

WELCOME TO
NORTHCONNEX

2021

**NOTICE OF
MEETINGS**



Notice of Annual General Meetings and Notice of General Meeting for:

Shareholders of
Transurban
Holdings Limited

ABN 86 098 143 429

Shareholders of
Transurban
International Limited

ABN 90 121 746 825

Unitholders of
Transurban
Holding Trust

ARSN 098 807 419

To be held as virtual meetings on Thursday, 21 October 2021 at 11.00am (AEDT)

Participating in the AGM

This year, with the COVID-19 pandemic an ongoing health concern, we will be enabling security holders to participate in the Annual General Meetings (AGM or meetings) online at web.lumiagm.com/386-569-885 on Thursday, 21 October 2021 at 11.00am (AEDT).

This is designed to protect our people, security holders and the community. Your participation in the AGM is important to us and while security holders cannot attend a physical location, security holders can participate online in real-time, including asking questions verbally or online and voting during the AGM.

How to participate in the AGM

You can participate in real time at the AGM using the online platform. To use the platform you will require a computer, tablet or mobile device with an internet connection.

You can access the online platform from your device, by entering the following URL address in your web browser: web.lumiagm.com/386-569-885.

The platform will allow security holders to view the meetings live, vote and submit questions in real time.

Important information: To participate and vote online you will need your **security holder number and postcode**. To participate online, security holders should register at least 15 minutes before the meetings.

Further information on how to participate online is set out on page 10 of this Notice and is available at transurban.com/agm. The AGM will also be webcast and can be viewed via the Transurban website at transurban.com/agm.

How to submit your vote in advance of the meetings

Security holders may also appoint a proxy to vote on their behalf through the voting website investorvote.com.au. **Proxy votes must be received by 11:00am (AEDT) on Tuesday, 19 October 2021.**

Instructions on how to appoint a proxy are available at investorvote.com.au and under "How to vote and appoint a proxy" on page 10 of this Notice.

If it becomes necessary to give further updates about the AGM, information will be lodged with the ASX and posted on our website at transurban.com/agm.

Technical difficulties

Technical difficulties may arise during the course of the meetings. The Chairman has discretion as to whether and how the meetings should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chairman will have regard to the number of security holders impacted and the extent to which participation in the business of the meetings is affected. Where the Chairman considers it appropriate, the Chairman may continue to hold the meetings and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, security holders are encouraged to appoint a proxy and submit a directed proxy vote, even if they plan to participate in the meetings online. Similarly, if a security holder is unable to participate in the meetings, or will not have access to a device or the internet, they are encouraged to appoint a proxy and submit a directed proxy vote via investorvote.com.au. **All proxy votes, whether submitted online or in hard copy must be lodged by 11.00am AEDT on Tuesday, 19 October 2021.**

Letter from the Chair

Dear security holder,

On behalf of the Board of Directors, I am pleased to invite you to the 2021 AGM of Transurban Group.

The AGM will be held as virtual meetings on Thursday, 21 October 2021 at 11:00am (AEDT).

Due to the ongoing health and safety impacts of COVID-19 and the continuing developments around government-mandated restrictions, we will be enabling security holders to participate in our 2021 AGM online at web.lumiagm.com/386-569-885. Security holders can participate in the meetings online in real time or view the webcast via the Transurban website at transurban.com/agm. Other relevant details, including how to participate online, are set out in the Notice of Meetings.

At the AGM, the CEO, Scott Charlton, and I will update security holders on the operations and performance of Transurban Group. Further information on the Group's financial and operational performance is also provided in our Corporate Report for the year ended 30 June 2021, which is available on Transurban's website.

The AGM allows you to vote on matters important to you as a security holder and the Board of Directors encourage security holders to participate in the AGM via the online platform. While you will be able to vote during the meetings, security holders are strongly encouraged to vote (by lodging a proxy) ahead of the meetings.

You may choose to consider and vote on the following resolutions, as detailed further in the Notice of Meetings.

- the election of each of Patricia Cross, Craig Drummond, Timothy Reed and Robert Whitfield as non-executive directors;
- the re-election of Mark Birrell as a non-executive director;
- the adoption of the 2021 Remuneration Report; and
- the granting of performance awards to the CEO, Scott Charlton.

