



Thursday, 16 May 2013

The Manager
Company Announcements
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam

2013 ANNUAL GENERAL MEETING

I enclose the Chairman's address and management presentation to be delivered today at the 2013 AGM of Spark Infrastructure.

Yours faithfully,

A handwritten signature in blue ink, appearing to read "Alex Finley".

Alexandra Finley
Company Secretary



Spark Infrastructure Annual General Meeting 2013

Thursday, 16 May 2013

Chairman's address – Brian Scullin

Ladies and Gentlemen,

Thank you for attending the 2013 Annual General Meeting of Spark Infrastructure.

As I have reflected on my first full year as Chairman, I am pleased with what the management teams at both the Spark and Asset Company levels have been able to achieve during the year.

During a period of protracted economic and global market uncertainty, Spark Infrastructure and the businesses in which it holds a 49% interest - SA Power Networks and CitiPower and Powercor, together known as Victoria Power Networks - have maintained their focus on core business, while at the same time remaining alert to opportunities to add further value.

At the Spark level, this included delivering a growing distribution for securityholders, continuing to support the strong organic growth in the existing assets, and increasing our net equity investment in the existing assets through the ongoing de-leveraging in the businesses.

At the Asset Company level, a range of challenges have arisen from changing electricity demand patterns, continuing government policy influences such as solar incentive schemes and a regulatory regime which has been the subject of ongoing review.

The Asset Companies' response to these challenges has been to deliver services in an increasingly efficient manner and to maintain a rigorous and prudent approach to their long term business planning.

I will touch on this again later but firstly I want to spend some time explaining how Spark infrastructure is delivering now for our securityholders, and alongside the Asset Companies, how we are preparing to continue doing so into the future.

Our central value proposition continues to be the delivery of a growing distribution providing an attractive yield coupled with strong asset growth in quality businesses. Underpinning this is the strong and growing operating cashflow which is being generated by our investments.

As I emphasised in my report to you which you will have received last month, the quality of these cashflows is the backbone of the Spark Infrastructure story. The cashflows are sufficient to simultaneously internally fund the substantial equity portion of Asset Companies' capital expenditure, to modestly de-gear their balance

sheets and to make distributions to their shareholders, which in turn allows Spark Infrastructure to provide a growing distribution profile to its securityholders.

This is important to us, as we know our securityholders value a reliable and steadily growing distribution. For this reason we decided last year to provide distribution growth guidance of 3-5% per annum out to 2015.

We cannot go beyond this timeframe until we have clarity on the next regulatory resets for the Asset Companies. However, we continue to review the level of distributions on a regular basis to ensure it remains appropriate.

In addition to this medium term guidance, your Directors have provided distribution guidance for 2013 of 11.0 cents per security, which is at the top end of that 3-5% growth range. This is an increase of 4.8% over the full year distribution for 2012 of 10.5cps, which in turn, represented a 5% increase over 2011. As always, our distributions are 100% covered by operational cashflows.

We believe this track record of consistent distribution growth since the business was restructured in 2010 demonstrates the fundamental strength of the current asset portfolio, and is a priority for me and my fellow Directors.

The Asset Companies' combined Regulated Asset Bases, known as RAB for short, grew by 9.7% in 2012. This growth is underpinned by the regulatory system and comes at no acquisition premium.

The combined RAB of the Asset Companies is expected to grow on average by a compound 7-8% per annum during the course of the current five year regulatory periods to December 2015, based on the Australian Energy Regulator's 2010 determinations and after factoring in the expected outperformance against those regulatory allowances.

The growth in the RAB is extremely positive in itself, but it needs to be viewed alongside the planned reduction in gearing at the asset level which will compound the benefits of growth.

At 31 December 2012 the Asset Companies gearing level as measured by net debt to RAB was 79.7%, down from 81.5% in the previous year. Our expectation is that they will continue to move towards the 75% level by 2015.

The rate of de-levering should quicken in the latter half of the regulatory period as the rate of capital expenditure growth slows and revenues increase from cumulative tariff increases. We have already started to see this play out with the drop below 80% which I mentioned a moment ago.

This will provide strong growth in Spark Infrastructure's net equity investment in the Asset Companies' asset bases.

At the same time, the Asset Companies' business plans to 2015 provide for ongoing distributions to the shareholders sufficient to allow Spark to provide the growing distribution profile to its securityholders which I discussed earlier.

We believe all of this adds up to an attractive and sustainable value proposition for our securityholders.

To protect this strong platform we need to prepare for the future, whatever it may bring.

The Asset Companies are only half way through their current five year regulatory periods. Nevertheless, preparations have already begun for the next regulatory resets.

These preparations involve a far reaching assessment of the macro business environment and how it may change in the future, as well as a detailed interrogation and analysis of the businesses themselves combined with long term strategic planning.

I commend the management teams in SA Power Networks and Victoria Power Networks for the work they are doing to piece this together. Their understanding of how the regulatory system works, and of how it is changing, is naturally of central importance to this process. I can assure you that their skills and experience in this area are second to none, and their track record is excellent.

I am pleased to say that the businesses continue to operate in a relatively stable regulated environment which is the envy of many businesses and investors around the world.

While the regulatory regime has been the subject of a number of reviews since late 2011, there has been no suggestion of a fundamental shift in the way that electricity utilities are regulated in this country.

The most significant review has been the rule change process undertaken by the Australian Energy Markets Commission (AEMC). The AEMC sets the National Electricity Rules, which are then administered by the Australian Energy Regulator (AER) in the setting of price determinations every five years for SA Power Networks and CitiPower and Powercor.

Under the revised electricity rules the regulatory regime will remain incentive based with opportunities for out-performance against regulatory allowances. Supporting investment remains a priority within the electricity rules. Based on this, the AER is proposing the introduction of a more flexible approach to the calculation of returns for network owners including the application of a 'market test' based on 'reasonableness checks' when setting Weighted Average Cost of Capital (WACC) parameters.

As part of their long term planning, businesses should be able to predict, with a reasonable degree of confidence, the way in which the rate of return will be calculated at any point in time, as well as the likely outcome.

This is fundamental. Long term stability and predictable returns are what will continue to attract the necessary investment to these businesses, which provide consumers with an essential service.

Importantly, there has been no change in that revenues and RAB continue to be inflation protected with pass-throughs for operating and debt costs.

