

Notice reference number: 1463.15.11

Notice date: 26/11/2015

## What's this about?

Effective date: 27/11/2015

<input checked="" type="radio"/> ASX Trade	<input type="radio"/> ASX 24	<input type="radio"/> ASX TECH
<input type="radio"/> Trading	<input checked="" type="radio"/> Clearing	<input checked="" type="radio"/> Settlement
<input checked="" type="radio"/> Operations	<input type="radio"/> Technology	<input checked="" type="radio"/> Market Data
<input checked="" type="radio"/> Rules	<input type="radio"/> Compliance	<input checked="" type="radio"/> Risk
<input type="radio"/> Other		

### Transurban Group ("Transurban") - ASX Settlement Operating Rule 5.18.2 inclusion of entitlements of Transurban ("Entitlements") as "FOR" Financial Products

This Notice contains important information about the eligibility to participate in the Transurban Pro-rata Accelerated Renounceable Entitlement Offer (with retail rights trading) ("**Offer**") of new Transurban stapled securities ("**New Securities**") to Transurban's existing ordinary shareholders and should be read carefully by Participants.

The following class of Financial Products has been included in Schedule 1 of the ASX Settlement Operating Rules as an FOR Financial Product effective Friday, 27 November 2015.

Issuer	Financial Product	ASX Code
Transurban Group	Entitlements - Excluded Investor	TCLR

## What do I need to do and by when?

Only "Eligible Persons" (as defined in the attachment to this Notice) are entitled to acquire and exercise Entitlements, which are scheduled to commence trading under ASX code TCLR on a deferred settlement basis on Friday, 27 November 2015 ("**Transurban's Financial Products**"). Eligible Persons that purchase Transurban's Financial Products will need to complete a specific Appendix E – Entitlement and Acceptance Form that can be obtained from their broker or by calling the Transurban Security Holder Information Line on 1300 360 146 (within Australia) or +61 3 9415 4315 (outside Australia) from 8:30am to 5:30pm (AEDT) Monday to Friday.

Transurban reserves the right to reject any Appendix E – Entitlement and Acceptance Form that it believes comes from a person who is not an Eligible Person.

Transurban's Financial Products will trade generally on ASX, however, if Transurban's Financial Products are purchased in a transaction on ASX by a person that is not an Eligible Person (each, an "**Excluded Investor**"), such Excluded Investors will not be entitled to exercise Transurban's Financial Products to subscribe for New Securities. Further, any "**Excluded U.S. Investor**", as that term is defined in the attachment to this Notice, will not be entitled to acquire or hold any of Transurban's Financial Products.

Transurban's Financial Products which are not or are not able to be exercised will be sold through a retail shortfall bookbuild. Any premium over the offer price of A\$9.60 per New Security received in respect of the New Securities sold under the retail shortfall bookbuild (net of any applicable withholding taxes) will be remitted proportionally to holders of those Transurban Financial Products at the close of the Offer. The retail premium, if any, is expected to be paid on or about 30 December 2015.

In order to ensure that foreign ownership restrictions can be monitored and that Excluded U.S. Investors do not acquire or hold Transurban's Financial Products and Excluded Investors do not exercise any right to subscribe for New Securities, ASX Settlement has agreed:

- (a) To classify Transurban's Financial Products as FOR Financial Products under the ASX Settlement Operating Rules and to include Transurban's Financial Products in Schedule 1 of the ASX Settlement Operating Rules Procedures; and
- (b) To implement certain additional procedures as contemplated in Guidance Note 13 of the ASX Settlement Operating Rules (Financial Products subject to Foreign Ownership Restrictions) in relation to Transurban's Financial Products.

The following conditions apply to Transurban's Financial Products:

#### Foreign Person

A "Foreign Person" is an "Excluded Investor" as that term is defined in the attachment to this Notice.

#### Level of Foreign Ownership

The relevant Foreign Person ownership level is zero.

**This means that no Excluded Investor, as that term is defined, may exercise any right to subscribe for New Securities for any of Transurban's Financial Products they purchase or hold. Further, no Excluded U.S. Investor, as that term is defined, may acquire or hold Transurban Financial Products.**

Transurban, as issuer of the Financial Products, has agreed to be bound by the additional obligations of an issuer of FOR Financial Products under Rule 5.18 of the ASX Settlement Operating Rules.

Transurban's Financial Products are being offered and will be traded on the ASX market in reliance on the safe harbour provisions of Regulation S under the US Securities Act of 1933, as amended. The status of FOR Financial Products to Transurban's Financial Products under the ASX Settlement Operating Rules will be applied to TCL's Financial Products.

Where a holder is currently designated as "F" or "M", that person cannot exercise any right to subscribe for New Securities for any of Transurban's Financial Products they purchase or hold.

Where the holder is currently designated as "F", and wishes to hold Transurban's Financial Products, but is not an Excluded U.S. Investor, a new holder record should be established for that holder designated as "D" for the purposes of holding Transurban's Financial Products.

Where a holder is currently designated as "F" or "M", and is an Excluded U.S. Investor, that person cannot acquire and hold any of Transurban's Financial Products.

**Participants should liaise with clients intending to purchase or hold Transurban's Financial Products and make all necessary enquiries to ensure that those clients who are Excluded Investors are made aware that they cannot exercise any right to subscribe for New Securities and that those clients who are Excluded U.S. Investors are made aware that they cannot acquire or hold any of Transurban's Financial Products. Failure to do so may result in client loss. Similarly, Participants may be liable for any failure to establish a new Holder Record designated as "D" or effect a change of residency indicator where it is necessary.**

Transurban's Financial Products cannot be acquired or held by an Excluded U.S. Investor in holdings designated as "F" or "M" under any circumstances, as they may be subject to divestment action by Transurban as set out under the ASX Settlement Operating Rules. [Click here for more information and definitions.](#)

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#### Need more information?

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##### Disclaimer