

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

Spark Infrastructure RE Limited as responsible entity for Spark Infrastructure Trust

ABN/ARBN

ABN 36 114 940 984

Financial year ended

31 December 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://spark2014.annual-report.com.au/annual-report-2014/corporate-governance-statement>

The Corporate Governance Statement is accurate and up to date as at 20 February 2015 and has been approved by the board.

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

Date here: 20 April 2015



Sign here:

Director/company secretary

Print name: Alexandra Finley

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		
<p>1.1 A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<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://sparkinfrastructure.com/wp-content/uploads/2014/07/Spark_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>
<p>1.2 A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(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>	<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>
<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>	<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 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>
1.5	<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>(i) 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 OR</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://sparkinfrastructure.com/wp-content/uploads/2014/07/Spark_Diversity_Policy.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 OR</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 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 ...
1.6	<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; OR</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 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://sparkinfrastructure.com/wp-content/uploads/2014/07/Spark_Remco_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>Directors' Report 2014</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 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 ...
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. 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>
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 OR</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 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>... the length of service of each director:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Directors' Report 2014</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 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 ...
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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <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 OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <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 OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	... our code of conduct or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at this location: http://sparkinfrastructure.com/wp-content/uploads/2014/07/Spark_Code_of_Conduct-13_Dec_2013.pdf	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met	[If the entity complies with paragraph (a):] ... the fact that we have an audit committee that complies with paragraphs (1) and (2): <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i> ... and a copy of the charter of the committee: <input checked="" type="checkbox"/> at this location: http://sparkinfrastructure.com/wp-content/uploads/2014/07/Spark_ARC_Committee_Charter.pdf	<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 ...
	<p>throughout the period and the individual attendances of the members at those meetings; OR</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>... 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>Directors' Report 2014</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 OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	
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 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>
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 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 that does not hold an annual general meeting 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 ...
<u>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</u>			
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.	... our continuous disclosure compliance policy or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at this location: http://sparkinfrastructure.com/wp-content/uploads/2014/07/Spark_Disclosure_Policy.pdf	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
<u>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</u>			
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: http://sparkinfrastructure.com/about/governance	<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 OR <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
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 OR <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 OR <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 OR <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
<u>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</u>			
7.1	The board of a listed entity should:	[If the entity complies with paragraph (a):]	<input type="checkbox"/> an explanation why that is so in our Corporate

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 ...
	<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>... 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://sparkinfrastructure.com/wp-content/uploads/2014/07/Spark_ARC_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>Directors' Report 2014</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>	Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<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>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... how our internal audit function is structured and what role it performs:</p>	<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 ...
	<p>performs; OR</p> <p>(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.</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>[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:</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>	
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.	<p>... 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:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Shareholder Review 2014</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>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</p>	<p>[If the entity complies with paragraph (a):] ... 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 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://sparkinfrastructure.com/wp-</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 ...
	<p>attendances of the members at those meetings; OR</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>content/uploads/2014/07/Spark_Remco_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>Directors' Report 2014</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 OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	
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 type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Remuneration Report 2014</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>
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 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 do not have an equity-based remuneration scheme and this recommendation is therefore not applicable 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 ...	
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 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>
-	<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 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>

SPARK INFRASTRUCTURE GROUP

Corporate Governance Statement

BACKGROUND

Spark Infrastructure comprises a single listed Trust (of which Spark Infrastructure RE Limited is the Responsible Entity).

Spark Infrastructure securities consist of a unit in the trust stapled to a loan note, which trade on the ASX effectively as one security.

While Spark Infrastructure is a listed trust, a Governance Deed is in place within the Group that applies certain governance arrangements consistent with those of a public listed company and adapted as appropriate to a self-managed ASX listed fund. The Board of Spark Infrastructure RE Limited operates as the Board of the listed entity and the management team operates across the Group.

CORPORATE GOVERNANCE

The Board is responsible for Spark Infrastructure's corporate governance, including its policies and charters.

Spark Infrastructure's corporate governance policies are available on the Spark Infrastructure website at www.sparkinfrastructure.com and are regularly reviewed by the Board. The key elements of Spark Infrastructure's governance framework are set out below. Spark Infrastructure has set out its governance framework with reference to the revised ASX Corporate Governance Council's Principles and Recommendations (3rd edition) (Guidelines).

