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Covenant Trustee Services Limited as trustee of the Goodman Property Trust

Issued | Tukuna: 27 February 2026

BR Prd 26/01

The Ruling relates to the Applicant's payment of a distribution to its unitholders and whether this payment is excluded income of the unitholders under s CX 56C of the Income Tax Act 2007.

START DATE – END DATE | RĀ TĪMATA – RĀ MUTUNGA

27/02/2026 – 26/02/2027

(THIS TITLE PAGE DOES NOT FORM PART OF THE RULING. | KĀORE TĒNEI WHĀRANGI TAITARA I WHAI WĀHI I TE WHAKATAUNGA.)

Product Ruling | Whakataunga Whakaputanga – BR Prd 26/01

This is a Product Ruling made under s 91F of the Tax Administration Act 1994.

Name of person who applied for the Ruling | Ingoa o te tangata i tono i te Whakatau

This Ruling has been applied for by Covenant Trustee Services Limited as trustee of the Goodman Property Trust (IRD number: 72-550-285).

Taxation Laws | Ture Tāke

All legislative references are to the Income Tax Act 2007 unless otherwise stated.

This Ruling applies in respect of s CX 56C.

The Arrangement to which this Ruling applies | Te Whakaritenga i pāngia e tēnei Whakataunga

- 1) The Arrangement is the payment of a distribution from Goodman Property Trust (GMT) to its unitholders of an amount equal to the value of its directly held assets on a pro-rata basis. The Arrangement will occur as part of a broader transaction (the Transaction) that involves the contemporaneous corporatisation of GMT and stapling of shares in the 'corporatised GMT' and GMT Manager to form a single tradable security (Stapled Security).
- 2) Further details of the Arrangement are set out in the paragraphs below.

Background

GMT

- 3) GMT is an NZX-listed unit trust and a listed portfolio investment entity (PIE).
- 4) GMT was established by a deed dated 23 April 1999 and amended from time to time. GMT invests in high-quality warehouse and logistics property in New Zealand and has a market capitalisation of approximately NZ\$3 billion.

- 5) As a managed investment scheme under the Financial Markets Conduct Act 2013 (FMCA), GMT is required to have a licensed manager and a licensed supervisor:
 - Covenant Trustee Services Limited acts as the licensed supervisor (and trustee) of GMT (GMT Trustee).
 - GMT Manager acts as the licensed manager of GMT.
- 6) GMT's investments are held through its wholly owned subsidiaries:
 - Goodman (Highbrook) Limited;
 - Highbrook Limited;
 - GMT Penrose Limited;
 - Goodman Property Aggregated Limited; and
 - GMT Bond Issuer Limited.

