

14 October 2016

## **2016 NOTICE OF ANNUAL GENERAL AND GENERAL MEETINGS OF MIRVAC GROUP AND ASSOCIATED DOCUMENTS**

In accordance with ASX listing rule 3.17.1, the following documents in relation to the Mirvac Group Annual General and General Meetings, which will be held at 10.00am (AEDT) on 17 November 2016 in Sydney, have been dispatched to Securityholders today:

- > Chairman's letter;
- > Notice convening 2016 Annual General and General Meetings of Mirvac Group;
- > Voting form; and
- > Question form.

The above documents are provided as an attachment to this announcement and are posted to Mirvac's website at [www.mirvac.com/2016-agm](http://www.mirvac.com/2016-agm).

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For more information, please contact:

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**14 October 2016**

Dear Securityholder,

I am pleased to invite you to attend the 2016 Annual General and General Meetings of Mirvac ("Meetings").

Concurrent Meetings are being held for Mirvac Limited ("ML") and Mirvac Property Trust ("MPT") as they have identical Securityholders following the stapling of the shares in ML with the units in MPT. The Meetings will be held on **Thursday, 17 November 2016 at 10:00am (Australian Eastern Daylight Time ("AEDT"))** at the:

**Swissôtel Sydney**

Level 8, 68 Market Street  
Sydney NSW 2000

Enclosed with this notice is your personalised voting form and a Securityholder question form which provides an opportunity for Securityholders to ask questions related to the items of business before the Meetings.

I encourage you to attend the Meetings. If you are attending the Meetings, please bring your voting form with you on the day to assist us in registering your attendance. The registration desks will be open from 9:00am (AEDT).

For those investors who are unable to attend this year's Meetings, we offer Securityholders the opportunity to lodge a direct vote. This allows Securityholders to lodge their votes directly with Mirvac as an alternative to voting at the Meetings, in person or by proxy.

If you are not able to attend the Meetings, we encourage you to lodge your vote electronically at [vote.linkmarketservices.com/MGR](http://vote.linkmarketservices.com/MGR) or return your voting form in the envelope provided. To log in, you will need your holder number and postcode for your Securityholding. These can be found on the top right hand corner of your voting form. If you are intending to lodge your vote electronically or via the voting form you will need to ensure that it is lodged no later than **10:00am (AEDT) on Tuesday, 15 November 2016**. Any voting received after this deadline will be ineffective for the scheduled Meetings.

You are also able to lodge questions relating to the items of business electronically at [vote.linkmarketservices.com/MGR](http://vote.linkmarketservices.com/MGR) or return your Securityholder question form in the envelope provided. All questions should be received no later than **5:00pm (AEDT) on Thursday, 10 November 2016**.

The Meetings will be webcast live on the day of the Meetings. For details on how to access the live webcast, please refer to Mirvac's homepage at [www.mirvac.com](http://www.mirvac.com).

Mirvac delivered a solid performance in FY16, reflecting the strength of the Group's well-defined urban strategy and the substantial transformation of the business that has taken place over the past four years. We have significantly improved the quality of our office, industrial and retail portfolios and our strong residential pipeline provides us with excellent visibility of future earnings, ensuring we are well-positioned to deliver growth to our securityholders in the years to come. I look forward to presenting some of our key achievements to you at the Meetings.

The Mirvac Board and Executive Leadership Team would like to invite Securityholders to join them for refreshments after the completion of the Meetings.

I would like to thank Securityholders for their support during the year and I look forward to your attendance at this year's Meetings.

If you require additional information please contact Mirvac's Investor Information line on +61 1800 356 444 (within or outside Australia) between 8:30am and 5:30pm (AEDT) on business days.

Yours faithfully

**John Mulcahy**  
Chairman

INDUSTRIAL

RESIDENTIAL

**EVERYTHING'S**  
connected

RETAIL

OFFICE

**2016**

NOTICE OF ANNUAL  
GENERAL AND  
GENERAL MEETINGS



## **MIRVAC LIMITED**

(ABN 92 003 280 699)

## **MIRVAC PROPERTY TRUST**

(ARSN 086 780 645)

Notice is given that the Annual General Meeting of Members of Mirvac Limited (ABN 92 003 280 699) ("ML") and a General Meeting of Members of Mirvac Property Trust (ARSN 086 780 645) ("MPT") ("Meetings") will be held concurrently on:

### **Date**

Thursday, 17 November 2016

### **Venue**

Swissôtel Sydney  
Level 8, 68 Market Street  
Sydney NSW 2000

### **Time**

10.00am (Australian Eastern Daylight Time ("AEDT"))

This Notice is issued by ML and Mirvac Funds Limited (ABN 70 002 561 640; AFSL No. 233121) as the responsible entity of MPT ("MPT RE"). Clauses 9.28 and 14.20 of the respective constitutions of ML and MPT ("ML Constitution" and "MPT Constitution", respectively) provide that meetings of Securityholders of both ML and MPT may be held in conjunction with each other while stapling of the shares in ML to the units in MPT applies. Accordingly, where applicable, the Meetings will be a meeting of both ML and MPT ("Mirvac" or "Group").

### **2016 Annual Report**

A copy of Mirvac's 2016 Annual Report (including Mirvac's Financial Report, Directors' Report and Auditor's Report and Corporate Governance Statement) and a copy of MPT's Financial Report, Directors' Report and Auditor's Report (all for the year ended 30 June 2016) are accessible from [vote.linkmarketservices.com/MGR](http://vote.linkmarketservices.com/MGR) and also from Mirvac's website at [www.mirvac.com/2016-agm](http://www.mirvac.com/2016-agm).

**MIRVAC PROVIDES AN OPPORTUNITY FOR ALL  
SECURITYHOLDERS TO ASK QUESTIONS IN  
ADVANCE OF THE MEETINGS**

Mirvac is committed to providing all MPT unitholders (“MPT Unitholders”) and ML shareholders (“ML Shareholders”) (together “Securityholders”) with an opportunity to ask questions in advance of the Meetings. In order to achieve this, Mirvac encourages all Securityholders to take advantage of the opportunity to submit questions in one of the following ways:

- Online at [vote.linkmarketservices.com/MGR](https://vote.linkmarketservices.com/MGR) or
- Using the enclosed Securityholder Question Form.

