



24 November 2015

ASX ANNOUNCEMENT

**Transurban Group (ASX: TCL)**

Manager  
Company Announcements Office  
Australian Securities Exchange  
Level 4,  
North Tower, Rialto  
525 Collins Street  
MELBOURNE VIC 3000

**Transurban Group**

Transurban Holdings Limited

ABN 86 098 143 429

Transurban Holding Trust

ARSN 098 807 419

Transurban International Limited

ABN 90 121 746 825

**Melbourne (registered address)**

Level 23, Tower One, Collins Square

727 Collins Street

Docklands Vic 3008 Australia

Telephone +61 (0)3 8656 8900

Facsimile +61 (0)3 9649 7390

**Sydney**

Level 9, 1 Chifley Square

Sydney NSW 2000 Australia

Telephone +61 (0)2 9254 4900

Facsimile +61 (0)8 9254 4990

[www.transurban.com](http://www.transurban.com)

Dear Sir or Madam

**Transurban Group – Notice Under Section 708AA(2)(f) and section 1012DAA(2)(f) of the Corporations Act 2001 (Cth) each as modified by ASIC Class Order 08/35**

This notice is given by Transurban Holdings Limited (ACN 098 143 429) (“**THL**”), Transurban International Limited (ACN 121 746 825) (“**TIL**”) and Transurban Infrastructure Management Limited (ACN 098 147 678; AFSL 246585 (“**TIML**”), as the responsible entity of Transurban Holding Trust (ARSN 098 807 419) (“**THT**”), (together, “**Transurban**”) under sections 708AA(2)(f) and 1012DAA(2)(f) of the *Corporations Act 2001* (Cth) (“**Act**”), as modified by the Australian Securities and Investments Commission Class Order 08/35 (“**Class Order**”).

Transurban has announced a pro rata accelerated renounceable entitlement offer with rights trading on the ASX (“**Rights Issue**”) of 1 fully paid Transurban stapled security (each consisting of an ordinary share in THL, an ordinary share in TIL and a unit in THT) (“**New Stapled Securities**”) for every 18 Transurban stapled securities held as at 7.00 pm (AEDT) on 27 November 2015 by security holders with a registered address in Australia or New Zealand and certain other jurisdictions in which Transurban has decided to extend the offer.

A retail information booklet will be dispatched to eligible retail security holders on 2 December 2015.

Transurban confirms that:

- (a) the New Stapled Securities will be offered for issue without disclosure under Part 6D.2 and Part 7.9 of the Act and without a prospectus or product disclosure statement being prepared;
- (b) this notice is being given under sections 708AA(2)(f) and 1012DAA(2)(f) of the Act as notionally modified by the Class Order;
- (c) as a disclosing entity, Transurban is subject to regular reporting and disclosure obligations;
- (d) as at the date of this notice, Transurban has complied with:

- (i) the provisions of Chapter 2M of the Act as they apply to Transurban; and
- (ii) section 674 of the Act, as it applies to Transurban; and
- (e) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8), 708AA(9), 1012DAA(8) or 1012DAA(9) of the Act, as modified by the Class Order;
- (f) the potential effect the Rights Issue will have on the control of Transurban, and the consequences of that effect, will depend on a number of factors, including investor demand. However, given the structure of the Rights Issue as a pro rata issue and the fact that (based on substantial holding notices that have been lodged on or prior to the date of this notice), no Transurban security holder currently has voting power exceeding 15% in Transurban's issued stapled securities, the Rights Issue is not expected to have a material effect or consequence on the control of Transurban.



Julie Galligan  
Company Secretary