

**Notice of
Annual Meeting
2021**



Goodman Property Trust

Goodman Property Trust

Notice of Annual Meeting

Date of meeting	Time	Format	Venue	Deadline for receipt of Voting and Proxy forms
Wednesday 7 July 2021	1.30 pm	Hybrid meeting	Level 4 Lounge, South Stand, Eden Park Reimers Ave, Kingsland	1:30 pm Monday 5 July 2021

Agenda

1. Address and presentation

Reports from the Chair, the Chief Executive Officer, and the Chief Financial Officer of the Manager in respect of the financial year ended 31 March 2021.

2. Resolution 1: Re-appointment of Laurissa Cooney

As an ordinary resolution, that Unitholders approve the re-appointment of Laurissa Cooney as an Independent Director of the Manager.

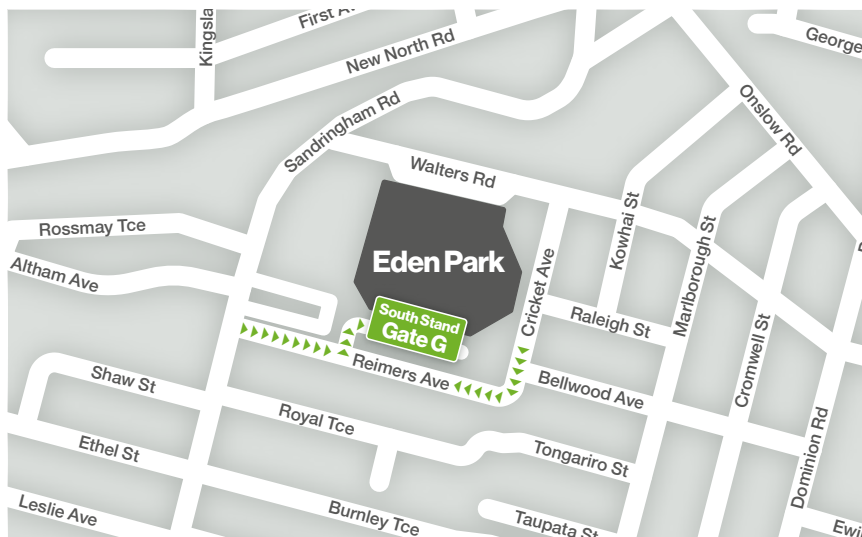
3. Resolution 2: Re-appointment of David Gibson

As an ordinary resolution, that Unitholders approve the re-appointment of David Gibson as an Independent Director of the Manager.

4. Resolution 3: Re-appointment of Leonie Freeman

As an ordinary resolution, that Unitholders approve the re-appointment of Leonie Freeman as an Independent Director of the Manager.

ENTRY AND FREE PARKING – through entrance P5 off Reimers Ave



The only matters being discussed and voted on at the Meeting are the Resolutions contained in this Notice of Meeting. No motions will be allowed from the floor.

The Meeting will have a hybrid format, with attendance either in person or through a live webcast. In the event that COVID-19 Alert Levels for Auckland are at Alert Level 2 or above, or the Board determines it appropriate, the Meeting will have a virtual only format.

The live webcast can be accessed through an internet connected computer, tablet, smartphone or similar device.

The webcast can be joined from <https://web.lumiagm.com/> and entering the meeting ID: 310-481-111

Please review the accompanying 'Virtual Annual Meeting Guide 2021' prior to the event for further instructions regarding the live webcast.

Explanatory notes

The Board of the Manager maintains a majority of Independent Directors. Unitholders are entitled to nominate and vote on the appointment of Independent Directors.

The constitution of Goodman (NZ) Limited and the NZX Listing Rules require:

- + that any person appointed as an Independent Director by the Board must retire at the next Annual Meeting of Unitholders, and
- + that an Independent Director must not hold office (without re-election) past the third annual meeting following that Independent Director's appointment, or three years, whichever is longer.

However, those Independent Directors required to retire shall also be eligible for reappointment at that meeting.

Nominations for appointments to the Board were called for on 7 May 2021 and closed on 21 May 2021. No nominations were received, meaning the three Independent Directors having offered themselves for re-appointment stand unopposed.



Resolution 1

Re-appointment of Laurissa Cooney

Laurissa Cooney retires at the meeting and offers herself for re-appointment.

Laurissa is a professional director. Her current directorships include Accordant Group Limited, Air New Zealand Limited, Aotearoa Circle, Ngāi Tai ki Tāmaki and Tourism Bay of Plenty where she is also the Chair. Prior to these governance roles she was Chief Financial Officer of Te Whare Wānanga o Awanuiārangi. Her professional career has also included senior auditing and consulting roles with Deloitte. She holds a Bachelor of Management Studies (Hons) from Waikato University, is a Fellow of the Chartered Accountants Australia and New Zealand and a Chartered Member of the Institute of Directors.

Laurissa was appointed to the Board on 4 November 2021. The Board considers Laurissa to be an Independent Director and unanimously recommends that Unitholders vote in favour of her re-appointment.



Resolution 2

Re-appointment of David Gibson

David Gibson retires at the meeting and offers himself for re-appointment.

David is a professional director, investor and business consultant. His current directorships include NZME Limited, Rangatira Limited and Trustpower Limited while his private interests include Sidehustle App, Harker Herbals and Jess's Underground Kitchen. David has over 20 years' investment banking experience having held senior positions and governance roles with Deutsche Craigs and Deutsche Bank, in New Zealand. He holds a Bachelor of Laws (Hons) and Bachelor of Commerce from the University of Canterbury.

