

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Infratil Limited (IFT)

ABN

ARBN 144 728 307

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

1 +Class of +securities issued or to be issued

Fully paid ordinary shares (**New Shares**)

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+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                 | <p>Approximately 74,970,264 New Shares (subject to rounding) to be issued under the fully underwritten accelerated pro rata entitlement offer announced to ASX on 17 May 2019 (the <b>Offer</b>), and approximately a further 25,029,736 New Shares (subject to rounding) to be issued under a private placement (the <b>Placement</b>).</p> <p>The Offer consists of an institutional component (the <b>Institutional Entitlement Offer</b>) and a retail component (the <b>Retail Entitlement Offer</b>). The Placement will be conducted in conjunction with the Institutional Entitlement Offer.</p> <p>The final number of New Shares to be issued under the Offer and the split of those New Shares between the Institutional Entitlement Offer and the Retail Entitlement Offer is still to be finalised and is subject to the reconciliation of shareholder entitlements and rounding.</p> |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <p>The New Shares will be on the same terms as existing fully paid ordinary shares in IFT (<b>Existing Shares</b>)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

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+ See chapter 19 for defined terms.

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| <p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>Yes, the New Shares will rank equally in all respects with the Existing Shares from the date of issue.</p>                                                                                                                                                                          |
| <p>5 Issue price or consideration</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <p>NZ\$4.00(or the \$A Price) per New Share.</p> <p>The \$A Price will be the Australian dollar equivalent of NZ\$4.00 determined using the RBNZ AUD/NZD exchange rate on Tuesday, 21 May 2019 at 3.00pm (NZST). The \$A Price will be announced by IFT on Wednesday, 22 May 2019.</p> |
| <p>6 Purpose of the issue<br/>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                   | <p>The net proceeds raised from the Offer will be used to partially fund Infratil's contribution to the consortium acquiring Vodafone New Zealand Limited (subject to a conditional sale and purchase agreement).</p>                                                                  |
| <p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>                                                                                                                                                                                                                                                                                                                   | <p>N/A</p>                                                                                                                                                                                                                                                                             |
| <p>6b The date the security holder resolution under rule 7.1A was passed</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <p>N/A</p>                                                                                                                                                                                                                                                                             |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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| 6c | Number of +securities issued without security holder approval under rule 7.1                                                                                                                                                                                                                    | N/A                                                                                                                                                                                                                      |        |
| 6d | Number of +securities issued with security holder approval under rule 7.1A                                                                                                                                                                                                                      | N/A                                                                                                                                                                                                                      |        |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)                                                                                                                                               | N/A                                                                                                                                                                                                                      |        |
| 6f | Number of +securities issued under an exception in rule 7.2                                                                                                                                                                                                                                     | N/A                                                                                                                                                                                                                      |        |
| 6g | If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.                                                                                        | N/A                                                                                                                                                                                                                      |        |
| 6h | If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements                                                                                                                                  | N/A                                                                                                                                                                                                                      |        |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements                                                                                                                                                      | N/A                                                                                                                                                                                                                      |        |
| 7  | +Issue dates<br><br>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.<br><br>Cross reference: item 33 of Appendix 3B. | New Shares under the Institutional Entitlement Offer, Institutional Bookbuild and Placement – Tuesday, 28 May 2019.<br><br>New Shares under the Retail Entitlement Offer and Retail Bookbuild – Wednesday, 19 June 2019. |        |
|    |                                                                                                                                                                                                                                                                                                 | Number                                                                                                                                                                                                                   | +Class |

+ See chapter 19 for defined terms.

|   |                                                                                                                                               |                                                                                                                                                                                                                                          |                            |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| 8 | Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable) | After completion of the Offer and the Placement, there will be 659,278,166 (subject to rounding) fully paid ordinary shares on issue (based on the number of Existing Shares and the number of New Shares to be issued under the Offer). | Fully paid ordinary shares |
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<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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| 9  | Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable) | Number<br>433,00                                                                                                | <sup>+</sup> Class<br>Executive redeemable shares |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)                                                | No change. The dividend policy will apply to the New Shares in the same way that it applies to Existing Shares. |                                                   |

## Part 2 - Pro rata issue

|    |                                                                                                    |                                                                                                         |
|----|----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| 11 | Is security holder approval required?                                                              | No                                                                                                      |
| 12 | Is the issue renounceable or non-renounceable?                                                     | Non-renounceable                                                                                        |
| 13 | Ratio in which the <sup>+</sup> securities will be offered                                         | 1 New Shares for every 7.46 Existing Share held on the record date for the Offer                        |
| 14 | <sup>+</sup> Class of <sup>+</sup> securities to which the offer relates                           | Fully paid ordinary shares                                                                              |
| 15 | <sup>+</sup> Record date to determine entitlements                                                 | 7.00pm (NZST) / 5.00pm (AEST) on 21 May 2019                                                            |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | No                                                                                                      |
| 17 | Policy for deciding entitlements in relation to fractions                                          | Where fractions arise in the calculation of entitlements, they will be round down to the nearest share. |

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<sup>+</sup> See chapter 19 for defined terms.

