

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

APA Group (consisting of Australian Pipeline Trust and APT Investment Trust, both trusts of which Australian Pipeline Limited is the Responsible Entity (RE))

ABN

Australian Pipeline Limited (RE) ABN 99 091 344 704
Australian Pipeline Trust ARSN 091 678 778 ("APT")
APT Investment Trust ARSN 115 585 441 ("APTIT")

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 | Fully paid ordinary APA Group stapled securities, each comprising an ordinary unit in APT and APTIT, stapled together ("Stapled Securities"). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>Up to 278,583, 603 fully paid ordinary APA Group stapled securities ("New Securities") pursuant to a pro-rata accelerated renounceable entitlement offer (the "Entitlement Offer") described in the ASX Announcement and Investor Presentation lodged with the ASX on 10 December 2014 (the "Announcement Materials").</p> <p>The exact number of New Securities to be issued pursuant to the Entitlement Offer, including the exact breakdown of New Securities to be issued pursuant to the institutional component of the Entitlement Offer (the "Institutional Entitlement Offer") and the retail component of the Entitlement Offer (the "Retail Entitlement Offer"), is not known at the date of this Appendix 3B as it remains subject to the reconciliation of security holder entitlements and the effects of rounding.</p> |

+ See chapter 19 for defined terms.

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)	Fully paid ordinary APA Group stapled securities.
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.
5	Issue price or consideration	\$6.60 per New Security.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	As described in the Announcement Materials – namely, to raise funds to, along with debt financing, fund the acquisition of the QCLNG Pipeline from BG 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

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 the New Securities under the Institutional Entitlement Offer and Early Retail Acceptance will be 23 December 2014. The issue date for the remaining New Securities under the Retail Entitlement Offer will be 28 January 2015.

+ See chapter 19 for defined terms.

	Number	+Class	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	After completion of the Entitlement Offer there will be up to 1,114,334,410 Stapled Securities on issue (based on the 835,750,807 Stapled Securities on issue as at the date of this Appendix 3B and the 278,583,603 New Securities expected to be issued under the Entitlement Offer, as referred to in Item 2).	Fully paid ordinary APA Group stapled securities, each comprising an ordinary unit in APT and APTIT.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Nil.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as existing Stapled Securities from the date of issue.
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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	1 New Security for every 3 Stapled Securities held as at the record date.
14	+Class of +securities to which the offer relates	Fully paid ordinary APA Group stapled securities, each comprising an ordinary unit in APT and APTIT.
15	+Record date to determine entitlements	7.00pm (Sydney time) 15 December 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 holders' entitlements under the Entitlement Offer they will be rounded down to the next whole number of New Securities.
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Under the Retail Entitlement Offer, all countries other than Australia and New Zealand. Under the Institutional Entitlement Offer, all countries other than Australia, New Zealand, the United States, Canada (Ontario, BC, Quebec), Hong Kong, Japan, Korea, Malaysia, Singapore, United Arab Emirates, Austria, Belgium, Denmark, Germany, Netherlands, France, Ireland, Italy, Luxembourg, Norway, Sweden, Switzerland, United Kingdom.
19	Closing date for receipt of acceptances or renunciations	Institutional Entitlement Offer closes 11 December 2014. Early Retail Acceptance Date closes 19 December 2014. Final Retail Offer Period closes 15 January 2015.
20	Names of any underwriters	Macquarie Capital (Australia) Limited, Morgan Stanley Australia Securities Limited and Deutsche Bank AG, Sydney branch
21	Amount of any underwriting fee or commission	A combined underwriting and management fee of 1.75% (total fee pool) of the proceeds of the Entitlement Offer
22	Names of any brokers to the issue	It is contemplated that a number of brokers will be appointed to the Entitlement Offer and notified to the market following their appointment.
23	Fee or commission payable to the broker to the issue	It is contemplated that certain of the co-managers will each receive A\$50,000 for acting as co-managers. In addition, certain brokers may be paid a commitment fee by the Underwriters of 0.50% of the value of the commitments to deliver retail client acceptances which those brokers have provided to the Underwriters.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	APA will pay to stockbrokers who submit valid applications in respect of eligible retail security holders a stamping fee of an amount equal to 0.50% of the application monies (inclusive of GST) paid in respect of valid applications, subject to a maximum of \$500 per valid application.
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A

+ See chapter 19 for defined terms.

26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No Product Disclosure Statement will be issued. The Retail Entitlement Offer documents will be sent to eligible retail security holders on or before 17 December 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 a broker?	N/A
31	How do security holders sell <i>part</i> 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)?	See Retail Offer Booklet for description of Retail Shortfall Bookbuild for renounced entitlements.
33	⁺ Issue date	The issue date for the New Securities under the Institutional Entitlement Offer and Early Retail Acceptance will be 23 December 2014. The issue date for the remaining New Securities under the Retail Entitlement Offer will be 28 January 2015.

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

Entities that have ticked box 34(b)

- 38 Number of ⁺securities for which ⁺quotation is sought
- 39 ⁺Class of ⁺securities for which quotation is sought
- 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

⁺ See chapter 19 for defined terms.

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	N/A

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: Date: 10 December 2014
Company secretary

Print name: Mark Knapman

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