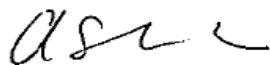


5 September 2014

2014 Corporate Governance Statement

In accordance with ASX Listing Rules 4.7.3 and 4.7.4, Transurban attaches its 2014 Corporate Governance Statement and Appendix 4G.



Amanda Street
Company Secretary

Investor and Media enquiries:

Henry Byrne

General Manager, Communications, Media and Investor Relations
0438 564 245

Classification

Public

Transurban Group

Transurban International Limited
ABN 90 121 746 825

Transurban Holdings Limited
ABN 86 098 143 429

Transurban Holding Trust
ABN 30 169 362 255

ARSN 098 807 419

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2014 CORPORATE GOVERNANCE STATEMENT

This statement outlines the key aspects of Transurban's corporate governance framework and main governance practices. Copies or summaries of certain governance documents referred to in this statement can be found in the "Corporate Governance" section of the Transurban website at transurban.com. These charters, policies and procedures are regularly reviewed and updated to ensure that they remain consistent with the Board's objectives, applicable law, and best practice governance.

Transurban has chosen to early adopt the 3rd Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. Throughout the year ended 30 June 2014 (the **reporting period**), Transurban's governance arrangements complied with the Principles and Recommendations. The following table indicates where they are dealt with in this statement:

ASX Principles and Recommendations	Section reference in statement
Principle 1 – Lay solid foundations for management and oversight	1, 2
Principle 2 – Structure the Board to add value	2, 3
Principle 3 – Act ethically and responsibly	4
Principle 4 – Safeguard integrity in corporate reporting	3, 5
Principle 5 – Make timely and balanced disclosure	6
Principle 6 – Respect the rights of security holders	7
Principle 7 – Recognise and manage risk	3, 8
Principle 8 – Remunerate fairly and responsibly	3

The Board of Transurban Holdings Limited (**THL**), the Board of Transurban Infrastructure Management Limited (**TIML**), as responsible entity of Transurban Holding Trust (**THT**), and the Board of Transurban International Limited (**TIL**) are collectively referred to as the "Board" in this statement, unless otherwise indicated.

1 Role of the Board

Relevant governance documents:

Board Charter

The Board is accountable to security holders for the performance of Transurban.

The Board has a Charter that sets out its authority, responsibilities and membership, and the arrangements by which it operates. The Charter also clearly establishes the relationship between the Board and management. The Board reviewed the Charter during the reporting period to ensure its continued appropriateness.

The primary roles of the Board are to provide overall strategic guidance for Transurban and effective oversight of management. To this end, the Board has reserved to itself the specific responsibilities listed in the Charter. To assist it in discharging these responsibilities, the Board has established Committees to give detailed consideration to key issues.

The Board has delegated to the CEO, and through the CEO to other Senior Executives, responsibility for the day-to-day management of Transurban. The scope of, and limitations to, these delegations are clearly documented and cover areas such as operating expenditure, capital expenditure and investments. These delegations balance effective oversight with appropriate empowerment and accountability of Senior Executives.

2 Board structure and composition

Relevant governance documents:

Board Charter

Policy and Procedure for the Nomination, Selection and Appointment of New NEDs and the Re-Election of Incumbent NEDs

Diversity Policy

2.1 BOARD STRUCTURE

The Board is structured so that its membership provides the mix of qualifications, skills and experience to enable it to discharge its responsibilities, and so that its size facilitates effective discussion and efficient decision making. The Board determines its size and composition, subject to the constitutions of THL, TIML, and TIL, and applicable law.

The Board of THL, the Board of TIML, and the Board of TIL have common directors and meetings are held concurrently. The Board currently comprises eight Directors, with seven Non-executive Directors, including the Chair, and one Executive Director, the CEO. Each Director, and his or her length of service, is listed below. Each Director's skills, qualifications, experience, relevant expertise and year of appointment are set out in the Directors' Report in Transurban's Annual Report.

There were no changes to the structure or composition of the Board during the reporting period.

Non-executive Director	Period in office	Non-executive Director	Period in office
Lindsay Maxsted, Chair	6 years and 6 months	Neil Chatfield	5 years and 6 months
Christine O'Reilly	2 years and 4 months	Bob Edgar	5 years and 1 month
Ian Smith	2 years and 8 months	Samantha Mostyn	3 years and 8 months
Rodney Slater	5 years and 2 months		
Executive Director	Period in office		
Scott Charlton (CEO)	2 years and 2 months		

2.2 DIRECTOR INDEPENDENCE

Each Director is expected to bring unfettered and independent judgement to the Board's deliberations.

The Board must, and does, comprise a majority of independent Non-executive Directors and have an independent Non-executive Chair. The roles of the Chair and the CEO must be, and are, exercised by separate individuals.

The Board defines an independent Director as a Non-executive Director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of Transurban and its security holders generally.

In assessing the independent status of a Non-executive Director, the Board considers the 'factors relevant to assessing the independence of a Director' set out in the ASX Corporate Governance Principles and Recommendations and other facts, information and circumstances that the Board considers relevant. The Board considers an interest or relationship to materially influence independent judgement where it is of such substance and consequence, and there is a real and sensible possibility, that it would affect a Director's judgement across all aspects of his or her role.

