



9 October 2015

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

Dear Sir / Madam,

The attached Appendix 3Y relates to the sale of securities by Trison Investments Pty Limited, a family company in which Greg Goodman has an interest. Greg Goodman will not be a direct beneficiary of the proceeds.

Please contact the undersigned in relation to any queries.

Yours sincerely

A handwritten signature in black ink that reads "Carl Bicego".

Carl Bicego  
**Company Secretary**

**Goodman Group**

Goodman Limited | ABN 69 000 123 071  
Goodman Funds Management Limited | ABN 48 067 796 641 | AFSL Number 223621  
as responsible entity of 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

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# 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

<p><b>Name of entity:</b>                  Goodman Group (Goodman Limited, Goodman Funds Management Limited as responsible entity of Goodman Industrial Trust, and Goodman Logistics (HK) Limited) (ASX: GMG)                  and                  Goodman Funds Management Limited as responsible entity of Goodman PLUS Trust (ASX: GMP)</p>
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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.

<b>Name of Director</b>	Gregory Leith Goodman
<b>Date of last notice</b>	1 September 2015

### 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.

<b>Direct or indirect interest</b>	Direct and indirect
<p><b>Nature of indirect interest (including registered holder)</b>                  Note: Provide details of the circumstances giving rise to the relevant interest.</p>	<p>Gregory Goodman is a director and has a beneficial interest in Trison Investments Pty Limited.                  Trison Investments Pty Limited has a relevant interest in securities held by Beeside Pty Limited as trustee for Beeside Trust through contracts</p>
<b>Date of change</b>	1 October 2015
<b>No. of securities held prior to change</b>	<p>Direct – 2,885,979 GMG Performance Rights under Long Term Incentive Plan</p> <p>Direct – 877,674 GMG Stapled Securities</p> <p>Indirect – Trison Investments Pty Limited has a relevant interest over 41,476,923 GMG Stapled Securities</p>

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Class</b>	GMG Stapled Securities, GMG Performance Rights and relevant interests in GMG Stapled Securities.
<b>Number acquired</b>	
<b>Number disposed</b>	3,500,000
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$20,545,000
<b>No. of securities held after change</b>	<p>Direct – 2,885,979 GMG Performance Rights under Long Term Incentive Plan</p> <p>Direct - 877,674 GMG Stapled Securities</p> <p>Indirect – Trison Investments Pty Limited has a relevant interest over 37,976,923 GMG Stapled Securities.</p>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Off market sale of 3,500,000 GMG Stapled 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.

<b>Detail of contract</b>	Not applicable
<b>Nature of interest\</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

+ See chapter 19 for defined terms.

**Part 3 – +Closed period**

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

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+ See chapter 19 for defined terms.