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GOODMAN GROUP ANNOUNCES RESULTS AND PRICING FOR THE OFFER TO PURCHASE FOR CASH ANY AND ALL OF ITS EURO DENOMINATED SENIOR NOTES AS PART OF ITS ONGOING LIABILITY MANAGEMENT

SYDNEY, 30 APRIL 2024: On 22 April 2024, Goodman Group announced the commencement of a cash tender offer by Goodman Australia Finance Pty Limited (the “Company”) to purchase any or all of its outstanding Euro denominated 1.375% Guaranteed Senior Notes due 2025 (ISIN: XS1577951129, Common Code: 157795112) (the “Notes”) which are listed and quoted on the Singapore Exchange Securities Trading Limited (the “Offer”).

The Expiration Deadline for the Offer was 4.00 p.m., London time, on 29 April 2024. As at the Expiration Deadline, €196,976,000 in aggregate principal amount of the Notes have been validly tendered for purchase pursuant to the Offer. The Company announces that it will accept all Notes validly tendered pursuant to the Offer, with a Final Acceptance Amount equal to €196,976,000.

Pricing of the Offer took place at or around 12.00 p.m., London time, on 30 April 2024. The Tender Offer Price payable by the Company for Notes validly tendered and accepted for purchase will be 96.774 per cent. of the principal amount of the Notes.

Notes	ISIN / Common Code	Interpolated Mid-Swap Rate	Offer Yield	Offer Spread	Tender Offer Price
Euro denominated 1.375% Guaranteed Senior Notes due 2025	XS1577951129 / 157795112	3.541%	3.791%	25 bps	96.774%

The Company will pay the Tender Offer Price and Accrued Interest in respect of Notes accepted for purchase pursuant to the Offer.

The Settlement Date is expected to be 6 May 2024. All validly tendered Notes accepted for purchase by the Company will be cancelled. The aggregate principal amount of Notes (including the Rule 144A Notes) that will remain outstanding after the Settlement Date will be €303,024,000.

The Offer is described in the tender offer memorandum dated 22 April 2024 (the “Tender Offer Memorandum”). Terms not defined in this announcement have the meanings given to them in the Tender Offer Memorandum.

The Company has retained HSBC Bank plc, ING Bank N.V., J.P. Morgan Securities plc and Morgan Stanley & Co. International plc to act as Dealer Managers and Kroll Issuer Services Limited to act as Information and Tender Agent, in each case in connection with the Offer. For additional information regarding the terms of the Offer, please contact HSBC Bank plc at +44 20 7992 6237 (London) and/or +852 3941 0223 (Hong Kong) or by email at liability.management@hsbcib.com; ING Bank N.V. at +44 20 7767 6784 or by email at liability.management@ing.com; J.P. Morgan Securities plc at +44 20 7134 2468 or by email at liability_management_EMEA@jpmorgan.com; or Morgan Stanley & Co. International plc at +44 77689 22499 / +44 79709 39651 or by email at debt_advisory@morganstanley.com. Requests for documents and questions regarding the tendering of Notes may be directed to Kroll Issuer Services Limited by telephone at +44 20 7704 0880 / +852 2281 0114, by email at goodman@is.kroll.com. The full set of documents related to the Offer is available, subject to the relevant restrictions, on the Offer Website: <https://deals.is.kroll.com/goodman>.

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer Memorandum. The Tender Offer Memorandum contains important information which must be read carefully before any decision is made with respect to the Offer described in the announcement. If any Holder is in any doubt as to the action it should take, it is recommended to seek its own legal, tax and financial advice, including as to any tax consequences, from its stockbroker, bank manager, counsel, accountant or other independent financial adviser. Any Holder whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to offer to tender such Notes pursuant to the Offer.

None of the Company or its affiliates, its boards of directors, the Dealer Managers or its affiliates or the Information and Tender Agent is making any recommendation as to whether Holders should offer to tender any Notes in response to the Offer, and neither the Company nor any such other person has authorized any person to make any such recommendation. Holders must make their own decision as to whether to offer to tender any of their Notes, and, if so, the principal amount of such Notes to tender.

Certain statements in this announcement, including those describing the completion of the Offer, constitute forward-looking statements. These statements are not historical facts but instead represent only Goodman Group's belief regarding future events, many of which, by their nature, are inherently uncertain and outside Goodman Group's control. It is possible that actual results will differ, possibly materially, from the anticipated results indicated in these statements. This announcement is qualified in its entirety by the Tender Offer Memorandum.

Offer Restrictions

None of the entities of the Goodman Group have filed this announcement or the Tender Offer Memorandum with, and they have not been reviewed or approved by, any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of the Offer, and it is unlawful and may be a criminal offense to make any representation to the contrary.

This announcement does not constitute an offer to participate in the Offer. The Offer is being made pursuant to the Tender Offer Memorandum, copies of which will be delivered to Holders, and which set forth the complete terms and conditions of the Offer. Holders are urged to read the Tender Offer Memorandum carefully before making any decision with respect to their Notes. The Offer is not being made to, nor will the Company accept tenders of Notes from, Holders in any jurisdiction in which it is unlawful to make such an offer or solicitation. None of the entities of the Goodman Group, the Dealer Managers, the Information and Tender Agent or the trustee for the Notes makes any recommendation as to whether Holders should tender their Notes in response to the Offer.

