

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

15 December 2017

RETAIL ENTITLEMENT OFFER – RETAIL INFORMATION BOOKLET

Attached is a copy of the Retail Information Booklet in connection with the retail component of Transurban's pro rata accelerated renounceable entitlement offer (with retail entitlements trading) of new Transurban stapled securities, announced on 12 December 2017. The Retail Information Booklet will be despatched to eligible retail security holders on Tuesday, 19 December 2017.

Further information

For further information on the Retail Entitlement Offer, please contact the Transurban Security Holder Information Line on 1300 360 146 (within Australia) or on +61 3 9415 4315 (outside Australia) at any time between 8:30am to 5:30pm (AEDT) Monday to Friday, or visit www.transurban.com/offer from 19 December 2017.

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Important Information

This release is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any securities in Transurban in any jurisdiction. This release does not constitute financial product advice and does not and will not form part of any contract for the acquisition of Transurban ordinary securities.

This release does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Securities in any jurisdiction outside Australia. In particular, neither the entitlements nor the new securities have been, or will be, registered under the U.S. Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not be issued to, or exercised or taken up by, and the new securities may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of persons in the United States unless they are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction of the United States.

In particular, persons in the United States and persons acting for the account or benefit of persons in the United States (to the extent such persons are acting for the account or benefit of a person in the United States) will not be eligible to purchase or trade entitlements on the ASX or otherwise, or take up or exercise entitlements purchased on the ASX or otherwise, or transferred from another person.

Classification **Public**

Transurban Group

Transurban International Limited
 ABN 90 121 746 825

Transurban Holdings Limited
 ABN 86 098 143 429

Transurban Holding Trust
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For personal use only

15 DECEMBER 2017

Retail entitlement offer

Details of a 3 for 37 pro rata accelerated renounceable entitlement offer of new Transurban stapled securities at an offer price of \$11.40 per security



RETAIL ENTITLEMENT OFFER CLOSES AT 5.00PM (AEDT) ON 24 JANUARY 2018

OR

YOU MAY ACCEPT EARLY BY 5.00PM (AEDT) ON 20 DECEMBER 2017

This will enable you to be allotted New Securities at the same time as Institutional Investors.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

If you are an Eligible Retail Security Holder this Retail Information Booklet requires your immediate attention. It is an important document which is accompanied by a personalised Entitlement and Acceptance Form and both should be read carefully and in full. This Retail Information Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. You have a number of options to consider in respect of your Retail Entitlements, which may materially affect the value (if any) that you receive from them. If you have any questions about the Retail Entitlement Offer, you should seek professional advice from an adviser who is licensed by ASIC to give that advice. You can also contact the Transurban Security Holder Information Line on 1300 360 146 (within Australia) or +61 3 9415 4315 (outside Australia) at any time from 8.30am to 5.30pm (AEDT) Monday to Friday during the Retail Entitlement Offer Period.

Transurban Holdings Limited (ABN 86 098 143 429) Transurban International Limited (ABN 90 121 746 825) Transurban Infrastructure Management Limited (ABN 27 098 147 678; AFS licence number 246585) as the responsible entity of Transurban Holding Trust (ARSN 098 807 419)

Important information

This Retail Information Booklet has been prepared by Transurban and relates to the Retail Entitlement Offer.

The Retail Entitlement Offer is being made pursuant to sections 708AA and 1012DAA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) which allow entitlement offers to be made without a prospectus or a product disclosure statement.

Before deciding how to deal with their Retail Entitlements, it is important for Eligible Retail Security Holders to carefully read and understand this Retail Information Booklet and the information about Transurban and the Retail Entitlement Offer that is publicly available. In particular, Eligible Retail Security Holders should consider:

- the risk factors outlined in the 'Key Risks' section of the Investor Presentation included in Section 6 of this Retail Information Booklet for a summary of certain general and Transurban specific risk factors and risks associated with the West Gate Tunnel Project that may affect the operating and financial performance of Transurban or the value of an investment in Transurban; and
- the Announcements in Section 6 of this Retail Information Booklet, Transurban's interim and annual reports and other announcements made by Transurban which are available at www.asx.com.au (including announcements which may be made by Transurban after the publication of this Retail Information Booklet).

This Retail Information Booklet (other than the Announcements) is dated 15 December 2017. The Announcements are current as at 15 December 2017. This Retail Information Booklet remains subject to change without notice.

Future performance and forward-looking statements

This Retail Information Booklet includes certain "forward-looking statements" within the meaning of securities laws of applicable jurisdictions. Forward-looking statements can generally be identified by the use of forward-looking words such as "may", "should", "will", "expect", "intend", "plan", "estimate", "anticipate", "believe", "continue", "objectives", "outlook", "guidance" or other similar words, and include statements regarding certain plans, strategies and objectives of management and expected financial performance and the effects of the Retail Entitlement Offer and the use of proceeds. These forward-looking statements are based on current views, expectations and beliefs as at the date they are expressed. They involve known and unknown risks, uncertainties and other factors, many of which are outside the control of Transurban, and its officers, employees, agents or associates, including the risks set out in the "Key Risks" section of the Investor Presentation. Actual results, performance or achievements may vary materially from any projections and forward-looking statements expressed or implied and the assumptions on which those statements are based. You are cautioned not to place undue reliance on forward-looking statements.

Forward-looking statements, opinions and estimates provided in this Retail Information Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. There are usually

differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and their differences may be material. Forward-looking statements including projections, guidance on future earnings, distributions and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance

Transurban disclaims any responsibility for the accuracy or completeness of any forward-looking statements. Transurban disclaims any responsibility to update or revise any forward-looking statement to reflect any change in Transurban's financial condition, status or affairs or any change in the events, conditions or circumstances on which a statement is based, except as required by law.

Past performance

Past performance information given in this Retail Information Booklet is provided for illustrative purposes only and should not be relied upon as, and is not, an indication of future performance.

Not for distribution or release in the United States

This Retail Information Booklet may not be released or distributed in the United States. This Retail Information Booklet does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any person who is acting for the account or benefit of any person in the United States (to the extent such person is acting for the account or benefit of a person in the United States), or in any other jurisdiction in which such an offer would be illegal. Neither the Retail Entitlements nor the New Securities have been, or will be, registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States. The Retail Entitlements may not be issued to, or taken up or exercised by, and the New Securities may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States). Neither the Retail Entitlements nor the New Securities may be offered, sold or resold, directly or indirectly, in the United States or to persons acting for the account or benefit of a person in the United States (to the extent such persons hold Securities and are acting for the account or benefit of a person in the United States) except in transactions exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction of the United States. The Retail Entitlements and the New Securities to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S.

Other general matters

Please read carefully Section 8 of this Retail Information Booklet for other important notices, disclaimers and acknowledgements.

Currency

Unless otherwise stated, all dollar values in this Retail Information Booklet are in Australian dollars (A\$, \$ or dollars).

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Key dates for the Retail Entitlement Offer

EVENT	DATE
Retail Entitlements commence trading on ASX on a deferred settlement basis	15 December 2017
Record Date for determining eligibility for the Entitlement Offer (7.00pm, AEDT)	15 December 2017
Retail Entitlement Offer opens	19 December 2017
Despatch of Retail Information Booklets and personalised Entitlement and Acceptance Forms	19 December 2017
Retail Entitlements commence trading on ASX on a normal settlement basis	20 December 2017
Last day for Eligible Retail Security Holders to lodge an Application via BPAY ¹ to be allotted New Securities at the same time as Eligible Institutional Security Holders (5.00pm, AEDT) (" Early Retail Application Closing Date ")	20 December 2017
Settlement of New Securities under the Institutional Entitlement Offer and Retail Entitlement Offer for Applications which have been received by the Early Retail Application Closing Date	21 December 2017
New Securities allotted under the Institutional Entitlement Offer and Retail Entitlement Offer for Applications which have been received by the Early Retail Application Closing Date commence trading on ASX (" Initial Allotment "). New Securities allotted under the Initial Allotment will trade under ASX ticker "TCLNB" until the FY18 Interim Distribution Ex-Date	22 December 2017
Despatch of confirmation of issue for New Securities issued under the Initial Allotment	22 December 2017
FY18 Interim Distribution Ex-Date. The New Securities allotted under the Initial Allotment trade under ASX ticker "TCL"	28 December 2017
Retail Entitlements trading on ASX ends	17 January 2018
New Securities to be allotted under the Final Allotment commence trading on ASX on a deferred settlement basis	18 January 2018
Retail Entitlement Offer closes (5.00pm, AEDT) (" Retail Closing Date ")	24 January 2018
Retail Shortfall Bookbuild (for renounced Retail Entitlements and Retail Entitlements of Ineligible Retail Security Holders)	29 January 2018
Settlement of all remaining New Securities under the Retail Entitlement Offer (" Final Settlement Date ")	1 February 2018
Allotment of all remaining New Securities under the Retail Entitlement Offer (" Final Allotment ")	2 February 2018
New Securities under the Final Allotment commence trading on ASX on a normal settlement basis	5 February 2018
Despatch of confirmation of issue for New Securities issued under the Final Allotment. Payment of Retail Premium (if any)	6 February 2018

These dates (except where historical) are indicative only and are subject to change without notice. All times and dates refer to Australia Eastern Daylight Time (AEDT). Subject to the requirements of the Corporations Act, the ASX Listing Rules and any other applicable laws, Transurban has the right, with the consent of the Underwriters, to amend the timetable, including extending the Retail Entitlement Offer Period or accepting late Applications, either generally or, in particular cases, without notice.

The quotation of Retail Entitlements and New Securities is subject to confirmation from ASX.

Cooling off rights do not apply to Applications. You cannot withdraw your Application once it has been accepted. If you submit an Application before the Early Retail Application Closing Date (being 5.00pm (AEDT) on 20 December 2017) you will not be able to trade or transfer your Retail Entitlements. Eligible Retail Security Holders wishing to participate in the Retail Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Retail Entitlement Offer opens.

¹ @ registered to BPAY Pty Limited ABN 69 079 137 518.

Chairman's letter



Dear Security Holder,

Transurban is recognised as a global leader in developing and operating urban toll road projects, and owns one of the strongest portfolios of toll road assets in the world. As a valued Security Holder, I am pleased to invite you to participate in an equity raising that will facilitate the next phase of disciplined growth for the Transurban business.

On 12 December 2017, Transurban announced it had achieved contractual close¹ with the Victorian State Government to build, toll and operate the West Gate Tunnel Project until 2045. This is a significant transport infrastructure project to relieve congestion in Melbourne, reduce reliance on the West Gate Bridge, provide a direct freight link to the Port of Melbourne and remove trucks from residential areas in the inner west. The West Gate Tunnel construction phase commenced on 12 December 2017 and is due to complete in 2022.

On 12 December 2017, Transurban also launched a fully underwritten pro rata accelerated renounceable entitlement offer (with retail entitlements trading) of new Securities ("**New Securities**") to raise approximately \$1.9 billion. The proceeds will be used to contribute to funding Transurban's share of the West Gate Tunnel Project and for general corporate purposes.

As announced on 15 December 2017, Transurban successfully completed the institutional component of the Entitlement Offer raising gross proceeds of approximately \$1.35 billion.

All Eligible Security Holders are invited to participate in the Entitlement Offer, under which 3 New Securities are being offered for every 37 existing Transurban Securities ("**Existing Securities**") held at 7.00pm (AEDT) on the Record Date of 15 December 2017 ("**Entitlement**") at an issue price of \$11.40 per New Security ("**Offer Price**").

This Retail Information Booklet relates to the retail component of the Entitlement Offer ("**Retail Entitlement Offer**"). Your Retail Entitlements may be valuable and you have a number of options available to you to realise their value which are outlined in the next section. Please read this Retail Information Booklet carefully before deciding what to do.

I am pleased to reaffirm distribution guidance of 56.0 cents per Security for the full financial year ending 30 June 2018. This remains unchanged following the announcement of contractual close on the West Gate Tunnel Project and the Entitlement Offer. We have previously announced a distribution totalling 28.0 cents per Security for the six months ending 31 December 2017 (which is included in the distribution guidance for the year ending 30 June 2018). New Securities issued under the Entitlement Offer will not be entitled to that distribution – although they will be entitled to the distributions for any future periods, including for the six months ending 30 June 2018.

On behalf of the Board of Transurban, I invite you to consider this investment opportunity and thank you for your continued support.

A handwritten signature in black ink, appearing to read 'Lindsay Maxsted'.

Lindsay Maxsted
Chairman

¹ Transurban has entered into unconditional agreements with the Victorian State Government.

Section 1

Key information on the Retail Entitlement Offer

1.1

Is this Retail Information Booklet relevant to you?

This Retail Information Booklet is relevant to you if you are an **Eligible Retail Security Holder**.

You are an Eligible Retail Security Holder if you meet all of the following requirements:



You are registered as a holder of Securities as at the Record Date (being 7.00pm on 15 December 2017).



You have a registered address on the Transurban security register in Australia or New Zealand.



You are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent you hold Securities for the account or benefit of such person in the United States).



You did not receive an offer to participate (other than as a nominee) or were otherwise ineligible to participate under the Institutional Entitlement Offer.



You are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

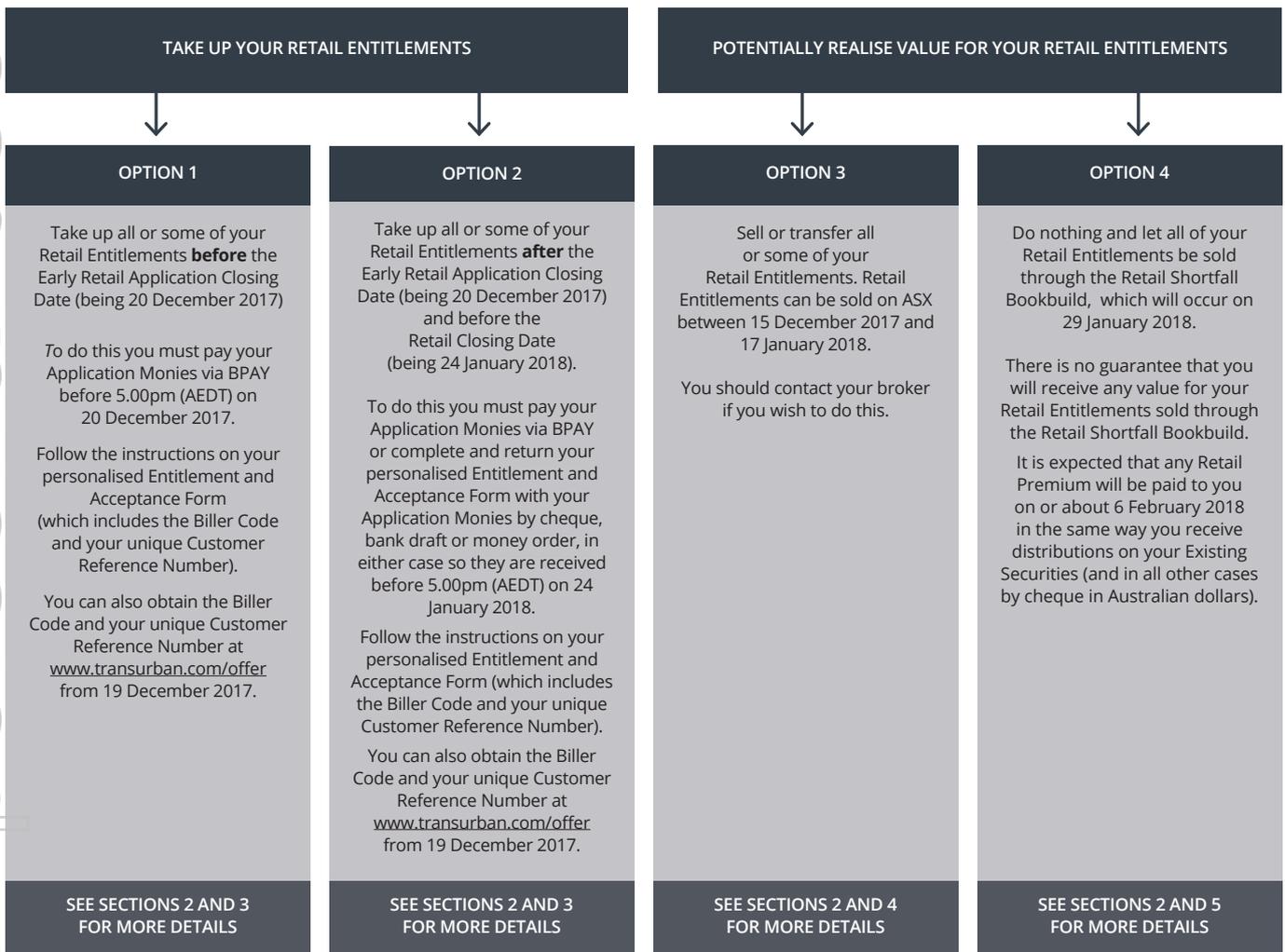
IF YOU **DO NOT MEET** ALL OF THOSE REQUIREMENTS, YOU ARE NOT AN ELIGIBLE RETAIL SECURITY HOLDER AND ARE REFERRED TO AS AN **"INELIGIBLE RETAIL SECURITY HOLDER"** IN THIS RETAIL INFORMATION BOOKLET.

Section 1

Key information on the Retail Entitlement Offer

1.2 What options do Eligible Retail Security Holders have?

IF YOU ARE AN ELIGIBLE RETAIL SECURITY HOLDER YOU MAY:



IMPORTANT

If you take up all or some of your Retail Entitlements before the Early Retail Application Closing Date, you will not be able to sell or transfer those Retail Entitlements. Transurban will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to you if you:

- attempt to sell or transfer any of your Retail Entitlements that you have elected to take up before the Early Retail Application Closing Date; or
- trade your Retail Entitlements before the Retail Entitlements are allotted, or before you receive your personalised Entitlement and Acceptance Form, whether on the basis of confirmation of the allocation provided by Transurban or the Registry or failure to maintain your updated details on the Transurban security registry or otherwise.

RETAIL ENTITLEMENTS PURCHASED ON-MARKET OR OTHERWISE CANNOT BE TAKEN UP BEFORE THE EARLY RETAIL APPLICATION CLOSING DATE (BEING 5.00PM (AEDT) ON 20 DECEMBER 2017).

Section 1

Key information on the Retail Entitlement Offer

1.3 What options do Ineligible Retail Security Holders have?

Ineligible Retail Security Holders are unable to participate in the Entitlement Offer and cannot take up, sell or transfer their Retail Entitlements. Their Retail Entitlements will be sold in the Retail Shortfall Bookbuild and Ineligible Retail Security Holders will receive the Retail Premium (if any) in respect of their Retail Entitlements. There is no guarantee that there will be any Retail Premium.

1.4 What are the key details of the Entitlement Offer?

Offer Ratio	3 for 37
Offer Price	\$11.40
Number of New Securities to be issued	Approximately 166,628,598
Gross proceeds	Approximately \$1.9 billion

1.5 How many Retail Entitlements do I have?

If you are an Eligible Retail Security Holder the number of Retail Entitlements you have been granted is set out in your personalised Entitlement and Acceptance Form. The Retail Entitlements you have been granted were calculated based on the Offer Ratio and the number of Securities you held as at the Record Date (being 7.00pm (AEDT) on 15 December 2017).

Where fractions arose in the calculation of your Retail Entitlements, they were rounded up to the next whole number.

If you had more than one holding of Securities as at the Record Date, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Retail Entitlements for each holding. The Retail Entitlements stated on your personalised Entitlement and Acceptance Form may be in excess of the actual Retail Entitlements you are permitted to take up where, for example, where you are holding Securities on behalf of a person in the United States.

1.6 FY18 Interim Distribution and DRP

On 4 December 2017, Transurban announced the FY18 Interim Distribution. The record date for the FY18 Interim Distribution is 29 December 2017 ("**FY18 Interim Distribution Record Date**"), and the FY18 Interim Distribution is due to be paid in cash or distributed in the form of securities under Transurban's DRP on 16 February 2018.

New Securities issued under the Entitlement Offer are **not** entitled to receive the FY18 Interim Distribution.

However, in respect of your Existing Securities, you will be eligible to participate in the FY18 Interim Distribution to the extent that your Existing Securities are recorded on Transurban's register as at the FY18 Interim Distribution Record Date.

1.7 Important terminology

To help you understand the terminology used in this Retail Information Booklet:

- references to 'you' are references to Eligible Retail Security Holders;
- references to 'your Retail Entitlements' are references to the Retail Entitlements of Eligible Retail Security Holders; and
- references to 'your Entitlement and Acceptance Form' are references to the form of that name accompanying this Retail Information Booklet that you can use to take up your Retail Entitlements.

Section 1

Key information on the Retail Entitlement Offer

1.8

Enquiries

If you have any doubt about how to deal with your Retail Entitlements, you should seek professional advice from an adviser who is licensed by ASIC to give that advice.

If you:

- have questions on how to complete your Entitlement and Acceptance Form or how to take up, sell or transfer all or some of your Retail Entitlements; or
- have lost your Entitlement and Acceptance Form and would like a replacement form,

you should contact the Transurban Security Holder Information Line on 1300 360 146 (within Australia) or +61 3 9415 4315 (outside Australia) at any time from 8.30am to 5.30pm (AEDT) Monday to Friday during the Retail Entitlement Offer Period. You may also access your personalised payment details at www.transurban.com/offer from 19 December 2017.

Section 2

Summary of your options

Key considerations for Eligible Retail Security Holders

OPTION	KEY CONSIDERATIONS
<p>Option 1:</p> <p>Take up all or some of your Retail Entitlements before the Early Retail Application Closing Date (being 5.00pm (AEDT) on 20 December 2017)</p> <div data-bbox="95 806 319 1008" style="border: 1px solid green; padding: 5px; margin-top: 10px;"> <p>For more information about this option see</p> <p>SECTION 3</p> </div>	<ul style="list-style-type: none"> > You may elect to purchase New Securities at the Offer Price. > You must submit your Application via BPAY before 5.00pm (AEDT) on 20 December 2017. Any Application submitted with payment via cheque, bank draft or money order will not be allotted New Securities under Option 1 even if the Application is received before 5.00pm (AEDT) on 20 December 2017. Applications submitted with payment via cheque, bank draft or money order before 5.00pm (AEDT) on 24 January 2018 will be allotted New Securities under Option 2. > You should instruct payment well before 5.00pm (AEDT) on 20 December 2017 if you want your New Securities to be allotted under Option 1. > Transurban will treat you as applying for as many New Securities as your payment will pay for in full. You are not able to apply for New Securities in excess of your Retail Entitlements as shown on your personalised Entitlement and Acceptance Form. Any Application Monies received for more than your final allocation of New Securities will be refunded. No interest will be paid to applicants on any Application Monies received or refunded (wholly or partially). > The New Securities are expected to be allotted on 22 December 2017 (that is, at the same time as New Securities are allotted under the Institutional Entitlement Offer) and commence trading on ASX on a normal settlement basis on 22 December 2017. > The New Securities will be fully paid and rank equally in all respects with Existing Securities, except that the New Securities will not be eligible to receive the next distribution, being the FY18 Interim Distribution. > If you take up all or part of your Retail Entitlements under this option, you will not be able to sell or transfer those Retail Entitlements (see Option 3 below). Transurban will not be liable for any losses you incur if you attempt to sell or transfer any Retail Entitlements that you take up under this option. > Retail Entitlements purchased on-market or otherwise cannot be taken up under this option.
<p>Option 2:</p> <p>Take up all or some of your Retail Entitlements after the Early Retail Application Closing Date (being 5.00pm (AEDT) on 20 December 2017) but before the Retail Closing Date (being 5.00pm (AEDT) on 24 January 2018)</p> <div data-bbox="95 1568 319 1769" style="border: 1px solid green; padding: 5px; margin-top: 10px;"> <p>For more information about this option see</p> <p>SECTION 3</p> </div>	<ul style="list-style-type: none"> > You may elect to purchase New Securities at the Offer Price. > To do so, you need to either: <ul style="list-style-type: none"> – complete and return your personalised Entitlement and Acceptance Form with the requisite Application Monies by cheque, bank draft or money order; or – pay your Application Monies via BPAY pursuant to the instructions set out on the Entitlement and Acceptance Form. > If you decide to submit your payment via BPAY you should instruct payment well before 5.00pm (AEDT) on 24 January 2018 to enable its receipt before the Retail Entitlement Offer closes. If you decide to submit your payment by cheque, bank draft or money order, you must ensure that the payment (along with your personalised Entitlement and Acceptance Form) is received by no later than 5.00pm (AEDT) on 24 January 2018. > Transurban will treat you as applying for as many New Securities as your payment will pay for in full. You are not able to apply for New Securities in excess of your Retail Entitlements as shown on your personalised Entitlement and Acceptance Form. Any Application Monies received for more than your final allocation of New Securities will be refunded. No interest will be paid to applicants on any Application Monies received or refunded (wholly or partially). > The New Securities will be fully paid and rank equally in all respects with Existing Securities, except that the New Securities will not be eligible to receive the FY18 Interim Distribution. > If you only take up part of your Retail Entitlement, you may choose to sell or transfer the balance between 15 December 2017 and 17 January 2018 (see Option 3 below) or you may do nothing and let that part be sold in the Retail Shortfall Bookbuild for your benefit (see Option 4 below). > If you submit an Application to take up Retail Entitlements after 5.00pm (AEDT) on 20 December 2017, your Application will be cancelled (and any application payment refunded) if you have sold or transferred your Retail Entitlements before 5.00pm (AEDT) on 17 January 2018

Section 2

Summary of your options

OPTION	KEY CONSIDERATIONS
<p>Option 3:</p> <p>Sell or transfer all or some of your Retail Entitlements</p> <div data-bbox="129 752 355 952" style="border: 1px solid green; padding: 5px; margin-top: 10px;"> <p style="text-align: center;">For more information about this option see</p> <p style="text-align: center;">SECTION 4</p> </div>	<ul style="list-style-type: none"> > If you do not wish to take up all or some of your Retail Entitlements, you may be able to sell all or some of your Retail Entitlements on ASX through your broker or transfer your Retail Entitlements directly to another person. > Retail Entitlements may be traded on ASX from 15 December 2017 (on a deferred settlement basis) and 20 December 2017 (on a normal settlement basis) to 17 January 2018 (ASX code: TCLRA) ("Retail Entitlement Trading Period"). You may incur brokerage costs if you sell all or some of your Retail Entitlements on ASX. Depending on the number of Retail Entitlements you have, brokerage costs may have a material impact on the net proceeds you receive. > If you sell your Retail Entitlements during the Retail Entitlement Trading Period, you may receive a higher or lower amount than an Eligible Retail Security Holder who sells their Retail Entitlements at a different time during the Retail Entitlement Trading Period or through the Retail Shortfall Bookbuild. > If you only sell or transfer some of your Retail Entitlements, you may choose to take up the remainder (see Options 1 and 2 above) or you may do nothing and let your remaining Retail Entitlements be sold in the Retail Shortfall Bookbuild (see Option 4 below). > If you take up all or some of your Retail Entitlements before 5.00pm (AEDT) on 20 December 2017 (see Option 1 above), you will not be able to sell or transfer those Retail Entitlements. Transurban will not be liable for any losses you incur if you attempt to sell or transfer any Retail Entitlements that you take up before 5.00pm (AEDT) on 20 December 2017. > It is your responsibility to confirm the number of Retail Entitlements you have for the purposes of ASX on-market trades and off-market transfers. > There is no guarantee that there will be a liquid market in traded Retail Entitlements.
<p>Option 4:</p> <p>Do nothing and let all or some of your Retail Entitlements be sold through the Retail Shortfall Bookbuild</p> <div data-bbox="129 1402 355 1601" style="border: 1px solid green; padding: 5px; margin-top: 10px;"> <p style="text-align: center;">For more information about this option see</p> <p style="text-align: center;">SECTION 5</p> </div>	<ul style="list-style-type: none"> > To the extent you do not take up all of your Retail Entitlements or you do not sell them on ASX (or via direct transfer), your Retail Entitlements will be sold through the Retail Shortfall Bookbuild on 29 January 2018 and you will receive the Retail Premium (if any) in respect of those Retail Entitlements. There is no guarantee that there will be any Retail Premium. > The ability to sell Retail Entitlements under the Retail Shortfall Bookbuild and the ability to obtain any Retail Premium will depend on various factors, including market conditions. Further, the bookbuild price may not be the highest price available, but will be determined having regard to a number of factors, including having binding and bona fide offers which, in the reasonable opinion of the Underwriters, will, if accepted, result in all Retail Entitlements participating in the Retail Shortfall Bookbuild being sold. > It is expected that the Retail Premium (if any) will be paid to you on or about 6 February 2018 in the same way in which distributions on your Existing Securities have previously been paid to you and in all other instances by a cheque in Australian dollars. > If you have not been paid distributions on your Existing Securities recently as you participate in Transurban's DRP, you may not have provided Transurban with your direct payment instructions or those instructions may be out of date. Therefore, we recommend you check, and if necessary amend, your direct payment instructions online at www.investorcentre.com by following the prompts. To use this facility you will need internet access and your HIN or SRN to pass the security features on the website. > You will not incur brokerage costs on any Retail Premium received from the Retail Shortfall Bookbuild. > By letting your Retail Entitlements be sold through the Retail Shortfall Bookbuild, you will forgo any exposure to increases or decreases in the value of New Securities had you taken up your Retail Entitlements (or any value for those Retail Entitlements that may have achieved through their sale on ASX or otherwise). Your percentage security holding in Transurban will also be diluted.

