



25 July 2019

Infratil Notice of Meeting 2019

Infratil Limited's Notice of Meeting (and Proxy Form) for its 2019 Annual Meeting is attached.

The 2019 Annual Meeting will be held at 2.30pm on Thursday, 22 August 2019 in the Crystal Ballroom, Cordis Hotel, 83 Symonds Street, Auckland.

The PwC benchmarking report (relating to directors' fees) and the proposed New Constitution referred to in the Notice of Meeting may be viewed on Infratil's website at <https://infratil.com/for-investors/>.

Any enquiries should be directed to:

Mark Flesher, Investor Relations, Infratil Limited
mark.flesher@infratil.com

A top-down view of a white high-speed train moving towards a small airplane on a blue sky background. The train is in the foreground, pointing towards the horizon. The airplane is in the distance, also on the horizon. The entire image has a blue tint.

Infratil Notice of Meeting 2019

The shareholders of Infratil Limited

25 July 2019

Shareholders have already received Infratil's 2019 Annual Report in which I, and Marko Bogoevski on behalf of the manager, Morrison & Co, comment on the activities of Infratil over the past year and on the future prospects for Infratil.

The Annual Meeting is in Auckland this year. A number of matters are to come before shareholders for voting at the Annual Meeting. These include:

- The re-election of Alison Gerry as a Director and the election of Kirsty Mactaggart and Catherine Savage as Directors.
- Setting the aggregate fees payable to Directors by Infratil and certain of its subsidiary companies.
- Amendments to Infratil's constitution to reflect the requirements of the new NZX Listing Rules.
- Authorisation for the Directors to fix the auditor's remuneration.

The Board reviews directors' fees annually to ensure that fees do not fall out of step with the market, reflect the commitment required of an Infratil director, and ensure that Infratil continues to attract high quality director candidates. This year the Board engaged PwC to undertake a benchmarking exercise in order to assess the appropriateness of directors' fees paid to Directors. Infratil operates in several significant sectors and has investments across three geographies, which sets the framework for seeking to attain shareholder returns targeted by Infratil but also increases the complexity of matters for consideration by the Board. As a result, the Board is proposing to seek shareholder approval to increase the directors' fee pool to enable directors' fees to be set consistent with the 75th percentile of comparator group 2 in the PwC benchmarking report, but with the increases to directors' fees expected to be implemented over a three-year period across the 2020, 2021 and 2022 financial years. Details of the directors' fees for which approval is sought, together with a link to the PwC benchmarking report, are set out in the Notice of Meeting.

The Notice of Meeting that follows also includes a Disclosure Document (Annexure A) describing the Share Buyback Programme which Infratil has decided to continue. Your directors consider that, from time to time, buying back shares may be the best use of Infratil's funds. Accordingly, Infratil wishes to keep open that investment opportunity for the next 12 months, as it has done for a number of years.

The Board would also like to take the opportunity to acknowledge the contribution of Humphry Rolleston, who is retiring as a Director at the Annual Meeting. Mr Rolleston joined the Board in 2006 and has made a significant contribution to Infratil's success over his 13 year tenure.

I look forward to seeing you at the Annual Meeting, presenting our results and answering any questions you may have.



Mark Tume
Chairman

Notice of Annual Meeting

Notice is hereby given pursuant to section 120 of the Companies Act 1993 that the 2019 annual meeting of shareholders (**Annual Meeting**) of Infratil Limited (**Infratil**) will be held in the Crystal Ballroom, Cordis Hotel, 83 Symonds Street, Auckland on Thursday, 22 August 2019, commencing at 2:30 pm.

Business

A. Chairman's Introduction

B. Chief Executive's Review

C. Presentation of the Annual Report for the year ended 31 March 2019 and the report of the auditor

To receive and consider the Annual Report of Infratil for the year ended 31 March 2019. Shareholders will have an opportunity to raise questions on the Report and on the performance and management of Infratil generally.

D. Resolutions

To consider and, if thought fit, pass the following resolutions:

1. **Re-election of Ms Alison Gerry:** That Alison Gerry be re-elected as a director of Infratil.
2. **Election of Ms Kirsty Mactaggart:** That Kirsty Mactaggart be elected as a director of Infratil.
3. **Election of Ms Catherine Savage:** That Catherine Savage be elected as a director of Infratil.
4. **Directors' remuneration:** That the maximum aggregate remuneration payable to all Directors (in their capacity as a director of Infratil and certain of its subsidiaries) based on a board of 7 Directors be increased by \$294,802 from an effective \$1,034,573 to \$1,329,375 per annum (plus GST or VAT, as appropriate).
5. **Changes to the Constitution:** That the existing constitution of Infratil be revoked and a new constitution in the form tabled at the Annual Meeting, and referred to in the explanatory notes, be adopted with effect from the close of the Annual Meeting.
6. **Auditor's remuneration:** That the Board be authorised to fix the auditor's remuneration.

Ordinary Resolutions

Resolutions 1-4 and 6 set out above are each to be considered as a separate ordinary resolution. To be passed, each resolution requires a simple majority of votes of holders of ordinary shares of Infratil, entitled to vote and voting.