Since the last AGM, the Board has continued its succession planning, having appointed Timothy Reed and Robert Whitfield as non-executive directors effective 1 November 2020, and Patricia Cross and Craig Drummond as non-executive directors effective 1 July 2021. In addition, Transurban announced the appointment of an additional non-executive director, Marina Go, effective 1 December 2021. These appointments were the result of a coordinated and orderly succession planning process for Board renewal, and the diverse experience and expertise of the new directors will ensure that the Board as a whole is comprised of directors with the key skills, experience and attributes to effectively govern Transurban for the future.

We also announced the retirement of two long-standing directors, Neil Chatfield and Samantha Mostyn, effective from the conclusion of our 2021 AGM. Both Mr Chatfield and Ms Mostyn have been invaluable contributors during a period of significant growth and success for Transurban and on behalf of the Board I thank them for their significant contribution and service to the Board.

In light of the above announcements, the Board further considered the composition of each of the Board Committees and upon Mr Chatfield's and Ms Mostyn's retirement at the conclusion of the AGM, Mr Bowen will Chair the Audit and Risk Committee and Mr Whitfield will Chair the Remuneration, People and Culture Committee.

The AGM is also an important opportunity for the Board to hear directly from security holders. If you wish to submit questions in advance of the AGM, you may do so by emailing corporate@transurban.com or via investorvote.com.au by Thursday, 14 October 2021. We hope to address as many of the more frequently asked questions as practicable at the meetings. However, there may not be sufficient time available at the AGM to address all of the questions raised. Please note that individual responses will not be sent to security holders.



On behalf of the Board, I thank you for your continued support and look forward to welcoming you at our AGM.


Lindsay Maxsted
Chairman

17 September 2021

Notice of Meetings to stapled security holders

The Annual General Meetings of shareholders of Transurban Holdings Limited (THL) and Transurban International Limited (TIL) will be held in conjunction with a General Meeting of unitholders of Transurban Holding Trust (THT) (together, Transurban Group), to be held on Thursday, 21 October 2021 at 11.00am (AEDT).

Business

1. Financial Report (THL, TIL and THT)

To receive and consider the Financial Report, Directors' Report, and the Auditor's Report contained within the Transurban Corporate Report for the year ended 30 June 2021.

Note that no vote is required on this item.

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

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

- (a) To elect a director of THL and TIL:
"That Patricia Cross, having been appointed as a director of THL and TIL since the last Annual General Meetings and who retires in accordance with rule 35(b) of the THL and TIL constitutions, and being eligible, is elected as a director of THL and TIL."
- (b) To elect a director of THL and TIL:
"That Craig Drummond, having been appointed as a director of THL and TIL since the last Annual General Meetings and who retires in accordance with rule 35(b) of the THL and TIL constitutions, and being eligible, is elected as a director of THL and TIL."
- (c) To elect a director of THL and TIL:
"That Timothy (Tim) Reed, having been appointed as a director of THL and TIL since the last Annual General Meetings and who retires in accordance with rule 35(b) of the THL and TIL constitutions, and being eligible, is elected as a director of THL and TIL."
- (d) To elect a director of THL and TIL:
"That Robert (Rob) Whitfield, having been appointed as a director of THL and TIL since the last Annual General Meetings and

who retires in accordance with rule 35(b) of the THL and TIL constitutions, and being eligible, is elected as a director of THL and TIL."

- (e) To re-elect a director of THL and TIL:
"That Mark Birrell, being a director of THL and TIL who retires in accordance with rule 35(c) of the THL and TIL constitutions, and being eligible, is re-elected as a director of THL and TIL."

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

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

"That the Remuneration Report for the year ended 30 June 2021 be adopted."

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

Voting exclusion statement

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

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

- by or on behalf of members of the KMP named in the Remuneration Report for the year ended 30 June 2021 and closely related parties of those persons, regardless of the capacity in which the vote is cast; or
- as a proxy by members of the KMP at the date of the meetings and their closely related parties, unless the vote is cast as proxy for a person entitled to vote on item 3:
- in accordance with a direction on the proxy form; or

- by the Chair of the meetings in accordance with an express authority in the proxy form to vote undirected proxies as the Chair sees fit even though item 3 is connected with the remuneration of the KMP.

What this means for security holders:

If you intend to appoint a member of the KMP (such as one of the directors) or one of their closely related parties as your proxy, please ensure that you direct them how to vote on the proposed resolution in item 3. If the Chair of the meetings is appointed as your proxy, you can direct the Chair how to vote by marking a box for item 3 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark a box for item 3 and give the Chair your express authority to vote your undirected proxy (in which case the Chair intends to vote in favour of this item of business).

