



Corporate Governance Statement - 2025

Introduction

This Corporate Governance Statement (“Statement”) is current as at 27 May 2025 and contains information regarding corporate governance at Infratil Limited (“Infratil”) for the financial year ended 31 March 2025 and refers to the Infratil Annual Report 2025 (“2025 Annual Report”). This Statement has been approved by the Board.

Infratil’s corporate governance practices have been prepared with reference to the Financial Markets Authority’s Corporate Governance Handbook, the requirements of the NZX Listing Rules and the recommendations in the NZX Corporate Governance Code (31 January 2025 edition) (“NZX Code”).

This Statement demonstrates Infratil’s compliance with the NZX Code and reports on Infratil’s practices against the NZX Code’s recommendations. Infratil’s key corporate governance documents referred to in this Statement are available on the corporate governance section of Infratil’s website: [Corporate Governance - Infratil](#).

Infratil considers that, during the reporting period, Infratil materially complied with the NZX Code. Other information on the Board’s activity this year and plans for next year can be found in the 2025 Annual Report.

Morrison

The Infratil Board is elected by the shareholders and has overall responsibility for the governance of Infratil, while the day-to-day management responsibilities for Infratil have been delegated to Morrison. Accordingly, this Statement also references the activities of Morrison, and the application of certain Infratil policies to Morrison, as required.

Corporate structure and reporting

Infratil is an infrastructure investment company, and its operations comprise the investment into, and subsequent management of, the infrastructure businesses in which it invests (“Portfolio Entities”). These Portfolio Entities carry on business in a number of different sectors and geographies, and are managed by their own boards or directors and management teams – Infratil does not directly operate these businesses.

Infratil’s level of control and influence over the corporate governance practices of the Portfolio Entities varies depending on the level of Infratil’s ownership of each business. Manawa is also a listed company and as such, is itself separately subject to the NZX Listing Rules and NZX Code.

Accordingly, Infratil’s corporate governance practices with respect to the Portfolio Entities focus primarily on Infratil’s role and responsibilities as an owner of those businesses, and the varying level of control and influence which Infratil has in each business. Infratil’s corporate structure can be grouped into the following categories as at 31 March 2025, with each category reflecting a different level of control and influence for Infratil:

Portfolio Entity	Listed Subsidiary	Unlisted Subsidiary	Associate	Investment	Consolidated Group
Manawa (51.1%)	✓				✓
Infratil Infrastructure Property (100%)		✓			✓
One NZ (99.9%)		✓			✓
Gurūn Energy (95.0%)		✓			✓
Mint Renewables (73%)		✓			✓
Wellington International Airport (66.0%)		✓			✓
Qscan (57.1%)		✓			✓
RHCNZ (52.1%)		✓			✓
CDC Data Centres (48.2%)			✓		
Galileo (38.0%)			✓		
Longroad Energy (37.2%)			✓		
Kao Data (54.0%)			✓		
RetireAustralia (50.0%)			✓		
Fortysouth (20%)			✓		
Clearvision Ventures				✓	

ETHICAL STANDARDS

Recommendation 1.1

The board should document minimum standards of ethical behaviour to which the issuer's directors and employees are expected to adhere (a code of ethics).

The code of ethics and where to find it should be communicated to the issuer's employees. Training should be provided regularly. The standards may be contained in a single policy document or more than one policy.

The code of ethics should outline internal reporting procedures for any breach of ethics, and describe the issuer's expectations about behaviour.

Infratil expects the highest standards of honesty and integrity from everyone working at Infratil, including Directors, Portfolio Entity directors and employees and Morrison (as Manager of Infratil), and this expectation is reflected in Infratil's Ethics Policy and Code of Conduct.

- The policy recognises Infratil's commitment to maintaining the highest standards of integrity and its legal and other obligations to all legitimate stakeholders, and sets the standards of ethical behaviour and professional conduct in accordance with which Infratil Directors are expected to adhere to.

- The policy also reflects the standards of ethical behaviour and professional conduct that Infracapital expects Portfolio Entities and Morrison (as Manager of Infracapital) to adopt for their directors and employees.

Infracapital encourages each Portfolio Entity and Morrison (as Manager of Infracapital) to adopt a code of ethics that is consistent with Recommendation 1.1 and that is specific to its business and operations and applicable laws and regulations.

Infracapital's Ethics Policy and Code of Conduct was last reviewed in May 2025 and the Board will review this Code as required but at least every two years.

