



6 January 2020

Exchange Offer: Infratil Infrastructure Bond maturing 15 February 2020

On 22 October 2019, Infratil announced an offer of Infratil Infrastructure Bonds due 15 March 2026 ('2026 Bonds').

At that time, Infratil advised that it also expected to provide holders of the IFT090 bonds that mature on 15 February 2020 ('2020 Bonds') with the opportunity (subject to availability) to exchange some or all of their maturing bonds for 2026 Bonds. If that option was made available, Infratil advised that it would send further information on how to apply directly to holders of the 2020 Bonds.

Infratil now advises that it is providing holders of the 2020 Bonds with the opportunity (subject to availability) to exchange some or all of their maturing bonds for 2026 Bonds, and information on how to apply for that option has been sent directly to holders of the 2020 Bonds.

Further information is available on www.infratil.com/for-investors/bonds/ or by contacting Infratil on 04 473 3663.



6 January 2020

Dear Bondholder

INFRATIL INFRASTRUCTURE BONDS MATURING 15 FEBRUARY 2020

We are writing to remind you that your IFT090 bonds will mature on 15 February 2020 and the final interest amount and principal will be paid to you in the same way that you usually receive your interest on Friday, 14 February 2020 (being the business day immediately preceding the maturity date).

Please contact Link Market Services on +64 9 375 5998 if you wish to change your account details or have any questions around settlement of your bonds.

Infratil infrastructure bond offer currently open: March 2026 3.35% per annum quarterly coupon

We note that if you are seeking a reinvestment, Infratil has a bond offer that is currently open and in this regard we attach the Terms Sheet and Exchange Offer application form. These can also be found on the Infratil website. www.infratil.com/for-investors/bonds/

The Exchange Offer option is available to holders of the maturing IFT090 bond to roll some or all of the maturing proceeds into the March 2026 bond and is available until 5.00pm on Friday 7 February 2020.

If you wish to take advantage of the Exchange Offer, please complete the Exchange Offer application form, [or email info@infratil.com](mailto:info@infratil.com) or call Infratil on 04 473 3663, or contact one of the brokers managing the March 2026 bond issue for Infratil:

ANZ Bank New Zealand Limited	0800 269 476
Bank of New Zealand	0800 284 017
Jarden Securities Limited	0800 005 678 www.jarden.co.nz
Forsyth Barr Limited	0800 367 227 www.forsythbarr.co.nz

Whether you are having your bond proceeds repaid or reinvested, we would like to thank you for your ongoing support.

Yours sincerely

Fiona Cameron
Infratil Treasurer

Exchange Offer Application Instructions

These application instructions relate to an application for Infrastructure Bonds under the Exchange Offer. An application to subscribe for Infrastructure Bonds under the Exchange Offer must be made on the Exchange Offer application form following these application instructions.

An application will constitute an irrevocable offer by the applicant to subscribe for the aggregate Face Value of Infrastructure Bonds specified in the Exchange Offer application form (or such lesser amount which Infratil may determine) on the terms set out in the Terms Sheet, the Trust Deed, the Series Supplement and the Exchange Offer application form.

A = Investor Details

Please complete all relevant sections in the Exchange Offer application form in CAPITAL LETTERS.

Full name details: Insert your full name. Applications must be in the name(s) of the natural persons, companies or other legal entities which hold the Infrastructure Bonds due 14 February 2020 ("2020 Bonds") to be exchanged under the Exchange Offer.

Use the table below to see how to write your name correctly.

Type of Investor:	Correct way to write name:	Incorrect way to write name:
Individual person	JOHN SMITH	J SMITH
More than one person	JOHN SMITH MICHELLE SMITH	J & M SMITH
Company	ABC LIMITED	ABC
Trusts	JOHN SMITH (JOHN SMITH FAMILY TRUST A/C)	SMITH FAMILY TRUST
Partnerships	JOHN SMITH MICHAEL SMITH (JOHN SMITH AND SONS A/C)	JOHN SMITH & SONS
Clubs and unincorporated associations	JANE SMITH (SMITH INVESTMENT CLUB A/C)	SMITH INVESTMENT CLUB
Superannuation funds	JOHN SMITH LIMITED (SUPERANNUATION FUND A/C)	JOHN SMITH SUPERANNUATION FUND

Postal address details: Insert your postal address for correspondence. All communications to you from Infratil will be mailed to the person(s) at the address shown (unless an applicant provides an email address in section F of the Exchange Offer application form). For joint applicants, only one address is to be provided.

Telephone numbers: Insert your telephone number(s) in case the Registrar or Infratil needs to contact you in relation to your application.

B = Application Details

Please enter the aggregate Face Value of Infrastructure Bonds that you wish to apply for. Each Infrastructure Bond has a Face Value of \$1.00. Unless you are applying to exchange all of your 2020 Bonds, an application to subscribe for new Infrastructure Bonds must be for a minimum aggregate Face Value of \$5,000 and thereafter in multiples of \$1,000. The maximum amount of Infrastructure Bonds you may apply for under the Exchange Offer is equal to the number of 2020 Bonds you hold.

2020 Bonds that are not exchanged under the Exchange Offer will be redeemed on 14 February 2020 in accordance with their existing terms and conditions.

C = Holder Number Details

Please enter the Common Shareholder Number ("CSN") or Holder Number your 2020 Bonds are registered on in the space provided. The name and address details on your Exchange Offer application form must correspond with the registration details under that CSN.

D = Interest and Redemption Payments

If you wish your payments in respect of the new Infrastructure Bonds to be direct credited to the same account to which payments in respect of your 2020 Bonds are made, then you do not need to complete section D of the Exchange Offer application form.

If payment to your cash management account with an NZX participant is selected, tick the box for option 1, insert the name of the NZX participant where your cash management account is held and provide your cash management client account number.

If you wish to be paid by direct credit but wish to have payments in respect of your new Infrastructure Bonds credited to a different bank account than the account to which payments in respect of your 2020 Bonds are currently made, please tick the box for option 2 and enter the details of the bank account.

