



15 October 2014

Dear Shareholder

**New Zealand Social Infrastructure Fund Limited Call Notice
Due 12 November 2014**

In the annual report issued July 2014 and in presentations to shareholders at the Annual Shareholders Meeting 18 August 2014, we indicated that the PIP Fund was making good progress on two investments, Auckland Prison and Wollongong University Student Accommodation.

The PIP Fund has made further progress with these investments. Auckland Prison early stage works commenced in September 2014 and runs through to April 2015. If for any reason the Government decided not to proceed with Auckland Prison as a PPP, then the investment made plus interest would be refunded. We have been funding calls for these works from cash resources.

The financial close for Wollongong is expected in November. This investment involves an initial investment to acquire the current student accommodation units. Arrangements will then be made with the University to deliver new accommodation units over the next two years, with the final equity investment being made at the end of the construction period.

This call of 15 cents per share (cps) will provide capital of \$6.15 million which will enable NZSIF to meet its share of the initial Wollongong investment in November and also provide working capital which we can use to fund the ongoing works for Auckland Prison.

We now provide you with 20 business day's notice for a capital call of 15 cps which is due for payment on or before 12 November 2014.

Note your NZSIF shares are currently paid to 42 cps with a commitment to meet the balance of the subscription price of \$1 per share. Payment of this 15 cps call will mean you have paid 57 cps of the \$1 subscription price, and net of the 2.8 cps returned in 2012, you will have 54.2 cps invested.

Call payment details

This call notice is for an amount of 15 cps to be paid on or before 12 November 2014. Payment can be made online direct to the Registry's bank account, or by cheque.

Online payment by direct credit

Please credit your call payment detailed below to the bank account of:
Computershare Investor Services Limited 02 0192 0158987 01
Payments must quote the Deposit Reference, Name and Date of Payment as shown below to ensure the payment is identified.

<i>Deposit Reference (CSN number)</i>	<i>Name</i>	<i>Date of Payment</i>

Payment by cheque

Please send a copy of this notice with your cheque made out to New Zealand Social Infrastructure Fund Limited in the pre-paid envelope enclosed to:

*The Registrar
New Zealand Social Infrastructure Fund Limited
Computershare Investor Services Limited
Private Bag 92119
AUCKLAND 1142*

Below is the Call Notice as it affects your specific shareholding.

Shareholder No.	Holding of Partly Paid Shares	Call Amount per share	Total Call Payment Due
		15 cents	\$

I ask you to read the terms of Investor Default on Call (set out below) as contained in the Prospectus & Investment Statement dated 12 March 2010, which you need to be aware of, if for any reason you are unable to pay the Call.

Next Distribution

We anticipate paying the next distribution in November for an amount of approximately 1.7 cps gross.

If you have any queries relating to the Call payment, please contact Peter Lalor on 07 577 4727 or email to enquiries@nzsif.co.nz.

Thank you for your continued support.

Yours faithfully

New Zealand Social Infrastructure Fund Limited



Kim Ellis
Chairman

INVESTOR DEFAULT ON CALL

**New Zealand Social Infrastructure Fund Limited
Investment Statement & Prospectus dated 12 March 2010**

If an Investor does not pay a call on committed funds on the due date the following consequences apply:

- The Investor will be liable to pay a default rate of interest on the amount that remains unpaid, at a rate of 5% per annum above the 90 day bank bill rate;
- The Board will give the investor a further notice demanding payment after the date the notice is served;
- If the investor fails to pay within 5 working days of such notice, the Board may resolve that the shares in respect of which payments have been called but are unpaid and the other partly paid Shares will be forfeited (forfeited shares);
- NZSIF may (but is not obliged to) sell the forfeited shares. NZSIF has no duty to the holder of the forfeited shares to seek a buyer for such shares or in respect of any consideration obtained, however any such consideration so received (less any costs of disposal) shall be returned to the holder of the forfeited shares; and
- Alternatively, NZSIF may enforce the lien provided for in its constitution over all Shares held by the investor and apply the proceeds towards the outstanding call and any interest on the outstanding call (with the investor remaining liable for any shortfall after the sale or disposal of such Shares and any surplus proceeds of sale, less any costs of disposal, being returned to the investor).