

Goodman Code of Conduct+

Goodman

Why does Goodman have a Code of Conduct?

The Group conducts business in markets where integrity, fair dealing and reputation are critical. Accordingly, the Group has established a Code of Conduct and employee policies and procedures to foster compliance with relevant regulatory requirements, to protect the Group's reputation and to maintain ethical standards of behaviour.

Who does it apply to?

Goodman Group's Code of Conduct governs the conduct of the Goodman Group and its directors, employees, contractors, consultants, agents and all other people and organisations when they represent Goodman Group. The Code is applicable in all locations world-wide.

What Are Your Responsibilities under the Code?

It is your responsibility to be aware of and abide by the Code of Conduct and all other relevant Group and local policies at all times.

To assist you in understanding what is required of you, the relevant policies are made available on intranet sites (GoTo) including the training module, "The Mint". These policies will be reviewed regularly to ensure they remain up to date and reflect current legal and compliance requirements.

Consequences of Code breaches

It is important that you understand that a breach of any Group or local policy amounts to a breach of the Code of Conduct.

Failure to comply with the Code of Conduct can be a serious matter and repeated or significant breaches will result in disciplinary action, including, in some cases termination of employment. Breaches may also be reported to relevant authorities.

What Does The Code Cover?

The Code covers several elements that are considered to be important from a corporate governance or ethical standpoint. In particular cases additional information is contained within a specific policy.

The Group's Code of Conduct follows.

Comply with Group-wide and local policies

You are required to comply with all Group terms, conditions and policies. This includes (but is not limited to) all Risk & Compliance, Company Secretarial, Human Resources and Information Technology policies. The Group also requires all employees to comply with several "core" policies such as the Group Diversity & Inclusion Policy and the Workplace Behaviour Policy.

Local policies (which are those that may apply to your specific region only) such as Business Expenses or Corporate Travel are also required to be complied with under the Group's Code of Conduct. These local policies are on GoTo and are reviewed to ensure consistency with Group policies and compliance with any legislative requirements.

Maintain Appropriate Standards of Workplace Behaviour

You are required to maintain professional and appropriate standards of behaviour at work, whilst representing the Group at business or social functions and while travelling on company business. Inappropriate behaviour (within the workplace or outside the workplace at an event which has some connection with the Group) such as that which constitutes bullying and harassment will not be tolerated. Further information regarding what is unacceptable can be found within the Group's Workplace Behaviour Policy.

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Compliance with the Group Diversity & Inclusion Policy

You are expected to maintain professionalism and respect towards all individuals whilst representing the Group. The Group values diversity and inclusion and expects employees to support these initiatives and act in a manner that is consistent with these aspirations. Further information is contained within the Group's Diversity & Inclusion Policy.

External Communications & Media

The Group aims to maintain a professional and consistent image and accordingly the Group permits only the Group Chief Executive Officer or their nominee to make any statements to the media or to issue any written media releases. This includes verbal and written, as well as on or off the record comments. It includes conversations with family or friends who may be media representatives. Any direct contact from the media should be referred to the Group Chief Executive Officer or their nominee who will be able to comment on the Group's behalf. This is also important for ensuring that the Group complies with its continuous disclosure obligations and that the market as a whole is fully informed.

Maintain Confidentiality

You are required to keep all non-public Group information confidential. In respect of price sensitive information, this is also important to ensure compliance with the Group's continuous disclosure obligations. Where the information is not price sensitive it may be appropriate and necessary to disclose the information to further the Group's interests in marketing Group products and services (and with prior consent from the Group Chief Executive Officer or General Manager Marketing & Communications). This obligation continues once employment has concluded and is set out more fully in letters of offer and terms and conditions of employment.

Usage of Company Name

You are not permitted to use company stationery for non-authorized purposes or to publish the company name in any medium without the prior consent of the Group General Manager Marketing & Communications. This includes any requests from our suppliers, vendors or customers to promote any connection with the Group.

References to the Group on Social Media

You should not make negative references to the organisation, its customers or other employees on social networking sites such as Facebook. Use of social media outside the workplace is not confidential and has the potential to damage the Group's reputation in the eyes of clients. Offensive, defamatory or inappropriate comments about the organisation, its customers, suppliers or any of its employees and any other organization that are posted on social networking sites will not be tolerated.

Co-operate with Investigations

The Group may be required to carry out investigations into alleged breaches of the Code or other employee policies. You must co-operate fully with any investigation, including providing full access to information that is in your possession or control.

