego

<sup>1</sup> Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

<sup>2</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

<sup>3</sup> Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i> ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> in our Board Charter at <a href="http://www.goodman.com/~media/Files/Sites/Global/about%20us/corporate%20governance/Charter%20GMG%20Board%20-%20Final%20-%2012%20August%202015.ashx?la=en">http://www.goodman.com/~media/Files/Sites/Global/about%20us/corporate%20governance/Charter%20GMG%20Board%20-%20Final%20-%2012%20August%202015.ashx?la=en</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input type="checkbox"/> at [insert location]</p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.goodman.com/~media/Files/Sites/Global/about%20us/corporate%20governance/Policies/Charter%20Remuneration%20and%20Nomination%20Committee%20June%202014.pdf">http://www.goodman.com/~media/Files/Sites/Global/about%20us/corporate%20governance/Policies/Charter%20Remuneration%20and%20Nomination%20Committee%20June%202014.pdf</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b>			
3.1	<p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	<p>... our code of conduct or a summary of it:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at  <a href="http://www.goodman.com/~media/Files/Sites/Global/about%20us/corporate%20governance/Policies/Code_of_Conduct_August_2013.pdf">http://www.goodman.com/~media/Files/Sites/Global/about%20us/corporate%20governance/Policies/Code_of_Conduct_August_2013.pdf</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.goodman.com/~media/Files/Sites/Global/about%20us/corporate%20governance/Charters/Charter%20Audit%20Committee%20August%202013.pdf">http://www.goodman.com/~media/Files/Sites/Global/about%20us/corporate%20governance/Charters/Charter%20Audit%20Committee%20August%202013.pdf</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at <a href="http://www.goodman.com/about-us/corporate-governance">http://www.goodman.com/about-us/corporate-governance</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement



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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.goodman.com/~media/Files/Sites/Global/about%20us/corporate%20governance/Charters/Charter%20Risk%20and%20Compliance%20Committee%20June%202014.pdf">http://www.goodman.com/~media/Files/Sites/Global/about%20us/corporate%20governance/Charters/Charter%20Risk%20and%20Compliance%20Committee%20June%202014.pdf</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... how our internal audit function is structured and what role it performs:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b><u>OR</u></b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b><u>OR</u></b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b><u>OR</u></b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.goodman.com/~media/Files/Sites/Global/about%20us/corporate%20governance/Policies/Charter%20Remuneration%20and%20Nominations%20Committee%20June%202014.pdf">http://www.goodman.com/~media/Files/Sites/Global/about%20us/corporate%20governance/Policies/Charter%20Remuneration%20and%20Nominations%20Committee%20June%202014.pdf</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

## Goodman PLUS Corporate Governance Statement

Goodman is committed to the highest standards of corporate governance and recognises that an effective corporate governance culture is critical to the long term performance of the business.

Goodman is a triple stapled entity comprised of the Australian company, Goodman Limited (GL), the Australian trust, Goodman Industrial Trust (GIT) and the Hong Kong company, Goodman Logistics (HK) Limited (GLHK). Goodman PLUS Trust (PLUS Trust) is a special purpose sub-trust of Goodman and the issuer of the Goodman PLUS.

Goodman and the PLUS Trust are governed by their constituent documents, applicable laws (including the Australian Corporations Act 2001 and in the case of GLHK, the Hong Kong Companies Ordinance), the ASX Listing Rules and, in respect of GIT and the PLUS Trust, the compliance plans lodged with the Australian Securities & Investments Commission (ASIC).

The Goodman PLUS are part of Goodman's ongoing capital management strategy and the proceeds received by the PLUS Trust have been loaned to a sub-trust of Goodman. The PLUS Trust's only business relates to the provision of that loan and it does not have any employees. The returns received by holders of Goodman PLUS result from the payment of interest by the sub-trust of Goodman.

As ASX listed entities, Goodman and the PLUS Trust are required to meet the ASX Corporate Governance Council's (ASX CGC) Corporate Governance Principles and Recommendations (3rd Edition) or disclose any differences. The Corporate Governance Statement (Statement) below outlines the ways in which Goodman and the PLUS Trust met the ASX 3rd Edition Recommendations for the 2015 financial year.

The effective date of this Statement is 8 September 2015 and it has been approved by the Boards.

As the PLUS Trust is a special purpose funding subsidiary of Goodman and the performance of the Goodman PLUS is linked to the performance of Goodman, this Corporate Governance Statement reports the corporate governance of Goodman. Where relevant, additional information relating to the PLUS Trust has been included.

Any departures from the 3rd Edition in respect of the reporting period are described in the corporate governance statement below.

The Statement has been organised into the following sections:

	Section	Page
1	Governance	2
2	Board review and composition	5
3	Integrity of financial reporting	8
4	Managing risk and compliance	10
5	Remuneration	12
6	Engagement with stakeholders	13
7	People and conduct	15
8	Diversity	18

### The Boards

The term “RE Board” is a reference to the Board of GFM as Responsible Entity of the PLUS Trust. GFM as Responsible Entity of the PLUS Trust (a registered managed investment scheme) must perform its duties in accordance with the constitution of the PLUS Trust and the laws applicable to responsible entities of managed investment schemes, as prescribed by the Corporations Act 2001. These duties require GFM to:

- + act honestly;
- + exercise the degree of care and diligence that a reasonable person would exercise if they were in the responsible entity’s position;
- + act in the best interests of members; and
- + treat members of the same class equally.

GFM is also the responsible entity of GIT and in that capacity holds the ordinary units in the PLUS Trust and has certain powers under the PLUS Terms. In exercising such powers GFM can have regard to the interests of the members of GIT.

The Boards of Goodman consist of the boards of GL and GFM, as the responsible entity for GIT and the Board of GLHK. The Boards of GL and GFM meet jointly and comprise the same Directors. GFM is a subsidiary of GL. GLHK is a separate legal entity and is managed by a separate board of directors, which partially overlaps with the GL/GFM Boards. GLHK is a Hong Kong tax resident and the GLHK Board must be comprised of at least 50% Hong Kong residents.

Of the eleven directors that act on the Boards, seven are independent. The Boards are chaired by Mr Ian Ferrier, AM.

The composition of the respective Boards as well as the status and tenure of Directors and attendance at Board Meetings is set out below.

