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# SECURITY TRADING POLICY

MIRVAC GROUP

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## SECURITY TRADING POLICY

### 1. Definitions and Interpretation

#### 1.1 Definitions

In this policy:

**Approving Officers** has the meaning set out in section 7.4 of this policy.

**Associate** of a Restricted Officer includes:

- a. their spouse, de facto or partner;
- b. their dependent children and any other dependent persons;
- c. any trustee of a trust or other fiduciary arrangement under which they, their spouse or partner, or their dependents, is or may be a beneficiary;
- d. any company in which they, their spouse or partner, or their dependants, hold a majority of the shares or otherwise control (directly or indirectly);
- e. any other entity in which they are a director, secretary or executive officer; and
- f. any investment manager who acts on behalf of the Restricted Officer or on behalf of a Restricted Officer's Associates.

**ASX** means ASX Limited or, depending on the context, the financial market that it operates.

**Chief Executive Officer and Managing Director** means the person holding the office of Chief Executive Officer and Managing Director of the Mirvac Group.

**Closed Period (Workplace Participant)** means (in respect of a Workplace Participant):

- a. any period in which the Workplace Participant has Inside Information in relation to Relevant Mirvac Securities; and
- b. any period advised by the Mirvac Group to be a Closed Period (Workplace Participant).

**Closed Period (Restricted Officer)** means (in respect of a Restricted Officer):

- a. the period from (and including) 1 January until 12.00 noon (AEST or AEDT, as applicable) on the next business day after the day on which the half-year or full year results are released (as applicable to the relevant entity);
- b. the period from (and including) 1 July until 12.00 noon (AEST or AEDT, as applicable) on the next business day after the day on which the half-year or full year results are released (as applicable to the relevant entity);
- c. the period from (and including) 1 April until 12.00 noon (AEST or AEDT, as applicable) on the next business day after the day on which the MGR Q3 quarterly update is released (as applicable to the relevant entity), with the first Closed Period relating to the MGR Q3 quarterly update to commence for the MGR Q3 quarterly update for the quarter ending 31 March 2015;
- d. the period from (and including) 1 October until 12.00 noon (AEST or AEDT, as applicable) on the next business day after the day on which the MGR Q1 quarterly update is released (as applicable to the relevant entity);
- e. any period during which the Restricted Officer has Inside Information in relation to Relevant Mirvac Securities; and
- f. any period advised by the Mirvac Group to be a Closed Period (Restricted Officer).

**Closed Period** means a Closed Period (Workplace Participant) or Closed Period (Restricted Officer) as the context requires).

**Corporations Act** means the Corporations Act 2001 (Cth) as affected by any class order or other instrument of the Australian Securities and Investments Commission applying to the Mirvac Group.

**Dealing** includes:

- a. applying for, acquiring or disposing of, Securities or entering into an agreement to do so; and
- b. arranging, granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of Securities,

and **Deal** has a corresponding meaning.

**Excluded Dealing** has the meaning given in section 8.2 of this policy.

**Executive Committee** means the Mirvac Group Committee known as the Executive Committee.

**Executive Leadership Team** means the Mirvac Group Committee known as the Executive Leadership Team.

**General Counsel** means the person holding the office of General Counsel and Company Secretary of the Mirvac Group.

**Inside Information** has the meaning set out in section 3.1 of this policy.

**Mirvac Group** means Mirvac Limited, the Mirvac Property Trust, Mirvac Funds Management Limited, the Mirvac Industrial Trust and their respective controlled entities.

**Relevant Mirvac Securities** means the Securities in:

- a. Mirvac Group (being ASX ticker code MGR);
- b. Mirvac Industrial Trust (being ASX ticker code MIX);
- c. any other listed entity within the Mirvac Group; or
- d. any listed entity of which Mirvac Funds Management Limited is responsible entity or trustee.

