

building the future⁺



2011 Highlights

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Cover: 82,015 sqm distribution centre under development for Metcash at Bungarabee Industrial Estate

str

Distribution
per security

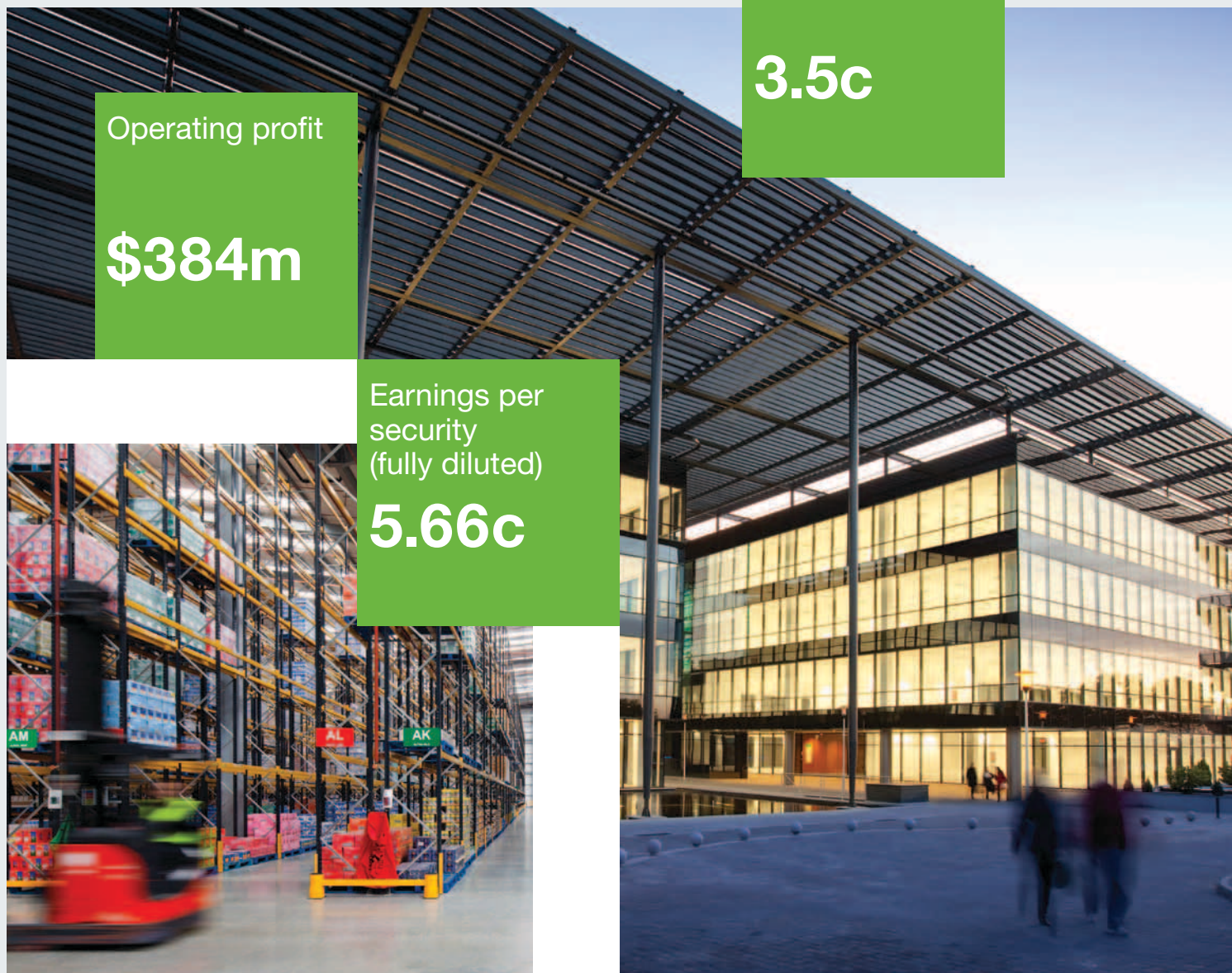
3.5c

Operating profit

\$384m

Earnings per
security
(fully diluted)

5.66c



ongger +



Occupancy

96%



Total
assets under
management

\$18.0b

Space leased
globally

1.9msqm

Weighted
average
lease expiry

5.3yrs

driven +

Building the future

The 2011 financial year was a strong one for Goodman where we delivered on our stated objectives, remained committed to our strategy and focused on the Group's long-term view of the future. Having come out of one of the toughest economic contractions, we now operate in a vastly different and more conservative environment. Success demands more prudent capital management and diverse sources of capital. With these now in place, we are able to drive growth opportunities and further enhance stakeholder relationships.

In the 2011 financial year, Goodman secured a strong financial result. Financial highlights for the year include:

- + the Group achieved an operating profit after tax of \$384 million;
- + a statutory profit after tax of \$392 million was reported;
- + fully diluted operating earnings per security of 5.66 cents was achieved, an 8% increase on the 2010 financial year;
- + a strong financial position with balance sheet gearing reduced to 23% and interest cover increasing to 4.5 times; and
- + the Group currently has available liquidity of \$1.3 billion with a weighted average debt maturity of 5.6 years.

Goodman has emerged as a global leader in an era of reduced competition primarily brought about by relatively limited access to capital. The Group's competitive advantage is evidenced by its strong capital partners, diverse international platform and size and scale. All of which means we are well positioned for a stronger future with the ability to pursue a range of opportunities in this new operating environment.

This was demonstrated during the year with the acquisition and privatisation of ING Industrial Fund by a Goodman-led consortium of global investors. The transaction, which was finalised in March 2011, was one of the most significant initiatives undertaken by the Group this year. It added \$2.5 billion in assets under management across Australia and Europe and represented an expansion of the Group's relationship with its capital partners, China Investment Corporation (CIC), Canada Pension Plan Investment Board (CPPIB), and All Pensions Group (APG), who formed a consortium with Goodman to fund the acquisition.

A highlight, which reflected our core capability, came in June 2011 with the announcement of the sale of 50% of Interlink. This landmark, 224,000 sqm logistics and distribution facility in Hong Kong was sold to CPPIB for \$274 million. At the time of sale, over 80% of the space was pre-committed (including Heads of Agreement) to major customers including DHL, Yusen and Chanel. Significantly, this transaction will help drive our growth strategy in Asia Pacific by providing capital for reinvestment in new opportunities across Greater China and Japan. The project is on track for completion in January 2012. The success of this project has been largely driven again by the strength of our capital partner and global customer relationships. This transaction supports our prudent approach to development which relies on pre-commitments to significantly de-risk our development activities and maintain our strong balance sheet.

The 2011 financial year was a strong one for Goodman where we delivered on our stated objectives, remained committed to our strategy and focused on the Group's long-term view of the future.



Development enquiry and demand for our products have been robust, particularly in Europe and Australia and we remain focused on expanding our competitive position in China. The Group had \$1.4 billion of new development commitments over the year across 42 projects and over 90% of current development commitments are for third parties or funds. At 30 June 2011, the Group's work in progress was \$1.8 billion.

Goodman continues to explore opportunities to expand its global footprint. Plans are currently underway to continue to develop its business in Japan, including rebranding J REP Co., Ltd to Goodman Japan Limited this month. In August 2011, Goodman announced that it had exchanged contracts to acquire 60,000 sqm of prime development land in the Osaka Bay area. The estimated completion value of this site is in excess of \$300 million and this acquisition is expected to settle in the coming months with construction forecast to commence in 2012.

With the Japanese logistics market being influenced by a number of trends, including ageing logistics stock, demand for larger facilities due to consolidation and an undersupply of high quality, modern logistics facilities, the Group decided that organic growth was currently the most attractive investment strategy. Goodman is focused on leveraging its industry experience and global customer and capital partner relationships to support this growth strategy.

The rapid growth of online trading and the logistics demands that this sector creates also presents the Group with significant opportunities. Having already established a proven track record with large global retailers, global logistics service providers and some of the world's largest online e-commerce providers such as Amazon, Goodman is well positioned to cater to the needs of this sector.

A critical component of our success and strong financial result has been supported by the Group's ability to diversify its sources of capital away from traditional lenders and debt capital markets, thereby extending our maturity profile. In November 2010, we successfully completed our first senior, unsecured note issue in the US bond market raising US\$325 million, and in March 2011, the Group completed a further US\$500 million issue, both for 10 year terms. These were significant steps in the successful execution of our capital management initiatives.

Goodman has also made significant progress across its sustainability programme. Our commitment to sustainability is driven by the creation of long-term value for our stakeholders, respecting the environment and working with the communities in

which we operate, whilst ensuring that our business can continue to grow and evolve. Our strategies include a series of initiatives and programmes that are delivered locally across the business in accordance with local demands and regulatory obligations.

The Group's development philosophy is based around working with customers to deliver an efficient design suitable to meet their business objectives and obligations. In all of our regions the Group has made some strong progress in this area. An update on our sustainability initiatives is detailed later in this Annual Report.

In the 2011 financial year, the Goodman Foundation continued to support our communities. Our philosophy is to facilitate social change and improve the standard of living or health in our community. Whilst our focus is on partnering with charities to help drive long-term strategic value with tangible outcomes, the Foundation and our staff also provided financial assistance to the Queensland Flood Appeal and the Christchurch Earthquake Appeal, amongst others.

Goodman also established a Diversity Policy during the year. This included several initiatives aimed at fostering an environment where diversity and inclusion are promoted and valued.