The distribution of the Tender Offer Memorandum in certain jurisdictions is restricted by law. Persons into whose possession the Tender Offer Memorandum comes are required by each of Goodman Group, the Dealer Managers and the Information and Tender Agent to inform themselves about, and to observe, any such restrictions.

United States. The Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States or to U.S. persons as defined in the Regulation S under the Securities Act (each, a “**US Person**”). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Notes may not be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States or by U.S. Persons. Accordingly, copies of the Tender Offer Memorandum, this announcement and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any U.S. Persons or to any persons located in the United States. Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States or by any U.S. Person will be invalid and will not be accepted.

Each holder of Notes participating in the Offer will represent that it is not a U.S. Person, it is not located in the United States and it is not participating in such Offer from the United States, or it is acting on a non-discretionary basis for a principal that is not a U.S. Person, that is located outside the United States that is not giving an order to participate in such Offer from the United States. For the purposes of this and the above paragraph, United States means United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

Italy. None of the Offer, the Tender Offer Memorandum, this announcement or any other document or materials relating to the Offer have been or will be submitted to the clearance procedures of the Commissione Nazionale per le Società e la Borsa (CONSOB) pursuant to Italian laws and regulations. The Offer is being carried out in Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the Financial Services Act) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Holders or beneficial owners of Notes that are resident and/or located in Italy can tender their Notes for purchase in the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. Regulation No. 20307 of 15 February 2018, as amended, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with any other applicable laws and regulations and with any requirements imposed by CONSOB and any other Italian authority. Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes or the Offer.

United Kingdom. The communication of the Tender Offer Memorandum, this announcement and any other documents or materials relating to the Offer is not being made, and such documents and/or materials have not been approved by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to (i) those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Financial Promotion Order”)), (ii) persons falling within Article 43(2) of the Financial Promotion Order, including existing members and creditors of the Company, (iii) to those persons who are outside of the United Kingdom or (iv) any other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as “Relevant Persons”). Any person in the United Kingdom who is not a Relevant Person should not act or rely on the Tender Offer Memorandum, this announcement or any other documents or materials relating to the Offer or any of their contents.

France. The Tender Offer Memorandum, this announcement and any other document or material relating to the Offer have only been and shall only be distributed in France to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129, as amended. The Tender Offer Memorandum has not been and will not be submitted for clearance to, nor approved by, the Autorité des Marchés Financiers.

Belgium. Neither the Tender Offer Memorandum, this announcement nor any other documents or materials relating to the Offer have been submitted to or will be submitted for approval or recognition to the Belgian Financial Services and Markets Authority (Autoriteit voor financiële diensten en markten / Autorité des services marchés financiers) and, accordingly, no Offer may be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of 1 April 2007 on public takeover bids as amended or replaced from time to time. Accordingly, the Offer may not be advertised and the Offer will not be extended, and neither the Tender Offer Memorandum, this announcement nor any other documents or materials relating to the Offer (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than “qualified investors” in the sense of Article 10 of the Belgian Law of 16 June 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets (as amended or replaced from time to time), acting on their own account. Insofar as Belgium is concerned, the Tender Offer Memorandum has been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Offer. Accordingly, the information contained in the Tender Offer Memorandum may not be used for any other purpose or disclosed to any other person in Belgium.

Australia. No prospectus or other disclosure document (as defined in the Corporations Act 2001 (Cth) (“Corporations Act”)) in relation to the Offer has been or will be lodged with the Australian Securities and Investments Commission (“ASIC”) or any other regulatory authority in Australia and the Tender Offer Memorandum does not comply with Division 5A of Part 7.9 of the Corporations Act. In addition:

- (a) no offers or applications will be made or invited for the purchase of any or all Notes in Australia (including an offer or invitation which is received by a person in Australia); and
- (b) the Tender Offer Memorandum, the announcement and any other offering material or advertisement relating to any or all Notes will not be distributed or published in Australia, unless (i) the offer or invitation does not require disclosure to investors in accordance with Part 6D.2 or Chapter 7 of the Corporations Act; (ii) such action complies with all applicable laws, directives and regulations (including, without limitation, the licensing requirements set out in Chapter 7 of the Corporations Act); (iii) such action does not require any document to be lodged with ASIC or any other regulatory authority in Australia; and (iv) the offer or invitation is made in circumstances specified in Regulation 7.9.97 made under the Corporations Act.

If you are a resident of Australia, you have been sent the Tender Offer Memorandum on the basis that you are a wholesale client for the purposes of Section 761G of the Corporations Act or otherwise a person to whom disclosure is not required under Part 6D.2 or Chapter 7 of the Corporations Act.

Singapore. The Tender Offer Memorandum has not been and will not be registered as a prospectus with the Monetary Authority of Singapore. The Offer does not constitute an offering of securities in Singapore pursuant to the Securities and Futures Act, Chapter 289 of Singapore.