



# NOTICE OF ANNUAL MEETING 2016

# NOTICE OF MEETING

Goodman Property Trust

## NOTICE OF ANNUAL MEETING

### Date of meeting

Wednesday 27 July 2016

### Time

Commencing at 1.30 pm

### Venue

Pullman Hotel, cnr Princes Street and Waterloo Quadrant  
Auckland

### Last time for receipt of voting and proxy forms

1.30 pm, Monday 25 July 2016

### Agenda

#### 1. Chairman's, chief executive's and chief financial officer's reports

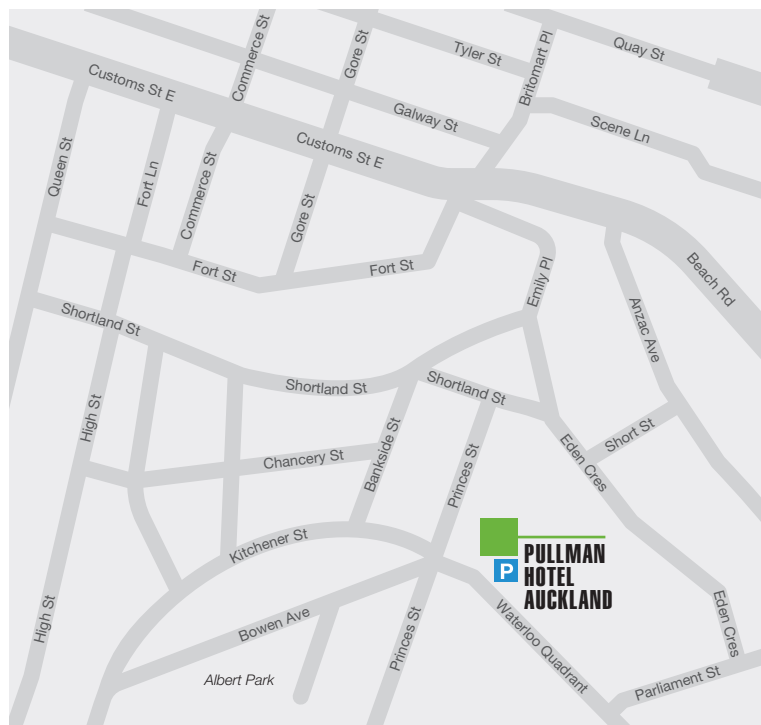
Reports from the chairman, the chief executive, and the chief financial officer of the Manager in respect of the financial year ended 31 March 2016.

#### 2. Resolution 1: Re-appointment of Keith Smith

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

#### 3. Resolution 2: Re-appointment of Peter Simmonds

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



Entry to Wilson Carpark is from Waterloo Quadrant.

Exit on Eden Crescent.

Please take your carpark ticket to the Meeting where it can be exchanged for a prepaid ticket.

Please call the information line on 0800 359 999 (within New Zealand) or +64 9 488 8777 (outside New Zealand) if you have any queries about the Resolutions or this Notice of Meeting.

This Notice of Meeting is dated 1 July 2016.

## EXPLANATORY NOTES

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

GMT's Trust Deed requires that at least one third of the Independent Directors (or, if there is not a multiple of three Independent Directors, the number nearest to one third) must retire by rotation at the Annual Meeting of Unitholders each year, but shall be eligible for re-appointment at that meeting. Those required to retire are those who have been longest in office since they were last appointed.

Nominations for appointments to the Board were called for on 19 May 2016 and closed on 3 June 2016. No nominations were received, meaning Keith Smith and Peter Simmonds stand unopposed.



### Resolution 1: Re-appointment of Keith Smith

**Keith Smith retires by rotation at the Meeting and offers himself for re-appointment.**

Keith is the Chairman of the Board. He is a professional director having previously been a partner in the Chartered Accountancy practice of BDO. Keith is the Deputy Chairman of The Warehouse Group Limited and a director of Mighty River Power Limited and Westland Dairy Cooperative Ltd. Keith also holds board positions for a number of private companies in the motor vehicle, finance and health industries, and is a past President of the New Zealand Institute of Chartered Accountants.

Keith was first appointed a Director of the Manager in 13 May 2004 and is a member of the Audit Committee. The Board considers Keith to be an Independent Director and unanimously recommends that Unitholders vote in favour of his re-appointment.



### Resolution 2: Re-appointment of Peter Simmonds

**Peter Simmonds retires by rotation at the Meeting and offers himself for re-appointment.**

Peter is Chairman of the Audit Committee. He has extensive experience in the listed property sector having been a senior executive in a career that spanned more than 30 years. He is a qualified chartered accountant and was one of the founders of Kiwi Property Group Limited (formerly Kiwi Income Property Trust). Between 2004 and 2008, he was Chief Financial Officer of Goodman (NZ) Limited where he had overall responsibility for the financial management of Goodman Property Trust.

Peter was first appointed a Director of the Manager on 14 October 2010. The Board considers Peter to be an Independent Director and unanimously recommends that Unitholders vote in favour of his re-appointment.

## FURTHER INFORMATION

### 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 the day prior to the Meeting.

### VOTING AND PROXIES

A Unitholder is entitled to appoint a proxy to attend and 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 1.30 pm on Monday 25 July 2016.

Unitholders wishing to appoint the Chairman 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.

### ORDINARY RESOLUTIONS

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

### QUORUM

A quorum for the Meeting will be constituted if at least five persons 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

<b>Board</b>	means the Board of the Manager, comprising the Directors.
<b>Chairman</b>	means Keith Smith.
<b>Directors</b>	means the directors of the Manager, being the Independent Directors and Gregory Goodman, Phil Pryke and John Dakin.
<b>GMT or Trust</b>	means Goodman Property Trust and its controlled entities, as the context requires.
<b>Independent Directors</b>	means Keith Smith, Leonie Freeman, Susan Paterson and Peter Simmonds.
<b>Listing Rules</b>	means the Main Board/Debt Market Listing Rules.
<b>Manager</b>	means Goodman (NZ) Limited, as the manager of GMT.
<b>Meeting</b>	means the meeting of Unitholders to be held at Pullman Hotel, cnr Princes Street and Waterloo Quadrant, Auckland on 27 July 2016 commencing at 1.30pm and any adjournments or postponements thereof.
<b>Notice of Meeting</b>	means this notice of meeting, dated 1 July 2016 and issued by the Manager for the purpose of convening the Meeting.
<b>NZX</b>	means NZX Limited or the market operated by it as the context requires.
<b>Resolution</b>	means the resolution to be considered by Unitholders as specified in the Notice of Meeting.
<b>Trust Deed</b>	means the trust deed dated 23 April 1999 providing for the establishment of GMT (as amended from time to time).
<b>Unit</b>	means a unit in GMT.
<b>Unitholder</b>	means a holder of Units.
<b>Voting and Proxy Form</b>	means the voting and proxy form accompanying the Notice of Meeting.



This Notice of Meeting is dated 1 July 2016 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](http://www.goodman.com/nz)