

# 2015 NOTICE OF MEETINGS

This booklet contains the Notice of Annual General Meetings  
and Notice of General Meeting for

Shareholders of Transurban Holdings  
Limited ABN 86 098 143 429

Shareholders of Transurban International  
Limited ABN 90 121 746 825

and

Unitholders of Transurban Holding Trust  
ARSN 098 807 419

**Monday 12 October 2015 at 11:00am AEDT**

**Melbourne Exhibition Centre**

Melbourne Convention and Exhibition Centre  
2 Clarendon Street  
South Wharf Victoria 3006

## Location of the meetings

The Melbourne Exhibition Centre (MEC) is part of the Melbourne Convention and Exhibition Centre (MCEC) and is located in the central business district of Melbourne, Victoria.

### Directions

**Arriving by tram:** Tram numbers 12, 96 and 109 travel down Spencer/Clarendon Streets and stop opposite the Clarendon Street entrance of the MEC. Tram numbers 48 and 70 stop at the end of Flinders Street. Walk towards the Yarra River, across Seafarers Bridge.

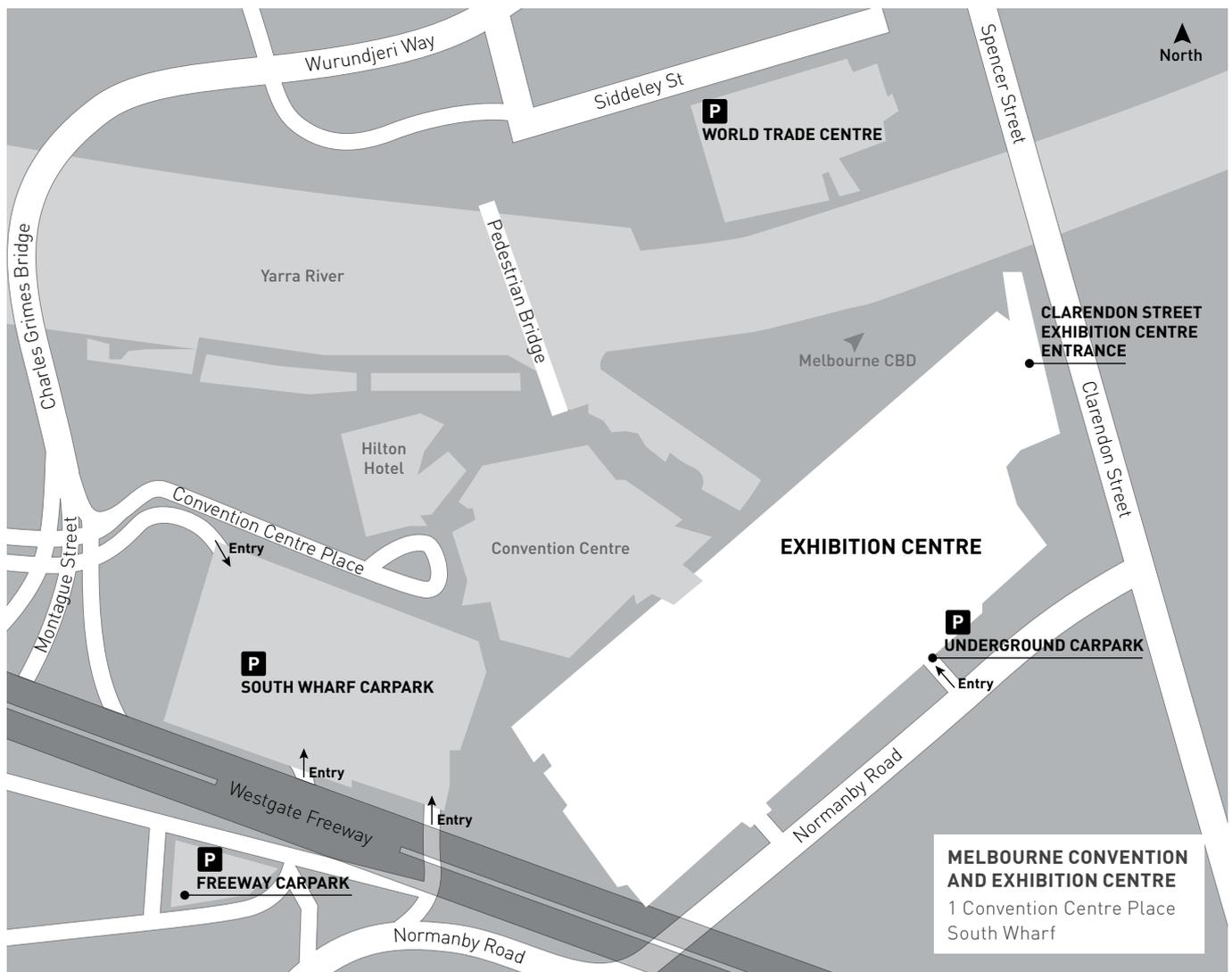
**Arriving by train:** Take the train to Southern Cross Station. Tram numbers 12, 96 and 109 travel past Southern Cross Station down Spencer/Clarendon Streets and stop opposite the Clarendon Street entrance of the MEC.

