

Spark Infrastructure
Notice of Annual General Meeting 2019

11.30am Friday, 24 May 2019

Radisson Blu Plaza Hotel
27 O'Connell Street
SYDNEY NSW

Spark Infrastructure RE Limited ACN 114 940 984 AFSL 290436 ("**Spark Infrastructure RE**")
as responsible entity of Spark Infrastructure Trust ARSN 116 870 725 ("**Spark Infrastructure Trust**")
(together "**Spark Infrastructure**")

Concurrent annual general meetings of the unitholders and noteholders of Spark Infrastructure Trust (the "**Securityholders**") ("**Annual General Meeting**")

Spark Infrastructure Trust will hold its Annual General Meeting on Friday, 24 May 2019 at 11:30am (Sydney time) at the Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney NSW.

Business

Financial report

To present the annual financial report, directors' report and auditor's report for Spark Infrastructure Group (representing Spark Infrastructure Trust and its consolidated entities) for the 12 months ended 31 December 2018.

Resolution 1 – Remuneration Report

To seek approval of the following ordinary resolution as a non-binding resolution of Securityholders:

THAT Spark Infrastructure's remuneration report for the financial period ended 31 December 2018 be adopted.

Resolutions 2 and 3 – Re-election of Directors of Spark Infrastructure RE, Spark Holdings No 1, Spark Holdings No 2, Spark Holdings No 3 and Spark Holdings No 4

Resolution 2 – Re-election of Dr Doug McTaggart

To seek approval of the following ordinary resolution as a resolution of Securityholders:

THAT Dr Doug McTaggart, who retires by rotation, be re-elected as a Director of Spark Infrastructure RE and each of Spark Infrastructure Holdings No. 1 Pty Limited ("**Spark Holdings 1**"), Spark Infrastructure Holdings No. 2 Pty Limited ("**Spark Holdings 2**"), Spark Infrastructure Holdings No. 3 Pty Limited ("**Spark Holdings 3**") and Spark Infrastructure Holdings No. 4 Pty Limited ("**Spark Holdings 4**"), pursuant to the Governance Deed.

Resolution 3 – Re-election of Mr Andrew Fay

To seek approval of the following ordinary resolution as a resolution of Securityholders:

THAT Mr Andrew Fay, who retires by rotation, be re-elected as a Director of Spark Infrastructure RE and each of Spark Holdings 1, Spark Holdings 2, Spark Holdings 3 and Spark Holdings 4, pursuant to the Governance Deed.

Resolutions 4, 5 and 6 – Election of directors of Spark Infrastructure Holdings No 6 Pty Ltd

*Resolution 4 – Election of Mr Rick Francis as a Director of Spark Infrastructure Holdings No 6 Pty Ltd ("**Spark Holdings 6**")*

To seek approval of the following ordinary resolution as a resolution of Securityholders:

THAT Mr Richard (Rick) Francis be elected as a Director of Spark Holdings 6.

Resolution 5 – Election of Mr Nicholas Schiffer as a Director of Spark Holdings 6

To seek approval of the following ordinary resolution as a resolution of Securityholders:

THAT Mr Nicholas Schiffer be elected as a Director of Spark Holdings 6.

Resolution 6 – Election of Mr James Millar as a Director of Spark Holdings 6

To seek approval of the following ordinary resolution as a resolution of Securityholders:

THAT Mr James Millar be elected as a Director of Spark Holdings 6.

Resolution 7 – Grant of Performance Rights to Mr Rick Francis

To seek approval of the following ordinary resolution as a resolution of Securityholders:

THAT approval is given for all purposes to grant to Spark Infrastructure's Managing Director and Chief Executive Officer, Mr Rick Francis, 247,338 Performance Rights under the Spark Infrastructure Equity Incentive Plan as his 2019 long term incentive award, on the terms set out in the Explanatory Notes to the Notice of Meeting.

A handwritten signature in black ink, appearing to read 'DMcTaggart', with a stylized, wavy line extending from the end.