Morrison provides annual training on compliance policies including its ethics policy and code of conduct to its employees. Employees of Morrison also provide an annual declaration that its policies have been complied with.

Recommendation 1.2

An issuer should have a financial product dealing policy which applies to employees and directors.

Infracapital has a Financial Products Trading Policy applicable to directors, employees, contractors, secondees and consultants of Infracapital, Infracapital's wholly-owned subsidiaries and Morrison who intend to trade in Infracapital Financial Products¹ (which includes quoted financial products issued by Manawa and Wellington International Airport, in addition to those issued by Infracapital).

All trading in Infracapital Financial Products by directors, employees, contractors, secondees and consultants of Infracapital, Infracapital's wholly-owned subsidiaries and Morrison must comply with this policy. The policy includes a fundamental prohibition on insider trading and obligations of confidentiality when dealing with material information. The policy also requires (among others) directors of Infracapital, and all directors and employees of Morrison, to obtain consent prior to trading. The requirements of the policy are separate from, and in addition to, the legal prohibitions on insider trading in New Zealand.

This policy also sets out the rules in relation to trading in Infracapital Financial Products which Infracapital, as an owner, expects Portfolio Entities to adopt for their directors and employees.

BOARD COMPOSITION AND PERFORMANCE

Recommendation 2.1

The board of an issuer should operate under a written charter which sets out the roles and responsibilities of the board. The board charter should clearly distinguish and disclose the respective roles and responsibilities of the board and management.

The Board's role and responsibilities are set out in the Board Charter. The Board Charter clearly distinguishes and discloses the respective roles and responsibilities of the Board and management.

In accordance with the Board Charter, the primary role of the Board is to approve and monitor the strategic direction of Infracapital and add long-term value to Infracapital's shares, having appropriate regard to the interests of all material stakeholders. In addition:

- The Board establishes Infracapital's objectives and overall policy framework within which the business is conducted, and confirms strategies for achieving these objectives.

¹ As defined in the Infracapital Financial Products Trading Policy, being Infracapital quoted ordinary shares and bonds, Manawa quoted ordinary shares and bonds and Wellington International Airport quoted bonds.

- The Board monitors performance and ensures that procedures are in place to provide effective internal financial control.
- Although the day-to-day management of Infratil has been delegated to Morrison (in accordance with the Management Agreement, available on Infratil's website: [Corporate Governance - Infratil](#)), Board approval is required for:
 - all investments and divestments;
 - Infratil's capital management, capital structure and risk management/appetite; and
 - Infratil's portfolio management.

Recommendation 2.2

Every issuer should have a procedure for the nomination and appointment of directors to the board.

The Board is responsible for the nomination and appointment of Directors. The Board has established the Nomination and Remuneration Committee to undertake this process (see recommendations 3.3 and 3.4 below for further information).

Nominations of Directors are put to the Annual Meeting in accordance with Infratil's constitution and the relevant legislation and listing rules. The filling of casual vacancies must be approved by the Board, and then approved by shareholders at the next Annual Meeting.

Recommendation 2.3

An issuer should enter into written agreements with each newly appointed director establishing the terms of their appointment.

All new Directors enter into a written agreement with Infratil setting out the terms of their appointment.

Recommendation 2.4

Every issuer should disclose information about each director in its annual report or on its website, including a profile of experience, length of service, ownership interests, the director's attendance at board meetings and the board's assessment of the director's independence, including a description as to why the board has determined the director to be independent if one of the factors listed in table 2.4 applies to the director, along with a description of the interest, relationship or position that triggers the application of the relevant factor.

A profile of each of the Directors is provided on Infratil's website ([Board - Infratil](#)) and on pages 4 and 125 to 126 of the 2025 Annual Report. The profiles include information on the year of appointment, skills, experience and background of each Director.

The 2025 Annual Report also contains information on the independence of the Directors, their Infratil ownership interests, and attendance at Board and Committee meetings, on page 127.

The Board's statement regarding Director independence can be found at page 126 of the Annual Report.

Recommendation 2.5

An issuer should have a written diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving diversity (which, at a minimum, should address gender diversity) and to assess annually both the objectives and the entity's progress in achieving them. An issuer within the S&P/NZX20 Index at the commencement of its reporting period should have a measurable objective for achieving gender diversity in relation to the composition of its board, that is to have not less than 30% of its directors being male, and

not less than 30% of its directors being female, within a specified period. An issuer should disclose its diversity policy or a summary of it.