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

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

“That approval be given for all purposes for the grant to the CEO, Scott Charlton, of up to 257,671 performance awards under the Transurban Group’s Long Term Incentive Plan, on the terms summarised in the Explanatory Notes.”

Voting exclusion statement

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

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

- cast in favour of the resolution by or on behalf of the CEO or his associates

(regardless of the capacity in which the vote is cast); or

- cast as proxy by members of the KMP at the date of the meetings or their closely related parties,

unless the vote is cast on item 4:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney on the proxy form to vote on the resolution in that way;
- as a proxy for a person entitled to vote on the resolution by the Chair of the meetings in accordance with an express authority in the proxy form to vote undirected proxies as the Chair sees fit even though the resolution is connected with the remuneration of the KMP; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

What this means for security holders:

If you intend to appoint a member of the KMP (such as one of the directors) or one of their closely related parties as your proxy or attorney, please ensure that you direct them how to vote on the proposed resolution in item 4. If you intend to appoint the CEO or an associate of the CEO as your proxy or attorney, please ensure that you direct them how to vote on the proposed resolution in item 4. If the Chair of the meetings is appointed as your proxy, you can direct the

Chair how to vote by either marking a box for item 4 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any box for item 4 and give the Chair your express authority to vote your undirected proxy (in which case the Chair intends to vote in favour of this item of business).

Explanatory Notes accompany and form part of this Notice of Meetings. This Notice of Meetings should be read in conjunction with the Explanatory Notes which provides further information on each of the proposed items of business.

By order of the Board



Fiona Last

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

17 September 2021

Explanatory Notes

These Explanatory Notes form part of the Notice of Meetings and provide security holders with information to assess the merits of the proposed resolutions in the Notice.

Item 1—Financial Report (THL, TIL and THT)

Transurban Group has prepared and will table at the meetings:

- the consolidated Financial Report of THL, TIL and THT for the year ended 30 June 2021 (Group Accounts); and
- the reports of the directors and the auditor on the Group Accounts.

The Chair of the meetings will allow security holders a reasonable opportunity as a whole to ask questions about, or make comments on, the management of THL, TIL and THT. The auditor, PricewaterhouseCoopers (PwC), will also be available at the meetings and a reasonable opportunity will be given to security holders to ask questions of the auditor relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit. Security holders may also submit written questions to the auditor, PwC, on the content of the auditor's report or the conduct of its audit for the year ended 30 June 2021. Such questions must be received by no later than Thursday, 14 October 2021. The auditor is not required to provide written answers.

Security holders who elected to receive a hard copy of the Transurban Corporate Report for the year ended 30 June 2021 were provided with a copy of the Group Accounts in that report. A copy of the Corporate Report is also available on the Transurban website at [transurban.com](https://www.transurban.com).

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

The Board, with the assistance of the Nomination Committee, has undertaken a review of the performance of the directors standing for election and re-election, taking into account the skills, experience, tenure and diversity of the Board. As part of the Board succession planning and renewal, the Board has utilised appointment and independence criteria, a Board skills matrix and has taken into account Transurban's strategic objectives and existing and relevant emerging business and governance issues and has appointed directors who complement the Board's existing mix of skills and experience.

The Board considers that each director seeking election and re-election below makes a valuable contribution to the Board and is committed to fulfilling their duties as a director of Transurban Group.

The following directors have been appointed since the 2020 meetings, and accordingly retire in accordance with rule 35(b) of the THL and TIL constitutions and, being eligible, offer themselves for election. The Board confirms it undertook appropriate background checks on each of Ms Cross, Mr Drummond, Mr Reed and Mr Whitfield prior to their respective appointments to the Board, to assess their suitability as a director and there were no material adverse findings.

(a) Patricia Cross BSc (Hons), FAICD *Independent non-executive director*

Ms Cross was appointed a director on 1 July 2021.



Board Committee memberships:

Member of the Nomination Committee and the Remuneration, People and Culture Committee.

Skills, experience and directorships:

Ms Cross has extensive international experience as both an executive and non-executive director across a wide range of financial services and other industries. She has expertise in capital markets, risk management, corporate governance, treasury and international affairs.