Doug McTaggart
Chairman
18 April 2019

Information for holders of Stapled Securities

Conduct of the Annual General Meeting

Spark Infrastructure represents Spark Infrastructure Trust (for which Spark Infrastructure RE is the responsible entity). Each unit in Spark Infrastructure Trust is stapled to one loan note issued by Spark Infrastructure RE as trustee of the Spark Infrastructure Trust (each unit and loan note together a “**Stapled Security**”). The Stapled Securities trade as one on the Australian Securities Exchange (“**ASX**”). The Annual General Meeting combines concurrent meetings of both the unitholders and noteholders, voting on each resolution simultaneously in both capacities.

Written questions to the auditor

Securityholders entitled to vote at the Annual General Meeting may submit written questions to Spark Infrastructure Group’s auditor regarding any matter that is relevant to the content of the auditor’s report or the conduct of the audit of the annual financial report. Written questions to the auditor must be received by Spark Infrastructure no later than Friday, 17 May 2019.

Eligibility to vote

Registered Securityholders are eligible to vote on all Resolutions themselves or through their attorney or proxy, subject to any voting exclusions described below.

For the purposes of the Annual General Meeting, Securityholders that are eligible to attend and vote will be taken to be those persons who are registered as holders of Stapled Securities as at 7.00pm (Sydney time) on Wednesday, 22 May 2019 and their entitlement to vote at the Annual General Meeting will be determined by their holdings of Stapled Securities at that time.

Security transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Voting Restrictions

Under the Corporations Act, Spark Infrastructure RE and its associates (such as the Directors) are not entitled to vote their interest on a resolution at a meeting of Spark Infrastructure Trust members if they have an interest in the resolution or matter other than as a member. However, Spark Infrastructure RE and its associates may vote as proxies for another member who can vote if their appointments specify the way they are to vote and they vote that way.

Remuneration Report (Resolution 1)

In accordance with the *Corporations Act 2001* (Cth) (“**Corporations Act**”), Spark Infrastructure will disregard any vote cast on Resolution 1:

- in any capacity, by or on behalf of any member of the key management personnel of Spark Infrastructure (“**KMP**”) whose remuneration details are included in the Remuneration Report (or a closely related party of any such person), unless the vote is cast as a proxy for a person entitled to vote on Resolution 1 and the appointment specifies how the proxy is to vote on the relevant Resolution; and
- as proxy for a person entitled to vote on Resolution 1 by any member of the KMP at the date of the Annual General Meeting (or a closely related party of any such person) where the proxy appointment does not specify the way the proxy is to vote on the relevant Resolution.

Director re-elections (Resolutions 2 and 3)

In accordance with section 253E of the Corporations Act (as described above), Spark Infrastructure RE and the Directors are not entitled to vote their interests on Resolutions 2 and 3 unless they are voting directed proxies.

If the Chairman of the Annual General Meeting is (or becomes) your proxy and you do not indicate voting instructions by using the specific voting boxes on Resolutions 2 and 3, you will be directing the Chairman of the Annual General Meeting to vote in accordance with the Board's recommendations, which are to vote in favour of Resolutions 2 and 3.

Grant of Performance Rights to Mr Rick Francis (Resolution 7)

In accordance with the Corporations Act and the ASX Listing Rules, Spark Infrastructure will disregard any votes on Resolution 7:

- cast in favour of Resolution 7 by or on behalf of Mr Francis or any of his associates (regardless of the capacity in which the vote is cast); or
- cast as a proxy by any member of the KMP at the date of the Annual General Meeting (or a closely related party of any such person),

unless the vote is cast as proxy for a person entitled to vote on Resolution 7:

- in accordance with a direction on the proxy form; or
- by the Chairman of the Annual General Meeting pursuant to an express authorisation to vote as the proxy decides, even though Resolution 7 is connected with the remuneration of a member of the KMP.

Method of voting

On all resolutions the vote will be taken by poll. On a poll for a resolution of Spark Infrastructure Trust, a unit holder or their nominated proxy has one vote for each dollar of the value of the total interests they have in Spark Infrastructure Trust pursuant to section 253C(2) of the Corporations Act. In accordance with section 253F of the Corporations Act, the value of a Securityholder's total interest in the Spark Infrastructure Trust will be calculated by reference to the last sale price of the Stapled Securities on the ASX on Thursday, 23 May 2019. On a poll, a noteholder or their nominated proxy has one vote for each dollar (cents being ignored) of the face value of loan notes registered in the holder's name.

