



Goodman Property Trust
Managed
Investment
Scheme
Annual Report 2019

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This Annual Report has been prepared for the purposes of the Financial Markets Conduct Regulations 2014 and is distinct from the Annual Report prepared in compliance with the NZX Listing Rules.

Details of the Scheme

The scheme is the Goodman Property Trust ("Scheme" or "GMT") which is a managed investment scheme for the purposes of the Financial Markets Conduct Act 2013 ("FMCA").

The Manager of the Scheme is Goodman (NZ) Limited and the Supervisor is Covenant Trustee Services Limited.

A Product Disclosure Statement has not been prepared for the Scheme as no regulated offers of units have been made pursuant to the FMCA.

The Scheme's latest financial statements and the auditor's report for those statements were lodged with the Registrar on 21 June 2019.

Units in the Scheme are listed on the NZX with the code of GMT.

Description of the Scheme

The Scheme owns, develops and manages commercial property and business real estate space located in New Zealand.

The Scheme is a unit trust established on 23 April 1999 under the Unit Trusts Act 1960.

Information on composition of the Scheme

This Annual Report covers the accounting period from 1 April 2018 to 31 March 2019.

The number of Units on issue at the end of the accounting period was 1,294,900,545.

The number of managed investment products, being units in the Scheme, ("Units") on issue at the start of the accounting period was 1,287,781,937.

Changes relating to the Scheme

Material changes to the nature of the Scheme, the Scheme property, or the management of the Scheme over the accounting period are as follows:

Statement of Investment Policies and Objections (SIPO)

The SIPO was lodged on 16 November 2016. It was updated with effect from 10 December 2018, to allow an increase in the proportion of uncommitted development projects being undertaken.

Trust Deed

There have been no amendments to the Trust Deed during the period from 1 April 2018 to 31 March 2019.

A copy of the supplemental deed which amended GMT's Trust Deed with effect from 14 November 2016 is available on the Corporate Governance section of the Goodman Property Trust Website at www.goodman.com/nz. It is also available on the Disclose Register accessible on the Companies Office website (<https://www.companiesoffice.govt.nz/disclose>).

Related party transactions

During the period 1 April 2018 to 31 March 2019 there was no change to the nature and scale of related party transactions.

There were no related party transactions that were not on arm's-length terms.

Further details of the related party fees paid by GMT to Goodman (NZ) Limited and Goodman Property Services (NZ) Limited ("GPSNZ") can be found in the financial statements for GMT which have been lodged with the Registrar.

During the period from 1 April 2018 to 31 March 2019 there have been no material changes to:

- (d) "terms of offer"; and
- (e) "valuation and pricing methodologies" in relation to GMT.

Financial condition and performance of the Scheme

The scheme has been repositioned as an industrial property specialist to meet the growing demand for warehouse and distribution space across Auckland. This investment strategy has enhanced the portfolio, generated strong profits and reduced gearing.

Highlights include:

- + A statutory profit of \$334.8 million before tax (including valuation gains of \$201.9 million), compared to \$207.2 million (including valuation gains of \$83.8 million) previously.
- + A 13% increase in net tangible assets, from 138.9 cents per unit, to 157.0 cents per unit at 31 March 2019.
- + Adjusted operating earnings¹ of \$117.0 million before tax or 9.04 cents per unit.
- + Cash distributions of 6.65 cents per unit, representing around 95% of GMT's cash earnings² of 6.98 cents per unit.
- + Asset sales totalling \$370.5 million, including GMT's 51% share in the joint venture that owned the VXV office portfolio.
- + Greater balance sheet capacity with a loan to value ratio³ of 19.7% and committed gearing of just 23.7%.
- + Continued development momentum with the commencement of 11 new projects, total project cost \$160.5 million.
- + Strong operating results with portfolio occupancy of 98% and a weighted average lease term of 5.2 years⁴.