THE ROLE OF THE BOARD AND MANAGEMENT

Spark Infrastructure has adopted a Board Charter which sets out the functions and responsibilities of the Board. The role of the Board is to seek to optimise Spark Infrastructure's performance and increase Securityholder wealth. In doing so, its responsibilities include monitoring financial performance and prudent capital management, overseeing the activities of Spark Infrastructure and its policies and practices, overseeing the operation of Spark Infrastructure's system of internal controls and risk management, monitoring the performance of the Managing Director, and reporting to Securityholders.

The Board has delegated responsibility for the conduct of the business of Spark Infrastructure to the Managing Director, but remains responsible for overseeing the performance of management and also retains some non-delegable responsibilities. The responsibilities retained by the Board include:

- appointment of the Chairman;
- appointment and removal of the Managing Director; and
- appointment of directors to fill a vacancy or as an additional director.

The Board has established delegated limits of authority, which define the matters that are delegated to management and those which require Board approval. The policies and delegated limits of authority are regularly reviewed.

COMPOSITION OF THE BOARD

The current composition of the Board is set out below:

- Rick Francis – Managing Director
- Brian Scullin – Chairman and independent non executive director

- Cheryl Bart – Independent non executive director
- Anne McDonald - Independent non executive director
- Keith Turner - Independent non executive director
- Andrew Fay - Independent non executive director
- Christine McLaughlin – Independent non executive director (appointed 1 October 2014)
- Karen Penrose – Independent non executive director (appointed 1 October 2014)

The Board Charter requires that the Board comprise a majority of independent directors. The role of the Chairman is not combined with the Managing Director and may not be so under the Board Charter.

The directors bring a broad range of expertise, skills and experience from diverse backgrounds including those appropriate to the activities of Spark Infrastructure. The composition of the Board provides an appropriate balance of skills and experience with the additional rigour and assurance provided by a majority of independent directors. Each Director brings skills relevant to the successful conduct of the Spark Infrastructure business including effective oversight of the Asset Companies in which Spark Infrastructure invests. These include, on a combined basis, experience in infrastructure, financial analysis and reporting skills, knowledge of the asset companies, experience in corporate activity such as mergers, acquisitions and structuring of transactions, experience in corporate governance and disclosure matters, and experience in financial services and licence obligations.

The qualifications, experience and special responsibilities of directors, together with their appointment dates, are set out in the Directors' Report at pages 1-3.

INDEPENDENCE OF DIRECTORS

Spark Infrastructure has adopted the definition of independence set out in the Guidelines. Spark Infrastructure believes that all of its non executive directors are independent and act independently in the best interests of Spark Infrastructure. Each director regularly notifies and discloses to the Board their interests including any matter relating to their independence. Directors' security holdings are set out in the Directors' Report at page 29. The Board operates independently of management and the directors meet independently of management from time to time, as deemed appropriate. The non executive directors are identified above and full details including their term as a director are set out in the Directors' Report at pages 1-3. Details of related party transactions are set out in Note 23 to the Financial Statements.

APPOINTMENT AND RE-ELECTION OF BOARD MEMBERS

The Board of Spark Infrastructure has established a Remuneration and Nomination Committee to assist it with the appointment and re-election of Board members. More information on the Remuneration and Nomination Committee is set out below.

In addition, Spark Infrastructure has a Governance Deed which provides for Securityholders to elect the directors to the Board. Where the requirement to appoint a director arises or a vacancy exists, the Remuneration and Nomination Committee identifies candidates with the appropriate skills, expertise and experience to fulfil the role and makes recommendations to the Board. The Committee may use external consultants to assist it. Appropriate background checks are undertaken before appointing a person, or putting forward to Securityholders a candidate for election, as a director. The nominated candidate is then appointed by the Board but must stand for election by Securityholders at the next annual general meeting.

The process for re-election of a director is in accordance with the company's constitution and Governance Deed which includes a process of rotation requiring that, at each annual general meeting, any director holding office for three years or more or, if no director is due to stand for re-election, the longest serving director, must retire and stand for re-election. Directors appointed during the year must also retire and stand for election. The Board assesses the performance of each director due to stand for re-election

before each annual general meeting and decides whether to recommend to Securityholders that they vote in favour of the re-election of each director. Spark Infrastructure provides Securityholders with all material information in its position relevant to a decision on whether or not to elect or re-elect a director.

Spark Infrastructure has letters of appointment with its directors that set out the key terms and conditions of appointment. The letter of appointment states that, with the approval of the Chairman, Directors may seek independent professional advice at the expense of Spark Infrastructure, on any matter connected with the discharge of a director's responsibilities as a member of the Board.

