



23 September 2016

ASX ANNOUNCEMENT

APA Group (ASX: APA)

NOTICE OF ANNUAL MEETING

The following documents are attached for release to the market:

- Notice of Annual Meeting 2016
- Proxy Form

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

Nevenka Codevelle
Company Secretary
Australian Pipeline Limited

For further information please contact:

Investor enquiries:

Yoko Kosugi

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Mob: +61 438 010 332

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About APA Group (APA)

APA is Australia's largest natural gas infrastructure business, owning and/or operating around \$19 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 minority interests in a number of energy infrastructure enterprises including SEA Gas Pipeline, SEA Gas (Mortlake) Partnership, Energy Infrastructure Investments, GDI Allgas Gas Networks and Diamantina and Leichhardt Power Stations.

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

apa group
notice of annual meeting.
2016



**Australian Pipeline Trust (ARSN 091 678 778)
and APT Investment Trust (ARSN 115 585 441)**

Thursday, 27 October 2016 at 10.30am
Registration commences at 10.00am
City Recital Hall, Angel Place, Sydney, NSW

Important.

All eligible APA Group Securityholders should consider voting on the proposed resolutions.

Your vote is important and we thank you for your support.

If you are unable to attend the meeting, please register your vote by completing and returning the proxy form before 10.30am on Tuesday, 25 October 2016.

energy.connected.





23 September 2016

Dear Securityholder,

2016 APA Group Annual Meeting

On behalf of Australian Pipeline Limited, the responsible entity of Australian Pipeline Trust and APT Investment Trust, I am pleased to invite you to attend the Annual Meetings of those trusts to be held concurrently on Thursday, 27 October 2016 at 10.30am in the City Recital Hall, Angel Place, Sydney.

The Annual Meeting is an important event on the APA Group calendar. It not only provides the opportunity to update Securityholders on performance for the prior financial year, but also offers you the opportunity to ask questions and vote on items of business.

At the meeting, we will provide a report to Securityholders on the results and activities of APA Group for the financial year to 30 June 2016.

Securityholders will be asked at the meeting to approve the nominations of Steven Crane and John Fletcher as Directors of Australian Pipeline Limited. In accordance with the Constitution of Australian Pipeline Limited, Steven and John are retiring by rotation and, being eligible, are each standing for nomination. Details of their experience and qualifications are provided in the Explanatory Notes to the enclosed Notice of Meeting.

No other nominations of candidates to fill these vacancies were received by the close of the nomination period.

We appreciate receiving feedback from Securityholders on any aspect of APA Group and its business, and so invite you to send your comments or questions using the enclosed form. During the meeting, I will endeavour to answer as many of the more frequently asked questions as reasonably possible.

Seating will be available from 10.00am on the day of the meeting. There are a number of parking stations in the vicinity of the City Recital Hall and the venue is also served by public transport.

Please bring this document and your proxy form with you if you will be attending the meeting.

If however you are unable to attend, please complete your enclosed proxy form and lodge it in accordance with the instructions in the Notice of Meeting, so that it is received by APA Group's registry before 10.30am on Tuesday, 25 October 2016.

We look forward to seeing you at the meeting.

Sincerely,

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

Len Bleasel AM

Chairman

Australian Pipeline Limited

notice of annual meeting.

Notice is given that meetings of the Securityholders of each of Australian Pipeline Trust (ARSN 091 678 778) and APT Investment Trust (ARSN 115 585 441), which together comprise APA Group, will be held concurrently at:

Time: 10.30am

Date: Thursday, 27 October 2016

Place: City Recital Hall

Angel Place

Sydney NSW 2000

This notice is issued by Australian Pipeline Limited (ACN 091 344 704; AFSL 239 927) as responsible entity of Australian Pipeline Trust and APT Investment Trust.

Ordinary business

1. Nomination of Steven Crane for re-election as a Director.

Steven Crane retires by rotation as a Director of Australian Pipeline Limited and offers himself for re-election.

Australian Pipeline Limited has nominated Mr Crane to be re-elected as a Director of Australian Pipeline Limited and Mr Crane, being eligible, has indicated that he wishes to seek re-election. Information about his qualifications and experience are set out in the Explanatory Notes to this Notice.