Going forward, the regime may become even more 'incentive based' with a range of new incentives being proposed by the AER in its most recent consultation paper on expenditure incentives. Such an outcome, broadly speaking, would sit well with SA Power Networks and Victoria Power Networks.

Rick Francis will discuss these and other regulatory matters more fully in his presentation to you shortly. We continue to watch this space for further developments.

The strategy at the Spark level is relatively straight forward.

Supporting the substantial organic growth in the Asset Companies, and pursuing continual improvements in the way they do business remains our central focus. We will not be distracted from this.

However, we will remain alert to opportunities to add further value for securityholders. It is likely that such opportunities will be few and far between, and only acquisition opportunities that clearly add value will be considered, with long term value accretion and near term yield accretion the key criteria.

Our investment focus remains unchanged, with regulated electricity distribution and transmission, gas distribution and transmission and water assets with predictable cashflows still setting the bounds of our investment scope.

Nevertheless, further diversification will remain a secondary matter for the Board. Supporting the organic growth in our existing investments and promoting continuous improvement in the way they do business will remain the over-riding priority for us.

Spark continues to be in a solid financial position, with an experienced management team and Board in place.

Our new Managing Director and Chief Executive Officer, Rick Francis, has brought a safe pair of hands and fresh enthusiasm to the role following the retirement of Laura Reed in May of last year. Laura left the business in great shape, and Rick has continued to apply the same discipline and diligence which securityholders expect.

Although it seems a long time ago now, their combined efforts in guiding Spark through the Strategic Review of 2010 and the associated Restructure as well as the internalisation of the management function which followed in 2011 have placed the business in an ideal position to grow in the future.

Last month we farewelled Shane Breheny from the position of CEO of CitiPower and Powercor after nine years in the role. Tim Rourke, the new CEO, took up the reins on 15 April.

Once again, I would like to re-iterate my thanks to Shane for his many years of excellent leadership of the Victorian business, and also my welcome to Tim as he leads it through its new phase of development.

I also want to thank my fellow Board members for their support over the past year, our Managing Director, Rick Francis, for his excellent stewardship of the business since assuming leadership of the management team, and the staff of Spark Infrastructure for their energy and contribution during 2012.

Finally, I thank securityholders for their ongoing support and I look forward to the coming year working on your behalf.

Ends



Delivering
NOW

Annual General Meeting 2013

Yield, Growth and Quality

CONDUCT OF THE MEETING AND PARTICIPATION

- ▶ The Annual General Meeting of Spark Infrastructure is open to securityholders and proxy holders of Spark Infrastructure
- ▶ We will allow time for questions on each resolution and then vote on them together at the end after we have considered and discussed all resolutions
- ▶ All securityholders should clearly state their name and show their registration card to be entitled to vote and speak at the meeting
- ▶ Poll on all resolutions
- ▶ The poll will be conducted by Ms Roopa Paradkar of Computershare Investor Services

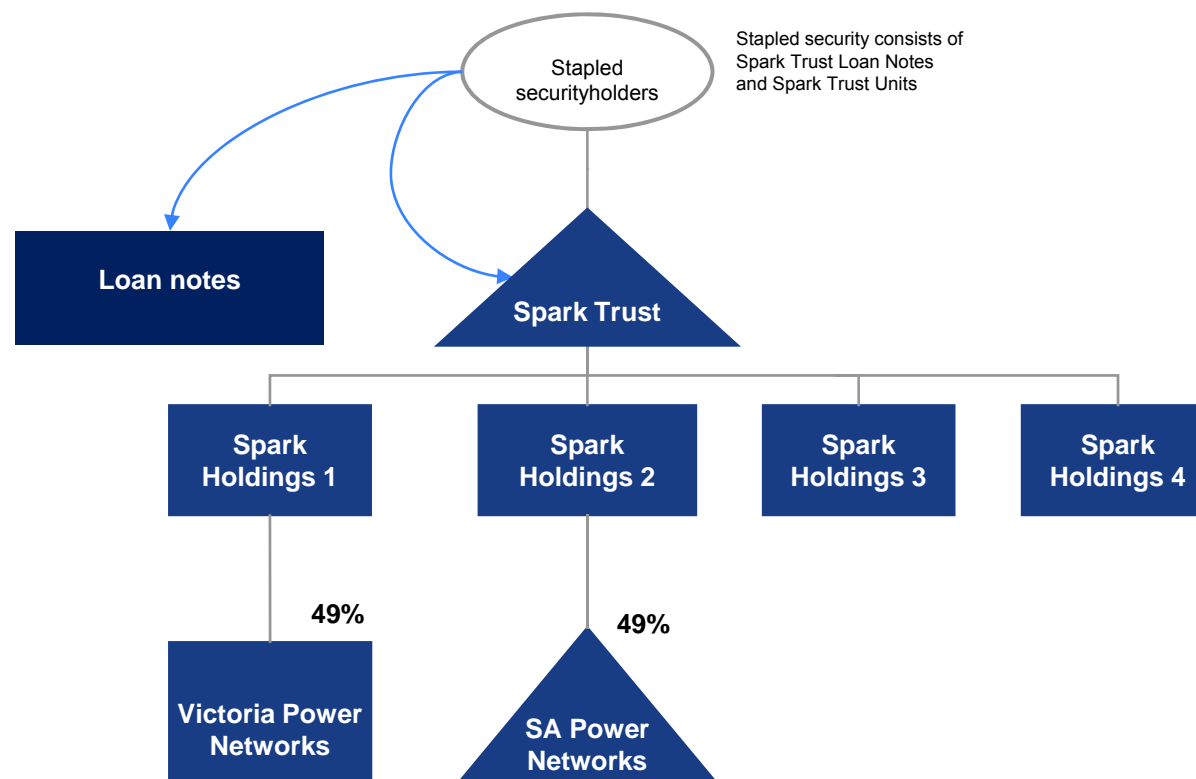
Chairman's address



Mr Brian Scullin, Chairman

CHAIRMAN'S ADDRESS

Delivering now and into the future

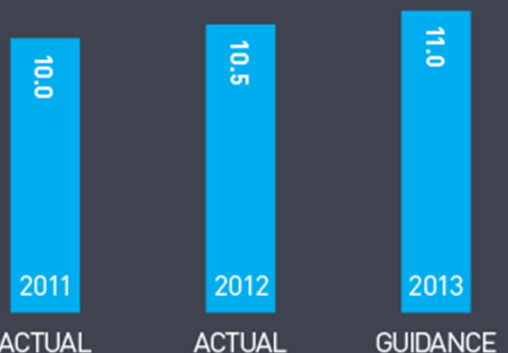


CHAIRMAN'S ADDRESS

Delivering now and into the future

CENTS PER SECURITY

9.7%* 5.0% 4.8%



* Based on a FY 2010 distribution of 9.11cps which was reset at the time of the Restructure in 2010.

