



9 December 2020

Non-binding Indicative Approach for IFT Shares

The Board of Infratil Limited (**IFT**) has become aware that AustralianSuper Pty Ltd, as trustee of AustralianSuper, (**AustralianSuper**) has publicly announced its interest in acquiring 100% of IFT.

The Board confirms that it received an initial non-binding, incomplete, indicative and confidential offer from AustralianSuper to acquire IFT via a scheme of arrangement on 18 October 2020 for cash consideration of NZ\$4.69 and an in-specie distribution of 0.2210 Trustpower Limited shares. This implied a total offer value of NZ\$6.40 per IFT share. That offer was subsequently revised on 27 November 2020 to increase the cash consideration to NZ\$5.79. The revised proposal confirmed by AustralianSuper yesterday implies a total offer value of NZ\$7.43 per IFT share, based on a NZ\$7.43 closing price per Trustpower share as at 8 December 2020 (**Proposal**). This Proposal represents a 22.2% premium to the 8 December 2020 IFT closing price.

The Board engaged expert legal (MinterEllisonRuddWatts) and financial advisors (Goldman Sachs) and formed a Committee of Independent Directors in October to assist in its assessment of the proposals. The Board reviewed valuation and the proposed structure and unanimously rejected both proposals as materially undervaluing IFT's high quality and unique portfolio of assets on a control basis. The Board also notes material conditions related to Foreign Investment Review Board and Overseas Investment Office approvals in Australia and New Zealand and considers that there are other aspects of the proposal that are unattractive to IFT shareholders, including distributing Trustpower Limited shares without recognising a control premium and avoiding the need to make a takeover offer for that business.

The IFT Board will consider any proposal to maximise shareholder value, but given the significant deficiencies in the Proposal, no further engagement is planned at this time.

The Chairman of IFT, Mark Tume, said: "The Board regularly assesses portfolio construction and return expectations. We have had a long and successful track record as active managers of the Infratil platform, and recent examples include the ongoing success of CDC Data Centres, the proposed acquisition of Qscan and the strategic review of Tilt Renewables. As at 8 December 2020, Infratil had delivered total shareholder returns of 18% per annum since listing in 1994 and has a stated annual targeted return for our shareholders of 11%-15% over the long term".

IFT Chief Executive, Marko Bogoevski, said: "Both proposals were unsolicited and materially undervalue our significant renewable energy and digital infrastructure platforms. We expect some of the additional value to be demonstrated in the near term with the recently announced strategic review of Tilt Renewables, which will continue, and ongoing appreciation of the value of CDC Data Centres".

Any enquiries should be directed to:

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