The Board assesses the independence of new Directors upon appointment and reviews the independence of all Directors annually. Each Director is required to provide the Board with all relevant information to enable it to make this assessment. Directors do not participate in deliberations regarding their own independence.

The Board has reviewed the interests, positions, associations and relationships of the current Non-executive Directors, including the Chair. The Board considers each of them to be independent.

Lindsay Maxsted, Neil Chatfield, Christine O'Reilly, Rodney Slater and Samantha Mostyn each hold positions in companies or with firms with which Transurban has commercial relationships, as described in the Remuneration Report which forms part of the Directors' Report in Transurban's Annual Report. The Board has considered each case separately and has concluded that these positions do not influence the relevant Director's capacity to exercise independent judgement or their ability to act in the best interests of Transurban and its security holders. None of Mr Maxsted, Mr Chatfield, Ms O'Reilly, Mr Slater, nor Ms Mostyn were, or are, involved in any procurement or other Board decision making regarding the companies or firms with which they have an association.

2.3 TENURE, RETIREMENT AND ELECTION / RE-ELECTION

Each Non-executive Director's term of appointment is subject to the provisions of the Corporations Act, the ASX Listing Rules, and the constitutions of THL, TIML and TIL.

New Non-executive Directors (appointed by the Board during the year to fill a casual vacancy or as an addition to the Board) are required to seek election as a Director at the Annual General Meeting (**AGM**) following their appointment, and then re-election on a rotational basis with the other Directors. No Director of THL, TIML or TIL (other than the CEO) may hold office without re-election past the third AGM following their appointment or three years, whichever is longer.

Board support for Directors retiring and seeking re-election is not automatic. Prior to each AGM, the Board determines whether it will recommend to security holders that they vote in favour of the re-election of each Non-executive Director seeking re-election, having regard to any matters the Board considers relevant, including the Director's performance evaluation and his or her tenure.

Transurban provides security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Non-executive Director in the AGM notice of meeting.

The Board does not set fixed tenure limits for Non-executive Directors. It is the Board's intention that Non-executive Directors serve up to three terms, but tenure remains a matter for the Board's discretion on a case-by-case basis.

In the case of long-serving Non-executive Directors who are standing for re-election at an AGM but who intend to retire from the Board within their next term, this intention to retire will be clearly disclosed in the AGM notice of meeting.

2.4 NOMINATION AND APPOINTMENT OF NEW DIRECTORS AND BOARD DIVERSITY

The Board has established a policy and procedure for the nomination, selection and appointment of new Non-executive Directors.

A regular assessment of the range of qualifications, skills, experience, and diversity of gender, age, experience, relationships and background on the Board is undertaken to enable the identification of particular competencies and perspectives that will best increase the Board's effectiveness. The assessment is assisted by the development and use of a 'skills matrix' to identify any gaps. Where a need or gap is identified or arises, the Nomination Committee commences a search process for potential appointees across a diverse candidate pool, with the assistance of external consultants as necessary. The Nomination Committee then undertakes an assessment of short listed potential appointees. The Chair and other Directors also meet in person with potential appointees. Factors considered include the capability of the candidate to devote the necessary time and commitment to the role, and potential conflicts of interest and independence. Appropriate background and other checks are undertaken before the Nomination Committee will then recommend the most appropriate candidate(s) for consideration by the Board as a whole.

During the reporting period, the Board reviewed the balance of skills, experience and diversity in its membership, and confirmed the appropriateness of its current size and composition as a good strategic fit for Transurban. The range of backgrounds, skills and expertise currently represented on the Board includes significant experience in infrastructure, finance, government, major projects, engineering, and sustainability as well as qualifications across a range of fields, including commerce, law and the humanities. A number of directors also have specific expertise in strategic planning, risk management and communications, as well as international experience.

The Board also recognises the need to identify potential areas of future enhancements in the skill sets represented on the Board and the skills sets to be prioritised in a profile for potential future Directors.

2.5 INDUCTION OF NEW DIRECTORS AND ONGOING DEVELOPMENT

New Non-executive Directors are issued with a formal letter of appointment that sets out the key terms and conditions of their appointment, including the Director's duties, rights and responsibilities, the time commitment envisaged, and the Board's expectations regarding involvement with Committee work.

An induction program is in place to allow new Non-executive Directors to participate fully and actively in Board decision making at the earliest opportunity. The program is designed to enable new Directors to gain an understanding of Transurban's financial, strategic, operational and risk management positions, its vision and values, the role and responsibilities of Senior Executives, the role of Committees, meeting arrangements and Director interaction with each other, Senior Executives and other stakeholders.

2.6 KNOWLEDGE, SKILLS AND EXPERIENCE

Directors are expected to maintain the knowledge and skills required to discharge their duties and obligations. The Board is provided with papers, presentations and briefings on matters that may affect Transurban's business or operations, and is briefed on relevant changes in the legislative, regulatory or industry framework. Directors are expected to undertake any necessary continuing professional education and training. To assist the Directors in maintaining an appropriate level of knowledge of Transurban's operations, Directors undertake visits each year to Transurban's offices and assets.

2.7 BOARD ACCESS TO INFORMATION AND INDEPENDENT PROFESSIONAL ADVICE

Directors have unrestricted access to management. Management is expected to provide regular detailed financial and operational reports in a form and timeframe and of a quality that enables the Board to discharge its duties effectively. Directors may request additional information where necessary to make informed decisions.

