



7 June 2023

NZX Limited	ASX Limited
Level 1, NZX Centre	20 Bridge Street
11 Cable Street	Sydney
Wellington 6011	New South Wales 2000
New Zealand	Australia

**NOTICE PURSUANT TO CLAUSE 20(1)(a) OF SCHEDULE 8 TO THE FINANCIAL MARKETS CONDUCT REGULATIONS 2014**

1 Infratil Limited (NZX/ASX: IFT) (*Infratil*) has announced that it intends to undertake a capital raising, comprising:

- 1.1 a placement of NZ\$750 million of newly issued ordinary shares to selected investors (*Placement*); and
- 1.2 a retail offer to Infratil's eligible existing shareholders with a registered address in New Zealand or Australia to raise approximately NZ\$100 million (subject to any acceptance of oversubscriptions at Infratil's discretion) (*Retail Offer*).

The Placement, the Retail Offer and any ancillary offers of shortfall shares acquired or to be acquired by the underwriters (or third parties) in the Placement referred to together as, the *Offer*. Pursuant to clause 20(1)(a) of Schedule 8 to the Financial Markets Conduct Regulations 2014 (*FMC Regulations*), the Financial Markets Conduct Act 2013 (*FMCA*) and the Australian Corporations Act 2001 (Cth) (*Corporations Act*), Infratil states that:

- 1.3 Infratil is making the Offer in reliance upon the exclusion in clause 19 of Schedule 1 to the FMCA; and
- 1.4 Infratil is giving this notice under:
  - (a) clause 20(1)(a) of Schedule 8 to the FMC Regulations;
  - (b) paragraph 708A(12J) of the Corporations Act, as notionally inserted by ASIC Instrument 23-0443; and
  - (c) ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 as amended by ASIC Instrument 23-0443.

2 Infratil will issue the relevant securities under the Offer without disclosure to investors under Part 6D.2 of the Corporations Act.

3 As at the date of this notice:

- 3.1 Infratil is in compliance with the continuous disclosure obligations that apply to it in relation to Infratil's quoted ordinary shares;
- 3.2 Infratil is in compliance with its financial reporting obligations (as defined in clause 20(5) of Schedule 8 to the FMC Regulations);

- 3.3 Infratil has complied with its obligations under Rule 1.15.2 of the ASX Listing Rules; and
  - 3.4 there is no information that is "excluded information" as defined in clause 20(5) of Schedule 8 to the FMC Regulations in respect of Infratil.
- 4 The Offer is not expected to have any effect on the control of Infratil within the meaning set out in clause 48 of Schedule 1 to the FMCA.

**This notice has been authorised for release to NZX and ASX by:**

DocuSigned by:

*Phillippa Mary Harford*

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Phillippa Harford  
Chief Financial Officer  
5 Market Lane  
Wellington 6011  
Infratil Limited