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If you sell or have sold or otherwise transferred all of your ordinary shares (the 'Ordinary Shares') in 3i Infrastructure plc (the 'Company'), you should send this document at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

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# 3i Infrastructure plc

(incorporated in Jersey with registered no. 95682)

## Notice of Annual General Meeting 11.00am Thursday 6 July 2023

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Dear Shareholder

I am pleased to be able to send you our Notice of Annual General Meeting 2023. The Meeting will be held at the offices of 3i Group plc at 16 Palace Street, London SW1E 5JD at 11.00am on Thursday 6 July 2023.

Whether or not you intend to attend the AGM in person you can listen to a webcast of the presentations on our 2023 final results which was given to analysts on 10 May 2023 by the Infrastructure leadership team of 3i Investments plc, our Investment Manager. You can access the webcasts from the Investor Relations section of our website at [www.3i-infrastructure.com/investors/results-presentations](http://www.3i-infrastructure.com/investors/results-presentations).

Also, whether or not you intend to attend the AGM in person the Board strongly encourages you to vote on all the resolutions set out in the Notice of AGM by appointing the Chair of the Meeting to cast your votes as directed. This is to ensure that your vote is counted. Details on how to submit your proxy vote by post, online or through CREST are set out on pages 6 and 7. All resolutions will be voted on by a poll.

Please note you will not automatically receive a hard copy form of proxy ('Proxy Form') for the 2023 Annual General Meeting in the post. Instead, you will be able to appoint a proxy electronically at <https://www.my3inshares.com> or via the LinkVote+ App. Details of how to appoint a proxy in this way are set out on page 6 of this document. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, details are set out on page 6. Alternatively, you may request a hard copy Proxy Form directly from our Registrar, Link Group. Details of how to request, and complete, a hard copy Proxy Form are set out on page 6 of this document. All proxy instructions must be received by the Registrar by no later than 11.00am on 4 July 2023.

If you have any questions relating to the appointment of a proxy, please call Link Group on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am – 5.30pm, Monday to Friday excluding public holidays in England and Wales. Please note that calls may be monitored or recorded for training and quality purposes.

All references in this document to times are to London times unless otherwise stated.

Yours sincerely

Richard Laing  
Chair

9 May 2023

### Important note

The Company may need to change the arrangements or venue for the Annual General Meeting, possibly at short notice. If any changes to arrangements are made we will give details on our website at [www.3i-infrastructure.com](http://www.3i-infrastructure.com) and make an RNS announcement to the London Stock Exchange.

# Part I

## Notice of Annual General Meeting of 3i Infrastructure plc

(incorporated in Jersey with registered no. 95682)

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting of 3i Infrastructure plc (the 'Company') will be held at the offices of 3i Group plc at 16 Palace Street, London SW1E 5JD at 11.00am on Thursday 6 July 2023 for the purpose of considering and, if thought fit, passing the following resolutions:

### Ordinary resolutions

1. To receive and consider the Company's accounts for the year to 31 March 2023 and the independent auditor's report on those accounts.
2. To approve the Report of the Remuneration Committee for the year to 31 March 2023.
3. To declare a final dividend of 5.575p per ordinary share of no par value in the capital of the Company (each, an 'Ordinary Share'), payable to those shareholders whose names appear on the Register of Members at close of business on 16 June 2023.
4. To re-elect Richard Laing as a Director.
5. To re-elect Doug Bannister as a Director.
6. To re-elect Wendy Dorman as a Director.
7. To elect Stephanie Hazell as a Director.
8. To re-elect Samantha Hoe-Richardson as a Director.
9. To re-elect Ian Lobleby as a Director.
10. To re-elect Paul Masterton as a Director.
11. To re-appoint Deloitte LLP as independent auditor of the Company, to hold office until the conclusion of the next annual general meeting.
12. To authorise the Directors to determine the remuneration of the independent auditor.
13. To authorise the Directors, in accordance with Article 115 of the Company's Articles of Association, to offer the holders of Ordinary Shares of the Company, to the extent and in the manner determined by the Directors, the right to elect to receive new Ordinary Shares in the Company (credited as fully paid) instead of cash, in respect of all or part of any dividend declared or paid in the period between the passing of this resolution and conclusion of the annual general meeting of the Company to be held in 2024 (the 'Scrip Dividend Scheme').

