



HERBERT  
SMITH  
FREEHILLS

Deed

# Amending deed poll

## Australian Pipeline Trust

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Australian Pipeline Limited



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## Deed Poll

### Amending deed poll

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Date ► [insert] October 2020

By

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Responsible Entity

**Australian Pipeline Limited**

ACN 091 344 704 of Level 25, 580 George Street, Sydney NSW  
2000

**(Australian Pipeline Limited)**

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Recitals

- 1 The Responsible Entity is the responsible entity of Australian Pipeline Trust ARSN 091 678 778 (**Trust**).
- 2 The Trust is constituted under a trust deed dated 18 February 2000 and consolidated to 22 October 2015 (**Constitution**).
- 3 Clause 15 of the Constitution provides that subject to section 601GC of the Corporations Act and any approval required by law, the Trustee (who is the Responsible Entity) may by deed amend the Constitution.

The Responsible Entity wishes to amend the Constitution in the manner set out in this deed poll to give effect to the special resolution to modify the Constitution that was passed by members of the Trust at the annual meeting held on 22 October 2020.

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This deed poll witnesses as follows:

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## 1 Definitions, interpretation and deed components

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### 1.1 Definitions

Unless otherwise defined, a word or phrase defined in the Constitution has the same meaning when used in this deed poll.

### 1.2 Interpretation

Clause 1.2 of the Constitution applies to this deed poll as if set out in full in this deed poll.

### 1.3 Corporations Act

Unless otherwise specified in this deed poll, terms defined in, or for the purposes of the *Corporations Act 2001* (Cth), are used in this deed with the same meaning.

## 2 Amendments to the Constitution

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### 2.1 Amendment

- (a) The Constitution is amended as set out in Schedule 1 by:
  - (1) deleting the text that has been struck out in Schedule 1; and
  - (2) inserting the text that has been underlined in Schedule 1 in substitution.
- (b) The amendments to the Constitution take effect when a copy of this deed is lodged with ASIC.

### 2.2 Provisions that have not been amended

- (a) Clause 2.3 of the Constitution is not replaced, amended or otherwise affected in any way by this deed poll.
- (b) The Responsible Entity declares that it is not, by this deed poll, re-declaring the Trust or causing the transfer, vesting or accruing of property in any person.

### 2.3 Amendments not to affect validity, rights, obligations

- (a) The amendments to the Constitution do not affect the validity or enforceability of the Constitution.
- (b) Nothing in this deed poll:
  - (1) prejudices or adversely affects any right, power, authority, discretion or remedy which arose under or in connection with the Constitution before the date of this deed poll; or
  - (2) discharges, releases or otherwise affects any liability or obligation which arose under or in connection with the Constitution before the date of this deed poll.



### 3 Binding conditions

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The Responsible Entity, each present and future Unitholder of the Trust and any person claiming through any of them are bound by the terms of the Constitution as amended by this deed poll.

### 4 General

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#### 4.1 Governing law and jurisdiction

This deed poll is governed by the law in force in New South Wales.



## Amendments to the Constitution

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### Schedule - Meetings of Holders

#### 1 Notice of meeting

If the Trustee omits to give a Holder notice of a Meeting or if a Holder does not receive notice, the Meeting is still valid.

#### 2 Who may attend and address meeting of Unitholders

~~(a)~~ A Holder may attend a Meeting or an adjourned Meeting:

~~(1)~~ in person;

~~(2)~~ by proxy;

~~(3)~~ by attorney;

~~(4)~~ by a body corporate representative appointed under section 253B of the Corporations Act; or

~~(5)~~ for a Meeting or adjourned Meeting being held using technology in accordance with clause 8(a) of this Schedule, using such electronic participation facility or such other technology as determined by the Trustee.

~~(a)(b)~~ The Trustee, the directors of the Trustee, the Auditor, the auditor of the Trust's Compliance Plan, and any person invited by any of them is entitled to attend and address a Meeting or an adjourned Meeting.

~~(b)(c)~~ While Units are Stapled, the directors, auditors and representatives of each Stapled Entity may attend and speak at any Meeting, or invite any other person to attend and speak.

#### 3 Quorum

(a) No business may be transacted at any Meeting unless a quorum of Holders is present at the time when the meeting proceeds to business. A Holder present at the Meeting pursuant to clause 2 of this Schedule is counted towards quorum.

(b) The quorum for a Meeting convened to consider a special resolution to modify, repeal or replace this deed under section 601GC(1)(a) of the Corporations Act is 20 Holders.

(c) The quorum for a Meeting convened to consider any special or extraordinary resolution (other than the special resolution referred to in paragraph 3(b)) is 20 Holders.

- (d) The quorum for any Meeting (other than the meetings referred to in paragraphs 3(b) and (c)) is 10 Holders.
- (e) A Holder is counted towards a quorum even though the Holder may not be entitled to vote on the resolution at the Meeting.
- (f) If a quorum is not present within half an hour from the time appointed for the meeting, the Meeting must be adjourned as the chairman directs.
- (g) Other than for a meeting to consider an extraordinary resolution, at an adjourned Meeting the Holders with voting rights who are present either in person or by proxy constitute a quorum and are entitled to pass the resolution.

