

2025 Notice of meetings

**Shareholders of Transurban
Holdings Limited**

ABN 86 098 143 429

**Shareholders of Transurban
International Limited**

ABN 90 121 746 825

and

**Unitholders of Transurban
Holding Trust**

ARSN 098 807 419

**To be held as hybrid (in person and online)
meetings on Wednesday,
8 October 2025 at 11:00am (AEDT)**

In person

Clarendon Auditorium
Level 1, Exhibition Centre
Melbourne Convention and Exhibition Centre
2 Clarendon Street
South Wharf, Victoria 3006

Online

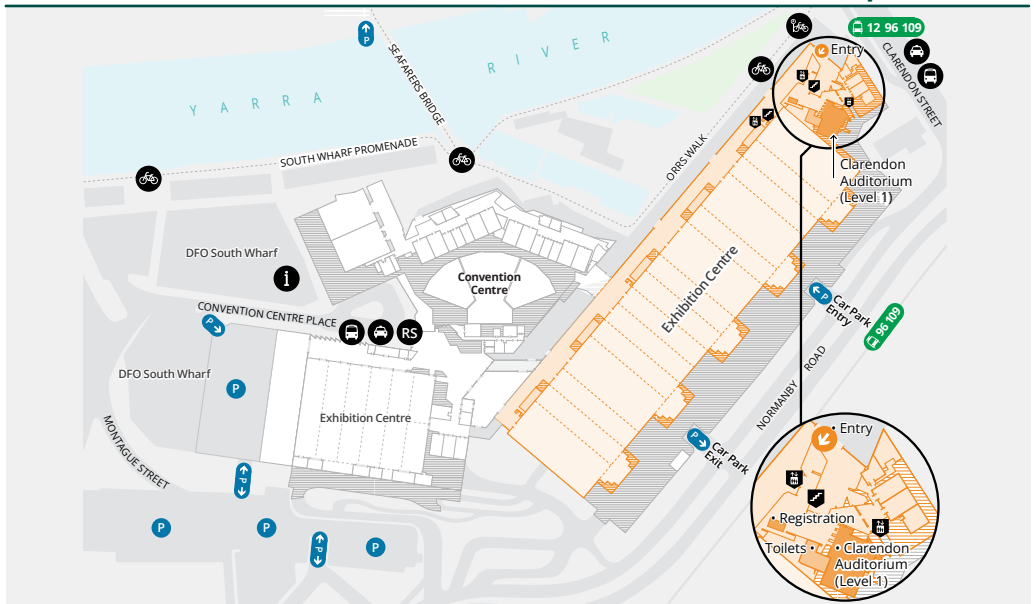
<https://meetnow.global/M6T5NGR>



Participating in the meetings

We are delighted to invite security holders to attend Transurban Group's Annual General Meetings (AGM or meetings) in person at the Melbourne Convention and Exhibition Centre on Wednesday, 8 October 2025 at 11:00am (AEDT). Security holders will also be able to participate in the AGM online at <https://meetnow.global/M6T5NGR>

Melbourne Convention and Exhibition Centre (MCEC) venue map



Directions:

- **By tram:** Tram routes 96, 109 and 12 (Stop 124A Casino/MCEC) will take you to the Clarendon Street entrance. Otherwise, tram routes 48 or 70 (Stop D5) travel along Flinders Street. From there, it is just a short walk up Clarendon Street.
- **By train:** The closest station is Southern Cross. Once you exit the station, you can catch the 96, 109 or 12 tram routes as above.
- **By taxi or Uber:** Ask your driver to drop you off at the Clarendon Street entrance of the MCEC.
- **By car:** Parking is available at the MCEC and adjacent carparks. Please read the important car parking information on the MCEC website (link below) prior to your trip.

For more information go to www.mcec.com.au/visit/visit-information

How to participate in person

The AGM will be held in the Clarendon Auditorium, Level 1, Exhibition Centre, Melbourne Convention and Exhibition Centre, 2 Clarendon Street, South Wharf, Victoria 3006.

How to participate online

You can participate in real time at the AGM using the online platform. To use the online 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:

<https://meetnow.global/M6T5NGR>

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

Important information: To participate and vote online you will need your **security holder number and postcode**. Proxyholders will need their proxy number and will need to contact Computershare prior to the day of the meetings to request their unique email invitation link. To participate online, you should register at least 15 minutes before the meetings.

