## **Appendix 3B**

# New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

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Name	Ωt	en	titv/

SP AusNet

SP AusNet Comprises:

SP Australia Networks (Distribution) Ltd;

SP Australia Networks (Transmission) Ltd; and

SP Australia Networks (Finance) Trust (the responsible entity is SP Australia Networks (RE) Ltd)

#### ARN

SP Australia Networks (Distribution) Ltd ABN 37 108 788 245

SP Australia Networks (Transmission) Ltd ABN 48 116 124 362

SP Australia Networks (Finance) Trust ARSN 116 783 914 (the responsible entity is SP Australia Networks (RE) Ltd ABN 46 109 977 371)

We (the entity) give ASX the following information.

#### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	<sup>+</sup> Class of <sup>+</sup> securities issued or to be issued	Ordinary fully paid stapled securities.
2	Number of *securities issued or to be issued (if known) or maximum number which may be issued	8,782,410

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<sup>+</sup> See chapter 19 for defined terms.

3 Principal terms of the \*securities (eg, if options, exercise price and expiry date; if partly paid \*securities, the amount outstanding and due dates for payment; if \*convertible securities, the conversion price and dates for conversion)

Same terms as existing ordinary stapled securities.

Do the \*securities rank equally in all respects from the date of allotment with an existing \*class of quoted \*securities?

As from allotment the new ordinary stapled securities will rank equally with existing ordinary stapled securities.

If the additional securities do not rank equally, please state:

• the date from which they do

- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable

5 Issue price or consideration

\$1.18

6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets) The ordinary stapled securities will be issued pursuant to the SP AusNet Distribution Reinvestment Plan and the proceeds used for capital management purposes and to fund capital expenditure.

7 Dates of entering \*securities into uncertificated holdings or despatch of certificates 28 June 2013

8 Number and \*class of all \*securities quoted on ASX (*including* the securities in clause 2 if applicable)

Number	+Class
3,376,325,523	Ordinary stapled securities

		Number	+Class
9	Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	Nil	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	There will be no change	in distribution policy.
Part	2 - Bonus issue or  Is security holder approval	-	
	required?		
12	Is the issue renounceable or non-renounceable?	Not applicable	
13	Ratio in which the *securities will be offered	Not applicable	
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Not applicable	
15	<sup>+</sup> Record date to determine entitlements	Not applicable	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable	
17	Policy for deciding entitlements in relation to fractions	Not applicable	
18	Names of countries in which the entity has *security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	Not applicable	

acceptances or renunciations

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Closing date for receipt of Not applicable

<sup>+</sup> See chapter 19 for defined terms.

20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable

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<sup>+</sup> See chapter 19 for defined terms.

32	How do *security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	<sup>+</sup> Despatch date	Not applicable
You ne	t 3 - Quotation of sec	
34	Type of securities (tick one)	
(a)	Securities described in Part 1	
(b)		of the escrowed period, partly paid securities that become fully paid, employee ends, securities issued on expiry or conversion of convertible securities
Enti	ties that have ticked box	34(a)
Addit	ional securities forming a new cla	ass of securities
Tick to docume	indicate you are providing the informa	tion or
35	1 1	securities, the names of the 20 largest holders of the number and percentage of additional *securities held by
36		y securities, a distribution schedule of the additional or abber of holders in the categories
37	A copy of any trust deed for the	he additional *securities

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<sup>+</sup> See chapter 19 for defined terms.

### Entities that have ticked box 34(b)

38	Number of securities for which †quotation is sought	
39	Class of *securities for which quotation is sought	
40	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?	
	If the additional securities do not rank equally, please state:  • the date from which they do  • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	
41	Reason for request for quotation now  Example: In the case of restricted securities, end of restriction period  (if issued upon conversion of another security, clearly identify that other security)	
42	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the securities in clause 38)	

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<sup>+</sup> See chapter 19 for defined terms.

#### **Quotation agreement**

- <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
- We warrant the following to ASX.
  - The issue of the \*securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those \*securities should not be granted \*quotation.
  - An offer of the \*securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.
- If we are a trust, we warrant that no person has the right to return the \*securities to be quoted under section 1019B of the Corporations Act at the time that we request that the \*securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before \*quotation of the \*securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

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Sign here:

Date: 24 June 2013

Print name:

Susan Taylor

<sup>+</sup> See chapter 19 for defined terms.