

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Gateway Lifestyle Group comprising Gateway Lifestyle Operations Limited (ABN 63 605 543 968),
One Managed Investment Funds Limited (ABN 47 117 400 987) as Responsible Entity for
Residential Parks No. 2 Trust (ARSN 605 803 419)

Financial year ended:

30 June 2018

Our corporate governance statement² for the above period above can be found at:³

- ☐ These pages of our annual report:
- ☒ This URL on our website: <http://www.gatewaylifestyle.com.au/investorcentre>

The Corporate Governance Statement is accurate and up to date as at 20 August 2018 and has been approved by the board.

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

Date: 20 August 2018

Name of Director or Secretary authorising lodgement: Leanne Nolan

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

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 rule 4.10.3.

² "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.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

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.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
1.1	A listed entity should disclose: (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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Role of the Board and Management) ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> in our Board Charter at Board Charter
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate 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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Appointment and election of directors)
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Appointment and election of directors) <input checked="" type="checkbox"/> in our Board Charter at Board Charter
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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Board access to information and advice) <input checked="" type="checkbox"/> in our Board Charter at Board Charter
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) 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.	... the fact that we have a diversity policy that complies with paragraph (a): <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Diversity) ... and a copy of our diversity policy or a summary of it: <input checked="" type="checkbox"/> in our Diversity Policy available at Diversity Policy ... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer FY18 Diversity Measurable Objectives) <input checked="" type="checkbox"/> in our Diversity Policy available at Diversity Policy ... and the information referred to in paragraphs (c)(1) or (2): <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Female representation) <input checked="" type="checkbox"/> in our Diversity Policy available at Diversity Policy

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Review of Board, Board Committees and Directors performance)</p> <p><input checked="" type="checkbox"/> in our Remuneration and Nomination Committee Charter available at Remuneration and Nomination Committee Charter</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Review of Board, Board Committees and Directors performance)</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Review of Board, Board Committees and Directors performance)</p> <p><input checked="" type="checkbox"/> in our Remuneration and Nomination Committee Charter available at Remuneration and Nomination Committee Charter</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Review of Board, Board Committees and Directors performance)</p>
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE		
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Board Committees)</p> <p><input checked="" type="checkbox"/> in our Board Charter and Remuneration and Nomination Committee Charter</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> in our Board Charter available at Board Charter and in our Remuneration and Nomination Committee Charter available at Remuneration and Nomination Committee Charter</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Remuneration and Nomination Committee Charter and Board Committee)</p> <p><input checked="" type="checkbox"/> in our Remuneration and Nomination Committee Charter at Remuneration and Nomination Committee Charter</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Skills and expertise of the Board)</p> <p><input type="checkbox"/> at [insert location]</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
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, association 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, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Independence of directors) <input checked="" type="checkbox"/> in our Board Charter available at Board Charter ... and, where applicable, the information referred to in paragraph (b): ... and the length of service of each director: <input checked="" type="checkbox"/> at Directors' Report
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Independence of directors) <input checked="" type="checkbox"/> in our Board Charter available at Board Charter
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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Chair) <input checked="" type="checkbox"/> in our Board Charter available at Board Charter
2.6	A listed entity should have a program for inducing new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Appointment and election of directors) <input checked="" type="checkbox"/> in our Remuneration and Nomination Committee Charter available at Remuneration and Nomination Committee Charter
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY		
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Ethical Standards and Code of Conduct) <input checked="" type="checkbox"/> in our Code of Conduct available at Code of Conduct
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING		
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	... the fact that we have an audit committee that complies with paragraphs (1) and (2): <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Audit and Risk Management Committee) ... and a copy of the charter of the committee: <input checked="" type="checkbox"/> in our Audit and Risk Management Committee Charter available at Audit and Risk Management Committee Charter ... and the information referred to in paragraphs (4) and (5): <input checked="" type="checkbox"/> in our Corporate Governance Statement OR

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
	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.	<input checked="" type="checkbox"/> in our Directors' Report
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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer CEO and CFO Assurance) OR <input checked="" type="checkbox"/> in our Audit and Risk Management Committee Charter available at Audit and Risk Management Committee Charter
4.3	A 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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer External Auditor) OR <input checked="" type="checkbox"/> in our Audit and Risk Management Committee Charter available at Audit and Risk Management Committee Charter
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE		
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Continuous Disclosure) OR <input checked="" type="checkbox"/> in our Continuous Disclosure Policy available at Disclosure & Market Communications Policy
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> available at Investor Centre
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Stakeholder Communications) <input checked="" type="checkbox"/> in our Communications Policy available at Disclosure & Market Communications Policy
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Participation in the AGM) <input checked="" type="checkbox"/> in our Communications Policy available at Disclosure & Market Communications Policy

