



Friday, 15 April 2016

The Manager
Company Announcements
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam

2016 AGM Sample Proxy Form


Please find attached a sample proxy form relating to Spark Infrastructure's 2016 Annual General Meeting.

Yours faithfully,

A handwritten signature in blue ink, appearing to read "Alex Finley". The signature is stylized and cursive.

Alexandra Finley
Company Secretary

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 730 579
(outside Australia) +61 3 9415 4286

SKI

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 11.30am (Sydney time) on Wednesday 18 May 2016**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Appointing the Chairman of the Meeting as proxy: If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you leave Step 1 blank or your named proxy does not attend the meeting or does not vote in accordance with your instructions, the Chairman of the Meeting will be your proxy. Please note that the Chairman cannot vote undirected proxies on Resolution 1.

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

Voting restrictions for KMP: Please note that if you appoint a member of Spark Infrastructure's key management personnel (**KMP**) or one of their closely related parties as your proxy, they cannot vote on Resolution 1 or 6, unless you direct them how to vote. However, if the Chairman of the Meeting is your proxy and you do not mark a voting box for Resolution 6, then by signing or returning the Proxy Form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy in respect of Resolution 6 even though it is connected with the remuneration of the KMP.

A proxy need not be a Securityholder of Spark Infrastructure

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the Securityholder must sign.
Joint Holding: Where the holding is in more than one name, all of the Securityholders should sign.
Power of Attorney: To sign the proxy form under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for Spark Infrastructure, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Spark Infrastructure hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Spark Infrastructure to be held at the Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney NSW on Friday, 20 May 2016 at 11.30am (Sydney time) and at any adjournment or postponement of that meeting.

Proxy voting by the Chairman of the Meeting:

Under the Corporations Act 2001 (Cth), Spark Infrastructure RE Limited ("Spark Infrastructure RE") and its associates (such as directors of Spark Infrastructure RE) are not entitled to vote their interest on a resolution at a meeting of Spark Infrastructure Trust Securityholders if they have an interest in the resolution or matter other than as a Securityholder. However, Spark Infrastructure RE and its associates may vote as proxies for another member who can vote if their appointments specify the way they are to vote, and they vote that way. Accordingly, the Chairman is not permitted to vote undirected proxies on Resolution 1. If the Chairman of the Meeting is your proxy or is appointed your proxy by default, and you do not direct your proxy how to vote, your vote will not be cast on Resolution 1. However, by signing and returning this form, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 6, even though the Resolution is connected directly or indirectly with the remuneration of a member of Spark Infrastructure's Key Management Personnel. The Chairman may therefore vote undirected proxies on Resolutions 2 - 6.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolutions 2, 3 and 6 and AGAINST Resolutions 4 and 5.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy, you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 - 6 by marking the appropriate box in step 2 below.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-elect Mr Andrew Fay as a Director (Board-endorsed candidate)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To elect Dr Douglas McTaggart as a Director (Board-endorsed candidate)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To elect Mr James Dunphy as a Director (non- Board endorsed candidate)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To elect Mr Michael Rhodes as a Director (non- Board endorsed candidate)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To grant Performance Rights to Mr Rick Francis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies **IN FAVOUR** of Resolutions 2, 3 and 6 and **AGAINST** Resolutions 4 and 5. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input style="width: 90%; height: 20px;" type="text"/>	Securityholder 2 <input style="width: 90%; height: 20px;" type="text"/>	Securityholder 3 <input style="width: 90%; height: 20px;" type="text"/>
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Sole Director and Sole Company Secretary	Director	Director/Company Secretary
Contact Name _____	Contact Daytime Telephone _____	Date ____ / ____ / ____