Director	Status	GL Tenure*	GFM Tenure	GLHK Tenure*	GL/GFM Meetings^	GLHK Meetings^
Mr Ian Ferrier, AM – Chairman	Independent	11y 10m	10y 4m	3y 4m	13/13	4/4
Mr Gregory Goodman - Group CEO	Executive	16y 11m	20y 5m	3y 5m	13/13	4/4
Mr Philip Fan	Independent	3y 7m	3y 7m	3y 4m	12/13	4/4
Mr John Harkness	Independent	10y 4m	10y 10m		13/13	
Ms Anne Keating	Independent	10y 4m	11y 5m		13/13	
Ms Rebecca McGrath	Independent	3y 3m	3y 3m		13/13	
Mr Philip Pearce	Executive	2y 6m	2y 6m	3y 5m	13/13	4/4
Mr Danny Peeters	Executive	2y 6m	2y 6m		13/13	
Mr Phillip Pryke	Independent	4y 9m	4y 9m		13/13	
Mr Anthony Rozic	Executive	2y 6m	2y 6m		13/13	

1.1, 2.3, 2.4, 2.5, 3.3

Governance						Recommendation
Mr James Sloman, OAM	Independent	9y 5m	9y 5m		13/13	
<p>* As at 30 June 2015</p> <p>^ Attended / Held during the 2015 financial year.</p>						
<p><b>The Boards' Powers and Responsibilities</b></p> <p>The GL, GFM and GLHK Boards must exercise their respective functions diligently and, to the extent permitted by law, in the best interests of Securityholders as a whole. The GLHK Board is governed by Hong Kong law (including the Companies Ordinance) and GLHK is also subject to the ASX Listing Rules and the Australian Corporations Act requirements for registered foreign companies.</p> <p>The Boards and their committees will continue to have oversight of the Group's business, operations and compliance. The GLHK Board is responsible for the preparation of GLHK stand-alone accounts, the determination of dividends out of GLHK and any other non-delegable acts.</p> <p>The roles, responsibilities and operation of the Boards of Goodman and their delegation of authority to management are set out in the Board Charter which was updated in August 2015 and adopted by GL, GFM and GLHK. The charter clearly establishes the role of the Boards in setting Goodman's objectives and their responsibilities in the implementation of such objectives. A copy of the <a href="http://www.goodman.com/about-us/corporate-governance/policies-charters-and-other-governance-documents">charter</a> is published on Goodman's website at <a href="http://www.goodman.com/about-us/corporate-governance/policies-charters-and-other-governance-documents">http://www.goodman.com/about-us/corporate-governance/policies-charters-and-other-governance-documents</a>.</p> <p>The Boards have the power to do all things necessary to perform their duties and fulfil their purpose including to:</p> <ul style="list-style-type: none"> <li>(i) set strategic direction for the Goodman business;</li> <li>(ii) approve strategic alliances;</li> <li>(iii) review progress against strategy;</li> <li>(iv) approve principles, policies, strategies, processes and control frameworks for the management of Goodman's business; and</li> <li>(v) sub-delegate their powers and discretions to Committees of the Boards, executives of Goodman, or management committees with or without the power to delegate further.</li> </ul> <p>Effective oversight and risk management are a fundamental part of Goodman's business strategy and central to protecting the interests of Securityholders. The Boards have the ultimate responsibility for risk management and compliance. Goodman operates within overall guidelines and specific parameters set by the Boards.</p> <p>The Boards have established a number of committees to assist in the exercise of its functions and the discharge of their duties, such as ensuring that financial reports are true and fair and comply with applicable accounting standards. Each committee can sub-delegate its powers and discretions, including to executives of Goodman, with or without the power to delegate further.</p> <p>The Board of GLHK has reserved the right to make decisions in respect of any matters delegated to and considered by the committees (including the Audit Committee, the Remuneration and Nomination Committee and the Risk and Compliance Committee) and the committees will only make recommendations to the Board of GLHK.</p> <p>The Boards have also developed a statement of delegated authority to management. This delegated authority stipulates those matters to be dealt with by the Boards and</p>						1.1

Governance	Recommendation
<p>those matters which are delegated to management. The statement of delegated authority governs areas such as finance, corporate matters and property transactions.</p>	
<p><b>Independent decision-making</b></p> <p>The Directors bring independent thinking, high standards of corporate governance and good judgement to the Boards. Each Director provides confirmations on their ability to adequately perform their role on an annual basis. Directors are also required to inform the Chairman prior to accepting any other board appointments offered to them.</p> <p>Independence is assessed annually and the Boards last assessed individual Directors for independence using the definition of independence provided in the ASX CGC Recommendations 3<sup>rd</sup> Edition in June 2015. When assessing independence the Boards considered tenure.</p> <p>In relation to the definition of independence in the 3<sup>rd</sup> Edition, the Boards considered that a material professional adviser or material consultant is one that derives more than 5% of their revenue from Goodman. When considering whether a person was or is associated with a Substantial Securityholder, the Boards applied the definition of a person holding or having a relevant interest in 5% of Goodman's securities but also had regard to other relationships that the Securityholder may have with Goodman.</p> <p>The Boards consider Mr Ian Ferrier, Mr Philip Fan, Mr John Harkness, Ms Anne Keating, Ms Rebecca McGrath, Mr Phillip Pryke and Mr Jim Sloman to be independent. Mr Gregory Goodman, Mr Danny Peeters, Mr Anthony Rozic and Mr Philip Pearce are Executive Directors of Goodman. The table on page 2 sets out the Directors and their status.</p> <p>The Independent Directors may elect to consider matters without the presence of executives where they believe this is appropriate or would be beneficial in reviewing the conduct of Goodman's affairs.</p>	<p>2.3, 2.4</p>
<p><b>Chairman</b></p> <p>Mr Ian Ferrier was appointed as Acting Chairman of the GL/GFM Boards on 28 November 2008 and Chairman on 2 July 2009. He was appointed Chairman of the GLHK Board on its establishment in 2012.</p> <p>Ian is an Independent Director with in excess of 40 years of experience in corporate recovery and turnaround practice.</p> <p>In his role as Chairman, Ian is responsible for ensuring that the Boards function as an effective and cohesive group, working with the Group CEO to determine the strategic direction for Goodman, establishing high standards of corporate governance and oversight of strategic development and leadership. The role also includes formulation of Board meeting agendas and papers and management of Board meetings to ensure the best performance of each participant. The Chairman acts as a representative of, and spokesperson for, the Boards.</p>	<p>1.1, 2.5</p>
<p><b>Group Chief Executive Officer</b></p> <p>The Group CEO is Mr Gregory Goodman. The terms, conditions and responsibilities of his role are established in an agreement with Goodman. His role as Group CEO is to support and encourage his management team to deliver the strategy developed by the Boards and management. His role involves an intimate knowledge of all aspects of the business and communication of the strategy and operational results to the Boards, management team and other stakeholders.</p>	<p>1.1, 2.5</p>