Special Resolution

Resolution 5 set out above is to be considered as a special resolution. To be passed, resolution 5 requires a majority of not less than 75% of the votes of holders of ordinary shares of Infratil, entitled to vote and voting.

Proxies

Any shareholder of Infratil who is entitled to attend and vote at the Annual Meeting may appoint a proxy to attend and vote instead of him or her. A proxy does not need to be a shareholder of Infratil. The Chairman of the Meeting is prepared to act as proxy. Any un-directed votes in respect of a resolution, where the Chairman of the Meeting is appointed as a proxy, will be voted in favour of the relevant resolution, other than when he or she is prohibited from voting on that resolution. A shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the shareholder does not specify the proportion of the shareholder's voting rights each proxy is to represent, each proxy will be entitled to exercise half the shareholder's votes.

To appoint a proxy you can complete and sign the enclosed Proxy Form and return it by delivery, mail, facsimile or scan and email to the share registrar of Infratil or lodge online:

Delivery by hand:

Infratil Limited
C/- Link Market Services Limited
Level 11, Deloitte Centre, 80 Queen Street
Auckland 1010, New Zealand

Mail:

Infratil Limited
C/- Link Market Services Limited
PO Box 91976
Victoria Street West
Auckland 1142, New Zealand

Facsimile: +64 9 375 5990

Scan and email: meetings@linkmarketservices.co.nz

Please put the words "Infratil Proxy Form" in the subject line for ease of identification

Online: You may lodge your proxy online, go to:

vote.linkmarketservices.com/IFT. A shareholder will be taken to have signed the Proxy Form by lodging it in accordance with the instructions on the website. You will require your holder number and FIN (New Zealand register) or your holder number and postcode (Australian register) to complete your vote.

The completed Proxy Form must be received by the share registrar, or an online appointment must be completed, by no later than 48 hours before the start of the Annual Meeting, being 2.30 pm on 20 August 2019. Voting entitlements of the Annual Meeting will also be determined as at this time.

Registered shareholders at that time will be the only persons entitled to vote at the Annual Meeting and only the shares registered in those holders' names at that time may be voted at the Annual Meeting.



Explanatory Notes

Resolution 1: Re-Election of Director

The Board of Infratil considers that Ms Alison Gerry will be an Independent Director for the purposes of the NZX Listing Rules if re-elected to the Board.

• Alison Gerry (BMS(Hons), MAppFin) – Independent Director

Alison Gerry joined the Infratil board in 2014 and is Chair of the Audit and Risk Committee. Alison has deep experience in the infrastructure and financial services sectors and is currently a director of Wellington International Airport, Vero Insurance New Zealand, Asteron Life and Chair of Sharesies. Ms Gerry is a former director of Spark, TVNZ, NZX and Deputy Chair of Kiwibank. In her executive career she worked for both corporates and for financial institutions in Australia, Asia and London in trading, finance and risk roles. Alison is a Chartered Fellow of the Institute of Directors.

Resolutions 2 & 3: Election of Directors

The Board of Infratil considers that Ms Kirsty Mactaggart and Ms Catherine Savage will be Independent Directors for the purposes of the NZX Listing Rules if elected to the Board.

• Kirsty Mactaggart (BAcc, CA) – Independent Director

Kirsty Mactaggart joined the Board on 25 March 2019. She was most recently the Head of Equity Capital Markets, Corporate Finance and Governance for Fidelity International based in Singapore, and was previously a Managing Director at Citigroup, working in Hong Kong and London. She has 25 years' global financial market experience with a focus on Capital Markets, a unique investor perspective and a passion for governance, and is a fully qualified Chartered Accountant. Kirsty is also a member of the Board of Advisors for BBRC Worldwide, an investment company with four ASX listed investments, and wide private holdings. Ms Mactaggart is originally from Scotland but is now a permanent New Zealand resident.

• Catherine Savage (BCA, FCA) – Independent Director

Catherine Savage joins the Board on 1 August 2019. She is a highly experienced investor and director with substantial governance experience in the investment management sector. She is currently the Chair of the Guardians of New Zealand Superannuation, and has previously served as the

Chairperson of the National Provident Fund, an independent director of the Todd Family Office, Kiwibank and Pathfinder Asset Management, and earlier led AMP Capital in New Zealand. She is Co-Chair of the New Zealand Chapter for Women Corporate Directors, a Fellow of Chartered Accountants Australia & New Zealand, a Fellow of The Institute of Directors and a Fellow of INFNZ.

The Board supports the re-election of Ms Gerry and the election of both Ms Mactaggart and Ms Savage.

