



20 November 2019

Market Announcements Office
ASX Limited
Via ASX Online

Dear Sir / Madam

GOODMAN GROUP (GOODMAN) – RESULTS OF ANNUAL GENERAL MEETINGS

The Annual General Meetings of Goodman were held today and we are pleased to advise that the following resolutions were approved on a poll.

Resolution 1: To appoint the auditor of Goodman Logistics (HK) Limited

As an ordinary resolution of Goodman Logistics (HK) Limited:

“That Messrs KPMG, the retiring auditor, be re-appointed as the auditor of Goodman Logistics (HK) Limited to hold office until the next Annual General Meeting of Goodman Logistics (HK) Limited and that Goodman Logistics (HK) Limited’s Directors be authorised to fix the auditor’s remuneration.”

Resolution 2: Re-Election of Mr Phillip Pryke, as a Director of Goodman Limited

As an ordinary resolution of Goodman Limited:

“That Mr Anthony Rozic, a Director of Goodman Limited, retiring by rotation in accordance with the Constitution and the Listing Rules, be re-elected as a Director of Goodman Limited.”

Resolution 3: Re-Election of Mr Anthony Rozic, as a Director of Goodman Limited

As an ordinary resolution of Goodman Limited:

“That Mr Anthony Rozic, a Director of Goodman Limited, retiring by rotation in accordance with the Constitution and the Listing Rules, be re-elected as a Director of Goodman Limited.”

Resolution 4: Election of Mr Chris Green as a Director of Goodman Limited

As an ordinary resolution of Goodman Limited:

“That Mr Chris Green, a Director of Goodman Limited, appointed since the last AGM and retiring in accordance with the Constitution and the Listing Rules, be elected as a Director of Goodman Limited.”

Goodman Group

Goodman Limited | ABN 69 000 123 071
Goodman Funds Management Limited | ABN 48 067 796 641 | AFSL Number 223621
as responsible entity of Goodman Industrial Trust | ARSN 091213 839
Level 17, 60 Castlereagh Street, Sydney NSW 2000 | GPO Box 4703, Sydney NSW 2001 Australia
Tel +61 2 9230 7400 | Fax +61 2 9230 7444

Goodman Logistics (HK) Limited | Company No. 1700359 | ARBN 155 911 149 | a Hong Kong company with limited liability
Suite 901, Three Pacific Place, 1 Queen’s Road East, Hong Kong | Tel +852 2249 3100 | Fax +852 2525 2070

info-au@goodman.com | www.goodman.com

Resolution 5: Adoption of the Remuneration Report

As an ordinary resolution of Goodman Limited:

“That the Remuneration Report for the year ended 30 June 2019 be adopted.”

Under the Corporations Act 2001 (Cth), this resolution is advisory only and does not bind the Directors or the Company.

Resolution 6: Issue of Performance Rights under the Long Term Incentive Plan to Mr Gregory Goodman

As an ordinary resolution of each of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited:

“That approval is given for all purposes (including under Listing Rule 10.14 and section 200B of the Corporations Act) for the grant of 900,000 Performance Rights to, and the acquisition of Goodman Group Securities by, Mr Gregory Goodman as described in the Explanatory Memorandum to this Notice of Meetings.”

Resolution 7: Issue of Performance Rights under the Long Term Incentive Plan to Mr Danny Peeters

As an ordinary resolution of each of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited:

“That approval is given for all purposes (including under Listing Rule 10.14 and section 200B of the Corporations Act) for the grant of 350,000 Performance Rights to, and the acquisition of Goodman Group Securities by, Mr Danny Peeters as described in the Explanatory Memorandum to this Notice of Meetings.”

Resolution 8: Issue of Performance Rights under the Long Term Incentive Plan to Mr Anthony Rozic

As an ordinary resolution of each of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited:

“That approval is given for all purposes (including under Listing Rule 10.14 and section 200B of the Corporations Act) for the grant of 380,000 Performance Rights to, and the acquisition of Goodman Group Securities by, Mr Anthony Rozic as described in the Explanatory Memorandum to this Notice of Meetings.”



The Poll Report and Proxy and Poll Summary in relation to each resolution of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited are attached.

Yours faithfully

A handwritten signature in black ink, which appears to read "Carl Bicego". The signature is written in a cursive style with a large initial 'C'.