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Electronic Communications with Securityholders)</p> <p><input type="checkbox"/> at [insert location]</p>
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK		
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Audit and Risk Management Committee)</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> in our Audit and Risk Management Committee Charter available at Audit and Risk Management Committee Charter</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> Directors' Report</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Roles & Responsibility) OR</p> <p><input checked="" type="checkbox"/> in our Risk Management Policy available at Risk Management Policy</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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 risk management and internal control processes.</p>	<p>... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Internal Audit & Risk Management Roles and Responsibilities) OR</p> <p><input checked="" type="checkbox"/> in our Risk Management Policy available at Risk Management Policy</p>
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Economic, Environment and Social Sustainability Risks)</p> <p><input type="checkbox"/> at [insert location]</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Remuneration and Nomination Committee Charter)</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> in our Remuneration and Nomination Committee Charter available at Remuneration and Nomination Committee Charter</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Board Committees)</p> <p><input checked="" type="checkbox"/> in our Remuneration and Nomination Committee Charter available at Remuneration and Nomination Committee Charter</p>
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.	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Remuneration Practices and Non-Executive Director Remuneration)</p> <p><input checked="" type="checkbox"/> in our Remuneration and Nomination Committee Charter available at Remuneration and Nomination Committee Charter, Remuneration Policy available at Remuneration Policy and Securities Trading Policy available at Securities Trading Policy</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Refer Securities Trading Policy)</p> <p><input checked="" type="checkbox"/> in our Remuneration and Nomination Committee Charter available at Remuneration and Nomination Committee Charter, Remuneration Policy available at Remuneration Policy and Securities Trading Policy available at Securities Trading Policy</p>

CORPORATE GOVERNANCE STATEMENT 2018

GOVERNANCE AT GATEWAY

Gateway Lifestyle Group (**the Group** or **Gateway**) is a stapled group. Shares in Gateway Lifestyle Operations Limited (**the Company** or **GLOL**) and units in the Residential Parks No.2 Trust (**Trust** or **RPT2**) are stapled and cannot be traded separately. As a result of the stapling and in accordance with the Constitutions of the Trust and the Company, the operations of the Gateway Lifestyle Group are coordinated under the management of GLOL.

Each of the Company and the Trust has its own corporate governance and compliance obligations and its own constitution. While One Managed Investment Funds Limited (**OMIFL**) is the responsible entity of the Trust, with its own board, the operations of the stapled group are co-ordinated under the Board of GLOL (**the Board**). The Board recognises the role and importance of good corporate governance and the need for ensuring a framework for shaping the appropriate corporate governance arrangements. This statement applies to the Gateway Lifestyle Group. The Corporate Governance framework adopted is overseen by the Board and supported by the OMIFL Board.

This Corporate Governance Statement explains the corporate governance framework and practices adopted by the Group. Corporate governance documents can be found in the corporate governance section of the Group's website at www.gatewaylifestyle.com.au. These policies and the Company's corporate governance practices meet the requirements of both the *Corporations Act 2001 (Cth)* and the Listing Rules of the Australian Stock Exchange (ASX) together with 3rd edition of the Australian Securities Exchange Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Recommendations**).

This Corporate Governance Statement was approved by the Board of the Company and is current as at [XX] August 2018 in accordance with ASX Listing Rule 4.10.3.

1 ROLE OF THE BOARD AND MANAGEMENT

Relevant Policies and Charters

See www.gatewaylifestyle.com.au

- Board Charter
- GLOL Constitution
- RPT2 Constitution

1.1 The role of the Board

The Board's primary role is to provide strategic oversight and guidance to the Group and in particular the growth of long-term value for securityholders. The Board is responsible for overseeing the overall corporate governance of Gateway including its strategic direction and financial objectives, oversight of the performance and operations, establishing goals for management and monitoring achievement of these goals. In performing its role the Board has regard to other stakeholders and an appropriate risk and return framework.

The Board Charter describes matters expressly reserved for the Board. In summary, the responsibilities of the Board include: monitoring the strategic and financial objectives of the Group, monitoring and assessing management's performance in achieving strategies and budgets approved by the Board, monitoring the performance of the Chief Executive Officer (**CEO**), monitoring risk and compliance with regulatory requirements and performance of the Group.