Further details of the nomination and appointment process are set out in Spark Infrastructure's Board Charter and the Remuneration and Nomination Committee Charter which are available on the Spark Infrastructure website.

BOARD MEETINGS

The number of board and committee meetings and directors' attendance at each meeting is set out in the Directors' Report at page 11. Directors are expected to devote appropriate time in preparing for each meeting and to attend and participate at scheduled Board and committee meetings. Directors are also invited to attend site visits of the Asset Companies. The Board may also hold meetings of directors at the location of its investments to provide directors with access to management of the Asset Companies.

PERFORMANCE OF THE BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS

Under the Board Charter, the Board is required to review its own performance, the performance of individual directors, and the performance of Board committees at least annually.

In accordance with the Charter, the Board conducts an annual evaluation of the performance and effectiveness of the Board as a whole and each of its committees. Performance of each committee is discussed at first instance by the Committee with the results reported to and reviewed by the Board as part of its overall Board performance assessment. Evaluation results are submitted confidentially to the Company Secretary or external consultant (as appropriate) and the aggregate results are reported to the Chairman for review and discussion with the Board. The Chairman separately discusses individual performance with each director from time to time. In some years, an external consultant is engaged to assist the Board with its performance evaluation, as was the case in 2014.

A Board and committee evaluation process was undertaken in 2014 in accordance with this process.

Further details regarding the performance assessment process are available on the Spark Infrastructure website.

INDUCTION AND CONTINUING EDUCATION

The Board, together with management, provides an orientation program for new directors, including discussions with management and the provision of relevant material. Spark Infrastructure also provides appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to effectively perform their role as directors. Management present to the Board from time to time to afford directors the opportunity to understand specific issues and their impact on the business. Directors also independently maintain their own knowledge and specific skills. Directors have unfettered access to management.

ROLE OF THE COMPANY SECRETARY

The Company Secretary of Spark Infrastructure provides support and advice to the Board and is responsible for the corporate governance framework on a day to day basis. The Company Secretary has a direct reporting line to the Chairman of the Board and is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING

Spark Infrastructure is committed to high standards of ethics and conduct on the part of its directors and employees. Spark Infrastructure has established a Code of Conduct that applies to directors, employees and contractors. The Code clearly outlines the responsibilities of people working for the Group and includes matters such as, people and safety, environment and the community. The Code provides clear direction as to how to report a concern and outlines the consequences of breaching the Code. The Code of Conduct can be found on the Spark Infrastructure website.

CONFLICTS OF INTEREST AND TRADING POLICY

Spark Infrastructure's Code of Conduct requires directors and employees to avoid conflicts of interest and where a conflict arises to ensure it is appropriately disclosed. Directors are expected to avoid any matter that conflicts with an interest of Spark Infrastructure. Directors are required to disclose their material personal interests relating to Spark Infrastructure including any matter that may conflict with their duties as a director of the Board. This is an ongoing obligation. Directors comply with the provisions of the Corporations Act 2001 (Cth) regarding matters of material personal interest. In addition, directors and employees are subject to the Corporations Act 2001 (Cth) restrictions on dealing in securities if they are in possession of inside information. Spark has also adopted a Trading Policy which applies to directors and employees of Spark Infrastructure. Directors and employees are prohibited from trading in Spark Infrastructure securities during prescribed blackout periods prior to release of the Spark Infrastructure half year and full year results announcements. In addition, key management personnel, including directors, and other relevant persons are required to notify their intention to trade in securities prior to trading at other times outside the blackout periods. Spark Infrastructure's Trading Policy is available on Spark Infrastructure's website.

RELATED PARTY TRANSACTIONS

Spark Infrastructure may have related party transactions in any year. Full details of Related Party Disclosures are set out in Note 23 to the Financial Statements.

BOARD AND COMMITTEE OPERATIONS

To assist it to carry out its responsibilities the Board has established an Audit, Risk and Compliance Committee and a Remuneration and Nomination Committee.

The Board has adopted charters setting out the requirements regarding membership of each committee, responsibilities and other administrative matters. Further details regarding each of these committees are set out below.

AUDIT, RISK AND COMPLIANCE COMMITTEE

In accordance with the Guidelines, Spark Infrastructure's Audit, Risk and Compliance Committee comprises four independent director members, and is chaired by an independent director who is not the Chairman of the Board. There are no executive members of the Committee.

