

# 2023 Notice of meetings

Shareholders of Transurban  
Holdings Limited  
ABN 86 098 143 429

Shareholders of Transurban  
International Limited  
ABN 90 121 746 825

and

Unitholders of Transurban Holding Trust  
ARSN 098 807 419

To be held as hybrid (in person  
and online) meetings on Thursday,  
19 October 2023 at 11:00am (AEDT)

## In person

Clarendon Auditorium  
Level 1, Exhibition Centre  
Melbourne Convention and Exhibition Centre  
2 Clarendon Street  
South Wharf, Victoria 3006

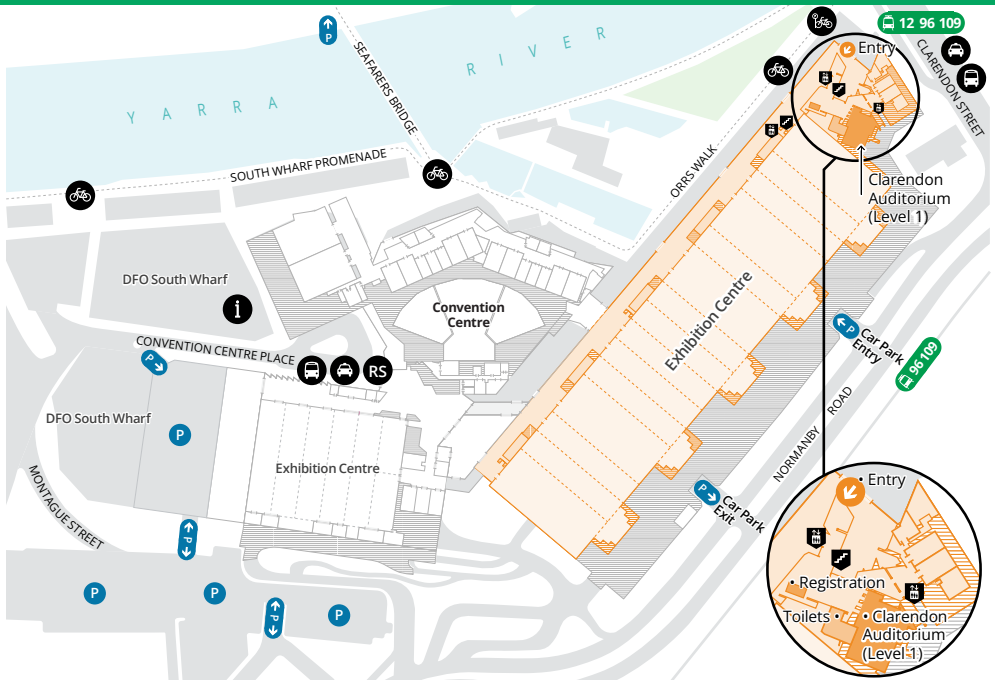
## Online

[www.meetnow.global/MN4MTXV](http://www.meetnow.global/MN4MTXV)



# Participating in the meetings

We are delighted to invite security holders to attend Transurban Group's Annual General Meetings (AGM or meetings) in person at the Melbourne Convention and Exhibition Centre on Thursday, 19 October 2023 at 11:00am (AEDT). Security holders will also be able to participate in the AGM online at [www.meetnow.global/MN4MTXV](http://www.meetnow.global/MN4MTXV)



## Directions:

- **By tram:** Tram routes 96, 109 and 12 (Stop 124A Casino/MCEC) will take you to the Clarendon Street entrance. Otherwise, tram routes 48 or 70 (Stop D5) travel along Flinders Street. From there, it is just a short walk up Clarendon Street.
- **By train:** The closest station is Southern Cross. Once you exit the station, you can catch the 96, 109 or 12 tram routes as above.
- **By taxi or Uber:** Ask your driver to drop you off at the Clarendon Street entrance of the MCEC.
- **By car:** Parking is available at the MCEC and adjacent carparks. Please read the important car parking information on the MCEC website (link below) prior to your trip.

For more information go to [www.mcec.com.au/visit/visit-information](http://www.mcec.com.au/visit/visit-information)

## How to participate in person

The AGM will be held in Clarendon Auditorium, Level 1, Exhibition Centre, Melbourne Convention and Exhibition Centre, 2 Clarendon Street, South Wharf, Victoria 3006.

## How to participate online

You can participate in real time at the AGM using the online platform. To use the online platform you will require a computer, tablet or mobile device with an internet connection.

**You can access the online platform from your device by entering the following URL address in your web browser: [www.meetnow.global/MN4MTXV](http://www.meetnow.global/MN4MTXV)**

The platform will allow security holders to view the meetings live, vote and submit questions (verbally and in writing) in real time.

**Important information:** To participate and vote online you will need your **security holder number and postcode**. Proxyholders will need their proxy number and will need to contact Computershare prior to the day of the meetings to request their unique email invitation link. To participate online, you should register at least 15 minutes before the meetings.

Guests can also access the live AGM webcast via the online platform, however, will not be able to vote or ask questions.

Further information on how to participate online is set out on pages 19 and 20 of this notice of meetings (**Notice**) and is available at [www.transurban.com/aggm](http://www.transurban.com/aggm)

The AGM will also be webcast and can be viewed via the Transurban website at [www.transurban.com/aggm](http://www.transurban.com/aggm)

## Technical difficulties

For security holders attending online, technical difficulties may arise during the course of the

AGM. The Chair of the meetings has discretion as to whether and how the meetings should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair of the meetings will have regard to the number of security holders impacted and the extent to which participation in the business of the meetings is affected. Where considered appropriate, the Chair of the meetings may continue to hold the meetings and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, security holders are particularly encouraged to appoint a proxy and submit a directed proxy vote prior to the AGM if they plan to participate in the meetings online.

## How to submit your vote in advance of the meetings

Security holders may also appoint a proxy to vote on their behalf through the voting website [www.investorvote.com.au](http://www.investorvote.com.au)

**All proxy votes, whether submitted online or in hard copy, must be lodged by 11:00am (AEDT) on Tuesday, 17 October 2023.**

Instructions on how to appoint a proxy are available at [www.investorvote.com.au](http://www.investorvote.com.au) and under "How to vote and appoint a proxy" on page 20 of this Notice.