All questions (including questions to Mirvac’s auditors) should be received by no later than 5.00pm (AEDT) on **Thursday, 10 November 2016.**

**Mobile voting site**



Our mobile voting site is designed specifically for voting online. You can now lodge your voting intentions by scanning the QR code or by entering the Mirvac voting link [vote.linkmarketservices.com/MGR](https://vote.linkmarketservices.com/MGR) into your mobile device. Login using the holder number and postcode for your securityholding.

**ML ITEMS OF BUSINESS:**

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**1. ANNUAL REPORTS**

To receive and consider the Financial Report, Directors' Report and Auditor's Report for ML and its consolidated entities for the year ended 30 June 2016.

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**2. RE-ELECTION OF DIRECTORS**

- 2.1. To consider and, if thought fit, to pass the following as an ordinary resolution of ML:

"That James M. Millar AM, who retires by rotation in accordance with article 10.3 of Mirvac Limited's Constitution, and being eligible, is re-elected as a Director of Mirvac Limited."

- 2.2. To consider and, if thought fit, to pass the following as an ordinary resolution of ML:

"That John Mulcahy, who retires by rotation in accordance with article 10.3 of Mirvac Limited's Constitution, and being eligible, is re-elected as a Director of Mirvac Limited."

- 2.3. To consider and, if thought fit, to pass the following as an ordinary resolution of ML:

"That Elana Rubin, who retires by rotation in accordance with article 10.3 of Mirvac Limited's Constitution, and being eligible, is re-elected as a Director of Mirvac Limited."

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**3. ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, to pass the following as an ordinary resolution of ML:

"That the Remuneration Report (which forms part of the Directors' Report) of Mirvac Limited for the year ended 30 June 2016 is adopted."

The vote on this resolution is advisory only and does not bind the Directors of ML or Mirvac.

***Voting exclusion statement***

ML will disregard any votes cast (in any capacity) on the resolution set out in item 3 above by or on behalf of either any of the key management personnel of ML ("KMP") (details of whose remuneration are included in the remuneration report for the year ended 30 June 2016) or a closely related party of such a KMP.

However, ML will not disregard a vote cast by:

- a) the chair of the Meetings ("Chair") if:
  - i. it is cast as a proxy;
  - ii. the proxy appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP; and
  - iii. it is not cast on behalf of a KMP or a closely related party of a KMP; or
- b) a KMP or a closely related party of a KMP (including the Chair) if:
  - i. it is cast as a proxy;
  - ii. the proxy is appointed by writing that specifies how the proxy is to vote on the resolution set out in item 3; and
  - iii. it is not cast on behalf of a KMP or a closely related party of a KMP.

KMP of the ML consolidated entity are those people with authority and responsibility for planning, directing and controlling the activities of ML or its controlled entities, directly or indirectly. For ML, the KMP are defined as certain members of the Executive Leadership Team ("ELT") (as detailed in Mirvac's 2016 Annual Report) and the Directors. Their closely related parties are defined in the *Corporations Act 2001 (Cth)* ("Corporations Act"), and include certain members of their family, dependants and companies they control.

## **MIRVAC ITEMS OF BUSINESS:**

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### **4. EMPLOYEE SECURITY ACQUISITION PLANS**

- 4.1 To consider and, if thought fit, to pass the following as a separate ordinary resolution of each of ML and MPT:

"That the issue of stapled securities under the Mirvac Group Long Term Performance Plan, the terms of which are summarised in the Explanatory Notes that accompanied and formed part of the Notice convening the Meetings, is approved as an exception to ASX Listing Rule 7.1."
- 4.2 To consider and, if thought fit, to pass the following as a separate ordinary resolution of each of ML and MPT:

"That the issue of stapled securities under the Mirvac Group General Employee Exemption Plan, the terms of which are summarised in the Explanatory Notes that accompanied and formed part of the Notice convening the Meetings, is approved as an exception to ASX Listing Rule 7.1."

### ***Voting exclusion statement***

Mirvac will disregard any votes cast on the resolutions set out in items 4.1 and 4.2 by any Director of ML or MPT RE (except one who is ineligible to participate in any employee incentive scheme in relation to the Group) and any associate of any such persons. However, Mirvac need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, no KMP of Mirvac or a closely related party of such a KMP may vote as a proxy on the resolution set out in items 4.1 and 4.2 above unless:

- i. the proxy appointment specifies how the person is to vote on the resolution; or
- ii. the member is the Chair and votes as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a KMP of the Group.

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## **5. PARTICIPATION BY THE CEO & MANAGING DIRECTOR IN THE LONG TERM PERFORMANCE PLAN**

To consider and, if thought fit, to pass the following as a separate ordinary resolution of each of ML and MPT:

“That approval is given for all purposes, including for the purposes of ASX Listing Rule 10.14, to the acquisition by Susan Lloyd-Hurwitz (CEO & Managing Director of Mirvac) of performance rights under the Mirvac Group Long Term Performance Plan on the terms of that plan and as otherwise set out in the Explanatory Notes that accompanied and formed part of the Notice convening the Meetings.”



***Voting exclusion statement***

Mirvac will disregard any votes cast on the resolution set out in item 5 by any Director of ML or MPT RE who is eligible to participate in the Mirvac Group Long Term Performance Plan) and any associate of any such persons. However, Mirvac need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the voting form; or
- b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the voting form to vote as the proxy decides.

In addition, no KMP of Mirvac or a closely related party of such a KMP may vote as a proxy on the resolution set out in item 5 above unless:

- i. the proxy appointment specifies how the person is to vote on the resolution; or
- ii. the member is the Chair and votes as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a KMP of the Group.

By order of the Boards of ML and MPT RE.



**Sean Ward**

Group Company Secretary

Date: 14 October 2016

### A. Questions

#### **MIRVAC PROVIDES AN OPPORTUNITY FOR ALL SECURITYHOLDERS TO ASK QUESTIONS IN ADVANCE OF THE MEETINGS**

Mirvac is committed to providing all Securityholders with an opportunity to ask questions in advance of the Meetings. In order to achieve this, Mirvac encourages all Securityholders to take advantage of the opportunity to submit questions in one of the ways set out below.