Infratil has a Diversity Policy which recognises that diversity of thought at all levels of the business, in an inclusive environment, can lead to better decision-making, improve and increase corporate performance and shareholder value, enhance talent recruitment and retention, increase employee satisfaction and enhance the probability of achieving Infratil's objectives ("Diversity Principle").

Infratil ensures that it has (and encourages each Portfolio Entity and Morrison (as Manager of Infratil) to have) measurable strategies, initiatives and practices to promote behaviours and processes that are consistent with the Diversity Principle. Infratil recognises that these measurable strategies, initiatives and practices will be different for each Portfolio Entity and for Morrison, depending on its specific business requirements and accordingly encourages each Portfolio Entity and Morrison (as Manager of Infratil) to adopt a diversity policy that is consistent with Recommendation 2.5 and that is specific to its business and operations. Management monitors, reviews and reports to the Board (at least annually) on Infratil's, Portfolio Entities' and Morrison's progress under the Diversity Policy. Disclosures on gender diversity are provided on page 128 of the 2025 Annual Report.

Infratil's Board Charter requires the Board to be structured to ensure that, as a collective group, it has the skills, experience, knowledge, diversity and perspective to discharge and perform its required duties and responsibilities, including to set Infratil's strategy and see that it is implemented. As part of that Infratil has introduced an objective that the board at all times will comprise at least 40% of directors being male and 40% of directors being female. Infratil's current board composition which is made up of 43% female and 57% male directors satisfies this objective in accordance with Recommendation 2.5 of the NZX Code.

The Diversity Policy can be found on Infratil's website: <https://infratil.com/about-infratil/board/#our-governance-documents>.

Recommendation 2.6

Directors should undertake appropriate training to remain current on how to best perform their duties as directors of an issuer.

All new non-executive Directors will go through an induction programme aimed at deepening their understanding of Infratil, its business, and the environment and markets in which it operates and as part of this will receive a folder of essential Board and Infratil information and meet key management.

Directors are encouraged to identify and undertake any necessary training and development opportunities to enable them to discharge their duties. Directors are:

- provided with relevant industry information and also receive copies of appropriate company documents to enable them to perform their role; and
- expected to report to the Chair from time to time on the training and development opportunities undertaken by that director.

Recommendation 2.7

The board should have a procedure to regularly assess director, board and committee performance.

The Board has a procedure to regularly assess Director, Board and Committee performance.

The Board, Committees and individual Directors are subject to a performance appraisal from time to time (the Chair initiates regular reviews of Board performance). These performance appraisals generally occur annually. Appropriate strategies for improvement are agreed upon and actioned.

In FY25, the Board undertook an externally facilitated performance evaluation.

The skills and capabilities, including potential gaps in skills and experience, of the Board are continually assessed by the Chair and the Board. Infratil has developed a Board skills matrix of the skills and experience currently regarded as being important to Infratil (and which is set out in the 2025 Annual Report). The skills matrix was updated in FY25 as part of the externally facilitated performance evaluation.

Recommendation 2.8

A majority of the board should be independent directors.

The Board currently comprises seven Directors (six independent Directors and one non-independent Director).

The Board Charter confirms the standards for determining whether a Director is independent for the purposes of service on the Board and committees. These standards reflect the requirements of the NZX Listing Rules and the NZX Code.

A Director is independent if the Board affirmatively determines that the Director satisfies these standards. The Board has determined that:

- All the non-executive Directors (namely, A Clark, A Gerry, P Gough, K Mactaggart, P Springford and A Urlwin) are independent Directors.
- The Chief Executive (J Boyes), as an employee of Morrison (and occupying a position analogous to an executive Director), is not an independent Director.

Recommendation 2.8 also applies to Infratil's Listed Subsidiary, Manawa. Infratil agrees that, as a general rule, a majority of the board of a listed issuer should be independent directors but also considers that, in certain limited circumstances, that may not be appropriate. Infratil considers that Manawa is an example of those very limited circumstances, and the reasons for this were set out on pages 38 and 39 in Infratil's Interim Report 2020 (with Manawa, at that time, named Trustpower).

Recommendations 2.9 and 2.10

An issuer should have an independent chair of the board. The Chair and the CEO should be different people.

