#### **Appendix 3G**

# Notification of issue, conversion or payment up of equity +securities

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are issuing a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

\*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

#### Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity  We (the entity here named) give notice of the issue, conversion or payment up of the following unquoted +securities.	Mirvac Group (MGR) formed by the stapling of Mirvac Limited and Mirvac Property Trust
1.2	*Registration type and number  Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).	Mirvac Limited (ABN 92 003 280 699) (Company) Mirvac Property Trust (ARSN 086 780 645) (Trust)
1.3	*ASX issuer code	MGR
1.4	*This announcement is Tick whichever is applicable.	<ul> <li>☑ A new announcement</li> <li>☐ An update/amendment to a previous announcement</li> <li>☐ A cancellation of a previous announcement</li> </ul>
1.4a	*Reason for update  Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.	N/A
1.4b	*Date of previous announcement to this update  Mandatory only if "Update" ticked in Q1.4 above.	N/A
1.4c	*Reason for cancellation  Mandatory only if "Cancellation" ticked in Q1.4 above.	N/A
1.4d	*Date of previous announcement to this cancellation  Mandatory only if "Cancellation" ticked in Q1.4 above.	N/A
1.5	*Date of this announcement	4 December 2020

## Part 2 – Type of issue

Question No.	Question	Answer
2.1	*The +securities the subject of this notification are:  Select whichever item is applicable.  If you wish to notify ASX of different types of issues of securities, please complete a separate Appendix 3G for each type of issue.	<ul> <li>□ +Securities issued as a result of options being exercised or other +convertible +securities being converted and that are not to be quoted on ASX</li> <li>□ Partly paid +securities that have been fully paid up and that are not to be quoted on ASX</li> <li>☑ +Securities issued under an +employee incentive scheme that are not being immediately quoted on ASX</li> <li>□ Other [please specify]</li> <li>If you have selected 'other' please provide the circumstances of the issue here:</li> </ul>
2.2a.1	Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code if available)?  Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX".	N/A
2.2a.2	And the date the options were exercised or other +convertible securities were converted:  Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX".  Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.	N/A
2.2b.1	Please state the number and type of partly paid +securities that were fully paid up (including their ASX security code if available)?  Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX".	N/A
2.2b.2	And the date the *securities were fully paid up:  Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX".  Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.	N/A

2.2c.1	Please state the number and +securities (including their A code) issued under an +empincentive scheme that are no immediately quoted on ASX Answer this question if your response "securities issued under an employe scheme that are not being immediated ASX".	SX security bloyee of being se to Q2.1 is see incentive		IGRAK LTP Performance Rights R STI Performance Rights
2.2c.2	*Please attach a document of details of a URL link for a do with ASX detailing the terms +employee incentive scheme summary of the terms.  Answer this question if your response scheme that are not being immedial ASX".	cument lodged of the e or a se to Q2.1 is ee incentive	Meeting (Pa https://cdn-a gateway/AS 02159201- 2A1179759' a094df02a2 STI Perform Report (Pag https://cdn-a gateway/AS 02269114-	Papi.markitdigital.com/apiman-X/asx-research/1.0/file/2924-  Paccess_token=83ff96335c2d45  06a39ff4  Pance Rights – 2020 Annual  19e 75 – 76)  Papi.markitdigital.com/apiman-X/asx-research/1.0/file/2924-  Paccess_token=83ff96335c2d45
2.2c.3	*Are any of these +securities to +key management person an +associate  Answer this question if your response securities issued under an employed scheme that are not being immedial ASX".	nnel (KMP) or se to Q2.1 is se incentive		nance Rights – Yes nance Rights – No
2.2c.3.a	Answer this question if your respon- not being immediately quoted on AS below for each KMP involved in the	se to Q2.1 is "securion SX" and your respon issue. If the securition egistered holder". If	ties issued under se to Q2.2c.3 is es are being issu the securities are	rities issued to each of them.  an employee incentive scheme that are "Yes". Repeat the detail in the table led to the KMP, repeat the name of the be being issued to an associate of a KMP,
	Name of KMP	Name of regist	ered holder	Number of +securities (LTP performance rights)
	Susan Lloyd-Hurwitz	Susan Lloyd-H	urwitz	1,017,412
	Brett Draffen	Brett Draffen		386,616
	Campbell Hanan	Campbell Hana	an	214,787
	Stuart Penklis	Stuart Penklis		180,873
				,
2.2d.1	*The purpose(s) for which the issuing the +securities is:  Answer this question if your respons "Other".  You may select one or more of the is	se to Q2.1 is	☐ To fund to pay for provide ☐ To pay for provide	additional working capital the retirement of debt or the acquisition of an asset details below] or services rendered details below] rovide details below] etails:

