

ANNEXURE F

NOTICES OF MEETINGS

1 Notice of Creditors' Scheme Meeting

Spark Infrastructure RE Limited ACN 114 940 984 AFSL 290436 (**Spark Infrastructure RE**) as responsible entity of Spark Infrastructure Trust ARSN 116 870 725 (**Spark Infrastructure Trust**) (**Spark Infrastructure**).

Notice is hereby given that, by an order of the New South Wales Supreme Court (**Court**) made on 19 October 2021, pursuant to subsection 411(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a meeting of holders of loan notes issued by Spark Infrastructure pursuant to the Note Trust Deed dated 9 November 2005 as amended and rectified (**Spark Infrastructure Note Trust Deed**) will be held online on Monday, 22 November 2021 at 11:00am (Sydney time) (**Creditors' Scheme Meeting**).

Spark Infrastructure Securityholders can participate in the Creditors' Scheme Meeting at <https://web.lumiagm.com> and by entering the unique 9-digit Meeting ID: 390-236-931.

The Explanatory Notes form part of this Notice of Creditors' Scheme Meeting.

1.1 Purpose of the Creditors' Scheme Meeting

The purpose of the Creditors' Scheme Meeting is to consider and, if thought fit, to agree to a scheme of arrangement (with or without modification as approved by the Court) proposed to be made between Spark Infrastructure and holders of Spark Infrastructure Notes (**Creditors' Scheme Resolution**).

A copy of the Creditors' Scheme and a copy of the explanatory statement for the Creditors' Scheme required by subsection 412(1) of the Corporations Act are contained in the Scheme Booklet, of which this notice forms part.

1.2 Resolution

Resolution 1 – Creditors' Scheme Resolution

To consider and, if thought fit, pass the following resolution:

'That, subject to and conditional on:

- a. Resolution 2 – Spark Infrastructure Note Trust Deed Resolution, in the Notice of Concurrent Creditors' Meeting and Trust Meeting, being passed;
- b. Resolution 3 – Trust Constitution Amendment Resolution and Resolution 4 – Trust Acquisition Resolution, in the Notice of Concurrent Creditors' Meeting and Trust Meeting (the **Trust Resolutions**), being passed; and
- c. the Court confirming that Spark Infrastructure would be justified in acting upon the Trust Resolutions and doing all things and taking all necessary steps to put the Trust Scheme into effect,

pursuant to and in accordance with the provisions of section 411(4)(a)(i) of the Corporations Act, the scheme of arrangement proposed between Spark Infrastructure and the holders of loan notes issued by it, as contained in and more particularly described in the Scheme Booklet, of which the notice convening this meeting forms part, is agreed to (with or without modifications as approved by the Court).'

1.3 Meeting format

Spark Infrastructure Securityholders and their authorised proxies, attorneys and corporate representatives may participate in the Creditors' Scheme Meeting via the online platform at <https://web.lumiagm.com>.

Further details on how to participate in the Creditors' Scheme Meeting are set out in the Explanatory Notes that accompany and form part of this Notice of Creditors' Scheme Meeting and in the online user guide which has been released to the ASX and will be available at Spark Infrastructure's website at <https://www.sparkinfrastructure.com/>.

Spark Infrastructure Securityholders who are unable to, or do not wish to, participate in the Creditors' Scheme Meeting, or will not have access to a device or the internet, are encouraged to submit a directed proxy vote as early as possible and in any event by 11:00am (Sydney time) on Saturday, 20 November 2021 by completing and submitting the Proxy Form in accordance with the instructions on that form.

1.4 Webcasting

In addition to the above, an archived recording of the webcast will also be available to Spark Infrastructure Securityholders after the Creditors' Scheme Meeting on Spark Infrastructure's website at <https://www.sparkinfrastructure.com/>.

1.5 Chairman

The Court has directed that Dr Doug McTaggart is to act as chairman of the Creditors' Scheme Meeting (and, if Dr McTaggart is unable or willing to attend, Mr Greg Martin is to act as chairman of the Creditors' Scheme Meeting) and has directed the chairman to report the result of the meeting to the Court.



