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

SYDNEY, 22 APRIL 2024: Goodman Group announced today that it has commenced a cash tender offer by Goodman Australia Finance Pty Limited (the “Company”) to purchase (the “Offer”) any or all of its outstanding Euro denominated 1.375% Guaranteed Senior Notes due 2025 (ISIN: XS1577951129, Common Code: 157795112) (the “Notes”) and which are listed and quoted on the Singapore Exchange Securities Trading Limited. The Offer is subject to the Offer and Distribution Restrictions described in the Tender Offer Memorandum (as defined below) and are not being made, and will not be made, directly or indirectly in or into, the United States.

The Offer will be conducted on the terms and subject to the conditions set forth in the tender offer memorandum, dated 22 April 2024 (the “Tender Offer Memorandum”), which is available, subject to the relevant restrictions, from the Information and Tender Agent on the Offer Website: <https://deals.is.kroll.com/goodman>. Holders should consult the Tender Offer Memorandum for more details of the Offer. Terms not defined in this announcement have the meanings given to them in the Tender Offer Memorandum. The Offer will expire at 4.00 p.m., London time, on 29 April 2024, unless extended, re-opened, amended and/or earlier terminated by the Company in its sole discretion (such date and time, as the same may be extended, the “Expiration Deadline”). The Company is under no obligation to accept tenders of Notes for purchase pursuant to the Offer and, accordingly, any such tender may be accepted or rejected by the Company in its sole discretion and for any reason.

The following table summarizes the material pricing terms for the Offer:

Notes	ISIN / Common Code	Issuer	Outstanding Principal Amount (Reg S)	Reference Benchmark	Offer Yield	Offer Spread	Tender Offer Price
Euro denominated 1.375% Guaranteed Senior Notes due 2025	XS1577951129 / 157795112	Goodman Australia Finance Pty Limited	€498,550,000 ¹	Interpolated Mid-Swap Rate	To be determined at the Pricing Time	25 bps	To be determined at the Pricing Time ²

- 1 For the avoidance of doubt, “Outstanding Principal Amount” refers to the principal amount of the Notes (which were issued in reliance on Regulation S under the Securities Act (ISIN: XS1577951129; Common Code: 157795112)) outstanding as of 22 April, 2024, and does not include the notes issued in reliance on Rule 144A under the Securities Act (ISIN: XS1577950824; Common Code: 157795082) under the indenture, dated as of 27 September, 2017, among, inter alios, the Trustee and the Company (such notes, the “Rule 144A Notes”). The Offer being made pursuant to the Tender Offer Memorandum is only being made in respect of the Notes (which were issued in reliance on Regulation S under the Securities Act) and not the Rule 144A Notes. The outstanding aggregate principal amount of the Notes together with the Rule 144A Notes is €500,000,000.
- 2 The Company will also pay Accrued Interest (as defined in the Tender Offer Memorandum) in respect of Notes accepted for purchase pursuant to the Offer.

The Interpolated Mid-Swap Rate and the Tender Offer Price will be determined at or around 12.00 p.m. (London time) on 30 April 2024 (unless the Offer is extended). As soon as reasonably practicable thereafter, the Company will announce its decision as to whether it accepts valid tenders of Notes pursuant to the Offer and, if so accepted, (i) the Interpolated Mid-Swap Rate, (ii) the Tender Offer Price, (iii) the final acceptance amount, and (iv) the aggregate principal amount of Notes that will remain outstanding after the settlement date (the “Results Announcement”). It is currently anticipated that the Settlement Date will be 6 May 2024, or as soon as reasonably practicable thereafter if the Company elects to accept any Notes for purchase.

Potential Further Financing Arrangements

The Company regularly considers, and is currently considering, entering into additional and further financing arrangements in the ordinary course of its business. Concurrently with the announcement of the Offer, the Company intends to assess mid-curve tenor euro-denominated funding options via either newly committed bank loans or potentially via an offering of new unsecured notes, in each case subject to market conditions. The Company’s purchase of any Notes validly tendered in the Offer is neither subject to, nor conditional upon, the procurement of any such financing or the satisfaction of any financing condition.

Holders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a Holder in order for that Holder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer by the deadlines specified in this announcement. The deadlines set by each clearing system for the submission and withdrawal of tender instructions will be earlier than the relevant deadlines specified in this announcement.

Valid tenders of Notes pursuant to the Offer will be accepted only in principal amounts equal to €100,000 and integral multiples of €1,000 in excess thereof.

Accrued and unpaid interest will be paid (the “Accrued Interest Payment”, and together with the Tender Offer Price, the “Total Consideration”) on all Notes validly tendered and accepted for purchase by Goodman Group from (and including) the immediately preceding interest payment date for the Notes to, but excluding, the date on which the Notes are purchased.

In order to participate in, and be eligible to receive the Total Consideration pursuant to the Offer, Holders must validly tender their Notes by delivering, or arranging to have delivered on their behalf, valid Tender Instructions that are received by Information and Tender Agent (as defined below) by the Expiration Deadline. Tender Instructions are irrevocable once submitted except in the limited circumstances described in the Tender Offer Memorandum. Holders of Notes that are validly tendered and accepted for repurchase will receive the Total Consideration.

As described in the Tender Offer Memorandum, subject to applicable law, the Company may, at its option and in its sole discretion, at any time before any acceptance for purchase by it of any valid tenders of Notes pursuant to the Offer, extend, re-open, amend or terminate the Offer. The Company may also at any time waive any or all of the conditions of the Offer as set out 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 Manager 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 Manager, 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 “U.S. 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 authorised 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.

General. The Tender Offer Memorandum does not constitute an offer to buy or the solicitation of an offer to sell Notes, and tenders of Notes in the Offer will not be accepted from Holders, in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require an Offer to be made by a licensed broker or dealer and any of the Dealer Managers or any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, such Offer shall be deemed to be made by such Dealer Manager or such affiliate, as the case may be, on behalf of the Company in such jurisdiction.

In addition to the representations referred to above in respect of the United States, each Holder participating in

the Offer will also be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in “Procedures for Participating in the Offer”. Any tender of Notes for purchase pursuant to the Offer from a Holder that is unable to make these representations will not be accepted. Each of the Company, the Dealer Managers and the Information and Tender Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Offer, whether any such representation given by a Holder is correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation is not correct, such tender shall not be accepted.