The Board Charter requires the Chair to be an independent non-executive Director. The current Chair is Alison Gerry, who is an independent Director. The current CEO is Jason Boyes, who is a Morrison employee and not an independent director.

BOARD COMMITTEES

Recommendation 3.1

An issuer's audit committee should operate under a written charter. An audit committee should only comprise non-executive directors of the issuer. One member of the committee should be both independent and have an adequate accounting or financial background. The chair of the audit committee should be an independent director and not the chair of the board.

The Board has established the Audit and Risk Committee to oversee financial reporting, accounting policies, financial management, internal control systems, risk management systems, systems for protecting assets and compliance. The Committee also:

- keeps under review the scope and results of audit work, its cost-effectiveness and performance and the independence and objectivity of the auditors;
- reviews the financial statements and the NZX and ASX announcements of the financial results; and
- receives regular reports from Morrison, including reports on financial and business performance, risk management, financial derivative exposures and accounting and internal control matters.

The Committee operates under a written charter and must comprise a minimum of three Directors, all of whom must be independent Directors and at least one of whom must also have a financial or accounting background, plus the Chair of the Board (who is not the Committee Chair) as an ex officio member. The Committee currently comprises of four independent Directors (A Urlwin (Chair), A Gerry, K Mactaggart and A Clark), all of whom have an accounting or financial background. The skills and relevant qualifications of each member of the Committee are published in the 2025 Annual Report.

Manager representatives will attend meetings of the Committee as appropriate, at the invitation of the Committee Chair.

The Committee meets at least quarterly to fulfil its obligations. The Committee Chair may convene a meeting if he or she considers one is required, and will also convene a meeting upon request of any Committee member who considers it necessary.

The Committee's role and responsibilities, and membership requirements, are set out in the Audit and Risk Committee Charter (which is available on Infratil's website: [Corporate Governance - Infratil](#)). The Committee reviews the Charter annually (or earlier where necessary) to reflect changed circumstances.

Recommendation 3.2

Employees should only attend audit committee meetings at the invitation of the audit committee.

The Chief Executive, the Chief Financial Officer, or any other officer or employee of Infratil and Morrison may attend meetings of the Audit and Risk Committee as appropriate, at the invitation of the Committee Chair.

Recommendations 3.3 and 3.4

An issuer should have a remuneration committee which operates under a written charter (unless this is carried out by the whole board). At least a majority of the remuneration committee should be independent directors. Management should only attend remuneration committee meetings at the invitation of the remuneration committee.

An issuer should establish a nomination committee to recommend director appointments to the board (unless this is carried out by the whole board), which should operate under a written charter. At least a majority of the nomination committee should be independent directors.

The Board has established the Nomination and Remuneration Committee:

- to manage the identification, consideration and recommendation of Director appointments to the Board, succession planning for Directors, and the induction programme for new Directors;
- to ensure written agreements are in place for all Directors; and
- to review and recommend remuneration for Directors for consideration by shareholders.

Nominations are put to the Annual Meeting in accordance with Infratil's constitution and the relevant legislation and listing rules. The filling of casual vacancies must be approved by the Board, and then approved by shareholders at the next Annual Meeting.

The Committee must comprise a minimum of three Directors, a majority of whom must be independent Directors. The Committee currently comprises three independent Directors (A Gerry (Chair), P Springford and P Gough).

Manager representatives will attend meetings of the Committee as appropriate, at the invitation of the Committee Chair.

The Committee will formally meet on such occasions as the Committee Chair considers necessary. The Committee Chair may convene a meeting if he or she considers one is required, and will also convene a meeting upon request of any Committee member who considers it necessary. For the avoidance of doubt, this means that the Committee might not meet formally in a given year if neither the Committee Chair nor a Committee member considers it necessary.

The Committee's role and responsibilities, and membership requirements, are set out in the Nomination and Remuneration Committee Charter (which is available on Infratil's website: [Corporate Governance - Infratil](#)). The Committee reviews the Charter every two years (or earlier where necessary) to reflect changed circumstances.

Recommendation 3.5

An issuer should consider whether it is appropriate to have any other board committees as standing board committees. All committees should operate under written charters. An issuer should identify the members of each of its committees, and periodically report member attendance.

Manager Engagement Committee

The Board has established the Manager Engagement Committee to monitor Morrison's performance and compliance with the Management Agreement.