Appointing a proxy

If you are entitled to attend and vote at the Annual General Meeting, you have a right to appoint a proxy to attend and vote on your behalf. You may also appoint an attorney or representative.

A proxy need not be a Securityholder and may be an individual or a body corporate. A personalised proxy form is included with this notice of meeting.

If you are entitled to cast two or more votes at the Annual General Meeting, you may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes.

Lodging your proxy form

You can lodge your completed proxy form by:

- mailing it to BoardRoom Pty Limited ("**BoardRoom**") using the reply paid envelope enclosed with this notice;

- mailing it to BoardRoom, GPO Box 3993, Sydney NSW 2001;
- lodging it online at www.votingonline.com.au/skiagm2019. You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website;
- lodging it on your mobile device by scanning the QR code on the proxy form and following the instructions;
- faxing it to BoardRoom on +61 2 9290 9655; or
- hand delivering it to BoardRoom at Level 12, 225 George St, Sydney NSW 2000 (during normal business hours).

Your completed proxy form (and any necessary supporting documentation) must be received by BoardRoom **no later than 11.30am (Sydney time) on Wednesday, 22 May 2019**.

If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy of the authority) must also be received by BoardRoom by 11.30am (Sydney time) on Wednesday, 22 May 2019 unless it has been previously provided to BoardRoom.

If you appoint a proxy, you may still attend the Annual General Meeting. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to suspend your proxy if you register at the Annual General Meeting.

How the Chairman of the Annual General Meeting will vote undirected proxies

The Chairman of the Annual General Meeting is not permitted to vote undirected proxies on Resolution 1 (Remuneration Report), Resolution 2 (Re-election of Dr Doug McTaggart) or Resolution 3 (Re-election of Mr Andrew Fay) but may vote undirected proxies in respect of Resolution 4 (Election of Mr Rick Francis as a Director of Spark Infrastructure Holdings No. 6 Pty Ltd), Resolution 5 (Election of Mr Nicholas Schiffer as a Director of Spark Infrastructure Holdings No. 6 Pty Ltd), Resolution 6 (Election of Mr James Millar as a Director of Spark Infrastructure Holdings No. 6 Pty Ltd) and Resolution 7 (Grant of Performance Rights to Mr Rick Francis). The Chair intends to vote undirected proxies addressed to him **in favour of** all Resolutions.

If the Chairman of the Annual General Meeting is (or becomes) your proxy and you do not indicate voting instructions by using the specific voting boxes on the proxy form on Resolutions 2 and 3, you will be directing the Chairman of the Annual General Meeting to vote in accordance with the Board's recommendations, which are to vote in favour of Resolutions 2 and 3.

Spark Infrastructure encourages all Securityholders who submit proxies to direct their proxy how to vote on each Resolution.

Corporate proxyholders or holders of Stapled Securities

Corporate proxyholders or holders of Securities who wish to appoint a representative to attend the Annual General Meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. The "Appointment of Corporate Representative form" can be obtained from BoardRoom for this purpose by visiting the forms menu of BoardRoom's website <https://www.boardroomlimited.com.au/forms/Appointment%20of%20Corporate%20Representative.pdf> or calling BoardRoom's investor response centre on 1800 000 639 (from within Australia) or +61 2 9290 9600 (from outside Australia). The authorisation may be effective either for the Annual General Meeting only or for all meetings of Spark Infrastructure.

Explanatory Notes

These Explanatory Notes should be read in conjunction with and form part of the Notice of Meeting.