Ms Cross is currently a Guardian of the Future Fund's Board of Guardians (since 2021), a Non-executive Director of Aviva plc (since 2013), and an Ambassador for the Australian Indigenous Education Foundation (since 2008).

She was previously Chair of the Commonwealth Superannuation Corporation (2014-2021), a Non-executive Director of Macquarie Group Limited (2013-2018), National Australia Bank Limited (2005-2013), Qantas Airways Limited (2004-2013), and Wesfarmers Limited (2003-2010). Ms Cross also held several honorary government positions including as a founding member of the Financial Sector Advisory Council and as a member of the Panel of Experts to the Australian Financial Centre Forum.

As an executive, Ms Cross lived and worked in seven different countries holding a number of senior leadership positions with Chase Manhattan Bank and Chase Investment Bank, Banque Nationale de Paris, and National Australia Bank Limited.

Prior to submitting herself for election, Ms Cross has confirmed that she will have sufficient time to fulfil her duties as a director of Transurban.

Recommendation:

The directors of THL and TIL (with Ms Cross abstaining) unanimously recommend that security holders vote in favour of the election of Ms Cross.

Ms Cross' contribution as an experienced non-executive director with extensive expertise in international capital markets, risk management and treasury is highly regarded by the Board.

(b) Craig Drummond BCom, FCA, SF Fin *Independent non-executive director*

Mr Drummond was appointed a director on 1 July 2021.



Board Committee memberships:

Member of the Audit and Risk Committee and the Nomination Committee.

Skills, experience and directorships:

Mr Drummond has over 30 years' experience in financial and regulated service industries. He has extensive experience across all facets of company management, including equity and debt capital markets, risk management, business strategy and customer experience.

Mr Drummond is currently a Non-executive Director of the Australian Foundation Investment Company Limited (since 2021), President of the Geelong Football Club and a Director on the Board of Governors at The Ian Potter Foundation.

He was previously a Director of the Florey Institute of Neuroscience and Mental Health (2009 to 2017) and also held a number of senior leadership positions including Chief Executive Officer of Medibank (2016-2021), Group Executive Finance and Strategy of National Australia Bank Limited and Chief Executive Officer and Country Head of Bank of America Merrill Lynch (Australia).

Earlier in his career, Mr Drummond held various roles at JBWere, including COO, CEO and Executive Chairman of Goldman Sachs JBWere.

Prior to submitting himself for election, Mr Drummond has confirmed that he will have sufficient time to fulfil his duties as a director of Transurban.

Recommendation:

The directors of THL and TIL (with Mr Drummond abstaining) unanimously recommend that security holders vote in favour of the election of Mr Drummond.

Mr Drummond brings significant financial, strategic and operational expertise to the Board and his insights and experience across various sectors are highly regarded by the Board.

(c) Timothy (Tim) Reed BCom (Hons), MBA, MAICD
Independent non-executive director

Mr Reed was appointed a director on 1 November 2020.



Board Committee memberships:

Member of the Nomination Committee and the Remuneration, People and Culture Committee.

Skills, experience and directorships:

Mr Reed has over 30 years' experience in technology, marketing, strategy and business development gained from various roles held in Asia, Europe, the USA and Australia.

Mr Reed is currently the President of the Business Council of Australia and co-Managing Director of Potentia, a private equity firm focused on technology businesses.

He was formerly the CEO of MYOB (2008-2019) and before this held a range of other senior management roles during his 16-year career with the business. Prior to joining MYOB, Mr Reed also held senior management roles in sales, marketing, product management and business development with software and technology businesses in Silicon Valley.

Prior to submitting himself for election, Mr Reed has confirmed that he will have sufficient time to fulfil his duties as a director of Transurban.

Recommendation:

The directors of THL and TIL (with Mr Reed abstaining) unanimously recommend that security holders vote in favour of the election of Mr Reed.

Mr Reed brings deep experience in technology, marketing, strategy and business development and his insights and expertise in technology and digital innovation are highly regarded by the Board.

(d) Robert (Rob) Whitfield AM BCom, Grad Dip Banking, Grad Dip Fin, AMP, SF Fin, FAICD
Independent non-executive director

Mr Whitfield was appointed a director on 1 November 2020.



Board Committee memberships:

Member of the Audit and Risk Committee, the Nomination Committee and the Remuneration, People and Culture Committee.