As noted earlier, the Board has delegated the day-to-day management responsibilities to Morrison under the Management Agreement. The Management Agreement specifies the duties and powers of Morrison, and the management fee payable to Morrison ("Management Fee"), the details of which are summarised in the 2025 Annual Report.

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

The Board recognises that the interests of Infratil shareholders and Morrison have the potential to conflict, and that an important role of the Board is to be aware of and assess potential conflicts in relation to Infratil's capital structure and strategies adopted, and the resulting potential Morrison revenues. The Manager Engagement Committee is also responsible for managing any potential conflicts between the interests of Infratil shareholders and Morrison (for instance, in agreeing the terms of governance arrangements for investment joint ventures with other Morrison clients).

The Committee must comprise a minimum of three Directors, all of whom must be independent Directors. The Committee currently comprises all independent Directors (K Mactaggart (Chair), A Clark, A Gerry, P Gough, P Springford and A Urlwin).

Unless invited, Manager representatives do not attend meetings of the Committee.

The Committee meets at least biannually to fulfil its obligations. The Committee Chair may convene a meeting if he or she considers one is required, and will also convene a meeting upon request of any Committee member who considers it necessary.

The Committee's role and responsibilities, and membership requirements, are set out in the Manager Engagement Committee Charter (which is available on Infratil's website: [Corporate Governance - Infratil](#)). The Committee reviews the Charter every two years (or earlier where necessary) to reflect changed circumstances.

The Board annually reviews the necessity for and composition of the Committee, and its performance, processes and procedures to ensure that they are not unduly complex and are designed to assist the Board in effectively fulfilling its role.

The Board and Committee meetings and attendance in Financial Year 2025 are published in the 2025 Annual Report.

Other committees

Other committees may be formed when efficient or necessary to facilitate efficient decision-making or when required by law.

Recommendation 3.6

The board should establish appropriate protocols that set out the procedure to be followed if there is a 'control transaction' for the issuer including the procedure for any communication between the issuer's board and management and the bidder. The board should disclose the scope of independent advisory reports to shareholders. These protocols should include the option of establishing an independent control transaction committee, and the likely composition and implementation of an independent control transaction committee.

The Board has approved protocols that set out the procedure to be followed if there is a control transaction for Infratil, which reflect the requirements of the Takeovers Code, market practice and recommendations by the Takeovers Panel.

REPORTING AND DISCLOSURE

Recommendation 4.1

An issuer's board should have a written continuous disclosure policy.

Infratil is committed to complying with its continuous disclosure obligations under the NZX Listing Rules and has a written continuous disclosure policy which is part of Infratil's Disclosure and Communications Policy. This policy is available on Infratil's website: [Corporate Governance - Infratil](#).

Recommendation 4.2

An issuer should make its code of ethics, board and committee charters and the policies recommended in the NZX Code, together with any other key governance documents, available on its website.

Infratil's code of ethics, Board and Committee charters, and the policies recommended in the NZX Code, together with other key governance documents (for example, the Management Agreement), are available on Infratil's website: [Corporate Governance - Infratil](#).

Recommendations 4.3 and 4.4

Financial reporting should be balanced, clear and objective.

An issuer should provide non-financial disclosure at least annually, including considering environmental, social sustainability and governance factors and practices. It should explain how operational or non-financial targets are measured. Non-financial reporting should be informative, include forward looking assessments, and align with key strategies and metrics monitored by the board.

The Board is committed to reporting Infratil's financial information in an objective, balanced and clear manner, and non-financial information using an informative forward-looking assessment that aligns with Infratil's key strategies. The Board takes an active role in overseeing financial and non-financial reporting. Infratil's annual report is an important document for communicating financial and non-financial information on Infratil and the infrastructure businesses in which Infratil has invested. Additionally, Infratil periodically conducts Investor Days which provide updates on Infratil and overviews of the assets and sectors in which Infratil has invested. The 2025 Annual Report is available on Infratil's website at: <https://infratil.com/for-investors/reports-results-meetings-investor-days/>.

The Audit and Risk Committee oversees the preparation of financial reports and statements and ensures they are prepared in accordance with applicable accounting and reporting standards, and legislative requirements (including the Companies Act 1993, Financial Markets Conduct Act 2013 and Listing Rules) for New Zealand or the relevant jurisdiction in which the company or any entity in the Group operates.