Our commitment to the Group's long-term strategy combined with our prudent cost management ensured we had a strong 2011 financial year. The decisions we have made have enabled us to both leverage our unique global position and adapt our business model to the changing market conditions. This allows us to mitigate the risk in our operating environment and strategically capture and convert key opportunities.

After joining the Board in 2003, Mr James Hodgkinson is retiring on 30 September 2011 and we thank him for his contribution during his tenure.

Goodman is starting the 2012 financial year in a strong position and I am confident we have the right strategy, leadership and operating platform to continue to build a strong future for the Group. I would like to thank our Securityholders, investment partners and customers for their continued support and commitment and our staff for their dedication and tenacity.



Ian Ferrier, AM
Independent Chairman

The Group's competitive advantage is evidenced by its strong capital partners, diverse international platform and size and scale. All of which means we are well positioned for a stronger future with the ability to pursue a range of opportunities in this new operating environment.

Offices
worldwide

31

Development
commencements

\$1.4b



Greg Goodman, Interlink
development, Hong Kong

The 2011 financial year saw Goodman Group perform strongly, underpinned by our significant international platform, proven capability, extensive investor and customer relationships, and sound financial position.

outperfo

The 2011 financial year saw Goodman Group perform strongly, underpinned by our significant international platform, proven capability, extensive investor and customer relationships, and sound financial position.

This ensured we capitalised on the significant operating momentum in our markets around the world and successfully delivered key opportunities that will underpin Goodman's future growth and further enhance our competitive position.

Goodman completed the 2011 financial year having achieved a range of initiatives that reflect the strong platform for growth we have worked hard to establish. We have benefited from our diverse international platform which currently spans 16 countries, our extensive infrastructure, expert team of people in each local market, and access to third party capital. These strengths have placed us in an enviable competitive position and enable us to selectively pursue growth opportunities around the world. This is not only true of the last year, but is also a competitive advantage going forward, given the significantly changed environment we are now operating in.

Importantly, all parts of our business performed well over the year, particularly across Goodman's development and management activities which capitalised on robust property fundamentals and high level of demand for prime industrial property. We experienced strong momentum in our development business, with the rollout of our development pipeline picking up pace. Goodman's development approach remains prudent and is undertaken with customer pre-commitments in place and the majority of projects pre-sold to third parties or the Group's managed funds. We completed a significant acquisition during the period, and continued to strengthen existing investor relationships and introduced new capital partners into our managed funds. Our property teams worked closely with customers to deliver excellent leasing results, achieving increased occupancy levels and ensuring customer retention remained high.

Goodman achieved an operating profit of 5.66 cents per security on a fully diluted basis and operating earnings after tax of \$384 million. Our operating result was slightly above the guidance range provided by the Group during the 2011 financial

year and is indicative of the significant operating momentum across our business and the value accretive initiatives we have delivered over the full year period.

The Group distributed a total amount of 3.5 cents per security for the full year. This consisted of an interim distribution of 1.5 cents per security for the half year ended 31 December 2010 and paid in February 2011, and a final distribution of 2.0 cents per security for the year ended 30 June 2011 and paid in August 2011.

A key achievement for the year was the Group's acquisition and privatisation of ING Industrial Fund (IIF), which was successfully completed in March 2011. Goodman led a consortium of investors to make a cash offer for IIF, valuing the assets of the fund at \$2.5 billion, which was overwhelmingly approved by IIF unitholders. The acquisition complements the Group's existing portfolio in Australia and Europe, with the addition of 61 quality industrial properties. The IIF acquisition has cemented Goodman's position in Australia as the largest industrial property group with a total of \$9.2 billion of assets under management. We have also grown our European logistics space under management to more than 3.3 million sqm.

The capacity to undertake the IIF transaction, and still maintain our sound financial position, was made possible because of the strength of the Group's global investor relationships. This enabled us to establish a consortium with three of our existing partners, China Investment Corporation (CIC), Canada Pension Plan Investment Board (CPPIB) and All Pensions Group (APG) of The Netherlands.

We fully integrated IIF into Goodman's operations and have been focused on leveraging customer relationship opportunities across the new portfolio, and increasing operational efficiencies.

We further strengthened our investment partnership with CPPIB during the year through the sale of the Group's 50% interest in the Interlink project, with this high profile development representing CPPIB's first direct real estate investment in the Hong Kong market. We continue to retain an ownership interest in Interlink through the Group's cornerstone investment in Goodman's Hong Kong Logistics Fund which owns the remaining 50% of the project.

New Zealand

A 13,394 sqm and 4,920 sqm distribution centre were completed for Kmart and Bridgestone respectively at M20 Business Park in Auckland; and a 5,187 sqm development was delivered for IBM at Highbrook Business Park in Auckland.

Asia

The Interlink development in Hong Kong achieved a significant milestone with the 24 storey superstructure now completed, which was celebrated with a topping out ceremony in early September 2011. The project is on schedule for completion in January 2012. A 38,138 sqm multi-customer logistics centre was also completed at Lujia, Kunshan in China.

Australia

Developments were completed for customers including a 76,735 sqm warehouse and distribution centre for Kmart in Melbourne; a 16,295 sqm facility for Toll IPEC in Perth; and in Sydney, a new 12,475 sqm head office for the Australian Red Cross Blood Service.





Europe

Development completions include a 46,032 sqm facility for third party logistics provider Seifert Logistik in Leipzig, Germany; a 43,484 sqm regional distribution centre at Andover, United Kingdom for food retailer, The Co-operative Group; a 23,862 sqm distribution centre for third party logistics provider, DSV, in Lille, France; at Manchester in the United Kingdom, a 22,510 sqm Force Headquarters for Greater Manchester Police; and a 15,365 sqm multi-customer logistics centre at Cracow in Poland.

In response to demand from our customers and investors, we took steps during the year to strengthen our operating platform in Japan. This initiative will see Goodman pursue an organic growth strategy, through the development of high quality, modern logistics and distribution facilities. The rebranding to Goodman Japan Limited this month will see our Japanese platform become an integrated part of Goodman Group, enabling us to contribute our extensive financial resources and global expertise for the benefit of our customers and investors.

The hard work and dedication of our people around the world have been significant factors in achieving the strong performance of our business over the last year and in driving our future growth and success. On behalf of the Board and management, I would like to thank all Goodman staff for their valued contribution.

Group operations

The Group's operations achieved operating earnings of \$384 million, a 24% increase compared with the 2010 financial year. Operating EBIT for the year was \$470.6 million. The main driver of this result was the growth in earnings contribution from our development and management activities, contributing 36%, with our property investment activities contributing 64% of operating EBIT. The composition of our operating EBIT reflects the strength of our international operations, contributing 45% to earnings and led by growth in our Asian and European businesses, with 55% contributed from Australia.

Property investment

Goodman's direct investment portfolio consists of the Group's direct property investments, cornerstone investments in our managed funds and other financial investments. At year end, the portfolio was valued at \$5.0 billion which compares with \$4.7 billion last year. The increase is due to Goodman's cornerstone investment in Goodman Trust Australia (GTA) which was established following the acquisition of IIF, the acquisition of Moorabbin Airport and business park, and participation in the equity raising initiatives of our managed funds.

Robust property fundamentals were reflected in the performance of the Group's overall investment portfolio during the year. Strong customer demand resulted in approximately 1.9 million sqm of space leased, higher occupancy and rental growth. Occupancy increased to 96% from 93% at 30 June 2010. We achieved like-on-like rental growth of approximately 3% and positive rental reversion of 2.3% on new leases.

Property development

The momentum in the Group's development business continued to build during the year, with strong demand for prime industrial assets driving growth in all of Goodman's operating markets, particularly across Europe and in China. At year end, we had secured development commitments for \$1.4 billion across 42 new projects at a yield on cost of 8.6%. We achieved an overall leasing pre-commitment of 82% on our new development projects, with an average lease term in excess of 10 years. Importantly, we have maintained our low risk approach, with over 90% of our current development commitments either pre-sold or pre-funded by our managed funds or third parties. New developments we commenced during the year include:

- + two facilities in Germany both for approximately 108,000 sqm on behalf of online e-commerce provider, Amazon;
- + an 82,015 sqm distribution centre in Sydney for leading wholesale distribution and marketing company, Metcash;
- + discount retailer Kmart has committed to a 51,725 sqm warehouse and office facility in Brisbane;
- + a 42,800 sqm logistics park (phase 1) at Pudong Airport in China, in response to the strong demand for logistics space;
- + in Moriya, Japan, a facility totalling 33,109 sqm for leading Japanese logistics provider, Nippon Express;
- + a 28,117 sqm distribution and processing centre for discount fashion retailer, TJX Europe, in Wroclaw, Poland;
- + a 20,530 sqm distribution centre in Auckland for automotive parts and equipment retailer, Supercheap Auto; and
- + a 7,520 sqm head office for British Gas at Oxford Business Park in the United Kingdom.

During the 2011 financial year, the Group and managed funds completed \$773 million of developments, a significant increase from the \$411 million delivered in the 2010 financial year, and equating to approximately 500,000 sqm of space for 17 customers. We achieved a 96% customer pre-commitment on completed developments and 94% were undertaken on behalf of our managed funds or third parties.

We increased the value of our development projects underway, growing this to \$1.8 billion at year end compared with \$1.3 billion for the same time last year. Our development work in progress equates to 1.3 million sqm of space, of which 91% of the projects being undertaken are on behalf of our managed funds or third parties and are 86% pre-committed.

