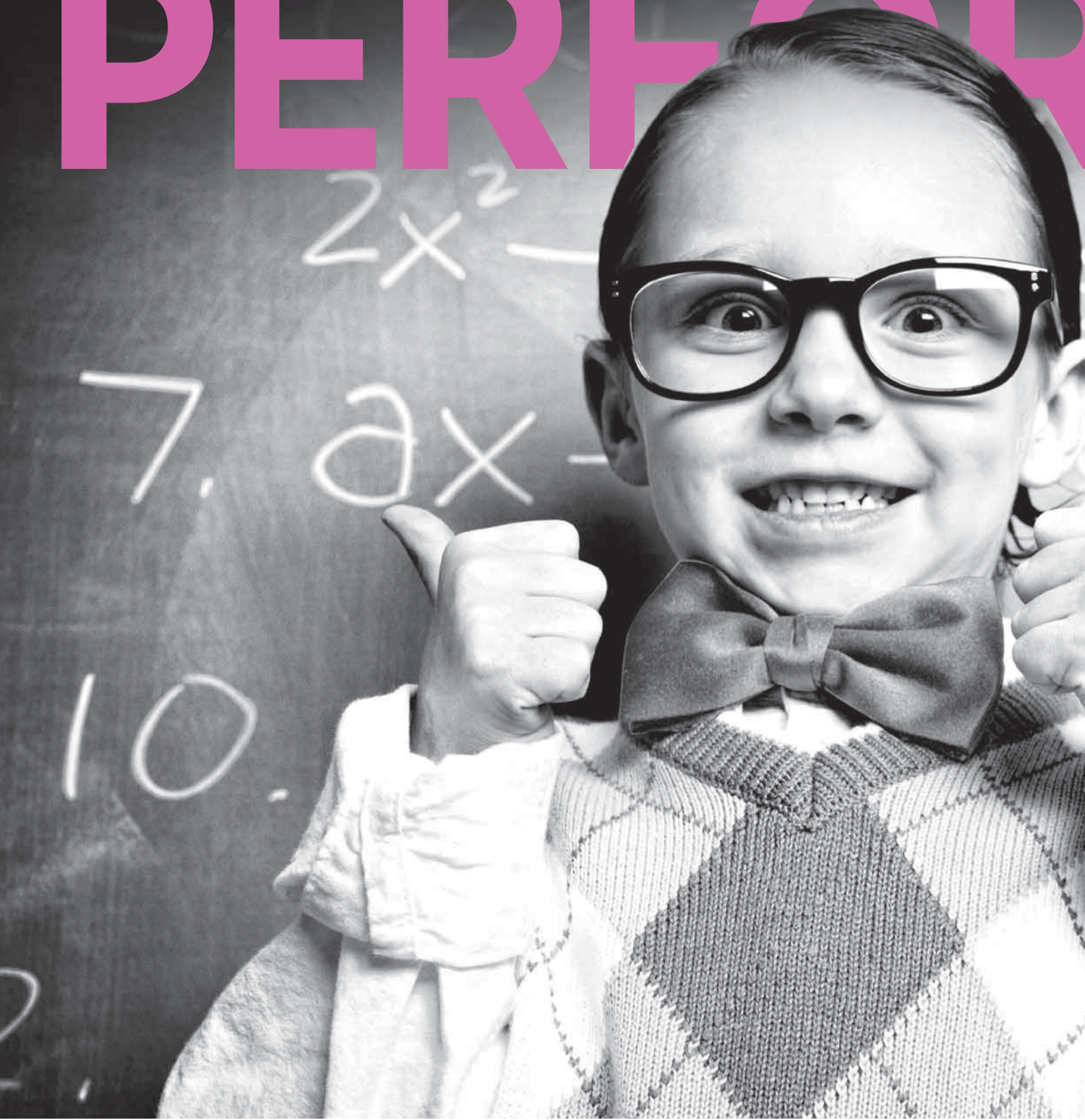


PROUD

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STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2012

	Notes	Consolidated		Parent	
		2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Operating revenue	5	2,166.4	1,984.8	18.7	19.6
Dividends	5	0.2	0.3	400.0	32.6
Total revenue		2,166.6	1,985.1	418.7	52.2
Share of earnings and income of associate companies after tax	15	52.3	115.8	-	-
Total income	5	2,218.9	2,100.9	418.7	52.2
Depreciation		106.4	86.7	-	-
Amortisation of intangibles		27.3	24.2	-	-
Employee benefits		210.6	187.5	-	-
Other operating expenses	6	1,488.1	1,381.8	21.0	19.8
Total operating expenditure		1,832.4	1,680.2	21.0	19.8
Operating surplus before financing, investment costs, derivatives, realisations and impairments		386.5	420.7	397.7	32.4
Net (loss)/gain on derivatives		19.2	(3.9)	(13.6)	(4.8)
Net realisations, revaluations and impairments	5	4.3	(0.5)	(398.9)	0.4
Results from operating activities		410.0	416.3	(14.8)	28.0
Interest income		4.8	4.9	132.5	122.1
Interest expense		192.0	172.7	63.7	60.3
Net financing expense / (income)		187.2	167.8	(68.8)	(61.8)
Net surplus before taxation		222.8	248.5	54.0	89.8
Taxation expense associated with change in corporate income tax rate	8	-	(9.4)	-	-
Taxation expense associated with removal of tax depreciation on buildings	8	(2.1)	35.4	-	-
Taxation expense - other	8	60.5	55.4	3.2	-
Net surplus for the year from continuing operations	3	164.4	167.1	50.8	89.8
Net (loss) from discontinued operation after tax	4	(37.4)	(47.5)	-	-
Net surplus for the year		127.0	119.6	50.8	89.8
Net surplus attributable to owners of the Company		51.6	64.5	50.8	89.8
Net surplus attributable to non-controlling interest		75.4	55.1	-	-
Other comprehensive income, after tax					
Differences arising on translation of foreign operations		(39.1)	20.3	-	-
Amortisation of fair value of ineffective hedges taken to the profit and loss		3.2	4.2	-	-
Effective portion of changes in fair value of cash flow hedges		10.7	(26.7)	-	-
Fair value movements in relation to executive share scheme		0.1	0.1	0.1	0.1
Net change in fair value of property, plant & equipment recognised in equity		227.8	66.3	-	-
Share of associates other comprehensive income		(3.4)	-	-	-
Other comprehensive income for the year, net of income tax		199.3	64.2	0.1	0.1
Total comprehensive income for the year		326.3	183.8	50.9	89.9
Total comprehensive income for the year - owners of the Company		148.5	118.2	50.9	89.9
Total comprehensive income for the year - non controlling interest		177.8	65.6		
Earnings per share					
Basic (cents per share)	30	8.6	10.8		
Diluted (cents per share)	30	8.6	10.7		


The accompanying notes form part of these financial statements.


STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2012

	Notes	Consolidated		Parent	
		2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Cash and cash equivalents	10	104.3	157.5	-	-
Trade and other accounts receivable and prepayments	19	371.0	329.8	0.6	4.1
Derivative financial instruments	19	18.0	4.6	-	-
Inventories	11	31.4	19.9	-	-
Income tax receivable		6.8	3.9	-	-
Disposal group assets classified as held for sale	4	89.5	-	-	-
Current assets		621.0	515.7	0.6	4.1
Prepayments		30.5	27.0	-	-
Property, plant and equipment	12	3,914.2	3,777.4	-	-
Investment properties	13	49.9	73.1	-	-
Derivative financial instruments	19	6.1	7.3	-	-
Intangible assets	14	85.9	66.9	-	-
Goodwill	14	242.0	242.0	-	-
Investments in associates	15	333.4	314.0	-	-
Other investments	15	10.4	9.7	-	-
Investment in subsidiaries	21	-	-	100.0	99.7
Advances to subsidiaries		-	-	1,430.5	1,427.9
Non current assets		4,672.4	4,517.4	1,530.5	1,527.6
Total assets		5,293.4	5,033.1	1,531.1	1,531.7
Accounts payable		192.9	189.1	2.5	2.0
Accruals and other liabilities		122.4	95.7	15.9	8.2
Interest bearing loans and borrowings - current	16	73.4	53.2	-	-
Derivative financial instruments	19	8.2	70.8	-	1.2
Income tax payable		16.0	6.9	3.2	-
Infrastructure bonds	17	57.4	99.3	57.4	99.3
TrustPower bonds	18	108.6	-	-	-
Disposal group liabilities classified as held for sale	4	26.0	-	-	-
Total current liabilities		604.9	515.0	79.0	110.7
Interest bearing loans and borrowings - non-current	16	762.3	752.3	-	-
Other liabilities		1.6	11.6	-	-
Deferred tax	8	424.2	377.7	-	-
Derivative financial instruments	19	85.0	56.5	23.2	8.4
Infrastructure bonds	17	561.5	520.6	561.5	520.6
Perpetual Infratil infrastructure bonds	17	232.7	234.9	232.7	234.9
Wellington International Airport bonds	18	248.7	248.3	-	-
TrustPower bonds	18	365.9	473.3	-	-
Non current liabilities		2,681.9	2,675.2	817.4	763.9
Attributable to owners of the Company		1,074.6	999.4	634.7	657.1
Non controlling interest in subsidiaries		932.0	843.5	-	-
Total equity		2,006.6	1,842.9	634.7	657.1
Total equity and liabilities		5,293.4	5,033.1	1,531.1	1,531.7
Net tangible assets per share (\$ per share)		\$1.27	\$1.15		

Approved on behalf of the Board on 14 May 2012


David Newman
Director


Mark Tume
Director

The accompanying notes form part of these financial statements.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2012

	Notes	Consolidated		Parent	
		2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Cash flows from operating activities					
<i>Cash was provided from:</i>					
Receipts from customers		2,124.8	2,010.4	-	1.6
Distributions received from associates		29.5	13.8	-	-
Other dividends		0.1	0.4	400.0	32.6
Interest received		4.8	4.9	-	-
		2,159.2	2,029.5	400.0	34.2
<i>Cash was disbursed to:</i>					
Payments to suppliers and employees		(1,734.8)	(1,641.1)	(10.9)	(20.3)
Interest paid		(180.6)	(165.7)	(63.7)	(60.3)
Taxation paid		(47.4)	(44.2)	-	-
		(1,962.8)	(1,851.0)	(74.6)	(80.6)
Net cash inflow/(outflow) from operating activities	24	196.4	178.5	325.4	(46.4)
Cash flows from investing activities					
<i>Cash was provided from:</i>					
Proceeds from sale of investments		-	-	-	-
Proceeds from sale of property, plant and equipment		11.8	1.2	-	-
Return of security deposits		5.9	0.6	-	-
		17.7	1.8	-	-
<i>Cash was disbursed to:</i>					
Purchase of investments		(0.6)	(211.8)	-	-
Lodgement of security deposits		(9.2)	(3.3)	-	-
Purchase of intangible assets		(35.1)	(6.6)	-	-
Interest capitalised on construction of fixed assets		-	(5.0)	-	-
Capitalisation of customer acquisition costs		(11.9)	(16.2)	-	-
Purchase of property, plant and equipment		(131.8)	(180.0)	-	-
Advanced to subsidiaries		-	-	(251.8)	(61.6)
		(188.6)	(422.9)	(251.8)	(61.6)
Net cash inflow/(outflow) from investing activities		(170.9)	(421.1)	(251.8)	(61.6)
Cash flows from financing activities					
<i>Cash was provided from:</i>					
Proceeds from issue of shares		5.3	47.2	5.3	42.6
Proceeds from issue of shares to non-controlling shareholders		-	1.0	-	-
Bank borrowings		304.2	433.8	-	-
Issue of bonds		103.1	186.5	103.1	111.5
		412.6	668.5	108.4	154.1
<i>Cash was disbursed to:</i>					
Repayment of bank debt		(208.9)	(321.0)	-	-
Loan establishment costs		(8.8)	(7.9)	-	-
Repayment of bonds/PIIB buyback		(100.8)	(1.3)	(100.8)	(1.6)
Infrastructure bond issue expenses		(2.5)	(3.8)	(2.6)	(2.3)
Share buyback		(34.5)	(9.2)	(34.5)	(9.2)
Share buyback of non-wholly owned subsidiary		(4.7)	(6.0)	-	-
Dividends paid to non-controlling shareholders in subsidiary companies		(84.7)	(67.7)	-	-
Dividends paid to owners of the Company		(44.1)	(37.6)	(44.1)	(33.0)
		(489.0)	(454.5)	(182.0)	(46.1)
Net cash (outflow)/inflow from financing activities		(76.4)	214.0	(73.6)	108.0
Net (decrease) in cash and cash equivalents		(50.9)	(28.6)	-	-
Exchange gains/(losses) on cash and cash equivalents		(4.7)	5.2	-	-
Cash and cash equivalents at beginning of year		157.5	180.9	-	-
Adjustment for cash reclassified to disposal group assets held for sale		2.4	-	-	-
Cash and cash equivalents at end of year		104.3	157.5	-	-

The accompanying notes form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2012

Attributable to equity holders of the Company

Consolidated	Capital \$Millions	Revaluation reserve \$Millions	Foreign currency translation reserve \$Millions	Fair value reserve \$Millions	Hedge/ other reserve \$Millions	Retained earnings \$Millions	Total \$Millions	Non- controlling \$Millions	Total equity \$Millions
Balance as at 1 April 2011	457.8	433.2	(26.1)	-	(2.8)	137.3	999.4	843.5	1,842.9
Total comprehensive income for the year									
Net surplus for the year	-	-	-	-	-	51.6	51.6	75.4	127.0
Other comprehensive income, after tax									
Transfer between reserves	-	-	-	-	-	-	-	-	-
Differences arising on translation of foreign operations	-	-	(35.3)	-	-	-	(35.3)	(3.8)	(39.1)
Fair value movements in relation to executive share scheme	-	-	-	-	0.1	-	0.1	-	0.1
Amortisation of fair value of ineffective hedges transferred to profit or loss	-	-	-	-	2.1	-	2.1	1.1	3.2
Effective portion of changes in fair value of cash flow hedges	-	-	-	-	4.7	-	4.7	6.0	10.7
Net change in fair value of property, plant & equipment recognised in equity	-	128.7	-	-	-	-	128.7	99.1	227.8
Share of associates other comprehensive income	-	-	-	-	-	(3.4)	(3.4)	-	(3.4)
Total other comprehensive income	-	128.7	(35.3)	-	6.9	(3.4)	96.9	102.4	199.3
Total comprehensive income for the year	-	128.7	(35.3)	-	6.9	48.2	148.5	177.8	326.3
Contributions by and distributions to non-controlling interest									
Outside equity interest arising on establishment of subsidiary	-	-	-	-	-	-	-	-	-
Repurchase of shares held by outside equity interest	-	-	-	-	-	-	-	(4.7)	(4.7)
Total contributions by and distributions to non-controlling interest	-	-	-	-	-	-	-	(4.7)	(4.7)
Contributions by and distributions to owners									
Partly paid shares fully paid (IFTWBs)	-	-	-	-	-	-	-	-	-
Less share buyback	(34.5)	-	-	-	-	-	(34.5)	-	(34.5)
Treasury Stock reissued under dividend reinvestment plan	5.3	-	-	-	-	-	5.3	-	5.3
Dividends to equity holders	-	-	-	-	-	(44.1)	(44.1)	(84.6)	(128.7)
Total contributions by and distributions to owners	(29.2)	-	-	-	-	(44.1)	(73.3)	(84.6)	(157.9)
Balance at 31 March 2012	428.6	561.9	(61.4)	-	4.1	141.4	1,074.6	932.0	2,006.6

The accompanying notes form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2011

Attributable to equity holders of the Company

Consolidated	Capital \$Millions	Revaluation reserve \$Millions	Foreign currency translation reserve \$Millions	Fair value reserve \$Millions	Hedge/ other reserve \$Millions	Retained earnings \$Millions	Total \$Millions	Non- controlling \$Millions	Total equity \$Millions
Balance as at 1 April 2010	419.7	385.2	(44.1)	-	9.5	110.4	880.7	850.6	1,731.3
Total comprehensive income for the year									
Net surplus for the year	-	-	-	-	-	64.5	64.5	55.1	119.6
Other comprehensive income, after tax									
Transfer between reserves	-	-	7.5	-	(7.5)	-	-	-	-
Differences arising on translation of foreign operations	-	-	10.5	-	-	-	10.5	9.8	20.3
Fair value movements in relation to executive share scheme	-	-	-	-	0.1	-	0.1	-	0.1
Amortisation of fair value of ineffective hedges transferred to profit or loss	-	-	-	-	2.8	-	2.8	1.4	4.2
Effective portion of changes in fair value of cash flow hedges	-	-	-	-	(7.7)	-	(7.7)	(19.0)	(26.7)
Net change in fair value of property, plant & equipment recognised in equity	-	48.0	-	-	-	-	48.0	18.3	66.3
Share of associates other comprehensive income	-	-	-	-	-	-	-	-	-
Total other comprehensive income	-	48.0	18.0	-	(12.3)	-	53.7	10.5	64.2
Total comprehensive income for the year	-	48.0	18.0	-	(12.3)	64.5	118.2	65.6	183.8
Contributions by and distributions to non-controlling interest									
Outside equity interest arising on establishment of subsidiary	-	-	-	-	-	-	-	1.0	1.0
Repurchase of shares held by outside equity interest	-	-	-	-	-	-	-	(6.2)	(6.2)
Total contributions by and distributions to non-controlling interest	-	-	-	-	-	-	-	(5.2)	(5.2)
Contributions by and distributions to owners									
Partly paid shares fully paid (IFTWBs)	42.7	-	-	-	-	-	42.7	-	42.7
Less share buyback	(9.2)	-	-	-	-	-	(9.2)	-	(9.2)
Treasury Stock reissued under dividend reinvestment plan	4.6	-	-	-	-	-	4.6	-	4.6
Dividends to equity holders	-	-	-	-	-	(37.6)	(37.6)	(67.5)	(105.1)
Total contributions by and distributions to owners	38.1	-	-	-	-	(37.6)	0.5	(67.5)	(67.0)
Balance at 31 March 2011	457.8	433.2	(26.1)	-	(2.8)	137.3	999.4	843.5	1,842.9

The accompanying notes form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2012

Attributable to equity holders of the Company

Parent	Capital \$Millions	Revaluation reserve \$Millions	Foreign currency translation reserve \$Millions	Fair value reserve \$Millions	Hedge/ other reserve \$Millions	Retained earnings \$Millions	Total \$Millions	Non- controlling \$Millions	Total equity \$Millions
Balance as at 1 April 2011	450.6	-	-	-	0.2	206.3	657.1	-	657.1
Net surplus for the year	-	-	-	-	-	50.8	50.8	-	50.8
Other comprehensive income, after tax									
Fair value movements in relation to executive share scheme	-	-	-	-	0.1	-	0.1	-	0.1
Total comprehensive income for the year	-	-	-	-	0.1	50.8	50.9	-	50.9
Contributions by and distributions to owners									
Warrants exercised and partly paid	-	-	-	-	-	-	-	-	-
Less share buyback	(34.5)	-	-	-	-	-	(34.5)	-	(34.5)
Treasury Stock reissued under dividend reinvestment plan	5.3	-	-	-	-	-	5.3	-	5.3
Dividends to equity holders	-	-	-	-	-	(44.1)	(44.1)	-	(44.1)
Total contributions by and distributions to owners	(29.2)	-	-	-	-	(44.1)	(73.3)	-	(73.3)
Balance at 31 March 2012	421.4	-	-	-	0.3	213.0	634.7	-	634.7
Balance as at 1 April 2010	412.5	-	-	-	0.1	154.1	566.7	-	566.7
Net surplus for the year	-	-	-	-	-	89.8	89.8	-	89.8
Other comprehensive income, after tax									
Fair value movements in relation to executive share scheme	-	-	-	-	0.1	-	0.1	-	0.1
Total comprehensive income for the year	-	-	-	-	0.1	89.8	89.9	-	89.9
Contributions by and distributions to owners									
Warrants exercised and partly paid	42.7	-	-	-	-	-	42.7	-	42.7
Less share buyback	(9.2)	-	-	-	-	-	(9.2)	-	(9.2)
Treasury Stock reissued under dividend reinvestment plan	4.6	-	-	-	-	-	4.6	-	4.6
Dividends to equity holders	-	-	-	-	-	(37.6)	(37.6)	-	(37.6)
Total contributions by and distributions to owners	38.1	-	-	-	-	(37.6)	0.5	-	0.5
Balance at 31 March 2011	450.6	-	-	-	0.2	206.3	657.1	-	657.1

The accompanying notes form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

1) ACCOUNTING POLICIES

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 and ASX, and is an issuer in terms of the Financial Reporting Act 1993. 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 consolidated financial statements comprise the Company, its subsidiaries and associates ("the Group"). The presentation currency used in the preparation of these financial statements is New Zealand dollars, which is also the Group's functional currency presented in \$millions 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 are contained on pages 45 to 82 of this report. The financial statements are prepared on the basis of historical cost, except certain property, plant and equipment is valued in accordance with accounting policy (C), investment properties are valued in accordance with accounting policy (D), investments are valued in accordance with accounting policy (F), and financial derivatives are valued in accordance with accounting policy (L).

A) BASIS OF PREPARATION

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.

Valuation of property, plant and equipment and investment properties

The basis of valuation for the Group's property, plant and equipment and investment properties is fair value by independent valuers, or cost. The basis of the valuations include assessment of the net present value of the future earnings of the assets, the depreciated replacement cost, and other market based information, in accordance with asset valuation standards. The major inputs and assumptions that are used in the valuations that require judgement include projections of future revenues, sales volumes, operational capital investment and expenditure profiles, capacity, life assumptions, terminal values for each asset, the application of discount rates and replacement values. The key inputs and assumptions are reassessed at each balance date between valuations to ensure there has been no significant change that may impact the valuation.

In respect to assets held at cost, judgements must be made about whether costs incurred relate to bringing an asset to its working condition for its intended use, and therefore are appropriate for capitalisation as part of the cost of the asset. The determination of the appropriate life for a particular asset requires management to make judgements about, among other factors, the expected future economic benefits of the asset and the likelihood of obsolescence. Assessing whether an asset is impaired involves estimating the future cash flows that the asset is expected to generate. This will, in turn, involve a number of assumptions, including rates of expected revenue growth or decline, expected future margins, terminal values and the selection of an appropriate discount rate for valuing future cash flows.

Valuation of investments

Management performs 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 of 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 evidence of significant adverse technological, market, economic or legal change; its investment horizon and average holding periods for investments, 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 management to make judgements about the expected future performance and cash flows of the investee.

Accounting for income taxes

Preparation of the financial statements requires management to make estimates of the amount of tax that will ultimately be payable, the availability of losses to be carried forward and the amount of foreign tax credits that it will receive.

Goodwill

The carrying value of goodwill is subject to an annual impairment test to ensure the carrying value does not exceed the recoverable amount at balance date. For the purpose of impairment testing, goodwill is allocated to the individual cash-generating units to which it relates. Any impairment losses are recognised in the statement of comprehensive income. In determining the recoverable amount of goodwill, fair value is assessed, including the use of valuation models to calculate the present value of expected future cash flows of the cash-generating units are used. The major inputs and assumptions that are used in the models that require management judgement include forecasts of sales volumes and revenues, future prices and costs, terminal values and discount rates.

Derivatives

Certain derivatives are classified as financial assets or financial liabilities at fair value through profit or loss. The key assumptions and risk factors for these derivatives relate to energy price hedges and their valuation. Energy price hedges are valued with reference to financial models of future energy prices or market values for the relevant derivative. Accounting judgements have been made in determining hedge designation for the different types of derivatives employed by the Group to hedge risk exposures. Other derivatives including interest rate instruments and foreign exchange contracts are based on market information and prices.

Revenue

Management has exercised judgement in determining estimated sales for unbilled revenues at balance date. Specifically, this involves estimates of consumption or sales to customers, turnover for turnover based rents and customer/passenger volumes.

Provision for doubtful debts

Provisions are maintained for estimated losses incurred from customers, being unable to make required payments. These provisions take into account known commercial factors impacting specific customer accounts, as well as the overall profile of the debtor portfolio. In assessing the provision, factors such as past collection history, the age of receivable balances, the level of activity in customer accounts, as well as general macro-economic trends, are taken into account.

B) BASIS OF PREPARING CONSOLIDATED FINANCIAL STATEMENTS

Principles of consolidation

The consolidated financial statements are prepared by combining the financial statements of all the entities that comprise the consolidated entity, being the Company (the parent entity) and its subsidiaries as defined in NZ IAS-27 'Consolidated and Separate Financial Statements' and equity accounted associates. A list of subsidiaries and associates is shown in note 21. Consistent accounting policies are employed in the preparation and presentation of the Group financial statements. On acquisition, the assets, liabilities and contingent liabilities of a subsidiary are measured at their fair values at the date of acquisition. Any excess of the cost of acquisition over the fair values of the identifiable net assets acquired is recognised as goodwill. If, after remeasurement, the fair values of the identifiable net assets acquired exceeds the costs of acquisition, the deficiency is credited to profit and loss in the period of acquisition. Intra-group balances and any unrealised income or expenses arising from intra-group transactions are eliminated in preparing the Group financial statements.

Subsidiaries

Subsidiaries are all entities over which the Group has control, that is, the power to govern the financial and operating policies to derive benefits generally accompanying a shareholding of more than one half of the voting rights. The financial statements of subsidiaries are included in the Group financial statements using the acquisition method of consolidation.

