



3i Infrastructure plc – Annual General Meeting

The Annual General Meeting for 2013 of 3i Infrastructure plc was held on Tuesday 9 July 2013 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 13 were passed as ordinary resolutions and resolutions 14 to 17 were passed as special resolutions.

Resolutions		For	Against	Abstain
1.	To receive and consider the Company's accounts for the year to 31 March 2013 and the auditors' report on those accounts.	563,193,041	91,099	0
2.	To approve the Directors' remuneration report for the year to 31 March 2013.	563,218,298	18,665	41,578
3.	To declare a final dividend of 3.52p per Ordinary Share, payable to those shareholders whose names appear on the Register of Members at close of business on 21 June 2013.	563,284,141	5,600	0
4.	To re-elect Peter Sedgwick as a Director.	561,012,042	2,260,504	11,594
5.	To re-elect Philip Austin as a Director.	563,269,507	3,040	11,594
6.	To re-elect Sir John Collins as a Director.	563,269,347	3,200	11,594
7.	To re-elect Steven Wilderspin as a Director.	563,269,507	3,040	11,594
8.	To re-elect Paul Masterton as a Director.	563,267,900	3,807	12,434
9.	To elect Ben Loomes as a Director.	556,932,318	6,324,388	27,434
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.	563,264,865	1,276	18,000
11.	To authorise the Directors to determine the remuneration of the independent auditors.	563,282,519	0	1,622
12.	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 2014 (the "Scrip Dividend Scheme").	563,278,489	4,352	1,300
13.	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.	563,279,489	3,352	1,300
14.	That, in accordance with Article 5A.4 of the Company's Articles of Association, the Directors be authorised to allot equity securities (being	563,203,304	71,437	9,400



	Ordinary Shares or rights to subscribe for, or to convert securities into, Ordinary Shares) representing up to 44,067,578 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 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.			
15.	To amend Article 14.3 of the Company's Articles of Association by deleting it in its entirety and replacing it with the following wording: 14.3 Every share certificate shall be either issued under seal (which may be affixed to it or printed on it or a representation of it may be authenticated by laser seal on the certificate) or signed by the Directors or by one Director and the Secretary and shall specify the number and class of the shares to which it relates and the amount or respective amounts paid upon the shares.	563,247,829	5,807	30,505
16.	To amend the Company's Articles of Association by inserting the following as a new Article 104.4A: 104.4A The seal of the Company may be affixed to any instrument or printed on any instrument or a representation of it may be authenticated by laser seal on any instrument.	563,247,829	5,807	30,505
17.	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	536,732,768	26,386,190	165,183



<p>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 on the London Stock Exchange at the relevant time;</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, at close of business on the day falling 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>			
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