



15 November 2018

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

Dear Sir / Madam,

GOODMAN GROUP (GOODMAN) – RESULTS OF ANNUAL GENERAL MEETINGS

The Annual General Meetings of Goodman were held today and we are pleased to advise that the following resolutions were approved on a poll.

Resolution 1: To appoint the Auditor of Goodman Logistics (HK) Limited

To consider and, if thought fit, pass the following resolution as an ordinary resolution of Goodman Logistics (HK) Limited:

“That Messrs KPMG, the retiring Auditor, be re-appointed as the Auditor of Goodman Logistics (HK) Limited to hold office until the next Annual General Meeting of Goodman Logistics (HK) Limited and that Goodman Logistics (HK) Limited’s Directors be authorised to fix the Auditor’s remuneration.”

Resolution 2: Re-Election of Ms Rebecca McGrath as a Director of Goodman Limited

To consider and, if thought fit, pass the following resolution as an ordinary resolution of Goodman Limited:

“That Ms Rebecca McGrath, a Director of Goodman Limited, retiring by rotation in accordance with the Constitution and the Listing Rules, be re-elected as a Director of Goodman Limited.”

Resolution 3: Election of Ms Penny Winn as a Director of Goodman Limited

To consider and, if thought fit, pass the following resolution as an ordinary resolution of Goodman Limited:

“That Ms Penny Winn, a Director of Goodman Limited, appointed since the last AGM and retiring in accordance with the Constitution and the Listing Rules, be elected as a Director of Goodman Limited.”

Resolution 4: Election of Mr David Collins as a Director of Goodman Logistics (HK) Limited

To consider and, if thought fit, pass the following resolution as an ordinary resolution of Goodman Logistics (HK) Limited:

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 091213 839

Level 17, 60 Castlereagh Street, Sydney NSW 2000 | GPO Box 4703, Sydney NSW 2001 Australia
Tel +61 2 9230 7400 | Fax +61 2 9230 7444

Goodman Logistics (HK) Limited | Company No. 1700359 | ARBN 155 911 149 | a Hong Kong company with limited liability
Suite 901, Three Pacific Place, 1 Queen’s Road East, Hong Kong | Tel +852 2249 3100 | Fax +852 2525 2070

info-au@goodman.com | www.goodman.com

“That Mr David Collins, a Director of Goodman Logistics (HK) Limited, appointed since the last AGM and retiring in accordance with the Constitution and the Listing Rules, be elected as a Director of Goodman Logistics (HK) Limited.”

Resolution 5: Re-election of Mr Danny Peeters as a Director of Goodman Limited and election as a Director of Goodman Logistics (HK) Limited

(a) To consider and, if thought fit, pass the following resolution as an ordinary resolution of Goodman Limited:

“That Mr Danny Peeters, a Director of Goodman Limited be re-elected as a Director of Goodman Limited.”

(b) To consider and, if thought fit, pass the following resolution as an ordinary resolution of Goodman Logistics (HK) Limited:

“That Mr Danny Peeters, a Director of Goodman Logistics (HK) Limited, appointed since the last AGM and retiring in accordance with the Constitution and the Listing Rules, be elected as a Director of Goodman Logistics (HK) Limited.”

Resolution 6: Adoption of the Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution of Goodman Limited:

“That the Remuneration Report for the year ended 30 June 2018 be adopted.”

Under the Corporations Act 2001 (Cth) (“Corporations Act”), this resolution is advisory only and does not bind the Directors or the Company.

Resolution 7: Issue of Performance Rights under the Long Term Incentive Plan to Mr Gregory Goodman

To consider and, if thought fit, pass the following resolution as an ordinary resolution of each of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited:

“That approval is given for all purposes (including under Listing Rule 10.14 and section 200B of the Corporations Act) for the grant of 1,600,000 Performance Rights to, and the acquisition of Goodman Group stapled securities by, Mr Gregory Goodman as described in the Explanatory Memorandum to this Notice of Meetings.”