Resolution 4: Directors' Remuneration

The Board's policy is to regularly review the level of directors' remuneration, to ensure that fees do not fall out of step with the market and reflect the commitment required of an Infratil director and ensure that Infratil continues to attract high quality director candidates. The Board last obtained shareholder approval to increase the aggregate maximum remuneration payable to directors of Infratil and certain of its subsidiaries (**Directors' Fee Pool**) at the 2018 Annual Meeting, at which shareholders approved a Directors' Fee Pool of \$999,969 (plus GST/VAT). That Directors' Fee Pool amount was effectively based on a board of 6 Directors. Under the NZX Listing Rules, the Board is permitted to increase the Directors' Fee Pool by the amount necessary to pay an additional director remuneration not exceeding the average amount then being paid to each of the other non-Executive Directors (other than the Chairman). Accordingly, at the date of the 2019 Annual Meeting, the Directors' Fee Pool will technically be \$1,141,798 (plus GST/VAT) in light of the appointment of each of Ms Mactaggart and Ms Savage to the Board (as Mr Rolleston is retiring at the Annual Meeting, Infratil will temporarily have 8 directors from Ms Savage's appointment on 1 August 2019 until Mr Rolleston's retirement at the Annual Meeting). This reflects that:

- The Directors' Fee Pool was increased to \$1,034,573 (plus GST/VAT) on 25 March 2019 on the appointment of Ms Mactaggart to the Board.
- The Directors' Fee Pool will be temporarily increased to \$1,141,798 (plus GST/VAT) on 1 August 2019 on the appointment of Ms Savage to the Board.

However, in order to provide appropriate comparative information to shareholders on what the effective Directors'

Fee Pool would be at the end of the Annual Meeting based on a board of 7 Directors, for the purposes of describing the increase in the overall level of director remuneration that shareholders are being asked to approve, the Directors' Fee Pool has been effectively decreased back to \$1,034,573 (plus GST/VAT) to reflect a board of 7 Directors, recognising the retirement of Mr Rolleston effective from the end of the Annual Meeting without a replacement Director being appointed at that time.

The Board engaged PwC to undertake a benchmarking exercise in order to assess the appropriateness of directors' fees paid to Infratil directors. PwC's benchmarking report can be found on the Infratil website at <https://infratil.com/for-investors/>. It provides data from two comparator groups to provide reference points for assessing the market relativity of Infratil's directors' fees (and the benchmarking methodology is set out in that report).

Infratil operates in several significant sectors and now has investments across three geographies. The Board considers that in recognition of the complexity of Infratil's activities together with the time commitment required of an Infratil director, it should be targeting director remuneration at the 75th percentile of the second comparator group (being the group determined on the basis of the total assets of each company). For ease of reference, the data from the second comparator group is summarised as follows:

Extract from PwC Comparator Group 2 Data

Role/Observation	Comparator Group 2 median	Comparator Group 2 75th percentile
Base fees:		
Chairman	239,800	273,800
Non-Executive Directors	112,000	131,500
Committee fees:		
Audit & Risk Committee Chair	37,000	40,000
Audit & Risk Committee Member	18,800	20,600

The Board proposes that the total Directors' Fee Pool to be approved at the Annual Meeting is sufficient to enable Directors' fees to be set consistent with the 75th percentile of that comparator group as outlined above, but this increase is

expected to be implemented over three years (and the Board does not expect to seek shareholder approval for any further increases to the Directors' Fee Pool prior to the 2022 annual meeting):

- For the year to 31 March 2020, Directors' fees would be set so that they are consistent with the median of fees payable in that comparator group;
- For the year to 31 March 2021, Directors' fees would be expected to be increased so that they are at the mid-point between the median and the 75th percentile of that comparator group; and
- For the year to 31 March 2022, Directors' fees would be expected to be increased so that they are at the 75th percentile of that comparator group.

Accordingly, the Board recommends to shareholders an increase in the quantum of fees paid to all Directors (in their capacity as a director of Infratil and certain of its subsidiaries) based on a board of 7 Directors of \$294,802 from an effective \$1,034,573 to \$1,329,375 per annum (plus GST or VAT, as appropriate). This represents an effective increase of:

- 28.5% from the actual Directors' Fee Pool following Ms Mactaggart's appointment to the Board (which resulted in an increase of the Board to 7 Directors, and which the Board considers is the more appropriate reference as the Board will revert to 7 Directors following Mr Rolleston's retirement at the Annual Meeting).
- 18.3% from what the Directors' Fee Pool would have been following Ms Mactaggart's appointment to the Board if at the time of Ms Mactaggart's appointment the full amount of the Directors' Fee Pool of \$999,969 (plus GST/VAT) approved at the 2018 Annual Meeting had then been fully utilised (which would otherwise have increased the Directors' Fees pool to \$1,123,844 (plus GST/VAT)).

In reaching this recommendation, the Board has considered the experience and responsibility of the directors, the size and scope of Infratil, the level of governance and consequent time commitment, relative to the benchmarking advice from PwC.

This total fee pool may be divided among Directors in their capacities as directors of Infratil and certain of its subsidiaries as the Board deems appropriate. The existing fee structure, and the proposed initial fee structure if the increase to the Directors' fee pool is approved, is set out overleaf:

