

ATTENDANCE CARD

3i Infrastructure plc – ANNUAL GENERAL MEETING

You may submit your proxy electronically using the Share Portal service at www.capitashareportal.com. If not already registered for the Share Portal, you will need your Investor Code below.

To be held at: 16 Palace Street, London SW1E 5JD

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of person attending

Barcode:

Investor Code:

FORM OF PROXY

3i Infrastructure plc – ANNUAL GENERAL MEETING

Barcode:

Investor Code:

I/We being a member of the company hereby appoint the Chairman of the meeting or (see note 1 over)

Event Code:

Name of proxy

Number of shares proxy appointed over

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 11:00am on Tuesday 9 July 2013 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:

If you wish to appoint multiple proxies please see note 1 over. Please also tick here if you are appointing more than one proxy.

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

Ordinary Resolutions

- | | For | Against | Vote Withheld |
|---|-------------------------------------|-------------------------------------|-------------------------------------|
| 1. To receive and consider the Company's accounts for the year to 31 March 2013 and the auditors' report on those accounts. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2. To approve the Directors' remuneration report for the year to 31 March 2013. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3. To declare a final dividend of 3.52p per Ordinary Share. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4. To re-elect Peter Sedgwick as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5. To re-elect Philip Austin as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6. To re-elect Sir John Collins as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. To re-elect Steven Wilderspin as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8. To re-elect Paul Masterton as a Director | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. To elect Ben Loomes as a Director | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10. 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 checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. To authorise the Directors to determine the remuneration of the independent auditors. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

- | | For | Against | Vote Withheld |
|---|-------------------------------------|-------------------------------------|-------------------------------------|
| 12. To authorise the Directors to offer shareholders the right to elect to receive new ordinary shares in the Company (credited as fully paid) instead of cash, in respect of all or part of any dividend declared or paid in the period between the passing of this resolution and conclusion of the Annual General Meeting of the Company to be held in 2014 (the "Scrip Dividend Scheme"). | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 13. To authorise the Directors to capitalise the appropriate nominal amounts of new ordinary shares of the Company to be allotted pursuant to any elections under the Scrip Dividend Scheme. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

Special Resolutions

- | | | | |
|--|-------------------------------------|-------------------------------------|-------------------------------------|
| 14. 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 checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 15. To amend Article 14.3 of the Company's Articles of Association in the manner set out in the notice of the meeting dated 30 May 2013 | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 16. To amend the Company's Articles of Association by inserting a new Article as set out in the notice of the meeting dated 30 May 2013 | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 17. To authorise the Company to make market purchases of ordinary shares in the capital of the Company. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

Signature

Date

You may submit your proxy electronically at www.capitashareportal.com

Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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. Shareholders wishing to vote online should visit www.capitashareportal.com and follow the instructions.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
9. To be valid, the Form of Proxy must arrive at Capita Registrars, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 11:00am on Sunday 7 July 2013. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU.
10. 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.

Business Reply
Licence Number
RSBH-UXKS-LRBC



PXS
34 Beckenham Road
Beckenham
BR3 4TU