Further information on how to participate online is set out on pages 16 and 17 of this notice of meetings (Notice) and is available at www.transurban.com/agm

Guests can also watch the live AGM webcast via the online platform, but will not be able to vote or ask questions through the webcast. The AGM webcast can also be viewed via the Transurban website at www.transurban.com/agm

Technical difficulties

For security holders attending online, technical difficulties may arise during the course of the AGM. The Chair of the meetings has discretion as to whether and how the meetings should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair of the meetings 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 considered appropriate, the Chair of the meetings 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 particularly encouraged to appoint a proxy and submit a directed proxy vote prior to the AGM if they plan to participate in the meetings online.

How to submit your vote in advance of the meetings

Security holders may appoint a proxy to vote on their behalf through the voting website www.investorvote.com.au

All proxy votes, whether submitted online or in hard copy, must be lodged by 11:00am (AEDT) on Monday, 6 October 2025.

Instructions on how to appoint a proxy are available at www.investorvote.com.au and under "How to vote and appoint a proxy" on page 17 of this Notice.

Alternative arrangements

If it becomes necessary or appropriate to make alternative arrangements to hold the AGM to those set out in this Notice, security holders will be given as much notice as possible. Information relating to alternative arrangements will be posted on our website at www.transurban.com/agm and on the ASX.

Letter from the Chair

Craig Drummond



Dear security holder,

I am pleased to invite you to the 2025 Annual General Meetings (**AGM**) of Transurban Group on Wednesday, 8 October 2025 at 11:00am (AEDT).

You are invited to attend the AGM in person at the Melbourne Convention and Exhibition Centre. For those of you who are unable to attend in person, or who prefer to attend virtually, you may participate in our 2025 AGM online in real time at <https://meetnow.global/M6T5NGR>. You may also view the webcast after the AGM via the Transurban website at www.transurban.com/agm. Further details are set out in this Notice.

At the AGM, the CEO, Michelle Jablko, 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 2025, which is available on Transurban's website at www.transurban.com.

The AGM allows you to vote on matters important to you as a security holder and the Board encourages security holders to vote on the resolutions put before the AGM either in person or via the online platform. If you are unable to attend on the day, security holders are encouraged to vote in advance of the meetings by lodging a proxy.

You may choose to consider and vote on the following resolutions, as detailed further in this Notice:

- the re-election of each of Marina Go and Sarah Ryan as non-executive directors;
- the adoption of the 2025 Remuneration Report; and
- the grant of deferred securities and performance awards to the CEO, Michelle Jablko.

Since the last AGM, the Board has been engaged in Board succession planning. We recently announced the appointment of Michael Wright as a non-executive director with effect from December 2025. The Board considers Mr Wright's experience and expertise complements the Board's existing mix of skills and experience. As Mr Wright will join the Board after this year's AGM, it is intended that he will stand for election at the 2026 AGM.

We also announced the retirement of long-standing director, Peter Scott, with effect from the conclusion of our 2025 AGM. Mr Scott has been an invaluable contributor during a period of growth and success for Transurban and on behalf of the Board I thank him for his significant contribution and service to the Board.

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 www.investorvote.com.au by Wednesday, 1 October 2025. 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.

I look forward to welcoming you to our AGM and thank you for your continued support of Transurban.



Craig Drummond

Chair

8 September 2025

Notice of meetings

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 or Transurban**) on Wednesday, 8 October 2025 at 11:00am (AEDT) in the Clarendon Auditorium, Level 1, Exhibition Centre, Melbourne Convention and Exhibition Centre, 2 Clarendon Street, South Wharf, Victoria 3006 and online at <https://meetnow.global/M6T5NGR>

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 2025.

Note that no vote is required on this item.

2. Re-election of directors (THL and TIL only)

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

- (a) "That Marina Go, being eligible, be re-elected as a director of THL and TIL."
- (b) "That Sarah Ryan, being eligible, be 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 2025 be adopted."

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

Voting exclusion statement

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

- by or on behalf of members of the KMP named in the Remuneration Report for the year ended 30 June 2025 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 or 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 of the meetings sees fit even though item 3 is connected with the remuneration of the KMP.