**Restricted Officer** has the meaning set out in section 4.1 of this policy.

**Securities** includes:

- a. stapled securities, shares or bonds issued or proposed to be issued by a company;
- b. derivatives including swaps, equity or credit derivatives;
- c. units in a managed investment scheme;
- d. debentures, stocks or bonds issued or proposed to be issued by a government;
- e. options; and
- f. any other financial products that are able to be traded on a financial market.

**Workplace Participant** means:

- a. an employee, consultant or contractor of the Mirvac Group; and

- b. directors of each of Mirvac Limited, Mirvac Funds Limited, Mirvac Funds Management Limited and any other Mirvac Group entity (or its responsible entity) with Securities listed on the ASX.

## 1.2 Interpretation

- a. Where relevant, words used in this policy have the same meaning as in the Corporations Act.
- b. A reference to days is a reference to calendar days unless otherwise specified in this policy.
- c. A reference to 'including' is to be read as 'including (without limitation)'.
- d. A reference to Deal or Deals has the same meaning as 'Dealing'.

## 2. Introduction

### 2.1 Purpose of this policy

- a. Pursuant to the ASX Listing Rules, the Mirvac Group is required to have a trading policy in place which complies with the requirements of those Listing Rules.
- b. This policy sets out when:
  - i. Restricted Officers and Associates of Restricted Officers; or
  - ii. Workplace Participants,may not Deal in Relevant Mirvac Securities, subject to a number of limited exceptions as set out in the terms of this policy.
- c. If you do not understand any part of this policy or how it applies to you, you should contact the General Counsel before Dealing in any Relevant Mirvac Securities.

### 2.2 Application of the policy

This policy applies to all:

- a. employees, consultants and contractors of the Mirvac Group; and
- b. directors of each of Mirvac Limited, Mirvac Funds Limited, Mirvac Funds Management Limited and any other Mirvac Group entity with Securities listed on the ASX (**Workplace Participants**).

### 2.3 Breach of policy and penalties for insider trading

A breach of this policy by any person is serious and may lead to disciplinary action, including dismissal in serious cases. It may also constitute for the Workplace Participant and/or the Mirvac Group a breach of the law and lead to severe fines and/or imprisonment, and potential civil liability for any loss suffered as a result of a prohibited Dealing in Securities.

## 3. Inside Information and Trading

### 3.1 What is Inside Information?

Inside information

- a. is information relating to Relevant Mirvac Securities that:
- b. is not generally available; and
- c. if it were generally available, would, or would be likely to, influence persons who commonly invest in Securities in deciding whether to acquire or dispose of the Relevant Mirvac Securities, and

- d. includes all oral or written information that fits the definitions in clauses 3.1a and 3.1b, whether matters of uncertain nature, rumours, matters of supposition, matters relating to the intentions of a person (including an entity in the Mirvac Group or an entity which has a Mirvac Group member which acts as its trustee or responsible entity), indefinite matters that are not required to be disclosed to the public, and whether accurate, inaccurate or incorrect.

It is not limited to information regarding the Mirvac Group but may relate to other persons, including customers, suppliers, counterparties, investors or other persons with whom the Mirvac Group is in discussions.

### **3.2 What is generally available information?**

Information is generally available if it:

- a. is readily observable, that is, accessible to the public by whatever means;
- b. has been made known in a manner likely to bring it to the attention of persons who commonly invest in Securities of the relevant type; or
- c. consists of deductions, conclusions or inferences made or drawn from information that is readily observable or has been made known in the manner referred to in clause 3.2b.

### **3.3 Examples of Inside Information**

Examples of Inside Information might include:

- a. a material change to forecast results of an entity;
- b. a material acquisition of an asset or sale of an asset;
- c. a proposed or actual takeover or scheme;
- d. a proposed or actual merger;
- e. proposed material legal proceedings being commenced by or against an entity;
- f. regulatory action or investigation by government authorities;
- g. a proposed or actual dividend or distribution or change in the dividend or distribution policy;
- h. a significant expansion or contraction of business operations;
- i. a change of a responsible entity;
- j. senior management or Board changes; ;
- k. the loss of a major tenant or a material breach of a lease by a major tenant which would have a material impact on earnings of the relevant entity; or
- l. an industrial dispute or project delays on a material project or development.

