



21 October 2011

The Manager  
Company Notices Section  
ASX Limited  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Sir

**GMP: GOODMAN GROUP (GMG) ANNOUNCEMENT – NOTICE OF ANNUAL GENERAL MEETINGS**

We attach an announcement made today by Goodman Group.

Please contact the undersigned in relation to any queries.

Yours faithfully

A handwritten signature in black ink that reads "Carl Bicego". The signature is written in a cursive, flowing style.

Carl Bicego  
Company Secretary



21 October 2011

The Manager  
Company Notices Section  
ASX Limited  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Sir

**Goodman Group (Goodman) – Notice of Annual General Meetings**

We enclose the Goodman Notice of Annual General Meetings, to be held on Thursday 24 November 2011 at 10:00am (Sydney time) at The Westin Sydney, Heritage Ballroom, No 1 Martin Place, Sydney, NSW.

Please contact the undersigned should you have any queries.

Yours faithfully

A handwritten signature in black ink, appearing to read "Carl Bicego".

Carl Bicego  
**Company Secretary**

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## notice of annual general meetings+

Notice is hereby given that the Annual General Meetings of the shareholders of Goodman Limited and unitholders of Goodman Industrial Trust will be held at:

The Westin Sydney, Heritage Ballroom  
No 1 Martin Place, Sydney, NSW

On Thursday, 24 November 2011  
at 10:00 am (Sydney time).

Goodman Group comprising of:  
Goodman Limited (ABN 69 000 123 071) and  
Goodman Funds Management Limited (ABN 48 067 796 641,  
AFSL Number 223621) as the Responsible Entity for  
Goodman Industrial Trust (ARSN 091 213 839)



# Business

## Description

- a. To consider the Annual Report of Goodman.
- b. To consider and, if thought fit, pass, with or without modification, the resolutions described in the Proposed Resolutions section.

## Proposed Resolutions

To consider and, if thought fit, pass each of:

- (a) Resolutions 1 to 3 as ordinary resolutions of the Company; and
- (b) Resolutions 4 and 5 as ordinary resolutions of both the Company and the Trust.

### Resolution 1: Re-election of a Director – Mr John Harkness

“That Mr John Harkness, a Director of the Company, retiring by rotation in accordance with the Constitution and the Listing Rules, be re-elected as a Director of the Company.”

### Resolution 2: Re-election of a Director – Ms Anne Keating

“That Ms Anne Keating, a Director of the Company, retiring by rotation in accordance with the Constitution and the Listing Rules, be re-elected as a Director of the Company.”

### Resolution 3: Adoption of the Remuneration Report

“That the Remuneration Report for the year ended 30 June 2011 be adopted.”

The vote on this resolution is advisory and does not bind the Directors. However, there are additional consequences where 25% or more of votes cast are against the resolution at consecutive Annual General Meetings as set out in the Explanatory Memorandum.

A voting exclusion applies to this resolution as set out at the end of this section.

### Resolution 4: Issue of Performance Rights under the Long Term Incentive Plan to Mr Gregory Goodman

“That approval is given for all purposes including under section 200B of the Corporations Act and under the Listing Rules for the grant of 4,900,000 Performance Rights to Mr Gregory Goodman as described in the Explanatory Memorandum.”

A voting exclusion applies to this resolution as set out at the end of this section.

### Resolution 5: Approval of issue of Stapled Securities as a distribution on the Exchangeable Hybrid Securities

“That approval is given for all purposes under the Listing Rules (including for the purposes of Listing Rule 7.1) for the issue of Stapled Securities in satisfaction of the distributions payable under the Exchangeable Hybrid Securities issued on 16 October 2009 for a period of 13 months from the date of this approval.”

A voting exclusion applies to this resolution as set out at the end of this section.

#### Voting exclusion statement

In accordance with the Corporations Act, a vote on Resolution 3 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

However, a person described above may cast a vote on Resolution 3 if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 3; and
- (d) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

Further, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 3 or 4 if:

- (a) the proxy is either:
  - (i) a member of the key management personnel for Goodman; or
  - (ii) a closely related party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

If you appoint the Chairman of the Meetings as your proxy you should direct him how to vote on Resolutions 3 and 4. If you appoint the Chairman of the Meetings as your proxy you will be directing the Chairman to vote any proxies held by him in favour of Resolutions 3 and 4 unless you have marked another direction.

In accordance with the Listing Rules, Goodman will disregard any votes cast on:

- + Resolution 4 by Mr Gregory Goodman and any other Director (except one who is ineligible to participate in any employee incentive scheme in relation to Goodman) and any associates of those persons; and
- + Resolution 5 by CIC and any other person who might obtain a benefit if the resolution is passed (except a benefit solely in the capacity of a holder of Stapled Securities) and any associates of those persons.

However, a vote need not be disregarded only because:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meetings as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form to vote as the proxy decides.

Defined terms used in this Notice of Meetings are set out at the end of this document.

## Notes

### Annual Report

The Annual Report is available for download from Goodman's website at

<http://investors.goodman.com/>

### Required majority

The Resolutions will be passed as ordinary resolutions of the Company and/or the Trust (where applicable) for all purposes under the Listing Rules and the Corporations Act if they are approved by the majority of those Securityholders present and voting (including by proxy) at the Meetings.