Jenny Faulkner
Company Secretary

19 October 2021

2 Notice of Concurrent Creditors' Meeting and Trust Meeting

Spark Infrastructure RE Limited ACN 114 940 984 AFSL 290436 (**Spark Infrastructure RE**) as responsible entity of Spark Infrastructure Trust ARSN 116 870 725 (**Spark Infrastructure Trust**) (**Spark Infrastructure**).

Notice is hereby given by Spark Infrastructure that pursuant to the Spark Infrastructure Note Trust Deed, a meeting of holders of Spark Infrastructure Notes will be held online on Monday, 22 November 2021 at 11:00am (Sydney time) (the **Concurrent Creditors' Meeting**).

Notice is hereby given by Spark Infrastructure that pursuant to the constitution of the Spark Infrastructure Trust a meeting of holders of Spark Infrastructure Units will be held online on Monday, 22 November 2021 at 11:00am (Sydney time) (**Trust Meeting**).

Spark Infrastructure Securityholders can participate in the Concurrent Creditors' Meeting and Trust Meeting at <https://web.lumiagm.com> and by entering the unique 9-digit Meeting ID: 390-236-931.

The Explanatory Notes form part of this Notice of Concurrent Creditors' Meeting and Trust Meeting.

2.1 Purpose of the Concurrent Creditors' Meeting and Trust Meeting

The purpose of the Concurrent Creditors' Meeting is to consider and, if thought fit, to agree to the following resolution of holders of Spark Infrastructure Notes to approve the amendment of the Spark Infrastructure Note Trust Deed set out in the Spark Infrastructure Note Trust Deed Supplemental Deed (**Spark Infrastructure Note Trust Deed Resolution**).

The purpose of the Trust Meeting is to consider and, if thought fit, to agree to the following resolutions of holders of Spark Infrastructure Units to approve the amendment of the Spark Infrastructure Trust Constitution (**Trust Constitution Amendment Resolution**) and the proposed trust scheme under which Pika Bidco Pty Ltd (**Bidco**) acquires all of the Spark Infrastructure Units from Spark Infrastructure Securityholders at the Scheme Record Date (**Trust Acquisition Resolution**).

A copy of the Spark Infrastructure Trust Supplemental Deed and a copy of the explanatory statement provided in respect of the Spark Infrastructure Note Trust Deed Resolution, the Trust Constitution Amendment Resolution and the Trust Acquisition Resolution are contained in the Scheme Booklet, of which this notice forms part.

2.2 Resolutions

Resolutions of holders of Spark Infrastructure Notes

Resolution 2 – Spark Infrastructure Note Trust Deed Resolution

To consider and, if thought fit, pass the following resolution as a special resolution:

'That, subject to and conditional on:

- a. Resolution 1 – Creditors' Scheme Resolution, in the Notice of Creditors' Scheme Meeting, being passed;
- b. the Creditors' Scheme being approved by the Court under section 411(4)(b) of the Corporations Act (with or without modifications as approved by the Court) and an office copy of the order of the Court approving the Creditors' Scheme being lodged with ASIC;
- c. Resolution 3 – Trust Constitution Amendment Resolution and Resolution 4 – Trust Acquisition Resolution, in the Notice of Concurrent Creditors' Meeting and Trust Meeting (the **Trust Resolutions**), being passed; and
- d. the Court confirming that Spark Infrastructure would be justified in acting upon the Trust Resolutions and doing all things and taking all necessary steps to put the Trust Scheme into effect,

the Spark Infrastructure Note Trust Deed be amended with effect on and from the Effective Date, as set out in the Scheme Booklet of which the notice convening this meeting forms part, and Spark Infrastructure RE and Melbourne Securities Corporation Limited be authorised to execute a copy of the Spark Infrastructure Note Trust Deed Supplemental Deed.'

