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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, together with the accompanying proxy form (the "**Proxy Form**"), 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.

A letter from the Chairman, Peter Sedgwick, appears in Part I of this document.

3i Infrastructure plc

(incorporated in Jersey with registered no. 95682)

Notice of Annual General Meeting 2015

A notice convening the Company's annual general meeting which is to be held at 60 Victoria Embankment, London EC4Y 0JP on Tuesday 7 July 2015 at 11.00am (the "**Annual General Meeting**") is set out on pages 8 and 9 of this document.

Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and sign the accompanying Proxy Form in accordance with the instructions printed thereon or to register the appointment of a proxy electronically. Guidance notes to assist you completing the Proxy Form or to register the appointment of a proxy electronically are set out on pages 10 and 11 of this document. You are requested to return a completed Proxy Form to Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU or register an appointment of proxy electronically, by no later than 11.00am on Sunday 5 July 2015. The return of a completed Proxy Form or appointment of a proxy electronically will not prevent you from attending the Annual General Meeting and voting in person if you so wish and are so entitled.

If you have any questions relating to the completion and return of the Proxy Form, please call Capita Asset Services (Tel: 0871 664 0300 or, if calling from outside the UK, +44 20 3728 5000; calls made from a landline in the UK cost 10p per minute plus network extras. Lines are open 9:00am – 5:30pm, Monday – Friday). Please note that calls may be monitored or recorded for training and quality purposes.

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Expected Timetable

Times

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

Latest time and date for the Proxy Form for the Annual General Meeting to be returned

11.00am on Sunday 5 July 2015

Time and date of Annual General Meeting

11.00am on Tuesday 7 July 2015

Part I

Letter from Peter Sedgwick, Chairman of the Company

Directors (all non-executive):
 Peter Sedgwick (Chairman)
 Philip Austin
 Doug Bannister
 Wendy Dorman
 Ian Lobley
 Paul Masterton
 Steven Wilderspin

Registered office:
 12 Castle Street
 St Helier
 Jersey
 JE2 3RT
 Channel Islands
 (incorporated in Jersey with registered no. 95682)
 4 June 2015

Dear shareholder,

Annual General Meeting

1. Introduction

The Annual General Meeting of the Company will be held at 60 Victoria Embankment, London, EC4Y 0JP on Tuesday 7 July 2015 at 11.00am. The business to be considered at the Annual General Meeting is contained in the formal notice convening the Annual General Meeting on pages 8 and 9 of this document. A brief explanation of each resolution to be considered is set out below. The resolutions are in standard form and are therefore very similar to last year's resolutions, except for the proposed changes to the Company's Articles of Association, which are summarised below and in Part II of this document.

Voting on all of the proposed resolutions at the Annual General Meeting will, again, be conducted on a poll rather than a show of hands. Voting on a poll is seen as best practice as it gives all shareholders the same opportunity to participate in company decisions and have their votes recorded. Except where indicated otherwise, each of the resolutions will be proposed as an ordinary resolution, which will require a majority of the votes cast on the resolution to be in favour, in order for the resolution to be passed.

2. Resolutions at the Annual General Meeting

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

A copy of the Company's accounts for the financial year ended 31 March 2015 (the "2015 Accounts") is enclosed (except for those shareholders who have previously consented to receive e-communications only).

Resolution 2: Listed companies incorporated in the UK are required to prepare a Directors' remuneration report and put a resolution to approve the report to shareholders at the 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 Directors' remuneration report, a copy of which is set out on page 67 of the 2015 Accounts. The remuneration report includes a proposal to increase non-executive Directors' fees with effect from 1 September 2015. The Directors believe that the increase in Directors' remuneration is appropriate in view of the increasing time commitments which the Company requires of the Directors and the fact that there has been no significant change in Directors' base fees since 2008. The vote on the remuneration report is advisory and failure to pass the resolution will not require any money already paid to Board members to be repaid. However, the Directors have resolved that if the vote is not passed, the proposed increase in the non-executive Directors' fees described in the remuneration report will not be implemented.

Shareholders should note that, as described below, Resolution 15 seeks approval for an increase in the aggregate annual limit on the remuneration that may be paid to Directors contained in the Company's Articles of Association. No increase in non-executive Directors' fees beyond that described in the preceding paragraph is proposed or anticipated, except that the Company recognises that, when seeking my replacement as Chairman, it may prove necessary to increase the remuneration for this role above its current level. The proposed increase in non-executive Directors' fees from 1 September 2015 (described in the preceding paragraph) is not dependent on Resolution 15 being passed, as such proposed increase in non-executive Directors' fees can be accommodated within the existing aggregate annual limit.

