

3i Infrastructure plc – Annual General Meeting

The Annual General Meeting for 2009 of 3i Infrastructure plc was held on Tuesday 7 July 2009 at 16 Palace Street, London, SW1E 5JD.

A poll was held on each of the resolutions proposed and each resolution was passed. Resolutions 1 to 7 were passed as ordinary resolutions and resolutions 8 to 10 were passed as special resolutions.

Resolutions	For	Against	Abstain
1. To receive and consider the Company's Accounts for the year to 31 March 2009 and the auditors' report on those Accounts.	573,861,002	9,367,496	1,353,862
2. To declare a final dividend of 3.2p per Ordinary Share, payable to those shareholders whose names appear on the Register of Members at close of business on 29 May 2009.	584,582,336	25	-
3. To re-elect Philip Austin as a Director.	584,256,674	324,687	1,000
4. To re-elect Paul Waller as a Director.	582,389,932	2,191,428	1,000
5. To elect Sir John Collins as a Director.	584,256,674	324,687	1,000
6. To reappoint Ernst & Young LLP as independent auditors of the Company, to hold office until the conclusion of the next Annual General Meeting.	583,732,674	848,687	1,000
7. To authorise the Directors to determine the remuneration of the independent auditors.	584,256,674	324,687	1,000
8. That the Articles of Association of the Company be and are hereby amended as follows:- (i) by the deletion of the current Article 5A.2 and its replacement by the following new Article 5A.2: "5A.2 The offer shall be made by notice in accordance with Articles 119, 120 and 122 to 126 (inclusive) specifying the number of shares offered, and specifying a period of not less than 10 business days within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, or, if earlier, on the receipt by the Company of acceptances or refusals of the offer from each person to whom the offer was made, the board may dispose of those shares that have not been taken up in the offer, in such manner as they think most beneficial to the Company. The board may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the board, be conveniently offered under this Article 5A."; (ii) by the deletion of the current definition of "business days" in Article 2.1 and its replacement with the following: "(a) any day (except Saturday and Sunday) on which banks in Jersey are open for business; or (b) in relation to Article 5A.2 only, any day (other than a Saturday or a Sunday) on which banks are open for business in London (other than solely for the purpose of trading and settling in Euro);"; (iii) by the deletion of the current Article 47.1 and its	584,266,674	315,687	-

<p>replacement by the following new Article 47.1: “47.1 An annual general meeting shall be called by not less than 21 clear days’ notice. All other general meetings shall be called by not less than 14 clear days’ notice.”; and</p> <p>(iv)by the deletion of the current Article 65.1 and its replacement by the following new Article 65.1: “65.1The appointment of a proxy shall: 65.1.1 in the case of an instrument, be delivered personally or by post to the office or such other place as may be specified by or on behalf of the company for that purpose: 65.1.1.1 in the notice convening the meeting; or 65.1.1.2 in any form of proxy sent by or on behalf of the Company in relation to the meeting, not less than 48 hours prior to the time appointed for holding the meeting or adjourned meeting (or any postponed time appointed for holding the meeting pursuant to Article 46.6) at which the person named in the instrument proposes to vote; or 65.1.2 in the case of an appointment contained in an electronic communication, where an address has been specified by or on behalf of the Company for the purpose of receiving electronic communications: 65.1.2.1 in the notice convening the meeting; or 65.1.2.2 in any form of proxy sent by or on behalf of the Company in relation to the meeting; or relation to the meeting, be received at such address not less than 48 hours prior to the time appointed for holding the meeting or adjourned meeting (or any postponed time appointed for holding the meeting pursuant to Article 46.6) at which the person named in the appointment proposes to vote; or 65.1.3 in either case, where a poll is taken more than 48 hours after it is demanded, be delivered or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or 65.1.4 in the case only of an instrument, where a poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director; And for the purpose of this Article 65.1 and Article 66.2 “address”, in relation to the electronic communications includes any number or address (including in the case of any Uncertificated Proxy Instruction permitted pursuant to Article 65.2, an identification number of a participant in the relevant system concerned) used for the purposes of such communications.”</p>			
<p>9. That, in accordance with Article 5A.4 of the Company’s Articles of Association, the Directors be empowered to allot up to 40,554,104 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 on the date falling 18 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</p>	<p>582,329,029</p>	<p>2,253,332</p>	<p>-</p>

agreement which would or might require shares to be allotted after such expiry and shares may be allotted in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.			
<p>10. That the Company is hereby generally and unconditionally authorised to make market purchases of Ordinary Shares in the capital of the Company provided that:</p> <p>(a) the maximum number of Ordinary Shares authorised to be acquired is 121,581,204;</p> <p>(b) the minimum price which may be paid for each Ordinary Share is £1.00 (exclusive of expenses);</p> <p>(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 (a) 105% of the average of the middle market quotations for the Ordinary Shares taken from the Daily Official List of the London Stock Exchange for the five business days before the purchase is made; and (b) the higher of the last independent trade and the highest current independent bid on the London Stock Exchange.</p> <p>(d) this authority will (unless renewed) 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, 15 months after that date; and</p> <p>(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.</p>	577,068,555	7,513,806	-