4. Grant of deferred securities and 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, including ASX Listing Rule 10.14, for the grant to the CEO and Managing Director, Michelle Jablko, of up to \$1,112,500 worth of deferred securities under the Transurban Group's Deferred Short Term Incentive Plan and 217,816 performance awards under the Transurban Group's Long Term Incentive Plan, on the terms described in the Explanatory Notes.”

Voting exclusion statement

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

- in favour of the resolution by or on behalf of the CEO or her associates (regardless of the capacity in which the vote is cast); or
- 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;
- by the Chair of the meetings as a proxy for a person entitled to vote on the resolution in accordance with an express authority in the proxy form to vote undirected proxies as the Chair of the meetings 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.

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

Transurban confirms that this document complies with the notice of meeting content requirements set out in the ASX Listing Rules. ASX has provided no objection to this document under Listing Rule 15.1.4 on the basis of this confirmation.

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)

8 September 2025

Explanatory Notes

These Explanatory Notes form part of the Notice 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 2025 (**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 in attendance 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 2025. Such questions must be received by no later than Wednesday, 1 October 2025.

Security holders who elected to receive a hard copy of the Transurban Corporate Report for the year ended 30 June 2025 were provided with a copy of the Group Accounts, the Directors' Report and the Auditor's Report within that report. A copy of the Corporate Report is also available on the Transurban website at www.transurban.com

Item 2 – 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, including those standing for re-election, taking into account the skills, experience, tenure and diversity of the Board.

Marina Go retires by rotation in accordance with rule 35(c) of the THL and TIL constitutions and, being eligible, offers herself for re-election. Sarah Ryan has voluntarily offered herself for re-election by security holders a year early in order for Transurban's director rotations to be appropriately balanced over the coming years. The Board considers that each director seeking re-election makes a valuable contribution to the Board and is committed to fulfilling their duties as a director of Transurban Group.



(a) Marina Go

BA, MBA, FAICD

Independent non-executive director

Ms Go was appointed a director on 1 December 2021.

Board Committee memberships:

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

Skills, experience and directorships:

Ms Go has worked in executive roles across a range of listed and private companies and in non-executive director roles across a diverse range of sectors. Her executive career included over 25 years’ experience in branding, marketing, digital technologies and change leadership in the media industry.

Ms Go is Chair of Adore Beauty Group (since 2021 and a non-executive director since 2020), and a non-executive director of Southern Cross Media Group (since 2024) and Metcash (since 2025). She is also a member of the UNSW Business Advisory Council and the ANU Centre for Asian-Australian Leadership Advisory Board.

She was previously Chair of Ovarian Cancer Australia, The Walkley Foundation and Wests Tigers Rugby League Football Club, and a non-executive director of Netball Australia (2021-2023), 7-Eleven (2018-2024), Autosports Group (2016-2024) and Energy Australia (2017-2025).

Ms Go was previously Country CEO for The Hearst Corporation and held a variety of senior leadership positions across multi-media businesses, including Fairfax, Bauer Media, EMAP Australia and Private Media.

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

Ms Go’s contributions as an experienced executive with deep expertise in brand, customer and community interactions with a focus on innovation are highly regarded by the Board. In recommending her re-election, the Board recognises Ms Go’s contributions as a valued member of the Remuneration, People and Culture Committee and the Nomination Committee.

Recommendation:

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



(b) Sarah Ryan

BSc (Geology), BSc (Geophysics)
(Hons 1), PhD (Petroleum and
Geophysics), FTSE, MAICD

Independent non-executive director

*Dr Ryan was appointed a director
on 1 September 2023.*

Board Committee memberships:

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

Skills, experience and directorships:

Dr Ryan is an experienced non-executive director and former energy executive with more than 30 years of international experience in the oil and gas industry.

Dr Ryan is currently a non-executive director of Viva Energy Group Limited (since 2018), Aurizon Holdings Limited (since 2019), Calix Limited (since 2024) and Future Battery Industries Co-operative Research Centre (since 2020). She is also a Strategic Advisory Panel Member of the ARC Centre of Excellence for Green Electrochemical Transformation of Carbon Dioxide (since 2023) and Chair of the Energy Forum for the Australian Academy of Technological Sciences and Engineering (ATSE) (since 2022).

As an executive, Dr Ryan held various technical, operational and leadership roles at a number of oil and gas and oilfield services companies, including 15 years with Schlumberger Ltd both in Australia and overseas. She also has a decade of experience in North America and Australia as a director of institutional investment firm Earnest Partners covering the firm's investments in natural resources and associated sectors worldwide, including engineering and construction.