The Board has delegated certain responsibilities to Committees which operate in accordance with the relevant Committee Charters approved by the Board.

1.2 Role of OMIFL as responsible Entity of RPT2

Under the Management Agreement between OMIFL and GLOL, the day-to-day management of the Trust is delegated to GLOL to be conducted in accordance with GLOL's Charters, Policies and Procedures where relevant. OMIFL is responsible for the supervision and monitoring of GLOL's activities in the operation of the Trust as a registered managed investment scheme.

The Responsible Entity must exercise its powers and perform its obligations under the RPT2 Constitution and the *Corporations Act 2001* in the best interests of unitholders to ensure that the activities of the Trust are conducted in a proper and effective manner.

1.3 Delegations to Management

The Board Charter delegates management of the operations and resources to the Company's executive management team under the leadership of the CEO to deliver the strategic direction and goals approved by the Board. This is formally documented in the Board Charter and the Company's Delegation of Authority which was implemented during 2018. Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively.

1.4 Review of Board, Board Committees and Director Performance

Under the Board Charter, the Board is required to review its own performance and the performance of the Board Committees. Annually, performance evaluation of senior executives is undertaken by the CEO. The Chairman, with input from the Board, undertakes the CEO's annual review. Performance evaluations where undertaken are in accordance with this process. The results of these reviews are used in determining performance and development plans and remuneration in consultation with the Remuneration and Nomination Committee, and generally for review by the Board in relation to executive management succession planning.

The performance management system comprises a series of key performance indicators (KPIs) which are aligned to Gateway's strategic objectives. Details of remuneration for directors and senior executives are set out in the Remuneration Report.

2. COMPOSITION AND EXPERTISE OF THE BOARD

Relevant Policies and Charters

See www.gatewaylifestyle.com.au

- Board Charter
- GLOL Constitution
- RPT2 Constitution
- Remuneration and Nomination Committee Charter
- Audit and Risk Management Committee Charter

2.1 Board Composition

Consistent with its Charter, the Company's Board is comprised of a majority of non-executive directors with an appropriate mix of skills and experience and diversity of background, enabling it to appropriately and effectively oversee all aspects of the Group's operations and enhance performance.

The Board is structured to maintain a majority of independent directors, to ensure independent judgement is brought to bear on all decisions. Details of each director of the Group, including details of skills, experience and expertise are set out in the Directors' Report.

2.2 Appointment and election of directors

The Board renewal process is overseen by the Remuneration and Nomination Committee and involves reviewing the composition of the Board to ensure that the Board has an appropriate mix of experience and competencies to fulfil its responsibilities effectively and considering the independence of directors as outlined in the Board Charter. The Remuneration and Nomination Committee will review prospective candidates and arrange for appropriate background checks to be undertaken. All directors receive a letter of appointment which sets out the key terms and condition of their appointment. An induction program is available for new directors.

When candidates are submitted to securityholders for election or re-election, the Company must include in the Notice of Meeting all information in its possession that is material to the decision whether to elect or re-elect the candidate. Except for the CEO, no director may hold office without re-election beyond the third Annual General Meeting following the meeting at which the director was last elected or re-elected.

In 2018 the Board, supported by the Remuneration and Nomination Committee, assessed the composition of the Board, its Committees and individual directors, in light of its Board skills matrix and succession policy generally. Consistent with this approach, Sally Evans joined the Board as an independent non-executive director on 29 March 2018. Sally has close to 30 years' experience in private, government and social enterprises. The Board is confident that Ms Evans' appointment will enhance and complement the composition of the Board. The Board considers that it continues to be the right size to discharge its roles and responsibilities and remains confident that the mix of skills and experience across the Board is appropriate and well equipped to carry out the functions of the Board.

The CEO and other senior executives are employed under separate agreements; which set out their rights, duties and responsibilities.

2.3 Independence of directors

Total Directors: 6

- Five independent non-executive Director
- One executive Director (Managing Director and CEO)

The Board currently comprises five non-executive directors and one executive director (being the CEO). The Company's Constitution provides for a minimum of three and a maximum of nine directors.

The Board periodically assesses the independence of each director having regard to the definition of independence set out in the ASX Recommendations and utilising independent criteria set out in the Board Charter. The Board currently determines that five of the six directors are independent. Trent Ottawa is not considered independent as he is CEO and a member of management. The Board is comfortable that no director has served for a period such that their independence may have been compromised.