Governance	Recommendation
<p><b>Directors' resources</b></p> <p>Goodman has a formal policy allowing Directors to take independent professional advice at Goodman's expense should they believe it necessary for the performance of their duties.</p> <p>The Company Secretary and senior executives are always available to the Directors to provide them with information or clarification as required. These senior executives also present information at Board meetings in order to provide the Directors with unfettered access to all relevant information and the ability to candidly question senior management in relation to any matter they deem necessary.</p> <p>Directors are provided with tours of Goodman's properties, both within Australia and overseas.</p> <p>Directors and senior executives are also encouraged to participate in further education relevant to their roles. Goodman reimburses the costs of further education relevant to a Director's or executive's role.</p>	2.6
<p><b>Company Secretary</b></p> <p>The Company Secretary is Mr Carl Bicego. The Company Secretary is accountable to the Boards, through the Chair on all matters to do with proper functioning of the Boards. The Company Secretary is also responsible for responsible for advising Directors on corporate governance matters, liaising with regulators, supervising market disclosures and investor interactions, maintaining Goodman's register and apprising the Boards on legal and governance issues. His biographical details appear on page 9 in the Directors' Report included in the 2015 <a href="#">Annual Report</a> which is published on Goodman's website.</p>	1.4
Board review and composition	Recommendation
<p><b>Board composition/diversity/induction/nomination</b></p> <p>The Directors bring a wide range of skills and experience to their respective roles and are committed to achieving a high standard of corporate governance. The diversity of each Director's background strengthens the Boards and enables them to bring critical judgement and independent assessment to the oversight of Goodman's business. The Boards are responsible for all aspects of the management of Goodman and have the ultimate responsibility for its corporate governance practices.</p> <p>The Boards, through their delegation to the Remuneration and Nomination Committee, actively consider the appropriate size, composition and experience of the Boards to respond to changing circumstances in its membership, the business and its strategy, and the markets in which Goodman operates. The Boards seek to ensure that they have the broad base of skills and experience necessary to set the strategic direction of Goodman, oversee management's implementation of strategy and enhance corporate performance.</p> <p>Following the release of the ASX CGC's 2<sup>nd</sup> Edition Recommendations and the introduction of a new Recommendation 2.2, the Board reviewed and developed a Board Skills Matrix in the light of its composition and succession strategy for various competencies and attributes over the short to medium term. The Board approved the Board Skills Matrix in mid-August 2014 but does not consider it appropriate to publish it in detail. In summary, it includes such skills as strategic planning, international business, real estate, funds and investment capital, and financial skills as well as other characteristics and attributes.</p>	2.2

Board review and composition		Recommendation																		
Please refer to pages 7 to 9 in the Directors' Report included in the <a href="#">2015 Annual Report</a> which is published on Goodman's website for the skills and experience of each Director.																				
<b>Remuneration and Nomination Committee</b> The Boards have established the Remuneration and Nomination Committee to consider remuneration and nomination issues more effectively and fully and to provide recommendations to the Boards for approval. The Committee is comprised solely of Independent Directors and is chaired by Mr Phillip Pryke. The table below sets out the composition and the Committee members' attendance at meetings.		2.1																		
<table><tr><th>Director</th><th>Status</th><th>Meeting^</th></tr><tr><td>Mr Phillip Pryke - Chairman</td><td>Independent</td><td>3/3</td></tr><tr><td>Mr Ian Ferrier</td><td>Independent</td><td>3/3</td></tr><tr><td>Ms Anne Keating</td><td>Independent</td><td>3/3</td></tr><tr><td>Ms Rebecca McGrath</td><td>Independent</td><td>3/3</td></tr><tr><td>Mr Jim Sloman</td><td>Independent</td><td>3/3</td></tr></table> <p>^ Attended / Held during the 2015 financial year.</p> <p>The Remuneration and Nomination Committee operates under a formal <a href="#">charter</a>, a copy of which is published on Goodman's website at <a href="http://www.goodman.com/about-us/corporate-governance/policies-charters-and-other-governance-documents">http://www.goodman.com/about-us/corporate-governance/policies-charters-and-other-governance-documents</a>.</p> <p>The purpose of the Committee is to:</p> <ul style="list-style-type: none"><li>+ identify and recommend individuals to the Boards for nomination as members of the Boards and committees;</li><li>+ ensure performance of members of the Boards is reviewed;</li><li>+ develop and recommend to the Boards relevant corporate governance principles;</li><li>+ ensure appropriate Board and committee structures are in place so that the Boards can perform a proper review function;</li><li>+ review and monitor the implementation of Goodman's Diversity Policy and goals;</li><li>+ review and make recommendations to the Boards in respect of the administration of Goodman's remuneration programmes (including the engagement of any remuneration advisers);</li><li>+ review and make recommendations to the Boards in respect of the approval and remuneration of senior executives and Non-Executive Directors;</li><li>+ prepare for approval by the Boards the remuneration report; and</li><li>+ report regularly to the Boards on each of the above matters.</li></ul> <p>The Committee is responsible for engaging remuneration consultants for the provision of remuneration recommendations for key management personnel.</p>		Director	Status	Meeting^	Mr Phillip Pryke - Chairman	Independent	3/3	Mr Ian Ferrier	Independent	3/3	Ms Anne Keating	Independent	3/3	Ms Rebecca McGrath	Independent	3/3	Mr Jim Sloman	Independent	3/3	
Director	Status	Meeting^																		
Mr Phillip Pryke - Chairman	Independent	3/3																		
Mr Ian Ferrier	Independent	3/3																		
Ms Anne Keating	Independent	3/3																		
Ms Rebecca McGrath	Independent	3/3																		
Mr Jim Sloman	Independent	3/3																		
<b>Appointment of New Directors and Re-election</b> As discussed above, the Board regularly assesses its composition, desired skills and competencies and successions issues. When appointment of a new director is considered desirable, the Remuneration and Nomination Committee engages		1.2, 1.3, 2.6																		

