



Focused

**Notice of
Annual Meeting
2018**

Goodman Property Trust

Notice of meeting

Goodman Property Trust

Date of meeting	Time	Venue	Last time for receipt of Voting and Proxy forms
Wednesday 4 July 2018	Commencing at 1.30 pm	Level 4 Lounge, South Stand Eden Park, Kingsland <i>Access and parking via Gate G Reimers Avenue</i>	1.30 pm, Monday 2 July 2018

Agenda

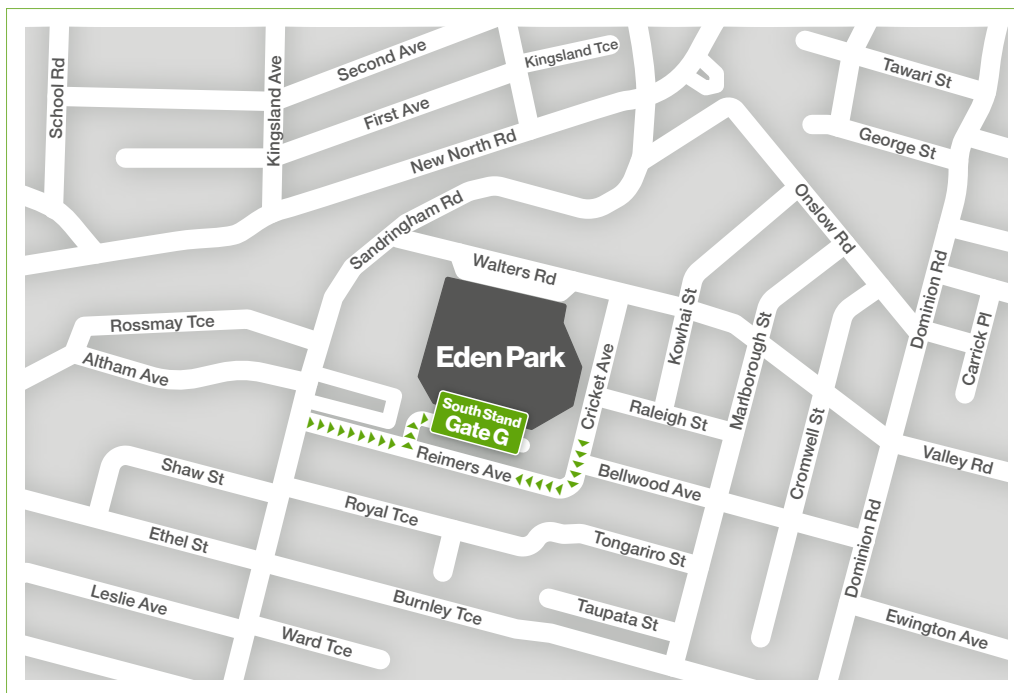
1. Chairman’s, Chief Executive Officer’s and Chief Financial Officer’s reports

Reports from the Chairman, the Chief Executive Officer, and the Chief Financial Officer of the Manager in respect of the financial year ended 31 March 2018.

2. Resolution 1: Re-appointment of Leonie Freeman

As an ordinary resolution, that Unitholders approve the re-appointment of Leonie Freeman as an Independent Director of the Manager.

Please call the information line on 0800 359 999 (within New Zealand) or +64 9 488 8777 (outside New Zealand) if you have any queries about the resolution or this Notice of Meeting.



Explanatory notes

The Board of the Manager maintains a majority of Independent Directors. Unitholders are entitled to nominate and vote on the appointment of Independent Directors.

GMT's trust deed requires that at least one third of the Independent Directors (or, if there is not a multiple of three Independent Directors, the number nearest to one third) must retire by rotation at the Annual Meeting of Unitholders each year, but shall be eligible for re-appointment at that meeting. Those required to retire are those who have been longest in office since they were last appointed.

Nominations for appointments to the Board were called for on 11 May 2018 and closed on 25 May 2018. No nominations were received, meaning Leonie Freeman stands unopposed.

Resolution 1: Re-appointment of Leonie Freeman

Leonie Freeman retires by rotation at the meeting and offers herself for re-appointment.