**Arriving by taxi:** Ask your driver to take you to the 2 Clarendon Street, South Wharf drop off point.

**Arriving on foot:** Pedestrian access is along Southbank or across Seafarers Bridge.

**Parking:** Parking is available at the MCEC (Normanby Road) and adjacent carparks (outside DFO/Hilton South Wharf).

**Or go to:** [mcec.com.au/where-is-mcec/](http://mcec.com.au/where-is-mcec/)



# Notice of Meetings to stapled security holders

The Annual General Meetings of shareholders of Transurban Holdings Limited (THL) and Transurban International Limited (TIL) will be held in conjunction with a General Meeting of unitholders of Transurban Holding Trust (THT) (together, **Transurban Group**) on Monday, 12 October 2015 at 11.00am Australian Eastern Daylight Time (AEDT) at the Melbourne Exhibition Centre, Melbourne Convention and Exhibition Centre, 2 Clarendon Street, South Wharf, Victoria 3006.

## Business

### Ordinary business

#### 1. Financial reports (THL, TIL and THT)

To receive and consider the financial report, directors' report, and the auditors' report contained within the Transurban Group Annual Report for the year ended 30 June 2015.

#### 2. Election and re-election of directors (THL and TIL only)

To consider and, if appropriate, pass the following as separate ordinary resolutions:

(a) To re-elect a director of THL and TIL:

"That Christine O'Reilly, being a director of THL and TIL who retires in accordance with rule 35(e) of the THL and TIL constitutions, and being eligible, is re-elected as a director of THL and TIL."

(b) To re-elect a director of THL and TIL:

"That Rodney Slater, being a director of THL and TIL who retires in accordance with rule 35(e) of the THL and TIL constitutions, and being eligible, is re-elected as a director of THL and TIL."

#### 3. Adoption of Remuneration Report (THL and TIL only)

To consider and, if appropriate, pass the following as an ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2015 be adopted."

**Note** that the vote on this resolution is advisory only and does not bind the directors, THL or TIL.

##### Voting exclusion statement

The Corporations Act 2001 (**Corporations Act**) restricts members of the key management personnel (**KMP**) and their closely related parties from voting in relation to item 3 in certain circumstances.

Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of the KMP.

The Transurban Group will disregard any votes cast on the proposed resolution in item 3:

→ by or on behalf of members of the KMP (being the directors and the other KMP named in the Remuneration Report for the year ended 30 June 2015) and closely related parties of those persons, regardless of the capacity in which the vote is cast; and

→ as a proxy by members of the KMP at the date of the meeting and their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on item 3:

→ in accordance with a direction on the proxy form; or  
→ by the Chair in accordance with an express authority to vote undirected proxies as the Chair sees fit.