Board review and composition	Recommendation
<p>consultants to assist in the process of identifying candidates. Appropriate checks are carried out by Goodman and consultants before appointment and oversight of this process is a responsibility of the Remuneration and Nomination Committee.</p> <p>Goodman uses formal letters of appointment for Directors in order to ensure that the Directors clearly understand the expectations of them. Each letter outlines the terms of the Director's appointment and includes matters such as their powers and duties, attendance at meetings, remuneration, appointment on committees, induction and continuing education, and disclosure of interests.</p> <p>All new Directors undertake an induction process which includes a review of the Strategy and Budget, meeting key executives and the provision of information regarding the operations and governance of Goodman. The <a href="http://www.goodman.com/about-us/corporate-governance/policies-charters-and-other-governance-documents">Induction Program</a> which is tailored for new appointments having regard to their backgrounds, skills and experience, is disclosed at <a href="http://www.goodman.com/about-us/corporate-governance/policies-charters-and-other-governance-documents">http://www.goodman.com/about-us/corporate-governance/policies-charters-and-other-governance-documents</a>.</p> <p>New Directors appointed to the Boards are required to seek election at the first Annual General Meeting (AGM) of Securityholders following their appointment. All Directors of the GL Board and the GLHK Board other than the Group CEO are also subject to re-election by rotation at least every three years. However, a holding of Goodman PLUS does not provide a voting right in respect of the matters to be considered at the Goodman AGM (including the election of Directors).</p> <p>The Notice of Meeting for the Goodman AGM includes information relevant to Securityholders to vote on a Director's election or re-election as well as a recommendation from the other Directors having regard to its assessment of its desired composition (as discussed above) and performance reviews (see below).</p>	
<p><b>Performance review</b></p> <p>The Boards review their performance and that of their committees approximately every two years. The Boards consider this is an appropriate timeframe having regard to the time taken in the review process, the frequency of Board meetings and the level of change in the Boards over time but will also conduct a review more frequently where considered appropriate. An assessment of the performance of the Boards, Committees and individual Directors was conducted in July-August 2015 (and prior to that in July – September 2014). The Chairman met with each Director individually to discuss Board participation and performance having regard to a range of matters including:</p> <ul style="list-style-type: none"> <li>+ the Boards contribution to developing strategy and policy;</li> <li>+ interaction between the Boards and management;</li> <li>+ operation of the Boards including the conduct of Board and committee meetings;</li> <li>+ the Boards' processes to monitor business performance and compliance, control risk and evaluate management;</li> <li>+ the Boards composition and structure; and</li> <li>+ operation of the Boards including the conduct of Board and committee meetings.</li> </ul> <p>The Chairman meets with each Director individually to discuss Board participation and performance. In the most recent review this was also completed in the context of the Board Skills Matrix and a consideration of the Boards' composition and succession planning.</p> <p>The performance of senior executives is reviewed annually by the Group CEO through a structured process of self-assessment and review against previously established goals and objectives. This process is co-ordinated by Goodman's Human Resources department and applied globally throughout Goodman. In accordance</p>	1.6, 1.7, 8.2

Board review and composition	Recommendation															
<p>with this process, a performance review was conducted in relation to each executive's performance during the financial year.</p> <p>The performance of the Group CEO and senior executives (including the other executive directors, nominated key management personnel and Country heads) is reviewed and overseen by the Remuneration and Nomination Committee.</p>																
Integrity of financial reporting	Recommendation															
<p><b>Audit Committee</b></p> <p>The Boards have established an Audit Committee, which meets at least four times a year, to assist in fulfilling the Board's legal and regulatory requirements in relation to Goodman's and the PLUS Trust's financial statements.</p> <p>The Audit Committee is comprised solely of Independent Directors and is chaired by Mr John Harkness (Chairman). John is a Chartered Accountant and was a former partner of KPMG before retiring in June 2000. He was a partner of KPMG while it was engaged to conduct the audit of Goodman's entities, however, he was not involved in those audits. Ian is also a Chartered Accountant with significant financial expertise and was previously the Chairman of the Audit Committee. The other members bring extensive business experience to the Committee. Further information about the Committee members' qualifications and experience is set out on pages 40-42 in the Directors' Report included in the 2015 Goodman Group <a href="#">Annual Report</a> which is published on Goodman's website.</p> <p>The table below sets out the composition and the Committee members' attendance at meetings.</p> <table><tr><th>Director</th><th>Status</th><th>Meeting^</th></tr><tr><td>Mr John Harkness - Chairman</td><td>Independent</td><td>4/4</td></tr><tr><td>Mr Ian Ferrier</td><td>Independent</td><td>4/4</td></tr><tr><td>Mr Phillip Pryke</td><td>Independent</td><td>4/4</td></tr><tr><td>Mr Phillip Fan</td><td>Independent</td><td>4/4</td></tr></table> <p>^ Attended / Held during the 2015 financial year.</p> <p>The Audit Committee operates under a formal <a href="#">charter</a>, a copy of which is published on Goodman's website at <a href="http://www.goodman.com/about-us/corporate-governance/policies-charters-and-other-governance-documents">http://www.goodman.com/about-us/corporate-governance/policies-charters-and-other-governance-documents</a> and the Committee's responsibilities include:</p> <ul style="list-style-type: none"><li>+ overseeing financial reporting principles and policies, controls and procedures;</li><li>+ ensuring the integrity of Goodman's and the PLUS Trust's financial statements, independent external audit and the Group's and the PLUS Trust's compliance with legal and regulatory requirements relating to financial statements; and</li><li>+ establishing procedures for selecting, appointing, and if necessary, removing Goodman's and the PLUS Trust's external auditor.</li></ul> <p>The Committee has the power delegated by the Boards to undertake all things necessary to perform its duties and fulfil its purpose including:</p>	Director	Status	Meeting^	Mr John Harkness - Chairman	Independent	4/4	Mr Ian Ferrier	Independent	4/4	Mr Phillip Pryke	Independent	4/4	Mr Phillip Fan	Independent	4/4	4.1
Director	Status	Meeting^														
Mr John Harkness - Chairman	Independent	4/4														
Mr Ian Ferrier	Independent	4/4														
Mr Phillip Pryke	Independent	4/4														
Mr Phillip Fan	Independent	4/4														

Integrity of financial reporting	Recommendation
<ul style="list-style-type: none"> <li>+ approving principles, policies, strategies, processes and control frameworks for the management of audit matters; and</li> <li>+ sub-delegating its powers and discretions to senior executives with or without the power to delegate further.</li> </ul> <p>The Committee has access to the senior executives, internal audit and the external auditor. In particular:</p> <ul style="list-style-type: none"> <li>+ senior members of management are invited to attend Committee meetings and to present to the Committee on key issues;</li> <li>+ Committee members regularly meet with management, independently of Committee meetings, to further discuss issues relevant to the work of the Committee; and</li> <li>+ the Committee meets with the external auditor, without management being present.</li> </ul> <p>The Committee reports to the Boards on the outcome of its reviews, discussions with the external auditor and its findings on matters which have or are likely to have a material impact on the operating results or financial position of Goodman and the PLUS Trust.</p>	
<p><b>Executive confirmations</b></p> <p>In addition to the work of the Audit Committee, the Group CEO and the Group Chief Financial Officer (CFO) provide confirmation to the Boards in writing that GL, GIT, GLHK and the PLUS Trust's financial statements for a financial period comply with the relevant accounting standards and give a true and fair view of the financial position and performance of each entity.</p> <p>The Group CEO and the Group CFO also provided written confirmation that, to the best of their knowledge and belief:</p> <ul style="list-style-type: none"> <li>+ the statement given to the Boards on the integrity of Goodman's financial statements is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Boards; and</li> <li>+ Goodman's risk management and internal compliance and control systems are operating efficiently and effectively in all material aspects.</li> </ul> <p>These statements are based on a Group-wide and broad ranging series of half and full year confirmations from senior executives and department heads in relation to the financial integrity, risk management and internal compliance and control system within each department.</p>	4.2
<p><b>Auditors</b></p> <p>Goodman has engaged KPMG to act as its and the PLUS Trust's external auditor. As part of the terms of engagement, KPMG is required to review or audit as relevant, the half year and annual financial report prior to approval by the Boards, discuss its findings with the Committee including the adequacy of financial and accounting controls, and attend the AGMs and be available to answer questions from Securityholders about the conduct of the audit and the preparation and content of the independent audit report.</p> <p>Each reporting period, the external auditor provides an independence declaration in relation to the review or audit. The Audit Committee is also responsible for assessing whether non-audit services provided by the external auditor are consistent with the external auditor's independence and compatible with the general standard of independence of auditors required by the Corporations Act 2001.</p>	4.3

**Risk and Compliance Committee**

7.1

The Boards have established a Risk and Compliance Committee to provide oversight and direction to Goodman's system of risk management. The Committee is comprised solely of Independent Directors and is chaired by Ms Rebecca McGrath. The table below sets out the composition and the Committee members' attendance at meetings.