E = IRD number, RWT and other tax details

Please enter your IRD number and tick the resident withholding tax ("RWT") rate that applies to you (or, if you are exempt from RWT, tick the exempt box and attach a photocopy of your RWT exemption certificate).

F = Electronic Investor Correspondence

By supplying your email address Infratil will be able to deliver your investor correspondence to you electronically where possible. This is a much more environmentally friendly, cost effective and timely option than paper based investor mail outs.

G = Signing and Dating

Read the Terms Sheet and the Exchange Offer application form carefully and sign and date the Exchange Offer application form.

The Exchange Offer application form must be signed by the applicant(s) personally, or in the case of a company, by two directors of the company (or one director if there is only one director, whose signature must be witnessed), or in either case by a duly authorised attorney or agent.

If the Exchange Offer application form is signed by an attorney, the power of attorney document is not required to be lodged, but the attorney must complete the certificate of non-revocation of power of attorney following the Exchange Offer application form.

If the Exchange Offer application form is signed by an agent, the agent must complete the certificate of non-revocation of agent following the Exchange Offer application form.

Joint applicants must each sign the Exchange Offer application form.

H = Exchange Offer Closing Date and Delivery

The Exchange Offer will close at 5.00pm on 7 February 2020. Applicants should remember that the Closing Date of the Exchange Offer may be changed at the sole discretion of Infratil. Changes will be advised by NZX announcement. Infratil reserves the right to refuse to accept applications received by the Registrar after the Closing Date of the Exchange Offer. Your Exchange Offer application form should be returned to, or lodged with, an appropriate person as specified under the heading "How to Apply" on page 6 of the Terms Sheet.

Personal Information Rights

Personal information provided by you will be held by Infratil and the Registrar at their respective addresses shown in the Directory section of the Terms Sheet or at such other place as is notified upon request. This information will be used for the purpose of managing your investment. You have a right to access and correct any personal information about you under the Privacy Act 1993. You can also access your information on the Link Market Services website: www.linkmarketservices.co.nz. (You will be required to enter your holder number and FIN.)

Infratil Limited Issue of Infrastructure Bonds

BROKER STAMP

Broker code

Adviser code

Before completing this Application Form, applicants should ensure that they read the Terms Sheet for the Infrastructure Bonds.

First Name(s):		Family Name:	
First Name(s):		Family Name:	
First Name(s):		Family Name:	
Corporate Name or <<On Account>> :			
Postal Address:			
Telephone Home:		Mobile/Work:	

Amount of Infrastructure Bonds applied for: **NZ\$**

Please enter the Common Shareholder Number (**CSN**) or Holder Number your 2020 bonds are registered on:

Name of NZX participant where Cash Management Account is held:

Cash Management Client Account number:

Name of Bank:

Name of Account:

Account Number:

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IRD number (only one IRD number is required in respect of joint applications):

Deduct resident withholding tax from all my/our interest payments at the following rate (tick ✓ one): ☐ 10.5%* ☐ 17.5% ☐ 28%** ☐ 30% ☐ 33% ☐ Exempt***

*Only available for an individual that reasonably expects their income for the income year to be \$14,000 or less and trustees of certain testamentary trusts. ** Available for companies only.

***If you are exempt from resident withholding tax, you must attach a copy of your RWT exemption certificate for noting.

To enable Infratil to provide you with your investor correspondence in relation to your holding in this security electronically, please complete your email address below. If you do not provide an email address, investor correspondence will be mailed to you at the address provided on this Application Form.

All applicants on the Application Form must sign.

Date _____

/

/

Date _____

4

1

Date _____

4

4

H. SEND APPLICATION FORM TO BE RECEIVED BY LINK MARKET SERVICES, NO LATER THAN 5.00 PM ON 7 FEBRUARY 2020

Infratil Bond Offer, c/- Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142
or deliver to: c/- Link Market Services Limited, Level 11, Deloitte Centre, 80 Queen Street, Auckland 1010
or email to: applications@linkmarketservices.co.nz
Investor phone number: +64 9 375 5998

TERMS AND CONDITIONS:

By signing this Application Form:

- (a) I/We agree to subscribe for Infrastructure Bonds upon and subject to the terms and conditions of the Terms Sheet, this Application Form, the Trust Deed and the Series Supplement, and I/we agree to be bound by the provisions hereof.
- (b) I/We irrevocably direct Infratil to apply the redemption proceeds of my/our exchanged 2020 Bonds towards payment of the aggregate Face Value of Infrastructure Bonds specified in Part B of this Application Form (or such lesser amount which Infratil may determine).
- (c) I/We declare that all details and statements made by me/us in this Application Form are complete and accurate.
- (d) I/We certify that, where information is provided by me/us in this Application Form about another person, I/we are authorised by such person to disclose the information to Infratil and the Registrar and to give authorisation.
- (e) I/We acknowledge that an application cannot be withdrawn or revoked once it has been submitted.
- (f) I/We acknowledge that the Exchange Offer is only made in New Zealand, and by applying for Infrastructure Bonds, I/we warrant that I/we received this offer in New Zealand and I/we are eligible to participate in the Exchange Offer, and I/we agree to indemnify Infratil and its directors, officers, employees and agents in respect of any loss, cost, liability or expense sustained or incurred by Infratil as a result of my/our breaching that warranty or the selling restrictions described in the Terms Sheet.
- (g) I/We confirm that: (i) I/We are tax resident in New Zealand; or (ii) I/We will hold the Infrastructure Bonds for the purposes of a business carried on in New Zealand through a fixed establishment in New Zealand; or (iii) I/We are a registered bank engaged in business in New Zealand through a fixed establishment in New Zealand.

This Application Form, the Exchange Offer and any contract arising out of its acceptance are each governed by New Zealand law. Under the Anti-Money Laundering and Countering Financing of Terrorism Act 2009, applicants may be required to produce evidence of their identity.