<sup>+</sup> See chapter 19 for defined terms 31 January 2020

2.2d.2	Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including (if applicable) why the issue of the +securities has not been previously announced to the market in an Appendix 3B  You must answer this question if your response to Q2.1 is "Other". If there is no other information to provide, please answer "Not applicable" or "N/A".	N/A
2.3	*The +securities being issued are:  Tick whichever is applicable	<ul> <li>Additional +securities in an existing unquoted class that is already recorded by ASX ("existing class")</li> </ul>
		<ul> <li>□ New +securities in an unquoted class that is not yet recorded by ASX ("new class")</li> </ul>

## Part 3A – number and type of +securities being issued (existing class)

Answer the questions in this part if your response to Q2.3 is "existing class".

Question No.	Question	Answer
3A.1	*ASX security code & description	MGRAK LTP Performance Rights MGR STI Performance Rights
3A.2	*Number of +securities being issued	6,669,323 LTP Performance Rights 53,885 STI Performance Rights
3A.3a	*Will the +securities being issued rank equally in all respects from their issue date with the existing issued +securities in that class?	Yes
3A.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known?  Answer this question if your response to Q3A.3a is "No".	N/A
3A.3c	*Provide the actual non-ranking end date Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "Yes".	N/A
3A.3d	*Provide the estimated non-ranking end period  Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "No".	N/A
3A.3e	*Please state the extent to which the +securities do not rank equally:  • in relation to the next dividend, distribution or interest payment; or  • for any other reason  Answer this question if your response to Q3A.3a is "No".  For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.	N/A

## Part 3B - number and type of +securities being issued (new class)

Answer the questions in this part if your response to Q2.3 is "new class".

Question No.	Question	Answer
3B.1	*Security description	N/A
3B.2	*Security type Select one item from the list that best describes the securities the subject of this form. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Nonconvertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.	<ul> <li>□ Ordinary fully or partly paid shares/units</li> <li>□ Options</li> <li>□ +Convertible debt securities</li> <li>□ Non-convertible +debt securities</li> <li>□ Redeemable preference shares/units</li> <li>□ Other</li> </ul>
3B.3	ISIN code  Answer this question if you are an entity incorporated outside Australia and you are issuing a new class of securities other than CDIs. See also the note at the top of this form.	N/A
3B.4	*Number of +securities being issued	N/A
3B.5a	*Will all the +securities issued in this class rank equally in all respects from the issue date?	N/A
3B.5b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known?  Answer this question if your response to Q3B.5a is "No".	N/A
3B.5c	*Provide the actual non-ranking end date  Answer this question if your response to Q3B.5a is "No" and your response to Q3B.5b is "Yes".	N/A
3B.5d	*Provide the estimated non-ranking end period  Answer this question if your response to Q3B.5a is "No" and your response to Q3B.5b is "No".	N/A
3B.5e	*Please state the extent to which the +securities do not rank equally:  • in relation to the next dividend, distribution or interest payment; or  • for any other reason  Answer this question if your response to Q3B.5a is "No".  For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.	N/A

a document lodged with ASX setting material terms of the +securities ssued cross reference a disclosure document, PDS, ion memorandum, investor presentation or nouncement with this information provided it in released to the ASX Market Announcements	N/A
e terms of the +securities are	N/A
reign Exempt Listings and ASX Debt Listings	
terms, you should approach ASX as soon as for confirmation under listing rule 6.1 that the	
	details security type in your response to Question 3B.2.
urity currency	N/A
he currency in which the face amount of an denominated. It will also typically be the	
	N/A
atio	N/A
question. This is the ratio at which CDIs can muted into the underlying security (e.g. 4:1 CDIs represent 1 underlying security 1:4 means 1 CDI represents 4 underlying	
partly paid class of +security?	N/A
ıp amount: unpaid amount	N/A
on money and/or calls which have been paid	
(e.g. if the security currency is AUD, then the	
stapled +security?	N/A
shares and/or ordinary units issued by entities that are stapled together for the	
	security type in your response to Question 3B.2.
urity currency	N/A
he currency in which the exercise price is	
	per currency in which the face amount of an indenominated. It will also typically be the vin which distributions are declared.  There be CDIs issued over the inties?  The fact of this question if you answered "Yes" to the equestion. This is the ratio at which CDIs can muted into the underlying security (e.g. 4:1 of CDIs represent 1 underlying security in 1:4 means 1 CDI represents 4 underlying is).  The partly paid class of +security?  In amount: unpaid amount this question if answered "Yes" to the equestion.  If up amount represents the amount of on money and/or calls which have been paid elecurity considered 'partly paid' and amount represents the unpaid or yet to be mount on any security considered 'partly paid' and amount represents the unpaid or yet to be mount on any security considered 'partly of the security currency is AUD, then the and unpaid amount per security in AUD).  Stapled +security?  The security class that comprises a number of shares and/or ordinary units issued by the entities that are stapled together for the set of trading.