## Alternative arrangements

If it becomes necessary or appropriate to make alternative arrangements to hold the AGM to those set out in this Notice, security holders will be given as much notice as possible. Information relating to alternative arrangements will be posted on our website at [www.transurban.com/aggm](http://www.transurban.com/aggm)

# Letter from the Chair



Dear security holder

I am pleased to invite you to the 2023 Annual General Meetings (**AGM**) of Transurban Group on Thursday, 19 October 2023 at 11:00am (AEDT).

You are invited to attend the AGM in person at the Melbourne Convention and Exhibition Centre. For those of you who are unable to attend in person, or who prefer to attend virtually, you may participate in our 2023 AGM online in real time at [www.meetnow.global/MN4MTXV](http://www.meetnow.global/MN4MTXV) or view the webcast after the AGM via the Transurban website at [www.transurban.com/agm](http://www.transurban.com/agm). Further details are set out in this Notice.

At the AGM, the CEO, Scott Charlton, and I will update security holders on the operations and performance of Transurban Group. Further information on the Group's financial and operational performance is also provided in our Corporate Report for the year ended 30 June 2023, which is available on Transurban's website at [www.transurban.com](http://www.transurban.com)

The AGM allows you to vote on matters important to you as a security holder and the Board encourages security holders to vote on the resolutions put before the AGM either in person or via the online platform. If you are unable to attend on the day, security holders are encouraged to vote in advance of the meetings by lodging a proxy.

You may choose to consider and vote on the following resolutions, as detailed further in this Notice:

- the election of Sarah Ryan as a non-executive director;
- the re-election of each of Mark Birrell and Patricia Cross as non-executive directors;
- the adoption of the 2023 Remuneration Report;

- an increase to the non-executive director fee pool; and
- the granting of performance awards to the incoming CEO, Michelle Jablko.

Since the last AGM, and in my first year as Chair, the Board has been engaged in Board and CEO succession planning. In February 2023, we announced that our CEO, Scott Charlton will leave Transurban at the end of the 2023 calendar year. On behalf of the Board, I would like to acknowledge Scott's outstanding leadership and his 11 years of exceptional service.

As announced in August 2023, I am delighted that the Board has appointed Michelle Jablko as the Group's new CEO and Managing Director, replacing Scott upon the conclusion of the AGM.

As previously disclosed, Dr Sarah Ryan was appointed as a non-executive director effective 1 September 2023. The Board considers Sarah's diverse experience and expertise complements the Board's existing mix of skills, experience and diversity.

We also recently announced the retirement of two directors, effective from October 2023. After more than six and a half years, Dr Jane Wilson has decided to step down from the Board. In addition, having recently accepted an executive role with a global e-commerce company, Terry Bowen has also decided to not seek re-election. Both Jane and Terry have been valuable contributors during a period of growth and success for Transurban and on behalf of the Board, I thank them for their significant contribution and service to the Board.

The AGM is also an important opportunity for the Board to hear directly from security holders. If you wish to submit questions in advance of the AGM, you may do so by emailing [corporate@transurban.com](mailto:corporate@transurban.com) or via [www.investorvote.com.au](http://www.investorvote.com.au) by

Thursday, 12 October 2023. We hope to address as many of the more frequently asked questions as practicable at the meetings. However, there may not be sufficient time available at the AGM to address all of the questions raised. Please note that individual responses will not be sent to security holders.

I look forward to welcoming you to our AGM and thank you for your continued support of Transurban.



**Craig Drummond**  
Chair  
15 September 2023

# Notice of meetings

The Annual General Meetings of shareholders of Transurban Holdings Limited (THL) and Transurban International Limited (TIL) will be held in conjunction with a general meeting of unitholders of Transurban Holding Trust (THT) (together, Transurban Group or Transurban), on Thursday, 19 October 2023 at 11:00am (AEDT) in the Clarendon Auditorium, Level 1, Exhibition Centre, Melbourne Convention and Exhibition Centre, 2 Clarendon Street, South Wharf, Victoria 3006 and online at [www.meetnow.global/MN4MTXV](http://www.meetnow.global/MN4MTXV)

## Business

### 1. Financial Report (THL, TIL and THT)

To receive and consider the Financial Report, Directors' Report, and the Auditor's Report contained within the Transurban Corporate Report for the year ended 30 June 2023.

**Note** that no vote is required on this item.

### 2. Election and re-election of directors (THL and TIL only)

To consider and, if appropriate, pass the following as separate ordinary resolutions:

- (a) "That Sarah Ryan, being eligible, be elected as a director of THL and TIL."
- (b) "That Mark Birrell, being eligible, be re-elected as a director of THL and TIL."
- (c) "That Patricia Cross, being eligible, be re-elected as a director of THL and TIL."

### 3. Adoption of Remuneration Report (THL and TIL only)

To consider and, if appropriate, pass the following as an ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2023 be adopted."

**Note** that the vote on this resolution is advisory only and does not bind the directors, THL or TIL.

#### ***Voting exclusion statement***

Transurban Group will disregard any votes cast on the resolution in item 3:

- by or on behalf of members of the KMP named in the Remuneration Report for the year ended 30 June 2023 and closely related parties of those persons, regardless of the capacity in which the vote is cast; or
- as a proxy by members of the KMP at the date of the meetings and their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on item 3:

- in accordance with a direction on the proxy form; or
- by the Chair of the meetings in accordance with an express authority in the proxy form or received online to vote undirected proxies as the Chair of the meetings sees fit even though item 3 is connected with the remuneration of the KMP.

***What this means for security holders:*** If you intend to appoint a member of the KMP (such as one of the directors) or one of their closely related parties as your proxy, please ensure that you direct them how to vote on the proposed resolution in item 3. If the Chair of the meetings is appointed as your proxy, you can direct the Chair of the meetings how to vote by marking a box for item 3 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark a box for item 3 and give the

Chair of the meetings your express authority to vote your undirected proxy as he sees fit (in which case the Chair of the meetings intends to vote in favour of this item of business).

