



Goodman (NZ) Limited
as manager of Goodman Property Trust

Continuous Disclosure Policy

Effective date: 18 May 2011

1 General Rule

Section 10 of the Listing Rules sets out the continuous disclosure obligations of the Manager. Put simply:

all Material Information, being information concerning the Trust that a reasonable person would expect, if it were disclosed to the market, to have a material effect on the price of GMT units, must be made available to the public through NZX announcement immediately after the Manager becomes aware of that information.

The concept of Material Information is a key component of this Listing Rule obligation and the best definition of Material Information is the fairly general statement made above relating to a potential material impact on the GMT unit price.

In determining whether any information is material, quantitative measures are useful guides also. While quantitative measures can never be absolute, a transaction, assumption of obligation or other event that is carried out for a consideration (or has another relevant quantitative measure) of 10% of the market capitalisation of the Trust at that time would often be considered material.

That being said, and this cannot be stressed enough, any quantitative measures must always be considered in light of the general rule.

In addition to the general rule above, there are other specific disclosures required by the Listing Rules, the Securities Markets Act 1988 and other legislation which are absolute obligations, regardless of any quantitative measure involved.

To assist in the application of all of these rules to the Manager and the Trust, disclosure guidelines are set out in the Schedule to this Policy. When considering whether a piece of information is Material Information requiring disclosure, you should always consult the Chief Executive Officer and / or General Counsel of the Manager.

Each Listed Bond Issuer is also subject to the same continuous disclosure rules. However, these companies are likely to have a different materiality threshold to the Manager. This is because the information that moves the quoted price of a debt security is usually different to the information that moves the price of an equity security. For the Listed Bond Issuers, information is likely to be Material Information if it is not generally available to the market and it relates to the company's ability to make interest payments on its bonds and/or it relates to a change, or indicates a review of, the credit rating assigned to the bonds or the Trust. Examples of information that would be likely to be material are anything impacting the credit rating, or solvency.

2 Exceptions to general rule

There are **exceptions** to the general rule set out above. Material Information does not need to be disclosed where:

- + a reasonable person would not expect the information to be disclosed; and
- + the information is confidential and the confidentiality of the information is maintained; and
- + any of the following apply:
 - the release of the information would be a breach of law; or
 - the information is a trade secret; or
 - the information concerns an incomplete proposal or negotiation; or

- the information comprises matters of supposition or is insufficiently definite to warrant disclosure; or
- the information is generated for internal management purposes.

Until the Material Information is released to the market, it must be kept confidential and must not be disclosed to other parties (except in circumstances where disclosure is consistent with the exceptions set out above).

3 Application

The Policy applies to all directors and officers of the Manager and its subsidiaries and to employees of Goodman Property Services (NZ) Limited seconded to the Manager. It also applies to the Listed Bond Issuers and their directors.

Information on the Policy is provided to all directors and staff on joining. Directors review the Policy on an annual basis and approve any necessary changes at that time and staff are reminded of the policy requirements by presentation, email or both on an annual basis.

The Policy is also available on the internet: to staff on the Goodman intranet site (GO+TO) and to the directors and general public on www.goodman.com.

4 Primary responsibility – Chief Executive Officer

The Chief Executive Officer of the Manager has primary responsibility for compliance with the Manager's and Listed Bond Issuers' continuous disclosure obligations including those set out in this Policy.

Any enquiries in relation to continuous disclosure requirements are to be directed to the Chief Executive Officer and / or General Counsel in the first instance.

The Chief Executive Officer, or if the Chief Executive Officer is unavailable, the General Counsel, must review and approve all NZX filings prior to lodgement and is responsible for ensuring timely lodgement of all documentation.

5 Coordination responsibility – Investor Relations Manager

The coordination of all NZX communications (including announcements) is the responsibility of the Investor Relations Manager who obtains the input and signoff of key staff to which any NZX announcement relates.

The Investor Relations Manager also reviews general market communications such as press releases and other corporate publications to ensure a consistent approach is adopted in relation to disclosure and accordingly should be kept informed of issues discussed during meetings with investors or analysts.

6 Authorised spokespersons

The Manager has nominated a small number of executives to act as authorised spokespersons to minimise inconsistent communications and reduce the risk of inadvertent material disclosures. Authorised spokespersons include the Chairman and Chief Executive Officer of the Manager and other directors or staff expressly authorised from time to time.

