

Infratil

Infrastructure Bond Offer – Investor Presentation

17 July 2023

Important Information

The offer of Infrastructure Bonds by Infratil Limited ("**Infratil**") described in this presentation is made in reliance upon the exclusion in clause 19 of schedule 1 of the Financial Markets Conduct Act 2013 ("**FMCA**"). It is an offer of Infrastructure Bonds that have identical rights, privileges, limitations and conditions (except for the interest rate and maturity date) as (1) Infratil's fixed rate bonds maturing on 15 September 2023, which have an interest rate of 5.25% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT210; (2) Infratil's fixed rate bonds maturing on 15 June 2024, which have an interest rate of 5.50% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT230; (3) Infratil's fixed rate bonds maturing on 15 December 2024, which have an interest rate of 4.75% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT260; (4) Infratil's fixed rate bonds maturing on 15 June 2025, which have an interest rate of 6.15% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT250; (5) Infratil's fixed rate bonds maturing on 15 March 2026, which have an interest rate of 3.35% per annum, and which are currently quoted on the NZX Debt Market under the ticker code IFT300; (6) Infratil's fixed rate bonds maturing on 15 December 2026, which have an interest rate of 3.35% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT280; (7) Infratil's fixed rate bonds maturing on 15 December 2027, which have an interest rate of 3.60% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT310; (8) Infratil's bonds maturing on 15 December 2028, which have a current interest rate of 4.85% per annum (rate reset after five years on 15 December 2023) and which are currently quoted on the NZX Debt Market under the ticker code IFT270; (9) Infratil's bonds maturing on 15 December 2029, which have a current interest rate of 7.89% per annum (further rate reset on 15 December 2023 and annually thereafter) and which are currently quoted on the NZX Debt Market under the ticker code IFTHC; and (10) Infratil's fixed rate bonds maturing on 15 June 2030, which have a current interest rate of 5.93% per annum (rate reset on 15 June 2026) and which are currently quoted on the NZX Debt Market under the ticker code IFT320, (together the "**Quoted Bonds**").

Accordingly, the Infrastructure Bonds are the same class as the Quoted Bonds for the purposes of the FMCA and the Financial Markets Conduct Regulations 2014. Infratil is subject to a disclosure obligation that requires it to notify certain material information to NZX Limited for the purpose of that information being made available to participants in the market and that information can be found by visiting www.nzx.com/companies/IFT. The Quoted Bonds are the only debt securities of Infratil that are currently quoted and in the same class as the Infrastructure Bonds that are being offered. Investors should look to the market price of the Quoted Bonds referred to above to find out how the market assesses the returns and risk premium for those bonds.

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This presentation has been prepared by Infratil Limited (NZ company number 597366, NZX:IFT; ASX:IFT) (**Company**).

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Non-GAAP Financial Information

All currency amounts are in New Zealand dollars unless stated otherwise. Infratil has a 31 March financial year end.

This presentation contains certain financial information and measures that are "non-GAAP financial information" under the FMA Guidance Note on disclosing non-GAAP financial information, "non-IFRS financial information" under Regulatory Guide 230: 'Disclosing non-IFRS financial information' published by the Australian Securities and Investments Commission (ASIC) and are not recognised under New Zealand equivalents to International Financial Reporting Standards (NZ IFRS), Australian Accounting Standards (AAS) or International Financial Reporting Standards (IFRS). The non-IFRS/GAAP financial information and financial measures include Proportionate EBITDAF, EBITDAF, EBITDA and independent valuations for asset values. The non-IFRS/GAAP financial information and financial measures do not have a standardised meaning prescribed by the NZ IFRS, AAS or IFRS, should not be viewed in isolation and should not be construed as an alternative to other financial measures determined in accordance with NZ IFRS, AAS or IFRS, and therefore, may not be comparable to similarly titled measures presented by other entities. Although Infratil believes the non-IFRS/GAAP financial information and financial measures provide useful information to users in measuring the financial performance and condition of Infratil, you are cautioned not to place undue reliance on any non-IFRS/GAAP financial information or financial measures included in this presentation.

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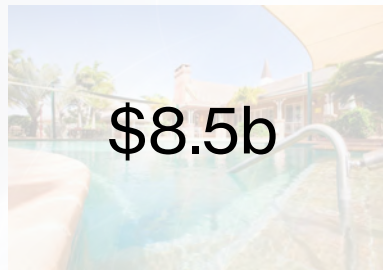
Overview

Infratil is an infrastructure investor with significant investments in Digital Infrastructure, Renewables, Healthcare and Airports

Established



Market Capitalisation¹



Track record



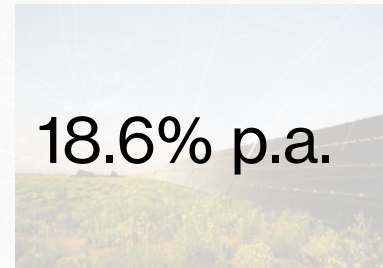
Listed on



Group Assets²



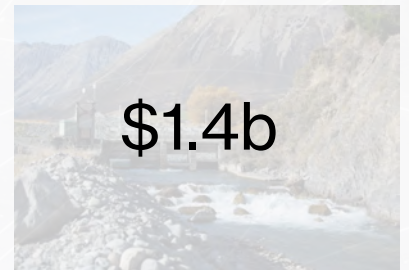
After tax return⁴



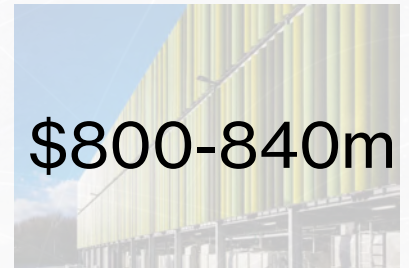
Managed by



FY2023 Investment³



2024F EBITDAF⁵



¹Based on NZX Closing Share price of \$10.23 on 10 July 2023, ²Based on Independent valuations as at 31 March 2023, market values (where applicable for listed assets) at 30 June 2023, and One NZ valued at the equity implied by the recent transaction, ³Based on reported values in Infratil FY23 audited Financial Statements, ⁴Based on Infratil's 29 year since inception accumulation return to 31 March 2023, ⁵Proportionate EBITDAF represents Infratil's share of the consolidated net earnings before interest, tax, depreciation, amortisation, financial derivative movements, revaluations, gains or losses on the sales of investments, and excludes acquisition and sale related transaction costs and International Portfolio Incentive Fees. Before changes in the accounting treatment of SaaS expenses

Investment Approach

Our approach has remained consistent through multiple market cycles

“Ideas That Matter”

- Infratil invests in infrastructure businesses, targeting returns to shareholders of 11-15% p.a. over the long-term
- Our investment focus is on sectors and businesses with:
 - ✓ strong defensive characteristics
 - ✓ exposure to growth, driven by macroeconomic and industry tailwinds – *“ideas that matter”*
 - ✓ opportunities to reinvest and manufacture infrastructure at scale – *“platforms”*
- Our high conviction approach is currently focused on four *“ideas that matter”*
- Portfolio blends investments in lower risk cash generating businesses and higher risk and return growth infrastructure platforms to meet target returns, and credit and liquidity metrics
- Active asset management and balance sheet flexibility key to managing risk and achieving returns, requiring control or significant influence over the businesses Infratil invests in
- Infratil’s ability to position itself early in next generation infrastructure is a source of outperformance – and we continue to scan for new *“ideas that matter”*



