

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Transurban Group

ABN

Transurban International Holdings Limited – ABN 90 121 746 825
Transurban Holdings Limited – ABN 86 098 143 429
Transurban Holding Trust – ABN 30 169 362 255

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 | Tripled Stapled Securities comprising one share in Transurban Holdings Limited, one share in Transurban International Limited and one unit in Transurban Holding Trust (“Stapled Securities”) |
|---|--|---|

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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|---|---|--|
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>Up to 404,497,029 fully paid Stapled Securities pursuant to the entitlement offer and placement described in the documents lodged with ASX on 24 April 2014.</p> <p>The exact number of Stapled Securities to be issued under the:</p> <ul style="list-style-type: none">• placement;• institutional component of the entitlement offer (and the institutional bookbuild); and• retail component of the entitlement offer (and the retail bookbuild), <p>is still to be finalised and is subject to reconciliation of security holder entitlements.</p> |
| 3 | Principal terms of the +securities (e.g. 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) | N/A |

+ See chapter 19 for defined terms.

4 Do the +securities rank equally in all respects from the +issue date 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	Yes – although Stapled Securities issued under the placement are not eligible to participate in the entitlement offer
5 Issue price or consideration	\$6.75 per Stapled Security under the entitlement offer \$6.95 per Stapled Security under the placement
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The purpose of the placement and entitlement offer is to raise funds to fund Transurban's equity contribution to the consortium that is purchasing Queensland Motorways.
6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	N/A
6b The date the security holder resolution under rule 7.1A was passed	N/A
6c Number of +securities issued without security holder approval under rule 7.1	N/A

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	The issue date for Stapled Securities under the institutional component of the entitlement offer and the placement will be 12 May 2014. The issue date for Stapled Securities under the retail component of the entitlement offer will be 4 June 2014

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	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	After the entitlement offer and placement there will be up to 1,896,352,229 Stapled Securities (based on the number of Stapled Securities on issue at the date of this Appendix 3B and the number of Stapled Securities to be issued under the placement and entitlement offer, subject to the effects of rounding)	Tripled Stapled Securities comprising one share in Transurban Holdings Limited, one share in Transurban International Limited and one unit in Transurban Holding Trust

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	N/A
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change. The Stapled Securities will participate in the final distribution for the year ending 30 June 2014

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the +securities will be offered	10 new Stapled Securities for every 43 stapled securities held.
14	+Class of +securities to which the offer relates	Tripled Stapled Securities comprising one share in Transurban Holdings Limited, one share in Transurban International Limited and one unit in Transurban Holding Trust
15	+Record date to determine entitlements	1 May 2014
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 security holder's entitlements under the entitlement offer they will be rounded up to the nearest whole number.

+ See chapter 19 for defined terms.

- | | |
|--|--|
| <p>18 Names of countries in which the entity has security holders who will not be sent new offer documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p> | <p>For the retail component of the entitlement offer, all countries other than Australia and New Zealand.</p> <p>For the institutional component of the entitlement offer, all countries other than Australia, New Zealand, United States, United Kingdom, Canada (only Quebec and Ontario), Hong Kong, Singapore, Belgium, Germany, Denmark, UAE, Switzerland and Norway.</p> |
| <p>19 Closing date for receipt of acceptances or renunciations</p> | <p>The institutional component of the entitlement offer will close on 29 April 2014.</p> <p>The retail component of the entitlement offer will close at 5.00pm on 23 May 2014.</p> |

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Appendix 3B
New issue announcement

20	Names of any underwriters	Goldman Sachs Australia Pty Ltd and Morgan Stanley Australia Securities Limited
21	Amount of any underwriting fee or commission	A maximum underwriting fee of 1.25% of the entitlement offer proceeds is payable to the underwriters. A management fee of 0.5% of the entitlement offer proceeds is payable to the underwriters.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No prospectus is being produced. A Retail Offer Booklet and Entitlement and Application Form will be sent to eligible retail security holders on 6 May 2014
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through	N/A

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a broker?

- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?

N/A

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 ⁺Issue date
The issue date for Stapled Securities under the institutional component of the entitlement offer will be 12 May 2014.

The issue date for Stapled Securities under the retail component of the entitlement offer will be 4 June 2014.

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

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A				
39	+Class of +securities for which quotation is sought	N/A				
40	Do the +securities rank equally in all respects from the +issue date 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	N/A				
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)	N/A				
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px; text-align: center;">N/A</td> <td style="padding: 5px;"></td> </tr> </tbody> </table>	Number	+Class	N/A	
Number	+Class					
N/A						

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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 is not available now, we 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:


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Company secretary

Date: 24 April 2014

Print name: Amanda Street

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