

**Macquarie Infrastructure Investment Management Limited**

A Member of the Macquarie Group of Companies  
ABN 67 072 609 271  
AFS Licence No. 241405

**Macquarie Infrastructure Group International Limited**

EC35715

No.1 Martin Place  
SYDNEY NSW 2000  
GPO Box 4294  
SYDNEY NSW 1164  
AUSTRALIA

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Internet [www.macquarie.com.au/mig](http://www.macquarie.com.au/mig)  
DX 10287 SSE

9 November 2009

**ASX RELEASE**



**Macquarie Infrastructure Group**

**Trust Constitution Amendments – Responsible Entity Director Fees**

At the MIG Annual General Meeting of 30 October 2009, the members of Macquarie Infrastructure Trust (I) and Macquarie Infrastructure Trust (II) (the “Trusts”) approved amendments to the director fee provisions of the constitutions of the Trusts.

The constitutions of the Trusts have been amended accordingly.

The supplemental deeds giving effect to the amendments are attached.

For further information, please contact:

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Head of Investor Relations

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**Jane Rotsey**

Media Enquiries

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Mobile: +61 401 997 160

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None of the entities noted in this document is an authorised deposit-taking institution for the purposes of the Banking Act 1959 (Commonwealth of Australia). The obligations of these entities do not represent deposits or other liabilities of Macquarie Bank Limited ABN 46 008 583 542 (MBL). MBL does not guarantee or otherwise provide assurance in respect of the obligations of these entities.

## Supplemental deed

Dated 9 NOVEMBER 2009

Macquarie Infrastructure Investment Management Limited (ABN 67 072 609 271) ("**Responsible Entity**")

**Mallesons Stephen Jaques**

Level 61  
Governor Phillip Tower  
1 Farrer Place  
Sydney NSW 2000  
Australia  
T +61 2 9296 2000  
F +61 2 9296 3999  
DX 113 Sydney  
[www.mallesons.com](http://www.mallesons.com)

# Supplemental deed

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# Supplemental deed

## Details

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<b>Responsible Entity</b>	<b>Name</b>	<b>Macquarie Infrastructure Investment Management Limited</b>
	ABN	67 072 609 271
	Capacity	Responsible Entity of the Scheme
	Address	Level 15 1 Martin Place SYDNEY NSW 2000

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<b>Recitals</b>	<b>A</b>	The Scheme is governed by the Constitution. The Scheme is registered as a managed investment scheme under Chapter 5C of the Corporations Act.
	<b>B</b>	Section 601GC(1) of the Corporations Act provides that the constitution of a registered scheme may be modified, or repealed and replaced with a new constitution:  (a) by special resolution of the members of the scheme; or  (b) by the responsible entity if it reasonably considers the change will not adversely affect members' rights.
	<b>C</b>	Under clause 22.1 of the Constitution, the Constitution may be amended by Resolution and the Responsible Entity may give effect to the modification by executing a supplemental deed.
	<b>D</b>	The Responsible Entity wishes to modify the Constitution, as set out in this deed, to give effect to the Resolution to modify the Constitution that was passed by Members of the Scheme at the meeting held on 30 October 2009.

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<b>Governing law</b>	New South Wales
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<b>Date of deed</b>	See Signing page
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# Supplemental deed

## General terms

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### 1 Interpretation

#### 1.1 Definitions

In this deed, these words and phrases have the following meanings and any other words and phrases have the meaning given to them in the Constitution, unless the contrary intention appears:

**Constitution** means the deed dated 18 July 1996 (as amended from time to time) under which the Scheme is governed.

**Effective Date** means the date that a copy of this deed is lodged with the Australian Securities and Investments Commission.

**Scheme** means the registered managed investment scheme currently named Macquarie Infrastructure Trust (I) (ARSN 092 863 780).

#### 1.2 Deed supplemental to Constitution

This deed is supplemental to the Constitution.

#### 1.3 Headings

Headings are inserted for convenience only and do not affect the interpretation of this deed.

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### 2 Modifications to the Constitution

The Constitution is modified on and from the Effective Date by:

- (a) Deleting the word “and” from the fourth line of clause 19.3(t) and deleting the full stop from the second line of clause 19.3(u).
- (b) Inserting “; and” in the second line of clause 19.3(u) and inserting a new clause 19.3(v) as follows:

“(i) any directors fees paid to members of the board of directors of the Manager (“**Directors’ Fees**”), not exceeding a total aggregate amount of \$500,000 per annum or such higher amount as is approved from time to time by a Resolution of Members (“**Fee Cap**”). For the avoidance of doubt, if a proposal to approve a Fee Cap or increase a Fee Cap is not approved by a Resolution of Members, then the existing Fee Cap will continue to apply; and

(ii) any expenses reimbursed to, or insurance premiums paid in respect of, the directors of the Manager.”