Resolutions of holders of Spark Infrastructure Units

Resolution 3 – Trust Constitution Amendment Resolution

To consider and if thought fit, pass the following resolution as a special resolution:

‘That, subject to and conditional on:

- a. Resolution 1 – Creditors’ Scheme Resolution, in the Notice of Creditors’ Scheme Meeting, being passed;
- b. the Creditors’ Scheme being approved by the Court under section 411(4)(b) of the Corporations Act (with or without modifications as approved by the Court) and an office copy of the order of the Court approving the Creditors’ Scheme being lodged with ASIC; and
- c. Resolution 2 – Note Trust Deed Amendment Resolution and Resolution 4 – Trust Acquisition Resolution, in the notice convening this meeting, being passed,

pursuant to and in accordance with the provisions of section 601GC(1) of the Corporations Act, the Spark Infrastructure Trust Constitution be amended with effect on and from the Effective Date, as set out in the Scheme Booklet of which the notice convening this meeting forms part, for the purpose of giving effect to the Trust Scheme and Spark Infrastructure be authorised to execute and lodge with ASIC a copy of the Spark Infrastructure Trust Supplemental Deed.’

Resolution 4 – Trust Acquisition Resolution

To consider and if thought fit, pass the following resolution as an ordinary resolution:

‘That, subject to and conditional on:

- a. Resolution 1 – Creditors’ Scheme Resolution, in the Notice of Creditors’ Scheme Meeting, being passed;
- b. the Creditors’ Scheme being approved by the Court under section 411(4)(b) of the Corporations Act (with or without modifications as approved by the Court) and an office copy of the order of the Court approving the Creditors’ Scheme being lodged with ASIC; and
- c. Resolution 2 – Note Trust Deed Amendment Resolution and Resolution 3 – Trust Constitution Amendment Resolution, in the notice convening this meeting, being passed,

pursuant to and in accordance with the provisions of item 7 of section 611 of the Corporations Act, the Trust Scheme, as set out in the Scheme Booklet of which the notice convening this meeting forms part, be approved and, in particular, the acquisition by Bidco of all Spark Infrastructure Units held by the Scheme Securityholders as at the Scheme Record Date and all Scheme Shares pursuant to the Trust Scheme be approved for all purposes.’

2.3 Meeting format

Spark Infrastructure Securityholders and their authorised proxies, attorneys and corporate representatives may participate in the Concurrent Creditors’ Meeting and Trust Meeting via the online platform at <https://web.lumiagm.com>.

Further details on how to participate in the Concurrent Creditors’ Meeting and Trust Meeting are set out in the Explanatory Notes that accompany and form part of this Notice of Concurrent Creditors’ Meeting and Trust Meeting and in the online user guide which has been released to the ASX and will be available on Spark Infrastructure’s website at <https://www.sparkinfrastructure.com/>.

Spark Infrastructure Securityholders who are unable to, or do not wish to, participate in the Concurrent Creditors’ Meeting and Trust Meeting, or will not have access to a device or the internet, are encouraged to submit a directed proxy vote as early as possible and in any event by 11:00am (Sydney time) on Saturday, 20 November 2021 by completing and submitting the Proxy Form in accordance with the instructions on that form.

2.4 Webcasting

In addition to the above, an archived recording of the webcast will also be available to Spark Infrastructure Securityholders after the Concurrent Creditors’ Meeting and Trust Meeting on Spark Infrastructure’s website at <https://www.sparkinfrastructure.com/>.

2.5 Chairman

Dr Doug McTaggart will act as chairman of the Concurrent Creditors’ Meeting and Trust Meeting (and, if Dr McTaggart is unable or willing to attend, Mr Greg Martin will act as chairman of the Trust Meeting).



Jenny Faulkner
Company Secretary

19 October 2021

3 Explanatory Notes

1. General

These Notices of Meetings relate to the Schemes and should be read in conjunction with the scheme booklet dated on or about the date of these Notices of Meetings (**Scheme Booklet**) of which these Notices of Meetings form part. The Scheme Booklet contains important information to assist you in determining how to vote on the Resolutions.

