Rule 3.19A.2

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) **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.

Name of Director	Philip Pearce
Date of last notice	7 January 2013

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	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Nil
Date of change	13 May 2013
No. of securities held prior to change	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 Total - 1,321,765 GMG Securities
Class	GMG Stapled Securities, GMG Options and GMG Performance Rights
Number acquired	Nil
Number disposed	80,000 GMG Stapled Securities

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$440,000
No. of securities held after change	37,127 – 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 Total - 1,241,765 GMG Securities
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-market trade

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	
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	

Part 3 – +Closed period

+ See chapter 19 for defined terms.

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.