Resolution 8: Issue of Performance Rights under the Long Term Incentive Plan to Mr Danny Peeters

To consider and, if thought fit, pass the following resolution as an ordinary resolution of each of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited:

“That approval is given for all purposes (including under Listing Rule 10.14 and section 200B of the Corporations Act) for the grant of 550,000 Performance Rights to, and the acquisition of Goodman Group stapled securities by, Mr Danny Peeters as described in the Explanatory Memorandum to this Notice of Meetings.”

Resolution 9: Issue of Performance Rights under the Long Term Incentive Plan to Anthony Rozic

To consider and, if thought fit, pass the following resolution as an ordinary resolution of each of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited:



"That approval is given for all purposes (including under Listing Rule 10.14 and section 200B of the Corporations Act) for the grant of 600,000 Performance Rights to, and the acquisition of Goodman Group stapled securities by, Mr Anthony Rozic as described in the Explanatory Memorandum to this Notice of Meetings."

The Poll Report and Proxy and Poll Summary in relation to each resolution of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited are attached.

Yours faithfully

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

Carl Bicego
Company Secretary

15 November 2018



The Chairman
GOODMAN GROUP
Level 17
60 Castlereagh Street
Sydney NSW 2000

Computershare Investor Services Pty Limited
ABN 48 078 279 277
Level Four 60 Carrington Street
Sydney NSW 2000 Australia
GPO Box 7045
Sydney NSW 2001 Australia
Telephone 61 2 8234 5000
Facsimile 61 2 8235 8150
www.computershare.com

Poll Report

I, Doris Grave, the Returning Officer appointed by you in connection with the voting by poll on the motion set out below at the Annual General Meetings of the shareholders of Goodman Limited, the unitholders of Goodman Industrial Trust and the sole shareholder of Goodman Logistics (HK) Limited held at The Westin Sydney, Heritage Ballroom, No 1 Martin Place, Sydney, NSW on 15 November 2018 at 10:00 am, report as follows:

1) APPOINT THE AUDITOR OF GOODMAN LOGISTICS (HK) LIMITED

	Number	%
Votes cast 'FOR' the motion	1,508,782,297	99.32
Votes cast 'AGAINST' the motion	10,334,809	0.68
TOTAL VOTES CAST	<u>1,519,117,106</u>	<u>100.00</u>

The resolution was carried as an ordinary resolution.

2) RE-ELECT MS REBECCA MCGRATH AS A DIRECTOR OF GOODMAN LIMITED

	Number	%
Votes cast 'FOR' the motion	1,515,969,013	99.40
Votes cast 'AGAINST' the motion	9,105,686	0.60
TOTAL VOTES CAST	<u>1,525,074,699</u>	<u>100.00</u>
Votes "Abstained"	1,915,503	

The resolution was carried as an ordinary resolution.

3) ELECT MS PENNY WINN AS A DIRECTOR OF GOODMAN LIMITED

	Number	%
Votes cast 'FOR' the motion	1,524,554,920	99.97
Votes cast 'AGAINST' the motion	502,983	0.03
TOTAL VOTES CAST	<u>1,525,057,903</u>	<u>100.00</u>
Votes "Abstained"	1,932,299	

The resolution was carried as an ordinary resolution.

4) ELECT MR DAVID COLLINS AS A DIRECTOR OF GOODMAN LOGISTICS (HK) LIMITED

	Number	%
Votes cast 'FOR' the motion	1,518,413,073	99.87
Votes cast 'AGAINST' the motion	2,008,549	0.13
TOTAL VOTES CAST	<u>1,520,421,622</u>	<u>100.00</u>

The resolution was carried as an ordinary resolution.

5a) RE-ELECT MR DANNY PEETERS AS A DIRECTOR OF GOODMAN LIMITED

	Number	%
Votes cast 'FOR' the motion	1,386,766,216	90.93
Votes cast 'AGAINST' the motion	138,300,335	9.07
TOTAL VOTES CAST	<u>1,525,066,551</u>	<u>100.00</u>
Votes "Abstained"	1,923,291	

The resolution was carried as an ordinary resolution.