The Board Charter sets out the circumstances and procedures pursuant to which a Director may seek independent professional advice at Transurban's expense. These procedures require prior consultation with, and the consent of, the Chair and, under normal circumstances, the provision of a copy of the advice to the Board.

2.8 CONFLICTS OF INTEREST

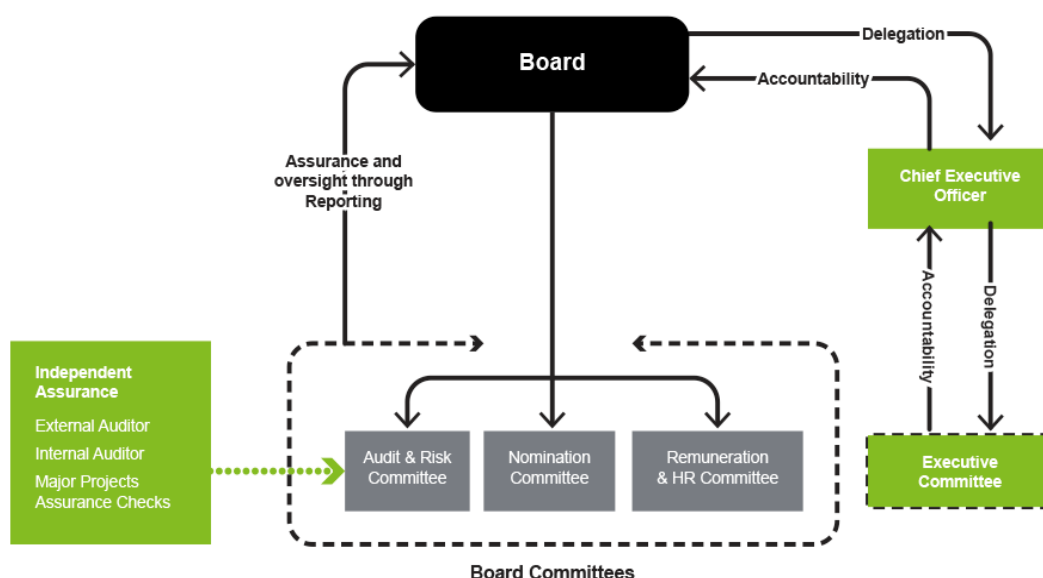
Directors are required to take all reasonable steps to avoid actual, potential or perceived conflicts of interests. Under the Corporations Act, the constitutions of THL, TIML and TIL, and the Board Charter, Directors are required to disclose any conflicts and abstain from participating in any discussion or voting on matters in which they have a material personal interest. A Director who discloses that they may have a conflict must follow the procedures developed by the Board to deal with such circumstances.

2.9 COMPANY SECRETARY

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. Each Director has direct access to the Company Secretary. The Company Secretary is responsible for coordination of all Board business, including agendas, Board papers and minutes, advising the Board and its Committees on governance matters, monitoring that Board and Committee policies and procedures are followed, communication with regulatory bodies and the ASX, and statutory and other filings.

3 Operation of the Board

Corporate Governance Framework



Relevant governance documents:

Board Charter

Audit and Risk Committee Charter, Remuneration and Human Resources Committee Charter, Nomination Committee Charter

3.1 BOARD COMMITTEES

The Board has established three standing Committees: the Audit and Risk Committee, the Remuneration and Human Resources Committee, and the Nomination Committee. 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 role of Committees is to advise and make recommendations to the Board. The Committees do not have decision making authority except as expressly stated in the relevant charter or as authorised by the Board.

The Board periodically reviews the appropriateness of the existing Committee structure, as well as the membership and the charter of each Committee. Reviews were undertaken during the reporting period, which resulted in refinements to each Committee charter. In addition, each Committee reviews its performance annually.

The current composition of each Committee is set out below. The number of meetings held by each Committee during the reporting period and each member's attendance at those meetings are set out in the Directors' Report in Transurban's Annual Report. All Directors are invited to attend Committee meetings.

Committee	Members	Composition	Key Responsibilities
Audit and Risk Committee	Neil Chatfield (Chair) Bob Edgar Lindsay Maxsted Christine O'Reilly	<ul style="list-style-type: none"> Only Non-executive Directors, all of whom are independent At least three members, each of whom is financially literate and has relevant qualifications/experience An independent Chair who is not also Chair of the Board 	<ul style="list-style-type: none"> Integrity of financial reporting Effectiveness of risk management framework and of systems of financial risk management and internal control Internal and external audit scope and effectiveness
Remuneration and Human Resources Committee	Bob Edgar (Chair) Neil Chatfield Samantha Mostyn	<ul style="list-style-type: none"> Only Non-executive Directors, all of whom are independent At least three members An independent Chair 	<ul style="list-style-type: none"> Remuneration of Directors, performance and remuneration of, and incentives for, the CEO and other Senior Executives Remuneration strategies, practices and disclosures generally Programs to optimise the contributions of human resources, including development planning, diversity, culture and engagement
Nomination Committee	Lindsay Maxsted (Chair) Neil Chatfield Bob Edgar Samantha Mostyn Christine O'Reilly Rodney Slater	<ul style="list-style-type: none"> Only Non-executive Directors, all of whom are independent At least three members An independent Chair 	<ul style="list-style-type: none"> Size and composition of the Board and new Board appointments Board, Committee and Director performance Board and Senior Executive succession planning

3.2 SPECIAL PURPOSE COMMITTEES

As and when required the Board establishes special purpose Committees to give detailed consideration to specific matters.