David was appointed to the Board on 2 February 2021. The Board considers David to be an Independent Director and unanimously recommends that Unitholders vote in favour of his re-appointment.



Resolution 3

Re-appointment of Leonie Freeman

Leonie Freeman retires by rotation at the meeting and offers herself for re-appointment.

Leonie is the CEO of the Property Council. Prior to this she has been an entrepreneur, business futurist and speaker who has broad experience across a range of property disciplines having held senior development, property management, strategic and education roles. Her 25-year career has also included advisory positions with local and central government. Leonie holds a Masters of Commerce (Hons) and has previously held board positions with the New Zealand Institute of Valuers, the Massey University Property Foundation and Government Property Services.

Leonie was appointed to the Board on 11 October 2011. The Board considers Leonie to be an Independent Director and unanimously recommends that Unitholders vote in favour of her re-appointment.

Further information

Meeting format

The Meeting will have a hybrid format, with attendance either in person or through a live webcast. The webcast can be accessed from: <https://web.lumiagm.com/> or by downloading the Lumi AGM app, and entering the meeting ID 310-481-111.

In the event that COVID-19 Alert Levels for Auckland are at Alert Level 2 or above, or the Board otherwise determines it appropriate, the Meeting will have a virtual only format. If no physical meeting is to be held, the Manager will provide Unitholders with notice through an announcement to the NZX and by email to Unitholders whose email address is held by the Manager.

The live webcast will include an online presentation and address which Unitholders will be able to view from a computer, tablet, smartphone or similar device. To participate, Unitholders will need their CSN or holder number which can be found on their Voting and Proxy Form. Please review the accompanying 'Virtual Annual Meeting Guide 2021' prior to the event for further instructions on how to participate.

Procedure for questions

Unitholders present at the Meeting will have the opportunity to ask questions during the event.

The accompanying "Virtual Annual Meeting Guide 2021" includes instructions for submitting questions if attending virtually. Unitholders can also submit questions in advance, either by email info-nz@goodman.com or by post, Goodman (NZ) Limited, PO Box 90940, Victoria Street West, Auckland 1142.

Please address your question to the Company Secretary and include your name and unitholder number. Postal and email questions should be received by 5.00pm on Wednesday, 30 June 2021.

Attendance and voting rights

Every Unitholder, or that Unitholder's proxy, attorney or representative, is entitled to attend the Meeting and vote. Voting will be by way of a poll, in which each Unitholder will have one vote per Unit they hold. Unitholders for the purposes of voting at the Meeting will be determined from the Trust's register at the close of business on Monday 5 July 2021.

Voting and proxies

A Unitholder is entitled to appoint a proxy to vote on behalf of the Unitholder at the Meeting. A proxy need not be a Unitholder. A Voting and Proxy Form accompanies this Notice of Meeting.

It can be mailed or delivered to the Registrar, Computershare Investor Services Limited, or it can be completed electronically.

To be valid, it must be received by 12:00 pm on Monday 5 July 2021.

Unitholders wishing to appoint the Chair of the Meeting or another Director as their proxy should read carefully the instructions on the Voting and Proxy Form and direct such appointment in the manner provided for on that form. The Chair of the Meeting intends to vote all discretionary proxies in favour of the Resolutions.

Ordinary Resolutions

To be passed, the Resolutions need to be approved by a simple majority of those Unitholders entitled to vote and voting on the Resolutions.

Quorum

A quorum for the Meeting will be constituted if at least five Unitholders are present (in person, or by proxy, attorney or representative) and those present together hold or represent at least 10% of the number of Units on issue as at the date of the Meeting and carrying the right to vote on the Resolution at the Meeting.

Glossary

Capitalised terms used in this Notice of Meeting are defined in the glossary as shown on this page.

Glossary

Board

means the Board of the Manager, comprising the Directors.

Chair

means Keith Smith.

Directors

means the directors of the Manager, being the Independent Directors and Gregory Goodman, Phil Pryke and John Dakin.

GMT or Trust

means Goodman Property Trust and its controlled entities, as the context requires.

Independent Directors

means Keith Smith, Laurissa Cooney, David Gibson and Leonie Freeman.

Manager

means Goodman (NZ) Limited, as the manager of GMT.

Meeting

means the hybrid meeting of Unitholders to be held on 7 July 2021 commencing at 1:30 pm and any adjournments or postponements thereof.

Notice of Meeting

means this notice of meeting, dated 8 June 2021 and issued by the Manager for the purpose of convening the Meeting.

Resolution

means a resolution to be considered by Unitholders as specified in the Notice of Meeting.

Trust Deed

means the trust deed dated 23 April 1999 providing for the establishment of GMT (as amended from time to time).

Unit

means a unit in GMT.

Unitholder

means a holder of Units.

Voting and Proxy Form

means the voting and proxy form accompanying the Notice of Meeting.



This Notice of Meeting is dated 8 June 2021 and has been prepared by Goodman (NZ) Limited as Manager of Goodman Property Trust. The information in this Notice of Meeting and any discussion at the Meeting are general information only and are not intended as investment or financial advice and must not be relied upon as such. You should obtain independent professional advice prior to making any decision relating to your investment or financial needs. www.goodman.com/nz