Annual fee structure ¹	2018 Annual Meeting Approval: Existing 2018 approved Fee Levels Adjusted for one additional Director ² (NZD)	2019 Annual Meeting Recommendation: Proposed New Fee Levels FY2020 (NZD) ³	Increase
Base Fees:			
Chairman of the Board (inclusive of Committee fees)	210,000	239,800	29,800
Director	102,500	112,000	9,500
Overseas Director (P Gough)	127,998	140,000	12,002
Audit and Risk Committee Fees:			
Chair	20,000	37,000	17,000
Member	10,000	18,800	8,800
Nominations and Remuneration Committee Fees:			
Chair	Nil	-	-
Member	Nil	-	-
Manager Engagement Committee Fees:			
Chair (ex officio Chairman of the Board)	N/A	-	-
Member	7,500	7,500	-
<i>Directors' Fee Pool Allocation: Fees paid to Directors in their capacity as Directors of Infratil (paid by Infratil)</i>	819,969	1,051,900	231,931
<i>Directors' Fee Pool Allocation: Fees paid to Directors in their capacity as directors of subsidiaries (paid by the subsidiary)</i>	180,000	105,000	(75,000)
DIRECTORS' FEE POOL (as approved at the 2018 Annual Meeting)	999,969		
Directors' Fee Pool Increase: Appointment of one additional director	34,604	-	
Proposed FY20 Directors' Fees		1,156,900 ³	
DIRECTORS' FEE POOL	1,034,573⁴	1,329,375 ⁵	294,802 ⁴
Unallocated Directors' Fees Pool		172,475 ⁶	

1. Amounts above exclude GST or VAT, where appropriate.

2. Technically at the time of the Annual Meeting, the Directors' Fee Pool approved at the 2018 Annual Meeting will have been adjusted for two additional directors since the time of the 2018 Annual Meeting approval and will therefore technically be NZD1,141,798 (plus GST/VAT). However, as Mr Rolleston is retiring at the Annual Meeting without a replacement Director being appointed at that time, the Board will comprise 7 Directors immediately after the Annual Meeting, and therefore for the purposes of this table the Directors' Fee Pool has been effectively adjusted for only one additional director since the time of the 2018 Annual Meeting approval, resulting in an effective decrease of the Directors' Fee Pool back from NZD1,141,798 (plus GST/VAT) to NZD1,034,573 (plus GST/VAT), reflecting a board of 7 directors.

3. Proposed new fee levels in FY2020 reflect intended gradual increase in directors' fees to be set consistent with the 75th percentile of comparator group 2 in the PwC benchmarking report over a three-year period across the 2020, 2021 and 2022 financial years.

4. The Directors' Fee pool at the time of the Annual Meeting will technically be NZD1,141,798, set with reference to 8 Directors, reflecting the appointment of each of Ms Mactaggart and Ms Savage to the Board during the period. However, as Mr Rolleston is retiring at the Annual Meeting without a replacement Director being appointed at that time, the Board will comprise 7 Directors immediately after the Annual Meeting, and therefore for the purposes of this table and describing the increase in the overall level of director remuneration that shareholders are being asked to approve, the Directors' Fee Pool has been effectively decreased back to NZD1,034,573 (plus GST/VAT) to reflect a board of 7 directors.

5. The Directors' Fee pool for shareholder approval at the Annual Meeting is set with reference to 7 Directors.

6. This Unallocated Directors' Fees Pool amount in FY2020 reflects the intended gradual increase in directors' fees to be set consistent with the 75th percentile of comparator group 2 in the PwC benchmarking report over a three-year period across the 2020, 2021 and 2022 financial years.

The above amounts exclude any Directors' Fees paid to any Director as a director of Trustpower Limited or Tilt Renewables Limited (although, as at the date of this Notice of Meeting, no Director is also serving as a director of either of those companies). Although both Trustpower and Tilt Renewables are subsidiaries of Infratil, both are also separately listed on the NZX Main Board. Accordingly, if in future any Director is also a director of Trustpower or Tilt Renewables, Listing Rule 2.11.1 requires any directors' fees paid to that Director in that capacity to be approved by the shareholders of Trustpower or Tilt Renewables (as applicable), but does not require those fees to be approved by shareholders in Infratil (and they do not get deducted from the fee pool above).

Resolution 5: Changes to the Constitution

Infratil transitioned to the new NZX Listing Rules dated 1 January 2019 (**New Listing Rules**) on 24 June 2019. As part of Infratil's transition to the New Listing Rules, Infratil is required to adopt a constitution which complies with the New Listing Rules at the Annual Meeting (which is its next scheduled meeting of shareholders after the New Listing Rules came into effect). Accordingly, Infratil has prepared an amended constitution (**New Constitution**), which contains the changes required to comply with the New Listing Rules as well as updated references to legislation.

A copy of the proposed New Constitution, together with a marked-up copy of the New Constitution which shows the changes to the existing constitution by the proposed New Constitution, may be viewed on Infratil's website at www.infratil.com/for-investors/. Copies are also available at Infratil's registered office at 5 Market Lane, Wellington 6011, New Zealand.

Shareholders are being asked to approve the revocation of Infratil's existing constitution and the adoption of the New Constitution as Infratil's constitution with effect from the close of the 2019 Annual Meeting of Shareholders.

A summary of the key substantive changes in the proposed New Constitution is set out below:

- **Rotation and election of directors:** Clause 26.5 has been amended to reflect the new director rotation requirements in the New Listing Rules. The New Listing Rules now provide that a director must not hold office (without re-election)

past the third annual meeting following that director's appointment or three years (whichever is longer). Previously, the NZX Listing Rules required one third of Directors to retire from office at each annual meeting.

