Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Goodman Group comprising Goodman Limited (ABN 69 000 123 071), Goodman Industrial Trust (ARSN 091 213 839) (Responsible Entity - Goodman Funds Management Limited ABN 48 067 796 641) and Goodman Logistics (HK) Limited (ARBN 155 911 149) (ASX: GMG)

ABN/ARBN

69 000 123 071

Financial year ended:

30 June 2021

Our corporate governance statement[1] for the period above can be found at:[2]

☐ These pages of our annual report:

☒ This URL on our website: https://www.goodman.com/-/media/files/sites/global/who-we-are/corporate-governance/statements/corporate-governance-statement-2021.pdf

The Corporate Governance Statement is accurate and up to date as at 24th September 2021 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.[3]

Date: 27 September 2021

Name of authorised officer authorising lodgement: Carl Bicego

[1] "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.

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 Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

[2] Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

[3] 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.

See notes 4 and 5 below for further instructions on how to complete this form.

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ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**
1.1	A listed entity should have and disclose a board charter setting out: (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.	☒ and we have disclosed a copy of our board charter at: goodman-group-board-charter
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward 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.	☒
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒
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.	☒
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) 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. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our diversity policy at: Diversity and Inclusion Policy and we have disclosed the information referred to in paragraph (c) at: section 5 of our Corporate Governance Statement and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.

[4] Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "*insert location*" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate governance/charters/").

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: section 1 of our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: section 1 of our Corporate Governance Statement
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: section 6 of our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: section 6 of our Corporate Governance Statement
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☒ and we have disclosed a copy of the charter of the committee at: Nomination Committee Charter
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix at: section 1 of our Corporate Governance Statement
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation 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 or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: section 1 of our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at section 1 of Our Corporate Governance Statement: and the length of service of each director at: section 1 of our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☒
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.	☒

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: https://www.goodman.com/who-we-are/our-values
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: Code of Conduct
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: Ethical Concerns Policy
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at: Anti-Bribery and Corruption Policy
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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 (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.	☒ and we have disclosed a copy of the charter of the committee at: Audit Committee Charter.pdf and the information referred to in paragraphs (4) and (5) at: section 1 of our Corporate Governance Statement and on our website at https://www.goodman.com/who-we-are/board-of-directors
4.2	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.	☒
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at Market Disclosure Policy
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://www.goodman.com/who-we-are/corporate-governance
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: section 7 of our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☒ and we have disclosed a copy of the charter of the committee at: Risk and Compliance Committee Charter.pdf and the information referred to in paragraphs (4) and (5) at: section 1 of our Corporate Governance Statement and on our website at https://www.goodman.com/who-we-are/board-of-directors
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: section 3 of our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (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 governance, risk management and internal control processes.	☒ and we have disclosed how our internal audit function is structured and what role it performs at: section 3 of our Corporate Governance
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: section 3 of our Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: section 3 of our Corporate Governance Statement [and in our Sustainability Report on our website at https://www.goodman.com/sustainability/reports
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☒ and we have disclosed a copy of the charter of the committee at: Remuneration Committee Charter and the information referred to in paragraphs (4) and (5) at: section 1 of our Corporate Governance Statement
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.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: section 6 of our Corporate Governance Statement
8.3	A listed entity which has an equity-based remuneration scheme should: (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 (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: Securities Trading Policy
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	Not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☒

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:
9.3	A listed entity established outside Australia, and an externally managed 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.	☒
-	*Alternative to Recommendation 1.1 for externally managed listed entities:* The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	Not applicable
-	*Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:* An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	Not applicable

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Goodman Group
Corporate Governance Statement

Goodman Group (Goodman or Group) 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 is governed by its constituent documents, applicable laws (including the Australian *Corporations Act* and the Hong Kong Companies Ordinance), the ASX Listing Rules and, in respect of GIT, the compliance plan lodged with the Australian Securities & Investments Commission (ASIC).

This Corporate Governance Statement (Statement) provides an overview of Goodman's corporate governance and reports on the ways in which Goodman has met the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, 4th Edition (CGC Principles) for the 2021 financial year.

The Boards of Goodman Group consist of the Boards of GL and Goodman Funds Management Limited (GFML) as the responsible entity for GIT, and the Board of GLHK. The effective date of this Statement is 24 September 2021 and it has been approved by the Boards.

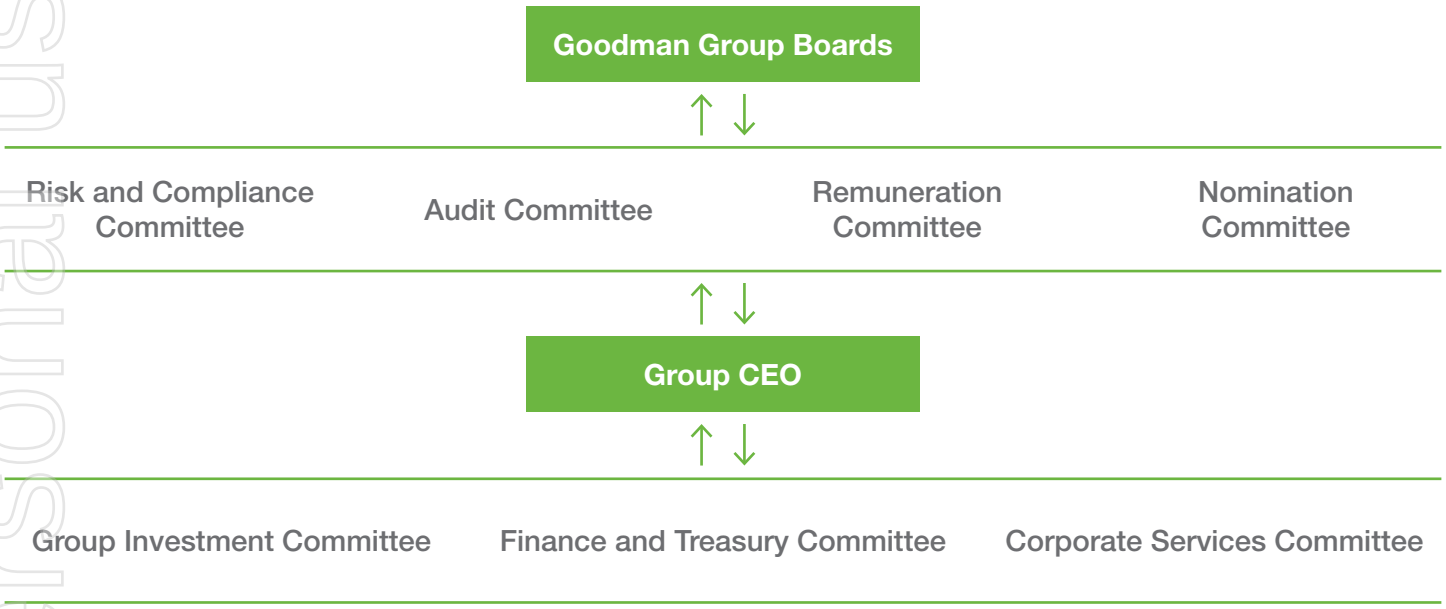
Overview of Goodman's Corporate Governance Framework

The Goodman Boards and Management team are committed to the highest standards of corporate governance and recognise that an effective corporate governance culture is critical to the long-term performance of the business.