Each resolution is to be considered separately, and the approval or otherwise of a resolution will not be conditional on the outcome of another.

### Voting entitlements

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the holding of each Securityholder for the purposes of ascertaining the voting entitlements for the Meetings will be as it appears in the Register at 7:00 pm (Sydney time) on 22 November 2011.

### Voting in person – individuals and corporate representatives

Securityholders who plan to attend the Meetings are asked to arrive at the venue 30 minutes prior to the time designated for the Meetings, if possible, so that their securityholding may be checked against the security register and attendance noted. Securityholders attending in person must register their attendance upon arrival.

Where more than one joint Securityholder votes, the vote of the Securityholder whose name appears first in Goodman Group's security register shall be accepted to the exclusion of the others.

To vote in person at the Meetings, a company that is a Securityholder may appoint an individual to act as its representative. The representative should bring to the Meetings a letter or certificate evidencing their appointment. A form of certificate may be obtained from Goodman Group's security registry at: [www.investorcentre.com](http://www.investorcentre.com).

### Voting by proxy – using the Securityholder Proxy Form or electronically

You may appoint any person to attend and vote as your proxy, including the Chairman of the Meetings. A proxy is not required to be a Securityholder. To appoint a proxy, complete and lodge the Proxy Form in accordance with the instructions below.

#### (a) How is the proxy to vote?

Unless the proxy is required by law to vote, the proxy may decide whether or not to vote on any particular item of business.

If the appointment of proxy:

- + directs the proxy to vote on an item of business in a particular way, the proxy may only vote on that item as directed; or
- + does not direct the proxy to vote on an item of business in any particular way, the proxy may vote on that item as the proxy sees fit.

If the appointment of a proxy does specify the way a proxy is to vote:

- + the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote on that item as directed; and
- + if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- + if the proxy is the Chairman of the Meetings at which the resolution is voted on – the proxy must vote on a poll, and must vote on that item as directed; and
- + if the proxy is not the Chairman – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote on that item as directed. However, if the appointment of a proxy does specify the way a proxy is to vote and the proxy is not recorded as attending the Meetings or does not vote on the resolution, the Chairman of the Meetings is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the Meetings.



**(b) Appointing more than one proxy**

A Securityholder entitled to cast two or more votes at the Meetings may appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise.

If the Securityholder appoints two proxies and does not specify the proportion or number of votes each proxy may exercise, then each proxy may exercise half of the votes.

**(c) Lodging your proxy**

A Proxy Form is attached to this Notice of Meetings. To be valid:

1. Proxy Forms must be received at the office of Computershare Investor Services Pty Limited (on behalf of Goodman Group) or at the registered office of Goodman Group, being the places designated by Goodman Group for that purpose or at the facsimile number of Computershare Investor Services Pty Limited or Goodman Group, by no later than 10:00 am (Sydney time) on 22 November 2011, or if the Meetings are adjourned, at least 48 hours before its resumption in relation to the adjourned part of the Meetings.
2. The authority under which any form appointing a proxy is signed or a certified copy of that authority, must be received at the office or facsimile number of Computershare Investor Services Pty Limited (on behalf of Goodman Group) or Goodman Group by no later than 10:00 am (Sydney time) on 22 November 2011, or if the Meetings are adjourned, at least 48 hours before its resumption in relation to the adjourned part of the Meetings.

The office of Computershare Investor Services Pty Limited is Level 5, 115 Grenfell Street, Adelaide, SA, 5000 (GPO Box 242, Melbourne, VIC, 3001) and the facsimile number is 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia). A reply paid envelope is enclosed.

The registered office of Goodman Group is Level 17, 60 Castlereagh Street, Sydney, NSW, 2000 and the facsimile number is +61 2 9230 7444.

Alternatively, you can lodge your proxy online by visiting [www.investorvote.com.au](http://www.investorvote.com.au). To use the online lodgements facility, Securityholders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

However, please note that the online proxy facility is not suitable for Securityholders wishing to appoint two proxies.

**(d) Custodian voting**

For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

**(e) Chairman's intention**

If you return your Proxy Form but do not nominate a representative, the Chairman of the Meetings will be your proxy and will vote on your behalf as you direct on the Proxy Form. If your nominated representative does not attend the Meetings then your proxy vote will revert to the Chairman of the Meetings. The Chairman intends to vote all proxies granted to the Chairman of the Meetings in favour of the Proposed Resolutions set out in the Notice of Meetings (unless you have provided a contrary voting direction in your Proxy Form).

**Voting by corporate representative**

In order to vote in person at the Meetings, a corporation which is a Securityholder may appoint an individual to act as its representative. The appointment must comply with the requirements of sections 250D and 253B of the Corporations Act. The representative should bring to the Meetings evidence of their appointment, including any authority under which it is signed.

**Questions and comments from Securityholders at the Meetings**

In accordance with the Corporations Act, a reasonable opportunity will be given to Securityholders as a whole to ask questions about, or make comments at, the Meetings on the management of Goodman and the Remuneration Report.