Advise the Group of Outside Investigations

You are required to immediately notify the Group General Counsel if you are required by any regulatory body to provide information, answer charges or face proceedings in respect to any matter arising during your employment with the Group or any prior employment. This obligation also applies to any criminal proceedings that are commenced against an employee of the Group.

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Outside Employment

You are required to obtain approval from your relevant regional business head or their delegate before undertaking any external directorship or advisory role on a non-profit or “for profit” entity. You are required to devote your time and attention during business hours exclusively to the discharge of your duties to the Group.

Reporting Unethical Behaviour

You are required to notify the Group General Counsel and/or the Group General Manager HR, local Country Head or local Human Resources if you have reason to suspect fraud, corrupt, criminal or unethical conduct by any Director, employee, contractor, consultant, agent and all other people and organisations when they represent the Group.

The Group will investigate and may be required to report allegations or results of investigations to relevant authorities in accordance with the law. You will be asked to cooperate fully with any investigation and importantly all employees are protected by the Group’s Employee Reporting and Protection Policy.

Bribery & Corruption

You are prohibited from engaging in fraudulent, corrupt or criminal behaviour. Accepting payment or any other benefit in money or kind as an inducement or reward for any act or in connection with any matter or business transaction undertaken by or on behalf of the Group is prohibited. In accordance with the Gifts Policy employees should consider the circumstances surrounding the giving or receiving of gifts and act in accordance with the guiding principles of the Gifts Policy. You are required to obtain your manager’s approval and declare any gifts that you receive over the value of AUD150 or local currency equivalent.

Conflicts of Interest

You are required to advise the Group of any actual, apparent or perceived conflict of interest that may arise during the course of your employment with the Group. Further guidance on what may constitute a conflict of interest is contained with the Conflicts of Interest policy.

Dealings with Public Officials and Third Parties

Any form of bribery, corruption, inducement or coercion will not be tolerated and you are expected to deal with public officials and suppliers with integrity and transparency. Further guidance on this is contained within the Group’s Dealing with Public Officials policy.

Employee Reporting & Protection

Victimising any employee or contractor who in good faith, reports a perceived breach of any policy internally will not be tolerated. Disciplinary action may be appropriate where a claim is found to be intentionally false or where parties fail to maintain the confidentiality of complaints or investigations.

Securities Trading

You are required to comply with the Group’s Securities Trading Policy. It is against the law to trade securities while in possession of price sensitive information. As a precaution for all staff you may not trade during black-out periods. If you wish to trade in Goodman securities you may only do so in non-blackout periods and only then when specific permission has been granted by the Group CEO or Company Secretary. For further guidance on how to comply with this requirement please refer to the Group Staff Securities Trading Policy.

Workplace Health & Safety

All employees and contractors have a responsibility to work in a safe manner that will minimise health and safety risks to themselves or others, including other employees, contractors, or visitors to Group premises. You are required to comply with any local workplace safety legislation, internal safety management procedures and to not engage in any act that endangers others in the workplace. If you feel that something is

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presents a risk to health and/or safety you should report it to your manager, a Safety representative or your local HR contact.

Alcohol, Drugs & Tobacco

When representing the Group or attending a Group sponsored event you may consume alcohol but should do so reasonably and responsibly. Heavy intoxication, usage of illegal drugs or substances on work premises or at Group events will not be tolerated. Smoking is not allowed on work premises and you are not permitted to attend work under the influence or in any way impaired by alcohol or illegal drugs.

Personal Information & Privacy

The Group will only use personal information for legitimate purposes and will not forward personal information to a third party without the consent of the individual involved except in lawful circumstances. Likewise employees are not permitted to misuse the personal information of others unless in accordance with legal and statutory requirements. Further information can be found in the Group's Privacy Statement.

Protection of Company Assets

Employees are required to ensure the safekeeping of Group assets, and not wilfully damage Group assets at all times. This includes IT equipment, motor vehicles, software and property kept on Group premises. Any damage to property should be reported immediately and where Group property is damaged, lost or stolen law enforcement authorities may be advised. Goodman Assets, including IT must not be used improperly or in connection with bullying and harassment, downloading or distributing inappropriate material or contravening the code in any way or damaging the Group's reputation.

Accuracy of Internal and External Reporting

You are required to ensure that all information provided internally or externally reflects events and transactions accurately and objectively. Where financial statements are involved, these are to be compiled in accordance with generally accepted accounting treatment and legislative requirements.

The Code of Conduct seeks to guide the professional and ethical behaviour of employees and all those representing the Group. Global and Local policies may provide further information in relation to acceptable and unacceptable conduct. If you are unsure please seek guidance from Local HR or Group function heads.

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