#### 4. Increase to the non-executive director fee pool (THL, TIL and THT)

To consider and, if appropriate, pass the following as an ordinary resolution:

“That, in accordance with the applicable constitution and ASX Listing Rule 10.17, the maximum aggregate amount which may be provided to all non-executive directors for their services as directors be increased by \$500,000 to a maximum sum of \$3,500,000 per year (inclusive of superannuation contributions).”

##### ***Voting exclusion statement***

Transurban Group will disregard any votes cast on the resolution in item 4:

- in favour of the resolution by or on behalf of the directors of THL, TIL or Transurban Infrastructure Management Limited as responsible entity of THT or their associates (regardless of the capacity in which the vote is cast); or
- as proxy by members of the KMP at the date of the meetings or their closely related parties,

unless the vote is cast on item 4:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way;
- by the Chair of the meetings as a proxy for a person entitled to vote on the resolution in accordance with an express authority to vote undirected proxies as the Chair of the meetings sees fit even though the resolution is connected with the remuneration of the KMP; or

- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

***What this means for security holders:*** If you intend to appoint a member of the KMP (such as one of the directors) or one of their closely related parties as your proxy or attorney, please ensure that you direct them how to vote on the proposed resolution in item 4. If you intend to appoint one of the directors or their associates as your proxy or attorney, please ensure that you direct them how to vote on the proposed resolution in item 4. If the Chair of the meetings is appointed as your proxy, you can direct the Chair of the meetings how to vote by either marking a box for item 4 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any box for item 4 and give the Chair of the meetings your express authority to vote your undirected proxy as he sees fit (in which case the Chair of the meetings intends to vote in favour of this item of business).

#### 5. Grant of performance awards to the incoming CEO, Michelle Jablko (THL, TIL and THT)

To consider and, if appropriate, pass the following as an ordinary resolution:

“That approval be given for the grant to the incoming CEO, Michelle Jablko, of up to 204,309 performance awards under the Transurban

Group's Long Term Incentive Plan, on the terms described in the Explanatory Notes."

### **Voting exclusion statement**

Transurban Group will disregard any votes cast on the resolution in item 5:

- in favour of the resolution by or on behalf of the incoming CEO, Michelle Jablko, or her associates (regardless of the capacity in which the vote is cast); or
- as proxy by members of the KMP at the date of the meetings or their closely related parties,

unless the vote is cast on item 5:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney on the proxy form to vote on the resolution in that way;
- by the Chair of the meetings as a proxy for a person entitled to vote on the resolution in accordance with an express authority in the proxy form to vote undirected proxies as the Chair of the meetings sees fit even though the resolution is connected with the remuneration of the KMP; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**What this means for security holders:** If you intend to appoint a member of the KMP (such as one of the directors) or one of their closely

related parties as your proxy or attorney, please ensure that you direct them how to vote on the proposed resolution in item 5. If you intend to appoint the incoming CEO or an associate of the incoming CEO as your proxy or attorney, please ensure that you direct them how to vote on the proposed resolution in item 5. If the Chair of the meetings is appointed as your proxy, you can direct the Chair of the meetings how to vote by either marking a box for item 5 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any box for item 5 and give the Chair of the meetings your express authority to vote your undirected proxy as he sees fit (in which case the Chair of the meetings intends to vote in favour of this item of business).

Explanatory Notes accompany and form part of this Notice. This Notice should be read in conjunction with the Explanatory Notes which provide further information on each of the proposed items of business.

By order of the Board



### **Fiona Last**

Company Secretary of Transurban Holdings Limited, Transurban International Limited and Transurban Infrastructure Management Limited (as responsible entity of Transurban Holding Trust)  
15 September 2023



# Explanatory Notes

These Explanatory Notes form part of the Notice and provide security holders with information to assess the merits of the proposed resolutions in the Notice.

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## Item 1—Financial Report (THL, TIL and THT)

Transurban Group has prepared and will table at the meetings:

- the consolidated Financial Report of THL, TIL and THT for the year ended 30 June 2023 (**Group Accounts**); and
- the reports of the directors and the auditor on the Group Accounts.

The Chair of the meetings will allow security holders a reasonable opportunity as a whole to ask questions about, or make comments on, the management of THL, TIL and THT.

The auditor, PricewaterhouseCoopers (**PwC**), will also be available at the meetings and a reasonable opportunity will be given to security holders to ask questions of the auditor relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit. Security holders may also submit written questions to the auditor, PwC, on the content of the Auditor's Report or the conduct of its audit for the year ended 30 June 2023. Such questions must be received by no later than Thursday, 12 October 2023. The auditor is not required to provide written answers.

Security holders who elected to receive a hard copy of the Transurban Corporate Report for the year ended 30 June 2023 were provided with a copy of the Group Accounts in that report. A copy of the Corporate Report is also available on the Transurban website at [www.transurban.com](http://www.transurban.com)

## Item 2—Election and re-election of directors (THL and TIL only)

The Board, with the assistance of the Nomination Committee, has undertaken a review of the performance of the directors standing for election and re-election, taking into account the skills, experience, tenure and diversity of the Board. As part of Board succession planning, the Board utilised appointment and independence criteria, a Board skills matrix, and considered Transurban's strategic objectives and existing and relevant emerging business and governance issues. As previously announced, the Board appointed Dr Sarah Ryan as a non-executive director, effective 1 September 2023. The Board considers Dr Sarah Ryan's diverse experience and expertise complements the Board's existing mix of skills, experience and diversity.

Dr Sarah Ryan has been appointed since the 2022 meetings, and accordingly retires in accordance with rule 35(b) of the THL and TIL constitutions and, being eligible, offers herself for election. The Board confirms it undertook appropriate background checks on Dr Sarah Ryan prior to her appointment to the Board, to assess her suitability as a director and there were no material adverse findings.

**(a) Sarah Ryan**



BSc (Geology), BSc (Geophysics) (Hons 1), PhD (Petroleum and Geophysics), FTSE, MAICD  
Independent non-executive director

Dr Ryan was appointed a director on 1 September 2023.

