

Listing Rule 9.6.2 R

3i Infrastructure plc Extraordinary General Meeting on Tuesday 8 July 2014

At the Extraordinary General Meeting of 3i Infrastructure plc duly convened and held at 16 Palace Street, London SW1E 5JD on Tuesday 8 July 2014, the following Resolution was passed:

THAT the Amendment Agreement dated 8 May 2014 relating to the Company's Investment Advisory Agreement with 3i Investments plc as summarised in Part II of the Company's circular to shareholders dated 19 June 2014, which constitutes a related party transaction under the Financial Conduct Authority's Listing Rules, be and is hereby approved.

Dated 8 July 2014