Associates

Associates are entities in which the Group has significant influence, but not control, over the operating and financial policies. The Group financial statements include the Group's share of the net surplus of associates on an equity accounted basis.

Acquisition during the year

Where an entity becomes part of the Group during the year, the results of the entity are included in the Group results from the date that control or significant influence commenced.

Goodwill arising on acquisition

Goodwill arising on acquisition is allocated to cash-generating units and is not amortised, but tested for impairment annually and whenever there is an indication that the goodwill may be impaired. Any impairment is recognised immediately in profit or loss and is not subsequently reversed. In respect of acquisitions prior to 1 April 2006 (the entity's date of transition to NZ IFRS) goodwill is included on the basis of the amount recorded under New Zealand's previous GAAP on transition.

C) PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment (PPE) is recorded at cost less accumulated depreciation and accumulated impairment losses (or fair value on acquisition), or at valuations with valuations undertaken on a systematic basis with no individual asset included at a valuation undertaken more than five years previously. PPE that is revalued, is revalued to its fair value determined by an independent valuation or by the Directors with reference to independent experts, in accordance with NZ IAS 16 Property, Plant and Equipment. Where the assets are of a specialised nature and do not have observable market values in their existing use, depreciated replacement cost is used as the basis of the valuation. Depreciated replacement cost measures net current value as the most efficient, lowest cost which would replace existing assets and offer the same amount of utility in their present use. For non-specialised assets where there is no observable market an income based approach is used.

Land, buildings, leasehold improvements and civil works are generally measured at fair value. Fair value is determined on the basis of periodic independent valuations prepared by valuation experts. The fair values are recognised in the financial statements of the Group, and are reviewed at the end of each reporting period to ensure that the carrying value is not materially different from their fair values. If any material changes in fair value are identified, valuations are performed on a more frequent basis.

Any revaluation increase arising on the revaluation of PPE is credited to the asset revaluation reserve, except to the extent that it reverses a valuation decrease for the same asset previously recognised as an expense in profit or loss, in which case the increase is credited to the profit or loss to the extent of the decrease previously charged. A decrease in carrying amount arising from the revaluation of PPE is charged as an expense in profit or loss to the extent that it exceeds the balance, if any, held in the asset revaluation reserve relating to a previous revaluation of that asset. Depreciation on revalued PPE is charged to profit or loss. On subsequent sale or retirement of a revalued PPE, the attributable revaluation surplus remaining in the asset revaluation reserve, net of any related deferred taxes, is transferred directly to retained earnings.

Renewable and Non-renewable Generation assets are shown at fair value, based on periodic valuations by independent external valuers or by Directors with reference to independent experts, less subsequent depreciation. Any accumulated depreciation at the date of the revaluation is eliminated against the gross carrying value of the asset, and the net amount is restated to the revalued amount of the asset.

At commencement of the lease term, finance leases are recognised in the statement of financial position at amounts equal to the fair value of the leased assets or, if lower, the present value of the minimum lease payments, each determined at the inception of the lease. Subsequently they are stated at cost less accumulated depreciation and impairment.

Cost of property, plant and equipment (including capital work in progress) includes expenditure that is directly attributable to the acquisition of the item including, the cost of all materials, direct labour, resource management consent costs, and an appropriate portion of variable and fixed overheads. Financing costs during the period of construction are capitalised at the interest rate on the financing most closely related to the financing of the asset, where these meet certain time and monetary materiality limits. Costs cease to be capitalised as soon as the asset is ready for productive use. In the event that settlement of all or part of the purchase consideration is deferred, cost is determined by discounting the amounts payable in the future to their present value as at the date of acquisition.

Depreciation is provided on a straight line basis and the major depreciation periods (in years) are:

Buildings and civil works	5-80
Vehicles, plant and equipment	3-20
Renewable generation	12-200
Non-renewable generation assets	30-40
Metering equipment	20
Land	not depreciated
Capital work in progress	not depreciated until asset in use

Individual assets' remaining useful lives and residual values are assessed during the revaluation process where revalued, or at the reporting date and depreciation is calculated on a basis consistent with those parameters.

D) INVESTMENT PROPERTY

Investment property is property held to earn rental income. Investment property is measured at fair value with any change therein recognised in profit or loss. Property that is being constructed for future use as investment property is measured to fair value and classified as investment property.

E) RECEIVABLES

Receivables, classified as loans and receivables, are initially recognised at fair value and subsequently measured at amortised cost, less any provision for impairment. A provision for impairment is established when there is objective evidence that the Group will not be able to collect the amount due. The recoverable amount of the Group's receivables carried at amortised cost is calculated as the present value of estimated future cash flows, discounted at the original effective interest rate (i.e. the effective interest rate computed at initial recognition of these financial assets). Receivables with a short duration are not discounted.

F) INVESTMENTS

Share investments held by the Group classified as available-for-sale are stated at fair value, with any resulting gain or loss recognised directly in equity, except for impairment losses. When these investments are derecognised, the cumulative gain or loss previously recognised directly in equity is recognised in profit or loss. The fair value of shares are quoted bid price where there is a quoted market bid price, or cost if fair value cannot be reliably measured. Investments classified as available-for-sale are recognised/derecognised by the Group on the trade date. Equity instruments are deemed to be impaired when there is a significant or prolonged decline in fair value below the original purchase price or there is other objective evidence that the investment is impaired. Shares in and advances to subsidiaries are recorded at cost less any impairment losses. Investments classified as financial assets at fair value through profit or loss, are stated at fair value, with any resulting gain or loss recognised in profit or loss.

G) OTHER INTANGIBLE ASSETS

Leasehold intangible assets

Leasehold intangible assets acquired by the Group are stated at fair value, less accumulated amortisation and any impairment losses. Fair value is calculated with reference to the future estimated present values of cash flows arising from those leases. Amortisation is charged to the profit or loss over the period relating to the remaining lease tenures in proportion to the expiry profile of the leases, of between 1 and 20 years. Impairment testing is required when there is an indication of impairment.

Intangible customer base assets

Costs incurred in acquiring customers are recorded as a customer base intangible asset based on the directly attributable costs of obtaining the customer contract and are amortised on a straight line basis over the period of the expected benefit. This period has been assessed as between two years and 20 years depending on the nature of the customer and term of the contract. The carrying value of customer bases is reviewed for any indication of impairment on an annual basis and adjusted where it is considered necessary.

Computer software

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over three years on a straight line basis except for major pieces of billing system software which are amortised over no more than seven years on a straight line basis.

H) NON-CURRENT ASSETS AND DISPOSAL GROUPS HELD FOR SALE

Non-current assets and disposal groups classified as held for sale are measured at the lower of carrying amount or fair value less costs to sell. Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition and the sale of the asset (or disposal group) is expected to be completed within one year from the date of classification.

I) INVENTORY

Inventory is stated at the lower of cost or net realisable value. The cost of inventories is based on the first-in-first-out principle. Net realisable value is the estimated selling price in the ordinary course of business less applicable variable selling expenses.

J) LEASES

Assets acquired under finance leases are capitalised at the lower of fair value or present value of the minimum lease payments, with the corresponding recognition of finance lease liabilities. Operating lease rentals are charged to the profit or loss on a straight line basis over the period of the lease. Lease incentives received are recognised in the profit or loss as an integral part of the total lease expense and spread over the lease term.

K) 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 following temporary differences are not provided for: goodwill, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

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 will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Additional income taxes that arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend.

Deferred tax is recognised as an expense or income in the profit or loss, except when it relates to items credited or debited directly to equity, in which case the deferred tax is also recognised directly in equity, or where it arises from the initial accounting for a business combination, in which case it is taken into account in the determination of goodwill.

L) DERIVATIVE FINANCIAL INSTRUMENTS

The Group is a party to derivative financial instruments as part of its day to day operating activities. When appropriate, it enters into agreements to manage its interest rate, foreign exchange, operating and investment risks.

In accordance with the Group's risk management policies, the Group does not hold or issue derivative financial instruments for speculative purposes. However, certain derivatives do not qualify for hedge

accounting and are required to be accounted for at fair value through profit or loss. Derivative financial instruments are recognised initially at fair value at the date they are entered into. Subsequent to initial recognition, derivative financial instruments are stated at fair value at each balance sheet date. The resulting gain or loss is recognised in the profit or loss immediately unless the derivative is designated effective as a hedging instrument, in which event, recognition of any resultant gain or loss depends on the nature of the hedging relationship. The Group identifies certain derivatives as hedges of highly probable forecast transactions to the extent the hedge meets the hedge designation tests. The fair value of derivative financial instruments is classified as a non-current asset or a non-current liability if the remaining maturity of the derivative instrument is more than 12 months and as a current asset or current liability if the remaining maturity of the derivative is less than 12 months. Counterparties to derivative financial instruments are generally major financial institutions and energy companies. The Group has a credit approval process based on the expected credit worthiness of counterparties and does not generally request security to support derivative financial instruments entered into.

Hedge accounting

The Group designates certain hedging instruments, which include derivatives, as either fair value hedges, cash flow hedges, or hedges of net investments in equity. At the inception of the hedge relationship the Group documents the relationship between the hedging instrument and hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an on-going basis, the Group documents whether the hedging instrument that is used in the hedging relationship is highly effective in offsetting changes in fair values or cash flows of the hedged item.

Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the profit or loss, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in other comprehensive income and presented in equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss. Amounts presented in equity are recognised in profit or loss in the periods when the hedged item is recognised in profit or loss. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset or liability.

Hedge accounting is discontinued when the Group revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. Any cumulative gain or loss deferred in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was deferred in equity is recognised immediately in profit or loss.

Net investment hedge

Foreign currency differences arising on the retranslation of a financial liability designated as a hedge of a net investment in a foreign operation is recognised directly in equity, in the foreign currency translation reserve, to the extent that the hedge is effective. To the extent that the hedge is ineffective, such differences are recognised in profit or loss. When the hedged net investment is disposed of, the cumulative amount in equity is transferred to profit or loss as an adjustment to the profit or loss on disposal.

M) FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are translated to the respective functional currencies of Group entities 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, except for differences arising on the translation of the net investment in a foreign subsidiary.

Foreign subsidiaries

The assets and liabilities of foreign subsidiaries including goodwill and fair value adjustments arising on acquisition, are translated to New Zealand dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to New Zealand dollars at the average rate for the reporting period.

N) GOODS & SERVICES TAX (“GST”) AND VALUE ADDED TAX (“VAT”)

The financial statements have been prepared on a GST/VAT exclusive basis (as applicable) except billed receivables and payables which include GST/VAT (as applicable).

O) IMPAIRMENT OF ASSETS

At each reporting date, the Group reviews the carrying amounts of its assets 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 Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Goodwill, intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash generating unit) is reduced to its recoverable amount. Impairment losses are recognised in profit or loss, except for revalued property, plant and equipment assets (refer note C).

P) EMPLOYEE BENEFITS

Provision is made for benefits accruing to employees in respect of wages and salaries, incentive entitlements, annual leave, long service leave, and sick leave when it is probable that settlement will be required and they are capable of being measured reliably. Provisions made in respect of employee benefits expected to be settled within 12 months, are measured at their nominal values using the remuneration rate expected to apply at the time of settlement. Provisions made in respect of employee benefits which are not expected to be settled within 12 months are measured as the present value of the estimated future cash outflows to be made by the Group in respect of services provided by employees up to the reporting date.

Infratil Share Schemes and share based payments

Infratil has established the Infratil Executive Redeemable Share Scheme and Staff Share Purchase Scheme (together 'the schemes') as defined in the individual Trust Deeds for each scheme. The Schemes are administered by a trustee, Infratil Trustee Company Limited (the Schemes exclude staff and directors of the manager H.R.L Morrison & Co Limited and Directors of Infratil).

Under the Infratil Executive Redeemable Share Scheme the fair value of the employee services received in exchange for the grant of the shares are recognised as an expense, with a corresponding increase in equity, over the vesting period during which employees become unconditionally entitled to the shares. The fair value is measured at grant date by reference to the fair value of the equity instruments granted, taking into account market performance conditions, measured using monte carlo simulation techniques. Non-market vesting conditions are included in the assumptions about the number of shares that are expected to become exercisable. At each balance sheet date, Infratil revises the amount to be recognised as an expense to reflect the expected entitlement from the executive share scheme.

The Staff Share Purchase Scheme was designed to allow certain employees of the Group participating in the Scheme to purchase shares in Infratil Limited at a discount to market price and using interest free loans as required by section DC12 of the Income Tax Act 2007. Under the Staff Share Purchase Scheme, Infratil shares are acquired for participants and held by the Trustee on trust for the participating employees until the applicable restrictive period and conditions have been met.

Q) REVENUE RECOGNITION

Revenue comprises the fair value of consideration received or receivable for the sale of goods or services in the ordinary course of the Group's activities.

Interest revenues are recognised as accrued, taking into account the effective yield of the financial asset. Revenue from services is recognised in the profit or loss over the period of service. Dividend income is recognised when the right to receive the payment is established.

R) 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 or loss over the period of the borrowing using the effective interest rate. Bond and bank debt issue expenses, fees and other costs incurred in arranging finance are capitalised and amortised over the term of the relevant debt instrument or debt facility.

S) CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash on hand, cash at banks and financial institutions and investments in money market instruments, excluding outstanding bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the Statement of Financial Position.

T) FINANCIAL INSTRUMENTS ISSUED BY THE GROUP

Debt and equity instruments are classified as either liabilities or as equity in accordance with the substance of the contractual arrangement.

U) PROVISIONS

A provision is recognised in the Statement of Financial Position when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation.

V) FINANCIAL GUARANTEES

Where the Company or a Group company enters into financial guarantee contracts to guarantee the indebtedness of other companies within the Group, these are treated as insurance arrangements, and accounted for as such. In this respect, the guarantee is treated as a contingent liability until such time as it becomes probable that the Group entity will be required to make a payment under the guarantee.

W) EMISSION RIGHTS

The Group receives tradable emission rights from specific energy production levels of certain renewable generation facilities. The future revenue arising from the sale of these emission rights may be a key matter in deciding whether to proceed with construction of the generation facility and is considered to be part of the value of the generation assets recorded in the Statement of Financial Position. Proceeds received on the sale of emission rights are recorded as deferred income in the Statement of Financial Position until the committed energy production levels pertaining to the emission rights sold has been generated.

Emission rights produced are recognised in the Statement of Financial Position if the right has been verified, it is probable that expected future economic benefits will flow to the Group, and the rights can be measured reliably. Emission rights are initially measured at cost. After initial recognition, the emission rights are carried at fair value with any changes taken to profit and loss. Fair value is determined by reference to an active market. If the emission rights cannot be revalued because there is no active market, the emission rights are carried at cost less any subsequent impairment losses.

X) DISCONTINUED OPERATIONS

Classification as a discontinued operation occurs on disposal, or when the operation meets the criteria to be classified as a non-current asset or disposal group held for sale (see note (H)), if earlier. When an operation is classified as a discontinued operation, the comparative statement of comprehensive income is re-presented as if the operation had been discontinued from the start of the comparative year.

Y) SEGMENT REPORTING

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's Board of Directors to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

As at 31 March 2012, the Group is organised into six main business segments:

TrustPower, Wellington Airport, NZ Bus, Infratil Energy Australia, Infratil Airports Europe and Other. Other comprises investment activity not included in the specific categories.

Transactions undertaken between Group companies are entered into on an arm's length commercial basis.

Z) EARNINGS PER SHARE

Earnings per share is calculated by dividing the operating surplus attributable to the shareholders by the weighted average number of ordinary shares on issue during the period, on a basic and fully diluted basis.

AA) ADOPTION STATUS OF RELEVANT NEW FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning on or after 1 April 2012, and have not been applied in preparing these financial statements. None of these is expected to have a material effect on the financial statements of the Group, with the exception of:

Amendment to NZ IAS 1 – Presentation of Financial Statements – Presentation of Items in Other Comprehensive Income

The amendment requires items of other comprehensive income to be grouped into those that will and will not subsequently be reclassified to profit or loss. Tax on items of other comprehensive income is

required to be allocated on the same basis. The measurement and recognition of items of profit or loss and other comprehensive income are not affected by the amendments.

These amendments come into effect for periods beginning on or after 1 July 2012 and have not been early adopted by the Group.

2) NATURE OF BUSINESS

The Group owns infrastructure businesses and investments in the United Kingdom, Australia and New Zealand, and owns and operates predominantly infrastructure and utility businesses. 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.

3) RECONCILIATION OF EARNINGS BEFORE INTEREST, TAX, DEPRECIATION, AMORTISATION, FAIR VALUE MOVEMENTS OF FINANCIAL INSTRUMENTS, REALISATIONS AND IMPAIRMENTS (EBITDAF)

EBITDAF is presented to provide further information on the operating performance of the Group. It is calculated by adjusting net surplus for the year from continuing operations for items that are non-operating such as interest, taxation, depreciation, revaluations and impairments.

		Consolidated		Parent	
		2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Net surplus for the year from continuing operations		164.4	167.1	50.8	89.8
Net financing expense / (income)		187.2	167.8	(68.8)	(61.8)
Taxation expense	8	58.4	81.4	3.2	-
Depreciation		106.4	86.7	-	-
Amortisation of intangibles		27.3	24.2	-	-
Net loss/(gain) on derivatives		(19.2)	3.9	13.6	4.8
Net realisations, revaluations and impairments	5	(4.3)	0.5	398.9	(0.4)
Earnings before interest, tax, depreciation, amortisation, fair value movements of financial instruments, realisations and impairments (EBITDAF)		520.2	531.6	397.7	32.4
Share of associate's gain on acquisition	15	-	(60.7)	-	-
EBITDAF before fair value gains on acquisition recognised by associates		520.2	470.9	397.7	32.4

4) DISPOSAL GROUP HELD FOR SALE

The Infratil Airports Europe segment comprising Glasgow Prestwick and Manston Airports is presented as a disposal group held for sale following the decision of the Group in January 2012 to sell these businesses. Efforts to sell this segment have commenced and a sale is intended within the next 12 months.

	2012 \$Millions	2011 \$Millions
Results of discontinued operation		
Revenue	44.4	43.1
Employee benefits	(22.7)	(25.5)
Other operating expenses	(33.6)	(28.9)
Results from operating activities	(11.9)	(11.3)
Depreciation	(4.4)	(7.5)
Impairments of assets	(26.0)	(34.4)
Interest expense	(0.2)	(0.3)
Loss before tax of discontinued operation	(42.5)	(53.5)
Taxation credit	5.1	6.0
Net (loss) from discontinued operation after tax	(37.4)	(47.5)
Basic earnings per share (cents per share)	(6.3)	(7.9)
Diluted earnings per share (cents per share)	(6.3)	(7.9)
The loss from discontinued operation of \$37.4m (2011: \$47.6m) is attributable entirely to the owners of the Company.		
Cash flows from (used in) discontinued operation		
Net cash used in operating activities	(11.7)	(12.7)
Net cash from investing activities	(7.1)	(6.4)
Net cash from financing activities	-	-
Net cash flows for the year	(18.8)	(19.1)
Effect of reclassification of the disposal group on the financial position of the Group		
Bank overdraft	2.4	
Trade, accounts receivable and prepayments	(5.9)	
Inventory	(1.0)	
Property, plant and equipment	(63.8)	
Investment properties	(21.2)	
Accounts payable, accruals and other liabilities	12.4	
Other liabilities	9.4	
Deferred tax	4.2	
Net reclassification of (assets) and liabilities	(63.5)	

The cumulative income recognised in other comprehensive income relating to the disposal group at 31 March 2012 is \$3.1m (2011: \$3.2m)

5) TOTAL INCOME AND NET REALISATIONS, REVALUATIONS AND IMPAIRMENTS

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Operating Revenue	2,166.4	1,984.8	-	-
Dividends	0.2	0.3	400.0	32.6
Share of earnings and income of associate companies after tax	52.3	115.8	-	-
Inter-company charges	-	-	18.7	19.6
Total income	2,218.9	2,100.9	418.7	52.2
Investment realisations, revaluations and impairments	4.6	0.4	(398.9)	0.4
Change in fair value of investment properties	1.0	0.2	-	-
Impairment of property, plant and equipment	(1.3)	(1.1)	-	-
Net realisations, revaluations and impairments	4.3	(0.5)	(398.9)	0.4

The parent entity, Infratil Limited, has impaired certain loans made to subsidiary companies, where the underlying net asset values of the subsidiary implies the loan may not be repaid.

6) OTHER OPERATING EXPENSES

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
<i>Fees paid to group auditors</i>				
Audit fees	0.8	0.7	0.2	0.1
Other assurance services	0.1	0.1	-	-
Taxation and other services	0.1	0.2	-	-
Audit fees paid to other auditors	0.4	0.3	-	-
Bad debts written off	14.9	15.2	-	-
Increase in provision for doubtful debts	(0.8)	3.3	-	-
Directors' fees	2.4	2.7	0.6	0.6
Administration and other	5.5	4.9	5.5	4.9
Management fee (to related party "MCIM")	17.9	17.1	14.7	14.2
Incentive fee (to related party "MCIM")	-	5.9	-	-
<i>Trading operations</i>				
Energy and wholesale costs	638.2	580.3	-	-
Line, distribution and network costs	506.4	479.0	-	-
Other energy business costs	191.8	170.2	-	-
Other transportation business costs	73.5	70.3	-	-
Other airport business costs	14.6	15.3	-	-
Other operating business costs	22.3	16.3	-	-
Total other operating expenses	1,488.1	1,381.8	21.0	19.8

Other assurance services include services for the audit or review of financial information other than financial statements.

Donations of \$0.8 million (2011: \$1.1m) were made during the year by the Group.

7) GOVERNMENT GRANTS

Capital based government grants of \$3.9 million (2011: \$4.3 million) are included within accounts payable, accrual and other liabilities in the Statement of Financial Position and credited to operating profit over the useful economic lives of the assets to which they relate. Other grants are credited to the profit and loss account when received.

8) TAXATION

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Net surplus before taxation	222.8	248.5	54.0	89.8
Taxation on the surplus for the year @ 28% (2011: 30%)	62.4	74.6	15.1	26.9
<i>Plus/(less) taxation adjustments:</i>				
Effect of tax rates in foreign jurisdictions	0.7	-	-	-
Net benefit of imputation credits	(6.5)	(2.5)	-	-
Change in corporate income tax rate	-	(9.4)	-	-
Removal of tax depreciation on buildings	(2.1)	35.4	-	-
Exempt dividends	-	-	(112.0)	(9.8)
Tax losses not recognised	10.0	1.0	(16.0)	(18.7)
Equity accounted earnings of associates	(6.4)	(29.7)	-	-
Temporary differences not recognised	2.9	14.8	3.9	1.4
(Over)/Under provision in prior years	(2.1)	(3.5)	-	-
Net investments impairment/(realisations)	1.8	-	112.0	-
Other permanent differences	(2.3)	0.7	0.2	0.2
Taxation expense on continuing operations	58.4	81.4	3.2	-
Current taxation	53.8	35.1	3.2	-
Deferred taxation	4.6	46.3	-	-
Tax on discontinued operations	(5.1)	(6.0)	-	-

	2012		
	Before tax \$Millions	Tax (expense) /benefit \$Millions	Net of tax \$Millions
INCOME TAX RECOGNISED IN OTHER COMPREHENSIVE INCOME			
Differences arising on translation of foreign operations	(35.5)	(3.6)	(39.1)
Net change in fair value of cash flow hedges transferred to profit or loss	4.4	(1.2)	3.2
Effective portion of changes in fair value of cash flow hedges	14.6	(3.9)	10.7
Net change in fair value of property, plant & equipment recognised in equity	271.7	(43.9)	227.8
Fair value movements in relation to executive share scheme	0.1	-	0.1
Share of associates other comprehensive income	(3.5)	0.1	(3.4)
Balance at the end of the year	251.8	(52.5)	199.3

	2011		
	Before tax \$Millions	Tax (expense) /benefit \$Millions	Net of tax \$Millions
INCOME TAX RECOGNISED IN OTHER COMPREHENSIVE INCOME			
Differences arising on translation of foreign operations	19.6	0.7	20.3
Net change in fair value of cash flow hedges transferred to profit or loss	6.0	(1.8)	4.2
Effective portion of changes in fair value of cash flow hedges	(36.5)	9.8	(26.7)
Net change in fair value of property, plant & equipment recognised in equity	72.9	(6.6)	66.3
Fair value movements in relation to executive share scheme	0.1	-	0.1
Share of associates other comprehensive income	-	-	-
Balance at the end of the year	62.1	2.1	64.2

In May 2010 the Government announced changes to the tax legislation to remove the ability to depreciate buildings for tax purposes when the life of the building is equal to or greater than 50 years. The Government also announced a decrease in the corporate income tax rate from 30% to 28% effective from the 2011/2012 tax year. These two adjustments were booked to deferred taxation expense (net \$25.9 million expense) and reserves (\$13.4 million) in the 2011 financial year.

DEFERRED TAX

Deferred tax assets and liabilities are offset on the Statement of Financial Position where they relate to entities within a Consolidated Income Tax Group.

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Balance at the beginning of the year	(377.7)	(339.5)	-	-
Charge for the year	(4.6)	(46.3)	-	-
Charge relating to discontinued operations	5.1	6.0	-	-
Deferred tax recognised in equity	(9.7)	5.0	-	-
Effect of change in corporate income tax rate on comprehensive income	0.1	13.7	-	-
Revaluation of assets	(45.2)	(14.7)	-	-
Effect of movements in exchange rates	3.6	(1.9)	-	-
Transferred to liabilities held for sale	4.2	-	-	-
Balance at the end of the year	(424.2)	(377.7)	-	-

There is no deferred tax relating to tax losses carried forward not recognised in the current year (2011: \$3.9 million). The 2011 deferred tax charge included \$35.4 million in relation to the removal of tax depreciation on buildings and \$9.4 million in relation to the change in the corporate tax rate.