- **Composition of board:** Clause 26.1 has been amended to provide that Infratil must comply with the board composition requirements in the New Listing Rules. The New Listing Rules require Infratil to have, at minimum, three directors, two directors ordinarily resident in New Zealand and two independent directors. Infratil complies with all these requirements.
- **"Managing director" clause removed:** The former clause 28 has been deleted as it related to a "managing director", which has been removed from the New Listing Rules.
- **Voting by poll:** Clause 22 has been updated to reflect that the New Listing Rules require voting at a meeting of shareholders to be conducted by poll (this was previously optional). Infratil already complies with this requirement.
- **Scrutineer:** The former clause 22.6 has been deleted, and clause 22.7 has been amended, to remove the default requirement to have Infratil's auditor act as the scrutineer of polls conducted at shareholders' meetings. As Infratil's share registrar will conduct these polls, a scrutineer is not considered necessary.
- **Restrictions on voting:** Clause 21.1 has been amended to expressly provide that a shareholder may not vote at a meeting of shareholders if prohibited from doing so by virtue of any applicable voting restrictions in the New Listing Rules.
- **Compulsory sale of less than minimum holdings:** Clause 12.9 has been amended to update the procedure allowing for the sale of share parcels of less than a "minimum holding" (being parcels of shares worth less than \$1,000) to provide for those shares to be sold on market (including through a broker on behalf of Infratil) rather than through NZX or in some other manner approved by NZX.
- **Other Changes:** Changes to definitions, and various other less significant wording changes, have been made to reflect the provisions of the New Listing Rules. Infratil is also taking the opportunity to:
 - update relevant references to legislation in the New Constitution; and

- make minor changes to modernise the New Constitution (for example, by changing references to the "chairman" to "chairperson" and removing the ability for notices to be sent to directors via facsimile).

If any of the provisions of the New Constitution are inconsistent with the New Listing Rules (as amended by any waiver or ruling granted to Infratil), the New Listing Rules will prevail. A copy of the New Listing Rules is available at www.nzx.com.

The proposed alterations to Infratil's constitution do not impose or remove a restriction on the activities of Infratil, and accordingly no rights arise under section 110 of the Companies Act 1993.

The Board unanimously recommends shareholders vote in favour of revoking the existing constitution and adopting the New Constitution.

Chapman Tripp has provided an opinion to NZX that the New Constitution complies with the Listing Rules.

Resolution 6: Auditor's Remuneration

KPMG is automatically reappointed as auditor under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.

Particulars of the Share Buyback Programme

For many years, Infratil has maintained a Share Buyback Programme. This programme has been successful in creating shareholder value and it is proposed that Infratil continue it. The Share Buyback Programme needs to comply with the NZX Listing Rules ("Rules"). The Share Buyback Programme will be undertaken in accordance with Rule 7.6, and the primary intent is that shares be bought back as permitted by Rules 4.14.1(a) and 4.14.1(b)(ii) and the applicable provisions of the Companies Act 1993. This allows Infratil to make any offer pursuant to the procedures detailed in Section 60(1)(b)(ii) of the Companies Act 1993, or through NZX's order matching market, or through the order matching market of a 'Recognised Stock Exchange' (as defined in the Rules) and in compliance with Section 63 of the Companies Act 1993.

Infratil notifies shareholders that, in accordance with Sections 60(1)(b)(ii) or 63 of the Companies Act 1993, Infratil may acquire up to a further 20,000,000 ordinary shares (approximately

3.03% of the outstanding ordinary shares, excluding treasury stock). These shares may be bought on-market or off-market, but the combined total of further on-market and off-market purchases will not exceed 20,000,000 ordinary shares. Off-market purchases will not be made from employees or directors of Infratil or associated persons of directors.

The maximum price at which shares will be bought off-market is \$5.00 per share. Infratil is not committing to buy shares at this or any other price and a decision as to any purchases will be made from time to time having regard to market conditions. No maximum price is specified for shares bought on-market, but Infratil will always disclose the number of shares, and the price at which it bought them, whether on-market or off-market, before 9:30 am on the business day following the purchase being made.

Whether the purchases are on-market or off-market, the directors will regularly reassess the situation and seek to purchase shares at prices that in their view represent the best value for shareholders.

The directors believe that, depending on market conditions and Infratil's then current share price, having the Share Buyback Programme in place is a positive way of improving shareholder value and is fair to Infratil and all shareholders.

The disclosure document required under the Companies Act 1993 is attached as Annexure A.

Annexure A: Companies Act Disclosure Document for Share Buyback Programme

In the 2018 Notice of Meeting Infratil advised shareholders of its intention to continue its Share Buyback Programme, reserving the right to acquire up to 20,000,000 of Infratil's ordinary shares on issue. The maximum price of shares that could be bought off-market was \$4.00 per share, and no maximum price was specified for shares bought on-market. Infratil has not acquired any ordinary shares under the Share Buyback Programme since the 2018 Notice of Meeting.

It is considered appropriate for Infratil to continue the previously notified Share Buyback Programme, but with a new maximum price of \$5.00 per share for shares bought off-market and reserve the right to buy back up to 20,000,000 of Infratil's ordinary shares on issue. This would

represent approximately 3.03% of the outstanding ordinary shares, excluding treasury stock. These shares may be bought on-market or off-market, but the combined total of further on-market and off-market purchases may not exceed 20,000,000 ordinary shares. Off-market purchases may also not be made from employees or directors of Infratil or associated persons of directors.