The controlled land inventory across the Group and managed funds was replenished during the year. This will enable the Group to respond to the strong customer and investor demand in our operating markets around the world, and facilitate the progressive rollout of our \$10 billion development pipeline, capable of delivering a forecast gross lettable area of over 6.8 million sqm.

Property services

Goodman's Property Services teams are responsible for 13 million sqm of total business space under management, equivalent to \$18 billion of total assets under management (AUM). They provide a wide range of services to our 1,500 customers across 386 properties in 16 countries around the world, ranging from leasing and maintenance, to attending to the general day-to-day logistics and business space needs of our customers.

The successful leasing results, improved occupancy levels and consistently high customer retention rates that we have attained are testament to the quality work and high standards of customer service that our Property Services teams have delivered throughout the year.

Fund management

Goodman increased its third party AUM to \$14.4 billion at year end, compared with \$12.6 billion for the same time last year. This growth was achieved with the strong support of our major investment partners with \$1.8 billion of new third party equity raised across our managed fund platform, enabling Goodman to complete a number of new initiatives in the 2011 financial year. At year end, Goodman's managed funds had \$2.2 billion of uncalled equity and debt facilities available.

We established a new \$2.6 billion unlisted fund during the year called Goodman Trust Australia (GTA) for the properties and land bank that formed part of the acquisitions and privatisation of IIF. GTA was the most significant transaction undertaken by the Group during the year with \$1.1 billion of third party equity contributed, demonstrating the depth of the Group's investor relationships.

Goodman European Logistics Fund successfully completed a €300 million rights issue in November 2010, which was underwritten by two of Goodman's capital partners, Dutch asset managers, APG and PGGM. Separately, in New Zealand, Goodman Property Trust (GMT) raised NZ\$66 million of new equity through the NZ\$43 million underwrite of its Distribution Reinvestment Plan and an asset for equity swap relating to Show Place Office Park in Christchurch.

GMT also completed an extensive refinancing programme during the year, with the renewal and extension of NZ\$487 million of debt funding facilities, increasing its average term to maturity across all facilities to 3.4 years. GMT separately completed a NZ\$45 million private placement of bonds on a seven year term and with a 'BBB+' corporate credit rating from Standard & Poor's (S&P).

In Australia, Goodman Australia Industrial Fund (GAIF) refinanced \$1.5 billion of existing debt facilities and moved to a senior unsecured debt structure, providing it with the ability to diversify its funding sources via the debt capital markets. In April 2011, GAIF was assigned a 'BBB' corporate credit rating with stable outlook by S&P and subsequently completed its inaugural unsecured debt capital market issue, with a five year, \$175 million senior unsecured note.

Capital management

Goodman maintained its commitment to an efficient capital structure and sound financial position with the completion of a range of initiatives during the year that further strengthened its balance sheet. The Group's gearing position reduced to 23% compared with 25% as at 30 June 2010, and our liquidity position at year end was \$1.3 billion. This provides us with sufficient funding to meet our debt maturities until the 2015 financial year.

Goodman finished the year with a weighted average debt maturity of 5.6 years. This is significantly longer than the 3.3 years reported at 30 June 2010 and demonstrates the delivery of the Group's stated strategy of diversifying its debt funding sources and lengthening its maturity profile. In this regard, Goodman successfully completed two senior unsecured note issues in the United States 144A/Reg S bond market for US\$325 million and US\$500 million respectively, with terms of 10 years, and completed a ¥12.5 billion private placement with a Japanese insurance group on a 12 year term to maturity. The debt capital markets now account for 69% of the Group's debt allocation.

Outlook

Goodman is well positioned in the current environment as a specialist provider of prime quality industrial and business space. We have worked hard to establish a strong growth platform, which we capitalised on during the year, capturing the significant operating momentum evident across our key markets.

The Group is operating in a sector that is characterised by reduced competition and ongoing limited access to capital. This provides Goodman with a distinct competitive advantage heading into the 2012 financial year and for future years, given our proven expertise, extensive international operating platform and support from major capital partners. We will focus on effectively leveraging our strong competitive position to assess a broad range of initiatives to drive earnings growth and meet the significant customer and investor demand for our product.

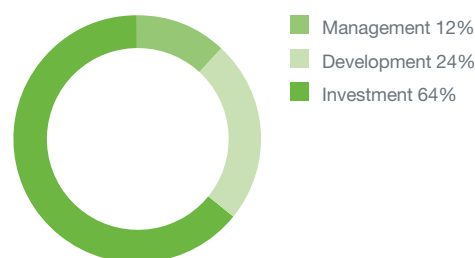
We will retain a prudent yet active approach in the delivery of our business strategy, with a focus on capital management, active asset management, and increasing the contribution from our development and management activities.

For the 2012 financial year, Goodman is forecasting a full year operating profit after tax of \$460 million, equating to a fully diluted operating earnings per security of 6.0 cents.

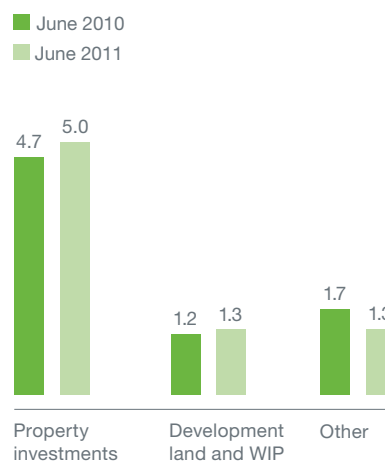


Gregory Goodman
Group Chief Executive Officer

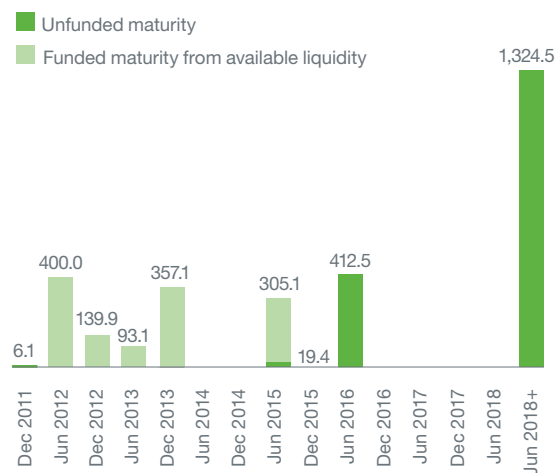
Operating EBIT contribution



Capital allocation (\$B)



Debt maturity profile (\$M)



internat

“As a major real estate partner in the Asia Pacific region, we value Goodman’s understanding of our business and ability to deliver creative and sustainable property solutions that enhance our competitive advantage, by meeting our requirements for operational excellence alongside the diverse and complex needs of our customers.”

**Paul Graham, CEO
DHL Supply Chain
Asia Pacific**

DHL case study

In 2001, DHL, a division of Deutsche Post and the world’s largest logistics specialist, first occupied a 3,715 sqm facility in Goodman’s Australian portfolio. In the ensuing years, we have built a strategic cross border relationship with DHL which reflects Goodman’s proven capability and the value of our international operating platform. Today, Goodman and DHL have expanded their relationship to cover approximately 490,000 sqm of logistics space across 24 facilities in 9 countries throughout Asia Pacific and Europe. We continue to work closely with DHL to provide highly flexible property solutions that meet their ever changing logistics and business space needs. Over the last year, this was demonstrated with the completion of approximately 107,000 sqm of leasing transactions, including the commencement of three new pre-committed developments. DHL is also the anchor customer in our landmark Interlink development in Hong Kong.

Nuremberg,
Germany



DHL and Goodman
490,000 sqm
24 facilities

9 countries



ional +



Kangqiao Distribution
Centre, Shanghai, China

Goodman's direct property investment portfolio consists of \$2.4 billion of direct property investments across Australia, the United Kingdom and Europe, and \$2.6 billion of cornerstone investments across our managed fund platform. This gives the Group an ownership interest in 386 prime industrial and business space properties in 16 countries and 31 cities around the world.

The quality of the Group's significant portfolio reflects our standing as a leading industrial property and business space partner in the markets in which we operate. Combined with our proven capability and infrastructure it has enabled Goodman to build quality, long-standing customer and investor relationships, and underscores our commitment to servicing the diverse property needs of our 1,500 customers around the world and delivering consistent returns for our investors.


In the 2011 financial year, we welcomed a number of major new customers, and expanded our relationships with many existing blue chip customers, including Deutsche Post (DHL), DB Schenker, Amazon, Toll and Kmart.

Goodman maintained its focus on its active management approach across the Group and managed funds through the recycling of a number of assets in the ordinary course of business. In this context, we disposed of a total of 18 properties, which has provided approximately \$329 million of capital to reinvest in new opportunities across our business.

During the year, we continued to work toward achieving our long-term target of a 20% cornerstone investment in our managed funds. This was evident through initiatives such as the formation of Goodman Trust Australia following the acquisition of ING Industrial Fund on an 80/20 basis with our consortium partners. In addition, Goodman European Logistics Fund's €300 million rights issue was fully underwritten by Dutch asset managers, APG and PGM, and reduced the Group's pro-rata equity interest.