**What this means for security holders:** If you intend to appoint a member of the KMP (such as one of the directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in item 3. If you intend to appoint the Chair of the meetings as your proxy, you can direct him how to vote by marking the boxes for item 3 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for item 3 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

### Special business

#### 4. Grant of performance awards to the CEO (THL, TIL and THT)

To consider and, if appropriate, pass the following as an ordinary resolution:

"That approval be given for all purposes for the grant to the CEO, Scott Charlton, of up to 292,441 performance awards under the Transurban Group's Long Term Incentive Plan, on the terms summarised in the Explanatory Notes."

##### Voting exclusion statement

The Corporations Act restricts members of the KMP and their closely related parties from voting in relation to item 4 in certain circumstances. In addition, a voting restriction applies in respect of this item under the ASX Listing Rules.

The Transurban Group will disregard any votes cast on the proposed resolution in item 4:

→ by or on behalf of the CEO and any of his associates (in any capacity); and

→ any votes cast as a proxy on this item by members of the KMP at the date of the meeting and their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on item 4:

→ in accordance with a direction on the proxy form; or

→ by the Chair of the meetings in accordance with an express authority to vote undirected proxies as the Chair sees fit.

**What this means for security holders:** If you intend to appoint a member of the KMP (such as one of the directors) or their closely related parties as your proxy, please ensure that you direct them how to vote on the proposed resolution in item 4. If you intend to appoint the CEO or an associate of the CEO as your proxy, please ensure that you direct them how to vote on the proposed resolution in item 4. If you intend to appoint the Chair of the meetings as your proxy, you can direct him how to vote by either marking the boxes for item 4 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for item 4 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).



##### Amanda Street

Company Secretary of Transurban Holdings Limited, Transurban International Limited and Transurban Infrastructure Management Limited (as responsible entity for Transurban Holding Trust)

## Explanatory Notes

### Item 1—Financial report (THL, TIL and THT)

The Transurban Group has prepared and will table at the meetings:

- the consolidated financial report of THL, TIL and THT for the year ended 30 June 2015 (**Group Accounts**); and
- the reports of the directors and the auditor on the Group Accounts.

The Chair of the meetings will allow security holders a reasonable opportunity as a whole to ask questions about, or make comments on, the management of THL, TIL and THT. The auditor, PricewaterhouseCoopers, will also attend the meetings and a reasonable opportunity will be given to security holders to ask questions of the auditor relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted in relation to the preparation of the financial report, and the independence of the auditor in relation to the conduct of the audit.

Security holders who elected to receive a hard copy of the Transurban Group Annual Report for the year ended 30 June 2015 were provided with a copy of the accounts with that report. A copy of the Annual Report is also available on the Transurban website at [transurban.com](http://transurban.com).

### Item 2—Election and re-election of directors (THL and TIL only)

The following directors retire by rotation in accordance with rule 35(e) of the THL and TIL constitutions and, being eligible, offer themselves for re-election:

#### (a) Christine O'Reilly BBus

Independent non-executive director

Ms O'Reilly was appointed a director on 12 April 2012.

She has over 30 years' experience in the finance and infrastructure sectors in various roles including as Co-head of Unlisted Infrastructure at Colonial First State Global Asset Management and as CEO of the GasNet Australia Group.

Ms O'Reilly is currently a Non-executive Director of CSL Limited, Energy Australia Holdings Pty Ltd, and Medibank Private Limited. She is also a Non-executive Director of Baker IDI Heart and Diabetes Institute and is the Deputy Chair of CARE Australia.

**The directors of THL and TIL (other than Ms O'Reilly) unanimously recommend that security holders vote in favour of the re-election of Ms O'Reilly.**

#### (b) Rodney Slater J.D., BS

Independent non-executive director

Mr Slater was appointed a director on 22 June 2009.