Securityholders are asked to consider and, if thought fit, pass the following resolution as an ordinary resolution:

Resolution 1:

That the nomination of Steven Crane to be re-elected as a Director of Australian Pipeline Limited be approved.

2. Nomination of John Fletcher for re-election as a Director.

John Fletcher retires by rotation as a Director of Australian Pipeline Limited and offers himself for re-election.

Australian Pipeline Limited has nominated Mr Fletcher to be re-elected as a Director of Australian Pipeline Limited and Mr Fletcher, being eligible, has indicated that he wishes to seek re-election. Information about his qualifications and experience are set out in the Explanatory Notes to this Notice.

Securityholders are asked to consider and, if thought fit, pass the following resolution as an ordinary resolution:

Resolution 2:

That the nomination of John Fletcher to be re-elected as a Director of Australian Pipeline Limited be approved.

By order of the Board of Australian Pipeline Limited as responsible entity of Australian Pipeline Trust and APT Investment Trust.



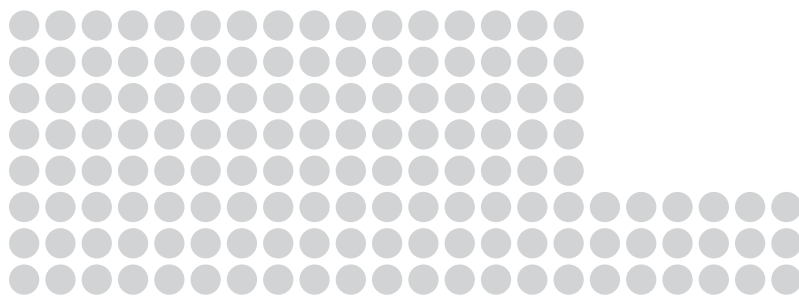
Nevenka Codevelle

Company Secretary

Australian Pipeline Limited

23 September 2016

The Explanatory Notes accompanying this Notice of Meeting form part of this Notice of Meeting and provide information relating to the resolutions and the responsible entity's reasons for proposing the resolutions.



information for securityholders.

Required majority

Resolutions 1 and 2 are ordinary resolutions, and will be passed if more than 50% of the votes cast by Securityholders (in person or by proxy) entitled to vote on the resolution are in favour of the resolution.

Appointment of chairman

In accordance with the *Corporations Act 2001* and the Constitutions of Australian Pipeline Trust and APT Investment Trust, Australian Pipeline Limited has appointed Mr Leonard Bleasel AM, Chairman of Australian Pipeline Limited, to act as Chairman of the meeting.

Right to appoint a proxy

A Securityholder has the right to appoint a proxy to attend and vote at the meeting on their behalf. A proxy does not need to be a Securityholder in APA Group, and you may appoint the Chairman of the meeting as your proxy. A Securityholder may appoint two proxies and, if a Securityholder does so, they may specify the proportion or number of votes each proxy is appointed to exercise. The Proxy Form that accompanies this Notice of Meeting includes instructions on how to vote and appoint a proxy.

To be effective, a Proxy Form (and, if relevant, any Power of Attorney under which it was signed) must be received at Link Market Services, the registry of APA Group, by no later than 10.30am on Tuesday, 25 October 2016 as follows:

By delivery: 1A Homebush Bay Drive,
Rhodes, NSW 2138
or
Level 12, 680 George Street,
Sydney NSW 2000

By post: APA Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South, NSW, 1235

By facsimile: +61 2 9287 0309

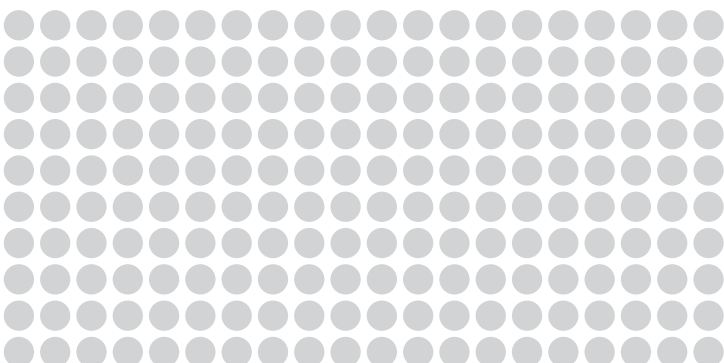
Electronically: Log onto the registry website,
linkmarketservices.com.au
and follow the prompts and instructions.