### **3.4 What is insider trading?**

- a. If a Workplace Participant has Inside Information and that Workplace Participant knows or ought reasonably to know, that the information is Inside Information, it is illegal for that Workplace Participant to:
  - i. Deal in the relevant Securities;
  - ii. procure another person to Deal in the relevant Securities; or
  - iii. give the information to another person who the person knows, or ought reasonably to know, is likely to:
    - Deal in the Securities; or
    - procure someone else to Deal in the Securities.

- b. Insider trading is not restricted to trading in Relevant Mirvac Securities . A Workplace Participant who is in possession of Inside Information in respect of any listed entity and then Deals in the Securities of that other entity with the benefit of Inside Information may be guilty of insider trading. An example may be a Workplace Participant who comes into possession of Inside Information about another listed entity, arising as a result of a proposed transaction with the Mirvac Group, and that person subsequently Deals illegally in the Securities of the other listed entity. This also applies to the communication of insider information in respect of any entity, as described in section 5.

#### **4. Special Obligations of Restricted Officers**

##### **4.1 Who is a Restricted Officer?**

- a. Each of the following persons are Restricted Officers:
  - i. any Director, the General Counsel or any company secretary of each of Mirvac Limited, Mirvac Funds Limited, Mirvac Funds Management Limited or any other Mirvac Group entity with Securities listed on the ASX;
  - ii. any member of the Executive Leadership Team; and
  - iii. any member of the Executive Committee; and
  - iv. any other 'key management personnel' as defined in Accounting Standards AASB 124 Related Party Disclosure.
- b. In addition, any Workplace Participant employed as part of the following teams from time to time are Restricted Officers:
  - i. investor relations and external relations;
  - ii. finance team members (as nominated by the Chief Financial Officer);
  - iii. Group treasury;
  - iv. taxation;
  - v. company secretarial and compliance;
  - vi. legal;
  - vii. corporate transactions; and
  - viii. capital transactions.
- c. Any other Workplace Participant may be nominated as a Restricted Officer by a member of the Executive Leadership Team or the General Counsel, by notice in writing.

##### **4.2 Associates of Restricted Officers and Workplace Participants**

- a. Where this policy places a restriction on a Restricted Officer or Workplace Participant in Dealing in Relevant Mirvac Securities, the Restricted Officer or Workplace Participant must not knowingly allow a Dealing in Relevant Mirvac Securities by any of its Associates.
- b. In order to comply with this section, a Restricted Officer or Workplace Participant must inform any Associate of the Restricted Officer or Workplace Participant of the restrictions placed upon them under this policy.
- c. An Associate of the Restricted Officer or Workplace Participant must not Deal in Relevant Mirvac Securities without approval being obtained in accordance with this policy.

##### **4.3 Restricted Officers' confirmation of compliance**

Restricted Officers must, upon request, confirm that they have complied with the requirements of this Policy.



## **5. Communicating Inside Information**

If a Workplace Participant (including a Restricted Officer) has Inside Information the Workplace Participant must not directly or indirectly communicate that information to another person if he or she knows, or ought reasonably to know, that the other person would or would be likely to:

- a. Deal in Relevant Mirvac Securities; or
- b. procure another person to Deal in Relevant Mirvac Securities.

A breach of this clause may also constitute a breach of the Workplace Participant's confidentiality obligations to the Mirvac Group.

## **6. Closed Periods**

### **6.1 Closed Period (Workplace Participant)**

Any Workplace Participant (who is not a Restricted Officer) may not, during a Closed Period (Workplace Participant):

- a. Deal in Relevant Mirvac Securities; or
- b. procure another person to Deal in Relevant Mirvac Securities.

### **6.2 Closed Period (Restricted Officer)**

Any Mirvac Restricted Officer may not, during a Closed Period (Restricted Officer):

- a. Deal in Relevant Mirvac Securities; or
- b. procure another person to Deal in Relevant Mirvac Securities.