Purling Distribution Centre,
Adelaide, Australia



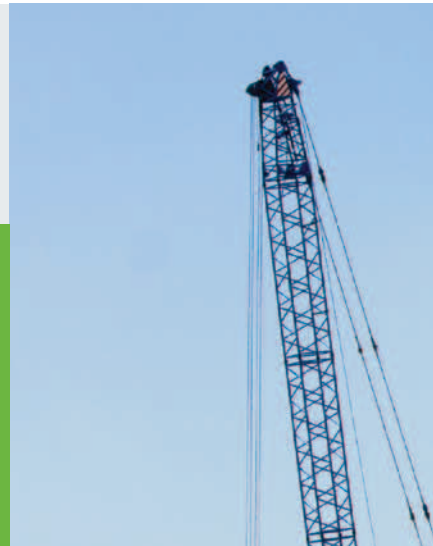
Westney Industry Park,
Auckland, New Zealand

The value of Goodman's development work in progress rose to \$1.8 billion over the 2011 financial year in response to the strong customer demand in all of our markets, particularly Europe. To ensure we remain well positioned to take advantage of future opportunities, we replenished our controlled land inventory across the Group and managed funds during the year, which enabled us to maintain our development pipeline at \$10 billion and facilitate its progressive rollout. We achieved this through initiatives including the Group's strategic acquisition of Moorabbin Airport and business park, which incorporates 73 hectares of development land in a prime infill location, and by securing a number of land options, predominantly in Europe.

Goodman's active asset management approach enabled us to capitalise on higher and better use opportunities from our land bank during the year with land sales of more than \$364 million. This enhances returns to our investors and facilitates the recycling of capital into new development opportunities. In this context, we completed two significant land sales in Hong Kong and the United Kingdom during the 2011 financial year. The strong market conditions in Hong Kong saw the Seaview site sold for HK\$875 million (approximately \$118 million), while in the United Kingdom, we disposed of a 2.9 hectare site for more than £80 million (approximately \$137 million) at Hammersmith for residential redevelopment.

Development
pipeline

\$10b



growt



Amazon and Goodman

475,002 sqm

(developments and
completed facilities)

3 countries

6 facilities

Amazon Case Study

Goodman has a long-standing relationship with Amazon, one of the world's leading e-commerce providers and has successfully worked with this customer over a number of years in Europe.

Amazon responded to the growing demand for its services in the German market with the decision to develop two new purpose built fulfilment centres, one for 107,814 sqm in Rheinberg, near Duisburg and the other for 107,000 sqm at Graben, south of Augsburg. Goodman was selected as Amazon's preferred development partner for the two projects, which were both announced in March. The Goodman team worked closely with Amazon, including selection and acquisition of the land sites, advice on specifications, negotiations with local municipalities and end-to-end project management of the construction of both facilities.

In the 2011 financial year, Goodman also commenced the construction of a 23,400 sqm extension to Amazon's 46,728 sqm facility in Orléans in France. Goodman's proven capability, significant infrastructure, and the local expertise of our teams has enabled us to expand our relationship with Amazon and successfully undertake six developments in Europe to date on their behalf.



h +

excelle

Hong Kong leasing case study

Goodman's Hong Kong Property Services team completed the 2011 financial year with outstanding leasing results, achieving 98.5% occupancy across its existing portfolio of 13 assets, an increase of 6% from a year ago.

Sustained demand for quality warehouse space, particularly from retailers and third party logistics providers, was a key reason for the strong leasing success, with a total of 412,281 sqm (4,437,759 sq ft) of space leased to new and existing customers. The second half of the year was particularly impressive, with a total of 255,241 sqm (2,747,388 sq ft) leased, making it the most successful leasing period since 2005, when Goodman first began operating in Hong Kong.

Overall, 44 new customers were added to the portfolio during the year, including Chanel, Zara, Swatch, AGFA and BEL International Logistics. A number of existing customers, such as DHL, UPS and OM Log (a specialist provider of logistics services for luxury brands including Polo Ralph Lauren, Armani, and Versace) took additional space in response to business expansion, with 84 new leases signed and a further 97 renewals, resulting in a total of 181 leases completed in the year.



Business
space under
management

13m sqm



"Over the last three years we have grown our relationship with Goodman from 195,040 sq ft to over 486,000 sq ft. They have provided us with modern, well managed warehouse space that has been upgraded and customised to meet our storage and distribution needs, and we are very satisfied with the responsiveness and level of service we receive from the Goodman team."

**Luigi Rapetti, Managing
Director OM Log**

nice +

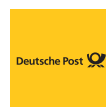


Top 20 global customers (look through) (%)

Toll	4.8
Wesfarmers	3.6
Deutsche Post (DHL)	2.6
Brambles	2.1
Metcash	2.0
Linfox	2.0
Kuehne & Nagel	1.7
Amazon	1.4
Coca-Cola Amatil	1.2
Everything Everywhere	1.1
Verizon	1.0
Ceva Logistics	1.0
Wincanton Holdings	0.9
Tesco	0.8
Unilever	0.8
ACI Packaging	0.7
Grays	0.7
Woolworths	0.7
Fiege Group	0.6
Fletcher Building	0.6

Over the year to 30 June 2011, Goodman's Property Services teams performed strongly to complete 1.9 million sqm of leasing transactions. This enabled us to achieve a 3% increase in overall occupancy to 96% when compared with the same period last year.

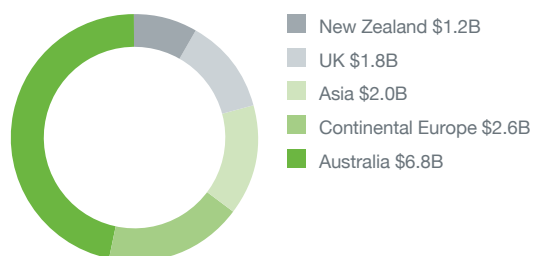
Our teams completed a total of 360 new leases for existing and new customers in our property portfolios around the world during the year. We also renewed a total of 236 leases on behalf of Goodman's existing customers, achieving a 76% retention rate. These results demonstrate the day-to-day commitment and effort of our people to deliver service excellence for our customers.



During the year, Goodman, together with its capital partners, acquired and privatised IIF and also made an offer to privatise the €2.4 billion PEPR portfolio in Europe. Our participation was based on the Group's operating strength and specialist own+develop+manage platform, which are key factors in our ability to attract capital globally and assess future opportunities in all markets.

Our successful capital partner relationships also demonstrate the strength of the Goodman brand and the leading fund management platform we have developed, while our size and scale enable us to offer competitive pricing to our capital partners and customers.

Third party AUM by region



IIF acquisition case study

Goodman has worked hard to build long-term relationships with major capital partners and this is a key strength which has given the Group the ability to take advantage of significant opportunities. This was well demonstrated during the year with the completion in March 2011 of the \$2.6 billion acquisition of IIF which was made possible with the strong support of our three consortium partners CPPIB, APG and CIC. It has provided Goodman with a quality portfolio of 61 industrial assets that have been fully integrated into Goodman's operations and have subsequently been rebranded to Goodman.

The acquisition complements the Group's existing portfolio in Australia, with the addition of 45 industrial properties in the key east coast markets of Sydney, Melbourne and Brisbane, and increases our assets under management by \$2.5 billion to \$9.2 billion. Our development capability in Australia has also been strengthened through access to a significant land bank. In Europe, a further 16 properties valued at \$0.3 billion have been acquired, with 11 properties in Germany and a small number in Spain and Belgium.

The privatisation of IIF was achieved through the establishment of a new unlisted investment vehicle, Goodman Trust Australia (GTA), into which CPPIB, APG and CIC have contributed 80% or approximately \$1.1 billion of the equity capital. Goodman is the manager of GTA and we have retained a 20% cornerstone investment. A separate \$1.1 billion finance facility was negotiated to refinance IIF's existing debt.

partner

The support from Goodman's capital partners highlights the strong demand that exists for prime industrial assets and their willingness to partner with property groups that have proven capability and quality operating platforms.

Third party
assets under
management

\$14.4b



Parkwest Industrial Estate, Melbourne



ships +

As a property development and management business, our greatest opportunities for sustainable improvement exist in making new developments greener and existing assets more efficient.

Some of our sustainability activities over the 2011 financial year include:

- + successful implementation of new compliance procedures in Australia;
- + leading green logistics developments across Australia, Europe, the UK and Hong Kong;
- + continued focus on the efficiency of existing assets; and
- + increased reporting, including submissions to the Global Real Estate Sustainability Benchmark (GRESB), the Carbon Disclosure Project (CDP) and Goodman's Sustainability Progress Review 2011.

Global vision applied locally

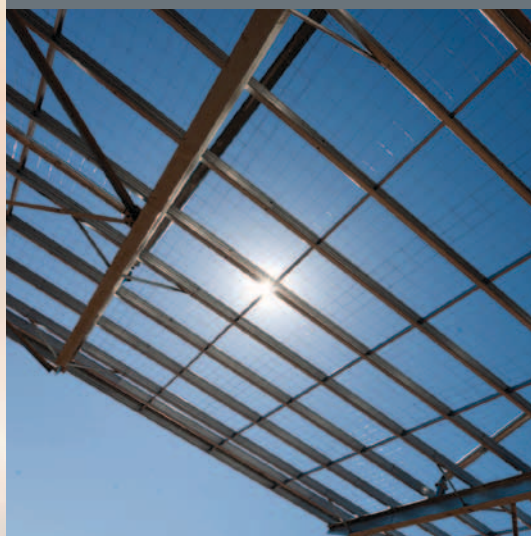
Over the 2011 financial year, Goodman's sustainability programme shifted from regional based activities towards an integrated global programme. This provided Goodman with the opportunity to redefine our sustainability vision, supported by the development of a global strategy which consists of six key programme areas managed by our local teams:

- + compliance – to manage the increase in sustainability regulatory obligations;
- + engagement and reporting – to enhance voluntary sustainability reporting;
- + internal performance – to improve Goodman's own sustainability performance, including the Group's carbon footprint;
- + knowledge – to develop Goodman's intellectual capacity and sustainability knowledge;
- + existing assets – to optimise performance through efficient management and strategic capital upgrades; and
- + development – to develop assets which incorporate innovation and sustainable design principles.