During the reporting period the Board established a Due Diligence Committee to oversee the due diligence process conducted in relation to the capital raising to fund, in part, the acquisition of Queensland Motorways by a Transurban-led consortium. The Committee was comprised of Lindsay Maxsted, Neil Chatfield, Christine O'Reilly, the CEO, the CFO, and Transurban's General Counsel. The Committee met nine times prior to the launch of the capital raising and participated in an ongoing due diligence process until completion of the offer.

3.3 PERFORMANCE OF THE BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS

The Board acknowledges the importance of the regular review of its own performance and effectiveness, as well as the performance and effectiveness of its Committees and individual Directors.

The Board conducts an internal evaluation each year and has an expert external consultant formally facilitate the process every third year. This arrangement is supplemented by assessments undertaken by Committees, the results of which are reported to the Board.

An externally facilitated Board effectiveness review was last conducted during 2012. The review concluded that the Board was functioning at a high level. The facilitator's suggestions for improvement, and actions agreed by the Board in response, were documented and subsequently actioned by the Board. The next externally facilitated review will commence in 2015.

An internal Board effectiveness review was completed during the reporting period. The review involved each Director completing a detailed assessment of the Board. Directors were specifically asked to comment on the composition and operations of the Board, its relationship with management, the Board's contributions to the Group's strategic direction and key initiatives, and the adequacy of audit, risk and control and information processes.

The results of the assessment were considered by the Board as a whole. The actions agreed by the Board in response to the review have been documented and the completion of these items is monitored. In addition to the review, the Chair regularly provides informal feedback to individual directors.

3.4 PERFORMANCE OF SENIOR EXECUTIVES

Each Senior Executive has a service agreement that clearly sets out their role and responsibilities, and Transurban's expectations in terms of their performance.

The CEO and all other Senior Executives undergo a performance and development review on an annual basis. At the commencement of each financial year the Board sets individual key performance indicators (KPIs) for the CEO, and approves individual KPIs set for other Senior Executives, against which their performance is measured.

At the end of the financial year, the performance of the CEO is reviewed by the Board, and the CEO reviews the performance of each Senior Executive and reports to the Board through the Remuneration and Human Resources Committee on the outcome of these reviews. The CEO and each Senior Executive is provided with feedback on their performance and is given a rating based on that performance, which directly impacts annual short term incentives. Where appropriate, a development plan is also agreed to support and align the ongoing contribution of the executive to the needs of the business.

Performance reviews for the CEO and other Senior Executives were conducted during the reporting period in accordance with the process described above. Information regarding these reviews, and the reward structure and remuneration outcomes for the CEO and other Senior Executives during the reporting period, can be found in the Remuneration Report which forms part of the Directors' Report in Transurban's Annual Report.

3.5 REMUNERATION OF DIRECTORS AND SENIOR EXECUTIVES

The remuneration of Non-executive Directors consists entirely of Directors' fees and Committee fees. Non-executive Directors do not receive any variable remuneration or other performance related incentives. Transurban does not operate any retirement benefit schemes for Non-executive Directors. Further details of the remuneration paid to each Non-executive Director during the reporting period are set out in the Remuneration Report which forms part of the Directors' Report in Transurban's Annual Report.

For the reporting period, the remuneration of the CEO and other Senior Executives comprised fixed remuneration, short term incentives (cash and deferred equity) and long term equity based incentives. Transurban's remuneration strategy and framework, and the remuneration package and outcomes for the CEO and other Senior Executives, are also described in detail in the Remuneration Report.

4 Ethical conduct and responsible decision-making

Relevant governance documents:

How We Work @ TU

Whistleblower Policy and Fraud Policy

Dealing in Securities Policy

Diversity Policy

Supplier Sustainability Code of Practice

Sustainability Report

Safety Policy

The Board endeavours to lead by example when it comes to acting ethically and responsibly and has charged management with the responsibility for creating a culture within Transurban that promotes ethical and responsible behaviour.

4.1 CONDUCT AND ETHICS

Transurban's code of conduct, "*How We Work @ TU*", sets the standards for how all of Transurban's employees, consultants and contractors should act to ensure that Transurban's organisational values (**integrity, collaboration, accountability, ingenuity and respect**) are upheld. All employees are expected to align their actions with the code and the values whenever they are representing Transurban or undertaking work on Transurban's behalf. The code refers employees to relevant Transurban policies for further information and guidance. It also encourages employees who become aware of unethical behaviours to report these to Senior Management.

"How We Work @ TU" is promoted across the business and reinforced by proper training and proportionate disciplinary action if it is breached.

4.2 WHISTLEBLOWER PROTECTION

In keeping with the spirit of How We Work @ TU, Transurban has a Whistleblower Policy to encourage Directors, Senior Executives, other employees, contractors and suppliers who have witnessed, or know about, any misconduct to report it without fear of reprisal. The policy sets out how Transurban will respond to, and investigate, reports of misconduct, and outlines the protections available to those who make a whistleblower report in good faith.

