

Monday, 29 November 2021

The Manager
Company Announcements
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam,

PROPOSED SCHEMES EFFECTIVE

Please see Spark Infrastructure's announcement regarding the proposed schemes becoming effective.

Yours sincerely,



Jenny Faulkner
General Counsel and Company Secretary

29 November 2021**PROPOSED SCHEMES EFFECTIVE**

Spark Infrastructure RE Limited (ACN 114 940 984) (in its capacity as responsible entity of Spark Infrastructure Trust (ARSN 116 870 725)) ("Spark Infrastructure") today confirms that following receipt on 26 November 2021 of Court approval in relation to the proposed creditors' scheme of arrangement (the "Creditors' Scheme") and the second judicial advice in relation to the proposed trust scheme (the "Trust Scheme" and together with the Creditors' Scheme and related transactions, the "Schemes"), pursuant to which Pika Bidco Pty Ltd, an entity owned by funds managed or advised by Kohlberg Kravis Roberts & Co. L.P. and/or its affiliates, Ontario Teachers' Pension Plan Board and Public Sector Pension Investment Board, will acquire 100% of the securities in Spark Infrastructure, Spark Infrastructure has lodged an office copy of the Court order approving the Creditors' Scheme with the Australian Securities and Investments Commission ("ASIC"). An office copy of the Court order lodged with ASIC is set out in Annexure A to this announcement.

Spark Infrastructure has also lodged a copy of the amendment to the Spark Infrastructure Trust Constitution approved by Spark Infrastructure Securityholders at the Meetings held on 22 November 2021 with ASIC.

The Schemes are now Effective and it is expected that quotation of Spark Infrastructure securities on the ASX will be suspended from the close of trading today.

Total Cash Amount

If the Schemes are implemented on or before 31 December 2021, Spark Infrastructure Securityholders who hold Spark Infrastructure securities as at the Scheme Record Date (expected to be 7:00 pm (AEST) on 10 December 2021) will be entitled to receive the Scheme Consideration of \$2.7675 per stapled security. The Scheme Consideration is in addition to the Special Distribution of \$0.12 per stapled security which was announced by Spark Infrastructure on 24 November 2021. The Special Distribution is fully franked to the value of 5.14 cents per stapled security and has a record date of 1 December 2021. The Total Cash Amount that Spark Infrastructure Securityholders will be entitled to receive is \$2.8875 per stapled security.

The Scheme Consideration will be paid on the Implementation Date, which is expected to be 22 December 2021, and the Special Distribution will be paid on the Special Distribution Payment Date, which will be 8 December 2021.

This announcement is authorised for release by the Managing Director.

For Investor enquiries please contact:
Neil Donaldson
Head of Investor Relations
Mobile: +61 (0) 424 818 638
ir@sparkinfrastructure.com

For Media enquiries please contact:
Ben Wilson
GRACosway
Mobile: +61 (0) 407 966 083

Annexure A
Office copy of Court order lodged with ASIC

For personal use only



Issued: 26 November 2021 10:59 AM

JUDGMENT/ORDER

COURT DETAILS

Court	Supreme Court of NSW
Division	Equity
List	Corporations List
Registry	Supreme Court Sydney
Case number	2021/00258227

TITLE OF PROCEEDINGS

First Plaintiff	Spark Infrastructure RE Limited ACN 114940984
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First

DATE OF JUDGMENT/ORDER

Date made or given	26 November 2021
Date entered	26 November 2021

TERMS OF JUDGMENT/ORDER

VERDICT, ORDER OR DIRECTION:

Hearing of Originating Process filed 9 September 2021. Second Court hearing.

- Black J grants leave to Pika Bidco Pty Ltd to appear under r 2.13 of the Supreme Court (Corporations) Rules.

Black J makes orders in accordance with the Short Minutes of Order initialled by him and placed in the file.

THE COURT ORDERS THAT:

Creditors' Scheme

1 Subject to Order 2 of these orders, pursuant to subsection 411(4)(b) of the Corporations Act 2001 (Cth) (Corporations Act), the scheme of arrangement between the Plaintiff and its securityholders (Spark Securityholders) (as holders of the Plaintiff's notes) other than Excluded Securityholders (as defined in the Creditors' Scheme, which is at Exhibit-1) (Scheme Securityholders) (Creditors' Scheme), is approved.

2 Pursuant to subsection 411(6) of the Corporations Act, the definition of "Excluded Securityholder" in the Creditors' Scheme be amended to "There are no Excluded Securityholders".

3 Pursuant to subsection 411(12) of the Corporations Act, the Plaintiff be exempt from compliance with subsection 411(11) of the Corporations Act in relation to the Creditors' Scheme.

Trust Scheme

4 Pursuant to section 63 of the Trustee Act 1925 (NSW) (Trustee Act), the Plaintiff, in its capacity as responsible entity of the Spark Infrastructure Trust (ARSN 116 870 725), is justified in giving effect to and implementing the transactions contemplated by the resolutions passed by Spark Securityholders (as holders of units in the Spark Infrastructure Trust) at the general meeting of unitholders of the Spark Infrastructure Trust held on 22 November 2021, in giving effect to the amendments to the constitution of the Spark Infrastructure Trust approved at the meeting, and in doing all things necessary to implement the transactions contemplated by those resolutions.

5 Pursuant to section 93 of the Trustee Act, the costs of the Plaintiff arising out of and incidental to this proceeding be paid out of the assets of the Spark Infrastructure Trust.

6 These orders be entered forthwith.

SEAL AND SIGNATURE



Signature Chris D'Aeth
Capacity Principal Registrar
Date 26 November 2021

If this document was issued by means of the Electronic Case Management System (ECM), pursuant to Part 3 of the Uniform Civil Procedure Rules (UCPR), this document is taken to have been signed if the person's name is printed where his or her signature would otherwise appear.

FURTHER DETAILS ABOUT Plaintiff(s)

First Plaintiff
Name Spark Infrastructure RE Limited
ACN 114940984
Address ANZ Tower Level 34
161 Castlereagh Street
SYDNEY NSW 2000
Telephone
Fax
E-mail
Client reference

Legal representative for plaintiffs

Name LUKE BRADSHAW HASTINGS
Practicing certificate number 20210
Address ANZ Tower
161 Castlereagh Street
GPO Box 4227
SYDNEY NSW 2001
DX address DX 361 Sydney NSW
Telephone 02 9225 5000
Fax 02 9322 4000
Email luke.hastings@hsf.com

FURTHER DETAILS ABOUT (s)

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