CAPITAL GROWTH IN RAB (100% basis)

\$8.1bn

2012

9.7%

\$7.4bn

2011

9.5%

NEXT REGULATORY RESETS

**SA Power
Networks**

1 July 2015

**CitiPower and
Powercor**

1 January 2016

Yield, Growth and Quality

Managing Director's Presentation



Mr Rick Francis, Managing Director & CEO

Presentation Agenda

AGM 2013

1. OVERVIEW
2. REGULATION
3. GROWTH
4. FY 2012 PERFORMANCE – SPARK INFRASTRUCTURE
5. FY 2012 PERFORMANCE – ASSET COMPANIES
6. SUMMARY AND OUTLOOK

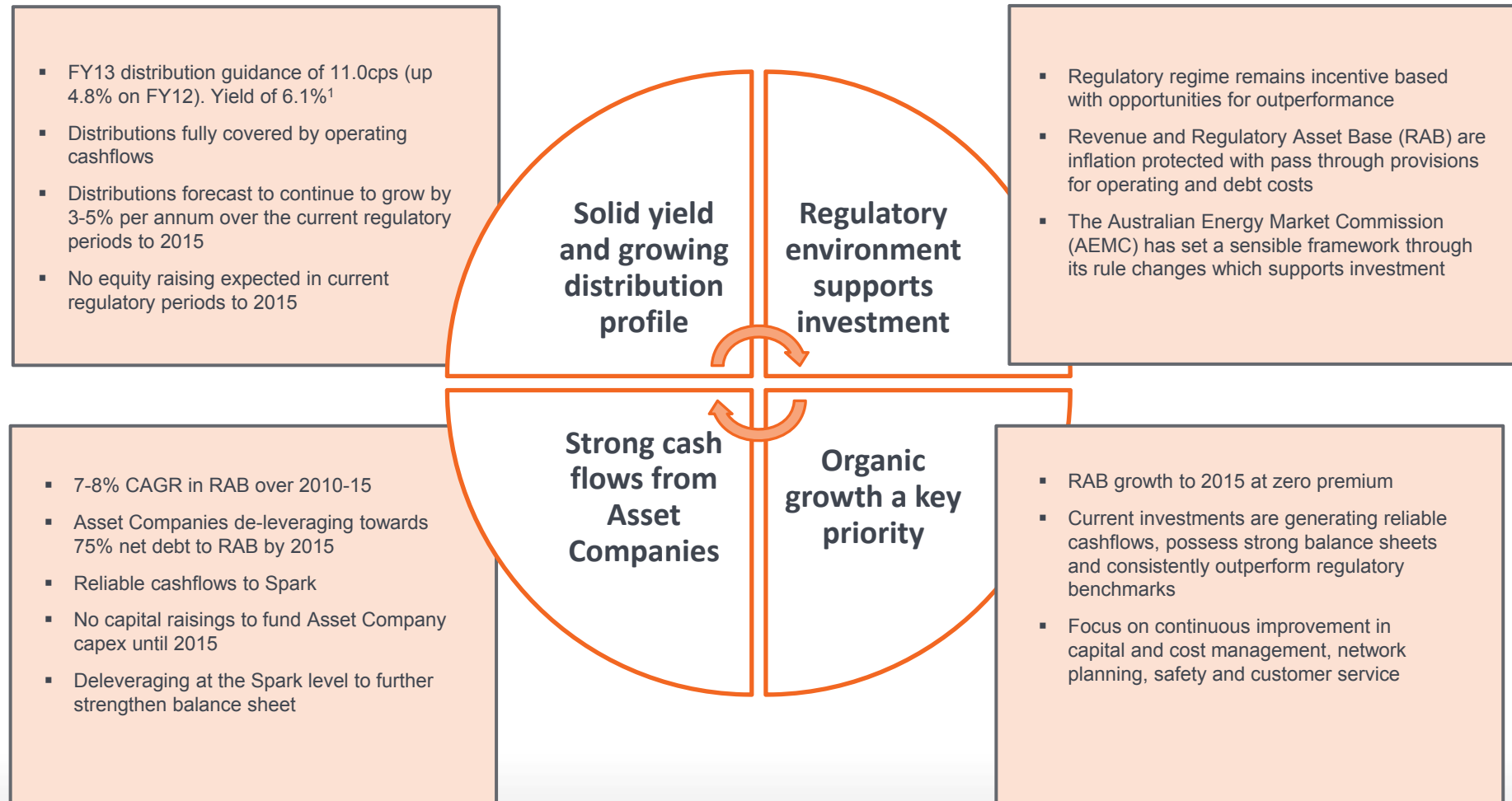


1. OVERVIEW



INVESTMENT PROPOSITION

Yield plus Growth based on Quality



1. Based on FY 2013 distribution guidance of 11.0cps and a closing market price of \$1.815 on Wednesday, 15 May 2013

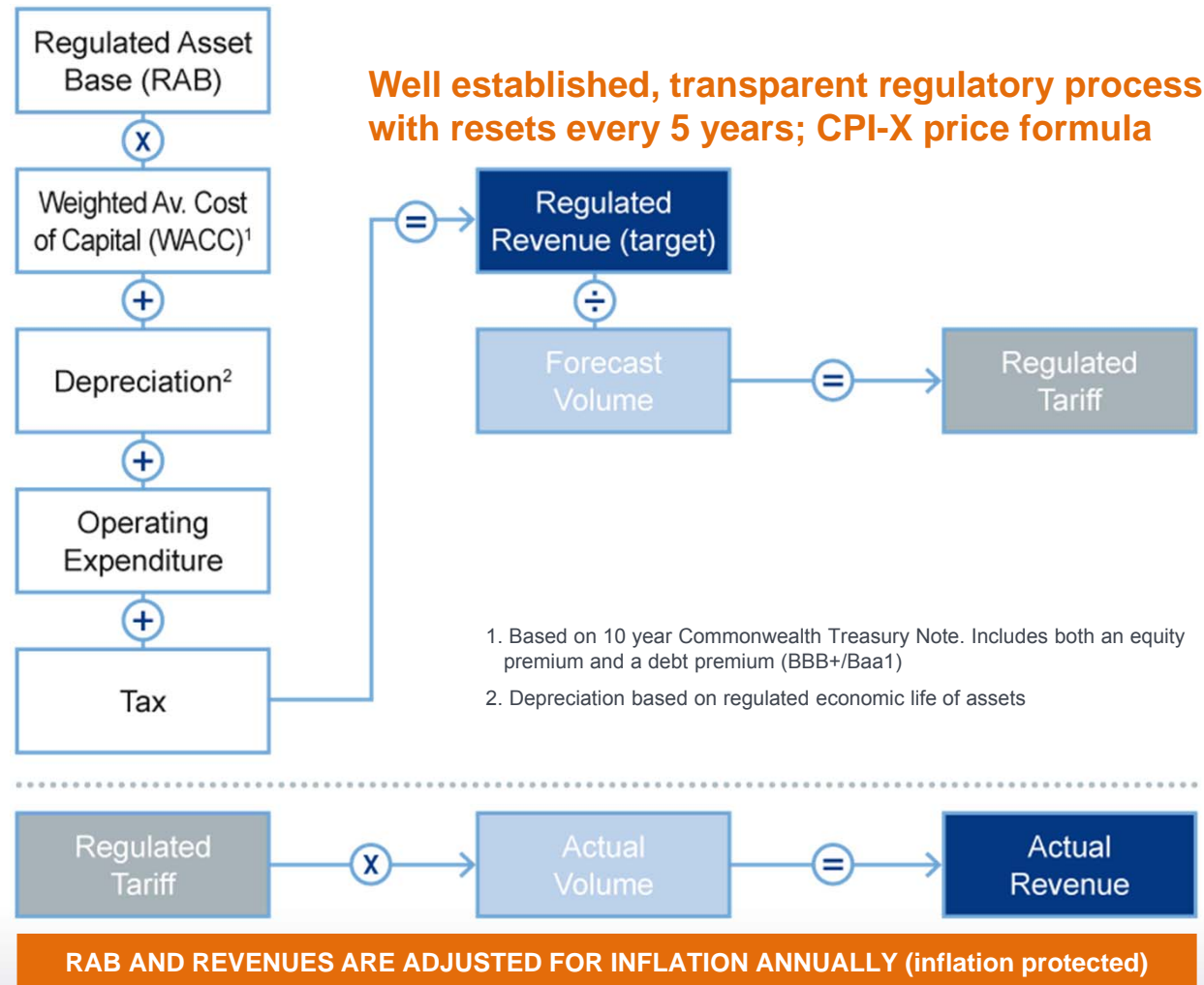


2. REGULATION



REGULATORY FRAMEWORK

In-Built protections – No regulatory resets until 2015



REGULATORY ENVIRONMENT

Regulation under review

AER Rate of Return Guidelines	AER Expenditure Incentive Guidelines	SCER ¹ Limited Merits Review (LMR)
<ul style="list-style-type: none"> In October 2012 the Australian Energy Market Commission (AEMC) amended the National Electricity Rules (NER) The Australian Energy Regulator (AER) is now determining the rate of return guidelines <p>Industry position</p> <ul style="list-style-type: none"> Benchmarking of 'an efficient entity' should exclude benefits of government ownership Calculation of specific inputs to returns should adopt an approach that includes all available information Regulatory judgement should be accompanied by accountability 	<ul style="list-style-type: none"> In March 2013 the AER issued an issues paper on expenditure incentive guidelines Its aims are to incentivise Network Service Providers (NSPs) to: <ul style="list-style-type: none"> Seek efficiency improvements in capital expenditure and opex Share efficiency losses and gains between the NSP and its customers <p>Asset Companies' position</p> <ul style="list-style-type: none"> <i>Setting capex incentives</i> - support the introduction of a continuous, cumulative and symmetric ex-ante capital expenditure sharing scheme <i>Assessing actual capex</i> - greater clarity around all aspects of capex that may be excluded from the RAB <i>Opex incentives</i> - support increasing the benefit sharing ratio (beyond the proposed 30:70) for more efficient businesses 	<ul style="list-style-type: none"> The SCER has proposed three options: <ol style="list-style-type: none"> Retain the status quo Amend the framework but keep the existing appeal body; or Amend the framework and create a new appeal body - the AEAA² <p>Industry position</p> <ul style="list-style-type: none"> The Financial Investors Group (FIG) supports Option 2 with amendment: <ul style="list-style-type: none"> Include two grounds of appeal Limit scope of a review to those matters raised by appellants The appeal body should remain as is
Next milestone: A consolidated consultation paper was issued 10 May 2013; submissions close 14 June 2013	Next milestone: Draft guidelines to be published on 9 August 2013	Next milestone: Awaiting decision from SCER which next meets in late May 2013