Voting entitlement

Securityholders registered as holders of securities in APA Group as at 7.00pm on 25 October 2016 will be entitled to attend and vote at the meeting (subject to any applicable voting exclusion).

Corporate representatives

A company wishing to appoint a person to act as its representative at the meeting must provide that person with a letter executed in accordance with that company's Constitution and the *Corporations Act 2001* authorising him or her to act as the Securityholder's representative.



explanatory notes.

Resolutions 1 and 2:

Nomination of Steven Crane and John Fletcher for election as Directors of Australian Pipeline Limited

Retirement of Steven Crane and John Fletcher as Directors (by rotation)

Under the Constitution of the responsible entity, Australian Pipeline Limited, at each Annual General Meeting of the company one third of the Directors, or the nearest whole number thereto, and those who have held office for three years since re-election, must retire from office. They are, however, eligible for re-election. This "retirement by rotation" requirement does not apply to the Managing Director and, in calculating the one third, the Managing Director is excluded. This means that two Directors of Australian Pipeline Limited must retire this year.

The Directors to retire at the 2016 Annual General Meeting of Australian Pipeline Limited are the persons who have been in office the longest since their last election, but as between persons elected on the same day, those to retire may be agreed between themselves.

Accordingly, Messrs Crane and Fletcher will retire as Directors at the 2016 Annual General Meeting of Australian Pipeline Limited. They are both, however, eligible for re-election as Directors.

Nomination by Securityholders

The constituent documents of Australian Pipeline Limited require the company to use its best endeavours to afford unitholders of Australian Pipeline Trust (being APA Group Securityholders) the opportunity to nominate candidates to fill vacancies on the Board of Directors of Australian Pipeline Limited ("Board"). Accordingly, on 12 August 2016 Australian Pipeline Limited lodged with ASX a notice calling for nominations of candidates from Securityholders. Nominations were required to be received by 5.00pm (Sydney time) on 28 August 2016, but none was received within that timeframe.

Nomination of Steven Crane and John Fletcher

The constituent documents of Australian Pipeline Limited also provide that the company may itself nominate a person to fill the office of any retiring Director and is required to use its best endeavours to afford Securityholders the opportunity to approve such nomination. Australian Pipeline Limited has therefore nominated Messrs Crane and Fletcher to fill the vacancies that will arise on their retirement as Directors.

In considering whether to support the election of Messrs Crane and Fletcher, the Board assessed the performance and contributions of each of them as a Director, and how their qualifications, experience and knowledge complement the skills and experience represented on the Board as a whole and contribute to the performance of the Board. None of the nominees participated in the Board discussion with respect to their own candidature.

On the basis of that analysis, the Board (in the case of each of the nominations referred to above, other than the nominee themselves) recommends to Securityholders the nomination of Messrs Crane and Fletcher for election as Directors of Australian Pipeline Limited, and Securityholders are being given the opportunity to approve those nominations at the meeting.

Each of Messrs Crane and Fletcher is eligible for election as a Director and has indicated they wish to seek election. Information concerning their qualifications and experience is set out below.

Election of Directors

If Securityholders approve (by ordinary resolution) the nominations of Messrs Crane and Fletcher at the meeting, pursuant to the Constitution of Australian Pipeline Limited they will be elected as Directors of that company at the company's 2016 Annual General Meeting. If Securityholders do not approve any of those nominations, Australian Pipeline Limited will not nominate that person for election to the Board.

As Australian Pipeline Limited only has one member, APT Pipelines Limited, under the Corporations Act 2001 it is not required to hold an Annual General Meeting and may instead pass a resolution by the sole member recording and signing the record of the resolution. Therefore, the resolution with respect to the election of the successful nominees will be recorded and signed by the sole member of Australian Pipeline Limited after the close of the Annual Meeting of Securityholders.

