



# Annual Meeting of Shareholders Infratil Limited

HYBRID MEETING

TUESDAY, 19 AUGUST 2025 AT 2:30 PM NZST

## Chair address

Tēnā koutou katoa. Welcome to Infratil's 31<sup>st</sup> Annual Shareholder Meeting.

I confirm that, we have a quorum and declare the meeting of shareholders properly constituted.

As in previous years, shareholders were given the option to join today's meeting in person or online. In addition to those in the room today, I am very pleased to welcome those of you participating online.

Slide 3 of the presentation is a picture of the virtual meeting platform. The boxes show where to click to get a voting card and how to ask a question. If you need help, you can also call the number displayed in the blue bar at the top of the platform.

I also advise the meeting that members of the press and non-shareholders may be present.

At the completion of the meeting, those who are here today are welcome to join directors for refreshments.

Before we progress into the business of the meeting, I would like to introduce you to your directors.

I am Alison Gerry and I am the Chair of the Board and an independent director. I am a member of the Audit and Risk, and the Manager Engagement Committee. This is also referred to as the MEC. I am seeking re-election at today's meeting.

Jason Boyes is a non-independent director and is also our Chief Executive.

Kirsty Mactaggart is an independent director. Kirsty is Chair of the MEC and a member of the Audit & Risk committee. Kirsty is seeking re-election at today's meeting.

Andrew Clark joins us from Melbourne. Andrew is an independent director and a member of the Audit and Risk Committee. Andrew is seeking re-election at today's meeting.

Paul Gough joins us from London and is an independent director and a member of the MEC.

Anne Urlwin is an independent director and Chair of the Audit & Risk committee.

Peter Springford is an independent director and a member of the MEC. Peter is joining us on screen today.

We also have Andrew Carroll our Chief Financial Officer, Matthew Ross our Deputy Chief Financial Officer and Brendan Kevany our Company Secretary in the room today.

Ed Loudon and Gavin Silva join us from our auditors, KPMG.

We also have directors and managers from our businesses here today.

- Jason Boyes is a director of CDC and Longroad Energy,
- Andrew Carroll is a director of One NZ and
- Matthew Ross is a director of Wellington Airport.

Now moving to the meeting proper.

I will take the Notice of Meeting as read.

Proxies have been lodged by 883 Shareholders holding 262 million, 25 thousand and 785 shares representing 26.7% of the ordinary issued capital excluding treasury shares.

I advise that the Board has confirmed that the minutes of the last annual meeting held on 22 August 2024 are a true and correct record of that meeting.

Before we move on to the formal matters, I'd like to take a moment to reflect on the year that's been.

The past year is a testament to the resilience of our portfolio.

Our commitment to look past short-term turbulence and keep sight of the opportunities ahead is delivering for our shareholders. We are confident in our strategy and optimistic about what's ahead.

That's not to say we haven't faced challenges.

And it's the theme of this year's Annual Report, 'Navigating Beyond the Noise'.

It's fair to say the world has felt increasingly uncertain.

We saw volatility emerge from questions around AI growth and data centre demand, followed by shifts in US budget and renewable energy legislation.

Closer to home, a key telecommunications competitor lost the confidence of some investors.

In a portfolio as diverse as Infratil's, encountering one or two such events is not unusual.

But this year, we faced three, in quick succession. Each touched our largest investments.

These moments of volatility remind us that while we remain focused on long-term value, we must also be agile and transparent.

When market sentiment diverges from our view of underlying value, we respond – through increased disclosure, active management, and a disciplined approach.

Our share price recovery is reassuring. But as we scale and, particularly with the current, more concentrated portfolio, we can expect episodes of volatility.

But I want to be clear. The current vintage of Infratil assets is one of the strongest we've seen.

We know many shareholders have been attracted to Infratil because of our investment in CDC – and with good reason. It's a very high-quality business.

But my message to them, is Infratil is more than any single asset.

Infratil is an enduring platform that has invested wisely in ideas that matter for over 30 years.

Our long-term performance speaks for itself. We've consistently met our target return of 11-15% per annum over a ten-year period.

That's not luck or one-off success. It's more than picking one or two good investments.

Our 'secret sauce' is a disciplined and consistent approach. It's identifying thematic opportunities. Backing exceptional management teams, and our Manager, Morrison, executing with focus and intent.

The real strength of Infratil lies in our ability to evolve, spot what's next, and to act decisively.

That's what sets us apart. That's what give us confidence in the road ahead.

Looking back on FY2025 and the period since, four milestones stand out:

First, we acquired an additional stake in CDC.

This move strengthened our governance position, giving Infratil a majority of directors on the CDC board. This is a meaningful step in shaping the future of one of our most strategic assets.

Second, we completed the merger of Contact Energy and Manawa Energy.

Third, Infratil was included in the ASX200 – a significant recognition of our scale and performance, and the first of our FY2026 Strategic KPIs to be achieved.

