

# 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 No. 3 Limited, respectively a unit in Spark Infrastructure Trust)  
  
Level 25, Suncorp Building,  
259 George Street, SYDNEY NSW 2000  
  
ACN/ARSN ACN: 116 870 725, 16 940 786, 16940 795

### 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 11/09/2013

The previous notice was given to the company on 14/06/2013

The previous notice was dated 14/06/2013

### 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	109,643,018	8.26%	125,096,755	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

13 September 2013

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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 13 September 2013.

Apnavi Saddington  
Company Secretary

Dated: 13 September 2013

### **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 Asset Management (Hong Kong) Limited  
Lazard Korea Asset Management Co. Ltd  
Lazard Asset Management Securities LLC  
Lazard Asset Management (Singapore) Pte Ltd

## **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 13 September 2013

Apnavi Saddington  
Company Secretary

Dated: 13 September 2013

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
13/06/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 295,335.44	177,290	177,290
13/06/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 1,300,269.68	782,900	782,900
13/06/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 269,957.51	162,543	162,543
13/06/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 5,345.85	3,222	3,222
19/06/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 512,306.36	295,400	295,400
20/06/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 75,932.08	45,000	45,000
20/06/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 308,621.73	182,900	182,900
21/06/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 176,204.23	103,300	103,300
24/06/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 86,491.89	51,300	51,300
24/06/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 337,200.33	200,000	200,000
25/06/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 85,124.91	50,000	50,000
25/06/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 203,789.03	119,700	119,700
25/06/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 421,451.87	248,887	248,887
25/06/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 670,278.16	402,000	402,000
02/07/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 396,739.33	226,800	226,800
02/07/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 107,406.50	61,400	61,400
10/07/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 293,751.00	166,000	166,000
11/07/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 306,086.75	170,800	170,800
23/07/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 3,283,695.13	1,799,285	1,799,285
01/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 518,807.21	287,600	287,600
01/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 946,528.28	521,900	521,900
02/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 1,604,115.23	886,000	886,000
02/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 125,151.71	68,351	68,351
08/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 266,681.98	152,216	152,216
08/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 906,973.81	517,680	517,680
08/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 25,079.53	14,384	14,384
08/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 85,295.51	48,920	48,920
08/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	\$ 520,711.63	300,000	300,000
09/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 312,148.45	175,199	175,199
19/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 194,090.24	109,082	109,082
19/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 280,674.83	157,744	157,744
19/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 102,516.49	57,616	57,616
19/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 66,348.54	37,289	37,289
19/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 94,406.41	53,058	53,058
26/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 691,638.28	400,800	400,800
26/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 790,345.13	458,000	458,000
28/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 41,412.80	24,423	24,423
28/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 73,696.90	43,477	43,477
28/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 1,728,398.21	1,017,185	1,017,185
28/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 192,745.63	113,422	113,422
30/08/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 3,218,215.00	2,000,000	2,000,000

**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
02/09/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 287,410.61	175,500	175,500
06/09/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 3,238,235.00	2,000,000	2,000,000
10/09/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 658,899.01	405,860	405,860
11/09/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 341,051.19	209,325	209,325
11/09/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 6,654,319.54	4,084,183	4,084,183
11/09/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 6,353,761.11	3,899,711	3,899,711
11/09/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 186,341.93	114,370	114,370
11/09/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 269,722.49	165,546	165,546
11/09/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 98,570.43	60,499	60,499
11/09/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 63,641.71	39,061	39,061
11/09/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	\$ 90,766.14	55,709	55,709

## **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 13 September 2013.

Apnavi Saddington  
Company Secretary

13 September 2013  
Dated

Lazard Asset Management Pacific Co  
ACN: 064 523 619

**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	State Street Boston	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 248,887	Stapled – 248,887
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 – 8,163,214	Stapled – 8,163,214
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 – 1,183,033	Stapled – 1,183,033
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 – 2,567,495	Stapled – 2,567,495
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 – 5,715,099	Stapled – 5,715,099
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 – 9,323,698	Stapled – 9,323,698
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 – 1,713,922	Stapled – 1,713,922
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	BNP Paribas	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 6,182,959	Stapled – 6,182,959
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 – 2,058,576	Stapled – 2,058,576
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 – 11,650,909	Stapled – 11,650,909
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 – 10,445,799	Stapled – 10,445,799
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 – 1,710,859	Stapled – 1,710,859
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 – 19,089	Stapled – 19,089
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 – 115,108	Stapled – 115,108
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 – 4,418,929	Stapled – 4,418,929
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 – 3,922,160	Stapled – 3,922,160
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	LF & Co	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 8,980	Stapled – 8,980
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 – 740,652	Stapled – 740,652



**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	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 73,791	Stapled – 73,791
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 – 152,964	Stapled – 152,964
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	Northern Trust	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 7,082,480	Stapled – 7,082,480
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 – 368,681	Stapled – 368,681
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 – 24,617,855	Stapled – 24,617,855
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 – 12,378,437	Stapled – 12,378,437
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 – 1,341,096	Stapled – 1,341,096
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 – 1,934,409	Stapled – 1,934,409
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 – 709,018	Stapled – 709,018
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 – 455,727	Stapled – 455,727
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 – 652,942	Stapled – 652,942
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 – 4,680,683	Stapled – 4,680,683
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 – 245,641	Stapled – 245,641
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	CIBC Mellon	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Stapled – 213,663	Stapled – 213,663