Similarly, a reasonable opportunity will be given to Securityholders as a whole to ask Goodman's auditor, KPMG, questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the audit report;
- (c) the accounting policies adopted by Goodman in relation to the preparation of its financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

Securityholders may also submit a written question to KPMG if the question is relevant to the content of KPMG's audit report or the conduct of its audit of Goodman's financial report for the year ended 30 June 2011.

Relevant written questions for KPMG must be received by no later than 5:00 pm (Sydney time) on Thursday, 17 November 2011. A list of those relevant written questions will be made available to Securityholders attending the Meetings. KPMG will either answer the questions at the Meetings or table written answers to them at the Meetings. If written answers are tabled at the Meetings, they will be made available to Securityholders as soon as practicable after the Meetings.

Please send any written questions for KPMG:

- (a) to Computershare Investor Services Pty Limited in the enclosed reply paid envelope;
- (b) by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- (c) to Goodman's registered office at Level 17, 60 Castlereagh Street, Sydney, NSW, 2000.

By order of the Boards of Goodman.



Carl Bicego

Company Secretary  
21 October 2011



## Explanatory Memorandum

As required by section 317 of the Corporations Act, the Annual Report will be laid before the Meetings. Securityholders will be provided with the opportunity to ask questions about the reports of Goodman generally, but there will be no formal resolution put to the Meetings.

### Proposed Resolutions

#### Resolutions 1 and 2: Re-election of Directors

Listing Rule 14.4 and Clause 10.3 of the Company's Constitution require that at the Annual General Meeting, a Director who has held office beyond the third Annual General Meeting following their appointment or for the last three years, whichever is the longer, must retire. A retiring Director is eligible for re-election.

Mr John Harkness and Ms Anne Keating were last elected as Directors at the Annual General Meeting held in 2008. Each Director retires by rotation in accordance with the Company's Constitution and offers himself/herself for re-election.

#### Resolution 1: Re-election of a Director – Mr John Harkness

##### Mr John Harkness – Independent Director

Appointed 23 February 2005

Chairman of Audit Committee and Risk and Compliance Committee.

John is a Fellow of The Institute of Chartered Accountants in Australia and the Australian Institute of Company Directors. He was a partner of KPMG for 24 years and National Executive Chairman for five years. Since leaving KPMG in June 2000, John has held a number of non-executive director roles. He is currently a director of Charter Hall Retail Management Limited (since August 2003), the management company of Charter Hall Retail REIT, the Chairman of the Reliance Rail group and a director of Sinclair Knight Mertz Management Pty Limited.

He was formerly a director of Crane Group Limited (from September 2000 to December 2010) and the Chairman of Lipa Pharmaceuticals Limited (from June 2004 to November 2007).

John is President of Northern Suburbs Rugby Football Club Limited, a member of the Territorial Headquarters and Sydney Advisory Board of the Salvation Army and the Chairman of the Sydney Foundation for Medical Research.

### Recommendation

The Directors (other than Mr John Harkness who has a direct interest in the outcome of the resolution) unanimously recommend that Securityholders vote in favour of Resolution 1.

#### Resolution 2: Re-election of a Director – Ms Anne Keating

##### Ms Anne Keating – Independent Director

Appointed 23 February 2005

Member of Risk and Compliance Committee and Remuneration and Nomination Committee.

Anne is a non-executive director with board positions in a range of industries. She is on the boards of the management companies of the Ardent Leisure Group (since March 1998) and a director of REVA Medical Inc (since October 2010), ClearView Wealth Limited (since November 2010) and GI Dynamics, Inc. (since June 2011). Anne was formerly a director of STW Communications Group Limited (from May 1995 to February 2011) as well as Spencer Street Station Redevelopment Holdings Limited and Insurance Australia Group Limited.

Anne is also a director of the Garvan Institute of Medical Research, a member of the Advisory Council of RBS Group (Australia) Pty Ltd (formerly ABN AMRO), a Governor of the Cerebral Palsy Foundation and a trustee for the Centennial Park and Moore Park Trust.

Her last executive position was as General Manager, Australia for United Airlines for nine years until 2001.

### Recommendation

The Directors (other than Ms Anne Keating who has a direct interest in the outcome of the resolution) unanimously recommend that Securityholders vote in favour of Resolution 2.

### Resolution 3: Adoption of the Remuneration Report

The Remuneration Report on pages 24 to 37 of the Annual Report:

- (a) explains the Board's policies in relation to the nature and level of remuneration paid to Directors and senior executives within Goodman;
- (b) discusses the link between the Board's policies and Goodman's performance;
- (c) provides a detailed summary of performance conditions, explaining why they were chosen and how performance is measured against them;
- (d) sets out remuneration details for each Director and for each relevant member of Goodman's senior executive team; and
- (e) makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating executives, including Executive Directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meetings.

The vote on this resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Securityholders on the Remuneration Report when reviewing Goodman's remuneration policies. If a company's remuneration report receives votes against of 25% or more at two consecutive annual general meetings, a resolution must then be put to shareholders at the second annual general meeting as to whether another meeting should be held within 90 days at which all directors (other than a managing director) who were in office at the date of approval of the applicable directors' report must stand for re-election.