A copy of the Spark Infrastructure Trust Supplemental Deed is set out in Annexure B of the Scheme Booklet, a copy of the Note Trust Deed Supplemental Deed is set out in Annexure C of the Scheme Booklet, and a copy of the Creditors' Scheme of Arrangement is set out in Annexure D of the Scheme Booklet.

These Explanatory Notes form part of, and should be read in conjunction with, the Notices of Meetings. Capitalised terms used in this notice have the same meaning as set out in 'Glossary and Interpretation' in section 13 of the Scheme Booklet, unless the context otherwise requires.

2. Conduct of the Meetings

Spark Infrastructure represents Spark Infrastructure Trust (for which Spark Infrastructure RE is the responsible entity). Each unit in Spark Infrastructure Trust (**Spark Infrastructure Unit**) is stapled to one loan note issued by Spark Infrastructure RE as responsible entity of the Spark Infrastructure Trust (**Spark Infrastructure Note**) (each Spark Infrastructure Unit stapled to a Spark Infrastructure Note together a **Spark Infrastructure Security**). The Spark Infrastructure Securities trade on the Australian Securities Exchange (**ASX**). The Meetings involve meetings of both the Spark Infrastructure Unitholders and Spark Infrastructure Noteholders, with voting on each Resolution undertaken in the relevant capacity.

3. Eligibility to vote

For the purposes of the Meetings, Spark Infrastructure Securityholders that are eligible to vote will be taken to be those persons who are registered as holders of Spark Infrastructure Securities as at 7:00pm (Sydney time) on Saturday, 20 November 2021 and their entitlement to vote at the Meetings will be determined by their holdings of Spark Infrastructure Securities at that time. Security transfers registered after that time will be disregarded in determining entitlements to vote at the Meetings.

The remaining comments in these explanatory notes are addressed to Spark Infrastructure Securityholders entitled to attend and vote at the Meetings.

4. Participating in the Meetings online

Spark Infrastructure Securityholders can watch and participate in the Meetings online using a computer (desktop or laptop), smartphone, tablet or a smart device and by entering the following URL in the browser <https://web.lumiagm.com> (Meeting ID 390-236-931).

You will be able to vote live during the Meetings when invited by the chairman. Once voting is opened you will be able to vote using the voting icon. You will be able to vote for, against or abstain on each item through the online platform. You will also be able to ask questions live during the Meetings.

To participate and vote online you will need to register online as a Spark Infrastructure Securityholder. You will need your Voting Access Code (**VAC**) and postcode. Proxyholders should obtain their log in credentials by calling the Spark Infrastructure Securities Registry on 1800 000 639 (within Australia) or +61 2 9290 9600 (outside Australia), between 8.30am and 5.00pm (Sydney time), Monday to Friday excluding public holidays. Participants will be able to register online 1 hour before the start of the Meetings. It is recommended that Spark Infrastructure Securityholders register at least 15 minutes before the start of the Meetings.

Further information about how to participate can be found in the online user guide which will be available on Spark Infrastructure's website at <https://www.sparkinfrastructure.com/>. The online user guide provides details about how to ensure your browser is compatible with the online platform as well as a step-by-step guide to successfully log in and navigate the site.

Please monitor Spark Infrastructure's website and ASX announcements, where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meetings.

5. Technical difficulties when participating online

Technical difficulties may arise during the course of a Meeting. The chairman has discretion as to whether and how the Meetings should proceed in the event that a technical difficulty arises. In exercising the chairman's discretion, the chairman will have regard to the number of Spark Infrastructure Securityholders impacted and the extent to which participation in the business of the Meetings are affected. Where the chairman considers it appropriate, the chairman may continue to hold the Meetings and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

6. Written questions to Spark Infrastructure

Spark Infrastructure Securityholders who wish to ask Spark Infrastructure a question are encouraged to submit a written question before the Meetings using one of the proxy form lodgement methods set out below. Written questions to Spark Infrastructure must be received by Spark Infrastructure by no later than Wednesday, 17 November 2021.