No employee or associated party (such as consultants, advisers, lawyers, accountants and auditors) should comment publicly on confidential matters. Employees and

consultants may be requested to give confidentiality undertakings to prevent the non-authorized disclosure of information.

7 Making and disseminating announcements

Once approved, Material Information should be announced immediately to NZX. Following receipt of confirmation of lodgement and after the announcement has been published by NZX for at least 10 minutes during usual NZX trading hours, relevant information is then published on the Manager's website (subject to any legal restrictions on general public dissemination such as the restrictions under securities law which apply to capital raising transactions).

8 Joint ventures

Where the Manager and any joint venture or project partner determines that disclosure of information is necessary in regard to that joint venture or project, where possible, all parties affected by the disclosure should have an opportunity to review the content of the disclosure. Each party can then determine whether it is required to make a separate announcements to NZX.

9 Web-based communications

The Manager has a website where investors can obtain publicly available information such as annual reports, company profile and company contact details. All NZX announcements will be posted on the website, subject to legal restrictions, after publication by NZX. All information on the website is regularly reviewed and updated.

10 Trading halts

The Manager may request a trading halt to avoid a situation where GMT units are being traded speculatively by the market; speculative in the sense that the market does not have all Material Information in respect of the Trust and is trading on an assumed state of affairs.

By way of example, the Manager would usually request NZX to put a trading halt in place in the following circumstances:

- + If confidential information is inadvertently made public (regarding a takeover, for example) and the Manager requires time to prepare an appropriate announcement to the market.
- + If preparing for a major announcement, the Manager may need time to arrange press conferences and briefings in advance of a formal announcement being made.
- + If a proposed capital raising has been announced to the market, and the pricing for the raising is to be determined by a competitive process during the subsequent day or days.

11 Penalties

Penalties for non-disclosure are contained in the Securities Markets Act 1988. A court may order a fine of up to \$300,000 (current as at the effective date of this Policy) for contraventions of the continuous disclosure regime. Both the Manager, and in certain circumstances its directors, officers, advisers etc, may be liable for contravention of that

Act. In addition, non-disclosure in breach of the Listing Rules could result in civil liability of the Trust and the Manager to unitholders for loss suffered as a result of the breach.

12 References

NZX Listing Rules Section 10.

Securities Markets Act 1988 Section 19.

13 Glossary

GMT or the Trust means Goodman Property Trust.

Listed Bond Issuer means a subsidiary of the Trust which has issued bonds which are quoted on the NZDX.

Listing Rules means the listing rules of NZX as amended from time to time.

the Manager means Goodman (NZ) Limited as manager of the Trust.

NZX means NZX Limited or any stock market operated by it, as the case may be.

Policy means the continuous disclosure policy of the Manager set out in this document, including the Schedule, as amended from time to time.

Other capitalised terms used in this Policy not defined above have meanings given to them under the Listing Rules.

Schedule – disclosure guidelines

1 Required disclosures

Below is a non-exhaustive list of the matters which require disclosure to NZX. This list does not include disclosures of transactions in which the Trust is involved, which are dealt with separately under heading 2 below:

- + Annual and half year reports.
- + Any Explanatory Memorandum or Investment Statement and Prospectus issued.
- + Notices of investor meetings and the outcome of any vote at those meetings.
- + Other communications with investors including the quarterly update.
- + Half year and full year results.
- + For each distribution:
 - timing and quantum (once board approved); and
 - distribution reinvestment plan status (including whether the distribution reinvestment plan is underwritten).
- + Any material change in financial forecasts or projections.
- + Details of any material preliminary revaluation gain.
- + Details of the Manager's performance fee result each year.
- + Details of any issue of units. A separate announcement should be made when the board approves the proposal to issue units and on the day of issue.
- + Any material change to the business, strategy or investment policies of the Trust.
- + Details of any amendment to GMT's Trust Deed.
- + Details of any trading by directors or senior management of the Manager in GMT units.
- + Changes in composition of the board of the Manager (which must be accompanied by a statement as to which of the directors on the board are considered independent).
- + Changes in any member of the Manager's senior executive team, notably the Chief Executive Officer or Chief Financial Officer.