And finally, we announced sale of RetireAustralia. This marks the beginning of our disciplined divestment programme focused on businesses that are unlikely to scale under our ownership.

Each of these milestones reflect our commitment to active management, strategic clarity and long-term value creation.

While the Board and Manager have always been clear on our strategic priorities, we've taken steps this year to sharpen that clarity.

We've added structure, enhanced transparency, and begun communicating these priorities more directly with shareholders.

We're also formalising key elements of our investment approach that we believe are critical to sustaining future performance as we scale.

This codification isn't just about consistency. It's about accelerating learning. Newer businesses benefit from the experience of more mature ones, and that's vital as we grow.

We call this framework the "Infratil Way".

It includes our approach to portfolio company remuneration, board performance reviews and sustainability practices.

More work is underway to embed these principles and unlock synergies through greater collaboration between portfolio companies - where it makes sense to do so.

This is about building a platform that not only performs but stands the test of time.

While today is our formal annual meeting, it's not the only time we meet shareholders.

Infratil remains one of the few NZX-listed issuers that continues to run an annual retail roadshow.

This year, we held 13 meetings in 12 cities and towns throughout New Zealand meeting over 1500 shareholders.

Alongside this, and together with other directors, I've met with around 20 institutional investors in recent weeks.

These conversations have been invaluable.

A consistent theme has emerged. Shareholders are asking for greater levels of disclosure, more consistency in how we report, clearer information on independent valuations, and ways to make Infratil's complexity easier to understand - particularly for the marginal buyer.

This is a journey, and we know there's more to do. Our strategic KPIs have been set with this in mind to reduce complexity and provide clear markers that shareholders can track over time.

I'm pleased to report our manager, Morrison, continues to deliver strong performance.

There's a healthy tension between Morrison and Infratil – the kind that fosters constructive challenge and sharpens decision-making. We work well together, and the alignment between us is very strong.

We remain focused on delivering value for shareholders. That includes continuing to look at fees. Our consistent view is that the current arrangements – including high-hurdles, no incentive fees on New Zealand assets, and the FY2023 changes to allow for offsetting – continues to serve shareholders well.

We've also reviewed costs charged under the Management Agreement and removed around \$4 million of annual costs.

I'm proud to chair a high-functioning and well-balanced Board. We have strong capabilities and skills around the board table. And we constantly challenge ourselves to make sure we are making the best decisions on behalf of the shareholders we represent.

This year, we undertook an external Board evaluation. Pleasingly, Propero found that the Infratil Board is operating at the 90<sup>th</sup> percentile of their database.

Shortly we will come onto the formal part of the meeting where I will cover the re-election of myself, Kirsty and Andrew, but I will now touch briefly on board succession.

We believe that it's important for Infratil to have an Independent Chair. While there are various views on Board tenure, we understand that after 12 years, independence questions will be raised. As such and if re-elected, I expect my next term will be my last, and, if that is the case, I would expect to retire at the ASM in 2028. The Board is actively engaged on Chair succession to deliver a smooth and orderly transition, and an announcement will be made if a decision regarding my retirement or appointment of a replacement Chair is finalised.

Peter Springford has also confirmed that he will retire at the end of his current term at the 2026 ASM and not stand for re-election. The Board is currently recruiting a director to join before Peter retires.

I'd like to conclude by reiterating my key message from previous years. We remain focussed on investing in 'ideas that matter' – through consistency of approach, discipline and a continued focus on execution.

With that context, I'll now invite Jason to speak to how we're executing on these priorities and positioning Infratil for continued success.

## Chief Executive address

Tēnā koutou katoa. Good afternoon everyone. Thank you for joining us for Infratil's 2025 Annual Meeting.

As Alison highlighted, the past year has tested markets – and our portfolio – in equal measure. Yet, against that backdrop, we've made strong progress on the strategic priorities she outlined.

At the same time, our portfolio delivered operating performance towards the upper end of guidance, with proportionate operating EBITDAF up 9%. That momentum has carried into the current year, with a strong outlook for FY2026 and guidance for a further 9% increase. And while it's still early in the year, the portfolio is so far tracking in line with those expectations. That's a testament to the resilience of our assets, and to the discipline of our long-term investment approach.

That consistency has enabled us to look through the noise, stay focused on fundamentals, and position the portfolio for sustainable growth. And while some challenges remain, we've adapted quickly.

At our Annual Result in May, and in agreement with the Board, we outlined four key priorities to guide Infratil's medium-term strategy.

These priorities reflect the scale we've achieved – growing from a market capitalisation of \$2.6 billion in 2020 to nearly \$12 billion today. It's a significant shift, and one we hope to continue over the medium term.

With that growth comes the need for deliberate choices:

- How we manage concentration in significant assets like CDC;
- Where we focus our capital to truly move the needle; and
- How we build a shareholder base that can support us into the future.

