Infratil Limited

Statement of Comprehensive Income

For the year ended 31 March 2025

	Notes	2025 $000	2024 $000
Dividends received from subsidiary companies		-	-
Subvention income		-	-
Intercompany revenue		468,647	247,402
Total revenue		**468,647**	**247,402**
Directors' fees		1,506	1,515
Management and other fees	12	456,991	215,693
Other operating expenses	3	8,423	30,440
Total operating expenditure		**466,920**	**247,648**
Operating surplus/(loss) before financing, derivatives, realisations and impairments		1,727	(246)
Net gain/(loss) on foreign exchange and derivatives		(94)	(18)
Net realisations, revaluations and (impairments)		2	-
Financial income	12	390,368	326,641
Financial expenses		(95,588)	(79,948)
Net financing income		294,780	246,693
Net surplus before taxation		**296,415**	**246,429**
Taxation expense	5	(13,856)	(2,095)
Net surplus for the year		**282,559**	**244,334**
Total other comprehensive income after tax		-	-
Total comprehensive income for the year		**282,559**	**244,334**

The accompanying notes form part of these financial statements.

Infratil Limited

Statement of Changes in Equity

For the year ended 31 March 2025

	Notes	Capital $000	Other reserves $000	Retained earnings $000	Total $000
Balance as at 1 April 2024		2,036,654	-	336,929	2,373,583
Total comprehensive income for the year					
Net surplus for the year		-	-	282,559	282,559
Other comprehensive income after tax					
Fair value movements in relation to executive share scheme		-			-
Total other comprehensive income		-	-	-	-
Total comprehensive income for the year		-	-	**282,559**	**282,559**
Contributions by and distributions to owners					
Share buyback		-	-	-	-
Shares issued		1,308,760	-	-	1,308,760
Shares issued under dividend reinvestment plan		56,540	-	-	56,540
Conversion of executive redeemable shares		-	-		-
Reserves transferred from amalgamated company	8	-	3,141	607,556	610,697
Dividends to equity holders	2	-	-	(178,907)	(178,907)
Total contributions by and distributions to owners		1,365,300	3,141	428,649	1,797,090
Balance as at 31 March 2025		3,401,954	3,141	1,048,137	4,453,232

Statement of Changes in Equity

For the year ended 31 March 2024

	Notes	Capital $000	Other reserves $000	Retained earnings $000	Total $000
Balance as at 1 April 2023		1,050,002	-	242,103	1,292,105
Total comprehensive income for the year					
Net surplus for the year		-	-	244,334	244,334
Other comprehensive income after tax					
Fair value movements in relation to executive share scheme		-	-	-	-
Total other comprehensive income		-	-	-	-
Total comprehensive income for the year		-	-	**244,334**	**244,334**
Contributions by and distributions to owners					
Share buyback		-	-	-	-
Shares issued		979,906	-	-	979,906
Shares issued under dividend reinvestment plan		6,746	-	-	6,746
Conversion of executive redeemable shares		-	-	-	-
Reserves transferred from amalgamated company		-	-	-	-
Dividends to equity holders	2	-	-	(149,508)	(149,508)
Total contributions by and distributions to owners		986,652	-	(149,508)	837,144
Balance at 31 March 2024		2,036,654	-	336,929	2,373,583

The accompanying notes form part of these financial statements.

Infratil Limited

Statement of Financial Position

As at 31 March 2025

	Notes	2025 $000	2024 $000
Cash and cash equivalents		-	-
Prepayments and sundry receivables		2,527	3,359
International Portfolio Incentive fees receivable from subsidiaries	12	201,970	158,647
Advances to subsidiary companies	12	5,504,140	3,246,783
Current assets		**5,708,637**	**3,408,789**
International Portfolio Incentive fees receivable from subsidiaries	12	264,207	117,430
Deferred tax	5	12,236	24,384
Investments	12	585,529	585,529
Non-current assets		**861,972**	**727,343**
Total assets		**6,570,609**	**4,136,132**
Bond interest payable		6,438	6,432
Accounts payable		10,765	9,720
Accruals and other liabilities		953	5,410
International Portfolio Incentive fees payable	12	201,970	158,647
Infrastructure bonds	6	161,456	156,097
Total current liabilities		**381,582**	**336,306**
International Portfolio Incentive fees payable	12	264,207	117,430
Infrastructure bonds	6	1,239,671	1,076,896
Perpetual Infratil Infrastructure bonds	6	231,917	231,917
Non-current liabilities		**1,735,795**	**1,426,243**
Attributable to shareholders of the Company		4,453,232	2,373,583
Total equity		**4,453,232**	**2,373,583**
Total equity and liabilities		**6,570,609**	**4,136,132**

Approved on behalf of the Board on 27 May 2025

DocuSigned by:
A.R.Gerry
09CB69CF6BD7422...
Director

DocuSigned by:
AA9173783F024DE...
Director

The accompanying notes form part of these financial statements.

