

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

Resolutions (other than ordinary business) passed at the extraordinary 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, 20 March 2017 at 9:30 AM (UK Time) at the offices of Aztec Group, East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3PP) (the “**EGM**”).

Capitalised terms not otherwise defined herein shall have the meanings given to them in the circular of the EGM and prospectus of the Company dated 23 February 2017.

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

1. That: (i) the Issue on the terms and subject to the conditions described in the Circular be and is hereby approved; and (ii) the Directors be and hereby are empowered to allot and issue up to 163,522,013 New Ordinary Shares for cash (in substitution for any existing such power or authority other than pursuant to Special Resolution 2), as if Article 9 of the Company’s Articles did not apply to the allotment, provided that:
 - (i) this power shall (unless previously revoked, varied or renewed by the Company) expire on 31 May 2017, provided that the Company may before such expiry, make an offer or agreement which would or might require New Ordinary Shares to be allotted after such expiry and New Ordinary Shares may be allotted in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired; and
 - (ii) this power shall be limited to the allotment and issue of New Ordinary Shares under the Issue.
2. That the Directors be and hereby are empowered to allot up to 10.0 per cent. of the Ordinary Shares of the Company in issue immediately following the completion of the Issue (or, if the Issue does not proceed, the date of the publication by the Company of an announcement to this effect) for cash (in substitution for any existing such power or authority other than pursuant to Special Resolution 1), as if Article 9 of the Company’s Articles did not apply to the allotment for the period expiring on the date falling 15 months after the date of the 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 Ordinary Shares to be allotted after such expiry and Ordinary Shares may be allotted in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.