

# Form 604

Corporations Act 2001

Section 671B

## Notice of change of interests of substantial holder

To: Company Name/Scheme Spark Infrastructure Group  
stapling a share in each of Spark Infrastructure Holdings No. 1 Limited, Spark Infrastructure Holdings No. 2 Limited and Spark Infrastructure Holdings International Limited respectively, a unit in Spark Infrastructure Trust)

Level 6, National Australia Bank House,  
255 George Street, SYDNEY NSW 2000

ACN/ARSN ACN 14 116 940 786, 16 116 940 795, 117 034 492, 116 870 725

### 1. Details of substantial holder (1)

Name Lazard Asset Management Pacific Co  
ACN/ARSN (if applicable) ACN 064 523 619

There was a change in the interests of the substantial holder on 15/07/2011  
The previous notice was given to the company on 31/05/2011  
The previous notice was dated 31/05/2011

### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice Person's votes (5)		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Stapled	142,178,187	10.72%	125,066,233	9.43%

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure B					

### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Annexure C					

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## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Annexure A of 1 page (no changes since previous filing)	Related bodies corporate

## 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Lazard Asset Management Pacific Co and its associates listed in Annexure A	Level 39, Gateway 1 Macquarie Place SYDNEY NSW 2000

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## Signature

print name

**Apnavi Saddington**

capacity

**Company Secretary**

sign here

date

19 July 2011

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## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
  - (2) See the definition of 'associate' in section 9 of the Corporations Act 2001.
  - (3) See the definition of 'relevant interest' in sections 608 and 671B(7) of the Corporations Act 2001.
  - (4) The voting shares of a company constitute one class unless divided into separate classes.
  - (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
  - (6) Include details of:
    - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
    - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
  - (7) See the definition of 'relevant agreement' in section 9 of the Corporations Act 2001. Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
  - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write 'unknown'.
  - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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## **Annexure 'A'**

This is Annexure A of 1 page referred to in Form 604 Notice of change of interests of substantial holder signed by me and dated 19 July 2011.

Apnavi Saddington  
Company Secretary

Dated 19 July 2011

### **Associates of Lazard Asset Management Pacific Co. ACN 064 523 619**

Lazard Ltd  
Lazard Group LLC  
Lazard Frères & Co LLC  
Lazard Asset Management LLC  
Lazard Brothers & Co., Ltd.  
Lazard Asset Management (Canada), Inc.  
Lazard Pension Management, Inc  
Lazard Asset Management Limited, London  
Lazard Japan Asset Management KK  
Deutsche Lazard Asset Management Holding GmbH  
Lazard Asset Management (Deutschland) GmbH  
Lazard Funds Marketing GmbH, Frankfurt  
Lazard Alternatives LLC  
Lazard Investment Funds Limited, Dublin  
Lazard Fund Managers (Ireland) Limited  
Lazard Fund Managers Limited, London  
Lazard Debt Recovery Management LLC  
LAMP Administration Pty Ltd  
Lazard Pty Ltd  
LCW Private Equity Pty Ltd  
Lazard Korea Asset Management Co. Ltd  
Lazard Asset Management (Hong Kong) Limited  
Lazard Asset Management Securities LLC

## **Annexure 'B'**

This is Annexure B of 3 pages referred to in Form 604, Notice of change of interests of substantial holder, signed by me and dated 19 July 2011.