This Disclosure Document sets out the information that the Companies Act 1993 requires be provided to shareholders annually while a Share Buyback Programme continues.

Terms of the Offer

On-market Buyback – Section 63 of the Companies Act 1993

- Infratil may make one or more offers on the NZX Main Board market to all shareholders to acquire up to 20,000,000 ordinary shares in Infratil, pursuant to section 63 of the Companies Act 1993.
- Offers may be made between 22 August 2019 and 24 July 2020.
- Infratil will pay the prevailing market price for the shares at the time of purchase. Infratil is not obliged to make offers and reserves the right to cease doing so at any time.

Off-market Buyback – Section 60(1)(b)(ii) of the Companies Act 1993

- Infratil may make offers to one or more shareholders to acquire up to 20,000,000 ordinary shares in Infratil, pursuant to Section 60(1)(b)(ii) of the Companies Act 1993.
- Offers may be made between 22 August 2019 and 24 July 2020.
- Infratil will pay the prevailing market price for the shares at the time of purchase. The price per share will not exceed \$5.00. Infratil is not obliged to make offers and reserves the right to cease doing so at any time.
- Buybacks made in compliance with Section 60(1)(b)(ii) of the Companies Act 1993 will not be made from any person who is a Director, Associated Person of a Director or an Employee (as those terms are defined in the NZX Main Board/Debt Market Listing Rules) of Infratil and will not exceed 15% of the shares on issue at 22 August 2019.

Other Information Applicable to Both On-market and Off-market Buybacks

- Infratil will not purchase any shares while it possesses any information that is materially price-sensitive but not publicly available. If Infratil has price sensitive information, it will cease acquiring shares until the information is publicly disclosed or ceases to be materially price sensitive.
- Infratil intends to hold up to 5% of its shares as Treasury Stock, from those shares first acquired. Treasury Stock comprises shares acquired and held by Infratil in itself and which would otherwise be cancelled on acquisition. Subject to certain restrictions, Treasury Stock can be transferred, re-issued or cancelled by Infratil.
- All on-market offers will be designed so that the proceeds of sales will not be taxable as dividends whilst off-market offers may be taxable as dividends, and imputation credits will not be attached to the proceeds. Shareholders who have special tax status, as a result, for example, of trading securities professionally, should consult their tax advisers.

Resolutions

To initiate the proposed offer the Board unanimously resolved on 4 July 2019, amongst other things:

1. To continue the previously notified Share Buyback Programme, but with a new maximum price of \$5.00 per share for shares bought off-market, and reserve the right to make one or more offers on the NZX market to all shareholders to acquire up to 20,000,000 ordinary shares in Infratil pursuant to Section 60(1)(b)(ii) (off-market buyback) and Section 63 (on-market buyback) of the Companies Act 1993 (the Act) in the period between 22 August 2019 and 24 July 2020.
2. To pay the prevailing market price for the shares at the time of purchase, but for the purchases made pursuant to Section 60(1)(b)(ii) to pay not more than \$5.00 per share.
3. That in respect of any offer made pursuant to Section 60(1)(b)(ii):
 - The acquisition is in the best interests of Infratil;
 - The acquisition is of benefit to the remaining shareholders;

- The terms of the offer and the consideration offered for the shares are fair and reasonable to Infratil; and
 - The terms of the offer and the consideration offered for the shares are fair and reasonable to the remaining shareholders.
4. That in respect of an offer made pursuant to Section 63:
- The acquisition is in the best interests of Infratil and its shareholders; and
 - The terms of the offer and the consideration offered for the shares are fair and reasonable to Infratil and its shareholders.
5. That, for the purposes of buybacks effected under Resolution 3 or 4, the Directors are not aware of any information that will not be disclosed to Infratil's shareholders:
- that is material to an assessment of the value of the shares; and
 - as a result of which the terms of the offer and consideration offered for the shares are unfair to the shareholders accepting the offer.
6. That the reasons for the Directors' conclusions in the Resolutions 3, 4 and 5 are:
- to maximise shareholder value. Acquiring shares when the share price is below \$5.00 may be considered by the Board (taking into account prevailing circumstances) to be an efficient use of capital; and
 - shareholders have total discretion to choose whether to participate in the buyback. There is no pressure to sell to Infratil; and
 - Infratil has in place reviews and procedures to ensure that it does not acquire shares during the period when material price sensitive information is known to Infratil but is not available to shareholders.
7. That the Board is satisfied that Infratil will, immediately after acquiring the shares, satisfy the solvency test applied under Section 52 of the Companies Act 1993.