IF YOU HAVE ANY DOUBT ABOUT HOW YOU SHOULD DEAL WITH YOUR RETAIL ENTITLEMENTS, YOU SHOULD SEEK PROFESSIONAL ADVICE FROM AN ADVISER WHO IS LICENSED BY ASIC TO GIVE THAT ADVICE BEFORE MAKING ANY INVESTMENT DECISION. **YOU SHOULD ALSO CAREFULLY READ:**

- **THE "KEY RISKS" SECTION OF THE INVESTOR PRESENTATION INCLUDED IN SECTION 6 OF THIS RETAIL INFORMATION BOOKLET; AND**
- **SECTION 7 OF THIS RETAIL INFORMATION BOOKLET FOR INFORMATION ON THE AUSTRALIAN TAX IMPLICATIONS OF EACH OPTION.**

Section 3

Additional information—options 1 and 2

Under Options 1 and 2 you can elect to take up all or some of your Retail Entitlements to purchase New Securities at the Offer Price of \$11.40 per New Security.

If you make an Application under:

- Option 1, it is expected that your New Securities will be allotted on 22 December 2017 (at the same time New Securities are allotted under the Institutional Entitlement Offer) and commence trading on ASX on a normal settlement basis on 22 December 2017; or
- Option 2, it is expected that your New Securities will be allotted on 2 February 2018 and commence trading on ASX on a normal settlement basis on 5 February 2018.

3.1 Payment options

To take up all or part of your Retail Entitlements to purchase New Securities at the Offer Price of \$11.40 per New Security, you must:

Pay your Application Monies by BPAY

- **You must choose this payment option if you wish to take up all or some of your Retail Entitlements under Option 1 and you can also choose this payment option if you wish to take up all or some of your Retail Entitlements under Option 2.**
- **If you wish to take up all or some of your Retail Entitlements under Option 1 you should instruct payment well before 5.00pm (AEDT) on 20 December 2017.**
- **If you wish to take up all or some of your Retail Entitlements under Option 2 you should instruct payment well before 5.00pm (AEDT) on 24 January 2018.**
- Follow the instructions on your personalised Entitlement and Acceptance Form (which includes the Biller Code and your unique Customer Reference Number). You can also obtain the Biller Code and your unique Customer Reference Number at www.transurban.com/offer from 19 December 2017.
- You can only make a payment via BPAY if you are the holder of an account with an Australian branch of a financial institution that supports BPAY transactions.

- **You do not need to return your personalised Entitlement and Acceptance Form if you choose this payment option.** By paying your Application Monies by BPAY, you will be deemed to have made the declarations set out in this Retail Information Booklet and on the Entitlement and Acceptance Form.
- Please make sure to use the specific Biller Code and unique Customer Reference Number on your personalised Entitlement and Acceptance Form.
- If you receive more than one personalised Entitlement and Acceptance Form, you will need to complete individual BPAY transactions using the Customer Reference Number specific to each individual personalised Entitlement and Acceptance Form that you receive and under the terms of the agreement you have with your financial institution.
- If you inadvertently use the same Customer Reference Number for more than one of your holdings of Retail Entitlements, you will be deemed to have applied only for your Retail Entitlements to which that Customer Reference Number applies and any excess amount will be refunded.
- You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. You may also have your own limit on the amount that you can pay via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

Pay your Application Monies by cheque, bank draft or money order

- **You cannot choose this payment option if you wish to take up all or some of your Retail Entitlements under Option 1 but you can choose this payment option if you wish to take up all or some of your Retail Entitlements under Option 2.**
- Complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form, indicating the number of New Securities you wish to apply for and return it by mail or delivery to the address set out below and accompanied by a cheque, bank draft or money order in Australian currency for the amount of the Application Monies.

Section 3

Additional information—options 1 and 2

→ **Your completed personalised Entitlement and Acceptance Form and cheque, bank draft or money order must be received at the address below before 5.00pm (AEDT) on 24 January 2018.**

→ Your cheque, bank draft or money order must be:

- payable to "Transurban Group" and crossed "Not Negotiable";
- for an amount equal to \$11.40 multiplied by the number of New Securities that you are applying for and in Australian currency drawn on an Australian branch of a financial institution.

→ Any agreement to issue New Securities to you following receipt of your personalised Entitlement and Acceptance Form is conditional on your cheque, bank draft or money order in payment of the Application Monies for those New Securities being honoured on first presentation. Therefore, you must ensure that sufficient funds are held in relevant account(s) to cover the Application Monies.

→ If the amount of your cheque, bank draft or money order for Application Monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Securities you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Securities as your cleared Application Monies will pay for (and to have specified that number of New Securities on your personalised Entitlement and Acceptance Form). Alternatively, your Application will not be accepted.

→ Cash payments will not be accepted. Receipts for payment will not be issued.

→ Your completed Entitlement and Acceptance Form and cheque, bank draft or money order must be mailed to:

Transurban Group Retail Entitlement Offer

C/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne Victoria Australia 3001

They will not be accepted at Transurban's registered or corporate offices, or at the offices of the Registry.

→ For the convenience of Eligible Retail Security Holders in Australia, an Australian reply paid envelope with the appropriate address has been included with this Retail Information Booklet. Security Holders outside of Australia will need to affix the appropriate postage.

3.2

Factors to take into account if you want to choose Option 1 and participate early

There are a number of matters that you should consider if you wish to take up your Retail Entitlements under Option 1:

→ As with any application, you should carefully read this Retail Information Booklet in full, together with Transurban's announcements lodged on ASX.

→ You can obtain your personalised payment details from your personalised Entitlement and Acceptance form or at www.transurban.com/offer from 19 December 2017.

→ As the period between the date of this Retail Information Booklet and the Early Retail Application Closing Date (being 5.00pm (AEDT) on 20 December 2017) is relatively short, if you have any doubt about how to deal with your Retail Entitlements you should seek professional advice from an adviser licensed by ASIC to give that advice as soon as possible.

→ There is no obligation to take up all or some of your Retail Entitlements under Option 1. If you require further time to assess how to deal with your Retail Entitlements, or would prefer to make an Application later in the Retail Entitlement Offer Period, you can accept at any time before 5.00pm (AEDT) on 24 January 2018, which is the Retail Closing Date. Alternatively, you can elect to do nothing.

→ If you take up all or some of your Retail Entitlements under Option 1, it is expected that you will be allotted New Securities in respect of that Application on 22 December 2017 (at the same time New Securities are allotted under the Institutional Entitlement Offer). This may enable you to trade your New Securities on-market (if you wish) earlier than would be the case if you take up your Retail Entitlements under Option 2. However, there is no guarantee as to the price at which New Securities may trade.

Section 4

Additional information—option 3

Under Option 3 you can sell or transfer all or some of your Retail Entitlements.

4.1 Ways to sell or transfer your Retail Entitlements

If you do not wish to take up all or some of your Retail Entitlements, you may be able to sell all or some of your Retail Entitlements on ASX through your broker or transfer all or some of your Retail Entitlements directly to another person.

Selling all or some of your Retail Entitlements on ASX

You can only do this through your broker. If you are an issuer sponsored holder, you will need to set up an account with a broker before being able to sell your Retail Entitlements on ASX

- You should ensure that you allow sufficient time for your broker to carry out your instructions. Please note that brokerage costs may be incurred if you sell all or some of your Retail Entitlements on ASX, which depending on the number of your Retail Entitlements, may have a material impact on the net proceeds you receive.
- Retail Entitlements trading on ASX starts on a deferred settlement basis on 15 December 2017 (ASX code: TCLRA) and on a normal settlement basis on 20 December 2017. Retail Entitlements trading on ASX ceases on 17 January 2018.

Selling or transferring all or some of your Retail Entitlements off-market (i.e. other than on ASX)

You can only do this if you are an issuer sponsored holder

- You must forward a completed Renunciation and Acceptance Form to the Registry in relation to the Retail Entitlements that you wish to transfer. If the transferee wishes to take up all or part of the Retail Entitlements transferred to them, they must send their Application Monies together with the Entitlement and Acceptance Form related to

those Retail Entitlements transferred to them to the Registry. Both you and the transferee must be issuer sponsored. If either party is CHESS sponsored, you will need to contact your broker.

- You may only sell or transfer your Retail Entitlements in this way to a transferee whose address is in Australia or New Zealand or who otherwise qualifies as an 'Eligible Person',² who is not in the United States and who is not acting for the account or benefit of a person in the United States. Persons that are in the United States or that are acting for the account or benefit of a person in the United States (to the extent such persons are acting for the account or benefit of a person in the United States) will not be eligible to purchase, trade, take up or exercise Retail Entitlements. You should inform any proposed transferee of these restrictions before you complete any transfer to them.
- You can obtain a Renunciation and Acceptance Form through the Transurban Security Holder Information Line on 1300 360 146 (within Australia) or +61 3 9415 4315 (outside Australia) or from your broker. The Renunciation and Acceptance Form as well as the transferee's Application Monies and the Entitlement and Acceptance Form related to the Retail Entitlements transferred to them must be received by the Registry at the mail delivery address set out below no later than the Retail Closing Date (being 5.00pm (AEDT) on 24 January 2018):

Transurban Group Retail Entitlement Offer
C/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne Victoria Australia 3001
- If the Registry receives both a completed Renunciation and Acceptance Form and an Application for New Securities in respect of the same Retail Entitlements, the transfer will take priority over the Application.

² Certain investors in a limited number of foreign jurisdictions (other than the United States) may be Eligible Persons if they satisfy the requirements of that expression as set out in the Entitlement and Acceptance Form.

Section 4

Additional information—option 3

4.2

Implications of selling or transferring your Retail Entitlements

- There is no guarantee that there will be a liquid market for Retail Entitlements on ASX or otherwise. A lack of liquidity may impact your ability to sell your Retail Entitlements on ASX or to transfer your Retail Entitlements and the price you may be able to obtain for them.
- If you sell or transfer all or some of your Retail Entitlements, you will forgo any exposure to increases or decreases in the value of the New Securities had you taken up those Retail Entitlements. Your percentage security holding in Transurban will also be diluted.
- Prices obtainable for Retail Entitlements may rise and fall over the Retail Entitlement Trading Period and will depend on many factors including the demand for and supply of Retail Entitlements on ASX and the value of Existing Securities relative to the Offer Price. If you sell your Retail Entitlements during the Retail Entitlement Trading Period, you may receive a higher or lower amount than a Security Holder who sells their Retail Entitlements at a different time during the Retail Entitlement Trading Period or through the Retail Shortfall Bookbuild.
- If you take up all or some of your Retail Entitlements before 5.00pm (AEDT) on 20 December 2017 (see Option 1 described in Sections 2 and 3), you will not be able to sell or transfer those Retail Entitlements. Transurban will not be liable for any losses you incur if you attempt to sell or transfer any Retail Entitlements that you take up before 5.00pm (AEDT) on 20 December 2017.
- If you decide to sell or transfer some of your Retail Entitlements, you may choose to take up the remainder (see Options 1 and 2 described in Sections 2 and 3). Alternatively, you may do nothing and let the remainder of your Retail Entitlements be sold in the Retail Shortfall Bookbuild (see Option 4 described in Sections 2 and 5).

Section 5

Additional information—option 4

5.1

Sale of Retail Entitlements through the Retail Shortfall Bookbuild

Retail Entitlements which are not taken up by the Retail Closing Date (being 5.00pm (AEDT) on 24 January 2018), and Retail Entitlements of Ineligible Retail Security Holders, will be sold through the Retail Shortfall Bookbuild. Any Retail Premium will be remitted proportionally to those Security Holders on or about 6 February 2018, net of any applicable withholding tax. The Retail Premium will be the excess of the price at which New Securities are sold through the Retail Shortfall Bookbuild over the Offer Price (if any), less expenses.

permitted by law, Transurban, the Underwriters and each of their respective related bodies corporate and affiliates, and each of their respective directors, officers, partners, employees, representatives and agents, disclaim all liability, including for negligence, for any failure to procure a Retail Premium through the Retail Shortfall Bookbuild and for any difference between the Retail Premium and the Institutional Premium. Transurban reserves the right to sell Retail Entitlements through the Retail Shortfall Bookbuild in any manner it determines.

You should note that if you allow all or some of your Retail Entitlements to be sold through the Retail Shortfall Bookbuild, then you will forgo any exposure to increases or decreases in the value of New Securities (or any value for those Retail Entitlements which may have been achieved through a sale of those Retail Entitlements on ASX or otherwise) and your percentage security holding in Transurban will be diluted by your non-participation in the Retail Entitlement Offer.

5.2

There may be no Retail Premium

The Retail Premium may be zero, in which case no payment will be made to holders of those Retail Entitlements sold through the Retail Shortfall Bookbuild. The outcome of the Institutional Shortfall Bookbuild (including the Institutional Premium) is not an indication as to whether there will be a Retail Premium or what any Retail Premium may be.

The ability to sell Retail Entitlements through the Retail Shortfall Bookbuild and the ability to obtain any Retail Premium will depend on various factors, including market conditions. If there is a Retail Premium, it may be less than, more than, or equal to the Institutional Premium or less than, more than or equal to any price or prices for which Retail Entitlements may be able to be sold on ASX or otherwise transferred. To the maximum extent

Section 6

Announcements

The enclosed Announcements are current as at 15 December 2017. There may be other announcements that have been made by Transurban after 15 December 2017 and throughout the Retail Entitlement Offer Period that may be relevant in your consideration of whether to take up, sell or transfer all or some of your Retail Entitlements. Those announcements will be available at www.asx.com.au and you should check those announcements before submitting an Application or selling or transferring your Retail Entitlements.



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12 December 2017

TRANSURBAN ANNOUNCES CONTRACTUAL CLOSE ON THE WEST GATE TUNNEL PROJECT, \$1.9 BILLION EQUITY RAISING AND FINANCIAL CLOSE OF \$550 MILLION TRANCHE OF SYNDICATED DEBT FACILITY

Transaction overview

- Transurban to raise \$1.9 billion through a fully underwritten renounceable entitlement offer with retail rights trading (Entitlement Offer)
- The proceeds raised will be used to contribute to funding Transurban's share (\$4.0 billion) of the West Gate Tunnel Project¹ (WGTP or the Project) and for general corporate purposes
- Transurban has achieved contractual close² with the Victorian State Government (the State) to build, toll and operate the WGTP until 2045
- WGTP construction phase commenced 12 December 2017 and is due to complete in 2022
- WGTP is a significant transport infrastructure project to relieve congestion in Melbourne, reduce reliance on the West Gate Bridge, provide a direct freight link to the Port of Melbourne and remove trucks from residential areas in the inner west. The Project cost also includes the Monash Freeway Upgrade (MFU) which will relieve congestion in Melbourne's East and the Webb Dock Access improvements which will further improve access to the port
- Project funding sources include WGTP tolls, CityLink funding sources and the State's contribution
- Transurban reaffirms its distribution guidance of 56.0 cps for FY18, inclusive of the recently announced interim distribution of 28.0 cps for the six months ending 31 December 2017
- New Transurban Stapled Securities (New Securities) will not be entitled to the 1H18 distribution of 28.0 cps

"Works on the West Gate Tunnel are now in construction phase, with CPB Contractors and John Holland moving to the tunnel's northern portal site compound today and the first tunnel boring machine to be ordered in the coming weeks," said Transurban CEO Scott Charlton.

"West Gate Tunnel will help address congestion along Melbourne's critical M1 corridor and provide an iconic addition to the city's transport network, when it opens to motorists in less than five years' time.

Congestion costs Melbourne around \$5 billion a year and it is only by investing in infrastructure, both roads and public transport, that we can give people first-class choices about how they can efficiently move around their city.

This project will take around 28,000 vehicles off the West Gate Bridge and 22,000 off the Bolte Bridge³, as well as taking more than 9,000 trucks off local streets every day.

FY18 distribution guidance has been maintained, supported by stronger performance by the business."

Overview of the Project

Transurban will partner with the State to deliver the main components of the Project:

- West Gate Freeway upgrade and widening between the M80 Ring Road interchange and Williamstown Road, widening the freeway from four to six lanes in each direction
- Twin tunnels under Yarraville catering for three lanes of traffic in each direction, comprising 4km westbound and 2.8km eastbound tunnels. The tunnels connect the West Gate Freeway to the Port of Melbourne precinct
- A new bridge over the Maribyrnong River with direct access to the Port of Melbourne and twin elevated road structures along Footscray Road with connections to CityLink and the Western edge of the city
- Over 14km of new and upgraded walking and cycling paths

¹ Additionally, the State will undertake land acquisition, rail stabling works and other associated activities.

² Transurban has entered into unconditional agreements with the State.

³ Traffic volumes are based on all vehicles over a 24 hour period assuming the West Gate Tunnels are operational in 2031, and are reflected in the State's Environmental Effects Statement report available at <http://westgatetunnelproject.vic.gov.au/eesdocuments>.

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As part of an integrated transport solution, Transurban is also delivering the Monash Freeway Upgrade and Webb Dock Access improvements within the funding framework.

Once completed in 2022, the Project is expected to result in⁴:

- Network improvements from Pakenham to Geelong
- 70km of new traffic lanes
- Improved safety and reliability
- Expanded incident response along the M1 corridor
- Over 9,000 trucks off local roads each day and up to 20 minutes⁵ in travel time savings
- \$11 billion in economic benefits for the State of Victoria
- 12-13 minutes of travel time savings for freight vehicles from Princes Freeway to Appleton Dock
- Benefits for Melbourne's broader transport network
- Creation of 6,000 jobs

26 months of community engagement to date has led to enhancements which include a longer tunnel with entry and exit points within the freeway corridor and further from existing homes, stricter noise standards, and new cycling and walking connections and open spaces.

Community benefits from CityLink concession changes⁶ will include:

- Greater Government flexibility to pursue future infrastructure projects
- Improvements to the handling of toll fines, including more time and additional contact with customers to help prevent entry into the infringement process
- New best practice operating KPIs for customer service, incident response and maintenance across WGTP and CityLink

Transurban funding sources

Transurban has entered into a number of agreements with the State to deliver WGTP. Construction phase has commenced and is due to complete in 2022. To support financing, delivery and operation of the WGTP, Transurban will use the following funding sources:

WGTP funding sources

Transurban has the right to toll, operate and maintain WGTP from construction completion in 2022 to 13 January 2045 and the following will apply:

- Toll escalation regime will be 4.25% p.a. from opening to 30 June 2029, thereafter toll escalation at CPI
- Cars and LCVs will be tolled if using the new tunnels and Hyde Street ramps, whilst HCVs and HPFVs will pay one single toll on the West Gate Freeway to use the upgraded freeway, new tunnels and connections
- A city access toll will apply for cars and LCVs exiting WGTP at Footscray Road or Dynon Road from 7AM - 9AM
- Introduction of a new HPFV truck toll class (large truck and trailer combinations) from the opening of WGTP
- Whilst a parliamentary process is not required for the construction and tolling of WGTP, separate WGTP legislation is required to align the WGTP toll enforcement regime with the CityLink toll enforcement regime. The State has confirmed that it is Government policy intention to implement the necessary legislative support for the WGTP

CityLink funding sources

WGTP will provide benefits for the broader transport network of Melbourne. To support the financing, delivery and operation of this essential infrastructure for Victoria, the funding sources from CityLink will be:

- Toll revenue from a 10 year extension to the existing CityLink concession from 14 January 2035 to 13 January 2045

⁴ As reflected in the State's report available at <http://westgatetunnelproject.vic.gov.au/eesdocuments>.

⁵ Travel-time savings from the Princes Freeway to Melbourne CBD in 2031.

⁶ The State has confirmed that it is Government policy intention to implement the necessary legislative support for the CityLink concession deed amendments during the WGTP construction period.

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- Toll revenue from the fixed toll escalation of 4.25% p.a. from 1 July 2019 to 30 June 2029, consistent with WGTP, thereafter toll escalation at CPI
- Introduction of a new HPFV truck toll class (large truck and trailer combinations) from the opening of WGTP
- Amendments are required to the existing CityLink concession in order to implement the CityLink value sources. These amendments require successful passage through parliament
- The State has confirmed that it is Government policy intention to implement the necessary legislative support for the CityLink concession deed amendments during the WGTP construction period
- In the absence of parliamentary consents, the State will replace the CityLink funding sources with completion / substitution payments. Completion / substitution payments cover project construction costs, financing costs and a return component commensurate with Transurban's investment metrics and the risk profile

Equity raising

Funds raised from the Entitlement Offer will be used to fund Transurban's equity contributions to the construction of the Project and for general corporate purposes.

Total project costs include WGTP D&C and associated costs of approximately \$5.5 billion⁷. Transurban will contribute \$4.0 billion over the construction period and the State will fund the remainder.

Transurban contribution of \$4.0 billion to WGTP will be sourced wholly at the corporate level through a combination of:

- Proceeds from the fully underwritten pro rata accelerated renounceable entitlement offer
- Proceeds from the \$1.65 billion corporate syndicated bank facility, which has been increased from \$1.1 billion by the addition of a new \$550 million five year tranche
- Additional funding from a range of markets as required

The Entitlement Offer will consist of a fully underwritten, pro rata accelerated renounceable 3 for 37 entitlement offer with retail entitlements trading (PAITREO) to eligible security holders at an offer price of \$11.40 (Offer Price) per New Security to raise gross proceeds of approximately \$1.9 billion.

The Offer Price represents a 5.0 per cent discount to the distribution adjusted closing price of \$12.00 on 11 December 2017, and a 4.6 per cent discount to the distribution adjusted theoretical ex-rights price per security of \$11.96.

\$550 million syndicated facility

Transurban announces that Transurban Finance Company Pty Ltd, the Group's finance vehicle, has successfully closed a new \$550 million tranche to its existing \$1.1 billion syndicated bank debt facility, increasing the total facility limit to \$1.65 billion. The new \$550 million tranche has a tenor of 5 years.

Distribution guidance

The Board has reaffirmed⁸ distribution guidance of 56.0 cps for FY18. This remains unchanged as a result of the contractual close on the Project and the Entitlement Offer.

The Board has previously announced a distribution totaling 28.0 cps for 1H18. This consists of a 25.5 cps distribution from Transurban Holding Trust and 2.5 cps fully franked dividend from Transurban Holdings Limited. New Securities issued under the Entitlement Offer will not be entitled to the distribution for 1H18, although they will be entitled to distributions for any future periods, including for 2H18.

The extent to which distributions paid in FY18 are tax deferred will be confirmed in Tax Statements to be issued with the final distribution in August 2018.

Further information regarding distribution guidance is provided in the investor presentation released by Transurban to the ASX today.

⁷ Additionally the State will undertake land acquisition, rail stabling works and other associated activities.

⁸ Guidance is based on assumptions relating to traffic volumes, toll revenue, maintenance and other such items. Please refer to the investor presentation for further details.

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Distribution Reinvestment Plan

The Distribution Reinvestment Plan (DRP) will operate for the 1H18 distribution. No discount will be applied when determining the price at which stapled securities will be issued under the DRP for this distribution.

The Directors have determined that the DRP pricing period in relation to this distribution will be the period of 10 trading days, commencing on 5 January 2018.