Each director regularly notifies and declares to the Board their interests including any matter relating to their independence. Directors' security holdings are set out in the Directors' Report in the 2018 Annual Report.

The Board has procedures in place to ensure it operates independently of management. Non-executive directors meet together periodically in the absence of executive directors and other executives of the Company to discuss the operation of the Board and a range of other matters.

2.4 Skills and expertise of the Board

The Board actively seeks to ensure that the Board and its Committees have the right mix of background, skills, knowledge and experience necessary to guide and govern the Group effectively. The Board considers that it, taken as a whole, has the mix of skills, experience and diversity across its members to be an effective Board as set out in the current Board skill and experience matrix below.

SKILLS/EXPERIENCE 2018 ANNUAL REPORT	NUMBER OF DIRECTORS (OUT OF 6)
Industry and Sector Experience	6
Experience in the affordable housing property market and tourism market, including knowledge of the market, competitors, operational issues, technology and regulatory concerns.	
Finance analysis, risk management and reporting	5
Experience in financial accounting and reporting, corporate finance and risk management	
Strategy and corporate activity	5
Experience in developing, implementing and challenging a successful strategy over the long term	
Legal	5
Experience in legal and regulatory compliance	

Corporate Governance and regulatory	6
Experience with an organization that is subject to comprehensive governance and regulatory framework	
IT and technology	6
Experience in the area of technology	
Health, safety, environment and social responsibility	6
Good working understanding of workplace health and safety, and environmental and social responsibility	
People and performance	6
Experience in relation to managing people and remuneration including incentive arrangements, and the legislative framework governing employees and remuneration, leadership and development	
Capital management	6
Expertise in considering and implementing efficient capital management including alternative capital sources, distributions, yields and markets	
Operations	6
A broad range of commercial and business experience in business systems, practices, improvements, risk and compliance, sales, technology and human resources	

The skills matrix continues to be reviewed and updated as appropriate and is a key aspect of the succession planning process. In addition to the above skills and experience, the Board aims to have a broad and diverse membership, with a view to Directors bringing different perspectives to Board discussions.

Directors are encouraged to attend appropriate training and professional development courses to update and enhance their skills and knowledge.

The Board has oversight of culture and through the CEO instils a culture aligned with our values: Trust, Courage, Respect and Teamwork. The Board receives feedback through employee and resident surveys as well as engaging with employees and residents directly in our office locations and community visits.

2.5 Board access to information and advice

The Board Charter sets out the circumstances and processes pursuant to which a director may seek independent professional advice at the expense of the Company to assist them to discharge their duties.

All directors of the Company have access to the Company Secretary, who supports the effectiveness of the Board and is accountable to the Board on all governance matters with a direct reporting line to the Chair. The appointment and removal of the Company Secretary is a matter for approval by the Board.

2.6 Chair

Andrew Love is an independent non-executive director and Chair of the Board. The roles of Chair and CEO are not exercised by the same individual, as Trent Ottawa is the CEO.

The Chair is responsible for leadership and effective performance of the Board and to ensure that a high standard of values, governance and constructive interaction between directors and management is maintained.

2.7 Board Committees

To assist in undertaking its responsibilities, the Board has established the following Committees:

- the Audit and Risk Management Committee; and
- the Remuneration and Nomination Committee.

The Charters for each of the Committees are available on the Group's website. The Charters specify the responsibilities, composition, membership requirements, reporting processes and the manner in which the Committees are to operate. These Charters are reviewed on an annual basis and the Audit and Risk Management Committee Charter is currently being reviewed at the date of this statement. The Committees will consist only of non-executive directors with a majority of independent directors. All non-executive directors may attend any meeting of the Committees.

Details of directors' membership of each Committee and their attendance at meetings are set out in the Directors' Report.

3. DIVERSITY, ETHICS AND CONDUCT

Relevant Policies and Charters

See www.gatewaylifestyle.com.au

- Diversity Policy
- Code of Conduct
- Securities Trading Policy
- Disclosure and Market Communications Policy

3.1 Ethical Standards and Code of Conduct

The Company's Code of Conduct (Code) requires directors, employees, officers and contractors to maintain ethical standards in the conduct of its business activities and expects employees to treat others with openness, respect, honesty and fairness. The Code sets out the policies and guidelines with respect to safety, business conduct and making of improper payments and addresses matters such as equal opportunity, discrimination and conduct generally.