Goodman's corporate governance framework underpins our commitment to maximise long term sustainable value for Securityholders through:

+ Effective controls, risk management, transparency and corporate responsibility
+ Strategic planning and alignment of the interests of our employees, whom we refer to as team members, with that of Securityholders and other stakeholders
+ Meeting stakeholder expectations of a global ASX listed entity through acting lawfully and responsibly while prudently managing both financial and non-financial risk
+ Seeking to ensure we are an organisation that acts with integrity by promoting a culture which values the principles of honesty, fairness, transparency, and ethical behaviour.

The diagram below shows an overview of Goodman's Corporate governance framework.



Below is a list of the ASX Corporate Governance Principles and Recommendations and Goodman's associated core corporate governance framework documents.

Charters and Policies are available on Goodman's website at www.goodman.com/who-we-are/corporate-governance.

Additional information for securityholders is available at the Goodman Investor Centre at https://www.goodman.com/investor-centre/goodman-group-australia.

ASX Corporate Governance Principles and Recommendations	Relevant Document/Information
Principle 1 Lay solid foundations for management and oversight	+ Board Charter + Remuneration Committee Charter + Nomination Committee Charter + Diversity and Inclusion Policy.

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Principle 2 Structure the Board to be effective and add value	+ Board Charter + Director Induction + Remuneration Committee Charter + Nomination Committee Charter + Board Skills Matrix.
Principle 3 Instil a culture of acting lawfully, ethically, and responsibly	+ Goodman values + Code of Conduct + Anti-Bribery and Corruption Policy + Conflicts of Interest Policy + Related Party Policy + Diversity and Inclusion Policy + Ethical Concerns Policy (Whistle–blower Policy) + Political Donations Policy + Securities Trading Policy + Corporate Responsibility and Sustainability Policy + Workplace Bullying and Harassment Policy + Modern Slavery Statement + Statement of Business Ethics (Supplier Code of Conduct) + Climate Disclosure Statement + Global Safety Framework + Employment contracts + Remuneration structure.
Principle 4 Safeguard the integrity of corporate reports	+ Audit Committee Charter + Risk and Compliance Committee Charter.
Principle 5 Make timely and balanced disclosure	+ Market Disclosure Policy + ASX announcements + Annual Reports.
Principle 6 Respect the rights of security holders	+ Goodman Investor Centre + Market Disclosure Policy + Annual Reports + AGM Notice and Meeting + Engagement with Investors and Proxy Advisers + Securities Trading Policy + Non-Executive Director and Senior Executive Securities Holding Policies.
Principle 7 Recognise and manage risk	+ Risk and Compliance Committee Charter + Risk Management Policy + Compliance Framework + Sustainability Policy.
Principle 8 Remunerate fairly and responsibly	+ Remuneration Committee Charter + Diversity and Inclusion Policy + Long Term Incentive Plan.

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1 The Boards

1.1 The Boards and their role

The Boards of Goodman Group consist of the Board of GL, the Board of Goodman Funds Management Limited (GFML) as the responsible entity for GIT, and the Board of GLHK.

The Boards of GL and GFML meet jointly and comprise the same Directors. GLHK has a separate board of Directors, the membership of which partially overlaps the GL/GFML Board. The Boards of each stapled entity are chaired by Mr Johns and have a majority of Independent Directors.

The Boards are responsible for overseeing the management of Goodman and providing strategic direction through monitoring and assessing the Group's operational and financial performance. The Boards are also responsible for actively observing and advising on Goodman's management of both financial and non-financial risk, compliance framework and culture to seek to ensure that its corporate governance policies are not only adhered to but embedded in the business.

The Boards have a formal charter which clearly establishes their role. The Boards have the power to do all things necessary to perform their duties and fulfil their purpose including to:

+ Approve the strategic direction for the Goodman business, oversee implementation and review progress against strategy
+ Approve financial statements and distributions/ dividends to Securityholders
+ Approve the annual budget and monitor performance against budget
+ Approve strategic alliances and new partnerships
+ Approve major investments, acquisitions and divestments
+ Approve principles, policies, strategies, processes and control frameworks for the management of Goodman's business including those that concern social, economic and environmental matters and monitor their effectiveness
+ Delegate their powers and discretions to Committees of the Board and to the Group Chief Executive Officer (CEO) with the power to delegate further.

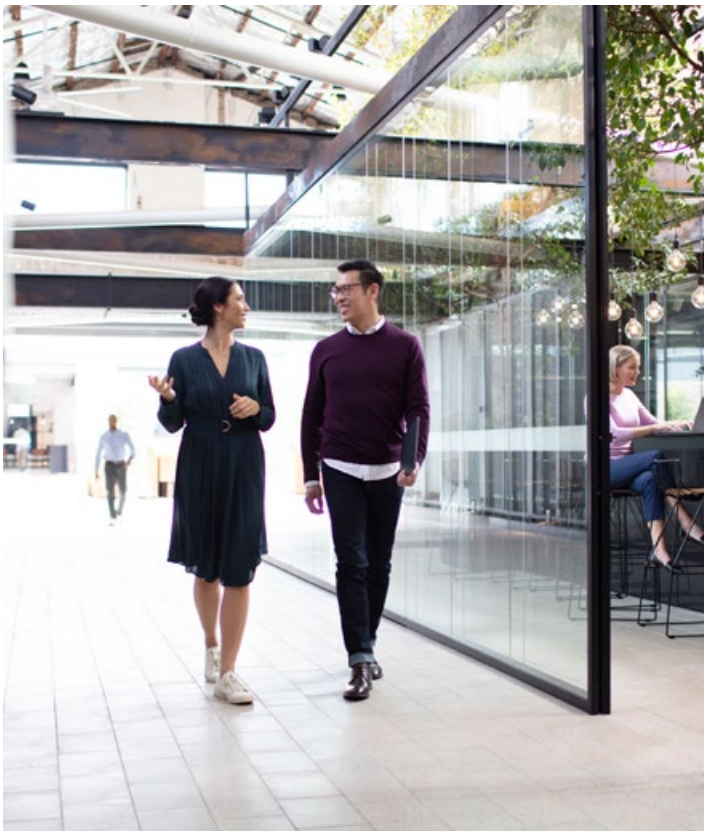
The Boards have delegated certain responsibilities to standing committees which operate in accordance with Charters approved by the Board.