Transurban also has a separate Fraud Policy that sets out the procedures for the investigation of reports of fraudulent or corrupt conduct that are made other than under the Whistleblower Policy.

4.3 DEALING IN SECURITIES

Transurban has a Dealing in Securities Policy that establishes a procedure for dealings by Directors, Senior Executives, employees, contractors and their related parties in Transurban securities, and in securities of other entities with whom Transurban may have business dealings. The policy prohibits Directors and all personnel from dealing in securities at any time if they are in possession of price-sensitive information. Dealing is also not permitted during designated "Closed Periods" except with prior approval in circumstances of severe financial hardship. Directors and all personnel may generally deal in securities during "Open Periods" if prior approval is obtained in accordance with procedure set out in the policy. For the purposes of the policy, dealing includes hedging.

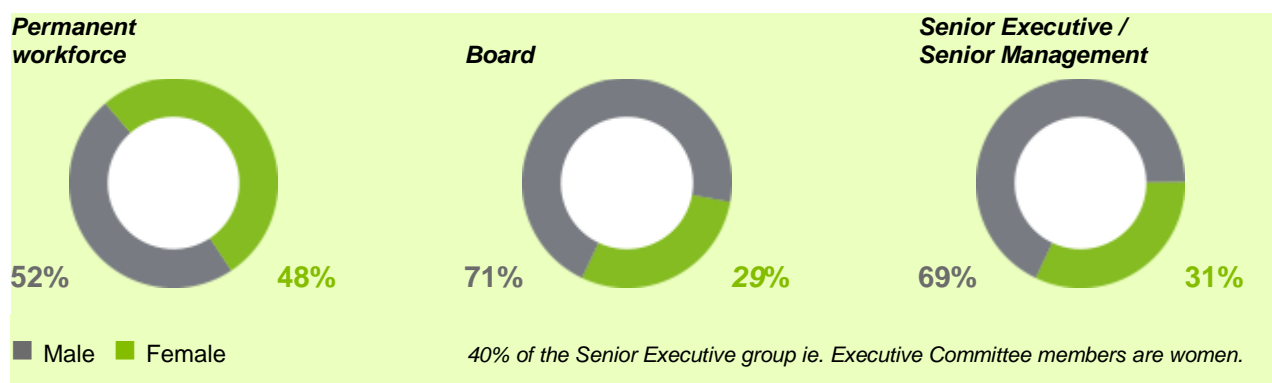
The policy also prohibits dealing in securities on a short-term basis except in circumstances of severe financial hardship. Employees who have entitlements to securities under a Transurban equity plan may not hedge against those entitlements until they have vested. In addition, Directors and Senior Executives may not hedge against entitlements that have vested but remain subject to a holding lock. Directors and employees are also prohibited from entering into margin lending arrangements using Transurban securities as security.

4.4 DIVERSITY

Transurban's workforce is made up of individuals with diverse skills, values, backgrounds, experiences and needs. Transurban values this diversity and recognises the organisational strength, opportunities for innovation and other corporate benefits that it brings. Transurban has, and will continue to develop, practices, programs and initiatives to support and assist with improving diversity at all levels of the business.

Transurban believes that genuine diversity drives strategic advantage and contributes to the achievement of its corporate objectives. It enables Transurban to attract people with the best skills and attributes, and to develop a workforce selected from all available talent, whose diversity reflects that of the customers and communities Transurban serves.

Gender Diversity Profile - The respective proportions of women and men on the Board, in Senior Executive positions and across the whole organisation are set out on the following page:



As a 'relevant employer' and as required by the Workplace Gender Equality Act 2012, Transurban lodged its workforce gender profile as at March 2014, which can be accessed through the WGEA website.

Diversity Principles - Transurban's approach to diversity is underpinned by the following principles:

- Creating an environment in which all employees are treated with fairness and respect, and have equal access to opportunities at work;
- Developing a culture that embraces diversity, and in which differences are valued, respected and fostered;
- Maintaining workplace structures, systems, policies and procedures that help employees balance their work, family and other responsibilities;
- Ensuring that diversity is embraced in all recruitment activities at all levels, and that the workforce is reflective of the communities we operate within; and
- Ensuring that employees have the ability to contribute and access opportunities based on merit.

Key Focus Areas - Transurban has identified the following three key areas of focus for the next 3 -5 years: **Gender diversity**; **Flexible work** practices; and **Cultural diversity**.

Diversity Policy and Measurable Objectives - Transurban has a Diversity Policy that includes a requirement for the Board to set measurable objectives for achieving diversity and to review both the objectives and progress in achieving them annually. Transurban's diversity objectives for the reporting period (focused on the areas identified above), and the progress in achieving those objectives during the period, are outlined below:

Objective 1 – Gender Diversity

Goal	Work towards achieving gender equity at all levels across the Group including having a pipeline of Senior Management/Executive-ready female talent.	
Measure*	% of females in Executive/Senior Management	32.3% (FY13 – 37.0%)
	% of females in Middle Management positions	30.0% (FY13 – 24.0%)
	% of first round interviews including mix of female/male candidates	80.0% (FY13 – 86.0%)

Objective 2 – Flexible Work Practices

Goal	Support the awareness, acceptance and take up of flexible work practices at all levels across the Group.	
Measure*	Total % of employees utilising Workplace Flexibility Programs	23.7% (FY13 – 26.0%)
	% of employees returning from maternity leave	83.3% (FY13 – 100%)

Objective 3 – Cultural Diversity

Goal	The Transurban workforce aligns with the broader population and communities that the Group works across.	
Measure	Transurban employees from differing cultural backgrounds are representative of local communities in new project catchment areas	FY14 activities of the Cultural Diversity sub-committee created awareness of cultural diversity. In FY15 an audit of employees to gather specific data will be conducted.