**Board Committee memberships:**

Member of the Nomination Committee.

**Skills, experience and directorships:**

Dr Ryan is an experienced non-executive director and former energy executive with more than 30 years of global experience in various technical, operational and leadership roles at a number of oil and gas and oilfield services companies, including 15 years with Schlumberger Ltd in Australia, North America, United Kingdom, Europe and Asia. Dr Ryan also has a decade of experience in North America and Australia as a director of institutional investment firm Earnest Partners covering the firm's investments in natural resources and associated sectors worldwide, including engineering and construction.

Dr Ryan is currently a non-executive director of Viva Energy Group Limited (since 2018), Aurizon Holdings Limited (since 2019) and Future Battery Industries Co-operative Research Centre (since 2020). She is also a Strategic Advisory Panel Member of the ARC Centre of Excellence for Green Electrochemical Transformation of Carbon Dioxide (since 2023) and Chair of the Energy Forum for the Australian Academy of Technological Sciences and Engineering (ATSE) (since 2022).

Dr Ryan is a former non-executive director of Woodside Energy Group Limited, Oz Minerals Limited, MPC Kenetic and Norwegian listed Akastor ASA.

Prior to submitting herself for election, Dr Ryan has confirmed that she will have sufficient time to fulfil her duties as a director of Transurban.

**Recommendation:**

*The directors of THL and TIL (other than Dr Ryan who is the subject of this resolution) unanimously recommend that security holders vote in favour of the election of Dr Ryan.*

*Dr Ryan is an experienced non-executive director with an extensive executive and non-executive career with large, global companies involved in complex, capital intensive projects. She brings a deep understanding of large infrastructure projects across various industries and her expertise and experience is highly valued by the Board.*

The following directors, being eligible, offer themselves for re-election. Mr Birrell and Mrs Cross have voluntarily offered themselves for re-election by security holders a year early in order for Transurban's director rotations to be appropriately balanced over the coming years. The Board considers that each director seeking re-election below makes a valuable contribution to the Board and is committed to fulfilling their duties as a director of Transurban Group.

**(b) Mark Birrell AM**



BEC, LLB, HonLLD, FAICD  
Independent non-executive director

Mr Birrell was appointed a director on 1 May 2018.

**Board Committee memberships:**

Member of the Audit and Risk Committee and the Nomination Committee.

**Skills, experience and directorships:**

Mr Birrell is a director with deep industry experience in the fields of infrastructure and transport, including roles as founding Chair of Infrastructure Partnerships Australia, the

nation's peak industry sector body and Chair of Infrastructure Australia, the statutory authority advising the Federal Government.

Mr Birrell is currently Deputy President of the Australian Chamber of Commerce and Industry (since 2021) and a member of the Management Board of the International Organisation of Employers (since 2022).

Previous directorships include Chair of Post Super Pty Ltd, Regis Healthcare Limited, Port of Melbourne Corporation, Evans & Peck Limited, and Deputy Chair of Australia Post.

Mr Birrell has a background in the law and public policy, having worked as National Leader of the Infrastructure Group at Minter Ellison and served as a Cabinet Minister in Victoria and Leader of the Government in the Upper House.

Prior to submitting himself for re-election, Mr Birrell has confirmed that he will have sufficient time to fulfil his duties as a director of Transurban.

#### **Recommendation:**

*The directors of THL and TIL (with Mr Birrell abstaining) unanimously recommend that security holders vote in favour of the re-election of Mr Birrell.*

*Mr Birrell's contributions as an experienced director with extensive infrastructure industry knowledge are highly regarded by the Board. In recommending his re-election, the Board recognises Mr Birrell's contributions as a valued member of the Audit and Risk Committee and the Nomination Committee.*

#### **(c) Patricia Cross AM**



BSc (Hons), FAICD

Independent non-executive director

Mrs Cross was appointed a director on 1 July 2021.

#### **Board Committee memberships:**

Member of the Remuneration, People and Culture Committee and the Nomination Committee.

#### **Skills, experience and directorships:**

Mrs Cross has extensive international experience as both an executive and non-executive director across a wide range of financial services and other industries. She has expertise in capital markets, risk management, corporate governance, treasury and international affairs.

Mrs Cross is currently Chair of OFX Group Limited (since 2022), a Guardian of the Future Fund's Board of Guardians (since 2021) and an Ambassador for the Australian Indigenous Education Foundation (since 2008).

She was previously Chair of the Commonwealth Superannuation Corporation, and a non-executive director of Aviva plc, Macquarie Group Limited, National Australia Bank Limited, Qantas Airways Limited, and Wesfarmers Limited. Mrs Cross also held several honorary government positions including as a founding member of the Financial Sector Advisory Council and as a member of the Panel of Experts to the Australian Financial Centre Forum.

As an executive, Mrs Cross lived and worked in seven different countries holding a number of senior leadership positions with Chase Manhattan Bank and Chase Investment Bank, Banque Nationale de Paris, and National Australia Bank Limited.

Prior to submitting herself for re-election, Mrs Cross has confirmed that she will have sufficient time to fulfil her duties as a director of Transurban.

**Recommendation:**

*The directors of THL and TIL (with Mrs Cross abstaining) unanimously recommend that security holders vote in favour of the re-election of Mrs Cross.*

*Mrs Cross' extensive expertise in international capital markets, risk management and treasury is highly regarded by the Board. In recommending her re-election, the Board recognises Mrs Cross' contributions as an experienced director to Board meetings, and her contributions as a valued member of the Remuneration, People and Culture Committee and the Nomination Committee.*

**Item 3—Adoption of Remuneration Report (THL and TIL only)**

The Remuneration Report details various matters regarding the remuneration of Transurban Group's non-executive directors, the CEO and other senior executives, and is set out in the Transurban Corporate Report for the year ended 30 June 2023. The Remuneration Report:

- explains the Board's policies in relation to the objectives and structure of remuneration;
- discusses the relationship between those policies and Transurban Group's performance;
- provides a detailed summary of performance measures, why they were chosen, and how performance is measured against them; and
- sets out the remuneration details for each director and each of the other KMP of Transurban Group.