The key dates for the distribution and the DRP are:

- Securities trade "ex distribution" - 28 December 2017
- Record Date - 29 December 2017
- Last date for Elections under DRP - 2 January 2018
- Payment Date - 16 February 2018

As the New Securities issued under the Entitlement Offer will not be entitled to receive the 1H18 distribution, those New Securities will not be eligible to participate in the 1H18 DRP.

The issuance of new securities under the DRP will apply to the 1H18 distribution but will be suspended thereafter.

Overview of the Entitlement Offer

The Entitlement Offer comprises:

- **An Institutional Entitlement Offer:** Eligible institutional security holders will be invited to purchase a pro rata number of New Securities. The Institutional Entitlement Offer will open on 12 December 2017 and close at 11.00am (AEDT) on 13 December 2017. Institutional entitlements not exercised, along with entitlements of ineligible institutional security holders, will be sold under an institutional shortfall bookbuild and any proceeds in excess of the Offer Price (net of any withholding tax) will be paid to the relevant security holders.
- **A Retail Entitlement Offer:** Eligible retail security holders in Australia and New Zealand will be invited to purchase a pro rata number of New Securities. Eligible retail security holders who wish to apply to participate in the Retail Entitlement Offer must do so by 5.00pm (AEDT) on 24 January 2018. If eligible retail security holders apply to participate by 5.00pm (AEDT) on 20 December 2017, they will be allotted New Securities at the same time as investors under the Institutional Entitlement Offer. Eligible retail security holders may also sell their entitlements on the ASX, with trading to commence on 15 December 2017 (on a deferred settlement basis), on 20 December 2017 (on a normal settlement basis), and conclude on 17 January 2018. Entitlements not taken up, along with entitlements of ineligible retail security holders, will be sold under a retail shortfall bookbuild and any proceeds in excess of the Offer Price (net of any withholding tax) will be paid to the relevant security holders.

Each New Security will rank equally with existing stapled securities from the date of allotment, including in respect of distributions, however, the New Securities will not be entitled to the 1H18 distribution.

A Retail Information Booklet containing information in respect of the Retail Entitlement Offer will be sent to eligible retail security holders in Australia and New Zealand on 19 December 2017 and will be made available at www.transurban.com/offer. The contents of Transurban's website do not form part of the offer documents for the Entitlement Offer.

Eligible retail security holders should read the Retail Information Booklet in full in deciding whether to subscribe for New Securities or sell their entitlements.

Any eligible retail security holder who wishes to acquire New Securities under the Retail Entitlement Offer will need to complete, or otherwise apply in accordance with, the personalised entitlement and acceptance form that will accompany the Retail Information Booklet.

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If you are an eligible retail security holder in Australia or New Zealand and you do not receive a copy of the Retail Information Booklet or you have any questions regarding the Entitlement Offer, please contact the Transurban Security Holder Information Line on:

- 1300 360 146 (from within Australia); or
- +61 3 9415 4315 (from outside Australia),

between 8.30am to 5.30pm (AEDT) Monday to Friday.

Indicative timetable

DATES AND TIMES ARE SUBJECT TO CHANGE WITHOUT NOTICE	
Announcement of trading halt, contractual close and Entitlement Offer, Institutional Entitlement Offer opens	12 December 2017
Announcement of completion of the Institutional Entitlement Offer and Institutional Shortfall Bookbuild	15 December 2017
Trading halt lifted	15 December 2017
Retail Entitlements commence trading on a deferred settlement basis	15 December 2017
Record date under the Entitlement Offer (7.00pm, AEDT)	15 December 2017
Lodgement of the Retail Information Booklet on ASX	15 December 2017
Retail Entitlement Offer opens	19 December 2017
Despatch of Retail Information Booklet and personalised Entitlement and Acceptance Forms	19 December 2017
Retail Entitlements commence trading on a normal settlement basis	20 December 2017
Initial Retail Closing Date – last day to apply for New Securities to be issued on the Initial Allotment Date (5.00pm, AEDT)	20 December 2017
Settlement of Institutional Entitlement Offer, Institutional Shortfall Bookbuild and Initial Retail Acceptance	21 December 2017
Initial Allotment Date – Institutional Entitlement Offer, Institutional Shortfall Bookbuild and Initial Retail Acceptance	22 December 2017
Normal trading commences on ASX of New Securities issued under the Initial Allotment (as separate ASX ticker "TCLNB")	22 December 2017
New Securities issued under the Initial Allotment cease trading under separate ASX ticker and trade normally under ASX ticker "TCL"	28 December 2017
Retail Entitlements trading on ASX ends	17 January 2018
Retail Entitlement Offer closes (5.00pm, AEDT)	24 January 2018
Retail Shortfall Bookbuild	29 January 2018
Settlement of Retail Entitlement Offer and Retail Shortfall Bookbuild	1 February 2018
Final Allotment of New Securities under the Retail Entitlement Offer and Retail Shortfall Bookbuild	2 February 2018
New Securities under the Final Allotment commence trading on ASX on normal settlement basis	5 February 2018

Amanda Street
Company Secretary

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Investor enquiries

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Investors acknowledge and agree that determination of eligibility of investors for the purposes of the Institutional Entitlement Offer or the Retail Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Transurban and/or the underwriters. Each of Transurban, the underwriters and each of their respective advisors, affiliates, related bodies corporate, directors, officers, partners, employees and agents disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law. The underwriters may rely on information provided by or on behalf of institutional investors in connection with managing, conducting and underwriting the Entitlement Offer without having independently verified that information and the underwriters do not assume responsibility for the currency, accuracy, reliability or completeness of that information.

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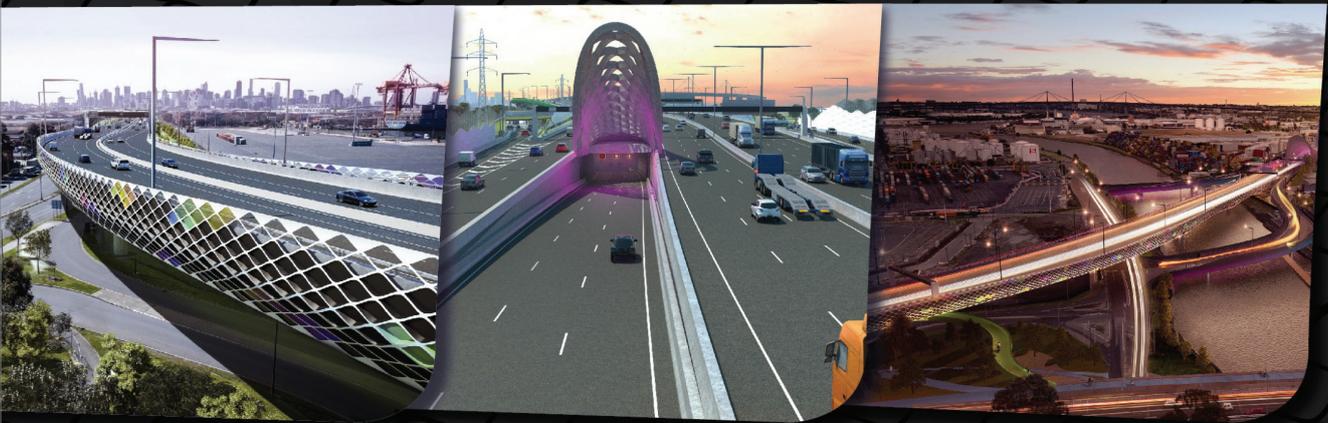
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West Gate Tunnel Project

Transurban equity raising



12 December 2017

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- eligible institutional security holders of Transurban ("Institutional Entitlement Offer"); and
- eligible retail security holders of Transurban ("Retail Entitlement Offer").

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 - iv. Glossary

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Transurban

1

Transaction overview



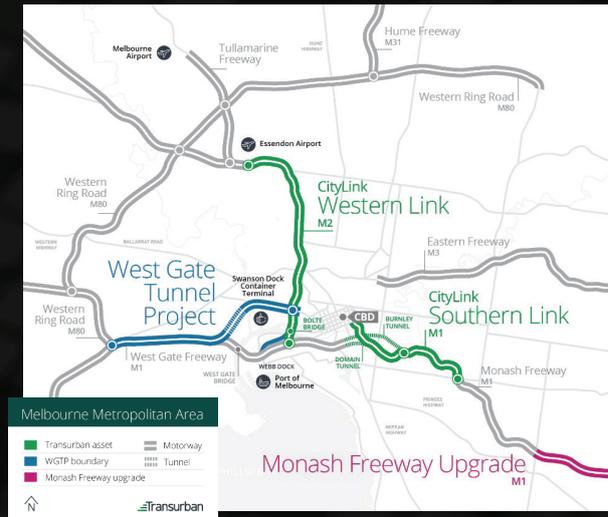
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Transaction overview

- Transurban to raise \$1.9 billion through a fully underwritten renounceable entitlement offer with retail rights trading
- The proceeds raised will contribute to funding Transurban's share (\$4.0 billion) of the West Gate Tunnel Project¹ (WGTP or the Project) and for general corporate purposes
- Transurban has achieved contractual close² with the Victorian State Government (the State) to build, toll and operate WGTP until 2045
- WGTP construction phase commenced 12 December 2017
- WGTP is a significant transport infrastructure project to relieve congestion in Melbourne, reduce reliance on the West Gate Bridge (WGB), provide a direct freight link to the Port of Melbourne and remove trucks from residential areas in the inner west. The Project cost also includes the Monash Freeway Upgrade (MFU), which will relieve congestion in Melbourne's east, and the Webb Dock Access improvements which will further improve access to the port
- Project funding sources include WGTP tolls, CityLink funding sources and the State's contribution
- Transurban reaffirms its distribution guidance of 56.0 cps for FY18
- New Securities not entitled to the 1H18 distribution of 28.0 cps



1. Additionally the State will undertake land acquisition, rail stabling works and other associated activities.
2. Transurban has entered into unconditional agreements with the State.

Aligned with strategy

To be the partner of choice with governments providing effective and innovative urban road infrastructure and services utilising core capabilities



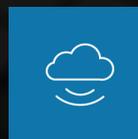
Network planning / forecasting



Community engagement



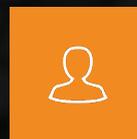
Development / delivery



Technology



Operations



Customer management

- Partnered with the State under its Market-led Proposals Guideline to accelerate the planning and delivery of a major city-shaping transport infrastructure project, providing significant benefits to the community
- WGTP leverages Transurban's expertise in development/delivery, tolling, customer management and technology, with operations to be integrated into CityLink
- Project design incorporating over two years of intensive community and stakeholder engagement, technical investigations and design development

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Distribution growth

- 1H18 distribution of 28.0 cps to be paid on 16 February 2018
- FY18 distribution guidance of 56.0 cps reaffirmed¹ supported by stronger performance
- FY18 distribution expected to be approximately 100 per cent free cash covered and include a 5.0 cps fully franked dividend
- New Securities issued as part of the equity raising will not be entitled to 1H18 distribution of 28.0 cps
- New Securities will be entitled to FY18 second half distribution, expected to be 28.0 cps
- The issuance of new securities under the DRP will apply to the 1H18 distribution, but will be suspended thereafter



1. Guidance is based on assumptions relating to traffic volumes, toll revenue, maintenance and other items described in the Key financials - basis of preparation on slide 36. Also see Key risks.
2. Total amount distributed, inclusive of DRP.

2

West Gate Tunnel Project



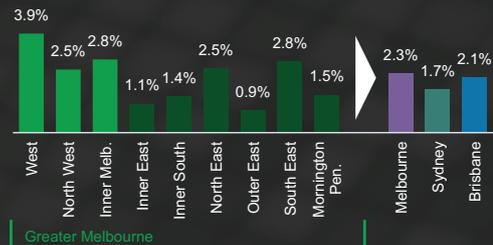
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Melbourne market

- In 2016, approximately 903,000¹ people travelled to, or were present in the City of Melbourne on an average weekday. The City of Melbourne expects this figure to grow by 55% to 1,402,000¹ by 2036
- The State expects Melbourne's population to almost double in size by 2051²
- The State expects container demand at the Port of Melbourne to more than double by 2046³
- State transport priorities include:
 - WGTP (\$6.7 billion)⁴
 - North East Link (\$16.5 billion)^{2,5}
 - Metro Tunnel (\$11.0 billion)²
 - Removal of level crossings (\$6.9 billion)²
 - Regional public transport (\$2.8 billion)²
 - OSAR/Western Roads Upgrade (\$1.8 billion)⁶
 - Melbourne Airport Rail Link⁷

- <http://www.melbourne.vic.gov.au/SiteCollectionDocuments/daily-population-estimates-and-forecasts-report-2017.pdf>.
- https://www.vic.gov.au/system/user_files/Documents/vip/Victorian%20Infrastructure%20Plan.pdf.
- http://www.infrastructure.vic.gov.au/sites/default/files/images/Securing%20Victoria's%20ports%20capacity%20-%20FINAL%20WEB_0.PDF.
- Includes State costs of land acquisition, rail stabling works and other associated activities.
- <https://northeastlink.vic.gov.au/news/north-east-link-victoria-s-biggest-ever-transport-project>
- <https://www.vicroads.vic.gov.au/planning-and-projects/melbourne-road-projects/outer-suburban-arterial-roads>.
- <https://infrastructurepipeline.org/project/melbourne-airport-rail-link/>.
- Compound annual growth rate, using data from Australian Bureau of Statistics, catalogue 3218 Regional Population Growth, June 2016.
- Compound annual growth rate, using data from Australian Bureau of Statistics, catalogue 55220 Australian National Accounts: State Accounts, 2015 - 2016
- Australian Bureau of Statistics, catalogue 9309 Motor Vehicle Census, January 2017.

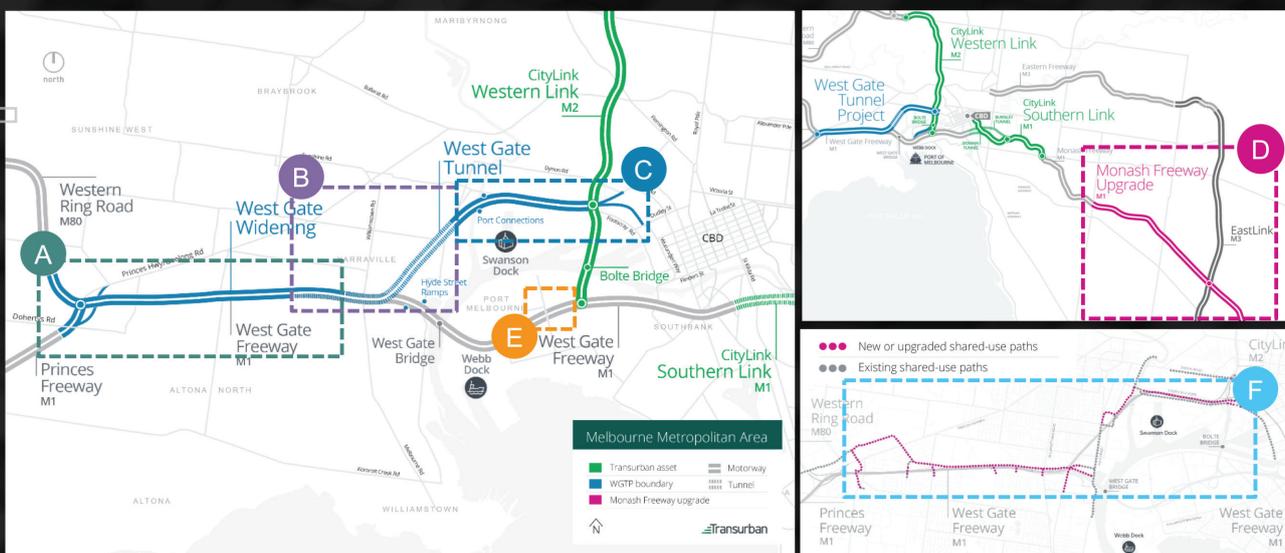
Population growth (2006-16 CAGR)⁸



Key statistics

Melbourne population (2016)	4.6m ⁸
Population growth (2006-2016)	2.3% ⁸
Gross State Product growth (2006-2016)	2.2% ⁹
Number of registered vehicles in Victoria (2017)	4.8m ¹⁰

Project components¹



1. This is an illustration for indicative purposes only, does not reflect scale.

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Project components

WGTP comprises three main components

- A West Gate Freeway upgrade and widening**
 - Upgrade and widening between the M80 Ring Road interchange and Williamstown Road
 - Widening the freeway from four lanes in each direction to six lanes in each direction
- B Tunnels under Yarraville**
 - Connecting the West Gate Freeway (WGF) to the Port of Melbourne precinct and the western edge of the city
 - Twin tunnels catering for three lanes of traffic in each direction, comprising 4km westbound and 2.8km eastbound tunnels
- C Port of Melbourne, CityLink and city connections**
 - A new bridge over the Maribyrnong River
 - Direct access to the Port of Melbourne
 - Twin elevated road structures along Footscray Road
 - Connections to CityLink and the city

As part of an integrated transport solution, Transurban is also delivering the following projects within the funding framework

- D Monash Freeway Upgrade**
 - Adding new lanes to the Monash Freeway and including smart technology to ease congestion
 - The Monash Freeway Upgrade D&C contractor (Fulton Hogan) is directly contracted by VicRoads. Transurban does not carry the risk for the D&C contractor's performance and costs
 - Work commenced in September 2016 and is expected to be completed in 2018
- E Webb Dock Access improvements**
 - Connecting freight from Webb Dock to the freeway network, making it easier and safer for trucks to enter the Bolte Bridge. Expected completion end of 2017
- F Walking and cycling paths**
 - Over 14km of new and upgraded walking and cycling paths will also be delivered as part of WGTP

Project benefits—keeping Melbourne moving

Expected benefits of West Gate Tunnel Project ¹	Key enhancements driven by community engagement	Expected freight benefits ¹	Community benefits from CityLink concession changes ²
<ul style="list-style-type: none"> • Combined with MFU, providing network improvements from Pakenham to Geelong • 70km of new traffic lanes • Improved safety and reliability • Expanded incident response along the M1 corridor • Alleviating pressure in highly congested WGB corridor • Over 9,000 trucks off local roads each day • Up to 20 minutes travel-time savings³ • Delivery of \$11 billion in economic benefits to Victoria • Creation of 6,000 jobs 	<ul style="list-style-type: none"> • 26 months of engagement to date: <ul style="list-style-type: none"> – 5,700+ face-to-face engagements – 100+ community information sessions – Community and technical reference group meetings • Enhancements driven by community engagement: <ul style="list-style-type: none"> – WGT entry / exit within the freeway corridor, further away from existing homes – Stricter noise standards – New cycling and walking connections and open spaces • Project enables truck ban implementation by the State 	<ul style="list-style-type: none"> • Direct freeway access to the Port <ul style="list-style-type: none"> – 12-13 minutes travel-time savings from Princes Freeway to Appleton Dock – Bypassing up to 17 sets of traffic lights • Alternative route for dangerous goods vehicles • Increasing the strength of the WGF to carry heavier loads and accommodate HPFV <ul style="list-style-type: none"> – Provides a heavy vehicle route between Port of Melbourne and M80 via West Gate Tunnel 	<ul style="list-style-type: none"> • Greater government flexibility to pursue future infrastructure projects • Improvements to the handling of toll fines, including more time and additional contact with customers to help prevent entry into the infringement process • New best practice operating KPIs for customer service, incident response and maintenance across WGTP and CityLink

1. As reflected in the State's report available at <http://westgatetunnelproject.vic.gov.au/eesdocuments>.

2. The State has confirmed that it is Government policy intention to implement the necessary legislative support for the CityLink concession deed amendments during the WGTP construction period.

3. Travel-time savings from the Princes Freeway to Melbourne CBD in 2031.

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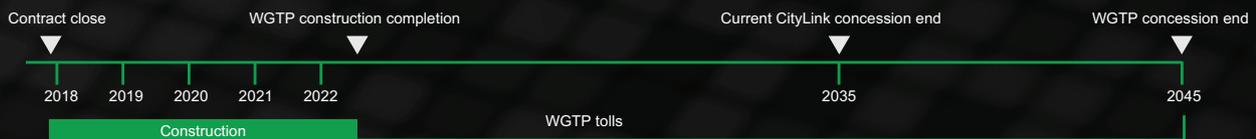
WGTP funding sources¹

Transurban has entered into a number of agreements with the State to deliver WGTP. Construction phase has commenced and is due to complete in 2022. To support the financing, delivery and operation of WGTP, Transurban will use the following funding sources:

WGTP

Transurban has the right to toll, operate and maintain WGTP from construction completion in 2022 to 13 January 2045

- Toll escalation regime of 4.25% p.a. from opening to 30 June 2029, thereafter toll escalation at CPI
- Cars and LCVs will be tolled if using the new tunnels and Hyde Street ramps, whilst HCVs and HPFVs will pay one single toll on the WGF to use the upgraded freeway, new tunnels and connections
- A city access toll will apply for cars and LCVs exiting WGTP at Footscray Road or Dynon Road from 7AM–9AM
- Introduction of a new HPFV truck toll class (large truck and trailer combinations) from the opening of WGTP



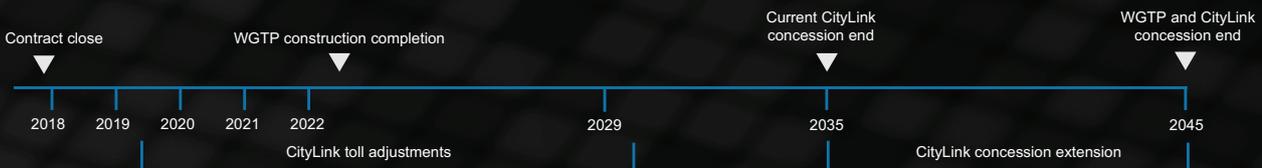
1. Whilst a parliamentary process is not required for the construction and tolling of WGTP, separate WGTP legislation is required to align the WGTP toll enforcement regime with the CityLink toll enforcement regime. The State has confirmed that it is Government policy intention to implement the necessary legislative support for the WGTP. For additional detail refer to page 18, 32 and 33 and the Key risks.

CityLink funding sources¹

CityLink

WGTP will provide benefits for the broader transport network of Melbourne. To support the financing, delivery and operation of this essential infrastructure for Victoria, the funding sources from CityLink will be:

- Toll revenue from a 10 year extension to the existing CityLink concession from 14 January 2035 to 13 January 2045
- Toll revenue from fixed toll escalation consistent with WGT of 4.25% p.a. from 1 July 2019 to 30 June 2029, thereafter toll escalation at CPI
- Introduction of a new HPFV truck toll class (large truck and trailer combinations) from the opening of WGTP



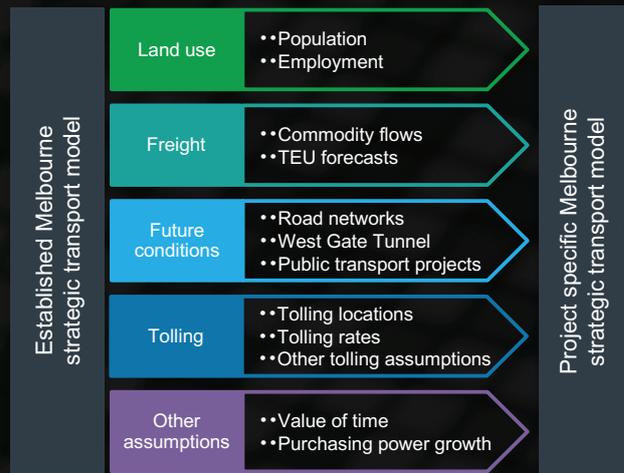
1. CityLink funding sources require the successful passage through parliament of amendments to the CityLink concession deed. The State has confirmed that it is Government policy intention to implement the necessary legislative support for the CityLink concession deed amendments during the WGTP construction period. For additional detail refer to page 18, 32 and 33 and the Key risks.

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Traffic characteristics

- WGTP traffic is expected to increase steadily and experience a ramp-up profile¹
- In 2016, weekday traffic was approximately 330,000 trips on CityLink and 200,000² on WGF
- HCVs expected to be a higher proportion of total traffic on WGTP than CityLink due to port access and WGB existing traffic
- Project delivers an enhanced alternative route that enables the State to extend 24/7 truck bans in the inner west aimed at removing truck traffic from residential streets
- One toll point will apply for HCVs and HPFVs on the WGF, which includes travel on the upgraded freeway, new tunnels and connections
- Funding model:
 - Reflects forecast disruption impacts from WGTP and diversion due to WGTP on CityLink traffic
 - Includes direct funding sources from WGTP that represent less than one third of the Project value
 - Includes government funding contribution

Transurban has extensive experience in forecasting traffic



¹ Refer to slide 35 for additional information.
² Annual average weekday traffic. EES Technical report A - Transport Impact Assessment (May 2017) p71.

Statutory considerations¹

- ### WGTP
- Legislation is not required to be passed in order to construct and toll the WGTP
 - However legislation is required to provide a consistent toll enforcement regime between WGTP and CityLink
 - This will enable improvements to the handling of toll fines, with more time for and additional contact with customers
 - The State has confirmed that it is Government policy intention to implement the necessary legislative support for the WGTP

- ### CityLink
- Amendments are required to the existing CityLink concession in order to implement the CityLink funding sources. These amendments require successful passage through parliament
 - The State has confirmed that it is Government policy intention to implement the necessary legislative support for the CityLink concession deed amendments during the WGTP construction period
 - In the absence of parliamentary consents, the State will replace the CityLink funding sources with completion / substitution payments. Completion / substitution payments cover project construction costs, financing costs and a return component commensurate with Transurban's investment metrics and the risk profile

¹ Refer to page 32 and 33 and Key risks for additional information.