Director	Status	Meeting <sup>^</sup>
Mr Rebecca McGrath – Chairman	Independent	4/4
Mr John Harkness	Independent	4/4
Ms Anne Keating	Independent	4/4
Mr Phillip Fan	Independent	4/4
Mr Jim Sloman	Independent	4/4

<sup>^</sup> Attended / Held during the 2015 financial year.

The Committee operates under a formal [charter](http://www.goodman.com/about-us/corporate-governance/policies-charters-and-other-governance-documents) available on Goodman's website at <http://www.goodman.com/about-us/corporate-governance/policies-charters-and-other-governance-documents>. The Committee reports to the Boards regarding the effectiveness of its risk management framework in relation to:

- + internal risk management systems;
- + internal audit framework;
- + internal compliance systems and external compliance audit functions;
- + sustainability programme;
- + Work, Health and Safety (WH&S); and
- + insurance requirements.

The Committee also oversees the work of several internal management committees which have risk responsibilities. These committees facilitate the sharing of information and seek to ensure that a consistent approach to risk management is applied across Goodman.

Consistent with Goodman's approach of transparent reporting to the Boards, members of the Committee have unfettered access to management to discuss risk and compliance matters. Senior members of management are invited to attend Committee meetings and present on key issues. External experts and third party service providers are also invited to attend Committee meetings to provide the Committee with further information and understanding of the way in which Goodman manages its risk and compliance obligations.

**Risk Management Framework**

7.2

The Boards have required that management design and implement a risk management and internal control system to manage Goodman's material business risks under the oversight of the Risk and Compliance Committee. This framework is also applicable to the PLUS Trust.

Goodman's risk management system has been developed in accordance with international and Australian/New Zealand standards on risk management and has



Managing risk and compliance	Recommendation
<p>been underpinned by a Risk Management Policy that sets out the oversight and management of risk for Goodman.</p> <p>The Group Head of Risk is responsible for the implementation of the Risk Management Policy globally, including reviewing critical business units and profiling their key risks on an annual basis. Action plans for mitigating key risks are reported to the Risk and Compliance Committee at each meeting.</p> <p>Management has reported to the Boards, through the Risk and Compliance Committee that Goodman manages its risks effectively. The Committee regularly reviews and assesses the soundness of the risk management framework, and this was most recently completed in April 2015. The Committee will again review the framework during the 2016 financial year and will continue to do so on an annual basis in accordance with its Charter.</p>	
<p><b>Compliance</b></p> <p>The Committee is also responsible for the oversight of internal compliance systems and external regulatory compliance. In addition, the Committee acts as the Compliance Committee for each registered managed investment scheme of which GFM is the responsible entity.</p> <p>Internal compliance systems and policies include those relating to the conduct of Goodman employees (see “People and Conduct” below).</p> <p>The Group General Counsel and the Compliance Manager are responsible for reviewing and monitoring the efficiency of the compliance systems on an ongoing basis and for reporting on the results of these activities to the Risk and Compliance Committee.</p>	
<p><b>Internal Audit</b></p> <p>The internal audit programme is closely aligned to the risk management framework and involves a rolling programme of reviews and control testing of Goodman’s business processes. The internal audit function is wholly independent of the external audit function.</p> <p>The findings of internal audit are reported to the Risk and Compliance Committee and where relevant, the Audit Committee. The findings and any recommendations arising from the internal audits are acted on by management under the supervision of the Committee.</p>	7.3
<p><b>Sustainability</b></p> <p>The Boards believe that Goodman business strategy and integrated “own+develop+manage” customer service model are both relevant for the contemporary operating environment and sustainable into the future.</p> <p>The Boards, through the Risk and Compliance Committee and other Committees as appropriate, seek to manage and respond to its operating environment including economic, environmental and social sustainability risks.</p> <p>Goodman has implemented a <a href="#">Sustainability Policy</a> targeted at the Group’s primary operating activities, and aims to continually improve the Groups economic, environmental and social responsibility performance.</p> <p>Information concerning the Group’s economic strategy, performance and outlook is included at pages 17 to 24 in the ‘Operating and Financial Review’ included in the Directors’ Report of the Goodman Group Annual Report.</p> <p>Information concerning the Group’s ‘Corporate responsibility and sustainability framework is contained in the the 2015 Goodman Group <a href="#">Annual Report</a> which is published on Goodman’s website.</p>	7.4

Remuneration	Recommendation
<p><b>Remuneration and Nomination Committee</b></p> <p>The Boards established the Remuneration and Nomination Committee, and in addition to its other responsibilities, it has developed policies dealing with fixed remuneration, Short Term Incentives (STI) and Long Term Incentives (LTI).</p> <p>The Committee meets as required to consider and recommend to the Boards, the remuneration policy and the specific remuneration arrangements for Non-Executive Directors, the Group Chief Executive Officer, other key management personnel and senior executives. In addition, the Committee considers and is responsible for the oversight of remuneration aspects which have a bearing upon all employees across the Consolidated Entity, including STI, LTI, superannuation/pension entitlements and termination payments. The Committee is also responsible for certain other related human resources policies and oversees a succession planning exercise for key operational roles.</p> <p>The Committee has adequate resources and the appropriate authority to discharge its duties and responsibilities and directly engages with external consultants, proxy advisers and major investors. During the current financial year, the Chairman of the Board and the Chairman of the Committee engaged directly with proxy advisers and major investors to understand their viewpoint on issues relating to remuneration and Board composition. The Committee considers that this is an important aspect of its work and the Committee has evaluated the issues raised in a systematic manner.</p> <p>During the financial year, the Committee engaged Ernst &amp; Young to provide market data in respect of remuneration for Non-Executive Directors and certain senior executive roles.</p> <p>Further information about the Committee including its composition and Members' attendance at meetings is set out on page 6 of this Statement.</p>	8.1
<p><b>Directors' remuneration</b></p> <p>Goodman follows the principles of remuneration for Non-Executive Directors that are set out in the ASX CGC's 3<sup>rd</sup> Edition. Non-Executive Directors receive fixed fees from within the fee pool approved by securityholders at the 2006 Annual General Meeting. Non-Executive Directors do not receive incentive or at risk cash or equity based remuneration while retirement benefits are limited to superannuation.</p> <p>The Boards have adopted a policy that requires Non-Executive Directors to accumulate and hold Goodman securities with a value equivalent to twice their annual base fees and applies 25% of Directors' net base fees to the acquisition of Goodman securities until that value of securities is held. For the purpose of this policy, the value of each parcel acquired is the higher of the purchase price or market value at the end of the financial year.</p> <p>The fees of each Non-Executive Director are disclosed on page 34 in the Directors' Report included in the 2015 Goodman Group <a href="#">Annual Report</a> which is published on Goodman's website.</p>	8.2
<p><b>Executive Remuneration</b></p> <p>Goodman follows the principles of remuneration that are set out in the ASX CGC's 3<sup>rd</sup> Edition. These include a policy of rewarding employees with a mixture of fixed, performance-linked and equity based remuneration.</p> <p>In relation to equity based remuneration, under the Securities Trading Policy, Directors, senior executives and other employees are not allowed to enter into derivative contracts that hedge their exposure to movements in the price of Goodman securities that have not vested.</p>	1.3, 8.2, 8.3



