



Notice to NZX
14 February 2012

As previously announced, Equity Partners Infrastructure Management Limited ("**EPIM**"), a wholly owned subsidiary of Pyne Gould Corporation Limited ("**PGC**"), is party to a management agreement ("**Agreement**") with Equity Partners Infrastructure Company No. 1 Limited ("**EPIC**"), and that Agreement 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 of Australasian Equity Partners Fund No.1 LP ("**AEP**"). The independent directors of EPIC advised that they did not give that consent. PGC understands that EPIC took this step as a result of advice to EPIC that a Change of Control of EPIM would trigger pre-emptive rights in the shareholders' agreement for its Moto investment. EPIC also gave notice that the Agreement would be terminated immediately prior to any Change of Control occurring.

PGC has since worked closely with EPIC and AEP on this matter, and is pleased to report that a satisfactory outcome has been reached.

The Agreement terminated at 5pm yesterday afternoon, with EPIC being required to make termination payments to EPIM totalling \$5,552,507.

In addition, termination of the Management Agreement results in a performance fee of \$3,297,952 becoming payable by EPIC to EPIM.

The termination payments and performance fee will be satisfied by EPIC issuing ordinary shares or ordinary shares and cash.

EPIM will continue (at no cost to EPIC) to provide management services for 12 months. EPIM will also pay, or reimburse EPIC for, its legal fees with respect to this matter.

AEP has waived all applicable conditions in its takeover offer with respect to the above matter.

For more information, please contact:

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