Infratil Limited

Statement of Cash Flows

For the year ended 31 March 2025

	Notes	2025 $000	2024 $000
Cash flows from operating activities			
Cash was provided from:			
Dividends received from subsidiary companies		-	-
Subvention income		-	-
Interest received		390,368	326,641
Operating revenue receipts		280,205	152,009
		670,573	478,650
Cash was dispersed to:			
Interest paid		(99,889)	(75,917)
Payments to suppliers		(274,710)	(145,256)
Taxation (paid) / refunded		(1,708)	(4,789)
		(376,307)	(225,962)
Net cash flows from operating activities	9	**294,266**	**252,688**
Cash flows from investing activities			
Cash was provided from:			
Net movement in subsidiary company loan		-	-
		-	-
Cash was dispersed to:			
Net movement in subsidiary company loan		(1,596,660)	(1,181,350)
		(1,596,660)	(1,181,350)
Net cash flows from investing activities		**(1,596,660)**	**(1,181,350)**
Cash flows from financing activities			
Cash was provided from:			
Proceeds from issue of shares		1,315,300	926,653
Issue of bonds		250,000	277,248
		1,565,300	1,203,901
Cash was dispersed to:			
Repayment of bonds		(79,961)	(122,104)
Infrastructure bond issue expenses		(4,035)	(3,627)
Repurchase of shares		-	-
Dividends paid	2	(178,907)	(149,508)
		(262,903)	(275,239)
Net cash flows from financing activities		**1,302,397**	**928,662**
Net cash movement		-	-
Cash balances at beginning of year		-	-
Cash balances at year end		**-**	**-**

Note some cash flows above are directed through an intercompany account. The cash flow statement above has been prepared on the assumption that these transactions are equivalent to cash in order to present the total cash flows of the entity.

The accompanying notes form part of these financial statements.

(1) Accounting policies

(A) Reporting Entity

Infratil Limited ('the Company') is a company domiciled in New Zealand and registered under the Companies Act 1993. The Company is listed on the NZX Main Board ('NZX') and Australian Securities Exchange ('ASX'), and is an FMC Reporting Entity in terms of Part 7 of the Financial Markets Conduct Act 2013.

(B) Basis of preparation

The financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice (‘NZ GAAP’) and comply with New Zealand equivalents to International Financial Reporting Standards ('NZ IFRS') and other applicable financial reporting standards as appropriate for profit-oriented entities. The presentation currency used in the preparation of these financial statements is New Zealand dollars, which is also the Company's functional currency, and is presented in $ thousands unless otherwise stated. The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated. Comparative figures have been restated where appropriate to ensure consistency with the current period.

The financial statements comprise statements of the following: comprehensive income; financial position; changes in equity; cash flows; significant accounting policies; and the notes to those statements. These are the separate stand alone financial statements of the Parent entity. Reference should be made to the consolidated financial statements of Infratil Group Limited for the Group position. The financial statements are prepared on the basis of historical cost.

Accounting estimates and judgements

The preparation of financial statements in conformity with NZ IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Future outcomes could differ from those estimates. The principal areas of judgement in preparing these financial statements are set out below.

(a) Valuation of investments

Infratil completes an assessment of the carrying value of investments at least annually and considers objective evidence for impairment on each investment taking into account observable data on the investment, the fair value, the status or context of capital markets, its own view of investment value, and its long term intentions. Infratil notes the following matters which are specifically considered in terms of objective evidence of impairment of its investments, and whether there is a significant or prolonged decline from cost, which should be recorded as an impairment, and taken to profit and loss: any known loss events that have occurred since the initial recognition date of the investments, including its investment performance, its long term investment horizon, specific initiatives which reflect the strategic or influential nature of its existing investment position and internal valuations; and the state of financial markets. The assessment also requires judgements about the expected future performance and cash flows of the investment.

(C) Taxation

Income tax comprises both current and deferred tax. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance date, and any adjustment to tax payable in respect of previous years. Deferred tax is recognised in respect of the differences between the carrying amounts of assets and liabilities for financial reporting purposes and the carrying amounts used for taxation purposes.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits or deferred tax liabilities will be available within the Company against which the asset can be utilised.

(D) Impairment of assets

At each reporting date, the Company reviews the carrying amounts of its investments and advances, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(E) Borrowings

Borrowings are recorded initially at fair value, net of transaction costs. Subsequent to initial recognition, borrowings are measured at amortised cost with any difference between the initial recognised amount and the redemption value being recognised in profit and loss over the period of the borrowing using the effective interest rate. Fees and other costs incurred in arranging debt finance are capitalised and amortised over the term of the relevant debt facility.

(F) Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the period, adjusted for interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the period. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on translation are recognised in profit or loss.

(G) New standards, amendments and pronouncements not yet adopted by the Company

IFRS 18 - Presentation and Disclosure in Financial Statements is effective for periods beginning on or after 1 January 2027 and applies retrospectively. The new standard aims to provide greater consistency in presentation of the income and cash flow statements, and more disaggregated information. While this will not have a material impact on the Company, it will result in significant changes to how the Company presents the income statement and what information will need to be disclosed on management-defined performance measures.