RECOGNISED DEFERRED TAX ASSETS AND LIABILITIES	Consolidated			
	Assets		Liabilities	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Property, plant and equipment	0.7	2.5	(441.6)	(403.2)
Investment property	-	-	(5.0)	(13.1)
Financial assets at fair value through profit or loss	19.9	26.9	(11.0)	(6.7)
Employee benefits	4.8	3.6	-	-
Customer base assets	-	-	(9.2)	(9.9)
Provisions	3.1	4.2	-	-
Other items	18.9	24.8	(4.8)	(6.8)
Net tax assets/(liabilities)	47.4	62.0	(471.6)	(439.7)

	Net	
	2012 \$Millions	2011 \$Millions
Property, plant and equipment	(440.9)	(400.7)
Investment property	(5.0)	(13.1)
Financial assets at fair value through profit or loss	8.9	20.2
Employee benefits	4.8	3.6
Customer base assets	(9.2)	(9.9)
Provisions	3.1	4.2
Other items	14.1	18.0
Net tax assets/(liabilities)	(424.2)	(377.7)

CHANGES IN TEMPORARY DIFFERENCES AFFECTING TAX EXPENSE	Consolidated			
	Tax expense		Other comprehensive income	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Other property, plant and equipment movements	(0.3)	(32.2)	(43.9)	(6.6)
Investment property	(0.5)	(3.9)	0.1	-
Financial assets at fair value through profit or loss	(6.3)	(9.4)	(5.1)	8.0
Customer base assets	0.8	1.6	-	-
Provisions	(0.1)	0.9	-	-
Other	1.8	(3.3)	(3.6)	0.7
	(4.6)	(46.3)	(52.5)	2.1

IMPUTATION CREDIT ACCOUNT	Parent	
	2012 \$Millions	2011 \$Millions
Balance at the beginning of the year	5.2	5.6
Imputation credits attached to dividends received during the year	23.0	14.0
Less imputation credits attached to dividends paid during the year	(19.3)	(14.4)
Balance at the end of the year	8.9	5.2
At balance date the imputation credits available to the shareholders of the parent company were:		
Through direct shareholding in the parent company	8.9	5.2
Through indirect interests in subsidiaries	11.6	10.0
Balance at the end of the year	20.5	15.2

9) INFRATIL SHARES AND WARRANTS

ORDINARY SHARES (FULLY PAID)	Consolidated & Parent	
	2012	2011
Total issued capital at the beginning of the year	602,806,392	567,655,106
<i>Movements in issued and fully paid ordinary shares during the year</i>		
Warrants exercised and fully/partly paid	-	38,049,825
Share buyback held as treasury stock	(18,743,410)	(5,550,000)
Treasury stock reissued under Dividend Reinvestment Plan	2,867,848	2,651,461
Total issued capital at the end of the year	586,930,830	602,806,392

All fully paid ordinary shares have equal voting rights and share equally in dividends and equity. All authorised shares are issued and have no par value.

INFRATIL WARRANTS	Consolidated & Parent IFTWBs		Consolidated & Parent IFTWCs	
	2012	2011	2012	2011
Total warrants at the beginning of the year	-	38,086,925	52,825,458	52,825,458
Warrants exercised and fully/partly paid	-	(38,049,825)	-	-
Warrants lapsed	-	(37,100)	-	-
Total warrants at the end of the year	-	-	52,825,458	52,825,458

Each IFTWC held entitles the holder to acquire a further share in the Company at a price of \$4.12 on, or before, 29 June 2012.

	Consolidated & Parent		Consolidated & Parent	
	2012 cents per share	2011 cents per share	2012 \$Millions	2011 \$Millions
DIVIDENDS PAID ON ORDINARY SHARES				
<i>Dividends declared and paid by the Company for the year were as follows:</i>				
Final dividend prior year	4.25	3.75	25.9	22.6
Interim dividend paid current year	3.00	2.50	18.2	15.0
	7.25	6.25	44.1	37.6

	Consolidated & Parent	
	2012	2011
EXECUTIVE REDEEMABLE SHARES		
Balance at the beginning of the year	1,167,500	632,500
Shares Issued	287,500	535,000
Balance at end of year	1,455,000	1,167,500

Pursuant to Infratil Limited's Executive Share Scheme, the Company issued on 7 December 2011 a further 287,500 (2011: 535,000) executive redeemable shares at an issue price per share of \$1.8403 (2011: \$1.8732), paid up to 1 cent per share. Redeemable shares may be issued annually to certain executives of the Company and its subsidiaries in accordance with the terms of the Infratil Executive Share Trust Deed (the Trust Deed), dated 22 August 2008. The Executive Redeemable Shares may be redeemed for ordinary shares on the payment of the unpaid issue price in accordance with the terms of issue under the Infratil Executive Share Scheme Trust Deed. The Executive Redeemable Shares have no entitlements to dividends or voting rights. During the year, certain executives left the Group, forfeiting their right to 232,500 shares (2011: 216,000) under the Scheme, which are held by the Trustee. 924,000 shares remain outstanding and available to Executives (2011: 869,000).

10) CASH AND CASH EQUIVALENTS

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Call deposits	70.9	98.8	-	-
Cash deposits held as security for retail energy market contracts & bank financing agreements	33.4	58.7	-	-
Total	104.3	157.5	-	-

The Group conducts some of its electricity wholesale price hedging via the Sydney Futures Exchange and is required to maintain cash accounts with its brokers, for initial and variation margins. These accounts represent the Group's cash transactions with its brokers, and therefore the balance of these accounts is included in Cash and cash equivalents as cash deposits. At 31 March 2012, \$33.4 million (2011: \$58.7 million) of cash deposits are "restricted" and not immediately available for use by the Group.

11) INVENTORIES

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Raw materials and consumables	2.8	3.5	-	-
Finished goods/trading products	28.6	16.4	-	-
Total	31.4	19.9	-	-

12) PROPERTY, PLANT AND EQUIPMENT

2012	Land and civil works \$Millions	Buildings \$Millions	Vehicles, plant and equipment \$Millions	Capital work in progress \$Millions	Metering \$Millions	Generation Plant (renewable) \$Millions	Generation Plant (non renewable) \$Millions	Total \$Millions
Cost or valuation								
Balance at beginning of year	461.9	322.2	277.3	197.7	72.6	2,358.7	313.4	4,003.8
Additions	2.5	4.2	64.3	25.3	4.0	19.5	1.2	121.0
Capitalised interest and financing costs	-	-	-	-	-	-	-	-
Disposals	(6.1)	(1.1)	(9.6)	-	-	(0.2)	-	(17.0)
Impairment	(14.0)	(10.8)	(4.4)	(0.7)	-	-	(13.0)	(42.9)
Revaluation	74.3	9.3	-	-	-	55.2	-	138.8
Transfers between categories	4.3	14.7	15.7	(183.1)	-	77.2	71.1	(0.1)
Transfer to assets held for sale	(29.7)	(22.2)	(6.6)	(5.3)	-	-	-	(63.8)
Transfers to intangible assets	-	-	-	-	-	-	-	-
Transfers from/(to) investment properties	-	-	-	-	-	-	-	-
Effect of movements in exchange rates	(3.9)	(2.4)	(1.5)	(3.5)	-	(22.0)	(20.5)	(53.8)
Balance at end of year	489.3	313.9	335.2	30.4	76.6	2,488.4	352.2	4,086.0
Accumulated depreciation and impairment losses								
Balance at beginning of year	0.1	4.2	93.1	-	39.0	90.1	(0.1)	226.4
Depreciation for the year	7.7	9.1	28.2	-	3.3	47.8	14.1	110.2
Transfer to investment properties	-	-	-	-	-	-	-	-
Revaluation	(1.4)	(1.4)	(1.6)	-	-	(137.9)	(14.0)	(156.3)
Disposals	-	(0.1)	(8.1)	-	-	-	-	(8.2)
Transfer to assets held for sale	-	-	-	-	-	-	-	-
Effect of movements in exchange rates	-	-	(0.3)	-	-	-	-	(0.3)
Balance at end of year	6.4	11.8	111.3	-	42.3	-	-	171.8
2011								
Cost or valuation								
Balance at beginning of year	454.1	314.2	268.9	192.0	68.4	2,330.3	103.5	3,731.4
Additions	4.4	1.1	12.6	203.2	4.2	11.4	0.1	237.0
Capitalised interest and financing costs	11.6	-	-	1.6	-	-	-	13.2
Disposals	(0.2)	-	(7.7)	-	-	(1.4)	-	(9.3)
Impairment	(19.6)	(16.4)	(6.9)	-	-	-	-	(42.9)
Revaluation	2.0	(5.7)	-	-	-	0.2	43.3	39.8
Transfers between categories	9.7	29.5	10.7	(202.0)	-	0.6	151.3	(0.2)
Transfer to assets held for sale	-	-	-	-	-	-	-	-
Transfers to intangible assets	-	-	(0.4)	-	-	-	-	(0.4)
Transfers from/(to) investment properties	-	-	-	-	-	-	-	-
Effect of movements in exchange rates	(0.1)	(0.5)	0.1	2.9	-	17.6	15.2	35.2
Balance at end of year	461.9	322.2	277.3	197.7	72.6	2,358.7	313.4	4,003.8
Accumulated depreciation and impairment losses								
Balance at beginning of year	6.7	10.8	77.7	-	36.0	44.1	-	175.3
Depreciation for the year	7.7	9.8	25.2	-	3.0	44.3	4.2	94.2
Transfer to investment properties	-	-	-	-	-	-	-	-
Revaluation	(14.3)	(16.4)	(3.3)	-	-	-	(4.3)	(38.3)
Disposals	-	-	(6.7)	-	-	-	-	(6.7)
Transfer to assets held for sale	-	-	-	-	-	-	-	-
Effect of movements in exchange rates	-	-	0.2	-	-	1.7	-	1.9
Balance at end of year	0.1	4.2	93.1	-	39.0	90.1	(0.1)	226.4
Carrying amounts								
At 1 April 2011	461.8	318.0	184.2	197.7	33.6	2,268.6	313.5	3,777.4
At 31 March 2012	482.9	302.1	223.9	30.4	34.3	2,488.4	352.2	3,914.2
At 1 April 2010	447.4	303.4	191.2	192.0	32.4	2,286.2	103.5	3,556.1
At 31 March 2011	461.8	318.0	184.2	197.7	33.6	2,268.6	313.5	3,777.4

Wellington International Airport

Wellington International Airport Limited (WIAL) has previously applied a zonal approach to the valuation of land, based on a direct sales comparison with appropriate adjustment for intensity of development, location, titles, easement and services. During the year WIAL requested that its valuers, Telfer Young Limited, undertake a Market Value Alternative Use (MVAU) valuation in order to meet its regulatory reporting requirements under the Commerce Act (Specified Airport Services Input Methodologies). This valuation required the completion of an independent master plan for the alternative use of the airport land, and was completed by independent town planners Boffa Miskell. As a consequence, WIAL obtained a valuation undertaken by its valuers Telfer Young Limited using the Market Value Existing Use (MVEU) approach, which is based on the MVAU approach plus development and holding costs to provide land suitable for airport use. The land was valued effective 31 March 2011 in accordance with the New Zealand Institute of Valuers asset valuation standard, and the Directors are satisfied that there has not been a material movement in the valuation as at 31 March 2012. The fair value of land at 31 March 2012 is \$289.2 million (31 March 2011: \$214.8 million).

Buildings and civil assets were last revalued as at 31 March 2011 in accordance with the New Zealand Institute of Valuers asset valuation standards. The valuation was undertaken by independent registered valuers, Telfer Young Limited for buildings (fair value \$268.7 million), and Opus International Consultants Limited for civil assets (fair value \$142.7 million).

At 31 March 2012 WIAL performed a discounted cash flow analysis to confirm that there had been no material movements in the value of the vehicle business assets and that the carrying value still represented the assets fair value. The discounted cash flow analysis showed that there was an uplift in the value of the vehicle business assets predominantly due to additional vehicle capacity works completed during the year and a forecast increase in vehicle revenue. At 31 March 2012, the carrying value of the vehicle business assets was \$88.6 million (31 March 2011: \$79.2 million).

Airports Europe

In January 2012, Glasgow Prestwick and Manston Airports were reclassified as a disposal group held for sale following the decision of the Group in January 2012 to plan to sell these airports. Efforts to sell the airports have commenced and a sale is expected within the next 12 months. The Directors, with reference to a 31 March 2011 external valuation performed by Deloitte LLP (trading as Drivers Jonas Deloitte), England, have impaired the value of the airports. The prior year valuation was performed in accordance with the recommendations of the RICS as defined within the RICS appraisal and valuation manual. The key assumptions in these valuations include future passenger and freight volumes, commercial revenue yields, the on-going operating and maintenance costs for each airport and the appropriate discount and capitalisation rates. The Directors valuation at 31 March 2012 fair valued the airports at \$64.7 million (GBP 32.7 million) (2011: \$92.7 million (GBP 44.0 million)). An impairment charge of \$24.8 million (31 March 2011: \$34.4 million) has been recognised in the profit and loss, in the results from discontinued operations.

Generation property, plant and equipment

Renewable generation plant includes freehold land and buildings which are not separately identifiable from other generation assets. The Group's generation property, plant and equipment is stated at fair value as determined by an independent valuation undertaken on an at least three-yearly basis. The valuations are reviewed annually and if it is considered that there has been a material change then a new independent valuation is undertaken. The basis of the valuation is a discounted cash flow analysis of the future earnings of the assets. The major inputs that are used in the valuation model that require management judgement include the forward price path of electricity, sales volume forecasts, projected operational and capital expenditure profiles, discount rates and life assumptions for each generation station. These inputs are determined as per the table below. Renewable generation assets were independently valued, using a discounted cash flow methodology as at 31 March 2012, to their estimated market value as determined by Deloitte Corporate Finance. The key assumptions in this valuation include future wholesale electricity prices, the future output of the assets, the remaining life of the assets, the on-going operating and maintenance costs for each asset and TrustPower's weighted average cost of capital.

Non-renewable generation plant and equipment held by Infratil Energy Australia were valued at \$176.7 million as at 31 March 2012 (2011: \$114.6 million) by the directors using a discounted cash flow methodology. In determining their valuations, directors relied upon, amongst other factors, valuation works performed by BDO Corporate Finance (QLD). The key assumptions in this valuation include future wholesale electricity prices, the future output of the assets, the remaining life of the assets, the on-going operating and maintenance costs for each asset and Infratil Energy Australia's weighted average cost of capital.

Non-renewable generation plant held by Perth Energy Pty Limited were valued at \$175.6 million as at 31 March 2012 (2011: \$198.8 million) by the directors using a discounted cash flow methodology. In determining their valuations, directors relied upon, amongst other factors, valuation works performed by BDO Corporate Finance (QLD) as at 31 March 2012. The key assumptions in this valuation include future wholesale electricity prices, the future output of the assets, the remaining life of the assets, the on-going operating and maintenance costs for each asset and Perth Energy's weighted average cost of capital.

Property, plant and equipment valuations - key assumptions

The key input assumptions adopted in the valuation of the Group's property, plant and equipment are set out below:

Generation renewable	Low	High	Valuation Impact vs. midpoint
New Zealand Assets			
per MWh Forward electricity price path	Decreasing in real terms from \$98/MWh to \$85MWh by 2015 then constant.	Decreasing in real terms from \$98/MWh to \$85MWh by 2015 then increasing to \$95/MWh by 2020, thereafter held constant.	-/+ \$98.0m
Generation volume	2,167 GWh	2,649 GWh	-/+ \$245.0m
Operating costs	\$29.6 million pa	\$32.6 million p.a.	+/- \$38.0m
Weighted average cost of capital	7.8%	8.3%	+ \$82.0m / - \$75.0m
Australian Assets			
per MWh Forward electricity price path	(Stated in AUD) Until 2018 constant at \$82 in real terms. After 2018 increasing to \$105 by 2030 in real terms.	(Stated in AUD) Until 2018 constant at \$82 in real terms. After 2018 increasing to \$115 with gradual increases to \$125 by 2030 in real terms.	-A\$11.0m / + A\$33.0m
Generation volume	350 GWh	428 GWh	-/+ A\$30.0m
Weighted average cost of capital	7.7%	8.2%	+ A\$6.0m / - A\$5.0m
Generation non-renewable (Infratil Energy Australia)			
	Low	High	Valuation Impact
Weighted average cost of capital	8.5%	9.5%	+/-A\$6.9m
Forecast Long Run \$300 MWh cap price	A\$13.70	A\$15.70	+/- A\$2.5m
Plant reliability	98%	98%	
Despatch	95%	95%	
Generation non-renewable (Perth Energy Pty Ltd)			
	Low	High	Valuation Impact
Weighted average cost of capital	8.0%	9.0%	+/- A\$6.3m
Reserve capacity price per MW	A\$186,000	A\$186,000	
Plant reliability	98%	98%	
Despatch	90%	90%	

Wellington International Airport

Asset classification and description	Valuation approach	Key valuation assumptions	Valuation Impact +/- 5%
Land			
Aeronautical land - used for airport activities and specialised non-aeronautical assets.	MVEU approach - comprising MVAU valuation plus development and holding costs to provide land suitable for airport use. Residential land is valued at rateable value	Adopted rate per hectare prior to holding costs: \$1.37 million per ha	+/- \$21.1m
Non- Aeronautical land - used for non-aeronautical purposes e.g. industrial, service, retail and land associated with the vehicle business.		Holding costs 12.88%	
Residential land		Holding period 5 years Direct costs \$15.5 million	
Civil			
Civil works includes sea protection and site services, excluding such site services to the extent that they would otherwise create duplication of value.	Optimised depreciated replacement cost	Average cost rates including concrete \$740 per m ³ , asphalt \$833 per m ³ , basecourse \$83 per m ³ and foundations \$15 per m ³	+/- \$7.1m
Buildings			
Specialised buildings used for identified airport activities.	Optimised depreciated replacement cost derived from modern equivalent asset rate	Modern equivalent asset rates ranging from \$175 to \$5,000 per m ² , with a weighted average of \$4,050 per m ²	+/- \$9.5m
Buildings other than for identified airport activities, including space allocated within the main terminal building for retail activities, car parking, offices and storage that exist because of the airport activities.	Optimised depreciated replacement cost derived from modern equivalent asset rate	Modern equivalent asset rates ranging from \$550 to \$1,900 per m ² , with a weighted average of \$1,364 per m ²	
Vehicle business assets			
Assets associated with car parking and taxi, shuttle and bus services (excluding land.)	Discounted cash flow	Revenue growth 3% per annum Cost growth 3% per annum Discount rate 13%	+/- \$2.5m
Vehicles, plant and equipment			
Vehicles, plant and equipment comprises a mixture of specialised and non-specialised assets	Book value	-	+/- \$0.7m

For each revalued class the carrying amount that would have been recognised had the assets been carried on a historical cost basis are as follows:

REVALUED ASSETS AT DEEMED COST	2012			
	Cost \$Millions	Assets under construction \$Millions	Accumulated depreciation \$Millions	Net book value \$Millions
Land and civil works	193.3	4.4	(28.9)	168.8
Buildings	191.5	13.0	(48.1)	156.4
Vehicles, plant and equipment	23.9	4.6	(18.0)	10.5
Capital work in progress	3.0	(0.2)	-	2.8
Generation Plant (renewable)	1,505.2	19.5	(309.9)	1,214.8
Generation Plant (non renewable)	311.2	-	(18.0)	293.2
Total	2,228.1	41.3	(422.9)	1,846.5

	2011			
	Cost \$Millions	Assets under construction \$Millions	Accumulated depreciation \$Millions	Net book value \$Millions
Land and civil works	299.2	9.7	(91.3)	217.6
Buildings	262.3	29.3	(78.5)	213.1
Vehicles, plant and equipment	42.2	4.2	(21.4)	25.0
Capital work in progress	49.3	(43.2)	-	6.1
Generation Plant (renewable)	1,402.1	98.6	(266.5)	1,234.2
Generation Plant (non renewable)	237.2	-	(7.9)	229.3
	2,292.3	98.6	(465.6)	1,925.3

13) INVESTMENT PROPERTIES

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Balance at beginning of year	73.1	75.9	-	-
Change in fair value	(0.2)	(2.4)	-	-
FX movement	(1.8)	(0.4)	-	-
Transfer to assets held for sale	(21.2)	-	-	-
Balance at the end of the year	49.9	73.1	-	-

Infratil Airports Europe investment properties were valued at 31 March 2012 by Deloitte LLP (trading as Drivers Jonas Deloitte), England. Fair value of the investment properties valued was \$21.2 million (2011: \$24.2 million), now included in disposal group held for sale.

Wellington International Airport investment properties were valued at 31 March 2012 by Telfer Young, an independent registered valuer. The fair value of the investment properties valued was \$49.9 million (2011: \$48.9 million).

<i>Amounts recognised in profit or loss for:</i>	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Rental income from investment properties	4.7	4.2	-	-
Direct operating expenses arising from investment properties that generate income	(1.2)	(0.6)	-	-
	3.5	3.6	-	-

The principal assumptions in establishing the valuations were as follows:

	Wellington International Airport		Infratil Airports Europe	
	2012	2011	2012	2011
Discounted cash flow - average (%)	9.75% to 11.0%	11.0%	n/a	n/a
Capitalisation rate - average (%)	7.45% to 14.0%	9.0%	10.5%	10.0%
Weighted average lease term (years)	2.3	3.3	4.5	4.5

14) INTANGIBLE ASSETS

	Consolidated		
	Goodwill \$Millions	Other Intangible Assets \$Millions	Total \$Millions
<i>Carrying amounts</i>			
At 1 April 2011	242.0	66.9	308.9
At 31 March 2012	242.0	85.9	327.9
At 1 April 2010	242.0	67.1	309.1
At 31 March 2011	242.0	66.9	308.9
		Consolidated	
		2012 \$Millions	2011 \$Millions
Goodwill			
Balance at beginning of the year		243.6	243.6
Balance at the end of the year		243.6	243.6
Impairment losses			
Balance at beginning of the year		(1.6)	(1.6)
Balance at the end of the year		(1.6)	(1.6)
Total goodwill		242.0	242.0
Other intangible assets – lease agreements / software			
Balance at beginning of the year		110.9	98.9
FX adjustment on opening balance		(0.8)	0.3
Transfers from property, plant and equipment		-	0.4
Additions		36.5	11.3
Transfers to assets held for sale		(0.2)	-
Balance at the end of the year		146.4	110.9
Other intangible assets – Customer base assets			
Balance at beginning of the year		50.6	36.9
FX adjustment on opening balance		(3.3)	2.1
Additions		12.1	11.6
Balance at the end of the year		59.4	50.6
Amortisation and impairment losses			
Balance at beginning of the year		(94.6)	(68.7)
Amortisation for the year		(28.4)	(24.2)
Impairment loss		-	(0.1)
FX adjustment		3.0	(1.6)
Transfers to assets held for sale		0.1	-
Balance at the end of the year		(119.9)	(94.6)
Total other intangible assets		85.9	66.9
Total intangible assets		327.9	308.9
The aggregate carrying amounts of goodwill allocated to each cash generating unit are as follows:			
The following units have significant carrying amounts of goodwill			
NZ Bus		55.2	55.2
TrustPower		108.9	108.9
Lumo Energy		66.2	66.2
Units with insignificant goodwill		11.7	11.7
		242.0	242.0

Recoverable amount is determined based on the following analysis and key assumptions:

Goodwill amounts have been reviewed in the year and there are no impairments in the current year (2011: nil).

NZ Bus assessment of recoverable amount of goodwill is based on value in use calculations. Those calculations use cash flow projections taking into account actual operating results, current business plans, budgets and forecasts for the business and include passenger, fare, subsidy, operating costs and capital expenditure assumptions. The projected cash flows are for the period to 2024, as this represents the likely maturity date of funding contracts, and include a terminal value based on the present value of the assets at the end of that period. A pre-tax discount rate of 10.68% (2011: 10.68%) has been used in discounting the projected cash flows and terminal value.

TrustPower goodwill relates to the acquisition of a further 15.3% interest in TrustPower in the 2007 financial year. The recoverable amount has been assessed by reference to the fair value of TrustPower, based on the market share price quoted on the NZX.

Lumo Energy Australia (Lumo Energy) assessment of the recoverable amount of goodwill is based on value in use calculations which have been determined by reference to cash flow projections taking into account actual operating results, current business plans and forecasts and include customer, tariff, energy, operating cost and churn assumptions based on five year projections. The key assumptions are operating costs growth in line with CPI, margin growth held steady, cost inputs and a pre-tax discount rate of 13% (2011: 13%).