Employees are actively encouraged to report any breach of the Code or other policies and procedures in place, and the Code provides clear direction as to how to report a concern. All new employees are required to undertake an induction by completing a compulsory online training module. During 2018, all employees were required to undertake a periodic refresher on bullying and harassment by completing an online training module. This training module is a compulsory component of new employees induction.

The Company treats breaches of its policies seriously. Any breach will be investigated and may result in disciplinary action ranging from warnings to termination.

3.2 Diversity

The Company believes that a diverse Board and workforce leads to a positive organisational culture and allows it to better respond to the needs of all stakeholders including securityholders. Diversity generally, including gender diversity, continues to be a focus for the Company and is evident in the high representation of women across the organisation. As at 30 June 2018, 40% (i.e., 2 of 5) of nonexecutive directors on the Board are women and women are well represented at the senior executive level, with women comprising 50% of Senior Management. (For these purposes, 'Senior Management' is defined as the CEO and direct reports to the CEO.) As at 30 June 2018, across the Company 51% of the workforce are women.

Gateway is committed to ensuring the composition of its Board is appropriate. The Board Charter requires that the Board is comprised of directors with a broad and diverse range of skills and experience. The Board's Diversity Policy requires the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Group's progress towards achieving them.

In accordance with the *Workplace Gender Equality Act 2012*, Gateway has lodged its annual compliance report with the Workplace Gender Equality Agency (WGEA) which can be accessed at www.wgea.gov.au.

3.3 FY18 Diversity Measurable Objectives

The table below sets out the measurable objectives for gender diversity and a summary of the progress towards achieving them, as reported to and assessed by the Remuneration and Nomination Committee during FY18:

Objective	Initiatives and Progress
Continue to comply with Workplace Gender Equality Act 2012 (Act)	Gateway is compliant with the Workplace Gender Equality Act 2012 (Act). Confirmation of compliance was received on 21 June 2018.
Maintain target of at least 30% female employees in the senior management team	As at 30 June 2018, the proportion of women in the senior management team is 2 out of 4, equating to 50%
Adaptable work practises. In order to recruit and retain the best talent we are committed to supporting adaptable work practises through our Flexible Working Arrangement Policy	Gateway acknowledges the importance of having flexible working arrangement in order to make it easier for employees to continue to develop a successful career, whilst ensuring that their personal priorities are not neglected. During FY18, 5 employees consisting of 3 males and 2 females were provided flexibility with their working arrangement for various reasons. Part-time work opportunity was also provided to an employee returning to work after parental leave.
Measure employee engagement by conducting employee engagement survey with specific focus on diversity and inclusion	Gateway conducted its first employee engagement survey in March 2018. The survey provided an opportunity for all levels of employees to provide their feedback. We achieved an engagement score of 72% which is very close to the Australian National Norm of 75%.

3.4 FY19 Diversity Measurable Objectives

The Diversity Policy requires the Company to set and report on a range of gender diversity objectives and measures each year. The Board has set the following measurable objectives for achieving gender diversity in 2019 and progress against these objectives will be reported in the Company's 2019 Corporate Governance Statement:

- Continue to comply with Workplace Gender Equality Act 2012 (Act)
- Maintain target of at least 30% female employees in the senior management team
- To support a fair and inclusive work environment the following will be implemented following our employee engagement survey:
 - an online performance management system to ensure that promotions and rewards are based on merit;
 - review of staff benefits and comparison to industry benchmark; and
 - identifying talented people for future managers program.

3.5 Female Representation

As at 30 June 2018 the proportion of females employed was as follows:

	2018 Actual		2017 Actual	
	Number	%	Number	%
Female workforce representatives	156	51	172	51
Females in senior management ¹	2	50	4	44
Female representation on the Board	2	40	1	20

1. Senior management roles are the equivalent of a manager with primary responsibility for a department.

3.6 Securities Trading Policy

The Securities Trading Policy was updated in June 2016 and applies to all directors of the Group and employees of the Company. Directors and employees are prohibited from trading in Group securities during prescribed blackout periods. In addition, all personnel, including directors, are required to seek approval to trade in GTY securities prior to trading at other times outside the blackout periods.

Breaches of the Securities Trading Policy will be investigated and may be subject to disciplinary action.