The information in this Application Form is provided to enable Infratil and the Registrar to process your application, and to administer your investment. By signing this Application Form, you authorise Infratil and the Registrar to disclose information in situations where Infratil or the Registrar are required or permitted to do so by any applicable law or by a governmental, judicial or regulatory entity or authority in any jurisdiction. Personal information will be held by Infratil and the Registrar at their respective addresses shown in the Directory of each Terms Sheet or at such other place as is notified upon request. If you are an individual under the Privacy Act 1993, you have the right to access and correct any of your personal information. You can also access your information on the Link website (www.linkmarketservices.co.nz). You will be required to enter your holder number and FIN.

I. CERTIFICATE OF NON-REVOCATION OF POWER OF ATTORNEY:

(Complete this section if you are acting on behalf of the Applicant on this Application Form for whom you have power of attorney)

I, (full name)
of (place and country of residence),
 (occupation),

CERTIFY:

- THAT by deed dated (date of instrument creating the power of attorney),
 (full name of person/body corporate which granted the power of attorney)
of (place and country of residence of person/body corporate which granted the power of attorney**)
appointed me (his/her/its) attorney;
 - THAT I have executed the application for Infrastructure Bonds printed on this Application Form under that appointment and pursuant to the powers thereby conferred on me; and
 - THAT I have not received notice of any event revoking the power of attorney.
- Signed at this day of (month/year)
Signature of attorney

** If donor is a body corporate, state place of registered office or principal place of business of donor and, if that is not in New Zealand, state the country in which the principal place of business is situated.

J. CERTIFICATE OF NON-REVOCATION OF AGENT:

(Complete this section if you are acting as Agent on behalf of the Applicant on this Application Form)

I, (full name)
of (place and country of residence),
 (occupation),

CERTIFY:

- THAT by the agency agreement dated (date of instrument creating the agency),
 (full name of person/body corporate which appointed you as agent)
of (place and country of residence of person/body corporate which appointed you as agent **)
appointed me (his/her/its) agent;
 - THAT I have executed the application for Infrastructure Bonds printed on this Application Form under that appointment and pursuant to the powers thereby conferred on me; and
 - THAT I have not received any notice or information of the revocation of my appointment as agent.
- Signed at this day of (month/year)
Signature of agent

** If donor is a body corporate, state place of registered office or principal place of business of donor and, if that is not in New Zealand, state the country in which the principal place of business is situated.

Infratil Terms Sheet

For the offer of Infrastructure Bonds



Fixed rate bond
maturing 15 March 2026
3.35% p.a.



Terms Sheet dated 22 October 2019

Infratil
Terms Sheet
October 2019

This Terms Sheet sets out the key terms of the offer ("**Offer**") by Infratil Limited ("**Infratil**") of up to \$50,000,000 (plus oversubscriptions of up to \$75,000,000) of fixed rate bonds maturing on 15 March 2026 ("**Infrastructure Bonds**").

The Infrastructure Bonds will be issued under the programme trust deed dated 11 November 1999 (as amended from time to time) between Infratil and Trustees Executors Limited as supplemented by a series supplement dated 22 October 2019 (together, "**Trust Deed**"). Unless the context requires otherwise, capitalised terms used in this Terms Sheet have the same meaning given to them in the Trust Deed.

Important Notice

The Offer by Infratil is made in reliance upon the exclusion in clause 19 of schedule 1 of the Financial Markets Conduct Act 2013 ("**FMCA**").

The Offer contained in this Terms Sheet is an offer of Infrastructure Bonds that have identical rights, privileges, limitations and conditions (except for the interest rate and maturity date) as:

- Infratil's bonds maturing on 15 December 2029, which have a current interest rate of 3.50% per annum (rate reset on 15 December 2020 and annually thereafter) and which are currently quoted on the NZX Debt Market under the ticker code IFTHC;
- Infratil's fixed rate bonds maturing on 15 December 2026, which have an interest rate of 3.35% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT280;
- Infratil's bonds maturing on 15 December 2028, which have a current interest rate of 4.85% per annum (rate reset after five years) and which are currently quoted on the NZX Debt Market under the ticker code IFT270;
- Infratil's fixed rate bonds maturing on 15 December 2024, which have an interest rate of 4.75% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT260;
- Infratil's fixed rate bonds maturing on 15 June 2025, which have an interest rate of 6.15% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT250;
- Infratil's fixed rate bonds maturing on 15 December 2022, which have an interest rate of 5.65% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT240;

- Infratil's fixed rate bonds maturing on 15 June 2024, which have an interest rate of 5.50% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT230;
 - Infratil's fixed rate bonds maturing on 15 June 2021, which have an interest rate of 4.90% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT220;
 - Infratil's fixed rate bonds maturing on 15 September 2023, which have an interest rate of 5.25% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT210; and
 - Infratil's fixed rate bonds maturing on 15 June 2022, which have an interest rate of 6.85% per annum and which are currently quoted on the NZX Debt Market under the ticker code IFT190,
- (together the "**Quoted Bonds**").

Accordingly, the Infrastructure Bonds are the same class as the Quoted Bonds for the purposes of the FMCA and the Financial Markets Conduct Regulations 2014.

Infratil is subject to a disclosure obligation that requires it to notify certain material information to NZX Limited ("**NZX**") for the purpose of that information being made available to participants in the market and that information can be found by visiting www.nzx.com/companies/IFT.

The Quoted Bonds are the only debt securities of Infratil that are currently quoted and in the same class as the Infrastructure Bonds that are being offered. The Quoted Bonds with ticker codes IFT280 and IFTHC have been quoted on the NZX Debt Market for less than 3 months.

Investors should look to the market price of the Quoted Bonds referred to above to find out how the market assesses the returns and risk premium for those bonds.