Resolution 3: The Directors are pleased to recommend, and the shareholders are requested to declare, a final dividend of 3.62p per Ordinary Share, payable to those shareholders whose names appear on the Register of Members at close of business on 19 June 2015. If the final dividend is approved, it is proposed to be paid on 10 July 2015.

Resolutions 4, 5, 6, 7, 8, 9 and 10: The Company's Articles of Association contain provisions for the periodic retirement of Directors. However, in accordance with current best practice in the UK Corporate Governance Code, the Board has decided that all Directors wishing to serve as Directors for the forthcoming year will stand for election or re-election (as appropriate) as Directors at this Annual General Meeting. In addition, since Ian Lobley is an employee of a subsidiary of 3i Group plc, he is not considered to be independent for the purposes of Listing Rule 15.2.13A and accordingly is required to stand for annual re-election pursuant to that Listing Rule. Each Director elected or re-elected (as appropriate) will hold office until he or she retires, or 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.

The UK Corporate Governance Code recommends that the Board should undertake a formal annual evaluation of its own performance and that of its committees and individual Directors. During the year, an independent external review was conducted to evaluate the performance and effectiveness of the Board and that of its committees and individual Directors. All Board members gave personal views to both the consultant and me in my role as Chairman and we gave feedback to the Board. These processes also involved evaluation by members of the Audit Committee of their performance. The Senior Independent Director also led a review by the Directors of my performance as Chairman.

Part I continued

The Board's policy is to refresh its composition over time in a planned way that provides it with the desired skill set and we are therefore pleased that two new Directors have joined the Board in the last year.

Following the review process of all Directors, and in accordance with Section B.7.2 of the UK Corporate Governance Code, I will propose their election or re-election (as appropriate) at the forthcoming Annual General Meeting. The Board believes that each Director standing for election or re-election (as appropriate) should be elected or re-elected (as appropriate), as each has an appropriate level of experience in the infrastructure market or in management of investment vehicles similar to the Company. The Board further believes that each Director's performance continues to be effective and demonstrates commitment to their respective roles.

Brief details of those Directors seeking shareholder approval for election or re-election (as appropriate) are set out below.

I am seeking re-election to the Board, but, as announced on 12 May 2015, I plan to stand down as Chairman with effect from 31 December 2015, after serving more than eight years in the role. The Company is actively seeking a suitable replacement.

Peter Sedgwick

Between 2000 and 2006, Peter was a member of the management committee and a Vice President of the European Investment Bank ("EIB"), one of the largest multinational lending institutions in the world. He was also a director of the European Investment Fund from 2002 to 2006. Before joining the EIB, he was a career HM Treasury civil servant in the UK. He was a trustee and director of Dyslexia Institute Limited (trading as Dyslexia Action) between 2007 and 2011 and has been chairman of Bowel Cancer UK since 2013. He is resident in the United Kingdom.

Philip Austin

Philip has spent most of his career in banking with HSBC in the UK and Jersey and, from 1997 to 2001, was Deputy Chief Executive of the bank's business in the Offshore Islands. In 2001, he became the founding CEO of Jersey Finance Ltd, the body set up as a joint venture between the Government of Jersey and its Finance Industry, to represent and promote the Finance Industry in Jersey and internationally. Between 2006 and 2009, he was at Equity Trust where he had direct responsibility for Jersey, Guernsey and Switzerland as well as being a member of the Group Executive Committee. He has since taken a number of directorships in companies in the financial services sector. He is a Fellow of the Chartered Institute of Bankers and a Fellow of the Institute of Management. He is resident in Jersey.

Ian Loble

Ian joined 3i Group in 1987 and has been a Partner since 1994. In his current role, Ian has responsibility for investments in companies across a variety of sectors and is an experienced board member across multiple geographies. Ian is a member of the 3i Group Investment Committee and of the BVCA UK and European Capital Committee and is the 3i Group nominee to the Company's Board. He is resident in the United Kingdom.

