16 February 2012

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

Dear Sir

Goodman Group – Small Holding Divestment Facility

We confirm that the Small Holding Divestment Facility documentation (consisting of the enclosed Chairman's Letter, Small Holding Divestment Notice and Retention Form) was today dispatched to registered Small Holders (as on the register at 7.00pm (Sydney time) 8 February 2012).

Please contact the undersigned should you have any queries.

Yours faithfully

Carl Bicego
Company Secretary

enc

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Tel +61 2 9230 7400 | Fax +61 2 9230 7444 | info-au@goodman.com | www.goodman.com

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

CHAIRMAN'S LETTER
16 FEBRUARY 2012

Dear Securityholder

Goodman Group (Goodman or GMG) is pleased to announce a number of initiatives designed to ensure that Goodman's corporate and capital structure aligns with the growth of Goodman's business as a global owner, developer and manager of industrial property.

Restructure

GMG will seek Securityholder approval at an Extraordinary General Meeting (EGM) to be held on 30 March 2012 for an internal restructure of Goodman Group. This will involve adding a new Hong Kong incorporated company (HKCo) to the existing Goodman stapled structure. The Restructure will enable Goodman to continue to use the Trust structure and facilitate the international growth of the business where appropriate through HKCo.

Consolidation

At the EGM, Goodman will also seek Securityholder approval to consolidate Goodman's issued capital by consolidating every 5 pre-consolidation Securities into 1 post-consolidation Security. The purpose of the Consolidation is to reduce the volatility in Goodman's security price and improve the market perception and attractiveness of investing in Goodman.

Security Purchase Plan (SPP)

GMG will offer eligible Securityholders on the register at 7.00pm (Sydney time) on 15 February 2012, the opportunity to subscribe for additional Securities valued at up to $2,000 at a small discount to the volume weighted average price of GMG Securities during the 10 trading day period ended 15 February 2012. In establishing the SPP, Goodman is able to offer Securityholders (particularly eligible Small Holders, as defined below) the ability to acquire additional securities without brokerage or other transaction costs.

Divestment

GMG has also established a Small Holding Divestment Facility giving Securityholders who held less than $500 of Securities (an amount considered a non-marketable parcel under ASX Listing Rules) (Small Holders) as at 7.00pm (Sydney time) on 8 February 2012, the opportunity to allow Goodman to sell their Securities for them in a cost efficient manner before the above initiatives are implemented.

What action do I need to take in regard to the Divestment?

The Company and Trust Constitutions permit Goodman to divest Small Holdings and remit the proceeds to Small Holders in the manner set out in the Small Holding Divestment Notice enclosed. You have received this letter and the accompanying documents as our registry confirms that as at the record date you are a Small Holder.

Participation in the Divestment Facility is optional. If you do not wish to have your GMG Securities sold on your behalf, you need to do one of the following:

(a) elect to retain your current holding by submitting the enclosed Retention Form so that it is received by the Registry by no later than 5.00pm (Sydney time) 30 March 2012 (see further details in the enclosed Divestment Notice);

(b) sell your GMG Securities yourself so that they are no longer on the register at 30 March 2012;

or

(c) increase your holding of GMG Securities so that you hold a parcel of at least 741 Securities by 30 March 2012 (you can do this by acquiring additional Securities, including through the SPP which was announced today, consolidating multiple accounts or acquiring further Securities on market).

If you do not take one of these actions by 30 March 2012, Goodman will sell your Small Holding on your behalf on 3 April 2012.

Details of the Restructure, Consolidation and SPP will be contained in a Notice of EGM and Information Memorandum and a separate SPP Offer Booklet expected to be dispatched to GMG Securityholders on 22 February 2012. When you receive those documents you should read them carefully.

Important Information

Goodman does not make any recommendation to you as to whether you should participate in the Divestment Facility or whether to buy, sell or hold GMG Securities, nor does it provide any financial, taxation or investment advice in relation to these matters. Please consult your financial or other professional adviser if you have any questions about your investment in Goodman or about the possible implications of participating in the Divestment Facility.