Apnavi Saddington  
Company Secretary

Dated 19 July 2011

Lazard Asset Management Pacific Co  
ACN: 064 523 619

**Form 604**  
**Annexure B - Changes in relevant interests**

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change AUD	Class and number of securities affected (Stapled securities)	Person's votes affected
06/01/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 182,089.30	144,100	144,100
06/09/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 695,656.03	541,400	541,400
6/14/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 179,096.57	142,300	142,300
6/15/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 8,732.86	6,900	6,900
6/16/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 286,494.47	218,500	218,500
6/16/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 1,911,356.04	1,457,729	1,457,729
6/16/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 383,522.34	292,500	292,500
6/16/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 929,500.82	708,900	708,900
6/16/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 592,918.99	452,200	452,200
6/16/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 944,579.47	720,400	720,400
6/16/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 581,511.66	443,500	443,500
6/16/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 990,602.16	755,500	755,500
6/16/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 11,395.91	8,700	8,700
6/16/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 76,327.73	58,271	58,271
6/16/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 15,325.54	11,700	11,700
6/16/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 37,069.46	28,300	28,300
6/16/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 23,708.74	18,100	18,100
6/16/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 37,674.63	28,762	28,762
6/16/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 23,184.79	17,700	17,700
6/16/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 39,558.22	30,200	30,200
6/20/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 715,898.15	569,200	569,200
6/20/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 21,639.71	17,200	17,200
6/22/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 654,304.77	512,200	512,200
6/22/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 134,845.29	105,559	105,559
6/22/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 135,079.02	105,559	105,559
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 322,082.03	257,100	257,100
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 30,185.01	24,100	24,100
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 876.56	700	700
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 10,769.25	8,600	8,600
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 50,340.01	40,200	40,200
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 19,409.70	15,500	15,500
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 4,508.06	3,600	3,600
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 6,636.87	5,300	5,300
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 1,252.24	1,000	1,000
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 1,252.24	1,000	1,000
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 77,220.25	61,900	61,900
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 91,430.26	72,600	72,600
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 2,120.32	1,700	1,700

**Form 604**  
**Annexure B - Changes in relevant interests**

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change AUD	Class and number of securities affected (Stapled securities)	Person's votes affected
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 2,518.61	2,000	2,000
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 27,564.22	22,100	22,100
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 32,616.05	25,900	25,900
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 129,215.10	103,600	103,600
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 153,236.25	121,683	121,683
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 49,640.55	39,800	39,800
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 58,935.57	46,800	46,800
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 11,349.97	9,100	9,100
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 13,474.59	10,700	10,700
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 17,087.32	13,700	13,700
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 20,274.85	16,100	16,100
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 3,118.12	2,500	2,500
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 3,651.99	2,900	2,900
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 3,367.57	2,700	2,700
6/23/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 4,029.78	3,200	3,200
6/24/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 1,178,460.86	954,200	954,200
6/24/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 32,227.69	26,100	26,100
6/24/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 420,194.79	340,300	340,300
6/24/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 1,972,825.00	1,597,717	1,597,717
6/24/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 758,029.91	613,900	613,900
6/24/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 173,856.67	140,800	140,800
6/24/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 261,155.44	211,500	211,500
6/24/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 47,415.46	38,400	38,400
6/24/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 51,243.27	41,500	41,500
07/05/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 162,684.72	123,000	123,000
07/06/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 574,028.17	438,100	438,100
07/15/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Ceasing to have the power to vote or dispose of the securities	\$ 8,487,797.76	6,631,092	6,631,092

## **Annexure 'C'**

This is Annexure C of 3 pages referred to in Form 604, Notice of change of interests of substantial holder, signed by me and dated 19 July 2011.

Apnavi Saddington  
Company Secretary  
Lazard Asset Management Pacific Co  
ACN: 064 523 619

Dated 19 July 2011

**Form 604**  
**Annexure C - Present Relevant Interests**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities (Stapled)	Person's votes
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	BNY Mellon	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 7,197,377	Stapled – 7,197,377
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Pictet & Cie Banquiers	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 1,752,933	Stapled – 1,752,933
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	JP Morgan Chase Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 5,970,163	Stapled – 5,970,163
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Citicorp Nominees Pty Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 9,626,104	Stapled – 9,626,104
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	HSBC London	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 13,757,898	Stapled – 13,757,898
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Boston	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 2,419,472	Stapled – 2,419,472
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 4,779,763	Stapled – 4,779,763
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Boston	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 7,765,259	Stapled – 7,765,259
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 18,010,749	Stapled – 18,010,749
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 1,601,574	Stapled – 1,601,574
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	PFPC Trust Co.	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 4,383,429	Stapled – 4,383,429
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Canada Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 6,059,853	Stapled – 6,059,853
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 459,783	Stapled – 459,783
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Citibank Pty Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 2,572,525	Stapled – 2,572,525
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Bank of New York	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 3,952,327	Stapled – 3,952,327
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	JP Morgan Chase Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 11,342,423	Stapled – 11,342,423
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	National Australia Bank Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 9,403,240	Stapled – 9,403,240
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	National Australia Bank Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 1,015,170	Stapled – 1,015,170

**Form 604**  
**Annexure C - Present Relevant Interests**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities (Stapled)	Person's votes
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	National Australia Bank Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 1,542,194	Stapled – 1,542,194
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	National Australia Bank Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 280,487	Stapled – 280,487
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	National Australia Bank Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 303,527	Stapled – 303,527
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Boston	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 10,869,983	Stapled – 10,869,983