

Board Charter

1. Purpose

This Charter sets out the authority, roles and responsibilities, membership and operation of the Board of Transurban Holdings Limited (**THL**), the Board of Transurban Infrastructure Management Limited (**TIML**) as responsible entity of Transurban Holding Trust, and the Board of Transurban International Limited (**TIL**) (together, **Transurban**).

The Boards of THL, TIML and TIL have common directors and meet concurrently. They are collectively referred to as the “Board” for the purpose of this Charter.

2. Authority

The powers of the Board and individual directors are set out in the Transurban constitutions (Constitutions) and at law.

In exercising these powers and discharging the responsibilities set out in this Charter, the Board and individual directors will at all times act in accordance with the law, and will observe the highest standards of ethical behavior, including as set out in the Transurban Code of Conduct.

3. Role of the Board

The Board is appointed by security holders and is accountable to those security holders for the performance of Transurban.

The primary roles of the Board are to demonstrate leadership, provide overall strategic guidance and effective oversight of management in implementing Transurban's objectives and instilling its values.

To achieve these roles, the Board has reserved for itself the specific responsibilities set out in this Charter.

The Board delegates responsibility for the day-to-day management of Transurban to the Chief Executive Officer (**CEO**) and through the CEO to other members of executive management. The Board may impose specific limitations on the delegation of authority from time to time. The CEO is accountable to the Board for the exercise of this delegation, with the support of executive management

4. Role of the Chair

The Chair, who is appointed by the Board, will be an independent non-executive director.

The role of the Chair is to provide effective leadership of the Board and Transurban. The Chair is responsible for facilitating the proper briefing of all directors on all matters relevant to their role and responsibilities and facilitating effective and open discussion of these matters. The Chair manages the Board's relationship with management and guides and promotes the ongoing effectiveness and development of the Board and individual directors.

5. Relationship with management

The Board:

- expects management reporting to be accurate, timely and candid, and expects to receive clear, reasoned and concise decision papers;
- has unrestricted access to management, usually via the CEO or the Company Secretary. Protocols for interaction between the Board and management have been adopted to facilitate co-ordination of communications;
- is accountable to avail itself of any and all information necessary for it to effectively discharge its responsibilities and has procedures in place to facilitate this; and
- adopts appropriate structures and procedures so that it functions independently of management. This includes the separation of the roles and responsibilities of the Chair and the CEO, and the non-executive directors meeting in the absence of management on a periodic basis.

6. Role of the Company Secretary

All directors have access to the Company Secretary, who is directly accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The Company Secretary advises the Board on governance matters, monitors compliance with Board policy and procedures, coordinates the timely completion and dispatch of Board agendas and meeting materials, makes sure that the business at Board meetings is accurately captured in the minutes, and provides administrative support to the Chair and the other directors.

7. Board responsibilities

The Board has reserved for itself the specific responsibilities set out below.

Leadership:

- Define Transurban's purpose and set its strategic direction
- Approve Transurban's values and Code of Conduct, having regard to the desired culture within Transurban
- Appoint, and should it be necessary, terminate the employment of, the CEO
- Ratify the appointment of executives reporting to the CEO (Senior Executives)
- Challenge management and hold them to account, as required.

Strategy and oversight:

- Approve, and oversee management's implementation of, Transurban's strategic objectives, its business plan and significant corporate strategic initiatives
- Make decisions in relation to significant matters of a sensitive or extraordinary nature, including significant acquisitions and disposals, capital management issues and significant internal restructures
- Provide advice and counsel to management on a periodic and ad hoc basis.
- Oversee the conduct and performance of Transurban, including monitoring performance against strategic plans, budgets and peer organisations
- Monitor the progress of strategic initiatives, major capital expenditure programs and projects, capital management, and acquisitions and divestitures

Governance:

- Monitor the effectiveness of Transurban's governance practices
- Oversee the review and update of governance policies, practices and procedures as necessary to support a commitment to best practice governance
- Appoint, evaluate the performance of, and should it be necessary, terminate the employment of, the Company Secretary
- Assess the performance of each individual non-executive director and of the Board collectively
- Determine Board composition and approve the appointment of non-executive directors
- Drive Board succession planning so that membership of the Board is skilled, diverse and appropriate for Transurban's needs
- Oversee the work of Board committees and give due consideration to committee recommendations received
- Approve delegations of authority to the CEO, and oversee the CEO's delegations of authority to management
- Satisfy itself that an appropriate framework exists for relevant information to be reported by management to the Board
- Determine the remuneration of the Chair of the Board and other non-executive directors within the limits approved by security holders
- Keep security holders and the market informed of Transurban's performance and major developments affecting its state of affairs
- Oversee compliance with Transurban's continuous disclosure obligations.

