

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 (**"FSMA"**).

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 2009

A notice convening the Annual General Meeting, which is to be held at 16 Palace Street, London SW1E 5JD on Tuesday 7 July 2009 at 11.00 am, (the **"Annual General Meeting"**) is set out on pages 5 and 6 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. Guidelines to assist you to complete the Proxy Form or to register the appointment of a proxy electronically are set out on pages 7 and 8 of this document. You are requested to return a completed Proxy Form to Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU (tel: 0871 664 0300 or, if calling from outside the UK, +44 20 8639 3399; calls cost 10p per minute plus network extras), as soon as possible and, in any event, so as to be received not later than 11.00 am on Sunday 5 July 2009. 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.

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Expected timetable of principal events

Times

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

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

11.00 am on Sunday 5 July 2009

Time and date of Annual General Meeting

11.00 am on Tuesday 7 July 2009

Part I

Letter from Peter Sedgwick, Chairman of the Company

Directors (all non executive):
Peter Sedgwick (*Chairman*)
Philip Austin
Sir John Collins
Martin Dryden
Peter Wagner
Paul Waller
Steven Wilderspin

Registered office:
22 Grenville Street
St Helier
Jersey
JE4 8PX
Channel Islands
(incorporated in Jersey with registered no 95682)

20 May 2009

To the holders of Ordinary Shares and, for information only, to the holders of warrants

Dear Shareholder,

Annual General Meeting

1. Introduction

The Annual General Meeting of the Company will be held at 16 Palace Street, London SW1E 5JD on Tuesday 7 July at 11.00 am. The business to be considered at the Annual General Meeting is contained in the formal notice convening the Annual General Meeting on pages 5 and 6 of this document. A brief explanation of each resolution to be considered is set out below.

2. 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 2009 (the **"2009 Accounts"**) is enclosed herewith.

Resolution 2: The Directors are pleased to recommend, and the shareholders are requested 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.

Resolutions 3, 4 and 5: Philip Austin and Paul Waller will be retiring at the Annual General Meeting of the Company in accordance with Articles 76.1.1 and 76.1.2 respectively of the Company's Articles of Association. Article 76.1.1 requires one third of relevant Directors to retire every year and Article 76.1.2 requires any board nominee of 3i Group plc to retire every year. In addition, Article 75.1 of the Company's Articles of Association requires that all Directors should be subject to election by shareholders at the first Annual General Meeting after their appointment. As a result, Sir John Collins will also retire at the Annual General Meeting. All of the retiring Directors, being eligible, will stand for election or re-election (as appropriate) as Directors. Each Director elected or re-elected (as appropriate) will hold office until he retires by rotation, or ceases to be a Director in accordance with the Company's Articles of Association or by operation of law, or until he resigns.

Martin Dryden will retire permanently from the Board following the Annual General Meeting in July 2009. I, along with the rest of the Board, would like to thank him for his significant contribution to the Board, including his chairmanship of the Audit Committee. Steven Wilderspin will take over as chairman of the Audit Committee following the Annual General Meeting.

The Combined Code recommends that the Board should undertake formal annual evaluation of its own performance and that of its committees and individual Directors. During the year, the Board conducted its annual evaluation of its own performance and that of its committees and individual Directors. All Board members gave personal views to the Chairman and the Chairman 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 the performance of myself as Chairman.

Following the review process, the Board believes that each Director, standing for election or re-election, 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. Each Director continues to perform effectively and demonstrates commitment to the role.

Philip Austin (60), Non-executive Director

Philip has been Managing Director of Equity Trust in the Channel Islands since May 2006. Previously he was Chief Executive of Jersey Finance Ltd, the body set up to represent Jersey's finance industry and to promote it worldwide as an international finance centre since that body's inception in May 2001. Before that, Philip worked for HSBC in the City of London for over 20 years and since 1993 in Jersey, where he was Deputy Chief Executive of the bank's business across Jersey, Guernsey and the Isle of Man.

Paul Waller (54), Non-executive Director

Paul is a Managing Partner at 3i Group and has specific responsibility for fundraising and managing 3i Group's global relationships with the fund investor community. Paul is a member of the 3i Group management committee, a Director of 3i Investments and he chairs the 3i Group investment committee. Paul was a Director of the European Private Equity & Venture Capital Association ("EVCA") from June 1995 to June 2000 and Chairman of the Investor Relations Committee from 1996 to 1998. Paul was Chairman of the EVCA from 1998 to 1999.

Part I continued

Sir John Collins (67) Non-executive Director

Sir John Collins has been Chairman of DSG International plc since 2002 and is also a Director of Rothschild Continuation Holdings AG. He was previously a non-executive Director of NM Rothschild & Sons and The Peninsular and Oriental Navigation Company plc. He has also served as Chairman of the Advisory Committee on Business and the Environment, Chairman of the DTI's Energy Advisory Panel, Chairman of the DTI/DEFRA's Sustainable Energy Policy Advisory Board, President of the Energy Institute and as a Governor of Wellington College. Sir John was appointed as a Director of the Company on 1 January 2009.