1. Standing Council on Energy and Resources
2. Australian Energy Appeals Authority

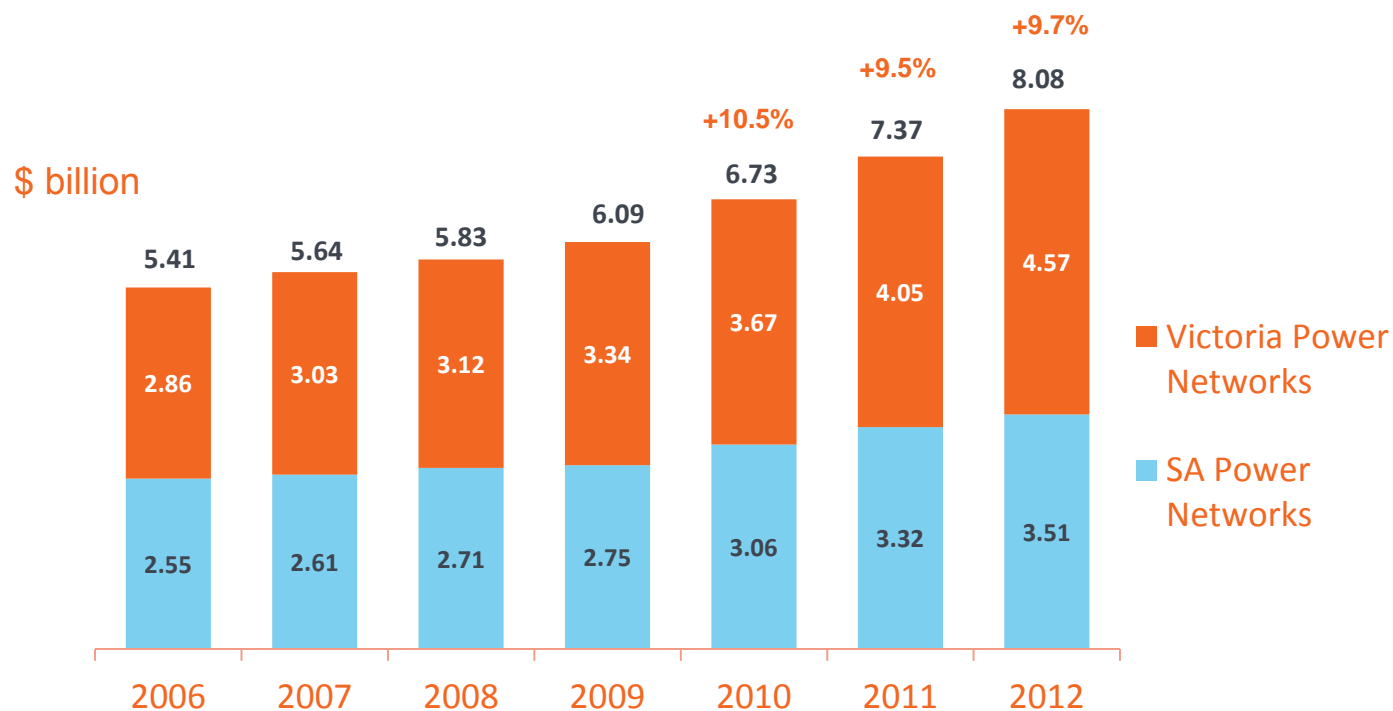


3. GROWTH



RAB GROWTH

Total RAB now \$8.08 billion¹ (100% basis)




ALL CAPITAL EXPENDITURE RECEIVES A RETURN FROM DAY ONE


1. Asset Companies' estimates. Victoria Power Networks figures include AMI RAB


REGULATED PRICE PATH

CPI minus X¹

- ▶ Regulated electricity sales revenues are determined by a price path set according to the CPI-X¹ formula. A negative X-Factor means a real increase in distribution tariffs
- ▶ The regulatory pricing period commences on 1 July each year for SA Power Networks and 1 January each year for Victoria Power Networks (CitiPower and Powercor)

 SA Power Networks	Tariff increase (%) Actual/forecast ^{2,3}
Year 1 (1 Jul 10)	15.38
Year 2 (1 Jul 11)	22.03
Year 3 (1 Jul 12)	6.63
Year 4 (1 Jul 13)	9.70
Year 5 (1 Jul 14)	3.43

 CITIPOWER	Tariff increase (%) Actual/forecast ²
Year 1 (1 Jan 11)	-3.80
Year 2 (1 Jan 12)	7.66
Year 3 (1 Jan 13)	8.92
Year 4 (1 Jan 14)	10.57
Year 5 (1 Jan 15)	10.57

 POWERCOR AUSTRALIA	Tariff increase (%) Actual/forecast ²
Year 1 (1 Jan 11)	2.90
Year 2 (1 Jan 12)	6.63
Year 3 (1 Jan 13)	8.43
Year 4 (1 Jan 14)	9.65
Year 5 (1 Jan 15)	10.16

STRONG GROWTH IN REVENUES BASED ON REAL PRICE INCREASES

1. Whilst referred to as "CPI-X", the actual tariff increase formula used by regulator is: $(1+CPI) \times (1-x) - 1$. Source: AER
2. Figures for SA Power Networks exclude adjustments for STPIS, PV and Q-factor actual and forecast adjustments. Figures for VPN exclude STPIS and any other adjustments.
3. Figures relate to Standard Control Services only



4. FY 2012 PERFORMANCE SPARK INFRASTRUCTURE



KEY HIGHLIGHTS - FY 2012

Delivering now and into the future



TOTAL
REVENUE¹ (100%)

\$1.94BN

9.6%

TOTAL REGULATED
REVENUE (100%)

\$1.63BN

12.8%

ASSET COMPANY EBITDA²
(\$)³ (100%)

\$1.30BN

10.4%

CAPITAL GROWTH IN RAB (100% basis)

\$8.1bn

2012

9.7%

\$7.4bn

2011

9.5%

ASSET COMPANY GEARING

79.7%

2012

1.8%

81.5%

2011

0.8%



OPERATING CASHFLOWS
(STAND ALONE)

\$178.4M

4.1%³

SPARK PROFIT BEFORE LOAN NOTE
INTEREST & TAX (\$)⁴ UNDERLYING⁴

\$277.1M

2.9%

DISTRIBUTIONS

11.0cps

2013 Guidance

4.8%

10.5cps

2012 Actual

5.0%

1. Excluding transmission revenue and customer contributions

2. Excluding customer contributions

3. FY 2011 comparative figure adjusted to exclude \$17.6 million of deferred 2010 sub-debt interest received in May 2011

4. Underlying figures exclude certain non-cash and non-operating items which do not relate to the underlying performance for the period. No adjustments have been made to the reported results for 2012.