People and Culture:

- Approve, and monitor the effectiveness of Transurban's Diversity and Inclusion Policy;
- Approve the setting of diversity, equity and inclusion objectives, and monitor progress towards achieving those objectives
- Foster a culture of compliance with the highest legal, ethical and environmental standards and business practices, including the Code of Conduct

Remuneration and performance of the CEO and Senior Executives:

- Evaluate the performance, and approve the remuneration of the CEO
- Approve the remuneration of Senior Executives and review the CEO's evaluation of Senior Executive performance
- Approve the setting of key accountabilities and performance measures for the CEO
- Develop and approve succession plans for the CEO and review and approve succession plans for Senior Executives
- Approve Transurban's remuneration framework and satisfy itself that the remuneration framework is aligned with Transurban's purpose, values, strategic objectives and risk appetite
- Approve new incentive plans for employees (including equity based plans) and any material amendment to existing plans.

Financial:

- Approve annual operating and capital expenditure budgets
- Oversee Transurban's financial position, including the quantum, nature and term of its debt facilities and its ability to meet its debts as and when they fall due
- Approve the statutory financial reports, the accounting policies on which the reports are based, the directors' reports, including the remuneration report, and key elements of other related, regulatory lodgements and market releases
- Oversee the integrity of Transurban's financial and corporate reporting systems through overseeing systems of internal control, the establishment and review of financial performance objectives, and approving treasury policies
- Oversee Transurban's external audit and internal audit activities, including approving the appointment of the external and internal auditors and the rotation of the lead external audit engagement partner
- Determine Transurban's distribution policy and approving the payment of distributions
- Approve decisions concerning the capital of Transurban
- Approve investment or expenditure initiatives above the CEO's expenditure delegations.

Risk management, compliance, and workplace:

- Set the risk appetite within which the Board expects Transurban to operate
- Satisfy itself that Transurban has in place an appropriate risk management framework (for both financial and non-financial risks)
- Monitor the integrity of risk management controls and reporting systems
- Monitor strategic risk management systems, including reviewing of processes for identifying areas of significant business risk, monitor risk management policies and procedures, the implementation of appropriate systems to manage these risks and oversight of internal controls
- Satisfy itself that appropriate internal controls, disclosure, reporting and management are in place and effective
- Oversee the annual insurance program
- Oversee Transurban's sustainability program, including approving, and overseeing progress against, key long term environmental, social and governance priorities;
- Approve significant environmental policies;
- Oversee workplace policies for consistency with Transurban values, and review any material matters of concern raised by the workforce
- Oversee Transurban's workplace health and safety measures and compliance with relevant laws and regulations, including appropriate due diligence
- Require appropriate compliance frameworks and controls to be in place and operating effectively for compliance with relevant laws and regulations
- Monitor significant litigation in which Transurban is involved.

8. Membership

8.1 Composition

The Board is structured so that its membership provides the mix of skills, knowledge, experience and diversity to enable it to discharge its responsibilities and add value, and its size facilitates effective discussion and efficient decision-making.

The Board determines its size and composition, subject to the terms of the Constitutions and the law. Under the Constitutions, there must be no less than three and no more than 12 directors.

The Board will comprise a majority of independent non-executive directors.

8.2 Independence

The Board regularly assesses the independence of each non-executive director. Each director is required to provide the Board with all relevant information to enable it to make this assessment.

The Board defines an independent director as a non-executive director (that is, not a member of management) who is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of Transurban as a whole rather than in the interests of an individual security holder or other party.

When assessing the independent status of a non-executive director, the Board will consider a range of factors, including whether the director:

- is, represents, or has been within the last three years, an officer or employee of, or professional adviser to, a substantial holder;
- has within the previous three years been employed in an executive capacity by Transurban or a member of the Transurban Group;
- is, or has been within the last three years, in a material business relationship (eg. as a supplier, professional adviser, consultant or customer) with Transurban or a member of the Transurban Group, or an officer of, or otherwise associated with, someone with such a relationship;
- has close personal ties with any person who falls within any of the categories described above; or
- has been a director of Transurban for such a period that their independence from management and substantial holders may have been compromised.

The Board may determine that a non-executive director is independent notwithstanding the existence of a relationship of the kind referred to above. However, the Board will state the reasons for making its determination in such a case.

If there is a change in a non-executive director's interest, positions or relationships that could bear upon their independence, the non-executive director should inform the Board at the earliest opportunity.

8.3 Selection, appointment, re-election and tenure

The Board has established a policy and procedure for the nomination, selection and appointment of new non-executive directors and the re-election of incumbent non-executive directors.

A written agreement is entered into with each new non-executive director that sets out the key terms and conditions of their appointment, including the director's initial and ongoing obligation to disclose their interests, positions or relationships and any matters that may affect their independence.

A new director appointed by the Board is subject to election at the Annual General Meetings (**AGM**) following their appointment.

The tenure of the CEO as a director is linked to the CEO's executive office. Under the Constitutions, no other director may hold office without re-election past the third AGM following their appointment, or 3 years, whichever is longer.

Prior to each AGM, the Board is to determine whether it will recommend to security holders that they vote in favour of the election or re-election (as the case may be) of each non-executive director standing for election or re-election, having regard to any matters the Board considers relevant, including the director's annual performance assessment and length of tenure.