Target Returns

Portfolio well positioned to meet Infratil's target return of 11-15% per annum at modest gearing levels

Portfolio well positioned to deliver attractive returns to shareholders

Infratil Portfolio	Expected Returns	Leverage Assumptions	Management Costs	Return to Shareholders
Core Lower risk	8-10% Per annum	Average net debt / total capital 30% at 6% per annum interest rate	1% of assets per annum	11-15% per annum
Core Plus / Value Add	10-15% Per annum			
Development Higher risk	15-25% Per annum			
		<i>Active asset management and balance sheet flexibility are key to managing risk and achieving returns</i>		

Portfolio composition

Core	<ul style="list-style-type: none"> Operating renewable generation Established data centres One NZ² and Wellington Airport Established retirement villages
Core Plus	<ul style="list-style-type: none"> Data centres contracted and under construction Radiology businesses
Development	<ul style="list-style-type: none"> Future data centres and data connectivity solutions Renewable generation under construction and future pipeline Retirement villages under construction and future pipeline

Gearing Levels

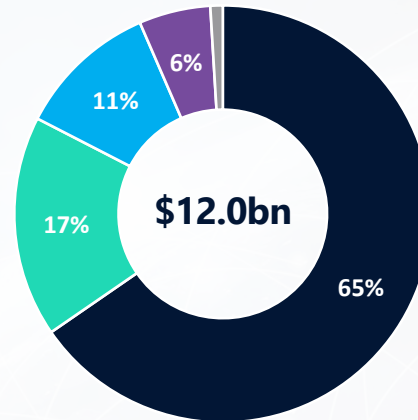
\$Millions	As at 31 March 2023	As at 10 July 2023
Total net debt	\$724.6	\$1,863.0
Market value of equity	\$6,660.6	\$8,510.2 ³
Total capital	\$7,385.2	\$10,373.2
Gearing²	9.8%	18.0%

¹ Accumulated return to 31 March 2023 based on a closing share price of \$9.20, the calculation assumes that shareholders reinvest dividends on the day they are earned, and participate in any rights offerings; ²80% of One NZ assumed to form part of the 'Core' segment, with the remainder in 'Core Plus'

²Gearing calculated as total net debt / total capital as total net debt / total capital

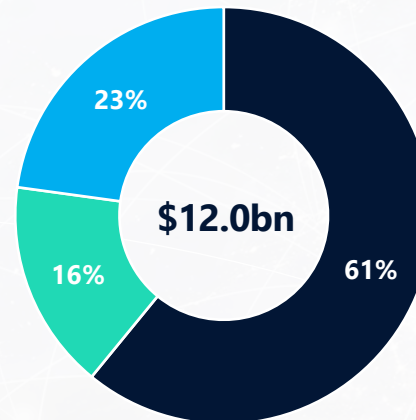
Portfolio Composition

Infratil remains high conviction in Digital Infrastructure as demonstrated by recent investments into One NZ and Console Connect



■ Digital ■ Renewables ■ Healthcare ■ Airports ■ Other

Infratil's Renewables platform is expected to become a more significant component of the portfolio as the current renewable development businesses mature



■ Core ■ Core Plus ■ Development

Infratil's portfolio is heavily weighted towards Core assets which are the key cash generating assets in Infratil's Portfolio

Portfolio Strategy

Long-term mega trends driving Infratil's chosen sectors remain and are further enhanced by complementary global investment tailwinds

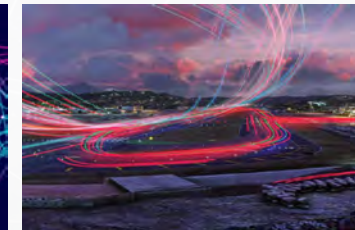
- Long-term mega trends driving Infratil's chosen sectors of Digital Infrastructure, Renewables and Healthcare are still early
- Further backed by long-term tailwinds for infrastructure investment, which continues to grow rapidly, globally
 - Infrastructure is less correlated with the general economy, particularly where backed by long-term mega trends, "ideas that matter"
 - Attractive in inflationary environments, often with strong sustainability credentials
 - Fastest growing alternative equity investment class. Private markets transactions continuing at materially higher valuations than listed markets
- Sustainable investment also growing rapidly, with Renewables in particular well-placed



Portfolio Outlook

Infratil remains well positioned for capital investment at attractive returns to stakeholders

- Our portfolio is performing well, despite global and local economic uncertainty, inflation and interest rate headwinds
- Infratil remains well positioned for capital investment at attractive returns to shareholders, while also continuing to develop new, long-term opportunities, focused on 'ideas that matter'
- We have recently increased our stake in One NZ at a time when the business has strong trading momentum, with further upside expected through its simplification initiatives
- We continue to see near-term opportunities to make further investment into CDC Data Centres and Longroad Energy, where since our results announcement we have seen strong demand signals for capacity at CDC and additional clarification relating to the benefits of the Inflation Reduction Act for Longroad
- Infratil retains significant near-term value accretive investment opportunities and has maintained balance sheet capacity and flexibility to address these opportunities
- The recent announcement of strategic investment into Console Connect will add global interconnectivity as a feature of the digital infrastructure platform



Infratil has recently announced two investments into Digital Infrastructure

One NZ

- Infratil completed the acquisition of Brookfield's 49.95% stake in One NZ on 15 June
- The transaction is strategically and financially compelling for Infratil stakeholders
- ~100% ownership of One NZ strengthens the cash generating core of Infratil and enhances Infratil's return profile
- While One NZ has made considerable progress to date in transforming its business there remains significant momentum and upside to be realised
- Continued investment into Digital Infrastructure is a key investment thematic for Infratil and we have conviction that the long-term fundamentals remain strong

Equity Raise

- Alongside the announcement of Infratil's increased stake in One NZ, a \$850 million equity raise was announced to fund the One NZ transaction and to provide liquidity for other growth opportunities. Infratil ultimately raised \$935 million following oversubscriptions in the retail offer
- The \$850 million equity raise was split into a \$750 million institutional placement and a \$100 million retail offer
- The institutional placement was strongly supported by both existing and new investors in local and offshore markets
- The retail offer was oversubscribed with applications totalling \$320 million from 27,983 eligible investors. Infratil elected to accept \$85 million of oversubscriptions in the retail offer increasing the total amount raised under the retail offer to \$185 million

Console Connect

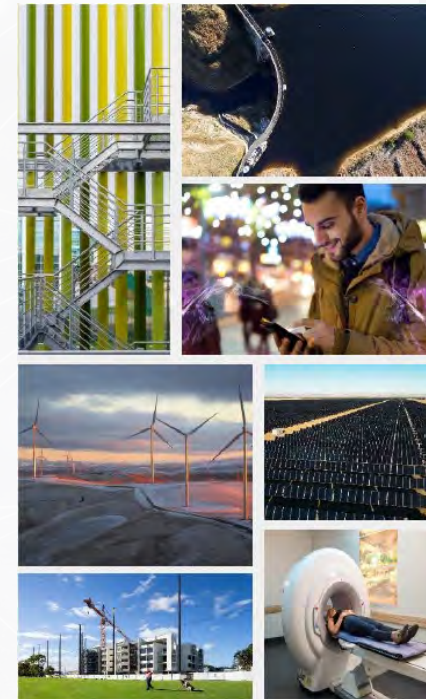
- A strategic investment into Console Connect was announced on 10 July
- Infratil will initially acquire an 80% stake in Console Connect for US\$160 million and commit to investing a further US\$295 million alongside HKT to accelerate growth via marketing, R&D and new subsea cable investment over a 2-year period
- Infratil will ultimately own between 60-80% of Console Connect with HKT holding the remainder
- This is a compelling investment for Infratil as digital network infrastructure is becoming increasingly important in meeting exponential growth in global data demand
- Completion of the acquisition is conditional on telecommunication, foreign investment regulatory approvals and merger approvals in multiple jurisdictions. Completion is currently expected by Q3 2024.

