

4 June 2014

AMENDED APPENDIX 3B FOR THE ENTITLEMENT OFFER

Transurban attaches an amended Appendix 3B in relation to its Entitlement Offer.

This Appendix 3B updates the total number of securities issued under the Entitlement Offer and shows the total number of securities now on issue.



Amanda Street
Company Secretary

Investor enquiries

Henry Byrne

General Manager, Communications, Media and Investor Relations
+61 438 564 245

Transurban Group

Transurban International Limited
ABN 90 121 746 825

Transurban Holdings Limited
ABN 86 098 143 429

Transurban Holding Trust
ABN 30 169 362 255

ARSN 098 807 419
corporate@transurban.com
www.transurban.com

Level 23
Tower One, Collins Square
727 Collins Street
Melbourne Victoria 3000 Australia
Telephone +613 8656 8900
Facsimile +613 9649 7380

Level 9
1 Chifley Square
Sydney
NSW 2000 Australia
Telephone +612 9254 4900
Facsimile +612 9254 4990

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 ”) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 404,528,869 fully paid Stapled Securities pursuant to the entitlement offer and placement described in the documents lodged with ASX on 24 April 2014 |
| 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.

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New issue announcement

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 were 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 was to raise funds to fund Transurban's equity contribution to the consortium that is purchasing the Queensland Motorways Group
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.

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 was 12 May 2014. The issue date for Stapled Securities under the retail component of the entitlement offer is 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)	1,896,384,069 (after the issue of all of the securities described in section 2)	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.

9 Number and ⁺class of all ⁺securities not quoted on ASX (including the ⁺securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="767 255 1070 304">Number</th><th data-bbox="1070 255 1359 304">⁺Class</th></tr> </thead> <tbody> <tr> <td data-bbox="767 304 1070 533">N/A</td><td data-bbox="1070 304 1359 533"></td></tr> </tbody> </table>	Number	⁺ Class	N/A	
Number	⁺ Class				
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.

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|--|--|
| <p>18 Names of countries in which the entity has security holders who will not be sent new offer documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</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 closed on 29 April 2014</p> <p>The retail component of the entitlement offer closed at 5.00pm on 23 May 2014</p> |

+ See chapter 19 for defined terms.

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 was produced. A Retail Offer Booklet and Entitlement and Application Form were 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

+ See chapter 19 for defined terms.

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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

+ See chapter 19 for defined terms.

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 was 12 May 2014 The issue date for Stapled Securities under the retail component of the entitlement offer is 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)	Number	+Class
		N/A	

+ See chapter 19 for defined terms.

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:
Company secretary

Date: 4 June 2014

Print name: Amanda Street

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+ See chapter 19 for defined terms.