She was previously a non-executive director of Woodside Energy Group Limited (2012-2023), Oz Minerals Limited (2021-2023) and MPC Kinetic (2018-2022).

Prior to submitting herself for re-election, Dr Ryan confirmed that she will have sufficient time to fulfil her duties as a director of Transurban.

Dr Ryan continues to bring a deep understanding of large infrastructure projects across various industries and her expertise and experience working with large, global companies involved in complex, capital intensive projects is highly valued by the Board. In recommending her re-election, the Board recognises Dr Ryan's contributions as a valued member of the Remuneration, People and Culture Committee and the Nomination Committee.

Recommendation:

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

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 2025. 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.

Please note a voting exclusion applies to this item – please refer to page 5.

Recommendation

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

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

Security holder approval is being sought for the proposed grant of deferred securities and performance awards to the CEO and Managing Director, Michelle Jablko, under the Transurban Group’s Deferred Short Term Incentive (**Deferred STI**) and Long Term Incentive (**LTI**) Plans on the terms set out below.

Scheme	Award
Deferred Short Term Incentive Plan	50% of STI (worth up to \$1,112,500) awarded as deferred securities, restricted for two years following the performance year ended 30 June 2025.
Long Term Incentive Plan	217,816 performance awards, with a four-year performance period ending 30 June 2029.

ASX Listing Rule 10.14 requires security holder approval before an issue of Transurban securities can be made to a director. Approval is not required if the terms of the grant allow the securities (or, in the case of performance awards, require the underlying securities) to be purchased on-market. Transurban is seeking security holder approval in the interests of transparency and good governance, and to preserve flexibility so that Transurban can issue the stapled securities or purchase the stapled securities on-market at the relevant time.

If item 4 is approved by security holders, grants will be made under the Transurban Group’s Deferred STI and LTI Plans on the terms set out below.

If security holder approval is not provided, the Board intends to satisfy these awards in the form of cash or by purchasing the Transurban stapled

securities on-market (as applicable), subject to the terms outlined in these Explanatory Notes, to compensate Ms Jablko for the remuneration she would forego if security holder approval were not obtained.

Deferred STI Plan terms and conditions

If security holder approval is obtained, up to \$1,112,500 worth of deferred securities will be granted to the CEO as part of her remuneration package for the 2025 financial year (**FY25**). Each deferred security is a fully paid ordinary Transurban stapled security that is subject to a service condition during the two-year period they are restricted following the performance year. Unless the Board determines otherwise, vesting of the deferred securities is subject to Ms Jablko's continued employment with the Transurban Group as at the vesting date, which is expected to be in August 2027. There are no further performance conditions attached to this award and upon vesting, the deferred securities will cease to be subject to any dealing restrictions (other than the requirements of the Transurban Dealing in Securities Policy).

Deferred securities carry the same dividend, distribution and voting rights as other fully paid securities in the Transurban Group. As the deferred securities are part of the CEO's remuneration, no amount is payable on the grant or vesting of a deferred security.

The deferral element creates a strong retention proposition for the CEO as vesting is subject to employment not being terminated for cause or by resignation during the deferral period. The deferral also ensures that the award remains subject to the security price, which is intended to support increased alignment between the CEO and security holders.

Ms Jablko's FY25 STI outcome was assessed as 108% of target (\$2,225,000) and disclosed in Transurban's 2025 Remuneration Report. 50% of her STI was paid in cash and it is proposed 50%

will be deferred into Transurban securities. The number of deferred securities to be granted to Ms Jablko will be determined by dividing \$1,112,500 by the 10-day Volume Weighted Average Price (**VWAP**) of Transurban securities over the 10 business days immediately preceding the Deferred STI offer.

LTI Plan terms and conditions

If security holder approval is obtained, performance awards will be granted to the CEO as part of her remuneration package for the 2026 financial year (**FY26**). Each performance award entitles the CEO to one fully paid ordinary Transurban stapled security at the end of the four-year 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. The number of performance awards to be granted is calculated based on 100% of the CEO's total LTI opportunity (\$3,101,700) divided by the face value valuation (being \$14.24). The face value valuation is based on the VWAP of Transurban's securities traded on the ASX in the 10 trading days up to and including 30 June 2025.