As at 31 March 2019 the Scheme had total current assets of \$60.2 million, total non-current assets of \$2,660.3 million and total liabilities of \$674.3 million (net assets of \$2,046.2 million).

Total comprehensive income for the 12 month period to 31 March 2019 was \$319.5 million, and total distributions relating to the period to Unit holders were \$86.0 million, representing 6.65 cents per Unit.

Total comprehensive income for the 12 month period to 31 March 2018 was \$194.0 million, and total distributions relating to the period to Unit holders were \$85.5 million, representing 6.65 cents per Unit.

Total distributions of 6.65 cents per Unit are expected to be maintained for the 12 month period to 31 March 2020.

You can find a copy of the Scheme's financial statements, including information on distributions made by the Scheme on the Disclose register at www.companies.govt.nz.

Further information on the financial result is provided in GMT's Annual Report at: www.goodmanreport.co.nz.

¹ Adjusted operating earnings is a non-GAAP financial measure included to provide an assessment of the performance of GMT's principal operating activities. Refer to note 4.2 of GMT's financial statements for further information. This can be found in GMT's Annual Report prepared in compliance with the NZX Listing Rules.

² A non-GAAP measure of free cash flow. The calculation is set out on page 39 of GMT's Annual Report prepared in compliance with the NZX Listing Rules.

³ Refer to note 3.5 of GMT's financial statements for further information. This can be found in GMT's Annual Report prepared in compliance with the NZX Listing Rules.

⁴ After all contracted sales, including post balance date transactions.

Fees

The following fees and expenses were charged in respect of the Scheme in dollars and as a percentage of Scheme's net assets for the 12 month period to 31 March 2019.

Fees and Expenses Description	Value (\$ million)	% of Scheme's net assets¹
Valuation fees	0.6	0.03
Auditor's fees	0.2	0.01
Trustee fees	0.3	0.01
Other costs	1.6	0.08
Fees/expenses charged by other persons	2.7	0.13
Manager's base fee ²	9.8	0.48
Manager's performance fee ²	8.6	0.42
Property management fees	3.3	0.16
Leasing fees	2.1	0.10
Acquisition and disposal fees	4.2	0.21
Minor project fees	1.0	0.05
Development management fees	5.1	0.25
Fees charged by the Manager and its associated persons	34.1	1.67
Total Fees and Expenses	36.8	1.80

¹ The net assets of the Scheme as at 31 March 2019 were \$2,046.2 million.

² Reinvested in Units in accordance with the provisions of GMT's Trust Deed.

Fees — continued

Any performance below the target return is carried forward indefinitely to future periods. GMT will not earn a performance fee on any performance in excess of the target return plus 5% per annum. Any performance over that cap will be carried forward indefinitely to future periods (except in a period in which GNZ ceases to hold office, or GMT terminates). No performance fee is payable for any year where GMT's performance is less than 0%, however, any under or over performance is carried forward indefinitely to future periods.

The Manager is required to use performance fee proceeds to reinvest in GMT units in accordance with the terms of the Trust Deed. The issue price for these units is equal to the higher of market price and the net asset value per unit.

At 31 March 2019 a performance fee carry forward of \$11.2 million (2018: deficit of \$1.1 million) was carried forward to include in the calculation to determine whether a performance fee is payable in future periods.

Property management fees

Property management fees are paid to GPSNZ for day to day management of properties.

Leasing fees

Leasing fees are paid to GPSNZ for executing leasing transactions.

Acquisition and disposal fees

Acquisition and disposal fees are paid to GPSNZ for executing sale and purchase agreements.

Minor project fees

Minor project fees are paid to GPSNZ for services provided to manage capital expenditure projects for stabilised properties.

Development management fees

Development management fees are paid to GPSNZ for services provided to manage capital expenditure projects for developments.