Financial Impact

FY2024 Proportionate EBITDAF guidance was updated post the acquisition of One NZ

Infratil FY2024 earnings guidance¹

- FY2024 Proportionate EBITDAF² guidance range increased to \$800-840 million, reflecting an increased contribution from One NZ
- Key guidance assumptions in relation to One NZ include:
 - 2.5-month contribution from Infratil's existing 49.95% shareholding and a 9.5-month contribution based on a 99.9% shareholding
 - One NZ EBITDA of NZ\$580 – \$620 million (unchanged)
- Other key guidance assumptions are unchanged, including:
 - CDC Data Centres EBITDAF of A\$260 – \$270 million
 - Manawa Energy EBITDAF of \$120 – \$140 million
 - Wellington Airport EBITDAF of \$105 – \$110 million
 - Diagnostic Imaging EBITDAF of \$180 – \$220 million
 - Contributions from Longroad Energy, Kao Data and RetireAustralia in line with FY2023
 - Renewables Platform EBITDAF loss of \$50 million as newer platforms invest in growth
 - Forecast NZD/AUD 0.9162, NZD/USD 0.6585, NZD/EUR 0.6047, and NZD/GBP 0.5344
- There is no contribution from Console Connect included in the FY24 guidance



¹ FY2024 guidance is based on Infratil management's current expectations and assumptions about the trading performance of Infratil's continuing operations and is subject to risks and uncertainties, is dependent on prevailing market conditions continuing throughout the outlook period and assumes no major changes in the composition of the Infratil investment portfolio. Trading performance and market conditions can and will change, which may materially affect the guidance set out above

² Proportionate EBITDAF represents Infratil's share of the consolidated net earnings before interest, tax, depreciation, amortisation, financial derivative movements, revaluations, gains or losses on the sales of investments, and excludes acquisition and sale related transaction costs and International Portfolio Incentive Fees.

Debt Capacity & Facilities



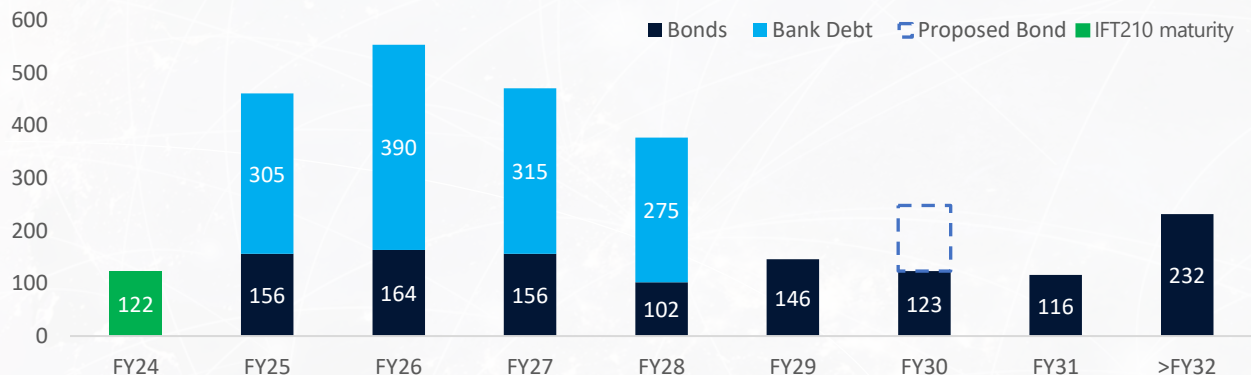
Conservative gearing level of ~18% post completion of the One NZ transaction and the recent equity raise

Debt Capacity & Facilities

Liquidity (\$Millions)	As at 31 March 2023	As at 10 July 2023
Net bank debt (cash)	(\$593.2)	\$545.2
Infrastructure bonds	\$1,085.9	\$1,085.9
Perpetual bonds	\$231.9	\$231.9
Total net debt	\$724.6	\$1,863.0
Market value of equity	\$6,660.6	\$8,510.2 ³
Total capital	\$7,385.2	\$10,373.2
Gearing ²	9.8%	18.0%
Infratil undrawn bank facilities	\$898.4	\$899.8
100% subsidiaries cash	\$593.2	\$154.8
Liquidity available ¹	\$1,491.6	\$1,054.6

- Infratil has current available liquidity¹ of ~\$1 billion which can be applied to support portfolio growth platforms (including Console Connect)
- Infratil's gearing as at 10 July 2023 is 18.0%², below our 30% target but appropriate in the current environment
- The current Infrastructure Bond offer further strengthens Infratil's funding positioning and will allow for the reduction of acquisition bridge facilities secured to support the One NZ transaction
- A potential refinancing of the IFT210s maturing in Sept-23 may take place subject to market conditions

Debt maturity profile (\$m)⁴



¹ Available liquidity includes undrawn debt facilities and cash on hand, available liquidity also includes the proceeds from the retail raise; ²Gearing calculated as total net debt / total capital; ³Market value of equity represents Infratil's market capitalisation on the 10th July 2023; ⁴The debt maturity profile excludes \$400 million of bridge facilities entered into for the purpose of the acquisition of One NZ and includes \$85 million of debt facility upsizes

Bond Details



Key Terms of the Infrastructure Bonds (1/2)

Issuer	Infratil Limited ("Infratil").
Description of the Bonds	Unsecured, unsubordinated fixed rate bonds.
Tenor	6 years, maturing 31 July 2029.
Issue Amount	Up to \$75 million (with the ability to accept oversubscriptions of up to an additional \$75 million at Infratil's discretion).
Initial Interest Rate	The Infrastructure Bonds will pay a fixed rate of interest from the Issue Date until the Maturity Date. The Interest Rate will be the greater of: (a) the sum of the Issue Margin and the Base Rate determined on the Rate Set Date; and (b) the Minimum Interest Rate.
Indicative Issue Margin	2.25% to 2.40% per annum.
Minimum Interest Rate	6.70% per annum.
Bond Financial Covenant (Liabilities to Assets Ratio)	Infratil has agreed for the benefit of Bondholders that, on the last day of each financial year and financial half-year of Infratil (and in certain other circumstances), Borrowed Money Indebtedness of the Issuer Group (being Infratil and certain of its 100% owned subsidiaries) will not exceed 50% of Tangible Assets of Infratil and its subsidiaries as at that date.
Use of Proceeds	Infratil will use the net proceeds of the Offer for general corporate purposes, including to repay a portion of Infratil's existing bank debt bridge facility put in place to fund the acquisition of One NZ.
Quotation	It is expected that the Bonds will be quoted on the NZX Debt Market under the ticker code IFT330.
Credit Rating	The Infrastructure Bonds will not be rated.
Ranking of Infrastructure Bonds	The Infrastructure Bonds are unsecured and unsubordinated debt obligations of Infratil. Infratil is a holding company with investments in various companies. Bondholders have no claim against, or recourse to the assets of, any of those companies.
Guarantors	None.

