

Listing Rule 9.6.2 R

3i Infrastructure plc Extraordinary General Meeting on Tuesday 7 July 2015

At the Extraordinary General Meeting of 3i Infrastructure plc duly convened and held at 60 Victoria Embankment, London EC4Y 0JP on Tuesday, 7 July 2015, the following Resolutions were passed:

SPECIAL RESOLUTIONS:

- 1) That, subject to and conditional upon admission of the New Ordinary Shares (as defined below) to the premium segment of the Official List and to trading on the London Stock Exchange's main market for listed securities becoming effective, the memorandum of association of the Company shall be amended with effect from 8.00 a.m. on 8 July 2015 so that every 10 ordinary shares of no par value in the capital of the Company in issue and outstanding or held in treasury at that time (or such other time(s) and date(s) as the directors of the Company (the "Directors") may determine) be consolidated into 9 ordinary shares of no par value (each a "New Ordinary Share"), provided that, where such consolidation results in any member being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share to which other members of the Company may be entitled and the Directors be and are hereby authorised to sell (or appoint any other person to sell), on behalf of the relevant members, all the New Ordinary Shares representing such fractions at the best price reasonably obtainable to any person, and to pay the proceeds of sale (net of expenses) to a charity of the Company's choosing and that any Director (or any person appointed by the Directors) shall be and is hereby authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant members and to do all acts and things the Directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such shares.
- 2) That, conditional on resolution 1 and in substitution for resolution 17 proposed at the Annual General Meeting, in accordance with Article 5A.4 of the Company's Articles of Association, the Directors be authorised to allot equity securities (being New Ordinary Shares or rights to subscribe for, or to convert securities into, New Ordinary Shares) representing 10% of the issued ordinary share capital of the Company as at 1 June 2015 (representing 79,321,641 New 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 (unless previously renewed, varied or revoked by the Company in general meeting) 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.
- 3) That, subject to and conditional upon resolution 1 above being passed and becoming unconditional and in substitution for resolution 18 passed at the Annual General Meeting, the Company shall be and is hereby generally and unconditionally authorised to make market purchases (of New Ordinary Shares (as defined in resolution 1 above) on such terms and in such manner as the Directors think fit, provided that:
 - (a) the maximum aggregate number of New Ordinary Shares authorised to be acquired is 118,903,140;

- (b) The minimum price which may be paid for each New 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 New 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 New 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 New 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 New Ordinary Share is to be purchased; and (ii) the higher of the last independent trade and the highest current independent bid for the New Ordinary Shares on the London Stock Exchange at the relevant time.
- (d) This authority will (unless previously renewed, varied or revoked by the Company in general meeting) 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.

ORDINARY RESOLUTION:

- 4) That the Company's investment policy be amended by the deletion of the words "20%" and the substitution of the words "25%" as set out in the Company's circular to shareholders dated 4 June 2015.