Notes to the Financial Statements

For the year ended 31 March 2025

(1) Nature of business

The Company is the ultimate parent company of the Infratil Group, owning infrastructure businesses and investments in New Zealand, Australia, the United States, Asia and Europe. The Company is a limited liability company incorporated and domiciled in New Zealand. The address of its registered office is 5 Market Lane, Wellington, New Zealand.

(2) Infratil shares and dividends

Ordinary shares (fully paid)	2025 Shares	2024 Shares
Total authorised and issued capital at the beginning of the year	832,567,631	723,983,582
Movements during the year:		
New shares issued	130,322,236	107,906,405
New shares issued under dividend reinvestment plan	5,196,265	677,644
Conversion of executive redeemable shares	-	-
Share buyback	-	-
Total authorised and issued capital at the end of the year	968,086,132	832,567,631

During the period, the Company issued 125.6 million new shares as part of an equity raise undertaken to create significant capacity to fund growth investments at CDC and across the broader Infratil portfolio. Net proceeds from the raise (after transaction costs and foreign exchange movements of $23.6 million) were $1,258.8 million. Additionally, 4.7 million new shares were issued to pay $50.0 million of incentive fees to Morrison as consideration for management services, as announced on 21 May 2024. All fully paid ordinary shares have equal voting rights and share equally in dividends and equity. At 31 March 2025 the Company held 1,662,617 shares as Treasury Stock (31 March 2024: 1,662,617).

Dividends paid on ordinary shares	2025 cents per share	2024 cents per share	2025 $000	2024 $000
Final dividend prior year *(paid 25 June 2024)*	13.00	12.50	108,846	91,284
Interim dividend current year *(paid 10 December 2024)*	7.25	7.00	70,074	58,232
Dividends paid on ordinary shares	20.25	19.50	178,920	149,516

(3) Other operating expenses

	2025 $000	2024 $000
Fees paid to the Company auditor	488	414
Administration and other corporate costs	7,935	30,026
Total other operating expenses	8,423	30,440

Fees paid to the Company auditor	2025 $000	2024 $000
Audit and review of financial statements	352	271
Regulatory audit work	-	-
Other assurance services	35	38
Other services - climate related assurance	101	105
Taxation services	-	-
Other services	-	-
Total fees paid to the Company auditor	488	414

The audit fee includes the fees for both the annual audit of the Group and Company financial statements and the review of the interim financial statements. Other assurance services comprise of agreed upon procedures.

(4) Net realisations and (impairments)

At 31 March 2025 the Company reviewed the carrying amounts of loans to Infratil Group companies to determine whether there is any indication that those assets have suffered an impairment loss. The recoverable amount of the asset was estimated by reference to the counterparties' net asset position and ability to repay loans out of operating cash flows in order to determine the extent of any impairment loss. These balances are within the Infratil wholly owned group to entities also controlled either directly or indirectly by Infratil Limited.

Notes to the Financial Statements

For the year ended 31 March 2025

(5) Taxation

	2025 $000	2024 $000
Surplus before taxation	296,415	246,429
Taxation on the surplus for the period @ 28%	82,996	69,000
Plus/(less) taxation adjustments:		
Net realisations and (impairments)	-	-
Net benefit of imputation credits	-	-
Exempt dividends	-	-
Losses offset within Group	(74,687)	(75,666)
Subvention payment	-	-
Recognition of previously unrecognised deferred tax	-	-
Timing differences not recognised	-	-
Over provision in prior years	4,926	2,065
Other permanent differences	621	6,696
Taxation expense	**13,856**	**2,095**
Current taxation	1,708	4,789
Deferred taxation	12,148	(2,694)
	13,856	**2,095**

There was no income tax recognised in other comprehensive income during the period (2024: nil).

Recognised deferred tax assets and liabilities

	Assets	
	2025 $000	2024 $000
Derivatives	-	-
Provisions	-	-
Tax losses carried forward	12,236	24,384
Deferred tax assets	12,236	24,384

	Liabilities	
	2025 $000	2024 $000
Derivatives	-	-
Provisions	-	-
Tax losses carried forward	-	-
Deferred tax liabilities	-	-

	Net Assets/(Liabilities)	
	2025 $000	2024 $000
Derivatives	-	-
Provisions	-	-
Tax losses carried forward	12,236	24,384
Net deferred tax assets/(liabilities)	12,236	24,384

Changes in temporary differences affecting tax expense

	Tax Expense		Other Comprehensive Income	
	2025 $000	2024 $000	2025 $000	2024 $000
Derivatives	-	-	-	-
Provisions	-	-	-	-
Tax losses carried forward	(12,148)	2,694	-	-
	(12,148)	2,694	-	-