Skills, experience and directorships:

Mr Whitfield has extensive financial, risk and capital markets experience in senior management roles across the public and private sectors.

Mr Whitfield is currently a Non-executive Director of the Commonwealth Bank of Australia (since 2017) and GPT Group (since 2020).

He previously served as Chair and Director of New South Wales Treasury Corporation, Secretary of NSW Treasury, Secretary of NSW Industrial Relations, and as Deputy Chair of the Australian Financial Markets Association. Prior to this, Mr Whitfield had a 30-year executive career with Westpac Banking Corporation where he held a number of senior leadership positions including CEO of the Institutional Bank, Chief Risk Officer and Group Treasurer.

Prior to submitting himself for election, Mr Whitfield has confirmed that he will have sufficient time to fulfil his duties as a director of Transurban.

Recommendation:

The directors of THL and TIL (with Mr Whitfield abstaining) unanimously recommend that security holders vote in favour of the election of Mr Whitfield.

Mr Whitfield's deep experience in the finance and government sectors, together with his extensive risk and capital markets experience across the private and public sectors are highly regarded by the Board. He will be appointed Chair of the Remuneration, People and Culture Committee following Ms Mostyn's retirement from the Board at the conclusion of this year's AGM.

The following director retires by rotation in accordance with rule 35(c) of the THL and TIL constitutions and, being eligible, offers himself for re-election:

(e) Mark Birrell AM BEc, LLB, HonLLD, FAICD

Independent non-executive director

Mr Birrell was appointed a director on 1 May 2018.



Board Committee memberships:

Member of the Audit and Risk Committee and the Nomination Committee.

Skills, experience and directorships:

Mr Birrell is an experienced director with credentials spanning the private and public sectors. He has deep industry knowledge in the fields of transport, infrastructure and logistics. Mr Birrell is Chair of Post Super Pty Ltd (since 2013) and past President of the Victorian Chamber of Commerce and Industry.

His previous roles include Chair of Regis Healthcare Limited (2014-2018), Infrastructure Australia, the Port of Melbourne Corporation, Evans & Peck Limited, and Deputy Chair of Australia Post. He brings extensive legal experience and was National Leader of the Infrastructure Group at Minter Ellison.

Mr Birrell was the founding Chair of Infrastructure Partnerships Australia, the nation's peak infrastructure sector body, and has a significant public policy background through his earlier service as a Cabinet Minister in Victoria.

Prior to submitting himself for re-election, Mr Birrell has confirmed that he will have sufficient time to fulfil his duties as a director of Transurban.

Recommendation:

The directors of THL and TIL (with Mr Birrell abstaining) unanimously recommend that security holders vote in favour of the re-election of Mr Birrell.

Mr Birrell's contribution as an experienced director with extensive infrastructure industry knowledge are highly regarded by the Board. Mr Birrell is also a valued contributor to the Audit and Risk Committee.

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

The Remuneration Report details various matters regarding the remuneration of Transurban Group's non-executive directors, the CEO and other senior executives, and is set out in the Transurban Corporate Report for the year ended 30 June 2021. The Remuneration Report:

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

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

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

Recommendation:

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

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

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

LTI Plan terms and conditions

If security holder approval is obtained, performance awards will be granted to the CEO as part of his remuneration package for the 2022 financial year (FY22). Each performance award entitles the CEO to one fully paid ordinary Transurban stapled security at the end of the relevant performance period, subject to the satisfaction of the performance measures

described below. Securities allocated to the CEO on vesting of the performance awards will rank equally with other Transurban securities.

The total number of performance awards to be granted to the CEO is determined by applying the valuation methodology (as set out below).

The valuation methodology is based on a face value approach (discounted for anticipated distributions and/or dividends during the relevant performance periods). As detailed below, the LTI performance period will extend from three to four years, with the FY22 LTI grant being a transitional award comprised of two equal tranches. The number of performance awards to be granted under each tranche is calculated based on 50% of the CEO's total LTI opportunity (\$3.381 million) divided by the face value valuation (being \$13.34 for the awards to be measured against performance over the three year period 1 July 2021 to 30 June 2024 and \$12.91 for the awards to be measured against performance over the four year period 1 July 2021 to 30 June 2025). The face value valuation is based on the Volume Weighted Average Price (VWAP) of Transurban's securities traded on the ASX in the 10 trading days up to and including 30 June 2021. The difference in face value valuation between the three year and four year performance periods is the additional year of discount for anticipated distributions and/or dividends.