The Chair of the meetings will allow security holders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The vote on the adoption of the Remuneration Report is advisory only and does not bind the directors, THL or TIL. However, the directors will take the outcome of the vote into consideration when setting remuneration practices and policies for future years.

Please note a voting exclusion applies to this item—please refer to pages 6 and 7.

**Recommendation:**

*The directors of THL and TIL unanimously recommend that security holders vote in favour of adopting the Remuneration Report.*

**Item 4—Increase to the non-executive director fee pool (THL, TIL and THT)**

Transurban Group is seeking security holder approval to increase the aggregate amount that may be paid as remuneration to its non-executive directors (**fee pool**).

ASX Listing Rule 10.17 provides that a listed entity may not, without security holder approval, increase the total amount of non-executive directors' fees.

The current maximum aggregate amount approved by security holders to be paid as remuneration to all non-executive directors (excluding expenses and fees for any extra services performed) is \$3,000,000 per year (inclusive of superannuation contributions). This sum was approved at the 2016 Annual General Meetings.

The aggregate fee pool operates as a maximum limit for the amount that may be paid to non-executive directors. Details of Transurban Group's approach and the amount of remuneration paid to non-executive directors is set out in the Remuneration Report for the year ended 30 June 2023 which forms part of the Transurban Corporate Report. Seeking security holder approval does not indicate

that Transurban Group intends to use the full amount of the proposed maximum fee pool immediately, but rather that the fee pool be set at a level which allows for growth in non-executive director fees over time to reflect the Board's needs and the increasing demands and responsibilities imposed on non-executive directors, as well as to provide strategic flexibility to enable additional Board appointments as appropriate.

Transurban Group undertakes regular reviews, including in FY23, of the fees paid to non-executive directors to ensure that the fees paid are competitive and to enable Transurban Group to attract and retain high calibre directors. These reviews include benchmarking against other publicly listed entities of a similar size and complexity to Transurban Group. Directors' performance, duties and responsibilities are all considered as part of the review process. The most recent increase in non-executive director fees was on 1 January 2023, which was the first increase since 2018.

Pursuant to Listing Rule 10.17 security holder approval is sought to increase the aggregate fee pool by \$500,000 to a new maximum aggregate amount of \$3,500,000 per year (inclusive of superannuation contributions).

Transurban Group has not sought an increase in the aggregate fee pool since 2016. The Board considers that it is appropriate to seek approval for this increase at this time for a number of reasons:

- **To provide the Board with the strategic flexibility to make additional Board appointments as appropriate:** The proposed fee pool increase would provide the Board with sufficient flexibility to attract and appoint directors who have the skills and experience to complement the Board's current composition in line with the business'

growth and evolving needs, and to allow flexibility to appoint directors if Transurban considers it necessary or appropriate to enhance the diversity of the Board. The Board is actively engaged in director searches, including for an additional non-executive director to complement the skills, experience and diversity of the Board and to support the 40:40:20 Diversity and Inclusion objective adopted by the Board for FY24. The appointment of an additional non-executive director would increase the Board size by one.

- **Increasing time and responsibilities required of non-executive directors:** Transurban Group's growth and increased complexity since the 2016 AGM, when the last increase to the fee pool was approved, has resulted in the workload and responsibilities of the non-executive directors on the Board and its committees having increased. The Board anticipates that this workload is likely to continue over the coming years, as the Board continues to provide strategic guidance and effective oversight of management in its implementation of Transurban's strategy. The proposed fee pool increase would provide flexibility to pay non-executive directors appropriate fees which take into account the increasing workloads and levels of complexity, including oversight of increased regulatory requirements and stakeholder expectations.
- **To continue to manage orderly succession planning:** The increased fee pool would assist with orderly Board succession planning and facilitate the transfer of director responsibilities to new directors during a handover/transition period.
- **To allow the Board to continue to retain and attract appropriately qualified directors and remunerate such directors at a market competitive level:** The last increase in the aggregate fee pool was at the

2016 AGM and non-executive fees were most recently increased on 1 January 2023, which was the first increase since 2018.

The aggregate non-executive directors' fee pool includes fees that are paid to non-executive directors for serving on the Board and its Committees. Superannuation contributions that Transurban Group is required to pay on behalf of non-executive directors are also included in the aggregate fee pool.

During the past three years, no securities have been issued to non-executive directors under ASX Listing Rule 10.11 or 10.14 that required the approval of security holders.

Please note a voting exclusion applies to this item – please refer to page 7.

**Recommendation:**

*As the non-executive directors have a personal interest in the proposed resolution, the directors of THL, TIL and Transurban Infrastructure Management Limited as responsible entity of THT make no recommendation as to how security holders should vote on this resolution.*

**Item 5—Grant of performance awards to the incoming CEO, Michelle Jablko (THL, TIL and THT)**

Security holder approval is being sought for the proposed grant of performance awards to the incoming CEO, Michelle Jablko under the Transurban Group's Long Term Incentive (LTI) Plan on the terms set out below. As announced on 16 August 2023, Michelle Jablko will commence in the role of CEO and Managing Director of Transurban Group upon the conclusion of the AGM on 19 October 2023.

**LTI Plan terms and conditions**

If security holder approval is obtained, performance awards will be granted to the

incoming CEO as part of her remuneration package for the 2024 financial year (**FY24**). Each performance award entitles the incoming CEO to one fully paid ordinary Transurban stapled security at the end of the relevant performance period, subject to the satisfaction of the performance measures described below. Securities allocated to the incoming CEO on vesting of the performance awards will rank equally with other Transurban securities.

The total number of performance awards to be granted to the incoming CEO is determined by applying the valuation methodology (as set out below).

The valuation methodology is based on a face value approach. The number of performance awards to be granted is calculated based on 100% of the incoming CEO's total LTI opportunity (\$2.94 million) divided by the face value valuation (being \$14.39). The face value valuation is based on the Volume Weighted Average Price (**VWAP**) of Transurban's securities traded on the ASX in the 10 trading days up to and including 30 June 2023.

