

18 July 2018

HICL Infrastructure Company Limited (the "Company")

Result of the Annual General Meeting

The Directors of the Company are pleased to announce the results of voting at the annual general meeting of the Company held at 4:00 PM (UK Time) on Tuesday, 17 July 2018 at the offices of Aztec Group, East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3PP (the "**AGM**").

Each of the Ordinary Resolutions and Special Resolutions proposed in the notice and agenda of the AGM were duly passed.

Total votes of 814,210,142 were cast at the AGM¹. The results of the voting² are noted as follows:

Ordinary Resolutions³

<u>Resolution</u>	<u>Votes For</u>	<u>%</u>	<u>Votes Against</u>	<u>%</u>	<u>Votes Withheld⁴</u>
1. TO receive and consider the Annual Report, including the Directors' Report and the Auditors' Report for the year ended 31 March 2018.	814,204,772	100.00	5,370	0.00	21,141
2. TO re-elect Ian Russell as a non-executive Director.	763,914,780	94.81	41,848,877	5.19	8,467,625
3. TO re-elect Sally-Ann Farnon as a non-executive Director.	773,137,608	95.01	40,594,463	4.99	499,212
4. TO re-elect Simon Holden as a non-executive Director.	814,161,137	100.00	34,581	0.00	35,565
5. TO re-elect Frank Nelson as a non-executive Director.	813,688,981	99.94	506,737	0.06	35,565
6. TO re-elect Kenneth Reid as a non-executive Director.	814,141,115	99.99	54,603	0.01	35,565
7. TO re-elect Christopher Russell as a non-executive Director.	778,225,041	95.58	35,970,677	4.42	35,565
8. TO elect Michael Bane as a non-executive Director.	814,151,538	100.00	36,900	0.00	42,845
9. TO approve the Directors' Remuneration Report (as set out in the Annual Report) including both the remuneration paid for the year ended 31 March 2018, and proposed remuneration payable for the year ending 31 March 2019, to the Chairman, the Senior Independent Director, the Chairs of each Committee of the Board and each other non-executive Director, for routine business and additional corporate work.	813,947,739	99.97	210,478	0.03	73,066
10. THAT KPMG Channel Islands Limited be re-appointed as auditors of the Company.	797,253,395	98.50	12,142,138	1.50	4,835,749

11. THAT the Directors be authorised to agree the remuneration of the auditors.	814,156,831	100.00	38,353	0.00	36,099
12. TO approve the Company's dividend policy for the year ending 31 March 2019.	814,112,429	99.99	95,538	0.01	23,316
13. THAT the Board may, in respect of dividends declared for any financial period or periods of the Company ending prior to the next annual general meeting of the Company, offer shareholders the right to elect to receive further shares, credited as fully paid, in respect of all or any part of such dividend or dividends declared in respect of any such financial period or periods.	814,172,044	100.00	24,413	0.00	34,826
14. TO authorise the Company to make market acquisitions of up to 14.99% of its own issued Ordinary Shares and also to make or arrange tender offers for up to 15% of its own issued Ordinary Shares.	814,087,577	99.99	94,348	0.01	49,358

Special Resolutions⁵

Resolution	Votes For	%	Votes Against	%	Votes Withheld ⁴
15. To approve the proposed increase in the Directors' aggregate annual remuneration cap from £450,000 to £500,000, with effect from 1 April 2018.	796,631,708	98.42	12,754,257	1.58	4,845,317
16. TO re-approve the partial disapplication of the pre-emption rights under Article 9 of the Company's Articles of Incorporation, thereby giving the Directors the power to allot and issue up to 10.0% of the Ordinary Shares in issue as at the date of this resolution	812,991,201	99.87	1,064,870	0.13	175,212

In accordance with Listing Rule 9.6.2, the full text of the special resolutions passed at the AGM has been submitted to the National Storage Mechanism and will be available at <http://www.morningstar.co.uk/uk/NSM>.

Notes:

- 1. The latest total voting rights of the Company of 1,789,556,677 were disclosed on 29 March 2018 and were unchanged at the time of convening the AGM.*
- 2. Pursuant to sections 176(3) and 178(4) of the Companies (Guernsey) Law, 2008, ordinary and special resolutions of the members are passed on a show of hands if passed by members who vote in person and by persons who vote as duly appointed proxies of members entitled to vote. Accordingly, this means that resolutions are passed by the requisite majority of votes cast at the AGM, not as a majority of the total voting rights.*
- 3. Ordinary resolutions are passed if more than half (50%) of votes are cast in favour of the resolution.*
- 4. A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes "for" and "against" a particular resolution.*
- 5. Special resolutions are passed if more than 75% of votes are cast in favour of the resolution.*

For further information, please contact:

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