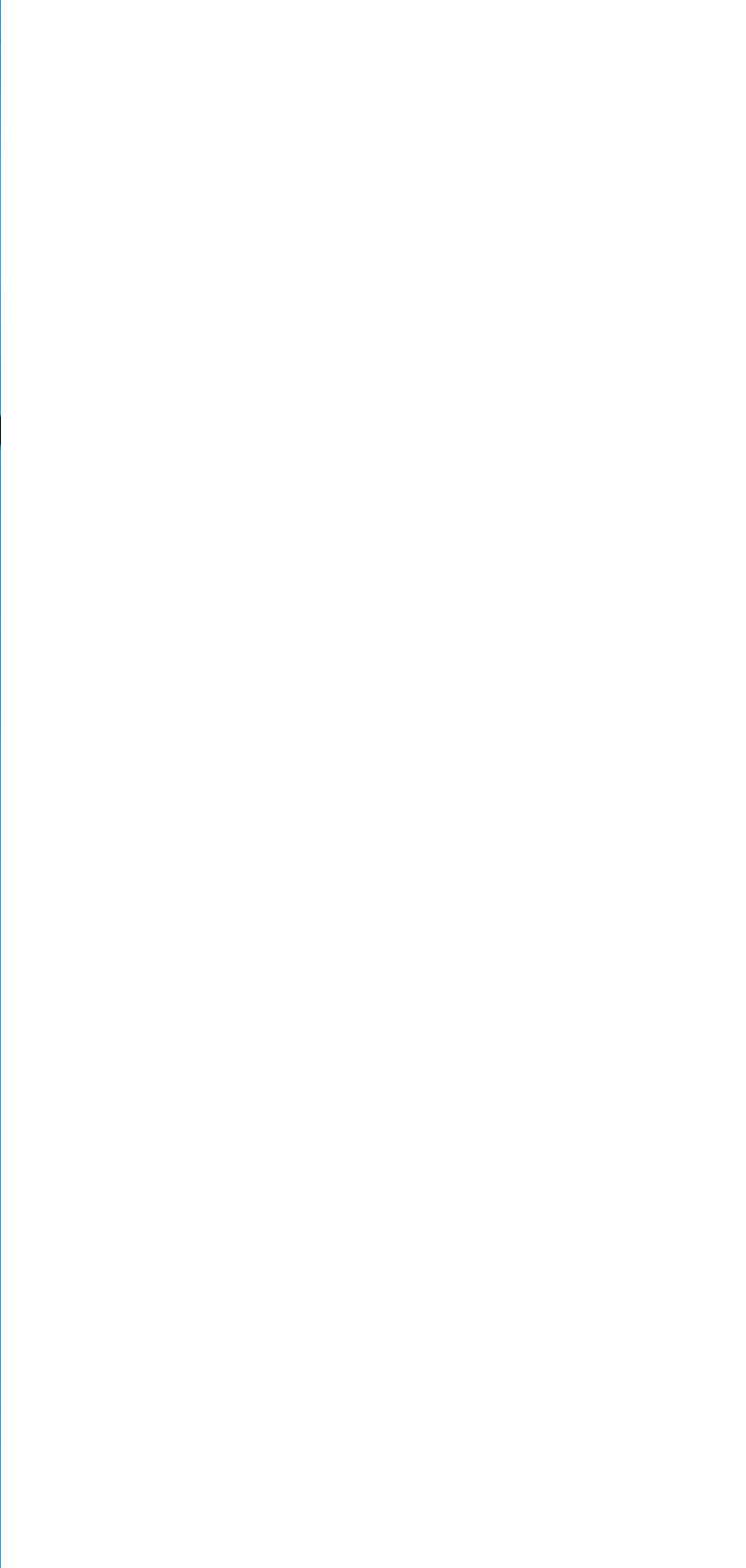
8. That Marko Bogoievski, Mark Flesher, Phillippa Harford and Jason Boyes of Morrison & Co Infrastructure Management Limited (each acting alone) are hereby authorised to sign such documents and do such other things as may be necessary or appropriate to complete the buyback.
9. That until Infratil holds shares in itself equating to 5% of the total number of shares on issue, such shares need not be cancelled but may be held as Treasury Stock by Infratil itself.

Directors' Interests

Ordinary Shares (as at 25 July 2019)

Infratil (IFT) ordinary shares	Beneficial interests	Non-beneficial interests
M Tume	44,147	6,568
M Bogoievski	1,835,229	Nil
A Gerry	24,481	Nil
P Gough	180,313	Nil
K Mactaggart	40,258	Nil
H J D Rolleston	46,865	Nil
P M Springford	30,565	Nil

This Disclosure Document is provided pursuant to Sections 61(5) and 63(6) of the Companies Act 1993 and complies with Sections 62 and 64 of the Companies Act 1993.





Infratil

2019 Annual Meeting



Venue: Crystal Ballroom, Cordis Hotel,
83 Symonds Street, Auckland on
Thursday 22 August 2019 commencing at 2.30pm

How to Lodge your proxy:

Online: You may lodge your proxy online at:
vote.linkmarketservices.com/IFT

You will require your holder number and FIN (New Zealand register) or your holder number and postcode (Australian register) to complete your vote.

A shareholder will be taken to have signed the Proxy Form by lodging it in accordance with the instructions on the website.

Mail: Infratil Limited, C/- Link Market Services Limited,
PO Box 91976, Victoria Street West, Auckland 1142, New Zealand

Deliver: Infratil Limited, C/- Link Market Services Limited, Level 11,
Deloitte Centre, 80 Queen Street Auckland 1010, New Zealand

Fax: +64 9 375 5990

Scan and email: meetings@linkmarketservices.co.nz

(Please put the words "Infratil Proxy Form" in the subject line for easy identification).

