

HERBERT
SMITH
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Ross Rolfe
Chief Executive Officer / Managing Director
Infigen Energy Limited
Level 17, 56 Pitt Street
Sydney, NSW 2000, Australia
Email: Ross.Rolfe@infigenenergy.com

11 April 2018

copies to:
David Richardson
Company Secretary
Infigen Energy Limited
Level 17, 56 Pitt Street
Sydney, NSW 2000, Australia
Email: David.Richardson@infigenenergy.com

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000
Fax: 1300 135 638

Dear Ross

Form 603 (Notice of initial substantial holder) In relation to Infigen Energy Limited (ASX:IFN)

We act for BIF III Logan Aggregator L.P. (BIF).

In accordance with section 671B(1)(b) of the *Corporations Act 2001* (Cth), we attach, on behalf of BIF, a Form 603 Notice of Initial Substantial Holder in relation to Infigen Energy Limited given by the substantial holders outlined in the notice.

Yours sincerely

Philippa Stone
Partner
Herbert Smith Freehills

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philippa.stone@hsf.com

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Form 603

Corporations Act 2001
Section 671B

Notice of Initial substantial holder

To Company Name/Scheme Infigen Energy

ACN/ARSN Comprising Infigen Energy Limited (ABN 39 105 051 616), Infigen Energy (Bermuda) Limited (ARBN 116 360 715) and Infigen Energy Trust (ARSN 116 244 118), with Infigen Energy RE Limited (ABN 61 113 813 997) (AFSL 290 710) as responsible entity of the Trust (IFN).

1. Details of substantial holder (1)
Name

BIF III Logan Aggregator LP (BIF) and its ultimate controller Brookfield Asset Management Inc. (BAM), further details of which are set out in Annexure "A", and each of BAM's other controlled entities, including each of the other entities listed in Annexure "A", further details of which are set out in Annexure "A" (being each other entity interposed on a control basis between BAM and BIF) (together Brookfield Group Entities).

ACN/ARSN (if applicable) See Annexure "A"

The holder became a substantial holder on 10/04/2018

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interest in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Stapled securities	86,424,171	86,424,171	9.06% (based on 954,080,175 stapled securities on issue)

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
BIF	Relevant interest under section 608(1)(c) of the Corporations Act 2001 (Act), being a relevant interest arising as purchaser of these stapled securities under a transaction which as at the date of this notice had yet to settle and details of which are set out at Annexure "B".	55,865,416 stapled securities
BIF	Relevant interest under section 608(1)(c) of the Act, being a relevant interest arising as purchaser of these stapled securities under a transaction which as at the date of this notice had yet to settle and details of which are set out at Annexure "C".	30,000,000 stapled securities
BIF	Relevant interest under section 608(1)(c) of the Act, being a relevant interest arising as purchaser of these stapled securities under a transaction which was reported to the Australian Securities Exchange as a crossing and which as at the date of this notice had yet to settle.	558,755 stapled securities

Each other Brookfield Group Entity	Relevant interest under section 608(3)(a) and/or section 608(3)(b) of the Act, being a relevant interest held through a body corporate (BIF) in which the voting power of the relevant Brookfield Group Entity is more than 20% or which the relevant Brookfield Group Entity controls.	86,424,171 stapled securities
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4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
BIF and each Brookfield Group Entity	Vijay Sethu	BIF (following settlement of the transaction details of which are set out at Annexure "B")	55,865,416 stapled securities
BIF and each Brookfield Group Entity	Lim Chee Meng	BIF (following settlement of the transaction details of which are set out at Annexure "C")	30,000,000 stapled securities
BIF and each Brookfield Group Entity	Unknown	BIF (following settlement of the transaction relating to these stapled securities)	558,755 stapled securities

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
BIF	10/04/2018	A\$32,681,268.36	Nil	55,865,416 stapled securities
BIF	10/04/2018	A\$17,550,000	Nil	30,000,000 stapled securities
BIF	10/04/2018	A\$334,191.37	Nil	558,755 stapled securities
Each other Brookfield Group Entity	10/04/2018	No separate consideration was provided by other Brookfield Group Entities (whose relevant interests only arise through BIF's purchases).	Nil	86,424,171 stapled securities

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
BIF and each other Brookfield Group Entity	Each other Brookfield Group Entity is an associate of BIF under section 12 of the Act.

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
BIF	73 Front Street, Hamilton, HM 12, Bermuda
BAM	Brookfield Place, 181 Bay Street, Suite 300, Toronto, Ontario, Canada, M5J 2T3
Each other Brookfield Group Entity	C/- Brookfield Australia Investments Ltd, Level 22, 135 King St, Sydney NSW 2000

Signature

ASIC Form 603


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15 July 2001

print name Jane Sheere

capacity Secretary

sign here



date 11/04/2018

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure "A"

This is Annexure "A" of 1 page referred to in the Form 603 (Notice of Initial Substantial Holder), signed by me and dated 11 April 2018.


