

1 March 2022

Reliance Rail closes A\$1.8b Green Sustainability-Linked Loan

Reliance Rail Pty Ltd ('Reliance Rail') advises that it has achieved financial close on a new A\$1.8 billion, 21-year Green Sustainability-Linked Loan ('GSLL') to fully refinance its existing bank debt facilities.

Reliance Rail is a Public Private Partnership ('PPP') with the New South Wales Government, established in 2006 to design, manufacture and maintain the largest single procurement of passenger trains in Australian history. Reliance Rail's core assets are its 78 Waratah Trains, which account for roughly a third of Sydney Trains' suburban passenger sets, and the Auburn Maintenance Centre ('AMC'), a purpose-built facility in the west of Sydney, now used to maintain over 60% of Sydney Trains' passenger fleet.

Reliance Rail's GSLL is one of the first of its kind in the Asia Pacific market given it is certified as a 'Green Loan' by the Climate Bonds Initiative under its Low Carbon Transport criteria, as well as being a Sustainability-Linked Loan. The GSLL will complement Reliance Rail's ambitious ESG strategies, as well as the commitment to sustainability improvement made by its long-term equity investors, AMP Capital and the Amber Infrastructure-advised International Public Partnerships.

In addition to the sustainability-related benefits of the GSLL, the long-dated loan term of 21 years is a significant achievement as this eliminates Reliance Rail's potential future refinancing risk for the remainder of the project.

The GSLL structure incentivises Reliance Rail with reduced debt margins if ambitious Sustainability Performance Targets (SPTs) are met. A distinguishing feature of Reliance Rail's GSLL is that any margin savings are to be used exclusively to fund sustainability improvements rather than to reduce net funding costs.

The SPTs align to four metrics, with an Infrastructure Sustainability Council ('ISC') Operations Rating score as the cornerstone target. ISC is Australia's leading infrastructure sustainability body, and an Operations Rating will assist Reliance Rail to focus its sustainability efforts.

The other three metrics relate to the energy intensity of the AMC and Waratah Trains, solar PV generation at the AMC, and operational water consumption. The GSLL is structured to provide SPT-linked incentives over an initial 10-year period, with scope to review and extend.

Reliance Rail's Chief Executive Officer, Chad Smithies, said, "This landmark transaction reflects the commitment of Reliance Rail, its partners, Sydney Trains, Downer Rail, AMP Capital and Amber Infrastructure, to improving the project's long-term sustainability outcomes. We have adopted ambitious SPTs with the support of our key stakeholders and continued collaboration will be essential to achieving them."

"While Reliance Rail already plays an important role in providing electrified transport infrastructure in New South Wales, the GSLL presents an excellent opportunity for a mature PPP to use its debt portfolio to intensify its role in the State's transition to a lower carbon

future. We believe this initiative will pave the way for other mature infrastructure projects to pursue similar transactions.”

The GSLL is supported by 12 participating lenders including BNP Paribas, Commonwealth Bank of Australia, DZ Bank, Industrial and Commercial Bank of China, Kookmin Bank, Mizuho Bank, National Australia Bank, Natixis, Nippon Life, Norinchukin, Sumitomo Mitsui Trust Bank, and Westpac.

BNP Paribas, Commonwealth Bank of Australia and National Australia Bank acted as Joint Sustainability Coordinators for the GSLL and worked closely with Reliance Rail to structure SPTs that all parties agreed were ambitious, relevant and impactful. DNV acted as Verifier and Second Party Opinion provider.

RBC Capital Markets acted as financial adviser for the transaction. King & Wood Mallesons (KWM) acted as legal advisers for the borrowers and White & Case represented the syndicate of lenders.

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About Reliance Rail

Reliance Rail was established in 2006 to deliver the Rolling Stock Public Private Partnership (Rolling Stock PPP) project. Under the Rolling Stock PPP, Reliance Rail has financed and delivered 78 Waratah train sets, the AMC, 2 spare driver carriages and 4 simulator cars for driver training. The first Waratah set began passenger service in July 2011 and the 78th set entered service in May 2014.

Reliance Rail is now operating in the ‘Through-life support’ phase of the Project until at least 2044. This phase includes all maintenance and support activities for the trains, the AMC and the simulators.

With more than 20 years remaining in the life of the project, Reliance Rail’s operational priorities are the safe and reliable performance of its fleet, as well as collaborating with its partners to improve the sustainability of its assets.

Reliance Rail has been awarded a GRESB 5-star rating, having earned scores of 94 in 2020 and 96 in 2021 (out of 100). Working closely with its contractor Downer Rail, Reliance Rail intends to begin undertaking an ISC operations rating during 2022.

Read more at: <https://www.reliancerail.com.au/>

About AMP Capital

AMP Capital is a global investment manager with AUM of A\$177.8 billion as of 31 December 2021 and has been ranked in the top 10 infrastructure managers globally, based on total capital raised

In April 2021, AMP Limited announced the intention to demerge AMP Capital’s private markets businesses of Infrastructure and Real Estate to create a leading global investment

manager with a strong track record in differentiated private markets asset classes, and leverage these capabilities to expand into attractive growth adjacencies.

As part of the demerger preparations, in February 2022, AMP Capital announced a new brand name for the separated business as Collimate Capital and is on track to list on the Australian Stock Exchange in the first half of 2022.

About International Public Partnerships

INPP is a listed infrastructure investment company that invests in global public infrastructure projects and businesses, meeting societal and environmental needs, both now, and into the future.

INPP is a responsible, long-term investor in over 130 infrastructure projects and businesses. The portfolio consists of utility and transmission, transport, education, health, justice and digital infrastructure projects and businesses, in the UK, Europe, Australia and North America.

INPP's investments in Australia include Reliance Rail, Flinders University Health and Medical Research Building, Gold Coast Light Rail, the Royal Children's Hospital, Melbourne, Victorian New Schools PPP, Orange Hospital PPP, Long Bay Forensic and Prison Hospital, NSW Schools II and Royal Melbourne Showgrounds.

About Amber Infrastructure Group

Amber Infrastructure ('Amber') is a specialist international investment manager, focused on investment origination, asset management and fund management. With approximately €5 billion in funds under management, Amber invests across eight funds and a number of managed accounts.

Amber's core business focuses on sourcing, developing, advising, investing in and managing infrastructure assets across the public, transport, energy, digital and demographic infrastructure sectors that support the lives of people, homes and businesses internationally.

Amber is headquartered in London with offices in Europe, North America and Australia and manages over 150 investments. Amber employs over 150 infrastructure professionals globally.

Amber provides investment advisory services to International Public Partnerships.