Managing scale and growth is a "high-quality" challenge. But it requires discipline and foresight.

We've made good progress across all our four priorities, and today I want to provide an update on each.

They are:

1. Identify and scale our next growth platforms beyond CDC and Longroad.
2. Divest businesses unlikely to scale under our ownership and reinvest.
3. Balance Infratil's operating cash flow and dividends.

4. Continue to broaden our shareholder base to support future scale.

Let's take those in turn.

CDC and Longroad have been extraordinary performers for Infratil. Together, they now represent around half of our portfolio value and have delivered strong earnings growth. We remain confident in their continued growth, but to maintain portfolio balance and to continue driving returns over the long-term, we need to build the next generation of growth platforms.

We're making good progress. Gurin Energy is now positioned for material expansion through Project Vanda - a proposed US\$2-3 billion solar farm development. It has received conditional approval from the Singapore Energy Market Authority, and more than 90% of the required land has already been secured.

While still highly conditional, it's a priority project for us. We expect it'll require around US\$500 million of equity and has the potential to create more than US\$500 million in value. We are targeting a final investment decision in late 2025 and financial close in the first half of 2026.

Delivering on opportunities like this allows CDC to maintain its current weighting in our portfolio - even as it continues to grow rapidly - helping address concerns about concentration risk.

Looking ahead, we expect to share more detail about Project Vanda at our Annual Investor Day in Sydney on 18 September, and on new opportunities not yet in the portfolio that could be the next CDC or Longroad for Infratil.

We also committed to optimising our use of capital by divesting businesses that are unlikely to scale under our ownership and reinvesting the proceeds into more scalable opportunities.

Our goal is to realise \$1 billion or more over the next two to three years.

For a growth business like Infratil, each investment needs the potential to scale to \$1 billion or more in value over a three to five-year period or it is unlikely to be meaningful for shareholders. Over time, we also expect a greater share of our operating cash flows to come from a smaller number of larger businesses, improving stability, reducing complexity, and simplifying the portfolio for investors.

As Alison mentioned earlier, the sale of RetireAustralia marks the beginning of our divestment programme. This is a quality business, but one that has become too small to move the dial for Infratil. When we first invested A\$215 million in December 2014, our market capitalisation was \$1.6 billion. Today, it's nearly \$12 billion. Even with the positive changes we've made, RetireAustralia no longer has the scale to deliver meaningful returns for our shareholders without significant additional capital.

The sale price reflects an equity value below our carrying value. However, when viewed in the context of our broader portfolio objectives, we believe this is a good outcome. The expected sale proceeds will preserve nearly all contributed capital when factoring in both the capital invested and distributions received – in effect, we’ve got our money back.

This highlights one of the key advantages of infrastructure investing: downside protection, even when a business doesn’t scale as intended.

At completion, expected later this year, we anticipate proceeds of around A\$300 million. Further work towards our \$1 billion target is well advanced and we expect to make further announcements before the end of the year.

The third pillar of our strategy is to bring Infratil’s operating cash flow into balance. This means ensuring the distributions we receive from portfolio companies cover both our fixed annual costs and our dividend. Right now, we cover our costs, but not the full dividend. We expect to close that gap over the next two to three years, as CDC and Longroad complete their current build programmes and as One NZ’s free cash flow continues to grow.

As I noted earlier, the trading performance of our portfolio overall this year has been in line with expectations, which will help support the path back to balance. Proceeds from divestments will also help strengthen our position.

Finally, we are broadening our shareholder base to match the scale of the company we’re building.

A key milestone was our inclusion in the S&P/ASX 200 Index last month. This has already generated strong interest from new investors and expanded our reach in Australia.

We’ve always had strong support from retail investors, and we expect that to continue. But as Infratil grows and our portfolio becomes more global, we expect increased interest from offshore institutional investors, that will help strengthen and diversify our shareholder base.

Getting the right mix of local and global investors is a priority. Managed thoughtfully, it benefits all shareholders – bringing broader perspectives on portfolio value, improving liquidity, and making it easier for investors to adjust their holdings when needed, and at better pricing.

To close, the strategy we outlined in May is well underway. We are:

- Building the next generation of growth platforms.
- Divesting smaller assets, simplifying our portfolio and investing into bigger opportunities that help drive future shareholder returns at scale.
- Positioning to balance operating cash flows and dividends.



- Broadening our investor base to support our future scale.

The portfolio is in good shape. The opportunities ahead are significant. And our disciplined approach to capital allocation remains as important as ever.

Infratil's success has always come from a combination of patience, conviction, and action – knowing when to stay the course, and when to move decisively. The steps we've taken this year, and those ahead, are about ensuring we have the right portfolio, the right scale, and the right momentum to keep delivering for our shareholders.

Thank you for your continued support. I look forward to sharing more at our Investor Day in Sydney on 18 September. I'll now hand back to Alison.

Ngā mihi nui.