



INFRATIL LIMITED

Manager Engagement Committee Charter

1 PURPOSE

- 1.1 The Manager Engagement Committee (*Committee*) has been established as a sub-committee of the Board of Directors (*Board*). The purpose of the Committee is to:
- (a) monitor the Manager's performance and compliance with the Management Agreement; and
 - (b) manage any potential conflicts between the interests of Infratil shareholders and the Manager.
- 1.2 The purpose of this charter is to set out the Committee's authority, objectives, duties and responsibilities.
- 1.3 This charter has been approved by the Board.

2 AUTHORITY

The Board authorises the Committee, within the scope of its responsibilities, to:

- 2.1 obtain external legal or other professional advice as the Committee deems necessary;
- 2.2 request information from any officer or employee of Infratil or the Manager, all of whom are directed to co-operate with any request for information made by the Committee; and
- 2.3 instruct any director, officer or employee of Infratil or the Manager or any external professional adviser to attend any Committee meeting and to provide any pertinent information as the Committee considers necessary.

3 OBJECTIVES

The objectives of the Committee are to:

- 3.1 monitor the performance of the Manager and the Manager's compliance with the Management Agreement;
- 3.2 monitor the process for calculating Manager performance fees, including the independent valuation process (having regard to any involvement by any independent director on the investment entity board);
- 3.3 approve arrangements for other services provided, and costs incurred, by the Manager (or its Connected Persons) outside the scope of the matters for which the Manager is remunerated by the management and incentive fees payable under the Management Agreement;

- 3.4 monitor potential conflicts, and approving appropriate processes to manage identified conflicts, in relation to Infratil's capital structure and strategies adopted, and the resulting potential Manager revenues;
- 3.5 review the performance of the Manager and periodically review the Management Agreement (including fees payable to the Manager); and
- 3.6 be responsible for any other matter relating to the Manager delegated to the Committee from time to time by the Board.

4 MEMBERSHIP AND MEETING PROCEEDINGS

- 4.1 The Committee will comprise a minimum of three Directors, all of whom shall be Independent Directors (in accordance with the independence criteria set out in the Board Charter).
- 4.2 Members will be appointed by the Board and will hold office until removed and substituted by Board resolution.
- 4.3 The Chair of the Committee may be the Chair of the Board.
- 4.4 The Committee will meet at least biannually to fulfil its obligations as set out in this Charter. The 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.
- 4.5 A quorum will be two Committee members.
- 4.6 At least seven business days' notice will be given for each meeting, unless circumstances require an urgent meeting to be called.
- 4.7 Agendas and associated papers will be distributed to, and received by, Committee members at least five business days prior to each meeting.
- 4.8 Any Independent Directors who are not members of the Committee will be advised of, and be circulated with the papers for, any scheduled Committee meeting, and any such Independent Director may attend any scheduled Committee meeting.
- 4.9 Formal minutes will be taken at each Committee meeting. These minutes will record the discussion, the decisions taken and all resulting recommendations to the Board. These Minutes will be tabled, or reported on, at the earliest available Board meeting.
- 4.10 The Committee may request information from any officer or employee of Infratil or the Manager.
- 4.11 The Committee may instruct any director, officer or employee of Infratil or the Manager or any external professional adviser to attend any Committee meeting and to provide any pertinent information as the Committee considers necessary (and directors, officers and employees of the Manager may not attend any Committee meeting unless instructed to do so by the Committee).

5 **PERFORMANCE**

- 5.1 The Committee will review this charter annually, or earlier where necessary, to reflect changed circumstances. It will forward any updated charter to the Board for approval.
- 5.2 The Board will annually review the:
- (a) necessity for and composition of the Committee; and
 - (b) performance, processes and procedures of the Committee to ensure that they are not unduly complex and are designed to assist the Board in effectively fulfilling its role (as set out in the Board Charter).