

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme MG Unit Trust

ACN/ARSN ARSN 606 103 637

1. Details of substantial holder (1)

Name Robeco Institutional Asset Management B.V. and its related bodies corporate listed in Annexure A (the Robeco Group Entities)

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 07/07/2015

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 | 12,230,900 | 12,230,900 | 5.85% |

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 |
|--|--|--------------------------------|
| Robeco Institutional Asset Management B.V. | Taken under section 608(1)(b) and 608(1)(c) pursuant to the power to exercise a right to vote and the power to exercise a power to dispose of the securities as investment manager. | 12,230,900 |
| Robeco Group Entities | Taken to have a relevant interests in the securities referred to in the above row pursuant to paragraphs 608(3)(a) and/or 608(3)(b) of the Corporations Act 2001 (Cth), being relevant interests held through the entities referred to in the first column of the above rows and (1) in which entities the voting power of Robeco Institutional Asset Management B.V. and/or the relevant Robeco Group Entities is above 20% and/or (2) which entities Robeco Institutional Asset Management B.V. and/or the relevant Robeco Group Entities control. | 12,230,900 |

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 |
|--|---------------------------------|--|--------------------------------|
| Robeco Institutional Asset Management BV and Robeco Group Entities | BNY MELLON ASSET SERVICING B.V. | N/A | 765,700 |
| Robeco Institutional Asset Management BV and Robeco Group Entities | BNY MELLON ASSET SERVICING B.V. | N/A | 4,544,700 |
| Robeco Institutional Asset Management BV and Robeco Group Entities | JP MORGAN CHASE BANK | N/A | 396,900 |
| Robeco Institutional Asset Management BV and Robeco Group Entities | JP MORGAN CHASE BANK | N/A | 536,700 |
| Robeco Institutional Asset Management BV and Robeco Group Entities | NORTHERN TRUST GLOBAL SERVICES | N/A | 1,748,800 |
| Robeco Institutional Asset Management BV and Robeco Group Entities | BNY MELLON ASSET SERVICING B.V. | N/A | 299,500 |
| Robeco Institutional Asset Management BV and Robeco Group Entities | RBC DEXIA | N/A | 3,938,600 |

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 |
|--|---------------------|--|--------------------------------|
| Robeco Institutional Asset Management B.V. | 07/07/2015 | \$22,525,001.10 pursuant to the initial public offering of MG Unit Trust | 10,726,191 |
| Robeco Institutional Asset Management B.V. | 09/07/2015 | See Annexure B | 1,504,709 |

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 |
|-----------------------------------|-----------------------|
| N/A | N/A |

7. Addresses

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

| Name | Address |
|--|---|
| Robeco Institutional Asset Management B.V. | Coolsingel 120 3011AG Rotterdam The Netherlands |
| Robeco Group Entities | Coolsingel 120 3011AG Rotterdam The Netherlands |

Signature**M.W.M. Donders****D.H. Cross**

print name

capacity

sign here

date 13/07/2015

Head of Risk
Management

DIRECTIONS

Company Secretary

- (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, moneys 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

This is the annexure of 1 page marked Annexure A mentioned in the Form 603, Notice of initial substantial holder signed by me and dated 13/07/2015.

Dated 13 July 2015.

ORIX Corporation
Robeco Groep N.V.
Robeco US Holding B.V.
Robeco Miami B.V.
Robeco US Holding, Inc.
Harbor Capital Advisors, Inc.
Harbor Funds Distributors Inc.
Harbor Services Group Inc.
Robeco Investment Management, Inc.
Robeco Securities L.L.C.
Robeco Trust Company
Robeco Boston Partners (UK) Limited
Robeco Institutional Asset Management US, Inc.
Robeco Asia Holding B.V.
Robeco Japan Company Limited
Robeco India Holding B.V.
Canara Robeco Asset Management Co. Ltd.
Robeco Hong Kong Ltd.
Asia Climate Partners General Partner Ltd.
Robeco Europe Holding B.V.
Robeco France S.A.S.
Ro-Boetie S.A.S.
Corestone Investment Managers AG
RobecoSAM AG
RobecoSAM USA, Inc.
Robeco AG
SAM Sustainable Asset Management AG
Robeco Luxembourg S.A.
Robeco Institutional Asset Management B.V.
Robeco Alternative Investments
Beon Vermogensbeheer
Pension Providers
RobecoSAM
Robeco
Robeco Direct
Robeco Securities Lending
RSL
RobecoGeneral Partner Funds B.V.
RGS Capital LLC
Robeco SAM Clean Tech III General Partner LLC
RobecoSAM Private Equity IV European General Partner LLC
Robeco General Partner Sustainable B.V.
Robeco Manager Clean Teach II B.V.
Robeco Bestuurder Bewaarder B.V.
Robeco General Partner European II B.V.
Robeco Manager Responsible II B.V.
Robeco General Partner Global II B.V.
Robeco Manager BSR B.V.
SET Venture Partner, powered by Chrysalix and Robeco B.V.
Robeco Manager European III B.V.
Robeco Manager Global III B.V.
RobecoSAM Private Equity European Mid Market IV General Partner B.V.
Robeco Nederland B.V.
Transtrend B.V.
Kentyde B.V.

Annexure B

This is the annexure of 1 page marked Annexure B mentioned in the Form 603, Notice of initial substantial holder signed by me and dated 13/07/2015.

Dated 13 July 2015.

NORMAL EXCHANGE TRADES

| Date | Entity | Number of securities | Price | Consideration |
|------------|--|----------------------|--------|---------------|
| 09/07/2015 | Robeco Institutional Asset Management BV | 86,620 | 2.3116 | 200,230.792 |
| 09/07/2015 | Robeco Institutional Asset Management BV | 535,674 | 2.3116 | 1,238,264.018 |
| 09/07/2015 | Robeco Institutional Asset Management BV | 45,087 | 2.3116 | 104,223.1092 |
| 09/07/2015 | Robeco Institutional Asset Management BV | 62,162 | 2.3116 | 143,693.6792 |
| 09/07/2015 | Robeco Institutional Asset Management BV | 235,188 | 2.3116 | 543,660.5808 |
| 09/07/2015 | Robeco Institutional Asset Management BV | 37,686 | 2.3116 | 87,114.9576 |
| 09/07/2015 | Robeco Luxembourg SA | 502,292 | 2.3116 | 1,161,098.187 |