Key Terms of the Infrastructure Bonds (2/2)

Interest Suspension and Dividend Stopper

Infratil may suspend the payment of interest where an Interest Suspension Event exists. If the payment of interest is suspended:

- (a) interest will continue to accrue (without compounding) and will be paid by Infratil when the Interest Suspension Event ceases to exist; and
- (b) Infratil will not pay or make any distribution to shareholders or provide any financial assistance for the acquisition of shares in Infratil.

Interest Suspension Events

In summary, an Interest Suspension Event may occur if:

- (a) the interest payment would be likely to breach the solvency test in section 4 of the Companies Act 1993;
- (b) the interest payment would be likely to result in a breach of the terms or conditions of other financial indebtedness incurred by Infratil or certain of its subsidiaries; or
- (c) the interest payment would be likely to result in a breach of any other legal obligation by Infratil or certain of its subsidiaries.

Issuer Early Redemption Rights

Infratil has the right to redeem all or some of the Infrastructure Bonds prior to the Maturity Date. Infratil may not exercise this right if:

- (a) an event of default under the Trust Deed exists; or
- (b) the notice of early redemption is given at a time on or after the day falling 25 Business Days before the Maturity Date.

Key Information and Timeline

The Offer

Bookbuild process

NZX Firms, institutional investors and other approved parties to be invited to participate in the bookbuild process

No public pool

Minimum applications

\$5,000 and multiples of \$1,000 thereafter

Fees

Infratil will pay a firm brokerage fee of 1.00% of the aggregate principal amount of Infrastructure Bonds (such fee comprised of a brokerage fee of 0.50% and a firm allocation fee of 0.50%). Such amounts will be paid to the Arranger who will distribute as appropriate to primary market participants and approved financial intermediaries

Arranger and Joint Lead Manager:

BNZ

Joint Lead Managers:

ANZ

Craigs Investment Partners

Forsyth Barr

Jarden

Pre-offer Announcement	10 July 2023
Opening Date	17 July 2023
Closing Date	11.00am, 21 July 2023
Rate Set Date	21 July 2023
Issue Date	31 July 2023
Expected date of Quotation on the NZX Debt Market	1 August 2023
Interest Payment Dates	31 January, 30 April, 31 July and 31 October of each year until and including the Maturity Date (commencing on 31 July 2023)
First Interest Payment Date	31 July 2023 for Interest to Original Subscriber purposes, no interest payable. First interest payable 31 October 2023
Maturity Date	31 July 2029

Closing Remarks & Questions

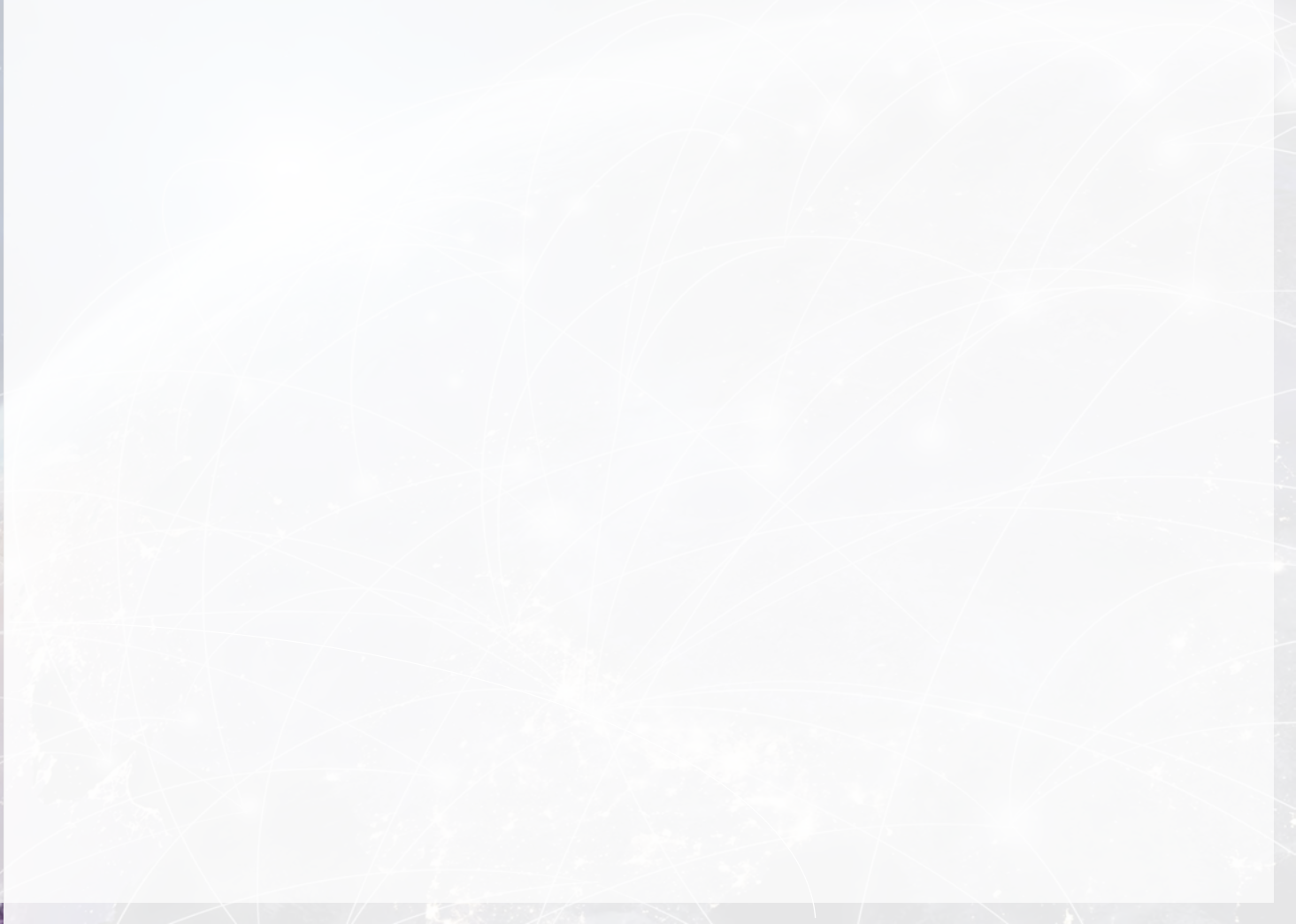


Supplementary Materials



Our approach to sustainability

Sustainability is integrated into our investment approach - good management of ESG risks and opportunities is inherently aligned with value



A Sustainable Vision

Credibility is fundamental to Infratil's ambition to be a leader in sustainable infrastructure investment