Notes to the Financial Statements

For the year ended 31 March 2025

(6) Infrastructure Bonds

	2025 $000	2024 $000
Balance at the beginning of the year	1,464,910	1,311,239
Issued during the year	326,156	277,248
Exchanged during the year	(76,156)	(52,248)
Matured during the year	(79,961)	(69,856)
Purchased by Infratil during the year	-	-
Bond issue costs capitalised during the year	(4,036)	(3,628)
Bond issue costs amortised during the year	2,410	2,425
Issue premium amortised during the year	(279)	(270)
Balance at the end of the year	1,633,044	1,464,910
Current	161,456	156,097
Non-current fixed coupon	1,117,635	954,619
Non-current variable coupon	122,036	122,277
Non-current perpetual variable coupon	231,917	231,917
Balance at the end of the year	1,633,044	1,464,910
Repayment terms and interest rates:		
IFT230 maturing in June 2024, 5.50% p.a. fixed coupon rate	-	56,117
IFT260 maturing in December 2024, 4.75% p.a. fixed coupon rate	-	100,000
IFT250 Maturing in June 2025, 6.15% p.a fixed coupon rate	43,413	43,413
IFT300 Maturing in March 2026, 3.35% per annum fixed coupon rate	120,269	120,269
IFT280 Maturing in December 2026, 3.35% per annum fixed coupon rate	156,279	156,279
IFT310 Maturing in December 2027, 3.60% p.a. fixed coupon rate	102,403	102,403
IFT270 Maturing in December 2028, 6.78% p.a. fixed coupon rate	146,249	146,250
IFT320 Maturing in December 2030, 5.93% p.a. fixed coupon rate until June 2026	115,919	115,919
IFT330 maturing in July 2029, 6.90% p.a. fixed coupon rate	150,000	150,000
IFT340 maturing in March 2031, 7.08% p.a. fixed coupon rate	127,248	127,248
IFT350 Maturing December 2031, 7.06% p.a. fixed coupon rate	204,492	-
IFT360 Maturing December 2030, 6.00% p.a. fixed coupon rate	121,664	-
IFTHC maturing in December 2029, 6.24% p.a. variable coupon rate, reset annually	123,186	123,186
IFTHA Perpetual Infratil infrastructure bonds	231,917	231,917
less: issue costs capitalised and amortised over term	(10,267)	(8,640)
add: issue premium capitalised and amortised over term	273	550
Balance at the end of the year	1,633,044	1,464,910

Fixed coupon

The fixed coupon bonds the Company has on issue are at a face value of $1.00 per bond. Interest is payable quarterly on the bonds.

Perpetual Infratil infrastructure bonds (IFTHA - 'PIIBs')

The Company has 231,916,000 (31 March 2024: 231,916,000) PIIBs on issue at a face value of $1.00 per bond. Interest is payable quarterly on the bonds. On 15 November 2024 the coupon was set at 5.51% per annum until the next reset date, being 15 November 2025 (2024: 7.06%). Thereafter the rate will be reset annually at 1.50% per annum over the then one year swap rate for quarterly payments, unless Infratil's gearing ratio exceeds certain thresholds, in which case the margin increases. These infrastructure bonds have no fixed maturity date. No PIIBs (2024: nil) were repurchased by Infratil Limited during the year.

IFTHC bonds

The IFTHC bonds the Company has on issue are at a face value of $1.00 per bond. Interest is payable quarterly on the bonds. The coupon for the IFTHC bonds for the 1-year period from (but excluding) 15 December 2024 was fixed at 6.24% per annum (for the 1-year period to 15 December 2024 the coupon was 7.78%). Thereafter the rate will be reset annually at 2.50% per annum over the then one year swap rate for quarterly payments.

IFT270 bonds

The interest rate of the IFT270 bonds was fixed at 4.85% for the first five years and then reset on 15 December 2023 for a further five years. The interest rate for the IFT270 bonds for the period from (but excluding) 15 December 2023 was fixed at 6.78% until the maturity date.

IFT320 bonds

The interest rate of the IFT320 bonds is fixed at 5.93% for the first four years and will then reset on 15 June 2026 for a further four years. The interest rate for the IFT320 bonds for the period from (but excluding) 15 June 2026 until the maturity date will be the sum of the four year swap rate on 15 June 2026 plus a margin of 2.00% per annum.

Throughout the period the Company complied with all debt covenant requirements as imposed by the bond supervisor.

At 31 March 2025 the Infratil Infrastructure bonds (including PIIBs) had a fair value of $1,572.6 million (31 March 2024: $1,363.1 million).

Notes to the Financial Statements

For the year ended 31 March 2025

(7) Financial instruments

The Company has exposure to the following risks due to its business activities and financial policies:

- Credit risk
- Liquidity risk
- Market risk (interest rates and foreign exchange)

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board also has a function of reviewing management practices in relation to identification and management of significant business risk areas and regulatory compliance. The Company has developed a comprehensive, enterprise wide risk management framework. Management and Board participate in the identification, assessment and monitoring of new and existing risks. Particular attention is given to strategic risks that could affect the Company.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations, resulting in financial loss to the Company. The Company is exposed to credit risk in the normal course of business including those arising from financial derivatives and transactions (including cash balances) with financial institutions. The Company has adopted a policy of only dealing with credit-worthy counterparties, as a means of mitigating the risk of financial loss from defaults. Derivative counterparties and cash transactions are limited to high-credit-quality financial institutions and other organisations in the relevant industry. The Company's exposure and the credit ratings of counterparties are monitored. The carrying amounts of financial assets recognised in the Statement of Financial Position best represent the Company's maximum exposure to credit risk at the reporting date. No security is held on these amounts.