8.4 Induction and training

Each director is expected to participate in an induction program on appointment, and to undertake ongoing education and training to maintain the skills and knowledge required to perform their role effectively. The Board will periodically review whether there is a need for directors to undertake professional development, and whether the Board collectively has the skills, knowledge and experience to deal with new and emerging business and governance issues. Where necessary the Board will be briefed on material developments in the relevant legislative, regulatory and industry frameworks.

9. Board meetings

9.1 Meetings

The Board meets as frequently as required to effectively discharge its responsibilities. A meeting schedule is determined annually in advance by the Board. Additional Board meetings may be convened if matters requiring immediate consideration arise between scheduled meetings.

Board meetings and proceedings are governed by the relevant provisions in the Constitutions.

Directors are required to be fully prepared for each Board meeting and may attend in person or, if necessary, participate by videoconference or other electronic means.

Unless the directors decide differently, three directors constitute a quorum. In the absence of the Chair, the directors present will elect one of their number to chair that meeting.

9.2 Attendance

The Company Secretary attends Board meetings by standing invitation but may be asked to leave at any time. The Board may invite such other persons to its meetings (or part thereof) as it considers necessary or appropriate.

9.3 Agenda and documentation

The agenda for each meeting is determined by the Chair, the CEO and the Company Secretary. Any director may approach the Chair and request that a particular item be added to the agenda.

The agenda and supporting documentation are to be distributed to directors within a reasonable time prior to each meeting. Late papers may be submitted with the consent of the Chair.

Every possible effort will be made to make papers tabled at a Board meeting available to all directors participating, regardless of location. If this is not possible, those directors who do not have the documents may abstain from voting, or the Chair may defer any decision until the documents have been made available to all directors.

9.4 Minutes

Minutes of each Board meeting will be prepared by the Company Secretary, approved by the Chair in draft and circulated by the Company Secretary to all directors as soon as practicable.

10. Board committees

The Board may from time to time establish committees of directors to assist it in the discharge of its responsibilities and to allow detailed consideration of complex issues.

Each standing committee operates under a charter, approved by the Board, which sets out the authority, membership and responsibilities of the committee, together with any relevant administrative arrangements and any other matters considered appropriate by the Board.

The Board has sole responsibility for the appointment of directors to committees and expects that, over time, directors may rotate on and off various committees taking into account the needs of the committees and the skills and experience of individual directors.

The role of committees is to advise and make recommendations to the Board. They do not have the power to commit the Board or management to the implementation of their recommendations except as expressly stated in the committee's charter or as authorised by the Board.

The Board periodically reviews the appropriateness of the existing committee structure, as well as the membership and, annually, the charter of each committee.

The Board may also delegate specific functions to ad hoc committees on an "as needs" basis. The authority delegated to these committees is set out in Board resolutions.

11. Conflicts of interest

All directors are required to take all reasonable steps to avoid actual, potential or perceived conflicts of interests.

Under the Constitutions and at law, directors must disclose any conflicts of interest and abstain from participating in any discussion or voting on matters in which they have a material personal interest.

The following procedures are to be followed by a director who believes they may have a conflict of interest or material personal interest:

- the director must disclose to the Board any actual or potential conflict or material personal interest which may exist, or might reasonably be thought to exist, as soon as it arises;
- a determination as to whether or not a conflict exists will be made, and if necessary this determination will be made by a sub-committee of the Board that excludes the potentially conflicted director; and

- an appropriate course of action will be set based on the determination made, and such action may require the conflicted or interested director to absent themselves when the Board discusses and votes on matters to which the conflict or interest relates.

12. Access to independent professional advice

The Board has authority to conduct or direct any investigation required to fulfill its responsibilities and has the ability to retain, at Transurban’s expense, such independent professional advice as it considers necessary from time to time in the performance of its duties.

Each director has the right to seek independent professional advice at Transurban’s expense, subject to prior consultation with, and the consent of, the Chair. The Chair must report the director’s request at the following Board meeting.

The advice must be sought from a suitably qualified adviser in the appropriate field, and the engagement of the adviser will usually be facilitated by the Company Secretary. Prior to instructing the adviser, the director must advise the Chair of the fee payable for the advice, which must be reasonable having regard to the nature of the advice sought and fees charged by other similarly qualified advisers.

All instructions to the adviser must be in writing, unless extreme urgency is involved, and must specify the instructing party, the capacity in which they are acting, and the party(ies) to whom the advice should be addressed.

A copy of the advice, the instructions and all accompanying material must be provided to the Board except where this would result in unreasonable prejudice to the director seeking the advice.

13. Evaluating Performance

The Board will undertake an annual assessment of its performance, including its performance against the requirements of this Charter, the performance of individual committees and the performance of individual directors. The assessment may be facilitated by an external consultant.

14. Review of Charter

Once each year, the Board will review this Charter to determine its adequacy for current circumstances and make any appropriate amendments.