The chairman will endeavour to address as many of the frequently raised relevant questions as possible during the course of the Meetings. However, there may not be sufficient time available at the Meetings to address all of the questions asked. Please note that individual responses will not be sent to Spark Infrastructure Securityholders.

7. Voting

7.1 Method of voting

On all resolutions the vote will be taken by poll.

On a poll for a resolution of Spark Infrastructure Trust, a holder of Spark Infrastructure Units or their nominated proxy has one vote for each dollar of the value of the total interests they have in Spark Infrastructure Trust pursuant to section 253C(2) of the Corporations Act. In accordance with section 253F of the Corporations Act, the value of a Spark Infrastructure Securityholder's total interest in the Spark Infrastructure Trust will be calculated by reference to the last sale price of the Spark Infrastructure Securities on the ASX on Friday, 19 November 2021.

On a poll, a noteholder or their nominated proxy has one vote for each dollar (cents being ignored) of the face value of loan notes registered in the holder's name.

If you are a Spark Infrastructure Securityholder entitled to vote at the Meetings, you may vote:

- **online**, by participating in and voting at the Meetings online at <https://web.lumiagm.com> and by entering the unique 9-digit Meeting ID: 390-236-931;
- **by proxy**, by completing and submitting the Proxy Form in accordance with the instructions on that form. To be effective, your proxy appointment must be received by the Spark Infrastructure Securities Registry by 11:00am (Sydney time) on Saturday, 20 November 2021;
- **by attorney**, by appointing an attorney to participate in and vote at the Meetings on your behalf and providing a duly executed power of attorney to the Spark Infrastructure Securities Registry by 11:00am (Sydney time) on Saturday, 20 November 2021; or
- **by corporate representative**, in the case of a body corporate, appointing a body corporate representative to participate in and vote at the Meetings on your behalf, and providing a duly executed certificate of appointment prior to the Meetings in accordance with section 7.5 below.

If you hold Spark Infrastructure Securities jointly with one or more other persons, only one of you may vote. If more than one of you attempts to vote at the Meetings, only the last vote prior to closing of the poll will be counted.

7.2 Voting by proxy

If you are entitled to participate and vote at the Meetings, you have a right to appoint a proxy to participate in the Meetings and vote on your behalf.

A proxy need not be a Spark Infrastructure Securityholder and may be an individual or a body corporate. A personalised proxy form has been separately provided to you by the Spark Infrastructure Securities Registry on or about the date of these Notices of Meetings.

If you are entitled to cast two or more votes at the Meetings, you may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes.

You should consider how you wish your proxy to vote. That is, whether you want your proxy to vote 'for' or 'against', or abstain from voting on, the Creditors' Resolutions and the Trust Resolutions, or whether to leave the decision to the proxy after he or she has considered the matters discussed at the meeting.

If you do not direct your proxy how to vote on the Creditors' Resolutions and/or Trust Resolutions, the proxy may vote, or abstain from voting, as he or she thinks fit. If you instruct your proxy to abstain from voting on an item of business, he or she is directed not to vote on your behalf, and the securities the subject of the proxy appointment will not be counted in computing the required majority.

Note that if you direct your proxy how to vote but your nominated proxy does not vote on a poll on a resolution, the chairman of the Meetings will act in place of the nominated proxy and vote in accordance with any directions.

If you return your proxy form:

- without identifying a proxy on it, you will be taken to have appointed the chairman of the Meetings as your proxy to vote on your behalf; or
- with a proxy identified on it but your proxy does not participate in the Meetings, the chairman of the Meetings will act in place of your nominated proxy and vote in accordance with any directions on your proxy form.

The chairman of the Meetings intends to vote all available undirected proxies in favour of the Creditors' Resolutions and the Trust Resolutions, subject to no Superior Proposal emerging and the Independent Expert continuing to conclude that the Schemes are in the best interests of Scheme Securityholders.