Liquidity risk

Liquidity risk is the risk that assets held by the Company cannot readily be converted to cash to meet the Company's contracted cash flow obligations. Liquidity risk is monitored by continuously forecasting cash flows and matching the maturity profiles of financial assets and liabilities. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due and make value investments, under both normal and stress conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The tables below analyse the financial liabilities by relevant maturity groupings based on the earliest possible contractual maturity date at the year end date. The amounts in the tables below are contractual undiscounted cash flows, which include interest through to maturity. Perpetual Infratil Infrastructure Bond cash flows have been determined by reference to the longest dated Infratil Bond maturity in the year 2031.

2025	Accounts payable, accruals and other liabilities $000	Infrastructure bonds $000	Perpetual Infratil Infrastructure bonds $000	Derivative financial instruments $000	Total $000
Balance sheet	477,895	1,407,565	231,917	-	2,117,377
Contractual cash flows	477,895	1,602,778	317,640	-	2,398,313
6 months or less	213,688	80,791	6,389	-	300,868
6 to 12 months	-	156,835	6,389	-	163,224
1 to 2 years	147,326	220,333	12,779	-	380,438
2 to 5 years	116,881	540,513	38,336	-	695,730
5 years +	-	604,306	253,747	-	858,053
2024					
Balance sheet	297,638	1,239,425	231,917	-	1,768,980
Contractual cash flows	297,638	1,385,891	345,848	-	2,029,377
6 months or less	180,209	30,677	8,187	-	219,073
6 to 12 months	-	30,677	8,187	-	38,864
1 to 2 years	86,984	222,754	16,373	-	326,111
2 to 5 years	30,445	549,243	49,120	-	628,808
5 years +	-	552,540	263,981	-	816,521

Market risk

Interest rates

Interest rate risk is the risk of interest rate volatility negatively affecting the Company's interest expense cash flow and earnings. The Company mitigates this risk by issuing borrowings at fixed interest rates or entering into Interest Rate Swaps to convert a portion of floating rate exposures to fixed rate exposure. Borrowings issued at fixed rates expose the Company to fair value interest rate risk which is managed by the interest rate profile and hedging.

Interest rate sensitivity analysis

The following table shows the impact on post-tax profit and equity of a movement in bond interest rates of 100 basis points higher/lower with all other variables held constant.

	2025 $000	2024 $000
Profit or loss		
100 bp increase	(2,557)	(2,557)
100 bp decrease	2,557	2,557

There would be no material effect on equity.

Foreign currency

The Company has exposure to currency risk on the value of its assets and liabilities denominated in foreign currencies, future investment obligations and future income. Foreign currency obligations and income are recognised as soon as the flow of funds is likely to occur. Decisions on buying forward cover for likely foreign currency investments is subject to the Company's expectation of the fair value of the relevant exchange rate.

Foreign exchange sensitivity analysis

At 31 March 2025, if the New Zealand dollar had weakened/strengthened by 10 percent against foreign currencies, with all other variables held consistent, post-tax profit would not have been materially different. There would have been no material impact on balance sheet components.

Fair values

The carrying amount of financial assets and financial liabilities recorded in the financial statements is their fair value, with the exception of bond debt held at amortised cost which have a fair value at 31 March 2025 of $1,572.6 million (31 March 2024: $1,363.1 million) compared to a carrying value of $1,633.0 million (31 March 2024: $1,464.9 million).

Capital management

The key factors in determining the Company's optimal capital structure are:

- Nature of its activities
- Quality and dependability of earnings/cash flows
- Capital needs over the forecast period
- Available sources of capital and relative cost

There were no changes to the Company's approach to capital management during the year.

The Company's capital includes share capital, reserves, and retained earnings. From time to time the Company purchases its own shares on the market with the timing of these purchases dependent on market prices, an assessment of value for shareholders and an available window to trade on the NZX. Primarily the shares are intended to be held as treasury stock and may be reissued under the Dividend Reinvestment Plan or cancelled. During the year, no shares were bought back by the Company (2024: nil). During the year the Company issued 5,196,265 shares under the dividend reinvestment plan.

The Company seeks to ensure that no more than 20% of its Infrastructure bonds mature in any one year period, and to spread the maturities of its facilities. The Company manages its interest rate profile so as to minimise net value volatility. This means having interest costs fixed for extended terms. At times when long rates appear to be unsustainably high, the profile may be shortened, and when rates are low the profile may be lengthened.