The current members of the Audit, Risk and Compliance Committee are Anne McDonald (Chair), Cheryl Bart, Andrew Fay and Karen Penrose (from December 2014). The skills and experience of Audit, Risk and Compliance Committee members are set out in the Directors' Report, including their financial background and proficiency. The directors' attendance at the Audit, Risk and Compliance Committee meetings are disclosed on page 11 of the Directors' Report.

The Audit, Risk and Compliance Committee's role is to assist the Board in discharging its responsibilities and duties in relation to the specific matters set out in its Charter, which includes responsibility for:

- the oversight of management in the preparation of the financial statements and financial disclosures;
- recommending the selection, evaluation and remuneration of the external auditor to the full Board, together with assessment of the external auditor's independence;
- ensuring that the audit partner rotates every five years (or up to a further two years extension approved by the Board) in accordance with the External Auditor procedures approved by the Board; and
- assessing the performance of the internal audit function and its independence from management.

The Committee meets with the external auditor without management present at least twice a year to allow an opportunity to discuss any matters that the Committee or the external auditor believes should be discussed privately. In addition, the Committee meets at least annually with the internal auditor independently of management to discuss any matters that the Committee or internal auditor feel require discussion.

Whilst the Board is responsible for overseeing the processes in place to manage risk, it has delegated the detailed performance of this function to the Audit, Risk and Compliance Committee. The Committee and the Board have both approved Spark Infrastructure's Risk Management Policy. Further details in relation to risk management are set out in Note 27 to the Financial Statements.

The Audit, Risk and Compliance Committee Charter, the External Audit Procedure, and a summary of Spark Infrastructure's Risk Management Policy, are available on the Spark Infrastructure website.

REMUNERATION AND NOMINATION COMMITTEE

In accordance with the Guidelines, the Remuneration and Nomination Committee Charter provides that the Committee must consist only of non-executive directors with a minimum of three members, the majority being independent directors and an independent director as Chair. The role and responsibilities of the Remuneration and Nomination Committee are summarised on page 16 in the Remuneration Report, and a copy of the Remuneration and Nomination Committee Charter is available on the Spark Infrastructure website.

The current members of the Remuneration and Nomination Committee are Brian Scullin (Chair), Anne McDonald, Keith Turner and Christine McLoughlin (from December 2014). Details regarding the skills and experience of the Committee, as well as the directors' attendance at meetings of the Committee, are set out on page 11 of the Directors' Report.

CONTINUOUS DISCLOSURE

Spark Infrastructure seeks to ensure that Securityholders and the financial markets generally are informed of all major developments that impact its business. The Board has established a Disclosure Policy which is available on the Spark Infrastructure website. Spark Infrastructure's Disclosure Policy together with supporting procedures are designed to ensure compliance with the ASX listing rule 3.1 and other related laws and regulations, compliance with Corporations Act requirements for financial reporting and Securityholder meetings, and for prompt and transparent communications in all respects, especially with regard to financial results.

COMMUNICATING WITH SECURITYHOLDERS

Spark Infrastructure aims to communicate openly, honestly and on a timely basis with its Securityholders. Spark Infrastructure has developed a Communication Policy. Spark Infrastructure's website also contains information designed to assist Securityholders to understand Spark Infrastructure, and its governance, and to keep abreast of latest developments. All ASX announcements are posted on the Spark Infrastructure website, as are web-casts of briefings to analysts and annual general meetings. Spark Infrastructure's Communication Policy is available on Spark Infrastructure's website. Securityholders have the option to receive communications from, and send communications to, Spark Infrastructure and its security registry electronically.

Spark Infrastructure has designed and implemented an investor relations program to facilitate effective two-way communications with investors. Through its investor relations program, Spark Infrastructure aims to allow investors to gain a greater understanding of its business, governance, financial performance and prospects. Spark Infrastructure seeks to provide opportunities for investors to express their views on matters of concern or interest. Those ideas are distilled and communicated to the Board where appropriate.

In particular, Spark Infrastructure conducts an annual general meeting (AGM) each year, usually in May, in accordance with the Governance Deed. Spark Infrastructure encourages Securityholders to attend the AGM to hear from directors and management and to consider resolutions that are put forward for their consideration. Spark Infrastructure's AGM is also an opportunity for Securityholders to ask questions of Spark Infrastructure's external auditor, who attends each AGM.