He is a partner in the Government Relations and Lobbying, Transportation, Infrastructure and Local Government, and Construction project groups of Washington, DC firm Squire Patton Boggs where he has been a leader of its transportation practice since 2001. Mr Slater previously served as US Secretary of Transportation (1997 until the end of the Clinton Administration in January 2001) and was the Administrator of the Federal Highway Administration (1993–1996).

In the US, Mr Slater's current directorships include Kansas City Southern (railroads), Verizon Communications Inc. Atkins Global and Southern Development Bancorporation. He was previously a Director of Parsons Brinckerhoff, Delta Airlines, Northwest Airlines and ICx Technologies Inc. Mr Slater is a Director of the Congressional Awards Foundation and United Way Worldwide.

**The directors of THL and TIL (other than Mr Slater) unanimously recommend that security holders vote in favour of the re-election of Mr Slater.**

### Item 3—Adoption of Remuneration Report (THL and TIL only)

The Remuneration Report details various matters regarding the remuneration of Transurban's non-executive directors, the CEO and other senior executives, and is set out in the Transurban Group Annual Report for the year ended 30 June 2015. The Remuneration Report:

- explains the Board's policies in relation to the objectives and structure of remuneration;
- discusses the relationship between those policies and the Transurban Group's performance;
- provides a detailed summary of performance measures, why they were chosen and how performance is measured against them; and
- sets out the remuneration details for each director and each of the other KMP of the Transurban Group.

The Chair of the meetings will allow security holders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The vote on the adoption of the Remuneration Report is advisory only and does not bind the directors, THL or TIL. However, the directors will take the outcome of the vote into consideration when setting remuneration practices and policies for future years.

**The directors of THL and TIL unanimously recommend that security holders vote in favour of adopting the Remuneration Report.**

## Special business

### Item 4—Grant of performance awards to the ceo (THL, TIL and THT)

Security holder approval is being sought for the proposed grant of performance awards to the CEO, Scott Charlton, under the Transurban Group's Long Term Incentive (LTI) Plan on the terms set out below.

As any Transurban securities to be delivered to the CEO upon vesting of the performance awards will be purchased on-market, the Transurban Group is not required by law to seek security holder approval for the proposed grant. However, the Transurban Group considers it appropriate to seek security holder approval as a matter of good, transparent corporate governance.

#### LTI Plan terms and conditions

If security holder approval is obtained, performance awards will be granted to the CEO as part of his remuneration package for the 2016 financial year. Each performance award entitles the CEO to one fully paid ordinary Transurban stapled security at the end of a three year performance period, subject to the satisfaction of the performance measures described below. Securities allocated to the CEO on vesting of the performance awards will rank equally with other Transurban securities.

The total number of performance awards to be granted to the CEO is based on the respective value of each of the components of the LTI grant, applying the relevant valuation methodology (as set out below).

For the TSR measure component (see below for a description of the TSR measure), the valuation methodology is based on a fair value calculation using a Monte-Carlo simulation (consistent with the methodology required under the applicable accounting standard). The number of performance awards to be granted in respect of the TSR component is calculated based on 50% of the CEO's LTI opportunity divided by the relevant fair value.

For the FCF measure component (see below for a description of the FCF measure), the valuation methodology is based on a face value approach (discounted for anticipated distributions). The number of performance awards to be granted in respect of the FCF component is calculated based on 50% of the CEO's LTI opportunity divided by the relevant value.

Taking into account the above valuation methodology for each component, the total number of performance awards to be granted to the CEO will not exceed 292,441.

As the CEO's grant forms his LTI remuneration, the performance awards will be granted at no cost to the CEO and no amount is payable on vesting of the performance awards. The performance awards will be granted under, and subject to, the rules of the Transurban Group's LTI Plan. Performance awards do not carry any distribution or voting rights prior to vesting.

If security holder approval is obtained, it is anticipated that the performance awards will be granted to the CEO shortly after the meetings. No performance awards will be granted pursuant to this approval more than 12 months after the date of the meetings.