Infratil endeavours to follow a best practice approach to sustainability by aligning with suitable, recognised market standards – such as our commitment to setting a SBTi-validated target and reference to Global Reporting Initiative (GRI) standards and the United Nations Sustainable Development Goals (SDGs) to inform the metrics in Infratil's sustainability reporting. Infratil has committed to climate disclosures and reporting in line with the latest standards, including Aotearoa New Zealand Climate standards, GHG Protocol, Partnership for Carbon Accounting Financials, and the Science Based Target initiative.

Infratil's 2024 Sustainability Report and Climate Related Disclosures are available on Infratil's website at: <https://infratil.com/for-investors/reports-results-meetings-investor-days/>

REMUNERATION

Recommendation 5.1

An issuer should have a remuneration policy for the remuneration of directors. An issuer should recommend director remuneration to shareholders for approval in a transparent manner. Actual director remuneration should be clearly disclosed in the issuer's annual report.

Infratil's Remuneration Policy provides that the remuneration of directors should be transparent, fair and reasonable.

The Board determines the level of remuneration paid to Directors within the amounts approved from time to time by Shareholders.

The current aggregate maximum remuneration which may be paid to Directors (in their capacity as a director of Infratil and certain of its subsidiaries) ("Directors' Fee Pool") is \$1,525,500 per annum, which was approved by Shareholders at the 2023 Annual Meeting. Prior to the 2023 Annual Meeting, the Board engaged EY to undertake a benchmarking exercise in order to assess the appropriateness of directors' fees paid to Infratil directors. Details of the directors' fees for which approval was sought, together with a link to the EY benchmarking report, were set out in the 2023 Notice of Meeting.

A breakdown and summary of Directors' remuneration and amounts actually paid is set out in the 2025 Annual Report.

The Remuneration Policy can be found on Infratil's website: [Board - Infratil](#)

Recommendation 5.2

An issuer should have a remuneration policy for remuneration of executives, which outlines the relative weightings of remuneration components and relevant performance criteria.

Infratil supports the principle in the NZX Code that the remuneration of executives should be transparent, fair and reasonable.

Management Fee

As noted earlier, Infratil is managed by Morrison under the Management Agreement. The Management Agreement sets out the terms of the services provided by Morrison and the basis of fees, including base fees and incentive fees. Details of fees paid to Morrison were disclosed in the 2025 Annual Report, and an external review of the fees payable under the Management Agreement was conducted in November 2020 (further details of which can be found on Infratil's website at [Corporate Governance - Infratil](#)).

Executive Remuneration

Infratil's expectation is that all Portfolio Entities should adopt remuneration policies for their executives which set remuneration at levels that are fair and reasonable in a competitive market, and that include elements that are dependent on the Portfolio Entity's performance and the performance of the individual. Establishing appropriate remuneration policies is complex and Infratil expects each Portfolio Entity to have a policy that is appropriate for its business – there is no "one-size-fits-all" methodology.

Infratil does not disclose any remuneration information on people employed by Morrison, as these people are remunerated by Morrison. The only cost to Infratil of these people is the Management Fee payable to Morrison (referred to above) and Infratil does not have (and therefore cannot disclose) any information on their remuneration. Employees of Morrison include most of the management team listed on page 12 of the 2025 Annual Report (including the Chief Executive and Chief Financial Officer).

Recommendation 5.3

An issuer should disclose the remuneration arrangements in place for the CEO in its annual report. This should include disclosure of the base salary, short term incentives and long term incentives and the performance criteria used to determine performance based payments.

The Chief Executive, Mr Boyes, is employed by Morrison, not Infratil. Mr Boyes receives no remuneration from Infratil for his role as Chief Executive of Infratil, and his remuneration is paid by Morrison.

The only cost to Infratil of Mr Boyes is the Management Fee payable to Morrison (referred to above) and Infratil does not have (and therefore cannot disclose) any information on Mr Boyes' remuneration.

The Board considers that the key question for the Board is whether Infratil receives value for money from Morrison for the services of Mr Boyes (and other Morrison executives), and the Board is satisfied it does.

RISK MANAGEMENT

Recommendation 6.1

An issuer should have a risk management framework for its business and the issuer's board should receive and review regular reports. An issuer should report the material risks facing the business and how these are being managed.

The Board has overall responsibility for the establishment and oversight of Infratil's risk management framework.

In particular, the Audit and Risk Committee of the Board is responsible for ensuring that Infratil has an effective risk management framework to identify, treat and monitor key business risks and regulatory compliance, and also reviews management practices in these areas. Formal systems are in place for regular reporting to the Board on business risk, including impacts, mitigation strategies and compliance matters.

