



24 October 2014

**MIRVAC INDUSTRIAL TRUST  
DISPATCH OF EXPLANATORY MEMORANDUM AND NOTICE OF MEETING**

Mirvac Funds Management Limited ("MFML"), the responsible entity for Mirvac Industrial Trust, [ASX: MIX] (the "Trust" or "MIX") today announced that the Notice of Meeting and Explanatory Memorandum in respect of a MIX Unitholder meeting to consider the proposal by AustFunding Pty Ltd, a subsidiary of The Goldman Sachs Group, Inc., to acquire all of the units on issue in MIX (the "Proposal") is being dispatched to MIX Unitholders today.

The package being dispatched to MIX Unitholders also includes a personalised proxy form. A sample of the proxy form is attached to this announcement.

A copy of the Notice of Meeting and Explanatory Memorandum is available from the Trust's website at [www.mirvac.com/mix](http://www.mirvac.com/mix) and was attached to the ASX announcement dated 14 October 2014.

The Meeting to vote on the Proposal will be held at 10.00am (Sydney Time) on Wednesday, 19 November 2014 at Allens, Level 28, Deutsche Bank Place, Corner of Hunter and Phillip Streets, Sydney.

For further information, please contact:

**MIX Unitholder Enquiries:**  
**MIX Information Line**  
+61 1300 363 917

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Group Executive, Office & Industrial  
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ABN 92 003 280 699

Mirvac Funds Limited  
ABN 70 002 561 640  
AFSL 233121  
Mirvac Wholesale Funds  
Management Limited  
ABN 36 076 204 727

Mirvac Funds  
Management Limited  
ABN 78 067 417 663  
AFSL 220718

Mirvac Real Estate Pty Ltd  
ABN 65 003 342 452  
Mirvac Capital  
Investments Pty Limited  
ABN 86 093 644 252

**MIRVAC INDUSTRIAL TRUST**

ARSN 113 489 624

Responsible entity: Mirvac Funds Management Limited

ABN 78 067 417 663 AFSL 220718

www.mirvac.com/mix

**LODGE YOUR VOTE****ONLINE****www.mirvac.com/MIX****By mail:**

Mirvac Industrial Trust  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**By fax: +61 2 9287 0309****All enquiries to: Telephone: +61 1300 363 917****PROXY FORM**

I/We being a member(s) of Mirvac Industrial Trust and entitled to attend and vote hereby appoint:

**STEP 1****APPOINT A PROXY**☐**the Chairman  
of the Meeting  
(mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered unitholder) you are appointing as your proxy.

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Meeting of the Mirvac Industrial Trust to be held at **10:00am (Sydney Time) on Wednesday, 19 November 2014 at Allens, Level 28, Deutsche Bank Place, Corner of Hunter and Phillip Streets, Sydney NSW 2000** and at any postponement or adjournment of the Meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.**

Proxy Forms will only be valid and accepted if they are signed in accordance with the instructions provided overleaf and lodged using one of the methods provided in the section titled "Lodgement of a Proxy Form" which is also overleaf. Proxy Forms must be received by **10:00am (Sydney Time) on Monday, 17 November 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

**STEP 2****VOTING DIRECTIONS****Resolution 1**

Approval of amendments to the MIX Constitution to effect the Proposal

For Against Abstain\*

☐☐☐**Resolution 2**

Approval of the Proposal

☐☐☐

\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**STEP 3****SIGNATURE OF UNITHOLDERS - THIS MUST BE COMPLETED**

Unitholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Unitholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Unitholder 3 (Individual)

Director

This form should be signed by the unitholder. If a joint holding, all unitholders must sign. If signed by the unitholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**MIX PRX401R**

## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on Mirvac Industrial Trust's unit register. If this information is incorrect, please make the correction on the form. Unitholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your units using this form.

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

### Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your units will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of units you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Mirvac Industrial Trust's unit registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of units applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### Signing Instructions

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, all unitholders must sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from Mirvac Industrial Trust's unit registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Sydney Time) on Monday, 17 November 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



**ONLINE**

[www.mirvac.com/MIX](http://www.mirvac.com/MIX)

You can lodge your proxy electronically by scanning the QR code below or entering the Trust's website at [www.mirvac.com/MIX](http://www.mirvac.com/MIX) and accessing the dedicated link in relation to the Proposal.

Once you have entered the Proposal link, click on the **VOTE NOW** button and follow the prompts to lodge your vote. Log in using your holder identifier and the postcode for your MIX unitholding as shown on the front of the Proxy Form.

To scan the below QR code you will need a QR code reader application which can be down-loaded for free on your mobile device.



**by mail:**

Mirvac Industrial Trust  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



**by fax:**

+61 2 9287 0309



**QR Code:**



**by hand:**

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

If you would like to attend and vote at the Mirvac Industrial Trust Meeting, please bring this form with you.  
This will assist in registering your attendance.