

NOMINATION COMMITTEE CHARTER

The Nomination Committee assists the Boards to fulfil their responsibilities in relation to composition, nomination and succession.

The Nomination Committee (Committee) has been established by resolution of the Boards of Goodman Limited (GL), Goodman Funds Management Limited (GFML) as responsible entity for Goodman Industrial Trust (GIT), and Goodman Logistics (HK) Limited (GLHK) (collectively referred to as the (Boards) to assist the Boards to fulfil their responsibilities to Securityholders in relation to the nomination of Directors including the Board's composition and structure.

Duties and responsibilities

The Committee's responsibilities include the following:

- + **Board composition** – assess desired Board competencies and Director appointment criteria from time to time so as to maintain an appropriate mix of skills, knowledge, experience, expertise, independence and diversity on the Boards having regard to the Board Skills Matrix and the Diversity Policy
- + **Nomination** – identify individuals believed to be qualified to become Board members and undertake checks in relation to their character, experience, education, criminal record and bankruptcy history, prior to recommending such candidates to the Boards
- + **Performance** – assist the Boards in the assessment of the effectiveness and performance of the Boards, Committees, and individual Directors, in particular those Directors seeking re-election at a general meeting of Securityholders
- + **Succession and renomination** – consider and plan for the succession of Board members including those Directors being nominated for election or re-election at a general meeting of Securityholders
- + **Management succession** – review the Group's strategy for the succession of the Group CEO, Key Management Personnel and Regional CEOs having regard to, among other things, leadership capabilities, performance and Goodman's values and policies
- + **Director induction and education** – review and recommend to the Boards for approval a process for the induction, orientation and education of Directors
- + **Director Securityholding requirements** – approve and review the Director's Securities Acquisition Policy and assess compliance with the policy annually.



Authority

The Committee may consider any matter which falls within the roles and responsibilities delegated to it by the Boards, notwithstanding that the particular matter(s) may have been previously referred to and considered by another Board Committee.

The Boards delegate to the Committee the power to do all things necessary to perform its duties and fulfil its purpose.

The Board of GLHK has reserved the right to make decisions in respect of any matters delegated to and considered by the Committee and the Committee will make recommendations to the Board of GLHK.

Access to information

The Committee shall have unlimited access to the Group's executives and employees (team members) and information it considers relevant to its responsibilities under this Charter.

The Committee may, within the scope of its responsibilities require the attendance of company officers at meetings as appropriate.

The Committee has the ability to engage search and recruitment firms, direct any special investigations deemed necessary and to consult independent experts where considered necessary to carry out its duties. The costs of any such engagements and consultations are borne by Goodman.

General Committee Provisions

The provisions of the Board Charter relating to Committees including their composition, meetings, conduct and reporting apply to the Committee. In addition, all members shall have appropriate knowledge and skills to carry out their obligations.

Governance

Approved by the Boards with effect from September 2022.

This Charter will be reviewed every two years or earlier in response to any significant regulatory developments and is available on Goodman's website.