Elected Directors will hold office for a term not exceeding three years and will be subject to retirement by rotation in accordance with the Constitution of Australian Pipeline Limited.

Directors' fees payable to each elected Director will be in line with current market rates for appropriately qualified Directors.

Resolution 1:

Nomination of Steven Crane for re-election as a director

Steven Crane

BComm FAICD SF Fin

Independent, non-executive Director

Steven (Steve) was appointed a Director of Australian Pipeline Limited on 1 January 2011.

Steve has over 30 years' experience in the financial services industry. His background is in investment banking, having previously been Chief Executive Officer of ABN AMRO Australia and BZW Australia.

Steve has considerable experience as a non-executive Director of listed entities. He is currently Chairman of nib holdings limited and the Taronga Conservation Society Australia.

He was formerly Chairman of Adelaide Managed Funds Limited and Investa Property Group Limited, a Director of Bank of Queensland Limited, Transfield Services Limited, Adelaide Bank Limited, Foodland Associated Limited and APA Ethane Limited, the responsible entity of Ethane Pipeline Income Fund, and a member of the Advisory Council for CIMB Securities International (Australia) Pty Ltd.

Steve is the Chairman of the Audit and Risk Management Committee, a member of the People and Remuneration Committee and a member of the Nomination Committee.

The Board has considered the independence of Mr Crane as a Director having regard to the Board's Independence of Directors Policy, and has determined him to be independent.

The Board (other than Mr Crane) recommends that Securityholders vote in favour of Mr Crane's nomination for re-election as a Director.

If Securityholders do not approve the nomination of Mr Crane, he will not continue to seek re-election as a Director of Australian Pipeline Limited.

Resolution 2:

Nomination of John Fletcher for re-election as a director

John Fletcher

BSc MBA FAICD

Independent, non-executive Director

John Fletcher was appointed as a Director of Australian Pipeline Limited on 27 February 2008.

John has over 35 years' experience in the energy industry, having held a number of executive positions in AGL prior to his retirement in 2003, including Chief Financial Officer. John has previously been a Director of Integral Energy, Natural Gas Corporation Holdings Ltd (New Zealand), Foodland Associated Limited, Sydney Water Corporation and Alinta Energy Group. He brings a wide commercial and financial practical knowledge to the Board.