Leonie is an entrepreneur, business futurist and housing strategist who has broad experience across a range of property disciplines having held senior development, property management, strategic and education roles. Her 30 year career has also included the establishment of RealENZ.co.nz in 1996 (later renamed realestate.co.nz), a successful property consultancy business as well as the purchase, transformation and sale of a large property management business in 2007. She spent eight years holding senior and advisory positions with local and central government – either in strategic property advice or troubleshooting public sector development projects.

In October 2016 she launched a philanthropic and independent initiative with the sole purpose of solving Auckland's housing crisis – called thehomepage.nz. In addition Leonie is a professional speaker focusing on igniting innovation in organisations as well as business transformation.

She has been a regular and sought after print, radio and TV commentator. Leonie is a Life Member of the Property Institute, was awarded the Supreme Property Award for 2017 and was a finalist in the recent Westpac Women of Influence Awards. She recently received the Judges Choice Leadership Award at the 2017 Property Council Awards.



She achieved first class honours in her Master of Commerce degree and has previously held board positions with the New Zealand Institute of Valuers, the Massey University Property Foundation and Government Property Services.

The Board considers Leonie to be an Independent Director and unanimously recommends that Unitholders vote in favour of her re-appointment.

Further information

Attendance and voting rights

Every Unitholder, or that Unitholder's proxy, attorney or representative, is entitled to attend the Meeting and vote.

Voting will be by way of a poll, in which each Unitholder will have one vote per Unit they hold. Unitholders for the purposes of voting at the Meeting will be determined from the Trust's register at the close of business on the day prior to the Meeting.

Voting and proxies

A Unitholder is entitled to appoint a proxy to attend and vote on behalf of the Unitholder at the Meeting. A proxy need not be a Unitholder. A Voting and Proxy Form accompanies this Notice of Meeting. It can be mailed or delivered to the Registrar, Computershare Investor Services Limited, or it can be completed electronically.

To be valid, it must be received by 1.30 pm on Monday 2 July 2018.

Unitholders wishing to appoint the Chairman of the Meeting or another Director as their proxy should read carefully the instructions on the Voting and Proxy Form and direct such appointment in the manner provided for on that form.

Ordinary Resolutions

To be passed, each Resolution needs to be approved by a simple majority of those Unitholders entitled to vote and voting on the Resolution.

Quorum

A quorum for the Meeting will be constituted if at least five Unitholders are present (in person, or by proxy, attorney or representative) and those present together hold or represent at least 10% of the number of Units on issue as at the date of the Meeting and carrying the right to vote on the Resolution at the Meeting.

Glossary

Capitalised terms used in this Notice of Meeting are defined in the glossary as shown on this page.

Glossary

Board	means the Board of the Manager, comprising the Directors.
Chairman	means Keith Smith.
Directors	means the directors of the Manager, being the Independent Directors and Gregory Goodman, Phil Pryke and John Dakin.
GMT or Trust	means Goodman Property Trust and its controlled entities, as the context requires.
Independent Directors	means Keith Smith, Leonie Freeman, Susan Paterson and Peter Simmonds.
Manager	means Goodman (NZ) Limited, as the manager of GMT.
Meeting	means the meeting of Unitholders to be held at Eden Park, South Stand, Level 4 Lounge, Kingsland on 4 July 2018 commencing at 1.30pm and any adjournments or postponements thereof.
Notice of Meeting	means this notice of meeting, dated 6 June 2018 and issued by the Manager for the purpose of convening the Meeting.
Resolution	means the resolution to be considered by Unitholders as specified in the Notice of Meeting.
Trust Deed	means the trust deed dated 23 April 1999 providing for the establishment of GMT (as amended from time to time).
Unit	means a unit in GMT.
Unitholder	means a holder of Units.
Voting and Proxy Form	means the voting and proxy form accompanying the Notice of Meeting.



This Notice of Meeting is dated 6 June 2018 and has been prepared by Goodman (NZ) Limited as Manager of Goodman Property Trust. The information in this Notice of Meeting and any discussion at the Meeting are general information only and are not intended as investment or financial advice and must not be relied upon as such. You should obtain independent professional advice prior to making any decision relating to your investment or financial needs. www.goodman.com/nz