#### **SECURITYHOLDERS MAY SUBMIT QUESTIONS IN ADVANCE OF THE MEETINGS BY USING ONE OF THE METHODS BELOW:**

##### **Online:**

[vote.linkmarketservices.com/MGR](http://vote.linkmarketservices.com/MGR)

##### **By email:**

[vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au)

##### **By reply paid envelope:**

Please use the enclosed Securityholder Question Form and reply paid envelope.

##### **By post, hand delivery or facsimile**

###### ***Post:***

Mirvac Group  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

###### ***Hand delivery:***

Mirvac Group  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138

###### ***Facsimile:***

+61 2 9287 0309

All questions (including questions to Mirvac's auditors) should be received by no later than 5.00pm (AEDT) on

**Thursday, 10 November 2016.**

Questions will be collated and, during the Meetings, the Chair will seek to address as many of the more frequently asked, relevant questions as possible. However, there may not be sufficient time available at the Meetings to address all topics raised. Please note that individual responses will not be sent to Securityholders.

## Questions to Mirvac's auditor

If you wish to submit a written question to Mirvac's auditor, PricewaterhouseCoopers (the "Auditor"), in relation to its conduct of the external audit of Mirvac's Financial Report for the year ended 30 June 2016, or the content of the Auditor's Report for that year, please send your question using one of the methods above. Please note that individual responses will not be sent to Securityholders.

The Auditor may answer relevant questions at the Meetings or may table a written answer to those questions at the Meetings. Any written answers tabled by the Auditors will be made available as soon as practicable after the Meetings by posting them on Mirvac's website.

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## B. Voting

### Who can vote?

Individual Securityholders may vote at the Meetings in person or by proxy.

A corporate Securityholder may vote by proxy or through an individual who has been appointed as the corporate Securityholder's representative.

In accordance with the *Corporations Regulations 2001* (Cth), the Directors of Mirvac have determined that the stapled securities on issue as at **7.00pm (AEDT) on Tuesday, 15 November** will be taken, for the purposes of the Meetings, to be held by the persons who held them at that time. This means that any Securityholder registered at **7.00pm (AEDT) on Tuesday, 15 November 2016** is entitled to attend and vote at the Meetings.

### How is the vote carried out?

Voting on all the resolutions will be conducted by way of a poll.

### How are votes cast?

Securityholders may cast their votes in person or may appoint proxies (including the Chair) or representatives to cast their votes on their behalf at the Meetings. For further information on appointing proxies please refer to item d. below.

Securityholders may also exercise a direct vote (by post, facsimile or other electronic means) without the need to attend the Meetings or appoint a proxy to attend the Meetings in their place (**Direct Voting**). For further information on Direct Voting please refer to item c. below.

## NOTES

### **How many votes does each Securityholder have?**

Voting on the resolutions will be decided on a poll. On a poll each Securityholder has:

- i) in the case of a resolution of ML, one vote for each share in ML held; and
- ii) in the case of a resolution of MPT, one vote for each whole \$1.00 of unit value in MPT held.

A Securityholder does not have to exercise all of their votes on their stapled securities in the same way and not all votes need to be cast.

A proxy may decide whether or not to vote on any item of business or other motion at the Meetings, except where the proxy is required by law or the constitutions of ML or MPT to vote or abstain from voting in their capacity as proxy. If the proxy's appointment directs the proxy how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If the proxy's appointment does not direct the proxy how to vote on an item of business or any other motion at the Meetings, the proxy may vote as he or she thinks fit on that item or motion. If an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at the Meetings and the appointed proxy does not attend the Meetings or does not vote on a poll on the resolution, then the Chair will be taken to have been appointed as the proxy of the relevant Securityholder in respect of the Meetings or the poll on that resolution, as applicable.

A Securityholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or number of the Securityholder's voting rights, each proxy may exercise half of the Securityholder's votes. Fractions will be disregarded.

If a Securityholder appoints two proxies, neither is entitled to vote (as proxy for that Securityholder) on a show of hands at the Meetings – they can vote only if a poll is taken on an item of business. If the same person (such as the Chair) is appointed as proxy for two or more Securityholders and those Securityholders have specified different ways for the proxy to vote on an item of business, then the proxy is not entitled to vote (as proxy) on a show of hands on that item.

### **Voting intentions of the Chair**

If a Securityholder appoints the Chair as the Securityholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair intends to vote in favour of that item on a poll (subject to the other provisions of this Notice of Meetings, including the voting exclusions noted above).

## Ordinary and special resolutions

Each ordinary resolution is passed if more than 50% of the votes cast by or on behalf of Securityholders entitled to vote on the resolution are in favour.

A special resolution is passed if at least 75% of the votes cast by or on behalf of Securityholders entitled to vote on the resolution are in favour of the resolution.

All resolutions included in the Notice of Meetings are ordinary resolutions.

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## C. Direct voting

### What is direct voting?

Direct voting allows Securityholders to lodge their votes directly with Mirvac as an alternative to voting at the Meetings, in person or by proxy. Direct voting gives Securityholders the flexibility to vote even where they may not be able to attend the Meetings or may not wish to appoint a proxy to attend the Meetings in their place.

Mirvac has rules to govern the form, method and timing of giving a direct vote for it to be valid. By submitting a direct vote, Securityholders agree to be bound by Mirvac's direct voting rules.

Direct voting rules are available from the Mirvac website at [www.mirvac.com](http://www.mirvac.com).

### Lodging a direct vote

A direct vote can be lodged online or by completing only the direct voting section of the enclosed voting form and returning it in accordance with the instructions below.

For further information on lodging a direct vote, please refer to the instructions on the form.

#### Online:

Securityholders may lodge their direct voting instructions online by visiting [vote.linkmarketservices.com/MGR](http://vote.linkmarketservices.com/MGR) and following the prompts and instructions given there.

**To lodge a direct vote by email, reply paid envelope, post, hand delivery or facsimile please refer to item a. on page 6 for correspondence details.**

### Returning your direct voting instructions

Please ensure any direct voting instructions are received no later than **10.00am (AEDT) on Tuesday, 15 November 2016** by one of the methods detailed below and on the voting form. Any direct voting instructions received after this deadline will be ineffective for the scheduled Meetings.

### D. Proxies

#### **Appointing a proxy**

A Securityholder has the right to appoint a proxy to attend and vote for the Securityholder at the Meetings. The proxy need not be a member of ML or MPT. The appointment may be advised online or using the enclosed voting form and returned by mail, or by facsimile or otherwise delivered to one of the addresses listed below.

