

Macquarie Atlas Roads Third Supplementary Prospectus

This document is a supplementary prospectus for the purpose of Chapter 6D of the Corporations Act (“**Third Supplementary Prospectus**”) and supplements the prospectus lodged by Macquarie Atlas Roads Limited (ACN 141 075 201) (“**MQA Australia**”), Macquarie Atlas Roads International Limited (a company incorporated in Bermuda) (“**MQA Bermuda**”), Macquarie Infrastructure Investment Management Limited (ABN 67 072 609 271) (AFS Licence Number 241405) (“**MIIML**”) as responsible entity of Macquarie Infrastructure Trust (II) (ARSN 092 863 780) (“**MIT(II)**”) and Macquarie Infrastructure Group International Limited (ARBN 112 684 885) (“**MIGIL**”) with Australian Securities and Investments Commission (“**ASIC**”) on 18 December 2009 in relation to the initial issue of MQA Australia shares and MQA Bermuda shares and the subsequent in-specie distribution of MQA Australia shares and MQA Bermuda shares to MIT(II) unitholders and MIGIL shareholders respectively (“**Prospectus**”).

A first supplementary prospectus was lodged with ASIC on 4 January 2010 (“**First Supplementary Prospectus**”) and a second supplementary prospectus was lodged with ASIC on 25 January 2010 (“**Second Supplementary Prospectus**”).

This Third Supplementary Prospectus must be read together with the Prospectus.

This Third Supplementary Prospectus is dated 1 February 2010 and was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility for the contents of this Third Supplementary Prospectus.

Capitalised terms used but not defined in this document have the meaning given in the glossary in section 10 of the Prospectus.

To ensure compliance with the Investment Funds Act 2006 (Bermuda) the Prospectus is amended by inserting the following paragraphs on page 5:

“**Bermuda**”

Macquarie Atlas Roads International Limited (“**MQA Bermuda**”) was incorporated on 15 December 2009.

MQA Bermuda will prepare interim and annual financial reports which will be published within two months of the relevant period end, in accordance with ASX requirements. MQA Bermuda will also publish an annual report, which will be distributed to MQA Securityholders within three months of the end of each financial year.

Authorisation by the Bermuda Monetary Authority (the “**Authority**”) does not constitute a guarantee by the Authority as to the performance of MQA Bermuda or its creditworthiness. Furthermore, in authorizing such a fund, the Authority shall not be liable for the performance or default of its operators or service providers, nor for the correctness of any opinions or statements expressed in the prospectus,

MQA has been classified as an Administered fund. As such, MQA Bermuda may not be supervised to the same degree as other funds which are authorised and regulated by the Authority. Therefore, MQA Bermuda should be viewed as an investment suitable only for participants who can fully evaluate and bear the risks involved.”

Consent to lodgement

Each director of MQA Australia, MQA Bermuda, MIIML and MIGIL has consented to lodgement of this Third Supplementary Prospectus with ASIC.