The Boards have, subject to certain key and strategic decisions, delegated to the Group CEO responsibility for implementing strategic objectives, plans and budgets approved by the Boards and day to day management of the business. Goodman's Management Committees assist in the exercise of the Group CEO's delegated authority. The Group CEO and Management are accountable to the Boards through regular reporting, presentations and performance evaluations.

The Group CEO and other senior executives present information at Board meetings so that the Directors have all relevant information to perform their role. Directors have the ability to ask questions of senior executives in relation to any matter they deem necessary. Senior executives are also available to the Directors to provide them with information or clarification as required. The governance framework promotes open and transparent communication between the Boards and Management.

The Chairman of the Boards provides leadership so that the Boards work effectively and discharge their responsibilities. The Chairman meets regularly with the Group CEO to discuss matters relating to the business and works with the Company Secretary to set and guide the Board agenda.

The Company Secretary is accountable to the Boards on all matters to do with the proper functioning of the Boards. The Company Secretary is also responsible for advising Directors on corporate governance matters, liaising with regulators, supervising market disclosures, maintaining Goodman's corporate registers and advising the Boards on legal and governance issues.



Leading Sustainable Business

1.2 Board composition

The Boards, together with the Nomination Committee, determine the size and composition of the Boards subject to the terms of the constitutions. The composition of the respective Boards and Board Committees, and the status and tenure of Directors as at 30 June 2021 are set out below. Details of the Board and Committee Meetings held during the year and individual Director's attendance at these meetings can be found in our 2021 Directors' Report.

GFML/GL

Director	Status	Tenure	Committee Memberships
Stephen Johns (Chair)	Independent	4 years 6 months	+ Nomination (Chair)[1] + Audit + Remuneration[1].
Gregory Goodman, CEO	Executive	22 years 11 months[2]	
Chris Green	Independent	2 years 2 months	+ Audit + Nomination.
Mark Johnson	Independent	1 year 1 month	+ Audit (Chair) + Risk and Compliance.
Rebecca McGrath	Independent	9 years 3 months	+ Risk and Compliance (Chair) + Remuneration[1] + Nomination[1].
Phillip Pryke	Independent	10 years 9 months	+ Remuneration[1] (Chair) + Audit.
Penny Winn[3]	Independent	3 years 5 months	+ Remuneration[1] + Risk and Compliance.
Danny Peeters	Executive	8 years 6 months	
Anthony Rozic	Executive	8 years 6 months	
Ian Ferrier, AM, (retired)	Independent	17 years 3 months[4]	+ Audit + Remuneration and Nomination[1].

1. On 28 April 2021 the Remuneration and Nomination Committee was reconstituted as the Remuneration Committee and a separate Nomination Committee was established
2. Tenure as a Director of GL. Mr Goodman has been a Director of GFML for 25 years and 5 months
3. Ms Winn will be retiring from the Board at the 2021 Annual General Meeting
4. Mr Ferrier was the Chairman of the GL/GFML Boards until his retirement on 19 November 2020

GLHK

Director	Status	Tenure	Committees
Stephen Johns (Chair)[2]	Independent	7 months	+ Nomination[1] (Chair) + Audit + Remuneration[1]
David Collins	Independent	3 years, 5 months	
Danny Peeters	Executive	3 years 5 months	
Ian Ferrier, AM, (Chair)[3]	Independent	8 years 4 months	+ Audit + Remuneration and Nomination[1]

1. On 28 April 2021 the Remuneration and Nomination Committee was reconstituted as the Remuneration Committee and a separate Nomination Committee was established
2. Mr Johns joined the GLHK Board on 19 November 2020. Mr Goodman is Mr Johns' alternate
3. Mr Ferrier was the Chairman of the GLHK Board until his retirement on 19 November 2020

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1.3 Board Committees

The Boards have established Committees to assist in guiding Goodman on specific issues as well as the exercise of the Board functions and the discharge of their duties. On 28 April 2021 the Remuneration and Nomination Committee was reconstituted as the Remuneration Committee and a separate Nomination Committee was established. The four principal Committees of the Boards are the:

+ Audit Committee
+ Nomination Committee
+ Remuneration Committee
+ Risk and Compliance Committee.

Each Committee has a formal charter setting out the matters relevant to composition, responsibilities, and administration. The Committee can sub-delegate its powers and discretions, including to executives of Goodman, with or without the power to delegate further.

The Board of GLHK has reserved the right to make decisions in respect of any matters delegated to, and considered by, the Committees and the Committees will not make decisions for the Board of GLHK.

The roles, responsibilities and composition requirements of each Committee are summarised below and detailed in Board-approved charters.

Audit	Risk and compliance	Remuneration	Nomination
Assists the Boards on matters relating to: + Goodman's financial reporting principles, policies, controls and procedures + The integrity of Goodman's financial statements and the Group's compliance with legal and regulatory requirements relating to financial statements + The activities and effectiveness of the external audit functions + Procedures for appointing Goodman's external auditor + The Group's financial risk management policy, the Group's capital strategy, tax compliance and tax risk management policy.	Assists the Boards on matters relating to: + Operational risk management including internal risk management systems, internal audit and insurance requirements + Development and asset risk management including development, sustainability, ESG matters and safety + Risk management including the preparation of an annual risk profile, reviewing risk management systems and monitoring and addressing non-financial risks (including but not limited to social and environmental risks) + Compliance including reviewing and monitoring the Group's compliance framework, internal compliance systems and external compliance audit functions (including the obligations of GFML as the responsible entity of GIT).	Assists the Boards on matters relating to: + Remuneration Policies and Remuneration of Directors, KMPs and Senior Executives + Development of policies dealing with fixed remuneration, Short Term Incentives (STI) and Long Term Incentives (LTI) + Key human resources policies and strategies including in relation to performance management, conduct, diversity and succession planning + Review and monitor the implementation of Goodman's Diversity and Inclusion Policy and goals.	Assists the Boards on matters relating to: + Nomination of Directors including the composition and structure of the Boards + Reviews and makes recommendations to the Board in respect of the Board Skills Matrix + Arranges for reviews of the performance of the Board, Committees and Directors + Board and Management succession strategies + Director inductions and education + Director securityholding requirements.

The Charters of each Committee require that the Committees be comprised of at least three independent non-executive Directors and that they be chaired by an independent Director. The Audit Committee Charter also requires that the members between them have accounting and financial expertise and a sufficient understanding of the business in which the Group operates to discharge the Committee's mandate effectively.

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1.4 Board skills

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.

The Boards and the Nomination Committee have developed a Board Skills Matrix reflecting the skills and experiences required by the Boards for the governance of Goodman. The Directors consider that collectively they have the necessary skills and experience and that this is also able to be complemented by management expertise and external advisers where appropriate.