Paul Masterton

Paul spent most of his career in the printing and communications industry, holding various appointments in the UK, the US and Asia. From 2008 to 2013 Paul was the chief executive of the Durrell Wildlife Conservation Trust, an international wildlife charity. Paul has a number of directorships in banking, insurance and property development and, in 2012, was appointed as the founding chairman for Digital Jersey, a partnership between the Government of Jersey and the digital sector to represent and promote the industry. He is resident in Jersey.

Steven Wilderspin

Steven has been the Principal of Wilderspin Independent Governance, which provides independent directorship services, since April 2007. He was previously a director of fund administrator Maples Finance Jersey Limited. He has served on a number of private equity, property and hedge fund boards as well as the boards of special purpose companies engaged in structured finance transactions. Before that, from 1997, he acted as Head of Accounting at Perpetual Fund Management (Jersey) Limited. He also sits on the boards of two of 3i Infrastructure plc's Luxembourg subsidiaries, 3i Infrastructure (Luxembourg) Holdings S.à.r.l. and 3i Infrastructure (Luxembourg) S.à.r.l. He is a qualified Chartered Accountant. He is resident in Jersey.

Doug Bannister

Doug has over 20 years' experience in the transportation sector, having led businesses trading around the world for P&O Nedlloyd and Maersk. He became Group CEO of the Ports of Jersey (Airports & Harbours) in 2011, with responsibility for the Island's strategic airport and maritime assets. Skilled in turnaround, restructuring and transformation of capital intensive transportation businesses, he has been responsible for a wide variety of transportation matters in both the freight and passenger segments. He is resident in Jersey.

Wendy Dorman

Wendy is a chartered accountant who trained in the audit practice of a professional services firm and went on to specialise in financial services taxation. In 2001 she moved from London to Jersey and leads the Channel Islands tax practice of PwC. Wendy has over twenty five years' experience in taxation gained both in the UK and the offshore environment, working both in practice and in industry. Wendy is Chairman of the Jersey branch of the Institute of Directors and was awarded the 2011 IOD Female Director of the Year. She is also a non-executive director of Jersey Finance. Wendy is a former President of the Jersey Society of Chartered and Certified Accountants. She is resident in Jersey.

Resolutions 11 and 12: Shareholders will be asked to confirm the re-appointment of Ernst & Young LLP as the Company's auditors until the conclusion of the next annual general meeting due to be held in 2016 and to grant authority to the Board to determine the auditors' remuneration. Further detail about Ernst & Young LLP's work for the Company is provided in the 2015 Accounts.

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 2016 (the "Scrip Dividend Scheme").

Resolution 14: This resolution gives the Board the authority, in accordance with the Company's Articles of Association, 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 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 66% of the shares voted on the resolution to pass.

Resolutions 15 and 16: These resolutions seek to amend the Company's Articles of Association. Resolution 15 seeks approval for an increase in the aggregate annual limit on the remuneration of Directors from £500,000 to £600,000 per annum. No increase in non-executive Directors' fees beyond that described above in relation to Resolution 2 is proposed or anticipated. However, the Directors believe that this increase in the aggregate annual limit is desirable in order to ensure that the Company can continue to attract high calibre Directors with the requisite skill and experience, particularly in view of the increasing time commitments which the Company requires of the Directors. This is the first change to the aggregate annual limit on remuneration proposed since the Company's IPO in 2007.

Resolution 16 seeks approval for other proposed changes to the Company's Articles of Association as described in Part II of this document, being the removal of the requirement that a majority of the Company's Directors must not be resident for tax purposes in the United Kingdom; the removal of the restrictions on board and committee meetings being held in the United Kingdom, the restrictions on Directors who are physically located in the United Kingdom from participating in board and committee meetings and the restrictions on decision-making by board and committee meetings at which a majority of the Directors present are tax resident in the United Kingdom; the inclusion in the Articles of Association of provisions relating to C shares, in order to give the Company more flexibility in structuring future capital raises; the removal from the Articles of Association of provisions which provide for the periodic retirement of Directors and their replacement with provisions requiring all of the Directors to retire from office at each annual general meeting and for each Director wishing to continue to serve as Director to stand for re-election at such annual general meeting; the inclusion in the Articles of Association of a provision to allow the Company to impose on a shareholder any withholding or deduction required by the US Hiring Incentive for Restoring Employment Act 2010 (which incorporates the anti-avoidance revenue provisions contained in the US Foreign Account Tax Compliance Act ("FATCA")) or similar laws; and, finally, the inclusion of a provision in the Articles of Association which requires that shareholders provide, and the Company be entitled to use and disclose, any information or documentation in relation to the shareholders as may be necessary or desirable for the Company to comply with any reporting or other obligations and/or prevent or mitigate the withholding of tax under FATCA or other similar laws.