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**3 No redeclaration etc**

The Responsible Entity declares that it is not, by this deed:

- (a) redeclaring the Trust; or
- (b) causing the transfer, vesting or accruing of property in any person.

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**4 Governing law**

This deed is governed by the laws in force in the place specified in the Details. Each person affected by it must submit to the non-exclusive jurisdiction of the courts of that place and the courts of appeal from them.

**EXECUTED** as a deed

# Supplemental deed

## Signing page

THE COMMON SEAL OF *Macquarie Infrastructure*  
*Investment Management* LIMITED  
WAS HEREUNTO AFFIXED IN ACCORDANCE  
WITH THE COMPANY'S CONSTITUTION.

DATED: 9 NOV 2009



EXECUTED by MACQUARIE  
INFRASTRUCTURE  
INVESTMENT MANAGEMENT  
LIMITED in accordance with section  
127(1) of the Corporations Act 2001  
(Cwlth) by authority of its directors:

*[Handwritten Signature]*  
.....  
Signature of director

*ERIL PAUL M. CLINTON*  
.....  
Name of director (block letters)

*[Handwritten Signature]*  
.....  
Signature of ~~director~~/company  
secretary\*  
\*delete whichever is not applicable

**CHRISTINE ELIZABETH WILLIAMS**  
.....  
Name of ~~director~~/company secretary\*  
(block letters)  
\*delete whichever is not applicable

## Supplemental deed

Dated 9 NOVEMBER 2009

Macquarie Infrastructure Investment Management Limited (ABN 67 072 609 271) ("**Responsible Entity**")

**Mallesons Stephen Jaques**

Level 61  
Governor Phillip Tower  
1 Farrer Place  
Sydney NSW 2000  
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# Supplemental deed

## Details

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<b>Responsible Entity</b>	<b>Name</b>	<b>Macquarie Infrastructure Investment Management Limited</b>
	ABN	67 072 609 271
	Capacity	Responsible Entity of the Scheme
	Address	Level 15 1 Martin Place SYDNEY NSW 2000

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<b>Recitals</b>	<b>A</b>	The Scheme is governed by the Constitution. The Scheme is registered as a managed investment scheme under Chapter 5C of the Corporations Act.
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	<b>C</b>	Under clause 22.1 of the Constitution, the Constitution may be amended by Resolution and the Responsible Entity may give effect to the modification by executing a supplemental deed.
	<b>D</b>	The Responsible Entity wishes to modify the Constitution, as set out in this deed, to give effect to the Resolution to modify the Constitution that was passed by Members of the Scheme at the meeting held on 30 October 2009.

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<b>Governing law</b>	New South Wales
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<b>Date of deed</b>	See Signing page
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# Supplemental deed

## General terms

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### 1 Interpretation

#### 1.1 Definitions

In this deed, these words and phrases have the following meanings and any other words and phrases have the meaning given to them in the Constitution, unless the contrary intention appears:

**Constitution** means the deed dated 18 July 1996 (as amended from time to time) under which the Scheme is governed.

**Effective Date** means the date that a copy of this deed is lodged with the Australian Securities and Investments Commission.

**Scheme** means the registered managed investment scheme currently named Macquarie Infrastructure Trust (II) (ARSN 092 863 548).

#### 1.2 Deed supplemental to Constitution

This deed is supplemental to the Constitution.

#### 1.3 Headings

Headings are inserted for convenience only and do not affect the interpretation of this deed.

---

### 2 Modifications to the Constitution

The Constitution is modified on and from the Effective Date by:

- (a) Deleting the word “and” from the fourth line of clause 19.3(t) and deleting the full stop from the second line of clause 19.3(u).
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- (a) redeclaring the Trust; or
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**EXECUTED** as a deed

# Supplemental deed

## Signing page

THE COMMON SEAL OF Macquarie Infrastructure Investment Management Limited  
WAS HEREUNTO AFFIXED IN ACCORDANCE  
WITH THE COMPANY'S CONSTITUTION.

DATED: 9 Nov 2009

EXECUTED by MACQUARIE  
INFRASTRUCTURE  
INVESTMENT MANAGEMENT  
LIMITED in accordance with section  
127(1) of the Corporations Act 2001  
(Cwlth) by authority of its directors:

[Signature]  
Signature of director

ERIC PAUL MCCLINTOCK  
Name of director (block letters)



[Signature]  
Signature of ~~director~~/company  
secretary\*  
\*delete whichever is not applicable

CHRISTINE ELIZABETH WILLIAMS.  
Name of ~~director~~/company secretary\*  
(block letters)  
\*delete whichever is not applicable