	*Exercise price  The price at which each option can be exercised and convert into the underlying security. If there is no exercise price please answer as \$0.00.  The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).	N/A
	*Expiry date The date on which the options expire or terminate.	N/A
	*Details of the number and type of +security (including its ASX security code if the +security is quoted on or recorded by ASX) that will be issued if an option is exercised  For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".	N/A
3B.8c	Details of non-convertible +debt securities redeemable preference shares/units  Answer the questions in this section if you selected one	
	3B.2.	ng Conventions and Security Descriptions for ASX Quoted
	*Type of +security Select one item from the list	<ul> <li>□ Simple corporate bond</li> <li>□ Non-convertible note or bond</li> <li>□ Convertible note or bond</li> <li>□ Preference share/unit</li> <li>□ Capital note</li> <li>□ Hybrid security</li> <li>□ Other</li> </ul>
	*+Security currency This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.	N/A
	Face value This is the principal amount of each security. The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).	N/A
	*Interest rate type Select one item from the list Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities	<ul> <li>☐ Fixed rate</li> <li>☐ Floating rate</li> <li>☐ Indexed rate</li> <li>☐ Variable rate</li> <li>☐ Zero coupon/no interest</li> <li>☐ Other</li> </ul>
	Frequency of coupon/interest payments per year Select one item from the list.	<ul> <li>☐ Monthly</li> <li>☐ Quarterly</li> <li>☐ Semi-annual</li> <li>☐ Annual</li> <li>☐ No coupon/interest payments</li> <li>☐ Other</li> </ul>

<sup>+</sup> See chapter 19 for defined terms 31 January 2020

_		
	First interest payment date	N/A
	A response is not required if you have selected "No coupon/interest payments" in response to the question above on the frequency of coupon/interest payments	
	Interest rate per annum	N/A
	Answer this question if the interest rate type is fixed.	
	*Is the interest rate per annum estimated at this time?	N/A
	Answer this question if the interest rate type is fixed.	
	If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known)	N/A
	Answer this question if the interest rate type is fixed and your response to the previous question is "Yes".	
	Answer "Unknown" if the date is not known at this time.	
	*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?	N/A
	Answer this question if the interest rate type is floating or indexed	
	*What is the reference rate, base rate or market rate?	N/A
	Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".	
	*Does the interest rate include a margin above the reference rate, base rate or market rate?	N/A
	Answer this question if the interest rate type is floating or indexed.	
	*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum)	N/A
	Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".	
	*S128F of the Income Tax Assessment Act status applicable to the +security  Select one item from the list  For financial products which are likely to give rise to a payment to which s128F of the Income Tax  Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:	<ul> <li>□ s128F exempt</li> <li>□ Not s128F exempt</li> <li>□ s128F exemption status unknown</li> <li>⋈ Not applicable</li> </ul>
	<ul> <li>"s128F exempt" means interest payments are not taxable to non-residents;</li> </ul>	
	<ul> <li>"Not s128F exempt" means interest payments are taxable to non-residents;</li> </ul>	
	"s128F exemption status unknown" means the issuer is unable to advise the status;  "Net and limit to the" means s100F is not applied to	
	"Not applicable" means s128F is not applicable to this security	
	*Is the +security perpetual (i.e. no maturity date)?	N/A
	*Maturity date	N/A
	Answer this question if the security is not perpetual	

