



28 November 2024

Dear Bondholder

Infratil Limited (**Infratil**) has announced that it is making a new offer of 6 year unsecured, unsubordinated, fixed rate infrastructure bonds (**New Bonds**). The New Bonds will mature on 13 December 2030.

Information about the offer and the New Bonds is available on Infratil's website www.infratil.com/for-investors/our-bonds where you can download a copy of the Indicative Terms Sheet.

Offer structure

The offer comprises two separate parts:

- A "**Firm Offer**" of up to \$50,000,000 of New Bonds (with the ability to accept oversubscriptions at Infratil's discretion), which will be available to New Zealand resident clients of the Joint Lead Managers, approved financial intermediaries and other primary market participants invited to participate in the bookbuild process. The Firm Offer is now open and will close at 11.00am on 3 December 2024.
- An "**Exchange Offer**" of up to \$100,000,000 of New Bonds under which all New Zealand resident holders of the IFT260 bonds that mature on 15 December 2024 (**2024 Bonds**) will have the opportunity to exchange some or all of their maturing 2024 Bonds for New Bonds. The Exchange Offer will open following the closing of the Firm Offer on 4 December 2024 and close at 5.00pm on 10 December 2024. All eligible holders of the 2024 Bonds who submit a valid application will have their applications satisfied in full up to a maximum of the number of 2024 Bonds they hold. There is no ability to apply for additional New Bonds under the Exchange Offer.

The timing of the Exchange Offer is designed to ensure eligible holders of the 2024 Bonds can have certainty on the interest rate applicable to the New Bonds when they elect whether to participate in the Exchange Offer. Eligible applicants can be certain that their application will be satisfied in full up to the amount of their existing investment.

The offer is being made as an offer of debt securities of the same class as existing quoted debt securities pursuant to the Financial Markets Conduct Act 2013. The notice required by the Financial Markets Conduct Regulations 2014 has been provided to NZX. The New Bonds are expected to be quoted on the NZX Debt Market under the ticker code IFT360.

Interest Rate

The Interest Rate for the New Bonds will be the greater of:

- (a) the Minimum Interest Rate of 6.00% per annum; and
- (b) the sum of the Issue Margin and the Base Rate determined on 3 December 2024 when the Firm Offer closes.

The indicative Issue Margin range for the New Bonds is 2.25% to 2.40% per annum. The Issue Margin will be set following a bookbuild process on 3 December 2024. In any case, the Interest Rate will not be less than the Minimum Interest Rate of 6.00% per annum.

Full details of the offer, including on how the Interest Rate for the New Bonds will be calculated, is set out in the Indicative Terms Sheet that is available to download on Infratil's website.

The Issue Margin and the Interest Rate will be announced by Infratil on 3 December 2024 via NZX and will be available on Infratil's website www.infratil.com/for-investors/our-bonds, together with an updated Terms Sheet.

How do I apply?

- If you want to participate in the **Firm Offer**, you should contact a Joint Lead Manager, your usual financial adviser or any primary market participant for information on how to acquire the New Bonds. You can find a primary market participant by visiting www.nzx.com/services/market-participants.
- If you would like to participate in the **Exchange Offer**, the online portal will be available at www.infratilbondexchangeoffer.com from 8.30am on 4 December 2024. To complete your online application, you will need your CSN/Holder Number and the unique Entitlement Number for the Exchange Offer. Your online acceptance details are:
 - CSN/Holder Number: [●]
 - Entitlement Number: [●]

Unlike previous exchange offers, you will only be able to use the online portal to apply for an allocation of New Bonds under the Exchange Offer. This is due to the timing of the Exchange Offer and the impact of postal delays. The online portal will be available until the Exchange Offer closes at 5.00pm on 10 December 2024.

If you are unable to complete an application using the online portal, please contact the Registrar for information on how to apply for New Bonds under the Exchange Offer. You can contact the Registrar by email at applications@linkmarketservices.co.nz or call 09 375 5998.

If you hold 2024 Bonds via a nominee, trustee or custodian, please contact them if you want to participate in the Exchange Offer.

All applications must be received before the Exchange Offer closes at 5.00pm on 10 December 2024.

What happens if I apply for New Bonds?

If you decide to participate in the Exchange Offer in respect to some or all of your 2024 Bonds, then the relevant redemption proceeds of your 2024 Bonds that are being exchanged for New Bonds (which are due to be paid on 13 December 2024, the business day immediately preceding 15 December 2024) will be immediately applied towards the subscription price of the New Bonds you have applied for.

What happens if I do not apply for New Bonds?

If you decide not to participate in the Exchange Offer, or to only exchange some of your 2024 Bonds, then the payment of the face value of your 2024 Bonds that are not exchanged will be made by direct credit into your nominated bank account on 13 December 2024 (the business day immediately preceding 15 December 2024), together with the final interest payment.

If you need to update your nominated bank account or other contact details please visit the Investor Centre (investorcentre.linkgroup.com) to update online.

Further information

If you are interested in further information, we suggest that you contact your usual financial adviser or one of the Joint Lead Managers whose details are contained within the Indicative Terms Sheet.

Yours sincerely

A handwritten signature in black ink, appearing to read 'T Robertson', written in a cursive style.

Tom Robertson
Infratil Treasurer