### Resolution 4: Issue of Performance Rights under the Long Term Incentive Plan (LTIP) to Mr Gregory Goodman

#### Background

In 2009, Securityholders approved a new long-term incentive scheme intended to encourage the alignment of executive rewards to the creation of value for Goodman Securityholders. Goodman's remuneration policy provides for the allocation of Performance Rights to nominated employees as a long term incentive under the LTIP. Offers of Performance Rights occur concurrently with the review of fixed remuneration and bonuses after the end of the financial year.

Subject to Securityholder approval, the Board proposes to grant 4.9 million Performance Rights to Mr Goodman for his performance in the 2011 financial year and as a long term incentive over the next five years. This quantum has been determined on the basis of independent advice from external consultants and on the recommendation of the Remuneration and Nomination Committee (Committee).

#### Group Chief Executive Officer's remuneration

Mr Goodman's remuneration and that of other executives comprises three key components:

- (a) Fixed Remuneration: Based on marketplace benchmarks and calculated on a total cost basis which includes the value of non-cash components.
- (b) Short Term Incentive (STI): The value of any amount of bonus is correlated with Group performance and individual performance.
- (c) Long Term Incentive (LTI): Allocation of Performance Rights as noted above and as further outlined below.

The LTIP provides equity based remuneration in the form of Performance Rights or Options (including cash equivalents in certain jurisdictions). The purpose of these equity incentives is to achieve enhanced alignment of the interests of employees and Securityholders by matching rewards under the LTIP with the long-term growth and prosperity of Goodman. All employees of Goodman are eligible to participate in the LTIP.

The LTIP providing for the issue of Performance Rights, was approved at the Annual General Meetings on 30 November 2009. Each Performance Right issued under the LTIP entitles an employee to acquire a Stapled Security for nil consideration subject to the achievement of performance hurdles over a three year period (refer below). In order to derive the full benefits of an award, an employee must remain employed over a five year vesting period. The LTIP also provides for the issue of Options, though this has not been utilised to date. If Options were to be issued it would entitle an employee to acquire a Stapled Security on payment of the exercise price for the Option, subject to the vesting conditions having been satisfied.

The Committee considers that Performance Rights are an effective equity incentive because the perceived value and incentive to the employee remains tangible over the term of the instrument, subject to meeting performance hurdles. This differs from Options where there may be a loss of perceived value and incentive to employees where there is little or no difference between the market price and the strike price. The Committee has taken account the greater value of Performance Rights compared to Options when making awards of Performance Rights.

Mr Goodman's remuneration for the 2011 financial year is detailed on page 24 of the Annual Report.

### Summary of Performance Rights terms

A summary of the terms of the Performance Rights, and how they apply to the grant proposed for Mr Goodman is set out below. A grant of Performance Rights under the LTIP is subject to both the rules of the LTIP and the terms of the specific grant. The vesting dates and hurdles applying to Mr Goodman's rights are the same as those applying to other senior executive participants under the LTIP.

On each of three vesting dates, Mr Goodman will be issued Stapled Securities equal to 1/3 of the total number of Performance Rights granted subject to Goodman Group meeting the performance hurdles. In addition, vesting is conditional on Mr Goodman remaining an employee of Goodman Group on the relevant vesting date, or having ceased as an employee of Goodman Group before one or any of the relevant vesting dates in "Special Circumstances" (as defined in the LTIP rules and unless the Board determines otherwise).

Under the LTIP, 75% of each grant will be tested against an Earnings per Security (EPS) hurdle and 25% of each grant will be tested against a relative Total Securityholder Return (TSR) hurdle. The performance hurdles in respect of each grant will be tested in respect of the period 1 July 2011 to 30 June 2014 (the Performance Testing Period).

#### (a) EPS Hurdle

This hurdle measures the direct contribution of employees to the financial performance of Goodman. Strong performance in operating EPS generally correlates with stronger returns to Securityholders through distributions and security price increases, but this may be impacted by other market factors and conditions.

EPS is defined as annual operating profit (as determined by the Board) divided by the number of Stapled Securities on issue and diluted for the conversion of the Exchangeable Hybrid Securities.

In respect of the 75% portion of each tranche tested against EPS, nil will vest unless the cumulative EPS achieved by Goodman over the Performance Testing Period exceeds the EPS Targets established for each year by the Board. If the cumulative Target is met or exceeded, 100% of this portion will vest at the end of the Performance Testing Period.

The Board determined that the Target EPS for FY2012 is \$0.06 per Stapled Security. The Target EPS for FY2013 and FY2014 will be advised around the commencement of each of those financial years.

#### (b) Relative TSR Hurdle

Vesting of the remaining 25% of each tranche of Mr Goodman's Performance Rights will be based upon the TSR achieved by Goodman over the Performance Testing Period as compared to the TSR achieved by companies in the S&P/ASX 200 for that same period. Goodman considers that the S&P/ASX 200 index is the most appropriate comparator group on the basis that it is sufficiently broad to include a sample of businesses with geographic diversity and business complexity to compare with Goodman Group's performance.