If you have any questions regarding your voting please call the Link Market Services helpline on +64 9 375 5998.

Voting

You are entitled to one vote for every fully paid share in Infratil Limited that you hold as at 2:30 pm on Tuesday 20 August 2019 (being 48 hours prior to the start of the Annual Meeting).

Proxy Form (for use if you are unable to attend the Annual Meeting)

Appointment of Proxy

1. If you do not propose to attend the Annual Meeting and wish to be represented by a proxy, please complete this form in accordance with the Voting Instructions below and deliver it to Infratil Limited's share registry, Link Market Services, by one of the means noted above. Proxies must be received by Link Market Services no later than 2:30pm on 20 August 2019.
2. To lodge your proxy online, go to the Link Market Services website, as noted above, and follow the instructions. You will be required to enter your holder number and FIN (New Zealand register) or postcode (Australian register) for security purposes. A shareholder will be taken to have signed the Proxy Form by lodging it in accordance with the instructions on the website.
3. A proxy cannot be appointed online if they are appointed under a power of attorney or similar authority. The online proxy facility may also not be suitable for shareholders that wish to appoint two proxies with different voting directions.
4. If you wish, you may appoint the Chairman of the Meeting to act as your proxy. To appoint the Chairman of the Meeting, enter "Chairman of the Meeting" in the space allocated in "Step 1" of this form. Subject to note 5, the Chairman of the Meeting intends to vote proxies marked "Proxy Discretion" in favour of all Resolutions.
5. Please note that a Director, or an Associated Person of a Director, appointed as Proxy (including the Chairman of the Meeting), may not exercise a discretionary vote if they have an interest in the outcome of the resolution. In that case, your vote on that resolution will be invalid unless you tick a box directing the proxy to vote for, against or to abstain.
6. If this Proxy Form is returned duly signed by a shareholder, with voting instructions included, but without specifying a person to be appointed as Proxy, the Chairman of the Meeting is deemed to be the Proxy for the purpose of that form to the extent of the voting instructions as provided.
7. The Proxy is appointed only for this Annual Meeting or any adjournment of this Annual Meeting.

Signing Instructions

8. If a shareholder is an individual, this form must be signed by the shareholder or his or her duly authorised attorney.
9. If the shares are held by joint shareholders, at least one of the joint shareholders must sign this form (on behalf of all joint shareholders). If the joint shareholders appoint different voting proxies, the vote of the proxy appointed by the first named joint shareholder in the Infratil Limited share register will be counted.
10. If a shareholder is a trust, this form must be signed by at least one trustee, in accordance with the relevant trust deed, or by an attorney for the trust.
11. If a shareholder is a company, this form must be signed by a duly authorised officer or attorney.
12. If this Proxy Form is signed by an attorney, a copy of the power of attorney under which it is signed and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form when sent to Link Market Services Limited.

Step 1: Appoint a Proxy to Vote on your Behalf

I/**We**, being a shareholder of Infratil Limited, hereby appoint:

_____ or failing him/her appoint _____
(full name of Proxy)* (full name of Proxy)*

as my/our proxy to exercise my/our vote, in accordance with my/our directions at the Annual Meeting of the Company to be held on 22 August 2019, and at any adjournment of that Annual Meeting, and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the Annual Meeting (or any adjournment of that Annual Meeting), so as to give effect to my/our intention as set out below, where possible.

* Please insert the name of a proxy. The Chairman of the Meeting is prepared to act as proxy. If you wish to appoint the Chairman of the Meeting, insert "Chairman of the Meeting" above.

Step 2: Voting Instructions

Should the shareholder(s) wish to direct the proxy how to vote, these Voting Instructions must be completed. Any undirected votes in respect of a resolution where the Chairman of the Meeting is appointed as Proxy, will be voted in favour of the relevant resolution, other than where he or she is prohibited from voting on that resolution.

If you tick the "Proxy Discretion" box for a particular resolution, you are directing your proxy to decide how to vote on that resolution on your behalf. If you tick the "Abstain" box for a particular resolution, you are directing your proxy NOT to vote on that resolution.

	Resolutions:	For	Against	Proxy Discretion	Abstain
1	To approve Resolution 1 set out in the Notice of Meeting: Re-election of Ms Alison Gerry				
2	To approve Resolution 2 set out in the Notice of Meeting: Election of Ms Kirsty Mactaggart				
3	To approve Resolution 3 set out in the Notice of Meeting: Election of Ms Catherine Savage				
4	To approve Resolution 4 set out in the Notice of Meeting: Directors' remuneration				
5	To approve Resolution 5 set out in the Notice of Meeting: Changes to the Constitution				
6	To approve Resolution 6 set out in the Notice of Meeting: Auditor's remuneration				

Signature(s) of Shareholder(s)

Shareholder 1: _____ Shareholder 2: _____ Shareholder 3: _____

Signed this _____ day of _____ 2019

Daytime Contact Number: (____) _____

Proxy Form/Admission Card

If you propose to attend the Annual Meeting please bring this Proxy Form intact to the Annual Meeting as the barcode is required for registration.