



16 April 2021

Market Announcements Office
ASX Limited
Via ASX Online

Dear Sir / Madam

GOODMAN GROUP (GOODMAN) – CHANGE OF DIRECTOR'S INTEREST

Mr Stephen Johns, the Chairman of Goodman Group ('Goodman' or 'Group'), has informed Goodman that he has inadvertently breached the Group's Securities Trading Policy and the requirement to notify ASX within 5 Business Days of a change in Director's Interests.

Mr Johns, with his advisers Morgan Stanley Wealth Management (MSWM), had appointed an external investment manager to create a model share portfolio. The external investment manager acquired a total of 1,182 Goodman securities and disposed of 39 Goodman securities on behalf of two investment vehicles associated with Mr Johns through 6 trades over the period 27 January 2021 to 3 March 2021.

MSWM have confirmed that the mandate was discretionary and that Mr Johns had no involvement in the investment decisions to acquire or dispose of Goodman securities. Mr Johns had not appreciated that Goodman securities fell within the model's parameters for underlying investments.

Under the Group's Securities Trading Policy, trading in Goodman's securities was not permitted during the blackout period that concluded with the release of Goodman's Half Year results on 19 February 2021. The subsequent trades required the Chairman to obtain consent from the Group Chief Executive Officer which did not occur. As Mr Johns was unaware of the trades at the time, he did not comply with the Group's Securities Trading Policy and Goodman was not notified of the trades in a timely manner as required by arrangements in place between Goodman and each Director.

Goodman is satisfied that the breaches were inadvertent and that Mr Johns had no involvement in the investment decisions and disclosed the breaches promptly on becoming aware. Goodman is also satisfied that Mr Johns has put in place arrangements to prevent a recurrence.

Yours faithfully

Carl Bicego
Company Secretary

Authorised for release to the ASX by Carl Bicego, Company Secretary and Group Head of Legal.

Goodman Group

Goodman Limited | ABN 69 000 123 071
Goodman Funds Management Limited | ABN 48 067 796 641 | AFSL Number 223621
as responsible entity for Goodman Industrial Trust | ARSN 091213 839

The Hayesbery, 1-11 Hayes Road, Rosebery NSW 2018 | 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

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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

Name of entity Goodman Group (Goodman Limited, Goodman Funds Management Limited as responsible entity of Goodman Industrial Trust, and Goodman Logistics (HK) Limited) (ASX: GMG)

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.

Name of Director	Stephen Johns
Date of last notice	26 October 2020

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.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Canzak Pty Limited (a company in which Stephen Johns has a beneficial interest) and HSBC Bank Australia Limited as custodian for Morgan Stanley Private Wealth Management Separately Managed Accounts (SMAs) for: <ul style="list-style-type: none"> • Canzak Pty Limited (Canzak SMA) and • The Johns Family Superannuation Fund (a fund in which Stephen Johns has a beneficial interest) (JFSF SMA).
Date of change	27 January 2021 – 3 March 2021
No. of securities held prior to change	Indirect – 40,000 Canzak Pty Limited
Class	GMG Stapled Securities
Number acquired	743 GMG Stapled Securities by Canzak SMA 439 GMG Stapled Securities by JFSF SMA

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Change of Director's Interest Notice

Number disposed	18 GMG Stapled Securities by Canzak SMA 21 GMG Stapled Securities by JFSF SMA
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Acquisitions – \$20,914.34 Disposals – \$650.39
No. of securities held after change	Indirect – 40,000 GMG Stapled Securities by Canzak Pty Limited Indirect - 725 GMG Stapled Securities by Canzak SMA Indirect - 418 GMG Stapled Securities by JFSF SMA
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market trade

Part 2 – Change of director's interests in contracts

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.

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

Part 3 – +Closed period

GRP01-7-2216\2.3+ See chapter 19 for defined terms.

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Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	Yes
If so, was prior written clearance provided to allow the trade to proceed during this period?	No. Refer to the attached cover letter.
If prior written clearance was provided, on what date was this provided?	