



GMG and GMP Board Charter

August 2008

1 Definitions

- 1.1 **Board** means the boards of GL and GFML as responsible entity of GIT sitting jointly as the board of GMG and the board of GFML as responsible entity of GMP.
- 1.2 **GFML** means Goodman Funds Management Limited (ACN 067 796 641; AFSL 223621)
- 1.3 **GL** means Goodman Limited (ACN 000 123 071)
- 1.4 **GIT** means the Goodman Industrial Trust (ARSN 091 213 839).
- 1.5 **GMG** means GL and GIT trading as Goodman Group.
- 1.6 **GMP** means the Goodman PLUS Trust
- 1.7 **Goodman** means either or both GMG or GMP as the context requires.

2 Purpose

- 2.1 The Board is the supreme governing authority of GMG and GMP.
- 2.2 The purpose of the Board is to provide strategic direction and to review and approval all aspects of Goodman's business.

3 Authority

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

3.3 The Board shall have unlimited access to the:

- (i) Executives of Goodman;
- (ii) Insurance brokers;
- (iii) Internal auditors;
- (iv) External auditors; and
- (v) External legal advisers.

4 Duties and responsibilities

4.1 The Board shall review all matters which are placed before it.

4.2 Strategy

4.2.1 The Board shall:

- (i) provide strategic direction for Goodman; and
- (ii) approve significant corporate strategic initiatives.

4.3 Finance

4.3.1 The Board shall:

- (i) approve Goodman's 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 Goodman; and
- (vi) consider and approve interim and final financial statements, the Annual Report and the Directors' Declaration for both GMG and GMP.

4.4 Board performance and ethical obligations

4.4.1 The Board is responsible for formally evaluating the performance of the Board and its Committees at least every two (2) years.

4.4.2 The Board shall regularly re-assess the status of all independent directors and confirm whether or not they continue to satisfy the standards required to establish independence.

4.4.3 The Board shall monitor declarations of interest by the Directors.

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

4.5 Board Committees

4.5.1 The Board shall determine the terms of reference of standing Board Committees, including:

- (i) Audit Committee;
- (ii) Remuneration and Nomination Committee;
- (iii) Risk and Compliance Committee; and
- (iv) any Due Diligence Committees which may be established from time to time.

4.5.2 The Board shall determine the membership and composition of Board Committees.

4.6 Chief Executive Officer

4.6.1 The Board shall:

- (i) Select and appoint the Chief Executive Officer.
- (ii) Evaluate the performance of the Chief Executive Officer.
- (iii) Determine the duration, remuneration and other terms of appointment of the Chief Executive Officer.
- (iv) Develop and maintain a succession plan for the role of the Chief Executive Officer.

4.7 Chief Financial Officer

4.7.1 The Board shall:

- (i) Approve the appointment of the Chief Financial Officer.
- (ii) Monitor the performance of the Chief Financial Officer.
- (iii) Approve the duration, remuneration and other terms of appointment of the Chief Financial Officer.
- (iv) Approve a succession plan for the role of the Chief Executive Officer.

4.8 Senior management

4.8.1 The Board shall:

- (i) Approve the appointment of Goodman's Executives and General Counsel and/or Company Secretary.
- (ii) Monitor the performance of senior management.

4.9 Compliance

4.9.1 The Board shall ensure compliance with statutory, financial and social responsibilities.

4.10 Risk Management

4.10.1 The Board shall:

GMG and GMP Board Charter and Mandate

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Goodman Limited ABN 69 000 123 071
Goodman Funds Management Limited ABN 48 067 796 641 AFSL Number 223621
as responsible entity for Goodman Industrial Trust ARSN 091 213 839

- (i) Consider and approve Goodman's risk management strategy.
- (ii) Monitor the effectiveness of risk management at Goodman.
- (iii) Satisfy itself that appropriate internal control mechanisms are in place and are being implemented.

4.11 Sustainability

4.11.1 The Board shall:

- (i) Consider and review the social and ethical impact of Goodman's activities.
- (ii) Set standards for social and ethical practices.
- (iii) Monitor compliance with Goodman's sustainability policies and practices.