## 4 Adjournments

The chairman may adjourn a Mmeeting for any reason to such time and place as the chairman thinks fit.

## 5 Proxies

- (a) Subject to paragraph 5(b), the provisions of the Corporations Act governing proxies for meetings of members of registered schemes (as that term is defined in the Corporations Act) apply to the Trust.
- (b) The Trustee may determine that the appointment of a proxy is valid even if it contains only some of the information required by the Corporations Act.
- (c) Subject to the Corporations Act, the form of proxy used to appoint a proxy to vote on behalf of a Holder in respect of an Attached Security may be the same form as they use to appoint a proxy in respect of the Attached Securities which they hold.

## 6 Attorneys

- (a) A Holder who is entitled to attend and cast a vote at a Meeting may appoint a person as the Holder's attorney to attend and vote for the Holder at the Meeting.
- (b) A Holder may appoint 1 or 2 attorneys. If the Holder appoints 2 attorneys and the appointment does not specify the proportion or number of the Holder's votes each attorney may exercise, each attorney may exercise half of the votes.
- (c) For an appointment of an attorney for a Meeting to be effective, the instrument for the appointment of the attorney and any authority under which the appointment was signed, or a certified copy of the authority, must be received by the Trustee at least 48 hours before the meeting.
- (d) The appointment of an attorney is not revoked by the appointor attending and taking part in the Meeting, but if the appointor votes on a resolution, the attorney is not entitled to vote, and must not vote, as the appointor's attorney on the resolution.

## 67 Voting

- (a) A poll is to be conducted as directed by the chairman at the Mmeeting or any adjourned ~~ment of the Mmeeting~~.
  - (b) The demand for a poll does not discontinue the Mmeeting except to decide the question for which the poll is demanded.
  - (c) The result of the poll is regarded as the resolution of the Mmeeting.
  - (d) A poll may not be demanded on any resolution concerning:
    - (1) the election of the chairman of a Mmeeting; or
    - (2) the adjournment of a Mmeeting.
  - (e) If a Holder is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, the Holder's committee or Trustee or other person who properly has the management of the Holder's estate may exercise any rights of the Holder in relation to a Meeting as if the committee, Trustee or other person were the Holder.
  - (f) Despite anything to the contrary in this deed, the Trustee may decide that at any Meeting, a Holder who is entitled to attend and vote on a resolution at that Meeting is entitled to a direct vote in respect of that resolution. A 'direct vote' includes a vote delivered to the company by post, fax or other electronic means approved by the Trustee.
- ~~(e)(g)~~ The Trustee may prescribe regulations, rules and procedures in relation to direct voting, including specifying the form, method and timing of giving a direct vote at a Meeting in order for the vote to be valid.

## 8 Use of Technology

- (a) The Trustee may determine to hold a Meeting or adjourned Meeting using or with the assistance of any technology that gives the Holders as a whole a reasonable opportunity to participate, which may include but is not limited to electronic participation facilities or linking separate meeting venues together by technology.
- (b) If a Meeting or adjourned Meeting is to be held using technology in accordance with clause 8(a) of this Schedule:
  - (1) the Trustee may prescribe regulations, rules and procedures in relation to the manner in which the Meeting is to be conducted; and
  - (2) the Trustee may communicate such regulations, rules and procedures (or instructions on how they can be accessed) to Holders by notification to ASX.
- (c) In no circumstances shall the inability of one or more Holders to access, or to continue to access, an electronic participation facility or facilities affect the validity of a Meeting or adjourned Meeting, or any business conducted at a Meeting or adjourned Meeting, provided that sufficient Holders are able to participate in the Meeting or adjourned Meeting as are required to constitute a quorum.
- (d) Nothing in clauses 8(a) to 8(c) of this Schedule is to be taken to limit the powers conferred on the chairman of the meeting by law.

## **79** Joint Holders

Joint Holders are counted as a single Holder for the purposes of calculating the number of Holders who have:

- (a) requested a Meeting under section 252B(1) of the Corporations Act;
- (b) given the Trustee notice of a special or extraordinary resolution they propose to move at a Meeting under section 252L(1) of the Corporations Act;
- (c) requested that a statement be distributed to members under section 252N of the Corporations Act; or
- (d) demanded a poll under section 253L of the Corporations Act.

## **810** Class Meetings

The provisions of Part 2G.4 of the Corporations Act, part 17 of this deed and this Schedule relating to Meetings apply so far as they can and with such changes as are necessary, to each separate meeting of Holders of Units or Options or in a class of Units or Options.

## **11** Stapled Security Meetings

While Units are Stapled, Meetings may be held in conjunction with meetings of the holders of Attached Securities and, subject to the Corporations Act, the Trustee is entitled to make such rules for the conduct of such Stapled Security holder meetings as it determines.



## Signing page

Executed as a deed poll

### Responsible Entity

Signed sealed and delivered by  
**Australian Pipeline Limited**  
by

*sign here* ► \_\_\_\_\_  
Company Secretary/Director

*sign here* ► \_\_\_\_\_  
Director

*print name* \_\_\_\_\_

*print name* \_\_\_\_\_