**To appoint a proxy by email, reply paid envelope, post, hand delivery or facsimile please refer to item a. on page 6 for correspondence details.**

#### ***Returning your proxy instructions***

Please ensure any proxy instructions are received no later than **10.00am (AEDT) on Tuesday, 10 November 2016** by one of the methods detailed above and on the voting form. Any proxy instructions received after this deadline will be ineffective for the scheduled Meetings.

#### ***Corporate representatives***

A corporate Securityholder may elect to appoint a representative to vote rather than a proxy, in accordance with the Corporations Act. Where a corporate Securityholder appoints a representative, ML or MPT (as relevant) requires written proof of the representative's appointment to be lodged with or presented to Mirvac before the Meetings commence.

#### ***Appointment of proxy under power of attorney***

If a proxy is signed under a power of attorney on behalf of a Securityholder, then either the original power of attorney, or a certified copy of it, must be lodged with the voting form (before the deadline for appointment of proxies), unless the power of attorney has already been sighted by the Security Registry.

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## E. Explanatory notes

Securityholders are referred to the Explanatory Notes accompanying this Notice of Meetings. The Explanatory Notes are intended to be read in conjunction with, and to form part of, this Notice of Meetings.

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## F. Definitions

In this Notice of Meetings, a stapled security means one fully paid ordinary unit in MPT stapled to one fully paid ordinary share in ML.

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## G. Venue location

The Meetings are being held at the Swissôtel Sydney, Level 8, 68 Market Street, Sydney NSW.



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## H. Additional information

If you require additional information, please contact Mirvac's Investor Information line on +61 1800 356 444 (within or outside Australia) between 8.30am and 5.30pm (AEDT) on business days.

## EXPLANATORY NOTES

These explanatory notes form part of the Notice of Meetings.

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### ITEM 1 – ANNUAL REPORTS

In accordance with the Corporations Act, ML's Financial Report, Directors' Report and Auditor's Report ("Reports") for the financial year ended 30 June 2016 will be presented to the Annual General Meeting of ML.

The Reports form part of Mirvac's 2016 Annual Report, which has been sent to those Securityholders who have elected to receive the Annual Report in hard copy form.

The 2016 Annual Report is also available at [vote.linkmarketservices.com/MGR](http://vote.linkmarketservices.com/MGR) or on Mirvac's website.

Following consideration of the Reports, the Chair will give Securityholders as a whole at the Meetings a reasonable opportunity to ask questions and make comments on the Reports and on the business, operations and management of ML and MPT.

Securityholders will also be given a reasonable opportunity at the Meetings to ask a representative of the Auditor questions relevant to the:

- conduct of the audit;
- preparation and content of the Auditor's Report;
- accounting policies adopted by ML in relation to the preparation of the financial statements; and
- independence of the Auditor in relation to the conduct of the audit.

Securityholders may also submit written questions to the Auditor prior to the Meetings if the questions are relevant to the content of the Auditor's Report or the conduct of the audit.

All questions (including questions to the Auditor) should be received by no later than 5.00pm (AEDT) on **Thursday, 10 November 2016**.



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## ITEMS 2.1, 2.2 and 2.3 – RE-ELECTION OF DIRECTORS

James M. Millar AM will retire by rotation at the conclusion of the meeting in accordance with article 10.3 of the ML Constitution and, being eligible, intends to offer himself for re-election as a Director of ML.

John Mulcahy will retire by rotation at the conclusion of the meeting in accordance with article 10.3 of the ML Constitution and, being eligible, intends to offer himself for re-election as a Director of ML.

Elana Rubin will retire by rotation at the conclusion of the meeting in accordance with article 10.3 of the ML Constitution and, being eligible, intends to offer herself for re-election as a Director of ML.

The Board has assessed the independence of each of the Directors standing for re-election and considers each of them to be an independent director.

Biographical details follow:

### **James M. Millar AM**

BCom, FCA, FAICD

#### ***Independent Non-Executive***

- *Chair of the Audit, Risk and Compliance Committee*
- *Member of the Nomination Committee*

James M. Millar was appointed a Non-Executive Director of Mirvac in November 2009. He is the former Chief Executive Officer of Ernst & Young (“EY”) in the Oceania Region, and was a director on their global board.

James commenced his career in the Insolvency & Reconstruction practice at EY, conducting some of the largest corporate workouts of the early 1990s. He has qualifications in both business and accounting.

James is a Non-Executive Director of Fairfax Media Limited (appointed July 2012), Macquarie Radio Network Limited (appointed April 2015) and Slater and Gordon Limited (appointed December 2015). James is a former Chair of Fantastic Holdings Limited (from May 2012 until June 2014) and The Smith Family (until April 2016), and a former Director of Helloworld Limited (from September 2010 until January 2016).

## EXPLANATORY NOTES

### John Mulcahy

PhD (Civil Engineering), FIEAust, MAICD

#### ***Independent Non-Executive Chairman***

- *Chair of the Nomination Committee*
- *Member of the Audit, Risk and Compliance Committee*
- *Member of the Human Resources Committee*

John Mulcahy was appointed a Non-Executive Director of Mirvac in November 2009 and the Independent Non-Executive Chair in November 2013. John has more than 29 years of leadership experience in financial services and property investment.

John is currently a Non-Executive Director of ALS Limited (formerly Campbell Brothers Limited) (appointed February 2012), GWA Group Limited (appointed November 2010) and ORIX Australia Corporation Ltd (appointed March 2016). John is a former Director (and Chair from November 2010) of Coffey International Limited (from September 2009 to January 2016) and former Guardian of the Future Fund Board of Guardians (2006 until April 2015).

### Elana Rubin

BA (Hons), MA, FFin, FAICD, FAIM

#### ***Independent Non-Executive***

- *Member of the Audit, Risk and Compliance Committee*
- *Member of the Nomination Committee*

Elana Rubin was appointed a Non-Executive Director of Mirvac in November 2010 and has extensive experience in property and financial services. Elana is a Director of Touchcorp Limited (appointed January 2015), and is also a member of several advisory Boards in property, infrastructure and governance.

Elana is the former Chair of AustralianSuper (July 2007 to April 2013), one of Australia's leading superannuation funds, having been on the board since 2006. Elana was previously a Non-Executive Director of NAB Wealth / MLC (from April 2013 to October 2016), TAL Life Limited (formerly Tower Australia Limited) (from November 2007 to April 2013) and has been a Director on a number of listed companies and other entities.

