



2 October 2020

ASX ANNOUNCEMENT

APA Group (ASX: APA)

Notice of Annual Meeting Addendum

Pursuant to ASX Listing Rule 3.17.1, attached is a letter which will be sent to APA Group Securityholders containing an Addendum to APA Group's 2020 Notice of Annual Meeting.

A handwritten signature in black ink, appearing to read 'N Codevelle', written in a cursive style.

Authorised for release by Nevenka Codevelle

Company Secretary
Australian Pipeline Limited

For further information, please contact:

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About APA Group (APA)

APA is a leading Australian energy infrastructure business, owning and/or operating around \$22 billion of energy infrastructure assets. Its gas transmission pipelines span every state and territory on mainland Australia, delivering approximately half of the nation's gas usage. APA has direct management and operational control over its assets and the majority of its investments. APA also holds ownership interests in a number of energy infrastructure enterprises including SEA Gas Pipeline, SEA Gas (Mortlake) Partnership, Energy Infrastructure Investments and GDI Allgas Gas Networks.

APT Pipelines Limited is a wholly owned subsidiary of Australian Pipeline Trust and is the borrowing entity of APA Group.

For more information visit APA's website, apa.com.au



2 October 2020

Dear Sir/Madam

APA GROUP 2020 NOTICE OF ANNUAL MEETING ADDENDUM

Attached is an Addendum to the 2020 Notice of Annual Meeting (the **Addendum**) released by Australian Pipeline Limited (**APL**) as the responsible entity of Australian Pipeline Trust and APT Investment Trust (together, **APA Group**) on 21 September 2020 (**Original Notice**).

There is no change to the date or time of APA Group's Annual Meeting – it will still be held virtually on Thursday 22 October 2020 starting at 10.00am (Sydney time) and Securityholders are still able to attend through the online meeting platform at <https://agmlive.link/APA20> or by telephone on 1800 572 288 (+61 1800 572 288 for overseas participants). The details for how to participate, including voting, appointing a proxy and asking questions prior to the Annual Meeting remain as set out in the Original Notice.

Additional resolution: Resolution 8 – Nomination of non-Board endorsed external nominee, Victoria Walker, for election as a Director

APA Group has recently been made aware that an external nomination for the APL Board was validly made and received by its registry service provider but not passed on to APA Group for inclusion in the Original Notice. APA Group has been advised that the error was due to an administrative oversight by the registry service provider.

APL will put the relevant nomination to Securityholders at the Annual Meeting by way of an additional resolution as set out in the Addendum. The Board recommends that Securityholders vote **against** the nomination of the external nominee for the reasons given in the Addendum.

The numbering of the resolution in the Addendum is a continuation of the numbering used in the Original Notice. At the Annual Meeting, Resolution 8 will be discussed following Resolutions 2 to 4, relating to the Board-endorsed nominations for election as Directors. The meeting will then consider the remaining resolutions in numerical order.

Updated proxy form

Given the inclusion of the new Resolution 8, also attached is an updated proxy form. To be valid, the proxy form must be received by APA Group's registry by **10.00am (Sydney time) on Tuesday 20 October 2020**. Given timing constraints and potential postage delays, Securityholders are encouraged to lodge their proxy online at www.linkmarketservices.com.au.

Please note that if you have already submitted a proxy vote for Resolutions 1 to 7 as set out in the Original Notice and you do not submit a proxy vote for Resolution 8, your original proxy vote will continue to be valid for the Annual Meeting and you will be taken not to have cast a vote on Resolution 8.

Yours sincerely

Michael Fraser
Chairman

ATTACHMENT: ADDENDUM TO APA GROUP 2020 NOTICE OF ANNUAL MEETING

Further Item of Ordinary Business

8. Nomination of non-Board endorsed external nominee, Victoria Walker, for election as a Director

Australian Pipeline Limited has received an external nomination from Victoria Walker for election as a Director of Australian Pipeline Limited.

Resolution 8 (ordinary resolution):

That the nomination of Victoria Walker to be elected as a Director of Australian Pipeline Limited be approved.

Explanatory notes for Resolution 8

8. Nomination of non-Board endorsed external nominee, Victoria Walker, for election as a Director

The constituent documents of Australian Pipeline Limited (**APL**) require the company to use its best endeavours to afford unitholders of Australian Pipeline Trust (being APA Group's Securityholders) the opportunity to nominate candidates to fill vacancies on the Board of Directors of APL (the **Board**). In line with that commitment, on 7 August 2020, APL lodged with ASX a notice calling for nominations of candidates from Securityholders.

APL has received a nomination from a Securityholder for an external candidate, Victoria Walker.

If Securityholders approve (by ordinary resolution) the nomination of the candidate at the meeting, pursuant to the Constitution of APL, she will be elected as a Director of that company at the company's 2020 Annual General Meeting. If Securityholders do not approve the nomination, APL will not nominate her for election to the Board.

