

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.

Name of entity

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)

ABN

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 | +Class of +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 | 86,662,590 ordinary stapled securities to be issued under Retail Entitlement Offer component of Entitlement Offer |
| 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 |

4 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

New ordinary stapled securities will rank equally with existing ordinary stapled securities from allotment. Note that new ordinary stapled securities will be allotted after the record date for the FY2012 final distribution, which means that the new ordinary stapled securities will not be eligible to receive the final distribution for the year ended 31 March 2012.

Not applicable

5 Issue price or consideration

\$1.00 per new ordinary stapled security

6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

The proceeds will be used to fund significant expansion in the regulated asset base and other growth opportunities and will support SP AusNet's strong credit profile, whilst delivering significant organic growth and sustainable returns to securityholders.

7 Dates of entering +securities into uncertificated holdings or despatch of certificates

20 June 2012 (despatch of holding statements, 21 June 2012)

| | Number | +Class |
|---|---------------|-----------------------------|
| 8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable) | 3,330,649,931 | 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 | |

+ See chapter 19 for defined terms.

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| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | See ASX announcement “Capital Management Presentation” dated 16 May 2012 |
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Part 2 - Bonus issue or pro rata issue

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| 11 | Is security holder approval required? | No |
| 12 | Is the issue renounceable or non-renounceable? | Non renounceable |
| 13 | Ratio in which the +securities will be offered | 3 new fully paid ordinary stapled security for every 20 fully paid ordinary stapled securities held |
| 14 | +Class of +securities to which the offer relates | Ordinary fully paid stapled securities |
| 15 | +Record date to determine entitlements | 7.00pm (AEST) on 21 May 2012 |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | No |
| 17 | Policy for deciding entitlements in relation to fractions | Where fractions arise in the calculation of securityholders’ entitlements under the Entitlement Offer, they will be rounded down to the next whole number of new ordinary stapled securities |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small> | All countries other than Australia, New Zealand, Singapore and any other jurisdictions in which it is decided to make offers |
| 19 | Closing date for receipt of acceptances or renunciations | 17 May 2012 (Institutional Entitlement Offer) 28 May 2012 (Singapore) or 30 May 2012 (Australia and New Zealand) for Eligible Retail Securityholders to receive New Securities on the Initial Allotment Date (1 June 2012) under the Retail Entitlement Offer 12 June 2012 for Eligible Retail Securityholders to receive securities on the Final Allotment Date (20 June 2012) under the Retail Entitlement Offer |

| | | |
|----|---|---|
| 20 | Names of any underwriters | Macquarie Capital (Australia) Limited and UBS AG, Australia Branch |
| 21 | Amount of any underwriting fee or commission | 2.60% of the total offer proceeds (excluding proceeds relating to entitlement of Singapore Power International Pte Ltd) |
| 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 | No prospectus is being produced. An offer document and entitlement and acceptance form (ARE for Singapore securityholders) will be sent to Eligible Retail Securityholders on 23 May 2012 |
| 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 |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)? | N/A |

+ See chapter 19 for defined terms.

33 +Despatch date

Refer to Item 7 of this Appendix 3B

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

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

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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)

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42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

- 2 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.

- 3 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.

- 4 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.

Sign here:  Date: 19 June 2012
(Director/Company secretary)

Print name: Susan Taylor

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+ See chapter 19 for defined terms.