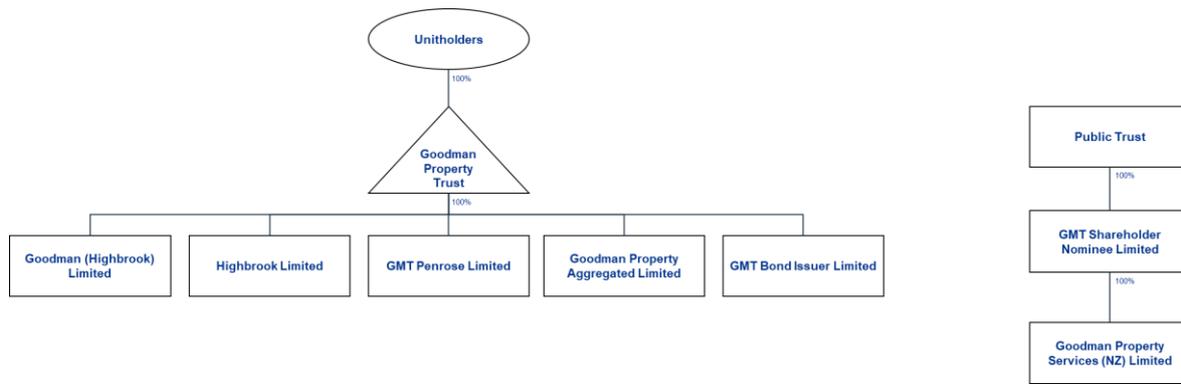
GMT Manager

- 7) GMT Manager is the licensed manager of GMT.
- 8) GMT Manager was appointed as manager of GMT in March 2024 as part of an 'internalisation' transaction that involved GMT terminating the agreement with the previous manager, Goodman (NZ) Limited. The internalisation transaction was the subject of private ruling BR Prv 24/07.
- 9) GMT Manager's only source of income is management fees derived from GMT and the recently established Goodman NZ Highbrook Limited Partnership. GMT Manager is remunerated on a break-even basis. As a consequence of only operating on a break-even basis, the equity value of GMT Manager is nominal.
- 10) Independence requirements under the FMCA meant GMT Manager could not be associated with the GMT Trustee (the licenced supervisor).
- 11) GMT Manager is wholly owned by GMT Shareholder Nominee Limited (Management Shareholder), which is a wholly owned subsidiary of Public Trust. The Management Shareholder holds shares in the GMT Manager in accordance with a deed between the GMT Trustee, GMT Manager and the Management Shareholder (Management Deed). The Management Deed requires, among other things, that on certain matters the Management Shareholder act in accordance with directions of the GMT unitholders. The Management Deed establishes a contractual relationship between the Management Shareholder and GMT unitholders. GMT unitholders' rights are

enforceable as contractual obligations. The Management Deed does not give rise to a bare trust.

Current structure

- 12) The following diagram summarises the structure of GMT (showing GMT and its wholly owned subsidiaries only) and GMT Manager.
- 13) GMT's only assets are its investment in wholly owned subsidiary companies:



Transaction steps

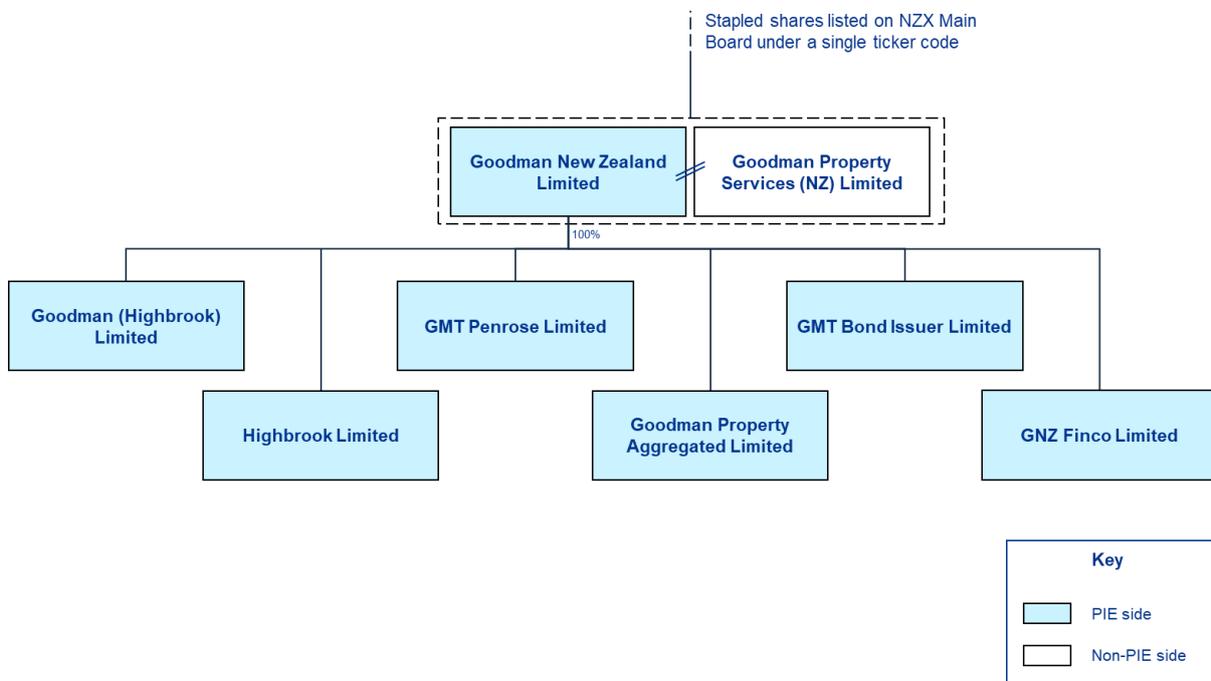
- 14) The following legal steps will occur at the same time to implement the Transaction:
 - A new company, Goodman New Zealand Limited (GNZL) has been incorporated as a wholly owned subsidiary of the Management Shareholder to serve as the 'corporatised GMT'.
 - GMT will declare a distribution to its unitholders equal to the market value of its shareholding in its directly owned subsidiary companies. This distribution will be left as a debt owing from GMT to its unitholders (Distribution Debt) to be dealt with as set out in the following steps.
 - The unitholders will transfer the Distribution Debt to the Management Shareholder. In turn, the Management Shareholder will transfer the Distribution Debt to GNZL. In exchange, GNZL will issue additional shares as necessary so the total number of ordinary shares it has on issue after this step will equal the total number of GMT units on issue.
 - GMT will sell its shareholding in its directly owned subsidiary companies to GNZL for their market value. GNZL will pay the purchase price by way of set-off against the Distribution Debt.