Notes to the Financial Statements

For the year ended 31 March 2025

(8) Investment in subsidiaries and associates

The significant investments of the Company and their activities are summarised below:

Subsidiaries	Holding 2025	Holding 2024	Principal activity	Country of incorporation
The financial year-end of all the significant subsidiaries is 31 March.				
New Zealand				
Infratil 1998 Limited	100%	100%	Investment	New Zealand
Infratil 2018 Limited	100%	100%	Investment	New Zealand
Infratil 2019 Limited	100%	100%	Investment	New Zealand
Infratil AR Limited	100%	100%	Investment	New Zealand
Infratil Australia Limited	100%	100%	Investment	New Zealand
Infratil CHC Limited	100%	100%	Investment	New Zealand
Infratil Digital Exchange Limited	100%	100%	Investment	New Zealand
Infratil Energy Limited	100%	100%	Investment	New Zealand
Infratil Energy New Zealand Limited	100%	100%	Investment	New Zealand
Infratil Europe Limited	100%	100%	Investment	New Zealand
Infratil Finance Limited	100%	100%	Finance	New Zealand
Infratil Gas Limited	-	100%	Investment	New Zealand
Infratil HC Limited	100%	100%	Investment	New Zealand
Infratil HPC Limited	100%	100%	Investment	New Zealand
Infratil Infrastructure Property Limited	100%	100%	Investment	New Zealand
Infratil Investments Limited	100%	100%	Investment	New Zealand
Infratil No 1 Limited	100%	100%	Investment	New Zealand
Infratil No 5 Limited	100%	100%	Investment	New Zealand
Infratil PPP Limited	100%	100%	Investment	New Zealand
Infratil RE Limited	100%	100%	Investment	New Zealand
Infratil Renewables Limited	100%	100%	Investment	New Zealand
Infratil RHC Limited	100%	100%	Investment	New Zealand
Infratil TowerCo Limited	100%	100%	Investment	New Zealand
Infratil Ventures II Limited	100%	100%	Investment	New Zealand
Infratil Ventures Limited	100%	100%	Investment	New Zealand
NZ Airports Limited	100%	100%	Investment	New Zealand
Swift Transport Limited	100%	100%	Investment	New Zealand

During the year ended 31 March 2025, Infratil Gas Limited was removed from the Companies Office, and its net assets were transferred to the Company. This included an intercompany loan with Infratil Finance Limited for $610.7 milllion, along with retained earnings and reserves of $607.6 million and $3.1 million, respectively.

On 31 March 2025, Infratil 1998 Limited, Infratil Energy Limited, Infratil Energy New Zealand Limited, Renew Nominees Limited and Infratil Investments Limited amalgamated to become Infratil Investments Limited. This will result in the transfer of the Company's investment in Infratil 1998 Limited to Infratil Investments Limited from 1 April 2025.

(9) Reconciliation of net surplus with cash flow from operating activities

	2025 $000	2024 $000
Net surplus for the year	282,559	244,334
Less items classified as investing activity:		
Loss/(profit) on investment realisations and impairments	-	-
Add items not involving cash flows:		
Movement in financial derivatives taken to the profit or loss	-	-
Other non cash movements	2	(2)
Amortisation of deferred bond issue costs & issue premium	2,131	2,155
Movements in working capital		
Change in receivables	(189,268)	33,246
Change in trade payables	1,045	3,040
Change in accruals and other liabilities	185,649	(27,391)
Change in deferred tax and tax receivable	12,148	(2,694)
Net cash inflow from operating activities	**294,266**	**252,688**

Notes to the Financial Statements

For the year ended 31 March 2025

(10) Commitments

There are no outstanding commitments (31 March 2024: nil).

(11) Contingent liabilities

The Company and certain wholly owned subsidiaries are guarantors of the bank debt facilities of Infratil Finance Limited under a Deed of Negative Pledge, Guarantee and Subordination and the Company is a guarantor to certain obligations of subsidiary companies.

(12) Related parties

Certain Infratil Directors have relevant interests in a number of companies with which Infratil has transactions in the normal course of business. A number of key management personnel are also Directors of Group subsidiary companies and associates.

Morrison Infrastructure Management Limited ('Morrison') is the management company for the Company and receives management fees in accordance with the applicable management agreement. Morrison is owned by H.R.L Morrison & Co Group Limited Partnership, in which Jason Boyes, a director and Chief Executive of Infratil, has a beneficial interest.

Note 9 identifies significant entities in which the Company has an interest. All of these are related parties of the Company. The Company has the following significant repayable on demand advances, investments to/from/in its subsidiaries and receivables:

	Interest income/(expense)		Intercompany	
Related Party	2025 $000	2024 $000	2025 $000	2024 $000
Advances				
Infratil Finance Limited	390,351	326,541	5,504,140	3,246,783
Investments in				
Infratil Investments Limited			87,665	87,665
Infratil 1998 Limited			12,000	12,000
Infratil Finance Limited			153,897	153,897
Infratil No. 1 Limited			78,024	78,024
Infratil PPP Limited			5,942	5,942
Infratil No. 5 Limited			248,001	248,001
Receivables				
Infratil Australia Limited			-	301
Infratil Europe Limited			15,864	20,639
Infratil PPP Limited			-	-
Infratil No. 5 Limited			364,051	106,839
Infratil 2018 Limited			-	-
Infratil Renewables Limited			55,429	109,875
Infratil HC Limited			4,576	-
Infratil AR Limited			-	22,845
Infratil HPC Limited			26,257	15,578

Where interest is charged/(incurred) on intercompany advances to/(advances from) subsidiaries, interest is charged/(incurred) at rates between 6.90% and 7.40% (2024: 6.76% and 8.11%). The Company had external interest income of $16 thousand in FY2025 (2024: $100 thousand).

