

NZFUNDS

New Zealand Funds Management Limited
Level 16, Zurich House, 21 Queen Street | Private Bag 92163, Auckland 1142
P. 09 377 2277 | F. 09 377 2815 | info@nzfunds.co.nz | www.nzfunds.co.nz

10 October 2017

Company Secretary
MG Responsible Entity Limited
Freshwater Place
Level 16, 2 Southbank Boulevard
Southbank VIC 3006
Fax +61 3 9040 5100

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000
Fax 0800 449 707

MG Unit Trust (ASX: MGC) - Form 603: Notice of becoming a substantial holder


New Zealand Funds Management Limited is the manager (Manager) and New Zealand Funds Superannuation Limited is the trustee (Trustee) for the following trusts, established under a trust deed dated 1 December 1993 entered into between the Trustee and the Manager:

- Private Dividend Yield Trust
- New Zealand Investment Trust 1

(together, the Trusts).

Please find enclosed an initial substantial holding notice from the Trustee in relation to its substantial holding of 5.01% in MG Unit Trust held by the Private Dividend Yield Trust.

Yours sincerely,



Stephan Clark
Head of Risk

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holder

To Company Name/Scheme MG Responsible Entity Limited as responsible entity of MG Unit Trust
ACN/ARSN 606 103 637

1. Details of substantial holder (1)

Name New Zealand Funds Superannuation Limited as Trustee of the Trusts referred to in Annexure A
ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 06/10/2017

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Units	10,229,146	10,229,146	5.01%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Refer to Annexures A and B	Became a substantial holding as a result of the number of units on issue decreasing.	

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Refer to Annexure A			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Refer to Annexure C				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Refer to Annexure A	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Refer to Annexure A	

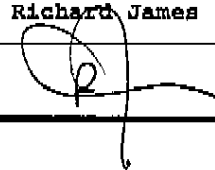
Signature

print name

Richard James

capacity Director

sign here



date 10/10/2017

DIRECTIONS


- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A

Holder code	Holder of relevant interest	Registered Holder	Address of holder of relevant interest
NZFSL - PDY	New Zealand Funds Superannuation Limited as a Trustee of Private Dividend Yield Trust	Citicorp Nominees Pty Limited GPO Box 764G Melbourne VIC 3001	New Zealand Funds Superannuation Limited Level 16, 21 Queen Street Auckland 1010 New Zealand
NZFSL - NIT1	New Zealand Funds Superannuation Limited as a Trustee of New Zealand Investment Trust 1	Citicorp Nominees Pty Limited GPO Box 764G Melbourne VIC 3001	New Zealand Funds Superannuation Limited Level 16, 21 Queen Street Auckland 1010 New Zealand

Signed by New Zealand Funds Management Limited on behalf of New Zealand Funds Superannuation Limited (as Trustee of the Trusts) in respect of MG Unit Trusts (ARSN 606 103 637) by:


 Richard James
 Director

10 Oct 2017
 Date

Annexure B**Present relevant interests**

Holder of relevant interest	Nature of relevant interest	Class and number of securities
NZFSL - PDY	Relevant interest under section 608(1) of the Corporations Act due to holding of the securities, having power to exercise a right to vote attached to the securities and having power to dispose of the securities.	10,229,146 fully paid ordinary units

Signed by New Zealand Funds Management Limited on behalf of New Zealand Funds Superannuation Limited (as Trustee of the Trusts) in respect of MG Unit Trusts (ARSN 606 103 637) by:



Richard James
Director

10 Oct 2017

Date

ANNEXURE C

CHANGES IN RELEVANT INTERESTS

Account	Buy/Sell	Security	Volume	Value	Price	AsAtDate
NZFSL - NIT1	Sell	MGC-AU	1,225,579	931,440.04	0.76	14/09/2016
NZFSL - PDY	Buy	MGC-AU	1,225,579	931,440.04	0.76	14/09/2016

Signed by New Zealand Funds Management Limited on behalf of New Zealand Funds Superannuation Limited (as Trustee of the Trusts) in respect of MG Unit Trusts (ARSN 606 103 637) by:



Richard James
Director

10/10/2017

Date