5b) ELECT MR DANNY PEETERS AS A DIRECTOR OF GOODMAN LOGISTICS (HK) LIMITED

	Number	%
Votes cast 'FOR' the motion	1,422,729,221	93.57
Votes cast 'AGAINST' the motion	97,691,796	6.43
TOTAL VOTES CAST	<u>1,520,421,017</u>	<u>100.00</u>

The resolution was carried as an ordinary resolution.

6) ADOPTION OF REMUNERATION REPORT

	Number	%
Votes cast 'FOR' the motion	806,757,405	54.54
Votes cast 'AGAINST' the motion	672,548,371	45.46
TOTAL VOTES CAST	<u>1,479,305,776</u>	<u>100.00</u>
Votes "Abstained"	5,056,814	

The resolution was carried as an ordinary resolution.

7) ISSUE OF PERFORMANCE RIGHTS TO MR GREGORY GOODMAN

- Goodman Limited and Goodman Industrial Trust**

	Goodman Limited		Goodman Industrial Trust
	Number	%	Number*
Votes cast 'FOR' the motion	773,701,182	52.27	5,624,807,593
Votes cast 'AGAINST' the motion	706,637,446	47.73	5,137,254,232
TOTAL VOTES CAST	<u>1,480,338,628</u>	<u>100.00</u>	<u>10,762,061,825</u>
Votes "Abstained"	5,780,490		

- Goodman Logistics (HK) Limited**

	Number	%
Votes cast 'FOR' the motion	772,061,663	52.24
Votes cast 'AGAINST' the motion	705,897,663	47.76
TOTAL VOTES CAST	<u>1,477,959,326</u>	<u>100.00</u>

The resolution was carried as an ordinary resolution.

8) ISSUE OF PERFORMANCE RIGHTS TO MR DANNY PEETERS

• Goodman Limited and Goodman Industrial Trust

	Goodman Limited		Goodman Industrial Trust
	Number	%	Number*
Votes cast 'FOR' the motion	809,336,263	54.67	5,883,874,632
Votes cast 'AGAINST' the motion	671,003,129	45.33	4,878,192,747
TOTAL VOTES CAST	1,480,339,392	100.00	10,762,067,379
Votes "Abstained"	5,779,716		

• Goodman Logistics (HK) Limited

	Number	%
Votes cast 'FOR' the motion	807,696,754	54.65
Votes cast 'AGAINST' the motion	670,263,346	45.35
TOTAL VOTES CAST	1,477,960,100	100.00

The resolution was carried as an ordinary resolution.

9) ISSUE OF PERFORMANCE RIGHTS TO MR ANTHONY ROZIC

• Goodman Limited and Goodman Industrial Trust

	Goodman Limited		Goodman Industrial Trust
	Number	%	Number*
Votes cast 'FOR' the motion	809,348,677	54.67	5,883,964,881
Votes cast 'AGAINST' the motion	670,988,915	45.33	4,878,089,412
TOTAL VOTES CAST	1,480,337,592	100.00	10,762,054,293
Votes "Abstained"	5,781,526		

• Goodman Logistics (HK) Limited

	Number	%
Votes cast 'FOR' the motion	807,709,158	54.65
Votes cast 'AGAINST' the motion	670,249,132	45.35
TOTAL VOTES CAST	1,477,958,290	100.00

The resolution was carried as an ordinary resolution.

* For Goodman Industrial Trust the number of votes is determined by multiplying the number of units by the dollar value of each unit. The dollar value of each unit equals \$7.27 based on the value attributable to the GIT Unit as a component of GMG stapled securities at the closing price of GMG securities on 14 November 2018

Yours faithfully.