Annual General Meeting

This Annual General Meeting (“**AGM**”) must be held in accordance with the Governance Deed Poll between Spark Infrastructure RE (in its personal capacity and in its capacity as responsible entity of Spark Infrastructure Trust), Spark Infrastructure Holdings No. 1 Pty Limited, Spark Infrastructure Holdings No. 2 Pty Limited, Spark Infrastructure Holdings No. 3 Pty Limited and Spark Infrastructure Holdings No. 4 Pty Limited (together, the “**Spark Infrastructure Companies**”) dated 31 May 2011 (“**Governance Deed**”) and the Governance Deed Poll between Spark Infrastructure RE (as responsible entity of Spark Infrastructure Trust), Spark Infrastructure Holdings No. 1 Pty Limited and Spark Infrastructure Holdings No. 6 Pty Limited dated 12 April 2019 (“**Governance Deed 2**”). The AGM must be held as though it is an annual general meeting of a public company, so far as consistent with Spark Infrastructure’s constituent documents and in addition to any other requirements.

Financial report

The annual financial report, directors’ report and auditor’s report for Spark Infrastructure Group for the financial period ended 31 December 2018 will be presented to the meeting. A copy of the Annual Report is available on the Spark Infrastructure website at <https://sparkinfrastructure.com/investor-centre/2018-annual-report>.

Securityholders will be given a reasonable opportunity to ask questions about or make comments on the management of Spark Infrastructure at the AGM. Securityholders will also be given a reasonable opportunity to ask the auditor questions relevant to the conduct of the audit, the preparation and the content of the auditor’s reports, the accounting policies adopted by Spark Infrastructure in relation to the preparation of the financial statements, and the independence of the auditor in respect to the conduct of the audit.

Resolution 1 – Remuneration Report

Resolution 1 asks Securityholders to adopt the remuneration report of Spark Infrastructure Group for the financial period ended 31 December 2018, which is set out on pages 58 to 82 of Spark Infrastructure’s annual report 2018.

The remuneration report sets out Spark Infrastructure’s approach to remuneration and sets out key 2018 remuneration details for the Directors and Group Executives of Spark Infrastructure.

Securityholders will be given a reasonable opportunity to ask questions about or make comments on the remuneration report at the AGM. Section 250R of the Corporations Act (which applies to Spark Infrastructure as a result of the operation of the Governance Deed) requires that Securityholders be asked to vote on the remuneration report. However, this vote is of an advisory nature only and does not bind Spark Infrastructure or its Directors.

Recommendation

The Board of Spark Infrastructure RE as responsible entity of Spark Infrastructure Trust (“**Board**”) recommends that you vote **IN FAVOUR** of Resolution 1.

Resolutions 2 and 3 – Re-election of Directors

Resolutions 2 and 3 relate to the re-election of Directors of Spark Infrastructure RE and each of Spark Holdings 1, Spark Holdings 2, Spark Holdings 3 and Spark Holdings 4, pursuant to the Governance Deed.

Under the Governance Deed and the ASX Listing Rules, a director (other than a Managing Director) of the Spark Infrastructure Companies must not hold office without re-election past the third annual general meeting of Securityholders following the director's appointment or last election, or three years, whichever is the longer. In addition, a director appointed to fill a casual vacancy must not hold office without re-election past the next annual general meeting.

There must be an election of directors of the Spark Infrastructure Companies at each annual general meeting. This can be satisfied in several ways, including a person being nominated and standing for election as a new director, a director appointed by the Board to fill a casual vacancy standing for election, or any director retiring and standing for re-election.

Accordingly, Dr Doug McTaggart and Mr Andrew Fay, both of whom were last elected and re-elected (respectively) by Securityholders at the 2016 annual general meeting, will both stand for re-election at this AGM.

A brief description of each candidate follows:

Re-election of Dr Doug McTaggart

**Dr Doug McTaggart PhD, MA(Econ), BEc(Hons), DUniv, FAICD, SF Fin
Chair and Independent Director (since December 2015)**

Dr McTaggart is a director of the Suncorp Group and Chair of AA Insurance (New Zealand), a subsidiary of Suncorp Group. He is also Chair of the QIMR Berghofer Medical Research Institute Council and Chair of Suncentral Maroochydore Pty Limited. He is a member of the Australian National University Council and a member of the Expert Advisory Panel for Housing Solutions Capital Funding Strategy, Indigenous Business Australia.

Dr McTaggart has extensive experience in financial markets, having been Chief Executive of QIC Limited (1998-2012). Prior to QIC, he was Under Treasurer and Under Secretary of the Queensland Department of Treasury and had a distinguished academic career. He has served in various expert advisory roles to government and on several industry representative bodies.