Further information on Goodman's vision and strategy for sustainability can be found within our Sustainability Progress Review 2011, at www.goodman.com/sustainability.

At Goodman, sustainability is a key part of our operating strategy. Sustainability presents an opportunity for Goodman to partner with our customers and to create long-term and sustainable value for all of our stakeholders. Sustainability will play a significant role in shaping the future commercial and logistics property markets as our sector responds to rising energy costs, carbon management, increasing regulation and growing customer demand.

green



Improving performance around the world

Improving the performance of Goodman's existing assets presents the greatest opportunity to reduce the Group's carbon emissions globally, which is why we have commenced optimisation programmes across the globe.

In the UK, Goodman is actively exploring technical enhancements such as lighting upgrades and control system alterations. During the 2011 financial year, the majority of the multi-let buildings in the portfolio were also fitted with smart metering to assist with our reporting requirements.

In Hong Kong, recommendations from a recent programme of energy and water audits undertaken at select assets have now been implemented to improve efficiency.

In Australia, the Group met new requirements relating to energy disclosure and separately implemented a new energy and carbon reporting system. The majority of commercial assets were assessed under the National Australian Built Environment Rating System (NABERS) energy rating system to establish a benchmark for ongoing performance, while asset improvement plans for our commercial assets have been separately developed. Several successful applications to secure government funding for green upgrade projects were also undertaken.



Interlink, Hong Kong

- + Achieved Gold standard certification rating under HK BEAM green rating system
- + Pre-certification under US LEED green rating system
- + Focus on natural ventilation
- + Ventilation fans equipped with variable speed drives
- + Carbon monoxide sensors
- + Efficient lighting equipped with light and motion sensors
- + Destination control lift system



DSV, Munich Airport Logistics Centre

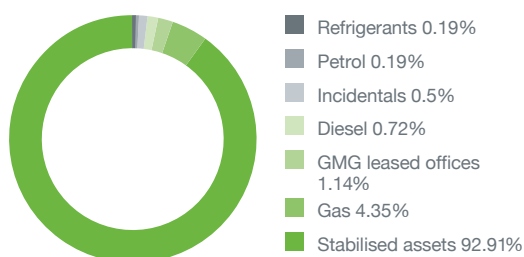
- + Increased ceiling and wall insulation
- + Efficient T5 lighting
- + Additional skylights and windows to maximise natural light
- + Under floor slab heating powered by sustainable wood pellets
- + Automatic external sunscreens
- + Extensive smart metering

Our Australian greenhouse gas emissions

Goodman's total greenhouse gas (GHG) emissions for the 2011 financial year across our Australian operations have been calculated as 36,088,400 kgCO₂-e (36.1 ktCO₂-e).

Scope	kgCO ₂ -e
1	2,148,400
2	33,940,000
Total	36,088,400

Goodman's Australian emissions profile



Our GHG calculation includes emissions generated from Goodman's Australian property and building management services, including assets owned directly by Goodman and those within our Australian managed funds. It does not include the GHG emissions of our customers.

Our calculation methodology is based on the Australian National Greenhouse and Energy Reporting (NGER) protocols and includes scope 1 and 2 emissions from the following sources:

- + electricity;
- + gas;
- + diesel;
- + petrol; and
- + refrigerants.

Electricity consumption (scope 2) accounts for approximately 90% of Goodman's total emissions. Improving the efficiency of our existing buildings therefore provides the greatest opportunity for Goodman to reduce its carbon footprint and mitigate the impact of the proposed carbon pricing scheme due to commence in 2012. Under the proposed carbon pricing scheme, it is unlikely the Group will be required to purchase carbon permits, however there will be some impact from the flow through of increased energy costs.

Sustainable development

Goodman's development teams continue to seek opportunities to introduce efficient design into our development projects. In the UK for example, the result of this review has resulted in Goodman stating its intention that all new developments will achieve a rating of "Very Good" under the BREEAM system.

In Europe, Goodman's base building specification includes lighting and heating innovations which often significantly exceed local building standards. In Germany for example, Goodman currently has five development projects targeting a rating of "Silver" under the DGNB (German Sustainable Building Council) ratings scheme.

In Hong Kong, the 224,000 sqm Interlink development has recently achieved a gold rating under the HK BEAM scheme and pre-certification under the US Green Building Council's LEED rating scheme, making it one of Hong Kong's most efficient industrial buildings.

In Australia, our development team has introduced a series of tools to assist our customers evaluate green design options or credit points where a green rating is a priority. In line with Goodman's recent sponsorship of the Green Star Industrial rating scheme, we currently have three developments targeting a 4 star rating under the Green Star industrial scheme.

Sustainability governance

Goodman's sustainability programme is led by the Group Head of Sustainability in Australia, with support from regional sustainability representatives globally. Our Group Head of Sustainability reports to Goodman's Group General Counsel, and in turn reports to the Group Risk and Compliance Committee and the Goodman Board of Directors.

Shifting regulatory landscape

The legislative requirement for reporting and disclosure legislation by the property sector is increasing across the globe. In Australia and the UK, Goodman has obligations to monitor its energy consumption and carbon emissions which require robust data collection processes and systems to be in place. Disclosure of energy performance at the asset level is a growing area of focus for building owners to ensure their assets rank well in a competitive leasing market.

In Europe, establishing a single consistent approach to carbon reporting is challenging due to a combination of European Union and separate national carbon targets. Goodman is reviewing options to develop a consistent framework to rate the energy performance of our assets, including the Energy Performance Certificate model.

New green head office

Goodman's Sydney head office staff have moved to a new energy efficient work environment. With a focus to reduce the use of natural resources, the design of the new space incorporates many green features including daylight harvesting, efficient lighting, paperless work environment, recycling system and low emission paints.



Good Beginnings Australia

Good Beginnings Australia strives to build a better outcome for children in vulnerable communities across Australia through the provision of early intervention programmes. The Goodman Foundation has provided essential funding for five vehicles used by Good Beginnings Australia's Early Childhood and Family Support workers to deliver their programmes.

Goodman Foundation

The Goodman Foundation was revitalised during the 2011 financial year and a funding and action plan for the 2012 financial year was approved by the Foundation's Board. The Foundation supports and provides financial assistance to charities and non-profit organisations in the regions in which the Group operates.

The Foundation also conducts two employee programmes, branded internally as good+deeds and good+heart under which Goodman employees are able to contribute to a choice of charitable or volunteer organisations dedicated to improving the quality of life or providing opportunities for disadvantaged individuals.

Goodman employees donated to various fundraising appeals created as a response to natural disasters that occurred during the year. They also participated in community based events through volunteering, arranging fundraising activities or contributed under the Goodman brand to large scale community sporting events aimed at fundraising.

Diversity

In the 2011 financial year, Goodman established a Diversity Policy and launched several key initiatives in support of the Policy and wider diversity objectives. Goodman's Diversity Policy aims to provide a work environment in all locations around the world where diversity and inclusion are valued.


The diversity initiatives undertaken by Goodman during the year were mainly focused on gender diversity, with two new programmes launched:

- + The Future Women programme is open to all female employees and is designed to provide insight and development. Its focus is on career development, career negotiations, increasing visibility and increasing effectiveness at work.
- + The Group's middle management leadership development programme Good+Future is aimed at high potential mid-level managers (both male and female). Participants benefit from specific leadership development around team management, effective communications, strategic thinking, conflict resolution and presentation skills. 50% of the employees participating in the initial programme are female.

Goodman views the successful implementation of the Diversity Policy as a major priority for the coming year. To achieve this, information sessions will be conducted for employees in all locations to communicate the Diversity Policy. Goodman's intranet will also be enhanced to facilitate easier access for all employees to internal career opportunities. Other projects include communication of flexible work policies, and implementation of remote working policies, including implementation of upgraded IT services to allow further balance of work with family and/or carer responsibilities.

More information on the Goodman Foundation and our Diversity Policy and activities is available on pages 12 to 14 of the Corporate Governance section in Goodman's 2011 Financial Report or the Goodman website at www.goodman.com.

progress



Kaleisha Ross (Scotch
College, Adelaide), Joline
Bouwer and Taylah Cubillo
(The Peninsula School)

Goodman supported a number of selected charities in the 2011 financial year including:

- + Queensland Premier's Flood Appeal (Australia);
- + Christchurch Earthquake Appeal (Australia and New Zealand);
- + Cerebral Palsy Alliance (formerly The Spastic Centre);
- + OzHarvest;
- + The Black Dog Institute;
- + The Smith Family;
- + National Centre of Indigenous Excellence (NCIE);
- + TNC (formerly Tuesday Night Club);
- + Good Beginnings Australia;
- + The Cancer Council;
- + McGrath Foundation;
- + Educational Development Association;
- + Duchess of Kent Hospice, Reading (UK);
- + WADE (Wokingham and District Association for the Elderly, UK);
- + Children's Cancer Foundation (Hong Kong);
- + Fu Hong Society (Hong Kong);
- + The Red Cross (Hong Kong and China); and
- + UNICEF (China).