### **6.3 Declaration of Closed Period**

The Mirvac Group may advise, at any time, that a Closed Period (Workplace Participant) or a Closed Period (Restricted Officer) is in force (for example due to the consideration of a significant transaction) and may specify the length of that period.

## **7. Dealing in Relevant Mirvac Securities**

### **7.1 When Restricted Officers may Deal**

- a. A Restricted Officer may only Deal in Relevant Mirvac Securities if:
  - i. it is not a Closed Period (Restricted Officer);
  - ii. they complete a Notice of Intention to Deal in accordance with section 7.3 of this policy; and
  - iii. they obtain prior approval in accordance with section 7.4 of this policy.
- b. Any Workplace Participant, whether a Restricted Officer or otherwise, who is in possession of Inside Information must not Deal or communicate such Inside Information at any time, regardless of whether or not it is a Closed Period.

### **7.2 Special circumstances**

A Restricted Officer may apply to Deal in Relevant Mirvac Securities during a Closed Period in the following circumstances:

- a. to comply with the requirements of a court order or other legal or regulatory requirement;
- b. severe financial hardship for a pressing financial commitment which cannot be satisfied other than by disposing of Relevant Mirvac Securities; or
- c. any other circumstance which is considered to be an exceptional circumstance by the Approving Officers.

In these circumstances, the Restricted Officer must complete a Notice of Intention to Deal in accordance with section 7.3 of this policy and obtain prior approval in accordance with section 7.4 of this policy.

### 7.3 Notice of Intention to Deal

Any Restricted Officer wishing to Deal in Relevant Mirvac Securities at any time must complete a Notice of Intention to Deal Form as set out in Appendix A to this policy (and available on the Mirvac Group intranet).

### 7.4 Approving Officers

The following persons are Approving Officers under this policy:

Notice of Intention to Deal from	Approving Officer
Restricted Officer (other than those officers listed below)	The Managing Director or General Counsel and one other member of the Executive Leadership Team.
Director of Mirvac Limited, Mirvac Funds Limited, Mirvac Funds Management Limited or any other listed entity within the Mirvac Group.	<ul style="list-style-type: none"> <li>➤ The Chairman of the Board of Mirvac Limited and Mirvac Funds Limited (<i>in relation to Dealing in MGR securities</i>); or</li> <li>➤ The Chairman of the Board of Mirvac Funds Management Limited (<i>in relation to Dealings in listed securities of entities of which Mirvac Funds Management Limited acts as responsible entity or trustee</i>).</li> </ul> <p>Approval in each instance shall only be provided by the relevant Chairman following a recommendation from the General Counsel.</p>
Chairman of Mirvac Limited, Mirvac Funds Limited, Mirvac Funds Management Limited or any other listed entity within the Mirvac Group	The Chairman of the Mirvac Group Audit, Risk and Compliance Committee, following a recommendation from the General Counsel.
Chief Executive Officer and Managing Director	Chairman of Mirvac Group, following a recommendation from the General Counsel.

### 7.5 Approval

- a. The Approving Officers must notify the Restricted Officer as to whether their request is approved or not approved, within 7 days of the receipt of a completed Notice of Intention to Deal. A Restricted Officer must not Deal without a written approval from the relevant Approving Officers.
- b. In considering whether to approve, the Approving Officers may take into account future matters, plans and intentions of the Mirvac Group.
- c. An approval must:

- i. be in writing (including email but not any other form of electronic communication) and must specify the duration of the approval;
  - ii. not be retrospective in relation to past Dealing; and
  - iii. must not extend for more than 10 business days (with the effect that the relevant Dealing must be completed within that period).
- d. The Approving Officers may not approve a Restricted Officer Dealing if the Approving Officers believe:
  - i. it is a Closed Period (Restricted Officer); or
  - ii. the proposed Dealing may breach this policy or any law; or
  - iii. the proposed Dealing could result in reputational damage or may otherwise adversely impact the Mirvac Group.
- e. An approval lapses immediately and without further notification if a Restricted Officer to whom an approval has been given acquires Inside Information.

