

**Form 605**Corporations Act 2001  
Section 671B**Notice of ceasing to be a substantial shareholder**

|                               |                    |
|-------------------------------|--------------------|
| <u>To Company Name/Scheme</u> | GOODMAN PLUS TRUST |
| ACN                           | 128 290 808        |

**1. Details of substantial holder**

|                          |                                                                                                                                                                                                                                                                                                     |
|--------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name                     | The Goldman Sachs Group, Inc. ("GSGI") on behalf of itself and its subsidiaries ("Goldman Sachs Group") including its significant subsidiaries listed in Annexure A ("Significant Subsidiaries") and Goldman Sachs Holdings ANZ Pty Limited and its subsidiaries ("Goldman Sachs Australia Group"). |
| ACN/ARSN (if applicable) | Not applicable                                                                                                                                                                                                                                                                                      |

|                                                 |                   |
|-------------------------------------------------|-------------------|
| The holder ceased to be a substantial holder on | 13 January 2017   |
| The previous notice was given to the company on | 19 September 2016 |
| The previous notice was dated                   | 19 September 2016 |

**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of Change  | Person Whose Relevant Interest Changed | Nature of Change | Consideration Given in Relation to Change (AUD) | Class and Number of Securities Affected | Person's votes Affected |
|-----------------|----------------------------------------|------------------|-------------------------------------------------|-----------------------------------------|-------------------------|
| See Annexure B. |                                        |                  |                                                 |                                         |                         |

**3. Changes in association**

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:


| Name and ACN (if applicable)                                                                         | Nature of association             |
|------------------------------------------------------------------------------------------------------|-----------------------------------|
| Goldman Sachs Australia Managed Funds Limited (as it was formerly known) (ACN 005 885 567) ("GSAMF") | Ceased to be a subsidiary of GSGI |

**4. Addresses**

The addresses of persons named in this form are as follows:

| Name                                                       | Address                                                                      |
|------------------------------------------------------------|------------------------------------------------------------------------------|
| GSGI                                                       | Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801, U.S.A.    |
| Goldman Sachs Asset Management Australia Pty Ltd ("GSAMA") | Level 17, 101 Collins Street, Melbourne, Victoria 3000, Australia            |
| Goldman Sachs Australia Managed Funds Limited ("GSAMF")    | Level 17, 101 Collins Street, Melbourne, Victoria 3000, Australia            |
| Goldman Sachs Australia Group                              | All care of Level 17, 101 Collins Street, Melbourne Victoria 3000, Australia |

## Signature

|            |                                                                                                               |          |                   |
|------------|---------------------------------------------------------------------------------------------------------------|----------|-------------------|
| Print name | Raymond Chow<br>(signing under power of attorney in<br>accordance with section 52 of the<br>Corporations Act) | Capacity | Authorised Person |
| Sign here  |                              | Date     | 17 January 2017   |

## Annexure A

(This is Annexure A of two (2) pages referred to in Form 605, Notice of ceasing to be a substantial shareholder)

### Significant Subsidiaries of The Goldman Sachs Group, Inc.

The following are significant subsidiaries of The Goldman Sachs Group, Inc. as of December 31, 2015 and the states or jurisdictions in which they are organized. Each subsidiary is indented beneath its principal parent. The Goldman Sachs Group, Inc. owns, directly or indirectly, at least 99% of the voting securities of substantially all of the subsidiaries included below. The names of particular subsidiaries have been omitted because, considered in the aggregate as a single subsidiary, they would not constitute, as of the end of the year covered by this report, a “significant subsidiary” as that term is defined in Rule 1-02(w) of Regulation S-X under the Securities Exchange Act of 1934

