

For the purposes of Listing Rule 9.6.2 of the FCA Handbook.

Resolutions (other than ordinary business) passed at the annual general meeting of HICL Infrastructure Company Limited (a limited liability company incorporated in the Bailiwick of Guernsey under the Companies (Guernsey) Law, 2008, with registered number 44185 and registered office address situate at East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3PP) (the “**Company**”) held on Monday, 17 July 2017 at 4:00 PM (UK Time) at the offices of Aztec Group, East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3PP) (the “**AGM**”).

Capitalised terms not otherwise defined herein shall have the meanings given to them in the notice and circular of the AGM.

The following resolutions were passed as Special Resolutions of the Company:

THAT the Directors be, and hereby are, empowered to allot (or sell Ordinary Shares held as Treasury Shares) up to 10.0% of the Ordinary Shares of the Company in issue as at the date of this resolution, for cash as if Article 9 of the Company's Articles of Incorporation did not apply to the allotment or sale for the period expiring on the date falling 15 months after the date upon which this resolution is passed 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 Ordinary Shares to be allotted or sold after such expiry and Ordinary Shares may be allotted or sold in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.