

Annexure E

Amended and restated Exhibit B to the M2 Motorway Project Deed - Annexed Sublease

Annexure E - Amendments to Exhibit B to the M2 Motorway Project Deed

With effect from the Satisfaction Date:

- (a) paragraph (a) of item 4 “Market Review Dates” in the Reference Schedule of Exhibit B to the M2 Motorway Project Deed is deleted and replaced with the following paragraph:

“(a) the earlier of the M2 Upgrade Date of Construction Completion of the M2 Upgrade Stage 2 (each as defined in the Project Deed) and 1 July 2012 (CC Date), the first occurring 1 July after the CC Date (First Review) and every second anniversary of the First Review during the Term; and”

- (b) under the definition of “Head Lease” in clause 1.1 of Exhibit B to the M2 Motorway Project Deed, “26 August” is inserted in front of “1994”.

- (c) the definition of “Project Deed” in clause 1.1 of Exhibit B to the M2 Motorway Project Deed is deleted and replaced with the following definition:

“means the M2 Motorway Project Deed dated 26 August 1994 between Roads and Traffic Authority of New South Wales, the Minister for Roads, The Hills Motorway Limited and Hills Motorway Management Limited in its capacity as trustee of the Hills Motorway Trust, as amended from time to time.”

- (d) a new paragraph is inserted in clause 1.2 of Exhibit B to the M2 Motorway Project Deed:

“(f) clause 1.8A of the Project Deed applies to this Sublease as if set out in full.”

- (e) clause 4.3 of Exhibit B to the M2 Motorway Project Deed is deleted and replaced with the following clause:

“4.3 If the Tenant disputes the Landlord’s notice within 21 days after the Landlord gives its notice, and the parties are unable to reach agreement by the date 30 days after the date on which the Tenant has given a dispute notice, the parties must refer the matter for dispute resolution under clause 4.5.”

- (f) Clauses 4.8 and 4.9 and accompanying heading “Rent not to decrease or increase in certain circumstances” of Exhibit B to the M2 Motorway Project Deed are deleted.