Management and other fees incurred by the Company to Morrison or its related parties during the year were:		2025 $000	2024 $000
Management fees	13	108,679	86,218
Executive secondment and consulting		-	-
International Portfolio Incentive fee	13	346,854	127,863
Directors fees		-	-
Financial management, accounting, treasury, compliance and administrative services		1,458	1,612
Investment banking services		-	-
Total management and other fees		456,991	215,693

At 31 March 2025 there was $9.1 million owing to Morrison (excluding GST) included in accounts payable (31 March 2024: $8.0 million).

Notes to the Financial Statements

For the year ended 31 March 2025

(13) Management fees incurred under the Management Agreement with Morrison Infrastructure Management Limited

The day-to-day management responsibilities of the Company have been delegated to Morrison Infrastructure Management Limited ('Morrison') under a Management Agreement. The Management Agreement specifies the duties and powers of Morrison, and the management fees payable to Morrison for delivering those services. These include a New Zealand Portfolio Management Fee, International Portfolio Management Fee and International Portfolio Incentive Fees.

Management fees incurred under the Management Agreement during the year were:

	2025 $000	2024 $000
New Zealand & International Portfolio Management Fees	108,679	86,218
International Portfolio Incentive Fees	346,854	127,863
	455,533	214,081

New Zealand Portfolio Management Fee

The New Zealand base management fee is paid on the 'New Zealand Company Value' at 0.80% p.a. on the New Zealand Company Value above $150 million, 1.00% p.a. on the New Zealand Company Value between $50 million and $150 million and 1.125% p.a. on New Zealand Company value up to $50 million.
The New Zealand Company Value is defined as:
• the Company's market capitalisation as defined in the Management Agreement (the aggregated market value of the Company's listed securities, being ordinary shares, partly paid shares and, Infratil Infrastructure bonds);
• plus the Company and its wholly owned subsidiaries' net debt (excluding listed debt securities and the book value of the debt in any non-Australasian investments);
• minus the cost price of any non-Australasian investments; and,
• an adjustment for foreign exchange gains or losses related to non-New Zealand investments.

International Portfolio Management Fee

The international fund management fee is paid at the rate of 1.50% per annum on:
• the cost price of any non-Australasian investments; and,
• the book value of the debt in any wholly owned non-Australasian investments.

International Portfolio Incentive Fees

International Investments are eligible for International Portfolio incentive fees ('Incentive fees') under the Management Agreement between Morrison and Infratil. The Agreement allows for incentives to be payable for performance in excess of a minimum hurdle of 12% per annum in three separate areas:
• Initial Incentive Fees;
• Annual Incentive Fees; and,
• Realised Incentive Fees.

To the extent that there are assets that meet these criterion, independent valuations are performed on the respective International Investments to determine whether any Incentive Fees are payable.

International Portfolio Initial Incentive Fee
The Company's investments in Mint Renewables is eligible for the International Portfolio Initial Incentive Fee assessment as at 31 March 2025 (31 March 2024: Kao Data and Gurīn Energy). Mint Renewables has generated an initial performance fee of ($0.5) million (31 March 2024: $38.8 million, Kao Data: $15.6 million, Gurīn Energy: $22.8 million).

International Portfolio Annual Incentive Fee
Thereafter International Investments are grouped together, and an Annual Incentive Fee is payable at 20% of the outperformance of those assets against the higher of, a benchmark of 12% p.a. after tax, relative to the most recent 31 March valuation, or cost.

The Company's investments in CDC Data Centres, Galileo, Gurīn Energy, Kao Data, Longroad Energy, RetireAustralia and Qscan Group are eligible for the International Portfolio Annual Incentive fee assessment as at 31 March 2025 (31 March 2024: CDC Data Centres, Galileo, Longroad Energy, RetireAustralia and Qscan Group).

Based on independent valuations obtained as at 31 March 2025, an Annual Incentive Fee of $346.9 million has been accrued as at that date (31 March 2024: $127.8 million).

International Portfolio Annual and Initial Incentive Fees	2025	2024
	$000	$000
CDC Data Centres	359,912	60,145
Galileo	2,400	23,120
Gurīn Energy	29,924	22,845
Kao Data	(3,526)	15,578
Longroad Energy	(25,200)	19,061
RetireAustralia	(19,781)	(5,935)
Qscan	3,585	(6,950)
Mint Renewables	(460)	-
	346,854	127,863

Payment of Annual Incentive Fees

Any Annual Incentive Fee calculated in respect of a Financial Year is earned and paid in three annual instalments, with the second and third instalments being scaled down if the fair value of the relevant asset (including distributions, if any) is less than fair value or cost as at the 31 March for which the Incentive Fee was first calculated.

