Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

Infratil Limited

ABN

144728307

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	Executive Redeemable Shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	415,000

+ See chapter 19 for defined terms.

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)	Issue of 415,000 Executive Redeemable Shares pursuant to the Infratil Executive Redeemable Share Scheme Trust Deed. The Executive Redeemable Shares may be issued annually to certain executives of the Company and its subsidiaries with an initial call of 1c payable within 10 business days of the date of issue, and a further call of the balance of the issue price on the date the executive becomes eligible for the long term incentive bonus in accordance with the terms of the Infratil Executive Redeemable Share Scheme Trust Deed, dated 22 August 2008. The Executive Redeemable Shares are then converted to fully paid Ordinary Shares in Infratil Limited.

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • 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	No, but will rank equally on conversion into Ordinary Shares.
5	Issue price or consideration	NZD$2.3180
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue of Executive Redeemable Shares pursuant to the Infratil Executive Redeemable Share Scheme
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	N/a
6b	The date the security holder resolution under rule 7.1A was passed	
6c	Number of +securities issued without security holder approval under rule 7.1	

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	
6f	Number of +securities issued under an exception in rule 7.2	
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.	
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	
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	
7	+Issue dates 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. Cross reference: item 33 of Appendix 3B.	17 December 2013

8 Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)

Number	+Class
561,434,511	Ordinary (excluding 25,297,405 of treasury stock)

+ See chapter 19 for defined terms.

9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	Number	+Class
		2,153,015	Executive Redeemable Shares issued under the Infratil Executive Redeemable Share Scheme
		152,836,000	IFT 070 Bonds
		80,498,000	IFT 090 Bonds
		100,000,000	IFT 150 Bonds
		66,285,000	IFT 160 Bonds
		81,112,000	IFT 170 Bonds
		111,418,000	IFT 180 Bonds
		93,696,000	IFT 190 Bonds
		234,857,000	IFTHA Bonds
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Executive Redeemable Shares are not entitled to dividends,	

Part 2 - Pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	

+ 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.	
19	Closing date for receipt of acceptances or renunciations	

+ See chapter 19 for defined terms.

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements *in full* through a broker?	
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	

+ See chapter 19 for defined terms.

32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	+Issue date	

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

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	
39	+Class of +securities for which quotation is sought	
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • 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	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	

42	Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)	Number	+Class

+ See chapter 19 for defined terms.

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.
- 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: ..... Date: 17 December 2013
(Director/Company secretary)

Print name: KEVIN BAKER

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+ See chapter 19 for defined terms.

+ 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	606,604,931
Add the following: • 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:* • *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*	126,985 (18 December 2012 – Conversion of Executive Redeemable Shares) 2,913,162 (14 June 2013 - DRP) 1,183,615 (13 December 2013 - DRP)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	(20,000,000)
"A"	583,731,916

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	87,559,787 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	
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 *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *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*	415,000 (17 December 2013 – Issue of Infratil Executive Redeemable Shares pursuant to Infratil Executive Redeemable Share Scheme)
"C"	415,000
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	87,559,787
Subtract "C" *Note: number must be same as shown in Step 3*	(415,000)
Total ["A" x 0.15] – "C"	87,144,787 *[Note: this is the remaining placement capacity under rule 7.1]*

+ 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" *Note: number must be same as shown in Step 1 of Part 1*	
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	
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 *Notes:* • *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*	
"E"	

+ 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 *Note: number must be same as shown in Step 2*	
Subtract "E" *Note: number must be same as shown in Step 3*	
Total ["A" x 0.10] – "E"	*Note: this is the remaining placement capacity under rule 7.1A*

+ See chapter 19 for defined terms.

17 December 2013

Infratil Executive Share Scheme

Pursuant to Infratil Limited's Executive Share Scheme, the Company has on 17 December 2013 issued 415,000 executive redeemable shares. The following information is provided in accordance with NZX Listing Rules 7.12

Class of security:	Executive Redeemable Shares
ISIN:	N/A
Number of Executive Redeemable Shares issued:	415,000
Issue price (average):	With respect to each executive share, the volume weighted average market price of Infratil Limited ordinary shares over the 20 business days immediately preceding the date on which the shares are issued to each executive, adjusted as set out below, being $2.3180.
Date issued:	17 December 2013
Payment of initial call due:	In cash, within 10 business days of the date of issue, if not paid prior to or on that date.
Amount paid up/to be paid up:	1 cent per share paid up in cash with the balance of the issue price payable when the executive becomes eligible to receive the long term incentive bonus in accordance with the terms of the Infratil Executive Share Scheme Trust Deed, dated 22 August 2008 and the current Prospectus and Investment Statement.
Percentage of the total class of securities issued (after the issuance):	19% of the executive redeemable shares. If fully paid in accordance with the terms of the offer, 0.074% of Infratil Limited's ordinary shares (assuming the number of shares is the same as today).

Reason for the issue:	Issued pursuant to the Infratil Limited Executive Share Scheme Trust Deed and the current Prospectus and Investment Statement for the Scheme.
Specific authority for the issue:	Board resolution dated 11 November 2013.
Terms or Details of the issue:	Issue of 415,000 Executive Redeemable Shares pursuant to the Infratil Executive Share Scheme Trust Deed. The Executive Redeemable Shares may be issued annually to certain executives of the Company and its subsidiaries with an initial call payable within 10 business days of the date of issue, and a further call of the balance of the issue price on the date the executive becomes eligible for the long term incentive bonus in accordance with the terms of the Infratil Executive Share Scheme Trust Deed, dated 22 August 2008.
Total number of Executive Redeemable Shares in existence after the issue:	2,153,015
Additional Information:	Infratil is in the process of finalising the allocation of Executive Shares that will convert into ordinary shares in relation to the 2010 Executive Share Scheme (the 2010 Scheme). The 2010 Scheme closed on 06 December 2013. In accordance with the Trust Deed, the Infratil Board has determined that the buyback of 24.8 million shares transacted on 5 December at $2.38 per share has artificially affected the volume weighted average price of Infratil shares, and has excluded this transaction from the calculation of the Issue Price.

K M Baker
Company Secretary