### Special resolutions

14. To authorise the Directors, in accordance with the Company's Articles of Association, to capitalise the appropriate number of new Ordinary Shares of the Company to be allotted pursuant to any elections under the Scrip Dividend Scheme out of the sums standing to the credit of any reserve or account of the Company, to apply such sum in paying up such Ordinary Shares in the Company in full and to allot such Ordinary Shares in the Company to the shareholders of the Company making such elections.
15. That, in accordance with Article 5A.4 of the Company's Articles of Association, the Directors be authorised to allot equity securities (being Ordinary Shares in the Company or rights to subscribe for, or to convert securities into, Ordinary Shares in the Company) for cash as if Article 5A.1 of the Company's Articles of Association did not

apply to the allotment for the period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the date falling 15 months after the date of 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 equity securities to be allotted after such expiry and equity securities may be allotted in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired. The limit on the number of equity securities which may be so allotted is equity securities representing 10% of the issued ordinary share capital of the Company immediately prior to the passing of this resolution.

16. That the Company is hereby generally and unconditionally authorised to make market purchases of Ordinary Shares in the capital of the Company provided that:
  - a) The maximum number of Ordinary Shares authorised to be acquired is 14.99% of the number of ordinary shares in the capital of the Company in issue immediately prior to the passing of this resolution.
  - b) The minimum price which may be paid for each Ordinary Share is the lower of (i) £1; and (ii) an amount equal to 75% of the average of the closing middle market quotations for the Ordinary Shares of the Company (derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the date of purchase.
  - c) The maximum price (exclusive of expenses) which may be paid for each Ordinary Share is, in respect of a share contracted to be purchased on any day, an amount equal to the higher of (i) 105% of the average of the closing middle market quotations for the Ordinary Shares taken from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which that Ordinary Share is to be purchased; and (ii) the higher of the last independent trade and the highest current independent bid for the Ordinary Shares on the London Stock Exchange at the relevant time.
  - d) This authority will (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed or, if earlier, at close of business on the day falling 15 months after that date.
  - e) The Company may make a contract to purchase Ordinary Shares under this authority before this authority expires which will or may be executed wholly or partly after its expiration.

Dated: 9 May 2023

Registered office:  
11-15 Seaton Place  
St Helier  
Jersey  
JE4 0QH  
Channel Islands

By order of the Board  
3i plc  
Company Secretary

# Part II

## Explanation of proposed resolutions and Recommendation

### Ordinary Resolutions

**Resolution 1:** The Directors are required to lay the Company's accounts and the auditor's report before the members at a general meeting.

A copy of the Company's accounts for the financial year ended 31 March 2023 (the '2023 Accounts') is enclosed (except for those shareholders who have previously consented to receive e-communications only). The 2023 Accounts are also available on the Company's website.

**Resolution 2:** Listed companies incorporated in the UK are required to prepare a report on the remuneration of the Directors and put a resolution to approve the report to shareholders at each annual general meeting. Although 3i Infrastructure plc is incorporated in Jersey and has only non-executive Directors, the Board has chosen to ask shareholders to approve the Report of the Remuneration Committee, a copy of which is set out on page 115 of the 2023 Accounts. This resolution is advisory only and does not directly affect the remuneration paid to any Director.

**Resolution 3:** The Directors are pleased to recommend, and the shareholders are requested to declare, a final dividend of 5.575 pence per Ordinary Share, payable to those shareholders whose names appear on the Register of Members at close of business on 16 June 2023.

If the final dividend is approved, it is proposed to be paid on 10 July 2023.

**Resolutions 4, 5, 6, 7, 8, 9 and 10:** In accordance with the Company's Articles of Association and the AIC Code of Corporate Governance, all Directors wishing to serve as Directors for the forthcoming year will retire from office and stand for re-election as a Director at this Annual General Meeting. In addition, since Ian Lobley is an employee of a company in the same group as 3i Investments plc, the Company's Investment Manager, he is not considered to be independent for the purposes of the Listing Rules and under Listing Rule 15.2.13A is required to stand for re-election annually. As explained in the 2023 Annual report and accounts, it is anticipated that 3i Group plc will nominate a successor to Ian Lobley later in 2023 in accordance with the relationship agreement between 3i Group plc and the Company.