15) INVESTMENTS

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
<i>Non-current investments</i>				
Investment in associates	333.4	314.0	-	-
Investments in other companies (classified as available-for-sale)	10.4	9.7	-	-
Total investments	343.8	323.7	-	-

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Balance at 1 April	9.7	7.5	-	-
Investment during the year	0.7	2.2	-	-
Balance at 31 March	10.4	9.7	-	-

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
INVESTMENT IN ASSOCIATES				
<i>Investments in associates are as follows:</i>				
Aotea Energy Holdings Limited	331.2	311.8	-	-
Mana Coach Holdings Limited	2.2	2.2	-	-
	333.4	314.0	-	-

Summary financial information for Aotea Energy Holdings Limited, not adjusted for the percentage ownership held by the Group:

	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Current assets	934.1	783.6	-	-
Non-current assets	691.7	669.9	-	-
Total Assets	1,625.8	1,453.5	-	-
Current liabilities	531.3	444.8	-	-
Shareholder loans	244.5	244.5	-	-
Shareholder Redeemable Preference Shares	115.0	115.0	-	-
Other non-current liabilities	442.1	395.5	-	-
Total liabilities	1,332.9	1,199.8	-	-
Revenues	3,179.3	2,794.6	-	-
Net profit after tax	77.0	203.4	-	-

The Group's interest in AEHL includes a 50% equity interest, redeemable preference shares and a shareholder loan, acquired on 1 April 2010 for \$209.75 million.

AEHL and its subsidiaries operate as Z Energy within the downstream oil industry.

<i>Movement in the carrying amount of investment in AEHL (50% interest):</i>	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Carrying value of investment in AEHL at 1 April	311.8	-	-	-
Acquisition of associate	-	209.8	-	-
Share of associate's surplus before income tax (excl gain on acquisition)	54.1	67.0	-	-
Share of associate's gain on acquisition	-	60.7	-	-
Share of associate's income tax (expense)	(15.6)	(26.0)	-	-
Share of associate's net profit after tax	38.5	101.7	-	-
Interest on shareholder loan (including accruals)	8.6	8.9	-	-
Dividend on RPS (including accruals)	5.2	5.2	-	-
Total share of associate's earnings in the period	52.3	115.8	-	-
Share of associate's other comprehensive income	(3.4)	-	-	-
Less: Distributions Received	(29.5)	(13.8)	-	-
Carrying value of investment in associate	331.2	311.8	-	-

16) LOANS AND BORROWINGS

This note provides information about the contractual terms of the Group's interest-bearing loans and borrowings.

For more information about the Group's exposure to interest rate and foreign currency risk, see note 19.

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
<i>Current liabilities</i>				
Unsecured loans	36.4	36.6	-	-
Secured bank facilities	20.7	1.7	-	-
Less: Capitalised loan establishment costs	(0.3)	-	-	-
	56.8	38.3	-	-
<i>Non-current liabilities</i>				
Unsecured loans	537.5	486.5	-	-
Secured bank facilities	74.0	101.0	-	-
Redeemable preference shares - secured	140.0	140.0	-	-
Less: Capitalised loan establishment costs	(8.8)	(9.0)	-	-
	742.7	718.5	-	-
<i>Facilities utilised at reporting date</i>				
Unsecured bank loans	573.9	523.1	-	-
Unsecured guarantees	31.5	35.6	-	-
Secured bank loans	94.7	102.7	-	-
Secured guarantees	0.4	-	-	-
Redeemable preference shares - secured	140.0	140.0	-	-
<i>Facilities not utilised at reporting date</i>				
Unsecured bank loans	823.2	776.9	-	-
Secured bank loans	1.8	0.1	-	-
Unsecured bank guarantees	5.1	5.8	-	-
<i>Vendor financing</i>				
Vendor financing - current	16.6	14.9	-	-
Vendor financing - non current	19.6	33.8	-	-
	36.2	48.7	-	-
Interest-bearing loans and borrowings - current	73.4	53.2	-	-
Interest-bearing loans and borrowings - non current	762.3	752.3	-	-
Total Interest-bearing loans and borrowings	835.7	805.5	-	-

At 31 March 2011 Vendor financing was classified as non-interest bearing. From the 3rd of May 2011 Vendor financing became interest bearing at 7.44% p.a.

Financing arrangements

The Group's debt includes bank facilities with negative pledge arrangements, which with limited exceptions do not permit the borrower to grant any security over its assets. The bank facilities require the borrower to maintain certain levels of shareholder funds and operate within defined performance and gearing ratios. The banking arrangements also include restrictions over the sale or disposal of certain assets without bank agreement. Throughout the year the Group has complied with all debt covenant requirements as imposed by lenders.

At year end the Group had unsecured bank debt and guarantee facilities of \$1,433.7 million (2011: \$1,341.4 million), redeemable preference shares (RPS) of \$140.0 million (2011: \$140.0 million) and secured bank and guarantee debt facilities of \$96.9 million (2011: \$102.9 million).

The secured and unsecured debt facilities are able to be drawn-down as required subject to the borrower being in compliance with undertakings in respect of those facilities. Interest rates are determined by reference to prevailing money market rates at the time of draw-down plus a margin. Interest rates paid during the year ranged from 2.7% to 8.2% (2011: 2.7% to 8.2%). In 2011, a non-wholly owned subsidiary had a loan from a minority shareholder of \$3.1 million with an interest rate of 12%, this was fully repaid during the year.

On 11 April 2011, Swift Transport Limited, a wholly owned subsidiary of Infratil Limited, entered into a United Kingdom, Export Credit Guarantee Department Term Facility Agreement of \$40.1 million in relation to the acquisition of buses. The facility expires on 31 May 2020. On 20 December 2011, Swift Transport Limited entered into a further United Kingdom, Export Credit Guarantee Department Term Facility Agreement of \$28.1 million in relation to the acquisition of buses. This facility expires on 30 April 2021.

Secured bank facilities of a non-wholly owned subsidiary are non-recourse to the assets of Infratil and its other subsidiary and associate companies.

Subsequent to 31 March 2012, TrustPower Limited has accepted offers to refinance a facility expiring in less than one year (not drawn at 31 March 2012). The facility is currently being documented and will mature in two to five years.

The Group has issued redeemable preference shares (RPS) which have a fixed interest rate of 8.06% (2011: 7.93%), and which mature in August 2013. The RPS are secured by a specific charge over 48.5 million TrustPower shares held by a subsidiary company and a general security charge over the other assets of that subsidiary company.

17) INFRASTRUCTURE BONDS

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Balance at the beginning of the year	854.8	744.0	854.8	744.0
Issued during the year	99.5	147.9	99.5	147.9
Matured during the year	(83.4)	(0.7)	(83.4)	(0.7)
Exchanged during the year	(15.9)	(32.8)	(15.9)	(32.8)
Purchased by Infratil during the year	(2.5)	(1.0)	(2.5)	(1.0)
Bond issue costs capitalised during the year	(2.0)	(3.1)	(2.0)	(3.1)
Bond issue costs amortised during the year	1.1	0.5	1.1	0.5
Balance at the end of the year	851.6	854.8	851.6	854.8
Current	57.4	99.3	57.4	99.3
Non current fixed coupon	561.5	520.6	561.5	520.6
Non current perpetual - variable coupon	232.7	234.9	232.7	234.9
Balance at the end of the year	851.6	854.8	851.6	854.8
Repayment terms and interest rates:				
Maturing in May 2011, 8.25% per annum fixed coupon rate	-	79.3	-	79.3
Maturing in November 2011, 8.5% per annum fixed coupon rate	-	20.0	-	20.0
Maturing in November 2012, 7.75% per annum fixed coupon rate	57.4	57.4	57.4	57.4
Maturing in September 2013, 8.5% per annum fixed coupon rate	85.3	85.3	85.3	85.3
Maturing in November 2015, 8.5% per annum fixed coupon rate	152.8	152.8	152.8	152.8
Maturing in June 2016, 8.5% per annum fixed coupon rate	100.0	100.0	100.0	100.0
Maturing in June 2017, 8.5% per annum fixed coupon rate	66.3	47.9	66.3	47.9
Maturing in November 2017, 8.0% per annum fixed coupon rate	81.1	-	81.1	-
Maturing in February 2020, 8.5% per annum fixed coupon rate	80.5	80.5	80.5	80.5
Perpetual Infratil infrastructure bonds (PIIBs)	235.8	238.3	235.8	238.3
Bond issue costs capitalised and amortised over term	(7.6)	(6.7)	(7.6)	(6.7)
Balance at the end of the year	851.6	854.8	851.6	854.8

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. 25 days prior to the maturity date, Infratil can elect to redeem all infrastructure bonds in that series at their \$1.00 face value payable in cash or convert all the infrastructure bonds in the relevant series by issuing the number of shares obtained by dividing the \$1.00 face value by the product of the relevant conversion percentage of 98% and the market price. The market price is the average price weighted by volume of all trades of ordinary shares over the 10 business days up to the fifth business day before the maturity date.

Perpetual Infratil infrastructure bonds (PIIBs)

The Company has 235,762,200 (2011: 238,331,200) infrastructure bonds (series 20) on issue at a face value of \$1.00 per bond. Interest is payable quarterly on the bonds. For the year to 15 November 2012 the coupon is fixed at 4.22% per annum. Thereafter the rate will be reset annually at 1.5% per annum over the then one year bank rate (quarterly), unless Infratil's gearing ratio exceeds certain thresholds, in which case the margin increases. These infrastructure bonds have no fixed maturity date. 2,569,000 (2011: 983,900) of PIIBs were repurchased by Infratil Limited during the year.

At 31 March the Infratil Infrastructure bonds (including the PIIBs) had a fair value of \$776.4 million (2011: \$768.4 million).

18) UNSECURED BONDS

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
UNSECURED SUBORDINATED BONDS				
TrustPower bonds				
<i>Repayment terms and interest:</i>				
Maturing in September 2012, 8.5% per annum fixed coupon rate	108.6	108.6	-	-
Maturing in March 2014, 8.5% per annum fixed coupon rate	54.7	54.7	-	-
Maturing in December 2015, 8.4% per annum fixed coupon rate	100.0	100.0	-	-
Bond issue costs	(1.0)	(1.5)	-	-
Balance at the end of the year	262.3	261.8	-	-
Current	108.6	-	-	-
Non current fixed coupon	153.7	261.8	-	-
Balance at the end of the year	262.3	261.8	-	-

At maturity the TrustPower bonds can be converted at the option of TrustPower to ordinary shares based on the market price of ordinary shares at the time. The bonds are fully subordinated behind all other creditors.

At 31 March 2012 the bonds had a fair value of \$273.2 million (31 March 2011: \$274.8 million).

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
UNSECURED SENIOR BONDS				
TrustPower bonds				
<i>Repayment terms and interest:</i>				
Maturing in December 2014, 7.6% per annum fixed coupon rate	75.0	75.0	-	-
Maturing in December 2016, 8.0% per annum fixed coupon rate	65.0	65.0	-	-
Maturing in December 2017, 7.1% per annum fixed coupon rate	75.0	75.0	-	-
Bond issue costs	(2.8)	(3.5)	-	-
Balance at the end of the year	212.2	211.5	-	-
Current	-	-	-	-
Non current fixed coupon	212.2	211.5	-	-
Balance at the end of the year	212.2	211.5	-	-

TrustPower has entered a Trust Deed dated 30 October 2009 (the Trust Deed) with respect to its senior bonds, which with limited exceptions does not permit TrustPower to grant any security interest over its assets. The Trust Deed requires the Group to operate within defined performance and debt gearing ratios. The arrangements under the Trust Deed may also create restrictions over the sale or disposal of certain assets unless the senior bonds are repaid or renegotiated. Throughout the period TrustPower has complied with all debt covenant requirements as imposed by the bond trustee.

At 31 March 2012 the bonds had a fair value of \$224.7 million (31 March 2011: \$223.3 million).

UNSECURED SUBORDINATED BONDS	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Wellington International Airport bonds				
Retail bonds maturing in November 2013, 7.50% per annum fixed coupon rate	100.0	100.0	-	-
Wholesale bonds maturing August 2017, 2.97% per annum to 2 May 2012, then repriced quarterly at BKBM plus 25bps	150.0	150.0	-	-
Bond issue costs	(1.3)	(1.7)	-	-
Balance at the end of the year	248.7	248.3	-	-
Current	-	-	-	-
Non current fixed coupon	248.7	248.3	-	-
Balance at the end of the year	248.7	248.3	-	-

The Trust Deeds for these bonds require Wellington International Airport to operate within defined performance and debt gearing ratios. The arrangements under the Trust Deeds create restrictions over the sale or disposal of certain assets. Throughout the year Wellington International Airport complied with its debt covenants.

At 31 March 2012 the bonds had a fair value of \$256.1 million (31 March 2011: \$253.3 million).

19) FINANCIAL INSTRUMENTS

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

- Credit risk
- Liquidity risk
- Market risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

RISK MANAGEMENT FRAMEWORK

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group has established Audit and Risk Committees for Infratil and each of its significant subsidiaries with responsibilities which include reviewing management practices in relation to identification and management of significant business risk areas and regulatory compliance. The Group has developed a comprehensive, enterprise wide risk management framework. Management and Boards throughout the Group participate in the identification, assessment and monitoring of new and existing risks. Particular attention is given to strategic risks that could affect the Group. Management report to the Audit and Risk Committee and the Board on the relevant risks and the controls and treatments for those risks.

CREDIT RISK

Credit risk is the risk that a counterparty will default on its contractual obligations, resulting in financial loss to the Group. The Group is exposed to credit risk in the normal course of business including those arising from trade receivables with its customers, financial derivatives and transactions (including cash balances) with financial institutions. The Group minimises its exposure to credit risk of trade receivables through the adoption of counterparty credit limits and standard payment terms. Derivative counterparties and cash transactions are limited to high-credit-quality financial institutions and organisations in the relevant industry. The Group's exposure and the credit ratings of significant counterparties are monitored, and the aggregate value of transactions concluded are spread amongst approved counterparties. The carrying amounts of financial assets recognised in the Statement of Financial Position best represent the Group's maximum exposure to credit risk at the reporting date. Generally no security is held on these amounts.

Exposure to credit risk

The Group had exposure to credit risk with finance institutions at balance date from cash deposits held as follows:

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Financial institutions with "AA" credit ratings from Standard & Poors or equivalent rating agencies	-	109.2	-	-
Financial institutions with "AA-" credit ratings from Standard & Poors or equivalent rating agencies	81.1	-	-	-
Financial institutions with "A" credit ratings from Standard & Poors or equivalent rating agencies	23.2	48.3	-	-

Trade and other receivables

The Group has exposure to various counterparties. Concentration of credit risk with respect to trade receivables is limited due to the Group's large customer base in a diverse range of industries throughout New Zealand, Australia and the United Kingdom.

Ageing of trade receivables

The ageing analysis of trade receivables is as follows:

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Not past due	265.7	266.1	0.6	4.1
Past due 0-30 days	18.6	15.8	-	-
Past due 31-90 days	8.7	9.7	-	-
Greater than 90 days	16.8	17.8	-	-
Total	309.8	309.4	0.6	4.1

The ageing analysis of impaired trade receivables is as follows:

Not past due	(2.8)	(3.5)	-	-
Past due 0-30 days	(1.5)	(2.0)	-	-
Past due 31-90 days	(3.0)	(5.2)	-	-
Greater than 90 days	(11.2)	(10.8)	-	-
Total	(18.5)	(21.5)	-	-

Movement in the provision for impairment of trade receivables for the year was as follows:

Balance as at 1st April	21.5	17.5	-	-
Impairment loss recognised	(3.0)	4.0	-	-
Balance as at 31 March	18.5	21.5	-	-
Other current prepayments and receivables	79.7	41.9	-	-
Total Trade, accounts receivable and current prepayments	371.0	329.8	0.6	4.1

LIQUIDITY RISK

Liquidity risk is the risk that assets held by the Group cannot readily be converted to cash to meet the Group'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 Group's approach to managing liquidity is to ensure, 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 Group's reputation. The Group manages liquidity risk by maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities, the spreading of debt maturities, and its credit standing in capital markets.

The tables below analyse the Group's financial liabilities excluding gross settled derivative financial liabilities into 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. PIIBs cash flows have been determined by reference to the longest dated Infratil bond maturity of 2020.

CONSOLIDATED	Balance sheet \$Millions	Contractual cash flows \$Millions	6 months or less \$Millions	6-12 month \$Millions	1 to 2 years \$Millions	2 to 5 years \$Millions	5 years + \$Millions
2012							
Accounts payable, accruals and other liabilities	316.9	317.2	316.7	0.5	-	-	-
Unsecured/Secured bank facilities and vendor financing	835.7	876.2	70.4	40.0	256.7	425.6	83.5
Infratil bonds	618.9	839.3	26.1	81.8	129.1	349.6	252.7
PIIBs	232.7	335.3	5.0	5.0	10.0	29.9	285.4
WIAL bonds	248.7	285.9	6.0	6.0	109.1	13.4	151.4
TPW bonds	474.5	595.7	128.0	14.6	84.1	289.7	79.3
Derivative financial instruments	93.2	104.3	17.7	13.1	21.7	43.3	8.5
	2,820.6	3,353.9	569.9	161.0	610.7	1,151.5	860.8
2011							
Accounts payable, accruals and other liabilities	296.4	285.8	277.3	7.4	0.4	0.7	-
Unsecured/Secured bank facilities and vendor financing	805.5	819.4	26.6	14.3	64.3	608.8	105.4
Infratil bonds	619.9	840.5	103.0	42.3	99.8	333.8	261.6
PIIBs	234.9	357.2	5.9	5.9	11.9	35.7	297.8
WIAL bonds	248.3	302.2	6.3	6.3	12.6	120.1	156.9
TPW bonds	473.3	617.6	19.4	19.2	142.6	299.0	137.4
Derivative financial instruments	127.3	133.2	50.4	36.1	14.0	21.4	11.3
	2,805.6	3,355.9	488.9	131.5	345.6	1,419.5	970.4
PARENT	Balance sheet \$Millions	Contractual cash flows \$Millions	6 months or less \$Millions	6-12 month \$Millions	1 to 2 years \$Millions	2 to 5 years \$Millions	5 years + \$Millions
2012							
Accounts payable, accruals and other liabilities	18.4	18.4	18.4	-	-	-	-
Infratil bonds	618.9	839.3	26.1	81.8	129.1	349.6	252.7
PIIBs	232.7	335.3	5.0	5.0	10.0	29.9	285.4
Derivative financial instruments	23.2	23.2	2.7	2.6	4.7	9.9	3.3
	893.2	1,216.2	52.2	89.4	143.8	389.4	541.4
2011							
Accounts payable, accruals and other liabilities	10.2	10.2	10.2	-	-	-	-
Infratil bonds	619.9	840.5	103.0	42.3	99.8	333.8	261.6
PIIBs	234.9	357.2	5.9	5.9	11.9	35.7	297.8
Derivative financial instruments	9.6	9.6	0.6	0.6	1.2	3.5	3.7
	874.6	1,217.5	119.7	48.8	112.9	373.0	563.1

MARKET RISK

Market risk is the risk that changes in market prices, such as foreign exchange rates, energy prices and interest rates will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk (cash flow and fair value)

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

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
At balance date the face value of interest rate contracts outstanding were:				
Interest rate swaps	1,163.0	996.6	145.0	100.0
Fair value of interest rate swaps	(80.7)	(40.6)	(23.2)	(9.6)
The termination dates for the interest rate swaps are as follows:				
Between 0 to 1 year	82.0	-	-	-
Between 1 to 2 years	76.1	76.8	-	-
Between 2 to 5 years	449.9	337.7	-	-
Over 5 years	555.0	582.1	145.0	100.0

Interest rate sensitivity analysis

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

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Profit or loss				
100 bp increase	34.1	8.8	-	-
100 bp decrease	(36.3)	(10.0)	-	-
Equity				
100 bp increase	10.9	0.9	-	-
100 bp decrease	(12.6)	(1.3)	-	-

Foreign Currency Risk

The Group has exposure to foreign currency risk on the value of its net investment in foreign investments, 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 Group's expectation of the fair value of the relevant exchange rate.

The Group enters into forward exchange contracts to reduce the risk from price fluctuations of foreign currency commitments associated with the construction of generation assets and to hedge the risk of its net investment in foreign subsidiaries. Any resulting differential to be paid or received as a result of the currency hedging of the asset is reflected in the final cost of the asset. The Group has elected to apply cash flow hedge accounting to these instruments.

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
At balance date the aggregate notional principal amounts of the outstanding forward foreign exchange were:				
Foreign exchange contracts	390.0	350.8	-	-
Fair value of foreign exchange contracts	6.6	(18.0)	-	-
The termination dates for foreign exchange contracts are as follows:				
Between 0 to 1 year	386.1	350.8	-	-
Between 1 to 2 years	3.9	-	-	-
Between 2 to 5 years	-	-	-	-
Over 5 years	-	-	-	-

Foreign exchange sensitivity analysis

The following table shows the impact on post-tax profit and equity if the New Zealand dollar had weakened/strengthened by 10 per cent against the currencies with which the Group has foreign currency risk with all other variables held constant.

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Profit or loss				
Strengthened by 10 per cent	(30.9)	(43.4)	-	-
Weakened by 10 per cent	30.9	23.5	-	-
Equity				
Strengthened by 10 per cent	(3.6)	(0.8)	-	-
Weakened by 10 per cent	3.5	0.3	-	-

Significant assumptions used in the foreign currency exposure sensitivity analysis include:

Reasonably possible movements in foreign exchange rates were determined based on a review of the last two years' historical movements. A movement of plus or minus 10% has therefore been applied to the AUD/NZD and GBP/NZD exchange rates to demonstrate the sensitivity of foreign currency risk of the company's investment in foreign operations and associated derivative financial instruments. The sensitivity was calculated by taking the AUD and GBP spot rate as at balance date, moving this spot rate by plus and minus 10% and then reconverting the AUD and GBP with the 'new spot-rate'. This methodology reflects the translation methodology undertaken by the Group.

Unhedged foreign currency exposures

At balance date the Group has the following unhedged exposure to foreign currency risk arising on foreign currency monetary assets and liabilities that fall due within the next twelve months:

	Consolidated		Parent	
	2012 Millions	2011 Millions	2012 Millions	2011 Millions
<i>Cash, short term deposits and trade receivables</i>				
Great British Pounds (GBP)	1.6	4.9	-	-
Australian Dollars (AUD)	215.7	216.6	-	-
<i>Bank overdraft, bank debt and accounts payable</i>				
Great British Pounds (GBP)	2.5	0.7	-	-
Australian Dollars (AUD)	129.1	253.1	-	-

Energy Price Risk

Energy Price Risk is the risk that results will be impacted by fluctuations in spot energy prices. The Group meets its energy sales demand by purchasing energy on spot markets, physical deliveries and financial derivative contracts. This exposes the Group to fluctuations in the spot and forward price of energy. The Group has entered into a number of energy hedge contracts to reduce the energy price risk from price fluctuations. These hedge contracts establish the price at which future specified quantities of energy are purchased and settled. Any resulting differential to be paid or received is recognised as a component of energy costs through the term of the contract. The Group has elected to apply cash flow hedge accounting to those instruments it deems material and which qualify as cash flow hedges.

	Consolidated		Parent	
	2012	2011	2012	2011
At balance date the aggregate notional volume of outstanding energy derivatives were:				
Electricity (GWh)	3,806	5,491	-	-
Oil (barrels)	-	24,000	-	-
Fair value of energy derivatives (\$m)	5.0	(56.8)	-	-

As at 31 March 2012, the Group had energy contracts outstanding with various maturities up to December 2015. The hedged anticipated energy purchase transactions are expected to occur continuously throughout the contract period from balance sheet date consistent with the Group's forecast energy generation and retail energy sales. Gains and losses recognised in the cash flow hedge reserve on energy derivatives as of 31 March 2012 will be continuously released to the income statement in each period in which the underlying purchase transactions are recognised in the profit or loss.

The termination dates for the energy derivatives are as follows:	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Between 0 to 1 year	409.6	348.8	-	-
Between 1 to 2 years	92.1	136.1	-	-
Between 2 to 5 years	48.2	4.3	-	-
Over 5 years	-	-	-	-
	549.9	489.2	-	-

Energy price sensitivity analysis

The following table shows the impact on post-tax profit and equity of an increase/decrease in the relevant forward electricity prices with all other variables held constant.

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Profit or loss				
10% decrease in energy forward prices	(1.5)	(9.0)	-	-
10% increase in energy forward prices	2.1	10.0	-	-
Equity				
10% decrease in energy forward prices	(5.3)	5.8	-	-
10% increase in energy forward prices	5.3	(5.8)	-	-

FAIR VALUES

The fair values of financial assets and liabilities, together with the carrying amounts shown in the statement of financial position, are as follows. The carrying amount of financial assets and financial liabilities recorded in the financial statements is their fair value, with the exception of debt held at amortised cost.

