

3i Infrastructure Limited – Annual General Meeting

The Annual General Meeting for 2008 of 3i Infrastructure Limited was held on Monday, 28 July 2008 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 8 were passed as ordinary resolutions and resolutions 9 to 12 were passed as special resolutions. The change in Company name to 3i Infrastructure plc, referred to in resolution 9, came into effect on 28 July 2008.

Resolutions:	For	Against	Abstain
1. To receive and consider the Company's Accounts for the period to 31 March 2008 and the Auditors' report on those Accounts.	461,913,876	7,657,921	325,108
2. To declare a final dividend relating to the period ended 31 March 2008 of 3p per Ordinary Share, payable to those shareholders whose names appear on the Register of Members at close of business on 20 June 2008.	468,206,876	-	1,690,030
3. To re-elect Peter Sedgwick as a Director.	468,206,876	-	1,690,030
4. To re-elect Paul Waller as a Director.	466,741,661	3,155,244	-
5. To elect Steven Wilderspin as a Director.	469,896,906	-	-
6. To reappoint Ernst & Young LLP as independent auditors of the Company, to hold office until the conclusion of the next Annual General Meeting.	469,896,906	-	-
7. To authorise the Directors to determine the remuneration of the independent auditors.	469,896,906	-	-
8. To increase the maximum permitted number of Directors of the Company to seven, in accordance with the provisions of Article 68 of the Company's Articles of Association.	469,896,906	-	-
9. That, subject to the Companies (Amendment No. 9) (Jersey) Law 2008	469,896,906	-	-

coming into effect, the name of the Company be changed to “3i Infrastructure plc” and that clause 1 of the memorandum of association of the Company be amended accordingly to reflect the new name of the Company.			
<p>10. That the Articles of Association of the Company be and are hereby amended as follows:</p> <p>(i) by the deletion of Article 106.2, and by the deletion of Articles 116.3 and 116.4 (and the consequent re-numbering of Article 116.5 as Article 116.3); and</p> <p>(ii) by the deletion of the current Article 100.2 and its replacement by the following: “100.2 All Directors who are attending a Board meeting must be physically present at the location of the meeting PROVIDED THAT a Director may participate by means of telephone conference or any other communication equipment provided that he or she is outside the United Kingdom and at least two other Directors are present in person at the Board meeting. Any Director purporting to participate by means of telephone conference or any other communication equipment from within the United Kingdom shall not be entitled to vote or be counted in a quorum. Such person will be participating only in the capacity of an adviser of the Board.”; and</p> <p>(iii) by the deletion of the word “physically” from Article 101 and the inclusion of the words “in accordance with Article 100” immediately prior to the words “(including by alternates)” in such Article.</p>	469,896,906	-	-
11. That, in accordance with Article 5.A.4 of the Company’s Articles of Association, the Directors be empowered to allot shares in the Company for cash up to an amount equal to 5% of the Company’s issued ordinary share capital at the date of the passing of the resolution as if Article 5.A.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	469,896,906	-	-

Meeting of the Company, whichever the earlier PROVIDED THAT the Company may before such expiry make an offer or 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>12. 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 105,358,685;</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>	469,891,137	5,769	-