

# Financial Services Guide

Goldman Sachs Australia Pty Ltd  
ABN 21 006 797 897  
AFSL 243346

**25 August 2016**

# Part One

## The issuer of this Financial Services Guide

This Financial Services Guide ("FSG") is issued by Goldman Sachs Australia Pty Ltd (AFSL 243346) ("Goldman Sachs", "we", or "us").

Goldman Sachs holds an Australian financial services licence. Goldman Sachs is a Market Participant and Trading Participant for the purposes of the Operating Rules of ASX Limited; a Participant for the purposes of the Operating Rules of Chi-X Australia Pty Ltd; a Participant for the purposes of the Clearing Rules of ASX Clear Pty Ltd; and a General Settlement Participant for the purposes of the Settlement Rules of ASX Settlement Pty Ltd.

Goldman Sachs can be contacted via the addresses listed at the back of this FSG.

## The purpose of this FSG

Goldman Sachs has been appointed by Growthpoint Properties Australia Limited (ABN 33 124 093 901) in its capacity as responsible entity for Growthpoint Properties Australia Trust (ARSN 120 121 002) ("Responsible Entity"), to sell stapled securities ("Growthpoint Securities") of Growthpoint Properties Australia ("Growthpoint") under the foreign ineligible shareholder and unmarketable parcel sale facility ("Facility") organised by the Responsible Entity in connection with its offer to purchase all of the ordinary units in the GPT Metro Office Fund, by way of an off-market takeover bid ("Takeover"). This FSG is provided to inform you about our services and the fees, if any, we charge for them, to assist you when deciding to use our services.

This FSG consists of two parts.

Part One includes information about:

- the financial products and services we can provide;
- your privacy and how you can access our privacy statement; and
- how we handle complaints.

Part Two provides information about:

- the significant relationships and associations that Goldman Sachs has; and
- the remuneration that may be paid to us or to other relevant persons in connection with the provision of the service to which this FSG relates.

## The services and products we can provide

Goldman Sachs is authorised to provide advice and deal on behalf of others in a range of financial products including securities.

No advice will be given to you as part of the financial services provided in connection with the Facility. If you require advice in relation to the Facility, please contact your financial or other applicable adviser.

The only financial service to which this FSG relates is the dealing on the instruction by the Responsible Entity in Growthpoint Securities.

## Who will provide you with execution services?

Goldman Sachs will as an independent contractor to the Responsible Entity deal in Growthpoint Securities in accordance with the arrangements in place with the Responsible Entity for the purposes of the terms of the Facility.

## Giving instructions

You (and any persons authorised to give instructions on your behalf) should give any instructions in relation to the Facility in accordance with the terms of the Facility. The terms of the Facility are described in section 13.7 of the Bidder's Statement of the Responsible Entity dated 1 July 2016 ("Takeover Booklet").

The Facility is further described in the Takeover Booklet. The Takeover Booklet has been provided to you separately by the Responsible Entity and does not form part of this FSG. Goldman Sachs is not a party to the Takeover Booklet and does not accept any responsibility or liability for the content of the Takeover Booklet, or make any recommendations or otherwise about the Facility.

Goldman Sachs will deal in the Growthpoint Securities on the instructions of the Responsible Entity.

The Facility is being arranged by the Responsible Entity and not Goldman Sachs.

In providing services to the Responsible Entity in connection with the Facility, Goldman Sachs:

- is not providing any services on behalf of, for, or to you;
- is not, and is not to be taken, as acting as your agent, and/ or sub-agent; and
- is not assuming or accepting any duty or responsibility

to you, or otherwise acting in any trustee or fiduciary capacity.

### **Your privacy and personal information**

We do not expect that the Responsible Entity will provide us with any of your personal information. If they do we are committed to protecting your personal information. For further details, including how we use and disclose your personal information and how you can access and update it, please refer to our Privacy Statement. You can access the Goldman Sachs Group Privacy Statement by:

- visiting our website at [www.goldmansachs.com/privacy-and-security/index.html](http://www.goldmansachs.com/privacy-and-security/index.html); or
- writing to: Privacy Officer Goldman Sachs Australia Pty Ltd GPO Box 2050 Melbourne Vic 3001.

By participating in the Facility, you also agree and specifically consent to us collecting your personal information from, and disclosing it to, Financial Services Protection Limited (FSPL), for the purposes of client due diligence and sharing information about you with other members of FSPL.

### **How we handle complaints**

If you have a complaint, please write to:

General Counsel  
Goldman Sachs Australia Pty Ltd  
GPO Box 2050  
Melbourne Vic 3001

When dealing with a complaint that you have submitted to us in writing:

- we will provide written acknowledgement of our receipt of your complaint in the first instance; and
- we will investigate your complaint and provide a written response - we aim to do so within 30 days.

If you are not satisfied with our complaint resolution procedures, you may have the right to take your complaint to an independent complaints resolution body:

Financial Ombudsman Service Limited  
GPO Box 3  
Melbourne Vic 3001

Telephone 1300 780 808 (free call)  
Facsimile (03) 9613 6399  
Website [www.fos.org.au](http://www.fos.org.au)

Services provided by the independent complaints resolution body are free of charge. You can also lodge your complaint with the Australian Securities and Investments Commission

(ASIC) by calling 1300 300 630.

### **Compensation Arrangements**

We have Professional Indemnity Insurance cover which we believe satisfies the requirements under section 912B of the Corporations Act 2001 having regard to:

- the liabilities which may arise out of our membership of the Financial Ombudsman Service Limited; and
- our financial services business.

We expect our Professional Indemnity Insurance Cover will satisfy claims regarding the conduct of representatives and employees of Goldman Sachs who no longer work for us, but did work for us at the time of the relevant conduct.

## **Part Two**

### **Relationships and associations**

Goldman Sachs has entered into an arrangement with the Responsible Entity to provide execution only services for the Facility.

From time to time we may have relationships with corporate issuers of financial products – for example, when Goldman Sachs is engaged as an underwriter or lead manager of an offering of securities – and Goldman Sachs and its affiliates will receive fees for acting in these capacities. These fees will be disclosed in the relevant offer document, if any.

### **Remuneration and other benefits**

Goldman Sachs will not charge you any brokerage or fees. You will not pay Goldman Sachs any fees in respect of the Facility.

Goldman Sachs and its affiliates will not be paid any fees by the Responsible Entity for providing services in connection with the Facility but will be reimbursed by the Responsible Entity for any expenses and any taxes payable in connection with the Facility.

Goldman Sachs and its affiliates may also benefit in connection with selling Growthpoint Securities under the Facility.

Goldman Sachs and its affiliates have provided, and may in the future provide, financial advisory, financing services and other services to the Responsible Entity and its affiliates, for which they received or will receive customary fees and expenses. Goldman Sachs and / or its affiliates is acting as

financial adviser to the Responsible Entity and / or its affiliates in connection with the Takeover, originally announced on 5 April 2016. Goldman Sachs and / or its affiliates may receive fees and / or other remuneration for acting in this capacity.

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