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D&C overview

Delivery managed by an experienced Transurban team

- Transurban has significant experience and expertise in delivering large-scale projects on budget and on time
- Delivery of WGTP will be led by the Transurban CTW team which opened new CTW lanes three months ahead of schedule and budget

Tier one contractors to deliver WGTP

- Transurban and the State conducted an extensive international competitive tender process and have awarded the WGTP D&C contract to a 50:50 joint venture between CPB Contractors and John Holland

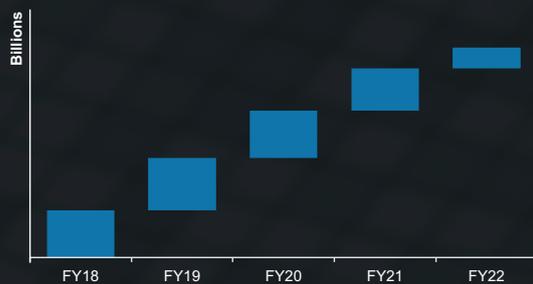
D&C contract has market-standard risk allocation

- Market-standard, fixed-price and fixed-time contract

Total project costs include WGTP D&C and associated costs of approximately \$5.5 billion¹. Transurban will contribute \$4.0 billion over the construction period and the State will fund the remainder

Estimated construction profile

Transurban spend (\$4.0 billion)



1. Additionally the State will undertake land acquisition, rail stabling works and other associated activities.

Delivery environment

- Transurban working with all stakeholder groups to deliver the Project's benefits
- First major new road project in Melbourne to commence construction since 2010
- Extensive community engagement resulted in significant enhancements to the amenity of local areas
- Solving some of the most significant road network issues in Melbourne, including providing second river crossing
- Important component in broader multi-modal network strategy which includes rail and public transport projects
- The Project incorporates Indigenous urban design that celebrates the rich Aboriginal heritage and maritime history of Melbourne's West

Business partners

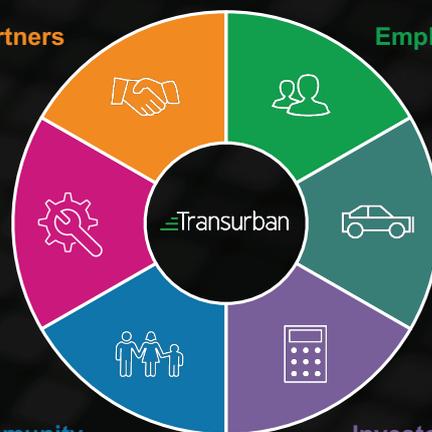
Government

Community

Employees

Customers

Investors



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Transurban overview



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Transurban

Transurban is a global leader in road development, delivery, operations and technology

- Melbourne, Australia headquarters
- Approximately 70 per cent of Transurban's investors are Australian fund managers and retail investors¹
- Publicly listed on the ASX with ranking of 13th and a market capitalisation of \$26 billion²
- Transurban employs 2,300 people and a further 5,200 contractors on projects

LONG-LIFE TOLL ROAD CONCESSIONS	EMBEDDED INFLATION PROTECTION FOR AUSTRALIAN ASSETS
ESSENTIAL URBAN INFRASTRUCTURE	COMMITTED TO STRONG INVESTMENT GRADE CREDIT METRICS

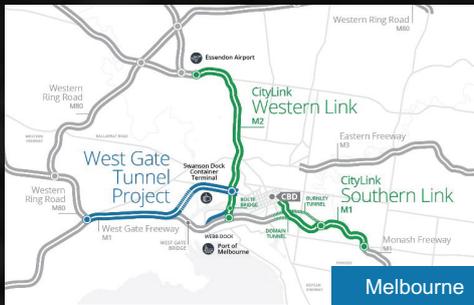
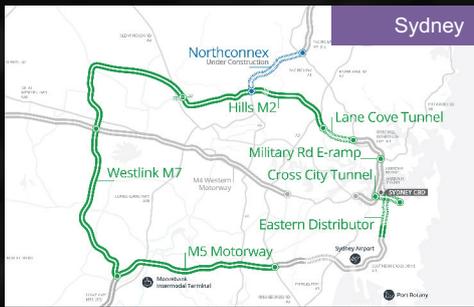
1. By value.
2. Market capitalisation of \$26 billion as of 30 November 2017.

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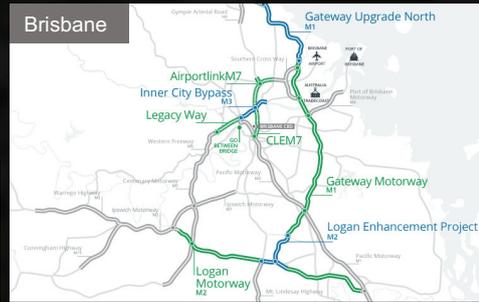
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Transurban



Number of operational assets	FY 17 proportional toll revenue contribution
6	40.5%
1	31.9%
6	17.9%
2	9.7%



Operational and development update

Sydney

- NorthConnex continues to progress on time and on budget
- A third westbound lane on the M2, as part of the integration with NorthConnex, has opened three months ahead of schedule
- Response to Invitation to Register was submitted for the WestConnex project on 13 November 2017

Melbourne

- CTW new lanes delivered three months ahead of schedule in October 2017—delivering approximately 30km of additional lanes and 30% increased capacity on Western Link
- Monash Freeway Upgrade in progress and on schedule—30km of additional lanes to be added, with improved technology

Brisbane

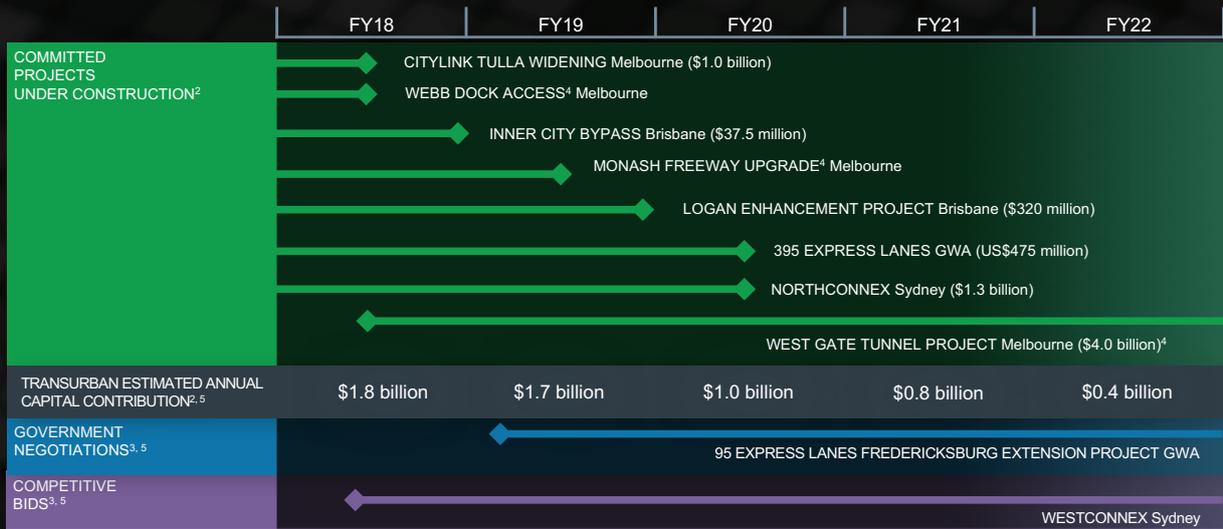
- Major construction on the Logan Enhancement Project has commenced, with completion expected in 2019
- Inner City Bypass Upgrade is progressing well
- Insourcing of tunnel operations and strategic asset management is under way, with Legacy Way and Go Between Bridge completed

Greater Washington Area

- Financial close reached on the 395 Express Lanes project
- Early completion of the 3km southern extension of the 95 Express Lanes
- Assessing other opportunities across the North American market

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\$11 billion development pipeline¹



1. Estimated spend reflects 100% of the total project cost of committed projects under construction, not Transurban's share.
 2. Estimated spend reflects Transurban's proportion of the total project cost, net of government contribution at time of announcement.
 3. Final funding requirement subject to confirmation of project proceeding with Transurban, project scope and/or competitive procurement process and extent of government funding.
 4. WGTP cost to Transurban of \$4.0 billion of the total \$5.5 billion WGTP D&C and associated costs (inclusive of Webb Dock Access and Monash Freeway Upgrade).

Capital strategy

Maintain strong investment grade credit metrics

Cost efficient funding through market cycles

Efficiently fund growth

Consistently growing distributions while creating long term value

- Financial flexibility maintained to pursue Transurban's pipeline of investment opportunities
- Transurban contribution of \$4.0 billion to WGTP will be sourced from:
 - Proceeds from the fully underwritten pro rata accelerated renounceable entitlement offer
 - Proceeds from \$1.65 billion corporate syndicated bank facility, which has been increased from \$1.1 billion by the addition of a new \$550 million five year tranche
 - Transurban will meet any remaining funding requirements for WGTP at the corporate level
- It is Transurban's intention to periodically refinance amounts drawn under the \$1.65 billion facility via debt capital market issuances into global debt markets, thereby freeing up additional bank debt capacity

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Summary



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Entitlement Offer key details

Structure and size	Fully underwritten 3 for 37 accelerated pro rata renounceable entitlement offer with retail entitlements trading (PAITREO) to raise gross proceeds of approximately \$1.9 billion
Ranking	New Securities rank equally with ordinary securities, but do not receive the 1H18 distribution of 28.0 cps which is to be paid on 16 February 2018
Offer price	<p>Offer price of \$11.40 per New Security</p> <ul style="list-style-type: none"> • 5.0% discount to the distribution adjusted closing price of \$12.00 on 11 December 2017 • 4.6% discount to the distribution adjusted TERP¹ of \$11.96
Institutional entitlement offer	<p>Institutional Entitlement Offer is</p> <ul style="list-style-type: none"> • Open from 12 December 2017 to 13 December 2017; and • Entitlements not taken up and entitlements of ineligible security holders will be placed into the institutional bookbuild to be conducted on 14 December 2017
Retail entitlement offer	<p>Eligible Retail Security Holders in Australia and New Zealand have a number of options under the Retail Entitlement Offer²:</p> <ul style="list-style-type: none"> • Elect to take up all or part of their pro rata entitlement by either: <ul style="list-style-type: none"> – The early retail close date of 20 December 2017; or – 24 January 2018 the retail offer close date • Sell their entitlement on the ASX between 15 December 2017 (on a deferred settlement basis) and 17 January 2018 • Do nothing and let their entitlement be offered for sale through the retail shortfall bookbuild process managed by the underwriters, with any proceeds in excess of the offer price (net of any withholding tax and expenses) paid to the security holder <p>Retail security holders offered an extended close date to allow for the holiday period</p>

1. The TERP is a theoretical price at which Transurban securities trade immediately after the ex-date for the Entitlement Offer assuming 100% take-up of the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which Transurban securities trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to TERP. TERP is calculated by reference to Transurban's closing price of \$12.28 on 11 December 2017 and is adjusted for the 1H18 distribution of 28.0 cps

2. Retail security holders must read the Retail Information Booklet which contains full information on the Retail Entitlement Offer and application process.

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Offer timetable

Dates and times are subject to change without notice

Announcement of contractual close and Entitlement Offer, trading halt and Institutional Entitlement Offer opens	12 December 2017
Announcement of completion of the Institutional Entitlement Offer and Institutional Shortfall Bookbuild	15 December 2017
Trading halt lifted	15 December 2017
Retail Entitlements commence trading on a deferred settlement basis	15 December 2017
Record date under the Entitlement Offer (7.00pm, AEDT)	15 December 2017
Lodgement of the Retail Information Booklet on ASX	15 December 2017
Retail Entitlement Offer opens	19 December 2017
Despatch of Retail Information Booklet	19 December 2017
Retail Entitlements commence trading on a normal settlement basis	20 December 2017
Initial Retail Closing Date – last day to apply for New Securities to be issued on the Initial Allotment Date (5.00pm, AEDT)	20 December 2017
Settlement of Institutional Entitlement Offer, Institutional Shortfall Bookbuild and Initial Retail Acceptance	21 December 2017
Initial Allotment Date - Institutional Entitlement Offer, Institutional Shortfall Bookbuild and Initial Retail Acceptance	22 December 2017
Normal trading commences on ASX of New Securities issued under the Initial Allotment (as separate ASX ticker)	22 December 2017
New Securities issued under the Initial Allotment cease trading under separate ASX ticker and trade normally under ASX ticker TCL	28 December 2017
Retail Entitlements conclude trading	17 January 2018
Retail Entitlement Offer closes (5.00pm, AEDT)	24 January 2018
Retail Shortfall Bookbuild	29 January 2018
Settlement of Retail Entitlement Offer and Retail Shortfall Bookbuild	1 February 2018
Final Allotment of New Securities under the Retail Entitlement Offer	2 February 2018
Normal trading commences on ASX of New Securities issued under the Final Allotment	5 February 2018

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Summary

An essential new infrastructure asset for Melbourne

- Transurban has achieved contractual close with the State and the construction phase has commenced to build, toll and operate WGTP until 2045
- WGTP is a significant transport project to relieve congestion in Melbourne, reduce reliance on the WGB, provide a direct freight link to the Port of Melbourne and remove trucks from residential areas in the inner west
- The MFU will relieve congestion in Melbourne's east and the Webb Dock works will further improve access to the port

Leverages Transurban's existing scale and expertise

- Leverages Transurban's expertise in development/delivery, tolling, customer management and technology, with operations integrated into CityLink
- Project design incorporating over two years of intensive community and stakeholder engagement, technical investigations and design development

Diverse and reliable funding sources¹

- Project funding sources underpinned by existing traffic patronage on WGF and CityLink
- A new concession agreement to build, toll and operate WGTP to 2045
- Enhancements to the existing CityLink concession, primarily comprising:
 - 10 year concession extension to 2045
 - Amendments to the toll escalation (i.e. fixed toll escalation of 4.25% p.a. from 1 July 2019 to 30 June 2029, thereafter toll escalation at CPI)

Transaction funding

- Transurban to raise \$1.9 billion through a fully underwritten renounceable entitlement offer
- Proceeds from \$1.65 billion of funding from a corporate syndicated bank facility established
- Transurban will meet any remaining funding requirements for WGTP at the corporate level

¹ Refer to pages 18, 32 and 33 for further information.

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Supplementary information

(i) Funding sources and financials



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Construction and statutory impacts on funding sources¹

The WGTP and CityLink funding sources are outlined on slides 15, 16 and 18. These funding sources can be impacted by certain factors, including a failure to reach construction completion on WGTP and whether or not the requisite parliamentary processes have been concluded. Further detail of the key elements to the Project funding sources are provided below

WGTP legislation and CityLink Concession Deed amendments successfully pass through Parliament

WGTP construction completion achieved	Transurban will collect WGTP tolls from construction completion and such tolls will escalate at 4.25% p.a. until 30 June 2029, thereafter toll escalation at CPI Transurban will receive fixed toll escalation of 4.25% p.a. on CityLink from 1 July 2019 to 30 June 2029, thereafter toll escalation at CPI CityLink concession will be extended by 10 years to 2045
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WGTP construction completion not achieved²	Transurban will not collect WGTP tolls Transurban will cease to receive the 4.25% p.a. CityLink toll escalation amounts from the date of termination but will retain any toll escalation amounts received up to the date of termination The 10 year CityLink concession extension is not subject to construction risk once Transurban has invested an agreed proportion of its total equity committed to the Project. After that point, the concession extension is paid for on a pro rata basis as Transurban's equity is invested into the Project, and so a period of extension that has been paid for at the point of termination cannot be unwound. In certain circumstances, depending on the cause and timing of termination, Transurban can elect, or be required, to invest further equity into the Project, with such further equity not to exceed the total equity committed to the Project, but in doing so Transurban will effectively pay for a commensurate additional concession extension period in return for the additional funds invested
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¹ Refer also to Project risks.

² In certain circumstances, depending on the cause and timing of project termination, Transurban may be required to invest further funds into the Project (up to a capped amount) or otherwise be repaid by the State a pre-determined amount of its sunk investment plus an agreed return commensurate with that amount.

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Construction and statutory impacts on funding sources¹

(continued)

WGTP legislation and CityLink Concession Deed amendments do not successfully pass through Parliament

WGTP construction completion achieved

Transurban will collect WGTP tolls from construction completion³ and such tolls will escalate at 4.25% p.a. until 30 June 2029, thereafter toll escalation at CPI

In respect of the 4.25% p.a. toll escalation on CityLink, Transurban will receive payments from the State from 1 July 2019 until construction completion, equal to the amount Transurban would have received had the toll escalation amount on CityLink been legislated, based on agreed forecast traffic on CityLink for that period

On construction completion, the State will make a payment in relation to the 4.25% p.a. CityLink toll escalation equal to a pre-determined proportion of the total equity committed to the Project for that funding source by Transurban plus a return commensurate with Transurban's investment metrics and the risk profile

On the date for construction completion, the State will make a payment in relation to the 10 year CityLink concession extension equal to a pre-determined proportion of the total equity committed to the Project for that funding source plus a return commensurate with Transurban's investment metrics and the risk profile

WGTP construction completion not achieved²

Transurban will not collect WGTP tolls

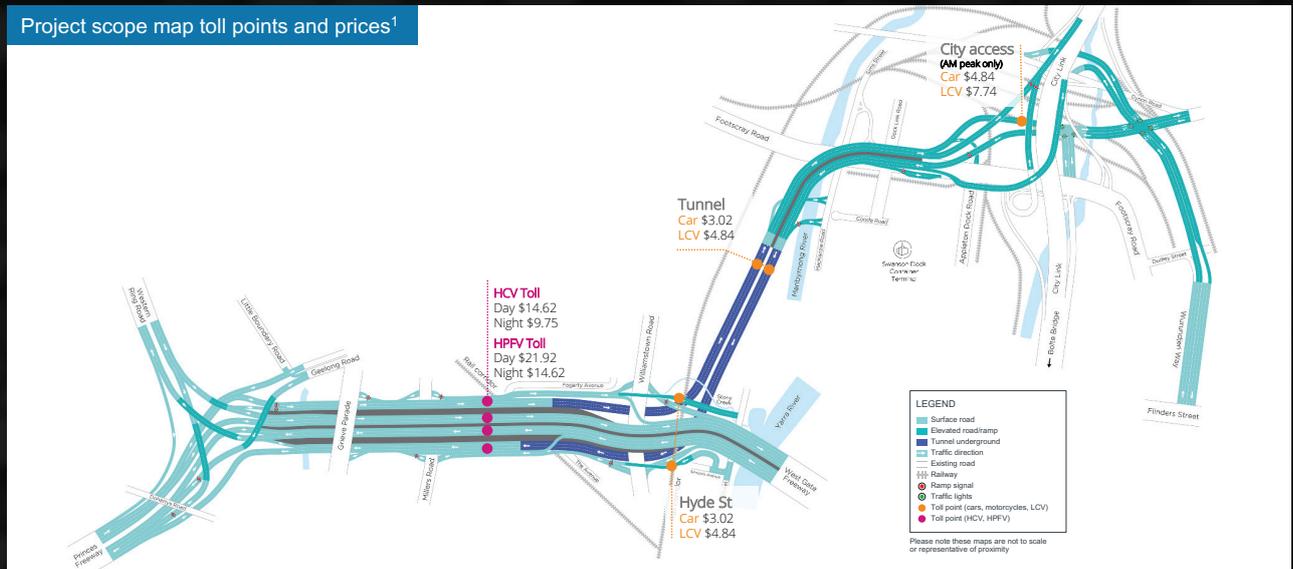
Transurban will cease to receive payments with respect to the 4.25% p.a. CityLink toll escalation from the date of termination but will retain amounts received up to the date of termination

The State will make a payment to Transurban calculated by reference to the amount invested by Transurban in respect of the 10 year CityLink concession extension at the date of termination plus a return commensurate with Transurban's investment metrics and the risk profile

1. Refer also to Project risks.
 2. In certain circumstances, depending on the cause and timing of project termination, Transurban may be required to invest further funds into the Project (up to a capped amount) or otherwise be repaid by the State a pre-determined amount of its sunk investment plus an agreed return commensurate with that amount.
 3. If Transurban achieves a WGTP toll recovery rate that is lower than the existing CityLink toll recovery rate (which may arise as a result of the WGTP toll enforcement regime being a civil enforcement regime), then the State will make payments to Transurban in amounts equal to the difference in the recovery rates experienced with respect to the WGTP tolls compared to the CityLink tolls.

Detailed project design

Project scope map toll points and prices¹



1. All prices shown as at 30 September 2017 prices.

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Traffic—key projections from EES¹

Road section		2016 figures ²	2031 projections ²	EES reference
Project components				
WGT	Total vehicles	n/a	55,000-67,000 ³	Technical report A—Transport Impact Assessment (May 2017) p228
Hyde Street	Total vehicles	n/a	3,000-5,000 ⁴	Technical report A—Transport Impact Assessment (May 2017) p229
WGF (between Millers Rd and Williamstown Rd)	Trucks	~30,000	36,100-44,000	Technical report A—Transport Impact Assessment (May 2017) p115 WDA Project Note 1 (July 2017) p6

1. The traffic data set out on this page is sourced from the "Western Distributor Authority – West Gate Tunnel Transport Impact Assessment" Report by GHD dated May 2017 available at <http://westgatetunnelproject.vic.gov.au/eesdocuments> (Report). The 2016 figures reflect road freight traffic volume data described on page 29 of the Report and are based on a number of assumptions and methodologies described in the Report. The 2031 projections are forecasts of traffic volumes and are based on a number of assumptions described on pages 35 to 41 of the Report. There can be no assurance that these figures and projections are accurate and actual outcomes may differ materially from such figures and projections because events and actual circumstances frequently do not occur as projected and forecast. See Disclaimer page 3 of this presentation and the Key risks for further information.

2. Traffic volumes expressed as annual average weekday traffic.

3. Includes WGT trucks of 13,200 – 16,200.

4. Approximately 30 to 50 per cent of these vehicles are trucks.

Key financials—basis of preparation

The Transurban financial information included in this Presentation has been extracted from the audited statutory financial statements for the respective periods presented.

No pro forma adjustments were required for Transurban's FY16 and FY17 statutory and proportional income statement results, or free cash flows.

Balance sheet information presented in this Presentation is as at 30 June 2017. The pro forma balance sheet assumes the estimated impact of the equity raising as if the transaction had occurred on 30 June 2017.

Assumptions for distribution guidance

The statements on pages 7 and 9 include reaffirmation of the Group's distribution guidance for FY18. The FY18 guidance incorporates free cash flows for the four months ended 31 October 2017 extracted from unaudited management accounts and the forecast free cash flow performance of the Group for the eight months ended 30 June 2018.

In determining distribution guidance certain assumptions have been made about future performance and expenditure. There is no guarantee that these assumptions will materialise and the following should be read together with the section entitled "Key Risks".

Traffic volumes and toll revenue assumptions

These are based on internal budgets and forecasts which reflect current volumes and revenues for existing concessions, observed and expected traffic growth and the terms of individual concession deeds, including price escalation terms and the assumption that there are no significant unplanned adverse events impacting road availability.

Maintenance expenditure and maintenance expense assumptions

These are based on Transurban's assessment of each concession's existing asset condition and the timing and cost of future works, with reference to the nature of the underlying asset, past cost for works and price escalation over time, primarily CPI.

Other assumptions

For FY18, equity raising costs relating to the Entitlement Offer will be excluded from free cash flow.

Distributions from non-controlled entities

Distributions from non-controlled entities are assumed to continue in line with existing practice and policies of those entities.

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Balance Sheet—statutory and pro forma

As at 30 June 2017 (\$M)

	TCL (audited)	Equity funding	Pro forma
Assets			
Cash and cash equivalents	988	1,866	2,854 ¹
Intangible assets	19,330	-	19,330
Property, plant and equipment	327	-	327
Other current assets	295	-	295
Other non-current assets	2,383	-	2,383
Total assets	23,323	1,866	25,189
Liabilities			
Short term borrowings	880	-	880
Long term borrowings	12,868	-	12,868
Other current liabilities	1,259	-	1,259
Other non-current liabilities	2,509	-	2,509
Total liabilities	17,516	-	17,516
Net assets	5,807	1,866	7,673
Total equity	5,807	1,866	7,673

1. Proceeds from the anticipated entitlement offer are net of transaction costs of \$34 million, have been shown as an increase to cash and cash equivalents at 30 June 2017 and have been prepared excluding any deferred tax impacts. These funds will be utilised to fund a portion of the capital commitments for WGTP as shown on slide 19 and for general corporate purposes.

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Supplementary information

(ii) Key risks



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Key risks

This section discusses some of the key risks associated with any investment in Transurban which may affect the value of Transurban securities. The risks set out below are not listed in order of importance and do not necessarily constitute an exhaustive list of all risks involved with an investment in Transurban.

Before investing in Transurban you should be aware that an investment in Transurban has a number of risks which are associated with investing in both toll roads and listed securities generally and which are beyond the control of Transurban.

Before investing in New Securities, you should consider whether this investment is suitable for you. Potential investors should consider publicly available information on Transurban (such as that available on the websites of Transurban and ASX), carefully consider their personal circumstances and consult their stockbroker, solicitor, accountant or other professional advisor before making an investment decision.

Nothing in this document is financial product advice and this document has been prepared without taking into account your investment objectives or personal circumstances.

Project risks

1.1 Applicable WGTP legislation not currently passed

Transurban's right to construct and toll the WGT is set out in the WGT Project Agreement and is not currently legislated.

The State has confirmed that it is Government policy intention to implement the necessary legislative support for the WGT and Transurban has entered into the Project on that basis.

If that legislative support is not obtained, it will mean the WGT toll enforcement regime is inconsistent with the CityLink toll enforcement regime. Transurban has agreed with the State contractual protections for any financial exposure associated with that inconsistency in the toll enforcement regime, but Transurban could still be exposed to WGT toll revenue losses, liabilities and reputational damage as a result of the inconsistency that could have a material adverse effect on Transurban's business, cash flow, financial condition and results of operations.

Although Transurban's right to construct and toll the WGT does not require legislation, there is a risk that the State's power to enter into the WGT Project Agreement, or the enforceability of certain rights provided to Transurban under that agreement, including its right to toll the WGT, could be challenged. If any such challenge was successful, it could have a material adverse effect on Transurban's reputation, business, cash flow, financial condition and results of operations.

1.2 CityLink funding sources not currently introduced into, or passed by, the Victorian Parliament

Any amendments to the CityLink concession deed are required to be tabled in both Houses of the Victorian Parliament, and once tabled are then effective if not revoked within 6 sitting days of such tabling. The CityLink concession deed has previously been updated 36 times using this process including the one year concession extension for the CTW Project.

To facilitate the Project, Transurban and the State have entered into the CityLink Option Deed which specifies the agreed amendments to the CityLink concession deed required to implement the CityLink funding sources and other agreed changes.