Morrison (via the Chief Executive and Chief Financial Officer) is required to confirm, and has confirmed, to the Audit and Risk Committee and the Board in writing that, in its opinion, for FY25:

- Financial records have been properly maintained and Infratil's financial statements present a true and fair view, in all material respects, of Infratil'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 and comply with International Financial Reporting Standards and other applicable financial reporting standards for profit-oriented entities.
- That opinion was formed on the basis of a sound system of risk management and internal control which is operating effectively.
- That system of risk management and internal control is appropriate and effective internal controls and risk management practices are in place to safeguard and protect Infratil's assets, to identify, assess, monitor and manage risk, and to identify material changes to Infratil's risk profile.

Infratil maintains a risk register which records the likelihood and impact of each risk to Infratil's business, along with the key risks identified and mitigations.

Recommendation 6.2

An issuer should disclose how it manages its health and safety risks and should report on its health and safety risks, performance and management.

Health and safety is managed by Infratil's operational Portfolio Entities and Morrison (rather than in aggregate at a group level). The Board is provided with regular health and safety reports for those operating Portfolio Entities and Morrison.

AUDITORS

Recommendation 7.1

The board should establish a framework for the issuer's relationship with its external auditors. This should include procedures:

- (a) *for sustaining communication with the issuer's external auditors;*

- (b) *to ensure that the ability of the external auditors to carry out their statutory audit role is not impaired, or could reasonably be perceived to be impaired;*
- (c) *to address what, if any, services (whether by type or level) other than their statutory audit roles may be provided by the auditors to the issuer; and*
- (d) *to provide for the monitoring and approval by the issuer's audit committee of any service provided by the external auditors to the issuer other than in their statutory audit role.*

The Audit and Risk Committee is responsible for the selection and appointment of the external auditor (which is included within the External Audit Relationship section of the Audit and Risk Committee Charter) and for ensuring that the external auditor or lead audit partner is changed at least every five years.

As set out in the Audit and Risk Committee Charter, the Audit and Risk Committee provides a formal forum in place for enhancing free and open communication between the Board, senior financial management and external audit, ensuring there has been no unjustified restrictions or limitations placed on the auditors.

KPMG is the external auditor of Infratil ("Infratil Group Auditor"). The lead audit partner is rotated on a regular basis, and a new lead audit partner commenced on 1 April 2024.

The Audit and Risk Committee Charter also outlines the processes and checks that Infratil has implemented to avoid actual or perceived conflicts of interest arising from non-audit services being provided by the Infratil Group Auditor, which can arise by reason of Infratil being an infrastructure investment company. In some circumstances, subject to the requirements outlined in the Audit and Risk Committee Charter, the Board considers it appropriate that the Infratil Group Auditor provide non-audit services to Infratil. In these cases:

- Any non-audit activities undertaken by the Infratil Group Auditor must be approved by the Chair of the Audit & Risk Committee, following a recommendation by the Infratil Chief Financial Officer (based on the principles outlined in the Audit & Risk Committee Charter).
- In assessing the merits of non-audit engagements, consideration is also given to whether the services could be provided by other service providers and to whether there are significant benefits to Infratil from the Infratil Group Auditor providing the services.

Recommendation 7.2

The external auditor should attend the issuer's annual meeting to answer questions from shareholders in relation to the audit.

Infratil expects the Infratil Group Auditor to attend the Annual Meeting, and to be available to answer shareholders' questions about the audit.

Recommendation 7.3

Internal audit functions should be disclosed.

The Board has overall responsibility for Infratil's system of internal financial control and is assisted by the Audit and Risk Committee.

Infratil does not have a separate internal audit function, however the Board has established procedures and policies to continually improve the effectiveness of Infratil's risk management and 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.

SHAREHOLDER RIGHTS AND RELATIONS

Recommendation 8.1

An issuer should have a website where investors and interested stakeholders can access financial and operational information and key corporate governance information about the issuer.

Shareholders are encouraged to receive communications from, and send communications to, Infracore and MUFG – Corporate Markets (Infracore's security registry) electronically.