- GMT Manager will undertake a share split so the total number of ordinary shares on issue in the GMT Manager is equal to the total number of GMT units on issue.
- The constitution of each of GNZL and GMT Manager is amended to ensure it is suitable for an NZX-listed company (and in the case of GNZL, an NZX-listed company that is a PIE) and to reflect that the shares in GNZL and GMT Manager are stapled on a one-for-one basis (among other things).

15) The Management Shareholder will do the following:

- For GMT unitholders in New Zealand, Australia or any other jurisdiction where compliance with securities law has been confirmed, the Management Shareholder will transfer Stapled Securities to those GMT unitholders on a one-for-one basis with respect to their GMT unitholding immediately before the Transaction.
- For other GMT unitholders, the Management Shareholder will have their Stapled Securities held by a nominee on a one-for-one basis with respect to their GMT unitholding immediately before the Transaction to assist with the on-market sale of those Stapled Securities. The sale proceeds will then be transferred to these GMT unitholders.

16) The following diagram illustrates the Stapled Security structure following the Transaction (showing GMT Manager, GNZL, and their wholly owned subsidiaries only):



How the Taxation Law applies to the Arrangement | Ko te pānga o te Ture Tāke ki te Whakaritenga

The Taxation Law applies to the Arrangement as follows:

- (a) The amount each GMT unitholder derives when GMT pays a distribution equal to the market value of its only assets (being shares in directly owned subsidiary companies) is excluded income under s CX 56C(1) if the unitholder:
 - (i) is “resident in New Zealand” as that term is defined in s YA 1;
 - (ii) is a natural person or a trustee; and
 - (iii) does not include the amount as income in a return of income for the year.
- (b) If at least one of the three criteria listed in (a) does not apply to the unitholder, the amount the unitholder derives when GMT pays that distribution is excluded income under s CX 56C(2) to the extent to which the amount is more than the amount that is fully credited as described in s CD 43(26).

Period or income year for which this Ruling applies | Te wā, te tau moni whiwhi rānei i pāngia ai e tēnei Whakataunga

This Ruling will apply for the period beginning on 27 February 2026 and ending on 26 February 2027.

This Ruling is signed by me on the 27th day of February 2026.

Catherine Milner

Senior Tax Counsel | Rōia Tāke

Tax Counsel Office | Te Tari Tohutohu Tāke

About this document | Mō tēnei tuhinga

Product Rulings are issued by the Tax Counsel Office and Customer and Compliance Services. Product Rulings set out the Commissioner's view on how tax laws apply to a particular "product" – which is an arrangement that a specified taxpayer is likely to enter into with a number of people on identical terms. Taxpayers who enter into the arrangement described in a Product Ruling may apply the ruling but are not obliged to do so. Product Rulings are binding on the Commissioner. This means that if you are entitled to apply a Product Ruling and you have calculated your tax liability in accordance with the ruling, the Commissioner must accept that assessment. A Product Ruling applies only to the taxation laws and arrangement set out in the ruling, and only for the period specified in the ruling. It is important to note that a general similarity to an arrangement covered by a Product Ruling will not necessarily lead to the same tax result.