2 Transactional disclosures

All transactions involving or relating to the Trust must also be considered in light of the Listing Rules and discussions should be had with the Chief Executive Officer and / or General Counsel regarding announcement requirements early in the transaction process.

Listing Rules – general rule

To recap, the Listing Rules require disclosure of transactions which would be considered Material Information, which is:

information concerning the Trust that a reasonable person would expect, if it were disclosed to the market, to have a material effect on the price of GMT units.

Monetary thresholds

A useful monetary threshold to use when considering whether a transaction is material is 10% of the market capitalisation of the Trust at the relevant time. This threshold could be applied, for example, to the consideration for property bought or sold, the total cost of works for a proposed development, or the facility limit for any financing agreement entered into by the Trust.

In any case, while the quantitative benchmark is a good starting point, it is not absolute. The Trust might enter into a transaction with a monetary value of less than the 10% benchmark, but the significance of another reason makes it material. The general rule above must always be the primary consideration.

Transactions which may require disclosure

Accordingly, the list below sets out a range of transactions which, if they occur, should be considered for disclosure to NZX. In brackets after each item are a list of quantitative factors which should be considered when determining whether or not details of the transaction would constitute Material Information:

- + Acquisitions and disposals (consider purchase price and the cost of any other obligations of either party, either before or after settlement). The timing of any announcement will depend on the conditions of the agreement for acquisition or disposal.
- + Agreement to lease (consider total project costs of development and the rental on the lease).
- + Speculative development (consider total project costs of development).
- + Major leasing transactions (consider rental – although note it is unlikely that information of any individual leasing transaction would constitute Material Information based on monetary thresholds alone).
- + Financing activity, excluding swaps or derivatives (consider facility limit and duration of facilities).
- + Joint ventures (consider purchase price or value of assets contributed, cost of ongoing obligations for either party and duration of joint venture).

Other factors

In considering whether details of any transaction constitutes Material Information, also consider the following:

- Where the Trust has a less than full interest in a property or transaction, such as a proposed development on property owned by a joint venture of the Trust, only the Trust's proportionate share of the transaction value should be considered.
- Where a series of transactions are in fact smaller components of one larger transaction, they should be aggregated together.
- The Manager might also decide to announce details of a series of transactions which don't form one larger transaction, but are sufficiently related. An example would be details of recent strong leasing or development activity for a particular building, estate or geographic area.

3 Other forms of market communication

The Manager communicates with the market in a variety of different ways, including:

- + media interviews;

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- + investor briefings and roadshows;
 - + one-on-one meetings with stockbroking analysts or institutional fund managers;
 - + industry forums; and
 - + other company publications.

When producing these communications, the Manager must not disclose Material Information to selected market participants unless it first provides that information to NZX in accordance with the Listing Rules.

Specific examples are set out below.

One-on-one meetings with investors or analysts

It is important that no undisclosed price sensitive information is disclosed in any meeting with an investor or analyst. These meetings should be considered as opportunities to provide background to previously disclosed information, as well as to articulate:

- + long term strategy;
- + company history, vision and goals;
- + management philosophy and strength of management;
- + competitive advantages and risks;
- + previously disclosed material information;
- + non-material information; and
- + industry trends and issues.

Assumptions underlying earnings forecasts and forecasts must not be disclosed unless the forecasts have already been announced to NZX or included in a prospectus or other public document.

Any material information inadvertently disclosed during these meetings should be immediately released to NZX. To facilitate this, the Investor Relations Manager should be involved in analysts meetings, if possible, or be fully briefed about those meetings.

Media interviews

The Manager does not provide “exclusive” interviews or stories to the media that contain Material Information unless it has first provided that information to NZX in accordance with the Listing Rules.

4 Responding to market or media speculation

As a general rule, the Manager does not comment on market or media speculation, or on broker reports or forecasts, regarding the activities or status of the Trust.

Notwithstanding this, the Manager is required to comment where the failure to do so would allow the development or subsistence of a market for GMT units which is materially influenced by false or misleading information (such material influence possibly being indicated by a move in the GMT unit price). The same rule applies for the Listed Bond Issuers, in respect of their bonds.

Each situation should be dealt with on a case-by-case basis and in most circumstances any response by the Manager need only be general in nature.