- Being transparent, collaborative and following recognised standards and frameworks are key to delivering on our sustainability ambitions
- Infratil has committed to setting a Science Based Targets initiative ('SBTi') validated target under the framework for financial institutions, and we expect our portfolio companies to follow suit
- Infratil is set to release its inaugural sustainability report in August which will include:
 - Climate-related disclosures with reference to the Aotearoa New Zealand Climate Standards (largely aligned with the TCFD framework)
 - Emissions reporting in line with the GHG Protocol and Partnership for Carbon Accounting Financials. All emissions associated with Infratil's portfolio will be reported in Scope 3, Category 15 (investments).
 - Climate targets in line with the SBTi framework for financial institutions, on a portfolio coverage basis
- Infratil, and our Manager, Morrison & Co, both recently joined the initiative Climate International (iCI), recognizing the benefits of collaboration and sharing insights with our peers as we collectively seek to decarbonize our portfolios

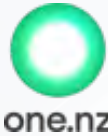


Portfolio Composition

Infratil is a high conviction investor with established positions in thirteen significant assets



- CDC Data Centres is the largest privately owned and operated data centre business in Australia. CDC operates 13 data centres, with a total built capacity of 268MW, across six campuses in Sydney, Canberra, and New Zealand
- An additional 42MW of capacity is under construction across three new facilities, including CDC's first Melbourne data centre



- One NZ is one of New Zealand's leading digital services and connectivity companies with 2.7 million connections to Consumer, SME and Enterprise customers
- One NZ has an extensive national network and platform of spectrum, IoT networks and fibre



- Kao Data operates three data centres across London with a total built capacity of 17MW
- Kao has recently announced plans to establish new 40MW data centre in Manchester



- Fortysouth is one of New Zealand's leading independent digital infrastructure partners with over 1,400 tower sites in its portfolio, covering 98% of New Zealand
- 20-year master services agreement with One NZ delivers long-term revenues, with commitment by Fortysouth to deliver at least another 390 sites over next 10 years



- Qscan operates over 76 clinics across Australia (NSW, QLD, SA, TAS, WA and ACT), offering a full range of diagnostic medical imaging services including PET & CT imaging



- RHCNZ is the largest diagnostic imaging service provider in New Zealand, operating 74 clinics across New Zealand
- RHCNZ consists of Auckland Radiology, Bay Radiology, and Pacific Radiology

Portfolio Composition

Infratil is a high conviction investor with established positions in thirteen significant assets



- RetireAustralia is the largest privately-held pure-play retirement operator in Australia with over 4,000 independent living units and apartments across 27 villages in NSW, South Australia and Queensland



- Owner and operator of 26 hydro power stations with a total installed capacity of 450MW
- Largest independent renewable energy generator in New Zealand



- Leading U.S. renewables developer, owner & operator, with an operating portfolio of over 1.6GW's, pipeline in excess of 17.9GW's, providing services to 1.6GW's of operating assets, and has over 1.27GW's of generation under construction
- Longroad is aiming to deliver ~6GW of projects over calendar years 2023, 2024, 2025 and 2026, requiring ~US\$8 billion of capex



- Pan-Asian renewables platform headquartered in Singapore and formed in July 2021
- 3.7GW wind, solar & storage development pipeline with 76MW in Philippines expected to be under construction imminently



- European renewables platform focussed on greenfield development, acquisitions and strategic co-development opportunities across multiple markets
- 9.1GW wind, solar & storage development pipeline with the goal of bringing 200MW of projects to FID in FY2024



- Established in 2022 to invest in the development of wind, solar and storage solutions across Australia



- Nationally critical infrastructure asset servicing Wellington and central New Zealand with 6 million passengers using the airport annually (pre-Covid)
- Significant non-aeronautical assets including Carpark, Hotel and Retail Park

Asset Values

Value of Infratil's subsidiaries and associates is recorded in Infratil's financial statements in accordance with NZ IFRS

Asset Value

(\$ Millions)	Stake	Asset Value
CDC Data Centres	48.1%	\$3,660m
One NZ	99.9%	\$3,600m ¹
Fortysouth	20.0%	\$208m
Kao Data	39.9%	\$256m
Manawa Energy	51.1%	\$792m
Longroad Energy	37.1%	\$1,186m
Galileo	40.0%	\$71m
Gurin Energy	95.0%	\$8m
Mint Renewables	73.0%	\$3m
RHCNZ Medical Imaging	50.1%	\$512m
Qscan Group	55.2%	\$371m
RetireAustralia	50.0%	\$432m
Wellington Airport	66.0%	\$667m
Infratil Property	100.0%	\$115m
Clearvision Ventures	100.0%	\$125m
Total		\$12,006m

¹ Reflects equity value implied by the acquisition purchase price

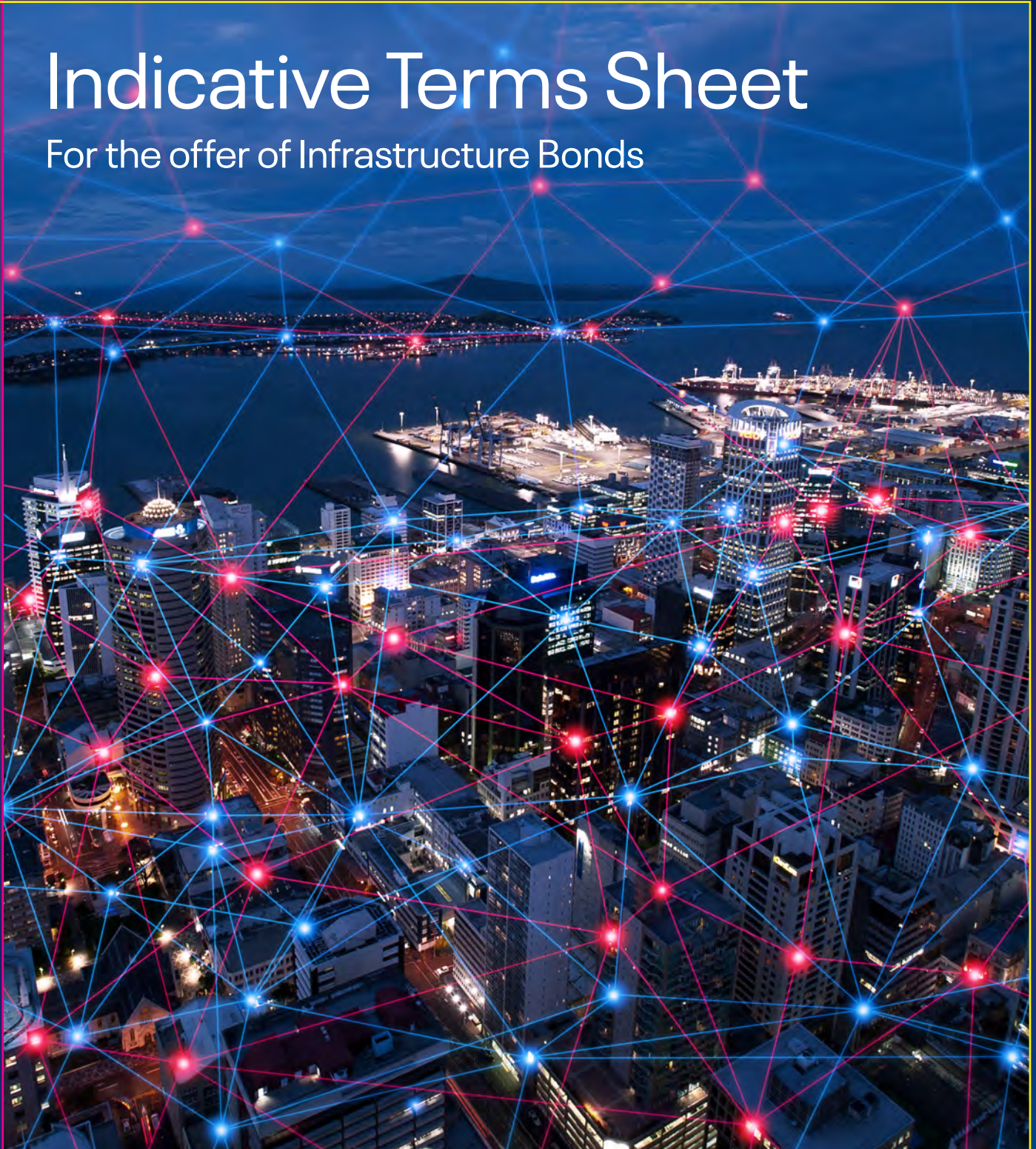
- Asset values of Infratil's investments in **CDC Data Centres, Longroad Energy, Galileo, Qscan, RetireAustralia** and **RHCNZ Medical Imaging** reflect Independent Valuations as at 31 March 2023
- **Manawa Energy** based on market price as at 30 June 2023 of \$4.95
- **One NZ** based on equity value implied by \$1,800 million acquisition price for 99.9% holding
- Infratil does not commission independent valuations for its other assets, which are presented at book value as at 31 March 2023
- Total assets exclude cash balances and other working capital balances at the corporate level

