

## 3i Infrastructure plc – Annual General Meeting

The Annual General Meeting for 2011 of 3i Infrastructure plc was held on Tuesday 5 July 2011 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 12 were passed as ordinary resolutions and resolutions 13 and 14 were passed as special resolutions.

<b>Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1. To receive and consider the Company's accounts for the year to 31 March 2011 and the auditors' report on those accounts.	528,692,077	-	20,250
2. To approve the Directors' remuneration report for the year to 31 March 2011.	528,510,952	180,282	21,093
3. To declare a final dividend of 2.86p per Ordinary Share, payable to those shareholders whose names appear on the Register of Members at close of business on 17 June 2011.	528,692,077	-	20,250
4. To re-elect Peter Sedgwick as a Director.	528,688,993	-	23,334
5. To re-elect Philip Austin as a Director.	528,688,993	-	23,334
6. To re-elect Sir John Collins as a Director.	528,688,293	700	23,334
7. To elect Florence Pierre as a Director.	528,520,986	168,007	23,334
8. To re-elect Charlotte Valeur as a Director.	516,222,719	168,007	12,321,601
9. To re-elect Paul Waller as a Director.	525,192,878	2,026,612	1,492,837
10. To re-elect Steven Wilderspin as a Director.	528,688,293	700	23,334
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.	528,190,268	501,809	20,250
12. To authorise the Directors to determine the remuneration of the independent auditors.	528,691,134	100	21,093
13. 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 up to 40,845,558 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.	526,865,632	4,957	1,841,738



<b>Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<p>14. 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 122,454,983;</p> <p>(b) the minimum price which may be paid for each Ordinary Share is the lower of (a) £1; and (b) 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.</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 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 (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, 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>	528,685,270	6,807	20,250