TSR is based upon security price movements on ASX plus distributions paid in respect of those securities, as determined by the Board. Vesting is in accordance with the following formula:

TSR Performance in Performance Testing Period compared to S&P/ASX 200	Proportion of Performance Rights subject to TSR hurdle vesting
Less than the 51st Percentile	0%
At 51st Percentile	50%
Greater than 51st Percentile but less than 76th Percentile	50% plus an additional 2% for every 1% increase in percentile rank
At 76th Percentile or above	100%

To ensure further long-term alignment and retention, vesting is in three yearly tranches in years three, four and five, assuming that the performance hurdles have been achieved. The three vesting dates applicable to the grant of Performance Rights are:

- + 2 September 2014 for Tranche 1;
- + 1 September 2015 for Tranche 2; and
- + 1 September 2016 for Tranche 3.

Subject to satisfaction of the vesting conditions and the LTIP rules, the Board has determined that a Performance Right does not require payment of an exercise price. Upon vesting, Mr Goodman will automatically become entitled to be issued Stapled Securities on the applicable vesting date at no cost to Mr Goodman.

In the Board’s view, the performance hurdles that must be satisfied before Performance Rights vest link the ultimate value of the Performance Rights to the continued growth of Goodman’s earnings and Securityholder returns and therefore provide a major incentive for Mr Goodman to ensure that Goodman achieves superior performance.

**Early vesting of the proposed grant under the LTIP rules**

In the event of Mr Goodman’s death or cessation of employment due to retirement, total or permanent disablement, redundancy or other circumstances determined by the Board (Special Circumstances), prior to the date nominated as the first possible time for the Performance Rights to be exercised, some or all of any unvested Performance Rights may vest as determined by the Board in its discretion or continue as if he were still employed. In exercising its discretion, the Board may take into account a range of matters including:

- (a) the elapsed performance period as at the date of cessation; and
- (b) the extent to which the performance conditions have been satisfied as at the date of cessation.

Where Mr Goodman ceases employment in circumstances other than those described above, all unvested Performance Rights will lapse if Mr Goodman ceases to be employed by Goodman unless otherwise determined by the Board.

In addition to early vesting as a result of Special Circumstances, the Board may, at its discretion, accelerate the vesting of all or part of any unvested Performance Rights, in circumstances such as a takeover bid resulting in a change in control, a scheme of arrangement, winding up or delisting of Goodman or a change in the composition of a Stapled Security.

In the event that Mr Goodman’s Performance Rights vest early upon the termination of his employment, the value of the benefit he may receive for the purposes of the retirement benefit provisions of the Corporations Act will be affected by the number of Performance Rights vesting and the value of the Stapled Securities at the date of vesting.

**Other terms of the proposed grant under the LTIP rules**

Disposal of Stapled Securities allocated under the LTIP will be subject to Goodman’s security trading policy.

The Board may, at its discretion, determine that Performance Rights and, where applicable, the Stapled Securities the subject of the Performance Rights, may be subject to additional disposal restrictions.

Performance Rights will not attract dividends or distributions and voting rights in respect of Stapled Securities until the Performance Rights vest and Stapled Securities are allocated, whether or not the Stapled Securities are subject to disposal restrictions. Income tax will be the responsibility of Mr Goodman.

A participant may not sell, assign, transfer or otherwise deal with, or grant a security interest over Performance Rights without the prior written approval of the Board. Performance Rights may lapse immediately on any purported sale, assignment, transfer, dealing or grant of security interest.

In the event of any capital reorganisation by Goodman (including bonus issues, other pro rata issues or reorganisations), the participant's Performance Rights, and the Stapled Securities allocated to the participant on vesting of the Performance Rights, will be adjusted, as set out in the LTIP rules. In general, it is intended that the participant will not receive any advantage or disadvantage from such an adjustment not received by holders of Stapled Securities and any adjustment must be consistent with the Listing Rules and Corporations Act.

#### Other information

No Director other than Mr Goodman is eligible to participate in the issue of Performance Rights under the LTIP which are the subject of this Resolution 4.

Performance Rights are used by Goodman for employee remuneration and incentive and do not raise any issue proceeds. The Performance Rights will be granted, and if vested, Stapled Securities will be issued or delivered, at no cost to Mr Goodman. If Securityholders approve this Resolution 4, the Performance Rights will be issued to Mr Goodman shortly after the passing of this resolution (and in any event within 12 months).

The Directors do not believe that Goodman will incur any material opportunity cost or forego any material benefit by issuing Performance Rights under the LTIP for which it will not be adequately compensated if the performance hurdles described above are met.

The Directors believe that the dilutionary effect of the issue of up to 4.9 million Performance Rights to Mr Goodman will be immaterial as they represent 0.07% of the total number of Stapled Securities currently on issue.

#### Performance Rights issued since approval of the LTIP

Since the Annual General Meetings held in November 2009 approving the LTIP and the approval of Securityholders of grants to Mr Goodman, 3,900,000 Performance Rights were granted in respect of the 2009 financial year on 14 May 2010 and 3,653,846 Performance Rights were granted in respect of the 2010 financial year on 1 February 2011.

Non-Executive Directors are not entitled to participate in employee equity incentive schemes and no other Performance Rights have been issued to any other Director.

