

## Appendix 4G

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

Name of entity:

Gateway Lifestyle Group comprising Gateway Lifestyle Operations Limited (ABN 63 605 543 968),  
One Managed Investment Funds Limited (ABN 47 117 400 987) as Responsible Entity for  
Residential Parks No. 2 Trust (ARSN 605 803 419)

Financial year ended

30 June 2016

Our corporate governance statement<sup>1</sup> for the above period above can be found at:<sup>2</sup>

- ☐ These pages of our annual report:
- ☒ This URL on our website: <http://www.gatewaylifestyle.com.au/investorcentre>

The Corporate Governance Statement is accurate and up to date as at 28 September 2016 and has been approved by the Board.

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

Date here: 28 September 2016

Sign here:



Company Secretary

Print name: LEANNE NOLAN

<sup>1</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>2</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 ...
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
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 (Refer Role of the Board) ... 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 available at <a href="#">Board Charter</a>
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 (Refer Director Appointment and Election) <input checked="" type="checkbox"/> for 1.2(b) in our Notice of Annual General Meeting
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 (Refer Director Induction and Orientation) <input checked="" type="checkbox"/> in our Board Charter available at <a href="#">Board Charter</a>
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 (Refer Company Secretary) <input checked="" type="checkbox"/> in our Board Charter available at <a href="#">Board Charter</a>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(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;</li> <li>(b) disclose that policy or a summary of it; and</li> <li>(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: <ul style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ul> </li> </ul>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Diversity)</li> </ul> <p>... and a copy of our diversity policy or a summary of it:</p> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> in our Diversity policy available at <a href="#">Diversity Policy</a></li> </ul> <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> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer 2016 Gender Diversity)</li> <li><input checked="" type="checkbox"/> in our Diversity policy available at <a href="#">Diversity Policy</a></li> </ul> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Proportion of Women Employees)</li> <li><input type="checkbox"/> in our Diversity policy available at <a href="#">Diversity Policy</a></li> </ul>
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>	<p>... the evaluation process referred to in paragraph (a):</p> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Evaluation of the Performance of the Board)</li> <li><input checked="" type="checkbox"/> in our Remuneration and Nomination Committee Charter available at <a href="#">Remuneration and Nomination Committee Charter</a></li> </ul> <p>... and the information referred to in paragraph (b):</p> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Evaluation of the Performance of the Board)</li> <li><input type="checkbox"/> at <i>[insert location]</i></li> </ul>
1.7	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</li> <li>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>	<p>... the evaluation process referred to in paragraph (a):</p> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Evaluation of Senior Executives)</li> <li><input checked="" type="checkbox"/> in our Remuneration and Nomination Committee Charter available at <a href="#">Remuneration and Nomination Committee Charter</a></li> </ul> <p>... and the information referred to in paragraph (b):</p> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></li> <li><input type="checkbox"/> at <i>[insert location]</i></li> </ul>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
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>... 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 (Refer Board Composition and Independence)</p> <p><input checked="" type="checkbox"/> in our Board Charter and Remuneration and Nomination Committee Charter)</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> in our Board Charter at Remuneration and Nomination Committee Charter at <a href="#">Remuneration and Nomination Committee Charter</a> and in our Board Charter available at <a href="#">Board Charter</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Remuneration and Nomination Committee)</p> <p><input checked="" type="checkbox"/> in our Remuneration and Nomination Committee Charter at <a href="#">Remuneration and Nomination Committee Charter</a></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 checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Skills of the Board)</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>
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 (Refer Independence)</p> <p><input checked="" type="checkbox"/> our Board Charter available at <a href="#">Board Charter</a></p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> at Directors' Report</p>
2.4	<p>A majority of the board of a listed entity should be independent directors.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Independence)</p> <p><input checked="" type="checkbox"/> in our Board Charter available at <a href="#">Board Charter</a></p>
2.5	<p>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>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Chairman)</p> <p><input checked="" type="checkbox"/> in our Board Charter available at <a href="#">Board Charter</a></p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
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 (Refer Director Induction and Orientation)</p> <p><input checked="" type="checkbox"/> in our Remuneration and Nomination Committee Charter available at <a href="#">Remuneration and Nomination Committee Charter</a></p>
<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 checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Code of Conduct)</p> <p><input checked="" type="checkbox"/> in our Code of Conduct available at <a href="#">Code of Conduct</a></p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>		
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, 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>... 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 (Refer Audit and Risk Committee)</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> in our Audit and Risk Committee Charter available at <a href="#">Audit and Risk Committee Charter</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 checked="" type="checkbox"/> in our Directors Report</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 (Refer Financial Statements)</p> <p><input checked="" type="checkbox"/> in our Audit and Risk Committee Charter available at <a href="#">Audit and Risk Committee Charter</a></p>
4.3	<p>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.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer External Auditor)</p> <p><input checked="" type="checkbox"/> in our Audit and Risk Committee Charter available at <a href="#">Audit and Risk Committee Charter</a></p>
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>		
5.1	<p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our continuous disclosure compliance policy or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Continuous Disclosure Policy)</p> <p><input checked="" type="checkbox"/> in our Continuous Disclosure Policy available at <a href="#">Continuous Disclosure Policy</a></p>
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>		
6.1	<p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>... information about us and our governance on our website:</p> <p><input checked="" type="checkbox"/> available at <a href="#">Investors Centre</a></p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Investor Relations)</p> <p><input checked="" type="checkbox"/> in our Communications Policy available at <a href="#">Communications Policy</a></p>
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.	<p>... our policies and processes for facilitating and encouraging participation at meetings of security holders:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Stakeholder Communication)</p> <p><input checked="" type="checkbox"/> in our Communications Policy available at <a href="#">Communications Policy</a></p>
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.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Stakeholder Engagement)</p> <p><input checked="" type="checkbox"/> in our Communications Policy available at <a href="#">Communications Policy</a></p>
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>		
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 (Refer Audit and Risk Committee)</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> in our Audit and Risk Committee Charter available at <a href="#">Audit and Risk Committee Charter</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 checked="" type="checkbox"/> Directors Report</p> <p>[</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
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 (Refer Risk Management Framework)</p> <p><input checked="" type="checkbox"/> in our Risk Management Policy available at <a href="#">Risk Management Policy</a></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>
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 (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 checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Risk Management and Framework)</p> <p><input checked="" type="checkbox"/> in our Risk Management Policy available at <a href="#">Risk Management Policy</a></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 (Refer Sustainability)</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>



Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
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,</p> <p>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 (Refer Remuneration and Nomination Committee Charter)</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> in our Remuneration and Nomination Committee Charter available at <a href="#">Remuneration and Nomination Committee Charter</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement Refer (Remuneration and Nomination Charter)</p> <p><input checked="" type="checkbox"/> in our Remuneration and Nomination Committee Charter available at <a href="#">Remuneration and Nomination Committee Charter</a></p>
8.2	<p>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>	<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 (Refer Remuneration Practices and Non-Executive Director Remuneration)</p> <p><input checked="" type="checkbox"/> in our Remuneration and Nomination Committee Charter available at <a href="#">Remuneration and Nomination Committee Charter</a>, Remuneration Policy available at <a href="#">Remuneration Policy</a> and Securities Trading Policy available at <a href="#">Securities Trading Policy</a></p>
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 (Refer Remuneration Practices)</p> <p><input checked="" type="checkbox"/> in our Remuneration and Nomination Committee Charter available at <a href="#">Remuneration and Nomination Committee Charter</a>, Remuneration Policy available at <a href="#">Remuneration Policy</a> and Securities Trading Policy available at <a href="#">Securities Trading Policy</a></p>