The Board believes the wide variety of skills and experience of the Directors (covering a range of industries and areas of financial services in both the UK and overseas, transportation, supply chain, utilities, branding, renewable energy, asset management, environmental and sustainability issues and accountancy) brings a valuable breadth and depth to the Board's deliberations.

In addition, following this year's formal Board evaluation process and having considered the performance and contribution of each of the Directors, the Board considers that each of the Directors seeking reappointment is effective, committed and has the appropriate level of skills and experience necessary to be an effective Director of the Company. Accordingly the Board considers the contribution of each of the Directors important in enabling the Company to fulfil its purpose of investing responsibly in infrastructure, delivering long-term sustainable returns to shareholders and having a positive impact on our portfolio companies and their stakeholders and so recommends that their reappointments are in the best interests of the Company. The Company Secretary's report is summarised in the 2023 Accounts.

The Board is satisfied that on his appointment as Chair, Richard Laing was independent for the purposes of the AIC Code of Corporate Governance (the 'AIC Code'). The Board is also satisfied that on

each of their appointments and to date, each of the other non-executive Directors seeking reappointment, other than Ian Lobley, was and is independent for the purposes of the AIC Code of Corporate Governance.

Given that the Company was considering moving its domicile to the UK, as reported last year, the Board had asked Paul Masterton, who is one of two Jersey-resident Directors on the Board, to remain on the Board for an additional year whilst it awaited the outcome of the UK Government's consultation on UK Corporate Redomiciliation. In considering Paul's status as an independent non-executive Director the Board concluded that there were no circumstances which were likely to impact or could appear to impact, his independence and he was considered to remain an independent director. As detailed in the 2023 Accounts, the Nomination Committee has started the process to recruit a successor for Paul.

The Company has been in discussion with the Jersey Financial Services Commission ('JFSC') regarding its succession plans and the challenges it faces in satisfying the requirement for two Jersey resident directors. During FY24 the Board will formally request the JFSC to grant the Company a variance to the requirement of having two Jersey resident Directors on the Board. If granted, this will allow the Nomination Committee to conduct future searches for directors in a geographically wider area leading to a more diverse pool of candidates from which to select.

Each of the Directors has undertaken to make sufficient time available to fulfil their commitments to the Company.

Following the review process of all Directors, and in accordance with Provision 23 of the AIC Code of Corporate Governance, the Directors' re-election will be proposed at the forthcoming Annual General Meeting. Each Director re-elected will hold office until he or she retires, otherwise ceases to be a Director in accordance with the Company's Articles of Association or by operation of law, or until he or she resigns.

Brief details of the Directors seeking election or re-election are set out below.

### Richard Laing

As an experienced non-executive Director and senior executive, Richard has broad strategic insight and brings long-standing experience of investing in international infrastructure along with a deep knowledge of investment companies and complex financial and funding matters. His current non-executive appointments include non-executive Director roles at JP Morgan Emerging Markets Investment Trust plc and Tritax Big Box REIT plc, and trustee and deputy chair of Leeds Castle Foundation. Richard was non-executive Chair of Perpetual Income and Growth Investment Trust plc and Miro Forestry Company Limited, and a non-executive Director of Murray Income Trust PLC and the London Metals Exchange. As a senior executive Richard was Chief Executive of CDC Group plc from 2004 to 2011, having joined the organisation in 2000 as Finance Director. Prior to CDC, he spent 15 years at De La Rue, latterly as the Group Finance Director. He also worked in agribusiness at PricewaterhouseCoopers and at Marks & Spencer. He is a Fellow of the Institute of Chartered Accountants in England and Wales (FCA).

Chair and Board member since 1 January 2016. Chair of the Nomination, Disclosure and Management Engagement Committees. Member of the Remuneration Committee. Resident in the UK.

## Part II continued

**Doug Bannister**

Doug has over 31 years of experience in the international transportation and distribution sectors, has an in-depth knowledge of leading asset intensive operational businesses and is an experienced senior executive having led such businesses internationally. He has knowledge of turnaround, mergers and acquisition integration, restructuring and transformation of capital intensive businesses. He became the Chief Executive of Dover Harbour Board in January 2019 and is the Deputy Chair of the British Ports Association. He was the Group CEO of the Ports of Jersey (Airport & Harbours) from 2011 to 2018 and in 2016, was awarded the Institute of Directors Jersey Director of the Year for large businesses. He previously led businesses trading around the world for P&O Nedlloyd and Maersk Line.

