

SPECIAL MEETING OF UNITHOLDERS

Tuesday 10:00 am, 26 March 2024Park Hyatt Hotel, 99 Halsey Street
Auckland 1010

VOTING AND PROXY FORM

The Meeting will have a hybrid format, with participants able to attend in person or online through a live webcast. The webcast can be accessed from: <https://meetnow.global/nz>

If you propose to attend the Meeting you will need to bring this Voting and Proxy Form with you. If you do not propose to attend the Meeting but wish to be represented by proxy you have two voting options, either;

- 1) complete the proxy voting process online through the www.investorvote.co.nz website or by scanning the QR code below, or
- 2) complete and sign the sections overleaf, and mail or deliver the form to Computershare Investor Services Limited using the pre-addressed envelope provided.

Please refer to the Virtual Meeting Guide, available at <https://www.computershare.com/nz-vm-guide> for more information on attending the Meeting online.

YOUR SECURE ACCESS INFORMATION

Control Number:**CSN/Unitholder Number:**

You will need your CSN/Unitholder Number and postcode (or country of residence if outside New Zealand) to securely access the online voting portal. Please follow the prompts to appoint your proxy and exercise your vote.

For your proxy appointment to be effective it must be received before 10:00 am Sunday 24 March 2024.

QR code



HOW TO VOTE ON THE RESOLUTIONS

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

If you do not plan to attend the Meeting, you may appoint a proxy to attend the Meeting and vote in your place. A proxy need not be a Unitholder. The Chair of the Meeting, or any other director of the Manager, is willing to act as proxy for any Unitholder who wishes to appoint him or her for that purpose. To do this, enter 'the Chair' or the name of your proxy in the space allocated in 'Step 1' of this form.

Voting of your holding

Direct your proxy how to vote by marking one of the boxes opposite each Resolution. If you mark the "Proxy Discretion" box or you do not mark a box, you will be deemed to have given your proxy discretion and they may vote as they choose. However, if a person who is disqualified from voting in favour of Resolution 1 or Resolution 2 (including the Chair of the Meeting) is appointed as a proxy, that person will not be permitted to vote an undirected proxy given in their favour with respect to those resolutions by any other Unitholder. The Chair and any other director of the Manager intends to vote any undirected proxies held by them for Resolution 3 in favour of the resolution. If you mark more than one box in respect of a Resolution, your proxy appointment will be invalid and no vote will be cast on your behalf. If you complete this form but do not name a person as your proxy or your named proxy does not attend the Meeting, but you otherwise complete this Voting and Proxy Form in full, the Chair of the Meeting will be appointed your proxy and will vote in accordance with your express direction. As noted above, the Chair will not vote on Resolution 1 or Resolution 2 if granted a discretion on how to vote.

As noted in the Further Information section of the Notice of Meeting, Goodman (NZ) Limited, Goodman Limited and the Associated Persons of both (including each of the directors of the Manager) are disqualified by Listing Rule 6.3.1 and the Financial Markets Conduct Act 2013 from voting in favour of, or acting as a discretionary proxy in relation to, Resolution 1 and Resolution 2.

Attending the Meeting

If attending the Meeting in person please bring this form to assist registration. If a representative of a corporate Unitholder is to attend the Meeting you will need to provide written evidence of your authorisation prior to admission.

If you are participating through the live webcast, please refer to the Virtual Meeting Guide, available at <https://www.computershare.com/nz-vm-guide> for more information on attending the Meeting online. You can still attend the Meeting virtually, even if you have appointed a proxy.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual

Where the holding is in one name, the Unitholder must sign.

Joint Holding

Where the holding is in more than one name, all of the Unitholders should sign.

Power of Attorney

If this Voting and Proxy Form has been signed under a power of attorney, the power of attorney or a notarially certified copy of that power of attorney and a signed certificate of non-revocation of the power of attorney, must accompany the signed form, unless it has already been noted by Computershare Investor Services Limited.