These resolutions are to be proposed as special resolutions under Jersey law and so will require a majority of not less than 66% of the shares voted on the relevant resolution to pass.

Resolution 17: 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 gives the Board 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 4 June 2015 (representing 88,135,157 Ordinary Shares). 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.

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 an amount equal to up to 10% of the existing issued ordinary shares is appropriate. Otherwise, the Directors intend to comply with the Pre-Emption Group's Statement of Principles insofar as they are relevant to a listed closed ended investment company.

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 18: This resolution renews the share buy-back authority that was given at the annual general meeting of the Company last year. Resolution 18 gives the Directors authority to make market purchases of the Company's own shares for cancellation, up to 14.99% of the Company's issued share capital (as at 4 June 2015) (representing 132,114,600 Ordinary Shares). 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.

Part I continued

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 66% of the shares voted on the resolution to pass.

3. Action to be taken

You will find accompanying this document a Proxy Form for use in relation to the Annual General Meeting. Alternatively, you may register the appointment of a proxy for the Annual General Meeting by accessing the website www.capitashareportal.com or through the CREST electronic voting system. Guidance notes to assist you to complete the Proxy Form or to register the appointment of a proxy electronically are set out on pages 10 and 11 of this document.

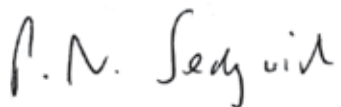
Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and sign the accompanying Proxy Form in accordance with the instructions printed thereon or to register the appointment of a proxy electronically. You are required to return a completed Proxy Form to Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or make your electronic proxy appointment by no later than 11.00am on Sunday 5 July 2015. The completion and return of the Proxy Form or the appointment of a proxy electronically will not prevent you from attending the Annual General Meeting and voting in person if you so wish and are so entitled.

If you have any questions relating to the completion and return of the Proxy Form, please call Capita Asset Services (Tel: 0871 664 0300 or, if calling from outside the UK, +44 20 3728 5000; calls made from a landline in the UK cost 10p per minute plus network extras. Lines are open 9:00am – 5:30pm, Monday – Friday). Please note that calls may be monitored or recorded for training and quality purposes.

4. 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 election or re-election (as appropriate) in each resolution) 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 totalling 134,653 Ordinary Shares (representing approximately 0.015% of the Company's issued share capital) as at 4 June 2015, being the latest practicable date prior to the publication of this document.

Yours sincerely,

A handwritten signature in dark ink, appearing to read 'P. N. Sedgwick', written in a cursive style.

Peter Sedgwick
Chairman

Part II

Amendments to Articles of Association

Set out below is a summary of amendments proposed to be made to the Company's Articles of Association in addition to the proposed increase in the aggregate limit on the remuneration payable to the Directors contained in the Company's Articles of Association from £500,000 to £600,000 per annum. Shareholders should review the proposed amended Articles of Association for the purpose of ascertaining the full extent of the changes, which will be available for inspection at the registered office of the Company, on the Company's website at www.3i-infrastructure.com, and at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS during normal business hours on any Business Day from the date of this notice until the conclusion of the Annual General Meeting. The revised Articles of Association will also be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to, and during, the Annual General Meeting.

The proposed amendments are as follows:

- To remove the requirement that a majority of the Company's Directors and certain alternates must not be resident for tax purposes in the United Kingdom and the restrictions on board and committee meetings being held in the United Kingdom, on Directors who are physically located in the United Kingdom from participating in board and committee meetings and on decision-making by board and committee meetings at which a majority of the Directors present are tax resident in the United Kingdom. These amendments will allow the Company to take advantage of the flexibility offered by the amendments to section 363A of the UK Taxation (International and Other Provisions) Act 2010 which removed the concern that non-EEA alternative investment funds (such as the Company) could be treated as United Kingdom tax-resident if their board meetings were held in the United Kingdom. While it is anticipated that the majority of the Company's board and committee meetings will continue to be held in Jersey (and no more than one board meeting a year would ordinarily be scheduled to be held in the United Kingdom), the amendments will permit the Company more flexibility in its board recruitment and in the holding of board and committee meetings, as well as potentially reducing the costs associated with those meetings.
- The Articles of Association will allow for the Company to issue C shares as a means of raising capital. C shares are designed to overcome the potential disadvantages to existing and new investors which could arise out of a conventional fixed price issue of additional ordinary shares for cash. The ability to issue C shares should allow the Company to raise new capital without existing shareholders suffering any dilution of their existing net asset value resulting from the issue of the new shares and so that the costs of the C share issue can be borne by the C share subscribers in full. Under the terms of the amended Articles of Association, the C shares would convert into new ordinary shares on a net asset value for net asset value basis at the time of conversion with the new ordinary shares being divided among the C shareholders pro rata to their holding of C shares. The Articles of Association will permit the Directors to determine the time at which any issued C shares should convert into ordinary shares, which should generally be when the assets attributable to the C shares have been substantially invested but conversion may also take place if a force majeure event affecting the C shares has occurred or may occur or if a back-stop date for conversion of the C shares is reached. Any issue of C shares will be subject to the pre-emption rights already contained in the Articles of Association.
- To remove the provisions currently contained in the Articles of Association which provide for the periodic retirement of Directors and to replace them with provisions which require all of the Directors to retire from office at each annual general meeting of the Company and for each Director wishing to continue to serve as Director to stand for re-election at such annual general meeting. This amendment is in accordance with current best practice in the UK Corporate Governance Code and reflects the approach currently taken by the Company in practice. Under the amended provisions, a Director who retires and is re-elected at an annual general meeting is treated as continuing in office throughout. Any Director who is not re-elected retains office until the end of the annual general meeting or (if earlier) when a resolution is passed to appoint someone in his or her place.
- The Articles of Association will allow the Company to impose on a shareholder any withholding or deduction required by the US Hiring Incentive for Restoring Employment Act 2010 (which incorporates the anti-avoidance revenue provisions contained in the US Foreign Account Tax Compliance Act ("FATCA") or similar laws and all associated interest, penalties and other losses, liabilities or costs which may be imposed on the Company and that is attributable to that shareholder (or, if different, any direct or indirect beneficial owner(s) of the shares held by such shareholder)).
- The Articles of Association will allow the Company to require that shareholders provide, and the Company (and any authorised third party agent or delegate of the Company) shall be entitled to use and disclose, any information or documentation in relation to the shareholders and, if and to the extent required, the direct and indirect beneficial owner(s) (if any) of shares in the Company held by the shareholders (if any), as may be necessary or desirable for the Company to comply with any reporting or other obligations and/or prevent or mitigate the withholding of tax under FATCA or other similar laws.

Part III

Notice of Annual General Meeting

3i Infrastructure plc

(incorporated in Jersey with registered no. 95682)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of 3i Infrastructure plc (the "Company") will be held at 60 Victoria Embankment, London EC4Y 0JP on Tuesday 7 July 2015 at 11.00am 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 2015 and the auditors' report on those accounts.
2. To approve the Directors' remuneration report for the year to 31 March 2015.
3. To declare a final dividend of 3.62p per Ordinary Share, payable to those shareholders whose names appear on the Register of Members at close of business on 19 June 2015.
4. To re-elect Peter Sedgwick as a Director.
5. To re-elect Philip Austin as a Director.
6. To re-elect Ian Loble as a Director.
7. To re-elect Paul Masterton as a Director.
8. To re-elect Steven Wilderspin as a Director.
9. To elect Doug Bannister as a Director.
10. To elect Wendy Dorman as a Director.
11. To re-appoint Ernst & Young LLP as independent auditors 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 auditors.
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 2016 (the "Scrip Dividend Scheme").

Special resolutions

14. To authorise the Directors, in accordance with the Company's Articles of Association, 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 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.
15. That the limit on the aggregate amount of remuneration payable annually to the Directors contained in Article 81 of the Company's Articles of Association be increased from £500,000 to £600,000 per annum.
16. That the Articles of Association produced to the meeting and initialed by the Chairman of the meeting for the purpose of identification be adopted in substitution for, and to the exclusion of, the Company's existing Articles of Association.
17. 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 or rights to subscribe for, or to convert securities into, Ordinary Shares) representing 10% of the issued ordinary share capital of the Company as at 4 June 2015 (representing 88,135,157 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.
18. 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 132,114,600.
 - (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 mid-market prices 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: 4 June 2015

Registered office:
12 Castle Street
St Helier
Jersey
JE2 3RT
Channel Islands

By order of the Board
Capita Financial Administrators (Jersey) Limited
Company Secretary