FINANCIAL HIGHLIGHTS – FY 2012

Spark Infrastructure

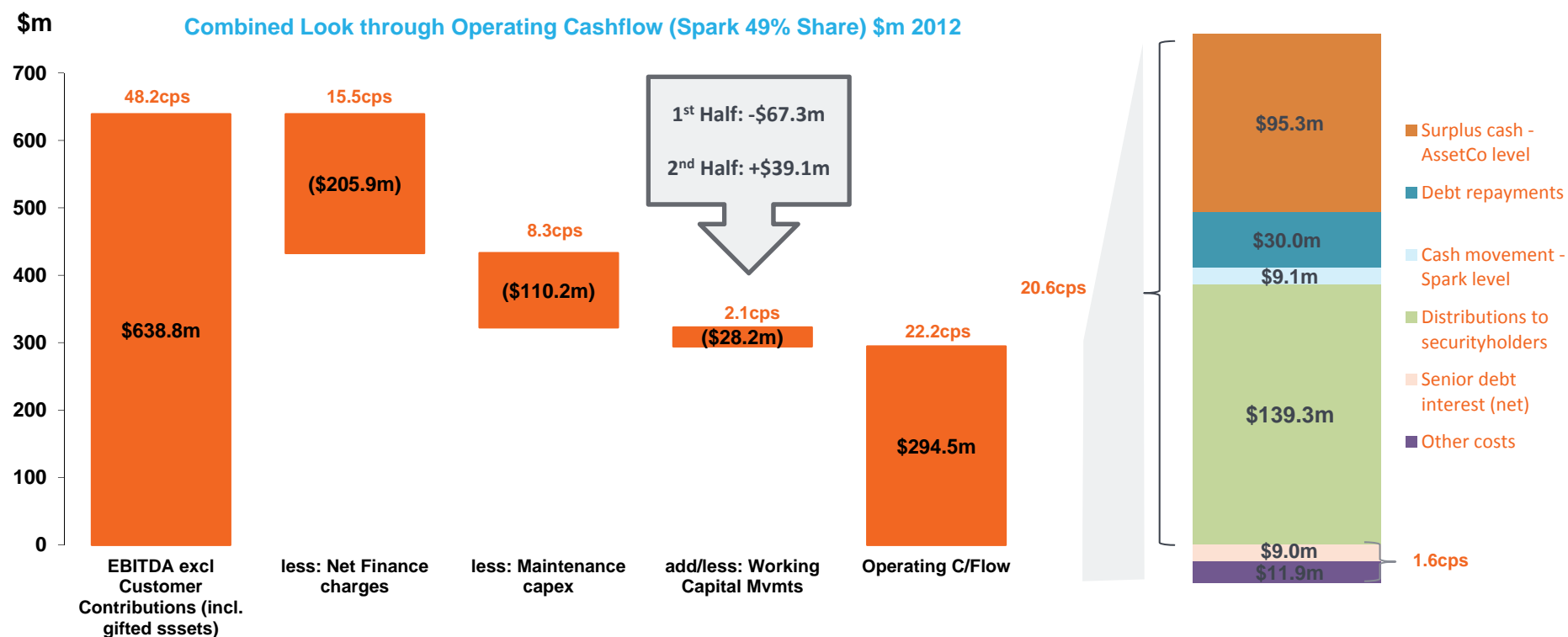
UNDERLYING RESULTS - Year ended 31 December 2012	FY 2012	FY 2011	% Change
Spark distribution per security	10.50cps	10.00cps	↑ 5.0
Total income	\$299.8m	\$290.4m	↑ 3.2
Profit before loan note interest and tax	\$277.1m	\$269.3m	↑ 2.9
Profit attributable to Stapled Securityholders – underlying	\$173.9m	\$167.1m	↑ 4.1
Operating cashflow	\$178.4m	\$189.0m ¹	↓ 5.6
Total Asset Company distributions to Spark	\$199.3m	\$193.6m ²	↑ 2.9
Standalone OCF	13.4cps	12.9cps ²	↑ 3.9
Look through OCF	20.6cps	16.2cps	↑ 27.2

1. Figure includes \$17.6m of 2010 deferred interest received in 2011

2. Figure excludes \$17.6m of 2010 deferred interest received in 2011

OPERATING CASH FLOW MODEL – FY 2012

Asset Companies producing 22.2 cps Operating Cash



SURPLUS CASH IS USED TO REINVEST IN NETWORK GROWTH AND TO PAY DOWN DEBT AT THE SPARK LEVEL



5. FY 2012 PERFORMANCE ASSET COMPANIES



CURRENT ASSET PORTFOLIO

Regulated growth and reliable cashflows



With the exception of South Australia and Victoria, all other electricity distribution and transmission networks in Australia are under State government ownerships

Credit rating

A -

Customers

834,554

Network availability

99.96%

Next regulatory reset

Jul 2015

Credit rating

A -

Customers

740,200

Network availability

99.96%

Next regulatory reset

Jan 2016

Credit rating

A -

Customers

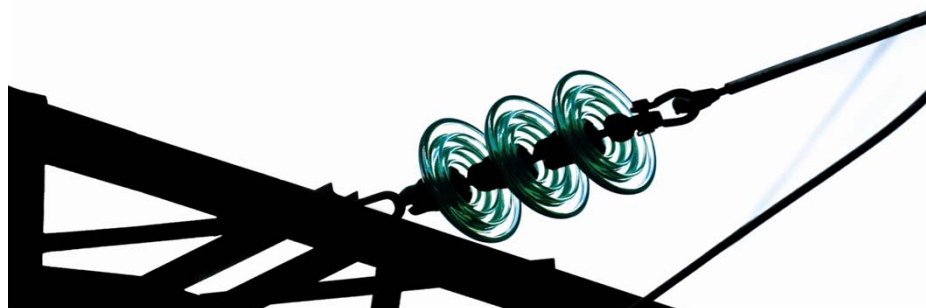
318,101

Network availability

99.99%

Next regulatory reset

Jan 2016



SA POWER NETWORKS – FY 2012

(100% results)

Financial	FY 2012 (\$m)	FY 2011 (\$m)	Variance %
Regulated revenue – DUOS	826.2	696.0	18.7
Semi-regulated – other	40.3	47.8	(15.6)
Unregulated revenue	128.3	139.9	(8.3)
Total revenue (ex customer contributions)	994.8	883.7	12.6
Customer contributions incl gifted assets	114.4	132.2	(13.5)
Total revenue	1,109.2	1,015.9	9.2
Cash operating costs	301.5	298.7	0.9
EBITDA (ex customer contributions)	693.3	585.0	18.5
EBITDA	807.7	717.2	12.6
EBITDA ex customer contributions margin	69.7%	66.2%	3.5
Total Capex (net)	331.6	313.2	5.9

Operational	FY 2012	FY 2011	Variance	Variance (%)
Customer numbers	834,554	829,674	4,880	0.6
Employee numbers ¹	2,039	1,914	125	6.5
Network availability (%)	99.96	99.97	(0.01)	n/m
Volume sold (GWh)	11,016	11,093	(77)	(0.7)

► Regulated distribution revenue:

- Tariff increase – July 2011 (22.03%) and July 2012 (6.63%)²
- Overall volumes down 0.7% year on year
- \$15.8m STPIS incentive accrual for 2011/12 regulatory year
- Relatively favourable weather conditions (residential)
- WACC recovery on deferred feed in tariff \$6m

