

Announcement:

4 November 2011

## **Change of Control of EPIM**

As shareholders will be aware, EPIC's manager, Equity Partners Infrastructure Management Limited ("**EPIM**"), is a wholly owned subsidiary of Pyne Gould Corporation Limited ("**PGC**"). The Management Agreement between EPIC and EPIM provides that EPIC may terminate the agreement if there is any change in the direct or indirect ownership or control of EPIM or its holding company ("**Change of Control**") without the prior written consent of EPIC.

EPIM sought the consent of EPIC to any Change of Control occurring as a result of the takeover offer by Australasian Equity Partners Fund No. 1 LP ("**AEP**") in relation to PGC.

The independent directors of EPIC have concluded they cannot and do not give that consent. This decision has been taken on the basis of advice to EPIC that a Change of Control of EPIM could constitute a "change in control" for the purposes of the shareholders' agreement for its Moto investment, which would trigger pre-emptive rights (meaning that EPIC's Moto shareholding would then need to be offered for sale to other Moto shareholders).

Consequently, EPIC has also given notice that the Management Agreement will be terminated immediately prior to any Change of Control occurring (which EPIC considers would occur if AEP received acceptances under its takeover offer which will result in AEP holding or controlling greater than 50% of the voting rights in PGC, and declaring the offer unconditional). If a Change of Control does not occur, the notice will be of no effect.

EPIC is working with EPIM with a view to achieving a satisfactory outcome in this process.

ENDS