If you have any queries concerning the contents of this letter or the enclosed Divestment Notice and Retention Form please contact the Securityholder Information Line on 1300 723 040 (within Australia) or +61 3 9415 4043 (outside Australia) between 8:30am and 5:00pm (Sydney time).

Yours sincerely

Ian Ferrier
Chairman

Goodman Group

small holding divestment notice+

This document contains important information about your Securities. If you do not respond to this Divestment Notice by sending in a Retention Form (or otherwise increase your holding of Securities either through participation in the 2012 Goodman Security Purchase Plan or on-market purchases or off-market transfers so that you hold a parcel of at least 741 Securities) by 30 March 2012, Goodman will be entitled to sell your Securities on your behalf.

If you have any queries in relation to the Small Holding Divestment Facility, please contact the Securityholder Information Line on 1300 723 040 (within Australia) or +61 3 9415 4043 (outside Australia) between 8.30am and 5.00pm (Sydney time).

(ASX CODE: GMG)

Goodman Group comprises Goodman Limited (ABN 69 000 123 071) (Company) and Goodman Funds Management Limited (ABN 48 067 796 641; AFSL Number 223621) as the responsible entity of Goodman Industrial Trust (ARSN 091 213 839) (Trust).

1. Introduction

This document is issued by Goodman, comprised of Goodman Limited (ABN 69 000 123 071) (Company) and Goodman Funds Management Limited (ABN 48 067 796 641; AFSL Number 223621) (GFM) as the responsible entity of Goodman Industrial Trust (ARSN 091 213 839) (Trust).

This is a Divestment Notice dated 16 February 2012, issued pursuant to Article 22 of the Company Constitution and Clause 36 of the Trust Constitution, notifying you that:

(a) as at 8 February 2012, you held a parcel of Securities with a total market value less than $500 (as set out in the accompanying Retention Form), and are therefore a Small Holder under the Company Constitution and Trust Constitution; and

(b) Goodman intends to sell your Securities on-market on your behalf on 3 April 2012, being more than 6 weeks after the date of this Divestment Notice, and remit the proceeds to you.

You may at any time before 30 March 2012 notify Goodman in writing that you wish to retain your Securities, using the process outlined in Section 4(a). If you do so, Goodman will not be entitled to sell your Securities under the Divestment Facility. Alternatively, you may purchase additional Securities under the 2012 Goodman Security Purchase Plan announced on 16 February 2012, or undertake on-market purchases or off-market transfers so that you hold a parcel of at least 741 Securities on the register by 30 March 2012.

2. Process

Under the Constitutions of the Company and Trust, Goodman may divest Small Holdings and remit the proceeds to the divested holders of those Small Holdings.

Unless you elect to opt out of the Divestment Facility (see Section 4 below), Goodman will sell your Securities on-market under this Divestment Notice on 3 April 2012 and remit the proceeds of the sale to you.

Goodman will sell the non-marketable parcels of Securities under the Divestment Facility on-market by placing one or more orders with a broker to sell the Securities on the ASX in the ordinary course of business (including, at the broker's sole discretion, by crossings). The price you receive for the sale of your Securities will be equal to the volume weighted average for all Securities sold under the Divestment Facility. That price may not be challenged in the absence of manifest error and may be more or less than the actual sale price achieved for your holding of Securities.

After 30 March 2012 Goodman may, for the purpose of selling the Securities under the Divestment Facility that are in a CHESS sponsored holding, initiate a holding adjustment to move those Securities into an issuer sponsored holding or certificated holding.

You should be aware that the price at which your Securities are sold under this Divestment Notice will depend on a number of factors (including prevailing market conditions) and you will not have control over the time at which your Securities are sold. You should also note that the price at which the Securities will be sold under this Divestment Notice is not fixed and is not underwritten. The price you receive for your Securities under the Divestment Facility may not be the best execution price on the trading day that your Securities are sold.