Dr McTaggart is a member of the Remuneration Committee.

Dr McTaggart has held the following directorships of other Australian listed entities within the last three years:

Listed Entity	Period directorship held
Suncorp Group Limited (ASX: SUN)	2012 to present

Recommendation

The Board (with Dr McTaggart abstaining) unanimously supports the re-election of Dr McTaggart, and recommends that you vote **IN FAVOUR** of Resolution 2.

Re-election of Mr Andrew Fay

**Mr Andrew Fay BAgEc (Hons), AFin
Independent Director (since March 2010)**

Mr Fay is a director of Pandal Group Limited (previously BT Investment Management Limited), Cromwell Property Group, J O Hambro Capital Management Holdings Limited and National Cardiac Pty Limited. He was

previously a director of Gateway Lifestyle Group, Chair of Tasman Lifestyle Continuum Limited and Deutsche Managed Investments Limited.

Mr Fay was Chair of Deutsche Asset Management (Australia) Limited following a 20-year career in the financial services sector and has served on industry representative bodies. He is currently a consultant to Dexus Property Group Limited and Microbiogen Pty Limited.

Mr Fay is a director of SA Power Networks. He is Chair of the SA Power Networks Audit Committee and a member of its Risk Management and Compliance Committee and Remuneration Committee.

Mr Fay is a member of the Audit, Risk and Compliance Committee.

Mr Fay has held the following directorships of other Australian listed entities within the last three years:

Listed Entity	Period directorship held
Cromwell Property Group (ASX: CMW)	2018 to present
Pendal Group Limited (ASX: PDL)	2011 to present
Gateway Lifestyle Group (ASX: GTY)	2015 to 2018

Recommendation

The Board (with Mr Fay abstaining) unanimously supports the re-election of Mr Fay, and recommends that you vote **IN FAVOUR** of Resolution 3.

Resolutions 4, 5 and 6 – Election of directors to the board of Spark Holdings 6

Resolutions 4, 5 and 6 relate to the election of directors to the board of Spark Holdings 6 in accordance with the Governance Deed 2.

Spark Holdings 6 was incorporated on 11 April 2019 as a subsidiary of Spark Holdings 1. Spark Holdings 6 has implemented governance arrangements which are similar to that of Spark Infrastructure Trust, Spark Infrastructure RE, Spark Holdings 1, Spark Holdings 2, Spark Holdings 3 and Spark Holdings 4. Spark Holdings 6's governance arrangements provide for the election of directors by securityholders of Spark Infrastructure Trust.

On incorporation of Spark Holdings 6, Mr Rick Francis, Mr Nicholas Schiffer and Mr James Millar were appointed as directors of Spark Holdings 6 and they will each stand for election to the board of Spark Holdings 6 at this AGM.

A brief description of each candidate follows:

Election of Mr Rick Francis to the board of Spark Holdings 6

Mr Richard (Rick) Francis BCom, MBA, CA, GAICD

Mr Francis has been Managing Director and Chief Executive Officer of Spark Infrastructure since May 2012. He originally joined Spark Infrastructure in 2009 as the Chief Financial Officer and served in that role for three and a half years prior to his appointment as Managing Director.

Mr Francis has over 20 years' experience in the Australian energy and energy infrastructure industries. Prior to Spark Infrastructure, he was employed by APA Group, and by Origin Energy Limited. Mr Francis is also a

Chartered Accountant.

Mr Francis has been a director SA Power Networks and Victoria Power Networks since 2009. He was appointed inaugural Chair of NSW Electricity Networks Operations (TransGrid) in December 2015 and has served as Deputy Chair since June 2016. He also sits on a number of board sub-committees for Spark Infrastructure's investments.

Recommendation

The Board (with Mr Francis abstaining) unanimously supports the election of Mr Francis to the board of Spark Holdings 6, and recommends that you vote **IN FAVOUR** of Resolution 4.