6 Year Fixed Rate Bond
Maturing 31 July 2029



Indicative Terms Sheet

For the offer of Infrastructure Bonds



Arranger and Joint Lead Manager



Joint Lead Managers



Indicative Terms Sheet

Dated 17 July 2023

This Indicative Terms Sheet ("**Terms Sheet**") sets out the key terms of the offer ("**Offer**") by Infracore Limited ("**Infracore**") of up to \$75,000,000 (plus oversubscriptions of up to \$75,000,000) of fixed rate bonds maturing on 31 July 2029 ("**Infrastructure Bonds**").

The Infrastructure Bonds will be issued under the programme trust deed dated 11 November 1999 (as amended or amended and restated from time to time) between Infracore and Trustees Executors Limited as supplemented by a series supplement dated 17 July 2023 (together, "**Trust Deed**"). Unless the context requires otherwise, capitalised terms used in this Terms Sheet have the same meaning given to them in the Trust Deed. This Terms Sheet is an "Issue Flyer" for the purposes of the Trust Deed.

Important Notice

The Offer by Infracore is made in reliance upon the exclusion in clause 19 of schedule 1 of the Financial Markets Conduct Act 2013 ("**FMCA**").

The Offer contained in this Terms Sheet is an offer of Infrastructure Bonds that have identical rights, privileges, limitations and conditions (except for the interest rate and maturity date) as:

- Infracore's fixed rate bonds maturing on 15 September 2023, which have an interest rate of 5.25% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT210;
- Infracore's fixed rate bonds maturing on 15 June 2024, which have an interest rate of 5.50% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT230;

- Infracore's fixed rate bonds maturing on 15 December 2024, which have an interest rate of 4.75% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT260;
- Infracore's fixed rate bonds maturing on 15 June 2025, which have an interest rate of 6.15% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT250;
- Infracore's fixed rate bonds maturing on 15 March 2026, which have an interest rate of 3.35% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT300;
- Infracore's fixed rate bonds maturing on 15 December 2026, which have an interest rate of 3.35% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT280;
- Infracore's fixed rate bonds maturing on 15 December 2027, which have an interest rate of 3.60% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT310;
- Infracore's bonds maturing on 15 December 2028, which have a current interest rate of 4.85% per annum (rate reset after five years on 15 December 2023) and which are currently quoted on the NZX Debt Market under the ticker code IFT270;
- Infracore's bonds maturing on 15 December 2029, which have a current interest rate of 7.89% per annum (further rate reset on 15 December 2023 and annually thereafter) and which are currently quoted on the NZX Debt Market under the ticker code IFTHC; and

- Infracore's fixed rate bonds maturing on 15 June 2030, which have a current interest rate of 5.93% per annum (rate reset on 15 June 2026) and which are currently quoted on the NZX Debt Market under the ticker code IFT320,

(together the "**Quoted Bonds**").

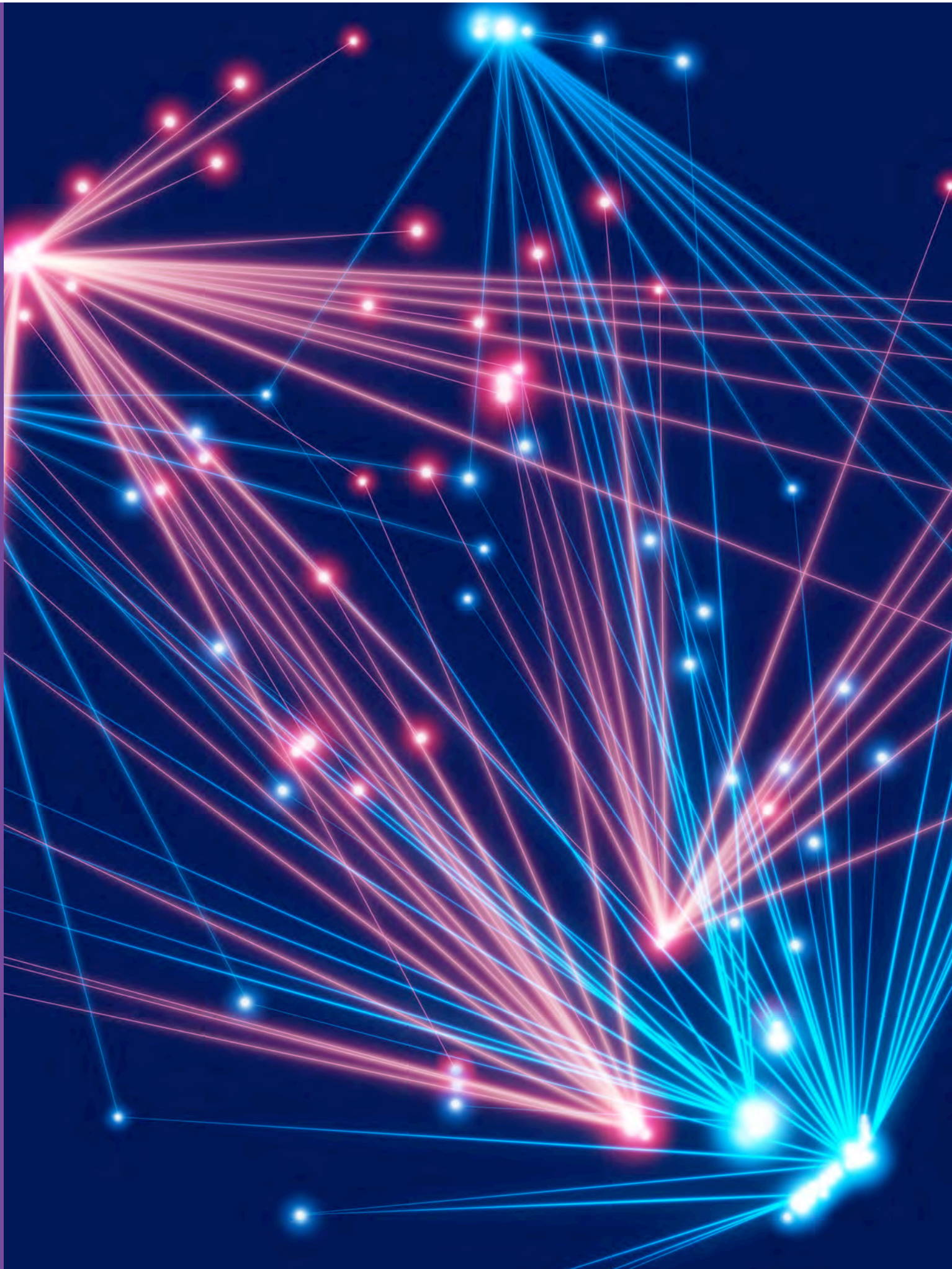
Accordingly, the Infrastructure Bonds are the same class as the Quoted Bonds for the purposes of the FMCA and the Financial Markets Conduct Regulations 2014.