Asset and liability fair value classification

2012	Designated Fair Value \$Millions	Financial assets at amortised cost \$Millions	Total carrying amount \$Millions	Fair value \$Millions
Assets				
Other investments, including derivatives	24.1	10.4	34.5	34.5
Cash and cash equivalents	-	104.3	104.3	104.3
Trade receivables	-	291.3	291.3	291.3
Total assets	24.1	406.0	430.1	430.1
Liabilities				
Bonds	-	1,574.8	1,574.8	1,530.4
Loans and other borrowings	-	835.7	835.7	835.7
Derivative financial instruments	93.2	-	93.2	93.2
Accounts payable	-	192.9	192.9	192.9
Total liabilities	93.2	2,603.4	2,696.6	2,652.2

2011	Designated Fair Value \$Millions	Financial assets at amortised cost \$Millions	Total carrying amount \$Millions	Fair value \$Millions
Assets				
Other investments, including derivatives	11.9	9.7	21.6	21.6
Cash and cash equivalents	-	157.5	157.5	157.5
Trade receivables	-	287.9	287.9	287.9
Total assets	11.9	455.1	467.0	467.0
Liabilities				
Bonds	-	1,576.4	1,576.4	1,521.5
Loans and other borrowings	-	805.5	805.5	805.5
Derivative financial instruments	127.3	-	127.3	127.3
Accounts payable	-	189.1	189.1	189.1
Total liabilities	127.3	2,571.0	2,698.3	2,643.4

The carrying value of derivative financial assets and liabilities recorded in the statement of financial position are as follows:

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Assets				
Derivative financial instruments - energy	10.1	3.8	-	-
Derivative financial instruments - foreign exchange	9.3	3.3	-	-
Derivative financial instruments - interest rate	4.7	4.8	-	-
	24.1	11.9	-	-
<i>Split as follows:</i>				
Current	18.0	4.6	-	-
Non-current	6.1	7.3	-	-
	24.1	11.9	-	-
Liabilities				
Derivative financial instruments - energy	5.1	60.6	-	-
Derivative financial instruments - foreign exchange	2.7	21.3	-	-
Derivative financial instruments - interest rate	85.4	45.4	23.2	9.6
	93.2	127.3	23.2	9.6
<i>Split as follows:</i>				
Current	8.2	70.8	-	-
Non-current	85.0	56.5	23.2	9.6
	93.2	127.3	23.2	9.6
Net Assets/(Liabilities)				
Derivative financial instruments - energy	5.0	(56.8)	-	-
Derivative financial instruments - foreign exchange	6.6	(18.0)	-	-
Derivative financial instruments - interest rate	(80.7)	(40.6)	(23.2)	(9.6)
	(69.1)	(115.4)	(23.2)	(9.6)
<i>Split as follows:</i>				
Current	9.8	(66.2)	-	-
Non-current	(78.9)	(49.2)	(23.2)	(9.6)
	(69.1)	(115.4)	(23.2)	(9.6)

Estimation of fair values

The fair values and net fair values of financial assets and financial liabilities are determined as follows:

- The fair value of financial assets and liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.
- The fair value of other financial assets and liabilities are calculated using market-quoted rates based on discounted cash flow analysis.
- The fair value of derivative financial instruments are calculated using quoted prices. Where such prices are not available, use is made of discounted cash flow analysis using the applicable yield curve or available forward price data for the duration of the instruments.

Where the fair value of a derivative is calculated as the present value of the estimated future cash flows of the instrument, the two key types of variables used by the valuation techniques are:

- forward price curve (for the relevant underlying interest rates, foreign exchange rates or commodity prices); and
- discount rates.

Valuation Input	Source
Interest rate forward price curve	Published market swap rates
Foreign exchange forward prices	Published spot foreign exchange rates
Electricity forward price curve	Market quoted prices where available and management's best estimate based on its view of the long run marginal cost of new generation where no market quoted prices are available.
Discount rate for valuing interest rate derivatives	Published market interest rates as applicable to the remaining life of the instrument.
Discount rate for valuing forward foreign exchange contracts	Published market rates as applicable to the remaining life of the instrument.
Discount rate for valuing electricity price derivatives	Assumed counterparty cost of funds ranging from 4.0% to 4.3% (2011: 4.0% to 4.9%)

The selection of variables requires significant judgement and therefore there is a range of reasonably possible assumptions in respect of these variables that could be used in estimating the fair value of these derivatives. Maximum use is made of observable market data when selecting variables and developing assumptions for the valuation techniques.

Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities **(level 1)**
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) **(level 2)**
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) **(level 3)**.

The following tables present the Group's and Parent's financial assets and liabilities that are measured at fair value.

CONSOLIDATED

2012

	Level 1 \$Millions	Level 2 \$Millions	Level 3 \$Millions	Total \$Millions
Assets per the statement of financial position				
Derivative financial instruments - energy	0.1	1.6	8.4	10.1
Derivative financial instruments - foreign exchange	-	9.3	-	9.3
Derivative financial instruments - interest rate	-	4.7	-	4.7
Total	0.1	15.6	8.4	24.1
Liabilities per the statement of financial position				
Derivative financial instruments - energy	0.4	-	4.7	5.1
Derivative financial instruments - foreign exchange	0.1	2.6	-	2.7
Derivative financial instruments - interest rate	-	85.4	-	85.4
Total	0.5	88.0	4.7	93.2

2011	Level 1 \$Millions	Level 2 \$Millions	Level 3 \$Millions	Total \$Millions
Assets per the statement of financial position				
Derivative financial instruments - energy	-	0.3	3.5	3.8
Derivative financial instruments - foreign exchange	-	3.3	-	3.3
Derivative financial instruments - interest rate	-	4.8	-	4.8
Total	-	8.4	3.5	11.9
Liabilities per the statement of financial position				
Derivative financial instruments - energy	31.4	10.7	18.5	60.6
Derivative financial instruments - foreign exchange	-	21.3	-	21.3
Derivative financial instruments - interest rate	-	45.4	-	45.4
Total	31.4	77.4	18.5	127.3
PARENT				
2012	Level 1 \$Millions	Level 2 \$Millions	Level 3 \$Millions	Total \$Millions
Assets per the statement of financial position				
Derivative financial instruments - interest rate	-	-	-	-
Total	-	-	-	-
Liabilities per the statement of financial position				
Derivative financial instruments - interest rate	-	23.2	-	23.2
Total	-	23.2	-	23.2
2011				
2011	Level 1 \$Millions	Level 2 \$Millions	Level 3 \$Millions	Total \$Millions
Assets per the statement of financial position				
Derivative financial instruments - interest rate	-	-	-	-
Total	-	-	-	-
Liabilities per the statement of financial position				
Derivative financial instruments - interest rate	-	9.6	-	9.6
Total	-	9.6	-	9.6

The following table reconciles the movements in level 3 for measurement of the fair value hierarchy.

	2012 \$Millions Gas contracts treated as derivatives	2012 \$Millions Electricity price derivatives	2012 \$Millions Total
Assets per the statement of financial position			
Opening balance	-	3.5	3.5
Fx movement on opening balance	-	(0.1)	(0.1)
Gains and (losses) recognised in profit or loss	-	(3.6)	(3.6)
Gains and (losses) recognised in other comprehensive income	-	8.6	8.6
Closing balance	-	8.4	8.4
Total gains or (losses) for the period included in profit or loss for assets held at the end of the reporting period	-	3.2	3.2
Liabilities per the statement of financial position			
Opening balance	-	18.5	18.5
Fx movement on opening balance	-	-	-
(Gains) and losses recognised in profit or loss	-	(22.4)	(22.4)
(Gains) and losses recognised in other comprehensive income	-	8.6	8.6
Closing balance	-	4.7	4.7
Total (gains) or losses for the period included in profit or loss for liabilities held at the end of the reporting period	-	(5.6)	(5.6)
Settlements during the year	-	7.9	7.9
2011			
	2011 \$Millions Gas contracts treated as derivatives	2011 \$Millions Electricity price derivatives	2011 \$Millions Total
Assets per the statement of financial position			
Opening balance	-	18.5	18.5
Fx movement on opening balance	-	-	-
Gains and (losses) recognised in profit or loss	-	1.4	1.4
Gains and (losses) recognised in other comprehensive income	-	(16.4)	(16.4)
Closing balance	-	3.5	3.5
Total gains or (losses) for the period included in profit or loss for assets held at the end of the reporting period	-	3.2	3.2
Liabilities per the statement of financial position			
Opening balance	2.2	2.1	4.3
Fx movement on opening balance	-	(0.1)	(0.1)
(Gains) and losses recognised in profit or loss	(2.2)	0.9	(1.3)
(Gains) and losses recognised in other comprehensive income	-	15.6	15.6
Closing balance	-	18.5	18.5
Total (gains) or losses for the period included in profit or loss for liabilities held at the end of the reporting period	-	1.9	1.9
Settlements during the year	(2.2)	26.4	24.2

Gas contracts treated as derivatives

The favourable and unfavourable effects of using reasonably possible alternative assumptions for fair value derivative assets and liabilities have been calculated by adjusting the unobservable model inputs in the models at 31 March 2012. The unobservable input in gas is an available market price.

Electricity price derivatives

Electricity price derivatives are classified within level 3 of the fair value hierarchy because the assumed location factors which are used to adjust the forward price path are unobservable.

Capital management

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

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

The Group's capital includes share capital, reserves, retained earnings and non controlling interests of the Group. From time to time the Group purchases its own shares on the market with the timing of these purchases dependent on market prices and an assessment of value for shareholders. Primarily the shares are intended to be held as treasury stock and may be reissued under the Dividend Reinvestment Plan or cancelled. There were no changes in the Group's approach to capital management during the year. The Company and the Group's borrowings are subject to certain compliance ratios relevant to the facility agreements or the trust deed applicable to the borrowings.

The Group seeks to ensure that no more than 25% of its non-bank debt is maturing in any one year period, and to spread the maturities of its bank debt between one and five years, with no more than 35% of facilities maturing in any six month period. Discussions on refinancing of bank debt facilities will normally commence at least six months before maturity with facility terms agreed at least two months prior to maturity. Bank facilities are maintained with AA- (2011: AA) or above rated financial institutions, with a minimum number of bank counterparties to ensure diversification. The Group manages its interest rate profile so as to minimise value volatility. This means having interest costs fixed for extended terms. At times when long rates appear to be sustainably high, the profile may be shortened, and when rates are low the profile may be lengthened.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital.

- Net debt is calculated as total borrowings less short term deposits.
- Total capital funding is calculated as total equity as shown in the statement of financial position plus net debt.

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Net debt				
Bank debt	799.5	756.8	-	-
Vendor financing	36.2	48.7	-	-
Infrastructure bonds	618.9	619.9	618.9	619.9
Perpetual Infratil infrastructure bonds	232.7	234.9	232.7	234.9
Wellington International Airport bonds	248.7	248.3	-	-
TrustPower bonds	474.5	473.3	-	-
less: Cash and cash equivalents	(104.3)	(157.5)	-	-
	2,306.2	2,224.4	851.6	854.8
Equity				
Total equity	2,006.6	1,842.9	634.7	657.1
	2,006.6	1,842.9	634.7	657.1
Total capital funding	4,312.8	4,067.3	1,486.3	1,511.9
Gearing ratio	53%	55%	57%	57%

20) EMISSION RIGHTS

Kyoto Carbon Credits

The Group has received 1,476,000 (2011:1,476,000) tonnes of carbon emission rights from the New Zealand Government issued pursuant to the Kyoto protocol in relation to completed generation facilities. This represents the maximum rights based upon specified levels of generation output from the new facilities for the period 1 January 2008 to 31 December 2012 and is reliant on the on-going support of the Kyoto protocol and emission rights within the international community. The Group believes that it will be able to utilise 1,310,000 tonnes of these carbon emission rights. This potential revenue source is taken into consideration in the evaluation of generation development projects and in the valuation of the generation assets.

A contract has been signed with Electrabel, a European energy company, for the sale of 228,000 tonnes of carbon emission rights over five years from 2008-2012. This sale is dependent on the Group's Tararua Stage II wind farm producing a minimum level of output. A contract has been signed with The Kansai Electric Power Company, a Japanese energy company, for the sale of 300,000 tonnes of carbon emission rights over five years from 2008-2012. Further contracts have been signed covering emission rights generated over the same period. These sales are dependent on the Group's Tararua Stage III wind farm producing a minimum level of output.

	2012 (Tonnes CO ₂ -e) 000's	2011 (Tonnes CO ₂ -e) 000's
Kyoto Carbon Credits		
Balance at the beginning of the year	157	98
Rights earned during the year	222	227
Rights sold during the year	(192)	(168)
Rights unsold at end of the year	187	157

21) INVESTMENT IN SUBSIDIARIES AND ASSOCIATES

The significant companies of the Infratil Group and their activities are shown below:

The financial year-end of all the significant subsidiaries and associates is 31 March.

Subsidiaries	2012 Holding	2011 Holding	Principal activity	Country of incorporation
INVESTMENT ACTIVITIES				
New Zealand				
Infratil Investments Limited	100%	100%	Investment	New Zealand
Infratil Securities Limited	100%	100%	Investment	New Zealand
Infratil Gas Limited	100%	100%	Investment	New Zealand
Infratil 1998 Limited	100%	100%	Investment	New Zealand
NZ Airports Limited	100%	100%	Investment	New Zealand
Infratil Australia Limited	100%	100%	Investment	New Zealand
Infratil Finance Limited	100%	100%	Finance	New Zealand
Infratil UK Limited	100%	100%	Investment	New Zealand
Infratil Ventures Limited	100%	100%	Investment	New Zealand
Infratil Europe Limited	100%	100%	Investment	New Zealand
Swift Transport Limited	100%	100%	Investment	New Zealand
Infratil Energy Limited	100%	100%	Investment	New Zealand
Infratil Energy NZ Limited	100%	100%	Investment	New Zealand
Snapper Services Limited	100%	100%	Technology	New Zealand
Infratil No. 1 Limited	100%	100%	Investment	New Zealand
Infratil Infrastructure Property Limited	100%	100%	Property Investment	New Zealand
Infratil Outdoor Media Limited	100%	100%	Advertising	New Zealand
iSite Limited	100%	66%	Advertising	New Zealand
TRANSPORTATION ACTIVITIES				
New Zealand				
New Zealand Bus Finance Limited	100%	100%	Investment	New Zealand
New Zealand Bus Limited	100%	100%	Investment	New Zealand
Transportation Auckland Corporation Limited	100%	100%	Public transport	New Zealand
Wellington City Transport Limited	100%	100%	Public transport	New Zealand
North City Bus Limited	100%	100%	Public transport	New Zealand
Cityline (NZ) Limited	100%	100%	Public transport	New Zealand
AIRPORT ACTIVITIES				
New Zealand				
Wellington International Airport Limited	66%	66%	Airport	New Zealand
Wellington Airport Noise Treatment Limited (formerly Hush Kit Limited)	66%	66%	Airport	New Zealand
United Kingdom				
Infratil Airports Europe Limited	100%	100%	Asset holding	United Kingdom

Subsidiaries	2012 Holding	2011 Holding	Principal activity	Country of incorporation
Glasgow Prestwick Airport Limited	100%	100%	Airport	United Kingdom
Prestwick Airport Limited	100%	100%	Property	United Kingdom
Infratil Kent Facilities Limited	100%	100%	Property	United Kingdom
Infratil Kent Airport Limited	100%	100%	Airport	United Kingdom
The Airport Driving Range Company Limited	100%	100%	Property	United Kingdom
Prestwick Airport Infrastructure Limited	100%	100%	Property	United Kingdom
Prestwick Airport Property Limited	100%	100%	Property	United Kingdom
ENERGY ACTIVITIES				
New Zealand				
TrustPower Limited	50.7%	50.6%	Electricity retail and generation	New Zealand
Tararua Wind Power Limited	50.7%	50.6%	Asset holding	New Zealand
TrustPower Australia (New Zealand) Limited	50.7%	50.6%	Asset holding	New Zealand
TrustPower Insurance Limited	50.7%	50.6%	Insurance	New Zealand
Australia				
Direct Connect Australia Pty Limited	100%	100%	Utility connections	Australia
Emagy Pty Limited	100%	100%	Wholesale energy	Australia
Infratil Energy Australia Pty Limited	100%	100%	Wholesale energy/holding company	Australia
Lumo Energy (NSW) Pty Ltd	100%	100%	Electricity retailer	Australia
Lumo Energy (QLD) Pty Ltd	100%	100%	Electricity retailer	Australia
Lumo Energy (SA) Pty Ltd	100%	100%	Electricity retailer	Australia
Lumo Energy Australia Pty Limited	100%	100%	Electricity retailer	Australia
Lumo Energy Telecommunications Pty Ltd	100%	100%	Electricity retailer	Australia
Lumo Generation NSW Pty Limited	100%	100%	Electricity generation	Australia
Perth Energy Pty Limited	81.2%	81.2%	Electricity retailer	Australia
Sellicks Hill Wind Farm Pty Ltd	50.7%	50.6%	Generation development	Australia
Snowtown Wind farm Pty Ltd	50.7%	50.6%	Electricity generation	Australia
TFI Partners Pty Limited (formerly Infratil Energy Group Pty Limited)	100%	100%	Utility connections	Australia
TrustPower Australia Financing Partnership	50.7%	50.6%	Finance	Australia
TrustPower Australia Holdings Pty Ltd	50.7%	50.6%	Generation development	Australia
WA Power Exchange Pty Limited	81.2%	81.2%	Electricity retailer	Australia
Western Energy Pty Limited	81.2%	81.2%	Electricity generation	Australia
Associates				
Mana Coach Holdings Limited	26%	26%	Public Transport	New Zealand
Aotea Energy Holdings Limited	50%	50%	Fuels distribution and retailing	New Zealand

22) DEFINED CONTRIBUTION PLANS

The Company makes contributions to a number of defined contribution plans. During the year the amount recognised as an expense was \$6.1 million (2011: \$5.1 million).

23) LEASES

The Parent company is not party to and does not have any leases. The Group has receivables from operating leases relating to the lease of premises. These receivables expire as follows:

	Consolidated	
	2012 \$Millions	2011 \$Millions
<i>Operating lease receivables as lessor</i>		
Between 0 to 1 year	18.0	20.1
Between 1 to 2 years	15.4	16.8
Between 2 to 5 years	15.2	26.8
More than 5 years	4.8	5.8
	53.4	69.5

Electricity lease revenue during the year of \$33.6 million (2011 \$28.5 million), is revenue recognised in connection with Snowtown Wind Farm Pty Ltd.'s (a subsidiary of TrustPower) Power Purchase Agreement to sell 90% of all energy generated by the Snowtown Wind Farm to a significant Australian electricity retailer. This agreement has been deemed as an operating lease of the wind farm under NZ IFRS and all revenue under the contract accounted for as lease revenue. Because of the contract terms, in particular that the volume of energy supplied is variable dependent on the actual generation of the Snowtown Wind Farm, the future minimum payments under the term of the contract, that expires on 31 December 2018, are contingent in nature and therefore not able to be quantified.

The Group has commitments under operating leases relating to the lease of premises, the hire of plant and equipment, the lease of billboard and light-box sites and the lease of gas storage facilities. These commitments expire as follows:

<i>Operating lease commitments as lessee</i>		
Between 0 to 1 year	33.8	28.0
Between 1 to 2 years	32.9	29.1
Between 2 to 5 years	56.0	29.6
More than 5 years	41.6	35.6
	164.3	122.3

The Group has leased certain items of its equipment under finance leases. The average lease term is 4 years. The minimum payments under the terms of the leases are as follows:

	Consolidated	
	2012 \$Millions	2011 \$Millions
<i>Gross finance lease liabilities - minimum lease payments</i>		
No later than 1 year	0.2	0.3
Later than 1 year and no later than 5 years	0.4	0.8
	0.6	1.1
Future finance charges on finance leases	(0.2)	(0.3)
Present value of finance lease liabilities	0.4	0.8
<i>The present value of finance lease liabilities is as follows:</i>		
No later than 1 year	0.1	0.2
Later than 1 year and no later than 5 years	0.3	0.6
Present value of finance lease liabilities	0.4	0.8

24) RECONCILIATION OF NET SURPLUS WITH CASH FLOW FROM OPERATING ACTIVITIES

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Net surplus for the year	127.0	119.6	50.8	89.8
<i>(Gain)/Less items classified as investing activity</i>				
(Gain)/loss on investment realisations and impairments	21.5	32.5	398.9	(0.4)
<i>Add items not involving cash flows</i>				
Movement in financial derivatives taken to the profit or loss	(19.2)	3.9	13.6	4.8
Decrease in deferred tax liability excluding transfers to reserves	(0.5)	40.3	-	-
Changes in fair value of investment properties	0.2	2.4	-	-
Equity accounted earnings of associate net of distributions received	(22.8)	(102.0)	-	-
Non cash movements in advance to subsidiaries	-	-	(151.2)	(141.6)
Depreciation	110.8	94.2	-	-
Movement in provision for bad debts	14.1	18.5	-	-
Amortisation	27.3	24.2	-	-
Other	11.4	7.9	1.0	0.1
<i>Movements in working capital</i>				
Change in receivables	(85.9)	(21.0)	-	2.1
Change in inventories	(13.6)	(4.6)	-	-
Change in trade payables	17.3	(29.0)	9.1	(1.2)
Change in accruals and other liabilities	21.1	0.7	-	-
Change in current and deferred taxation	(12.3)	(9.1)	3.2	-
Net cash flow from operating activities	196.4	178.5	325.4	(46.4)

25) KEY MANAGEMENT PERSONNEL DISCLOSURES

Key management personnel have been defined as the Chief Executives and direct reports for the Group's operating subsidiaries (excluding non-executive Directors).

Key management personnel remuneration comprised:	Consolidated	
	2012 \$Millions	2011 \$Millions
Short-term employee benefits	16.6	15.1
Post employment benefits	-	0.3
Termination benefits	0.3	0.3
Other long-term benefits	2.6	1.6
Share based payments	-	-
	19.5	17.3

Directors fees paid to directors of Infratil Limited and its subsidiaries during the year were \$2.4 million (2011: \$2.7 million).

See also management fees paid to Infratil's manager in the Related parties and Management fee to Morrison & Co Infrastructure Management Limited ('MCIM') notes.

26) SHARE SCHEME

Infratil Executive Redeemable Share Scheme

During the year selected key eligible executives and senior managers of Infratil and certain of its subsidiaries were invited to participate in the Infratil Executive Redeemable Share Scheme to acquire Executive Redeemable shares ("Executive Shares"). The Executive Shares have certain rights and conditions and cannot be traded until those conditions have been met. The Executive Shares confer no rights to receive dividends or other distributions or vote. Up to three million Executive Shares may be issued which will convert to ordinary shares after three years (other than in defined circumstances) provided that the issue price has been fully paid and vesting conditions have been met. The vesting conditions include share performance hurdles with minimum future share price targets which need to be achieved over the specified period. The number of shares that "vest" (or LTI bonus paid) is based on the share price performance over the relevant period of the Infratil ordinary shares. If the executive is still employed by the Group at the end of the specified period, provided the share performance hurdles are met the employee receives a long term incentive bonus (LTI) which must be used to repay the outstanding balance of the Executive Shares and the Executive Shares are then converted to fully paid ordinary shares of Infratil.

287,500 Infratil Executive Redeemable Shares were granted at a price of \$1.8403 on 7 December 2011 (2011: 535,000 shares at \$1.8732 on 6 December 2010), at the volume weighted average market price over the 20 business days immediately preceding the date on which the shares were issued to each executive. One cent per Executive Share was paid up in cash by the executive with the balance of the issue price payable when the executive becomes eligible to receive the long term incentive bonus. The fair value of Executive Shares at the grant date was estimated using the following weighted average assumptions:

Year ended 31 March	Consolidated	
	2012	2011
Risk-free interest rate	6%	6%
Cost of equity	14%	14%
Expected stock price volatility	25-30%	25-30%
Mean estimate of price	\$3.087	\$3.087
Present value of expected dividends	\$0.294	\$0.174
Adjustment for lack of transferability	35%	35%
Forecast returns to Shareholders	12%	12%

Executive Shares are valued based on the market price at date of grant adjusted for dividends that are not received. Volatility is based on historic volatility in Infratil's share price. The performance hurdles noted above are included in the valuation model used in determining the fair value of options issued during the year. In the event that there is a consolidation or subdivision of the ordinary shares, then the number of Executive Shares offered will increase (or decrease as the case may be) and the issue price will decrease (or increase respectively) in the same proportion. In the event of an offer for the ordinary shares of the company, the LTI bonus determination date will be accelerated to the date the offer becomes unconditional. The carrying amount of the liability for the long term incentive bonus at 31 March 2012 was \$0.2 million (2011: \$0.2 million).

Infratil Staff Share Purchase Scheme

In 2008 Infratil commenced a staff share purchase scheme (the "Staff Share Scheme"). Under the Staff Share Scheme participating employees have a beneficial title to the ordinary shares, which are held by a trustee company. The loan in respect of the shares is repayable over a period of three years. Upon repayment of the loan and three years' service by the participating employee, the ordinary shares will transfer from the trustee company to the participating employee, and the shares become unrestricted. Other than in exceptional circumstances, the length of the retention period before the shares vest is three years during which time the ordinary shares cannot be sold or disposed of.

The balance of the loans owing by the Group to the Trustee at 31 March 2012 is \$0.2 million (2011: \$0.2 million).

Shares acquired under the Staff Share Purchase Scheme are as follows:

Effective date	Balance at 1 April Held on Trust	Issued during period	Withdrawals from scheme during year	Shares transferred to employees	Balance at 31 March held on Trust
	No.	No.	No.	No.	No.
Opening balance 1 April 2011	351,957				351,957
13/12/2011 (issue price \$1.63)		77,267			429,224
Closing balance 31 March 2012			(31,035)	(148,668)	249,521
Opening balance 1 April 2010	284,848				284,848
20/12/2010 (issue price \$1.69)		94,423			379,271
Closing balance 31 March 2011			(27,314)	-	351,957

The total charge recognised in the profit and loss for the schemes in the 2012 year was \$0.3 million (2011: \$0.3 million).

27) SEGMENT ANALYSIS

Reportable segments of the Group, as at 31 March, are analysed by significant businesses. The Group has six reportable segments, as described below.

TrustPower is our renewable generation investment, Wellington International Airport is our Wellington Airport Investment, NZ Bus is our transportation investment, Infratil Energy Australia (including Perth Energy) is our non renewable generation investment and Infratil Airports Europe is our UK Airport Investment. Corporate includes, other investments less financing, management and other corporate costs. The principal investment in corporate is the interest in Z Energy.

