

AURIZON NETWORK PTY LTD

(ABN 78 132 181 116)

€2,000,000,000 Debt Issuance Programme

Issue of

€500,000,000 2.00 per cent. Medium Term Notes due 18 September 2024 (“Notes”)

Series No.: EMTN 2014 Series 1

Tranche No.: 1

Terms used in this document are deemed to be defined as such for the purposes of the Terms and Conditions (“**Conditions**”) set forth in the Offering Circular dated 2 September 2014 in relation to the above Programme (“**Offering Circular**”). This Pricing Supplement (as referred to in the Offering Circular) relates to the Tranche of Debt Instruments referred to above and must be read in conjunction with the Offering Circular. The particulars to be specified in relation to such Tranche are as follows:

1	Issuer:	Aurizon Network Pty Ltd
2	Guarantors	The Issuer and such subsidiaries of the Issuer as have acceded to and are Guarantors under the Guarantee (as defined below) from time to time (there being no such subsidiaries as at the date of this Supplement). See clause 1 of the Schedule to this Pricing Supplement.
3	Guarantee	The guarantee and indemnity granted by the Issuer and certain subsidiaries pursuant to the deed poll titled “Guarantee Deed Poll” dated 2 September 2014. The Guarantee is supplementary to, and should be read in conjunction with the Offering Circular and the Deed of Covenant.
4	Lead Managers:	Credit Suisse Securities (Europe) Limited Merrill Lynch International RBC Europe Limited
5	Calculation Agent	The Bank of New York Mellon, acting through its London branch.
6	Description:	MTNs
7	Listing venue	Singapore Exchange Securities Trading Limited
8	Form	Bearer Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.
9	Dealers:	Credit Suisse Securities (Europe) Limited Merrill Lynch International RBC Europe Limited

10	Clearing System	Euroclear and Clearstream, Luxembourg
11	Aggregate Principal Amount of Tranche:	€500,000,000
12	Specified Currency:	Euro
13	If interchangeable with existing Series:	Not applicable.
14	Issue Date:	18 September 2014
15	Issue Price:	99.195 per cent. of the Aggregate Principal Amount of Tranche
16	Record Date	In the case of payments of interest, the close of business in the place where the relevant Register is maintained on the Business Day before the relevant date for payment or any date so described in the relevant Pricing Supplement.
17	Denomination(s):	€100,000 and integral multiples of €1,000 in excess thereof.
18	Interest:	Fixed Rate
19	Minimum/Maximum Interest Rate	Not applicable.
20	Fixed Rate Debt Instruments	Applicable. Condition 10 will apply.
	(a) Interest Commencement Date:	Issue Date.
	(b) Interest Payment Dates:	18 September in each year commencing on 18 September 2015 and ending on the Maturity Date.
	(c) Interest Rate:	2.00 per cent. per annum payable annually in arrears.
	(d) Fixed Coupon Amount:	€2,000 per Note of €100,000 specified denomination payable annually in arrears on each Interest Payment Date
	(e) Day Count Fraction:	Actual/Actual (ICMA)
21	Floating Rate Debt Instruments	Not applicable.
22	Instalment Debt Instrument	Not applicable.
23	Index Linked Interest Debt Instruments	Not applicable.
24	Dual Currency Debt Instruments	Not applicable.
25	Partly Paid Debt Instruments	Not applicable.
26	Non-interest bearing	Not applicable.
27	Accrual Yield	Not applicable.
28	Reference Price:	Not applicable.
29	Day Count Fraction:	Actual/Actual (ICMA)

