

**Listing Rule 9.6.2 R**

**Ordinary Resolution of 3i Infrastructure plc passed at the Extraordinary General Meeting on Monday, 17 September 2018**

At the Extraordinary General Meeting of 3i Infrastructure plc duly convened and held at Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London EC1A 2FG at 10.00am on Monday 17 September 2018, the following Ordinary Resolution was passed:

- (1) That the Investment Management Agreement proposed to be entered into between the Company and 3i Investments plc summarised in Part II of the Company's circular to Shareholders dated 24 August 2018, which constitutes a related party transaction under the Financial Conduct Authority's Listing Rules, be and is hereby approved.