5 Meetings

5.1 Chair

- 5.1.1 The Chair shall be determined by a vote amongst all members of the Board.
- 5.1.2 The position of Chair will come up for re-election every 24 months.
- 5.1.3 No director may hold the position of Chair for more than three (3) consecutive terms or 72 months.
- 5.1.4 The Chair will determine the manner in which a meeting the Board will be regulated.
- 5.1.5 A decision of the Chair on any matter relating to the conduct of a meeting is final.

5.2 Adjournment

- 5.2.1 The Chair has power to adjourn a meeting for any reason to such place and time as the Chair thinks fit.

5.3 Quorum

- 5.3.1 The quorum for a meeting of Board members is comprised of the:
 - (i) Chair;
 - (ii) Chief Executive Officer; and
 - (iii) no less than two thirds of the remaining elected directors.
- 5.3.2 If a quorum is not present within 15 minutes after the time set for the meeting, the meeting is adjourned to such place and time as the Board members present decide. They must tell the other Board members of the new time and place.

5.4 Attendees

5.4.1 A standing invitation to attend Board meetings is available to the following individuals:

- (i) Chief Financial Officer;
- (ii) Group General Counsel;
- (iii) Chief Operating Officer;
- (iv) Executive, Corporate Services, and
- (v) any invitee of the Board.

5.5 Secretary

5.5.1 The Secretary of the Board shall be the Group General Counsel.

5.6 Minutes, reports and recommendations

5.6.1 Reports for the Board are prepared by the Corporate Services department.

5.6.2 Reports must be distributed at least five (5) business days prior to the meeting.

5.6.3 Material for inclusion in the reports must be received at least two (2) business days prior to distribution.

5.6.4 All material must be in the form stipulated by the Board.

5.6.5 Material that is received late and/or in the incorrect form will be rejected.

5.6.6 No material may be tabled at the meeting without the prior consent of the Chief Executive Officer.

5.6.7 The Chair must ensure that minutes of the meetings and records of the Board's reports and recommendations are kept, and a copy of any of them signed by the Chair is taken to be a true record unless the contrary is proved.

5.7 Meeting frequency

5.7.1 The Board will determine the frequency, duration and agendas of Board meetings.

5.7.2 Notwithstanding this, the Board will meet at least six (6) times per calendar year and more frequently if required.

5.8 Meeting method

5.8.1 The Board meetings may be held using any technology agreed by all the Board members, for example, Internet relay chat, video or voice conference.

5.9 Convening meetings

- 5.9.1 Any Board member may convene a meeting of the Board on two (2) business days notice or such shorter time as the other Board members agree.
- 5.9.2 If a Board member does not receive notice (including if notice was accidentally omitted to be given to them) the meeting is not invalidated.

6 Board appointments

6.1 Initial appointment

- 6.1.1 The Board shall identify and evaluate possible future directors.
- 6.1.2 The Board shall assess the independence all of possible future directors.
- 6.1.3 The Board shall appoint directors to fill casual vacancies.
- 6.1.4 All initial appointments to the Board shall be for a maximum term of one (1) year.
- 6.1.5 The Director shall be subject to re-election at the first Annual General Meeting held subsequent to their initial appointment.

6.2 Re-election

- 6.2.1 Directors shall be proposed for re-election subject to satisfying the Board's performance requirements.
- 6.2.2 All re-elections to the Board shall be subject to security holder voting at the Annual General Meeting.
- 6.2.3 Each re-election shall be for a maximum period of three (3) years.
- 6.2.4 The number of any directors on the Board shall vary according to the size and structure of Goodman.
- 6.2.5 The Board shall make recommendations to GMG's securityholders regarding the appointment or removal of directors.

6.3 Re-appointment

- 6.3.1 A Director may not be re-appointed to the Board within three (3) years of ceasing to act on the Board.

6.4 Alternatives

- 6.4.1 A member of the Board may nominate a delegate or an alternate to represent them at the meeting provided only that the delegate or alternate is approved by the Board.