*Note that data provided is at 30 June 2014.

Other Diversity Initiatives

Transurban's commitment to, and work in, other areas of diversity and inclusion during the reporting period have resulted in achievements in each of the following areas:

- **Diversity sub-committees** have been established with an aim to progress identified focus areas; each sub-committee is sponsored by a member of the Executive Committee and reports to the Diversity Committee. During the reporting period formal education on diversity was provided to all people managers focusing on inclusive leadership and unconscious bias.
- **Gender diversity** – a coaching and mentoring program for female middle managers was completed and a six month post program review occurred. One of the benefits that participants highlighted was that they felt better able to promote themselves internally. A gender pay equity review was also undertaken. Year on year analysis shows that there have been positive movements over the past three years to ensure that the Group achieves gender pay equity. No issues of significance were identified through this year's review.
- **Flexible work practices** – flexible work policies were reviewed to ensure currency and fit for the business. Flexible work arrangements have formed a core part of Transurban's wellbeing program. The Lifestyle (purchased) leave program was extended to the USA business.
- **Cultural diversity** – a Reflect Reconciliation Action Plan (RAP) has been developed, which is the first step towards achievement of a RAP. This is currently being socialised across the business. Initiatives to recognise a range of cultural and indigenous days of importance have been implemented.

4.5 SUSTAINABILITY

The Board is committed to Transurban taking a sustainable approach to its operations, projects and business practices to create the best long term outcomes for its government clients, communities and customers.

The Board has endorsed a Sustainability Strategy, which focuses on three key areas:

- **Be good neighbours** – anticipating, listening and responding to community needs;
- **Use less** – reducing the impacts of Transurban's operations on the community and environment; and
- **Think long term** – improving transport networks to help people, goods and services move more efficiently and safely across cities both now and into the future.

By adopting and working to these principles, Transurban reinforces its "licence to operate" and strengthens its ability to deliver efficient and integrated transport networks that support productivity and the wellbeing of its communities.

Transurban provides regular progress reports to the Board on the focus areas. The annual Sustainability Report summarises the year's activities, while also outlining commitments for the coming years. The 2014 Sustainability Report will be published in October.

4.6 SAFETY

Transurban's top priority is a safe workplace for employees and contractors and safe roads for customers. Safety is therefore a critical part of Transurban's business framework and decision making. Further detail on the range of strategies, systems, initiatives and policies in place at Transurban to manage safety issues is included in the annual Sustainability Report.

5 Integrity in corporate reporting

Relevant governance documents:

Audit and Risk Committee Charter

External Auditor Independence Policy

5.1 ROLE OF THE AUDIT AND RISK COMMITTEE

The Audit and Risk Committee assists the Board in overseeing the integrity of financial reporting, the effectiveness of systems of financial risk management and internal control, the internal and external audit functions and the effectiveness of the risk management framework and supporting risk management systems.

The CEO, the CFO, the internal auditor and the external auditor must attend Committee meetings if requested. Other members of management and advisers may also be invited to attend meetings.

The Committee has unrestricted access to management and the auditors, and rights to seek explanations and additional information. The Committee meets on a regular basis with the internal auditor, and separately with the external auditor, without management present.

5.2 INDEPENDENCE OF THE EXTERNAL AUDITOR

Transurban's external auditor is PricewaterhouseCoopers. The effectiveness, performance and independence of the external auditor is reviewed by the Audit and Risk Committee. If it becomes necessary to replace the external auditor for performance or independence reasons, the Committee will formalise a procedure and policy for the selection and appointment of a new external auditor.

The Corporations Act requires the external auditor to make an annual independence declaration, addressed to the Board, declaring that the auditor has maintained its independence in accordance with the Corporations Act and the rules of professional accounting bodies. PricewaterhouseCoopers has provided an independence declaration to the Board for the reporting period. The declaration forms part of the Directors' Report in Transurban's Annual Report.

Chris Dodd has been the lead audit engagement partner of PricewaterhouseCoopers in relation to the external audit of Transurban since 1 July 2012.

5.3 RESTRICTIONS ON THE PROVISION OF NON-AUDIT SERVICES BY THE EXTERNAL AUDITOR

Transurban has implemented policies and procedures to monitor the independence of the external auditor. The External Auditor Independence Policy regulates the provision of non-audit services by the external auditor.

Under the policy, the auditor is prohibited from providing certain non-audit services, and may only provide a permissible non-audit service where there is a compelling reason for the auditor to do so. The provision of permissible non-audit services must be pre-approved by either the Audit and Risk Committee, the Chair of that Committee, or the CFO (where the proposed fee for the service does not exceed \$5,000). The CFO provides a verbal report at each Audit and Risk Committee meeting describing any non-audit services pre-approved by the CFO or the Chair since the last meeting.