Reimbursement of expenses for services provided

Certain services are provided by GPSNZ in lieu of using external providers. Fees and expenses can only be charged to GMT by the Manager and GPSNZ in accordance with the terms of the service arrangements and/or the GMT Trust Deed.

Any change to the service arrangements and the GMT Trust Deed requires the approval of the Supervisor (or in certain circumstances, Unit holders) and would be advised to Unit holders via the NZX.

For more information in respect to the Fees, please refer to the Scheme's financial statements, on the Disclose register at www.companies.govt.nz/disclose, scheme number SCH11225.

A summary of the fees payable can be found in the corporate governance of the GMT website.

Scheme property

The table below contains the assets of the Scheme extracted from the balance sheet as at 31 March 2019 and 31 March 2018:

\$ million	2019	2018
Non-current assets		
Stabilised properties	2,478.6	2,043.5
Developments	85.2	67.5
Land	69.6	120.0
Investment in joint venture	–	114.3
Derivative financial instruments	25.0	8.9
Deferred tax assets	1.9	5.2
Total non-current assets	2,660.3	2,359.4
Current assets		
Investment property contracted for sale	43.5	238.6
Advances to joint venture	–	107.5
Debtors and other assets	13.6	9.3
Cash	3.1	4.7
Total current assets	60.2	360.1
Total assets	2,720.5	2,719.5

Changes to persons involved in the Scheme

There have been no changes to persons involved in the Scheme during the accounting period.

How to find further information

Copies of documents relating to the Scheme, such as the Trust Deed, SIPO and the annual financial statements are available on the Disclose register at www.companies.govt.nz/disclose, scheme number SCH11225.

You have the right, free of charge and during normal office hours, to inspect that part of the Unit register that relates to your Units on giving 5 working days' notice to the Manager.

You also have the right, free of charge, on giving 5 working days' notice and during normal office hours, to inspect a copy of the Trust Deed, SIPO and annual financial statements at the Manager's registered office, which is located at Level 2, 18 Viaduct Harbour Avenue, Auckland 1010.

Alternatively, you can obtain a copy free of charge by writing to us at PO Box 90940, Auckland 1142.

Contact details and complaints

Manager

Goodman (NZ) Limited

Level 2, 18 Viaduct Harbour Avenue
Auckland 1010
PO Box 90940
Victoria Street West
Auckland 1142

Toll free: 0800 000 656 (within New Zealand)
Telephone: +64 9 375 6060
(outside New Zealand)
Email: info-nz@goodman.com
Website: www.goodman.com/nz

Helpline

The Manager has a dedicated toll free number, 0800 000 656 (+64 9 375 6073 from outside New Zealand), which will connect Unitholders directly with the investor relations team who will assist with any queries.

Trustee and Supervisor

Covenant Trustee Services Limited

Level 6, Crombie Lockwood Building
191 Queen Street
PO Box 4243
Auckland 1140

Telephone: +64 9 302 0638

Registrar

Computershare Investor Services Limited

Level 2, 159 Hurstmere Road
Takapuna
Private Bag 92119
Auckland 1142

Toll free: 0800 359 999 (within New Zealand)
Telephone: +64 9 488 8777
(outside New Zealand)
Facsimile: +64 9 488 8787
Email: enquiry@computershare.co.nz

Complaints

Complaints may be made to the Manager or Supervisor.

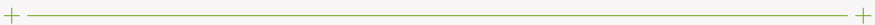
As a financial service provider registered under the Financial Service Providers (Registration and Dispute Resolution) Act 2008, the Manager is a member of an approved dispute resolution scheme (registration number FSP36542).