Information regarding the candidate

Ms Walker has provided the following biographical information in relation to her nomination, which has not been independently verified by APL or APA Group:

Name: Victoria Walker

Current employment: Self-employed writer/editor

Qualifications: MA (University of Sydney), MPP (Australian National University)

Membership of organisations: N/A

Positions of office: N/A

Other Information: I can offer the Board considerable public sector expertise and experience in the Commonwealth, and all States and Territories. I have worked at senior and board levels, formulating strategy, developing policy, managing operations and progressing accountability in a range of agencies.

I managed public accounts committees in the New South Wales and Victorian parliaments, worked on the Commonwealth committee, and designed a new committee structure for the Queensland Parliament. I was seconded to the Native Title Tribunal in Perth to prepare it for upcoming legislative changes; at AUSTRAC, I developed a new regulatory program to meet international standards.

I have worked with Ministers and Members, I understand how to get issues on the agenda, to navigate and engage effectively across the parliamentary and public sector landscape.

Board recommendation

The Board recommends that Securityholders vote **against** the nomination of Victoria Walker for election as a Director of APL.

The Board has carefully considered the information provided by Ms Walker, including her work history in the public service. However, the Board considers that Ms Walker does not have the executive or listed company director experience that it would require to support her candidature.

The Board recognises that the Commonwealth, State and Territory governments are important stakeholders for APA Group, both in terms of the regulatory environment that APA Group operates within but also its future strategy and opportunities. However, the Board of APL is confident that it currently has the right mix of skills and experience at Director and executive level to deal with government effectively and to create value for APA Group's Securityholders overall.

Key skills and areas of expertise represented amongst the Directors are reviewed annually by the Board as part of its board skills matrix and succession planning process. At present, 3 members of the Board have direct experience with respect to public and regulatory policy. Further information regarding APA Group's board skills matrix, and the skills and experience currently represented on the Board, is available in its 2020 Corporate Governance Statement, available at: <https://www.apa.com.au/about-apa/our-organisation/corporate-governance/>.

While the Board has responsibility for oversight of APA Group's government relations strategy, the APA Group management team is primarily responsible for developing and implementing that strategy. Key aspects of APA Group's approach to government relations include:

- an External Affairs & Reputation function, with primary responsibility for government relations and communications matters;
- a Regulatory & External Policy function with responsibility for the development of regulatory and public policy, and engagement with regulators and policy makers;
- a Strategy and Commercial division dedicated to identifying and positioning for opportunities in the energy infrastructure sector;

- a Transformation & Technology division whose responsibilities include consideration of new energy technologies and opportunities in a changing energy market; and
- where additive, engaging external advisers and specialists to provide targeted advice on specific government relations, and policy development and execution strategies and issues.

The Board is comfortable with APA Group's current approach to managing government relations and does not consider that further public service expertise is needed at a Board level. Accordingly, it recommends that Securityholders vote **against** Victoria Walker's nomination.

* * *




Australian Pipeline Ltd ACN 091 344 704
AFSL 239927
Australian Pipeline Trust ARSN 091 678 778
APT Investment Trust ARSN 115 585 441
APA Group


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
APA Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: 1800 992 312 Overseas: +61 1800 992 312

Unique PIN:
(for telephone attendance)
Australia :
New Zealand:
Worldwide:

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am on Tuesday, 20 October 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

 **ONLINE**
www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

 **BY MOBILE DEVICE**
Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the APA Group's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your APA Group stapled securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a securityholder of the APA Group.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your APA Group stapled securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of APA Group stapled securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning APA Group's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Annual Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to commencement of the meeting in accordance with the Notice of Annual Meeting. A form of the certificate may be obtained from the APA Group's security registry or online at www.linkmarketservices.com.au.

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4
 ADDRESS LINE 5
 ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of APA Group and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual Meeting of the APA Group to be held at **10:00am on Thursday, 22 October 2020** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/APA20> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1 & 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the APA Group's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies **FOR** Resolutions 1 to 7 and **AGAINST** Resolution 8.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by APA Group if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

RESOLUTIONS

Board Recommendation	RESOLUTIONS 1 THROUGH 7 ARE ENDORSED BY THE BOARD	For	Against	Abstain*
FOR	1 Adoption of the Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	2 Nomination of Peter Wasow for re-election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	3 Nomination of Shirley In't Veld for re-election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	4 Nomination of Rhoda Phillippo for election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	5 Approval of grant of performance rights to the Chief Executive Officer under the APA Group long term incentive plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	6 Proposed amendments to the Constitution of Australian Pipeline Trust.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	7 Proposed amendments to the Constitution of APT Investment Trust.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AGAINST	RESOLUTION 8 IS NOT ENDORSED BY THE BOARD 8 Nomination of Victoria Walker for election as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

APA PRX2001N

