



30 October 2008

The Manager
Company Notices Section
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO, OR FOR
THE ACCOUNT OR BENEFIT OF, US PERSONS**

Dear Sir

Goodman Group (Goodman) – Notification to Ineligible Securityholders

Further to Goodman's announcements to the ASX of 28 and 29 October 2008, we enclose a copy of the letter sent to ineligible securityholders in relation the Entitlement Offer.

Yours faithfully

Carl Bicego
Company Secretary

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This letter and the accompanying letter do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any "U.S. person" (as defined in Regulation S under the U.S. Securities Act of 1933, as amended). Securities may not be offered or sold in the United States absent registration or an exemption from registration.



30 October 2008

Dear Securityholder

Goodman Group (Goodman) – Notification to Ineligible Retail Securityholders

On 29 October 2008, Goodman announced that it was conducting a capital raising of approximately A\$955 million, comprising a A\$229.5 million institutional placement (Placement) and a A\$725.5 million 0.47 for one accelerated non-renounceable entitlement offer of Goodman stapled securities (New Securities) at an issue price of A\$0.90 (Entitlement Offer). The Offer (being the Placement and Entitlement Offer) is being fully underwritten by J.P. Morgan Australia Limited and Macquarie Capital Advisers Limited (Underwriters).

The proceeds of the Offer will be used to strengthen Goodman's balance sheet by reducing debt and maintain its funding capacity to continue to grow its business. Part of the proceeds will also be used to acquire Macquarie Bank Ltd's 50% interest in the Macquarie Goodman Asia joint venture (excluding Japan).

The Entitlement Offer consists of an institutional and a retail component (Institutional Entitlement Offer and Retail Entitlement Offer respectively). The Institutional Entitlement Offer has already been completed and raised approximately A\$603.5 million. The Retail Entitlement Offer is only available to Eligible Retail Securityholders (as defined below). Eligible Retail Securityholders are those persons who:

- + were a registered holder of ordinary securities as at 7:00 pm on the record date of 29 October 2008;
- + have a registered address in Australia or New Zealand;
- + are not in the United States and are not, and are not acting for the account or benefit of, a "US person" (as defined in Regulation S under the US Securities Act of 1933, as amended (US Person) (Securities Act); and
- + do not hold Goodman stapled securities as a result only of post ex-date transactions.

As you do not satisfy the criteria stated above, you are deemed not to be an Eligible Retail Securityholder for the purposes of the Retail Entitlement Offer and Goodman is unfortunately unable to extend to you the opportunity to participate in the Retail Entitlement Offer.

New Securities equivalent to the number of New Securities you would have been entitled to if you were an Eligible Retail Securityholder will be allocated to Eligible Retail Securityholders who subscribe for New Securities in excess of their entitlement under the Retail Entitlement Offer. As the Retail Entitlement Offer is non-renounceable, you will not receive any value for these entitlements.



If there is not sufficient demand for New Securities from Eligible Retail Securityholders who applied for New Securities in excess of their entitlements, the Retail Entitlement Offer will lapse in respect of those New Securities and the Underwriters will subscribe, or arrange the subscription, for them.

If you have any queries, please contact us on 1300 723 040 (within Australia) or +61 3 9415 4043 (outside Australia).

Yours faithfully

A handwritten signature in black ink that reads "David Clarke". The signature is written in a cursive style with a horizontal line underneath the name.

David Clarke
Chairman

UNITED STATES LAWS: This notice does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any US Person. The New Securities have been or will be registered under the Securities Act of 1933, and may not be offered or sold in the United States or to any person acting for the account or benefit of a US Person absent registration or an exemption from registration.

IMPORTANT NOTICE TO NOMINEES: Because of legal restrictions, you must not send copies of this letter or any material relating to the Entitlement Offer to any of your clients (or any other person) in the United States or to any person acting for the account or benefit of a US Person. Failure to comply with these restrictions may result in violations of applicable securities laws.