Yalari

Yalari offers indigenous children from regional, rural and remote communities and towns across Australia the opportunity for a quality secondary education at some of Australia's leading schools via scholarship and sponsorship. Goodman is fortunate enough to sponsor a participant of the programme.

ive +

	2007 \$M	2008 \$M	2009 \$M	2010 \$M	2011 \$M
Income statement					
Gross property income	419.8	310.5	264.3	237.4	225.1
Fund management income	71.8	86.9	84.4	76.2	64.0
Property services income	65.0	75.1	65.5	55.8	56.9
Development management income	190.1	351.1	305.4	147.2	210.5
Income from sales of inventories	-	-	-	51.3	112.8
Distributions from investments	18.0	28.9	19.6	26.7	27.1
Net gain/(loss) on disposals of assets	173.4	399.6	54.3	(0.1)	85.3
Net gain/(loss) from fair value adjustments on investment properties	64.0	(144.3)	(527.0)	(210.0)	(26.4)
Share of net results of equity accounted investments	121.2	(25.0)	(508.7)	(211.2)	174.5
Total income	1,123.3	1,082.8	(242.2)	173.3	929.8
Property expenses	(94.4)	(64.4)	(53.2)	(59.8)	(58.6)
Development expenses	(134.4)	(296.5)	(243.4)	(107.9)	(159.3)
Inventory cost of sales	-	-	-	(39.8)	(103.6)
Employee expenses	(81.0)	(144.7)	(30.3)	(84.0)	(95.8)
Administrative and other expenses	(93.2)	(77.1)	(81.2)	(66.0)	(53.9)
Impairment losses	-	(108.2)	(229.7)	(145.4)	(47.2)
Restructuring costs	-	-	(85.7)	-	-
Net finance (costs)/income	(96.3)	(110.5)	(153.6)	(154.1)	49.1
Total expenses	(499.3)	(801.4)	(877.1)	(657.0)	(469.3)
Profit/(loss) before income tax	624.0	281.4	(1,119.3)	(483.7)	460.5
Income tax (expense)/benefit	(23.8)	(5.2)	23.3	(1.0)	(7.5)
Profit/(loss) for the year from continuing operations	600.2	276.2	(1,096.0)	(484.7)	453.0
Profit/(loss) from discontinued operation (net of income tax)	22.5	(7.8)	-	-	-
Profit/loss for the year	622.7	268.4	(1,096.0)	(484.7)	453.0
Profit attributable to other non-controlling interests	(0.2)	(17.7)	(24.0)	(52.3)	(61.0)
Profit/(loss) attributable to Securityholders	622.5	250.7	(1,120.0)	(537.0)	392.0
Operating profit summary					
Operating profit available for distribution¹	510.6	564.7	408.1	310.0	383.9
Operating profit per stapled security (cents per security) ²	31.50	34.00	17.40	5.25	5.66
Distributions (cents per security)	31.50	34.00	9.65	3.40	3.50

	2007 \$M	2008 \$M	2009 \$M	2010 \$M	2011 \$M
Balance sheet					
Cash and receivables	819.6	1,300.4	830.8	1,008.6	548.5
Property assets	5,388.7	4,306.7	3,579.5	3,223.6	3,409.6
Equity accounted investments	1,092.1	2,399.5	2,662.3	2,304.1	2,597.4
Intangible assets	1,281.8	1,073.2	1,125.4	929.4	827.9
Other (including derivative financial instruments)	587.1	553.8	385.0	157.4	181.5
Total assets	9,169.3	9,633.6	8,583.0	7,623.1	7,564.9
Payables and provisions	595.8	630.8	299.7	387.1	467.0
Interest bearing liabilities	3,861.6	4,229.1	4,239.8	2,276.6	1,913.8
Other (including derivative financial instruments)	133.7	104.6	265.9	212.8	170.2
Total liabilities	4,591.1	4,964.5	4,805.4	2,876.5	2,551.0
Net assets	4,578.2	4,669.1	3,777.6	4,746.6	5,013.9
Non-controlling interests	(23.7)	(320.6)	(318.8)	(798.1)	(573.1)
Net assets (after non-controlling interests)	4,554.5	4,348.5	3,458.8	3,948.5	4,440.8
NTA per security (\$)	1.93	1.91	0.84	0.48	0.49
Gearing ratio (%)	41.6	39.9	47.9	24.9	23.0

Statement of changes in equity

Total equity at the beginning of the year	3,971.3	4,578.2	4,669.1	3,776.9	4,746.6
Total comprehensive income for the year	711.7	190.4	(1,491.8)	(593.4)	325.7
	4,683.0	4,768.6	3,177.3	3,183.5	5,072.3
Contributions of equity, net of transaction costs	390.5	145.1	927.6	1,343.6	241.7
Distributions provided or paid	(514.0)	(568.2)	(264.1)	(212.9)	(250.0)
Other transactions with equity holders	16.2	26.7	(38.1)	5.4	10.9
Movements in non-controlling interests during the year	2.5	296.9	(25.8)	427.0	(61.0)
Total equity at the end of the year	4,578.2	4,669.1	3,776.9	4,746.6	5,013.9

Cash flow statement

Net cash provided by operating activities	334.0	345.2	320.8	195.2	294.4
Net cash (used in)/provided by investing activities	(1,658.8)	(328.1)	(1,049.6)	17.1	(355.5)
Net cash provided by financing activities	1,383.3	540.3	332.1	60.3	(226.2)
Net increase/(decrease) in cash held	58.5	557.4	(396.7)	272.6	(287.3)
Cash at the beginning of the year	23.3	81.8	639.2	242.5	515.1
Cash at the end of the year	81.8	639.2	242.5	515.1	227.8

1. Excludes unrealised property valuation movements, derivative valuation movements and certain other non-cash items

2. Fully diluted for CIC hybrid securities and options



Gregory Goodman

Group Chief Executive Officer

Greg is responsible for Goodman's overall operations and the implementation of its strategic plan. He has 29 years of experience in the property industry with significant expertise in the industrial property arena. Greg was a co-founder of Goodman, playing an integral role in establishing its specialist global position in the property market through various corporate transactions, including takeovers and mergers and acquisitions. He is a director of Goodman (NZ) Limited (the manager of the New Zealand Exchange listed Goodman Property Trust), J REP Co., Ltd, the management companies of Goodman's unlisted funds and many of its subsidiaries.



Anthony Rozic

Deputy Chief Executive Officer

Anthony's responsibilities for the Group include assisting in setting and managing strategy, business performance and related operational projects with direct line management of Marketing, Information Technology (IT), Human Resources, Legal, and Risk and Compliance. Anthony joined the Group in 2004 and until February 2009, was Group Chief Financial Officer where his responsibilities also included financial reporting, management reporting, forecasting and budgeting, tax, and capital and financial risk management. Anthony is a qualified Chartered Accountant and has held a number of senior roles in the property funds management industry and chartered accountancy profession.



Nick Vrontas

Group Chief Financial Officer

Nick is responsible for the Group's corporate finance functions, which include accounting and finance, treasury, tax and the analytics function. He also plays a key role in the Group's strategic planning and capital management. Nick has 16 years of experience in the property industry and prior to joining Goodman was head of the securities research team at Goldman Sachs JBWere. He has also worked in public and private real estate markets in roles at Jones Lang LaSalle and BBY.



Nick Kurtis

Group Head of Equities

Nick is responsible for the co-ordination and performance of the Group's corporate activities and funds management platform. He joined Goodman in 2000 and has held a number of senior positions within funds management and corporate services. Nick has 15 years of experience in the property funds management industry and holds an undergraduate degree in Real Estate and a Masters in Finance from the University of Technology, Sydney.



Carolyn Scobie

Group General Counsel

Carolyn is directly responsible for the legal activities of Goodman including corporate, property, risk, sustainability and compliance matters. Carolyn has over 20 years of legal experience in corporate and commercial property areas including three years within the legal profession and six years as in-house Counsel with Kumagai Australia Group. She holds a Masters of Arts from Sydney University, a Bachelor of Arts/Bachelor of Laws from the Australian National University and a Graduate Diploma in Company Secretarial Practice. She is a member of Chartered Secretaries Australia.

direction +

**Alison Brink****Group General Manager, Marketing**

Alison is responsible for marketing and communications across the Group including branding, advertising and corporate communications. Prior to joining Goodman, she held various marketing positions at DHL in Asia, Europe and the United States, including regional brand director for Asia Pacific and Europe, US marketing vice-president and head of global advertising. Alison has 20 years of experience in international marketing and holds a Bachelor of Business from the University of Technology, Sydney and a diploma in logistics.

**Michael O'Sullivan****Group Corporate & Investor Relations Executive**

Michael is responsible for managing Goodman's relationship with institutional investors, retail investors and governance groups and is also involved in significant corporate transactions undertaken by the Group. Prior to this role, Michael was Chief Executive Officer, Europe, based in London and responsible for the performance of the Group's business in Europe. He joined the Group in 2002 and has managed complex financial and corporate transactions as well as played a leading role in the corporate strategy and development of the business. Michael has had extensive experience in property and financial services having worked previously at KPMG.

**James Inwood****Group Head of Funds Management**

James has been with the Group for five years and is responsible for the coordination, strategy and performance of the Group's funds management platform. He has significant expertise gained over 16 years in property finance and structuring in both listed and unlisted environments. James spent 10 years as a real estate investment trust analyst, including eight years at JPMorgan, which involved equity raisings for listed and unlisted funds.