The total number of performance awards to be granted to the incoming CEO will not exceed 204,309.

As the incoming CEO's LTI grant forms part of her total remuneration package, the performance awards will be granted at no cost to the CEO. No amount is payable on vesting of the performance awards. The performance awards will be granted under, and subject to, the Equity Incentive Plan Rules which govern the Transurban Group's LTI Plan. Performance awards do not provide the full benefits of ownership (such as distribution and voting rights) unless the performance awards vest and securities are allocated to the incoming CEO. Transurban grants the incoming CEO's LTI in performance awards because they create

alignment between the incoming CEO and security holders and focus on the achievement of sustainable longer-term value creation.

If security holder approval is obtained, it is anticipated that the performance awards will be granted to the CEO shortly after the meetings. No performance awards will be granted pursuant to this approval more than 12 months after the date of the meetings.

If the performance measures are satisfied, the performance awards will automatically vest. Whilst the Board has discretion to grant cash payments of equivalent value at the end of the performance periods, it is the Board's current intention to settle any vested performance awards in Transurban securities.

If security holder approval is not provided, the Board intends to provide Michelle Jablko with an LTI in the form of cash, subject to the terms outlined in these Explanatory Notes, to compensate the incoming CEO for the remuneration she would forego if security holder approval is not obtained.

## Performance measures

The performance awards will be granted to the incoming CEO in two equal tranches, which are subject to the following performance measures over a four-year performance period:

- relative TSR tranche—half of the performance awards will be subject to a vesting condition based on relative Total Shareholder Return (**TSR**) measured against a bespoke comparator group comprising companies within the ASX top 150 in the transport, utilities, real estate, construction and infrastructure Global Industry Classification Standards sectors; and
- FCF per security tranche—half of the performance awards will be subject to a vesting condition linked to Free Cash Flow

(**FCF**) per security (see further details below), which reflects the Transurban Group's focus on the maximisation of free cash to drive security holder return.

The performance awards that do not vest at the end of the performance period will lapse. There is no re-testing of performance awards.

## Relative TSR measure

The relative TSR tranche is measured against a bespoke comparator group comprising companies within the ASX 150 in the transport, utilities, real estate, construction and infrastructure Global Industry Classification Standards sectors.

The performance awards will begin to vest if Transurban Group's relative TSR performance is at least above the median of the bespoke comparator group of companies at the end of the relevant performance period, in accordance with the following vesting schedule:

Transurban Group's relative TSR ranking against comparator group	% of performance awards that vest
At or below the 50th percentile	Nil
Above the 50th percentile but below the 75th percentile	Straight line vesting between 50–100%
At or above the 75th percentile	100%

At the end of the relevant performance period, Transurban Group will receive an independent report that presents Transurban Group's TSR growth against the bespoke comparator group and that of each company in the comparator group. Rankings are awarded (the highest ranking company being ranked at the 100th percentile) to determine the extent to which performance awards will vest. As shown by the

schedule above, no performance awards will vest unless Transurban Group's relative TSR is above the 50th percentile. The Board has discretion to adjust the bespoke comparator group (for example, if one of the companies is wound up or merges with another company).

### Free Cash Flow per security measure

Within the Transurban Group, FCF per security is defined as:

- cash flows from operating activities
- **add back:** transaction and integration costs related to acquisitions and disposals
- **add back:** payments for maintenance of intangible assets
- **add:** capital releases from 100% owned assets
- **less:** debt amortisation for 100% owned assets
- **less:** cash flow from operating activities from consolidated non-100% owned entities
- **less:** allowance for maintenance of intangible assets for 100% owned assets
- **add:** distributions and Shareholder Loan Notes principal and interest received from non-100% owned entities
- **divided by:** weighted average number of securities on issue at 30 June.

The FCF per security tranche of the performance awards will vest depending on the Transurban Group's compound annual growth rate (**CAGR**) targets translated into annual FCF (excluding Capital Releases) per security over the four-year performance period.

The FCF per security vesting schedule is as follows:

<b>% compound annual growth rate in FCF (excluding Capital Releases) per security<sup>1</sup> (distribution base of 58.0 cents per security)</b>	<b>% of performance awards that vest</b>
Below 3.0%	Nil
Between 3.0% and 5.0%	Straight line vesting between 50–100%
5.0% or more	100%

*<sup>1</sup> The FCF (excluding Capital Releases) per security target range is calculated by adding each of the FCF (excluding Capital Releases) budget and forecasts over the four-year performance period, and determining the CAGR required to achieve the four-year aggregate FCF (excluding Capital Releases). Capital Releases refer to the injection of debt into Transurban assets, thereby releasing equity.*

The annual growth rate may be higher or lower in a given year, however this translates to an aggregate FCF (excluding Capital Releases) of between 249.9 cents per security (50% vesting) and 262.5 cents per security (100% vesting) over the performance period. The CAGR in FCF (excluding Capital Releases) per security will be calculated using the FY23 distribution as the base, being 58.0 cents per security which includes 2.8 cents of Capital Releases. Excluding these Capital Releases, the CAGR would be 5.0% (50% vesting) and 7.0% (100% vesting) off a FY23 distribution base (excluding Capital Releases) of 55.2 cents per security.

The FCF calculation is determined on a per security basis by the Board, in its sole discretion. The Board has discretion to adjust the calculation of FCF per security (for example, to adjust for the impact of significant events, including but not limited to, major projects being undertaken during the performance period that impact on FCF). The number of securities will be calculated for each financial year and will be expressed as a weighted



average over the relevant period. The movement in FCF per security best reflects the Transurban Group's underlying business performance. The Transurban Group's FCF outcome for each financial year will be included in the Transurban Group's audited financial statements for the relevant year.

### **Treatment of performance awards on cessation of employment**

If the incoming CEO resigns or her employment is terminated for cause before the vesting conditions are tested, all of her unvested performance awards will lapse (unless the Board determines otherwise). In all other circumstances, unless the Board determines otherwise, a pro rata number of the incoming CEO's performance awards will remain on foot (calculated on the portion of the relevant performance period that has elapsed) and will vest at the end of the performance period subject to satisfaction of the original performance conditions.