Details of the fees paid to PricewaterhouseCoopers during the reporting period, including a breakdown of fees paid for non-audit services, are set out in the Directors' Report in Transurban's Annual Report. The Board has considered the nature of the non-audit services provided by PricewaterhouseCoopers during the reporting period and has determined that the services provided, and the amount paid for those services, are compatible with the general standard of independence for auditors imposed by the Corporations Act and that the auditor's independence has not been compromised.

5.4 ATTENDANCE OF THE EXTERNAL AUDITOR AT AGM

The lead audit engagement partner of PricewaterhouseCoopers attends Transurban's AGM and is available to answer security holder questions relevant to the audit and the preparation and content of the auditor's report.

5.5 FINANCIAL REPORTING – CEO AND CFO CERTIFICATIONS

The Board has received certifications from the CEO and the CFO in connection with the financial statements for the Transurban Group and the individual entities comprising the Transurban Group for the reporting period. The certifications state that the declaration provided in accordance with section 295A of the Corporations Act as to the integrity of the financial statements is founded on a sound system of risk management and internal control which is operating effectively.

6 Continuous disclosure

Relevant governance documents:

Continuous Disclosure Policy and Procedure

Transurban has a Continuous Disclosure Policy and Procedure that establishes a best practice procedure for compliance with its continuous disclosure obligations, provides guidance for the identification of material information and requires the reporting of such information to the Company Secretary for review. The policy also ensures that Transurban and its personnel are aware of the penalties for a contravention of Transurban's continuous disclosure obligations.

The CEO, the CFO and the Company Secretary have primary responsibility for the effective operation of the policy. The Company Secretary is responsible for all communications with the ASX in relation to continuous disclosure issues. Under the policy, personnel must immediately notify the Company Secretary as soon as they become aware of information that should be considered for release to the ASX. The Company Secretary reviews that information, determines in consultation with the CEO and the CFO whether disclosure is required and, if so, co-ordinates the actual form of the disclosure, its approval and prompt release. All ASX releases are required to be approved by either the Board (or a Board sub-committee) or the CEO (or in the CEO's absence, the CFO or the Chair of the Board).

Transurban seeks to ensure that its announcements are factual, complete, balanced and expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

All information disclosed to the ASX is promptly posted on the Transurban website. All material used in presentations to investors and analysts is released to the ASX immediately prior to the making of those presentations.

The Board considers potential disclosure issues at each of its meetings.

7 Communications with security holders

Relevant governance documents:

Security Holder Communications Policy

Transurban places considerable importance on engaging with its security holders and providing them with appropriate information and facilities to allow them to exercise their rights as security holders effectively. This includes giving them ready access to information about Transurban, communicating openly and honestly with them, and encouraging and facilitating their participation at AGMs.

The Security Holder Communications Policy outlines the range of ways Transurban provides information to its security holders. Security holders are encouraged to elect to receive information in electronic format in line with Transurban's commitment to sustainability.

7.1 WEBSITE

Ready access to information about Transurban and all relevant corporate governance information is available via the Transurban website. The website has a "corporate governance" landing page that stores all the governance-related documents. All ASX announcements and related information, such as information provided to analysts or the media during briefings or presentations, are promptly posted on the website in the Investor Centre. The annual and half year results presentations, financial statements media releases, key events calendar and other communications material are also published on the website.

7.2 INVESTOR ENGAGEMENT

Transurban has a comprehensive security holder engagement program which includes briefings, presentations and events, including an annual Investor Day. The program includes scheduled and ad-hoc briefings with institutional and private investors, analysts and the financial media and aims to provide a forum for two-way communications between Transurban and these stakeholders.

7.3 ANNUAL GENERAL MEETING

Transurban regards its AGM as an important opportunity to communicate with security holders. It is also a major forum for security holders to ask questions about the performance of Transurban, and to provide feedback to Transurban about information they have received.

Transurban welcomes and encourages security holder attendance and participation at AGMs. The full text of notices of meeting and explanatory material is published on the Transurban website. AGMs are also webcast live to accommodate security holders who are unable to attend in person. The webcast is also available on the website for viewing post AGM.

8 Risk management

Relevant governance documents:

Audit and Risk Committee Charter

Risk Management Policy

8.1 RISK MANAGEMENT FRAMEWORK

The Board is responsible for overseeing the implementation of an effective system of risk management and internal control. The responsibility for designing, implementing and maintaining a sound system of risk management and internal control has been delegated to management through the CEO. Transurban has a 'risk based, outcomes focused and values driven' risk vision.

Transurban has an Enterprise-wide Risk Management Framework (ERMF) to ensure that the business has a consistent, rigorous approach to the identification, analysis and evaluation of risk. The 2014 ERMF includes a Risk Management Policy, a copy of which can be found on Transurban's website, along with Risk Standards, Risk Guidelines and a suite of Risk Tools.

The ERMF is overseen by the Audit and Risk Committee and is actively managed by the Executive Committee in conjunction with management. The ERMF is aligned with the AS/NZS 31000:2009 risk standard and is subject to regular review by Internal Audit.