If the performance measures are satisfied, the performance awards will automatically vest. Whilst the Board has discretion to grant cash payments of equivalent value at the end of the performance period, it is the Board's current intention to settle any vested performance awards in Transurban securities.

If the vested performance awards are settled in securities, the Transurban Group will acquire securities on-market on a one-for-one basis. The securities will be transferred to the CEO following acquisition. Any securities delivered to the CEO on vesting will be acquired on-market and, therefore, will not dilute existing security holdings.

To compensate the CEO for the remuneration he would forego if security holder approval is not obtained, the Transurban Group may pay the CEO a cash amount (equivalent to the value the grant would have had at vesting had it been approved by security holders). The CEO will only receive a cash payment if the performance measures are satisfied.

#### Performance measures

The performance awards will be granted to the CEO in two equal tranches and are subject to the following performance measures over a three year performance period:

- relative TSR tranche—half of the performance awards will be subject to a vesting condition based on relative Total Shareholder Return (TSR) measured against a bespoke comparator group comprising companies within the ASX top 150 in the transport, utilities, real estate, construction and infrastructure Global Industry Classification Standards (GICS) sectors; and
- FCF per security tranche—half of the performance awards will be subject to a vesting condition linked to Free Cash Flow (FCF) per security, which reflects the Transurban Group's focus on the maximisation of free cash to drive security holder return.

The performance awards lapse if the performance measures are not met at the end of the performance period. There is no re-testing of performance awards after the vesting date.

#### Relative TSR measure

The relative TSR tranche of the performance awards will vest if the Transurban Group's relative TSR performance is at least above the median of the bespoke comparator group of companies at the end of the three year performance period, in accordance with the following vesting schedule:

THE TRANSURBAN GROUP'S RELATIVE TSR RANKING AGAINST THE COMPARATOR GROUP	% OF PERFORMANCE AWARDS THAT VEST
At or below the 50th percentile	Nil
Above the 50th percentile but below the 75th percentile	Straight line vesting between 50–100%
At or above the 75th percentile	100%

The performance period will run from 1 July 2015 until 30 June 2018. At the end of the performance period the Transurban Group will receive an independent report that presents the Transurban Group's TSR growth against the bespoke comparator group and that of each company in the comparator group. Rankings are awarded (the highest ranking company being ranked at the 100th percentile) to determine the extent to which performance awards subject to this performance measure will vest. As shown by the schedule above, no performance awards will vest unless the Transurban Group's relative TSR is above the 50th percentile.

### Free Cash Flow per security measure

Within the Transurban Group, FCF per security is defined as:

- Cash flows from operating activities
- **Add back:** transaction and integration costs related to acquisitions (non 100% owned entities)
- **Add back:** payments for maintenance of intangible assets
- **Less:** cash flows from operating activities from consolidated non 100% owned entities
- **Less:** allowance for maintenance of intangible assets for 100% owned assets
- **Adjust for:** distributions and interest received from non 100% owned entities
- **Divided by:** weighted average of securities issued.

The FCF per security tranche of the performance awards will vest depending on the Transurban Group's compound average annual growth targets translated into annual FCF growth over the three year performance period. The FCF per security vesting schedule is as follows:

<b>% AVERAGE ANNUAL GROWTH IN FCF PER SECURITY</b>	<b>% OF PERFORMANCE AWARDS THAT VEST</b>
8%	50%
Between 8% and 11%	Straight line vesting between 50-100%
11%	100%

The FCF calculation is determined on a per security basis by the Board, in its sole discretion. The Board has discretion to adjust the calculation of FCF per security (for example, to exclude the impact of significant events that may occur during the performance period). The number of securities will be calculated for each financial year and will be expressed as a weighted average over the relevant period. The movement in FCF per security best reflects the Transurban Group's underlying business performance.

The Transurban Group's FCF outcome for each financial year will be included in the Transurban Group's audited financial statements for the relevant year.