### **Takeover or other change of control of Transurban Group**

In the event of a takeover or other change of control event, the Board may decide that some or all performance awards will vest or lapse in accordance with the Equity Incentive Plan Rules governing the LTI Plan. In determining whether to exercise its discretion, the Board may have regard to any circumstances it considers appropriate. If an actual change in control occurs before the Board has exercised its discretion, a pro rata number of performance awards will vest (calculated on the portion of the relevant performance period that has elapsed) and the remainder will lapse. Generally, performance awards that vest following a change of control will not be subject to restrictions on dealing.

### **Other Board discretions**

Under the Equity Incentive Plan Rules governing the LTI Plan, the Board has a number of other discretions in relation to performance awards. This includes the ability to exercise malus and clawback powers and to amend the terms applying to performance awards in certain circumstances. As outlined above, the Board also has discretion to adjust the vesting conditions, including to include or exclude any items from calculations to take into account unforeseen circumstances. Information about the LTI Plan is also included in the Remuneration Report for the year ended 30 June 2023.

### **Total remuneration package**

From the date of appointment, the incoming CEO's annual remuneration package consists of the following:

- Fixed remuneration (including superannuation): \$2,000,000
- Short Term Incentive target opportunity (at-risk): \$2,000,000 (100% of fixed remuneration).<sup>1</sup>
- Long Term Incentive opportunity (at-risk): \$2,940,000 (147% of fixed remuneration).

*1 50% is awarded in cash and 50% is deferred into Transurban securities restricted for two years following the performance year. Maximum short term incentive opportunity represents 150% of fixed remuneration.*

### **Other information**

In relation to the LTI Plan:

- the Equity Incentive Plan Rules were adopted by the Board in December 2019 and govern the LTI Plan. The incoming CEO has received a total of 181,058 performance awards (at no cost) under the terms of this LTI Plan for performance in her executive role;
- there is no loan scheme in relation to the performance awards;

- the incoming CEO is prohibited from hedging the security price exposure in respect of performance awards during the performance period applicable to those performance awards; and
- details of any performance awards issued under the LTI Plan will be published in Transurban's Corporate Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of performance awards under the LTI Plan after this resolution is approved and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

Please note a voting exclusion applies to this item – please refer to page 8.

***Recommendation:***

*The directors consider the grant of performance awards to the incoming CEO, Michelle Jablko, to be appropriate in all the circumstances and unanimously recommend that security holders vote in favour of the grant.*

# Further details on how to participate in the meetings

## Stapled security holder meetings

At present, the shares in THL and TIL and the units in THT are stapled together under the THL constitution, the TIL constitution and the THT constitution to form stapled securities. This means that all shareholders of THL and TIL are also unitholders of THT (together, **security holders**) and, as such, the meetings of THL and TIL and of THT are held concurrently.

## Required majority and voting entitlement

The resolutions described in items 2, 3, 4 and 5 are ordinary resolutions and each will be passed if at least 50% of votes cast by security holders entitled to vote on the resolution are cast in favour of the resolution.

The vote on each resolution will be decided on a poll as determined by the Chair of the meetings, subject to any requirements of the Corporations Act and the THL, TIL and THT constitutions.

On a resolution of THL or TIL determined by a poll, each security holder present at the meetings in person or online, or by proxy, attorney or representative has one vote for each fully paid ordinary share held. On a resolution of THT determined by a poll, each security holder present at the meetings in person or online, or by proxy or representative has one vote for every dollar of the value of the total interest they have in THT. The value of a security holder's total interest in THT will be calculated by reference to the last sale price of stapled securities on the ASX on Wednesday, 18 October 2023.

## Admission to in person meetings

Proof of identity will be required.

Security holders or their proxies, attorneys

or representatives who will be attending the meetings in person are asked to arrive 15 minutes prior to the start of the meetings and to bring their proxy form to help speed up admission. Security holders who appoint a proxy or attorney may still attend the meetings in person. However, if the security holder votes on a resolution, the proxy or attorney is not entitled to vote as that security holder's proxy or attorney on the resolution.

Security holders who do not plan to attend the meetings in person are encouraged to complete and return a proxy form.

## Participating in the meetings online

You can also participate in the AGM using the online platform.

To use the online platform you will require a computer, tablet or mobile device with an internet connection. We recommend using the latest version of your web browser.

**You can access the online platform from your device, by entering the following URL address in your web browser:**

**[www.meetnow.global/MN4MTXV](http://www.meetnow.global/MN4MTXV)**

The online platform will allow you to view the meetings live, vote and ask questions (both verbally and in writing) in real time.

**Important information for security holders (attorneys and representatives):**

To participate and vote at the meetings online, you will need your **security holder number and postcode**. To participate online, security holders (attorneys and representatives) should register at least 15 minutes before the meetings.

### **Important information for proxy holders:**

To participate and vote at the meetings online, proxy holders will need to contact Computershare Investor Services on +61 3 9415 4024 to request their **unique email invitation link** prior to the day of the meetings.

### **How to vote and appoint a proxy**

#### ***Eligibility to vote***

For the purposes of determining entitlement to vote at the meetings, stapled securities will be taken to be held by those registered as holders as at 7:00pm AEDT on Tuesday, 17 October 2023. Transactions registered after that time will be disregarded in determining security holders' entitlement to vote at the meetings.

#### ***Voting at the meeting***

A security holder can vote at the meetings by:

- attending and voting in person, or if the security holder is a corporate security holder, appointing a corporate representative to attend in person and act on the security holder's behalf;
- appointing an attorney or a proxy to attend in person or online and vote for the security holder; or
- attending and voting online in real time, or if the security holder is a corporate security holder, appointing a corporate representative to act online on the security holder's behalf.