International Portfolio Realised Incentive Fee

Realised Incentive Fees are payable on the realised gains from the sale, or other realisation of International Investments at 20% of the outperformance (since the last valuation date) against the higher of, a benchmark of 12% p.a. after tax, relative to the most recent 31 March valuation, or cost.

No Realised Incentive Fees were payable as at 31 March 2025 (31 March 2024: nil).

(14) Segment analysis

During the year, the Company operated in predominantly one business segment, that of investments.

Geographical segments

The Company operated in one geographical area, that of New Zealand. Certain subsidiaries of the Company invest in Australia, the United States, the United Kingdom, Asia and Europe.

(15) Events after balance date

Dividend

On 27 May 2025, the Directors approved an unimputed final dividend of 13.25 cents per share to holders of fully paid ordinary shares to be paid on 2 July 2025.

Annual Incentive Fee Payment in Shares

On 27 May 2025, Infratil elected to pay $80.0 million of the Annual Incentive Fee payable to Morrison by way of issue of shares on 5 June 2025 ('issue date'). In accordance with the Management Agreement, the share issue price will be set at 98% of the weighted average sale price of all trades of Infratil's ordinary shares on the NZX on the 5 business days immediately prior to the issue date.

Notes to the Financial Statements

For the year ended 31 March 2025

Directory

Directors

Alison Gerry (Chair)
Jason Boyes
Paul Gough
Peter Springford
Kirsty Mactaggart
Andrew Clark
Anne Urlwin

Company Secretary

Brendan Kevany

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Registered Office - Australia

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Manager

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Share Registrar - New Zealand

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Share Registrar - Australia

MUFG Corporate Markets
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Auditor

KPMG
Level 6
44 Bowen Street
Wellington 6011

Independent Auditor's Report

To the shareholders of Infratil Limited (**Company**)

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements which comprise:

- the statement of financial position as at 31 March 2025;
- the statements of comprehensive income, changes in equity and cash flows for the year then ended; and
- notes, including material accounting policy information and other explanatory information.

In our opinion, the accompanying financial statements of Infratil Limited (the Company) and its subsidiaries (the Group) on pages 1 to 14 present fairly in all material respects:

- the Company's financial position as at 31 March 2025 and its financial performance and cash flows for the year ended on that date;
- In accordance with New Zealand Equivalents to International Financial Reporting Standards (**NZ IFRS**) issued by the New Zealand Accounting Standards Board and the International Financial Reporting Standards issued by the International Accounting Standards Board.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand) (**ISAs (NZ)**). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We are independent of Infratil Limited in accordance with Professional and Ethical Standard 1 International Code of Ethics for Assurance Practitioners (Including International Independence Standards) (New Zealand) issued by the New Zealand Auditing and Assurance Standards Board and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (**IESBA Code**), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with Professional and Ethical Standards 1 and the IESBA Code.

Our responsibilities under ISAs (NZ)(Revised) are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

Our firm has also provided other services to the Company in relation to agreed-upon procedures and other assurance engagements. Subject to certain restrictions, partners and employees of our firm may also deal with the Company on normal terms within the ordinary course of trading activities of the business of the Company. These matters have not impaired our independence as auditor of the Company. The firm has no other relationship with, or interest in, the Company.

Use of this independent auditor's report

This independent auditor's report is made solely to the shareholders. Our audit work has been undertaken so that we might state to the shareholders those matters we are required to state to them in the independent auditor's report and for no other purpose.

To the fullest extent permitted by law, none of KPMG, any entities directly or indirectly controlled by KPMG, or any of their respective members or employees, accept or assume any responsibility and deny all liability to anyone other than the shareholders for our audit work, this independent auditor's report, or any of the opinions we have formed.

Responsibilities of Directors for the financial statements

The Directors, on behalf of the Company, are responsible for:

— the preparation and fair presentation of the financial statements in accordance with NZ IFRS issued by the New Zealand Accounting Standards Board and the International Financial Reporting Standards issued by the International Accounting Standards Board;
— implementing the necessary internal control to enable the preparation of a set of financial statements that is free from material misstatement, whether due to fraud or error; and
— assessing the ability of the Company to continue as a going concern. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate or to cease operations or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objective is:

— to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error; and
— to issue an independent auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance but it is not a guarantee that an audit conducted in accordance with ISAs NZ will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A further description of our responsibilities for the audit of the financial statements is located at the External Reporting Board (XRB) website at:

https://www.xrb.govt.nz/standards/assurance-standards/auditors-responsibilities/audit-report-2/

This description forms part of our independent auditor's report.

The engagement partner on the audit resulting in this independent auditor's report is Ed Louden.

For and on behalf of:

KPMG

KPMG
Wellington
27 May 2025