Vodafone cell tower

Key Terms of the Infrastructure Bonds

Infratil
Terms Sheet
October 2019

Issuer:	Infratil Limited
Description:	Infrastructure Bonds are unsecured, unsubordinated debt securities of Infratil to be issued pursuant to the Trust Deed
Opening Date:	22 October 2019
General Offer and Exchange Offer:	<p>The Offer consists of two separate parts. Under the first part ("General Offer"), Infratil is offering Infrastructure Bonds to all investors in New Zealand.</p> <p>Under the second part ("Exchange Offer"), Infratil is offering holders of its fixed rate bonds maturing on 15 November 2019 ("2019 Bonds") the opportunity to exchange all or some of their 2019 Bonds for Infrastructure Bonds offered under this Terms Sheet. You will receive one new Infrastructure Bond for each 2019 Bond exchanged under the Exchange Offer. Once you submit a completed Exchange Offer application form you will no longer be able to sell or otherwise transfer your 2019 Bonds designated in that application form.</p> <p>Infratil will send further information about the Exchange Offer, and how to apply, directly to holders of the 2019 Bonds.</p> <p>Infratil also expects to provide holders of its fixed rate bonds maturing on 15 February 2020 ("2020 Bonds") with the opportunity (subject to availability) to exchange all or some of their 2020 Bonds for Infrastructure Bonds offered under this Terms Sheet. If that option is made available Infratil will send further information on how to apply directly to holders of the 2020 Bonds.</p>
Offer Amount:	The Offer is for up to \$50,000,000 of Infrastructure Bonds in aggregate across both the General Offer and the Exchange Offer (with the option to accept oversubscriptions of up to \$75,000,000 in aggregate at Infratil's discretion).
Closing Date:	<p>General Offer: 5.00pm, 13 February 2020</p> <p>Exchange Offer for 2019 Bonds: 5.00pm, 8 November 2019</p>
Interest Rate:	3.35% per annum
Maturity Date:	15 March 2026
Interest Payment Dates:	15 March, 15 June, 15 September and 15 December of each year until and including the Maturity Date (commencing on 15 March 2020).
Interest Payments:	<p>Other than for the first Interest Payment Date, Infratil will pay interest in arrear in equal amounts on each Interest Payment Date.</p> <p>Interest payable on each Infrastructure Bond on the first Interest Payment Date will accrue at the Interest Rate from (and including) the date on which your subscription moneys have been banked into the trust account operated in respect of the Offer to (but excluding) the first Interest Payment Date. For Infrastructure Bonds allotted under the Exchange Offer, the redemption proceeds of the 2019 Bonds will be banked into the trust account operated in respect of the Offer on 15 November 2019 and interest on those Infrastructure Bonds will accrue from that date.</p> <p>In addition, if the Infrastructure Bonds are redeemed on a day that is not an Interest Payment Date (see "Right to Redeem Early" and "Early Redemption Events" below), the amount of interest that will be payable to you will be adjusted to reflect the number of days in the interest period in which the interest accrued.</p>

First Interest Payment to Original Subscriber:

Interest payable on the first Interest Payment Date will be paid by Infratil to the original subscriber of an Infrastructure Bond regardless of any transfer of the Infrastructure Bond prior to the first Interest Payment Date.

Interest Suspension and Dividend Stopper:

Infratil may suspend the payment of interest where an Interest Suspension Event exists. If the payment of interest is suspended:

- (a) interest will continue to accrue (without compounding) and will be paid by Infratil when the Interest Suspension Event ceases to exist; and
 - (b) Infratil will not pay or make any distribution to shareholders or provide any financial assistance for the acquisition of shares in Infratil.
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Interest Suspension Events:

In summary, an Interest Suspension Event may occur if:

- (a) the interest payment would be likely to breach the solvency test in section 4 of the Companies Act 1993;
 - (b) the interest payment would be likely to result in a breach of the terms or conditions of other financial indebtedness incurred by Infratil or certain of its subsidiaries; or
 - (c) the interest payment would be likely to result in a breach of any other legal obligation by Infratil or certain of its subsidiaries.
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Right to Redeem Early:

Infratil has the right to redeem all or some of the Infrastructure Bonds prior to the Maturity Date by giving you no less than 5 Business Days' notice. Infratil may only exercise this right if:

- (a) the Supervisor has not declared the Infrastructure Bonds due and payable because an event of default as described in clause 8.1 of the Trust Deed exists; and
- (b) the notice of early redemption is given at a time prior to the day falling 25 Business Days before the Maturity Date.

You have no right of early redemption except following an Early Redemption Event.

Early Redemption Events:

In summary, an Early Redemption Event may occur if:

- (a) an event of default as described in clause 8.1 of the Trust Deed occurs; or
- (b) certain takeover offers are made in respect of the shares in Infratil.

In general terms, the events of default include non-payment for 14 days or more and the occurrence of certain insolvency related events in relation to Infratil.

Liabilities to Assets Covenant:

Infratil has agreed for the benefit of Bondholders that, on the last day of each financial year and financial half-year of Infratil (and in certain other circumstances), Borrowed Money Indebtedness of the Issuer Group (being Infratil and certain of its 100% owned subsidiaries) will not exceed 50% of Tangible Assets of Infratil and its subsidiaries as at that date.

Ranking of Infrastructure Bonds:

The Infrastructure Bonds are unsecured and unsubordinated debt obligations of Infratil. This means that in a liquidation of Infratil your rights and claims as a Bondholder:

- (a) will rank **after** the claims of (i) secured creditors of Infratil (if any), and (ii) creditors of Infratil who are preferred by law (e.g. the Inland Revenue Department in respect of unpaid tax);
 - (b) will rank **equally** with the claims of all other unsecured, unsubordinated creditors of Infratil; and
 - (c) will rank in **priority** to the claims of (i) subordinated creditors of Infratil (if any) (being creditors who have agreed to accept a lower priority in respect of their claims in a liquidation of Infratil), and (ii) shareholders.
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	<p>Infratil is a holding company with investments in various companies. Bondholders have no claims against, or recourse to the assets of, any of those companies. Infratil's ability to make timely payments on the Infrastructure Bonds is dependent on the returns it receives from its investments, its capital structure and the quality of its management.</p> <p>In a liquidation of the Infratil group, creditors of Infratil's subsidiaries and associates (including lenders) would have a prior claim to the assets of those companies ranking ahead of the claim of Infratil's liquidator (claiming as shareholder in the companies). Only the residual assets of the companies, after the claims of the companies' creditors have been satisfied, would be available to Infratil's liquidator and therefore Infratil's creditors (including Bondholders).</p>
No Guarantee:	The Infrastructure Bonds are not guaranteed by any member of the Infratil group or any other person.
Issue Price:	\$1.00 per Infrastructure Bond (being the Face Value). No subscription moneys are payable by a Bondholder for Infrastructure Bonds allotted under the Exchange Offer.
Issue Dates:	<p>Infrastructure Bonds offered under the General Offer will be issued on 15 November 2019, 16 December 2019, 16 January 2020 and 14 February 2020.</p> <p>Infrastructure Bonds offered to holders of 2019 Bonds under the Exchange Offer will be issued on 15 November 2019.</p>
Expected Date of Initial Quotation on the NZX Debt Market:	15 November 2019
Minimum Application Amount:	\$5,000 and multiples of \$1,000 thereafter (unless a holder of 2019 Bonds is exchanging all of his or her 2019 Bonds).
ISIN:	NZIFTD0300LO
Business Day:	A day on which NZX is open for trading. If any Interest Payment Date or the Maturity Date falls on a day that is not a Business Day, the due date for the payment to be made on that date will be on the immediately preceding Business Day, but the amount paid will not be adjusted.
Registrar and Paying Agent:	Link Market Services Limited
Who May Apply:	Infratil may reserve Infrastructure Bonds offered under the General Offer, including oversubscriptions, for subscription by clients of the Managers, NZX participants and other approved financial intermediaries (" Allocations "). The aggregate number of Infrastructure Bonds reserved will be determined by Infratil, in consultation with the Managers. Infratil, in consultation with the Managers, will determine the arrangements in respect of the Infrastructure Bonds offered under the General Offer which are not subject to Allocations and announce these arrangements via NZX.

How to Apply:

Applications to subscribe for Infrastructure Bonds offered under the General Offer must be made on the **General Offer application form** attached to this Terms Sheet.

Applications to subscribe for Infrastructure Bonds offered under the Exchange Offer must be made on the **Exchange Offer application form**, which will be sent separately to holders of the 2019 Bonds.

General Offer

Investors should contact any Manager, their financial adviser or any NZX participant for details on how they may acquire Infrastructure Bonds under the General Offer. You can find an NZX participant by visiting www.nzx.com/services/market-participants/find-a-participant. Applicants accepting an Allocation from an NZX participant or approved financial intermediary must return a completed application form to the office of that NZX participant or approved financial intermediary which has provided the Allocation in time to enable it to be forwarded to the Registrar before 5.00pm on the Closing Date for the General Offer.

Public Pool applicants for the General Offer (being all applicants other than applicants in respect of Allocations) must return a completed General Offer application form, so that it is received by the Registrar (on behalf of Infratil) at the address below, no later than 5.00pm on the Closing Date for the General Offer:

Link Market Services Limited

PO Box 91976, Auckland 1142

Email: applications@linkmarketservices.co.nz

Exchange Offer

If you make an application under the Exchange Offer, you must return a completed Exchange Offer application form so that it is received by the Registrar at the address below no later than 5.00pm on the Closing Date of the Exchange Offer:

Link Market Services Limited

PO Box 91976, Auckland 1142

Email: applications@linkmarketservices.co.nz

Once you submit a completed Exchange Offer application form you will no longer be able to sell or otherwise transfer your 2019 Bonds designated in that application form.

Applications may be refused

In relation to both the General Offer and the Exchange Offer, Infratil reserves the right to refuse any application or to accept an application in part only, without providing a reason. If Infratil refuses an application under the General Offer or accepts an application in part, all or the relevant balance of the application moneys will be returned (without interest) as soon as reasonably practicable and, in any event, within five Business Days after such refusal or acceptance in part. If Infratil refuses any application under the Exchange Offer or accepts an application in part, the 2019 Bonds that are not being exchanged will be redeemed on their maturity date in accordance with their existing terms and conditions.

Each investor's financial adviser will be able to advise them as to what arrangements will need to be put in place for the investors to trade the Infrastructure Bonds including obtaining a common shareholder number ("**CSN**"), an authorisation code ("**FIN**") and opening an account with an NZX participant as well as the costs and timeframes for putting such arrangements in place.

Brokerage:	NZX has authorised NZX participants to act in the Offer. Applicants are not required to pay brokerage for Infrastructure Bonds under this Offer.
Use of Proceeds:	Infratil will use the net proceeds of the Offer for general corporate purposes.
NZX Debt Market Quotation:	<p>Infratil will take any necessary steps to ensure that the Infrastructure Bonds are, immediately after issue, quoted.</p> <p>Application has been made to NZX for permission to quote the Infrastructure Bonds on the NZX Debt Market and all the requirements of NZX relating thereto that can be complied with on or before the date of this Terms Sheet have been duly complied with. However, NZX accepts no responsibility for any statement in this Terms Sheet.</p> <p>NZX is a licensed market operator, and the NZX Debt Market is a licensed market, under the FMCA.</p>
NZX Debt Market Ticker Code:	NZX Debt Market ticker code IFT300 has been reserved for the Infrastructure Bonds.
Supervisor:	Trustees Executors Limited
Governing Law:	New Zealand
No Underwriting:	The Offer is not underwritten.
Offer in New Zealand only:	<p>The Infrastructure Bonds may only be offered for sale or sold in New Zealand. Infratil has not and will not take any action which would permit a public offering of the Infrastructure Bonds, or possession or distribution of any offering material, in any country or jurisdiction where action for that purpose is required (other than New Zealand). Infrastructure Bonds may only be offered for sale or sold in compliance with all applicable laws and regulations in any jurisdiction in which they are offered, sold or delivered. Any information memorandum, terms sheet, circular, advertisement or other offering material in respect of the Infrastructure Bonds may only be published, delivered or distributed in or from any country or jurisdiction under circumstances which will result in compliance with all applicable laws and regulations.</p> <p>By subscribing for Infrastructure Bonds, you indemnify Infratil, the Managers and the Supervisor in respect of any loss incurred as a result of you breaching the above selling restrictions.</p> <p>The above selling restrictions apply in relation to both the General Offer and the Exchange Offer.</p>
Non-reliance:	<p>This Terms Sheet does not constitute a recommendation by the Managers, the Supervisor, or any of their respective directors, officers, employees, agents or advisers to subscribe for, or purchase, any of the Infrastructure Bonds.</p> <p>The Managers and the Supervisor have not independently verified the information contained in this Terms Sheet. In accepting delivery of this Terms Sheet, you acknowledge that none of the Managers, the Supervisor nor their respective directors, officers, employees, agents or advisers gives any warranty or representation of accuracy or reliability and they take no responsibility for it.</p>