| Name                                                   | State or Jurisdiction of Organization of Entity |
|--------------------------------------------------------|-------------------------------------------------|
| The Goldman Sachs Group, Inc.                          | Delaware                                        |
| Goldman, Sachs & Co.                                   | New York                                        |
| Goldman Sachs Paris Inc. et Cie                        | France                                          |
| Goldman Sachs (UK) L.L.C.                              | Delaware                                        |
| Goldman Sachs Group UK Limited                         | United Kingdom                                  |
| Goldman Sachs International Bank                       | United Kingdom                                  |
| Goldman Sachs International                            | United Kingdom                                  |
| Goldman Sachs Asset Management International           | United Kingdom                                  |
| Goldman Sachs Group Holdings (U.K.) Limited            | United Kingdom                                  |
| Rothesay Life (Cayman) Limited                         | Cayman Islands                                  |
| Broad Street Principal Investments International, Ltd. | Cayman Islands                                  |
| Goldman Sachs Global Holdings L.L.C.                   | Delaware                                        |
| GS Asian Venture (Delaware) L.L.C.                     | Delaware                                        |
| Elevatech Limited                                      | Hong Kong                                       |
| Goldman Sachs Strategic Investments (Asia) L.L.C.      | Delaware                                        |
| GS (Asia) L.P.                                         | Delaware                                        |
| Goldman Sachs (Japan) Ltd.                             | British Virgin Islands                          |
| Goldman Sachs Japan Co., Ltd.                          | Japan                                           |
| J. Aron Holdings, L.P.                                 | Delaware                                        |
| J. Aron & Company                                      | New York                                        |
| Goldman Sachs Asset Management, L.P.                   | Delaware                                        |
| Goldman Sachs Hedge Fund Strategies LLC                | Delaware                                        |
| Goldman Sachs (Cayman) Holding Company                 | Cayman Islands                                  |
| Goldman Sachs (Asia) Corporate Holdings L.P.           | Delaware                                        |
| Goldman Sachs Holdings (Hong Kong) Limited             | Hong Kong                                       |
| Goldman Sachs (Asia) Finance                           | Mauritius                                       |
| Goldman Sachs (Asia) L.L.C.                            | Delaware                                        |
| GS EMEA Funding Limited Partnership                    | United Kingdom                                  |
| Goldman Sachs Holdings (Singapore) PTE. Ltd.           | Singapore                                       |
| J. Aron & Company (Singapore) PTE.                     | Singapore                                       |
| Goldman Sachs (Singapore) PTE.                         | Singapore                                       |
| Goldman Sachs Holdings ANZ Pty Limited                 | Australia                                       |
| GS HLDGS Anz II Pty Ltd                                | Australia                                       |
| Goldman Sachs Australia Group Holdings Pty Ltd         | Australia                                       |
| Goldman Sachs Australia Capital Markets Limited        | Australia                                       |
| Goldman Sachs Australia Pty Ltd                        | Australia                                       |
| GS Holdings (Delaware) L.L.C. II                       | Delaware                                        |
| GS Lending Partners Holdings LLC                       | Delaware                                        |
| Goldman Sachs Lending Partners LLC                     | Delaware                                        |
| Swancastle Limited                                     | Ireland                                         |
| Goldman Sachs Bank USA                                 | New York                                        |
| Goldman Sachs Mortgage Company                         | New York                                        |
| Goldman Sachs Execution & Clearing, L.P.               | New York                                        |
| GS Financial Services II, LLC                          | Delaware                                        |
| GS Funding Europe                                      | United Kingdom                                  |
| GS Funding Europe I Ltd.                               | Cayman Islands                                  |
| GS Funding Europe II Ltd.                              | Cayman Islands                                  |
| GS Investment Strategies, LLC                          | Delaware                                        |
| MLQ Investors, L.P.                                    | Delaware                                        |
| PIA Holdings Cayman                                    | Cayman Islands                                  |
| GS PIA Holdings GK                                     | Japan                                           |
| Crane Holdings Ltd.                                    | Japan                                           |