Election of Mr Nicholas Schiffer to the board of Spark Holdings 6

Mr Nicholas Schiffer BCom, LLB, CPA, MTax, GAICD

Mr Schiffer has been the Chief Financial Officer of Spark Infrastructure since July 2017. He is an experienced finance executive with 22 years' experience in investment banking. Prior to joining Spark Infrastructure, he was a Managing Director at Credit Suisse, with responsibility for investment banking within the energy, transport and general infrastructure sectors.

Mr Schiffer has been a key advisor to a range of Australian and global investors on dozens of projects involving Australian infrastructure and utilities businesses and possesses a deep understanding of these sectors and their key drivers and operating environments.

Mr Schiffer is a director of Victoria Power Networks and SA Power Networks. Nicholas is also a member of the Audit Committees and Risk Management and Compliance Committees for each of the Victoria Power Networks, SA Power Networks and TransGrid.

Recommendation

The Board unanimously supports the election of Mr Schiffer to the board of Spark Holdings 6, and recommends that you vote **IN FAVOUR** of Resolution 5.

Election of Mr James Millar to the board of Spark Holdings 6

Mr James Millar LLB(Hons), CA, CTA

Mr Millar has been Senior Tax Counsel at Spark Infrastructure since June 2017. Mr Millar is an experienced finance executive with over 20 years' experience in corporate tax, both in an advisory context as well as in a corporate environment.

Mr Millar has spent the last 15 years working predominantly in the real estate and infrastructure sector and has significant experience in mergers and acquisitions transactions as well as in asset and investment management.

Mr Millar is a Chartered Accountant as well as a Chartered Tax Advisor. Mr Millar sits on the board of TransGrid Asset Holdings Trust.

Recommendation

The Board unanimously supports the election of Mr Millar to the board of Spark Holdings 6, and recommends

that you vote IN FAVOUR of Resolution 6.

Resolution 7 – Grant of Performance Rights to Mr Rick Francis

Spark Infrastructure's Equity Incentive Plan ("**Incentive Plan**") is designed to provide greater alignment of the interests of Executives and Securityholders. Under the Incentive Plan, Executives will receive the long term incentive ("**LTI**") component of their remuneration in the form of Performance Rights, which will only vest if the performance and other conditions are satisfied. If the Performance Rights vest, the Executives will be allocated Stapled Securities.

Why is Securityholder approval being sought?

In accordance with ASX Listing Rule 10.14, Spark Infrastructure is seeking the approval of Securityholders for the grant of Performance Rights to the Managing Director and Chief Executive Officer, Mr Rick Francis ("**the MD**"), under the Incentive Plan on the terms set out below.

While the Board expects that all Stapled Securities allocated on vesting of awards under the Incentive Plan will be sourced on market, Securityholder approval is nevertheless being sought in the interests of transparency and good corporate governance and to preserve flexibility in case, for whatever reason, the Board determines that it is appropriate or necessary to issue the Stapled Securities.

How many Performance Rights will the MD receive?

It is proposed that the MD be granted 247,338 Performance Rights as his long-term incentive award in respect of 2019.

The number of Performance Rights to be granted to the MD has been determined by dividing \$571,350 (i.e. an amount equivalent to 65% of the MD's fixed remuneration) by the "face value" of the Stapled Securities underlying the Performance Rights (i.e. \$2.31). This "face value" is the volume weighted average price of Stapled Securities traded in the 30 trading days up to and including 31 December 2018.

What is a Performance Right and when will they be allocated?

Each Performance Right is a conditional entitlement to receive one Stapled Security (subject to the satisfaction of certain performance conditions) that will rank equally with those traded on the ASX. Performance Rights granted under the Incentive Plan do not carry any dividend or voting rights until they vest.

The Performance Rights will be granted at no cost to the MD, and no amount is payable on vesting of the Performance Rights if the performance conditions are met.

Subject to satisfaction of the performance conditions, the MD will receive one Stapled Security for every Performance Right that vests, together with a distribution equivalent payment for each Stapled Security allocated on vesting. The distribution equivalent payment will be equal to the distributions that the MD would have been entitled to receive had he held the Stapled Securities during the performance period, but is only payable in respect of a Performance Right that vests.

If approval is obtained, the Performance Rights will be granted to the MD as soon as practicable after the AGM (and in any event, within 12 months of the AGM).

