

Appendix 3B

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

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

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

Name of entity

Infigen Energy, a stapled group comprising Infigen Energy Limited (ABN 39 105 051 616), Infigen Energy (Bermuda) Limited (ARBN 116 360 715) and Infigen Energy Trust (ARSN 116 244 118), with Infigen Energy RE Limited (ABN 61 113 813 997)(AFSL 290 710) as responsible entity of the Infigen Energy Trust ("**IFN**").

ABN

As above.

We (the entity) give ASX the following information.

Part 1 - All issues

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

- 1 +Class of +securities issued or to be issued

Fully paid ordinary stapled securities in IFN comprising one share in Infigen Energy Limited, one share in Infigen Energy (Bermuda) Limited and one unit in the Infigen Energy Trust ("**Stapled Securities**").

+ See chapter 19 for defined terms.

2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<p>Approximately 169,690,731 Stapled Securities under the accelerated non-renounceable entitlement offer announced by IFN on 3 April 2017 (“Entitlement Offer”).</p> <p>The exact number of Stapled Securities to be issued under the:</p> <ul style="list-style-type: none"> • institutional component of the Entitlement Offer (and the institutional bookbuild); and • retail component of the Entitlement Offer, <p>(including any shortfall taken up by the Underwriters (as defined below)) is still to be finalised and may be subject to the determination of IFN, reconciliation of security holder entitlements and rounding (as applicable).</p>
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Same as existing quoted Stapled Securities.
4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Yes, the new Stapled Securities will rank equally with the existing Stapled Securities on issue.
5	Issue price or consideration	\$0.89 per Stapled Security.

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The purpose of the Entitlement Offer is to implement IFN's business strategy of developing wind and solar opportunities.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A

+ See chapter 19 for defined terms.

6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A				
7	<p>⁺Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>The issue date for the Stapled Securities to be issued under the institutional component of the Entitlement Offer will be 19 April 2017.</p> <p>The issue date for the Stapled Securities to be issued under the retail component of the Entitlement Offer will be:</p> <p>(a) in respect of stapled securities for which applications have been received by the early retail application date (being 5.00pm (AEST) on 13 April 2017), 19 April 2017; and</p> <p>(b) in respect of all other stapled securities under the retail component of the Entitlement Offer, 4 May 2017.</p>				
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>After the Entitlement Offer, there will be 950,268,096 Stapled Securities on issue (based on the number on issue as at the date of this Appendix 3B and the aggregate number to be issued under the Entitlement Offer as specified in Item 2 of this Appendix 3B).</td><td>Fully paid ordinary Stapled Securities</td></tr></table>	Number	⁺ Class	After the Entitlement Offer, there will be 950,268,096 Stapled Securities on issue (based on the number on issue as at the date of this Appendix 3B and the aggregate number to be issued under the Entitlement Offer as specified in Item 2 of this Appendix 3B).	Fully paid ordinary Stapled Securities
Number	⁺ Class					
After the Entitlement Offer, there will be 950,268,096 Stapled Securities on issue (based on the number on issue as at the date of this Appendix 3B and the aggregate number to be issued under the Entitlement Offer as specified in Item 2 of this Appendix 3B).	Fully paid ordinary Stapled Securities					

+ See chapter 19 for defined terms.

<p>9 Number and ⁺class of all ⁺securities not quoted on ASX (including the ⁺securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="766 217 1069 257">Number</th><th data-bbox="1069 217 1359 257">⁺Class</th></tr> </thead> <tbody> <tr> <td data-bbox="766 257 1069 492"></td><td data-bbox="1069 257 1359 492"></td></tr> </tbody> </table>	Number	⁺ Class		
Number	⁺ Class				
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>The new Stapled Securities will rank equally with the existing Stapled Securities on issue.</p>				

Part 2 - Pro rata issue

<p>11 Is security holder approval required?</p>	<p>No</p>
<p>12 Is the issue renounceable or non-renounceable?</p>	<p>Non-renounceable (ANREO)</p>
<p>13 Ratio in which the ⁺securities will be offered</p>	<p>1 new Stapled Security for every 4.6 Stapled Securities held as at the record date for the Entitlement Offer.</p>
<p>14 ⁺Class of ⁺securities to which the offer relates</p>	<p>Fully paid ordinary Stapled Securities.</p>
<p>15 ⁺Record date to determine entitlements</p>	<p>5 April 2017</p>
<p>16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?</p>	<p>No</p>
<p>17 Policy for deciding entitlements in relation to fractions</p>	<p>Where fractions arise in the calculation of securityholders' entitlements they will be rounded down to the nearest whole number of new Stapled Securities.</p>

⁺ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	<p>For the retail component of the Entitlement Offer, all countries other than Australia and New Zealand.</p> <p>For the institutional component of the Entitlement Offer, all countries other than Australia, the Cayman Islands, New Zealand, Hong Kong, Singapore, Germany, Republic of Ireland, Italy, Norway, Switzerland and the United Kingdom.</p>
19	Closing date for receipt of acceptances or renunciations	<p>4 April 2017 for the institutional component of the Entitlement Offer.</p> <p>13 April 2017 for the early retail component of the Entitlement Offer.</p> <p>27 April 2017 for the final retail component of the Entitlement Offer.</p>
20	Names of any underwriters	UBS AG, Australia Branch Canaccord Genuity (Australia) Limited
21	Amount of any underwriting fee or commission	<p>IFN has agreed to pay to the Underwriters an underwriting fee of 1.75%, and a management and arranging fee of 0.85%, of the aggregate proceeds of the Entitlement Offer (excluding the proceeds received under the Entitlement Offer from IFN's largest security holder).</p> <p>The Underwriters may also be entitled to a additional discretionary incentive fee of up to 0.25% of the aggregate proceeds of the Entitlement Offer.</p>
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A

+ See chapter 19 for defined terms.

25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No prospectus or product disclosure statement is being prepared. A Retail Offer Booklet and Entitlement Acceptance Form will be sent to eligible retail securityholders on or before 7 April 2017.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	As per Item 7 of this Appendix 3B.

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

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

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38 Number of ⁺securities for which ⁺quotation is sought

N/A

39 ⁺Class of ⁺securities for which quotation is sought

N/A

⁺ See chapter 19 for defined terms.

<p>40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>N/A</p>					
<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	<p>N/A</p>					
<p>42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	<table border="1"> <thead> <tr> <th data-bbox="790 1149 1088 1189">Number</th> <th data-bbox="1088 1149 1375 1189">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="790 1189 1088 1411">N/A</td> <td data-bbox="1088 1189 1375 1411"></td> </tr> </tbody> </table>	Number	+Class	N/A		
Number	+Class					
N/A						

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.

+ See chapter 19 for defined terms.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



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Company secretary

Date: 3 April 2017

Print name: David Richardson

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

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

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

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	772,469,146
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	8,108,219 (31 August 2016 – vesting of performance rights) 169,690,731 (Proposed Entitlement Offer)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	950,268,096

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	142,540,214
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“C”	Nil
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	142,540,214
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.15] – “C”	142,540,214 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

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

⁺ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.