Resolutions 6 and 7: 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 2010 and to grant authority to the Board to determine their remuneration.

Resolution 8: This resolution amends the current Articles of Association to reflect recent changes to the Listing Rules and for consistency with Jersey company law and current market practice in relation to corporate governance.

The main changes are:

- (a) an amendment to reflect the change to Listing Rule 9.5.6 by the Financial Services Authority on 10 February 2009. The minimum subscription period for a rights issue required by the Listing Rule has been reduced from 21 days to ten business days. Article 5A.2 of the Company's Articles of Association has been updated to reflect this new subscription period and the definition of "business day" in the Company's Articles of Association has been amended accordingly;
- (b) an amendment to Article 47.1 of the Company's Articles of Association to mirror certain UK changes in the notice period requirements for calling general meetings of the Company which mean that all general meetings of the Company, excluding annual general meetings, may be held on 14 days' notice; and
- (c) amendments to Article 65.1 to ensure consistency in the language relating to the timing of receipt of proxies with that used elsewhere in the Articles.

A draft of the Articles of Association, as amended, showing the changes from the existing Articles of Association, is available for inspection at Slaughter and May, One Bunhill Row, London EC1Y 8YY, during normal business hours from 20 May 2009 until 6 July 2009 and at 16 Palace Street, London SW1E 5JD (the venue for the Annual General Meeting) at least 15 minutes before the start of the meeting.

Resolution 9: This resolution gives the Board authority to allot Ordinary Shares for cash without first offering them to existing shareholders on a pro-rata basis. The standard limit on the value of shares which may be so allotted would be Ordinary Shares representing 5% of the current issued Ordinary Share capital of the Company (being up to 40,554,104 Ordinary Shares). The power expires on the date falling eighteen 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.

Resolution 10: This resolution renews the share buy-back authority that was taken at the time of the Company's flotation. Resolution 10 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 31 March 2009). 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 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).

The total number of warrants to subscribe for equity shares outstanding at 31 March 2009 was 70,550,980. The proportions of issued share capital such warrants represented at 31 March 2009, and that they would represent if the full authority to buy-back shares being sought was used, are 8.70% and 10.23% respectively.

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. Guidance notes to assist you to complete the Proxy Form or to register the appointment of a proxy electronically are set out on pages 7 and 8 of this document.

Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the accompanying Proxy Form in accordance with the instructions printed thereon or to register the appointment of a proxy electronically. You are requested to return a completed Proxy Form to Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible and, in any event, so as to be received not later than 11.00 am on Sunday 5 July 2009. 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 telephone Capita Registrars tel: 0871 664 0300 or, if calling from outside the UK, +44 20 8639 3399; calls cost 10p per minute plus network extras. Please note that calls to these numbers may be monitored or recorded.

Yours sincerely,

P. N. Sedgwick

Peter Sedgwick
Chairman

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 16 Palace Street, London SW1E 5JD on Tuesday 7 July 2009 at 11.00 am 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 2009 and the auditors' report on those Accounts.
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.
3. To re-elect Philip Austin as a Director
4. To re-elect Paul Waller as a Director.
5. To elect Sir John Collins as a Director.
6. To re-appoint Ernst & Young LLP as independent auditors of the Company, to hold office until the conclusion of the next annual general meeting.
7. To authorise the Directors to determine the remuneration of the independent auditors.

Special resolutions

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 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

- (iv) by the deletion of the current Article 65.1 and its replacement by the following new Article 65.1:

"65.1 The 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

Notice of Annual General Meeting continued

65.1.2.3 in any invitation contained in an electronic communication to appoint a proxy issued by or on behalf of the company in 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."

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 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.

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:

(a) the maximum number of Ordinary Shares authorised to be acquired is 121,581,204;

(b) the minimum price which may be paid for each Ordinary Share is £1.00 (exclusive of expenses);

(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.

(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

(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: 20 May 2009

Registered office:
22 Grenville Street
St. Helier
Jersey JE4 8PX
Channel Islands

By order of the Board
Mourant & Co. Secretaries 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 11.00 am on Sunday 5 July 2009 with Capita Registrars, Proxy Department, The Registry, 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.

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 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 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 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.

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, speak, 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. 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. 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 this 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 Registrars. 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 11.00 am on Sunday 5 July 2009. Any electronic communication sent by a shareholder that is found 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 2009 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 requested to be lodged no later than 11.00 am on Sunday 5 July 2009.

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.

Guidance Notes for completion of the Proxy Form and Electronic Proxy Voting continued

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 requested to be received by Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 11.00 am on Sunday 5 July 2009. On completing the Proxy Form, sign it and return it to Capita Registrars at the address shown on the reverse of the Proxy Form. As postage has been pre-paid no stamp is required. You may, if you prefer, return the Proxy Form in a sealed envelope to the address shown on the reverse of the Proxy Form. If you quote FREEPOST MB122, Capita Registrars, Proxy Department, PO BOX 25, Beckenham, Kent BR3 4BR on the envelope, the postage will be paid by the Company, but please allow one week before the deadline to ensure your Proxy Form arrives in time.
8. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
9. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
10. 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 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 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 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.