4. CORPORATE REPORTING

Relevant Policies and Charters

See www.gatewaylifestyle.com.au

- Audit and Risk Management Committee Charter

4.1 Audit and Risk Management Committee

The primary role of the Audit and Risk Management Committee (Committee) is to assist the Board in discharging its responsibilities in relation to the Company's financial reporting, internal control structure, risk management systems and the internal and external audit functions and to make appropriate recommendations in respect of those responsibilities. The Audit and Risk Management Committee has a formal charter which sets out the Committee's role and responsibilities, composition, structure and membership requirements and is available on the Group's website.

Consistent with its Charter, the Committee consists only of non-executive directors all of whom are independent. It is chaired by an independent director who is not the chair of the Board and at all times is constituted by at least three members. At the discretion of the Committee, the external auditor and the CEO and other executives are invited to attend meetings.

The Committee meets with the external auditor without management present at least twice a year to allow an opportunity to discuss any matters that the Committee or the external auditor believes should be discussed privately.

Whilst the Board is responsible for overseeing the processes in place to manage risk, it has delegated the detailed performance of this function to the Committee. The Committee and the Board have approved the Group's Risk Management Policy which was updated on 11 December 2017.

The current members of the Committee are five non-executive directors, Andrew Fay (Chair), Andrew Love, Rachel Launders, Stephen Newton and Sally Evans. Details of their attendance at meetings of the Audit and Risk Management Committee are set out in the Directors' Report. During the financial year the Committee met four times.

4.2 CEO and CFO Assurance

The Board receives written certifications from the CEO and the CFO in relation to the Group's financial reporting processes for the full and half year reporting periods. Before the Board approved the financial statements for the half year ending 31 December 2017 and the full year ending 30 June 2018, the CEO and CFO declared that, in their opinion, the financial records of the Group 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 Group, and that this opinion was formed on the basis of a sound system of risk management and internal control which is operating effectively.

4.3 External Auditor

The Committee reviews the effectiveness of the external auditors and makes assessments in relation to their continued independence at least annually.

Ernst & Young's appointment as external auditor was approved by securityholders at the AGM in 2015. It is Ernst & Young's policy to rotate audit engagement partners on listed companies at least every five years. An analysis of fees paid to the external auditors, including fees for non-audit services, is provided in the Directors' Report and notes to the financial statements. It is the policy of Ernst & Young to provide an annual declaration of its independence to the Audit and Risk Management Committee.

The external auditor attends the AGM and securityholders are provided with a reasonable opportunity to ask questions about the conduct of the audit and the preparation and content of the audit report.

5. CONTINUOUS DISCLOSURE

Relevant Policies and Charters

See www.gatewaylifestyle.com.au

- Disclosure and Market Communications Policy

The Group is committed to giving all securityholders timely and equal access to information and has developed policies to ensure that directors and management are aware of and fulfil their obligations in relation to the timely disclosure of material price-sensitive information. A copy of the revised Disclosure and Market Communications Policy, which was updated in June 2018 is published on the Group's website. In accordance with the Policy, information must not be selectively disclosed prior to being announced to the ASX.

When the Group makes an announcement to the market, that announcement is released to the ASX. The Company Secretary is responsible for communications with the ASX. All material information disclosed to the ASX is posted on the Company's website at www.gatewaylifestyle.com.au. This includes ASX announcements, annual reports, notices of meetings and materials presented at investor, media and analyst briefings. An email alert facility is also offered to securityholders. Webcasting of material presentations, including annual and half-yearly results presentations, is provided for the benefit of securityholders, regardless of their location. The Annual General Meeting is webcast live.

The Company has implemented an investor relations program to facilitate effective two-way communications with investors and provide an opportunity for investors to interact with senior management and to gain a greater understanding of the Group's business, financial performance, prospects and corporate governance.

6. COMMUNICATING WITH SECURITYHOLDERS

Relevant Policies and Charters

See www.gatewaylifestyle.com.au

- Disclosure and Market Communications Policy

6.1 Securityholder and Stakeholder Communication

The Group is committed to effective communication and accurate communication with its securityholders, employees, residents and other stakeholders. Information is communicated through the Group's website, annual report, ASX announcements and media releases, distribution mail outs, email broadcasts and other means where applicable.

6.2 Gateway Website

The Gateway website contains information designed to assist stakeholders and securityholders to understand the Group, its governance and to keep up to date with latest developments.