If you participate in the Divestment Facility, the proceeds of the sale of your Securities to which you are entitled are expected to be remitted to you by direct credit or by cheque 10 business days after the sale (on or about 19 April 2012). The Registry will also send you a transaction confirmation statement notifying you of the number of your Securities sold under the Divestment Facility, the sale price of those Securities and the total sale proceeds you have received. Goodman will bear the brokerage costs associated with the Divestment Facility.

In the meantime, you should note that the market price of Securities is subject to change from time to time. Up to date information relating to the market price of Securities may be obtained from www.asx.com.au or by consulting your broker.

3. Timetable

The timetable for the Divestment Facility is as follows:

Item	Date
Record date to determine Small Holdings	7.00pm (Sydney time) Wednesday 8 February 2012
Divestment Notice mailing date	Thursday 16 February 2012
Expiry of 6 week Divestment Notice period Last day for Small Holders to submit Retention Form	By 5.00pm (Sydney time) Friday 30 March 2012
Sale of Securities under Divestment Facility	Tuesday 3 April 2012
Remittance of proceeds of sales to Divestment Facility participants	Expected 10 business days after sale, on or about Thursday 19 April 2012

This timetable may be amended by Goodman at any time with notice to ASX.

4. Opting out of the Divestment Facility

Participation in the Divestment Facility is not compulsory. If you do not want Goodman to sell your Securities under the Divestment Facility, you must do one of the following:

(a) give Goodman a written notice that you wish to retain your current holding of Securities by completing the enclosed Retention Form, and returning it to Goodman's Registry so that it is received by 5.00pm (Sydney time) 30 March 2012, in accordance with the instructions provided on the Retention Form;

(b) sell your Securities so that they are no longer on the register by 30 March 2012; or

(c) increase your holding of Securities so that you hold a parcel of at least 741 Securities on the register by 30 March 2012. You can do this by:

  (i) participating in the 2012 Goodman Security Purchase Plan (a separate pack will be dispatched to Securityholders on 22 February 2012);

  (ii) acquiring further Securities on-market by no later than 27 March 2012; or

  (iii) if you hold Securities in a number of separate holdings, consolidating your Securityholdings so that they are held in one or more parcels of at least 741 Securities by 30 March 2012.

If you do not take one of these actions by 30 March 2012, Goodman will sell your Securities on-market under this Divestment Notice on 3 April 2012.

5. No obligation for Goodman to sell

Goodman is not bound to sell any Securities under the Divestment Facility. However, if Goodman does not sell the Securities the subject of this Divestment Notice within 10 weeks after 30 March 2012, Goodman's right to sell those Securities will lapse.

6. Lapse of Divestment Facility on takeover

If a takeover (as defined in the Listing Rules) is announced in relation to Goodman Securities, Goodman's powers of sale under the Divestment Facility will lapse from the date of that announcement until the close of offers under that takeover. On the close of offers under the takeover, Goodman may re-instate the Divestment Facility.

7. GLOSSARY

The following definitions apply throughout this document unless the context requires otherwise:

ASX	ASX Limited, or the market operated by it as the context requires.
Divestment Facility	the facility provided under this Divestment Notice for Small Holders to divest their Securities.
Company	Goodman Limited (ABN 69 000 123 071).
Goodman or Goodman Group	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.
Listing Rules	the listing rules of ASX.
Registry	Computershare Investor Services Pty Limited.
Retention Form	the retention form enclosed with this document, by which Small Holders can elect to retain their Securities.
Share	an ordinary share in the Company.
Small Holder	a Securityholder with a Small Holding.
Small Holding	a parcel of Securities with total market value of less than $500.
Security	a share in the Company stapled to a unit in the Trust.
Securityholder	a registered holder of Securities.
Trust	Goodman Industrial Trust (ARSN 091 213 839).
Unit	an ordinary unit in the Trust.

Goodman

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

Computershare

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 1326
Adelaide SA 5000 Australia
Enquiries (within Australia) 1300 723 040
(outside Australia) 61 3 9415 4043
www.investorcentre.com/contact

A

Use a black pen. Print in CAPITAL letters inside the grey areas. A B C 1 2 3

Where a choice is required, mark the box with an 'X' X

For your security keep your SRN/HIN confidential.