As at contractual close for the Project, those amendments had not passed through the Victorian Parliament. The current Leader of the Opposition has advised that the Victorian Coalition Political Party will not support any Labor government proposal to amend the CityLink Concession Deed so as to extend the period of the concession in order to fund the WGTP, although they do not have the requisite Parliamentary numbers to disallow those amendments on their own. They have confirmed, however, that they will not seek to terminate valid agreements. There has been opposition to the Project from other political parties. If those political parties joined with the Opposition, their combined Parliamentary numbers may enable them to disallow the amendments. The State has confirmed that it is Government policy intention to implement the necessary legislative support for those amendments during the WGTP construction period and Transurban has entered into the Project on that basis.

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Project risks

If the amendments do not successfully pass through the Victorian Parliament during the WGTP construction period, the State has agreed to replace the CityLink funding sources with completion / substitution payments inclusive of an agreed return consistent with Transurban's investment metrics and commensurate with the capital invested by Transurban for services rendered and the risk taken on the delivery of a project of this size. If Transurban receives those completion / substitution payments, it will consider how best to use those funds at that time having regard to its capital management strategy.

It is possible that a challenge could be made as to the enforceability of the obligations on the State to make the completion / substitution payments. There is also a risk that the enforceability of other contractual arrangements that have been agreed with the State could be challenged.

Any outcome which results in Transurban failing to receive the CityLink funding sources or the completion / substitution payments could have a material adverse effect on Transurban's reputation, business, cash flow, financial condition and results of operations.

To facilitate the proposed changes to the CityLink concession deed, certain other CityLink documents need to be updated post contractual close. A failure to make those updates could have an impact on the timing of passage of the CityLink concession deed amendments through parliament, and/or on the ongoing business and operations of CityLink, which could have a material adverse effect on Transurban's reputation, business, cash flow, financial condition and results of operations.

1.3 Project completion risk

There is a risk that the Project may not complete because, amongst other reasons:

- the State seeks to terminate the WGT Project Agreement;
- the State does not obtain the approvals contemplated under the WGT Project Agreement (including planning scheme amendment approvals) or such approvals are determined to be inadequate;
- legislation is passed (including by a new Government) which means the State is not required to comply with its obligations under the WGT documents and complete the Project;
- Transurban fails to comply with its obligations under WGT Project Agreement;
- the D&C contractor for the Project abandons the project or otherwise fails to comply with its obligations under its contract; or
- a force majeure event occurs which means that it is not possible for the WGT Project to be completed.

Project risks

The WGTP planning scheme amendment is required to be tabled in both Houses of Parliament and not be revoked within 10 sitting days. In the event that the WGTP planning scheme amendment was revoked, and not subsequently successfully tabled and passed, the State could elect to terminate the Project.

There is also a risk that the Project may not complete where there is a change of government and the incoming government seeks to terminate or renegotiate the Project.

Although Transurban has mechanisms in place to mitigate any losses it incurs where the Project fails to complete, there are certain circumstances where a failure to complete may result in Transurban losing a significant portion of the funds it has invested in the Project or failing to receive any or all return on those funds, or the CityLink concession extension being lost or shorter than expected. Any of those outcomes could have a material adverse effect on Transurban's reputation, business, cash flow, financial condition and results of operations.

If the Project is terminated at an early stage, Transurban will consider how best to use funds that were to be applied to construction at that time, having regard to its capital management strategy.

1.4 Payments from the State

Under the WGT documents, the State may be required to make payments to Transurban in certain circumstances, including in the circumstances outlined in this Presentation. If the State is unable or unwilling to make those payments to Transurban, it could have a material adverse effect on Transurban's business, cash flow, financial condition and results of operations.

1.5 Construction risk

Given the nature and scale of the Project, there is a risk that the Project may take longer to complete than is contemplated. Any increase in the time taken to complete the Project could result in a shorter period during which WGT can be tolled, increased disruptions to CityLink, dissatisfaction of CityLink users, intended users of the WGT and users of the wider road network, and reduced toll road revenues which could have a material adverse effect on Transurban's reputation, business, cash flow, financial condition and results of operations.

There is also a risk that the Project costs more to complete than is expected. Transurban will be responsible for any cost overruns incurred by the D&C contractor that are caused by Transurban and depending on their nature or scale, those costs overruns could have a material adverse effect on Transurban's business, cash flow, financial condition and results of operations.

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Project risks

If the D&C contractor needed to be replaced, there could be significant delay to completion and any replacement contractor may not accept the same risk allocation. This could have a material adverse effect on Transurban's business, cash flows, financial condition and results of operations.

1.6 Disruptions to CityLink

As outlined on page 13 of this Presentation, the WGT will provide connections to CityLink. As a result, to complete the Project, the D&C contractor for the Project will require access to CityLink. Any unscheduled access may result in disruptions and physical damage to CityLink which could lead to dissatisfied users of CityLink, reduced traffic volumes on CityLink and reduced toll revenue on CityLink during the Project construction period.

1.7 Achievement of operating synergies

Transurban proposes to adopt a centralised operating model for CityLink and WGT. There is a risk that the implementation of that centralised operating model may encounter unexpected challenges or issues which may have a material adverse effect on Transurban's business, cash flow, financial condition and results of operations.

1.8 Analysis of the Project

Transurban has undertaken extensive financial, operational, business and other analysis in connection with the Project to determine its attractiveness to Transurban and whether it is an appropriate project to develop.

It is possible that the analysis undertaken by Transurban, and the best estimates and assumptions made by Transurban, draws conclusions and forecasts which are inaccurate or which are not realised in due course (whether because of flawed methodology, misinterpretation of economic circumstances, differing actual traffic volumes from those assumed (see risk 2.14) or otherwise).

To the extent that the actual results achieved by the WGT are weaker than those indicated by Transurban's analysis, there is a risk that there may be an adverse impact on Transurban's financial position and performance.

Project risks

1.9 Tax

The Australian Taxation Office closely scrutinises large infrastructure transactions and new projects in Australia and provides formal and informal guidance about the way it will administer the application of the Australian taxation laws to these transactions. Transurban has undertaken extensive analysis of the WGT documents and associated contractual arrangements to determine appropriate tax assumptions and positions that are consistent with Australian taxation laws. Should these assumptions not be realised, then Transurban's tax exposure may increase and impact project returns.

Given the nature and scale of the Project, there is a risk that the Australian Taxation Office may review the transaction tax positions and consequences of the Project. Changes to tax legislation, the interpretation of tax legislation by the courts, the administration of tax legislation by the relevant tax authorities and the applicability of such tax legislation to contractual arrangements entered into to complete the Project may increase Transurban's tax liabilities which could impact project returns.

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2.1 Transurban's concession agreements have finite lives

Transurban's business is dependent on concession agreements that have been granted to members of the Transurban group, or entities in which Transurban has an interest, to operate various toll roads in Australia and the United States of America ("concession agreements"). Earnings from the concession agreements account for virtually all of Transurban's earnings. When the concession agreements expire, the toll roads and related infrastructure must be returned to the relevant government counterparty. If Transurban cannot enter into new concession agreements or extend its existing concession agreements to permit it to carry on its core business, or any new concession agreements entered into are on less advantageous terms to those of the current concession agreements, Transurban's business and financial performance could be materially adversely affected.

2.2 Traffic volumes

The volume of traffic using a toll road is critical to the generation of revenues and ultimately returns for Transurban security holders. Any developments that reduce traffic volumes or inhibit the growth in traffic volumes below Transurban's traffic forecasts or growth expectations could have a material impact on Transurban's financial performance. Factors that affect traffic volumes on Transurban's toll roads, and consequently Transurban's earnings, include:

- a) The level of congestion, mix of traffic, level of carpooling, and tolls charged to users and any toll increases on the toll roads;
- b) The quality and state of repair of the toll roads, including any upgrades and any disruption as a result;
- c) The quality, state of repair, proximity and convenience of alternative roads, toll-free roads and competing toll roads, as well as the existence of other public or alternative transport infrastructure;
- d) The nature and extent of the connections of Transurban's toll roads to other urban roads and regional highway networks;
- e) Disruptions, changes to, or events (including events that affect public safety) that occur on Transurban's toll roads or on roads that connect to or feed Transurban's toll roads;
- f) Economic and fiscal conditions including fuel prices, taxation on road use and motor vehicle use, other costs associated with owning and operating a vehicle, inflation, interest rates and levels of employment in areas served by Transurban's toll roads;
- g) Changing travel patterns and habits of private and commercial users of Transurban's toll roads;
- h) Demographic and social conditions including population growth, migration, land development programs, social instability, changes in residential and commercial land use and general development in areas served by Transurban's toll roads;
- i) Transport and environmental regulation, including the impact of carbon reduction programs, congestion taxes on urban travel, other measures to restrict motor vehicle use and government transport and urban management policies and strategies;
- j) Weather conditions, forest fires, flooding, natural phenomena, pandemics, natural disasters and acts of terrorism; and
- k) Reduced traffic volumes or an inability to grow traffic volumes could be caused by Transurban carrying out brownfield upgrade/development work on its toll roads.

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Many of these factors, including the number and classes of vehicles using Transurban's toll roads are, to a large extent, outside of its control.

If Transurban's toll roads are unable to maintain or grow an adequate level of vehicle traffic, or if traffic volumes decrease or experience unexpected lower rates of growth than in previous periods, this could materially adversely affect Transurban's revenues, cash flow, financial condition and results of operations.

2.3 Revenue collection

Transurban collects and processes toll revenue using a variety of tolling systems and other information technology systems, and is reliant on the reliable and efficient operation and maintenance of those systems in the manner expected. The failure of an existing tolling system could result in a loss of revenue that may materially adversely affect Transurban's business, cash flow, financial condition and results of operations.

The costs associated with the development of a new tolling system may be greater than anticipated and there is also a risk that the new tolling system may never be implemented. Once implemented, the new tolling system may not function effectively or deliver the anticipated benefits. Any circumstances that impair the operation or maintenance of the tolling system may result in an inability to collect tolls from users of Transurban's toll roads, which could result in a loss of toll revenue. If Transurban is unable to successfully implement or deliver these projects or systems in a timely manner, this could have a material adverse effect on its business, cash flow, financial condition and results of operations.

Transurban relies on the assistance of governmental authorities to take enforcement action against motorists who default on their obligation to pay Transurban's road tolls. Transurban also relies in part on the assistance of governmental authorities to monitor and prevent unauthorised use of the 95 Express Lane and 495 Express Lanes in the Greater Washington Area. If these enforcement actions are not taken or are unsuccessful, or if the legislative framework governing the

enforcement proceedings is deficient, Transurban may be unable to recover the relevant tolls from road users which may adversely affect Transurban's cash flow, financial condition and results of operations. However, if enforcement action is pursued too vigorously, Transurban's reputation may be adversely affected.

Agreements between Transurban and other toll road operators require that each operator pays Transurban for that operator's customers who travel on Transurban's toll roads. Transurban bears the credit risk if those other operators default on such payments.

Transurban also collects revenue from its tag customers for travelling on other toll roads. Transurban bears the credit risk relating to recovering these toll payments from those customers.

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2.4 Restrictions on toll price

Most of Transurban's concession agreements contain mechanisms that regulate the tolls that can be charged for using the relevant toll road. The mechanism used generally provides for increases in tolls on a quarterly or annual basis by reference to inflation, measured by the quarterly consumer price index, or annual consumer price index of a specified geographic area. Under certain concession agreements, Transurban does not have the right to increase tolls beyond the relevant rate of inflation. In circumstances where the consumer price index has decreased, a minority of the concession agreements may require Transurban to reduce the tolls that can be charged to users of the relevant toll road. Additionally, for some concession agreements with inflation linked tolls, tolls cannot be lowered as a result of deflation; however, an increase cannot occur until inflation offsets the previous deflation.

The price adjustment mechanisms in the concession agreements do not take account of changes in Transurban's operating, financing and other costs. Therefore, those operating, financing and other costs could increase at a greater rate than revenue from tolls and other fees charged to users of the toll roads, which could negatively impact on Transurban's results of operations.

2.5 Maintenance and capital expenditure projects

Transurban is required under its concession agreements to undertake information technology, maintenance and capital expenditure projects from time to time on its toll roads. There can be no assurance that Transurban will be able to implement these projects in the manner or within the timeframe and budget expected. In addition, Transurban is also subject to the risk of unexpected significant maintenance or capital expenditure requirements, which may arise as a result of a variety of factors which may be outside Transurban's control, such as the identification of material defects or material latent defects in the road infrastructure.

Under the terms of its concession agreements and the documents related to those agreements, Transurban can also be required to perform upgrades on the concessions and other road projects. The upgrades are generally governed by process deeds. Under those deeds, a failure to carry out an upgrade in accordance with the terms of the deed can result in the government counterparty having a right to terminate the relevant concession agreement.

Additionally, in negotiations with the relevant governmental entity to undertake improvement projects on an existing toll road, or to develop new toll roads, Transurban may agree to vary or waive certain benefits under an existing concession agreement, including waiving rights to receive compensation where existing infrastructure is built or a material adverse event occurs. While Transurban aims to carefully consider a range of factors in any such circumstances before varying or waiving rights under a concession agreement, any such variation or waiver may restrict Transurban's rights if the relevant event occurred.

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In connection with the Project, Transurban has agreed a number of changes to the CityLink concession deed which require successful passage through Parliament. If the agreed changes successfully pass through Parliament, certain existing protections afforded to Transurban in connection with the CityLink concession deed will be reduced, including the relaxing of legacy restrictions to allow the State to make certain improvements to the adjacent road network. These changes to the CityLink concession deed will only be implemented if they are successfully passed through Parliament. The changes, in aggregate, would restrict Transurban's right to object to, or be compensated for the changes to the adjacent road network. The CityLink concession deed will include protections which protect for material adverse changes in road transport policy (e.g. cordon toll, road user pricing).

Transurban's failure to successfully implement planned information technology, maintenance and capital expenditure projects in the manner or within the timeframe and budget expected, or the occurrence of any unexpected maintenance or capital expenditure requirements or events for which Transurban's right to compensation has been waived, could materially adversely affect Transurban's business, cash flow, financial condition and results of operations.

2.6 Loss of a toll road concession

If Transurban breaches a material obligation under a concession agreement and fails to remedy the breach, this could lead to the early termination of the relevant toll road concession. In relation to the Legacy Way and Go Between Bridge concessions, a default under either of the concession agreements governing those concessions gives the government counterparty a right to terminate both of the relevant concession agreements. Additionally, a failure to comply with agreements with government counterparties that govern upgrade projects could result in the termination of the underlying concession agreement. If Transurban's concession were to be terminated early, the relevant toll road and associated infrastructure would revert to the relevant government body, which could materially adversely affect Transurban's business, cash flow, financial condition and results of operations.

2.7 Breach of financing arrangements

Transurban has entered into financing arrangements with external financiers in relation to many of its toll roads. In addition to principal and interest repayment obligations, the financing arrangements typically require Transurban to comply with covenants and undertakings with regards to their operation, maintenance and tolling of the relevant toll road. If Transurban breaches a material obligation under its financing arrangements, it could result in Transurban's financing becoming immediately due and payable, or the external financiers enforcing their securities to facilitate an asset sale or ownership transfer and/or stepping-in and taking control of the relevant toll road. In such circumstances, the relevant financiers would obtain the benefit of the relevant toll road concession, and Transurban may suffer material financial loss and reputational damage. If there is an event of default under Transurban's financing arrangements, Transurban may be required to take action in response which might include (but not be limited to) restricting distributions ultimately to Transurban's security holders.

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2.8 Relationship with government

Transurban's relationship with government entities is key to ensuring the continuity of its existing concession agreements and future opportunities for growth of its toll roads.

If Transurban is prevented from exercising its material rights (such as operating and tolling the relevant toll road) under a concession agreement as a result of government action, Transurban may be able to terminate the concession agreement early. In such circumstances Transurban may be entitled to receive compensation from the relevant government entity but the compensation may not be adequate to compensate Transurban for the loss of its rights under the concession agreement.

Transurban works closely with governmental entities to plan and develop new projects and to improve and expand its existing toll roads. If Transurban is unable to work with governmental entities on such projects, Transurban may be unable to enter into new concession agreements on commercially acceptable terms and Transurban may not be able to maximise the long-term funding of its existing toll roads.

Transurban's dealings with government are subject to stringent regulations, breaches of which may result in substantial fines and other penalties, Transurban's reputation may suffer and result in limitations on its future ability to interact with governments or participate in government tender processes.

2.9 Competing roads and other modes of transport

The presence of other toll roads, toll-free roads and competing modes of transportation depends in part on governmental policy. In general, the concession agreements do not prevent the relevant governmental authorities from building or awarding contracts to build roads or infrastructure for competing modes of transportation which may compete with Transurban's toll roads, although Transurban may, in certain circumstances, be entitled to compensation from the relevant government. Any compensation awarded in such circumstances may not adequately compensate Transurban. The WGT Project Agreement does not prevent the State from building or awarding contracts to build roads or infrastructure for competing modes of transportation which may compete with the WGT, and Transurban will not be entitled to compensation if the State takes any of those actions.

2.10 Reliance on key contractors/counterparty risks

Transurban may engage third party contractors and counterparties to carry out development and construction activities and to provide certain systems and services, including those relating to tolling, customer services, operations and maintenance services, road management and control systems. Transurban is therefore dependent upon the services of key contractors and counterparties.

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In the event that any of these contractors or counterparties are unable or unwilling to perform the obligations owed to Transurban, Transurban could suffer material disruptions to its operations. Disruptions to Transurban's operations or inadequately performed services could result in delays to projects, degradation in the quality and state of repair of Transurban's toll roads, dissatisfaction of toll road users, reduced traffic volumes, reduced toll road revenue and breach of concession agreements and financing arrangements.

Any of these factors could result in a material increase in Transurban's costs and interruption to Transurban's operations in the event of a service provider having to be replaced. The occurrence of any of these risks could materially adversely affect Transurban's business, cash flow, financial condition and results of operations. In addition, the early termination of a concession agreement could materially adversely affect Transurban's business, cash flow, financial condition and results of operations.

2.11 Joint venture risk

Transurban holds a number of interests in its companies and affiliates jointly with joint venture partners through equity or co-operative joint ventures. While Transurban has director representation on the boards of each company and affiliate, certain decisions require approval of all the directors or shareholders of the joint venture. Therefore irrespective of Transurban's proportional interest in the joint venture, Transurban will not be able to unilaterally control all decision-making processes of a joint venture, including decisions in respect of distributions. The joint venture partners in these projects may have economic or business interests or objectives that are different to those of Transurban, they may be unable or unwilling to fulfil their obligations under the relevant joint venture contracts or they may experience financial or other difficulties. In addition, Transurban's reputation and its relationships with governments and other stakeholders could be affected if its brand is associated with a partner that has engaged in misconduct or has been negligent, either in connection with a joint venture project or a different project. The occurrence of any of these risks could disrupt the operations of the joint venture and negatively impact Transurban's investment in, and the returns from, the joint venture.

2.12 Risks in relation to future projects

Transurban may not be able to implement current and future development projects in the manner or within the timeframe and budget expected. Additionally such current and future development projects may not deliver the return or earnings expected by Transurban.

Transurban's failure to successfully implement current and future development and construction projects in the manner or within the timeframe and budget expected could materially adversely affect Transurban's business, cash flow, financial condition and results of operations.

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2.13 Acquisitions

The Transurban group has in the past expanded its portfolio through acquisitions or bids for new projects. In the future, in addition to developing the WGTP, Transurban may seek to acquire or develop additional toll roads, assets or businesses.

The success of any such acquisitions or developments depends on a variety of factors including the limited supply of viable road assets that meet Transurban's acquisition and development requirements and there can be no assurance that such acquisitions or developments would be available, successful or generate the anticipated project cash flows and returns, benefits, synergies and efficiencies that Transurban expects. Transurban may incur substantial costs, delays or other operational or financial problems in acquiring, integrating, developing and/or managing the additional asset or business, and any such investment may divert management's attention from the operation of Transurban's existing businesses. In particular, Transurban's ability to supplement its current portfolio of assets with new assets and to undertake additional developments on its existing assets is dependent on government policies with respect to ownership and operating models for transport and road infrastructure. Changes to government policies could adversely impact Transurban's ability to invest in new projects, develop existing assets and maintain or continue to grow its existing levels of business.

Additionally, Transurban may encounter unanticipated events, circumstances or legal liabilities in connection with the investment. Transurban may have difficulty financing or refinancing any investment and Transurban may be unable to service any increased indebtedness as a result of such investment. The occurrence of any of the risks relating to any such investment could materially adversely affect Transurban's business, results of operations and financial condition.

2.14 Impact of forecasts and modelling on Transurban's business and growth projects

Transurban relies on internal traffic and other forecasts and modelling expertise to assess the viability of acquisitions, the development of new projects, the improvement and expansion of existing toll roads, the timeframe in which to undertake these activities and the carrying value of its assets. In particular, Transurban has relied on internal traffic forecasts and modelling to assess the viability of the Project and the impact of the Project on CityLink. If Transurban's forecasting methodology and modelling, including the assumptions inputted into them or information from third-party sources used to derive the information, are inaccurate or do not reflect current or future market conditions, Transurban may undertake acquisitions and projects (including the Project) that do not deliver forecasted returns or earnings, may impact the profitability of existing assets, may fail to optimise the value of acquired assets and may overvalue acquisition targets and write down the carrying value of assets.

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2.15 Systems, information technology and confidential information

Transurban relies on operating, maintenance, traffic management and safety technology and systems to optimise the safe and efficient operation of its toll roads. The failure of these systems, including a failure to adequately respond to a disruption event or manage an incident effectively could materially disrupt the operation of Transurban's toll roads, leading to reduced traffic volumes or closure of a road.

Transurban's ability to continue to improve revenue generation from its toll roads and provide key services to its customers depends on its capacity to develop and manage new technology systems and platforms. In some cases, Transurban partners with technology providers to develop and implement new information technology systems. Certain of Transurban's software is held under license agreements with technology providers. If Transurban fails to continue to maintain its relationships with its key technology partners or licensors of key software, its ability to operate and grow its business may be adversely affected.

Transurban's technology systems may be subjected to external cyber-attacks that could adversely affect its business and reputation. Although Transurban takes various measures to prevent or mitigate external breaches to its systems and monitor its technology networks, there is no guarantee that such measures will provide absolute security. The occurrence of any such cyber-attacks could have a material adverse effect on its business, cash flow, financial condition and results of operations.

Transurban's tolling arrangements and systems lead it to obtain personal and confidential information from its customers. The handling and retention of such information is regulated by various privacy laws. Transurban is exposed to the risk of deliberate or inadvertent release of this information and the loss or misuse of data. Although Transurban utilises systems and processes that are designed to protect data and to prevent data loss and other security breaches, no assurance can be given that such measures will provide absolute security. If such information were released, Transurban may be subject to financial penalties under privacy laws, be subject to increased regulatory scrutiny or legal action.

2.16 Refinancing risks and use of leverage

Transurban has existing debt financing arrangements and credit facilities from bank, debt capital markets and government sources. Transurban will need to continue accessing debt markets in the future to refinance maturing debt and to access debt for corporate purposes or in connection with the financing of new acquisition or development projects, including the Project. The use of leverage may enhance returns, but it may also substantially increase the risk of loss.

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Transurban is exposed to risks associated with debt financing, including that it will be unable to arrange financing for growth projects or the refinancing of its existing indebtedness as and when required, on the terms expected or at all. If Transurban is able to refinance its existing indebtedness, the terms of such refinancing may not be as favourable as the original terms of such indebtedness.

Transurban's access to and cost of finance is affected by Transurban's credit ratings, in particular its senior secured debt credit ratings. Any downgrade or change in outlook (including in relation to global credit markets) could affect the ability of Transurban to refinance its existing indebtedness or materially increase its cost of finance.

Financing arrangements typically require Transurban to comply with certain obligations and undertakings, including maintaining security arrangements for the benefit of lenders, and in some instances the meeting of certain financial covenants. If a material obligation is breached and not remedied, this could lead to early termination of the financing arrangement and a requirement to repay the debt financing or the lender may have rights to step in and operate the applicable asset or appoint receivers.

Transurban undertakes transactions with financial counterparties including banking, cash investments and derivatives that create an exposure to the credit worthiness of those financial counterparties. If a financial counterparty defaults on such a transaction, Transurban may suffer material financial loss.

2.17 Reliance on dividends, distributions and interest on and repayments of shareholder loans from entities in the Transurban group

Transurban operates its business through its subsidiaries. Transurban also funds certain of its subsidiaries through intra-group loans. The availability of funds to service Transurban's debts is impacted by dividends, distributions, interest and repayments on intra-group loans received from Transurban's subsidiaries. Some of Transurban's subsidiaries that have entered into concession agreements have incurred debt with external financiers which is secured against the specific assets, including the relevant concession agreement, of the Transurban subsidiary. The external financiers may in certain circumstances be able to restrict the ability of the relevant Transurban subsidiary to pay dividends or other distributions to Transurban. As a result, Transurban's ability to service its debt may be restricted and this could have a material adverse effect on Transurban's business, cash flow, financial condition and results of operations.

2.18 Interest rate risk

Transurban's ability to arrange financing, and the cost of any such financing, is impacted by changes in interest rates, prevailing economic conditions and deteriorations in the bank finance market or in the national or international debt capital markets.

An increase in interest rates would increase the Transurban group's debt servicing costs on any part of its indebtedness which is unhedged.

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2.19 Foreign exchange risk

Transurban is exposed to foreign exchange risks due to fluctuations in foreign exchange rates. A portion of Transurban's investments is and will continue to be denominated in, or generate cash flow in, U.S. dollars, while its reporting currency is Australian dollars. As a result, certain of Transurban's income, costs and operating cash flows are exposed to foreign exchange risks arising from U.S. dollar exposures when the assets and liabilities are translated into Australian dollars. Consequently, portions of its costs and margins are affected by fluctuations in the exchange rates between these currencies.

To the extent that Transurban has unhedged investments in assets outside of Australia, movements in currency exchange rates have the potential to reduce the capital value of its investments and cash returns from investments.

2.20 Payment of distributions

Future payment of distributions to Transurban's security holders will be determined by the Transurban Board. Transurban will pay distributions having regard to the free cash flow and its financial position and there is no guarantee that future distributions will be paid.