Other Information

Infratil
Terms Sheet
October 2019

The dates set out in this Terms Sheet are indicative only and Infratil may change the dates set out in this Terms Sheet. Infratil has the right in its absolute discretion and without notice to close the Offer early, to add additional Issue Dates, to extend the Closing Date, to increase the amount of oversubscriptions, or to choose not to proceed with the Offer. If the Closing Date is changed, other dates (such as the Issue Dates, the Maturity Date and the Interest Payment Dates) may be changed accordingly.

Any internet site address provided in the Terms Sheet is for reference only and, except as expressly stated otherwise, the content of such internet site is not

incorporated by reference into, and does not form part of, this Terms Sheet.

Copies of the Trust Deed are available by visiting www.infratil.com/for-investors/bonds/ or you may request a copy from:

Infratil Limited

5 Market Lane
Wellington
Attention: Fiona Cameron
or

Trustees Executors Limited

Level 5
10 Customhouse Quay
Wellington
Attention: Roger Dixon

Investors should seek qualified independent financial and taxation advice before deciding to invest. In particular, you should consult your tax adviser in relation to your specific circumstances. Investors will also be personally responsible for ensuring compliance with relevant laws and regulations applicable to them (including any required registrations).

For further information regarding Infratil, visit www.nzx.com/companies/IFT.

Directory

Issuer

Infratil Limited

5 Market Lane
PO Box 320
Wellington 6140
Telephone 04 473 3663

Supervisor

Trustees Executors Limited

Level 5, Maritime Tower
10 Customhouse Quay
PO Box 3222
Wellington 6143
Telephone 0800 878 783

Registrar

Link Market Services Limited

Level 11, Deloitte Centre
80 Queen Street
Auckland 1010
PO Box 91976
Auckland 1142

Managers of the Offer

ANZ Bank New Zealand Limited

Level 10, 171 Featherston Street
PO Box 540
Wellington 6011
Telephone 0800 269 476

Bank of New Zealand

Level 6, 80 Queen Street
Auckland 1010
Telephone 0800 284 017

Forsyth Barr Limited

Level 23
Lumley Centre
88 Shortland Street
Auckland 1010
Telephone 0800 367 227

Jarden Securities Limited

Level 14, 171 Featherston Street
Wellington 6011
Telephone 0800 005 678



General Offer Application Instructions

Infratil
Terms Sheet
October 2019

These application instructions relate to an application for Infrastructure Bonds under the General Offer. An application to subscribe for Infrastructure Bonds under the General Offer must be made on the application form following these application instructions.

An application will constitute an irrevocable offer by the applicant to subscribe for the aggregate Face Value of Infrastructure Bonds of the relevant Series specified in the application form (or such lesser amount which Infratil may determine) on the terms set out in this Terms Sheet, the Trust Deed, the applicable Series Supplement and the application form.

A = Investor Details

Please complete all relevant sections in the General Offer application form in CAPITAL LETTERS.

Full name details: Insert your full name. Applications must be in the name(s) of natural persons, companies or other legal entities, up to a maximum of three names per application.

Use the table below to see how to write your name correctly.

Type of Investor:	Correct way to write Name:	Incorrect way to write Name:
Individual person	JOHN SMITH	J SMITH
More than one person	JOHN SMITH MICHELLE SMITH	J & M SMITH
Company	ABC LIMITED	ABC
Trusts	JOHN SMITH (JOHN SMITH FAMILY TRUST A/C)	SMITH FAMILY TRUST
Partnerships	JOHN SMITH MICHAEL SMITH (JOHN SMITH AND SONS A/C)	JOHN SMITH & SONS
Clubs and unincorporated associations	JANE SMITH (SMITH INVESTMENT CLUB A/C)	SMITH INVESTMENT CLUB
Superannuation funds	JOHN SMITH LIMITED (SUPERANNUATION FUND A/C)	JOHN SMITH SUPERANNUATION FUND

Postal address details: Insert your postal address for correspondence. All communications to you from Infratil will be mailed to the person(s) at the address shown (unless an applicant provides an email address in section F of the application form). For joint applicants, only one address is to be provided.

Telephone numbers: Insert your telephone number(s) in case the Registrar or Infratil needs to contact you in relation to your application.

By supplying **your mobile number** you will enable the Registrar to advise you by TXT Alerts (post allotment for New Zealand investors only) of any changes on your holding balance, or if your bank account details or address on the register change, or if a new / replacement FIN has been requested. This feature provides additional security to you as an investor. You may unsubscribe at any time for this TXT Alert service.

B = Application Details

Please enter the aggregate Face Value of Infrastructure Bonds that you wish to apply for. Each Infrastructure Bond has a face value of \$1.00. An application to subscribe for Infrastructure Bonds must be for a minimum aggregate Face Value of \$5,000 and thereafter in multiples of \$1,000.

Payment must be made by direct debit, cheque (or, if the application is for an aggregate subscription amount of \$500,000 or more, by a bank cheque).

If you choose the direct debit option, by completing the direct debit account details, you authorise the Registrar to direct debit the bank account nominated on the application form, on the day the application form is received by the Registrar, for the amount applied for on the application form. You cannot specify any other direct debit date and you must ensure that:

- the bank account details supplied are correct;
- sufficient funds in the bank account for direct debit are available on the day the Registrar receives the application form;
- the person(s) giving the direct debit instruction has/have the authority to operate the account solely/jointly; and
- the bank account you nominated is a transactional account eligible for direct debit transactions.

