

Appendix 2A

Application for quotation of +securities

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.

If you are an entity incorporated outside Australia and you are seeking quotation of a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules. ¹	Goodman Group Goodman Limited ABN 69 000 123 071 Goodman Funds Management Limited ABN 48 067 796 641 as responsible entity for Goodman Industrial Trust ARSN 091213839 Goodman Logistics (HK) Limited Company Number 1700359
1.2	*Registration type and number <i>Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).</i>	Other
1.3	*ASX issuer code	GMG
1.4	*This announcement is <i>Tick whichever is applicable.</i>	<input checked="" type="checkbox"/> A new announcement <input type="checkbox"/> An update/amendment to a previous announcement <input type="checkbox"/> A cancellation of a previous announcement
1.5	*Date of this announcement	17 August 2022

¹ Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If you are in any doubt as to the application of, or the entity's capacity to give, this warranty, please see ASIC Regulatory Guide 173 *Disclosure for on-sale of securities and other financial products* and consult your legal adviser.

Part 2 – Type of issue

Question No.	Question	Answer
2.1	<p>*The +securities to be quoted are:</p> <p><i>Select whichever item is applicable.</i></p> <p><i>If you wish to apply for quotation of different types of issues of securities, please complete a separate Appendix 2A for each type of issue.</i></p>	<input checked="" type="checkbox"/> +Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer
2.1a	*Have the +securities to be quoted been issued yet?	Yes
2.1a.1	<p>*What was their date of issue?</p> <p><i>Answer this question if your response to Q2.1a is "Yes".</i></p>	17 August 2022
2.2g.1	<p>Please state the number and type of +securities (including their ASX security code) issued under the +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p>	<p>12,246,479</p> <p>GMG: FULLY PAID ORDINARY/UNITS STAPLED SECURITIES</p>
2.2g.2	<p>*Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p>	<p>Tranche 3 of the September 2017 grant: https://www.asx.com.au/asxpdf/20170926/pdf/43mn7yr1rmfrls.pdf</p> <p>Tranche 2 of the September 2018 grant: https://www.asx.com.au/asxpdf/20180926/pdf/43ynycxzf5l7.pdf</p> <p>Tranche 1 of the September 2019 grant: https://www.asx.com.au/asxpdf/20190925/pdf/448v7zdjwwks4d.pdf</p>
2.2g.3	<p>*Are any of these +securities being issued to +key management personnel (KMP) or an +associate</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p>	Yes

2.2g.3.a	<p>*Provide details of the KMP or +associates being issued +securities.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer" and your response to Q2.2g.3 is "Yes". Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the securities are being issued to an associate of a KMP, insert the name of the associate in "Name of registered holder".</i></p> <table border="1" data-bbox="336 427 1362 797"> <thead> <tr> <th data-bbox="336 427 676 510">Name of KMP <i>[200 characters]</i></th> <th data-bbox="676 427 1046 510">Name of registered holder <i>[200 characters]</i></th> <th data-bbox="1046 427 1362 510">Number of +securities <i>[16 characters]</i></th> </tr> </thead> <tbody> <tr> <td data-bbox="336 510 676 555">Greg Goodman</td> <td data-bbox="676 510 1046 555">Greg Goodman</td> <td data-bbox="1046 510 1362 555">1,354,667</td> </tr> <tr> <td data-bbox="336 555 676 600">Anthony Rozic</td> <td data-bbox="676 555 1046 600">Anthony Rozic</td> <td data-bbox="1046 555 1362 600">521,601</td> </tr> <tr> <td data-bbox="336 600 676 645">Danny Peeters</td> <td data-bbox="676 600 1046 645">DPCON BVBA</td> <td data-bbox="1046 600 1362 645">478,668</td> </tr> <tr> <td data-bbox="336 645 676 689">Nick Kurtis</td> <td data-bbox="676 645 1046 689">Nick Kurtis</td> <td data-bbox="1046 645 1362 689">521,601</td> </tr> <tr> <td data-bbox="336 689 676 734">Nick Vrondas</td> <td data-bbox="676 689 1046 734">Nick Vrondas</td> <td data-bbox="1046 689 1362 734">521,601</td> </tr> <tr> <td data-bbox="336 734 676 797">Michael O'Sullivan</td> <td data-bbox="676 734 1046 797">Michael O'Sullivan</td> <td data-bbox="1046 734 1362 797">359,333</td> </tr> </tbody> </table> <p>Securities will be delivered to KMPs on vesting of the Performance Rights on 1 September 2022.</p>	Name of KMP <i>[200 characters]</i>	Name of registered holder <i>[200 characters]</i>	Number of +securities <i>[16 characters]</i>	Greg Goodman	Greg Goodman	1,354,667	Anthony Rozic	Anthony Rozic	521,601	Danny Peeters	DPCON BVBA	478,668	Nick Kurtis	Nick Kurtis	521,601	Nick Vrondas	Nick Vrondas	521,601	Michael O'Sullivan	Michael O'Sullivan	359,333
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2.2h.1	<p>*Were the +securities issued for a cash consideration?</p> <p><i>Answer this question if your response to Q2.1 is "Other".</i></p> <p><i>If the securities are being issued for nil cash consideration, answer this question "No".</i></p>	Yes																				
2.2h.1.a	<p>*In what currency was the cash consideration paid?</p> <p><i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2h.1 is "Yes".</i></p> <p><i>For example, if the consideration is being paid in Australian Dollars, state AUD.</i></p>	AUD - Australian Dollar																				
2.2h.1.b	<p>*What was the issue price per +security</p> <p><i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2h.1 is "Yes", and by reference to the issue currency provided in your response to Q2.2h.1.a.</i></p> <p><i>Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q2.2h.1 as "No" and complete Q2.2h.1.c.</i></p>	\$20.47																				
2.4	<p>*The +securities to be quoted are:</p> <p><i>Tick whichever is applicable</i></p>	<input checked="" type="checkbox"/> Additional +securities in a class that is already quoted on ASX ("existing class")																				

