

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity: Goodman Group

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Gregory Leith Goodman
Date of last notice	25 November 2011

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	On a pre-consolidation basis: Direct – 9,700,000 Options under Executive Option Plan Direct – 12,453,846 Performance Rights under Long Term Incentive Plan Indirect – Cambio Investments Pty Limited (Formerly Goodman Holdings Pty Limited) has a relevant interest over 225,384,615 Stapled Securities.
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Gregory Goodman is a director and has a beneficial interest in Cambio Investments Pty Limited (Formerly Goodman Holdings Pty Limited) Cambio Investments Pty Limited has a relevant interest in securities held by Beeside Pty Limited as trustee for Beeside Trust through contracts
Date of change	2 April 2012

+ See chapter 19 for defined terms.

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No. of securities held prior to change	<p>On a pre-consolidation basis: Direct – 5,955,992 Securities under Employee Securities Acquisition Plan (ESAP) Direct – 9,700,000 Options under Executive Option Plan Direct – 12,453,846 Performance Rights under Long Term Incentive Plan Indirect – Cambio Investments Pty Limited has a relevant interest over 225,384,615 Stapled Securities.</p> <p>Total Direct and Indirect interests 253,494,453</p>
Class	Ordinary Stapled Securities, Options, Performance Rights and relevant interests in ordinary Stapled Securities.
Number acquired	Nil
Number disposed	On a pre-consolidation basis 5,955,992 Securities forfeited under ESAP
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	In accordance with the terms of the ESAP, Participants do not receive the cash proceeds from the sale of forfeited Securities.
No. of securities held after change	<p>On a pre-consolidation basis: Direct – 9,700,000 Options under Executive Option Plan Direct – 12,453,846 Performance Rights under Long Term Incentive Plan Indirect – Cambio Investments Pty Limited has a relevant interest over 225,384,615 Stapled Securities.</p> <p>Total Direct and Indirect interests 247,538,461</p>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On a pre-consolidation basis 5,955,992 Securities disposed of via off-market transfer to the Plan Administrator pursuant to the terms of the ESAP for forfeited securities.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Not applicable
Nature of interest\	
Name of registered holder (if issued securities)	
Date of change	

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No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

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Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

+ See chapter 19 for defined terms.