Remuneration	Recommendation
<p>Executives appointed to Goodman enter into contracts of employment setting out the terms of their employment including the obligation to comply with the Group's policies. Further information in relation to the remuneration policies and executive employment terms is set out in the remuneration report on pages 26 to 39 in the Directors' Report.</p> <p>The salary and/or fees of each Executive Director and other key management personnel are disclosed on pages 34 and 35 in the Directors' Report included in the 2015 Goodman Group <a href="#">Annual Report</a> which is published on Goodman's website.</p> <p>As noted above, the PLUS Trust does not have any employees. Nor is the PLUS Trust charged any fees by GFM as RE.</p>	

Engagement with stakeholders	Recommendation
<p><b>Timely and balanced disclosure</b></p> <p>Goodman is committed to providing timely, balanced and readily available disclosure of material information to Securityholders, the investment community generally, other stakeholders and regulators. It believes that ethical and responsible decision-making is critical to the success of its business. Goodman also believes that the transparency of these processes promotes market and Securityholder confidence in its integrity and sustainability.</p> <p>Goodman's Continuous Disclosure Policy outlines the procedures followed internally to ensure timely and full disclosure of material through the ASX. Under this Policy, Investor Relations is responsible for the co-ordination of all ASX announcements; however, it relies on the input and sign-off of key staff in each division to which the ASX announcement relates. The Head of Investor Relations and the Company Secretary (Communications Officer) review all filings prior to lodgement with ASIC or the ASX and are responsible for ensuring timely lodgement of all documentation.</p> <p>The Boards' policy is to review and approve announcements on key transactions as well as periodic or other mandatory disclosures of announcements concerning:</p> <ul style="list-style-type: none"> <li>+ half year and full year financial statements and results;</li> <li>+ annual reports;</li> <li>+ Investor or market updates (especially when including new price sensitive information);</li> <li>+ Extraordinary or Annual General Meetings;</li> <li>+ disclosure documents concerning the issue of securities;</li> <li>+ transactions that will require Securityholder approval (such as related party transactions, and matters requiring Board recommendations); and</li> <li>+ corporate transactions such as takeovers or schemes.</li> </ul> <p>All announcements are reported to the Boards and a record is made of where the announcement has been reviewed by the Boards.</p> <p>The Company Secretary has responsibility for all communications with the ASX. The Company Secretary authorises all market communications and is kept informed of issues discussed during meetings with investors/analysts. The Company Secretary also reviews other market communications such as press releases and other corporate publications to ensure a consistent approach is adopted in relation to disclosure. Following receipt of confirmation of lodgement and the release of announcements, relevant information is then published on Goodman's website at <a href="http://www.goodman.com">www.goodman.com</a>.</p>	5.1

Engagement with stakeholders	Recommendation
<p>Goodman's senior executives, including the Company Secretary, regularly meet to consider operational matters and regulatory compliance including the consideration of identified potential transactions that may require disclosure. In particular, this includes significant corporate, property or financing transactions by the Group or its managed funds.</p> <p>The Continuous Disclosure Policy also sets out when trading halts are to be used, how to respond to market speculation and guidelines regarding how communications are to be made through differing forms of media. Information on continuous disclosure is made available to all employees on commencement of employment. Goodman's Continuous Disclosure Policy is available on its website at <a href="http://www.goodman.com">www.goodman.com</a>.</p>	
<p><b>Communication with Securityholders</b></p> <p>Goodman has implemented a number of processes in order to facilitate the effective and efficient exercise by Securityholders of their rights.</p> <p>Goodman communicates information to Securityholders through a range of media, including annual reports, half year results, quarterly updates, email alerts, investor newsletters, general communications and ASX announcements. Goodman's policy and procedures in relation to investor communications are incorporated into its Continuous Disclosure Policy.</p> <p>Goodman's website includes extensive information at its "Investor Centre" including ASX announcements and media releases, reports and newsletters, financial information and presentations, security price information, and upcoming events. Results presentations are also webcast.</p> <p>Goodman's website at <a href="http://www.goodman.com/about-us/corporate-governance">www.goodman.com/about-us/corporate-governance</a> similarly includes extensive information about Goodman's corporate governance including information about the Boards and executives, constituent documents, policies and charters. Results presentations are webcast and available for downloading on the website.</p> <p>To broaden the visibility of Goodman's communications and to increase the range of content available to Securityholders, Goodman has now adopted the use of social media through Twitter at <a href="https://www.twitter.com/Goodman_Group">www.twitter.com/Goodman_Group</a> and LinkedIn at <a href="http://www.linkedin.com/company/goodman">www.linkedin.com/company/goodman</a>.</p> <p>Securityholders can raise questions by contacting Goodman by telephone, facsimile, email or post. Contact details are provided on the website, Annual Report and other communications. Securityholders are also able to receive communications from, and communications to Goodman and its registry electronically.</p> <p>Annually, Goodman holds an Investor Strategy day where Securityholders have the opportunity to hear market update presentations on all regional Goodman operations and ask questions of Goodman senior executives. Securityholders are invited to attend the AGMs either in person or by proxy. The Boards regard the meetings as an excellent forum in which to discuss issues relevant to Goodman. The Boards encourage full participation of Securityholders at these meetings to ensure a high level of accountability and identification with Goodman's strategy and objectives. Securityholders are invited to submit questions to the external auditor for discussion at the AGM.</p> <p>The meeting is webcast to further inform Securityholders who are unable to attend and the address of the Chairman is immediately announced to the ASX. Voting results (including a summary of proxy voting) on matters considered at the meeting are released to the ASX as soon as they are determined.</p>	6.1, 6.2, 6.3, 6.4

Engagement with stakeholders	Recommendation
<p><b>Complaints handling</b></p> <p>Goodman has both internal and external complaints handling procedures. Investor Relations responds to Securityholder enquiries and complaints and provides a thorough and transparent communications service to Securityholders.</p> <p>GFM is also a member of the Financial Ombudsman Service, an external industry complaints handling service.</p>	6.2