The total number of performance awards to be granted to the CEO will not exceed 217,816.

As the CEO's LTI grant forms part of her 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 period, it is the Board’s current intention to settle any vested performance awards in Transurban securities.

Performance measures

The performance awards will be granted to the CEO in two equal tranches, which are subject to the following performance measures over a four-year performance period:

- relative TSR tranche – half of the performance awards will be subject to a vesting condition based on relative Total Shareholder Return (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; and
- FCF per security tranche – half of the performance awards will be subject to a vesting condition linked to Free Cash Flow (FCF) per security (see further details below), which reflects the Transurban Group’s focus on the maximisation of free cash to drive security holder return.

The performance awards that do not vest at the end of the performance period will lapse. There is no re-testing of performance awards.

Relative TSR measure

The relative TSR tranche is 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 will begin to 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 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 50th percentile	Nil
Above the 50th percentile but below the 75th percentile	Straight line vesting from 50% to 100%
At or above the 75th percentile	100%

At the end of the 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) and to amend the relative TSR calculation methodology.

Free Cash Flow per security measure

Within the Transurban Group, FCF per security from 1 July 2025 is defined as:

- Proportional EBITDA
- **add back:** non-recurring items, which may include, among other things, transaction, integration and litigation liability costs
- **less:** proportional net finance costs paid
- **less:** proportional debt fees paid
- **add/less:** proportional debt amortisation
- **add:** M5 West maintenance cash expense
- **less:** proportional income taxes paid
- **divided by:** weighted average number of securities on issue at 30 June.

The FCF per security tranche of the performance awards will vest depending on the Transurban Group's compound annual growth rate (**CAGR**) targets translated into annual FCF (excluding Capital and Cash Reserve Releases and corporate tax payments) per security over the four-year performance period.

The FCF per security vesting schedule is as follows:

% CAGR in FCF (excluding Capital and Cash Reserve Releases and corporate tax payments) per security¹ (distribution base of 65.0 cents per security (cps))	% of performance awards that vest
Below 4.0%	Nil
4.0% to 6.0%	Straight line vesting from 50% to 100%
At or above 6.0%	100%

¹ The FCF per security target range - which excludes Capital and Cash Reserve Releases and corporate tax payments - is calculated taking into account each of the FCF budget and forecasts over a four-year performance period and determining the CAGR required to achieve the four-year aggregated FCF. The calculation specifically excludes any contributions from Capital and Cash Reserve Releases and corporate tax payments. Capital Releases refers to the injection of debt into Transurban assets, thereby releasing equity, and Cash Reserve Releases refers to the permanent movement in cash reserves that were required under relevant concession and/or loan agreements.

The annual growth rate may be higher or lower in a given year, however this translates to an aggregate FCF as shown below.

	FCF growth based on FY25 distribution	Aggregate FCF (cps)
Base	65.0 cps	
50% vesting	4.0% CAGR	287.1
100% vesting	6.0% CAGR	301.4

The aggregate FCF growth associated with the FY26 LTI Plan excludes the impact of any corporate tax payments expected to commence during the performance period as the timing of commencement is uncertain, however includes the reduced contribution from the M5 West concession to 50% ownership from 100% after it transfers to WestConnex in FY27. The reduced contribution from the M5 West concession results in approximately 1.5%² lower CAGR over the performance period.

The target growth range includes sufficient stretch in order to achieve vesting, including management action to offset the loss of 50% of the M5 West concession and is therefore considered appropriately challenging for management. It should be noted that there are a number of potential sources of uncertainty such as unanticipated changes in traffic patterns, as well as macro-economic factors such as interest rates and potential new growth opportunities that may impact FCF results each year.

The FCF calculation is determined on a per security basis by the Board, in its sole discretion. The Board has discretion to adjust the calculation of FCF per security (for example, to adjust for the impact of significant events, including but not limited to, major projects being undertaken during the performance period that impact on FCF). The number of securities will be calculated for each financial year and will be expressed as a weighted

² The reduced contribution from the M5 West concession results in approximately 1.5% lower CAGR over the performance period based on FY25 free cash contribution.

average over the relevant period. The movement in FCF per security best reflects the Transurban Group's underlying business performance. The Transurban Group's FCF outcome for each financial year will be included in the Transurban Group's audited financial statements for the relevant year.

