



Goodman (NZ) Limited Board Charter

This charter sets out the roles, responsibilities and operation of the Board of Goodman (NZ) Limited (**GNZ**), as manager for Goodman Property Trust (**GMT**) and its delegation of authority to management.

1 Purpose

- 1.1 The purpose of the Board is to provide strategic direction to GMT, to ensure that the operations of GMT are being effectively managed, and to review and approve all aspects of GMT business for the benefit of securityholders, customers.
- 1.2 GNZ as land manager for GMT is obliged to act in the best interests of GMT unitholders. To the extent that conflicts of interests arise, GNZ will establish appropriate protocols to manage such conflicts.

2 Board Structure and Appointment

- 2.1 The membership of the Board shall be reviewed by the Board from time to time having regard to the ongoing needs of GMT such that:
 - (i) the Board has a proper understanding of, and competence to deal with the current and emerging issues of the business;
 - (ii) the size and composition of the Board is conducive to effect decision making with the benefit of experience, expertise and skills in the interests of GMT; and
 - (iii) the Board can effectively review and challenge the performance of management.
- 2.2 Of the total number of Board Directors, a majority shall be Directors who are assessed by the relevant Board to be Independent (as that term is defined in the NZX listing rules from time to time).
- 2.3 In relation to any business of the Board relating GMT for a quorum to exist shall require at least two Independent Directors.
- 2.4 Directors shall be proposed for re-election subject to satisfying the Board's performance requirements. The Board shall make recommendations to GMT securityholders regarding the appointment or removal of Directors.

3 Duties and Responsibilities

- 3.1 The Board have the power to do all things necessary to perform their duties and fulfil their purpose including to:
 - (i) set strategic direction for the GMT business;
 - (ii) approve strategic alliances;
 - (iii) review progress against strategy;
 - (iv) approve principles, policies, strategies, processes and control frameworks for the management of GMT's business; and
 - (v) sub-delegate their powers and discretions to Committees of the Board, executives of Goodman, or management committees with or without the



power to delegate further.

- 3.2 The Board shall without limiting its obligations under the GMT Trust Deed:
- (i) approve the business' budget annually;
 - (ii) monitor financial performance against budget;
 - (iii) determine distribution policy;
 - (iv) determine the amount, nature and timing of distributions to be paid;
 - (v) make determinations regarding the capital structure of the businesses of Goodman;
 - (vi) approve the tax risk management policy;
 - (vii) approve the financial risk management policy; and
 - (viii) consider and approve interim and final financial statements.
- 3.3 The Board may consider any matter which falls within its roles and responsibilities, notwithstanding that the particular matter(s) may have been previously referred to and considered by any other Board or management committee.

4 Delegation of Authority

- 4.1 The Board have delegated certain responsibilities to committees which operate in accordance with Charters approved by the Board.
- 4.2 The Board have delegated day to day management of the business to certain management agreement as approved by the GMT Trustee.

5 Board Performance and Ethical Obligations

- 5.1 In giving effect to this charter, the Board will at all times act honestly, fairly, diligently and in accordance with the relevant Constitution of GNZ, the GMT Trust Deed and the law.
- 5.2 Directors must discharge their duties in good faith and in the best interest of the securityholders of GMT and for a proper corporate purpose.
- 5.3 Directors must act with care and diligence, demonstrate commercial reasonableness in their decision making and make decisions with the level of care and skill expected of a Director of a listed entity.
- 5.4 Each Director is expected to observe the highest standards of corporate governance and act in a manner consistent with GNZ policies and procedures in relation to all matters including but not limited to disclosing and managing conflicts of interest and dealing in GMT and Goodman Group securities.
- 5.5 Non-Executive Directors are required to consult with the Chairman before accepting any new commitments which may impact on the time they have available to undertake their responsibilities as a Director of GNZ.
- 5.6 The Board is responsible for formally evaluating the performance of the respective Board and their Committees.
- 5.7 The Board shall monitor declarations of interest by the Directors and regularly re-assess the status of all independent Directors and confirm whether or not they

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Effective Date: 20 October 2016

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continue to satisfy the standards required to establish independence.

5.8 The Board shall monitor dealings in securities by the Directors.

6 Powers and Resources of Directors

6.1 To facilitate independent judgment on Board decisions, all Directors shall have access to the following:

- (i) executives of Goodman;
- (ii) insurance brokers;
- (iii) internal auditors;
- (iv) external auditors; and
- (v) external legal advisors.

6.2 Directors may request presentations to be made by senior management to the Board in respect of issues of interest to the Board and to provide further information on relevant topics as required.

6.3 In the event that any Director wishes to take professional advice in relation to any aspect of performance of their duties as a Director of Goodman, the Director may do so at GNZ expense. A Director will consult the Chairman or Company Secretary before obtaining external advice.

7 Meetings

7.1 The Board will determine the frequency, duration and agendas of the Board's meetings. The Board's policy is to meet at least four (4) times per calendar year and more frequently if required.

7.2 Proceedings of the Board are governed in accordance with the Constitutions of the relevant entities.

7.3 Subject to the terms on which a power of the Directors is delegated to a Committee, the meetings and proceedings of Committees are, to the greatest extent practical, governed by the provisions of the Constitutions which regulate the meetings and proceedings of Directors.

7.4 Meetings may be held using any technology agreed by the members, for example, by phone, Internet relay chat, video or voice conference.

7.5 Reports should be distributed at least five (5) business days prior to a meeting.

7.6 The Secretary must ensure that minutes of the Board and Committee meetings and records of their reports and recommendations are kept. A copy of any of them signed by the Chair is taken to be a true record unless the contrary is proved.

7.7 The minutes of Committees are available to the Board.

7.8 The Chair of a Committee (or their delegate) shall report to the Board on the business of the Committee including any recommendations from the Committee

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for the Board's consideration.

8 Board Committees

- 8.1 The Board have established the following standing Board Committees:
- (i) Audit Committee;
- The Board may establish other standing committees from time to time.
- 8.2 The Board will adopt a charter for each Committee, setting out the responsibilities delegated by the Board to the Committee and the Committee's structure and operation.
- 8.3 The Board may establish ad hoc committees, such as due diligence committees.
- 8.4 The Board shall determine the Chair and composition of Committees. The Chair and the majority of each standing Committee will be independent Directors.
- 8.5 A standing Committee must meet at least three (3) times a year, unless the Committee members agree it is not necessary for a particular quarter.
- 8.6 Only Committee members are entitled to attend and vote at meetings. Other Directors may also attend Committee meetings (subject to any conflict of interest). The Committee may invite such other persons to its meetings as it deems necessary.
- 8.7 The Secretary of the Committee shall be the Company Secretary or their designated representative.

9 Chairman

- 9.1 The Directors will appoint an independent Director as Chairman of the Board.
- 9.2 The principal role of the Chairman is to provide leadership to the respective Board and ensure that the Board works effectively and discharges its responsibilities.

10 Company Secretary

- 10.1 The appointment and, where appropriate, removal of the Company Secretary is a matter for the full Board.
- 10.2 The Company Secretary is accountable to the Board, through the Chairman, for monitoring and enhancing corporate governance processes and ensuring that the principles and procedures of the Board are followed.
- 10.3 All Directors will have access to the Company Secretary.

11 Definitions

This Charter was approved by GNZ Board resolution dated 20 October 2016.