

**ECOFIN GLOBAL UTILITIES AND INFRASTRUCTURE TRUST PLC (Company number: 10253041)**

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**Extract of the Minutes of the Annual General Meeting ("AGM") of the Company held on Tuesday, 5 March, 2019 at the Royal Society of Arts, 8 John Adam Street, London WC2N 6EZ**

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**Special Resolutions:**

The following resolutions were passed as special resolutions:

13. THAT, subject to the passing of resolution 12 above and in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby empowered, pursuant to Section 570 and Section 573 of the Act, to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 12 or by way of sale of treasury shares as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with a rights issue or open offer of securities to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but in each case subject to such exclusions, limits, restrictions or other arrangements as the Directors may consider necessary or appropriate to deal with any treasury shares, fractional entitlements or securities represented by depository receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and
- (b) (otherwise than under paragraph (a) of this resolution) to any person or persons up to an aggregate nominal amount of £91,872.24 (being approximately 10% of the Company's issued ordinary share capital as at 30 September, 2018) and shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or on 5 June, 2020, whichever is the earlier, except 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 the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Proxy votes cast in respect of this resolution were as follows:

- ⦿ Proxy votes in favour of the resolution – 36,974,590
- ⦿ Proxy votes against the resolution – 76,718
- ⦿ Abstentions received – 3,666,650

14. THAT, the Company be and is hereby generally and unconditionally authorised, pursuant to and in accordance with Section 701 of the Act, to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 1p each in the capital of the Company (ordinary shares) on such terms and in such manner as the Directors shall from time to time determine, provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 13,771,649 (being approximately 14.99% of the number of ordinary shares in issue as at 30 September, 2018);
- (b) the minimum price (exclusive of all expenses) which may be paid for an ordinary share is its nominal value, being 1p;
- (c) the maximum price (exclusive of all expenses) which may be paid for an ordinary share is the higher of (i) an amount equal to 5% above the average of the closing mid-market price of an ordinary share (as derived from the Daily Official List of the London Stock Exchange) for the five

business days immediately preceding the date on which that ordinary share is contracted to be purchased and (ii) the amount stipulated by EU Market Abuse Regulation;

- (d) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or on 5 June, 2020, whichever is the earlier unless previously revoked, varied or renewed by the Company in General Meeting; and
- (e) the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of ordinary shares under such authority will or might be completed or executed wholly or partly after the expiration of such authority and the Company may make a purchase of ordinary shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

Proxy votes cast in respect of this resolution were as follows:

- ⦿ Proxy votes in favour of the resolution – 37,013,343
- ⦿ Proxy votes against the resolution – 37,965
- ⦿ Abstentions received – 3,666,650

15. THAT, a General Meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.

Proxy votes cast in respect of this resolution were as follows:

- ⦿ Proxy votes in favour of the resolution – 36,343,426
- ⦿ Proxy votes against the resolution – 707,882
- ⦿ Abstentions received – 3,666,650

Certified as a true copy of the resolutions passed:



Gemma Metson  
For and on behalf of  
BNP Paribas Secretarial Services Limited