## **Recommendation**

The Directors (with James Millar, John Mulcahy and Elana Rubin abstaining in respect of their own re-election) recommend that Securityholders vote in favour of these resolutions.

The Chair of the Meetings intends to vote all available proxies in favour of this item.

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## **ITEM 3 – REMUNERATION REPORT**

Mirvac's Remuneration Report (which forms part of the Directors' Report) is set out on pages 45 to 64 of the Mirvac 2016 Annual Report, which is available on Mirvac's website at [www.mirvac.com/2016-agm](http://www.mirvac.com/2016-agm) and at [vote.linkmarketservices.com/MGR](http://vote.linkmarketservices.com/MGR).

The Remuneration Report includes information relating to:

- remuneration governance;
- remuneration strategy and structure;
- Non-Executive Directors' remuneration;
- relationship between remuneration and Mirvac performance; and
- specified details of the remuneration of the Non-Executive Directors, CEO & Managing Director and other KMPs of Mirvac for the years ended 30 June 2016 and 30 June 2015 (respectively).

Securityholders will be asked to vote at the Annual General Meeting on a resolution to adopt the Remuneration Report. The vote is advisory only and will not bind the Directors or ML. However, Directors will take into account the outcome of the vote when considering relevant remuneration matters in the future.

## **Recommendation**

The Directors unanimously recommend that Securityholders vote in favour of this resolution.

The Chair of the Meetings intends to vote all available proxies in favour of this item.

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## **ITEM 4 – EMPLOYEE SECURITY ACQUISITION PLANS**

The Long Term Performance Plan ("LTP Plan"), as described in the Remuneration Report in Mirvac's 2016 Annual Report, was introduced in 2007 following approval by Securityholders at the 2007 Annual General and General Meetings. The LTP Plan was last approved by Securityholders at the 2013 Annual General and General Meetings.

## EXPLANATORY NOTES

The General Employee Exemption Plan (“Exemption Plan”), as described in the Remuneration Report in Mirvac’s 2016 Annual Report, was introduced in 2006 and last approved by Securityholders at the 2013 Annual General and General Meetings.

Approval of the issue of stapled securities under these two security acquisition plans is being sought so that stapled securities issued under each of these plans in the three years following the date of the Meetings are not counted towards the ability of Mirvac to issue stapled securities under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides (in summary) that an entity cannot issue more than 15% of its existing issued stapled securities in any 12 month period without the approval of Securityholders, subject to a number of exceptions as detailed in ASX Listing Rule 7.2.

ASX Listing Rule 7.2 Exception 9 excludes the issue of stapled securities under employee incentive schemes if so approved by holders of the entity’s ordinary stapled securities within three years before the date of issue. The effect of the approval being sought from Securityholders would be that stapled securities issued under either the LTP Plan or the Exemption Plan would not reduce the number of stapled securities that can be issued by Mirvac without Securityholder approval (within the 15% limit) and will increase the base number of stapled securities from which the 15% calculation is made.

A summary of the terms of each plan is set out below.

A copy of the rules of the LTP Plan and Exemption Plan can be obtained by telephoning the Mirvac’s Investor Information on +61 1800 356 444 (within or outside Australia) between 8.30am and 5.30pm (AEDT) on business days.

A copy will also be available for inspection at the Meetings.

### 1) Summary of LTP Plan

#### Purpose

The purpose of the LTP Plan is to:

- provide an incentive for eligible employees to remain in employment with Mirvac in the long term;
- recognise the ongoing ability of eligible employees and their expected efforts and contribution in the long term to the performance and success of Mirvac; and
- provide eligible employees with the opportunity to acquire performance rights and/or options, and ultimately stapled securities, in accordance with the rules of the LTP Plan (“LTP Plan Rules”).

## Participation

Eligibility to participate in the LTP Plan will be open to employees who are declared by the Board of Mirvac to be eligible to receive a grant under the LTP Plan. Eligible employees may include Executive Directors, employees of Mirvac or of any entity in which Mirvac has an interest of 20% or more, and any other person declared by the Board.

Under the LTP Plan, the Board may from time to time invite eligible employees to participate in a grant of performance rights and/or options on the terms of the LTP Plan and such additional terms, including performance conditions (if applicable), as the Board determines.

For the 2016/17 financial year, the Directors are proposing to offer performance rights to eligible employees (including the CEO & Managing Director). No option grants are proposed to be made for that financial year. The Directors intend that the 2016/17 grant of performance rights will be subject to the same performance condition as that outlined in the Explanatory Notes accompanying this Notice of Meetings for item 5 below. The Board will review the applicable performance conditions annually to determine the appropriate hurdles to apply for future grants based on Mirvac's strategy and prevailing market practice.

## Overriding limits

The Board's ability to grant rights and/or options under the LTP Plan will be subject to the following overriding limit. The grant of performance rights and/or options under the LTP Plan must not cause Mirvac to exceed the limit that applies under ASIC amended Class Order [CO 14/1000] ("**Class Order 14/1000**") (or any replacement order) in respect of new issues of stapled securities under employee share schemes. In broad terms, and subject to various exclusions prescribed by ASIC and set out in Class Order 14/1000, Class Order 14/1000 currently limits the aggregate number of stapled securities, performance rights and options issued to employees under any employee share scheme (including the LTP Plan) over a three year period to 5% of the total number of securities in the issued capital of Mirvac at the time of the proposed offer or grant.

Additionally, no grant may be made to a participant under the LTP Plan where the grant would result in that participant holding a beneficial interest in more than 5% of the securities in Mirvac or being in a position to cast, or control the casting of, more than 5% of the votes that may be cast at a general meeting of Mirvac.

## EXPLANATORY NOTES

### Terms of performance rights and options

On grant, each performance right would give the holder an entitlement to acquire one stapled security in Mirvac subject to satisfaction of any applicable performance conditions. On grant, each option would give the holder an entitlement to acquire one stapled security in Mirvac subject to payment of any applicable exercise price on exercise of the option.

Unvested performance rights and options carry no voting rights and no entitlements to participate in any dividends or distributions.