### Treatment of performance awards on cessation of employment

If the CEO ceases employment before the vesting conditions are tested the CEO will not be entitled to retain his unvested performance awards and all unvested performance awards will generally lapse (unless the Board determines otherwise).

### Change of control

In the event of a takeover or change of control of the Transurban Group, any unvested performance awards will vest at the discretion of the incumbent Board. Performance awards that vest following a change of control will not generally be subject to restrictions on dealing.

### Other information

In relation to the LTI Plan:

- the CEO is the only director entitled to participate in the LTI Plan;
- this is the fourth grant to Mr Charlton under the LTI Plan;
- there is no loan scheme in relation to the performance awards;
- the CEO is prohibited from hedging the security price exposure in respect of performance awards during the performance period applicable to those performance awards; and
- if security holder approval is obtained, further details of the performance awards granted to the CEO under the LTI Plan in the 2016 financial year will be provided in the Remuneration Reports for the years ending 30 June 2016, 2017 and 2018 respectively.

**The directors (other than Mr Charlton) consider the grant of performance awards to the CEO to be appropriate in all the circumstances and unanimously recommend that security holders vote in favour of the grant.**

## General

### Stapled security holder meetings

At present, the shares in THL and TIL and the units in THT are stapled together under the THL constitution, the TIL constitution and the THT constitution to form stapled securities. This means that all shareholders of THL and TIL are also unitholders of THT and, as such, the meetings of THL and TIL and of THT are held concurrently.

### Required majority and voting entitlement

The resolutions described in items 2-4 (inclusive) are ordinary resolutions and each will be passed if at least 50% of votes cast by security holders entitled to vote on the resolution are cast in favour of the resolution.

The vote on each resolution will be decided on a show of hands or a poll as determined by the Chair of the meetings, subject to any requirements of the Corporations Act and the THL, TIL and THT constitutions.

On a resolution of THL, TIL or THT determined by a show of hands, each security holder present in person or by proxy has one vote. On a resolution of THL or TIL determined by a poll, each security holder present in person or by proxy has one vote for each fully paid ordinary share held. On a resolution of THT determined by a poll, each security holder present in person or by proxy has one vote for every dollar of the total interest they have. The value of a security holder's total interest in THT will be calculated by reference to the last sale price of stapled securities on the ASX on Friday, 9 October 2015.

### Voting and proxies

#### Eligibility to vote

For the purposes of determining entitlement to vote at the meetings, stapled securities will be taken to be held by those registered as holders as at 11.00am AEDT on Saturday, 10 October 2015. Transactions registered after that time will be disregarded in determining security holders' entitlement to vote at the meetings.

#### Proxies and corporate representatives

A security holder can attend and vote at the meetings either by:

- attending and voting in person, or if the security holder is a corporate security holder, appointing a representative on the security holder's behalf; or
- appointing an attorney or a proxy to attend and vote for the security holder.

#### Voting by corporate representative

Any corporate security holder or proxy must appoint a person to act as its representative. The representative must bring a formal notice of appointment signed as required by section 127 of the Corporations Act or the constitution of the corporation. A form of notice of appointment can be obtained from Computershare Investor Services Pty Limited or downloaded from [investorcentre.com/au](http://investorcentre.com/au).

#### Voting by proxy

If a security holder does not want to attend the meetings but is entitled to attend and vote, the security holder can appoint a representative or the Chair as proxy to vote for the security holder. A representative can be a natural person, but does not need to be a member of Transurban. The proxy can be appointed in respect of some or all of the votes held by the

security holder. If the security holder is entitled to cast two or more votes, the security holder can appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If a security holder appoints two proxies, neither are entitled to vote as proxy on a show of hands at the meetings.

Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned to Computershare Investor Services Pty Limited at least 48 hours before the meetings for the proxy to be effective (that is, no later than 11.00am AEDT on Saturday, 10 October 2015). The proxy form and authority must be returned as set out below:

- **personally to:**  
Computershare Investor Services Pty Limited  
Yarra Fall  
452 Johnston St  
Abbotsford VIC 3067
- **by post to:**  
Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
(An envelope is enclosed)
- **by facsimile to:**  
Computershare Investor Services Pty Limited  
1800 783 447 (within Australia)  
(+613) 9473 2555 (outside Australia)
- **online at:**  
[investorvote.com.au](http://investorvote.com.au)

To use this facility you will need the enclosed proxy form as it contains your Control Number and your Securityholder Reference Number (a ten digit number beginning with I) or Holder Identification Number (a ten digit number beginning with an X), which form your Personal Identification Number (PIN) to verify the transmission. Alternatively scan the QR Code on your enclosed proxy form with your mobile device.

- **online for Intermediary Online subscribers only at:**  
[intermediaryonline.com](http://intermediaryonline.com)

#### Voting exclusions

Certain voting restrictions apply to item 3 (adoption of Remuneration Report) and item 4 (grant of performance awards to the CEO). If you wish to appoint a member of the KMP (which includes each of the directors and the Chair) as your proxy, please read the voting exclusions in this Notice and the proxy form carefully. Security holders are encouraged to direct their proxies how to vote.

#### How the Chair will vote available proxies

The Chair of the meetings intends to vote all available proxies in favour of the resolutions set out in this Notice.

#### Default to the Chair

Any directed proxies that are not voted on a poll at the meetings will automatically default to the Chair of the meetings, who is required to vote proxies as directed.

#### Voting by attorney

Where a security holder appoints an attorney to act on his or her behalf at the meetings, such appointment must be made by a duly executed power of attorney. The power of attorney must be received by 11.00am AEDT on Saturday, 10 October 2015. The power of attorney must be returned to Computershare Investor Services Pty Limited as set out above.

## **Admission to meetings**

Proof of identity will be required.

Security holders or their proxies, attorneys or representatives who will be attending the meetings are asked to arrive 15 minutes prior to the start of the meetings and to bring their proxy form to help speed admission. Security holders who appoint a proxy or attorney may still attend the meetings. However, if the security holder votes on a resolution, the proxy or attorney is not entitled to vote as that security holder's proxy or attorney on the resolution.

Security holders who do not plan to attend the meetings are encouraged to complete and return a proxy form.

## **Webcast**

A live webcast of the meetings will be available on the Transurban website at [transurban.com](http://transurban.com) from 11.00am AEDT on Monday, 12 October 2015. The webcast will be recorded and be made available to view after the meetings.

## **Conducting the meetings**

The meetings are intended to give security holders the opportunity to:

- hear presentations from the Chair and the CEO about the operations and performance of the Transurban Group and the outlook for the year ahead;
- consider and vote on the resolutions before the meetings; and
- ask questions of the Board, management and the auditor generally on the items of business before the meetings, the management of the Transurban Group, or the conduct of the audit and the auditor's report. The Chair and the CEO will generally answer questions on behalf of the Board and management.

To help achieve these objectives the Transurban Group will:

- webcast the meeting for the benefit of those security holders unable to attend the meetings in person;
- provide a reasonable opportunity for security holders at the meetings to ask questions of the Board;
- make sign language (AUSLAN) available for security holders with hearing difficulties;
- answer security holders' questions honestly and fairly. If a question cannot be answered at the meetings, the Transurban Group will seek to provide a response to the security holder asking the question after the meetings; and
- inform security holders as to the proxy voting positions with respect to the resolutions to be considered by the meetings and the manner in which the Chair of the meetings intends to vote available proxies.

To help achieve these objectives the Transurban Group asks that security holders:

- are courteous and respectful to all security holders and others attending the meetings;
- keep their questions and comments to a reasonable length of time to allow as many security holders as possible who may wish to speak at the meetings the opportunity to do so; and
- confine their questions to the matters before the meetings.