Small Holding Divestment Facility - Divestment Notice Retention Form

IMPORTANT:

This is an important document and requires your immediate attention. If you wish to retain your stapled securities ("Securities") in Goodman Group, you must complete this form and return it so that it is received by no later than 5pm (Sydney time) on 30 March 2012. You should also refer to the Divestment Notice and other documents that accompanied this form. If you are in any doubt as to how to deal with this form, please consult a professional advisor.

B

Number of Securities as at Record Date

The number of Securities that you held at 7pm (Sydney time) 8 February 2012.

Value of Securities based on 8 February 2012 ASX closing price A$0.675.

C

Retention of Securities

X I/we refer to the Divestment Notice from the Company dated 16 February 2012 and record my/our wish to retain my/our Securities.

D

Contact details

Please provide your contact details in case we need to speak to you about this form.

Name of contact person

Contact person's daytime telephone number

( )

E

Sign here - this section must be signed before we can process this form.

By signing and returning this form, I/we confirm that I/we understand that my/our Securities will not be sold under the Small Holding Divestment Facility.

Individual or Securityholder 1 | **Securityholder 2** | **Securityholder 3**

Sole Director and Sole Company Secretary | **Director** | **Director/Company Secretary**

Day / **Month** / **Year**

TO BE A VALID INSTRUCTION, THIS FORM MUST BE RECEIVED BY NO LATER THAN 5PM (SYDNEY TIME) ON 30 MARCH 2012

How to complete this form

Securityholders who wish to retain their Securities must lodge a Divestment Notice Retention Form.

A **Registration Name(s)**

Your name and address as it appears on the register of Goodman Group.

B **Number of Securities as at Record Date**

This is the total number of Securities you held at 7pm (Sydney time) 8 February 2012.

C **Retention of Securities**

If you would like to retain your Securities, please mark the box on the front of the form and return it in accordance with the lodgement instructions below.

If this form is not received by 5pm (Sydney time) on 30 March 2012, and you have not otherwise validly notified Goodman Group that you wish to retain your Securities by that time, or increased your holding to at least 741 Securities, or participated in the Security Purchase Plan, Goodman Group will be entitled to sell your Securities for you.

If you wish to sell your Securities under the Small Holding Divestment Facility, you should not complete this form.

D **Contact details**

Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding this form.

E **Signature(s)**

You must sign and date the form as follows in the space provided:

Joint holding: where the holding is in more than one name all of the securityholders must sign.

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.

Consolidation of securityholdings

If you have more than one holding on Goodman Group's register and you do not sell your Securities under the Small Holding Divestment Facility, you should consider consolidating them. For further advice in this regard, please contact Computershare Investor Services Pty Limited ('CIS') on 1300 723 040 (within Australia) or 61 3 9415 4043 (outside Australia).

Lodgement of Form

If you wish to retain your Securities, this Divestment Notice Retention Form must be completed and received by CIS Adelaide **by no later than 5pm Sydney time on 30 March 2012**.

It is your responsibility to allow sufficient time for this form to be received by CIS. A reply paid envelope is enclosed for posting from within Australia.

Your Divestment Notice Retention Form must be sent to:

Computershare Investor Services Pty Limited
GPO Box 1326
ADELAIDE SA 5000

Neither CIS nor Goodman Group accepts any responsibility if you lodge the Divestment Notice Retention Form at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by CIS, as registrar for Goodman Group, for the purpose of effecting your instructions in relation to the Small Holding Divestment Facility, maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to Goodman Group and its professional advisers, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by Goodman Group in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or e-mail privacy@computershare.com.au

If you have any enquiries concerning your Securityholding please contact CIS on telephone 1300 723 040.

This form may not be used to notify your change of address. For information please contact CIS on 1300 723 040 or visit the share registry at www.computershare.com

SRF

GMG