Carl Bicego
Company Secretary

20 November 2019



The Chairman
GOODMAN GROUP
Level 17
60 Castlereagh Street
Sydney NSW 2000

Computershare Investor Services Pty Limited
ABN 48 078 279 277
Level Four 60 Carrington Street
Sydney NSW 2000 Australia
GPO Box 7045
Sydney NSW 2001 Australia
Telephone 61 2 8234 5000
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Poll Report

I, Doris Grave, the Returning Officer appointed by you in connection with the voting by poll on the motion set out below at the Annual General Meetings of the shareholders of Goodman Limited, the unitholders of Goodman Industrial Trust and the sole shareholder of Goodman Logistics (HK) Limited held at The Fullerton Hotel Sydney, Heritage Ballroom, No 1 Martin Place, Sydney, NSW on 20 November 2019 at 10:00 am, report as follows:

1) APPOINT THE AUDITOR OF GOODMAN LOGISTICS (HK) LIMITED

	Number	%
Votes cast 'FOR' the motion	1,496,570,257	97.88
Votes cast 'AGAINST' the motion	32,409,972	2.12
TOTAL VOTES CAST	<u>1,528,980,229</u>	<u>100.00</u>

The resolution was carried as an ordinary resolution of Goodman Logistics (HK) Limited

2) RE-ELECT MR PHILLIP PRYKE AS A DIRECTOR OF GOODMAN LIMITED

	Number	%
Votes cast 'FOR' the motion	1,132,070,272	73.91
Votes cast 'AGAINST' the motion	399,638,709	26.09
TOTAL VOTES CAST	<u>1,531,708,981</u>	<u>100.00</u>
Votes "Abstained"	1,625,275	

The resolution was carried as an ordinary resolution of Goodman Limited

3) RE-ELECT MR ANTHONY ROZIC AS A DIRECTOR OF GOODMAN LIMITED

	Number	%
Votes cast 'FOR' the motion	1,411,130,496	92.14
Votes cast 'AGAINST' the motion	120,409,605	7.86
TOTAL VOTES CAST	<u>1,531,540,101</u>	<u>100.00</u>
Votes "Abstained"	1,794,611	

The resolution was carried as an ordinary resolution of Goodman Limited

4) ELECT MR CHRIS GREEN AS A DIRECTOR OF GOODMAN LIMITED

	Number	%
Votes cast 'FOR' the motion	1,530,800,610	99.94
Votes cast 'AGAINST' the motion	898,739	0.06
TOTAL VOTES CAST	<u>1,531,699,349</u>	<u>100.00</u>
Votes "Abstained"	1,635,363	

The resolution was carried as an ordinary resolution of Goodman Limited

5) ADOPTION OF REMUNERATION REPORT

	Number	%
Votes cast 'FOR' the motion	1,245,518,050	83.82
Votes cast 'AGAINST' the motion	240,428,634	16.18
TOTAL VOTES CAST	<u>1,485,946,684</u>	<u>100.00</u>
Votes "Abstained"	10,366,328	

The resolution was carried as an ordinary resolution of Goodman Limited

6) ISSUE OF PERFORMANCE RIGHTS TO MR GREGORY GOODMAN

• Goodman Limited and Goodman Industrial Trust

	Goodman Limited		Goodman Industrial Trust
	Number	%	Number*
Votes cast 'FOR' the motion	1,265,640,476	84.86	12,618,435,545
Votes cast 'AGAINST' the motion	225,726,652	15.14	2,250,494,720
TOTAL VOTES CAST	<u>1,491,367,128</u>	<u>100.00</u>	<u>14,868,930,265</u>
Votes "Abstained"	6,171,529		

• Goodman Logistics (HK) Limited

	Number	%
Votes cast 'FOR' the motion	1,264,441,114	84.89
Votes cast 'AGAINST' the motion	225,030,341	15.11
TOTAL VOTES CAST	<u>1,489,471,455</u>	<u>100.00</u>

The resolution was carried as an ordinary resolution of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited

7) ISSUE OF PERFORMANCE RIGHTS TO MR DANNY PEETERS

• Goodman Limited and Goodman Industrial Trust

	Goodman Limited		Goodman Industrial Trust
	Number	%	Number*
Votes cast 'FOR' the motion	1,271,425,188	88.74	12,676,109,124
Votes cast 'AGAINST' the motion	161,348,925	11.26	1,608,648,782
TOTAL VOTES CAST	<u>1,432,774,113</u>	<u>100.00</u>	<u>14,284,757,906.00</u>
Votes "Abstained"	64,764,544		

• Goodman Logistics (HK) Limited

	Number	%
Votes cast 'FOR' the motion	1,270,222,070	88.77
Votes cast 'AGAINST' the motion	160,654,373	11.23
TOTAL VOTES CAST	<u>1,430,876,443</u>	<u>100.00</u>

The resolution was carried as an ordinary resolution of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited

8) ISSUE OF PERFORMANCE RIGHTS TO MR ANTHONY ROZIC

• Goodman Limited and Goodman Industrial Trust

	Goodman Limited		Goodman Industrial Trust
	Number	%	Number*
Votes cast 'FOR' the motion	1,271,376,190	88.73	12,675,620,614
Votes cast 'AGAINST' the motion	161,404,420	11.27	1,609,202,067
TOTAL VOTES CAST	1,432,780,610	100.00	14,284,822,681
Votes "Abstained"	64,747,987		