6.3 Participation in the AGM

Gateway encourages all securityholders to attend the AGM which is usually held in November each year. The AGM provides securityholders with an insight into the operations of the Group during the year. At the AGM, securityholders are entitled to ask questions about the management of Gateway and questions of the external auditor about the conduct of the audit and the preparation and content of the auditor's report. Securityholders who are unable to attend the AGM may vote by appointing a proxy using the form included with the notices of meeting or via an online facility. Securityholders are also invited to submit questions in advance of the AGM so that Gateway can ensure those issues are addressed.

6.4 Electronic communications with securityholders

Securityholders may elect to receive all (or some) communications from the registry electronically, including notices of meeting and annual reports. In order to improve the speed, convenience and environmental friendliness of its reporting communications, in FY18 Gateway encouraged all securityholders to receive communications electronically.

7. RISK MANAGEMENT

Relevant Policies and Charters

See www.gatewaylifestyle.com.au

- Risk Management Policy
- Audit and Risk Management Committee Charter

7.1 Risk Management Roles and Responsibilities

The Board, with the assistance of the Audit and Risk Management Committee, is responsible for overseeing the implementation of the Group's risk management framework and ensuring that internal compliance and control systems are in place. These systems require management to be responsible for identifying and managing the risks which may have a material impact on the strategic objectives. The Audit and Risk Management Committee assists the Board in performing its role in relation to risk management by reviewing the risk management framework.

During FY18, the Board reviewed the Group's risk management framework and risk management policy and practices. This included the Board adopting a structured risk appetite statement, setting the Board's tolerance for exposure to material risks to the Group's strategic objectives. This is designed to support and inform Board and management decision-making and will be reviewed annually to ensure ongoing alignment with strategic objectives.

7.3 Internal audit

Due to the nature of the Group's activities, the Company has not established a formal internal audit function. In addition to the assurance received from the CEO and CFO regarding risk management and internal control processes, the Audit and Risk Management Committee oversees appropriate processes for evaluating and continually improving the effectiveness of its risk management and internal control processes as set out in the Committee Charter.

OMIFL has a formal compliance plan adopted by the OMIFL Board and lodged with ASIC. The purpose of the compliance plan is to set out key processes, systems and measures the Responsible Entity will apply to ensure compliance with the Corporations Act, the Constitution of the Trust and internal policies and procedures including in respect of its AFSL. OMIFL has established a Compliance Committee in relation to the Trust to monitor the extent OMIFL complies with the Compliance Plan, report to OMIFL any breach of which the Compliance Committee becomes aware and to report to ASIC if the Compliance Committee is of the view OMIFL has not taken or does not propose to take action to deal with a breach.

External auditors conduct an annual audit of the Compliance Plan and report whether the Responsible Entity has complied with the Compliance Plan of the Trust for the financial year end. Separately, external auditors also conduct the AFSL audit annually.

7.4 Economic, Environment and Social Sustainability Risks

Gateway views sustainability and ethical business practices as important for our business and securityholder value. Sustainability is about managing risks and opportunities in a way that best balances the long term needs of all our stakeholders – our residents, employees, suppliers and investors – as well as the wider community and the environment at large.

Gateway has recently invested in better understanding our material issues in relation to sustainability and are continuing to build on our management of sustainability. Gateway aims to address the matters that we believe are the most material for our business and stakeholders, now and in the future. Gateway also understands that this is an evolving agenda and seeks to progressively embed the management of sustainability matters into business as usual practice.

Gateway's materiality review and sustainability reporting is supported by an external provider, performed in accordance with the AA1000 Accountability Principles Standard and the Global Reporting Initiative G4 Guidelines, which are also used by the provider to test the extent to which sustainability policies and processes are embedded across Gateway.

8 REMUNERATION PRACTICES

Relevant Policies and Charters

See www.gatewaylifestyle.com.au

- Remuneration and Nomination Committee Charter

8.1 Remuneration Practices

The Remuneration and Nomination Committee supports and advises the Board on remuneration related matters set out in its Charter.

Information on the Group's remuneration practices and policies is set out in the Remuneration Report of the Annual Report.

8.2 Non-executive Directors' Remuneration

The Company clearly distinguishes the structure of non-executive directors' remuneration from that of executive directors and senior executives. Non-executive directors do not receive any incentive-based remuneration or employee performance rights or options and do not receive any retirement benefits other than statutory entitlements.

Information relating to the remuneration of non-executive directors is disclosed in the Remuneration Report of the Annual Report.

Approved by the Board as at 20 August 2018