| Name                                               | State or Jurisdiction of Organization of Entity |
|----------------------------------------------------|-------------------------------------------------|
| ELQ Holdings (Del) LLC                             | Delaware                                        |
| ELQ Holdings (UK) Ltd                              | United Kingdom                                  |
| ELQ Investors VII Ltd                              | United Kingdom                                  |
| GS Sapphire Holding Limited                        | United Kingdom                                  |
| ELQ Investors IX Ltd                               | United Kingdom                                  |
| ELQ Investors II Ltd                               | United Kingdom                                  |
| ELQ Investors VIII Ltd                             | United Kingdom                                  |
| Goldman Sachs Specialty Lending Holdings, Inc.     | Delaware                                        |
| Special Situations Investing Group II, LLC         | Delaware                                        |
| MTGRP, L.L.C.                                      | Delaware                                        |
| GS Diversified Funding LLC                         | Delaware                                        |
| Hull Trading Asia Limited                          | Hong Kong                                       |
| Goldman Sachs LLC                                  | Mauritius                                       |
| Goldman Sachs Venture LLC                          | Mauritius                                       |
| GS Power Holdings LLC                              | Delaware                                        |
| MTGLQ Investors, L.P.                              | Delaware                                        |
| Broad Street Principal Investments Superholdco LLC | Delaware                                        |
| Broad Street Principal Investments, L.L.C.         | Delaware                                        |
| Broad Street Credit Holdings LLC                   | Delaware                                        |
| GS Direct, L.L.C.                                  | Delaware                                        |
| GS Fund Holdings, L.L.C.                           | Delaware                                        |
| Shoelane GP, L.L.C.                                | Delaware                                        |
| Shoelane, L.P.                                     | Delaware                                        |
| GSFS Investments I Corp.                           | Delaware                                        |

## THE GOLDMAN SACHS GROUP, INC AND ITS SUBSIDIARIES

### Signature

|            |                                                                                                               |          |                   |
|------------|---------------------------------------------------------------------------------------------------------------|----------|-------------------|
| print name | Raymond Chow<br>(signing under power of attorney in<br>accordance with section 52 of the<br>Corporations Act) | capacity | Authorised Person |
|------------|---------------------------------------------------------------------------------------------------------------|----------|-------------------|

sign here



date

17 January 2017

**Annexure B**

(This is Annexure B of one (1) page referred to in Form 605, Notice of ceasing to be a substantial shareholder)

| Date of Change | Person Whose Relevant Interest Changed | Nature of Change                                                                         | Consideration Given in Relation to Change (AUD) | Class and Number of Securities Affected |                         | Person's votes affected |
|----------------|----------------------------------------|------------------------------------------------------------------------------------------|-------------------------------------------------|-----------------------------------------|-------------------------|-------------------------|
| 11/4/2016      | GSAMF                                  | Sell                                                                                     | 135,850                                         | 1,345                                   | Preferred Step-up Units | 1,345                   |
| 11/4/2016      | GSAMA                                  | Sell                                                                                     | 135,850                                         | 1,345                                   | Preferred Step-up Units | 1,345                   |
| 11/7/2016      | GSAMF                                  | Sell                                                                                     | 57,772                                          | 572                                     | Preferred Step-up Units | 572                     |
| 11/7/2016      | GSAMA                                  | Sell                                                                                     | 57,873                                          | 573                                     | Preferred Step-up Units | 573                     |
| 11/8/2016      | GSAMF                                  | Sell                                                                                     | 370,165                                         | 3,665                                   | Preferred Step-up Units | 3,665                   |
| 11/9/2016      | GSAMF                                  | Sell                                                                                     | 105,444                                         | 1,044                                   | Preferred Step-up Units | 1,044                   |
| 11/10/2016     | GSAMF                                  | Sell                                                                                     | 88,173                                          | 873                                     | Preferred Step-up Units | 873                     |
| 11/11/2016     | GSAMF                                  | Sell                                                                                     | 29,391                                          | 291                                     | Preferred Step-up Units | 291                     |
| 11/11/2016     | GSAMA                                  | Sell                                                                                     | 29,492                                          | 292                                     | Preferred Step-up Units | 292                     |
| 12/13/2016     | GSAMF                                  | Sell                                                                                     | 254,000                                         | 2,500                                   | Preferred Step-up Units | 2,500                   |
| 12/14/2016     | GSAMF                                  | Sell                                                                                     | 254,443                                         | 2,500                                   | Preferred Step-up Units | 2,500                   |
| 1/13/2017      | Goldman Sachs Group                    | Transfer of control of GSAMF and associated assets to the Yarra Capital Management group | N/A                                             | 171,844                                 | Preferred Step-up Units | 171,844                 |

**THE GOLDMAN SACHS GROUP, INC AND ITS SUBSIDIARIES****Signature**

Print name

Raymond Chow  
(signing under power of attorney in  
accordance with section 52 of the  
Corporations Act)

Capacity

Authorised Person

Sign here



Date

17 January 2017