What are the Performance Hurdles?

The Performance Rights to be granted to the MD will be subject to certain conditions being met. This includes both Performance Hurdles and service conditions.

Performance Rights awarded under the 2019 LTI scheme will vest subject to the satisfaction of those performance conditions following the end of a four year period commencing on 1 January 2019.

The 2019 LTI award consists of three tranches, each of which is subject to a different Performance Hurdle:

- **Tranche 1 (50% of LTI award):** Spark Infrastructure's risk adjusted TSR performance will be measured over a four-year period.
- **Tranche 2 (25% of LTI award):** Standalone Operating Cash flow before tax ("Standalone OCF") will be measured over a three-year period (the test period). A further one-year service period must be met in order for Performance Rights to vest at the end of four years (i.e. a four-year vesting period).
- **Tranche 3 (25% of LTI award):** Look-through Operating Cash flow ("Look-through OCF") will be measured over a three-year period (the test period). A further one year service period must be met in order for Performance Rights to vest at the end of four years (i.e. a four-year vesting period).

Further details about the Performance Hurdles applicable to each tranche are set out below.

Tranche 1 – The risk adjusted TSR Performance Hurdle will be subject to Spark Infrastructure's risk adjusted TSR performance relative to the TSR performance of the companies comprising the S&P/ASX 200 index (as at 1 January 2019).

The risk adjusted TSR is the return on a security in excess of what would be expected given its relative riskiness (or beta as determined by capital asset pricing model principles). The excess return of Spark Infrastructure is compared to the excess returns of S&P/ASX 200 index companies, over the performance period, to determine its percentile ranking. The level of risk adjusted TSR growth achieved by Spark Infrastructure in each period is given a percentile ranking having regard to its performance versus companies in the peer groups.

Applying a risk adjusted rather than a traditional TSR hurdle provides a comparison that more closely reflects how investment decisions are made, recognising that Spark Infrastructure's Securityholders generally seek stable returns and lower than average risk and Executives who deliver the same level of return at a lower risk should be rewarded accordingly. In light of the nature of Spark Infrastructure's operations and the lack of comparable domestic peers, the Board considers that the S&P/ASX 200 index is the most appropriate comparator as that group should represent the competing investment preferences of Spark Infrastructure investors.

The methodology used to calculate the risk adjusted TSR performance measure is available on the Spark Infrastructure website at <http://sparkinfrastructure.com/about/governance>.

The risk adjusted TSR will be measured over a four-year performance period commencing on 1 January 2019 and ending on 31 December 2022 ("**performance period**").

The number of Performance Rights that vest will be determined by the Board by reference to Spark Infrastructure's relative ranking in accordance with the following table.

Relative ranking	% of Performance Rights that vest
< 51 st percentile	0%
51 st percentile	30%

51 st – 75 th percentile	Increasing proportionally on a straight line basis from > 30% to <100%
75 th percentile or higher	100%

Tranches 2 and 3 – Standalone OCF and Look-through OCF Performance Hurdles will apply to the second and third tranches of the 2019 LTI award respectively. The Board believes the inclusion of cash flow measures combined with the risk adjusted TSR Performance Hurdle on the LTI provides the right focus for Executives on delivering long-term Securityholder value.

Tranches 2 and 3 will vest according to the scale in the table below:

TRANCHE	PERFORMANCE HURDLE	WEIGHTING	PERIOD OF ASSESSMENT	VESTING SCHEDULE
2	Standalone OCF	25%	Performance is assessed over three years from 1 January 2019 (the test period). In addition, the MD must remain employed for a further one year service period following the end of the test period in order for vesting to occur (i.e. a four-year vesting period)	For each of tranches 2 and 3: <ul style="list-style-type: none"> • 25% vests if performance is 97.5% of three-year aggregate “budget” • 50% vests if performance is 100% of three-year aggregate “budget” • 100% vests if performance is at least 105% of three-year aggregate “budget”
3	Look-through OCF	25%		

A three-year testing period for the OCF Performance Hurdles has been determined as appropriate. This allows for smoothing of outcomes over the testing period in order to reduce volatility between and across regulatory periods. There is also an additional 1 year service condition which brings the total vesting period to 4 years.