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| <p>18</p> <p>Names of countries in which the entity has security holders who will not be sent new offer documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p> | <p>All countries except Australia and New Zealand and such other jurisdictions (which will include Hong Kong, Singapore, United Kingdom, Canada, Switzerland, United Arab Emirates and Norway, in each case to shareholders that are not in the United States or are not acting for the account or benefit of a person in the United States) in which IFT decides to make offers under applicable exceptions from the requirement to issue a prospectus or other disclosure document in those jurisdictions.</p> |
| <p>19</p> <p>Closing date for receipt of acceptances or renunciations</p>                                                                                                                                                                                                     | <p>Institutional Entitlement Offer – Saturday, 18 May 2019</p><br><p>Retail Entitlement Offer – Wednesday, 11 June 2019</p>                                                                                                                                                                                                                                                                                                                                                                                      |

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| 20 | Names of any underwriters                                                                                                                                   | The Offer is fully underwritten by UBS New Zealand Limited (the <b>Underwriter</b> )                                                    |
| 21 | Amount of any underwriting fee or commission                                                                                                                | The Underwriter will be paid a fee equal to the proceeds of the Offer multiplied by 2% for their services in connection with the Offer. |
| 22 | Names of any brokers to the issue                                                                                                                           | N/A                                                                                                                                     |
| 23 | Fee or commission payable to the broker to the issue                                                                                                        | N/A                                                                                                                                     |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders                                          | N/A                                                                                                                                     |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting                                                                           | N/A                                                                                                                                     |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled                                                                   | The Offer Document and Entitlement and Acceptance Form will be sent to eligible retail shareholders on or about Thursday, 23 May 2019   |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | N/A                                                                                                                                     |
| 28 | Date rights trading will begin (if applicable)                                                                                                              | N/A                                                                                                                                     |
| 29 | Date rights trading will end (if applicable)                                                                                                                | N/A                                                                                                                                     |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker?                                                                            | N/A                                                                                                                                     |
| 31 | How do security holders sell <i>part</i>                                                                                                                    | N/A                                                                                                                                     |

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+ See chapter 19 for defined terms.

of their entitlements through a  
broker and accept for the  
balance?

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+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- Entitlements which are not taken up by an eligible shareholder or which would have been issued to ineligible shareholders had they been entitled to participate, will be offered for sale to institutional investors through an institutional bookbuild (the **Institutional Bookbuild**) and a retail bookbuild (the **Retail Bookbuild**).
- 33 <sup>+</sup>Issue date
- New Shares under the Institutional Entitlement Offer and institutional bookbuild – Tuesday, 28 May 2019.
- New Shares under the Retail Entitlement Offer and Retail Bookbuild – Wednesday, 19 June 2019.

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a) ☒ <sup>+</sup>Securities described in Part 1
- (b) ☐ All other <sup>+</sup>securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories
- 1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000

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<sup>+</sup> See chapter 19 for defined terms.

100,001 and over

37 ☐ A copy of any trust deed for the additional <sup>+</sup>securities

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<sup>+</sup> See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

| 38     | Number of +securities for which +quotation is sought                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | N/A                                                                                                                                           |        |        |     |     |  |
|--------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------|--------|-----|-----|--|
| 39     | +Class of +securities for which quotation is sought                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | N/A                                                                                                                                           |        |        |     |     |  |
| 40     | <p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | N/A                                                                                                                                           |        |        |     |     |  |
| 41     | <p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>                                                                                                                                                                                                                                                                                                                            | N/A                                                                                                                                           |        |        |     |     |  |
| 42     | Number and +class of all +securities quoted on ASX (including the +securities in clause 38)                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>N/A</td> <td>N/A</td> </tr> </tbody> </table> | Number | +Class | N/A | N/A |  |
| Number | +Class                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                               |        |        |     |     |  |
| N/A    | N/A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                               |        |        |     |     |  |

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+ See chapter 19 for defined terms.

### Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  
(Chief Financial Officer)

Date: 17 May 2019

Print name: Phillippa Harford

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+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

| Rule 7.1 – Issues exceeding 15% of capital                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  |
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| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |
| <b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |
| <b>Add</b> the following: <ul style="list-style-type: none"><li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li><li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li><li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li></ul> <b>Note:</b> <ul style="list-style-type: none"><li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li><li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li><li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li></ul> |  |
| <b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |
| <b>“A”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  |

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+ See chapter 19 for defined terms.

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| <b>Step 2: Calculate 15% of “A”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                        |
| <b>“B”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 0.15<br><i>[Note: this value cannot be changed]</i>                    |
| <b>Multiply “A” by 0.15</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                        |
| <b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                        |
| <p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><b>Note:</b></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> |                                                                        |
| <b>“C”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                        |
| <b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                        |
| <p><b>“A” x 0.15</b></p> <p><i>Note: number must be same as shown in Step 2</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                        |
| <p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                        |
| <b>Total [“A” x 0.15] – “C”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <i>[Note: this is the remaining placement capacity under rule 7.1]</i> |

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+ See chapter 19 for defined terms.

## Part 2

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| <b>Rule 7.1A – Additional placement capacity for eligible entities</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                       |
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                       |
| <b>“A”</b><br><br><i>Note: number must be same as shown in Step 1 of Part 1</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                       |
| <b>Step 2: Calculate 10% of “A”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                       |
| <b>“D”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 0.10<br><br><i>Note: this value cannot be changed</i> |
| <b>Multiply “A” by 0.10</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                       |
| <b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                       |
| <b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A<br><br><b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> |                                                       |
| <b>“E”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                       |

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+ See chapter 19 for defined terms.

| <b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b> |                                                                              |
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| <p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>                           |                                                                              |
| <p><b>Subtract “E”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>                  |                                                                              |
| <p><b>Total</b> [“A” x 0.10] – “E”</p>                                                                 | <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p> |

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+ See chapter 19 for defined terms.