Skills	Characteristics and attributes
Strategic Planning	Highly developed business strategy skills, including oversight, development and execution; business sustainability; capital allocation and planning
International Business Experience	Operational experience in different types of markets and economies; Diverse experience across different societal, cultural and political environments; Experience in multi-jurisdictional compliance and regulatory environments
Real Estate Experience	Experience within the real estate asset class and value extraction throughout the property lifecycle including acquisition, and disposal, and sustainable construction, development, and management
Funds and Investment Management	Managing investment capital, funds management, investor relations
Human Capital and Culture	Demonstrated experience in organisational disciplines such as talent management, learning and development strategies, succession planning, creation of a positive business culture, marketing and communications
Financial and Accounting	Interpretation of financial reports and key measures of the performance of the Group, multi-currency debt and financial risk management instruments for multi-national business, capital management and liquidity, and multi-jurisdictional systems and processes
Technology and social change	Experience in technology and its utilisation across the real estate sector and in the evolution and disruption of supply chain ecosystems driven by ecommerce, digitalisation, data centres, and robotics. A background in understanding and considering the impacts of technological development and adoption on society, consumers, business and lifestyles



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1.5 Board renewal, appointment and performance

The Boards regularly review their performance and the performance of each Director on an annual or bi-annual basis (though from FY22 this will be an annual process). The process for conducting the review typically involves a questionnaire completed by each Director. As part of the Board's performance evaluation, the functioning of the Board Committees is also reviewed. With the transition to a new Chairman in November 2020, a performance review was not completed during the financial year but is being undertaken in September 2021.

The Boards actively consider the appropriate size, composition, desired skills and competencies, and succession issues so that they can respond to changing circumstances in their membership, the business and its strategy, and the markets in which Goodman operates. The Boards seek to 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.

Under the Constitutions and ASX Listing Rules, Directors that are appointed by the Boards to fill a casual vacancy must stand for election at the next Annual General Meeting and each Director must stand for re-election every three years.

Through the notices of meetings for Annual General Meetings, Goodman provides its Securityholders with relevant information to assist their decision whether to elect or re-elect (as the case may be) a Director. The rotation or re-election of Directors has regard to the Board's ongoing assessment of its skills requirements and the individual contribution of Directors.

After the end of the financial year, Ms Penny Winn advised the Board of GL/GFML of her intention to not stand for re-election at the 2021 AGM. The Board thanked her for her contribution. Goodman confirmed in its announcement of Ms Winn's retirement that it continues to seek to maintain a diverse board with the appropriate mix of skills, gender and geographic representation, which will continue to be supported through future appointments. Goodman's focus specifically will be on meeting our target of 40% representation of female non-executive board members and additionally, in view of the global nature of the business, seeking to appoint an internationally based director with the appropriate skill base during the course of the 2022 financial year.

1.6 Director appointment

Goodman uses formal letters of appointment with each Director so that 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, compliance with Goodman policies, attendance at meetings, remuneration, appointment on Committees, induction and continuing education, and disclosure of interests. The letters of appointment also require that Directors obtain approval from the Chairman before accepting any new role that could impact on time commitment or cause a conflict of interest. Before a person is appointed as a Director, Goodman undertakes appropriate background checks including police, bankruptcy, experience and education.

1.7 Director independence

Goodman recognises the importance of the independence of its Directors in being able to act in the best interests of Securityholders and the Group and the Boards of GL, GFML and GLHK comprise a majority of independent non-executive Directors. The Boards consider a Director to be independent where they are not an executive, and they are free of any interest, position, association or relationship that would materially interfere, or may reasonably be seen to interfere, with the Director's capacity to bring unfettered independent judgement to issues before the Boards and their ability to act in the best interest of Goodman.

The independence of each member of the Boards is assessed every year as well as on disclosure by a Director of any new interests or relationships, taking into account the matters set out in the CGC Principles. As part of the assessment, Directors are also required to provide confirmations on their available time to adequately perform their role.

When assessing Independence, the Boards considered the effect of length of tenure noting that Mr Pryke has served on the Boards of GL and GFML for over ten years and that Ms McGrath would do so during the upcoming year. The Boards consider that this does not impact their independence as during Board deliberations they continue to demonstrate an objective assessment of all matters before the Boards. The Boards are of the opinion that having Directors with a range of tenures also provides diversity of experience, corporate knowledge and relationships with the Group.

In assessing the independence of Mr Chris Green, the Board considered the impact of the Group's small financial investment in a property technology fund managed by GreenPoint Partners, in which Mr Green has an interest. The investment is not material to the Group or to GreenPoint Partners



and the Board considers that this does not impact Mr Green's independence.

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. Directors are also entitled to access independent professional advice at Goodman's expense to assist them in fulfilling their responsibilities.

1.8 Director education and professional development

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 Director Induction Program is tailored for new appointments having regard to their backgrounds, skills and experience.

Directors and Senior Executives may also participate in further education relevant to their roles. Goodman reimburses the costs of further education relevant to a Director's or executive's role.

Directors are provided with tours of Goodman's properties, both within Australia and overseas and, while this has not been possible in FY21 due to the impacts of the COVID-19 pandemic, Directors will typically annually visit one of the Group's overseas offices to receive briefings on local market conditions. Directors will also receive briefings on material developments in laws, regulations and accounting standards relevant to Goodman during their tenure.

2 Integrity of financial reporting

2.1 Auditors

Goodman has engaged KPMG to act as its external auditor. As part of the terms of engagement, KPMG is required to review the half year financial report and audit the annual financial report and remuneration report. KPMG attend each Risk and Compliance Committee meeting and Audit Committee meeting. Prior to the approval of the financial statements by the Boards, KPMG discuss their findings with the Audit Committee including the adequacy of financial and accounting controls. KPMG also attend the AGMs of each entity to be available to answer questions from Securityholders about the conduct of the audit and the preparation and content of the independent audit report.

Each reporting period, KPMG provides an independence declaration in relation to the review or audit. The Audit Committee reviews adherence by the Auditor to the *Corporations Act* requirement of audit partner rotation. In addition, Hong Kong law requires that members approve the appointment of the auditor of GLHK for a financial year by a resolution passed at the annual general meeting held in respect of the previous financial year. The Audit Committee is also responsible for overseeing

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the Group's policy in respect of the engagement of KPMG for non-audit services and 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*.

In addition, in accordance with Australian legal requirements, the Lead Auditor must be rotated every 5 years unless relief is granted by ASIC for an extension.