REMUNERATION OF DIRECTORS

The Remuneration and Nomination Committee supports and advises the Board on remuneration and remuneration related matters as set out in its Charter, which can be found on the Spark Infrastructure website. The maximum aggregate fees payable to directors is \$2,000,000 per annum. Any increase to this limit must be approved by Securityholders at a general meeting.

Spark does not have an equity compensation scheme in place for its independent non executive directors and there are no retirement benefit schemes in existence (other than statutory superannuation). The directors' fees are reviewed from time to time by the Board and the directors seek external advice to ensure the fees remain appropriately benchmarked. Fees and payments to directors reflect the demands and responsibilities of directors.

The remuneration of each director and the Board remuneration policy are set out in the Remuneration Report.

APPOINTMENT, PERFORMANCE AND REMUNERATION OF SENIOR EXECUTIVES

Spark Infrastructure has written agreements with each of its senior executives, including the Managing Director, setting out the key terms of their appointment.

The Board undertakes an annual assessment of senior executive performance with the assistance of the Managing Director and the Remuneration and Nomination Committee. Senior executives are assessed against group and individual performance targets. The overall performance of Spark Infrastructure, the senior executive's function and the individual performance of the executive are considered in assessing performance.

The Board separately reviews the performance of the Managing Director at least annually. The Chairman conducts a one on one interview with the Managing Director assessing performance against agreed key

performance indicators. The Board then considers the results and the performance of the Managing Director as a whole, and discusses the outcome of the review with the Managing Director.

The senior executive and Managing Director evaluation process has taken place in respect of FY2014 in accordance with the process outlined above.

Details regarding the remuneration framework of Spark Infrastructure, including an explanation of how senior executives' remuneration is tied to Spark Infrastructure's performance, are set out in the Remuneration Report. In 2013, the Board approved the implementation of a Clawback Policy which will apply to remuneration granted under the Short Term and Long Term Incentive Plans in 2014. The Policy allows the Board to clawback remuneration granted under the Short Term and Long Term Incentive Plans if subsequent events show that a reduction is appropriate, for example, in the event of fraud or dishonesty by the particular executive.

Consistent with the requirements of the Corporations Act and the Securities Trading Policy, senior executives are prohibited from entering into hedging arrangements or other transactions in financial products that operate to limit the economic risk associated with their entitlements under the Group's remuneration schemes.

DIVERSITY

Spark Infrastructure believes that a diverse Board and management team allows it to be more innovative, flexible and to better respond to the needs of our Securityholders and all stakeholders. Diversity generally including gender diversity continues to be a key priority for Spark Infrastructure and is evident in the high representation of women across the organisation. As at 31 December 2014, 57% of non-executive directors on the Board are women and women are well represented at the senior executive level, with women comprising 25% of Senior Management including the General Counsel and Company Secretary. (For these purposes, 'senior executive' is defined as the Managing Director and direct reports to the Managing Director.) Across the whole of the organisation, 30% of employees are women.

Spark Infrastructure is committed to ensuring the composition of its Board is appropriate. The Board Charter requires that the Board is comprised of directors with a broad range of skills, experience and diversity including gender diversity. The Board has a Diversity Policy which can be found on the Spark Infrastructure website. The Diversity Policy requires the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and Spark Infrastructures progress towards achieving them.

Spark Infrastructure has established a set of measurable objectives a summary of which is set out below together with performance against those objectives.

- Maintain a Diversity framework taking into consideration the size and structure of Spark Infrastructure and incorporating the diversity objectives of the asset companies in which Spark Infrastructure holds a 49% interest ("Asset Companies").

Spark Infrastructure has a Diversity framework in place and receives regular reporting from the Asset Companies on achievements against their own diversity objectives. Details of female representation in the workforce and summaries of diversity initiatives can be found on the Spark Infrastructure website.

- Support the Asset Companies in their development of diversity policies

The Asset Companies produce diversity reports annually which outline diversity objectives and achievement against those objectives. Summaries can be found on the Spark Infrastructure website.

- Clarify responsibility and accountability for diversity objectives at a Board and senior management level.

The Managing Director is responsible for all matters relating to staff including diversity objectives within Spark Infrastructure. The CEOs of the Asset Companies are responsible for diversity objectives within the Asset Companies. The Board delegates to the Remuneration and Nomination Committee in respect of the review of performance against diversity objectives. The Board is responsible for the recommendation of directors to securityholders for voting at the AGM.

- Spark Infrastructure aims to have 25% representation of senior management who are women.

As at 31 December 2014, Spark Infrastructure has 25% of senior management who are women and the senior management team has a female General Counsel and Company Secretary.