**Part 3B – number and type of +securities to be quoted (existing class)
where issue has not previously been notified to ASX in an
Appendix 3B**

Answer the questions in this Part if your response to Q2.1 is anything other than “Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B” and your response to Q2.4 is “existing class”. If your response to Q2.1 is “Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted”, the questions in this part relate to the securities being issued, transferred or reclassified as a result of the exercise of the options or the conversion of the convertible securities. If your response to Q2.1 is “Unquoted partly paid securities that have been fully paid up and are now to become quoted fully paid securities”, the questions in this part relate to the fully paid securities arising from that payment up. Otherwise, the questions in this part relate to the securities issued by the entity which are to be quoted on ASX and which are described in the response to Q2.1.

Question No.	Question	Answer
3B.1	*ASX security code & description	GMG: FULLY PAID ORDINARY/UNITS STAPLED SECURITIES
3B.2	*Number of +securities to be quoted	12,246,479
3B.3a	*Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?	Yes
3B.4	Any other information the entity wishes to provide about the +securities to be quoted	Issued in accordance with the Constitutions to the trustee of the Goodman Employee Incentive Trust to satisfy obligations to participants under the terms of the Long Term Incentive Plan.

Part 4 – Issued capital following quotation

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:

Note: the figures provided in the tables in sections 4.1 and 4.2 below are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.

If you have quoted CHESD Depository Interests (CDIs) issued over your securities, include them in the table in section 4.1 and include in the table in section 4.2 any securities that do not have CDIs issued over them (and therefore are not quoted on ASX).

Restricted securities should only be included in the table in section 4.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 4.2.

4.1	*Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities the subject of this application)	
	ASX security code and description	Total number of +securities on issue
	GMG: FULLY PAID ORDINARY/UNITS STAPLED SECURITIES	1,880,469,088
4.2	*Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX):	
	ASX security code and description	Total number of +securities on issue
	GMGAM: PERFORMANCE RIGHTS	56,562,807

Part 5 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and your response to Q2.1 is:

- "Securities issued under a dividend/distribution plan";
- "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer"; or
- "Other".

Note that if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B", it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

Question No.	Question	Answer
5.1	*Are the +securities being issued under an exception in Listing Rule 7.2 and therefore the issue does not need any security holder approval under Listing Rule 7.1?	Yes in respect of 2,354,936 securities
5.1a	Enter the number of the applicable exception in Listing Rule 7.2 <i>Answer this question is your response to Q5.1 is "Yes"</i> <i>Note this should be a number between 1 and 17.</i>	14

5.2	<p>*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?</p> <p><i>Answer this question if the response to Q5.1 is "No".</i></p>	No
5.2b	<p>*Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?</p> <p><i>Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "No".</i></p>	Yes
5.2b.1	<p>*How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?</p> <p><i>Answer this question if the response to Q5.1 is "No", the response to Q5.2 is "No" and the response to Q5.2b is "Yes".</i></p> <p><i>If the response to Q5.2b is "Yes", please complete and separately send by email to your ASX listings compliance adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.</i></p>	9,891,543 securities are being issued using the entity's 15% placement capacity.
5.2c	<p>*Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?</p> <p><i>Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "No".</i></p>	No

Introduced 01/12/19; amended 31/01/20; 05/06/21