2.2 Non-audit services

Apart from financial statement audit services, KPMG may be asked to perform other services that include corporate due diligence/transaction services, tax advice and compliance work, accounting advice, and other assurance type work. Goodman has reviewed the process for approval of non-audit services provided by its external auditor (KPMG) to prevent any breaches or apparent breaches of auditor independence. A Non-Audit Services Policy is in place which sets out the non-audit services that may be undertaken by KPMG and includes delegation thresholds for certain types of non-audit services as well as engagements which must be approved by the Audit Committee or its Chairman.

2.3 Executive confirmations

In addition to the work of the Audit Committee, the Group Chief Executive Officer (CEO) and the Group Chief Financial Officer (CFO) provide confirmation to the Boards in writing that GL, GIT and GLHK's financial statements for a relevant financial period comply with the relevant accounting standards and give a true and fair view of the financial position and performance of each entity.

The Group CEO and the Group CFO also provide written confirmation that their opinion has been formed on the basis of a sound system of risk management and internal compliance which is operating effectively.

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.

3 Managing risk and compliance

3.1 Risk management framework

Under the oversight of the Risk and Compliance Committee, Management continue to implement and update Goodman's risk management and internal control system to manage Goodman's existing, new and emerging material business risks including financial and non-financial risks.

The risk management system has been developed in accordance with international and Australian/New Zealand standards. The Risk Management Policy and Risk Appetite Statement sets out the oversight and management of risk for Goodman.

The Boards maintain oversight over country by country capital exposures. This includes sharing the capital commitments with joint venture partners. Financial exposures (including those relating to hedging and derivatives trading) are also managed within the Board approved Financial Risk Management Policy.

The Chief Risk Officer is responsible for the implementation of the Risk Management Policy globally. The Risk and Compliance Committee principally deals with non-financial risk. The Audit Committee principally deals with financial risk. The Risk function reviews critical business units and profiles their key risks on an annual basis. Action plans for mitigating key risks are reported to the Risk & Compliance Committee.

During the year, the Committee completed its annual review and assessment of the soundness of the Risk Management Framework in accordance with its Charter.

3.2 Compliance framework

Goodman is committed to complying with its legal and regulatory obligations. The Risk & Compliance Committee has oversight of Goodman's Compliance Framework which clearly details how Goodman manages its regulatory obligations.

The Compliance Framework provides a consistent approach to integrating business objectives and strategy to compliance obligations and reporting. The Compliance Framework has been developed in accordance with relevant industry standards and is underpinned by a Compliance Program which details responsibilities, monitoring and reporting.

The Risk and Compliance Committee is responsible for the oversight of internal compliance systems and policies including in relation to the conduct of Goodman team members (see 'People and Conduct' below). It is also responsible for oversight of external regulatory compliance including GFML's compliance with the Compliance Plan for Goodman Industrial Trust.

The Group Head of Legal and Company Secretary and the Compliance Manager are responsible for reviewing and monitoring the effectiveness of the compliance systems on an annual basis and for reporting on the results of these activities to the Risk and Compliance Committee.

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3.3 Internal audit

The internal audit program is closely aligned to the Risk Management Framework and involves a rolling program of reviews and control testing of Goodman's business processes to assess whether material risks have been properly identified and key controls are effective and have been correctly implemented. The Internal Audit function is responsible for reporting on the adequacy and effectiveness of Management's processes for identifying, managing, reporting on and responding to risks and is wholly independent of the external audit function and of line management.

The findings of internal audit are reported to the Risk and Compliance Committee and, where relevant, the Audit Committee. The findings and recommendations arising from the internal audits are acted on by Management under the supervision of the Risk and Compliance Committee.

3.4 Sustainability, environmental and social risk

The Boards believe that the Goodman business strategy and integrated 'own+develop+manage' customer service model is appropriate for the operating environment and support the Group's vision of sustainability for the future. We believe that a sustainable approach makes good business sense and we work cooperatively with our customers and partners to achieve this.

The Boards, through the Risk and Compliance Committee and other Committees as appropriate, seek to manage and respond to Goodman's operating environment taking into account not only economic risks and opportunities, but also environmental, social and governance (ESG) risk and opportunities.

In 2019 Goodman adopted its 2030 Sustainability Strategy to address the risk that climate change poses for all companies and to meet our corporate social responsibility. The Strategy is based on several of Goodman's ESG priorities including climate risk management, responsible investment, water consumption, supply chain ethics and workplace diversity which we believe to be material to our busines and our customers operations. Goodman has set measurable targets to monitor our progress to confirm we are meeting our commitments and has incorporated them into remuneration plans. As part of this strategy, Goodman has also committed to implementing the recommendations of the Task Force on Climate Related Financial Disclosures (TCFD).

Some of our highlights for the year are:

+ Our global operations were certified as a Carbon Neutral Organisation (CNO) by Climate Active - four years ahead of our 2025 target
+ We transitioned to 100% certified GreenPower electricity in our Australian operations which will increase Goodman's global renewable energy usage to more than 60%
+ Increasing installations and commitments to solar PV on our rooftops globally, boosting the total to 125MW with more large installations planned for FY22
+ Establishing a framework for measuring embodied emissions for our developments globally as we move towards carbon neutral developments with several having now commenced.

Goodman continues to increase our commitments and accelerate our progress on our 2030 Sustainability Strategy by investing more into renewable energy and carbon neutrality, while also improving the resilience of our workforce, business, properties and communities.

3.5 Insurance

Insurance forms part of the Group's Risk Management Framework by way of transferring the financial impact of specified losses and or potential liability to insurers.

The Risk and Compliance Committee is responsible for approving the Group's overall insurance program and annually reviews the Group's key policies including Directors and officers, professional indemnity, investment management and other specific industry and business related insurances.

3.6 Managed partnerships

Goodman also maintains a high level of risk oversight and best practice corporate governance within its Managed Partnerships. Key elements include:

+ Majority investor representation and independent involvement on Partnership investment committee boards
+ Confirming that local Partnership board and investment committee positions are held by long term senior Goodman executives
+ Appropriately resourcing local management companies with dedicated staff experienced in Goodman's business and the market
+ Requiring related party transactions be approved by non-related investors
+ Significant levels of Goodman co-investment in Partnerships.

4 People and conduct

4.1 Code of conduct

Goodman is committed to maintaining a high standard of ethical and responsible business

Last updated 19 August 2021

behaviour at all levels of the business at all times. Goodman stipulates the standards of ethical behaviour expected of Directors and team members in its Code of Conduct which has been endorsed by the Boards. The Code of Conduct is provided to Directors upon appointment and all team members upon commencement.

The Code of Conduct is supported by a framework of policies that set out Goodman's approach to meeting its legal obligations and the expectations of stakeholders for responsible and ethical decision-making. Senior Management across the Group are responsible for reinforcing and modelling the key behaviours set out in the Code of Conduct.