Companies

This Voting and Proxy Form must be signed by a duly authorised officer or attorney. Please sign in the appropriate place and indicate the office held.

Questions about voting

Should be directed to Computershare Investor Services, by phone +64 9 488 8777 or toll free on 0800 359 999 or by email to enquiry@computershare.co.nz

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a Unitholder/Unitholders of Goodman Property Trust

hereby appoint* _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the hybrid meeting on my/our behalf and to vote in accordance with the following directions at the **Special Meeting of Unitholders of Goodman Property Trust to be held at 10:00 am on Tuesday 26 March 2024** and at any adjournments or postponements of that meeting.

**The Chair of the Meeting, and each of the other directors of the Manager, is willing to act as proxy for any Unitholder(s) who may wish to appoint him or her for that purpose. If appointed, the Chair or director would vote as directed.*

STEP 2 Voting Instructions/Ballot Paper

None of resolutions 1, 2 or 3 shall take effect unless all of those resolutions are passed.

	For	Against	Proxy Discretion	Abstain
RESOLUTION 1 – Approval of Internalisation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To consider and, if thought fit, pass the following as an Ordinary Resolution:

That the Unitholders ratify, confirm and approve for the purposes of Listing Rule 5.2.1, Goodman (NZ) Limited and Covenant Trustee Services Limited taking all steps necessary to enter into and give effect to the internalisation of the management of Goodman Property Trust, including, without limitation, to:

- give effect to the retirement of Goodman (NZ) Limited as manager of Goodman Property Trust, the transfer of shares in Goodman Property Services (NZ) Limited and the co-operation and services arrangements for consideration of \$272.4 million (plus GST, if any); and
- acquire certain New Zealand property interests owned by Goodman Group and the net tangible assets of Goodman Property Services (NZ) Limited and make a payment in lieu of any performance fee that may be payable to Goodman (NZ) Limited for the period from 1 April 2023 until settlement of the Internalisation under the terms of the Trust Deed, for aggregate consideration of \$17.6 million (plus GST, if any),

upon the terms and conditions of the relevant Transaction Agreements.

RESOLUTION 2 – Approval of issue of Units	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--	--------------------------	--------------------------	--------------------------	--------------------------

To consider and, if thought fit, pass the following as an Ordinary Resolution:

That the Unitholders approve for the purposes of Listing Rule 4.2.1, the issue of 135,514,019 new Units to Goodman Funds Management Limited, as responsible entity for Goodman Industrial Trust, at an issue price of \$ 2.14 per Unit, for aggregate consideration of \$290,000,001.

RESOLUTION 3 – Appointment of new manager	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--	--------------------------	--------------------------	--------------------------	--------------------------

To consider and, if thought fit, pass the following as an Extraordinary Resolution:

That the Unitholders approve the appointment of Goodman Property Services (NZ) Limited as the new manager of Goodman Property Trust upon settlement of the Internalisation.

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority. If you mark the Proxy Discretion box, you are directing your proxy to exercise his/her discretion in voting for or against the Resolution.

If your proxy is not the Chair of the Meeting or any other director of the Manager, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the hybrid meeting for your proxy.

Proxy contact details (Phone): _____ **and (Email):** _____

STEP 3 Signature of Unitholder(s) — this section must be completed

UNITHOLDER 1

or Sole Director/Director

UNITHOLDER 2

or Director (if more than one)

UNITHOLDER 3

Contact Name _____ Contact Daytime Telephone _____ Date _____ 2024

This Voting and Proxy Form is accompanied by a pre-addressed envelope which requires no stamp within New Zealand.

ATTENDANCE SLIP



Special Meeting of Unitholders of Goodman Property Trust to be held at 10:00 am on Tuesday 26 March 2024.
The Meeting will have a hybrid format, with attendance either in person or through a live webcast.
The webcast can be accessed from: <https://meetnow.global/nz>