Performance rights and options are granted in the name of the eligible employee. Unless the Board determines otherwise, no payment is required for the grant of a performance right or option and they may not be registered in any name other than that of the eligible employee.

Participants are prohibited from dealing in (which includes selling, transferring and hedging) their unvested performance rights and options, unless the Board determines otherwise or in the event of death or bankruptcy.

Performance rights and options granted under the LTP Plan will generally only vest and be converted into stapled securities where any applicable performance conditions have been satisfied within the prescribed period ("Performance Period").

An unvested performance right or option will lapse upon the earliest occurrence of:

- seven years (or any other date specified by the Board) of the date of grant;
- a breach of the dealing restrictions applicable to unvested performance rights and options under the LTP Plan Rules;
- the Board determining that the performance right or option will lapse as a result of the holder's cessation of employment (including, for example, for fraudulent or dishonest actions); or
- failure to meet the applicable performance condition within the Performance Period.

Unless the Board determines otherwise, in the event that a participant in the LTP Plan ceases to be an employee (other than for fraudulent and dishonest actions), any performance rights or options held by that participant will continue to be held subject to the original terms and conditions (including any applicable performance condition).

The terms on which any particular performance rights or options are granted may, at the discretion of the Board, provide for a different treatment on the participant cessation of employment to that described above. At any time prior to, or within 60 days of, a participant ceasing employment, the Board also has the discretion to determine that some or all of any unvested performance rights or options held by the participant vest or lapse as a result of the participant's cessation of employment.

### **Delivery of stapled securities on vesting of performance rights or exercise of options**

The delivery of stapled securities on vesting of performance rights or exercise of options will be satisfied by Mirvac either issuing new stapled securities to, or arranging for existing stapled securities to be transferred to or set aside for, the participant. No amount is payable by participants on vesting of performance rights. Any applicable exercise price must be paid by participants on exercise of options.

Any stapled securities issued under the LTP Plan upon vesting of a performance right or exercise of an option will be registered in the participants name and will rank equally in all respects with other stapled securities for the time being on issue (from the time being issued) by Mirvac (except with regards to rights attached to such stapled securities by reference to a record date prior to the date of their issue). The Board may, in its discretion, impose a restriction on dealing with stapled securities allocated on vesting of a performance right or exercise of an option.

### **Bonus issues, rights issues and reorganisations of capital**

Prior to the allocation of stapled securities to a participant upon vesting of performance rights or exercise of options:

- if Mirvac undertakes a bonus issue (other than an issue in lieu of dividends or by way of a dividend reinvestment) or a pro rata issue, the number of performance rights or options, or the number of stapled securities to which each participant is entitled upon vesting of performance rights or exercising of options, or any amount payable on vesting of the performance rights or exercise of options (or both the number and amount payable if appropriate) may be adjusted by the Board having regard to the ASX Listing Rules and subject to Securityholder approval being obtained; and
- if there is a reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of Mirvac then the rights of the participant will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

## **EXPLANATORY NOTES**

### **Takeovers, schemes of arrangement and certain other events**

The LTP Plan Rules also contain provisions dealing with the treatment of performance rights and options in the event of a takeover, scheme of arrangement or compromise, the winding up of Mirvac and certain other transactions. In certain such events, the Board may in its absolute discretion determine that, all or a specified number of a participant's performance rights and/or options vest (outright or on conditions), having regard to whether performance is in line with the applicable performance condition over the period from the date of grant to the date of the relevant event. If the Board determines that only some of a participant's unvested performance rights or options will vest, all unvested performance rights and options will lapse, unless the Board determines otherwise. Any vested options will become exercisable for a period specified by the Board notified to the participant and will lapse if not exercised within the specified period, unless the Board determines otherwise.

### **Amendment, suspension and termination**

The Board may at any time amend or add to all or any of the provisions of the LTP Plan, amend or waive the terms or conditions (including any performance condition) of any performance right or option granted under the LTP Plan, or suspend or terminate the operation of the LTP Plan.

Without the consent of the participant, the Board may not exercise such powers in a manner which reduces the rights of the participants in respect of any performance right, option or stapled securities already granted other than an amendment in certain circumstances (such as complying with legal requirements). The Board may waive, amend or replace any performance measure in a performance condition attaching to a performance right or an option if the Board determines that the original performance condition is no longer appropriate or applicable, provided that the interests of the relevant participant are not, in the opinion of the Board, materially prejudiced or disadvantaged relative to the position reasonably anticipated at the time of the grant.

### **Securities issued under the 2013 LTP Plan**

As at 30 June 2016, 29,059,296 performance rights and nil options had been issued to participants under the 2013 LTP Plan since the 2013 Annual General and General Meetings. Of these, 6,865,928 performance rights had been forfeited as at 30 June 2016.



## 2) Summary of the Exemption Plan

The Mirvac Group Exemption Plan is designed to encourage stapled security ownership across the broader employee population. The Exemption Plan provides eligible employees with \$1,000 worth of stapled securities at nil cost to those employees. The Exemption Plan is open to Australian based employees with more than 12 months of continuous service, who do not participate in other Group equity plans. Stapled securities acquired under the Exemption Plan must be held for a minimum of three years (or earlier cessation of employment with Mirvac) during which time the stapled securities are subject to a restriction on disposal and transfer. Otherwise, holders enjoy the same rights and benefits as other holders of Group stapled securities. On termination, employees retain any stapled securities granted to them.

As at 30 June 2016, 1,347,326 stapled securities had been issued to participants under the Exemption Plan since the 2013 Annual General and General Meetings.

Non-Executive Directors are not eligible to participate in the Exemption Plan.

### Recommendation

The Directors (with Susan Lloyd-Hurwitz abstaining in respect of her own participation in the LTP Plan) recommend that Securityholders vote in favour of this resolution. Susan Lloyd-Hurwitz makes no recommendation in view of her personal interest in the matter.

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## ITEM 5 – PARTICIPATION BY THE CEO & MANAGING DIRECTOR IN THE LONG TERM PERFORMANCE (“LTP”) PLAN

This resolution is being put to Securityholders for the purpose of approving the participation by Susan Lloyd-Hurwitz (CEO & Managing Director of Mirvac) in Mirvac’s LTP Plan. Susan Lloyd-Hurwitz commenced as CEO & Managing Director on 5 November 2012.