The total number of performance awards to be granted to the CEO will not exceed 257,671.

As the CEO's LTI grant forms part of his total remuneration package, the performance awards will be granted at no cost to the CEO. No amount is payable on vesting of the performance awards. The performance awards will be granted under, and subject to, the Equity Incentive Plan Rules which govern the Transurban Group's LTI Plan. Performance awards do not provide the full benefits of ownership (such as distribution and voting rights) unless the performance awards vest and securities are allocated to the CEO. Transurban grants the CEO's LTI in performance awards because they create alignment between the CEO and security holders and focus on the achievement of sustainable longer-term value creation.

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

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

ASX Listing Rule 10.14 provides that a listed entity must not issue securities to a Director under an employee incentive scheme unless it obtains the approval of its security holders. Security holder approval is therefore required to grant performance awards to the CEO in his capacity as an Executive Director. To compensate the CEO for the remuneration he would forego if security holder approval is not obtained, Transurban Group may pay the CEO a cash amount (equivalent to the value the grant would have had at vesting had it been approved by security holders). The CEO will only receive a cash payment if the performance measures are satisfied.

Performance periods

During FY21, a detailed review of Transurban's remuneration framework was undertaken. As a result of that review, the Board determined to extend the LTI performance period from three years to four years. FY22 will be a transitional year in which 50% of LTI awards granted will be measured over a three year performance period, and the remaining 50% will be measured over a four year period. As such, the performance periods for the CEO's proposed FY22 LTI grant are:

- 50% of the performance awards will be measured against performance over 1 July 2021 to 30 June 2024; and
- 50% of the performance awards will be measured against performance over 1 July 2021 to 30 June 2025.

Please refer to the Remuneration Report (within the 2021 Corporate Report) for a summary of the remuneration framework enhancements.

Performance measure—Relative Total Shareholder Return

As outlined in the Remuneration Report, the Board considered the reintroduction of a Free Cash Flow (FCF) performance measure into the FY22 LTI plan. Whilst FCF is well aligned with Transurban's business model, given ongoing economic uncertainty relating to COVID-19, the Board has decided to continue to test performance relative to Total Shareholder Return (TSR) hurdles only, with no FCF hurdles applying to the FY22 LTI Plan. This will be revisited for the FY23 LTI Plan.

Accordingly, the performance awards to be granted to the CEO for this year are subject to the single performance measure of relative TSR, with 50% measured against performance over a three year performance period and 50% over a four year performance period.

The performance awards will be subject to a performance measure based on relative TSR measured against a bespoke comparator group comprising companies within the ASX 150 in the transport, utilities, real estate, construction and infrastructure Global Industry Classification Standards sectors.

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

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

Transurban Group's relative TSR ranking against comparator group	% of performance awards that vest
At or below the 50 th percentile	Nil
Above the 50 th percentile but below the 75 th percentile	Straight line vesting between 50% 100%
At or above the 75 th percentile	100%

At the end of the relevant performance period, Transurban Group will receive an independent report that presents Transurban Group's TSR growth against the bespoke comparator group and that of each company in the comparator group. Rankings are awarded (the highest ranking company being ranked at the 100th percentile) to determine the extent to which performance awards will vest. As shown by the schedule above, no performance awards will vest unless Transurban Group's relative TSR is above the 50th percentile. The Board has discretion to adjust the bespoke comparator group (for example, if one of the companies is wound up or merges with another company).

Treatment of performance awards on cessation of employment

If the CEO resigns or his employment is terminated for cause before the vesting conditions are tested, all of his unvested performance awards will lapse (unless the Board determines otherwise). In all other circumstances, unless the Board determines otherwise, a pro rata number of the CEO's performance awards will remain on foot (calculated on the portion of the relevant performance period that has elapsed) and will vest at the end of the performance period subject to satisfaction of the original performance conditions.

Takeover or other change of control of Transurban Group

In the event of a takeover or other change of control, the Board may decide that some or all Performance Awards will vest or lapse in accordance with the Plan Rules. In determining whether to exercise its discretion, the Board may have regard to any circumstances it considers appropriate. If an actual change in control occurs before the Board has exercised its discretion, a pro rata number of performance awards will vest (calculated on the portion of the relevant performance period that has elapsed) and the remainder will lapse. Performance awards that vest following a change of control will not generally be subject to restrictions on dealing.