#### Reasons for seeking approval

Securityholder approval of the offer to Mr Goodman as a Director of Goodman to participate in the LTIP is sought for all purposes under the Corporations Act and the Listing Rules. If approval is given, the following consequences will ensue:

- (a) Any benefits received by Mr Goodman under the LTIP upon cessation of employment will not be prohibited under the retirement benefit provisions of section 200B of the Corporations Act. Benefits may include the early vesting of Performance Rights approved by the Board in limited circumstances as set out in the LTIP rules and as described.
- (b) Under Listing Rule 10.14, an entity must not issue securities to a related party (such as a Director or a company controlled by a Director) under an employee incentive scheme without the approval of its members. Accordingly, approval of Securityholders is sought for the purposes of Listing Rule 10.14 to enable Goodman to make grants of Performance Rights, and subsequently issue or transfer Stapled Securities to Mr Goodman.

#### Recommendation

The Directors (other than Mr Gregory Goodman who has a direct interest and abstained from consideration of the matter) believe that the issue of Performance Rights under the LTIP on the terms above is an appropriate equity-based incentive for this Executive Director, having regard to Mr Goodman's performance, responsibilities and commitment.

Accordingly, the Directors (other than Mr Gregory Goodman who has a direct interest in the outcome of the resolution as outlined) unanimously recommend that Securityholders vote in favour of Resolution 4.



### Resolution 5: Approval of issue of Stapled Securities as a distribution on the Exchangeable Hybrid Securities

On 6 August 2009, Goodman announced that it had entered into a new strategic relationship with CIC whereby CIC would make a significant investment of A\$500 million in Goodman by subscribing for Exchangeable Hybrid Securities.

Securityholders approved the issue of the Exchangeable Hybrid Securities at the Extraordinary General Meetings of the Company and the Trust held on 24 September 2009. Goodman subsequently issued 5,000 Exchangeable Hybrid Securities with a face value of A\$100,000 each to CIC on 16 October 2009. The Exchangeable Hybrid Securities have three different tranches that are exchangeable at different times and at different prices and Tranche 1 of 2,250 Exchangeable Hybrid Securities was exchanged in late 2010.

Under the terms of the Exchangeable Hybrid Securities, distributions are non-cumulative and payable at the sole discretion of the issuer of the Exchangeable Hybrid Securities. Goodman can elect to satisfy the distributions payable on the Exchangeable Hybrid Securities in cash or by issuing Stapled Securities in lieu of cash. This may be relevant, for example, where certain financial triggers are breached. In such circumstances distributions cannot be paid in cash and the flexibility to satisfy distributions by the issue of Stapled Securities would prevent a distribution stopper coming into effect in respect of Stapled Securities.

If Goodman makes the election to satisfy the distribution by issuing Stapled Securities they will be issued at a 2.5% discount to the 15 day VWAP for Stapled Securities prior to their date of issue. These Stapled Securities will be issued to the holders of the Exchangeable Hybrid Securities (currently CIC) within 10 business days of the date of the relevant distribution payment date, being either 21 June or 21 December of each year in accordance with the terms of the Exchangeable Hybrid Securities. They will be issued on the same terms as the Stapled Securities then on issue.

At the 2009 and 2010 Annual General Meetings, Securityholders approved the issue of Stapled Securities in lieu of cash distributions payable on the Exchangeable Hybrid Securities for a period of 13 months after the date of that approval. As Tranches 2 and 3 of the Exchangeable Hybrid Securities have not yet been exchanged or redeemed, Goodman is seeking re-approval from Securityholders for the issue of Stapled Securities in lieu of cash distributions payable on the Exchangeable Hybrid Securities for a period of 13 months after the date of the approval of

Resolution 5. To date, no distributions on the Exchangeable Hybrid Securities have been paid by way of Stapled Securities in lieu of cash.

If Securityholders approve this Resolution 5, Goodman could for example issue approximately 22,759,444<sup>1</sup> Stapled Securities, equivalent to 0.31%<sup>2</sup> of the Stapled Securities Goodman currently has on issue, to the holders of Exchangeable Hybrid Securities for the next six-monthly distribution period (and similarly for subsequent six-monthly periods). The actual number of Stapled Securities that may be issued will vary by reference to the number of outstanding Exchangeable Hybrid Securities and the price of Stapled Securities at the time.

The terms and conditions of the Exchangeable Hybrid Securities are summarised under Annexure A.

### Regulatory requirements for Resolution 5

Listing Rule 7.1 provides that where Goodman seeks Securityholder approval in advance of the issue of Stapled Securities, those Stapled Securities will not count towards Goodman's 15% placement capacity.

Normally, Listing Rule 7.3.2 would require Goodman to issue the Stapled Securities which Securityholders have approved within three months of the date of Securityholder approval. However, ASX has granted a waiver of Listing Rule 7.3.2 to allow Goodman to issue Stapled Securities in lieu of the payment of a cash distribution for up to 13 months after the date of Securityholder approval.

Accordingly, Goodman is seeking Securityholder approval of the issue of Stapled Securities in lieu of the payment of a cash distribution for up to 13 months after the date of Securityholder approval in accordance with the procedure under Listing Rule 7.1. If this Resolution 5 is approved by Securityholders by the requisite margin, then any such Stapled Securities will not be counted towards Goodman's 15% placement capacity under Listing Rule 7.1.

### Recommendation

The Board unanimously recommends that Securityholders vote in favour of Resolution 5.