Infracore is subject to a disclosure obligation that requires it to notify certain material information to NZX Limited ("**NZX**") for the purpose of that information being made available to participants in the market and that information can be found by visiting www.nzx.com/companies/IFT.

The Quoted Bonds are the only debt securities of Infracore that are currently quoted and in the same class as the Infrastructure Bonds that are being offered.

Investors should look to the market price of the Quoted Bonds referred to above to find out how the market assesses the returns and risk premium for those bonds.

Infracore has the right in its absolute discretion and without notice to close the Offer early, to add additional Issue Dates, to extend the Closing Date, to increase the amount of oversubscriptions, or to choose not to proceed with the Offer.



Key Terms of the Infrastructure Bonds

Issuer:	Infratil Limited.
Description:	Infrastructure Bonds are unsecured, unsubordinated debt securities of Infratil to be issued pursuant to the Trust Deed.
Offer Amount:	The Offer is for up to \$75,000,000 of Infrastructure Bonds (with the option to accept oversubscriptions of up to \$75,000,000 at Infratil's discretion). There is no public pool for Infrastructure Bonds under the Offer.
Use of Proceeds:	Infratil will use the net proceeds of the Offer for general corporate purposes, including to repay a portion of Infratil's existing bank debt bridge facility put in place to fund the acquisition of One New Zealand.
Opening Date:	17 July 2023.
Closing Date:	11.00am, 21 July 2023.
Rate Set Date:	21 July 2023.
Issue Date:	31 July 2023.
Expected Date of Initial Quotation on the NZX Debt Market:	1 August 2023.
Maturity Date:	31 July 2029.
Issue Price:	\$1.00 per Infrastructure Bond (being the Face Value).
Interest Rate:	The Infrastructure Bonds will pay a fixed rate of interest from the Issue Date until the Maturity Date. The Interest Rate will be the greater of: (a) the sum of the Issue Margin and the Base Rate determined on the Rate Set Date; and (b) the Minimum Interest Rate. The Interest Rate will be announced by Infratil via NZX and available on Infratil's website www.infratil.com/for-investors/our-bonds on or shortly after the Rate Set Date.
Minimum Interest Rate:	6.70% per annum.
Issue Margin:	The Issue Margin will be determined by Infratil in consultation with the Joint Lead Managers (identified below) on the Rate Set Date following completion of the bookbuild process and will be announced via NZX and available on Infratil's website www.infratil.com/for-investors/our-bonds shortly thereafter.
Indicative Issue Margin:	The indicative Issue Margin range is 2.25% – 2.40% per annum. The actual Issue Margin may be above, within or below the indicative range.
Base Rate:	The mid-market rate for a New Zealand dollar interest rate swap of a term matching the period from the Issue Date to the Maturity Date as determined by Infratil in consultation with the Arranger (identified below) on the Rate Set Date, in accordance with market convention with reference to Bloomberg page ICNZ4 (or any successor page), in each case expressed on a quarterly basis (rounded to 2 decimal places, if necessary, with 0.005 being rounded up).

Interest Payment Dates:

31 January, 30 April, 31 July and 31 October of each year until and including the Maturity Date (commencing on 31 July 2023). Although the first Interest Payment Date is 31 July 2023, because that is the same date as the Issue Date, no interest will have accrued and no interest will be payable on that date. The first date on which interest will be paid on the Infrastructure Bonds is 31 October 2023.

Interest Payments:

Other than for the first Interest Payment Date (on which no interest will be paid), Infratil will pay interest in arrear in equal amounts on each Interest Payment Date.

In addition, if the Infrastructure Bonds are redeemed on a day that is not an Interest Payment Date (see "Right to Redeem Early" and "Early Redemption Events" below), the amount of interest that will be payable to you will be adjusted to reflect the number of days in the interest period in which the interest accrued.

First Interest Payment:

As noted above, although the first Interest Payment Date is 31 July 2023, because that is the same date as the Issue Date, no interest will have accrued and no interest will be payable on that date. The first date on which interest will be paid on the Infrastructure Bonds is 31 October 2023. Interest paid on 31 October 2023 on each Infrastructure Bond will be paid to the Holder of the Infrastructure Bond on the Record Date for that payment (being 20 October 2023).

**Interest Suspension and Dividend
Stopper:**

Infratil may suspend the payment of interest where an Interest Suspension Event exists. If the payment of interest is suspended:

- (a) interest will continue to accrue (without compounding) and will be paid by Infratil when the Interest Suspension Event ceases to exist; and
- (b) Infratil will not pay or make any distribution to shareholders or provide any financial assistance for the acquisition of shares in Infratil.

Interest Suspension Events:

In summary, an Interest Suspension Event may occur if:

- (a) the interest payment would be likely to breach the solvency test in section 4 of the Companies Act 1993;
- (b) the interest payment would be likely to result in a breach of the terms or conditions of other financial indebtedness incurred by Infratil or certain of its subsidiaries; or
- (c) the interest payment would be likely to result in a breach of any other legal obligation by Infratil or certain of its subsidiaries.

Right to Redeem Early:

Infratil has the right to redeem all or some of the Infrastructure Bonds prior to the Maturity Date by giving you no less than 5 Business Days' notice. Infratil may not exercise this right if:

- (a) the Supervisor has declared the Infrastructure Bonds due and payable because an event of default as described in clause 8.1 of the Trust Deed exists; or
- (b) the notice of early redemption is given at a time on or after the day falling 25 Business Days before the Maturity Date.

You have no right of early redemption except following an Early Redemption Event.

Redemption Price:

Redemption on the Maturity Date or following an Early Redemption Event

Each Infrastructure Bond redeemed on the Maturity Date, or earlier following an Early Redemption Event, will be redeemed at an amount equal to its Face Value less all withholding tax or deductions required to be made.

Early Redemption

If an Infrastructure Bond is redeemed early due to Infratil exercising its right to redeem early, it will be redeemed at an amount equal to the greater of:

- (a) its Face Value plus accrued but unpaid interest; and
- (b) the current market price of the Infrastructure Bonds (determined in accordance with clause 6.1(l)(ii) of the Trust Deed),

in each case less all withholdings or deductions required to be made.

Early Redemption Events:

In summary, an Early Redemption Event may occur if:

- (a) an event of default as described in clause 8.1 of the Trust Deed occurs; or
- (b) certain takeover offers are made in respect of the shares in Infratil.

