



27 May 2024

Dear Bondholder

Infratil Limited (**Infratil**) has announced that it is making a new offer of 7½ year unsecured, unsubordinated, fixed rate infrastructure bonds (**New Bonds**). The bonds will mature on 17 December 2031.

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

Offer structure

The offer comprises two separate parts:

- A firm offer of up to \$75,000,000 of New Bonds (with the ability to accept oversubscriptions at Infratil's discretion) which will be available to New Zealand clients of the Joint Lead Managers, approved financial intermediaries and other primary market participants invited to participate in the bookbuild process (**Firm Offer**). The Firm Offer is now open and will close at 11.00am on 30 May 2024.
- An exchange offer of up to \$56,117,000 of New Bonds under which all New Zealand resident holders of the IFT230 bonds maturing on 15 June 2024 (**2024 Bonds**) will have the opportunity to exchange some or all of their maturing 2024 Bonds for New Bonds (**Exchange Offer**). The Exchange Offer will open following the closing of the Firm Offer on 31 May 2024 and close on 12 June 2024. All eligible holders of the 2024 Bonds who submit a valid application will have their applications satisfied in full up to a maximum of the number of 2024 Bonds they hold. There is no ability to apply for additional New Bonds under the Exchange Offer.

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

The offer is being made as an offer of debt securities of the same class as existing quoted debt securities pursuant to the Financial Markets Conduct Act 2013. The New Bonds are expected to be quoted on the NZX Debt Market under the ticker code IFT350.

Interest Rate

The Interest Rate will be the greater of:

- (a) the Minimum Interest Rate of 6.75% per annum; and
- (b) the sum of the Issue Margin and the Base Rate determined on 30 May 2024 when the Firm Offer closes.

The Issue Margin will be set following a bookbuild process on 30 May 2024. The indicative Issue Margin range for the New Bonds is 2.40% to 2.50% per annum. In any case, the Interest Rate will not be less than the Minimum Interest Rate of 6.75% per annum.

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

The Issue Margin and the Interest Rate will be announced by Infratil on 30 May 2024 via NZX and will be available on Infratil's website www.infratil.com/for-investors/our-bonds together with an updated Terms Sheet.

How do I apply?

- If you want to participate in the **Firm Offer** you should contact a Joint Lead Manager, your financial adviser or any primary market participant for information on how to acquire the New Bonds. You can find a primary market participant by visiting www.nzx.com/services/market-participants/find-a-participant.
- If you would like to participate in the **Exchange Offer** the online portal will be available at www.infratilbondexchangeoffer.com from 8.30am on 31 May 2024. To complete your online application, you will need your CSN/Holder Number and the unique Entitlement Number for the Exchange Offer. Your online acceptance details are:
 - CSN/Holder Number: [•]
 - Entitlement Number: [•]

We strongly encourage you to use the online portal to avoid missing out due to postal delays, or due to issues processing manual applications. The online portal will be available until the Exchange Offer closes at 5.00pm on 12 June 2024.

If you are unable to complete the online application please go to Infratil's website www.infratil.com/for-investors/our-bonds and download a copy of the Indicative Terms Sheet which includes an application form for completion, or alternatively contact Link Market Services on applications@linkmarketservices.co.nz or call 09 375 5998 if you have any questions on how to participate in the Exchange Offer. You must return a completed application form so that it is received by the Registrar no later than 5.00pm on 12 June 2024.

If you decide to participate in the Exchange Offer in respect to some or all of your 2024 Bonds, then the redemption proceeds of your 2024 Bonds that are being exchanged for New Bonds will be banked into the trust account operated in respect of the offer on 14 June 2024 (the business day immediately preceding 15 June 2024). Interest will accrue at the Interest Rate from that date and you will receive an interest payment on 17 June 2024 for interest accrued in the period from (and including) 14 June 2024 to (but excluding) 17 June 2024.

If you decide not to participate in the Exchange Offer, or to only exchange some of your 2024 Bonds, then the payment of the face value of your 2024 Bonds that are not exchanged will be made by direct credit into your nominated bank account on 14 June 2024 (the business day immediately preceding 15 June 2024), together with the final interest payment. If you need to update your nominated bank account or other contact details please visit the Link Investor Centre (investorcentre.linkgroup.nz) to update online.

If you are interested in further information we suggest that you contact your usual financial adviser or one of the joint lead managers whose details are contained within the Indicative Terms Sheet.

Yours sincerely



Tom Robertson
Infratil Treasurer