#### ***Voting by corporate representative***

Any corporate security holder or proxy must appoint a person to act as its representative. The representative must provide Computershare with a formal notice of appointment signed as required by section 127 of the Corporations Act or the constitutions of THL and TIL prior to the meetings. A form

of notice of appointment can be obtained from Computershare or downloaded from [www.computershare.com.au](http://www.computershare.com.au) (Investor Centre)

#### ***Voting by proxy***

If a security holder does not want to participate in the AGM in person or in real time online, or is unable to attend on the day, the security holder can appoint a representative or the Chair of the meetings as proxy to vote for the security holder. Your proxy need not be a security holder and can be either an individual or a body corporate. The proxy can be appointed in respect of some or all of the votes held by the security holder. If the security holder is entitled to cast two or more votes, the security holder can appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If the proportion or number of votes is not specified, each proxy may exercise half the votes. On a poll, each proxy may only exercise votes in respect of those securities or voting rights the proxy represents.

If a security holder has specified how the proxy should vote on an item of business, but the proxy does not attend the meetings or does not vote on the item as directed, then the Chair of the meetings will be taken to have been appointed as the security holder's proxy and will vote in accordance with the security holder's directions.

If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as your proxy sees fit, subject to any applicable voting exclusions.

If you appoint the Chair of the meetings as your proxy (or if the Chair of the meetings is appointed by default), and you do not direct your proxy how to vote on a particular item of

business, then by completing and submitting the proxy appointment you are expressly authorising the Chair of the meetings to vote as he sees fit on these items even though the items may be connected with the remuneration of members of KMP (items 3, 4 and 5).

Security holders who elected to receive their notice of meetings electronically or have provided Transurban with their email address will have received an email with a link to the Computershare site.

In order to take effect, the proxy appointment (and any authority under which the proxy was signed or a certified copy of the authority) must be received by Computershare, no later than **11:00am AEDT on Tuesday, 17 October 2023**.

Security holders who appoint a proxy or attorney may still attend the meetings in person or view the live meetings online. However, if the security holder votes on a resolution, the proxy or attorney is not entitled to vote as that security holder's proxy or attorney on the resolution.

You can arrange to receive security holder information electronically by contacting Computershare on 1300 360 146 (within Australia), +61 3 9415 4315 (overseas) or at [www.computershare.com.au](http://www.computershare.com.au) (Investor Centre)

### ***Submitting your proxy appointment***

If security holders are unable to complete an online proxy appointment, a proxy form can be requested by contacting Computershare on 1300 360 146 (within Australia) or +61 3 9415 4315 (overseas). Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned to Computershare no later than **11:00am AEDT on Tuesday, 17 October 2023**.

The proxy form and authority may be returned in one of the following ways:

- **online at:**  
[www.investorvote.com.au](http://www.investorvote.com.au) by following the instructions set out on the website.
- **by post to:**  
Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001
- **by facsimile to:**  
Computershare Investor Services Pty Limited  
1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)

**Custodian voting:** for intermediary online subscribers only (Custodians) please submit your voting intentions at [www.intermediaryonline.com](http://www.intermediaryonline.com)

### ***Voting by attorney***

Where a security holder appoints an attorney to act on their behalf at the meetings, such appointment must be made by a duly executed power of attorney. The power of attorney or a certified copy of the power of attorney must be received by **11:00am AEDT on Tuesday, 17 October 2023**. The power of attorney must be provided to Computershare as set out above.

### ***Voting exclusions***

Certain voting restrictions apply to item 3 (Adoption of Remuneration Report), item 4 (Increase to the non-executive director fee pool), and item 5 (Grant of performance awards to the incoming CEO, Michelle Jablko). If you wish to appoint a member of the KMP (which includes each of the directors and the Chair of the meetings) as your proxy or attorney, please read the voting exclusions carefully. Security holders are encouraged to direct their proxies how to vote.

## How the Chair intends to vote available proxies

The Chair of the meetings intends to vote all available proxies in favour of all resolutions.

## Webcast

As in prior years, the AGM will be webcast.

A webcast of the AGM will be made

available via Transurban's website at

[www.transurban.com/aggm](http://www.transurban.com/aggm). The webcast will

be recorded and be made available to view after the meetings.

## Conducting the AGM

The AGM is intended to give security holders the opportunity to:

- hear presentations from the Chair and the CEO about the operations and performance of Transurban Group;
- consider and vote on the resolutions before the meetings; and
- ask questions of the Board, management and the auditor generally on the items of business before the meetings, the management of Transurban Group, the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit. The Chair of the meetings and the CEO will generally answer questions on behalf of the Board and management.

To help achieve these objectives Transurban Group will:

- enable all security holders to participate in the meetings, in person and via the online platform;
- webcast the meetings for the benefit of those security holders unable to attend or view the meetings live;

- provide a reasonable opportunity for security holders at the meetings to ask questions of the Board either in person or through the online meeting platform if attending the meetings online;
- answer security holders' questions honestly and fairly; and
- inform security holders as to the proxy voting positions with respect to the resolutions to be considered by the meetings and the manner in which the Chair of the meetings intends to vote available proxies.

To help achieve these objectives the Transurban Group asks that security holders:

- are courteous and respectful to all security holders and others attending the meetings;
- keep their questions and comments to a reasonable length of time to allow as many security holders as possible who may wish to speak at the meetings the opportunity to do so; and
- confine their questions to the matters before the meetings.

## Questions and comments from security holders

Transurban Group is committed to making sure that all security holders have a reasonable opportunity to participate in the meetings. Security holders can ask questions and make comments in person or, if attending the meetings online via the online platform. To help achieve this, Transurban asks that security holders:

- submit written questions in advance of the meetings by:
  - emailing [corporate@transurban.com](mailto:corporate@transurban.com) or
  - online at [www.investorvote.com.au](http://www.investorvote.com.au).

Questions must be received by Thursday, 12 October 2023;

- if attending the meetings online and submitting their written questions at the meeting, submit their questions as early as possible, so that they may be received and queued in preparation for the relevant agenda item;
- are courteous and respectful when submitting or asking their questions; and
- state their questions clearly and concisely, which agenda item their question relates to, and confine their questions to the matters before the meetings.

The Chair of the meetings will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meetings. However, there may not be sufficient time available at the meetings to address all of the questions raised. Please note that individual responses will not be sent to security holders.