In general terms, the events of default include non-payment for 14 days or more and the occurrence of certain insolvency related events in relation to Infratil.

Liabilities to Assets Covenant:

Infratil has agreed for the benefit of Bondholders that, on the last day of each financial year and financial half-year of Infratil (and in certain other circumstances), Borrowed Money Indebtedness of the Issuer Group (being Infratil and certain of its 100% owned subsidiaries) will not exceed 50% of Tangible Assets of Infratil and its subsidiaries as at that date.

Ranking of Infrastructure Bonds:

The Infrastructure Bonds are unsecured and unsubordinated debt obligations of Infratil. This means that in a liquidation of Infratil your rights and claims as a Bondholder:

- (a) will rank **after** the claims of (i) secured creditors of Infratil (if any), and (ii) creditors of Infratil who are preferred by law (e.g. the Inland Revenue Department in respect of unpaid tax);
- (b) will rank **equally** with the claims of all other unsecured, unsubordinated creditors of Infratil; and
- (c) will rank in **priority** to the claims of (i) subordinated creditors of Infratil (if any) (being creditors who have agreed to accept a lower priority in respect of their claims in a liquidation of Infratil), and (ii) shareholders.

Infratil is a holding company with investments in various companies. **Bondholders have no claims against, or recourse to the assets of, any of those companies.** Infratil's ability to make timely payments on the Infrastructure Bonds is dependent on the returns it receives from its investments, its capital structure and the quality of its management.

In a liquidation of the Infratil group, creditors of Infratil's subsidiaries and associates (including lenders) would have a prior claim to the assets of those companies ranking ahead of the claim of Infratil's liquidator (claiming as shareholder in the companies). Only the residual assets of the companies, after the claims of the companies' creditors have been satisfied, would be available to Infratil's liquidator and therefore Infratil's creditors (including Bondholders).

Key Terms of the Infrastructure Bonds

No Guarantee:	The Infrastructure Bonds are not guaranteed by any member of the Infratil group or any other person.
Minimum Application Amount:	Minimum application of \$5,000 with multiples of \$1,000 thereafter.
ISIN:	NZIFTD0330L7.
Business Day:	A day on which NZX is open for trading. If any Interest Payment Date or the Maturity Date falls on a day that is not a Business Day, the due date for the payment to be made on that date will be on the immediately preceding Business Day, but the amount paid will not be adjusted.
Who May Apply:	All Infrastructure Bonds (including oversubscriptions) are reserved for the clients of the Joint Lead Managers, approved financial intermediaries and other primary market participants invited to participate in the bookbuild, who are New Zealand residents. There is no public pool for the Infrastructure Bonds.
How to Apply:	<p>Investors wanting to participate in the Offer should contact a Joint Lead Manager, their financial adviser or any primary market participant for information on how they may acquire Infrastructure Bonds. You can find a primary market participant by visiting www.nzx.com/investing/find-a-participant.</p> <p>The Joint Lead Manager, primary market participant or your financial adviser will be able to explain what arrangements will need to be put in place for you to trade the Infrastructure Bonds including obtaining a common shareholder number ("CSN"), an authorisation code ("FIN") and opening an account with a primary market participant as well as the costs and timeframes for putting such arrangements in place.</p> <p>Infratil reserves the right to refuse any application or to accept an application in part only, without providing a reason.</p>
Brokerage:	Infratil will pay a firm brokerage fee of 1.00% of the aggregate principal amount of Infrastructure Bonds (such fee comprised of a brokerage fee of 0.50% and a firm allocation fee of 0.50%). Such amounts will be paid to the Arranger who will distribute as appropriate to primary market participants and approved financial intermediaries.
NZX Debt Market Quotation:	<p>Infratil will take any necessary steps to ensure that the Infrastructure Bonds are, immediately after issue, quoted.</p> <p>NZX is a licensed market operator, and the NZX Debt Market is a licensed market, under the FMCA.</p>
NZX Debt Market Ticker Code:	IFT330.
Registrar and Paying Agent:	Link Market Services Limited.
Supervisor:	Trustees Executors Limited.
Governing Law:	New Zealand.
No Underwriting:	The Offer is not underwritten.

Offer in New Zealand only:

The Infrastructure Bonds may only be offered for sale or sold in New Zealand. Infratil has not and will not take any action which would permit a public offering of the Infrastructure Bonds, or possession or distribution of any offering material, in any country or jurisdiction where action for that purpose is required (other than New Zealand). Infrastructure Bonds may only be offered for sale or sold in compliance with all applicable laws and regulations in any jurisdiction in which they are offered, sold or delivered. Any information memorandum, terms sheet, circular, advertisement or other offering material in respect of the Infrastructure Bonds may only be published, delivered or distributed in or from any country or jurisdiction under circumstances which will result in compliance with all applicable laws and regulations.

By subscribing for Infrastructure Bonds, you agree to indemnify Infratil, the Joint Lead Managers and the Supervisor in respect of any loss incurred as a result of you breaching the above selling restrictions.

Non-reliance:

This Terms Sheet does not constitute a recommendation by the Joint Lead Managers, the Supervisor, or any of their respective directors, officers, employees, agents or advisers to subscribe for, or purchase, any of the Infrastructure Bonds.

The Joint Lead Managers and the Supervisor have not independently verified the information contained in this Terms Sheet. In accepting delivery of this Terms Sheet, you acknowledge that none of the Joint Lead Managers, the Supervisor nor their respective directors, officers, employees, agents or advisers gives any warranty or representation of accuracy or reliability and they take no responsibility for it.

Other Information

The dates set out in this Terms Sheet are indicative only and Infratil may change the dates set out in this Terms Sheet. Infratil has the right in its absolute discretion to close the Offer early, to add additional Issue Dates, to extend the Closing Date, to increase the amount of oversubscriptions, or to choose not to proceed with the Offer. Infratil will announce any changes to the dates set out in this Terms Sheet via NZX as soon as practicable.

Any internet site address provided in the Terms Sheet is for reference only and, except as expressly stated otherwise, the content of such internet site is not incorporated by reference into, and does not form part of, this Terms Sheet.

Copies of the Trust Deed are available by visiting www.infratil.com/for-investors/bonds or you may request a copy from:

Infratil Limited

5 Market Lane
Wellington
Attention: Tom Robertson
or

Trustees Executors Limited

Level 11, 51 Shortland Street
Auckland
Attention: David Shaw

Investors should seek qualified independent financial and taxation advice before deciding to invest. In particular, you should consult your tax adviser in relation to your specific circumstances. Investors will also be personally responsible for ensuring compliance with relevant laws and regulations applicable to them (including any required registrations).

For further information regarding Infratil, visit www.nzx.com/companies/IFT.

Directory

Issuer

Infratil Limited

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Telephone 04 473 3663

Supervisor

Trustees Executors Limited

Level 11, 51 Shortland Street
PO Box 4197
Auckland 1140
Telephone 0800 878 783

Registrar

Link Market Services Limited

Level 30, PwC Tower
15 Customs Street West
Auckland 1010
PO Box 91976
Auckland 1142

Arranger

Bank of New Zealand

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Auckland 1010
Telephone 0800 284 017

Joint Lead Managers

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PO Box 540
Wellington 6011

Bank of New Zealand

Level 6, 80 Queen Street
Auckland 1010
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Craigs Investment Partners Limited

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88 Shortland Street
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