30	Applicable Business Day Convention:	
	(a) for Interest Payment Dates:	Following Business Day Convention.
	(b) for Maturity Dates:	No adjustment.
	(c) any other date:	Following Business Day Convention
31	Business Day - Additional Business Centre(s)	TARGET 2, London and New York
32	Additional Financial Centre(s)	London and New York.
33	Maturity Date:	18 September 2024
34	Final Redemption Amount:	Par
35	Early redemption at the option of the Issuer (Issuer call)	Applicable pursuant to Condition 15.3 provided that any such early redemption must be of all (and not some only) of the Notes.
36	Early Redemption Amount (Call)	<p>As per Condition 15.5 (Early redemption at the option of the Issuer (Issuer call)) except that the Early Redemption Amount (Call) will be the aggregate of the interest which has accrued on the Notes being redeemed (to (but excluding) the date of redemption) and the greater of:</p> <p>(a) the outstanding principal amount of the Notes; and</p> <p>(b) (A) the present value at the Early Redemption Date (Call) of the principal amount of those Notes, plus (B) the present value at the Early Redemption Date (Call) of all required interest payments that would otherwise be due to be paid on those Notes from the Early Redemption Date (Call) through to the Maturity Date, in each case both (A) and (B) discounted to the Early Redemption Date on an annual basis (assuming a 365-day year) and at the Reinvestment Rate.</p> <p>For the purposes of calculating the Early Redemption Amount (Call) the Reinvestment Rate means, in respect of the Notes, the Benchmark Yield plus 0.15 per cent.</p> <p>Benchmark Yield shall be the yield to maturity at the Early Redemption Date (Call) of a Bundesanleihe (senior unsecured bond) of the Federal Republic of Germany with a constant maturity (as officially compiled and published in the most recent financial statistics of the Federal Republic of Germany that have then become publicly available on the Early Redemption Date (Call) (or if such financial statistics are not so published or available, as apparent from any publicly available source of similar market data selected by the Issuer in good faith)), closest to the period from the Early</p>

Redemption Date (Call) to the Maturity Date of the relevant Notes provided, however, that if the period from the Early Redemption Date (Call) to the Maturity Date is not equal to the constant maturity of the Bundesanleihe of the Federal Republic of Germany for which a weekly average yield is given, the Benchmark Yield shall be obtained by linear interpolation (calculated to the nearest one-twelfth of a year) from the weekly average yields of Bundesanleihe of the Federal Republic of Germany for which such yields are given, except that if the period from such redemption date to the Maturity Date is less than one year, the weekly average yield on actually traded Bundesanleihe of the Federal Republic of Germany adjusted to a constant maturity of one year shall be used.

37	Early Redemption Date (Call)	A Business Day.
38	Early redemption at the option of the Holders (investor put)	Applicable pursuant to Condition 15.4 provided that notice under that Condition is provided no later than 90 days following the Early Redemption Event (Put) (as defined in the Schedule).
39	Early Redemption Amount (Put)	As per Condition 15.5.
40	Early Redemption Date (Put)	A Business Day.
41	Early Redemption Amount (Tax)	As per Condition 15.5.
42	Final Redemption Amount	100 per cent.
43	Notice period (if other than as set out in the Terms and Conditions)	Not applicable.
44	Minimum Redemption Amount	Not applicable.
45	Maximum Redemption Amount	Not applicable.
46	Early Termination Amount	Not applicable.
47	Instalment Amount	Not applicable.
48	Instalment Date	Not applicable.
49	Additional or alternate newspapers	Not applicable.
50	Redenomination (Condition 29)	Not applicable.
51	Method of distribution	Syndicated
52	Australian interest withholding tax	The issue of the Notes is intended to satisfy the public offer test in section 128F of the Income Tax Assessment Act 1936 of Australia.
53	Notices	As per the Conditions.
54	Governing law	English law.

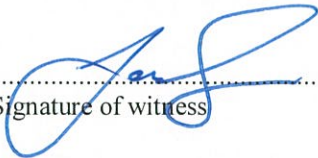
55	U.S. Selling Restrictions	Regulation S Category 2; TEFRA D.
56	Additional selling restrictions:	Not applicable.
57	Credit Ratings:	<p>The Notes have been rated:</p> <p>Baa1 (Stable Outlook) by Moody's Investor Services BBB+ (Stable Outlook) by Standard and Poor's</p> <p><i>A credit rating is not a recommendation to buy, sell or hold Notes and may be subject to revision, suspension or withdrawal at any time by the assigning rating agency.</i></p> <p><i>Credit ratings are for distribution only to a person (a) who is not a "retail client" within the meaning of section 761G of the Corporations Act and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Parts 6D.2 or 7.9 of the Corporations Act, and (b) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Anyone who is not such a person is not entitled to receive this Pricing Supplement and anyone who receives this Pricing Supplement must not distribute it to any person who is not entitled to receive it.</i></p>
58	Other Terms and Conditions:	See the Schedule to this Pricing Supplement.
59	ISIN:	XS1111428402
60	Common Code:	111142840
61	Delivery:	Delivery against payment.
62	Names and addresses of additional Paying Agent(s) (if any):	Not applicable.
63	Stabilisation Manager(s) (if any):	Not applicable.