## **7.6 Notification of Dealing**

A Restricted Officer must give the General Counsel details of any approved Dealing in Relevant Mirvac Securities (including the date and number of Securities) within 2 business days of the Dealing.

## **7.7 Records**

The Approving Officers must send a written record of:

- a. any information received from a Restricted Officer in connection with this policy (including Notice of Intention to Deal forms); and
  - b. any approval or non-approval given under this policy,
- to the General Counsel, who must keep a file of those records.

## **7.8 Notification of Dealings to ASX**

In the event that a Director of Mirvac Limited, Mirvac Funds Limited, Mirvac Funds Management Limited or any other listed entity within the Mirvac Group Deals in Relevant Mirvac Securities, an ASX Appendix 3Y must be lodged by the General Counsel within 5 business days after the Dealing takes place.

The relevant ASX Appendix 3Y must include:

- a. the details of the Dealing;
- b. whether the Dealing occurred in a Closed Period; and
- c. whether the Dealing had prior approval in accordance with this policy and the date of that approval.

## **8. Excluded Dealing**

### **8.1 Exclusion**

Sections 6.1, 6.2 and 7 do not apply to a Dealing in Relevant Mirvac Securities during a Closed Period (Workplace Participant) or Closed Period (Restricted Officer) if it is an Excluded Dealing.

## 8.2 Definition of Excluded Dealing

- a. An Excluded Dealing in relation to Relevant Mirvac Securities by a Workplace Participant (including a Restricted Officer) means Dealing in the Relevant Mirvac Securities that results in no change in beneficial interest in the Relevant Mirvac Securities, where the Dealing occurs via investments in a scheme or other arrangement where the investment decisions are exercised by a third party, where the Workplace Participant (including Restricted Officer) has no control or influence with respect to Dealing decisions, or where the Dealing occurs under an offer to all or most of the holders of the Relevant Mirvac Securities.
- b. At all times (even if it is an Excluded Dealing), if a Workplace Participant, whether a Restricted Officer or otherwise, is in possession of Inside Information they must not Deal or communicate the Inside Information at any time.

## 8.3 Examples of Excluded Dealing

The following are examples of Excluded Dealing:

- a. transfer of Relevant Mirvac Securities held by a Workplace Participant into a superannuation fund or other saving scheme in which the Workplace Participant is the only beneficiary;
- b. an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in Relevant Mirvac Securities ) where the assets of the fund or other scheme are invested at the discretion of a third party;
- c. where the Workplace Participant is a trustee, trading in the Relevant Mirvac Securities by that trust where the Workplace Participant is not a beneficiary of the trust and any decisions to trade during a Closed Period is taken by the other trustees or by investment managers independently of the Workplace Participant ;
- d. undertakings to accept, or the acceptance of, a takeover offer in relation to Relevant Mirvac Securities;
- e. trading under an offer or invitation made to all or most of the holders of Relevant Mirvac Securities such as, a rights issue, a security purchase plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board, including decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under the renounceable pro rata issue;
- f. an application for performance rights under any employee security scheme or an allotment of Securities pursuant to any employee security scheme in response to an offer made by the Mirvac Group in accordance with the terms of the relevant employee security scheme and where the timing and structure of the offer has been approved by the Board;
- g. an acquisition of Securities under a security purchase plan or a dividend or distribution plan where the Workplace Participant did not enter into or amend their participation in the plan during a Closed Period; and
- h. the exercise (but not the sale of Relevant Mirvac Securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Closed period and Mirvac Group has been in an exceptionally long Closed Period or has had a number of consecutive Closed Periods and the Workplace Participant could not reasonably have been expected to exercise it at a time when free to do so.

## **9. Prohibited Dealings and Actions**

### **9.1 Speculative Dealing**

No Workplace Participant may Deal in Relevant Mirvac Securities or options or derivatives over Relevant Mirvac Securities on considerations of a short term nature.