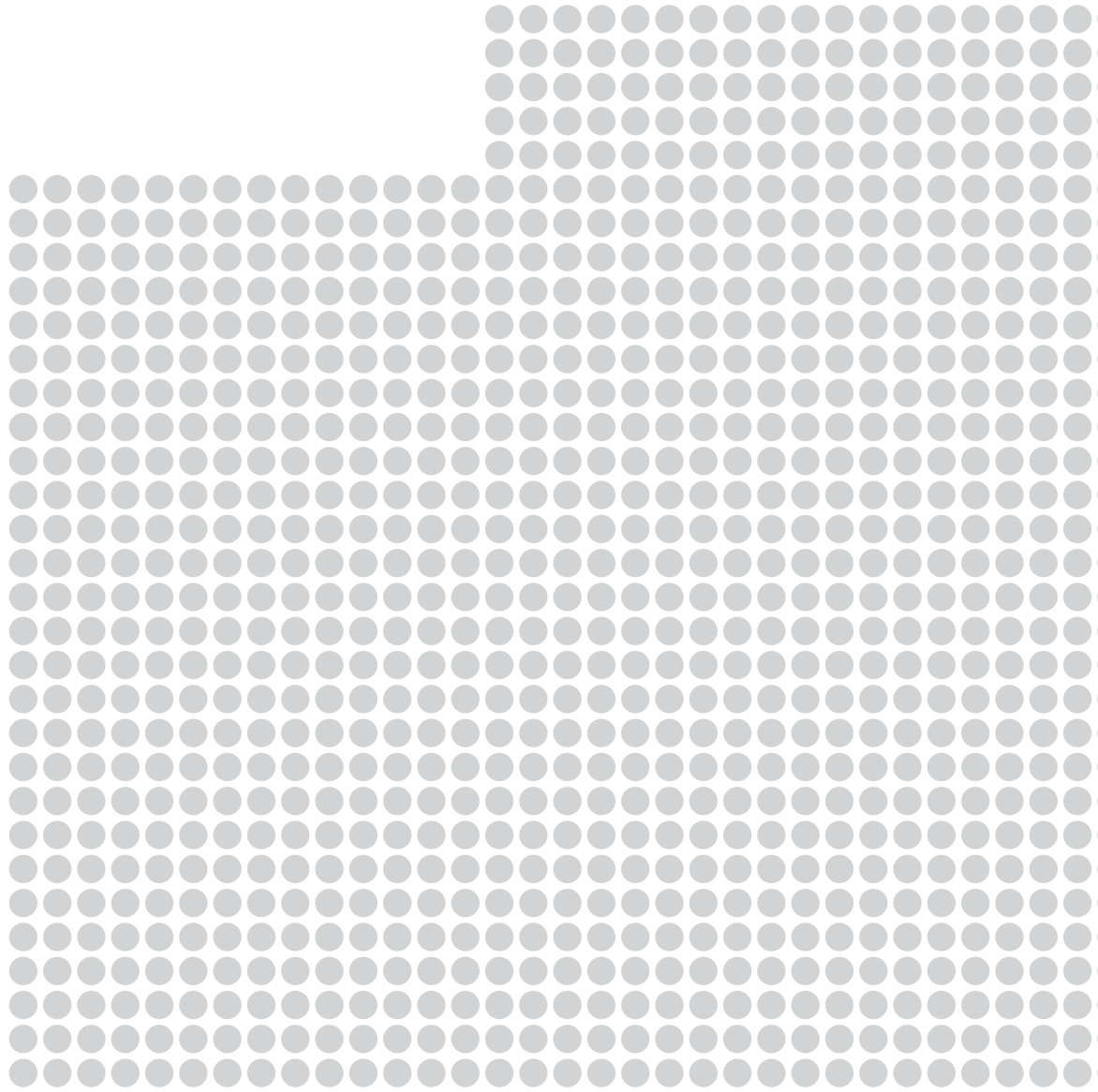
John was previously an AGL appointed Director of Australian Pipeline Limited from 2000 to 2005.

John is the Chairman of the People and Remuneration Committee, a member of the Audit and Risk Management Committee and a member of the Nomination Committee.

The Board has considered the independence of Mr Fletcher as a Director having regard to the Board's Independence of Directors Policy, and has determined him to be independent.

The Board (other than Mr Fletcher) recommends that Securityholders vote in favour of Mr Fletcher's nomination for re-election as a Director.

If Securityholders do not approve the nomination of Mr Fletcher, he will not continue to seek election as a Director of Australian Pipeline Limited.



APA Group's 2016 Annual Report is available on our website
apa.com.au



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: +61 1800 992 312 (free call within Australia)

PROXY FORM

I/We being a member(s) of Australian Pipeline Trust and APT Investment Trust (together, "APA Group") and entitled to attend and vote hereby appoint:

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 of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally and to vote on my/our behalf in accordance with the following instructions (or, if no instructions are given, as the proxy sees fit) at the Annual Meetings of Australian Pipeline Trust and APT Investment Trust to be held concurrently at **10:30am on Thursday, 27 October 2016 at City Recital Hall, Angel Place, Sydney, NSW** (the Meeting) and at any adjournment or postponement of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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

For Against Abstain*

1 Nomination of Steven Crane for re-election as a Director

☐	☐	☐
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2 Nomination of John Fletcher for re-election as a Director

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

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

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 PRX1601A



YOUR NAME AND ADDRESS

This is your name and address as it appears on 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 securities using this form.**

APPOINTMENT OF A PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of APA Group. A proxy may be an individual or a body corporate.

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 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 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 Meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from APA Group's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Tuesday, 25 October 2016**, 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) as shown on the front of the Proxy Form).



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

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)