- Spark Infrastructure aims to have 50% representation of non-executive directors who are women.

As at 31 December 2014, 57% of non-executive directors on the Spark Infrastructure Board are female.

- Ensure that policies and procedures and Spark's culture reflect the Group's position on diversity.

Spark has an equal opportunity recruitment policy and its human resources policies support flexible work practices.

The Board reviews its Diversity Policy and these objectives at least annually.

RISK MANAGEMENT

The Board recognises that effective management of risk is essential to good corporate governance. Equally, the Board appreciates that, in order to maximise shareholder value, maintaining a sensible risk appetite for pursuing investment and business development opportunities is necessary and appropriate. Implementing a risk management framework that balances these concerns is a priority for the Board.

As noted above, the Board has delegated responsibility to the Audit, Risk and Compliance Committee for the oversight of the Group's risk profile and risk management within the risk appetite set by the Board. The Committee reviews the Group's risk management framework at least annually to satisfy itself that it continues to be sound. A review of this kind was carried out during the reporting period to 31 December 2014. Further details on the Audit, Risk and Compliance Committee are set out above and a summary of Spark Infrastructure's Risk Management Policy is available on Spark Infrastructure's website.

Spark Infrastructure maintains a "Risk Matrix" which documents the following:

- description of risks impacting the business;
- assessment of the likelihood that the risks will arise;
- assessment of the impact on or consequence to the business if the risk arises;
- assessment of controls in place to manage the identified risk;
- overall evaluation of the assessed risks; and
- identification of potential "unacceptable" risks and agreed treatment.

The Risk Matrix is reviewed at least annually and updated when necessary.

Spark Infrastructure does not itself have any material exposure to economic, environmental or social sustainability risks. Spark manages its financial risks through the use of financial instruments as set out on page 59 of the Notes to the Financial Statements.

The Asset Companies in which Spark invests assess and manage their own exposure to economic, environmental and social sustainability risks. Details of those risks are set out in the 2014 Shareholder Review available on the Spark Infrastructure website at www.sparkinfrastructure.com.

In exercising operational oversight of the activities and through participation on the Boards of the Asset Companies in which it invests, Spark also has regard to economic, environmental and social sustainability risks and the way in which those risks are managed. In particular, these are evidenced through the approach taken by the Asset Companies toward customer service performance, safety and workforce management, major projects for growth, community engagement, and environment and sustainability management. Each of these areas is addressed in the 2014 Shareholder Review. Further details on the operation of the Asset Companies can be found on the Spark Infrastructure website at www.sparkinfrastructure.com and in the annual reports of SA Power Networks, CitiPower and Powercor which can be accessed via the Spark Infrastructure website.

The Audit, Risk and Compliance Committee has access to management and the internal and external auditors to ensure that the Committee is able to effectively assess the overall adequacy and effectiveness of Spark Infrastructure's legal, regulatory and ethical compliance programs.

Pursuant to Recommendation 7.2 of the Guidelines, the Board requires management to design and implement a risk management and internal control system to manage the company's material business risks and to report to it on whether those risks are being managed effectively. During the reporting period, management has reported to the Board on the effectiveness of Spark Infrastructure's management of its material business risks.

Pursuant to Recommendation 7.3 of the Guidelines, the Board has received the declarations under section 295A of the Corporations Act 2001 (Cth) and assurances from the Managing Director and Chief Financial Officer that those declarations are founded on a sound system of risk management and internal control which is operating effectively. Systems are now in place to ensure that equivalent declarations will also be provided in respect of the half year financial statements going forward.

INTERNAL AUDIT

Spark Infrastructure has an internal audit function which is outsourced to KPMG. The head of internal audit reports to the Audit, Risk and Compliance Committee and the CFO.

The role of the internal audit function is to provide the Board and management with an independent assessment on the effectiveness and opportunities for continual improvement of the Group's risk management and internal control policies and procedures. To maintain the requisite degree of independence to perform this role, the internal audit function does not itself participate in any business or risk management activities. In performing the internal audit function, KPMG complies with The International Professional Practices Framework provided by the Institute of Internal Auditors. The Audit, Risk and Compliance Committee also monitors the internal auditor's performance, effectiveness and independence.

MEETING THE GUIDELINES

Spark Infrastructure has complied with the Guidelines to the extent outlined in this statement. Where specific exceptions are noted, an explanation for non compliance has been provided.

Approved by the Board and current as at 20 February 2015.