

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*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.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Mirvac Group, comprising Mirvac Limited and Mirvac Property Trust, of which Mirvac Funds Limited is the Responsible Entity.

ABN

Mirvac Limited ABN 92 003 280 699  
Mirvac Funds Limited ABN 70 002 561 640  
Mircvac Property Trust ARSN 086 780 645

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | Fully paid ordinary stapled securities, each comprising one fully paid ordinary share in Mirvac Limited and one unit in Mirvac Property Trust ( <b>Securities</b> )                  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 80,000,000 Securities under the Institutional Placement.<br>Up to 475,780,380 Securities under the Entitlement Offer (subject to the reconciliation of securityholder entitlements). |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid Securities.   |

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4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	Yes, the new Securities will rank pari passu with the Mirvac Group Securities currently on issue.
If the additional securities do not rank equally, please state:	Securities issued under the Institutional Placement are not entitled to participate under the Entitlement Offer.
<ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	
5 Issue price or consideration	\$0.90 per Security.
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The proceeds of the issue will be used to repay debt and for general working capital purposes.
7 Dates of entering +securities into uncertificated holdings or despatch of certificates	20 November 2008 for securities issued under the Institutional Placement (80,000,000 Securities), the Institutional Entitlement Offer (382,835,409 Securities) and for securities in respect of which valid acceptances have been received by 5.00pm (Sydney time) on 17 November 2008 ( <b>Early Acceptance Date</b> ) under the Retail Entitlement Offer (8,347,752 Securities).  5 December 2008 under the Retail Entitlement Offer.

8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		After completion of the Institutional Placement and the Entitlement Offer, there will be 1,696,740,524 Securities (based on the number of Securities on issue as at the date of this Appendix 3B and the number of Securities to be issued under the Institutional Placement and the Entitlement Offer subject to the effects of rounding).	Fully paid ordinary stapled securities.
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		9,962,660 10,602,100	Options Performance Rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change.	

+ See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required? No.
- 12 Is the issue renounceable or non-renounceable? Non-renounceable.
- 13 Ratio in which the +securities will be offered 0.417 new Securities for every 1 Security held as at the record date (see item 15 below).
- 14 +Class of +securities to which the offer relates Fully paid ordinary stapled securities.
- 15 +Record date to determine entitlements 7.00pm (Sydney time) on 5 November 2008.
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? No.
- 17 Policy for deciding entitlements in relation to fractions Where fractions arise in the calculation of securityholders' entitlements under the Entitlement Offer they will be rounded down to the next whole number of the new Securities.
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents  
All countries other than Australia and New Zealand and any other jurisdictions into which it is decided to make offers.  
Note: Security holders must be told how their entitlements are to be dealt with.  
Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations 5.00pm on 5 November 2008 (Institutional Entitlement Offer close).  
5.00pm on 17 November 2008 (Early Retail Entitlement Offer close).  
5.00pm on 28 November 2008 (Retail Entitlement Offer close).

20	Names of any underwriters	J.P. Morgan Australia Limited.  J.P. Morgan Australia Limited has agreed to fully underwrite both the Institutional Placement and the Entitlement Offer.
21	Amount of any underwriting fee or commission	J.P. Morgan will be paid a management fee equal to 0.5% of the offer proceeds, and an underwriting fee of 2.75% of the offer proceeds.
22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable.
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Entitlement and acceptance form has been sent on 6 November 2008.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do +security holders sell <i>part</i> of their entitlements through	Not applicable

a broker and accept for the balance?	
32 How do +security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33 +Despatch date	Refer to Item 7 of this Appendix 3B

### Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over

37  A copy of any trust deed for the additional +securities

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**Entities that have ticked box 34(b)**

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 38)		

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: .....Date: 20 November 2008  
(Company Secretary)

Print name: Michael G.A. Smith

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