1. If the December 2011 distribution on the 2,750 Exchangeable Hybrid Securities was to be satisfied by the issue of Stapled Securities at an issue price of \$0.6058 (being the 15 business day VWAP as at 16 September 2011 of \$0.6213 at a discount of 2.5%), the notional number of Stapled Securities to be issued would be approximately 22,759,444 Stapled Securities. On 1 January 2012 the distribution rate increases from 10% to 11%.
2. Based on the 7,394,907,651 Stapled Securities on issue as at the date of this Notice of Meetings.



## Annexure A

### Summary terms and conditions

<b>Issuer</b>	Goodman Funds Management Limited (ACN 067 796 641) in its capacity as trustee of the China Hybrid Investment Trust ("CHIST"), a special purpose sub-trust of Goodman Industrial Trust
<b>Holder</b>	A wholly-owned subsidiary of CIC
<b>Description of securities</b>	Perpetual, unsecured, subordinated securities exchangeable into Stapled Securities
<b>Issue size and initial Exchange Price</b>	<p>A\$500 million split into three tranches:</p> <ul style="list-style-type: none"> <li>+ Tranche 1: A\$225 million at A\$0.43 (exchangeable into 523,255,815 Stapled Securities)*</li> <li>+ Tranche 2: A\$150 million at A\$0.44 (exchangeable into 340,909,090 Stapled Securities)</li> <li>+ Tranche 3: A\$125 million at A\$0.45 (exchangeable into 277,777,777 Stapled Securities)</li> </ul> <p>Exchange Price subject to anti-dilution adjustments for future events</p>
<b>Transferability</b>	The Exchangeable Hybrid Securities were not transferable until each Exchange Date after which time the applicable Exchangeable Hybrid Securities became fully transferable. Exchange Dates are as set out under "Holder exchange rights"
<b>Ranking</b>	The Exchangeable Hybrid Securities shall at all times rank pari passu and without any preference or priority among themselves and among Goodman PLUS, and subordinate to all other debts of the Issuer, but ranking in priority to all Stapled Securities and all ordinary units in CHIST, both for distributions and on a winding up
<b>Voting rights</b>	Usual voting rights for preference securities
<b>Allotment date</b>	16 October 2009
<b>Distributions</b>	<p>10% per annum payable semi-annually in arrears on each distribution date (21 June or 21 December)</p> <p>Distributions are non-cumulative and payable at the sole discretion of the Issuer</p> <p>Step-up of 1.00% from 1 January 2012 if the Exchangeable Hybrid Securities are not exchanged into Stapled Securities</p> <p>Distributions cannot be paid in cash in the event of a breach of the Triggers</p>
<b>Alternative Coupon Satisfaction Mechanism</b>	<p>If Distributions are paid in Stapled Securities, the Stapled Securities will be issued at a 2.5% discount to the 15 day VWAP</p> <p>If the Issuer is unable to pay the Distribution in Stapled Securities at the time for a legal or regulatory reason, the coupon, which is not cumulative, will be paid as soon as reasonably practicable</p>

<b>Triggers</b>	<p>The Issuer must comply with the following financial covenants in order to be able to pay a cash Distribution:</p> <ul style="list-style-type: none"> <li>i. Interest cover <math>\geq 2.5x</math> (EBITDA to Interest Expense)</li> <li>ii. Gearing <math>\leq 55\%</math> (Net Liabilities to Net Tangible Assets)</li> </ul> <p>Trigger calculation definitions are to be consistent with the calculation definitions applied under Goodman Group's Common Terms Deed Poll</p>
<b>Holder exchange rights</b>	<p>No exchange before the relevant Exchange Date:</p> <ul style="list-style-type: none"> <li>+ Tranche 1: 31 October 2009*</li> <li>+ Tranche 2: 30 June 2010</li> <li>+ Tranche 3: 31 December 2010</li> </ul> <p>After each period, CIC may exchange the Exchangeable Hybrid Securities available for exchange (in full or in two tranches, with the minimum conversion tranche being A\$60 million) into Stapled Securities at the Exchange Price at any time</p>
<b>Issuer redemption right</b>	<p>Redeemable by the Issuer at its election if the closing price of Stapled Securities for 20 out of 30 consecutive trading days is in excess of 125% of the exchange price from:</p> <ul style="list-style-type: none"> <li>+ Tranche 1: 31 December 2010*</li> <li>+ Tranche 2: 31 December 2011</li> <li>+ Tranche 3: 30 June 2012</li> </ul>
<b>Distribution stopper</b>	<p>No dividends or distributions may be made or paid to holders of Stapled Securities or Goodman PLUS (subject to payments which cannot be lawfully deferred or waived) if not all the Exchangeable Hybrid Securities coupons are paid in cash or by way of an Alternative Coupon Satisfaction Mechanism</p>
<b>Anti-dilution</b>	<p>Exchange Price to be adjusted to reflect the dilutionary impact of future events including (but not limited to) a reorganisation of Goodman Group's capital, extraordinary distributions, pro rata issues or bonus issues</p> <p>No adjustment to the Exchange Price is to be made for Distributions (other than extraordinary distributions), Stapled Securities issued pursuant to an employee share scheme or the broader equity raising announced by Goodman in August 2009</p>
<b>Governing law</b>	New South Wales, Australia
<b>Listing</b>	<p>None</p> <p>Stapled Securities of Goodman Group issued on exchange to be listed on ASX</p>