### Background

The Board believes that the offer of performance rights under the LTP Plan is an important part of Susan Lloyd-Hurwitz’s overall remuneration package. The performance rights are designed to provide a long term incentive to pursue the growth and success of Mirvac. The LTP Plan is focused on individuals whose roles and contributions are identified as critical to the continued growth and success of the Group over the next three years.

## **EXPLANATORY NOTES**

### **Performance Period**

For the performance rights to be granted to Susan Lloyd-Hurwitz for the 2016/17 financial year, the performance period will be the three year period beginning on 1 July 2016 and ending on 30 June 2019 (“**Performance Period**”).

Performance rights granted under the LTP Plan will generally only vest and be converted into stapled securities where any applicable performance conditions have been satisfied within the Performance Period.

### **Participation in the LTP Plan**

Under ASX Listing Rule 10.14, no director can acquire securities under an employee incentive scheme without securityholder approval. Accordingly, approval is being sought for Susan Lloyd-Hurwitz to participate in the LTP Plan for the current financial year (2016/17).

If approved by Securityholders, the number of performance rights granted to Susan Lloyd-Hurwitz would be determined by dividing her potential award under the LTP Plan of \$2,250,000 by the grant price determined by Mirvac, and rounding the resulting number down to the nearest 100 performance rights. For this purpose, the grant price will be the average daily closing price on ASX of a stapled security in Mirvac for the one month period preceding the date of grant of the performance rights, reduced by an estimated value (determined by an independent external consultant) in respect of dividends and distributions that may be paid on a stapled security in Mirvac during the three-year Performance Period. The performance rights that may be granted to Susan Lloyd-Hurwitz will be offered for nil cost to her.

### **Terms of performance rights**

On grant, each performance right would give the holder an entitlement to acquire one stapled security in the Group subject to satisfaction of any applicable performance conditions. Unvested performance rights carry no voting rights and no entitlements to participate in any dividends or distributions.

Participants are prohibited from dealing in (which includes selling, transferring and hedging) their unvested performance rights, unless the Board determines otherwise or in the event of death or bankruptcy.

On vesting, a performance right will automatically convert into a stapled security. At the Board’s discretion, entitlements to stapled securities on vesting of the performance rights will be satisfied by either an allotment of new stapled securities or by purchase on market of existing stapled securities.

Further terms under which the proposed award of performance rights to be made to Susan Lloyd-Hurwitz are set out below.

### Performance hurdles

Two performance hurdles have been imposed which must be satisfied over the three year vesting period before any entitlements to the performance rights granted vest.

The following two performance hurdles each have a 50% weighting:

- Relative Total Securityholder Return ("TSR"); and
- Absolute Return on Invested Capital ("ROIC").

### TSR performance hurdle

- The TSR performance of Mirvac will be compared over the Performance Period with the TSR performance of each of the entities within the S&P/ASX 200 A-REIT Index, as constituted at the commencement of the Performance Period, plus Aveo Group and Lendlease Group ("Comparator Group"). The entities comprising the Comparator Group are set out below:

|    | Symbol | Entity                                      |
|----|--------|---|
| 1  | ABP    | Abacus Property Group                       |
| 2  | BWP    | BWP Trust                                   |
| 3  | AOG    | Aveo Group                                  |
| 4  | CHC    | Charter Hall Group                          |
| 5  | CMW    | Cromwell Property Group                     |
| 6  | CQR    | Charter Hall Retail REIT                    |
| 7  | DXS    | Dexus Property Group                        |
| 8  | GMG    | Goodman Group                               |
| 9  | GOZ    | Growthpoint Properties Australia            |
| 10 | GPT    | GPT Group                                   |
| 11 | INM    | Iron Mountain Inc.                          |
| 12 | IOF    | Investa Office Fund                         |
| 13 | LLC    | Lendlease Group                             |
| 14 | MGR    | Mirvac Group                                |
| 15 | NSR    | National Storage REIT                       |
| 16 | SCG    | Scentre Group                               |
| 17 | SCP    | Shopping Centres Australasia Property Group |
| 18 | SGP    | Stockland                                   |
| 19 | VCX    | Vicinity Centres                            |
| 20 | WFD    | Westfield Corporation                       |

## EXPLANATORY NOTES

The Board has the discretion to adjust the Comparator Group to take into account events including takeovers, mergers, delistings or demergers that might occur during the Performance Period.

Broadly, TSR measures the return to a securityholder over the Performance Period in terms of changes in the market value of the securities plus the reinvested value of any dividends or distributions paid on the securities.

■ At the end of the Performance Period, the growth in Mirvac's TSR over the Performance Period will be compared with the growth in TSR over the same period of the Comparator Group and Mirvac's relative ranking will be determined. Unless the Board determines otherwise, the security price used to calculate the TSR growth of a company for the Performance Period will be measured as follows:

1. the opening security price will be the average adjusted closing price of a security in that company on the ASX for the three month period prior to but not including the first day of the Performance Period; and
2. the closing security price will be the average adjusted closing price of a security in that company on the ASX for the three month period up to and including the last day of the Performance Period.

■ The percentage of the TSR performance rights which vest, if any, will be determined by the Board by reference to the percentile ranking achieved by Mirvac over the Performance Period compared to the Comparator Group as follows:

| <b>TSR growth – percentile ranking</b> | <b>TSR performance rights that vest (%)</b>  |
|--|--|
| 75th percentile and above              | 100%   |
| Between 50th to 75th percentile        | 50% plus an additional 2% for each additional whole percentile above the 50th percentile |
| 50th percentile                        | 50%  |
| Below 50th percentile                  | Nil  |

**ROIC performance hurdle**

- ROIC is used as a general indication of the company's efficiency; in other words, how much profit it is able to generate given the available capital.
- ROIC is calculated as:

| ROIC earnings  |  |
|--|--|
| Average monthly Operating Assets for the financial year  |  |
| <i>Where ROIC earnings = Total Return /</i><br>Average Invested Capital  |  |
| <i>Total Return = Profit for the year attributable to</i><br>stapled securityholders   |  |
| <i>Adjusted for:</i>   |  |
| ■ Development interest costs and other net interest costs  |  |
| ■ Net gain or loss on foreign exchange movements and derivatives   |  |
| ■ Income tax expense   |  |
| ■ Owner occupied property adjustment   |  |
| <i>Invested Capital =</i>  |  |
| ■ Investment properties  |  |
| ■ Inventories  |  |
| ■ Indirect investments   |  |
| <i>Adjusted for:</i>   |  |
| ■ Fund through adjustments (deferred revenue)  |  |
| ■ Deferred land payable  |  |
| ■ Average invested capital is the average of the current period and the prior two reporting periods.   |  |
| ■ The percentage of the ROIC performance rights which vest, if any, will be determined by the Board by reference to the average annual ROIC achieved by Mirvac over the Performance Period as follows: |  |

| Average annual ROIC            | % Vesting                             |
|--------------------------------|---------------------------------------|
| Less than 9%                   | 0%                                    |
| 9%                             | 50%                                   |
| More than 9% but less than 10% | Pro-rata vesting between 50% and 100% |
| 10% or more                    | 100%                                  |

There is no intention to retest the performance condition over the vesting period.