### **9.2 Hedging**

No Workplace Participant may enter into any:

- a. transactions in financial products or other arrangements to hedge the value of either:
  - i. unvested awards; or
  - ii. vested awards that remain subject to a holding lock; granted under any employee security scheme;
- b. derivative agreements in respect of any unvested Securities, performance rights, options or other awards pursuant to any employee security scheme; or
- c. derivative agreements in respect of any Relevant Mirvac Securities.

### **9.3 Margin loans or other security arrangements**

No Workplace Participant may enter into any loan or other financial arrangement under which security rights over Mirvac Relevant Securities are granted to a third party.

## **10. General**

### **10.1 Distribution of policy**

This policy must be:

- a. distributed to all Restricted Officers; and
- b. made available to all Workplace Participants via Mirvac Group's intranet.

### **10.2 Review of this Policy**

This Policy will be reviewed periodically to ensure it continues to comply with the law and remains relevant and effective. It is intended that this review be conducted annually.

Material changes made to this Policy arising from periodical reviews will be disclosed to the ASX within 5 days of the changes being made.

## **APPROVED AND ADOPTED**

This Policy was approved and adopted by the MGR Board on 17 April 2014.

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**APPENDIX A – 'NOTICE OF INTENTION TO DEAL' FORM**  
Notice of Intention to Deal

RESTRICTED OFFICER TO COMPLETE:	
Name:	Position:
Approval is sought to: Buy <input type="checkbox"/> Sell <input type="checkbox"/>	
Name of Relevant Mirvac Securities (eg, MGR or MIX):	
Please provide details of any benefits that you will receive as a result of Dealing the Relevant Mirvac Securities (other than normal investment benefits such as income distributions & increases in market value):	
<input type="checkbox"/> I confirm that at the date of my signing this Notice I am not in possession of any Inside Information in respect of the Relevant Mirvac Securities	
APPROVING OFFICER TO COMPLETE:	
Approval is Given to: Buy <input type="checkbox"/> Sell <input type="checkbox"/>	
After (date):	Until (date):

PLEASE NOTE: this approval ceases if any Inside Information comes to the attention of the person who has been given approval to Deal, during the period of the approval. If that occurs, the General Counsel must be advised immediately. *If you have any doubt about whether you have Inside Information or not, then you MUST NOT Deal.*

Your Signature	_____	Date	_____
Signature of Approving Officer*	_____	Date	_____
Name of Approving Officer	_____		
Signature of Approving Officer*	_____	Date	_____
Name of Approving Officer	_____		

\* The Approving Officer in relation to a Notice of Intention to Deal is set out below on the following page.

Notice of Intention to Deal from the following Restricted Officers	Approving Officer
Restricted Officer (other than those officers listed below)	The Managing Director or General Counsel and one other member of the Executive Leadership Team.
Director of Mirvac Limited, Mirvac Funds Limited, Mirvac Funds Management Limited or any other listed entity within the Mirvac Group.	<ul style="list-style-type: none"> <li>➤ The Chairman of the Board of Mirvac Limited and Mirvac Funds Limited (<i>in relation to Dealing in MGR securities</i>); or</li> <li>➤ The Chairman of the Board of Mirvac Funds Management Limited (<i>in relation to Dealings in listed securities of entities of which Mirvac Funds Management Limited acts as responsible entity or trustee</i>).</li> </ul> <p>Approval in each instance shall only be provided by the relevant Chairman following a recommendation from the General Counsel.</p>
Chairman of Mirvac Limited, Mirvac Funds Management Limited or any other listed entity within the Mirvac Group	The Chairman of the Mirvac Group Audit, Risk and Compliance Committee, following a recommendation from the General Counsel.
Chief Executive Officer and Managing Director	Chairman of Mirvac Group, following a recommendation from the General Counsel.

Once approved, a copy of this Form is to be provided to the General Counsel for retention.