7.3 Lodging your proxy form

You can lodge your completed proxy form by:

- mailing it to the Spark Infrastructure Securities Registry using the reply paid envelope enclosed with this notice;
- mailing it to the Spark Infrastructure Securities Registry, GPO Box 3993, Sydney NSW 2001;
- lodging it online at <https://www.votingonline.com.au/skism2021> and following the instructions;
- emailing it to the Spark Infrastructure Securities Registry at proxy@boardroomlimited.com.au;
- lodging it on your mobile device by scanning the QR code on the proxy form and following the instructions; or
- faxing it to the Spark Infrastructure Securities Registry on +61 2 9290 9655.

Your completed proxy form (and any necessary supporting documentation) must be received no later than 11:00am (Sydney time) on Saturday, 20 November 2021 (or, if the Meetings are adjourned or postponed, no later than 48 hours before the resumption of the Meetings in relation to the resumed part of the Meetings).

If the proxy form is signed by an attorney, a certified copy of the instrument appointing the attorney must also be received by this deadline unless it has been previously provided to the Spark Infrastructure Securities Registry.

If you appoint a proxy, you may still participate in the Meetings online as a guest (however, you will not be able to vote or ask questions at the Meetings as a guest) or you may revoke the proxy and vote and ask questions at the Meetings.

7.4 Voting by attorney

You may appoint an attorney to participate in and vote at the Meetings on your behalf. Your attorney need not be another Spark Infrastructure Securityholder. Each attorney will have the right to vote on the poll and also to speak at the Meetings.

The power of attorney appointing your attorney to participate in and vote at the Meetings must be duly executed by you and specify your name, the entity (that is, Spark Infrastructure), and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

The power of attorney, or a certified copy of the power of attorney, must be received by the Spark Infrastructure Securities Registry before 11:00am (Sydney time) on Saturday, 20 November 2021 (or, if the Meetings are adjourned or postponed, no later than 48 hours before the resumption of the Meetings in relation to the resumed part of the Meetings) in any of ways specified for proxy forms in section 7.3 above, except that the power of attorney or a certified copy of the power of attorney cannot be lodged online or by mobile device.

A validly appointed attorney wishing to participate in and vote at the Meetings via the online platform will require the appointing Spark Infrastructure Securityholders' name, postcode and VAC in order to access the online platform.

If you appoint an attorney, you may still participate in the Meetings online and vote at the Meetings.

7.5 Voting by corporate proxyholders or corporate holders of Spark Infrastructure Securities

Corporate proxyholders or corporate holders of Spark Infrastructure Securities who wish to appoint a representative to participate in the Meetings on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. The "Appointment of Corporate Representative form" can be obtained from the Spark Infrastructure Securities Registry for this purpose by visiting the forms menu of the Spark Infrastructure Securities Registry's website <https://www.boardroomlimited.com.au/forms/Appointment%20of%20Corporate%20Representative.pdf> or calling the Spark Infrastructure Securities Registry on 1800 000 639 (within Australia) or +61 2 9290 9600 (outside Australia), between 8.30am and 5.00pm (Sydney time), Monday to Friday excluding public holidays. The authorisation may be effective either for the Meetings only or for all meetings of Spark Infrastructure.

The appointment of corporate representative form must be received the Spark Infrastructure Securities Registry prior to the Meetings. Spark Infrastructure Securityholders may submit the form:

- via email, by sending it to proxy@boardroomlimited.com.au; or
- in any of the ways specified for proxy forms in section 7.3 above, except that an appointment of corporate representative form cannot be lodged online or by mobile device.

If an appointment of corporate representative form is completed by an individual or corporation under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed certificate unless the power of attorney or other authority has previously been received by the Spark Infrastructure Securities Registry.

A validly appointed corporate representative wishing to participate in and vote at the Meetings via the online platform will require the appointing Spark Infrastructure Securityholders' name, postcode and VAC in order to access the online platform.