.....
Jane Sheere, Secretary

Brookfield Group Entities

ENTITY	ACN
Brookfield Infrastructure Fund III-A (CR), L.P.	N/A
Brookfield Infrastructure Fund III-D (CR), L.P.	N/A
Brookfield Infrastructure Fund III-A, L.P.	N/A
Brookfield Infrastructure Fund III-B, L.P.	N/A
Brookfield Infrastructure Fund III-D, L.P.	N/A
BIF III Holdings (Delaware) L.P.	N/A
Brookfield Renewable Partners L.P.	N/A
Brookfield Renewable Energy L.P.	N/A
Brookfield BRP Europe Holdings (Bermuda) Limited	N/A
Brookfield Renewable EU Limited	N/A
BEP Logan Holdings Limited	N/A
BEP BIF III Logan AIV L.P.	N/A
BIF III Logan AIV L.P.	N/A
BIF III Logan AIV (B) L.P.	N/A
BIF III Logan Holdings L.P.	N/A
BEP BIG III EU Generation GP Limited	N/A
Brookfield Infrastructure Group Bermuda Limited	N/A
BIG Holdings L.P.	N/A
Brookfield Infrastructure Group Limited	N/A
BAM Infrastructure Group L.P.	N/A
BAM Limited	N/A
Brookfield Asset Management Inc.	N/A
Brookfield Holdings Canada Inc.	N/A
1897065 Ontario Limited	N/A
Brookfield Renewable Power Holdings LLC	N/A
Brookfield Power Brazil US LLC	N/A
1897039 Ontario Limited	N/A
BRP Bermuda Limited	N/A
Brookfield Renewable Energy Group Inc.	N/A
Brookfield Renewable Power Inc.	N/A

Annexure "B"

This is **Annexure "B"** of 1 page referred to in the Form 603 (Notice of Initial Substantial Holder), signed by me and dated 11 April 2018.


Jane Sheere, Secretary

Chew, William

From: Vijay Sethu <[REDACTED]>
Sent: Tuesday, 10 April 2018 4:44 PM
To: Tenielle Jordan
Cc: Jamie O'Neill; Michael Ryan; Len Chersky; Ray Neill
Subject: Re: Sale of Infigen Securities

Hi Tenielle

I confirm my agreement as requested

Thanks and Regards

Vijay

Sent from my iPad

On 10 Apr 2018, at 1:23 PM, Tenielle Jordan <[REDACTED]> wrote:

Dear Vijay

We are emailing you to confirm your agreement to sell (or cause the sale) to BIF III Logan Aggregator LP ("BIF III") and BIF III's agreement to buy 55,865,416 stapled securities in Infigen Energy Limited held by you and/or your affiliated entities for total consideration of \$32,681,268.36, being \$0.585 per security. The transfer of these stapled securities will be entered into by our brokers by no later than 12 April 2018, with customary delivery versus payment settlement in CHES to occur prior to or on 17 April 2018.

As a result of preliminary steps that we understand you need to take to enable settlement, there may be a delay to the customary T+2 settlement time for the above trade. You agree that to the extent any extension to the customary settlement period is required, you will provide your consent to Ord Minnett to approve such extended settlement period, provided this period does not extend beyond 17 April 2018.

Could you please confirm your agreement with the above by replying to this email.

Kind regards

Tenielle

Tenielle Jordan
Senior Associate, Legal Counsel

Brookfield Infrastructure Group
Level 22, 135 King Street, Sydney NSW 2000

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M

www.au.brookfield.com

<image001.jpg>

View Important disclosures and information about our e-mail policies [here](#).

Annexure "C"

This is Annexure "C" of 1 page referred to in the Form 603 (Notice of Initial Substantial Holder), signed by me and dated 11 April 2018.


.....
Jane Sheere, Secretary

Chew, William

From: Lim Chee Meng <[REDACTED]>
Sent: Tuesday, 10 April 2018 4:48 PM
To: Tenielle Jordan
Cc: Vijay Sethu; Jamie O'Neill; Michael Ryan; Len Chersky; Ray Neill
Subject: RE: Sale of Infigen Securities

Dear Tenielle,

I confirm that your email below is correct. I will have 30 million Infigen Energy Limited stapled securities in my Ord Minnett securities account ready to be transacted with BIF III by this Thursday, 12 April 2017 or latest Friday.

Regards,

Chee Meng

From: Tenielle Jordan [mailto:[REDACTED]]
Sent: Tuesday, 10 April, 2018 1:24 PM
To: Lim Chee Meng <[REDACTED]>
Cc: Vijay Sethu <[REDACTED]>; Jamie O'Neill <[REDACTED]>; Michael Ryan <[REDACTED]>; Len Chersky <[REDACTED]>; Ray Neill <[REDACTED]>
Subject: Sale of Infigen Securities

Dear Chee Meng

We are emailing you to confirm your agreement to sell (or cause the sale) to BIF III Logan Aggregator LP ("BIF III") and BIF III's agreement to buy 30,000,000 stapled securities in Infigen Energy Limited held by you and/or your affiliated entities for total consideration of \$17,550,000, being \$0.585 per security. The transfer of these stapled securities will be entered into by our brokers by no later than 12 April 2018, with customary delivery versus payment settlement in CHESSE to occur prior to or on 17 April 2018.

As a result of preliminary steps that we understand you need to take to enable settlement, there may be a delay to the customary T+2 settlement time for the above trade. You agree that to the extent any extension to the customary settlement period is required, you will provide your consent to Ord Minnett to approve such extended settlement period, provided this period does not extend beyond 17 April 2018.

Could you please confirm your agreement with the above by replying to this email.

Kind regards

Tenielle

Tenielle Jordan
Senior Associate, Legal Counsel

Brookfield Infrastructure Group
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T [REDACTED]
M [REDACTED]
www.au.brookfield.com

Brookfield

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