**Luc LaFontan****Group Chief Information Officer**

Luc is responsible for the IT function in Goodman and reports to the Deputy CEO. He is responsible for global IT strategy across project/programme management, applications, infrastructure and service delivery. He oversees the activities of IT professionals based in Sydney, Hong Kong, London and Brussels. Luc joined the Group in the UK in March 2008 as the European IT Director and was appointed to his current role based in Sydney in December 2009.

**John Taylor****Group General Manager, Human Resources**

John joined Goodman in August 2010, and is responsible for the Group's HR strategy and HR operations globally. He has over 20 years' experience in HR, in both international and domestic organisations. John joined the Group from Thomson Reuters, where he had almost five years' senior HR experience (including time in Asia) and prior to that he worked in Australia for JP Morgan, Colonial Group and Australia Post. John has a Bachelor of Business from the University of South Australia, and a Masters in Commerce (Industrial Relations) from Sydney University.

Adelaide
 Auckland
 Barcelona
 Beijing
 Birmingham
 Brisbane
 Brussels
 Budapest
 Christchurch
 Cracow
 Milan
 Düsseldorf
 Eindhoven
 Hong Kong
 London
 Luxembourg
 Lyon
 Marseille
 Madrid
 Melbourne
 Osaka
 Paris
 Perth
 Poznan
 Prague
 Reading
 Senec
 Shanghai
 Sydney
 Tokyo
 Warsaw



Danny Peeters

**Chief Executive Officer,
Continental Europe**

Danny heads up Goodman's European Logistics and Business Park operations and is responsible for the management, strategy and development of Goodman's property business in continental Europe. Danny has been with the Group since 2000 and has 16 years of experience in the property and logistics sectors. During his career Danny has built up extensive experience in the design, implementation and outsourcing of pan-European supply chain and real estate strategies for various multinationals. Prior to joining Goodman Danny was Chief Executive Officer of Eurinpro, developer of tailor made logistic property solutions. Eurinpro was acquired by the Group in May 2006.



Graham Pardoe

**Managing Director,
UK Logistics**

Graham heads up Goodman's Logistics operations in the United Kingdom and is responsible for the management, strategy and development of the Group's UK Logistics business. He also leads the Group's joint ventures with CBRE RT and Europa Capital. Graham has been with the Group since 2003 and has over 18 years of experience in the property sector. Graham was a Senior Development Director at Rosemound Developments which was acquired by the Group in 2007. Prior to joining Goodman Graham worked for ProLogis as a Development Director, and AXA as a Fund Manager.



Jason Little

General Manager, Australia

Jason is responsible for the overall operations of the Australian business, including financial, strategic growth, resourcing and leadership. Jason joined Goodman in June 2003 as Capital Transactions Manager, which included all acquisitions, disposals and strata and land subdivisions. Prior to joining Goodman, Jason was an Executive with Grant Samuel where he worked on a number of Grant Samuel's Property Development Funds.



Jim Johnston

Managing Director, UK Business Parks

Jim heads up Goodman's Business Parks operations in the UK, including Arlington Business Parks Partnership, and is responsible for the overall management and leadership of the business. Jim was part of the senior management team at Arlington Securities Plc which the Group acquired in 2005, and has over 25 years of experience in the property and development industry. Jim also leads Goodman's science park joint ventures with Unilever and the UK Atomic Energy Authority at Colworth and Harwell. Prior to this, Jim ran his own development business.



John Dakin

Chief Executive Officer, New Zealand

John joined Goodman in 2003 and is responsible for the overall management and operations of Goodman in New Zealand. John has over 21 years of experience in the property industry, including experience in valuation, research, asset management, funds management and acquisitions and has held senior roles in the United Kingdom, Australia and New Zealand. He is a former National Director of the Property Council of New Zealand and prior to joining Goodman he was with Colonial First State Property.



Philip Pearce

Managing Director, Greater China

Philip is responsible for the strategic development and continued expansion of the Group's industrial investment business in the Greater China region. He joined the Group in 2002 and has over 15 years of experience in real estate investment in the Asia Pacific region, including four years in Singapore with Ascendas Real Estate Investment Trust. Prior to joining Goodman, he was at AMP Henderson Global Investors in Sydney where he worked in various roles within the AMP Henderson Property Group, including valuation, asset management and fund management.

**Mr Ian Ferrier, AM**

Independent Chairman
Appointed
1 September 2003

Ian was appointed Chairman on 28 July 2009 (having been Acting Chairman from 28 November 2008). Ian is a Fellow of The Institute of Chartered Accountants in Australia and has 46 years of experience in company corporate recovery and turnaround practice. Ian is also a director of a number of private and public companies. He is currently Chairman of InvoCare Limited (since March 2001) and Australian Vintage Ltd (a director since November 1991) and a director of EnergyOne Limited (since January 2007) and Reckon Limited (since August 2004). He was formerly a director of Australian Oil Limited (May 2005 to January 2009). His experience is essentially concerned with understanding the financial and other issues confronting companies which require turnaround management, analysing those issues and implementing policies and strategies which lead to a successful rehabilitation. Ian has significant experience in property and development, tourism, manufacturing, retail, hospitality and hotels, infrastructure and aviation and service industries.

**Mr Gregory Goodman**

Group Chief Executive Officer
Appointed
7 August 1998

Greg is responsible for Goodman's overall operations and the implementation of its strategic plan. He has 29 years of experience in the property industry with significant expertise in the industrial property arena. Greg was a co-founder of Goodman, playing an integral role in establishing its specialist global position in the property market through various corporate transactions, including takeovers and mergers and acquisitions. He is a director of Goodman (NZ) Limited (the manager of the New Zealand Exchange listed Goodman Property Trust), J REP Co., Ltd, the management companies of Goodman's unlisted funds and many of its subsidiaries.

**Mr John Harkness**

Independent Director
Appointed
23 February 2005

John is a Fellow of The Institute of Chartered Accountants in Australia and the Australian Institute of Company Directors. He was a partner of KPMG for 24 years and National Executive Chairman for five years. Since retiring from KPMG in June 2000, John has held a number of non-executive director roles. He is currently Chairman of ICA Property Development Funds and Sydney Foundation for Medical Research. John is a director of Charter Hall Retail Management Limited (since August 2003), the management company of Charter Hall Retail REIT. He is also Chairman of the Reliance Rail group and a director of Sinclair Knight Mertz Management Pty Limited. He was formerly a director of Crane Group Limited (from September 2000 to December 2010) and the Chairman of Lipa Pharmaceuticals Limited (from June 2004 to November 2007). John is President of Northern Suburbs Rugby Football Club Limited, a member of the Territorial Headquarters and Sydney Advisory Board of the Salvation Army and the Chairman of the Sydney Foundation for Medical Research.

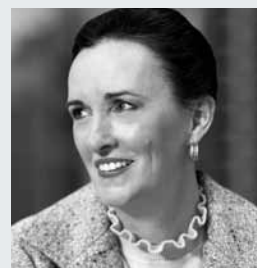
**Mr James Hodgkinson**

Non-Executive Director
Appointed
21 February 2003

James is a Senior Investment Banker with Real Estate specialisation, most recently as Executive Director of Macquarie Group. James has extensive experience as Principal in the establishment, strategy and growth of a number of both listed and unlisted investment vehicles and operating businesses in Australia, Asia and North America. James was also Chief Executive Officer of Macquarie Industrial Trust for six years prior to that trust's merger with GIT. He is a director of J-REP Co., Ltd and Goodman (NZ) Limited, the manager of the New Zealand Exchange listed Goodman Property Trust.

James is an alumni director of the Macquarie Foundation and is active in the 'not for profit' sector. He has initiated and assisted in the fund raising initiatives and strategic support of a number of community based organisations, including as a Founding Governor of the Cerebral Palsy Foundation and as Founder and Chairman of the Cerebral Palsy Alliance of NSW's 20/Twenty Challenge.

James has a Bachelor of Economics, is a Certified Practising Accountant and is a Fellow of the Australian Property Institute.

**Ms Anne Keating**

Independent Director
Appointed
23 February 2005

Anne is a non-executive director with board positions in a range of industries. She is on the boards of the management companies of the Ardent Leisure Group (since March 1998) and a director of REVA Medical Inc (since October 2010), ClearView Wealth Limited (since November 2010) and G.I Dynamics Inc. (since June 2011). Anne was formerly a director of STW Communications Group Limited (from May 1995 to February 2011) as well as Spencer Street Station Redevelopment Holdings Limited and Insurance Australia Group Limited.

Anne is also a director of the Garvan Institute of Medical Research, a member of the Advisory Council of RBS Group (Australia) Pty Ltd (formerly ABN AMRO), a Governor of the Cerebral Palsy Foundation and a trustee for the Centennial Park and Moore Park Trust. Her last executive position was as General Manager, Australia for United Airlines for nine years until 2001.

**Mr Phillip Pryke**

Independent Director
Appointed
13 October 2010

Phillip was appointed as an Independent Director on 13 October 2010. He is also a director of Co-Investor Group and Tru-Test Corporation Limited, the Deputy Chairman of NZX listed Contact Energy Limited and a director of Goodman (NZ) Limited, the manager of the NZX listed Goodman Property Trust. In addition, he is Chairman of ASX listed Digital Performance Group Ltd (since January 2009). Phillip has wide experience in the fishing, energy, financial services, health and technology industries.

