

Result of AGM

RNS Number : 6275B
GCP Infrastructure Investments Ltd
14 February 2022

GCP Infrastructure Investments Limited
("GCP Infra" and/or the "Company")
LEI213800W64MNTSIV5Z47

Result of Annual General Meeting ("AGM")

GCP Infra, the only UK listed fund focused primarily on investments in UK infrastructure debt, today announces the results of voting at the Annual General Meeting the Company held on Monday 14 February 2022 at the Registered Office of the Company.

Each of the Ordinary Resolutions and Special Resolutions proposed in the notice and agenda of the AGM were duly passed by the shareholders on a poll. The results of the voting are noted as follows:

Summary Resolutions ¹	For / Discretion ²	%	Against	%	Withheld
1. Ordinary Resolution: THAT the Report of the Directors and the audited financial statements of the Company for the year ended 30 September 2021 be adopted.	574,946,561	99.99	1,338	0.01	64,165
2. Ordinary Resolution: THAT the Directors' remuneration report for the year ended 30 September 2021 be received and approved.	574,701,219	99.97	196,865	0.03	113,980
3. Ordinary Resolution: THAT the Directors' remuneration policy for the year ended 30 September 2021 be approved.	571,851,559	99.47	3,072,156	0.53	88,349
4. Ordinary Resolution: THAT Ian Reeves CBE be re-elected as a director of the Company.	510,642,415	88.82	64,299,646	11.18	70,003
5. Ordinary Resolution: THAT Julia Chapman be re-elected as a director of the Company.	574,796,224	99.97	145,837	0.03	70,003
6. Ordinary Resolution: THAT Michael Gray be re-elected as a director of the Company.	569,984,115	99.14	4,957,946	0.86	70,003
7. Ordinary Resolution: THAT Steven Wilderspin be elected as a director of the Company.	479,526,277	83.75	93,040,410	16.25	2,445,377
8. Ordinary Resolution: THAT Dawn Crichard be re-elected as a director of the Company.	574,796,326	99.97	145,735	0.03	70,003
9. Ordinary Resolution: THAT Andrew Didham be elected as a director of the Company.	570,429,342	99.22	4,507,547	0.78	75,175
10. Ordinary Resolution: THAT the Company's dividend policy be approved.	574,937,851	99.99	45,338	0.01	28,875
11. Ordinary Resolution: THAT KPMG Channel Islands Jersey Limited be re-appointed as Auditors to the Company.	536,234,035	93.27	38,665,600	6.73	112,429
12. Ordinary Resolution: THAT the remuneration of KPMG Channel Islands Jersey Limited be determined by the Audit and Risk Committee.	574,828,020	99.99	72,965	0.01	111,079
13. Ordinary Resolution: THAT the Company be authorised to hold Ordinary Shares purchased pursuant to the authority granted under Resolution (14) as treasury shares.	574,870,792	99.99	59,338	0.01	81,934
14. Special Resolution: THAT the Company be authorised to make market purchases of up to 132,336,855 Ordinary Shares.	536,350,963	93.28	38,659,592	6.72	1,509
15. Special Resolution: THAT the Directors be authorised to allot and issue up to 88,283,426 Ordinary Shares, as if pre-emption rights in the articles did not apply.	567,910,434	98.77	7,097,313	1.23	4,317

- The full text of the resolutions may be found in the notice of the Annual General Meeting, a copy of which is available on both the Company's website <https://www.gcpinfra.com> and on the National Storage Mechanism <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.
- Any proxy appointments which gave discretion to the Chairman or a third party were voted for the resolution.

The Board notes that votes representing 11.18% and 16.25% of total votes cast were received against resolutions 4 and 7.

The Association of Investment Companies Code of Corporate Governance (the "AIC Code") notes that where a significant proportion of votes have been cast

against a resolution at a general meeting, a company should explain what actions it has taken to understand the reasons behind the vote. For these purposes, the AIC consider 20% or more of votes cast against a board recommendation for a resolution as being "significant" as opposed to Pensions and Investment Research Consultants Limited (PIRC), who consider 10% or more votes cast against a resolution as being significant.

The Company will seek to engage with the relevant shareholders who voted against the resolutions, in order to understand the reasons for their votes and address their concerns.

In accordance with Listing Rule 9.6.2, the full text of the special resolutions passed at the Annual General Meeting has been submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

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Notes to the Editor

About GCP Infra

GCP Infra is a closed-ended investment company and FTSE-250 constituent whose shares are traded on the main market of the London Stock Exchange. Its objective is to provide shareholders with regular, sustained, long-term distributions and to preserve capital over the long term by generating exposure to UK infrastructure debt and related and/or similar assets.

The Company primarily targets investments in infrastructure projects with long term, public sector-backed, availability-based revenues. Where possible, investments are structured to benefit from partial inflation protection. GCP Infra is advised by Gravis Capital Management Limited.

GCP Infra has been awarded with the London Stock Exchange's Green Economy Mark in recognition of its contribution to positive environmental outcomes.

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