If you are uncertain, you should contact your bank or financial institution. Should your direct debit fail, your application may be rejected. The Registrar will not be able to process your direct debit if you do not sign and date the application form. If requested, the Registrar will provide you with a direct debit authority form.

Cheques must be in New Zealand dollars and drawn on a New Zealand branch of a registered bank. Cheques must be made payable to "Infratil Bond Offer", crossed "Not Transferable" and must not be post-dated. Staple your cheque to the completed application form.

Your cheque will be banked upon receipt into a designated bank trust account pending allotment of the Infrastructure Bonds. The banking of application moneys does not constitute confirmation of allotment of any Infrastructure Bonds or acceptance of an offer to

subscribe for Infrastructure Bonds.

If an applicant's direct debit or cheque is dishonoured, Infratil may cancel that applicant's allotment of Infrastructure Bonds and pursue any other remedies available to it at law. Investors who are members of NZClear may, by prior arrangement with the Registrar, settle their applications for the Infrastructure Bonds on the relevant Issue Date of the Infrastructure Bonds through the NZClear System.

C = Holder Number Details

If you have other investments registered under a Common Shareholder Number ("**CSN**") please supply your CSN in the space provided. The name and address details on your application form must correspond with the registration details under that CSN.

D = Interest and Redemption Payments

If payment to your cash management account with an NZX participant is selected, tick the box for option 1, insert the name of the NZX participant where your cash management account is held and provide your cash management client account number.

If you currently receive interest or dividend payments from the Registrar by direct credit, and wish your payments in respect of the Infrastructure Bonds to be direct credited to the same account, then you do not need to complete section D of the application form. Otherwise please complete option 2.

E = IRD number, RWT and other tax details

Please enter your IRD number and tick the resident withholding tax ("**RWT**") rate that applies to you (or, if you are exempt from RWT, tick the exempt box and attach a photocopy of your RWT exemption certificate).

F = Electronic Investor Correspondence

By supplying your email address Infratil will be able to deliver your investor correspondence to you electronically where possible. This is a much more environmentally friendly, cost effective and timely option than paper based investor mail outs.

G = Signing and Dating

Read the Terms Sheet and application form carefully and sign and date the application form.

The application form must be signed by each of the applicant(s) personally, (in the case of a company) by two directors of the company (or one director if there is only one director, whose signature must be witnessed), or in either case by a duly authorised attorney or agent.

If the application form is signed by an attorney, the power of attorney document is not required to be lodged, but the attorney must complete the certificate of non-revocation of power of attorney following the application form.

If the application form is signed by an agent, the agent must complete the certificate of non-revocation of agent following the application form.

Joint applicants must each sign the application form.

H = General Offer Closing Date and Delivery

The General Offer will close at 5.00pm on 13 February 2020. Applicants should remember that the Closing Date of the General Offer may be changed at the sole discretion of Infratil. Changes will be advised by NZX announcement. Infratil reserves the right to refuse to accept applications received by the Registrar after the Closing Date of the General Offer. Your application form should be returned to, or lodged with, an appropriate person as specified under the heading "How to Apply" on page 6 of the Terms Sheet.

Personal Information Rights

Personal information provided by you will be held by Infratil and the Registrar at their respective addresses shown under the address details section in the Terms Sheet or at such other place as is notified upon request. This information will be used for the purpose of managing your investment.

You have a right to access and correct any personal information about you under the Privacy Act 1993. You can also access your information on the Link Market Services website: www.linkmarketservices.co.nz. (You will be required to enter your holder number and FIN).

General Offer Application Form

Infratil Limited Issue of Infrastructure Bonds

(ATTACH CHEQUE HERE)

BROKER STAMP

Broker code

Advisor code

This General Offer application form ("Application Form") is issued in connection with a Terms Sheet dated 22 October 2019 under which Infratil Limited ("Infratil") is offering bonds due 15 March 2026 ("2026 Bonds") ("Terms Sheet"). Please complete this Application Form and return it to, or lodge it with, an appropriate person as specified under the heading "How to Apply" on page 6 of the Terms Sheet.

Before completing this Application Form, applicants should read the Terms Sheet to which this application relates.

A. APPLICATION DETAILS AND INFORMATION – PLEASE PRINT IN BLOCK LETTERS

First Name(s):		Family Name:	
First Name(s):		Family Name:	
First Name(s):		Family Name:	
Corporate Name or <<On Account>> :			
Postal Address:			
Telephone Home:		Mobile/Work:	

B. APPLICATION DETAILS – IMPORTANT

Applications must be accompanied by payment in full. Payment must be in New Zealand currency based on NZ\$1.00 per Infrastructure Bond. Your Application Form must be received by Link Market Services Limited ("Link") by 5.00pm, 13 February 2020.

Applications must be for a minimum of **NZ\$5,000** and, thereafter, in multiples of **NZ\$1,000**. Infratil may accept or reject all or part of this application for Infrastructure Bonds without giving reason.

Amount of Infrastructure Bonds applied for: **2026 Bonds NZ\$**

OPTION 1: Please direct debit my bank account for the amount of Infrastructure Bonds applied for. The Registrar will direct debit from the bank account provided below in section D (option 2) on the date the Application Form is received. By signing this Application Form, the signatory agrees that the Registrar is authorised to direct debit the bank account in accordance with the terms specified in the Terms Sheet.

Name of Bank:		Name of Account:	
Account Number:			
	Bank	Branch	Account No. Suffix

OPTION 2: Please find attached my cheque made payable to "Infratil Bond Offer" and crossed "Not Transferable".

C. COMMON SHAREHOLDER NUMBER (CSN)

Please note that the application must be in the same name as the CSN below otherwise the application will be deemed to be made without a CSN and a new CSN will be allocated.

If you currently have a Common Shareholder Number (CSN), please enter it here:

D. INTEREST AND REDEMPTION PAYMENTS

You may choose only ONE of the options below. Please tick the box next to your selected option (✓):

OPTION 1: ☐ Direct credit to my cash management account.

Name of NZX participant where Cash Management Account is held:

Cash Management Client Account number:

OPTION 2: Direct credit to the New Zealand bank account nominated.