**Mr Jim Sloman, OAM**

Independent Director
Appointed
1 February 2006

Jim has over 40 years of experience in the building and construction industries in Australia and overseas, including experience with Sir Robert McAlpine & Sons in London and Lend Lease Corporation in Australia and as Deputy Chief Executive and Chief Operating Officer of the Sydney Organising Committee for the Olympic Games (SOCOG) from 1997 to 2001. He is a Principal of MI Associates Pty Limited, a company established by him and comprising some of the leading members of the former SOCOG senior management team, that is working as an adviser to both the London 2012 and the Rio de Janeiro 2016 Olympic Games. In addition, Jim is Chairman of Laing O'Rourke Australia Pty Limited and of several of its associated companies and a director of ISIS Holdings Pty Limited and of several of its associated companies. Jim was a director of Prime Infrastructure Holdings Limited (from February 2010 to December 2010) and Prime Infrastructure RE Limited (from February 2010 to December 2010) (the management company of Prime Infrastructure Trust). With his range of experience, Jim brings significant property, construction and major projects expertise to Goodman.

**Carl Bicego**

Company Secretary
Appointed
24 October 2006

Carl is the Company Secretary of the Company and its Australian subsidiaries as well as Legal Counsel – Head of Corporate in Australia. He has over 13 years of legal experience in corporate law and joined Goodman from law firm Allens Arthur Robinson in 2006. Carl holds a Masters of Laws and Bachelor of Economics/Bachelor of Laws (Hons).

Top 20 Securityholders As at 31 August 2011	Number of securities	Percentage of total issued securities
1. HSBC Custody Nominees (Australia) Limited	2,192,877,831	29.66
2. National Nominees Limited	1,209,601,121	16.36
3. JP Morgan Nominees Australia Limited	1,104,101,679	14.93
4. JP Morgan Nominees Australia Limited	886,902,938	11.99
5. Citicorp Nominees Pty Limited	327,640,277	4.43
6. Citicorp Nominees Pty Limited <Colonial First State Inv A/C>	244,377,054	3.30
7. AMP Life Limited	112,054,098	1.52
8. Cogent Nominees Pty Limited	109,316,231	1.48
9. Beeside Pty Limited	84,615,385	1.14
10. Goodman Holdings Pty Ltd	75,128,205	1.02
11. Gillman Pty Limited	73,228,507	0.99
12. JP Morgan Nominees Australia Limited <Cash Income A/C>	70,822,754	0.96
13. Goodman Holdings Pty Limited	65,641,025	0.89
14. Cogent Nominees Pty Limited <SMP Accounts>	52,356,036	0.71
15. Australian Reward Investment Alliance	30,747,541	0.42
16. Bond Street Custodians Limited <ENH Property Securities A/C>	29,809,706	0.40
17. Queensland Investment Corporation	25,234,833	0.34
18. Questor Financial Services Limited <TPS RF A/C>	18,851,888	0.25
19. UBS Wealth Management Australia Nominees Pty Ltd	17,552,503	0.24
20. Bond Street Custodians Limited <Property Securities A/C>	16,998,410	0.23
Securities held by top 20 Securityholders	6,747,858,022	91.25
Balance of securities held	646,749,389	8.75
Total issued securities	7,394,607,411	100.00

Range of securities	Number of Securityholders	Number of securities	Percentage of total issued securities
1 – 1,000	2,153	856,505	0.01
1,001 – 5,000	5,335	15,880,479	0.21
5,001 – 10,000	4,127	31,770,458	0.43
10,001 – 100,000	8,314	243,493,260	3.29
100,001 – over	757	7,102,606,709	96.05
Rounding			0.01
Total	20,686	7,394,607,411	100.00

There were 1,633 Securityholders with less than a marketable parcel in relation to 367,858 securities as at 31 August 2011.

Substantial Securityholders ¹	Number of securities
Leader Investment Corporation; China Investment Corporation	812,475,697
Vanguard Investments Australia Ltd	416,182,751
Cohen & Steers Inc	374,911,141

1. In accordance with latest substantial securityholder notices as at 31 August 2011.

China Investment Corporation (CIC)

As disclosed in the substantial shareholder notice to the ASX on 31 May 2011, CIC holds 2,750 Exchangeable Securities that are exchangeable for 616,686,867 Goodman Group Stapled Securities. Prior to exchange, these securities have a voting interest in Goodman Industrial Trust under the Corporations Act. However, CIC has executed a Voting Deed Poll under which they have undertaken to not exercise their voting power for “non-preference matters”.

Voting rights

On a show of hands, every person present who is an eligible Securityholder shall have one vote and on a poll, every person present who is an eligible Securityholder shall have one vote for each Goodman Limited share and one vote for each dollar value of Goodman Industrial Trust units that the eligible Securityholder holds or represents (as the case may be).

On-market buy-back

There is no current on-market buy-back.

Goodman Group

Goodman Limited

ABN 69 000 123 071

Goodman Industrial Trust

ARSN 091 213 839

Responsible Entity

Goodman Funds Management Limited
ABN 48 067 796 641; AFSL Number 223621

Offices

Registered office

Level 17
60 Castlereagh Street
Sydney NSW 2000
Australia
GPO Box 4703
Sydney NSW 2001

Telephone 1300 791 100 (within Australia)
+61 2 9230 7400 (outside Australia)

Facsimile +61 2 9230 7444

Email info@goodman.com

Website www.goodman.com

Other offices

Adelaide	Eindhoven	Paris
Auckland	Hong Kong	Perth
Barcelona	London	Poznan
Beijing	Luxembourg	Prague
Birmingham	Lyon	Reading
Brisbane	Madrid	Senec
Brussels	Marseille	Shanghai
Budapest	Melbourne	Sydney
Christchurch	Milan	Tokyo
Cracow	Osaka	Warsaw
Düsseldorf		

Directors

Mr Ian Ferrier, AM	(Independent Chairman)
Mr Gregory Goodman	(Group Chief Executive Officer)
Mr John Harkness	(Independent Director)
Mr James Hodgkinson	(Non-Executive Director)
Ms Anne Keating	(Independent Director)
Mr Phillip Pryke	(Independent Director)
Mr James Sloman, OAM	(Independent Director)

Company Secretary

Mr Carl Bicego

Security Registrar

Computershare Investor Services Pty Limited

Level 5
115 Grenfell Street
Adelaide SA 5000
GPO Box 1903
Adelaide SA 5001

Telephone 1300 723 040 (within Australia)
+61 3 9415 4043 (outside Australia)

Facsimile +61 8 8236 2305

Email www.investorcentre.com/contact

Website www.computershare.com

Custodians

Trust Company Limited

20 Bond Street
Sydney NSW 2000

Perpetual Trustee Company Limited

123 Pitt Street
Sydney NSW 2000

Auditor

KPMG

10 Shelley Street
Sydney NSW 2000

ASX code

GMG

US Notice

Goodman Group gives notice that:

- (i) each Securityholder that is in the United States or a U.S. Person is required to be a Qualified Institutional Buyer as defined under the U.S. Securities Act and a Qualified Purchaser under the U.S. Investment Company Act ("QIB/QP") at the time of the acquisition of any Stapled Securities of Goodman Group, and is required to make the representations in the Subscription Agreement as of the time it acquired the applicable Stapled Securities;
- (ii) the Stapled Securities can only be resold or transferred in a regular brokered transaction on the ASX in accordance with Rule 903 or 904 of Regulation S, where neither it nor any person acting on its behalf knows, or has reason to know, that the sale has been prearranged with, or that the purchaser is, in the United States or a U.S. Person (e.g., no prearranged trades ("special crossing") with U.S. Persons or other off-market transactions); and
- (iii) to the maximum extent permitted by law, Goodman Group reserves the right to (i) request any person that they deem to be in the United States or a U.S. Person, who was not at the time of acquisition of the Stapled Securities a QIB/QP, to sell its Stapled Securities, (ii) refuse to record any subsequent sale or transfer of Stapled Securities to a person in the United States or a U.S. Person that Goodman Group reasonably believes is not a QIB/QP, and (iii) take such other action as they deem necessary or appropriate to enable the GL and GIT to maintain the exception from registration under Section 3(c)(7) of the Investment Company Act.

Disclaimer

This Securityholder Review has been prepared by Goodman Group (Goodman Limited (ABN 69 000 123 071) and Goodman Funds Management Limited (ABN 48 067 796 641; AFSL Number 223621) as the Responsible Entity for Goodman Industrial Trust (ARSN 091 213 839)). It is not intended to be relied upon as advice to investors or potential investors and does not take into account the investment objectives, financial situation or needs of any particular investor. These should be considered, with professional advice, when deciding if an investment is appropriate. This Securityholder Review is not an offer or invitation for subscription or purchase of securities or other financial products. It does not constitute an offer of securities in the United States. Securities may not be offered or sold in the United States unless they are registered under the US Securities Act of 1933 or an exemption from registration is available. This Securityholder Review contains certain "forward-looking statements". The words "anticipate", "believe", "expect", "project", "forecast", "estimate", "likely", "intend", "should", "could", "may", "target", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Due care and attention have been used in the preparation of forecast information. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of Goodman Group, that may cause actual results to differ materially from those expressed or implied in such statements. There can be no assurance that actual outcomes will not differ materially from these statements. All values are expressed in Australian currency unless otherwise stated. September 2011.