Other terms that apply to both the Deferred STI and LTI Plans

Treatment of deferred securities and performance awards on cessation of employment

Deferred STI Plan: If the CEO resigns or her employment is terminated for cause before the end of the two-year restriction period, any unvested deferred securities will be forfeited (unless the Board determines otherwise). In all other circumstances, unless the Board determines otherwise, unvested deferred securities will remain on foot and subject to the original terms and the deferred securities may vest at the end of the deferral period.

LTI Plan: If the CEO resigns or her employment is terminated for cause before the vesting conditions are tested, all of her 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 event, the Board may decide that some or all deferred securities and performance awards will vest or lapse/be forfeited in accordance with the Equity Incentive Plan Rules governing the Deferred STI and LTI Plans. 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, the deferred securities will vest in full and cease to be subject to restrictions and 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. Generally, performance awards that vest following a change of control will not be subject to restrictions on dealing.

Other Board discretions

Under the Equity Incentive Plan Rules governing the Deferred STI and LTI Plans, the Board has a number of other discretions in relation to deferred securities and performance awards. This includes the ability to exercise malus and clawback powers and to amend the terms applying to deferred securities and performance awards in certain circumstances (such as the discretion to delay the vesting date of deferred securities and performance awards under the Transurban Dealings in Securities Policy or to allow time to determine the appropriate outcome if there is an investigation underway). The Board may, subject to requirements under the ASX Listing Rules, make adjustments to the terms of the deferred securities and performance awards granted to minimise material advantage or disadvantage to the CEO resulting from a corporate action by, or capital reconstructions in relation to, the Transurban Group. As outlined above, the Board also has discretion to adjust the vesting conditions, including to include or exclude any items from calculations or to update the LTI Plan comparator group for the relative TSR calculation to take into account unforeseen circumstances. Information about the Deferred STI and LTI Plans is also included in the Remuneration Report for the year ended 30 June 2025.

Total remuneration package

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

The CEO's current remuneration package consists of the following:

- Fixed remuneration (including superannuation): \$2,110,000
- Short Term Incentive target opportunity (at-risk): \$2,110,000 (100% of fixed remuneration).¹
- Long Term Incentive opportunity (at-risk): \$3,101,700 (147% of fixed remuneration).²

¹ 50% is awarded in cash and 50% is deferred into Transurban securities restricted for two years following the performance year. Maximum short term incentive 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 \$3,101,700) divided by the face value valuation (being \$14.24).

Other information

In relation to the Deferred STI and LTI Plans:

- the Equity Incentive Plan Rules were adopted by the Board in December 2019 and govern the Deferred STI and LTI Plans. Michelle Jablko, as CEO and Managing Director, has not been issued any deferred securities under the terms of the Deferred STI Plan as previously they have been purchased on-market and has received a total of 627,043 performance awards (at no cost) under the terms of this LTI Plan;
- if item 4 is approved, the deferred securities and performance awards will be allocated to Michelle Jablko as soon as practicable after the meetings and in any event within 12 months of the meeting;
- there is no loan scheme in relation to the deferred securities or performance awards;
- the CEO is prohibited from hedging the security price exposure in respect of deferred securities and performance awards during the restriction

period applicable to those deferred securities and the performance period applicable to those performance awards; and

- details of any deferred securities and performance awards issued under the Deferred STI or LTI Plans 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 persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of deferred securities or performance awards under the Deferred STI or LTI Plans (as applicable) after this resolution is approved and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

Please note a voting exclusion applies to this item – please refer to page 6.

Recommendation

The directors (with Ms Jablko abstaining) consider the grant of deferred securities and performance awards to the CEO and Managing Director to be appropriate in all the circumstances and unanimously recommend that security holders vote in favour of the grant.

Further details on how to participate in the meetings

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 more than 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 Chair 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 at the meetings in person or 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 at the meetings in person or 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 Tuesday, 7 October 2025.

Admission to in person meetings

Proof of identity will be required.

Security holders or their proxies, attorneys or representatives who will be attending the meetings in person are asked to arrive 15 minutes prior to the start of the meetings and to bring their proxy form to help speed up admission. Security holders who appoint a proxy or attorney may still attend the meetings in person. 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.

Security holders who do not plan to attend the meetings in person are encouraged to complete and return a proxy form.