Other Board discretions

Under the Equity Incentive Plan Rules governing the LTI Plan, the Board has a number of other discretions in relation to performance awards. This includes the ability to exercise malus and clawback powers and to amend the terms applying to performance awards in certain circumstances. As outlined above, the Board also has discretion to adjust the vesting conditions, including to include or exclude any items from calculations to take into account unforeseen circumstances. Information about the LTI Plan is also included in the Remuneration Report for the year ended 30 June 2021.

Total remuneration package

The ASX Listing Rules require this Notice of Meetings to include details of the CEO's current total remuneration package.

The CEO's remuneration package for the financial year ending 30 June 2022 is:

- Fixed Remuneration (including superannuation): \$2,300,000
- Short Term Incentive target opportunity (at-risk): \$2,300,000 (100% of fixed remuneration)¹
- Long Term Incentive opportunity (at-risk): \$3,381,000 (147% of fixed remuneration)²

Refer to the Remuneration Report (within the Corporate Report) for full details of the CEO's remuneration.

Other information

In relation to the LTI Plan:

- the CEO is the only director entitled to participate in the LTI Plan;
- new Equity Incentive Plan Rules were adopted by the Board in December 2019 and govern the LTI Plan. The CEO has received 254,594 performance awards (at no cost) under the terms of this LTI Plan; there is no loan scheme in relation to the performance awards;
- the CEO is prohibited from hedging the security price exposure in respect of performance awards during the performance period applicable to those performance awards;
- details of any performance awards issued under the LTI Plan will be published in Transurban's Corporate Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of performance awards under the LTI Plan after this resolution is approved and who are not named in this Notice of Meetings will not participate until approval is obtained under ASX Listing Rule 10.14; and
- if security holder approval is obtained, further details of the performance awards granted to the CEO under the LTI Plan will be provided in the Remuneration Reports for the years ending 30 June 2022, 2023, 2024 and 2025 respectively.

Recommendation

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

¹ 50% is awarded in cash and 50% is deferred into Transurban securities restricted for two years following the performance year. This represents the target short-term incentive (STI) opportunity. Maximum STI opportunity represents 150% of fixed remuneration.

² Granted in the form of performance awards. The number of performance awards to be granted is calculated based on 100% of the CEO's LTI opportunity (being \$3.381 million) divided by the face value valuation (being \$13.34 for the awards to be measured against performance over the three year period 1 July 2021 to 30 June 2024 and \$12.91 for the awards to be measured against performance over the four year period 1 July 2021 to 30 June 2025).

Further details on how to participate in the AGM

Stapled security holder meetings

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

Required majority and voting entitlement

The resolutions described in items 2, 3 and 4 are ordinary resolutions and each will be passed if at least 50% of votes cast by security holders entitled to vote on the resolution are cast in favour of the resolution.

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

On a resolution of THL or TIL determined by a poll, each security holder present online, or by proxy, attorney or representative has one vote for each fully paid ordinary share held. On a resolution of THT determined by a poll, each security holder present online or by proxy or representative has one vote for every dollar of the value of the total interest they have in THT. The value of a security holder's total interest in THT will be calculated by reference to the last sale price of stapled securities on the ASX on Wednesday, 20 October 2021.

Participating in the meetings

You can participate at the AGM using the online platform. To use the platform you will require a computer, tablet or mobile device with an internet connection.

You can access the online platform from your device, by entering the following URL address in your web browser: lumiagm.com/386-569-885.

The online platform will allow you to view the meetings live, vote and ask questions in real time.

Important information: To participate and vote in the meetings you will need your **security holder number and postcode**.

To participate online, security holders should register at least 15 minutes before the meetings.

Proxy holders will need their proxy number which can be obtained from Computershare on +61 3 9415 4024 prior to the meetings.

How to vote and appoint a proxy

Eligibility to vote

For the purposes of determining entitlement to vote at the meetings, stapled securities will be taken to be held by those registered as holders as at 7:00pm AEDT on Tuesday, 19 October 2021. Transactions registered after that time will be disregarded in determining security holders' entitlement to vote at the meetings.

Voting at the meetings

A security holder can vote at the meetings either by:

- voting online in real-time, or if the security holder is a corporate security holder, appointing a corporate representative to act on the security holder's behalf; or
- appointing an attorney or a proxy to vote online in real-time for the security holder.

