



Announcement Summary

Entity name

GOODMAN GROUP

Announcement Type

New announcement

Date of this announcement

19/2/2025

The Proposed issue is:

An offer of securities under a securities purchase plan

A placement or other type of issue

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

ASX +security code	+Security description	Maximum Number of +securities to be issued
GMG	FULLY PAID ORDINARY/UNITS STAPLED SECURITIES	11,940,298

+Record date

18/2/2025

Offer closing date

13/3/2025

+Issue date

20/3/2025

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
GMG	FULLY PAID ORDINARY/UNITS STAPLED SECURITIES	119,402,986

Proposed +issue date

25/2/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

GOODMAN GROUP

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

other

Registration Number

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 BRN
59357133

1.3 ASX issuer code

GMG

1.4 The announcement is

New announcement

1.5 Date of this announcement

19/2/2025

1.6 The Proposed issue is:

An offer of +securities under a +securities purchase plan

A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?

No



Part 4B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued

ASX +security code and description

GMG : FULLY PAID ORDINARY/UNITS STAPLED SECURITIES

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

GMG : FULLY PAID ORDINARY/UNITS STAPLED SECURITIES

Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted

11,940,298

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

No

Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?

No

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

Yes

Is the minimum acceptance unit based or dollar based?

Dollar based (\$)

Please enter the minimum acceptance value

\$ 2,500

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

Yes

Is the maximum acceptance unit based or dollar based?

Dollar based (\$)

Please enter the maximum acceptance value

\$ 30,000

Describe all the applicable parcels available for this offer in number of securities or dollar value

\$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000, or \$30,000

**Offer price details****Has the offer price been determined?**

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 33.50000

Oversubscription & Scale back details**Will a scale back be applied if the offer is over-subscribed?**

Yes

Describe the scale back arrangements

Goodman intends to cap the offer under the security purchase plan at \$400m. In the event of excess demand, Goodman may, in its absolute discretion, undertake a scale back of applications for new securities under the SPP. If there is a scale back, the difference between the application money received from the securityholder and the number of new securities allocated to that securityholder multiplied by the issue price, will be refunded without interest.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Part 4C - Timetable**4C.1 Date of announcement of +security purchase plan**

19/2/2025

4C.2 +Record date

18/2/2025

4C.3 Date on which offer documents will be made available to investors

27/2/2025

4C.4 Offer open date

27/2/2025

4C.5 Offer closing date

13/3/2025

4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer

20/3/2025

Part 4D - Listing Rule requirements**4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5**



or do you have a waiver from those requirements?

Yes

Part 4E - Fees and expenses

4E.1 Will there be a lead manager or broker to the proposed offer?

No

4E.2 Is the proposed offer to be underwritten?

No

4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Typical costs associated with an equity raising process, including share registry fees, ASX listing fees, legal and other external advisor fees and printing and mailing costs.

Part 4F - Further Information

4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

The Equity Raising provides the Group with greater financial flexibility to pursue a number of growth opportunities across its logistics and data centre operations, a reduction in gearing in the short term, and working capital generally.

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

No

4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer

All countries other than Australia and New Zealand

4F.3 URL on the entity's website where investors can download information about the proposed offer

<https://www.goodmanspp.com.au/> which will be available from the day on which the SPP will open (being 27 February 2025)

4F.4 Any other information the entity wishes to provide about the proposed offer

Refer to the announcements released by GMG today.

New securities issued under the Placement and the SPP will not be eligible for the interim distribution for the half year ended 31 December 2024 as they will be issued after the distribution record date.



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

GMG : FULLY PAID ORDINARY/UNITS STAPLED SECURITIES

Number of +securities proposed to be issued

119,402,986

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 33.50000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes



Part 7C - Timetable

7C.1 Proposed +issue date

25/2/2025

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?
No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?
Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

119,402,986

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?
No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?
No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?
No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?
No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?
Yes

7E.1a Who is the lead manager/broker?

J.P. Morgan Securities Australia Limited, Morgan Stanley Australia Securities Limited and Royal Bank of Canada (trading as RBC Capital Markets) as joint lead managers

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

A management fee of 0.30% of the aggregate amount to be raised under the Placement

7E.2 Is the proposed issue to be underwritten?
Yes

7E.2a Who are the underwriter(s)?

J.P. Morgan Securities Australia Limited, Morgan Stanley Australia Securities Limited and Royal Bank of Canada (trading as RBC Capital Markets) as joint underwriters

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

Fully underwritten by the joint underwriters (refer to Annexure A: Placement Agreement Summary in the Investor Presentation released by GMG today for a summary of the terms and conditions of the underwriting arrangements)

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

An underwriting fee of 1.20% of the aggregate amount to be raised under the Placement



7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

Refer to Annexure A: Placement Agreement Summary in the Investor Presentation released by GMG today for a summary of the terms and conditions of the underwriting arrangements, including the significant events that could lead to the underwriting being terminated.

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Typical costs associated with an equity raising process, including share registry fees, listing fees, settlement fees and legal and other external advisor fees.

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

The Equity Raising provides the Group with greater financial flexibility to pursue a number of growth opportunities across its logistics and data centre operations, a reduction in gearing in the short term, and working capital generally.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

Refer to the announcements released by GMG today.

New securities issued under the Placement and the SPP will not be eligible for the interim distribution for the half year ended 31 December 2024 as they will be issued after the distribution record date.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)