	TrustPower New Zealand \$Millions	Wellington Airport New Zealand \$Millions	NZ Bus New Zealand \$Millions	Infratil Energy Australia \$Millions	Infratil Airports Europe Discontinued UK \$Millions	All other segments and corporate New Zealand \$Millions	Eliminations \$Millions	Total \$Millions
2012								
Segment revenue - total	807.1	109.1	219.8	1,008.9	44.4	35.4	(44.4)	2,180.3
Share of earnings of Associate Companies	-	-	-	-	-	52.3	-	52.3
Inter-segment revenue	-	-	(1.0)	-	-	(12.7)	-	(13.7)
Segment revenue - external	807.1	109.1	218.8	1,008.9	44.4	75.0	(44.4)	2,218.9
EBITDAF	300.1	76.3	46.0	64.5	(11.9)	33.3	11.9	520.2
Interest revenue	0.9	0.2	0.1	2.4	-	24.7	(23.5)	4.8
Interest expense	(63.9)	(19.4)	(7.4)	(27.3)	(2.7)	(94.8)	23.5	(192.0)
Depreciation and amortisation	(58.2)	(19.1)	(21.0)	(30.8)	(4.4)	(4.6)	4.4	(133.7)
Financial derivative fair value movements	(7.5)	(9.6)	-	40.1	-	(3.8)	-	19.2
Realisations	-	7.5	-	-	-	4.7	(6.6)	5.6
Impairment losses	(0.4)	-	(0.9)	-	(26.0)	-	26.0	(1.3)
Taxation expense	(39.3)	(5.1)	(3.2)	(14.8)	5.1	4.0	(5.1)	(58.4)
Segment result	131.7	30.8	13.6	34.1	(39.9)	(36.5)	30.6	164.4
Equity accounted investment in associates	-	-	-	-	-	333.4	-	333.4
Total non current assets (excluding financial instruments and deferred tax)	2,744.9	781.5	257.3	490.9	85.1	391.7	(85.1)	4,666.3
Total assets	2,904.5	794.7	274.6	787.6	89.5	442.5	-	5,293.4
Total liabilities	1,224.3	386.4	83.7	325.7	26.0	1,240.7	-	3,286.8
Capital expenditure/investment (including accruals)	48.5	22.2	63.7	22.1	6.9	8.6	-	171.9
2011								
Segment revenue - total	766.0	114.7	203.9	897.2	43.0	16.3	(43.0)	1,998.1
Share of earnings of Associate Companies	-	-	-	-	-	115.8	-	115.8
Inter-segment revenue	-	-	(3.0)	-	-	(10.0)	-	(13.0)
Segment revenue - external	766.0	114.7	200.9	897.2	43.0	122.1	(43.0)	2,100.9
EBITDAF	274.4	72.2	40.2	55.0	(11.3)	89.8	11.3	531.6
Interest revenue	0.9	0.7	-	1.8	-	25.9	(24.4)	4.9
Interest expense	(62.7)	(18.0)	(8.3)	(18.8)	(3.3)	(86.3)	24.7	(172.7)
Depreciation and amortisation	(54.9)	(15.5)	(17.9)	(19.3)	(7.5)	(3.3)	7.5	(110.9)
Financial derivative fair value movements	0.1	(12.5)	-	45.5	-	(37.0)	-	(3.9)
Realisations	-	(0.3)	(0.7)	-	-	0.5	-	(0.5)
Impairment losses	-	-	-	-	(34.4)	-	34.4	-
Taxation expense	(45.4)	(26.6)	1.4	(19.3)	6.0	8.5	(6.0)	(81.4)
Segment result	112.4	-	14.7	44.9	(50.5)	(1.9)	47.5	167.1
Equity accounted investment in associates	-	-	-	-	-	314.0	-	314.0
Total non current assets (excluding financial instruments and deferred tax)	2,583.5	703.4	216.0	518.9	116.9	371.4	-	4,510.1
Total assets	2,714.4	749.9	235.3	798.0	123.5	412.0	-	5,033.1
Total liabilities	1,187.0	385.8	45.0	353.4	32.3	1,186.7	-	3,190.2
Capital expenditure/investment (including accruals)	108.5	15.6	16.5	116.1	6.6	212.0	-	475.3

Entity wide disclosure - geographical

The Group operates in three principal areas, New Zealand, Australia and the United Kingdom. The group's geographical segments are based on the location of both customers and assets.

	New Zealand \$Millions	Australia \$Millions	United Kingdom \$Millions	Eliminations \$Millions	Total \$Millions
2012					
Segment revenue - total	1,173.4	1,045.2	44.4	(44.4)	2,218.6
Share of earnings of Associate Companies	0.3	-	-	-	0.3
Inter-segment revenue	-	-	-	-	-
Segment revenue - external	1,173.7	1,045.2	44.4	(44.4)	2,218.9
EBITDAF	432.9	87.3	(11.9)	11.9	520.2
Interest revenue	18.2	2.8	-	(16.2)	4.8
Interest expense	(163.4)	(42.1)	(2.7)	16.2	(192.0)
Depreciation and amortisation	(89.1)	(44.6)	(4.4)	4.4	(133.7)
Financial derivative fair value movements	(15.2)	34.4	-	-	19.2
Realisations	12.2	-	-	(6.6)	5.6
Impairment losses	(1.3)	-	(26.0)	26.0	(1.3)
Taxation expense	(48.5)	(9.9)	5.1	(5.1)	(58.4)
Segment result	145.8	27.9	(39.9)	30.6	164.4
Equity accounted investment in associates	333.4	-	-	-	333.4
Non current assets (excluding financial instruments and deferred tax)	3,836.0	830.3	85.1	(85.1)	4,666.3
Total assets	4,055.4	1,148.5	89.5	-	5,293.4
Total liabilities	2,705.5	555.3	26.0	-	3,286.8
Capital expenditure/investment (including accruals)	137.8	27.2	6.9	-	171.9
2011					
Segment revenue - total	1,057.1	928.0	43.0	(43.0)	1,985.1
Share of earnings of Associate Companies	115.8	-	-	-	115.8
Inter-segment revenue	-	-	-	-	-
Segment revenue - external	1,172.9	928.0	43.0	(43.0)	2,100.9
EBITDAF	454.5	77.1	(11.3)	11.3	531.6
Interest revenue	19.0	2.1	-	(16.2)	4.9
Interest expense	(152.1)	(33.8)	(3.3)	16.5	(172.7)
Depreciation and amortisation	(83.0)	(27.9)	(7.5)	7.5	(110.9)
Financial derivative fair value movements	(50.1)	46.2	-	-	(3.9)
Realisations	(0.5)	-	-	-	(0.5)
Impairment losses	-	-	(34.4)	34.4	-
Taxation expense	(64.0)	(17.4)	6.0	(6.0)	(81.4)
Segment result	123.8	46.3	(50.5)	47.5	167.1
Equity accounted investment in associates	314.0	-	-	-	314.0
Non current assets (excluding financial instruments and deferred tax)	3,537.7	828.5	116.9	-	4,483.1
Total assets	3,756.5	1,153.1	123.5	-	5,033.1
Total liabilities	2,574.7	583.2	32.3	-	3,190.2
Capital expenditure/investment (including accruals)	352.0	116.7	6.6	-	475.3

The group has no significant reliance on any one customer.

28) CAPITAL COMMITMENTS

<i>Capital commitments</i>	Consolidated	
	2012 \$Millions	2011 \$Millions
Committed but not contracted for	2.5	2.7
Contracted but not provided for	38.4	53.8
	40.9	56.5

29) CONTINGENT LIABILITIES

No subsidiaries have outstanding letters of credit to suppliers at 31 March 2012 (2011: \$0.3 million). Certain subsidiaries have performance bonds totalling \$4.2 million (2011: \$5.3 million).

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.

The Company has a contingent liability under the management agreement with MCIM in the event that the Group sells its international or venture capital fund assets or valuation of the assets exceeds the performance thresholds set out in the management agreement.

The Company and Group have provided guarantees in the ordinary course of business to certain of its energy and trading suppliers.

The Company has agreed to guarantee certain obligations of Infratil Trustee Limited, a related party, that is the Trustee to the Infratil Staff Share Scheme. The amount of the guarantee is limited to the loans provided to the employees.

During 2007 the European Commission opened formal investigations into alleged state aid in relation to Lübeck airport (owned and operated by Flughafen Lübeck GmbH, one of the Group's subsidiaries at that time). In 2009 Infratil exercised a put option and sold its interest in Lübeck airport back to the City of Lübeck. Lübeck is one of eight airports in Germany in relation to which the European Commission has opened formal state aid investigations. Infratil understands a significant number of airports elsewhere in the European Union are also under investigation. Three of the four matters being investigated since 2007 do not relate to Infratil Airports Europe Limited ("IAEL"), but to the financing of the airport by the City of Lübeck and to arrangements with Ryanair which were entered into prior to the sale of the airport to the Infratil Airports Europe Limited ("IAEL"). The fourth relates to the price IAEL paid when it purchased Flughafen Lübeck GmbH. The European Commission appears to have prioritised the long running German airport investigations. In February, the investigation was formally extended to include the put option arrangements as well. It is possible that the Commission's findings will be made by the end of 2012 or early in 2013. IAEL, Flughafen Lübeck GmbH, Ryanair, the Hanseatic City of Lübeck, and the government of the Federal Republic of Germany continue to work to refute the allegations of state aid. IAEL maintains its position that the purchase of 90 % in Flughafen Lübeck GmbH which was the result of an open, unconditional and transparent tender process in 2005, and the put option arrangements, cannot, by their very nature and the circumstances they were agreed on, involve state aid. IAEL continues to be confident that it will be able to demonstrate this to the Commission and, if necessary, the European Court of Justice. If IAEL was found to have received state aid, it would be required to refund the state aid received, together with interest. As the directors cannot predict with any degree of certainty the outcome of the above matter, it is not possible to assess accurately the quantum of any financial cost to the Group.

Bank guarantees totalling \$31.5 million (2011: \$35.6 million) have been issued to a range of counterparties to facilitate trading in the various energy markets and related transmission networks. These guarantees have the benefit of a Deed of Negative Pledge, Subordination and Guarantee from Infratil Limited and its wholly owned guaranteeing subsidiaries.

Inland Revenue is currently disputing the tax treatment adopted by TrustPower in relation to feasibility expenditure in the 2006, 2007 and 2008 financial years. Inland Revenue has now issued assessments for the 2006, 2007 and 2008 financial years. These assessments are consistent with the adjudication report previously issued by Inland Revenue and now allow a deduction for certain categories of expenditure which were previously disputed by Inland Revenue but contend that the costs of obtaining resource consents should have been capitalised. The assessments are based on Inland Revenue's determination of what should be considered resource consent costs. TrustPower does not agree with the basis of the assessments. It continues to believe the tax treatment it has adopted is correct and continues to defend its position. Should Inland Revenue be completely successful in its claim for all three years, the resulting liability would give rise to an additional tax payment of \$5.9 million and interest expense of \$2.8 million. Based on the principle of the assessments, TrustPower would need to revise its policy for capitalising the costs of resource consents for tax purposes in the 2009 and future years. This would give rise to a further estimated tax payment of \$4.1 million and interest expense of \$0.8 million in respect of the 2009, 2010, 2011 and 2012 years. This would primarily result in a balance sheet adjustment in the financial statements as most resource consents are depreciable intangible property. The impact of these adjustments on the tax expense in the income statement is difficult to estimate but is unlikely to exceed \$3.3 million for all years up to 2012.

TrustPower has provided a guarantee to Rangitata Diversion Race Management Limited (RDR) to allow RDR to borrow funds to purchase land. The maximum amount TrustPower could be liable to pay is \$0.8 million (2011: \$0.8 million). This maximum liability would only be payable if RDR was unable to service its debt and was unable to sell the land.

Aotea Energy Holdings Limited has guaranteed an exposure of up to \$5.1 million to a financier of one of its associate companies. Aotea Energy Holdings Limited is not expecting to be required to honour this guarantee.

30) EARNINGS PER SHARE

	2012 \$Millions	2011 \$Millions
Net surplus attributable to ordinary shareholders	51.6	64.5
Basic earnings per share:	cps	cps
Basic earnings per share (cps)	8.6	10.8
Weighted average number of ordinary shares		
	2012 Millions	2011 Millions
Issued ordinary shares at 1 April	602.8	567.7
Effect of new shares issued	-	-
Effect of issue of partly paid shares	-	-
Effect of shares issued through warrant exercise	-	32.9
Effect of shares issued through dividend reinvestment plan	1.5	2.0
Effect of shares bought back	(6.1)	(4.8)
Weighted average number of ordinary shares at end of year	598.2	597.8
Diluted earnings per share recognising warrants on issue	cps	cps
Diluted earnings per share (cps)	8.6	10.7
Weighted average number of ordinary shares (diluted)	Millions	Millions
Weighted average ordinary shares (calculated above)	598.2	597.8
Effect of warrants on issue during the period	-	5.2
Weighted average number of ordinary shares at end of year (diluted)	598.2	603.0

The net surplus attributable to Parent company shareholders is the same for the calculation of Basic and Diluted earnings per share. The average market value of the Company's shares for the purposes of calculating the dilutive effect of share options was based on quoted market prices for the year that the warrants were outstanding.

31) 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. Transactions undertaken with Group companies have been entered into on an arm's length commercial basis.

Morrison & Co Infrastructure Management Limited ("MCIM") is the management company for the Company. MCIM received management fees and incentive fees in accordance with the management agreement of \$18.3 million and nil (excluding GST) respectively (2011: \$17.7 million and \$5.9 million excluding GST). \$1.8million (excluding GST) is included in trade creditors (2011: \$1.3 million excluding GST) at 31 March 2012. \$0.3 million of the total management fees during the year (2011: \$0.6 million) were paid by Infratil Airports Europe Limited and are included with the result from discontinued operations.

MCIM is owned by H.R.L. Morrison & Co Group Limited ("MCO"). Messrs M Bogoievski and D P Saville are directors of the Company, and Mr Muh (an alternate director) is also a Director and executive of MCO. Mr Bogoievski is Chief Executive Officer of MCO. Entities associated with Mr Saville, Mr Bogoievski and Mr Muh own shares in MCO.

Other fees paid by the Group to MCIM, MCO or its related parties are:

	Consolidated		Parent	
	2012 \$Millions	2011 \$Millions	2012 \$Millions	2011 \$Millions
Consulting	1.4	0.3	-	-
Financial management, accounting, treasury, compliance and administrative services	1.0	1.0	1.0	1.0
Risk management reporting	0.2	0.3	-	-
Investment banking services	0.6	1.1	0.5	0.9
Total other fees and services	3.2	2.7	1.5	1.9

Employees of MCO, or MCO received directors fees from the Company's subsidiaries or associated companies as follows:

	2012	2011
Wellington International Airport	NZD 89,469	NZD 82,583
Infratil Airports Europe	GBP 60,208	GBP 82,291
NZ Bus	NZD 155,625	NZD 152,500
Lumo Energy	AUD 259,463	AUD 255,000
TrustPower	NZD 220,000	NZD 220,000
Infratil Energy Australia	AUD 66,996	AUD 65,000
Snapper Services	NZD 65,500	NZD 65,000
Aotea Energy Holdings and subsidiaries	NZD 205,000	NZD 160,000
iSite Limited	NZD 45,307	-

Parent Company advances

Advances due from subsidiary companies are repayable on demand and are at interest rates up to 11.4% (2011: 12%).

Note 21 identifies significant group entities and associates in which Infratil has an interest. All of these entities are related parties of the Company.

Advances

The Group has made loans to Infratil Trustee Company Limited of \$0.2 million (2011: \$0.2 million) in relation to the Infratil Staff Share Purchase Scheme.

32) MANAGEMENT FEE TO MORRISON & CO INFRASTRUCTURE MANAGEMENT LIMITED ('MCIM')

The management fee to MCIM comprises a number of different components:

A New Zealand base management fee is paid on the "New Zealand Company Value" at the rates of 1.125% per annum on New Zealand Company value up to \$50 million. 1.0% per annum on the New Zealand Company Value between \$50 million and \$150 million, and 0.80% per annum on the New Zealand Company Value above \$150 million. The New Zealand Company Value is:

- the Company's market capitalisation as defined in the management agreement (i.e. the aggregated market value of the Company's listed securities, being ordinary shares, partly paid shares, infrastructure bonds and warrants);
- 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
- plus/minus an adjustment for foreign exchange gains or losses related to non-New Zealand investments.

An international fund management fee is paid at the rate of 1.50% per annum on:

- the cost price of any non-Australasian investments; plus
- the book value of the debt in any wholly owned non-Australasian investments.

The investment in the Glasgow Prestwick group of companies is treated as an investment in a New Zealand asset for management fee purposes.

- An international fund incentive fee is payable at the rate of 20% of gains on the international (including Australian) assets in excess of 12% per annum post tax.
- A venture capital fund management fee is payable, at the rate of 2% per annum on investment entities with values up to \$7.5 million and 1.2% per annum on investment entities with values over \$7.5 million. A venture capital fund incentive fee is payable at the rate of 20% of gains on the investment assets in excess of 17.5% per annum pre-tax.

33) EVENTS AFTER BALANCE DATE

Dividend

Subsequent to 31 March 2012 the Directors have approved a fully imputed final dividend of 5 cents per share to holders of fully paid ordinary shares to be paid on the 15th of June 2012.

Share Buybacks

Subsequent to 31 March 2012 Infratil has bought back a further 3,450,000 shares on market.

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF INFRATIL LIMITED REPORT ON THE COMPANY AND GROUP FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Infratil Limited ("the company") and the group, comprising the company and its subsidiaries, on pages 34 to 82. The financial statements comprise the statements of financial position as at 31 March 2012, the statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, for both the company and the group.

Directors' responsibility for the company and group financial statements

The directors are responsible for the preparation of company and group financial statements in accordance with generally accepted accounting practice in New Zealand and International Financial Reporting Standards that give a true and fair view of the matters to which they relate, and for such internal control as the directors determine is necessary to enable the preparation of company and group financial statements that are free from material misstatement whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these company and group financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (New Zealand). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the company and group financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the company and group financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company and group's preparation of the financial statements that give a true and fair view of the matters to which they relate in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company and group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates, as well as evaluating the presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our firm has also provided other services to the company and group in relation to taxation and general accounting services. Partners and employees of our firm may also deal with the company and group on normal terms within the ordinary course of trading activities of the business of the company and group. These matters have not impaired our independence as auditor of the company and group. The firm has no other relationship with, or interest in, the company and group.

Opinion

In our opinion the financial statements on pages 34 to 82:

- comply with generally accepted accounting practice in New Zealand;
- comply with International Financial Reporting Standards;
- give a true and fair view of the financial position of the company and the group as at 31 March 2012 and of the financial performance and cash flows of the company and the group for the year then ended.

Report on other legal and regulatory requirements

In accordance with the requirements of sections 16(1)(d) and 16(1)(e) of the Financial Reporting Act 1993, we report that:

- we have obtained all the information and explanations that we have required; and
- in our opinion, proper accounting records have been kept by Infratil Limited as far as appears from our examination of those records.

KAMG

14 May 2012

Wellington

CORPORATE GOVERNANCE – JUNE 2012

ROLE OF THE BOARD

The Board of Directors of Infratil is elected by the shareholders to supervise the management of Infratil. The day to day management responsibilities of Infratil have been delegated to Morrison & Co Infrastructure Management Limited (“MCIM” and “the Manager”). The Board establishes Infratil’s objectives, overall policy framework within which the business is conducted and confirms strategies for achieving these objectives. The Board also monitors performance and ensures that procedures are in place to provide effective internal financial control.

The Board’s Charter defines the respective roles of the Board and Management. The Board Charter reflects the sound base the Board has developed for providing strategic guidance for Infratil and the effective oversight of the Manager, and management of subsidiaries.

The Board is committed to undertaking its role in accordance with internationally accepted best practice within the context of Infratil’s business. The Board also takes account of Infratil’s listing on both the NZSX and ASX. Infratil’s corporate governance practices reflect and satisfy the NZX Corporate Governance Best practice Code (‘NZX Code’) and the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations with 2010 Amendments, (“ASX Principles”), other than in the following four areas:

- Infratil has not established separate Director Nomination and Remuneration Committees. The Board considers that it is properly dealing with Directors nominations and remuneration at the full Board level; and
- During part of the year, the majority of the Board was not independent, but comprised three independent directors and three non-independent directors. Currently the Board comprises three independent directors and two non-independent directors. The Board considers all directors bring an independent judgement to bear on Board decisions, has procedures for determining any related party interest, and has access to independent professional advice where this is required at Infratil’s expense; and
- The Board has not set measurable objectives for achieving gender diversity and therefore does not assess these objectives or the progress against them. The Board considers that a merit based approach is the only appropriate approach for selection and promotion of employees and executives, and for determining the composition of the Board and as such has not set specific targets for gender diversity; and
- The New Zealand Companies Act 1993 requires the disclosure of all remuneration payable over \$100,000 per annum in \$10,000 bands. As the company must comply with this obligation, it has chosen not to also make detailed disclosure of the remuneration of the five highest paid executives and the prescribed key management personnel information as is considered best practice under the ASX Principles.

The day to day management responsibilities of the Infratil have been delegated to the Manager of Infratil. Infratil’s constitution and each of the charters and policies referred to in this Corporate Governance section are available on the corporate governance section of Infratil’s website – www.infratil.co.nz.

ROLE OF MANAGEMENT

All Board authority conferred on the Manager is delegated through the Chief Executive appointed by the Manager. The Board determines and agrees with the Manager specific goals and objectives, with a view to achieving the strategic goals of Infratil. Between Board meetings, the Chairman maintains an informal link between the Board and the Manager, and is kept informed by the Manager on all important matters. The Chairman is available to the Manager to provide counsel and advice where appropriate. Decisions of the Board are binding on the Manager. The Manager is accountable to the Board for the achievement of the strategic goals of Infratil. At each of its Board meetings, the Board receives reports from or through the Manager including financial, operational and other reports and proposals.

BOARD MEMBERSHIP

The number of Directors is determined by the Board, in accordance with the Infratil’s constitution, to ensure it is large enough to provide a range of knowledge, views and experience relevant to Infratil’s business. The Board considers that the roles of the Chairman and Chief Executive must be separate.

The Board currently comprises four non-executive Directors including the Chairman and one executive Director, with three of these Directors’ independent Directors (including the Chairman) and two non-independent Directors. During the year under review the Board met seven times with a full agenda and twice with a limited agenda. The composition of the Board, experience and Board tenure are set out in the Board biographical information section earlier in this Annual Report. Mr Saville and Mr Bogoevski have interests in entities which are substantial shareholders in Infratil, and in MCIM which has a Management Agreement with Infratil.

In judging whether a Director is independent the Board has regard to the independence guidelines set out in the Board Charter, and the NZX and ASX Listing Rules. In accordance with those guidelines, immaterial dealings between a director and Infratil or its substantial shareholders would be ignored when determining whether or not they are independent (that is, dealings that could not reasonably be expected to influence him or her in making decisions as a director). Directors disclose all interests and any related party matters to the Board.

In accordance with the Infratil’s constitution one third, or the number nearest to one third, of the Directors (excluding any Director appointed since the previous annual meeting) retire by rotation at each annual meeting. The Directors to retire are those who have been longest in office since their last election. Directors retiring by rotation may, if eligible, stand for re-election.

The Board considers new Director nominations, the induction of Directors and succession planning for Directors. The skills and capabilities of the Board are continually assessed through the Chairman and the Board, including potential gaps in skills and experience. Infratil has not developed a Board skills matrix due to the relatively small size of the Board (five Directors) and the Directors being well known to each other. Potential candidates are identified through Infratil, its Board’s extensive network of business associates, and professional intermediaries. Nominations for Directors are also made to Infratil, either through the Chairman, an existing Director, or through an Infratil officer, and considered first by the Chairman, and then discussed with the Board. Open and frank conversations occur in the consideration of new Directors including who may be available and the skills and capabilities sought to add value to Infratil’s businesses and strategic objectives. The key factors taken into account in assessing new Directors is the ability to add value to Infratil’s investments through particular industry or sector, financial or commercial experience relevant to Infratil’s strategic intent. Nominations will be put to the Annual Meeting in accordance with Infratil’s constitution and the relevant legislation and listing rules. In selecting new Directors, the Board recognises the current skills and diversity of the existing Board, potential retirements of existing Board members, and the new skills a particular Director nominee may bring. The filling of casual vacancies must be approved by the Board and approved by shareholders at the next general meeting.

DIRECTORS REMUNERATION

The Board determines the level of remuneration paid to Directors within the amounts approved by Shareholders (that is, from the approved collective pool). Non-executive and executive Directors are paid a basic fee as ordinary remuneration and are paid, as additional remuneration, an appropriate extra fee as Chairman of a Board Committee and an appropriate extra fee for any special service as a Director as approved by the Board. The Chairman is paid a level of fees appropriate to the office. Remuneration is reviewed annually by the Board and fees are reviewed against fee benchmarks in New Zealand and Australia and take into account the size and complexity of Infratil’s business.

In addition, Board members are entitled to be reimbursed for costs directly associated with the performance of their role as Directors, including travel costs, and the Chairman approves all Directors' expenses, and the Chief Executive or Company Secretary approves the Chairman's expenses.

