

# 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 (Goodman Limited, Goodman Funds Management Limited as responsible entity of Goodman Industrial Trust and Goodman Logistics (HK) Limited) (ASX: GMG)**  
**And with effect from 1 January 2013, Goodman Funds Management Limited as responsible entity of Goodman PLUS Trust (ASX: GMP)**

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>	Philip Pearce
<b>Date of last notice</b>	20 December 2012 (as a continuing director of GMG)

### 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
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Nil
<b>Date of change</b>	31 December 2012
<b>No. of securities held prior to change</b>	117,127 – GMG Stapled Securities 804,638 – GMG Performance Rights in respect of GMG Stapled Securities under Long Term Incentive Plan 500,000 – GMG Options over GMG Stapled Securities under Executive Option Plan  Total - 1,421,765 GMG Securities
<b>Class</b>	GMG Stapled Securities, GMG Options and GMG Performance Rights
<b>Number acquired</b>	Nil

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+ See chapter 19 for defined terms.

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<b>Number disposed</b>	Lapse of 100,000 GMG Options
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil
<b>No. of securities held after change</b>	117,127 – GMG Stapled Securities 804,638 – GMG Performance Rights in respect of GMG Stapled Securities under Long Term Incentive Plan 400,000 - GMG Options over GMG Stapled Securities under Executive Option Plan
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Lapse of GMG Options under the Executive Option Plan

### 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> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<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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