2.21 Fraudulent behaviour of employees

Transurban is exposed to risks associated with fraudulent behaviour of its officers, employees, consultants, contractors and contractual counterparties. The occurrence of such behaviour could materially adversely affect Transurban's business, cash flow, financial condition and results of operations.

2.22 Key personnel

Retaining and recruiting qualified personnel is critical to Transurban's success. Transurban may face risks from the loss of key personnel and an inability to attract any new personnel required in its business. Although Transurban has implemented strategies designed to assist in the recruitment and retention of people within its business, Transurban may encounter difficulties in recruiting and retaining candidates with appropriate experience and expertise.

If any of Transurban's key employees leave their employment, this may adversely affect its ability to conduct its business. If Transurban is unable to retain and attract the services of a sufficient number of qualified personnel, this could impact its operations and development and could have a material adverse effect on its business, cash flow, financial condition and results of operations.

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2.23 Risks of accidents or other incidents relating to toll roads

Transurban is subject to the risk of accidents and incidents on its toll roads and adjacent and feeder roads and sites, as well as to weather conditions, natural phenomena, natural disasters, vandalism, acts of terrorism which may impact its toll roads. The occurrence of any of these factors could adversely affect traffic volumes, the collection of toll revenue and could cause physical damage to Transurban's toll roads. In addition, any such incident could result in the loss of part of Transurban's infrastructure assets or critical operating equipment and Transurban may incur additional costs in repairing the affected infrastructure asset. The occurrence of any of these risks could materially adversely affect Transurban's business, cash flow, financial condition and results of operations.

Transurban operates critical road infrastructure assets in and around high-density population areas in Australia and the United States that could be targeted by terrorist attacks or threatened with terrorist attacks. Terrorist attacks or threats of terrorist attacks on Transurban's toll road assets could affect traffic volumes and the collection of toll revenue and could lead to physical damage to toll roads, any of which could have a material adverse effect on Transurban's business, cash flow, financial condition and results of operations. In addition, any physical damage to Transurban's toll roads may cause loss or damage to customers or third parties who may seek to recover damages from Transurban for any such terrorist attacks.

2.24 Social licence to operate

Transurban relies on a level of broad public acceptance of its activities, which it refers to as its social licence to operate. Transurban's business, and toll roads generally, may generate negative public sentiment with certain stakeholder groups due to the perception that its toll roads are expensive, that there are too many toll roads or negative sentiment towards private ownership of roads. In addition, construction and improvement of new and existing toll roads often results in disruptions to local business, communities and road users over extended periods of time, which may lead to negative public sentiment and publicity for Transurban's toll roads. Negative public sentiment, any resulting community action and related publicity may result in federal and state governments declining to pursue projects involving Transurban or private toll road operators generally, declining to accept Transurban's project proposals or implementing political measures that adversely impact Transurban's ability to own and operate toll roads in the future or that adversely impact the profitability of its current toll roads. Any government measures restricting Transurban's ability to own or operate toll roads or negative community sentiment and publicity could impact its social licence to operate and adversely impact its reputation, financial condition and results of operations.

Consistent with this, there has been some negative public sentiment regarding the Project from local communities and businesses who may be affected by the Project and other stakeholders.

Offer and general risks

3.1 Underwriting risk

Transurban has entered into an underwriting agreement under which three underwriters have agreed to fully underwrite the Entitlement Offer, subject to the terms and conditions of the underwriting agreement between the parties. The underwriters' obligation to underwrite the Entitlement Offer is conditional on certain customary matters, including Transurban delivering certain certificates, sign-offs and opinions to the underwriters. Further, if certain events occur, the underwriters may terminate the underwriting agreement. Termination of the underwriting agreement would have an adverse impact on the proceeds raised under the Entitlement Offer and Transurban's sources of funding for the Project. If the underwriting agreement is terminated Transurban will not be entitled to terminate the WGT Transaction Documents. In these circumstances Transurban would need to find alternative funding to meet its contractual obligations with respect to the Project. Termination of the underwriting agreement could materially adversely affect Transurban's business, cash flow, financial condition and results of operations.

The events which may trigger termination of the underwriting agreement include where:

- Transurban is suspended from the official list of ASX or its securities are delisted or suspended from quotation;
- Transurban alters its capital structure;
- Transurban or a material subsidiary of Transurban is or becomes insolvent;
- Transurban's CEO or CFO has their employment terminated for cause;
- Transurban contravenes its constituent documents, the Corporations Act, the ASX Listing Rules or other applicable law; or
- Transurban's directors engage in fraud or commit certain offences.

The ability of the underwriters to terminate the underwriting agreement in respect of some events will depend on whether the event has or is likely to have a material adverse effect on the success, marketing or settlement of the Entitlement Offer, the value of the securities, or the willingness of investors to subscribe for securities, or where they may give rise to liability for the underwriters.

3.2 Renouncement risk

If you are an eligible security holder, and you do not take up or sell your entitlements under the Entitlement Offer, then your entitlements will be treated as renounced and will be sold on your behalf in the institutional or retail bookbuild (as applicable) and any proceeds of sale of your entitlements will be paid to you. However, there is no guarantee that any value will be received for your renounced entitlement through the bookbuild process.

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The ability to sell New Securities under the bookbuild and the ability to obtain any premium will be dependent upon various factors, including market conditions. Further, the bookbuild price may not be the highest price available, but will be determined having regard to a number of factors, including having binding and bona fide offers which, in the reasonable opinion of the underwriters, will, if accepted, result in acceptable allocations to clear the entire book.

To the maximum extent permitted by law, Transurban, the underwriters and the respective related bodies corporate, affiliates or the directors, officers, employees or advisors of any of them, will not be liable, including for negligence, for any failure to procure applications under the bookbuild at a price in excess of the offer price. If there is a retail premium achieved on the retail bookbuild, it may be less than, more than, or equal to any premium achieved on the institutional bookbuild. Accordingly, it is possible that retail holders who do not take up their entitlements will receive less value than their institutional counterparts, or no value at all.

You should also note that if you do not take up all of your entitlement, then your percentage security holding in Transurban will be diluted by not participating to the full extent in the Entitlement Offer.

3.3 Risk of selling or transferring entitlements

If you are an eligible retail security holder and do not wish to take up your entitlements, you can sell them on ASX or transfer them to another person or entity other than on ASX during the entitlement trading period.

Prices obtainable for retail entitlements may rise and fall over the entitlement trading period and liquidity may vary. If you sell or transfer your entitlements at one stage in the retail entitlement trading period you may receive a higher or lower price than a security holder who sells or transfers their entitlements at a different stage in the retail entitlement trading period or through the retail shortfall bookbuild.

There is no guarantee that there will be a viable market during, or on any particular day in, the retail entitlement trading period, on which to sell retail entitlements on ASX. Eligible retail security holders who wish to sell their entitlements may be unable to do so at an acceptable price, or at all, if insufficient liquidity exists in the market for entitlements.

If you choose to transfer your entitlements to another person or entity other than on ASX, there is no guarantee that you will receive any value for transferred entitlements.

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You should also note that if you sell or transfer all or part of your entitlements, then your percentage security holding in Transurban will be diluted by not participating to the full extent in the Entitlement Offer.

The tax consequences from selling or transferring entitlements or from doing nothing may be different. Before selling entitlements or choosing to do nothing in respect of entitlements, you should seek independent tax advice and may wish to refer to the tax information contained in the retail information booklet which will provide further information on potential taxation implications for Australian security holders.

3.4 Market generally

The price of Transurban securities on the ASX may rise or fall due to numerous factors, including:

- Australian and international general economic conditions, including inflation rates, the level of economic activity, interest rates and currency exchange rates;
- tensions and acts of terrorism in Australia and around the world;
- investor perceptions in the local and global markets for listed stocks; and
- changes in the supply and demand of infrastructure securities.

Transurban securities may trade below the offer price and no assurances can be given that Transurban's market performance will not be materially adversely affected by any such market fluctuations or factors. No member of Transurban, nor any of their directors nor any other person guarantees Transurban's market performance.

3.5 Asset impairment

The Transurban Board regularly monitors impairment risk. Where the value of an asset is assessed to be less than its carrying value, Transurban is obliged to recognise an impairment charge in its profit and loss account.

Asset impairment charges may result from actual performance failing to meet Transurban's forecasts or the occurrence of unexpected adverse events that impact Transurban's expected performance. Assets are tested for impairment annually or more frequently if events or changes in circumstances indicate that they might be impaired. This could result in the recognition of impairment provisions that could be significant and could have a material adverse effect on Transurban's financial condition and results of operations.

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3.6 Changes to accounting standards

Changes to Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations and the Corporations Act could affect Transurban's reported results of operations in any given period or Transurban's financial condition from time to time.

3.7 Adverse tax developments

The Transurban group is structured as a stapled group comprising two companies (Transurban Holdings Limited and Transurban International Limited) and a trust (Transurban Holding Trust), which trade as a single stapled security. Australian taxation laws apply to each of these entities separately. Changes to tax legislation, the interpretation of tax legislation by the courts, the administration of tax legislation by the relevant tax authorities and the applicability of such legislation to the Transurban group or entities within the Transurban group may increase Transurban's tax liabilities.

Transurban Holding Trust and its subsidiary trusts are generally not liable for Australian income tax and capital gains tax, provided that:

- where the trust is an Attribution Managed Investment Trust ("AMIT"), the trust attributes the net income to its unit holders on a fair and reasonable basis; and
- where the trust is not an AMIT, all income is distributed to its unit holders.

Transurban Holding Trust is qualified to make and has made the relevant election under the Australian tax law to be treated as an AMIT. This position must be assessed on a yearly basis in the future. If Transurban Holding Trust ceases to be qualified to make the relevant election to be characterised as an AMIT or ceases to reasonably attribute all of its income to unitholders in any income year, Transurban may incur tax liabilities.

Transurban Holding Trust may be liable for tax if it derives non-arm's length income. Transurban Holding Trust subsidiary trusts may be liable for tax if they derive non-arm's length income or do not designate all income to their unitholders.

In addition, certain companies within the Transurban group have carried forward tax losses which are recognised as deferred tax assets on its balance sheet. The ability of members of the Transurban group to utilise their tax losses to decrease their tax liabilities in future periods is subject to them meeting certain conditions under the relevant tax legislation regarding continuity of ownership and activities. If members of the Transurban group fail to meet the relevant conditions, or if the relevant tax legislation is amended in a way that results in an inability for members of the Transurban group to use their tax losses in future periods, the relevant Transurban entity's or Transurban's tax liabilities could be materially higher than currently expected.

Offer and general risks

Adverse tax developments, including the factors described above, could materially increase Transurban's tax liabilities or timing of its tax payments, which could have a material adverse effect on its business, cash flow, financial condition and results of operations.

As noted above, Transurban operates through a stapled structure. Stapled structures have been a common Australian vehicle for infrastructure assets and typically involve the principal assets of the structure being held through a trust that is stapled together with a company that conducts the primary operations of the structure. The Australian Taxation Office and The Treasury of the Australian Federal Government continue to closely scrutinise the use of stapled structures where such structures are used to recharacterise trading income from operations into more favourably taxed passive income. The Treasury of the Australian Federal Government undertook a consultation on stapled groups in 2017 but no recommendations with respect to any changes to the taxation of stapled groups have been made to date. Taxation of stapled structures in Australia may change, including in ways that may adversely impact Transurban.

3.8 Changes in law or regulation

Governments may impose new or increased charges on road transportation, on motorists or motor vehicles or fuel. In addition, Governments may restrict or prohibit the levying of tolls on toll roads. Such changes in law or regulation may have an adverse effect on traffic volumes on Transurban's toll roads.

Transurban's concession agreements generally contain mechanisms under which Transurban may be able to claim compensation for the impact of a change in law or regulation, but the compensation mechanism may not be applicable to every possible change in law or regulation, or the compensation payable may not adequately compensate Transurban for the adverse effect on traffic, business, cash flow, financial condition and results of operations.

3.9 Other external factors

Other external factors may impact Transurban's performance, including changes or disruptions to political, regulatory, legal or economic conditions or to national and international markets.

Natural phenomenon such as fire, earthquake, flood or cyclone may occur and some of the assets of Transurban may not be insured for such an event. Events of this nature can affect a party's ability to perform its contractual obligations.

3.10 Insurance counterparty risk

There can be no assurance that Transurban maintains, or will continue to maintain, sufficient insurance coverage for all of the risks associated with the operation of its businesses. In particular, there can be no assurance that events that result in a prolonged reduction in traffic volume or in toll revenues will be adequately covered by Transurban's insurance policies.

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Offer and general risks

The renewal of insurance will be dependent on a number of factors, such as the continued availability of coverage, the nature of risks to be covered, the extent of the proposed coverage and costs involved. The cost of Transurban's insurance policies could significantly increase as a result of claims made by it or as a result of local or global economic conditions that cause insurance to be more expensive.

Transurban is also subject to the credit risk of its insurers and their continued ability to satisfy claims made by Transurban. Certain risks and liabilities, including potential losses of a catastrophic nature, such as those arising from floods, earthquakes, terrorism or other similar catastrophic events, may be either uninsurable or not insurable on a financially reasonable basis, or may be subject to larger deductibles. Transurban may also elect to self-insure and/or carry large deductibles. In the event Transurban experiences a loss or liability to third parties in the future, the proceeds of an applicable insurance policy may not respond to cover the full actual loss incurred or related liabilities to third parties. If Transurban's insurance coverage is not sufficient to cover any losses that are incurred in the course of its business, or if Transurban's insurers are unwilling or unable to satisfy claims made by Transurban, Transurban could be exposed to uninsured losses that are significant or the payment of a larger deductible.

3.11 Ongoing disputes

Transurban may from time to time be involved in legal, regulatory and other proceedings and disputes arising from its businesses and operations, including proceedings and disputes relating to construction, development, delivery, operation, maintenance and expansion of toll roads, collection of toll revenue, environmental issues, native title claims, shareholder action, industrial action, special interest group action and disputes with joint venture partners, contractors and other counterparties (including government counterparties). These disputes may lead to legal, regulatory and other proceedings, and may cause Transurban to incur significant costs, delays and other disruptions to its businesses and operations. In addition, regulatory actions and disputes with governmental authorities may result in fines, penalties and other administrative sanctions.

3.12 Environment and health and safety

Transurban is subject to environmental and health and safety regulations under Australian Commonwealth and State laws and applicable laws in the United States of America. Although Transurban maintains comprehensive environmental management plans to monitor the performance of its toll roads, and any external parties responsible for operating any Transurban toll road, no assurance can be given that Transurban will not be subject to potential environmental and health and safety liabilities associated with the operation of its businesses. Transurban's construction projects may also be subject to delays as a result of environmental disputes, environmental impact assessments and consultation processes and the need to obtain necessary environmental approvals.

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Supplementary information

(iii) International offer restrictions



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This document does not constitute an offer of entitlements or New Securities in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the entitlements and New Securities may not be offered or sold, in any country outside Australia except to the extent permitted below.

UNITED STATES

This document may not be distributed or released in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws of any state or jurisdiction of the United States.

CANADA (BRITISH COLUMBIA, ONTARIO AND QUEBEC PROVINCES)

This document constitutes an offering of entitlements and New Securities only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – *Prospectus and Registration Exemptions*, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the entitlements or the New Securities or the offering of such securities and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of entitlements or New Securities or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and received by the securities regulator in the applicable Province. Furthermore, any resale of the entitlements or the New Securities in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements.

Transurban as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon Transurban or its directors or officers. All or a substantial portion of the assets of Transurban and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against Transurban or such persons in Canada or to enforce a judgment obtained in Canadian courts against Transurban or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board.

Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the entitlements or the New Securities purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against Transurban if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against Transurban. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the *Securities Act* (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the entitlements and the New Securities during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against Transurban, provided that (a) Transurban will not be liable if it proves that the purchaser purchased such securities with knowledge of the misrepresentation; (b) in an action for damages, Transurban is not liable for all or any portion of the damages that Transurban proves does not represent the depreciation in value of such securities as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which such securities were offered.

International offer restrictions

Section 138 of the *Securities Act* (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the entitlements and the New Securities should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of such securities as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Securities (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

EUROPEAN ECONOMIC AREA – BELGIUM, DENMARK, GERMANY, LIECHTENSTEIN, LUXEMBOURG AND NETHERLANDS

This document has been prepared on the basis that all offers of entitlements and New Securities will be made pursuant to an exemption under the Directive 2003/71/EC ("Prospectus Directive"), as amended and implemented in Member States of the European Economic Area (each, a "Relevant Member State"), from the requirement to publish a prospectus for offers of securities.

An offer to the public of entitlements and New Securities has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in the Relevant Member State:

- to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments;
- to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual consolidated or consolidated financial statements);
- to any person or entity who has requested to be treated as a professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2004/39/EC, "MiFID"); or
- to any person or entity who is recognised as an eligible counterparty in accordance with Article 24 of the MiFID.

FRANCE

This document is not being distributed in the context of a public offering of financial securities (*offre au public de titres financiers*) in France within the meaning of Article L.411-1 of the French Monetary and Financial Code (*Code monétaire et financier*) and Articles 211-1 et seq. of the General Regulation of the French *Autorité des marchés financiers* ("AMF"). The entitlements and the New Securities have not been offered or sold and will not be offered or sold, directly or indirectly, to the public in France.

This document and any other offering material relating to the entitlements and the New Securities have not been, and will not be, submitted to the AMF for approval in France and, accordingly, may not be distributed (directly or indirectly) to the public in France. Such offers, sales and distributions have been and shall only be made in France to qualified investors (*investisseurs qualifiés*) acting for their own account, as defined in and in accordance with Articles L.411-2-III-2, D.411-1, L.533-16, L.533-20, D.533-11, D.533-13, D.744-1, D.754-1 and D.764-1 of the French Monetary and Financial Code and any implementing regulation.

Pursuant to Article 211-3 of the General Regulation of the AMF, investors in France are informed that the entitlements and the New Securities cannot be distributed (directly or indirectly) to the public by the investors otherwise than in accordance with Articles L.411-1, L.411-2, L.412-1 and L.621-8 to L.621-8-3 of the French Monetary and Financial Code.

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HONG KONG

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the entitlements and the New Securities have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the entitlements and the New Securities has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to entitlements and the New Securities that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted entitlements or New Securities may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

IRELAND

The information in this document does not constitute a prospectus under any Irish laws or regulations and this document has not been filed with or approved by any Irish regulatory authority as the information has not been prepared in the context of a public offering of securities in Ireland within the meaning of the Irish Prospectus (Directive 2003/71/EC) Regulations 2005, as amended (the "Prospectus Regulations"). The entitlements and the New Securities have not been offered or sold, and will not be offered, sold or delivered directly or indirectly in Ireland by way of a public offering, except to "qualified investors" as defined in Regulation 2(i) of the Prospectus Regulations.

ITALY

The offering of the entitlements and the New Securities in the Republic of Italy has not been authorized by the Italian Securities and Exchange Commission (*Commissione Nazionale per le Società e la Borsa*, "CONSOB") pursuant to the Italian securities legislation and, accordingly, no offering material relating to these securities may be distributed in Italy and these securities may not be offered or sold in Italy in a public offer within the meaning of Article 1.1(i) of Legislative Decree No. 58 of 24 February 1998, as amended ("Decree No. 58"), other than:

- to qualified investors ("Qualified Investors"), as defined in Article 100 of Decree No. 58 by reference to Article 34-ter of CONSOB Regulation no. 11971 of 14 May 1999, as amended ("Regulation No. 11971"); and
- in other circumstances that are exempt from the rules on public offer pursuant to Article 100 of Decree No. 58 and Article 34-ter of Regulation No. 11971.

Any offer, sale or delivery of the entitlements or the New Securities or distribution of any offer document relating to these securities in Italy (excluding placements where a Qualified Investor solicits an offer from the issuer) under the paragraphs above must be:

- made by investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with Legislative Decree No. 385 of 1 September 1993 (as amended), Decree No. 58, CONSOB Regulation No. 16190 of 29 October 2007 (as amended) and any other applicable laws; and
- in compliance with all relevant Italian securities, tax and exchange controls and any other applicable laws.

Any subsequent distribution of the entitlements and the New Securities in Italy must be made in compliance with the public offer and prospectus requirement rules provided under Decree No. 58 and the Regulation No. 11971, unless an exception from those rules applies. Failure to comply with such rules may result in the sale of such securities being declared null and void and in the liability of the entity transferring the securities for any damages suffered by the investors.

International offer restrictions

KOREA

Transurban is not making any representation with respect to the eligibility of any recipients of this document to acquire the entitlements or the New Securities under the laws of Korea, including, without limitation, the Foreign Exchange Transaction Act and regulations thereunder. These securities have not been, and will not be, registered under the Financial Investment Services and Capital Markets Act of Korea ("FSCMA") and therefore may not be offered or sold (directly or indirectly) in Korea or to any resident of Korea or to any persons for re-offering or resale in Korea or to any resident of Korea (as defined under the Foreign Exchange Transaction Act of Korea and its enforcement decree), except as permitted under the applicable laws and regulations of Korea.

Accordingly, the entitlements and the New Securities may not be offered or sold in Korea other than to "accredited investors" (as defined in the FSCMA).

NEW ZEALAND

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The entitlements and the New Securities in the entitlement offer are not being offered to the public within New Zealand other than to existing shareholders of Transurban with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the entitlement offer, the New Securities may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

NORWAY

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The entitlements and the New Securities may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

SINGAPORE

This document and any other materials relating to the entitlements and the New Securities have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of entitlements and New Securities, may not be issued, circulated or distributed, nor may the entitlements and New Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

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This document has been given to you on the basis that you are (i) an existing holder of Transurban's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the entitlements or the New Securities being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire entitlements or New Securities. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

SWEDEN

This document has not been, and will not be, registered with or approved by Finansinspektionen (the Swedish Financial Supervisory Authority). Accordingly, this document may not be made available, nor may the entitlements or the New Securities be offered for sale in Sweden, other than under circumstances that are deemed not to require a prospectus under the Swedish Financial Instruments Trading Act (1991:980) (*Sw. lag (1991:980) om handel med finansiella instrument*). Any offering of entitlements or New Securities in Sweden is limited to persons who are "qualified investors" (as defined in the Financial Instruments Trading Act). Only such investors may receive this document and they may not distribute it or the information contained in it to any other person.

SWITZERLAND

The entitlements and the New Securities may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under the listing rules of any stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the entitlements or the New Securities may be publicly distributed or otherwise made publicly available in Switzerland.

The entitlements and the New Securities will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations. This document is personal to the recipient and not for general circulation in Switzerland.

Neither this document nor any other offering or marketing material relating to the New Securities have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of entitlements and New Securities will not be supervised by, the Swiss Financial Market Supervisory Authority.

UNITED ARAB EMIRATES

Neither this document nor any securities relating to it have been approved, disapproved or passed on in any way by the Emirates Securities and Commodities Authority ("ESCA") or any other governmental authority in the United Arab Emirates. Transurban has not received authorisation or licensing from the ESCA or any other governmental authority in the United Arab Emirates to market or sell the entitlements or the New Securities within the United Arab Emirates. This document does not constitute, and may not be used for the purpose of, an offer of securities in the United Arab Emirates (excluding the Dubai International Financial Centre). No services relating to the entitlements or the New Securities, including the receipt of applications, may be rendered within the United Arab Emirates (excluding the Dubai International Financial Centre).

In the Dubai International Financial Centre, the entitlements and the New Securities may be offered, and this document may be distributed, only as an "Exempt Offer", as defined and in compliance with the Markets Rules issued by the Dubai Financial Services Authority (the "DFSA"). The DFSA has not approved this document nor taken steps to verify the information set out in it, and has no responsibility for it.

UNITED KINGDOM

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the entitlements or the New Securities.

This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and these securities may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

International offer restrictions

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the entitlements or the New Securities has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to Transurban.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

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Supplementary information (iv) Glossary



INVESTOR PRESENTATION | DECEMBER 2017

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Glossary

Term	Definition
1H/2H	First or second half of a financial year
AEDT	Australian Eastern Daylight Time
ASX	Australian Securities Exchange
ATO	Australian Tax Office
CAGR	Compound Annual Growth Rate
CBD	Central Business District
CPI	Consumer Price Index. Refers to Australian CPI unless otherwise stated
CPS	Cents per security
CTW	CityLink Tulla Widening
D&C	Design and Construct
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortisation
EES	Environmental Effects Statement
FFO	Funds From Operations
FREE CASH/FCF	Free cash is calculated as statutory cash flows from operating activities from 100% owned subsidiaries plus distributions and interest received from non-100% owned subsidiaries, adjusted to include the allowance for maintenance of intangible assets and excludes cash payments for maintenance of intangible assets
FY	Financial year 1 July to 30 June
GWA	Greater Washington Area meaning northern Virginia, Washington D.C., areas of Maryland and the surrounding metropolitan area
HCV	Heavy Commercial Vehicle
HPFV	High Productivity Freight Vehicle. In Victoria, a High Productivity Freight Vehicle (HPFV) is a heavy vehicle combination that is equal to or greater than 26 metres and/or has a GCM in excess of 68.5 tonne
LCV	Light Commercial Vehicle
M2	Hills M2

Term	Definition
M5	M5 South West Motorway
M7	Westlink M7
MFU	Monash Freeway Upgrade
NEW SECURITIES	Transurban securities issued pursuant to the Offer
OTHER REVENUE	Other revenue includes interoperability charges, development and construction performance fees
PAITREO	Pro rata accelerated renounceable entitlement offer
PPP	Public Private Partnership
PROP/ PROPORTIONAL RESULTS	The proportional results are the aggregation of the results from each asset multiplied by Transurban's percentage ownership as well as the contribution from central Group functions. Proportional EBITDA is one of the primary measures used to assess the operating performance of Transurban, with an aim to maintain a focus on operating results and associated cash generation. The EBITDA calculation from the statutory accounts does not include the EBITDA contribution of the M5 or M7 and includes the non-controlling interests in Transurban Queensland and the Eastern Distributor.
SICR	Senior Interest Cover Ratio
STATE	The Victorian State Government
TBC	To be confirmed
TERP	Theoretical Ex-Rights Price
TEU	Twenty-foot Equivalent Unit
TRANSURBAN/TCL /TU	Transurban Group, comprising Transurban Holdings Limited (ABN 86 098 143 429), Transurban International Limited (ABN 90 121 746 825) and Transurban Infrastructure Management Limited (ABN 27 098 147 678; AFSL 246585) as the responsible entity of Transurban Holding Trust (ARSN 098 807 419) and, where the context requires, Transurban and all controlled entities.
WGB	West Gate Bridge
WGF	West Gate Freeway
WGT	West Gate Tunnel
WGTP or the Project	West Gate Tunnel Project

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asx release



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15 December 2017

TRANSURBAN SUCCESSFULLY COMPLETES INSTITUTIONAL COMPONENT OF ACCELERATED RENOUNCEABLE ENTITLEMENT OFFER WITH RETAIL ENTITLEMENTS TRADING

Transurban is pleased to announce the successful completion of the institutional component (“**Institutional Entitlement Offer**”) of its \$1.9 billion fully underwritten pro-rata accelerated renounceable 3 for 37 entitlement offer (with retail entitlements trading) (“**Entitlement Offer**”) of new Transurban stapled securities (“**New Securities**”). The Entitlement Offer was announced on 12 December 2017.