DIRECTORS' SHAREHOLDING

Under the constitution Directors are not required to hold shares in Infratil. However, \$10,000 of the Directors fees for non-executive Directors other than Duncan Saville are paid through the issue of shares to those Directors. All Directors, either hold shares themselves or shares are held by organisations to which they are associated parties, in recognition of the benefits of aligning Directors' interests with those of shareholders. Directors will not normally make investments in listed infrastructure or utilities securities in areas targeted by Infratil.

AUDIT AND RISK COMMITTEE

The Board has established an Audit and Risk Committee comprising of two independent Directors being Mr M Tume (Chairman of the Audit & Risk Committee) and Mr D A R Newman, and one non-independent Director, being Mr M Bogoievski, with attendances by appropriate MCIM representatives.

The qualifications of the members of the Audit and Risk Committee are shown in the "Our Directors" section of this Annual Report.

Whilst the number of independent Directors on the Audit and Risk Committee is one less than recommended by the ASX Principles, the Board considers that this is practical given the relatively small size of the Board. In addition, the Board considers that the inclusion of an executive Director on the Audit and Risk Committee provides balance and additional valuable insights to its processes.

The function of the Audit and Risk Committee is to oversee financial reporting, accounting policies, financial management, internal control systems, risk management system, systems for protecting assets and compliance. The Committee keeps under review the scope and results of audit work, its cost effectiveness and performance, independence and objectivity of the auditors. It also reviews the financial statements and the announcement to the NZX and ASX of financial results. The Audit and Risk Committee Charter is available on the Infratil website. During the year under review the Audit and Risk Committee met five times with a full agenda.

Attendances at Audit & Risk Committee meetings were as follows:

	M Tume	D Newman	M Bogoievski
Number of meetings attended	5	5	5

The Audit and Risk Committee receives regular reports from the Manager including reports on financial and business performance, risk management, financial derivatives exposures and accounting and internal control matters.

INTERNAL FINANCIAL CONTROL

The Board has overall responsibility for Infratil's system of internal financial control. The Directors have established procedures and policies that are designed to provide effective internal financial control. Annual budgets, forecasts and reports on the strategic direction of Infratil are prepared regularly and reviewed and agreed by the Board. Financial and business performance reports are prepared monthly and reviewed by the Board throughout the year to monitor performance against financial and non-financial targets and strategic objectives.

RISK MANAGEMENT AND COMPLIANCE

The Audit and Risk Committee also has a function of reviewing management practices in relation to identification and management of significant business risk areas and regulatory compliance. Formal systems have been introduced for regular reporting to the Board on business risk, including impacts and mitigation strategies and compliance matters.

The Manager (Infratil Chief Executive and Chief Financial Officer) is required to, and has confirmed to the Audit and Risk Committee and Board in writing that:

- financial records have been properly maintained and the Company's financial statements present a true and fair view, in all material respects, of the Company's financial condition, and operating results are in accordance with relevant accounting standards;
- The financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice (GAAP) and comply with International Financial Reporting Standards (IFRS) and other applicable financial reporting standards for profit-oriented entities; and
- That appropriate and effective internal controls and risk management practices are in place to safeguard and protect Infratil's assets and to identify, assess, monitor and manage risk, and identify material changes to Infratil's risk profile.

DIRECTORS' AND OFFICERS' INSURANCE

Infratil has arranged Directors' and officers' liability insurance covering Directors acting on behalf of Infratil. Cover is for damages, judgements, fines, penalties, legal costs, awarded and defence costs arising from wrongful acts committed while acting for Infratil. The types of acts that are not covered are dishonest, fraudulent, malicious acts, or omissions, wilful breach of statute or regulations, or duty to Infratil, improper use of information to the detriment of Infratil or breach of professional duty.

INDEPENDENT PROFESSIONAL ADVICE

With the approval of the Chairman, Directors are entitled to seek independent professional advice on any aspect of the Directors' duties, at Infratil's expense.

GOING CONCERN

After reviewing the current results and detailed forecasts, taking into account available credit facilities and making further enquires as considered appropriate, the Directors are satisfied that Infratil has adequate resources to enable it to continue in business for the foreseeable future. For this reason, the Directors believe it is appropriate to adopt the going concern basis in preparing the financial statements.

BOARD PERFORMANCE

The Board as a whole and individual Directors are subject to a performance appraisal from time to time using a corporate governance best practice model. The Chairman also initiates a review with each Director and a collective review of Board performance. Appropriate strategies for personal and collective improvement are then agreed and actioned. Reviews have been undertaken consistent with the process described above.

DISCLOSURE AND SHAREHOLDER AND OTHER STAKEHOLDER COMMUNICATIONS

Infratil is committed to promoting investor confidence by providing forthright, timely, accurate, complete and equal access to information, and to providing comprehensive continuous disclosure to shareholders and other stakeholders, in compliance with the NZSX/NZDX and ASX Listing Rules. All shareholder communications and market releases are subject to review by the Manager (including Chief Executive, Chief Financial Officer and Legal Counsel), and information is only released after proper review and reasonable inquiry. Full year and half year results releases are also approved by the Audit and Risk Committee and the Board.

Infratil aims to communicate effectively, give ready access to balanced and understandable information about Infratil and corporate proposals and make it easy to participate in general meetings. Infratil seeks to ensure its shareholders are appropriately informed on its operations and results, with the delivery of timely and focused communication, and the holding of shareholder meetings in a manner conducive to achieving shareholder

participation. To ensure shareholders and other stakeholders have access to relevant information Infratil:

- holds regular investor road shows, and sends to interested parties the dates and invitations to attend;
- sends shareholders and bond holders its annual and half year review which is a summary of Infratil's operating and financial performance for the relevant period;
- ensures its website contains media releases, full year and half year financial information, current and past annual reports, dividend histories, notices of meeting, details of Directors and the Manager, a list of shareholders' frequently asked questions and other information about Infratil;
- makes available printed half year and annual reports and encourages shareholders to access these documents on the website and to receive advice of their availability by email;
- publishes press releases on issues/events that may have material information content that could impact on the price of its traded securities and sends email updates to interested stakeholders;
- Webcasts its half year and full year results so that a wide group of interested parties can review and participate in discussions on performance, and advises interested parties of the dates and how to participate in the webcast; and
- provides additional explanatory memoranda where circumstances require, such as explanations of dividend changes and other explanatory memoranda as may be required by law.

Shareholder meetings are generally held in a location and at a time which is intended to maximise participation by shareholders. Meetings are typically alternated between Wellington and Auckland, or held at major centres. Full participation of shareholders at the annual meeting is encouraged to ensure a high level of accountability and identification with Infratil's strategies and goals. Shareholders have the opportunity to submit questions prior to each meeting and the Manager, senior management of subsidiary companies and auditors are present to assist in and provide answers to questions raised by shareholders. There is also an opportunity for informal discussion with Directors, the Manager and senior management for a period after the meeting concludes.

Infratil supports the efforts of the New Zealand Shareholders' Association (NZSA) to raise the quality of relations between public companies and their shareholders. Shareholders wishing to learn more about the NZSA can find information on the association's website (<http://www.nzshareholders.co.nz>). While Infratil supports the general aims and objectives of the NZSA, its specific actions and views are not necessarily endorsed by Infratil, or representative of Infratil's view.

SHARE TRADING POLICY

Infratil has a share trading policy applicable to Directors, the Manager, officers and all employees, which can be found on Infratil's website. The policy includes a fundamental prohibition on insider trading and obligations of confidentiality when dealing with material information. The policy applies to ordinary shares and debt securities issued by Infratil.

CODE OF ETHICS

Infratil has always required the highest standards of honesty and integrity from its Directors, Manager and employees. This commitment is reflected in Infratil's ethics policy and code of conduct, which can be found on Infratil's website. The ethics policy and code of conduct recognises Infratil's legal and other obligations to all legitimate stakeholders. The policy applies to Directors, the Manager and all employees.

The policy sets the ethical and behavioural standards and professional conduct for which Directors, the Manager and employees of Infratil and its subsidiaries (Infratil People) are expected to conduct their work life. Failure to follow the standards provided in this Code will result in the appropriate staff or other performance management practices being invoked and may lead to disciplinary action including dismissal.

DIVERSITY POLICY

Infratil has established a diversity policy for the Group whereby the value of diversity is recognised as beneficial to decision making, improving and increasing corporate and shareholder value and enhancing the probability of achieving Infratil's objectives ("the Principle"). Infratil ensures that it has strategies, initiatives and practices to promote the Principle. Management monitors, reviews and reports to the Board on Infratil's progress under this Policy.

With respect to gender diversity, the Board considers that a merit based approach is the only appropriate approach for selection and promotion of employees and executives, and for determining the composition of the Board and as such has not set specific targets for gender diversity.

The following tables provide the proportion of women employees in the organisation, women in senior executive positions and women on the Board:

Position	Number	Proportion
Board	0	0%
Senior Executive Positions*	10	13%
Organisation	1,056	28%

* Senior Executive Positions include MCIM as the Manager

REMUNERATION

Infratil's senior management (excluding staff of MCIM as the Manager) is remunerated with a mix of:

- Base salary and benefits;
- Short term performance incentives; and
- Long term performance incentives.

The determination of fixed remuneration is based on responsibilities, individual performance and experience, and market data. At-risk/variable remuneration comprises short term incentives and, for senior and key employees, long-term incentives. Infratil's executives are employed by subsidiary companies, and executive remuneration policies are determined and approved by the subsidiary company boards within high level principles established by the Infratil Board. Incentives are directly related to the performance area controlled by the executive, while longer term incentives are intended to align with shareholder interests. Remuneration of executives of subsidiary companies is overseen by non-executive directors of those subsidiary companies.

Performance reviews of executives are carried out regularly and at least annually, and involve feedback by the Board on executive performance of the Manager, and subsidiary Directors' review of subsidiary company's Chief Executive and executives' performance. Performance reviews include the setting of goals and objectives set at the beginning of the year, and reviewing the achievement of those goals and objectives at the end of the year. Performance measures will normally include both qualitative and quantitative measures. Performance evaluations have taken place in accordance with this process during the reporting year.

SHORT TERM INCENTIVES

In the Infratil Group, variable remuneration recognizes and rewards high-performing individuals whose contribution supports business goals and objectives, and who meet their individual goals agreed with the Board or their Chief Executive (as appropriate).

Short term incentives (STIs) comprise cash payments based on performance measured against key performance indicators (KPIs). Different levels of incentives are determined reflecting the nature of the roles in Infratil. KPIs may comprise entity or individual business, team and individual targets. These targets are designed to create goals that will support an achievement and performance-oriented culture. The STI programme is designed to differentiate reward for exceptional, outstanding and good performance.

LONG TERM INCENTIVES

The principal objective of long term incentives is to align executives' performance with shareholder interests and provide equity-based incentives that help retain valuable employees. Long term incentive arrangements vary within Infratil depending on circumstances and jurisdiction, and include both cash payments based on performance and value add over a period (generally three years), or rights to participate in the Infratil Executive Scheme, which is outlined in the Financial Statements. In determining the allocation of shares under the Executive Share Scheme, the Infratil Board considers individual participants' performance in the preceding financial year and potential in future years. Currently participation in the LTI Scheme is limited to around 20 senior and key employees of Infratil. These employees are approved by the Infratil Board after consideration of a recommendation from subsidiary boards. TrustPower, an Infratil NZX listed non-wholly owned subsidiary, has issued share options to certain employees as part of its long term incentives. The details of this scheme are disclosed in TrustPower's 2012 Annual Report.

MCIM MANAGEMENT FEES

As noted earlier, Infratil is managed by MCIM, under a Management Agreement. The Management Agreement sets out the terms of the services provided by the Manager and the basis of fees, including base fees and incentive fees. Details of fees paid to the Manager are fully disclosed in the 2012 Annual Report financial statements, including:

- Note 32 – components of the Management Fee;
- Note 31 – related party disclosures in respect of MCIM and fees paid to MCIM; and
- in the statutory information section, the interests of Directors associated with MCIM, and Director's fees.

DIRECTORS' HOLDING OFFICE

The Company's Directors are:

D A R Newman (Chairman);

M Bogoievski;

H R L Morrison (passed away on 10 February 2012);

H J D Rolleston;

D P Saville;

M Tume;

A Muh (alternate to D P Saville).

The Company's directors who are also directors of Infratil subsidiary companies are listed under the Subsidiary Company Directors section.

The Company considers that Messrs DAR Newman, HJD Rolleston and M Tume are Independent Directors in terms of the New Zealand Exchange Listing Rules and the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (2nd edition), and that Messrs DP Saville, M Bogoievski and A Muh, are not Independent Directors.

ENTRIES IN THE INTEREST REGISTER

Statement of Directors' Interests (as at 31 March 2012):

The information below is given pursuant to the New Zealand Exchange Listing Rules.

	Beneficial interests 2012	Non beneficial interests 2012
Shares		
A Muh	76,843	-
D A R Newman	62,655	-
H J D Rolleston	31,332	-
D P Saville	-	124,387,026
M Tume	26,734	-
M Bogoievski	-	-
Warrants (IFTWC)		
A Muh	304	-
D A R Newman	7,096	-
H J D Rolleston	800	-
D P Saville	877	11,389,690
M Tume	-	-
M Bogoievski	-	-

DEALING IN SECURITIES:

The following table shows transactions recorded in respect of those securities during the period from 1 April 2011 to 31 March 2012:

Director	No of securities Bought/(sold)	Cost/(Proceeds) \$
D A R Newman Acquisition of shares on 15 June 2011	5,423	\$9,998
H J D Rolleston Acquisition of shares on 15 June 2011	5,423	\$9,998
D P Saville – Non beneficial Disposal of shares on 12 July 2011 (paid 24 August 2011) to Morrison & Co	(10,000,000)	(\$18,500,000)
Disposal of shares on 12 July 2011 conditional on completion on 30 March 2012	(5,000,000)	(\$9,250,000)
Disposal of shares on 12 July 2011	(15,000,000)	(\$27,000,000)
D P Saville – beneficial Disposal of shares on 30 March 2012	(8,772)	(\$16,579)
M Tume Acquisition of ordinary shares on 15 June 2011	5,423	\$9,998

USE OF COMPANY INFORMATION:

During the year the Board has received no notices from any Director of the Company or its subsidiaries requesting to use company information received in their capacity as a Director, which would not otherwise have been available to them.

DIRECTORS' RELEVANT INTERESTS:

The following are relevant interests of the Company's Directors (not otherwise disclosed in this Annual Report) as at 31 March 2012:

- **D A R Newman**
Chairman of Loyalty New Zealand Limited
- **D P Saville**
Director of H.R.L. Morrison & Co Group Limited
Director of ICM Limited
- **H J D Rolleston**
Director of Property for Industry Limited
Director and shareholder of Mercer Industries Limited
Director of SKY Television Network Limited
Chairman of Simmonds Lumber Pty Limited
Chairman of ANZCRO Pty Limited
Director and shareholder Matrix Security Group Ltd.
Director of Asset Management Limited
Director and shareholder Stray Limited
Director and shareholder Media Metro Limited
Chairman and shareholder Murray & Co. Limited
Chairman and shareholder Murray & Company Wealth Management Ltd
Chairman and shareholder FDJ Murray & Company Holdings Ltd
Director and shareholder Save a Watt Limited
Director and shareholder McRaes Engineering Limited
- **M Tume**
Director - Yeo Family Trustee Limited
Director - Long Board Limited
Director - Welltest Holdings Limited
Member of the Board of the Guardians of NZ Superannuation Fund
Director - New Zealand Refining Company Ltd
Director - NZ Railways Corporation Limited
Director of New Zealand Oil and Gas Limited
Koau Capital Partners Ltd
- **M Bogoievski**
Director of Zig Zag Farm Limited
Chairman Aotea Energy Holdings Limited
Director Aotea Energy Holdings No 2 Limited
Director Aotea Energy Limited
Director Greenstone Energy Holdings Limited
Director Greenstone Energy Finance Limited
Director Z Energy Limited
Chief Executive H.R.L. Morrison & Co Group Limited and
Director of various subsidiaries
- **A Muh (alternate to Duncan Saville)**
Executive H.R.L. Morrison & Co Group Limited
Director H.R.L. Morrison & Co Capital Management Limited
Director H.R.L. Morrison & Co Capital Management (International) Limited
Director H.R.L. Morrison & Co Asia Limited
Director Clearpool Capital Holdings Limited
Director Utilico Emerging Markets Limited

REMUNERATION OF DIRECTORS:

Directors' remuneration in respect of the year ended 31 March 2012 and 2011 paid by the Company was as follows:

	Parent Financial Year 2012 (NZD)	Parent Financial Year 2011 (NZD)
D A R Newman	152,825	146,385
H R L Morrison	65,566	73,193
D P Saville	76,412	73,193
H J D Rolleston	76,412	73,193
A Muh	-	17,500
M Tume	93,226	89,151
M Bogoievski	85,601	81,832

Director's fees exclude GST where appropriate.

DIRECTORS' REMUNERATION PAID BY SUBSIDIARY COMPANIES:

Directors' remuneration for the Company's Directors paid by subsidiary companies was as follows:

Infratil Director	Financial Year 2012	Financial Year 2011
DAR Newman - Wellington International Airport Limited	NZD 76,412	NZD 70,800
DAR Newman - Infratil Airports Europe Limited	GBP 37,031	GBP 30,000
H R L Morrison - Infratil Airports Europe Limited	GBP 27,656	GBP 32,292
H R L Morrison - TrustPower Limited	-	NZD 31,250
H R L Morrison - Snapper Services Limited	NZD 36,322	-
M Tume - Lumo Energy Australia Pty Limited	AUD 55,963	AUD 55,000
M Tume - Infratil Energy Australia Pty Limited	AUD 10,175	AUD 10,000
M Bogoievski - TrustPower Limited	NZD 75,000	NZD 43,750
M Bogoievski - Infratil Energy Australia Pty Limited	-	AUD 4,167
M Bogoievski - Lumo Energy Australia Pty Limited	-	AUD 22,917

Directors fees exclude GST or VAT where appropriate.

No other benefits have been provided by the Company or its subsidiaries to a Director for services as a Director or in any other capacity, other than as disclosed in the related party note to the financial statements, or in the ordinary course of business. No loans have been made by the Company or its subsidiaries to a Infratil Director nor has the Company or subsidiaries guaranteed any debts incurred by a Director.

DIRECTORS OF INFRATIL LIMITED SUBSIDIARY COMPANIES

Subsidiary Company	Director of Subsidiary
Infratil Investments Limited	DAR Newman, M Bogoievski, HRL Morrison (vacated Office 10 February 2012)
Infratil Securities Limited	DAR Newman, M Bogoievski, HRL Morrison (vacated Office 10 February 2012)
Infratil Gas Limited	DAR Newman, M Bogoievski, HRL Morrison (vacated Office 10 February 2012)
Infratil 1998 Limited	DAR Newman, M Bogoievski, HRL Morrison (vacated Office 10 February 2012)
NZ Airports Limited	DAR Newman, M Bogoievski, HRL Morrison (vacated Office 10 February 2012)
Infratil Australia Limited	DAR Newman, M Bogoievski, HRL Morrison (vacated Office 10 February 2012)
Infratil Finance Limited	DAR Newman, M Bogoievski, HRL Morrison (vacated Office 10 February 2012)
Infratil UK Limited	DAR Newman, M Bogoievski, HRL Morrison (vacated Office 10 February 2012)
Infratil Ventures Limited	DAR Newman, M Bogoievski, HRL Morrison (vacated Office 10 February 2012)
Infratil Europe Limited	DAR Newman, M Bogoievski, HRL Morrison (vacated Office 10 February 2012)
Swift Transport Limited	DAR Newman, M Bogoievski, HRL Morrison (vacated Office 10 February 2012)
Infratil Energy Limited	DAR Newman, M Bogoievski, HRL Morrison (vacated Office 10 February 2012)
Infratil Energy NZ Limited	K Baker, M Bogoievski and P Ridley- Smith (resigned 6 May 2011)
Snapper Services Limited	HRL Morrison (appointed - 4 April 2011, vacated Office 10 February 2012) K Waddell and R Holmes (appointed 30 August 2011). Resigned - Paul Ridley-Smith (6 May 2011)
Infratil No. 1 Limited	DAR Newman, M Bogoievski, HRL Morrison (vacated Office 10 February 2012)
Infratil Infrastructure Property Limited	M Bogoievski, P Coman, L Petagna, HRL Morrison (vacated Office 10 February 2012)
Infratil Outdoor Media Limited	M Bogoievski. Resigned - P Ridley-Smith (6 May 2011)
i-site Limited	A Scotland and P Coman (appointed 25 May 2011). Resigned - P Ridley-Smith (9 May 2011), S Fitzgerald (28 September 2011)
Infratil Insurance Co Limited	DAR Newman, HRL Morrison (vacated Office 10 February 2012), M Bogoievski
Infratil No. 5 Limited	DAR Newman, M Bogoievski, HRL Morrison (vacated Office 10 February 2012)
New Zealand Bus Finance Limited	K Baker, T Brown, L Petagna and K Tempest
New Zealand Bus Limited	K Baker, T Brown, L Petagna and K Tempest
Transportation Auckland Corporation Limited	Z Fulljames, R Ockelford and S Thorne. Resigned - B Emson (29 April 2011)
Auckland Integrated Ticketing Limited	W Dalbeth, D Hudson, C Inwards, A Ritchie and S Thorne.
Wellington City Transport Limited	Z Fulljames, R Ockelford and S Thorne. Resigned - B Emson (29 April 2011)
North City Bus Limited	Z Fulljames, R Ockelford and S Thorne. Resigned - B Emson (29 April 2011)
Cityline (NZ) Limited	Z Fulljames, R Ockelford and S Thorne. Resigned - B Emson (29 April 2011)
Wellington Integrated Ticketing Limited	T Martin and S Thorne
Stagecoach New Zealand Limited	T Brown
Wellington International Airport Limited	D Newman, T Brown, P Coman (appointed 18 May 2011), S Fitzgerald, I McKinnon and K Sutton. Resigned - K Baker (18 May 2011)
Wellington Airport Noise Treatment Limited	M Harrington and J Howarth
North West Auckland Airport Limited	M Bogoievski and T Brown. Resigned S Fitzgerald (24 May 2012) and S Draper (24 May 2012)
Infratil Airports Europe Limited	DAR Newman, P Walker, S Fitzgerald, I Cochrane and T Wilson (appointed - 1 April 2011). Resigned - P Ridley Smith (15 April 2011), HRL Morrison (vacated Office 10 February 2012)
Glasgow Prestwick Airport Limited	S Fitzgerald, I Cochrane and T Wilson (appointed - 1 April 2011). Resigned - P Ridley Smith (15 April 2011), HRL Morrison (vacated Office 10 February 2012)
Prestwick Airport Limited	DAR Newman, P Walker, S Fitzgerald, I Cochrane and T Wilson (appointed - 1 April 2011). Resigned - P Ridley Smith (15 April 2011), HRL Morrison (vacated Office 10 February 2012)
Infratil Kent Facilities Limited	DAR Newman, S Fitzgerald, I Cochrane and T Wilson (appointed - 1 April 11). Resigned - P Ridley-Smith (15 April 2011), HRL Morrison (vacated Office 10 February 2012)
Infratil Kent Airport Limited	DAR Newman, S Fitzgerald, I Cochrane and T Wilson (appointed - 1 April 11). Resigned - P Ridley-Smith (15 April 2011), HRL Morrison (vacated Office 10 February 2012)
PIK MRO Limited	S Fitzgerald and I Cochrane and T Wilson (appointed - 1 April 11).
The Airport Driving Range Company Limited	S Fitzgerald and I Cochrane and T Wilson (appointed - 1 April 11).
Prestwick Airport Infrastructure Limited	G Sweeney, I Cochrane and T Wilson (appointed 1 April 2011).