To ensure shareholders and other stakeholders have access to relevant information, Infracore:

- Ensures its website contains media releases, full year and half year financial information and presentations, sustainability reports and climate related disclosures, current and past annual reports, Infracore bond documents, dividend histories, notices of meeting, details of Directors and Morrison, and other information about Infracore (including key corporate governance information).
- Makes available printed interim and annual reports and encourages shareholders to access these documents on the website and to receive advice of their availability by email.

Infracore's investor website can be found at [For investors - Infracore](#), and specific enquiries can be directed to info@infracore.com.

Recommendation 8.2

An issuer should allow investors the ability to easily communicate with the issuer, including by designing its shareholder meeting arrangements to encourage shareholder participation and by providing shareholders the option to receive communications from the issuer electronically.

Infracore aims to communicate effectively, give ready access to balanced and understandable information about Infracore and make it easy to participate in Annual Meetings. Infracore 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 Annual Meetings and any other shareholder meetings in a manner conducive to achieving shareholder participation, including where possible a hybrid meeting (with shareholders having the option to join the meeting in person or online, based on their own preferences). Where a hybrid or virtual Annual Meeting is held, information regarding how to participate in the Annual Meeting virtually is included and/or referenced in Infracore's Notice of Meeting. Our Directors, Chief Executive Officer, representatives of Morrison, senior management of Portfolio Entities and the Infracore Group Auditor attend the Annual Meeting each year. To ensure shareholders and other stakeholders have access to relevant information, Infracore:

- Holds regular investor road shows and an annual investor day, and sends interested parties the dates and invitations to attend.
- Sends security holders its annual and interim reports, which provide a summary of Infracore's operating and financial performance for the relevant period, and periodic operational updates.
- Publishes press releases on issues/events that may have material information 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.
- Provides additional explanatory information where circumstances require.

Recommendation 8.3

Quoted equity security holders should have the right to vote on major decisions which may change the nature of the company in which they are invested.

Major decisions that may change the nature of Infratil's business will be presented as resolutions to the Annual Meeting and voted on by shareholders, in accordance with the requirements of the NZX Listing Rules, Companies Act 1993 and company constitution.

Recommendation 8.4

If seeking additional equity capital, issuers of quoted equity securities should offer further equity securities to existing equity security holders of the same class on a pro rata basis, and on no less favourable terms, before further equity securities are offered to other investors.

The Board requires a number of conditions to be met before considering seeking additional equity capital, including:

- The Board being satisfied that additional equity capital can be issued at an attractive price.
- The Board being satisfied that any proposed equity capital raising meets the fairness test, which maximises the opportunity for shareholders to access the equity raising and minimises any dilution.

Infratil raised additional equity capital in 2024 and considers that its chosen capital raising structures, though not fully pro rata offers, achieved a fair result for both institutional and retail Infratil shareholders. The Board elected to use a combination of a placement and a retail offer for its capital raise on the basis that such structure provided the tightest pricing, quickest execution and time to settlement, and could be structured to give the vast majority of Infratil's shareholders the opportunity to maintain their relative pro rata shareholdings if desired. By contrast, if the capital raise were structured as a fully pro rata accelerated renounceable entitlement offer, it would have taken longer to complete the institutional offer, had a bigger discount, had a longer settlement period, and therefore greater exposure to market risk, and higher fees.

Recommendation 8.5

The board should ensure that the notice of annual or special meeting of quoted equity security holders is posted on the issuer's website as soon as possible and at least 20 working days prior to the meeting.

Each year, the Notice of Meeting for the Annual Meeting is sent to shareholders by mail and email, and made available on Infratil's website, at least 20 working days before the Annual Meeting.

Infratil encourages full participation of shareholders at the Annual Meeting to ensure a high level of accountability and identification with Infratil's strategies and goals. Shareholder meetings are generally held in a manner which is intended to maximise participation by shareholders, and Infratil expects that, where possible, this will involve a hybrid meeting (with shareholders having the option to join the meeting in person or online, based on their own preferences), rather than a fully online meeting, for so long as there continues to be shareholder support for attendance in person.

At the Annual Meeting, shareholders have the opportunity to submit questions prior to each meeting and representatives of Morrison, senior management of Portfolio Entities and the Infratil Group Auditor are present to assist with and provide answers to questions raised by shareholders. There is also generally an opportunity for informal discussion with Directors, representatives of Morrison 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 its website (<http://www.nzshareholders.co.nz>). While Infratil supports the general aims and objectives of the NZSA, NZSA's specific actions and views are not necessarily endorsed by Infratil or representative of Infratil's view.