

Listing Rule 9.6.2 R

3i Infrastructure plc Annual General Meeting on Tuesday 10 July 2012

At the Annual General Meeting of 3i Infrastructure plc duly convened and held at 16 Palace Street, London SW1E 5JD on Tuesday 10 July 2012, the following Resolutions constituting special business were passed:

SPECIAL RESOLUTIONS

13. That, in accordance with Article 5A.4 of the Company's Articles of Association, the Directors be authorised to allot equity securities (being ordinary shares or rights to subscribe for, or to convert securities into, Ordinary Shares) representing up to 44,067,578 Ordinary Shares in the Company for cash as if Article 5A.1 of the Company's Articles of Association did not apply to the allotment for the period expiring on the date falling 15 months after the date of passing of this resolution or the conclusion of the next annual general meeting of the Company, whichever is the earlier PROVIDED THAT the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and equity securities may be allotted in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.
14. That the Company is hereby generally and unconditionally authorised to make market purchases of Ordinary Shares in the capital of the Company provided that:
 - (a) The maximum number of Ordinary Shares authorised to be acquired is 132,114,600;
 - (b) The minimum price which may be paid for each Ordinary Share is the lower of (i) £1; and (ii) an amount equal to 75% of the average of the closing mid-market prices for the Ordinary Shares of the Company (derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the date of purchase;
 - (c) The maximum price (exclusive of expenses) which may be paid for each Ordinary Share is, in respect of a share contracted to be purchased on any day, an amount equal to the higher of (i) 105% of the average of the closing middle market quotations for the Ordinary Shares taken from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which that Ordinary Share is to be purchased; and (ii) the higher of the last independent trade and the highest current independent bid on the London Stock Exchange at the relevant time;
 - (d) This authority will (unless renewed) expire at the conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed or, if earlier, at close of business on the day falling 15 months after that date; and
 - (e) The Company may make a contract to purchase Ordinary Shares under this authority before this authority expires which will or may be executed wholly or partly after its expiration.

Dated 10 July 2012