## EXPLANATORY NOTES

### Treatment on cessation of employment

If Susan Lloyd-Hurwitz ceases to be an employee of the Group before the end of the Performance Period, any unvested performance rights relating to the departing employee will be dealt with as outlined below:

| Reason for cessation of employment   | Treatment in respect of unvested performance rights   |
|--|---|
| Resignation or termination by Mirvac (other than as set out below)                 | All unvested performance rights lapse   |
| Redundancy, retirement, disability/death, agreed transfer to an investment partner | The Board exercises discretion to determine the amount of any unvested performance rights that will be retained subject to the original terms of the grant and the LTP Plan Rules and the balance will lapse. |

*Further information disclosed in accordance with ASX Listing Rule 10.15*

Pursuant to approval by Securityholders at the 2015 Annual General and General Meetings, 1,470,500 performance rights were granted to Susan Lloyd-Hurwitz in the year to 30 June 2016 under the LTP Plan at nil cost to her.

Further details of these performance rights are set out on pages 59 to 61 of Mirvac's 2016 Annual Report. No other Director or associate of any Director received stapled securities under the LTP Plan in the year to 30 June 2016.

No other Director or associate of any Director is entitled to participate in, and no loans will be provided under, the LTP Plan in the current year.

If approved by Securityholders, Mirvac intends to grant the performance rights to Susan Lloyd-Hurwitz by 31 December 2016 but in any event by no later than 12 November 2017.

### Recommendation

The Directors (with Susan Lloyd-Hurwitz abstaining in respect of her own participation in the LTP Plan) recommend that Securityholders vote in favour of this resolution. Susan Lloyd-Hurwitz makes no recommendation in view of her personal interest in the matter.

The Chair of the Meetings intends to vote all available proxies in favour of this item.



**Mirvac Limited**  
ABN 92 003 280 699  
**Mirvac Funds Limited**  
ABN 70 002 561 640  
AFSL 233121  
as responsible entity of the  
**Mirvac Property Trust**  
ARSN 086 780 645

## LODGE YOUR VOTE

- ONLINE**  
[vote.linkmarketservices.com/MGR](http://vote.linkmarketservices.com/MGR)
- BY MAIL**  
Mirvac Group  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
- BY FAX**  
+61 2 9287 0309
- BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138
- ALL ENQUIRIES TO**  
Telephone: +61 1800 356 444 (free call within Australia)

## VOTING FORM

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

STEP 1 Please mark either A or B

### A VOTE DIRECTLY

☐ elect to lodge my/our vote(s) directly (mark box)

in relation to the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Thursday, 17 November 2016**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

### B 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 you are appointing as your proxy

or 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 act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Thursday, 17 November 2016 at Swissôtel Sydney, Level 8, 68 Market Street, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 3, 4.1, 4.2 and 5:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3, 4.1, 4.2 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

## VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒

### Resolutions

2.1 Re-election of Mr James M. Millar AM

2.2 Re-election of Mr John Mulcahy

2.3 Re-election of Ms Elana Rubin

3 Adoption of Remuneration Report

For Against Abstain\*

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

4.1 The issue of stapled securities under the Mirvac Group Long Term Performance Plan

4.2 The issue of stapled securities under the Mirvac Group General Employee Exemption Plan

5 Participation by the CEO & Managing Director in the Long Term Performance Plan

For Against Abstain\*

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|



\* 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.

## SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

|                      |
|----------------------|
| <input type="text"/> |
|----------------------|

|                      |
|----------------------|
| <input type="text"/> |
|----------------------|

|                      |
|----------------------|
| <input type="text"/> |
|----------------------|

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

MGR PRX1601G

## HOW TO COMPLETE THIS SECURITYHOLDER VOTING FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Security Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### 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 securities 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 securities 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 Voting Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of securities 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
- 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, either securityholder may 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 the Company's security registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Tuesday, 15 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

[vote.linkmarketservices.com/MGR](http://vote.linkmarketservices.com/MGR)

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the Mirvac voting link [vote.linkmarketservices.com/MGR](http://vote.linkmarketservices.com/MGR) into your mobile device. Login using the holder number and postcode for your Securityholding.

#### QR Code



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



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**





**Mirvac Limited**  
ABN 92 003 280 699  
**Mirvac Funds Limited**  
ABN 70 002 561 640  
AFSL 233121  
as responsible entity of the  
**Mirvac Property Trust**  
ARSN 086 780 645

## LODGE YOUR QUESTIONS



### ONLINE

[vote.linkmarketservices.com/MGR](http://vote.linkmarketservices.com/MGR)



### BY MAIL

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



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138



### ALL ENQUIRIES TO

Telephone: +61 1800 356 444 (free call within Australia)

Please use this form to submit any questions about Mirvac Group ("the Company") that you would like us to respond to at the Company's 2016 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's security registrar, Link Market Services Limited, by **5:00pm (AEDT) on Thursday, 10 November 2016**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised securityholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to securityholders.

My question relates to *(please mark the most appropriate box)*

☐  
☐  
☐

Performance or financial reports  
Remuneration Report  
My question is for the auditor

☐  
☐  
☐

A resolution being put to the AGM  
Sustainability/Environment  
Future direction

☐  
☐

General suggestion  
Other

☐  
☐  
☐

Performance or financial reports  
Remuneration Report  
My question is for the auditor

☐  
☐  
☐

A resolution being put to the AGM  
Sustainability/Environment  
Future direction

☐  
☐

General suggestion  
Other

QUESTIONS