Summary of the Institutional Entitlement Offer

- The Institutional Entitlement Offer raised gross proceeds of approximately \$1.35 billion and will result in the issue of approximately 118 million New Securities.
- The Institutional Entitlement Offer attracted strong demand from Transurban’s institutional security holders with approximately 94% of entitlements available to eligible institutional security holders taken up.
- The institutional shortfall bookbuild was well supported by eligible institutional security holders and new investors.
- Entitlements not taken up by eligible institutional security holders and entitlements of ineligible institutional security holders were sold and cleared in the institutional shortfall bookbuild at \$12.50 per New Security, above the offer price of \$11.40 (“**Offer Price**”) and above the distribution adjusted theoretical ex-rights price (“TERP”¹) of \$11.96 per security.
- The final price of \$12.50 per New Security cleared in the institutional shortfall bookbuild was in line with the security price in the weeks preceding the Entitlement Offer.

Transurban Chairman, Lindsay Maxsted, commented: “The Board is very pleased with the support our security holders have shown for the equity raising and now awaits completion of the retail component of the Entitlement Offer in early February. We look forward to delivering the West Gate Tunnel Project to the people of Victoria, and remain well positioned to pursue a strong pipeline of investment opportunities in the future.”

Transurban CEO, Scott Charlton, commented: “We are excited to have commenced the construction phase on the West Gate Tunnel Project and remain committed to working with our Government partners to deliver benefits to the community and road users.”

“The final design for the West Gate Tunnel Project reflects almost three years of significant community engagement, leading to better outcomes including a longer tunnel, better noise walls, more open space and active transport upgrades.”

“We thank our investors for supporting this transaction as well as their continued support of our strategy. The institutional portion of the equity raising has now been completed and the bookbuild shows confidence in pre offer trading levels. A clear positive underpinning this, is the support for this city shaping Project.”

¹ TERP is the theoretical ex-rights price at which Transurban stapled securities traded immediately after the ex-date for the Entitlement Offer assuming 100% take-up of the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which Transurban stapled securities trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to TERP. TERP is calculated by reference to Transurban’s closing price of \$12.28 on 11 December 2017 and is adjusted for the interim distribution of 28 cents per security for the six months ending 31 December 2017.

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The institutional shortfall bookbuild was completed on 14 December 2017. Eligible institutional security holders who elected not to take up their entitlements, and ineligible institutional security holders, will receive \$1.10 for each entitlement sold for their benefit in the institutional shortfall bookbuild.

The New Securities to be issued as part of the Institutional Entitlement Offer will be allotted on 22 December 2017 and trading is expected to commence on the same day under the ASX ticker "TCLNB". The New Securities will rank equally with existing Transurban stapled securities, including in respect of distributions, however, the New Securities will not be entitled to the interim distribution for the six months ending 31 December 2017. The New Securities issued as part of the Institutional Entitlement Offer will trade under the usual ASX ticker "TCL" from 28 December 2017 (the ex-date for the interim distribution for the six months ending 31 December 2017).

Commencement of Retail Entitlement Offer

The retail component of the Entitlement Offer ("**Retail Entitlement Offer**") will open on 19 December 2017. Eligible retail security holders in Australia and New Zealand will have the opportunity to participate in the Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer.

Eligible retail security holders who wish to apply to participate in the Retail Entitlement Offer must do so by 5.00pm (AEDT) on 24 January 2018. Eligible retail security holders who apply under the Retail Entitlement Offer before 5.00pm (AEDT) on 20 December 2017 ("**Early Retail Application Closing Date**") using BPAY² will be allotted New Securities at the same time as the New Securities are allotted under the Institutional Entitlement Offer.

The New Securities will rank equally with existing Transurban stapled securities, including in respect of distributions, however, the New Securities will not be entitled to the interim distribution for the six months ending 31 December 2017, and will trade under the ASX ticker "TCLNB" before converting to the usual ASX ticker "TCL" on 28 December 2017 (being the ex-date for the interim distribution for the six months ending 31 December 2017).

Eligible retail security holders may also sell their entitlements on the ASX, with trading to commence on 15 December 2017 (on a deferred settlement basis), on 20 December 2017 (on a normal settlement basis), and conclude on 17 January 2018.

Retail entitlements that are not taken up by the close of the Retail Entitlement Offer, and retail entitlements that would otherwise have been offered to ineligible retail security holders, will be sold through the retail shortfall bookbuild on 29 January 2018. Any proceeds, being the excess of the price (if any) at which New Securities are sold through the retail shortfall bookbuild over the Offer Price less expenses (net of any withholding tax), will be paid to renouncing and ineligible retail security holders. There is no guarantee that there will be any proceeds. The ability to sell entitlements under the retail shortfall bookbuild process and the ability to obtain any premium will be dependent upon various factors, including market conditions.

A Retail Information Booklet containing information in respect of the Retail Entitlement Offer will be sent to eligible retail security holders in Australia and New Zealand on 19 December 2017 and will be made available at www.transurban.com/offer from 19 December 2017. Eligible retail security holders should carefully read the Retail Information Booklet and the accompanying personalised entitlement and acceptance form in full before deciding whether to take up or sell their entitlements.

Any eligible retail security holder who wishes to apply for New Securities under the Retail Entitlement Offer will need to complete, or otherwise apply in accordance with, the personalised entitlement and acceptance form that will accompany the Retail Information Booklet.

Resumption of trading

Transurban stapled securities are expected to resume trading on ASX today.

² © registered to BPAY Pty Limited ABN 69 079 137 518.

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Further information and security holder enquiries

Eligible retail security holders who have any questions regarding the Retail Entitlement Offer should contact the Transurban Security Holder Information Line on 1300 360 146 (from within Australia) or +61 3 9415 4315 (from outside Australia), between 8.30am to 5.30pm (AEDT) Monday to Friday prior to the close of the Retail Entitlement Offer.

Indicative timetable

DATES AND TIMES ARE SUBJECT TO CHANGE WITHOUT NOTICE	
Trading halt lifted	15 December 2017
Retail Entitlements commence trading on a deferred settlement basis	15 December 2017
Record date under the Entitlement Offer (7.00pm, AEDT)	15 December 2017
Lodgement of the Retail Information Booklet on ASX	15 December 2017
Retail Entitlement Offer opens	19 December 2017
Retail Information Booklet and personalised payment details available at www.transurban.com/offer	19 December 2017
Despatch of Retail Information Booklet and personalised Entitlement and Acceptance Forms	19 December 2017
Retail Entitlements commence trading on a normal settlement basis	20 December 2017
Early Retail Application Closing Date – last day to apply for New Securities to be issued on the Initial Allotment Date (5.00pm, AEDT)	20 December 2017
Settlement of New Securities under the Institutional Entitlement Offer, Institutional Shortfall Bookbuild and Retail Entitlement Offer for applications submitted before the Early Retail Application Closing Date	21 December 2017
Issue of New Securities under the Institutional Entitlement Offer, Institutional Shortfall Bookbuild and the Retail Entitlement Offer for applications submitted before the Early Retail Application Closing Date	22 December 2017
Normal trading of New Securities issued on 22 December 2017 (as separate ASX ticker "TCLNB" until the FY18 Interim Distribution Ex-Date)	22 December 2017
FY18 Interim Distribution Ex-Date (New Securities issued on 22 December 2017 trade under ASX ticker "TCL")	28 December 2017
Retail Entitlements trading on ASX ends	17 January 2018
Retail Entitlement Offer closes (5.00pm, AEDT)	24 January 2018
Retail Shortfall Bookbuild	29 January 2018
Settlement of all remaining New Securities under the Retail Entitlement Offer	1 February 2018
Issue of all remaining New Securities under the Retail Entitlement Offer	2 February 2018
New Securities issued on 2 February 2018 commence trading on ASX on normal settlement basis	5 February 2018
Retail Shortfall Bookbuild premium (if any) despatched	6 February 2018

Amanda Street
Company Secretary

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Investor enquiries

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NOT FOR RELEASE OR DISTRIBUTION INTO THE UNITED STATES

This release has been prepared for release in Australia and may not be released or distributed in the United States. This release does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer would be illegal. Neither the entitlements nor the New Securities have been, or will be, registered under the U.S. Securities Act of 1933 ("Securities Act"), or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not be taken up or exercised by, and the New Securities may not be offered or sold, directly or indirectly, to, any person in the United States or to any person acting for the account or benefit of a person in the United States, except in transactions exempt from, or not subject to, the registration requirements of the Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States. Persons in the United States and persons acting for the account or benefit of a person in the United States will not be eligible to purchase or trade entitlements on market, or take up or exercise entitlements purchased on market or transferred from another person.

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Section 7

Taxation

This section is a general summary of the Australian income tax, goods and services tax (“**GST**”) and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Security Holders.

The taxation implications of the Retail Entitlement Offer will vary depending upon your particular circumstances. Accordingly, you should seek and rely upon the professional advice of your own taxation or financial adviser before determining the particular taxation treatment that will apply to you.

Neither Transurban nor any of its officers or employees, nor its taxation and other advisers, accept any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences.

The comments in this section deal only with the Australian taxation implications of the Retail Entitlement Offer if you:

- are a resident for Australian income tax purposes; and
- hold your Securities on capital account (which will generally be the case if you are the trustee of a superannuation fund).

The comments do not apply to you if you:

- are not a resident for Australian income tax purposes; or
- hold your Securities as revenue assets or trading stock (which will generally be the case if you are a bank, insurance company or carry on a business of share trading); or
- are subject to the ‘taxation of financial arrangements’ rules in Division 230 of the Income Tax Assessment Act 1997 (Cth) in relation to your holding of New Securities or Entitlements; or
- acquired the New Securities in respect of which the Retail Entitlements are issued under any employee share scheme or where the New Securities are acquired pursuant to any employee share scheme; or
- acquired Retail Entitlements otherwise than because you are an Eligible Retail Security Holder (e.g. where the Retail Entitlements are acquired on ASX or from a sale or transfer).

This taxation summary is necessarily general in nature and is based on the Australian tax legislation and administrative practice in force as at the date of this Retail Information Booklet. It does not take into account any financial objectives, tax positions, or investment needs of Eligible Retail Security Holders. It is strongly recommended that each Eligible Retail Security Holder seek their own independent professional tax advice applicable to their particular circumstances.

In this section, we have referred to the following securities, which are stapled to form the Securities, as ‘constituent securities’:

- a share in THL;
- a unit in THT; and
- a share in TIL.

7.1 Australian income tax

Issue of Retail Entitlements

- The issue of a Retail Entitlement should be treated for Australian income tax purposes as an issue of three separate rights to acquire a new security in respect of each of the constituent securities. For the purposes of this summary, these rights are collectively referred to as the Retail Entitlement.
- The issue of the Retail Entitlement will not of itself result in any amount being included in the assessable income of an Eligible Retail Security Holder.

Sale on ASX, or transfer, of Retail Entitlements

- If you sell your Retail Entitlement on ASX or otherwise, you should derive a capital gain for capital gains tax (“**CGT**”) purposes.
- Security Holders will have no cost base for their Retail Entitlements unless they incur certain non-deductible incidental costs associated with the sale. Therefore, a capital gain made on sale will be equal to the sale proceeds (or deemed market value capital proceeds if Retail Entitlements are transferred in a dealing which

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is not considered at arm's length, for other than market value consideration) less any relevant non-deductible costs of disposal.

- Individuals, complying superannuation entities or trustees that have held their Existing Securities for at least 12 months prior to the date of sale should be entitled to discount the amount of a capital gain resulting from the sale of the Retail Entitlements (after the application of any current year or carry forward capital losses).
- The amount of this discount is 50% for individuals and trustees and 33½% for complying superannuation entities. This is referred to as the 'CGT discount'.
- The CGT discount is not available for companies that are not trustees.
- Trustees should seek specific tax advice regarding the tax consequences arising to beneficiaries because of discount capital gains.

Retail Entitlements sold into the Retail Shortfall Bookbuild

- Any Retail Entitlements not taken up, sold or transferred by you will be sold into the Retail Shortfall Bookbuild on your behalf and any Retail Premium you receive in respect of the Retail Entitlements will be paid to you.
- Any Retail Premium paid to you as a result of the sale (on your behalf) of your Retail Entitlements into the Retail Shortfall Bookbuild should be taxable under the CGT provisions. This is consistent with the views of the Commissioner of Taxation ("**Commissioner**") in Taxation Ruling TR 2017/4 'Income tax: taxation of rights and retail premiums under renounceable rights offers where shares held on capital account.
- Australian resident Eligible Retail Security Holders who are individuals, complying superannuation entities or trustees that have held their Existing Securities for at least 12 months prior to the date of sale, should be entitled to the CGT discount (see above) in respect of any capital gain resulting from the sale of the Retail Entitlements into the Retail Shortfall Bookbuild (after the application of any current year or carry forward capital losses).

Exercise of Retail Entitlements

- Neither income tax nor a CGT liability will arise for you on the exercise (i.e. taking up) of your Retail Entitlements.
- If you take up all or part of your Retail Entitlement, you will acquire New Securities with a cost base for CGT purposes of each constituent security equal to a reasonable apportionment of the Offer Price payable by you for those New Securities plus certain non-deductible incidental costs you incur in acquiring them.
- New Securities will be taken to have been acquired on the day you exercise the Retail Entitlements.

Distributions on New Securities as a result of Retail Entitlements taken up

- Any future dividends or other distributions made in respect of New Securities will be subject to the same income taxation treatment as dividends or other distributions made on Existing Securities held in the same circumstances.
- Distributions received by Eligible Retail Security Holders from THT will result in an adjustment to the Eligible Retail Security Holder's cost base on their THT units to the extent that such distributions are non-assessable.

Disposal of New Securities

- The disposal of a New Security will constitute a disposal for CGT purposes.
- On disposal of a New Security, you will make a capital gain if the capital proceeds on disposal exceed the cost base of the New Security. You will make a capital loss if the capital proceeds are less than the reduced cost base of the New Security.
- The cost base of New Securities is described above. Specifically, the cost base in THT units will be reduced by prior non-assessable distributions received by Eligible Retail Security Holders.
- Individuals, trustees or complying superannuation entities that have held New Securities for 12 months or more at the time of disposal should be entitled to apply the applicable CGT discount

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factor to reduce the capital gain (after offsetting capital losses). The CGT discount factor is 50% for individuals and trustees and 33½% for complying superannuation entities.

→ New Securities will be treated for the purposes of the CGT discount as having been acquired when you exercise your Retail Entitlement. Accordingly, in order to be eligible for the CGT discount, the New Securities must be held for at least 12 months after the date that you exercised your Retail Entitlement.

→ If you make a capital loss, you can only use that loss to offset other capital gains (i.e. the capital loss cannot be used against taxable income on revenue account). However, if the capital loss cannot be used in a particular income year, it can be carried forward to use in future income years, providing certain tests are satisfied.

7.2

Withholding tax

This Retail Information Booklet refers to the potential payment of a Retail Premium to certain investors. Transurban may be required to withhold Australian tax in relation to part of any Retail Premium that is paid to those investors under applicable laws. References to the payment of the Retail Premium in this Retail Information Booklet should be read as payments net of any applicable withholding taxes. If you are an Australian tax resident Security Holder, and you have not previously provided your Tax File Number (“TFN”) or Australian Business Number (“ABN”) to Transurban, you may wish to do so prior to the close of the Retail Entitlement Offer on 24 January 2018 to ensure that withholding tax is not deducted from any proceeds payable to you at the current rate of 47%. You are able to provide your TFN or ABN online with the Registry at www.investorcentre.com. When providing your details online, you will be required to enter your SRN or HIN as shown on your Issuer Sponsored/CHESS statements and other personal details such as your postcode.

7.3

Other Australian taxes

No GST or stamp duty will be payable by you in respect of the issue, sale or taking up of Retail Entitlements or the acquisition of New Securities.

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Transurban, as the issuer of the Entitlement Offer, comprises THL, TIL and TIML as the responsible entity of THT. This Retail Information Booklet (including the enclosed Announcements and attached personalised Entitlement and Acceptance Form) have been prepared by Transurban.

This Retail Information Booklet (other than the ASX Announcement and the Investor Presentation) is dated 15 December 2017. The Announcements included in this Retail Information Booklet are current as at 15 December 2017. The Retail Information Booklet remains subject to change without notice.

There may be additional announcements that have been made by Transurban after 15 December 2017 and throughout the Retail Entitlement Offer Period that may be relevant in your consideration of whether to take up, sell or transfer all or some of your Retail Entitlements. Therefore, it is prudent that you check whether any further announcements have been made by Transurban before submitting an Application or selling or transferring your Retail Entitlements.

No party other than Transurban has authorised or caused the issue of this Retail Information Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Retail Information Booklet.

For the avoidance of doubt, to the maximum extent permitted by law, the Underwriters and their affiliates, related bodies corporate, officers, employees, agents and advisers disclaim all liability, including (without limitation) liability arising from fault or negligence, for any loss howsoever and whenever arising from the use of any of the information contained in this Retail Information Booklet, and the Underwriters do not act as a fiduciary or agent of each other or any other person..

**THIS INFORMATION IS IMPORTANT
AND REQUIRES YOUR ATTENTION**

8.1 Not financial product advice

This Retail Information Booklet is not a prospectus or product disclosure statement under the Corporations Act and has not been lodged with ASIC. It is also not financial product advice, investment advice or a recommendation to acquire New Securities and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. This Retail Information Booklet does not purport to contain all of the information that you may require to evaluate a possible application for New Securities. It should be read in conjunction with Transurban's other periodic statements and continuous disclosure announcements lodged with ASX, which are available at www.asx.com.au.

Before deciding whether to apply for New Securities, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances, and having regard to the risks and merits involved. You should also consider whether you need to seek appropriate advice, including financial, legal and taxation advice appropriate to your jurisdiction.

If, after reading this Retail Information Booklet, you have any questions about whether you should participate in the Retail Entitlement Offer, you should seek professional advice from a professional adviser who is licensed by ASIC to give that advice before making any investment decision.

8.2 Eligible Retail Security Holders and Ineligible Retail Security Holders

This Retail Information Booklet contains an offer of New Securities to Eligible Retail Security Holders.

Transurban has decided that it is unreasonable to make offers under the Retail Entitlement Offer to retail investors who are holders of Securities and who are in the United States or are acting for the account or benefit of a person in the United States (to the extent such persons hold Securities and are

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acting for the account or benefit of a person in the United States) or who have registered addresses outside Australia and New Zealand (referred to as Ineligible Retail Security Holders), having regard to the number of such holders in those places and the number and value of the New Securities that they would be offered and the cost of complying with the relevant legal and regulatory requirements in those places.

Transurban reserves the right to determine whether a Security Holder is an Eligible Retail Security Holder or an Ineligible Retail Security Holder.

Ineligible Retail Security Holders should shortly receive a letter from Transurban outlining their rights in relation to the Entitlement Offer.

Transurban may (in its absolute discretion) extend the Retail Entitlement Offer to any Institutional Security Holder in foreign jurisdictions which did not participate in the Institutional Entitlement Offer (excluding the United States and subject to compliance with applicable laws).

Retail Entitlements

The Retail Entitlements may not be purchased, traded, taken up or exercised by persons in the United States or by persons who are acting for the account or benefit of persons in the United States (to the extent such persons are acting for the account or benefit of a person in the United States).

Investors should note that if you purchase Retail Entitlements on ASX or otherwise, in order to take up or exercise those Retail Entitlements and subscribe for New Securities you:

- must be an Eligible Retail Security Holder, a resident in Australia or New Zealand, or otherwise qualify as an 'Eligible Person'³; and
- must not be in the United States or acting for the account or benefit of a person in the United States (to the extent you hold Securities for the account or benefit of a person in the United States).

If you do not satisfy the above conditions, you will not be entitled to take up Retail Entitlements or subscribe for New Securities.

It is the responsibility of purchasers of Retail Entitlements to inform themselves of the eligibility criteria for exercise. If holders of Retail Entitlements at the end of the Retail Entitlement Trading Period do not meet the eligibility criteria, they will not be able to exercise the Retail Entitlements. In the event that holders are not able to exercise their Retail Entitlements, they may receive no value for them.

8.3 Trading of Retail Entitlements and New Securities

Subject to approval being granted, it is expected that Retail Entitlements will trade on ASX on a deferred settlement basis from 15 December 2017 until 19 December 2017 and on a normal settlement basis from 20 December 2017 until 17 January 2018 (being the Retail Entitlement Trading Period). Following this, it is expected that trading on ASX of New Securities to be issued under the Final Allotment will commence on 18 January 2018 on a deferred settlement basis and on 5 February 2018 on a normal settlement basis.

Transurban and the Underwriters will have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons who trade Retail Entitlements before they receive their personalised Entitlement and Acceptance Form, whether on the basis of confirmation of the allocation provided by Transurban or the Registry or otherwise or who otherwise trade or purport to trade Retail Entitlements in error or which they do not hold or are not entitled to.

³Certain investors in a limited number of foreign jurisdictions (other than the United States) may be Eligible Persons if they satisfy the requirements of that expression as set out in the Entitlement and Acceptance Form.

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Transurban and the Underwriters will have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons who trade New Securities they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Transurban or the Registry or otherwise or who otherwise trade or purport to trade New Securities in error or which they do not hold or are not entitled to.

Transurban and the Underwriters will have no responsibility and disclaim all liability (to the maximum extent permitted by law) to you if you attempt to sell or transfer any of your Retail Entitlements that you have elected to take up before the Early Retail Application Closing Date (being 5.00pm (AEDT) on 20 December 2017).

If you are in any doubt as to these matters, you should seek professional advice from an adviser who is licensed by ASIC to give that advice.

8.4

Reconciliation and the rights of Transurban and the Underwriters

As with any entitlement offer, investors may believe that they own more Existing Securities (being a Security on issue on the Record Date) than they ultimately do, or are otherwise entitled to more New Securities than initially offered to them. In addition, where trustees of Transurban's employee equity scheme hold Securities on behalf of participants in those plans, the number of New Securities that are offered may need to increase to take account of the rounding. These matters may result in a need for reconciliation to ensure all Eligible Security Holders have the opportunity to receive all of their Entitlements.

If reconciliation is required, it is possible that Transurban may need to issue a small quantity of additional New Securities ("**Top-Up Securities**") to ensure all Eligible Security Holders have the opportunity to receive their appropriate allocation of New Securities. The price at which these Top-Up Securities will be issued will be the same as the Offer Price.

Transurban also reserves the right to reduce the number of New Securities allocated to Eligible Security Holders or persons claiming to be Eligible Security Holders, if their Entitlement claims prove to be overstated, if they or their nominees fail to provide information requested to substantiate their claims, or if they are not Eligible Security Holders. In that case, Transurban may, at its discretion, require the relevant Security Holder to transfer excess New Securities to the Underwriters at the Offer Price per New Security. If necessary, the relevant Security Holder may need to transfer Existing Securities held by them or to purchase additional Securities on-market to meet this obligation. The relevant Security Holder will bear any and all losses caused by subscribing for New Securities in excess of their Entitlements, and any actions they are required to take in this regard.

Investors who sell Retail Entitlements to which they are not entitled, or who do not hold sufficient Retail Entitlements at the time required to deliver those Retail Entitlements, may be required by Transurban to otherwise acquire Retail Entitlements or Securities to satisfy these obligations.

By applying under the Entitlement Offer, including pursuant to acquisitions of Retail Entitlements, those doing so irrevocably acknowledge and agree to do the above as required by Transurban in its absolute discretion. Those applying acknowledge that there is no time limit on the ability of Transurban or the Underwriters to require any of the actions set out above.

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8.5 Sale of Retail Entitlements

Transurban will arrange for Retail Entitlements which are not taken up by close of the Retail Entitlement Offer to be sold to eligible Institutional Investors through the Retail Shortfall Bookbuild. Transurban has engaged the Underwriters to assist in selling Retail Entitlements to subscribe for New Securities (including Retail Entitlements that would have been issued to Ineligible Retail Security Holders had they been eligible to participate in the Retail Entitlement Offer), through the Retail Shortfall Bookbuild. However, it is important to note that the Underwriters will be acting for and providing services to Transurban in this process and will not be acting for or providing services to security holders or any other investor. The engagement of the Underwriters by Transurban is not intended to create any agency, fiduciary or other relationship between the Underwriters and the security holders or any other investor.

8.6 Receipt of excess Retail Premium

If you receive a Retail Premium payment in excess of the Retail Premium payment to which you were actually entitled based on the Retail Entitlements held by you as at close of the Retail Entitlement Offer at 5.00pm (AEDT) on 24 January 2018 then, in the absolute discretion of Transurban, you may be required to repay Transurban the excess Retail Premium.

By taking up or transferring your Retail Entitlement, or accepting the payment to you of a Retail Premium, you irrevocably acknowledge and agree to repay any excess payment of the Retail Premium as set out above as required by Transurban in its absolute discretion. In this case, the amount required to be repaid will be net of any applicable withholding tax. You also acknowledge that there is no time limit on the ability of Transurban to require repayment as set out above and that where Transurban exercises its right to correct your Retail Entitlements, you are treated as continuing to have taken up, transferred or not taken up your remaining Retail Entitlements.