☐ Please pay my interest and repayments to the account for direct debit purposes nominated above.

☐ Please pay my interest and repayments to the account nominated below.

Name of Bank:		Name of Account:	
Account Number:			
	Bank	Branch	Account No. Suffix

E. IRD NUMBER & RESIDENT WITHHOLDING TAX

IRD number (only one IRD number is required in respect of joint applications): - -

Deduct resident withholding tax from all my/our interest payments at the following rate (✓ one): ☐ 10.5%* ☐ 17.5% ☐ 28%** ☐ 30% ☐ 33% ☐ Exempt***

*Only available for an individual that reasonably expects their income for the income year to be \$14,000 or less and trustees of certain testamentary trusts. ** Available for companies only.

***If you are exempt from resident withholding tax, you must attach a copy of your RWT exemption certificate for noting.

F. ELECTRONIC CORRESPONDENCE & REPORTING

To enable Infratil to provide you with your investor correspondence in relation to your holding in this security electronically, please complete your email address below. If you do not provide an email address, investor correspondence will be mailed to you at the address provided on this Application Form.

G. SIGNATURE(S) OF APPLICANT(S)

I/We hereby acknowledge that I/we have received and read the Terms Sheet, and apply for the dollar amount of Infrastructure Bonds set out above and agree to accept such Infrastructure Bonds (or such lesser number as may be allotted to me/us) on, and subject to, the terms and conditions set out in the Terms Sheet, the Trust Deed, the applicable Series Supplement, and the Application Form.

All applicants on the Application Form must sign.

Date / /	Date / /	Date / /
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H. SEND APPLICATION FORM AND CHEQUE (IF APPLICABLE) TO BE RECEIVED BY LINK MARKET SERVICES, NO LATER THAN 5.00PM ON 13 FEBRUARY 2020.

Infratil Bond Offer, c/- Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142
or deliver to: c/- Link Market Services Limited, Level 11, Deloitte Centre, 80 Queen Street, Auckland 1010
or email to: applications@linkmarketservices.co.nz
Investor phone number: +64 9 375 5998

TERMS AND CONDITIONS:

By signing this Application Form:

- a) I/We agree to subscribe for Infrastructure Bonds upon and subject to the terms and conditions of the Terms Sheet, this Application Form, the Trust Deed and the applicable Series Supplement, and I/we agree to be bound by the provisions hereof.
- b) I/We declare that all details and statements made by me/us in this Application Form are complete and accurate.
- c) I/We certify that, where information is provided by me/us in this Application Form about another person, I/we are authorised by such person to disclose the information to Infratil and the Registrar and to give authorisation.
- d) I/We acknowledge that an application cannot be withdrawn or revoked once it has been submitted.
- e) I/We acknowledge that the General Offer is only made in New Zealand, and by applying for Infrastructure Bonds, I/we warrant that I/we received this offer in New Zealand and I/we are eligible to participate in the General Offer, and I/we agree to indemnify Infratil and its directors, officers, employees and agents in respect of any loss, cost, liability or expense sustained or incurred by Infratil as a result of my/our breaching that warranty or the selling restrictions described in the Terms Sheet.
- f) I/We confirm that: (i) I/We are tax resident in New Zealand; or (ii) I/We will hold the Infrastructure Bonds for the purposes of a business carried on in New Zealand through a fixed establishment in New Zealand; or (iii) I/We are a registered bank engaged in business in New Zealand through a fixed establishment in New Zealand.

This Application Form, the General Offer and any contract arising out of its acceptance are each governed by New Zealand law. Under the Anti-Money Laundering and Countering Financing of Terrorism Act 2009, applicants may be required to produce evidence of their identity.

The information in this Application Form is provided to enable Infratil and the Registrar to process your application, and to administer your investment. By signing this Application Form, you authorise Infratil and the Registrar to disclose information in situations where Infratil or the Registrar are required or permitted to do so by any applicable law or by a governmental, judicial or regulatory entity or authority in any jurisdiction. Personal information will be held by Infratil and the Registrar at their respective addresses shown in the Directory of the Terms Sheet or at such other place as is notified upon request. If you are an individual under the Privacy Act 1993, you have the right to access and correct any of your personal information. You can also access your information on the Link website (www.linkmarketservices.co.nz). You will be required to enter your holder number and FIN.

I. CERTIFICATE OF NON-REVOCATION OF POWER OF ATTORNEY:

(Complete this section if you are acting on behalf of the Applicant on this Application Form for whom you have power of attorney)

I, (full name)
of (place and country of residence),
 (occupation),

CERTIFY:

- THAT by deed dated (date of instrument creating the power of attorney),
 (full name of person/body corporate which granted the power of attorney)
of (place and country of residence of person/body corporate which granted the power of attorney**)
appointed me (his/her/its) attorney;
- THAT I have executed the application for Infrastructure Bonds printed on this Application Form under that appointment and pursuant to the powers thereby conferred on me; and
- THAT I have not received notice of any event revoking the power of attorney.

Signed at this day of (month/year)

Signature of attorney

** If donor is a body corporate, state place of registered office or principal place of business of donor and, if that is not in New Zealand, state the country in which the principal place of business is situated.

J. CERTIFICATE OF NON-REVOCATION OF AGENT:

(Complete this section if you are acting as Agent on behalf of the Applicant on this Application Form)

I, (full name)
of (place and country of residence),
 (occupation),

CERTIFY:

- THAT by the agency agreement dated (date of instrument creating the agency),
 (full name of person/body corporate which appointed you as agent)
of (place and country of residence of person/body corporate which appointed you as agent **)
appointed me (his/her/its) agent;
- THAT I have executed the application for Infrastructure Bonds printed on this Application Form under that appointment and pursuant to the powers thereby conferred on me; and
- THAT I have not received any notice or information of the revocation of my appointment as agent.

Signed at this day of (month/year)

Signature of agent

** If donor is a body corporate, state place of registered office or principal place of business of donor and, if that is not in New Zealand, state the country in which the principal place of business is situated.