Subsidiary Company	Director of Subsidiary
Prestwick Airport Property Limited	G Sweeney, I Cochrane and T Wilson (appointed 1 April 11).
Prestwick Aviation Holdings Limited	S Fitzgerald, I Cochrane and T Wilson (appointed 1 April 2011).
Great Holidays Limited	S Fitzgerald, I Cochrane and T Wilson (appointed 1 April 2011)
Runaway Realisations Limited	S Fitzgerald, I Cochrane and T Wilson (appointed 1 April 2011).
TrustPower Limited	R Aitken, M Bogoievski, M Cooney, B Harker, S Knowles, G Swier.
Tararua Wind Power Limited	M Cooney, V Hawksworth
TrustPower Metering Limited	B Harker, V Hawksworth
Bay Energy Limited	V Hawksworth
Sellicks Hill Wind Farm Pty Limited	G Swier, V Hawksworth
Snowtown Wind Farm Pty Ltd	G Swier, V Hawksworth
TrustPower Australia (New Zealand) Ltd	M Cooney, V Hawksworth
TrustPower Australia Holdings Pty Limited	G Swier, V Hawksworth
TrustPower Insurance Limited	M Cooney, V Hawksworth
TrustPower Renewable Investments Pty Limited	G Swier, V Hawksworth
Te Maunga Market Service Pty Ltd	G Swier, V Hawksworth
Infratil Energy Australia Pty Limited	D Flukes, K Baker, R Crawford, M Tume and V Busby. Resigned - B Harker (30 December 2011)
Lumo Energy Australia Pty Limited	D Carroll (appointed 7 November 2011), V Busby, K Baker, M Tume and R Crawford. Resigned - S Draper (20 July 2011), D Flukes (appointed 20 July 2011, resigned 7 November 2011), B Harker (30 December 2011)
Lumo Energy Telecommunications Pty Ltd	D Carroll (appointed 7 November 2011) and P Forsyth. Resigned - S Draper (20 July 2011), D Flukes (appointed 20 July 2011, resigned 7 November 2011)
Lumo Energy (QLD) Pty Ltd	D Carroll (appointed 7 November 2011) and P Forsyth. Resigned - S Draper (20 July 2011), D Flukes (appointed 20 July 2011, resigned 7 November 2011)
Lumo Energy (NSW) Pty Ltd	D Carroll (appointed 7 November 2011) and P Forsyth. Resigned - S Draper (20 July 2011), D Flukes (appointed 20 July 2011, resigned 7 November 2011)
Lumo Generation NSW Pty Limited	D Flukes and P Forsyth
Lumo Energy (SA) Pty Ltd	D Carroll (appointed 7 November 2011) and P Forsyth. Resigned - S Draper (20 July 2011), D Flukes (appointed 20 July 2011, resigned 7 November 2011)
Emagy Pty Limited	D Flukes and P Forsyth
TFI Partners Pty Limited	D Carroll (appointed 26 March 2012) and P Forsyth. Resigned - D Flukes (appointed 20 May 2011, resigned 26 March 2012).
Connection Media Pty Limited (incorporated 19 May 2011)	D Carroll (appointed 26 March 2012) and P Forsyth. Resigned - D Flukes (26 March 2012)
Direct Connect Australia Pty Limited	D Carroll (appointed 26 March 2012) and P Forsyth. Resigned - S Draper (20 July 2011), D Flukes (7 November 2011)
Infratil Power Pty Limited (incorporated 19 May 2011)	D Flukes and P Forsyth
Perth Energy Pty Limited	D Flukes, R Jones, K Cao and V Busby (appointed 8 December 2011). Resigned - P Forsyth (8 December 2011)
WA Power Exchange Pty Limited	R Jones and K Cao
Western Energy Pty Limited	D Flukes, R Jones, K Cao and V Busby (appointed 8 December 2011). Resigned - P Forsyth (8 December 2011)
Western Energy Holdings Pty Limited	D Flukes, R Jones, K Cao and V Busby (appointed 8 December 2011). Resigned - P Forsyth (8 December 2011)

**DIRECTORS FEES PAID BY INFRATIL SUBSIDIARY COMPANIES
(NOT OTHERWISE DISCLOSED IN THE ANNUAL REPORT):**

Subsidiary Company	Director of Subsidiary Company	Currency	Amount (2012 Financial Year)
Wellington International Airport Limited	Kevin Baker	NZD	11,184
Wellington International Airport Limited	Tim Brown	NZD	41,782
Wellington International Airport Limited	Keith Sutton	NZD	49,598
Wellington International Airport Limited	Peter Coman	NZD	36,503
Wellington International Airport Limited	Ian McKinnon	NZD	41,790
Infratil Airports Europe Limited	Phil Walker	GBP	30,469
Infratil Airports Europe Limited	Paul Ridley-Smith	GBP	2,083
NZ Bus Limited	Kevin Baker	NZD	69,093
NZ Bus Limited	Lib Petagna	NZD	48,821
NZ Bus Limited	Tim Brown	NZD	38,281
NZ Bus Limited	Keith Tempest	NZD	38,286
Lumo Energy Australia Pty Limited	Bruce Harker	AUD	68,400
Lumo Energy Australia Pty Limited	Kevin Baker	AUD	55,963
Lumo Energy Australia Pty Limited	Roger Crawford	AUD	79,138
Lumo Energy Australia Pty Limited	Vaughan Busby	AUD	55,963
Infratil Energy Australia Pty Limited	Bruce Harker	AUD	27,458
Infratil Energy Australia Pty Limited	Kevin Baker	AUD	10,175
Infratil Energy Australia Pty Limited	Roger Crawford	AUD	19,188
Infratil Energy Australia Pty Limited	Vaughan Busby	AUD	10,175
Snapper Services Limited	Rhoda Holmes	NZD	29,167
Snapper Services Limited	Kerry Waddell	NZD	35,000
TrustPower Limited	Bruce Harker	NZD	145,000
TrustPower Limited	Michael Cooney	NZD	75,000
TrustPower Limited	Geoffrey Swier	NZD	124,087
TrustPower Limited	Sam Knowles	NZD	85,000
TrustPower Limited	Richard Aitken	NZD	75,000
iSite Limited	Andrea Scotland	NZD	30,343
iSite Limited	P Coman	NZD	13,464
Perth Energy Pty Limited	Darryl Flukes*	AUD	90,000
Perth Energy Pty Limited	Paul Forsyth*	AUD	41,250
Perth Energy Pty Limited	Rodney Jones	AUD	45,000
Perth Energy Pty Limited	Vaughan Busby	AUD	22,500

*Directors fees paid to the Infratil executive are paid to the Infratil employing entity, or netted off from the remuneration of the executive where paid to the Director.

TAKEOVERS CODE MATTERS, IFTWCS AND BUYBACK PROGRAMME

At the 2011 Annual Meeting, shareholders approved certain associated Infratil shareholders (Associated Shareholders, identified below) increasing their shareholdings in Infratil upon exercise of the IFTWC series of warrants (IFTWC Warrants) they hold and also as a result of Infratil buying back up to 50,000,000 of its own shares (Buyback Programme). These approvals were obtained relying on the Takeovers Code (Class Exemptions) Notice (No 2) 2001 (Notice). Shareholders also approved H.R.L. Morrison & Co Group Limited acquiring 15,000,000 Infratil shares from Utilico Investments Limited under Rule 7(c) of the Takeovers Code.

The Notice requires that this Annual Report provide the following information:

- 1) A summary of the terms of the Buyback Programme:
Under the Buyback Programme, Infratil may acquire up to 50,000,000 ordinary shares, on-market or off-market. Off-market purchases will not be made from employees or directors of Infratil or associated persons of directors. The maximum price at which shares will be bought off-market is \$3.00 per share. Infratil does not intend to buyback shares on the ASX under the Buyback Programme.
- 2) A summary of the terms of the IFTWC Warrants:
Each IFTWC Warrant entitles the holder upon payment of the exercise price of \$4.12 on or prior to 29 June 2012 to be issued with one fully paid ordinary share in Infratil. IFTWC Warrants themselves do not confer voting rights and their full and current terms of issue are available on request from Infratil (email: info@infratil.com).
- 3) As at 31 March 2012, Infratil had bought back 18,743,410 shares pursuant to the Buyback Programme, which is ongoing.
- 4) A statement, as at 31 March 2012, of the number of voting securities allotted to each Associated Shareholder as a result of the exercise of the warrants held by them (whether the voting securities were allotted during the financial year or an earlier financial year):
Nil.
- 5) A statement, as at 31 March 2012, of the total number and percentage of voting securities on issue held or controlled by each Associated Shareholder and its associates:

Associated Shareholder	Number of Shares	% Ownership
Utilico Investments Limited	83,038,296	14.2%
H.R.L. Morrison & Co Group Limited	41,348,730	7.0%
Julie Nevett and John Bentley Morrison as trustees of the H.R.L. Morrison Family Trust	24,523,038	4.2%
JML Trustee Company Limited as trustee of the JML Trust	6,765,503	1.15%
Duncan Paul Saville	0	0.0%
Total Associated Shareholders	155,675,567	26.5%

There are no other known associates of the Associated Shareholders.

- 6) A statement, as at 31 March 2012, of the maximum percentage of total voting rights that could be held or controlled by each Associated Shareholder and its associates as a result of the allotment of voting securities to the Associated Shareholders on the exercise of all warrants held by them and/or Infratil acquiring the maximum number of voting securities under the Buyback Programme:

Associated Shareholder	Associate's IFTWCs only	Buyback Programme only	Combined Effect
Utilico Investments Limited	15.4%	14.9%	16.2%
H.R.L. Morrison & Co Group Limited	7.2%	7.4%	7.6%
Julie Nevett and John Bentley Morrison as trustees of the H.R.L. Morrison Family Trust	4.4%	4.4%	4.7%
JML Trustee Company Limited as trustee of the JML Trust	1.2%	1.2%	1.3%
Duncan Paul Saville	0.0001%	0%	0.0002%
Total Associated Shareholders	28.3%	28.0%	29.8%

- 7) The assumptions on which the information in the table above is based are:
 - The number of voting securities in Infratil is the number on issue on the Calculation date; and
 - There is no change to the total number of voting securities on issue between the Calculation Date and the expiry date of the IFTWC's or the end of the Buyback Programme (other than as a result of the exercise of the IFTWCs or buybacks).

NEW ZEALAND STOCK EXCHANGE AND STATUTORY INFORMATION

EMPLOYEE REMUNERATION

During the year ended 31 March 2012 the following number of employees of Infratil and its subsidiaries received remuneration of at least \$100,000.

Remuneration band	Number of employees	
	2012	
\$100,000 to \$110,000		52
\$110,001 to \$120,000		28
\$120,001 to \$130,000		19
\$130,001 to \$140,000		27
\$140,001 to \$150,000		14
\$150,001 to \$160,000		15
\$160,001 to \$170,000		11
\$170,001 to \$180,000		9
\$180,001 to \$190,000		8
\$190,001 to \$200,000		9
\$200,001 to \$210,000		2
\$210,001 to \$220,000		4
\$220,001 to \$230,000		2
\$230,001 to \$240,000		4
\$240,001 to \$250,000		1
\$250,001 to \$260,000		1
\$260,001 to \$270,000		1
\$270,001 to \$280,000		4
\$280,001 to \$290,000		1
\$290,001 to \$300,000		6
\$300,001 to \$310,000		3
\$310,001 to \$320,000		2
\$320,001 to \$330,000		2
\$330,001 to \$340,000		1
\$340,001 to \$350,000		2
\$350,001 to \$360,000		1
\$360,001 to \$370,000		2
\$370,001 to \$380,000		1
\$390,001 to \$400,000		1
\$400,001 to \$410,000		2
\$430,001 to \$440,000		1
\$460,001 to \$470,000		2
\$490,001 to \$499,000		1
\$500,001 to \$510,000		3
\$550,001 to \$560,000		1
\$820,001 to \$830,000		1
\$1,130,001 to \$1,140,000		1†
\$1,160,001 to \$1,170,000		1†
\$2,300,001 to \$2,310,000		1††

* Includes fees paid as a Director of a subsidiary company.

† Includes long term incentive scheme payments which matured at 31 March 2011 and were paid in the 2012 financial year.

DONATIONS

The Company made donations of \$nil during the year ended 31 March 2012 (2011 \$nil).

AUDITORS

It is proposed that KPMG will be automatically reappointed at the annual meeting pursuant to section 200(1) of the Companies Act 1993.

NEW ZEALAND EXCHANGE WAIVERS

As at and for the year ended 31 March 2012, the Company had the following waivers from the NZSX Listing Rules:

1. A waiver from Listing Rule 7.3.2 (b) that permits the issue of Convertible Infrastructure Bonds up until 6pm on 15 August 2011.
A waiver from Listing Rule 7.3.2 (b) that permits the issue of Convertible Infrastructure Bonds up until 6pm on 13 August 2012."
2. A waiver from Listing Rule 7.11.1 that permits shares issued under the Company's Dividend Reinvestment Plan to be allotted at the same time as it pays the corresponding cash dividend.
3. A waiver from Listing Rule 5.2.3 waiving the spread requirements for the June 2017 series bond issue until the final issue date.
4. A waiver from Listing Rule 5.2.3 waiving the spread requirements for the December 2017 series bond issue until the final issue date.

AUSTRALIAN EXCHANGE WAIVERS

As at and for the year ended 31 March 2012, the Company had the following waivers from the ASX Listing Rules:

1. A waiver from Listing Rule 7.3.2 that permits the issue of Infratil Infrastructure Bonds or Perpetual Infratil Infrastructure Bonds up until 6pm on 13 August 2012. Under this Infrastructure Bond Programme, 75,000,000 new bonds were issued and 6,111,500 maturing bonds were converted into new bonds. These new bonds are not able to be converted into ordinary shares. No ordinary shares have been issued in relation to an infrastructure bond or PIIB.

The company has used the cash and assets in a form readily convertible to cash that it had at the time of admission to the ASX in a way consistent with its business objectives.

CREDIT RATING

The Company does not have a credit rating. Wellington International Airport Limited has a credit rating of BBB+/Stable/A-2 credit.

SHAREHOLDER INFORMATION

Substantial Security Holders:

The following information is pursuant to Section 35(f) of the Securities Markets Act 1988.

According to notices given under the Securities Markets Act 1988, the following persons were substantial security holders in the Company as at 15 May 2012.

Ordinary shares	Securities	%
Utilico Investments Limited*	83,038,296	13.7%
H.R.L. Morrison Family Trust	65,871,768	10.9%
Accident Compensation Corporation**	46,391,547	7.6%
AMP Capital Investors (New Zealand) Limited***	42,013,037	6.9%
H.R.L. Morrison & Co Limited	41,348,730	6.8%

* The shareholding declared in the Substantial Security Holder Notice given on 25 August 2011 was 88,038,296 shares which represented 14.6% of shares on issue at that date.

** The shareholding declared in the Substantial Security Holder Notice given on 1 April 2010 was 43,790,780 shares which represented 7.7% of shares on issue at that date.

*** The shareholding declared in the Substantial Security Holder Notice given on 1 April 2011 was 42,013,037 shares which represented 7.0% of shares on issue at that date.

The total number of voting securities of the Company on issue as at 15 May 2012 were 606,604,931 fully paid ordinary shares (including Infratil Treasury stock held by the Company of 23,124,101).

**TWENTY LARGEST SHAREHOLDERS
AS AT 15 MAY 2012**

JP Morgan Chase Bank	103,609
Accident Compensation Corporation	46,391,547
HRL Morrison & Co Limited	41,348,730
HSBC Nominees (New Zealand) Limited	26,153,879
Hettinger Nominees Limited	24,523,038
Infratil Limited - Treasury Stock	23,124,101
Custodial Services Limited	20,973,472
AMP Investment Strategic Equity Growth Trust Fund	19,261,393
TEA Custodians Limited	14,391,857
New Zealand Superannuation Fund Nominees Limited	12,546,533
National Nominees New Zealand Limited	11,636,296
Forsyth Barr Custodians Limited	10,278,177
Citibank Nominees (NZ) Limited	9,634,584
JML Capital Limited	6,765,503
NZGT Nominees Limited	6,238,207
FNZ Custodians Limited	5,854,194
National Nominees Limited	4,567,633
Cogent Nominees Limited	4,207,760
Premier Nominees Limited	4,125,782
New Zealand Depository Nominee Limited	2,941,082
Bell Investment A/C	2,462,443

In the above table, the shareholding of New Zealand Central Securities Depository Limited (NZCSD) has been re-allocated to the applicable members of NZCSD.

SPREAD OF SHAREHOLDERS AS AT 15 MAY 2012

Number of shares	Number of holders	Total shares held	%
1 - 1,000	1,815	1,051,048	0%
1,001 - 5,000	5,712	16,370,323	3%
5,001 - 10,000	3,358	24,456,119	4%
10,001 - 50,000	4,187	87,595,997	14%
50,001 - 100,000	438	29,768,097	5%
100,001 and Over	205	447,363,347	74%
TOTAL	15,715	606,604,931	100%

**TWENTY LARGEST WC WARRANT HOLDERS
AS AT 15 MAY 2012**

JP Morgan Chase Bank	9,768,164
Custodial Services Limited	3,351,191
HRL Morrison & Co Limited	2,164,178
Hettinger Nominees Limited	2,104,832
K & M Douglas	797,141
ASB Nominees Limited	788,701
Bell Investment A/C	646,810
Forsyth Barr Custodians Limited	592,418
JML Capital Limited	589,843
Investment Custodial Services Limited	560,131
P & K Caughey Family A/C	557,000
P Muir	500,000
B Dymond	500,000
P Cook	470,440
National Nominees New Zealand Limited	468,007
T Rutter & O Hill	412,219
M Wade	387,160
Accident Compensation Corporation	343,358
W Allen	317,355
FNZ Custodians Limited	303,186

In the above table, the shareholding of NZCSD has been re-allocated to the applicable members of NZCSD.

**SPREAD OF IFTWC WARRANT HOLDERS
AS AT 15 MAY 2012**

Number of warrants	Number of holders	Total warrants held	%
1 - 1,000	5,565	2,675,341	5%
1,001 - 5,000	4,839	9,318,875	18%
5,001 - 10,000	451	3,145,911	6%
10,001 - 50,000	258	5,270,263	10%
50,001 - 100,000	42	3,339,595	6%
100,001 and Over	49	29,075,473	55%
TOTAL	11,204	52,825,458	100%

In the above table, the shareholding of NZCSD has been re-allocated to the applicable members of NZCSD.

**TWENTY LARGEST INFRASTRUCTURE BONDHOLDERS
(SERIES 12,13,15,16,17,17B,20 AND PIIBS)
AS AT 15 MAY 2012**

Custodial Services Limited	70,052,165
FNZ Custodians Limited	45,207,028
Forsyth Barr Custodians Limited	44,101,357
Investment Custodial Services Limited	23,505,115
Private Nominees Limited	10,228,700
TEA Custodians Limited	8,064,517
ASB Nominees Limited	6,683,751
Tappenden Holdings Limited	6,286,000
Te Ohu Kaimoana Custodian Limited	4,000,000
University Of Otago Foundation Trust	4,000,000
Sterling Holdings Limited	3,835,000
National Nominees New Zealand Limited	3,345,000
HSBC Nominees (New Zealand) Limited	2,676,000
New Zealand Methodist Trust Association	2,500,000
Presbyterian Support Services (South Canterbury) Inc	2,375,000
Northland Regional Council	2,350,000
Southern Cross Medical Care Society	2,000,000
Accident Compensation Corporation	1,902,500
Cogent Nominees Limited	1,860,000
Thermosash Commercial Limited	1,500,000

**SPREAD OF INFRASTRUCTURE BONDHOLDERS
(SERIES 12,13,15,16,17,17B,20 AND PIIBS)
AS AT 15 MAY 2012**

Number of bonds	Number of holders	Total bonds held	%
1 - 1,000	5	3,503	0%
1,001 - 5,000	2,133	10,573,488	1%
5,001 - 10,000	4,874	46,307,864	5%
10,001 - 50,000	11,585	322,313,832	38%
50,001 - 100,000	1,458	121,264,796	14%
100,001 and Over	673	358,701,033	42%
TOTAL	20,728	859,164,516	100%

COMPARATIVE FINANCIAL REVIEW

	2012 ¹ \$Millions	2011 ¹ \$Millions	2010 ¹ \$Millions	2009 ¹ \$Millions	2008 ¹ \$Millions	2007 ¹ \$Millions	2006 \$Millions	2005 \$Millions	2004 \$Millions	2003 \$Millions
Financial Performance (31 March year ended)										
Operating revenue	2166.4 ⁴	1984.8 ⁴	1,835.9	1,733.8	1,346.7	655.1	301.0	172.0	148.7	142.5
Earnings before interest, depreciation taxation and investment realisations	520.2 ⁴	470.9 ^{2,4}	363.3	356.3	315.9	157.1	77.6	63.8	63.6	59.4
Operating earnings ³	199.3	252.9	90.0	77.2	87.8	32.4	13.8	27.9	26.9	19.6
Net gain/(loss) on financial derivatives	19.2	(3.9)	(67.5)	8.0	2.9	22.7	-	-	-	-
Investment realisations	4.3	(0.5)	83.8	(179.4)	(15.4)	38.9	0.2	22.7	2.2	20.0
Net surplus after taxation, discontinued operations and minorities	51.6	64.5	29.0	(191.0)	(1.7)	34.7	8.0	45.0	22.5	28.1
Dividends paid and declared	44.1	37.6	36.2	31.3	28.6	27.4	23.0	26.9	16.7	5.8
Financial position										
Represented by										
Investments	343.8	323.7	9.7	162.4	212.3	262.5	475.6	430.2	377.1	247.9
Non currents assets	4,328.6	4,193.7	3,963.6	3,891.5	3,662.9	3,311.5	1,114.1	484.4	478.1	492.9
Current assets	621.0	515.7	535.1	653.8	524.2	313.6	115.2	87.9	59.9	51.0
Total assets	5,293.4	5,033.1	4,508.4	4,707.7	4,399.4	3,887.6	1,704.9	1,002.5	915.1	791.8
Current liabilities	547.5	415.7	647.6	445.6	618.6	388.7	332.7	63.1	22.2	20.2
Non-current liabilities	1,779.1	1,919.7	1,382.1	1,879.0	1,561.6	1,242.5	97.2	117.4	147.1	176.3
Infrastructure bonds	960.2	854.8	747.4	748.7	748.8	730.0	481.6	233.9	154.6	170.6
Total Liabilities	3,286.8	3,190.2	2,777.1	3,073.3	2,929.0	2,361.2	911.5	414.5	324.0	367.1
Net Assets	2,006.6	1,842.9	1,731.3	1,634.4	1,470.4	1,526.4	793.4	588.1	591.1	424.7
Outside equity interest in subsidiaries	932.0	843.5	850.6	843.4	737.1	717.0	127.6	57.4	50.3	95.3
Equity	1,074.6	999.4	880.7	791.0	733.3	809.4	665.8	530.7	540.8	329.4
Total Equity	2,006.6	1,842.9	1,731.3	1,634.4	1,470.4	1,526.4	793.4	588.1	591.1	424.7
Dividends per share	7.25	6.25	6.25	6.25	6.25	12.50	10.50	12.00	9.00	3.00
Dividends per share (adjusted for share split)	7.25	6.25	6.25	6.25	6.25	6.25	5.25	6.00	4.50	1.50
Shares on issue ('000)	586,931	602,806	567,655	520,211	443,408	219,671	219,439	219,299	226,685	183,414
Shares on issue (adjusted for share split) ('000)	-	-	-	-	443,408	439,342	438,838	438,598	453,370	366,828
Partly paid installment shares ('000)	-	-	-	-	88,008	-	-	-	-	-

1 = Prepared in accordance with New Zealand Equivalents to International Financial Reporting Standards ('NZIFRS').

2 = Prior to fair value gains on acquisition recognised by associates of \$60.7 million.

3 = Operating earnings is earnings after depreciation, amortisation and interest.

4 = Operating revenue and EBITDAF relate to continuing operations

DIRECTORY

DIRECTORS

D A R Newman (Chairman)
M Bogoievski
H R L Morrison
(passed away on 10 February 2012)
H J D Rolleston
D P Saville
M Tume
A Y Muh (alternate to D P Saville)

COMPANY SECRETARY

Kevin Baker

REGISTERED OFFICE - NEW ZEALAND

5 Market Lane
PO Box 320, Wellington
Telephone: 04 473 3663
Internet address: www.infratil.com

REGISTERED OFFICE - AUSTRALIA

C/- H.R.L. Morrison & Co Private Markets
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Telephone: +61 2 8098 7500

MANAGER

Morrison & Co Infrastructure Management
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Telephone: 04 473 2399
Facsimile: 04 473 2388
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SHARE REGISTRAR

Link Market Services
138 Tancred Street
PO Box 384, Ashburton
Telephone: 03 308 8887
E-mail: Imsenquiries@linkmarketservices.com

SHARE REGISTRAR - AUSTRALIA

Link Market Services
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Telephone: +61 2 8280 7111
E-mail: registrars@linkmarketservices.com.au

AUDITOR

KPMG
10 Customhouse Quay
PO Box 996
Wellington

BANKERS

ANZ National Bank, 215-229 Lambton Quay, Wellington
Bank of New Zealand, 80 Queen Street, Auckland
Commonwealth Bank of Australia, 135 Albert Street, Auckland
Hong Kong and Shanghai Banking Corporation,
HSBC Tower, 195 Lambton Quay, Wellington
Industrial and Commercial Bank of China, 220 George Street, Sydney
Kiwibank, 155 The Terrace, Wellington
Westpac Banking Corporation, 188 Quay Street, Auckland

CALENDAR

Final dividend paid	15 June 2012
Annual meeting	13 August 2012
Infratil Update publication	September 2012
Half year end	30 September 2012
Interim report release	13 November 2012
Infratil Update publication	March 2013
Financial year end	31 March 2013

UPDATES/INFORMATION

Infratil produces an Annual Report and Interim Report each year. It also produces two Updates on matters of relevance to the Company. Last year these were:

April 2012: A review of the current position of Infratil, the upcoming regulatory regime facing NZ Bus, a comparison of household electricity prices between Victoria, Australia and New Zealand and a discussion on New Zealand greenhouse gas emission reduction policies.

September 2011: A discussion on the relative merits of private and public ownership with direct reference to Wellington International Airport.

In addition, Infratil produces a monthly report on the operations of its subsidiaries. This is only available on www.Infratil.com

All Infratil's reports and releases are on the website, which also contains profiles of Infratil's businesses and links.

Infratil on Facebook. 

CORPORATE AWARDS

Wellington Chamber of Commerce Achievement Award for contribution to the development of Wellington.

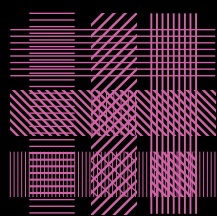
Institute of Financial Professionals New Zealand (INFINZ) Finalist: Best Corporate Communication 2003, 2004, 2005, 2006, 2008, 2010 and 2011.

Best Debt Deal 2007. Best Corporate Treasury 2007, 2008, 2011.

New Zealand Shareholders' Association Best and Fairest Award.

Finance Asia Best New Zealand Deal 2007.

Deloitte / Management Magazine Company of the Year 2007.



Infratil