• Goodman Logistics (HK) Limited

	Number	%
Votes cast 'FOR' the motion	1,270,139,728	88.77
Votes cast 'AGAINST' the motion	160,712,477	11.23
TOTAL VOTES CAST	1,430,852,205	100.00

The resolution was carried as an ordinary resolution of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited

* For Goodman Industrial Trust the number of votes is determined by multiplying the number of units by the dollar value of each unit. The dollar value of each unit equals \$9.97 based on the value attributable to the GIT Unit as a component of GMG stapled securities at the closing price of GMG securities on 19 November 2019.

Yours faithfully,

Doris Grave

Returning Officer

Computershare Investor Services Pty Limited

1) APPOINT THE AUDITOR OF GOODMAN LOGISTICS (HK) LIMITED

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against
1,496,570,257	32,409,972

The motion was carried as an ordinary resolution on a poll the details of which are:

For	Against
1,496,570,257	32,409,972

2) RE-ELECT MR PHILLIP PRYKE AS A DIRECTOR OF GOODMAN LIMITED

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
1,129,943,695	399,638,709	1,625,275	1,471,884

The motion was carried as an ordinary resolution on a poll the details of which are:

For	Against	Abstain
1,132,070,272	399,638,709	1,625,275

3) RE-ELECT MR ANTHONY ROZIC AS A DIRECTOR OF GOODMAN LIMITED

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
1,409,006,218	120,409,605	1,794,611	1,469,585

The motion was carried as an ordinary resolution on a poll the details of which are:

For	Against	Abstain
1,411,130,496	120,409,605	1,794,611

4) ELECT MR CHRIS GREEN AS A DIRECTOR OF GOODMAN LIMITED

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
1,528,664,549	898,739	1,635,363	1,481,368

The motion was carried as an ordinary resolution on a poll the details of which are:

For	Against	Abstain
1,530,800,610	898,739	1,635,363

5) ADOPTION OF REMUNERATION REPORT

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
1,244,434,897	239,728,493	10,366,328	1,457,380

The motion was carried as an ordinary resolution on a poll the details of which are:

For	Against	Abstain
1,245,518,050	240,428,634	10,366,328

6) ISSUE OF PERFORMANCE RIGHTS TO MR GREGORY GOODMAN

The instructions given to validly appointed proxies in respect of the resolution were as follows:

• Goodman Limited and Goodman Industrial Trust *

For	Against	Abstain	Proxy's discretion
1,264,441,114	225,030,341	5,943,299	1,469,210

• Goodman Logistics (HK) Limited

For	Against
1,264,441,114	225,030,341

The motions were each carried as an ordinary resolution on a poll the details of which are:

• Goodman Limited and Goodman Industrial Trust *

For	Against	Abstain
1,265,640,476	225,726,652	6,171,529

• Goodman Logistics (HK) Limited

For	Against
1,264,441,114	225,030,341

7) ISSUE OF PERFORMANCE RIGHTS TO MR DANNY PEETERS

The instructions given to validly appointed proxies in respect of the resolution were as follows:

• Goodman Limited and Goodman Industrial Trust *

For	Against	Abstain	Proxy's discretion
1,270,222,070	160,654,373	64,536,314	1,471,207

• Goodman Logistics (HK) Limited

For	Against
1,270,222,070	160,654,373

The motions were each carried as an ordinary resolution on a poll the details of which are:

• Goodman Limited and Goodman Industrial Trust *

For	Against	Abstain
1,271,425,188	161,348,925	64,764,544

• Goodman Logistics (HK) Limited

For	Against
1,270,222,070	160,654,373

8) ISSUE OF PERFORMANCE RIGHTS TO MR ANTHONY ROZIC

The instructions given to validly appointed proxies in respect of the resolution were as follows:

• Goodman Limited and Goodman Industrial Trust *

For	Against	Abstain	Proxy's discretion
1,270,139,728	160,712,477	64,519,757	1,501,942

• Goodman Logistics (HK) Limited

For	Against
1,270,139,728	160,712,477

The motions were each carried as an ordinary resolution on a poll the details of which are:

• Goodman Limited and Goodman Industrial Trust *

For	Against	Abstain
1,271,376,190	161,404,420	64,747,987

• Goodman Logistics (HK) Limited

For	Against
1,270,139,728	160,712,477

* For Goodman Industrial Trust the number of votes is determined by multiplying the number of units by the dollar value of each unit. The dollar value of each unit equals \$9.97 based on the value attributable to the GIT Unit as a component of GMG stapled securities at the closing price of GMG securities on 19 November 2019