

Securities Markets (Substantial Security Holders) Regulations 2007

FORM 2
(Sections 23 and 24, Securities Markets Act 1988)

DISCLOSURE OF MOVEMENT OF 1% OR MORE IN SUBSTANTIAL HOLDING

Relevant event being disclosed: Movement of 1% or more in substantial holding

Date of relevant event: 28 February 2014

To: NZX Limited ("**NZX**")
And: Z Energy Limited ("**Z Energy**")

Date this disclosure made: 28 February 2014

Date last disclosure made: 21 August 2013

Substantial security holders giving disclosure

Name: **Aotea Energy Investments Limited**

Contact details: Jason Boyes
Tel: 04 473 2399
Email: legal@hrlmorrison.com

Name: **Infratil Limited**

Contact details: Jason Boyes
Tel: 04 473 2399
Email: legal@hrlmorrison.com

Summary of substantial holding to which disclosure relates

Class of listed voting securities: Ordinary shares in Z Energy

Summary for: **Aotea Energy Investments Limited**

For this disclosure,—

(a) total number held in class:	80,000,000
(b) total in class:	400,000,000
(c) total percentage held in class:	20%

For last disclosure,—

(a) total number held in class:	160,000,000
(b) total in class:	400,000,000
(c) total percentage held in class:	40%

Summary for:	Infratil Limited
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For **this** disclosure,—

(a)	total number held in class:	80,000,000
(b)	total in class:	400,000,000
(c)	total percentage held in class:	20%

For **last** disclosure,—

(a)	total number held in class:	160,000,000
(b)	total in class:	400,000,000
(c)	total percentage held in class:	40%

Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure under the instructions to this form:

Infratil Limited ("**Infratil**") and the Guardians of New Zealand Superannuation have, with effect on and from 28 February 2014, restructured the manner in which they hold their investment in Z Energy, such that they each have beneficial control over a 20% interest in Z Energy rather than holding a 40% interest in Z Energy jointly through an incorporated joint venture (the "**Holding Split**").

Prior to the Holding Split, Infratil (through its wholly-owned subsidiary, Infratil Gas Limited ("**Infratil Gas**") and NZSF Aotea Limited ("**NZSFA**") (in its capacity as manager and administrator of a part of the New Zealand Superannuation Fund) jointly held beneficial control over 40% of the issued shares in Z Energy by each holding 50% of the shares in Aotea Energy Holdings Limited ("**AEHL**"). AEHL, through its wholly-owned subsidiaries, held 100% of the shares in Aotea Energy Investments Limited ("**AEIL**") (previously Z Energy Holdings Limited) which in turn held 40% of the issued shares in Z Energy. H.R.L Morrison and Co Group Limited ("**MCO**") (via its wholly-owned subsidiaries) manages both Infratil and NZSFA's investment in Z Energy pursuant to investment management agreements.

To effect the Holding Split, the following occurred simultaneously: (i) NZSFA sold its shares in AEHL (and thereby its beneficial ownership of the shares in Z Energy held by AEIL) to Infratil Gas and (ii) AEIL sold 50% of the shares that it held in Z Energy to NZSFA.

Accordingly, each of Infratil and NZSFA have separate control of 20% of the issued shares in Z Energy. MCO continues to manage both Infratil's investment and NZSFA's investment in Z Energy, through separate management agreements with each of them.

Details of relevant interests in substantial holding after relevant event

Details for:	Aotea Energy Investments Limited
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Nature of relevant interest: Registered holder of ordinary shares in Z Energy.

For that relevant interest,—

(a)	number held in class:	80,000,000
(b)	percentage held in class:	20%
(c)	current registered holder of securities:	Aotea Energy Investments Limited
(d)	registered holder of securities once transfers registered:	N/A

Details for:

Infratil Limited

Nature of relevant interest: Infratil is the ultimate beneficial owner of, and has the power through its wholly-owned subsidiaries to control the exercise of a right to vote attached to, the ordinary shares in Z Energy which are held by AEIL.

For that relevant interest,—

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| (a) number held in class: | 80,000,000 |
| (b) percentage held in class: | 20% |
| (c) current registered holder of securities: | Aotea Energy Investments Limited |
| (d) registered holder of securities once transfers registered: | N/A |

Additional information

Nature of connection between substantial security holders:	AEIL is the registered holder of shares in Z Energy. Infratil has effective control over AEIL and the shares that AEIL holds in Z Energy.
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Addresses of substantial security holders:

(a) <i>Aotea Energy Investments Limited:</i>	5 Market Lane, Wellington, 6011, New Zealand
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(b) <i>Infratil Limited:</i>	5 Market Lane, Wellington, 6011, New Zealand
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Name of any other person believed to have given, or believed to be required to give, a disclosure under the Securities Markets Act 1988 in relation to the securities to which this disclosure relates:	NZSF Aotea Limited
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Declaration

I, Jason Boyes, declare that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.