

2015 Annual Meeting



Venue: Oceania Room, Museum of New Zealand
Te Papa Tongarewa, 55 Cable Street, Wellington
21 August 2015 at 2:30 pm

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, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand.

Deliver: Infratil Limited, C/- Link Market Services Limited, Level 7, Zurich House, 21 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 2:30pm on Wednesday the 19th of August 2015 (being 48 hours prior to 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 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 19 August 2015.
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, such as on Resolution 3 (Directors' Remuneration). 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 (full name of Proxy)* _____

or failing him/her appoint (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 21 August 2015, 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 Mr Paul Gough				
2	To approve Resolution 2 set out in the Notice of Meeting: Re-election of Mr Humphry Rolleston				
3	To approve Resolution 3 set out in the Notice of Meeting: Directors' Remuneration				
4	To approve Resolution 4 set out in the Notice of Meeting: Auditor's Remuneration				

Sign

Signature(s) of Shareholder(s)

Shareholder 1 _____ **Shareholder 2** _____ **Shareholder 3** _____

Signed this _____ day of _____ 2015 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.