

Annual General Meeting and Extraordinary General Meeting



8 July 2014

Introduction

Peter Sedgwick
Chairman





- Introduction
- Review and business update
- Annual General Meeting
- Extraordinary General Meeting

Board of Directors

3i Infrastructure plc



Peter Sedgwick

Chairman



Philip Austin

Non-executive Director
Senior Independent Director



Sir John Collins

Non-executive Director



Ian Loble

Non-executive Director
(3i nominee)



Paul Masterton

Non-executive Director



Steven Wilderspin

Non-executive Director
Chairman of Audit Committee



Steady net asset value progression

£71m total return for the year (6.6% of opening net asset value) driven by a strong performance from the European portfolio and the stabilisation of the 3i India Infrastructure Fund in the second half of the year

6.6%

Strong portfolio income generation

Portfolio income¹ of £82m, an increase of £10m over last year

£82m

Renewed investment activity

£84m invested and committed in the year, including £62m in Cross London Trains and £19m in two new primary PPP projects

£84m

Continued delivery of dividend objective

Full year dividend of 6.7p per share, representing 5.5% of opening net asset value, in line with our objective

6.7p

1. Portfolio income comprises aggregate dividends, interest income and fees received during the year from portfolio assets, and is consistent with the measure used in previous years.



Review and business update

Ben Loomes

Managing Partner and
Co-head of Infrastructure
3i Investments plc



A good start to the current financial year

IMS for the period from 1 April 2014 to 30 June 2014

3i Infrastructure plc



- European portfolio continues to perform well and generated income of £19.5m in the period (period to 30 June 2013: £17.9m)
- New investment of £4.6m in Ayrshire college primary PPP project
- Distribution proceeds of £7.4m received from the partial sale of the India Fund's investment in Adani Power
- India Fund valuation influenced by a number of factors, including
 - Sterling/Indian rupee exchange rate - broadly stable in the period
 - Adani Power share price – up 29% in the period
- Cash balance of £90.2m, after the payment of the £29.5m final dividend on 11 July 2014

Differentiated and attractive investment proposition for shareholders



- Existing European portfolio provides a **strong basis for future returns** and **differentiated access** for shareholders to the infrastructure asset class compared to other UK listed vehicles
- Our target European markets provide **attractive investment opportunities** in core infrastructure as well as primary PPP and renewable energy projects
- With our **specialist investment and asset management skills** and **strong track record**, the Investment Adviser is well placed to deliver the Company's objectives



Focus on the core infrastructure market, while building over time further exposure to primary projects with attractive risk-adjusted returns

Target markets

Core infrastructure

Dynamic businesses that own their asset base in perpetuity, not concessions with a finite life. These have low volatility across economic cycles and tend to offer returns of between 8–15%.

Objective: at least 75% of portfolio value

Primary PPP / low-risk energy projects

Concession-based primary PPP projects, mainly in education, healthcare and public sector accommodation, as well as primary renewable energy projects. These investments typically target returns of between 9–12%.

Objective: build further exposure to primary PPP projects over time

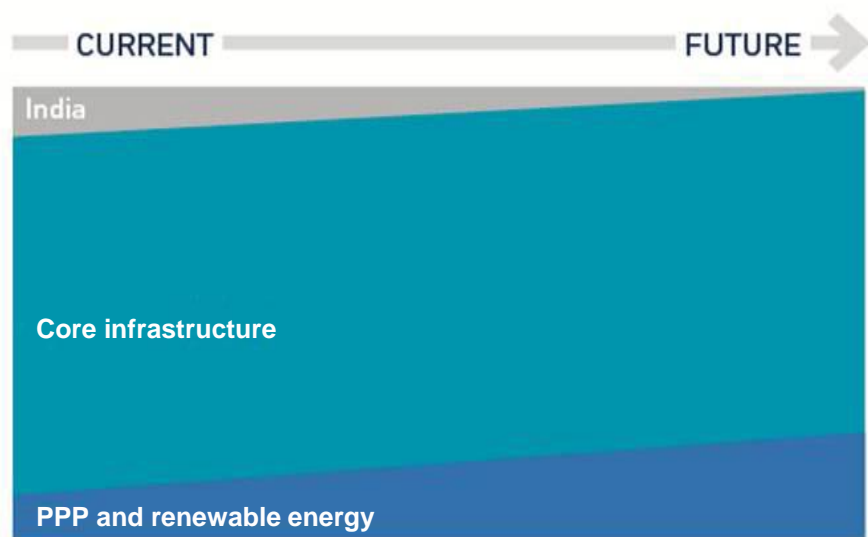
India infrastructure

Higher risk characteristics, through exposure to increased market or geopolitical risk.

Objective: realisation of investments over time



Over time, the portfolio will rebalance in favour of **less volatile** core infrastructure and primary PPP project investments in **developed markets**



The portfolio composition will evolve over time:

- At least 75% of portfolio value invested in core infrastructure
- Build further exposure to primary PPP and renewable energy projects over time as the India Fund portfolio is realised

Delivering an attractive **balance of income yield and capital growth**

Investment advisory team providing specialist investment skills and comprehensive coverage of target markets

3i Infrastructure plc



Ben Loomes
Managing Partner



Phil White
Managing Partner



Neil King
Senior Partner



Stéphane Grandguillaume
Partner



Andy Matthews
Partner



Nigel Middleton
Partner

Team broadened and strengthened with over 30 investment professionals, based in London, Paris and Mumbai

AGM resolutions

Peter Sedgwick
Chairman





- 13 ordinary resolutions
 - Normal annual business (including dividend and auditor reappointment)
 - Directors submitting themselves for election or re-election
 - Approval of Directors' remuneration report
 - Scrip Dividend Scheme

- 2 special resolutions
 - Dis-application of pre-emption rights
 - Authorisation of share buy-back authority



FORM OF PROXY

3i Infrastructure plc – ANNUAL GENERAL MEETING

Barcode:

Investor Code:

I/We being a member of the company hereby appoint the Chairman of the meeting or (see note 1 over)
Name of proxy Number of shares proxy appointed over

Event Code:

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 11:00am on Tuesday 8 July 2014 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:

If you wish to appoint multiple proxies please see note 1 over. ☐ Please also tick here if you are appointing more than one proxy.

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

Ordinary Resolutions

1. To receive and consider the Company's accounts for the year to 31 March 2014 and the auditors' report on those accounts.
2. To approve the Directors' remuneration report for the year to 31 March 2014.
3. To declare a final dividend of 3.35p per Ordinary Share.
4. To re-elect Peter Sedgwick as a Director.
5. To re-elect Philip Austin as a Director.
6. To re-elect Sir John Collins as a Director.
7. To re-elect Paul Master ton as a Director.
8. To re-elect Steven Wilderspin as a Director.
9. To elect Ian Loble as a Director.
10. To re-appoint Ernst & Young LLP as independent auditors of the Company, to hold office until the conclusion of the next annual general meeting.
11. To authorise the Directors to determine the remuneration of the independent auditors.

For	Against	Vote Withheld
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RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

12. To authorise the Directors to offer ordinary shareholders 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 2015 (the "Scrip Dividend Scheme").
13. To authorise the Directors to capitalise the appropriate nominal amounts of new ordinary shares of the Company to be allotted pursuant to any elections under the Scrip Dividend Scheme.

For	Against	Vote Withheld
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<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Special Resolutions

14. To authorise the Directors to allot shares in the Company for cash up to an amount equal to five per cent of the Company's issued ordinary share capital (as at the date of the notice) as if pre-emption rights did not apply to the allotment.
15. To authorise the Company to make market purchases of ordinary shares in the capital of the Company.

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>



3i Infrastructure plc



EGM

Peter Sedgwick
Chairman



Changes to the Investment Advisory Agreement benefit shareholders

3i Infrastructure plc



- Reduction in the advisory fee rate for investments in future primary PPP and individual renewable energy projects to 1.0% (reduced from existing rate of 1.5% with a step down to 1.25%)
- Introduction of a high water mark requirement to the performance fee, in addition to the existing annual hurdle rate (which remains unchanged)
- Extension of the fixed term of the Investment Advisory Agreement by four years, followed by one year's rolling notice
- Amendment of existing exclusivity arrangements such that they will apply throughout the lengthened term of Investment Advisory Agreement, provided the Company has sufficient funds available to invest

Approval by a majority vote of the independent shareholders



“That the Amendment Agreement dated 8 May 2014 relating to the Company’s Investment Advisory Agreement with 3i Investments plc as summarised in Part II of the Company’s circular to shareholders dated 19 June 2014, which constitutes a related party transaction under the Financial Conduct Authority’s Listing Rules, be and is hereby approved.”



FORM OF PROXY

3i Infrastructure plc – EXTRAORDINARY GENERAL MEETING

Barcode:

Investor Code:

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 1 over)

Event Code:

Name of proxy

Number of shares proxy appointed over

as my/our proxy to vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at 16 Palace Street, London SW1E 5JD on Tuesday 8 July 2014 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:
If you wish to appoint multiple proxies please see note 1 over. ☐ Please also tick here if you are appointing more than one proxy.

RESOLUTION

Please mark 'X' to indicate how you wish to vote

Ordinary Resolution

- To approve the Amendment Agreement dated 8 May 2014 relating to the Company's Investment Advisory Agreement with 3i Investments plc as summarised in Part II of the Company's circular to shareholders dated 19 June 2014, which constitutes a related party transaction under the Financial Conduct Authority's Listing Rules.

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

3i Infrastructure plc