Doris Grave

Returning Officer

Computershare Investor Services Pty Limited

1) APPOINT THE AUDITOR OF GOODMAN LOGISTICS (HK) LIMITED

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against
1,508,782,297	10,334,809

The motion was carried as an ordinary resolution on a poll the details of which are:

For	Against
1,508,782,297	10,334,809

2) RE-ELECT MS REBECCA MCGRATH AS A DIRECTOR OF GOODMAN LIMITED

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
1,511,358,771	9,105,686	1,915,503	1,986,541

The motion was carried as an ordinary resolution on a poll the details of which are:

For	Against	Abstain
1,515,969,013	9,105,686	1,915,503

3) ELECT MS PENNY WINN AS A DIRECTOR OF GOODMAN LIMITED

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
1,519,956,733	502,983	1,932,299	1,974,486

The motion was carried as an ordinary resolution on a poll the details of which are:

For	Against	Abstain
1,524,554,920	502,983	1,932,299

4) ELECT MR DAVID COLLINS AS A DIRECTOR OF GOODMAN LOGISTICS (HK) LIMITED

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against
1,518,413,073	2,008,549

The motion was carried as an ordinary resolution on a poll the details of which are:

For	Against
1,518,413,073	2,008,549

5a) RE-ELECT MR DANNY PEETERS AS A DIRECTOR OF GOODMAN LIMITED

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
1,382,889,128	137,558,553	1,923,291	1,995,169

The motion was carried as an ordinary resolution on a poll the details of which are:

For	Against	Abstain
1,386,766,216	138,300,335	1,923,291

5b) ELECT MR DANNY PEETERS AS A DIRECTOR OF GOODMAN LOGISTICS (HK) LIMITED

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against
1,422,729,221	97,691,796

The motion was carried as an ordinary resolution on a poll the details of which are:

For	Against
1,422,729,221	97,691,796

6) ADOPTION OF REMUNERATION REPORT

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
805,610,836	671,804,776	5,056,814	1,507,848

The motion was carried as an ordinary resolution on a poll the details of which are:

For	Against	Abstain
806,757,405	672,548,371	5,056,814

7) ISSUE OF PERFORMANCE RIGHTS TO MR GREGORY GOODMAN

The instructions given to validly appointed proxies in respect of the resolution were as follows:

- **Goodman Limited and Goodman Industrial Trust ***

For	Against	Abstain	Proxy's discretion
772,061,663	705,897,663	5,780,490	1,996,986

- **Goodman Logistics (HK) Limited**

For	Against
772,061,663	705,897,663

The motions were each carried as an ordinary resolution on a poll the details of which are:

- **Goodman Limited and Goodman Industrial Trust ***

For	Against	Abstain
773,701,182	706,637,446	5,780,490

- **Goodman Logistics (HK) Limited**

For	Against
772,061,663	705,897,663

8) ISSUE OF PERFORMANCE RIGHTS TO MR DANNY PEETERS

The instructions given to validly appointed proxies in respect of the resolution were as follows:

• Goodman Limited and Goodman Industrial Trust *

For	Against	Abstain	Proxy's discretion
807,696,754	670,263,346	5,779,716	1,996,986

• Goodman Logistics (HK) Limited

For	Against
807,696,754	670,263,346

The motions were each carried as an ordinary resolution on a poll the details of which are:

• Goodman Limited and Goodman Industrial Trust *

For	Against	Abstain
809,336,263	671,003,129	5,779,716

• Goodman Logistics (HK) Limited

For	Against
807,696,754	670,263,346

9) ISSUE OF PERFORMANCE RIGHTS TO MR ANTHONY ROZIC

The instructions given to validly appointed proxies in respect of the resolution were as follows:

• Goodman Limited and Goodman Industrial Trust *

For	Against	Abstain	Proxy's discretion
807,709,158	670,249,132	5,781,526	1,996,986

• Goodman Logistics (HK) Limited

For	Against
807,709,158	670,249,132

The motions were each carried as an ordinary resolution on a poll the details of which are:

• Goodman Limited and Goodman Industrial Trust *

For	Against	Abstain
809,348,677	670,988,915	5,781,526

• Goodman Logistics (HK) Limited

For	Against
807,709,158	670,249,132

* For Goodman Industrial Trust the number of votes is determined by multiplying the number of units by the dollar value of each unit. The dollar value of each unit equals \$7.27 based on the value attributable to the GIT Unit as a component of GMG stapled securities at the closing price of GMG securities on 14 November 2018