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

CONFIRMED

Date:


EXECUTED by **AURIZON NETWORK**
PTY LTD as Issuer
under power of attorney dated 22 August
2014 in the presence of:


.....
Signature of witness

JACLYN STRELOW
.....
Name (block letters)


.....
Signature of attorney

DAVID WENCIK
.....
Name (block letters)


.....
Signature of attorney

DOMINIC SMITH
.....
Name (block letters)

Schedule to Pricing Supplement

1 Guarantors

The Issuer must ensure that:

- (a) at all times the total consolidated assets of the Obligor Group equals or exceeds 90% of the value of total consolidated assets of the Network Recourse Group;
- (b) the Consolidated EBITDA of the Obligor Group for each financial year equals or exceeds 90% of the value of the Consolidated EBITDA of the Network Recourse Group for that financial year; and
- (c) each Guarantor is a wholly owned Subsidiary of the Issuer and is not an Excluded Subsidiary.

Further, the Issuer undertakes that it shall not effect a release of any Guarantor from the Guarantee unless following the release, the remaining Obligors will continue to satisfy the above requirements.

Where:

"Borrowings" means, at any time, the aggregate at that time of the outstanding principal, capital or nominal amount and any fixed or minimum premium payable on repayment, prepayment or redemption of any indebtedness for or in respect of Finance Debt.

"Consolidated EBIT" means, for any period, the consolidated operating profits of the Obligor Group for that period:

- (a) before deducting any Consolidated Net Finance Charges; and
- (b) before taking into account any items treated as exceptional or extraordinary items;

in each case, to the extent added, deducted or taken into account (as the case may be) for the purposes of determining the profits of the Obligor Group from ordinary activities before taxation.

"Consolidated EBITDA" means, for any period, Consolidated EBIT for that period before deducting any amount attributable to amortisation of goodwill or depreciation of tangible assets.

"Consolidated Net Finance Charges" means, for any period, the aggregate amount of interest and amounts in the nature of interest, commission, fees, discounts, prepayment penalties or premiums, and other finance payments in respect of Borrowings whether accrued, paid or payable and whether or not capitalised by any member of the Obligor Group in respect of that period:

- (a) excluding any such obligations owed to any other member of the Obligor Group;
- (b) including the interest element of leasing and hire purchase payments;
- (c) including any amounts paid, payable or accrued by any member of the Obligor Group to counterparties under any interest rate hedging instrument;
- (d) deducting any amounts paid, payable or accrued by counterparties to any member of the Obligor Group under any interest rate hedging instrument; and
- (e) deducting any interest paid, payable or accrued to the benefit of any member of the Obligor Group on any deposit or bank account.

"Obligor Group" means, as at the date of this Supplement, the Issuer, and thereafter the Issuer and any Guarantor who accedes to the Guarantee.

2 Early redemption at the option of Holders (Holder put)

"Early Redemption Event (Put)" means:

- (a) either:
 - (i) any person, or a group of people acting in concert, who at the date of this Pricing Supplement does not have Control of the Issuer obtain or obtains (as applicable) Control of the Issuer; or
 - (ii) any person, or a group of people acting in concert, who at the date of this Pricing Supplement have Control of the Issuer cease or ceases (as applicable) to Control the Issuer;
- (b) on the date of the first public announcement of the event described in paragraph (a) above, the Notes carry from any Rating Agency:
 - (i) an investment grade credit rating (Baa3 or equivalent or better), and such rating from any Rating Agency is either downgraded to a non-investment grade credit (Ba1 or equivalent or worse) or withdrawn within 90 days of the first public announcement and the rating is not subsequently upgraded or reinstated to an investment grade rating within that period; or
 - (ii) a non-investment grade credit rating (Ba1 or equivalent or worse), and such rating from any Rating Agency is downgraded by one or more notches (eg. Ba1 to Ba2 being one notch) or withdrawn within 90 days of the first public announcement and the rating is not subsequently upgraded or reinstated to an investment grade rating within that period; or
 - (iii) no credit rating and no Rating Agency assigns an investment grade credit rating to the Notes within 90 days of the first public announcement; and
- (c) in making any relevant decision referred to in paragraph (b) above, the relevant Rating Agency announces publicly or confirms in writing to any member of the Group that such decision resulted, in whole or in part, from the occurrence of the event described in paragraph (a) above.

Where:

"Control" has the meaning given to it in s50AA of the Corporations Act.

"Rating Agency" means Moody's Investors Services Pty Limited (ACN 003 399 657) trading as Moody's Investors Services Pty Limited, Standard & Poor's (Australia) Pty. Ltd. (ACN 007 324 852), or any other rating agency of equivalent international standing engaged by the Issuer or a member of the Group (but excluding any rating agency providing a rating on an unsolicited basis).