Voting by corporate representative

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

Voting by proxy

If a security holder does not want to participate in the AGM in real time online, the security holder can appoint a representative or the Chair as proxy to vote for the security holder. A representative can be a natural person, but does not need to be a member of the Transurban Group. If the representative is a proxy, the proxy can be appointed in respect of some or all of the votes held by the security holder. If the security holder is entitled to cast two or more votes, the security holder can appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If the proportion or number of votes is not specified, each proxy may exercise half the votes. On a poll, each proxy may only exercise votes in respect of those securities or voting rights the proxy represents.

Online: All security holders can appoint a proxy to vote on their behalf online at investorvote.com.au by following the instructions set out on the website.

Security holders who elected to receive their Notice of Meetings electronically will have received an email with a link to the Computershare site.

For all other security holders you will receive a letter by direct mail with instructions on how to vote online, which includes a specific six digit Control Number to vote online.

In order to take effect, the proxy appointment (and any authority under which the proxy was signed or a certified copy of the authority) must be received by Computershare, no later than **11.00am AEDT on Tuesday, 19 October 2021**.

Security holders who appoint a proxy or attorney may still view the live meetings online. However, if the security holder votes on a resolution, the proxy or attorney is not entitled to vote as that security holder's proxy or attorney on the resolution.

You can arrange to receive security holder information electronically by contacting Computershare on 1300 360146 (within Australia), +61 (03) 9415 4315 (overseas) or at computershare.com.au (Investor Centre).

Custodian voting: for intermediary online subscribers only (Custodians) please submit your voting intentions at intermediaryonline.com.

By mail: If security holders are unable to complete an online proxy appointment, a proxy form can be requested by contacting Computershare on 1300 360 146 (within Australia) or +61 (03) 9415 4315 (overseas). Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned to Computershare no later than **11.00am AEDT on Tuesday, 19 October 2021**. The proxy form and authority must be returned as set out below:

- **by post to:**
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
- **by facsimile to:**
Computershare Investor Services Pty Limited
1800 783 447 (within Australia)
(+613) 9473 2555 (outside Australia)

Voting by attorney

Where a security holder appoints an attorney to act on his or her behalf at the meetings, such appointment must be made by a duly executed power of attorney. The power of attorney or a certified copy of the power of attorney must be received by **11.00am AEDT on Tuesday, 19 October 2021**. The power of attorney must be provided to Computershare as set out above.

Voting exclusions

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

How the Chairman intends to vote available proxies

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

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

Webcast

As in prior years, the AGM will be webcast. A webcast of the AGM will be made available via Transurban's website at transurban.com/aggm.

Conducting the AGM

The AGM is intended to give security holders the opportunity to:

- hear presentations from the Chair and the CEO about the operations and performance of Transurban Group;
- consider and vote on the resolutions before the meetings; and
- ask questions of the Board, management and the auditor generally on the items of business before the meetings, the management of Transurban Group, the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit. The Chair and the CEO will generally answer questions on behalf of the Board and management.

To help achieve these objectives Transurban Group will:

- enable all security holders to participate in the meetings, via the online platform, regardless of their location;
- webcast the meetings for the benefit of those security holders unable to view the meetings live;
- provide a reasonable opportunity for security holders at the meetings to ask questions of the Board by submitting them through the online meeting platform;
- answer security holders' questions honestly and fairly; and
- inform security holders as to the proxy voting positions with respect to the resolutions to be considered by the meetings and the manner in which the Chairman of the meetings intends to vote available proxies.

Questions and comments from security holders

Transurban Group is committed to making sure that all security holders have a reasonable opportunity to participate in the meetings. Security holders can ask questions and make comments via the online platform. To help achieve this, Transurban asks that security holders:

- submit written questions in advance of the meetings by:
 - emailing corporate@transurban.com or
 - online at investorvote.com.au.

Questions must be received by Thursday, 14 October 2021;

- if submitting their written questions at the meetings, submit their questions as early as possible, so that they may be received and queued in preparation for the relevant agenda item;
- are courteous and respectful when submitting or asking their questions;
- state their questions clearly and concisely, which agenda item their question relates to, and confine their questions to the matters before the meetings.

The Chairman of the meetings will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meetings. However, there may not be sufficient time available at the meetings to address all of the questions raised. Please note that individual responses will not be sent to security holders.

WELCOME TO
NORTHCONNEX

