



17 June 2024

NZX Regulation Limited Rego (NZ RegCo)
Level 1, NZX Centre
11 Cable Street
Wellington 6011
New Zealand

ASX Limited
20 Bridge Street
Sydney
New South Wales 2000
Australia

INFRATIL LIMITED (NZX/ASX: IFT): 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 an underwritten¹ placement of NZ\$1,000 million of newly issued ordinary shares in Infratil to selected investors (*Placement*); and
- 1.2 a non-underwritten retail share offer to Infratil's eligible existing shareholders with a registered address in New Zealand or Australia to raise approximately NZ\$150 million (subject to the ability for Infratil to scale applications or accept oversubscriptions at its complete 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 are referred to together as, the *Offer*.

2 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:

- 2.1 Infratil is making the Offer in reliance upon the exclusion in clause 19 of Schedule 1 to the FMCA;
- 2.2 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;
- 2.3 Infratil will issue the relevant securities under the Offer without disclosure to investors under Part 6D.2 of the Corporations Act;

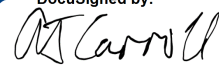
¹ Other than in respect of pre-committed pro rata participation in the Placement by interests associated with Infratil's manager, Morrison, and related parties.

2.4 as at the date of this notice:

- (a) Infratil is in compliance with the continuous disclosure obligations that apply to it in relation to Infratil's quoted ordinary shares;
- (b) Infratil is in compliance with its "financial reporting obligations" (as defined in clause 20(5) of Schedule 8 to the FMC Regulations);
- (c) Infratil has complied with its obligations under Rule 1.15.2 of the ASX Listing Rules; and
- (d) 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; and

2.5 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:

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Andrew Carroll
Chief Financial Officer
5 Market Lane
Wellington 6011
Infratil Limited