

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

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|---|
| <p><b>Name of entity</b><br/>Goodman Group (Goodman Limited, Goodman Funds Management Limited as responsible entity of Goodman Industrial Trust, and Goodman Logistics (HK) Limited) (ASX: GMG)</p> |
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We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                       |
|----------------------------|-----------------------|
| <b>Name of Director</b>    | Gregory Leith Goodman |
| <b>Date of last notice</b> | 20 November 2019      |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |   |
|--|---|
| <b>Direct or indirect interest</b>   | Direct and Indirect   |
| <p><b>Nature of indirect interest (including registered holder)</b><br/>Note: Provide details of the circumstances giving rise to the relevant interest.</p> | <p>Gregory Goodman is a director and has a beneficial interest in Trison Investments Pty Limited.</p> <p>Trison Investments Pty Limited has a relevant interest in securities held by Beeside Pty Limited as trustee for Beeside Trust through contracts</p> <p>JSH Super Concepts Pty Limited atf JSH Super Concepts Superannuation Fund a fund in which Gregory Goodman has a beneficial interest</p> |
| <b>Date of change</b>  | 20 February 2020  |

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|   |   |
|---|---|
| <p><b>No. of securities held prior to change</b></p>  | <p>Direct - 6,350,000 GMG Performance Rights in respect of GMG Stapled Securities under Long Term Incentive Plan.</p> <p>Direct - 1,859,874 GMG Stapled Securities.</p> <p>Indirect - 47,750 JSH Super Concepts Pty Limited atf JSH Super Concepts Superannuation Fund a fund in which Gregory Goodman has a beneficial interest</p> <p>Indirect - Trison Investments Pty Limited has a relevant interest over 37,976,923 GMG Stapled Securities.</p> |
| <p><b>Class</b></p>   | <p>GMG Stapled Securities, GMG Performance Rights and relevant interests in GMG Stapled Securities.</p>   |
| <p><b>Number acquired</b></p>   | <p>Indirect - JSH Super Concepts Pty Limited atf JSH Super Concepts Superannuation – 5,000 GMG Stapled Securities</p>   |
| <p><b>Number disposed</b></p>   | <p>Direct - 1,785,000 GMG Stapled Securities</p>  |
| <p><b>Value/Consideration</b><br/> <small>Note: If consideration is non-cash, provide details and estimated valuation</small></p>   | <p>Acquisition - \$82,100<br/> Disposal - \$29,309,700</p>  |
| <p><b>No. of securities held after change</b></p>   | <p>Direct - 6,350,000 GMG Performance Rights in respect of GMG Stapled Securities under Long Term Incentive Plan.</p> <p>Direct - 74,874 GMG Stapled Securities.</p> <p>Indirect - 52,750 JSH Super Concepts Pty Limited atf JSH Super Concepts Superannuation Fund a fund in which Gregory Goodman has a beneficial interest</p> <p>Indirect - Trison Investments Pty Limited has a relevant interest over 37,976,923 GMG Stapled Securities.</p>    |
| <p><b>Nature of change</b><br/> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small></p> | <p>Off Market Acquisition – 5,000<br/> On Market Disposal – 1,785,000</p>   |

**Part 2 – Change of director's interests in contracts**

GRP01-7-2045\0.2+ See chapter 19 for defined terms.

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Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

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|---|----------------|
| <b>Detail of contract</b>   | Not applicable |
| <b>Nature of interest</b>   |                |
| <b>Name of registered holder (if issued securities)</b>   |                |
| <b>Date of change</b>   |                |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> |                |
| <b>Interest acquired</b>  |                |
| <b>Interest disposed</b>  |                |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   |                |
| <b>Interest after change</b>  |                |

**Part 3 – +Closed period**

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|--|----|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | No |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>   |    |
| <b>If prior written clearance was provided, on what date was this provided?</b>  |    |