In assessing performance against the Performance Hurdles, the Board may make any adjustments for abnormal or unusual events (including a significant acquisition) that the Board, in its discretion, considers appropriate to ensure a fair and equitable outcome.

The Board also has clawback powers and may lapse or forfeit Performance Rights or Stapled Securities (as appropriate) in certain circumstances (e.g. if an Executive has acted fraudulently or dishonestly or in breach of his or her material obligations to the Group).

If any Performance Rights do not vest on testing, they will immediately lapse.

What happens to the Performance Rights if the MD ceases employment?

Performance Rights will generally lapse if the MD resigns or is terminated for cause. In other circumstances of cessation, a pro-rata portion of the Performance Rights would typically remain on foot subject to the original terms, and the remaining portion will lapse. The Board retains the discretion to determine an alternative treatment.

What happens in a change of control situation?

Under the Incentive Plan, the Board has the discretion to vest some or all of the Performance Rights if there is likely to be a change of control. Any Performance Rights that do not vest will lapse.

In the event that a change of control occurs before the Board exercises its discretion, a pro-rata portion of the Performance Rights will vest and the Board retains a discretion to determine how the remaining portion will be treated.

What happens on a capital reorganisation or new issues?

In the event of any re-organisation of the issued capital of Spark Infrastructure on or prior to the vesting of Performance Rights, the rights of Performance Right holders will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of the re-organisation. A Performance Right holder is not entitled to participate in a new issue of Stapled Securities merely because he or she holds Performance Rights.

Other information required by the ASX Listing Rules

- The MD is the only Director entitled to participate in the Incentive Plan.
- In accordance with the Securityholder approval obtained at the 2018 Annual General Meeting, the MD was allocated 207,537 Performance Rights at no cost to him as his 2018 LTI award.
- No loan will be made in connection with the acquisition of Performance Rights under the Incentive Plan.
- If approval is given by Securityholders under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1.
- Voting restrictions apply in relation to this resolution and are described on pages 4 and 5 of this Notice of Meeting.

Recommendation

The Non-Executive Directors consider the grant of Performance Rights to the MD to be reasonable and appropriate in all the circumstances. The Non-Executive Directors recommend that Securityholders vote **IN FAVOUR** of Resolution 7.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1800 000 639
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:30am (Sydney time) on Wednesday 22 May 2019.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/skiagm2019>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting or does not vote on a poll in accordance with your instructions, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of Spark Infrastructure. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting Spark Infrastructure's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses subject to any applicable voting exclusions. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Spark Infrastructure's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:30am (Sydney time) on Wednesday 22 May 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** <https://www.votingonline.com.au/skiagm2019>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Spark Infrastructure** and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of Spark Infrastructure to be held at the **Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney NSW 2000 on Friday, 24 May 2019 at 11:30am (Sydney time)** and at any adjournment or postponement of that meeting, to act generally on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit and to the extent permitted by law.

Proxy voting by the Chair of the Meeting

If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 7, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy as the Chair of the Meeting sees fit in respect of these Resolutions even though Resolutions 1 and 7 are connected with the remuneration of a member of Spark Infrastructure's key management personnel. The Chair of the Meeting may therefore vote undirected proxies in respect of Resolutions 1 and 7. If the Chair of the Meeting is your proxy or is appointed your proxy by default, and you do not indicate voting instructions by using the specific voting boxes on Resolutions 2 and 3 in Step 2 below, you will be directing the Chair of the Meeting to vote your proxy in favour of the relevant resolution(s).

The Chair of the meeting intends to vote all available undirected proxies in favour of all Resolutions.

If you wish to direct your proxy how to vote, you can provide a direction by marking the 'For', 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Dr Doug McTaggart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Andrew Fay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Mr Rick Francis as a Director of Spark Infrastructure Holdings No 6 Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Mr Nicholas Schiffer as a Director of Spark Infrastructure Holdings No 6 Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Election of Mr James Millar as a Director of Spark Infrastructure Holdings No 6 Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Grant of Performance Rights to Mr Rick Francis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019