

Proxy form for voting

3i Infrastructure plc (the “Company”)

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Form of Proxy for use by holders of Ordinary Shares at the Annual General Meeting of the Company convened for 11.00 am on Tuesday 5 July 2011 at 16 Palace Street, London SW1E 5JD (the “Meeting”)

I/We _____

(FULL NAME(S) IN BLOCK CAPITALS)

of _____

(ADDRESS IN BLOCK CAPITALS)

Being a member of the Company, hereby appoint the Chairman of the Meeting (See Note 1 below) or

(NAME AND ADDRESS OF PROXY IN BLOCK CAPITALS)

(NUMBER OF SHARES APPOINTED OVER)

as my/our proxy to attend and, on a poll, vote for me/us and on my/our behalf at the Meeting and at any adjournment thereof as directed below. I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting.

Please give instructions to your proxy by ticking the appropriate box alongside each resolution (see Notes 2, 3 and 4 below).

Please note that the full text of the resolutions can be found in the Notice of Meeting contained on pages 5 and 6 of the explanatory circular dated 23 May 2011.

Ordinary Resolutions

	For	Against	Vote Withheld	Discretionary
1 To receive and consider the Company's accounts for the year to 31 March 2011 and the auditors' report on those accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' remuneration report for the year to 31 March 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend of 2.86p per Ordinary Share, payable to those shareholders whose names appear on the Register of Members at close of business on 17 June 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Peter Sedgwick as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Philip Austin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Sir John Collins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To elect Florence Pierre as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Charlotte Valeur as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Paul Waller as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To re-elect Steven Wilderspin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To re-appoint Ernst & Young LLP as independent auditors of the Company, to hold office until the conclusion of the next annual general meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To authorise the Directors to determine the remuneration of the independent auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

13 To authorise the Directors to allot shares in the Company for cash up to an amount equal to five per cent of the Company's issued ordinary share capital (as at the date of the notice) as if pre-emption rights did not apply to the allotment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 To authorise the Company to make market purchases of Ordinary Shares in the capital of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

☐ Please tick here if this proxy appointment is one of multiple appointments being made.

Signature _____ Date _____ 2011

(SEE NOTE 7 BELOW)

Notes:

- Shareholders entitled to attend and vote at the Meeting are entitled to appoint one or more proxies to attend and act on their behalf at the Meeting. A proxy need not be a shareholder of the Company. If you wish to appoint as your proxy someone other than the Chairman of the Meeting, cross out the words “the Chairman of the Meeting” and write on the dotted line the full name and address of your proxy. The change should be initialled. The completion and return of the Proxy Form will not stop you from attending and voting in person at the Meeting should you wish to do so.
- Shareholders can, alternatively, register the appointment of a proxy for the Meeting electronically by accessing the website www.capitashareportal.com. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
- A member entitled to attend and vote at the Annual General Meeting may appoint one or more proxies (who need not be a member of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
- To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- In the absence of instructions, the person appointed proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the Meeting.
- The “Vote Withheld” option is provided to enable you to abstain on any particular resolution. However, it should be noted that a “Vote Withheld” is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” and “Against” a resolution.
- This form must be signed and dated by the appointor or his/her attorney duly authorised in writing. If the appointor is a company, it may execute under its common seal, by the signature of a director and its secretary or two directors or other authorised signatories in the name of the company or by the signature of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form is requested to be completed and lodged with Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU together with the power of attorney or other authority (if any) under which it is signed (or a copy of such authority certified notari ally), no later than 11.00 am on Sunday 3 July 2011.
- Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company specifies that only those people registered as shareholders in the register of members of the Company forty-eight hours before the time of the Annual General Meeting or, in the event that the meeting is adjourned, in the register of members forty-eight hours prior to any adjourned meeting, shall be entitled to attend or vote at the Annual General Meeting convened pursuant to this notice in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after forty-eight hours before the time of the Annual General Meeting or, in the event that the meeting is adjourned, in the register of members after forty-eight hours prior to any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at such meeting.
- A corporation must execute this form under either its common seal or the hand of a duly authorised officer or attorney. The appropriate power of attorney or other authority (if any) should be returned with this form.

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**Business Reply
Licence Number
RSBH-UXKS-LRBC**

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First fold

**PXS
34 Beckenham Road
BECKENHAM
BR3 4TU**

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