8.7 New Securities

Transurban has applied to ASX for official quotation of the New Securities to be issued under the Entitlement Offer. If ASX does not grant quotation of the New Securities, Transurban will repay all Application Monies (without interest).

New Securities issued under the Retail Entitlement Offer will be fully paid and rank equally in all respects with Existing Securities, except that the New Securities issued under the Entitlement Offer are not entitled to receive the FY18 Interim Distribution. It follows that these New Securities will not participate in the DRP with respect to the FY18 Interim Distribution.

However, in respect of your Existing Securities, you will be eligible to participate in the FY18 Interim Distribution in relation to your Existing Securities to the extent that your Existing Securities are recorded on Transurban's register as at the FY18 Interim Distribution Record Date.

8.8 Additional New Securities

All Eligible Retail Security Holders will be allocated New Securities applied and paid for, up to their Retail Entitlement.

Eligible Retail Security Holders may not apply for additional New Securities in excess of their Retail Entitlement.

Eligible Retail Security Holders who would like to apply for additional New Securities in excess of their Retail Entitlements may consider acquiring additional Retail Entitlements from any other Eligible Retail Security Holders who wish to sell their Retail Entitlements.

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8.9

Information availability

Eligible Retail Security Holders in Australia and New Zealand can obtain a copy of this Retail Information Booklet and a copy of their personalised Entitlement and Acceptance Form by calling the Transurban Security Holder Information Line on 1300 360 146 (within Australia) or +61 3 9415 4315 (outside Australia) at any time from 8.30am to 5.30pm (AEDT) Monday to Friday during the Retail Entitlement Offer Period.

Eligible Retail Security Holders in Australia and New Zealand may also access this Retail Information Booklet and their personalised payment details at www.transurban.com/offer from 19 December 2017.

NEITHER THIS RETAIL INFORMATION BOOKLET, THE INVESTOR PRESENTATION, NOR THE ACCOMPANYING ENTITLEMENT AND ACCEPTANCE FORM MAY BE DISTRIBUTED TO, OR RELIED UPON BY, PERSONS IN THE UNITED STATES OR PERSONS THAT ARE ACTING FOR THE ACCOUNT OR BENEFIT OF A PERSON IN THE UNITED STATES (TO THE EXTENT SUCH PERSONS ARE ACTING FOR THE ACCOUNT OR BENEFIT OF A PERSON IN THE UNITED STATES).

8.10

Foreign jurisdictions

This Retail Information Booklet has been prepared to comply with the requirements of the securities laws of Australia and New Zealand. To the extent that you hold Securities or Entitlements on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any participation (including for your own account or when you hold Securities or Entitlements beneficially for another person) complies with all applicable laws and that each beneficial owner on whose behalf you are submitting the personalised Entitlement and Acceptance Form or trading Retail Entitlements is not in the United States, and that you are not acting for the account or benefit of a person in the United States.

This Retail Information Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Retail Entitlement Offer, the Retail Entitlements or the New Securities, or otherwise permit the public offering of the New Securities, in any jurisdiction other than Australia and New Zealand. Return of the personalised Entitlement and Acceptance Form will be taken by Transurban to constitute a representation by you that there has been no breach of any such laws. Eligible Retail Security Holders who are nominees, trustees or custodians are therefore advised to seek independent advice as to how to proceed.

The distribution of this Retail Information Booklet (including in electronic format) outside Australia and New Zealand may be restricted by law. If you come into possession of this Retail Information Booklet, you should observe such restrictions and should seek professional advice on such restrictions. In particular, this document or any copy of it must not be taken into or distributed or released in the United States. Persons who come into possession of this document should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

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(a) New Zealand

The Retail Entitlements and the New Securities are not being offered to the public within New Zealand other than to existing Security Holders with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. The offer of New Securities is renounceable in favour of members of the public.

This Retail Information Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This Retail Information Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

(b) United States

This Retail Information Booklet may not be released or distributed in the United States. This Retail Information Booklet does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any person who is acting for the account or benefit of any person in the United States (to the extent such person is acting for the account or benefit of a person in the United States), or in any other jurisdiction in which such an offer would be illegal. Neither the Retail Entitlements nor the New Securities have been, or will be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. The Retail Entitlements may not be issued to, or taken up or exercised by, and the New Securities may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States (to the extent such persons are acting for the account or benefit of persons in the United States). Neither the Retail Entitlements nor the New Securities may be offered, sold or resold, directly or indirectly, in the United States or to persons acting for the account or benefit of a person in the United States (to the extent such persons hold Securities and are acting for the account or benefit of a person in the United States) except in transactions exempt from, or not subject

to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction of the United States. The Retail Entitlements and the New Securities to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S.

8.11 Nominees and custodians

The Retail Entitlement Offer is being made to all Eligible Retail Security Holders. Nominees and custodians with registered addresses in the Eligible Jurisdictions, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Existing Securities, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Security Holder.

Nominees and custodians which hold Securities as nominees or custodians will have received, or will shortly receive, a letter from Transurban. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to:

- beneficiaries on whose behalf they hold Existing Securities who would not satisfy the criteria for an Eligible Retail Security Holder;
- Eligible Institutional Security Holders who received an offer to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not); or
- Ineligible Institutional Security Holders who were ineligible to participate in the Institutional Entitlement Offer.

In particular, persons acting as nominees or custodians for other persons may not take up, sell or transfer Retail Entitlements on behalf of, or send any documents relating to the Retail Entitlement Offer to, any person in the United States. If a nominee or custodian purchases or takes up Retail Entitlements for the account or benefit of a person in the United States, such person may receive no value for any such Entitlements.

Section 8

Additional information

Additionally, nominees and custodians may not distribute any part of this Retail Information Booklet in the United States or in any other country outside Australia and New Zealand except (i) Australian and New Zealand nominees may send this Retail Information Booklet and related offer documents to beneficial security holders who are professional or Institutional Security Holders in other countries (other than the United States) listed in, and to the extent permitted under, the 'Foreign Jurisdictions' section of the Investor Presentation and (ii) to beneficial security holders in other countries (other than the United States) where Transurban may determine it is lawful and practical to make the Retail Entitlement Offer.

To the extent that you act for any Ineligible Institutional Security Holders or Ineligible Retail Security Holders, your actual Entitlements will be lower than indicated on your Entitlement and Acceptance Form. The Registry may need to reduce the number of Entitlements allotted to you once it receives advice from Orient Capital regarding participation in the Institutional Entitlement Offer.

Transurban is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Securities. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws.

Transurban is not able to advise on foreign laws.

8.12 Underwriting

Transurban has entered into the Underwriting Agreement under which it has been agreed that the Underwriters will:

- fully underwrite the Entitlement Offer; and
- act as joint lead managers in respect of the Entitlement Offer.

Under the Underwriting Agreement:

- Transurban has provided various representations and warranties;
- Transurban has indemnified the Underwriters, their affiliates and related bodies corporate, and their directors, officers, employees and advisers against losses in connection with the Entitlement Offer;
- the Underwriters' obligations to underwrite the Entitlement Offer are conditional on certain customary matters, including Transurban delivering certain certificates, sign-offs and opinions to the Underwriters;
- the Underwriters may terminate the Underwriting Agreement and be released from their obligations to underwrite the Entitlement Offer on the happening of certain events, including if:⁴
 - Transurban is suspended from the official list of ASX or its Securities are delisted or suspended from quotation;
 - Transurban alters its capital structure;
 - Transurban or a material subsidiary of Transurban is or becomes insolvent;
 - Transurban's CEO or CFO has their employment terminated;
 - Transurban contravenes its constituent documents, the Corporations Act, the ASX Listing Rules or other applicable law;
 - Transurban's directors engage in fraud or commit certain offences;
 - certain material adverse changes occur in respect of the financial position, results, operations or prospects of the Transurban Group;
 - there is a general moratorium on commercial banking activities in Australia, UK or U.S.;
 - there is a suspension or material limitation in trading and securities generally on ASX, New York Stock Exchange or London Stock Exchange;

⁴The ability of the Underwriters to terminate the Underwriting Agreement in respect of some events will depend upon whether the event has or is likely to have a material adverse effect on the success, marketing or settlement of the Entitlement Offer, the value of the Securities, or the willingness of investors to subscribe for the offer of New Securities, or where they may give rise to liability of the Underwriters.

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Additional information

- For personal use only
- there is a material disruption in commercial banking or securities settlement or clearance within Australia, U.S., Canada or UK;
 - there is an adverse change or disruption to existing financial markets, political or economic conditions in Australia, UK, Canada or U.S., or the international financial markets or any change in national or international political, financial or economic conditions;
 - there is a change in relevant law;
 - the Underwriting Agreement is breached;
 - a representation or warranty under the Underwriting Agreement proves to be, has been or becomes untrue or incorrect;
 - there is an outbreak or escalation of hostilities involving (or significant terrorist act perpetrated against) one or more of Australia, U.S., Canada or UK or a significant terrorist attack anywhere in the world;
 - an application is made by ASIC for an order under Part 9.5 of the Corporations Act, or ASIC commences any investigation or hearing under Part 3 of the Australian Securities and Investments Commission Act 2001 (Cth), in relation to the Entitlement Offer, this Retail Information Booklet or the Investor Presentation and such application, investigation or hearing becomes public or is not withdrawn within 2 business days after it is commenced or where it is commenced within 2 business days before the Initial Settlement Date or the Final Settlement Date it has not been withdrawn before the Initial Settlement Date or the Final Settlement Date as the case may be; or
 - there is an application to a government agency (which, in the Underwriters' bona fide opinion, is a serious action with reasonable prospects of success) for an order, declaration or other remedy, or a government agency commences or announces an intention to commence any investigation or hearing, in connection with the Entitlement Offer (or any part of it) or any agreement entered into in respect of the Entitlement Offer (or any part of it);
- the Underwriters may terminate the Underwriting Agreement and be released from their obligations to underwrite the Retail

Entitlement Offer on the happening of certain events between the date Initial Allotment occurs and the Final Settlement Date, including if:⁴

- a scheme of arrangement or reconstruction is announced by Transurban, or another offer to Security Holders is announced by another person, which, if implemented may result in a person and their associates acquiring a beneficial interest in, or voting power of, more than 50% of the interests in Transurban;
 - a change in Transurban's chief executive officer or chief financial officer is announced or occurs; or
 - an adverse new circumstance arises;
- Transurban must pay the Underwriters an underwriting and management fee of up to 1.59% of the aggregate proceeds of the Entitlement Offer; and
- the Underwriters may engage sub-underwriters for the Entitlement Offer.

8.13 Governing law

This Retail Information Booklet, the Retail Entitlement Offer and the contracts formed on acceptance of Applications made pursuant to the Retail Entitlement Offer are governed by the law applicable in Victoria, Australia. Each Security Holder who applies for New Securities submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

8.14 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in this Retail Information Booklet.

Any information or representation that is not in this Retail Information Booklet may not be relied on as having been authorised by Transurban, or its related bodies corporate, in connection with the Retail Entitlement Offer. Except as required by law, and only to the extent so required, none of Transurban, its directors, officers or employees or

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Additional information

any other person, warrants or guarantees the future performance of Transurban or any return on any investment made pursuant to this Retail Information Booklet.

8.15 Withdrawal of the Entitlement Offer

Transurban reserves the right to withdraw all or part of the Entitlement Offer and the information in this Retail Information Booklet at any time, subject to applicable laws, in which case Transurban will refund Application Monies in relation to New Securities not already issued in accordance with the Corporations Act and without payment of interest. In circumstances where allotment under the Institutional Entitlement Offer has occurred, Transurban may only be able to withdraw the Entitlement Offer with respect to New Securities to be issued under the Retail Entitlement Offer.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to Transurban will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to Transurban.

8.16 Privacy

As a Security Holder, Transurban and the Registry have already collected certain personal information from you. If you apply for New Securities, Transurban and the Registry may update that personal information or collect additional personal information for the purposes of:

- processing your application and assessing your acceptance of the New Securities;
- servicing your needs as a security holder and providing facilities and services that you request; and
- carrying out appropriate administration.

Company and tax laws require some of the information to be collected. If you do not provide your personal information we may not be able to process your application.

Transurban and the Registry may disclose this information for these purposes to its subsidiaries and relevant organisations involved in providing, managing or administering your product or service such as third party suppliers, other organisations, loyalty and affinity partners, printers, posting services, call centres, and our advisers. We run our business in Australia and overseas, so we might need to share some of your information with organisations outside Australia.

Where personal information is disclosed, Transurban will seek to ensure that the information is held, used or disclosed consistently with the Privacy Act 1988 (Cth) and any other applicable privacy laws and codes.

You can ask us to access information that we hold about you or to correct information we hold about you by telephoning or writing to Transurban through the Registry as follows:

1300 360 146 (within Australia)
+61 3 9415 4315 (International)

Computershare Investor Services Pty Limited
Yarra Falls
452 Johnston Street
Abbotsford VIC 3067

Glossary

\$ or A\$ or dollars

Australian dollars

ABN

Australian Business Number

AEDT

Australian Eastern Daylight Time

Announcements

The ASX Announcement, the Investor Presentation and the Institutional Bookbuild Results

Application

An application to subscribe for New Securities under the Retail Entitlement Offer in accordance with the instructions set out in this Retail Information Booklet and your personalised Entitlement and Acceptance Form

Application Monies

Monies received from applicants in respect of their Applications

ASIC

Australian Securities and Investments Commission

ASX

ASX Limited (ABN 98 008 624 691) or the financial products market operated by that entity known as the Australian Securities Exchange

ASX Announcement

The announcement released to ASX on 12 December 2017 in connection with the Entitlement Offer, a copy of which is included in Section 6 of this Retail Information Booklet

ASX Listing Rules

The official listing rules of ASX, as amended or replaced from time to time except to the extent of any waiver granted by ASX

ASX Listing Rules

The official listing rules of ASX, as amended or replaced from time to time except to the extent of any waiver granted by ASX

CGT

Capital gains tax

Commissioner

Commissioner of Taxation

Corporations Act

Corporations Act 2001 (Cth)

DRP

Distribution Reinvestment Plan

Eligible Institutional Security Holder

An Institutional Security Holder:

- to whom ASX Listing Rule 7.7.1(a) does not apply; and
- who has successfully received an offer under the Institutional Entitlement Offer (as the Underwriters determine in their discretion), provided that if they are a nominee, they will only be an Eligible Institutional Security Holder to the extent they hold Securities for beneficiaries who would have been Institutional Security Holders had they held the Securities themselves

Eligible Jurisdictions

Australia and New Zealand

Eligible Retail Security Holder

Has the meaning in Section 1.1

Eligible Security Holder

A person who is an Eligible Institutional Security Holder or an Eligible Retail Security Holder

Entitlement

The entitlement to 3 New Securities for every 37 Existing Securities held on the Record Date (being 7.00pm (AEDT) on 15 December 2017) by Eligible Security Holders

Entitlement and Acceptance Form

The Entitlement and Acceptance Form accompanying this Retail Information Booklet and which can be used to submit an Application

Glossary

Entitlement Offer

The pro rata accelerated renounceable entitlement offer (with retail entitlements trading) of approximately 166,628,598 New Securities to Eligible Security Holders in the proportion of 3 New Securities for every 37 Existing Securities held on the Record Date (being 7.00pm (AEDT) on 15 December 2017) at the Offer Price, and comprised of the Institutional Entitlement Offer and the Retail Entitlement Offer

Existing Security

A Security on issue on the Record Date (being 7.00pm (AEDT) on 15 December 2017)

Final Allotment

The allotment of New Securities under the Retail Entitlement Offer not already allotted under the Initial Allotment

FY18 Interim Distribution

The half year distribution of 28 cents per Existing Security for the six months ending 31 December 2017. New Securities are not entitled to the FY18 Interim Distribution

FY18 Interim Distribution Ex-Date

The ex-date for the FY18 Interim Distribution, being 28 December 2017

FY18 Interim Distribution Record Date

29 December 2017

GST

Goods and services tax

HIN

Holder Identification Number

Ineligible Institutional Security Holder

An Institutional Security Holder:

- who has a registered address outside the Eligible Jurisdictions and any other jurisdictions as Transurban and the Underwriters agree; and
- to whom ASX Listing Rule 7.7.1(a) applies

Ineligible Retail Security Holder

A Security Holder:

- other than an Institutional Security Holder; and
- to whom ASX Listing Rule 7.7.1(a) applies; and

who either:

- is in the United States or is acting for the account or benefit of a person in the United States (to the extent such person, including a nominee or custodian, holds securities for the account of a benefit of a person in the United States); or
- has a registered address outside the Eligible Jurisdictions and any other jurisdictions as Transurban and the Underwriters agree

Initial Allotment

The allotment of New Securities issued under the Institutional Entitlement Offer or under the Retail Entitlement Offer for which valid Applications have been received by 5.00pm (AEDT) on 20 December 2017

Institutional Bookbuild Results

The announcement released to ASX on 15 December 2017 containing the results of the Institutional Shortfall Bookbuild, a copy of which is included in Section 6 this Retail Information Booklet

Institutional Entitlement

An Entitlement under the Institutional Entitlement Offer

Institutional Entitlement Offer

The pro rata entitlement offer of New Securities to Eligible Institutional Security Holders under the Entitlement Offer

Glossary

Institutional Investor

A person:

- to whom an offer of New Securities may be made in Australia without a disclosure document or product disclosure statement (as defined in the Corporations Act) on the basis that such a person is an "exempt investor" as defined in ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84; or
- to whom an offer of New Securities may be made outside Australia without registration, lodgement of a formal disclosure document or other formal filing in accordance with the laws of that particular foreign jurisdiction (except to the extent the issuers are willing to comply with such requirements),

provided that if such person is in the United States or is acting for the account or benefit of a person in the United States, it meets certain eligibility criteria determined by Transurban and the Underwriters

Institutional Premium

The excess of the price (if any) at which New Securities were sold under the Institutional Shortfall Bookbuild over the Offer Price, less expenses

Institutional Security Holder

A Security Holder on the Record Date (being 7.00pm (AEDT) on 15 December 2017) who is an Institutional Investor

Institutional Shortfall Bookbuild

A bookbuild for the Institutional Entitlement Offer, through which Institutional Entitlements which are not taken up by 13 December 2017, and the Institutional Entitlements of Ineligible Institutional Security Holders, will be sold on 14 December 2017

Investor Presentation

The investor presentation in connection with the Entitlement Offer dated 12 December 2017, a copy of which is included in Section 6 of this Retail Information Booklet

New Security

A Security issued under the Entitlement Offer

Offer Price

\$11.40 per New Security

Registry

Computershare Investor Services Pty Limited (ABN 48 078 279 277)

Regulation S

Regulation S under the Securities Act

Retail Entitlement

An Entitlement under the Retail Entitlement Offer

Retail Entitlement Offer

The pro rata accelerated renounceable entitlement offer of New Securities (with retail entitlements trading) to Eligible Retail Security Holders under the Entitlement Offer

Retail Entitlement Offer Period

The period from 19 December 2017 to 24 January 2018

Retail Entitlement Trading Period

The period from 15 December 2017 to 17 January 2018

Retail Information Booklet

This booklet dated 15 December 2017, including the Announcements and the Entitlement and Acceptance Form

Retail Premium

The excess of the price (if any) at which New Securities were sold under the Retail Shortfall Bookbuild over the Offer Price, less expenses

Retail Shortfall Bookbuild

A bookbuild for the Retail Entitlement Offer, through which Retail Entitlements which are not taken up by 5.00pm (AEDT) on 24 January 2018, and the Retail Entitlements of Ineligible Retail Security Holders, will be sold on 29 January 2018

Securities Act

The U.S. Securities Act of 1933

Glossary

Security

Each stapled security in Transurban comprising one ordinary share in THL, one share in TIL and one ordinary unit in THT, stapled together such that they must only be transferred together

Security Holder

The registered holder of an Existing Security

SRN

Security Reference Number

TFN

Tax File Number

THL

Transurban Holdings Limited
(ABN 86 098 143 429)

THT

Transurban Holding Trust (ARSN 098 807 419)

TIL

Transurban International Limited
(ABN 90 121 746 825)

TIML

Transurban Infrastructure Management Limited
(ABN 27 098 147 678; AFS licence number 246585) in its capacity as responsible entity of THT

Top-Up Securities

Additional New Securities Transurban may need to issue to ensure all Eligible Security Holders have the opportunity to receive their appropriate allocation of New Securities

Transurban

THL, TIL and TIML as the responsible entity of THT (together, as the issuer of the Entitlement Offer), and, where the context requires, means the Transurban Group

Transurban Group

THL, TIL, THT, TIML and controlled entities

Underwriters

The underwriters of the Entitlement Offer

Underwriting Agreement

The Underwriting Agreement dated 12 December 2017 between Transurban and the Underwriters, as described in Section 8

U.S. or United States

United States of America, its territories and possessions, any state of the United States and the District of Columbia

Eligible Retail Security Holder declarations

Important

if you make an Application (whether by completing and returning your Entitlement and Acceptance Form or making a BPAY payment), you will be deemed to have made the following declarations to Transurban.

You:

- acknowledge and agree that:
 - determination of eligibility of investors for the purposes of the Institutional Entitlement Offer or the Retail Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Transurban and the Underwriters; and
 - each of Transurban, the Underwriters and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- acknowledge that you have read this Retail Information Booklet and the accompanying Entitlement and Acceptance Form in full;
- agree to be bound by the terms of the Retail Entitlement Offer;
- authorise Transurban to register you as the holder of the New Securities allotted to you;
- declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- declare you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- acknowledge that once Transurban receives the Entitlement and Acceptance Form or any payment of Application Monies via BPAY, you may not withdraw it;
- agree to apply for the number of New Securities specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY, at the Offer Price per New Security;
- agree to be issued the number of New Securities that you apply for;

- acknowledge and agree that Transurban has the right to reduce the number of New Securities allocated to you if your Entitlement claims prove to be overstated, if you fail to provide information requested by Transurban to substantiate your claims, or if you are not an Eligible Security Holder, in which case:
 - if requested by Transurban at any time, you agree to transfer excess New Securities (or other Securities equal in number to the excess New Securities) to the Underwriters at the Offer Price per New Security;
 - you will bear any and all losses caused by subscribing for New Securities in excess of your Entitlements, and any actions you are required to take in this regard; and
 - you are treated as continuing to have taken up, transferred or not taken up your remaining Retail Entitlements;
- acknowledge and agree that if you sell Retail Entitlements to which you are not entitled, or you do not hold sufficient Retail Entitlements at the time required to deliver those Retail Entitlements, you will acquire Retail Entitlements or Securities to satisfy these obligations as required by Transurban;
- agree to repay any Retail Premium payment in excess of the Retail Premium payment to which you were actually entitled based on the Retail Entitlements held by you as at close of the Retail Entitlement Offer at 5.00pm (AEDT) on 24 January 2018 (net of any applicable withholding tax);
- authorise Transurban, the Underwriters, the Registry and their respective officers or agents, to do anything on your behalf necessary for the New Securities to be issued to you, including to act on instructions of the Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- declare that you were a registered holder of Existing Securities as at the Record Date and are a resident of an Eligible Jurisdiction;
- acknowledge that the information contained in this Retail Information Booklet and the Entitlement and Acceptance Form is not investment advice nor a recommendation that New Securities are suitable for you given your investment objectives, financial situation or

Eligible Retail Security Holder declarations

For personal use only

- particular needs, and is not a prospectus or product disclosure statement, does not contain all of the information that you may require in order to assess an investment in Transurban and is given in the context of Transurban's past and ongoing continuous disclosure announcements to ASX;
- represent and warrant that the law of any other place does not prohibit you from being given this Retail Information Booklet and the Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Securities;
 - acknowledge the statement of risks in the "Key Risks" section of the Investor Presentation, and that investments in Transurban are subject to investment risk;
 - acknowledge that none of THL, TIL or TIML or their directors, officers, employees, agents, consultants, advisers, and the Underwriters or their affiliates, directors, officers, employees, agents, consultants or advisers, guarantees the performance of Transurban, nor do they guarantee the repayment of capital;
 - represent and warrant (for the benefit of THL, TIL, TIML, the Underwriters and their respective affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, and are otherwise eligible to participate in the Retail Entitlement Offer;
 - represent and warrant that you are not in the United States and you are not acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer of or issue of Entitlements or New Securities under the Retail Entitlement Offer and under any applicable laws and regulations;
 - understand and acknowledge that neither the Entitlements nor the New Securities have been, or will be, registered under the Securities Act or the securities laws of any state or other jurisdiction in the United States. Accordingly, you understand and acknowledge that the Entitlements may not be issued to or taken up by, and the New Securities may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States (to the extent such persons are acting for the account or benefit of a person in the United States). You further understand and acknowledge that the Entitlements and the New Securities may only be offered, sold and resold outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S;
 - represent and warrant that you are subscribing for Retail Entitlements and/or purchasing New Securities outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S;
 - represent and warrant that you and each person on whose account you are acting have not and will not send this Retail Information Booklet, the Entitlement and Acceptance Form or any other materials relating to the Retail Entitlement Offer to any person in the United States;
 - acknowledge that, if you decide to sell or otherwise transfer any Retail Entitlements or New Securities, you will only do so in the regular way that transactions on the ASX occur, where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;
 - acknowledge that, if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is not in the United States, and you have not sent this Retail Information Booklet, the Entitlement and Acceptance Form or any information relating to the Entitlement Offer to any such person in the United States; and
 - agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and/or of your holding of Existing Securities on the Record Date.

Notes

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Notes

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Notes

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Corporate directory

REGISTERED OFFICE

Transurban Group

Level 23, Tower One, Collins Square
727 Collins Street
Docklands Victoria 3008
Australia

www.transurban.com

AUSTRALIAN LEGAL ADVISOR

King & Wood Mallesons

Level 50, Bourke Place
600 Bourke Street
Melbourne Victoria 3000
Australia

REGISTRY

Computershare Investor Services Pty Ltd

Yarra Falls
452 Johnston Street
Abbotsford Victoria 3067
Australia

www.computershare.com.au

WEBSITE

To view more information on Transurban, including in relation to Transurban's business and operations, news updates, reports, publications and investor information, visit www.transurban.com

TRANSURBAN SECURITY HOLDER INFORMATION LINE

Australia: 1300 360 146
International: +61 3 9415 4315

Open 8.30am to 5.30pm (AEDT) Monday to Friday during the Retail Entitlement Offer Period

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