People and conduct	Recommendation
<p><b>Overview</b></p> <p>Goodman stipulates the standards of ethical behaviour expected of Directors, key executives and employees in its Code of Conduct and requires the observance of those standards. The Code of Conduct and accompanying core policies on conflicts of interest, continuous disclosure, dealing with public officials, gifts, employee reporting and protection, related party dealings, securities trading and sustainability are available on Goodman's website at <a href="http://www.goodman.com">www.goodman.com</a>.</p>	3.1
<p><b>Responsible and ethical decision-making</b></p> <p>In addition to the laws and responsibilities which apply specifically to Directors, the Boards have endorsed an updated <a href="#">Code of Conduct</a> which applies to Directors and employees of Goodman.</p> <p>The Code of Conduct requires Directors and employees to, among other things:</p> <ul style="list-style-type: none"> <li>+ keep abreast of Goodman's policies and procedures, and where necessary sign acknowledgements that they have read these policies;</li> <li>+ maintain appropriate standards of workplace behaviour;</li> <li>+ comply with the Group Diversity and Inclusion Policy;</li> <li>+ co-operate fully with any investigations relating to Goodman's policies;</li> <li>+ comply with the Group's Security Trading Policy;</li> <li>+ notify the Group General Counsel in writing if they are required by any regulatory body to provide information, answer charges or face proceedings in respect of any matter arising during their tenure with Goodman;</li> <li>+ keep any and all Goodman information confidential except as necessary for marketing Goodman products and services;</li> <li>+ notify the Group Head of Risk, Group General Counsel, Group General Manager, Human Resources and/or local country head, if they have reason to suspect fraud, corrupt, criminal or unethical conduct by any Director or employee of Goodman; and</li> <li>+ not make or accept payment or any other benefit in money or kind as an inducement or reward for any act or in connection with any matter or business transaction undertaken by or on behalf of Goodman.</li> </ul> <p>The aim of the Code of Conduct is to establish a high standard of conduct and to communicate this to the Directors and employees. Expectations regarding fairness, honesty and the treatment of confidential information are made explicit. The Code of Conduct also charges all employees with responsibility for reporting unethical or corrupt conduct.</p> <p>The Code of Conduct is provided to Directors upon appointment and all employees upon commencement. The Code of Conduct is supported by a framework of policies</p>	3.1

People and conduct	Recommendation
<p>that set out Goodman's approach to meeting its legal obligations and the expectations of stakeholders for responsible and ethical decision-making. Key policies forming part of the framework are set out below.</p>	
<p><b>Securities trading</b></p> <p>The <a href="#">Securities Trading Policy</a>, which is made available to Directors on their appointment and employees on their commencement, prohibits Directors and employees from trading in Goodman securities when in possession of "inside information" (being non-public price sensitive information). It also prohibits the communication of inside information to any other person who is likely to purchase or sell Goodman securities or who is likely to procure a third party to purchase or sell those securities.</p> <p>Under the Securities Trading Policy and the law, a Director or employee may only acquire or sell Goodman securities when he or she is not in possession of inside information. To avoid any adverse inference being drawn of unfair dealing, Directors and employees are not to deal in Goodman securities during the two week period before the end of a financial period through to the release of Goodman's half year or full year results. A trading blackout is notified to Directors and employees during those times and may also be notified by the Company Secretary or Group CEO at other times when considered appropriate.</p> <p>Directors or employees may apply, on the basis of hardship, for consent to trade from the Chairman or Group CEO notwithstanding that a trading blackout might otherwise apply. However, approval is not given during a trading blackout unless the Group CEO or Chairman is satisfied of the circumstances amounting to hardship and that the person is not in possession of inside information.</p> <p>Directors and employees are not allowed to engage in short term trading of Goodman securities under the Securities Trading Policy nor are Directors or senior executives allowed to enter into derivative contracts that hedge their exposure to movements in the price of Goodman securities that have not vested.</p> <p>The Securities Trading Policy applies to decisions to sell Goodman securities by a mortgagee, chargee or margin lender under a margin loan or other financing arrangements. Any trade in breach of the Securities Trading Policy must be immediately disclosed to the Company Secretary for reporting to, and consideration by, the Boards.</p>	3.1
<p><b>Conflicts of interest</b></p> <p>Goodman has a <a href="#">Conflicts of Interest Policy</a> in accordance with its commitment to conducting its business ethically and with integrity. Directors, employees and consultants are required to comply with the Conflicts of Interest Policy. The purpose of this Policy is to outline the procedures in place to control and avoid conflicts of interest by identifying, assessing, managing and reporting on the types of conflicts of interest which Goodman anticipates will affect or arise from its business. The Policy covers the mechanisms to:</p> <ul style="list-style-type: none"> <li>+ identify conflicts of interest;</li> <li>+ manage conflicts of interest by assessing and evaluating actual or potential conflicts, and decide upon and implement an appropriate response to those matters; and</li> <li>+ maintain written records that demonstrate how Goodman manages conflicts.</li> </ul>	3.1

People and conduct	Recommendation
<p><b>Related parties</b></p> <p>Goodman has implemented a <a href="#">Related Parties Policy</a> which sets out the basic principles for dealing with transactions between Goodman and its managed funds and partnerships. These principles are in addition to any legal requirements including under the Corporations Act 2001 and ASX Listing Rules.</p>	3.1
<p><b>Gifts</b></p> <p>Goodman has a <a href="#">Gifts Policy</a> setting out its commitment to reasonable and proportionate gift giving and receiving by Directors and employees. Management recognises that the giving and receiving of business related gifts and corporate entertainment are an important part of building business relationships with potential and existing customers. However, Directors and employees must exercise caution to ensure only bona fide gifts are given and received which will not influence, or appear to influence, Goodman's or a third party's judgement.</p> <p>The Gifts Policy outlines the general prohibitions and guiding principles that Directors and employees should consider when giving and receiving gifts, and also details the mechanisms for approving, recording and reporting of gifts.</p>	3.1
<p><b>Dealing with public officials</b></p> <p>Goodman's <a href="#">Dealing with Public Officials Policy</a> sets out its commitment to conducting its business in accordance with applicable laws and regulations and in a way which will maintain and enhance its reputation in the market.</p> <p>One aspect of this commitment is that Goodman behaves in a professional, honest and responsible manner and avoids any conduct which may be considered to be corrupt or contrary to good corporate ethics. Goodman strictly prohibits any activity that seeks to bribe, corrupt or otherwise improperly influence a public official or third party in any country or to act (or omit to act) in a way that differs from that official's proper duties, obligations and standards of conduct.</p> <p>The Dealing with Public Officials Policy outlines the general prohibitions against bribery and corruption of public officials (both in Australia and overseas), the procedures around dealing with public officials, and the detection and reporting of bribery and corruption.</p>	3.1
<p><b>Political donations policy</b></p> <p>Goodman has a <a href="#">Political Donations Policy</a> to demonstrate its commitment to conducting its business with integrity. Under the policy, Goodman prohibits the making of donations to political parties, elected members, candidates or groups of candidates, third party campaigners or Government employees and Goodman will not contribute funds for membership or affiliation to political parties or individuals.</p> <p>However, Goodman may pay for Directors, Officers or employees to attend a political fundraising function on behalf of Goodman where it is lawful to do so, and there is a corporate benefit to Goodman, and the prior approval from the relevant officer has been obtained.</p>	3.1
<p><b>Employee reporting and protection</b></p> <p>Goodman is committed to conducting business in a culture of integrity, compliance and ethical behaviour. Goodman also considers that it has a responsibility to its employees, Securityholders and customers to safeguard against any attempts of fraud, bribery and corruption. In light of this, and its belief in the importance of having a mechanism for the reporting of wrongdoing and protecting those who report wrongdoing, Goodman has an <a href="#">Employee Reporting and Protection Policy</a>. This Policy</p>	3.1