Participating in the meetings online

You can also participate in the AGM using the online platform.

To use the online platform you will require a computer, tablet or mobile device with an internet connection. We recommend using the latest version of your web browser.

You can access the online platform from your device, by entering the following URL address in your web browser: <https://meetnow.global/M6T5NGR>

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

Important information for security holders (attorneys and representatives): To participate and vote at the meetings online, you will need your **security holder number and postcode**.

To participate online, security holders (attorneys and representatives) should register at least 15 minutes before the meetings.

Important information for proxy holders: To participate and vote at the meetings online, proxy holders will need to contact Computershare Investor Services on +61 3 9415 4024 to request their **unique email invitation link** prior to the day of 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 Monday, 6 October 2025. Transactions registered after that time will be disregarded in determining security holders' entitlement to vote at the meetings.

Voting at the meeting

A security holder can vote at the meetings by:

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

Voting by corporate representative

Any corporate security holder or proxy must appoint a person to act as its representative. The representative must provide Computershare with a formal notice of appointment signed as required by section 127 of the Corporations Act or the constitutions of THL and TIL prior to the meetings. A form of notice of appointment can be obtained from Computershare or downloaded from www.computershare.com.au (Investor Centre).

Voting by proxy

If a security holder does not want to participate in the AGM in person or in real time online, or is unable to attend on the day, the security holder can appoint a representative or the Chair of the meetings as proxy to vote for the security holder. Your proxy need not be a security holder and can be either an individual or a body corporate. 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.

If a security holder has specified how the proxy should vote on an item of business, but the proxy does not attend the meetings or does not vote on the item as directed, then the Chair of the meetings will be taken to have been appointed as the security holder's proxy and will vote in accordance with the security holder's directions.

If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as your proxy sees fit, subject to any applicable voting exclusions.

If you appoint the Chair of the meetings as your proxy (or if the Chair of the meetings is appointed by default), and you do not direct your proxy how to vote on a particular item of business, then by

completing and submitting the proxy appointment you are expressly authorising the Chair of the meetings to vote as they see fit on these items even though the items may be connected with the remuneration of members of KMP (items 3 and 4).

Security holders who elected to receive their notice of meetings electronically or have provided Transurban with their email address will have received an email with a link to the Computershare site.

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 Monday, 6 October 2025**.

Security holders who appoint a proxy or attorney may still attend the meetings in person or 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 360 146 (within Australia), +61 3 9415 4315 (overseas) or at www.computershare.com.au (Investor Centre).

Submitting your proxy appointment

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 3 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 Monday, 6 October 2025**. The proxy form and authority may be returned in one of the following ways:

- **online at:** www.investorvote.com.au by following the instructions set out on the website;

- **by post to:**

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001

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

Voting by attorney

Where a security holder appoints an attorney to act on their 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 Monday, 6 October 2025**. 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 deferred securities and performance awards to the CEO). If you wish to appoint a member of the KMP (which includes each of the directors and the Chair of the meetings) as your proxy or attorney, please read the voting exclusions carefully. Security holders are encouraged to direct their proxies how to vote.

How the Chair intends to vote available proxies

The Chair of the meetings intends to vote all available proxies in favour of all resolutions.

Webcast

As in prior years, the AGM will be webcast. A webcast of the AGM will be made available via Transurban's website at www.transurban.com/aggm. The webcast will be recorded and be made available to view after the meetings.

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 of the meetings 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, in person and via the online platform;
- webcast the meetings for the benefit of those security holders unable to attend or view the meetings live;
- provide a reasonable opportunity for security holders at the meetings to ask questions of the Board either in person or through the online platform if attending the meetings online;
- 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 Chair of the meetings intends to vote available proxies.

Transurban Group asks that security holders:

- are courteous and respectful to all security holders and others attending the meetings;

- keep their questions and comments to a reasonable length of time to allow as many security holders as possible who may wish to speak at the meetings the opportunity to do so; and
- confine their questions to the matters before the meetings.

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 in person or, if attending the meetings online 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 www.investorvote.com.au.

Questions must be received by Wednesday, 1 October 2025;

- if attending the meetings online and submitting their written questions at the meeting, submit their questions as early as possible;
- are courteous and respectful when submitting or asking their questions; and
- state their questions clearly and concisely, which agenda item their question relates to, and confine their questions to the matters before the meetings.

The Chair 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.