Board member since 1 January 2015. Member of the Audit and Risk, Management Engagement, Remuneration and Disclosure Committees. Resident in the UK.

**Wendy Dorman**

Wendy brings to the Board leadership and corporate governance experience, alongside expertise in accounting and taxation of UK and offshore investment funds, including the tax aspects of fund structuring. Wendy has over 28 years' experience as a chartered accountant and tax adviser and has extensive knowledge of risk mitigation, compliance and corporate governance. She is a non-executive Director and Chair of the Audit and Risk Committee of Jersey Electricity plc and CQS New City High Yield Fund Limited. Wendy was a non-executive Director of Jersey Finance Limited and led the Channel Islands tax practice of PwC from 2008 to 2015. Wendy was Chair of the Jersey branch of the Institute of Directors from 2014 to 2016 and is a former President of the Jersey Society of Chartered and Certified Accountants.

Board member since 1 March 2015. Chair of the Audit and Risk Committee. Member of the Management Engagement, Remuneration, Nomination and Disclosure Committees. Resident in Jersey.

**Stephanie Hazell**

Stephanie has over 20 years' experience spanning the energy, infrastructure and telecoms sectors and brings a broad strategic experience in the infrastructure sector. She is a non-executive Director at Atlasconnect Limited, Renew Holdings plc, Neos Networks, North Sea Midstream Partners Limited (Jersey), NNXYZ Limited and Open Utility Limited (Piclo). In addition she is a member of the advisory committee of Shell New Energy Ventures.

Stephanie was previously a Group Director of Strategy and Corporate Development at National Grid and a senior manager with Orange and Virgin Group. She began her career as a management consultant at PwC.

Board member since 29 September 2022. Member of Audit and Risk, Management Engagement, Remuneration and Disclosure Committees. UK resident.

**Samantha Hoe-Richardson**

Samantha brings an in-depth understanding of environmental and sustainability matters with over 11 years' experience covering these issues, as well as broad-based non-executive Director experience. She has 18 years' senior executive experience in global mining and infrastructure. Samantha is currently a non-executive Director of Assured Guaranty UK Limited and Kew Soda Ltd and an independent adviser on Climate Change & Sustainability to Laing O'Rourke. Samantha was a non-executive Director and Chair of the Audit Committee for each of Lancashire Holdings Limited, Lancashire Insurance UK Limited and Unum Limited.

Samantha was Head of Environment & Sustainable Development at Network Rail until 2017 and prior to that was Head of Environment at Anglo American plc. She previously worked in investment banking and audit. Samantha is a qualified Chartered Accountant.

Board member since 22 February 2020. Member of the Audit and Risk, Management Engagement, Remuneration and Disclosure Committees. Resident in the UK.

**Ian Lobley**

Ian is 3i Group plc's nominated Director. Ian has been a Partner at 3i Group plc since 1994 and has been an active investor and board member across Europe, Asia and the USA. In his role as Managing Partner – Asset Management, Ian brings valuable experience and insight into the assessment of new investments and management of the portfolio. He has extensive knowledge on environmental, social and governance matters and is an experienced non-executive Director across sectors, continents and ownership models. Ian has significant experience, as an investor and as an engineer, of disruptive technologies across multiple end markets.

Ian is a non-executive Director of AES Engineering Ltd, Cirtec Medical Holdco LLC, Tato Holdings Ltd and BSI Group, where he is the senior independent director. Ian was a long-term member of the 3i Group plc Investment Committee. Prior to joining 3i, Ian was an engineer at BOC Specialty Gases.

Board member since 6 May 2014. Resident in the UK.

**Paul Masterton**

Paul brings extensive experience in leading and developing large companies and of mergers and acquisitions. He has particular experience from an international business perspective and knowledge of digital technology. Paul has deep experience as a non-executive Director with extensive knowledge of board governance, remuneration, leadership and team development (including coaching and mentoring) and has a focus on corporate social responsibility.