During the reporting period, the Audit and Risk Committee received a draft revision of the ERMF, which included the updated Risk Management Policy, and Standards, Guidance and Tools designed to:

- set out Transurban's commitment to an integrated, enterprise-wide approach to managing risk across all aspects of its operations;
- detail the required risk management processes, roles and responsibilities; and
- provide a single point of reference that outlines how risk management is conducted within Transurban.

The ERMF was independently reviewed by Ernst & Young and was confirmed as being fit for an entity of Transurban's size and industry grouping, and sufficiently rigorous for Transurban's operational and strategic context. No material omissions were noted and the two minor recommendations offered were agreed and adopted.

Management subsequently endorsed the reviewed ERMF documents, and the Audit and Risk Committee then reviewed and approved the ERMF and Risk Management Policy. The ERMF essentials were rolled out to the business and accompanied by a comprehensive change management program.

The 3rd Edition of the ASX Corporate Governance Principles and Recommendations formally introduced the concept of 'risk appetite'. The Transurban ERMF incorporates a Board approved risk appetite statement which comprises a methodology for measuring (in a quantitative and qualitative way) the Board's expectation of management regarding operating in-line with the appetite levels expressed.

8.2 INTERNAL AUDIT FUNCTION

Internal Audit provides independent and objective assurance on the adequacy and effectiveness of Transurban's systems for internal control, together with recommendations to improve the efficiency of the relevant systems and processes.

Transurban has a co-sourced Internal Audit function. Transurban uses an external service provider, Deloitte, supplemented by a core internal team to deliver the internal audit service. The co-source model enables a balance of external leading edge experience and internal knowledge.

Internal Audit operates under a plan approved by the Audit and Risk Committee and has full access to all functions, records, property and personnel of the Transurban Group. Internal Audit administratively reports to the CFO and has a direct communication line to the Chair of the Audit and Risk Committee.

A risk based approach is used to focus assurance activities and the internal audit plan is presented annually to the Audit and Risk Committee for approval. The results of internal audit activities are reported to the Audit and Risk Committee.

8.3 MATERIAL RISK DISCLOSURE

Transurban's Risk Management Policy supports its strategy of creating an environment in which risk management underpins consistently good practice – enabling informed decisions that optimise returns within a specified appetite for risk, and where there are no material surprises. In particular, the Policy identifies that Transurban's ERMF will "drive organisational sustainability and resilience through the integration and embedding of risk management into the business' decision making and long term planning activities". As such, Transurban has connected the importance of economic, environmental and social sustainability risk disclosure when providing a complete picture of our performance.

Transurban understands that "material exposure" in this context means a real possibility that the risk in question could substantively impact the listed entity's ability to create or preserve value for security holders over the short, medium or long term. In this context materiality is linked to the rating attributed to risks, therefore a High or Very High rated risk would be considered material.

Transurban believes that a key requirement of effective risk management is the provision of a consistent and transparent view of the material business risks to the Audit and Risk Committee and the Board, enabling it to assess the adequacy of management's framework, strategies and treatments relating to those risks. At the time of reporting, Transurban has no High or Very High rated risks to our economic, environmental and social sustainability profile.

Transurban's sustainability exposures are incorporated within its annual Sustainability Report.

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

Transurban Group

ABN/ARBN

Transurban International Holdings Limited – ABN 90 121 746 825
Transurban Holdings Limited – ABN 86 098 143 429
Transurban Holding Trust – ABN 30 169 362 255 / ARSN 098 807 419

Financial year ended

30 June 2014

Our corporate governance statement² for the above period above can be found at:³

☐ these pages of our annual report: _____

☒ this URL on our website: http://www.transurban.com/files/2014_Annual_report.pdf

The Corporate Governance Statement is accurate and up to date as at 31 August 2014 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date here: 5 September 2014



Sign here: _____
Company Secretary

Print name: Amanda Street

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² “Corporate governance statement” is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity’s corporate governance statement can be found.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management):</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.transurban.com/files/Board_Charter.pdf</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.transurban.com/files/Diversity_Policy_Jan_2014.pdf</p> <p>... the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE		
<p>2.1 The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; <u>OR</u></p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.transurban.com/files/Nomination_Committee_Charter.pdf</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.transurban.com/files/2014_Annual_report.pdf (refer to the Directors Report)</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... where applicable, the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	<p>... our code of conduct or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.transurban.com/files/Code_of_Conduct_Jan_2014.pdf</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING		
<p>4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; <u>OR</u></p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.transurban.com/files/Audit_and_Risk_Committee_Charter.pdf</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.transurban.com/files/2014_Annual_report.pdf (refer to the Directors Report)</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable</p>
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	<p>... our continuous disclosure compliance policy or a summary of it:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.transurban.com.au/TUHR074_Continuous_Disclosure_Policy_CURRENT_31_July_2013.pdf</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at this location: www.transurban.com	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.transurban.com/files/Audit_and_Risk_Committee_Charter.pdf</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.transurban.com/files/2014_Annual_report.pdf (refer to the Directors Report)</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at this location: <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; <u>OR</u> (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at this location: <i>Insert location here</i> [If the entity complies with paragraph (b):] ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes: <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at this location: <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at this location: <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
<p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; <u>OR</u></p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.transurban.com/files/Remuneration_and_Human_Resources_Committee_Charter.pdf</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.transurban.com/files/2014_Annual_report.pdf (refer to the Directors Report)</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>