<sup>+</sup> See chapter 19 for defined terms 31 January 2020

+s Up is a an	Select other features applicable to the security of to 4 features can be selected. Further information available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and sybrid Securities.	Simple   Subordinated   Secured   Converting   Convertible   Transformable   Exchangeable   Cumulative   Non-Cumulative   Redeemable   Extendable   Reset   Step-Down   Step-Up   Stapled   None of the above
of	s there a first trigger date on which a right f conversion, redemption, call or put can e exercised (whichever is first)?	N/A
An	f yes, what is the first trigger date nswer this question if your response to the previous uestion is "Yes".	N/A
(in +s iss co An "cc "e) Fo 1,0 co	retails of the number and type of +security including its ASX security code if the security is quoted on ASX) that will be sued if the securities to be quoted are converted, transformed or exchanged inswer this question if the security features include converting", "convertible", "transformable" or exchangeable".  For example, if the security can be converted into 1000 fully paid ordinary shares with ASX security can be ABC, please insert "1,000 fully paid ordinary chares (ASX:ABC)".	N/A

### Part 4 – Issue details

Question No.	Question	Answer
4.1	*Have the +securities been issued yet?	Yes
4.1a	*What was their date of issue?  Answer this question if your response to Q4.1 is "Yes".	3 December 2020
4.1b	*What is their proposed date of issue?  Answer this question if your response to Q4.1 is "No".	N/A
4.2	*Are the +securities being issued for a cash consideration?  If the securities are being issued for nil cash consideration, answer this question "No".	No

"Yes".	
*What is the issue price per +security  Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a.  Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c.	Nil
Please describe the consideration being provided for the +securities  Answer this question if your response to Q4.2 is "No".	No payment is required for the grant of a performance right or on vesting.
Any other information the entity wishes to provide about the issue	- Issue of Performance Rights is pursuant to FY21 Long Term Performance Grant under Mirvac Group's Long-Term Performance Plan approved by securityholders at Mirvac Group's Annual General and General Meeting on 19 November 2019 Issue of Performance Rights are under the Mirvac Group Deferred Short-Term Incentive Equity Plan ("Deferred STI Plan").
, a )   s a	Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a.  Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c.  Please describe the consideration being provided for the +securities  Answer this question if your response to Q4.2 is "No".  Any other information the entity wishes to

#### Part 5 - Unquoted +securities on issue

Following the issue of the +securities the subject of this application, the unquoted issued +securities of the entity will comprise:

Note: the figures provided in the table in section 5.1 below are used to calculate part of the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the table each class of unquoted securities issued by the entity.

Restricted securities should be included in table 5.1.

5.1	*ASX security code and description	*Total number of +securities on issue
	MGRAK LTP Performance Rights	19,199,766
	MGR STI Performance Rights	324,530
	MGRAL NED Fee Sacrifice Rights	0

#### Part 6 - Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is "+securities issued under an +employee incentive scheme that are not being immediately quoted on ASX"; or
- your response to Q2.1 is "Other"

Question No.	Question	Answer
6.1	*Are the securities being issued under Listing Rule 7.2 exception 13 <sup>1</sup> and therefore the issue does not need any security holder approval under Listing Rule 7.1?  Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX".	LTP Performance Rights – No STI Performance Rights – No
6.2	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? Answer this question if the response to Q6.1 is "No".	LTP Performance Rights – Yes STI Performance Rights – No
6.2a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1  Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "Yes".	19 November 2019 for the LTP Performance Rights
6.2b	*Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?  Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".	LTP Performance Rights – No STI Performance Rights – No

An issue of securities under an employee incentive scheme if within 3 years before the issue date:

Exception 13 is only available if and to the extent that the number of +equity securities issued under the scheme does not exceed the maximum number set out in the entity's prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

Exception 13 ceases to be available if there is a material change to the terms of the scheme from those set out in the entity's prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

<sup>&</sup>lt;sup>1</sup> Exception 13 An issue

<sup>(</sup>a) in the case of a scheme established before the entity was listed – a summary of the terms of the scheme and the maximum number of equity securities proposed to be issued under the scheme were set out in the prospectus, PDS or information memorandum lodged with ASX under rule 1.1 condition 3; or

<sup>(</sup>b) the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to this rule. The notice of meeting must have included:

<sup>•</sup> a summary of the terms of the scheme.

the number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule;

the maximum number of +equity securities proposed to be issued under the scheme following the approval; and

<sup>•</sup> a voting exclusion statement.

6.2b.1	*How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?  Answer this question if the response to Q6.1 is "No",	N/A
	the response to Q6.2 is "No" and the response to Q6.2b is "Yes".  Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.	
6.2c	*Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?  Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".	LTP Performance Rights – No STI Performance Rights – No
6.2c.1	*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?  Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "No" and the response to Q6.2c is "Yes".  Please complete and separately send by email to your ASX listings adviser a work sheet in the form of	N/A
	Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.	

Introduced 01/12/19; amended 31/01/20