Paul's current non-executive appointments include Chair of both the Insurance Corporation CI and States of Jersey Development Company, and Senior Independent Director of the Jersey Competition & Regulatory Authority. Paul is the Chair of governors of Jersey College of Higher Education and University of Jersey. He was a trustee of Digital Jersey from 2017 to 2022 and the Chief Executive of the Durrell Wildlife Conservation Trust, an international wildlife charity, from 2008 to 2013.

Paul spent 25 years with RR Donnelley, including as president of the company's businesses in Europe, Russia and India.

Board member since 4 April 2013. Senior Independent Director and Chair of the Remuneration Committee. Member of the Audit and Risk, Management Engagement, Nomination and Disclosure Committees. Resident in Jersey.

**Resolutions 11 and 12:** Shareholders will be asked to approve the appointment of Deloitte LLP as the Company's independent auditor until the conclusion of the next annual general meeting due to be held in 2024 and to grant authority to the Board to determine the auditor's remuneration.

**Resolution 13:** This resolution gives the Board the authority, in accordance with Article 115 of the Company's Articles of Association, to offer the holders of Ordinary Shares of the Company, to the extent and in the manner determined by the Directors, the right to elect to receive new Ordinary Shares (credited as fully paid) instead of cash, in respect of all or part of any dividend declared or paid in the period between the passing of this resolution and conclusion of the annual general meeting of the Company due to be held in 2024 (the 'Scrip Dividend Scheme').

#### Special resolutions

**Resolution 14:** This resolution gives the Board the authority, in accordance with the Company's Articles of Association, to capitalise the appropriate number of new Ordinary Shares of the Company to be allotted pursuant to any elections under the Scrip Dividend Scheme out of the sums standing to the credit of any reserve or account of the Company, to apply such sum in paying up such Ordinary Shares in the Company in full and to allot such Ordinary Shares to the shareholders of the Company making such elections. This resolution is to be proposed as a special resolution under Jersey law and so will require a majority of not less than two thirds of the shares voted on the resolution to pass.

As at the date hereof, the Directors have no intention to exercise the authorities set out in resolutions 13 and 14, although they consider their grant to be appropriate in order to preserve maximum flexibility for the future.

**Resolution 15:** For legal, regulatory and practical reasons there may be occasions when the Directors will need the flexibility to issue shares without a pre-emptive offer to existing shareholders. This resolution renews the Board's authority to allot equity securities (being Ordinary Shares or rights to subscribe for, or to convert securities into, Ordinary Shares) for cash without first offering them to existing shareholders on a pro-rata basis. The limit on the number of equity securities which may be so allotted is equity securities representing 10% of the issued ordinary share capital of the Company as at the date on which Resolution 15 is passed (this would equate to 92,235,000 Ordinary Shares as at the latest practicable date prior to the date of this document). The authority expires at close of business on the date falling 15 months after the date of passing of this resolution or the conclusion of the next annual general meeting of the Company, whichever is the earlier.

The Company is a closed ended investment company, whose shares are admitted to the premium segment of the official list maintained by the Financial Conduct Authority and to trading on the London Stock Exchange's main market for listed securities. Accordingly any issue of shares (or sale from treasury) by the Company is subject to the additional qualification that the relevant shares must be issued for a price at least equal to the prevailing net asset value for the relevant class of shares.

Given this additional requirement, the Directors believe that an authority to issue new shares in a number equal to up to 10% of the existing issued Ordinary Shares is appropriate.

This resolution is to be proposed as a special resolution and, pursuant to the Articles of Association, will require a majority of not less than 75% of the shares voted on the resolution to pass.

**Resolution 16:** This resolution renews the share buy-back authority that was given at the annual general meeting of the Company last year. Resolution 16 gives the Directors authority to make market purchases of the Company's own shares for cancellation, up to 14.99% of the issued share capital of the Company as at the date on which Resolution 16 is passed. This authority will only be invoked if, after taking proper advice, the Directors consider that benefits will accrue to shareholders generally, either through enhancement of the Net Asset Value (NAV) per share or gauged by another measure deemed to be more relevant.

The resolution specifies the maximum and minimum prices at which shares may be bought. Any shares purchased in this way will be cancelled (and the number of shares in issue reduced accordingly). Given that the Company's shares do not have a nominal value, the Board has decided to provide for the minimum price in the buy-back resolution to be calculated by reference to market value, in order to mirror more closely the spread between minimum and maximum price of other listed companies that use the nominal value of their shares as the minimum price. The authority expires at close of business on the date falling 15 months after the date of passing of this resolution or the conclusion of the next annual general meeting of the Company, whichever is the earlier.

As at the date hereof, the Directors have no intention to exercise this authority, although they consider its grant to be appropriate in order to preserve maximum flexibility for the future.

This resolution is to be proposed as a special resolution under Jersey law and so will require a majority of not less than two thirds of the shares voted on the resolution to pass.

#### Recommendation

The Board considers that the resolutions proposed in this Notice of Annual General Meeting are in the best interests of the Company and the shareholders as a whole. Accordingly, the members of the Board (other than, in the case of resolutions 4 to 10, the Director proposed for re-election in each resolution as appropriate) unanimously recommend shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting, as all the Directors intend to do in respect of their own beneficial holdings totaling 121,747 Ordinary Shares (representing approximately 0.00132% of the Company's issued share capital as at 9 May 2023, being the latest practicable date prior to the publication of this document).

# Part III

## Guidance Notes

The Annual General Meeting ('AGM' or 'Meeting') is a meeting of members (that is to say, shareholders) which the Company must hold each year.

Shareholders are strongly encouraged to appoint the Chair of the Meeting as their proxy to vote on their behalf on the resolutions put to the AGM. They are strongly urged not to appoint a named Director or other person as their proxy as that person may not then in fact attend the Meeting and thus will not be able to cast the shareholder's votes in accordance with their instructions.

Voting will be conducted on a poll at the Meeting. On a poll vote every shareholder will, through their proxy, have one vote for every ordinary share of which they are the holder.

Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company specifies that only those people registered as shareholders in the register of members of the Company at close of business on 4 July 2023 or, in the event that the Meeting is adjourned, in the register of members at close of business two days prior to any adjourned meeting, shall be entitled to attend or vote at the AGM convened pursuant to this Notice in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after close of business on those dates shall be disregarded in determining the rights of any person to attend or vote at such Meeting.

### 1. Appointment of proxies

Shareholders entitled to attend and vote at the AGM are entitled to appoint one or more proxies to attend and to vote in their place. In order to reduce the Company's environmental impact, shareholders will not receive a hard copy Proxy Form for the 2023 AGM in the post automatically. Instead, shareholders will be able to appoint a proxy electronically using the link [www.signalshares.com](http://www.signalshares.com). Details of how to appoint a proxy in this way are set out in paragraphs 1b and 1c below. Alternatively, shareholders may request a hard copy Proxy Form directly from our Registrar, Link Group. Details of how to request, and complete, a hard copy Proxy Form are set out on in paragraph 1a. In the case of joint shareholders, only one need sign the Proxy Form. The vote of the senior joint shareholder will be accepted to the exclusion of the votes of the other joint shareholders. For this purpose, seniority will be determined by the order in which the names of the shareholders appear in the register of members in respect of the joint shareholding. The completion and return of the Proxy Form will not stop shareholders from attending and voting in person at the AGM if they wish to do so and are so entitled, and taking into account the guidance explained above. A proxy need not be a shareholder of the Company. Shareholders may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held.

Members may appoint proxies using the following methods:

#### a. Postal proxy voting

Shareholders may request a hard copy Proxy Form directly from our Registrar, Link Group, on Tel: 0371 664 0300 or by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am – 5.30pm, Monday to Friday excluding public holidays in England and Wales.

To be valid, a Proxy Form must be completed in accordance with the instructions printed on it and shareholders are requested to deposit it (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy thereof) by no later than 11.00am on 4 July 2023 with Link Group at the following address: Link Group, FREEPOST PXS, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Please note that the Freepost address must be completed in block capitals and that delivery using this service usually takes up to five business days but may take longer. Alternatively the Proxy Form can be posted to the following address but a stamp will be required: Link Group, PXS, 1 Central Square, 29 Wellington Street, Leeds, LS1 4DL. Completion of a Proxy Form will not prevent shareholders from attending and voting at the Meeting in person if you so wish and are so entitled.

To appoint more than one proxy shareholders may photocopy the Proxy Form. Please indicate the proxy holder's name and number of shares in relation to which they are authorised to act as proxy (which, in aggregate, should not exceed the total number of shares held). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

#### b. Electronic proxy voting

To be valid, the appointment of a proxy electronically must be made by accessing the website <https://www.my3inshares.com> by no later than 11.00am on 4 July 2023. This website is operated by the Company's registrar, Link Group. Full details of the proxy voting procedure are given on the website and shareholders are advised to read the terms and conditions relating to the use of this facility before appointing a proxy. Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged in any way. Any electronic communication sent by a shareholder that is suspected to contain a computer virus will not be accepted.

#### c. Via LinkVote+

Link Group, the Company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store



GooglePlay



Your vote must be lodged by 48 hours prior to the start of the meeting, in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting.

#### d. Via Proximity

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by no later than 48 hours before the time of the Annual General Meeting in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting.

Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

#### e. Using the CREST proxy voting service

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (RA10) by the latest time for receipt of proxy appointments specified in the Notice of Meeting.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited's does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Articles 33–34 of the Companies (Uncertificated Securities) (Jersey) Order 1999. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy, which are to be transmitted through CREST, are required to be lodged no later than 11.00am on 4 July 2023.

Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.

#### f. Further information on proxies

If you are using a hard copy Proxy Form, you can instruct your proxy how to vote on each resolution on which a poll is taken by ticking the 'For' or 'Against' boxes as appropriate (or entering the number of shares which you are entitled to vote). If you wish to abstain from voting on any resolution on which a poll is taken please tick the box which is marked 'Vote Withheld'. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution. If you do not indicate on the Proxy Form how your proxy should vote, your proxy can exercise their

discretion as to whether, and if so how, they vote on each resolution, as they will do in respect of any other business (including amendments to resolutions) which may properly be conducted at the AGM.

#### g. Corporate shareholders

A company incorporated in England & Wales or Northern Ireland should execute a hard copy of the Proxy Form under its common seal or otherwise in accordance with Section 44 of the Companies Act 2006 or by signature on its behalf by a duly authorised officer or attorney whose power of attorney or other authority should be enclosed with the Proxy Form. The resolution of authorisation (if any) should be returned with the Proxy Form.

#### h. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

#### i. Electronic communications with shareholders

Shareholders may elect to receive shareholder communications electronically in future by visiting our Registrar's website at <https://www.my3inshares.com> and following the instructions there to register. Shareholders will then be emailed, at the appropriate times each year, a link to an electronic copy of the Notice of AGM and the Annual report and accounts, rather than receiving hard copies. Shareholders may also make proxy appointments and give voting instructions electronically via the signalshare website (<https://www.my3inshares.com>). Members who have general queries about the Meeting, not including the return of proxies which should be done using the link provided above, may use the following means of communication, but this method of communication may not be used for the return of proxies or other purposes: calling Link Group on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am – 5.30pm, Monday to Friday excluding public holidays in England and Wales. Please note that calls may be monitored or recorded for training and quality purposes.

You may not use any electronic address provided either in this Notice of AGM or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

#### j. Shares and voting rights

As at 9 May 2023, the latest practicable date before the date of this Notice, the Company's issued share capital consisted of 922,350,000 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date were 922,350,000. As at 9 May 2023 the Company did not hold any shares in treasury.

#### k. Information on the website

A copy of this Notice and certain other information can be found at [www.3i-infrastructure.com](http://www.3i-infrastructure.com). Copies of the Directors' appointment letters are available for inspection during normal business hours on any business day at the Company's registered office. Details of Directors' appointment letters will be made available on the Company's website [www.3i-infrastructure.com](http://www.3i-infrastructure.com) during the AGM.

#### l. Results of voting at the AGM

The results of the voting at the AGM will be announced through a Regulatory Information Service and will be posted on the Company's website [www.3i-infrastructure.com](http://www.3i-infrastructure.com) as soon as possible following the AGM.

#### m. Personal data

The Company may process personal data of attendees at the AGM. This may include webcasts, photos, recording and audio and video links, as well as other forms of personal data. The Company shall process such personal data in accordance with its privacy policy, which can be found at <https://www.3i-infrastructure.com>.

Link Group, the Company's registrar, has launched a shareholder app: LinkVote+.

It's free to download and use and gives shareholders the ability to access their records at any time.

The app also allows users to submit a proxy appointment quickly and easily online rather than through the post.



The app is available to download on the Apple App Store and Google Play