The Code of Conduct contains a set of guiding principles that requires Directors and team members to, among other things:

+ Act in a professional manner
+ Work as a team and respect others
+ Treat stakeholders fairly
+ Value honesty and integrity
+ Follow the law and Goodman's policies
+ Respect confidentiality and not misuse information
+ Manage conflicts of interest
+ Strive to be a great team member.

The Code of Conduct also charges all team members with responsibility for reporting any breaches of the Code of Conduct including any unethical or corrupt conduct in accordance with the Ethical Concerns Policy.

The standards required under the Group Code of Conduct have been reinforced through an active campaign to all team members with a focus on non-discriminatory and professional behaviour. Expectations regarding fairness, honesty and the treatment of confidential information are made explicit and team members are reviewed against these expectations through the Group's performance management system.

4.2 Core values

Goodman has implemented a set of Core Values which have been approved by the Boards. Goodman's culture is characterised by quality across all aspects of the business – our people, our products and our service. Goodman's values help guide culture and behaviour and, reflecting the evolution of the business, were recently updated as set out below.

Innovation

New ideas push our business forward. We focus on the future, proactively looking for new opportunities and improved solutions for our stakeholders that will make the world a better place for all of us.

Determination

Determination gets things done. We are motivated by excellence and work hard to achieve it, actively pursuing the very best outcomes for our stakeholders.

Integrity

We have integrity, always. We work inclusively and transparently, balancing the needs of our business and our people, with the needs of the community and those we do business with.

Sustainability

We're building our business for the long term. That's why we consider the planet and all the people on it in everything we do. Our initiatives demonstrate our ongoing commitment to having a positive economic, environmental and social impact on the world.

4.3 Securities trading

Goodman's Security Trading Policy sets out the restrictions that apply to team members and Directors regarding dealing in Goodman Securities. The Securities Trading Policy is made available to Directors on their appointment and team members on their commencement. The Securities Trading Policy was updated during the year. Key principles of Goodman's Trading Policy include:

+ **Prohibition (Inside Information):** Prohibits Directors and team members from trading in Goodman securities, or procuring a third party to trade on their behalf, when in possession of 'inside information' (being non-public price sensitive information)
+ **Prohibition (Communication of Inside Information):** Prohibition of 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

- **Excluded Dealings:** Directors and team members are not allowed to engage in short selling of Goodman securities or enter into derivative contracts that hedge their exposure to movements in the price of Goodman securities that have not vested
- **Staff Trading Blackouts:** Directors and team members are not to deal in Goodman securities during the period commencing from the end of a financial period through to the day after the release of Goodman's half year or full year results and the period commencing one week before the release of a quarterly update through to the day after that release. A trading blackout is notified to Directors and team members during those times and may also be notified by the Company Secretary or Group CEO at other times when considered appropriate.

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.

4.4 Conflicts of interest

In accordance with its commitment to conducting its business ethically and with integrity Goodman has a Conflicts of Interest Policy. Directors and team members 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:

- Identify conflicts of interest
- Manage conflicts of interest by assessing and evaluating actual, perceived or potential conflicts, and decide upon and implement an appropriate response to those matters
- Maintain written records that demonstrate how Goodman manages conflicts.

4.5 Related parties

Goodman maintains strict corporate governance practices within its Managed Partnerships. Goodman representatives do not vote on matters where Goodman has an interest (such as the purchase of assets from Goodman). Goodman has implemented a Related Party Policy which sets out the basic principles for dealing with transactions between Goodman and its managed partnerships. It also includes identification and management of conflicts of interests and appropriate resourcing with dedicated team member and information barriers in place to isolate the Partnerships where appropriate.

These principles are in addition to any legal requirements including under the Australian *Corporations Act*, Hong Kong Companies Ordinance and ASX Listing Rules.

4.6 Gifts and entertainment

Goodman's Gifts and Entertainment Policy provides guidance to team members about the acceptable use of gifts and entertainment in building and maintaining good business relationships with Goodman's customers, capital partners, suppliers, contractors, agents and any other external parties. The giving and receiving of business related gifts and entertainment needs to be both lawful and not unduly influence business decision making. The policy sets out what is considered reasonable in relation to gifts and entertainment and processes are in place to monitor and approve gifts and entertainment. The giving of gifts to Public Officials is subject to the Anti-Bribery and Corruption Policy (see below).

4.7 Anti-bribery and corruption

Goodman has an Anti-Bribery and Corruption Policy which sets out its commitment to conducting business in accordance with applicable laws and regulations and in a way which will maintain and enhance its reputation in the market.

One aspect of this commitment is that Goodman behaves in a professional, honest and responsible manner and avoids any conduct which may be considered 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.

The Anti-Bribery and Corruption Policy, which was updated during the year, outlines the general prohibitions against bribery and corruption of public officials and third parties (both in Australia and overseas), the procedures around dealing with public officials and third parties, and the detection and reporting of bribery and corruption.

Any breaches of the Anti-Bribery and Corruption Policy, or unresolved issues raised under the policy, are reported to the Risk and Compliance Committee and, if necessary, referred to the Boards.

4.8 Political donations policy

Goodman has a Political Donations Policy that prohibits the making of donations for the benefit of political parties, an elected member, a candidate

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or groups of candidates, or a person or entity who may use the donation to make a political donation. Goodman will also not contribute funds for membership or affiliation to political parties. This policy supports business integrity and reduces the risk of corruption.

To enable engagement Goodman may pay for team members to attend on behalf of Goodman a political meeting, event or fundraising function organised by political parties or political candidates where it is lawful to do so, and there is a corporate benefit to Goodman. Team members must seek approval from the Regional CEO or Group CEO as appropriate.

4.9 Ethical concerns

Goodman is dedicated to conducting business in accordance with our values and in a culture of integrity, compliance and ethical behaviour. Goodman has a responsibility to its team members, Securityholders and customers to safeguard against any attempts of fraud, bribery and corruption or other unethical conduct. 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 Ethical Concerns Policy (or Whistle-blower Policy). The Policy confirms the confidentiality of the whistle-blower is maintained and encourages disclosers (which can be anyone) to report instances of improper conduct. Matters raised under the Ethical Concerns Policy are reported to the Risk and Compliance Committee and, if necessary, any significant concerns referred to the Boards.

4.10 Safety

Goodman recognises its obligations under safety legislation and is committed to the implementation and proper management of appropriate risk management procedures to protect the safety of its team members, contractors, customers and visitors. Goodman's commitment to safety extends to all facets of its business with the overall responsibility for safety resting at the highest level of management and the Boards. However, every team member is also required to comply with safety policies and perform all duties in a safe and responsible manner. Goodman maintains a Safety Management System to enable us to plan, implement, monitor and review safety policies and procedures. Goodman aims to be an innovative leader of safety within our industry, particularly with independent construction contractors building developments on our sites, through pragmatic and effective systems.