\* Tranche 1 was exchanged into Stapled Securities on 24 December 2010

## Defined terms

In the following resolutions, this Notice and the Explanatory Memorandum:

<b>AGM or Meetings</b>	means the Annual General Meetings of the shareholders of Goodman Limited and unitholders of Goodman Industrial Trust to be held at The Westin Sydney, Heritage Ballroom, No 1 Martin Place, Sydney, NSW at 10.00 am (Sydney time) on 24 November 2011
<b>Annual Report</b>	means the Securityholder Review and Financial Report as provided to Securityholders on 28 September 2011 that includes the Directors' report, the financial report and the independent auditor's report for the year ended 30 June 2011
<b>ASIC</b>	means Australian Securities & Investments Commission
<b>ASX</b>	means ASX Limited, or the market operated by it as the context requires
<b>Board</b>	means the board of Directors of the Company and GFM
<b>CIC</b>	means China Investment Corporation, a corporation registered in Beijing, including its wholly owned subsidiary Leader Investment Corporation, a corporation registered in Beijing
<b>Closely related party</b>	has the meaning given in section 9 of the Corporations Act
<b>Company</b>	means Goodman Limited (ABN 69 000 123 071)
<b>Constitution</b>	means the constitutions of the Company and/or the Trust as appropriate
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth)
<b>Director</b>	means a director of Goodman
<b>Exchangeable Hybrid Securities</b>	means perpetual, unsecured, subordinated securities exchangeable into ordinary Stapled Securities
<b>Explanatory Memorandum</b>	means the explanatory memorandum that accompanies this Notice of Meetings
<b>GFM</b>	means Goodman Funds Management Limited (ABN 48 067 796 641)
<b>Goodman or Goodman Group</b>	means the Company and the Trust (and where the context requires, GFM as responsible entity for the Trust) and, where the context requires, their controlled entities.
<b>Listing Rules</b>	mean the listing rules of ASX
<b>Notice of Meetings and Notice</b>	mean this notice of the Meetings and any notice of any adjournment of the Meetings
<b>Performance Right</b>	means a right to acquire a Stapled Security without payment of an exercise price
<b>Proposed Resolutions</b>	means the resolutions to be considered, and if thought fit, passed at the AGM by Securityholders, as set out in this Notice

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<b>Proxy Form</b>	means the proxy form attached to this Notice
<b>Related Body Corporate</b>	has the meaning given in section 50 of the Corporations Act
<b>Securityholder</b>	means a registered holder of Stapled Securities
<b>Stapled Security</b>	means a share in the Company stapled to a unit in the Trust
<b>Trust</b>	means Goodman Industrial Trust (ARSN 091 213 839)
<b>VWAP</b>	means volume weighted average market price

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+ **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 091 213 839

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



### By Mail:

Security registry - Computershare Investor Services Pty Limited  
 GPO Box 242 Melbourne  
 Victoria 3001 Australia  
 or  
 Registered office - Level 17  
 60 Castlereagh Street  
 Sydney NSW 2000 Australia

### By Fax:

Security registry - 1800 783 447 (within Australia)  
 +61 3 9473 2555 (outside Australia)  
 Registered office - +61 2 9230 7444

For Intermediary Online subscribers only  
 (custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

1300 723 040 (within Australia)  
 +61 3 9415 4043 (outside Australia)

## Proxy Form



Vote online, 24 hours a day, 7 days a week:

**[www.investorvote.com.au](http://www.investorvote.com.au)**



**Cast your proxy vote**



**Review and update your securityholding**

### Your secure access information is:



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**For your vote to be effective it must be received by 10:00am (Sydney time) on Tuesday 22 November 2011**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Security Registrar or you may copy this form. To appoint a second proxy you must indicate that you wish to appoint a second proxy by marking the box. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes.

**A proxy need not be a Securityholder of Goodman Group.**

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders must sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
 or turn over to complete the form** →

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Goodman Group hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Shareholders of Goodman Limited and the General Meeting of the Unitholders of Goodman Industrial Trust to be held at the Westin Sydney, Heritage Ballroom, No 1 Martin Place, Sydney, NSW at 10:00 am (Sydney time) on Thursday 24 November 2011 and at any adjournment of that meeting.

### Important for Items 3 and 4 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

If you do not mark any of the boxes in step 2 below on Items 3 and 4 you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions as set out below and in the Notice of Meeting even though Items 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel. Please note you can direct the Chairman of the Meeting to vote for, against or abstain from voting on Items 3 and 4 by marking the appropriate boxes in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 1 Re-election of Mr John Harkness as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of Ms Anne Keating as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Issue of Performance Rights under the Long Term Incentive Plan to Mr Gregory Goodman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Approval of issue of Stapled Securities as a distribution on the Exchangeable Hybrid Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Appointing a second proxy

I/we wish to appoint a second proxy

Mark with an 'X' if you wish to appoint a second proxy **AND**  % **OR**  State the percentage of your voting rights or the number of securities for this proxy form

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /