

3i Infrastructure Limited – Annual General Meeting

The Annual General Meeting for 2007 of 3i Infrastructure Limited was held on Friday, 24 August 2007 at 16 Palace Street, London SW1E 5JD.

Voting was conducted on a show of hands and the resolutions below were duly passed. Resolutions 1 to 7 were passed as ordinary resolutions and resolutions 8 and 9 were passed as special resolutions.

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| Resolutions: |
| 1. To elect Peter Sedgwick as a director. |
| 2. To re-elect Philip Austin as a director. |
| 3. To re-elect Martin Dryden as a director. |
| 4. To elect Peter Wagner as a director. |
| 5. To elect Paul Waller as a director. |
| 6. To re-appoint Ernst & Young LLP as independent auditors of the Company, to hold office until the conclusion of the next Annual General Meeting. |
| 7. To authorise the directors to determine the remuneration of the independent auditors. |
| 8. That the articles of association of the Company be and are hereby amended by the addition of a new Article 5A (pre-emption on allotment), as set out in the Notice of Meeting. |
| 9. That subject to and conditional on the passing of resolution 8 above; in accordance with Article 5.A.4 of the Company's articles of association (as amended) the directors be empowered 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 (being up to 35,142,990 ordinary shares) as if Article 5.A.1 of the Company's articles of association (as amended) did not apply to the allotment for the period expiring on the date falling eighteen months after the date of passing of this resolution or the conclusion of the next annual general meeting of the Company, whichever the earlier. |