4.11 Modern Slavery

Goodman is committed to good business ethics and the protection of human rights across our operations and supply chain. Our supply chain consists of small, medium and large-scale suppliers who we work with to help deliver our property development, property management and funds management activities.

Goodman acknowledges that modern slavery is a risk globally, including in developed and emerging markets and like all companies and consumers, we face a risk of involvement in modern slavery in our supply chains. We want our supply chain free of any form of modern slavery, including human trafficking, child labour or human rights abuses where coercion, threats or deception are used to exploit victims and undermine them or deprive them of their freedom.

Goodman complies with applicable laws and regulations in relation to responsible supply chain management. Goodman will not knowingly engage in these practices, or partner with any supplier who engages in these practices. Any concerns about modern slavery can be raised, including anonymously, in accordance with our Ethical Concerns Policy.

Goodman prepares an annual Anti-Slavery Statement under Australian law to address the actions taken to identify and manage modern slavery risks in our operations and supply chains and the effectiveness of such actions. This Statement has been approved by the Boards and is available on the Goodman's website.

5 Diversity and inclusion

5.1 Diversity and inclusion policy

Goodman remains committed to providing a work environment that values diversity and inclusion in all locations around the world. We encourage all forms of diversity and understand that people with differing backgrounds can provide unique experiences and contributions. The Group's commitment to diversity is set out in its Diversity and Inclusion Policy.

As with the previous year, FY21 remained a challenging one for team members in relation to the effects of the COVID-19 pandemic. Nearly all locations across the world at some point during FY21 endured extended lockdown periods. This necessitated working from home and the co-ordination of often complex transactions and business processes on a remote basis. This placed additional burden upon Goodman's team and in particular those people who manage teams. During FY21 the message delivered to all of our people, but with the manager audience specifically in mind, was that was clear communication, co-ordination and concern for each other was critical.

In support of this, during FY21 the Group surveyed a large proportion of employees globally to determine whether communication and co-ordination was

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occurring effectively. The high-level results of the survey are included in the report on the Inclusion Policy Objective in the section below and were very positive. These actions helped to promote inclusion for all team members, a critical cultural aspect of working at Goodman. Given that the impact of Covid-19 prevented employees from coming together additional effort was put into the development of online training materials which reinforced the Group's message around acceptable standards of workplace behaviour and conduct including harassment and unlawful discrimination.

The Group's Diversity and Inclusion strategic initiatives that were undertaken or progressed in FY21are aligned with the Diversity and Inclusion Policy. An outline of the actions taken in support of the Policy are below.

Policy Objective	Actions/Progress in FY20
Workplaces free from bullying, harassment and discrimination	Promotion of Project Greatman (an internal program which is an extension of Goodman's values program promoting respect). Code of Conduct online training for all Goodman team members. Global induction training for new team members. The Group's Greenlight Training and Communications Program including the "Turning Grey Areas Green" compliance and workplace behaviour module to all team members globally.
Recruiting decisions based on merit	Further refinement of interview guides, improvement of job descriptions and recruiting manager training occurred. Use of various tools in different regions designed to reduce possibility of bias including blind CVs, better defined job requirements and psychometric testing. Where search firms were used, a diverse candidate list was required.
Equal access for all team members on personal development, skill development and career path opportunities	All team members have the opportunity to create development plans as part of the performance management platform to allow personal input to their career direction. Education assistance in the form of funding towards undergraduate or post-graduate study is available in all regions with amounts of support reviewed to ensure that the Group's contribution is meaningful for the individual. The Group's performance management platform provides all team members with a means to rate and receive feedback on their performance and demonstration of the Group's Corporate Values. A gender equity pay review was again conducted in FY21 to identify any conscious or unconscious bias and to improve the integrity of outcomes. No significant issues were identified.
Recognition of cultural differences	Cultural diversity assessment and training continues to form part of the priorities for each region. Important corporate messages are translated into local languages where required to aid understanding and signify to those employees that the Group is cognisant of language differences.

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An awareness and accommodation of the needs of individuals who have family and carer responsibilities	Flexible work has become the norm within the business at all levels and locations globally. Support for managers to help them co-ordinate dispersed teams is available. Within Australia, the paid parental leave entitlements were reviewed in FY21 and will be increased for both primary and secondary caregivers to 16 weeks and 3 weeks paid leave respectively. In addition, all periods of unpaid and paid leave are included in calculations of employment entitlements. Also, the parental leave policy was amended to acknowledge stillbirth as a traumatic event and in this situation, employees now have considerable flexibility around the duration of paid leave they take. In other locations, employment policies are reviewed to ensure they reflect a contemporary and progressive standard. The "Circle In" parenting and support portal continued in Australia and New Zealand and aims to provide team members and their families with additional support. This is proving to be popular and a valued source of assistance for employees.
Implementation of programs that aim to increase career advancement opportunities for female team members across the business globally	Goodman provided considerable opportunities within the business for high performing females to promote development and career advancement. This has led to an increase in the representation of senior females within the business. Further details of this are provided in section 5.2. Goodman undertook several mentoring programs aimed at increasing female representation in management. The talent management and succession planning processes identified high potential female team members and what possible career path and specific development opportunities may exist. In several regions, this is part of an annual process and is continually refined each year.
Inclusion	As outlined, in January 2021 a large proportion of employees globally were surveyed to determine their views of how well the Group's management was communicating, leading and collaborating. An 80% response rate was achieved and on an overall basis, the percentage of favourable responses to questions relating to the leadership, management and alignment categories were 90%, 87% and 89% respectively. In relation to collaboration and social connection the favourable responses were 83% and 73% respectively. The relatively low favourable response rate regarding social connection was not unexpected, given the extended lockdowns in several countries that were in place which prevented employees from interacting in person. Each regional management team was provided with their results and put action plans in place to address any areas of concern, such as fostering greater social connection opportunities.

5.2 Analysis of targets

A major objective of the Group's Diversity strategy remains to increase the representation of female team members at senior levels. This is ongoing over the longer term given the considerable lead times required to develop future talent and to position team members for more senior roles. The Group's management structure has remained stable in FY21 with minimal voluntary turnover at senior levels which restricts the opportunities for advancement in the short term. This means that increasing the representation will need to occur more through development of existing talent (along with targeted recruitment). The Group's relatively flat management structure provides senior employees with greater exposure to projects, customers and investors.

As part of the Group's Sustainability Strategy, by 2030 the Group targets 40% female representation in the senior roles category. Senior roles are roles with significant responsibility in respect of balance sheet, profit and functional areas, characterised by degree of commercial impact and strategic importance. It includes

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Group roles reporting to CEO, Country Heads and their key strategic reports.

As of 30 June 2021, the female representation within the senior roles category lifted from 23% in the previous reporting period to 30% (being 23 females from a total of 77 executives) against the target of 40%. The Group remains committed to this long-term target and supportive of senior females.