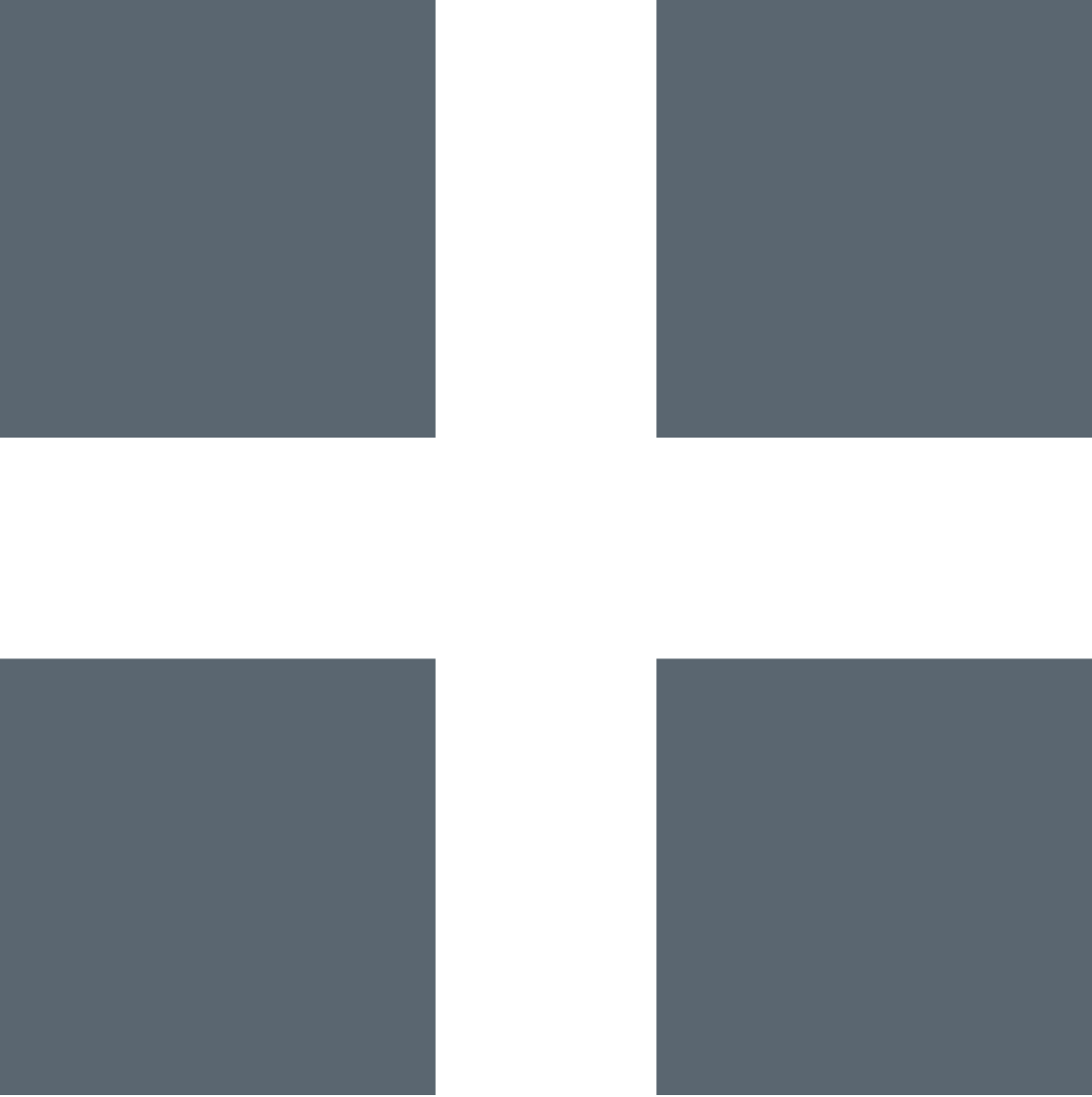
Financial Dispute Resolution

Freepost 231075
PO Box 2272
Wellington 6140

Toll Free: 0508 337 337 (within New Zealand)
Telephone: +64 4 910 9952
(outside New Zealand)
Email: enquiries@fdr.org.nz

There will be no fee charged to any complainant in connection with investigation.





www.goodman.com/nz