► Operating costs up 0.9%:

- Additional vegetation management costs of \$14m (FY12: \$40m)
- Lower semi and unregulated related costs in line with lower revenues
- One off benefit resulting from change of discount rate on employee provisions \$7m

1. Incl. term contract employees

2. Excluding adjustments for recovery of STPIS, PV and Q-factor

SA POWER NETWORKS – FY 2012



- ▶ **Reliability** – Service Target Performance Incentive Scheme (STPIS) \$20.8 million favourable for regulatory year 2011-2012 (\$15.8m booked in 2012 and \$5.0m in 2013) (maximum incentive possible \$25 million)
- ▶ **Customer service** – in 2012 SA Power Networks received its highest ever customer satisfaction rating of 5.7 out of 7
- ▶ **Safety** – in 2012 SA Power Networks recorded only one Lost Time Injury (LTI)
- ▶ **Workforce** - During 2012 there were 175 apprentices in training plus 22 engineering graduates and three other graduates; SA Power Networks recruited 8 female apprentices in February 2013, five of these through the businesses' support of the “Powerful Pathways for Women” program
- ▶ **Major projects**
 - 12 major substation upgrades completed including two connection point substations with ElectraNet
 - Connection of Adelaide's new pipeline pumping stations
 - Asset relocations for the north-south road transport corridor
 - Network Operations Centre has been significantly rebuilt

VICTORIA POWER NETWORKS – FY 2012

(100% results)

Financial	FY 2012 (\$m)	FY 2011 (\$m)	Variance %
Regulated revenue - DUOS	681.8	627.5	8.6
Prescribed metering (AMI)	122.7	121.5	1.0
Semi-regulated other	44.9	40.2	11.6
Unregulated revenue	93.7	95.5	(2.0)
Total revenue (ex customer contributions)	943.1	884.7	6.6
Customer contributions	61.9	81.8	(24.4)
Total revenue	1,005.0	966.5	4.0
Cash operating costs	337.1	292.4	15.3
EBITDA (Ex Customer Contributions)	606.0	592.3	2.3
EBITDA	667.9	674.1	(0.9)
EBITDA ex customer contributions margin	64.3%	66.9%	(2.6)
Total Capex (Inc. AMI)	533.1	531.4	0.3

Operational	FY 2012	FY 2011	Variance	Variance (%)
Customer numbers	1,058,301	1,043,682	14,619	1.4
Employee numbers	1,990	1,957	33	1.7
Network availability(%) - CitiPower	99.99	99.99	-	-
- Powercor	99.96	99.96	-	-
Volume sold GWh - CitiPower	6,085	6,105	(20)	(0.3)
- Powercor	10,744	10,471	275	2.6
Total	16,829	16,575	254	1.5

► Distribution revenue growth:

- Tariff increases from 1 January 2012 – 7.66% for Citi Power and 6.63% for Powercor¹
- Electricity sales volume growth of 1.5% overall
- Customers connecting to lower tariffs, and shifting consumption to lower cost periods
- No regulatory appeal revenues (\$149m) accrued or cash received in FY12 – included in tariffs from 1 January 2013

► Operating costs up 15.3% reflecting:

- Approved increases in regulated business
- \$20m of additional vegetation management costs - \$35m (FY11) to \$55m (FY12)

1. Excludes adjustments for recovery of STPIS and any other adjustments

VICTORIA POWER NETWORKS – FY 2012



- ▶ **Reliability** – In 2012 CitiPower was ranked the best electricity distribution business in Australia while Powercor ranked mid field from a total of 16 businesses by the Electricity Supply Association of Australia
- ▶ **Customer service** – CitiPower and Powercor received a number of awards in the 2012 Australian Service Excellence Awards including, Best of the Best Customer Service Organisation, and National Large Business of the Year (joint winner)
- ▶ **Safety** – In 2012 CitiPower and Powercor recorded only two Lost Time Injuries (LTI) down from 7 in 2011
- ▶ **Workforce** – During 2012 there were 93 apprentices in training plus 12 engineering graduates
- ▶ **Major projects**
 - Advanced Metering Infrastructure (AMI) - As at 30 April 2013 957,000 smart meters had been installed, of a total goal of 1.1 million
 - The Metro Project aimed at providing increased capacity for Melbourne's north east completed
 - Second stage of major expansion of BQ zone substation in progress

TAXATION UPDATE

ATO Matters

SA Power Networks (Spark Infrastructure is the taxpayer given the partnership structure)

- ▶ Objections to the amended assessments for the 2007 to 2010 tax years have been lodged with the ATO by Spark Infrastructure
- ▶ SA Power Networks believe no adjustments are required and will vigorously defend its positions
- ▶ No tax is payable by Spark Infrastructure for the 2007 to 2010 years due to carried forward tax losses
- ▶ Spark Infrastructure believes that the overall impact of any adjustments that may arise would not be material

Victoria Power Networks

- ▶ An amended assessment for the 2007 tax year was received by VPN in March 2013.
- ▶ This resulted in negative adjustments of \$296m (ATO calculation) and gave rise to tax payable for the 2007 tax year of \$18m after utilisation of some available carried forward tax losses. VPN has paid \$3m following negotiation with the ATO
- ▶ VPN has obtained legal advice and disagrees with the ATO's positions on these matters and will vigorously defend its position
- ▶ No adjustments have been recognised in the VPN financial statements or Spark's equity accounted results

Details of current ATO audits are disclosed in Note 4 of Spark Infrastructure's FY12 financial statements

