

Appendix 3D

Changes relating to buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity

Mirvac Group (MGR) formed by the stapling of securities of Mirvac Limited and Mirvac Property Trust

ABN/ARSN

Mirvac Limited 92 003 280 699
Mirvac Funds Limited in its capacity as responsible entity of Mirvac Property Trust 29 769 181 534

We (the entity) give ASX the following information.

- 1 Date that an Appendix 3C or the last Appendix 3D was given to ASX

8 February 2018

Information about the change

Complete each item for which there has been a change and items 9 and 10.

Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
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On-market buy-back

- 2 Name of broker who will act on the company's behalf

J.P. Morgan Securities
Australia Limited

No change

- 3 Deleted 30/9/2001.

⁺ See chapter 19 for defined terms.

Appendix 3D
Changes relating to buy-back

<p>If the company/trust intends to buy back a maximum number of shares/units – that number</p> <p>Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.</p>	<p>Up to 96,482,671 stapled securities (being 2.6% of the stapled securities on issue as at 8 February 2018).</p>	<p>Up to 37,141,730 stapled securities (being 1.0% of the stapled securities on issue as at 8 February 2018).</p>
	<p>Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)</p>	<p>Column 2 (Details of change to buy-back proposals)</p>
<p>5 If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back</p>	<p>Up to 96,482,671 stapled securities (being 2.6% of the stapled securities on issue as at 8 February 2018).</p>	<p>Up to 37,141,730 stapled securities (being 1.0% of the stapled securities on issue as at 8 February 2018).</p>
<p>6 If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention</p>	<p>23 February 2018 to 7 February 2019 (inclusive)</p>	<p>8 February 2019 to 7 February 2020 (inclusive).</p>
<p>7 If the company/trust intends to buy back shares/units if conditions are met – those conditions</p>	<p>There are no conditions.</p>	<p>No change.</p>

All buy-backs

<p>8 Any other change</p>	<p>N/A</p>	<p>N/A</p>
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[†] See chapter 19 for defined terms.

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| 9 Reason for change | Extension of existing program for a period of 12 months to enable the buyback of the 37,141,730 stapled securities remaining to be bought back (being 1.0% of the stapled securities on issue as at 8 February 2018) under the Appendix 3C announcement released to the market on 8 February 2018. |
| 10 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>) | Pursuant to ASIC Corporations (ASX-listed Schemes On-market Buy-backs) Instrument 2016/1159, the following information is provided:


(a) Mirvac Funds Limited (MFL), the responsible entity of Mirvac Property Trust, does not hold any interests in MGR stapled securities;
(b) associates of MFL hold:
i. 10,647,119 stapled securities; and
ii. 13,820,580 Performance Rights, which if vested, will entitle the holder to be issued stapled securities; and
(c) any stapled securities bought back will be funded by existing debt facilities. |

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by ASIC Corporations (ASX-listed Schemes On-market Buy-backs) Instrument 2016/1159, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:  Date: 6 February 2019
(Company secretary)

Print name: Sean Ward

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⁺ See chapter 19 for defined terms.