On an overall basis, the gender representation of Goodman team members as of 30 June 2021 was 56% male and 44% female against the Group's target of 50/50, which is a marginal improvement from the level of FY20.

In relation to gender representation on the Goodman Boards, two of the six Non-Executive Directors (33%) on GL/GFML's Board are women. Currently, neither of the two Non-Executive Directors on the GLHK Board are women but the Board aims to increase its gender diversity in the short to medium term. Overall, there are two women out of the total of seven Non-Executive Directors (29%) and ten Non-Executive and Executive Directors (20%) on the Boards. Goodman values diversity on its Boards and has adopted a target of at least 40% of the Non-executive Directors and 30% of all Directors being women and it is actively working towards meeting these targets.

6 Remuneration

6.1 Engagement

During the current financial year, the Chairman, the Chairman of the Remuneration Committee and the Group Head of Stakeholder Relations engaged directly with proxy advisers and major investors to understand their viewpoint on issues relating to remuneration (as well as other issues such as Board composition). The Remuneration Committee considers that this is an important aspect of its work and the Committee has evaluated the issues raised in a systematic manner.

6.2 Non-Executive Directors' remuneration

Goodman follows the principles of remuneration for Non-Executive Directors that are set out in the CGC Principles. Non-Executive Directors receive fixed fees from within the fee pool approved by Securityholders. Non-Executive Directors do not receive incentive or at risk cash or equity based remuneration while retirement benefits are limited to superannuation contributions from their Director's fees.

To align the interests of the Boards with Securityholders, the Boards updated their Securityholding Policy in April 2021. The Policy requires Non–Executive Directors to accumulate and hold Goodman securities with a value equivalent to their pre-tax annual base fee within three years of appointment, or in the case of the Chairman the pre-tax Chairman's fee within three years of appointment as Chairman (subject to a transitional year following adoption of the new policy). 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.

6.3 Executive remuneration

Goodman follows the principles of remuneration that are set out in the CGC Principles. These include a policy of rewarding Executive Directors, senior executives and team members with a mixture of fixed remuneration and short-term and long-term, performance-linked remuneration. The long-term performance-linked remuneration is equity based and tested against an operating earnings per security target and relative Total Securityholder Returns test. In addition, commencing from the September 2021 offer, up to 20% of performance rights that satisfy the operating earnings per security test may be lapsed in the event of material under-performance against sustainability targets. Further, for senior executives the Board has adopted a new 10 year plan with vesting over years 4 to 10 following testing after four years. The vesting of long-term performance-linked remuneration is contingent on continued employment with Goodman and can be withheld by Goodman in certain circumstances.

Key management personnel are also required to hold Goodman securities with a value equivalent to their annual pre-tax fixed remuneration.

In relation to equity based remuneration, under the Securities Trading Policy, Directors and team members are not allowed to enter into derivative contracts that hedge their exposure to movements in the price of Goodman securities that have not vested. This is in addition to similar restrictions that apply under the *Corporations Act* to Key Management Personnel.

6.4 Appointment and review of Senior Executives

Executives appointed to Goodman enter into a personal contract of employment. The contracts outline the terms of the Senior Executive's appointment, including matters such as their powers and duties, compliance with Goodman policies and remuneration. Appropriate checks are undertaken before appointment. Annual performance evaluations of Senior Executives are undertaken by the CEO. The Chairman in conjunction with the Remuneration Committee undertakes the CEO's annual review. Performance evaluations were undertaken during the year in accordance with this process.

Last updated 19 August 2021

7 Engagement with Stakeholders

7.1 Timely, balanced and accurate disclosure

Goodman is committed to providing accurate, timely, balanced and readily available disclosure of material information to Securityholders, the investment community generally, and other stakeholders and regulators.

Announcements are subject to a verification process and reviewed by relevant Senior Executives, Group Head of Legal and Company Secretary, Group Head of Stakeholder Relations and Group CEO. Significant or material announcements are also reviewed by the Boards prior to their release. All announcements are reported to the Directors of the Boards promptly after their release.

Goodman releases a copy of presentation materials for any new and substantive investor or analyst presentations to ASX ahead of the presentation.

Goodman's Market Disclosure Policy outlines the procedures followed internally to facilitate compliance with continuous disclosure laws, periodic reporting obligations and timely and full disclosure of material through ASX.

7.2 Communication with Securityholders

Goodman has several processes in place in order to facilitate the effective and efficient communication with Securityholders to enable them to be well informed and able to exercise their rights.

Goodman communicates information to Securityholders through a range of media, including ASX announcements, periodic reports, quarterly updates, media interviews, market briefings and roadshows, meetings with research analysts and institutional fund managers, industry forums, web-based communications including social media, and general communications. Goodman's policy and procedures in relation to investor communications are set out in its Market Disclosure Policy.

Goodman has a dedicated Corporate Governance section on its website as well as an Investor Centre which provides Securityholders with extensive information about Goodman's corporate governance including information about the Boards, executives, constituent documents, policies and charters.

Goodman also communicates with Securityholders through Twitter and LinkedIn.

Securityholders can raise questions by contacting Goodman by telephone, email, post or facsimile. Contact details are provided on the website, Annual Report and other communications. Securityholders are also able to receive communications from, and send communications to, Goodman and its registry electronically.

In prior years, Goodman has held an annual Investor Day where Securityholders have had the opportunity to hear market update presentations on all regional Goodman operations and ask questions of Goodman senior executives. The presentations are released to ASX for Securityholders who are unable to attend. Presentations are either webcast or recorded and promptly made accessible on the Goodman website. However, as a result of restrictions arising from COVID-19 the event did not occur during FY21.

Securityholders are invited to attend the Annual General Meeting of the companies either in person or by proxy. However, given the impacts of the COVID-19 pandemic, Securityholders will be invited to join and participate in the 2021 Annual General Meeting virtually. The Boards regard the meetings as an important forum in which to discuss issues relevant to Goodman. The Boards encourage full participation of Securityholders at these meetings so there is 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. All resolutions at the AGM are decided by a poll rather than a show of hands to reflect the primacy of the one vote per share whether cast in person or by proxy.

The AGM is webcast to further inform Securityholders who are unable to attend and the address and presentations of the Chairman and Group CEO are immediately announced to 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.

7.3 Complaints handling

Goodman has both internal and external complaints handling procedures. Complaints in relation to ethical concerns can be raised anonymously via Goodman's website. Investor Relations responds to Securityholder enquiries and complaints and provides a thorough and transparent communications service to Securityholders. GFML is also a member of the Australia Financial Complaints Authority (AFCA), an external industry complaints handling service.

Goodman Limited
Goodman Industrial Trust
Goodman Logistics (HK) Limited