Notes:

1. The Company's shareholders entitled to attend and vote at the above meeting are entitled to appoint one or more proxies to attend and, on a poll, to vote in their place. A proxy need not be a shareholder of the Company.
2. 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 Sunday 5 July 2015 with Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Completion of a Proxy Form or the appointment of a proxy electronically will not prevent you from attending and voting at the meeting in person if you so wish and are so entitled.
3. 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 6.00pm on Sunday 5 July 2015 or, in the event that the meeting is adjourned, in the register of members forty-eight hours prior to any adjourned meeting, shall be entitled to attend or vote at the Annual General Meeting 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 forty-eight hours before the time of the Annual General Meeting or, in the event that the meeting is adjourned, in the register of members after forty-eight hours prior to any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at such meeting.
4. 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.
5. A corporation must execute the Proxy Form under its common seal or the hand of a duly authorised officer or attorney. The resolution of authorisation (if any) should be returned with the Proxy Form.
6. As at 4 June 2015, the latest practicable date before the date of this notice, the Company's issued share capital consisted of 881,351,570 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 881,351,570. As at 4 June 2015 the Company did not hold any shares in Treasury.
7. A copy of this notice and certain other information can be found at www.3i-infrastructure.com. The following documents are available for inspection during normal business hours on any business day at the Company's registered office and will also be available during the Annual General Meeting and for 15 minutes beforehand:
 - a. copies of the Directors' service contracts;
 - b. the Company's existing Articles of Association; and
 - c. the Company's proposed amended Articles of Association.
8. The results of the voting at the Annual General Meeting will be announced through a Regulatory Information Service and will be posted on the Company's website www.3i-infrastructure.com as soon as possible following the Annual General Meeting.

Part IV

Guidance notes for completion of the Proxy Form and Electronic Proxy Voting

1. Shareholders entitled to attend and vote at the Annual General Meeting are entitled to appoint one or more proxies to attend and, on a poll, to vote in their place. If you wish to appoint a proxy please use the Proxy Form enclosed with this document or the Electronic Proxy Voting systems described in paragraphs 2 and 3 below. 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 you from attending and voting in person at the Annual General Meeting should you wish to do so and are so entitled. A proxy need not be a shareholder of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you.

To appoint more than one proxy you 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 your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of the multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

2. Alternatively, shareholders are given the option to register the appointment of a proxy for the Annual General Meeting electronically by accessing the website www.capitashareportal.com. This website is operated by the Company's registrar, Capita Asset Services. 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. Electronic proxy voting instructions are requested to be submitted using the website www.capitashareportal.com by no later than 11.00am on Sunday 5 July 2015. Any electronic communication sent by a shareholder that is suspected to contain a computer virus will not be accepted.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on Tuesday 7 July 2015 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 CRESTCo'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 CRESTCo 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 Sunday 5 July 2015.

4. You can appoint the Chairman of the Meeting, or any other person, as your proxy. If you wish to appoint someone other than the Chairman, cross out the words "the Chairman of the Meeting" on the Proxy Form and insert the full name and address of your appointee.
5. 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, he/she can exercise his/her discretion as to whether, and if so how, he/she votes on each resolution, as he/she will do in respect of any other business (including amendments to resolutions) which may properly be conducted at the Annual General Meeting.
6. A company incorporated in England & Wales or Northern Ireland should execute 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.

7. The Proxy Form and any power of attorney (or a notarially certified copy or office copy thereof) under which it is executed is required to be received by Capita Asset Services by no later than 11.00am on Sunday 5 July 2015. On completing the Proxy Form, sign it and return it to Capita Asset Services in the Business Return Envelope provided. As postage has been pre-paid no stamp is required. If you mislay the Business Return Envelope, you may return the Proxy Form to FREEPOST CAPITA PXS. Please note that the Freepost address must be completed in block capitals and that delivery using this service can take up to 5 business days. Alternatively the form of proxy can be posted to the following address but a stamp will be required: Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
8. 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 6.00pm on Sunday 5 July 2015 or, in the event that the meeting is adjourned, in the register of members 48 hours prior to any adjourned meeting, shall be entitled to attend or vote at the Annual General Meeting 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 48 hours before the time of the Annual General Meeting or, in the event that the meeting is adjourned, in the register of members after 48 hours prior to any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at such meeting.