People and conduct	Recommendation
<p>encourages employees, management and contractors to report instances of improper behaviour by outlining the way Goodman will protect those who raise concerns about unacceptable behaviour.</p>	
<p><b>Work, Health and Safety (WH&amp;S)</b></p> <p>Goodman recognises its obligations under the WH&amp;S legislation and is committed to the implementation and proper management of appropriate risk management procedures to protect the safety of its employees, contractors, customers and visitors. Goodman's commitment to WH&amp;S extends to all facets of its business with the overall responsibility for WH&amp;S resting at the highest level of management and the Board. However, every employee is also required to comply with the WH&amp;S and to perform all duties in a safe and responsible manner.</p> <p>Goodman has developed and implemented a WH&amp;S management programme and an online Contractor Induction system.</p>	
Diversity	Recommendation
<p><b>Diversity</b></p> <p>Goodman's <a href="#">Diversity Policy</a> aims to provide a work environment that values diversity and inclusion in all locations around the world. This is consistent with two of Goodman's corporate values (Goodman Values) which are Open+Fair and Team+Respect.</p> <p>The Policy provides that Goodman will:</p> <ul style="list-style-type: none"> <li>+ ensure all workplaces are free of harassment and unlawful discrimination;</li> <li>+ recruit, appoint and promote on the basis of merit;</li> <li>+ provide equal access for all employees for personal development, management skills development and career path opportunities;</li> <li>+ recognise cultural differences that exist around the world;</li> <li>+ be aware of and accommodate the needs of individuals with family and carer responsibilities, through flexible and contemporary work practices;</li> <li>+ be aware of customers' diversity and their expectations;</li> <li>+ create an inclusive work environment, where ideas and opinions are shared for the overall benefit of the Group;</li> <li>+ contribute to the community through a range of philanthropic channels;</li> <li>+ create and implement programmes that aim to increase career advancement opportunities for female employees across the business globally; and</li> <li>+ support and achieve the above objectives by inclusion of these within key performance indicators for senior management and ensure Board review of progress.</li> </ul>	1.5
<p><b>Policy Implementation and Initiatives</b></p> <p>The Group's strategic objective is to ensure that career advancement occurs for high potential female employees and that the barriers to this are eliminated where possible. The Group has implemented several initiatives to advance the Group towards this objective.</p> <p>These initiatives are:</p>	1.5



- Training based – through general and specific career coaching for groups and individuals to assist individuals to drive their own career development activities;
- Mentoring based – providing specialised career advice and workplace mentoring for those employees identified as being high potential; and
- Policy enhancements – review of specific policy items that could assist female employees to return to work after a period of maternity leave and to better balance the requirements of work and family.

Further information on the range of activities that have been undertaken to support the Group in meeting its diversity objectives are described in the 2015 Goodman Group [Annual Report](#) on page 10.

### Gender Diversity Strategy Objectives

The Group's strategy is to enable all employees to reach their potential and many of its initiatives are targeted at employees below the executive levels. In particular, it is the objective of the Group's gender diversity strategy to increase the representation of female employees at senior levels.

The Group measures this representation having regard to the organisational structure, proximity to the CEO in reporting, scope and content of roles. In reporting on the representation of female employees at the Senior Executive level the Group also considers it appropriate to consider those female employees at the Executive level. This group is a pool from which Goodman's Senior Executives would be selected in the absence of external appointments and is also indicative of the progress that is being made to increase gender diversity at the Senior Executive level. For the purposes of the Group's Diversity Strategy the following definitions and Targets are applied:

Level	Role Characteristics	Target
Senior Executive	Roles with highest complexity, leading a function, business unit or region across multiple geographies. High discretion and autonomy. Will manage a team of individuals with specific and distinct objectives. High commercial impact.	25 - 35%
Executive	Sub-regional business role or functional specialist with high complexity, risk profile and/or commercial outcomes. May have team management responsibility.	35 - 45%

These Targets are considered to be consistent with the proximity based measures that were previously used.

The Group's policy was to seek to meet these Targets by 30 June 2015 though it was acknowledged that progress would depend on the general level of change at the Senior Executive and Executive levels, the Group's growth and opportunities, and the skills and suitability of individuals to fill those opportunities amongst other factors.

In respect of the Group's performance against the Targets, for the period 30 June 2014 to 30 June 2015 the representation of females within the Senior Executive category has lifted from 14% to 22%. This was as a result of the addition of 2 senior females into this category on the basis that their roles have increased in scope and complexity in line with the criteria outlined above.

With regard to the Executive category, the representation over the same period remained unchanged at 28%. The Executive category remains a focus on the basis

1.5

Diversity	Recommendation
<p>that the category provides a future pool of candidates for senior management positions around the Group.</p> <p>In 2015 the Board reviewed the status of various Diversity objectives such as the Future Women Program in Australia and the introduction of the Group's Learning &amp; Development strategy and considered that whilst the Targets were not met, positive progress towards increasing female representation at senior levels had been made.</p> <p>The refinement of the Group's Talent Management Strategy and implementation of an upgraded performance management system are viewed as positive initiatives to assist with the achievement of the objectives. It is acknowledged that increasing the representation of females at senior levels is a long term activity and that the Group's direction in regards to this was appropriate.</p> <p>The Committee considered that the above Targets should remain in place and that performance against these Targets and the effectiveness of the various strategies be again evaluated at 30 June 2016.</p> <p>On an overall basis, the gender representation of Goodman employees as at 30 June 2015 remained relatively unchanged from 2014 at 55% male and 45% female.</p> <p>With regards to gender diversity of the Boards, two of the eleven directors (18%) are women.</p> <p>The Diversity Policy available to Securityholders on Goodman's website at <a href="http://www.goodman.com">www.goodman.com</a>.</p>	