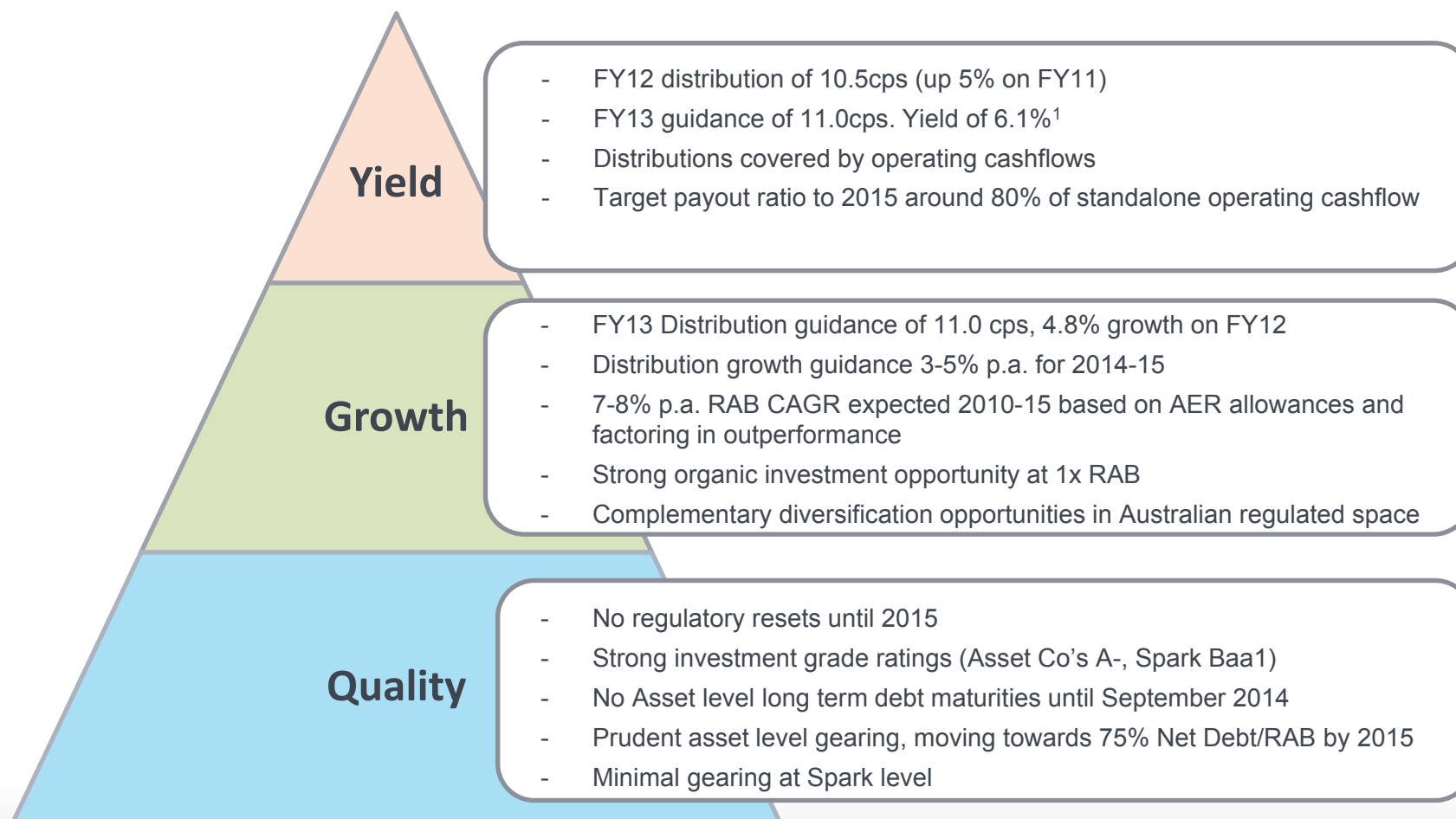


6. SUMMARY AND OUTLOOK



SUMMARY AND OUTLOOK

Yield plus Growth based on Quality



1. Based on FY 2013 distribution guidance of 11.0cps and a closing market price of \$1.815 on Wednesday, 15 May 2013



QUESTIONS

VOTING RULES AND INSTRUCTIONS

- ▶ The Annual General Meeting of Spark Infrastructure is open to Securityholders and proxy holders of Spark Infrastructure
- ▶ All Securityholders should clearly state their name and show their registration card to be entitled to vote and speak at the meeting
- ▶ Poll on all resolutions
- ▶ The poll will be conducted by Ms Roopa Paradkar of Computershare Investor Services
- ▶ We will allow time for questions on each resolution and then vote on them together at the end after we have considered and discussed all resolutions

FINANCIAL REPORT

- ▶ The financial report, director's report and auditor's report for the Spark Infrastructure Group were lodged with the ASX on Monday 25 February 2013 and were included in the annual report
- ▶ The financial report is now formally tabled at the 2013 AGM of Spark Infrastructure

RESOLUTION 1 – REMUNERATION REPORT

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

“That Spark Infrastructure’s remuneration report for the year ended 31 December 2012 be adopted.”

Proxy votes	For	Against	Open/usable	Abstain	Total (usable votes)
Resolution 1 Eligible votes	751,097,129	23,396,015	5,580,375	4,438,478	780,073,519
Percentage of available votes	96.28	3.00	0.72	-	100.0

RESOLUTION 2 – RE-ELECTION OF MS CHERYL BART

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

“That Ms Cheryl Bart who retires by rotation, be re-elected as a Director of each of Spark Infrastructure RE Limited, Spark Infrastructure Holdings No.1 Pty Limited, Spark Infrastructure Holdings No.2 Pty Limited, Spark Infrastructure Holdings No.3 Pty Limited, and Spark Infrastructure Holdings No.4 Pty Limited pursuant to the Governance Deed.”

Proxy votes	For	Against	Open/usable	Abstain	Total (usable votes)
Resolution 2 Eligible votes	772,408,941	5,122,624	5,781,210	1,199,222	783,312,775
Percentage of available votes	98.61	0.65	0.74	-	100.0

RESOLUTION 3 – RE- ELECTION OF MR BRIAN SCULLIN

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

“That Mr Brian Scullin who retires by rotation, be re-elected as a Director of each of Spark Infrastructure RE Limited, Spark Infrastructure Holdings No.1 Pty Limited, Spark Infrastructure Holdings No.2 Pty Limited, Spark Infrastructure Holdings No.3 Pty Limited, and Spark Infrastructure Holdings No.4 Pty Limited pursuant to the Governance Deed.”

Proxy votes	For	Against	Open/usable	Abstain	Total (usable votes)
Resolution 3 Eligible votes	769,270,605	821,412	5,746,521	8,673,459	775,838,538
Percentage of available votes	99.15	0.11	0.74	-	100.0

POLLS

- ▶ Ms Roopa Paradkar of Computershare Investor Services has been appointed as Returning Officer to conduct the polls of the 2013 Spark Infrastructure AGM
- ▶ The results of the poll will be announced to the ASX and placed on Spark Infrastructure's website this afternoon



CLOSE OF MEETING



FOR FURTHER INFORMATION

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