

Result of Annual General Meeting

RNS Number : 8069S
GCP Infrastructure Investments Ltd
12 February 2026

GCP Infrastructure Investments Limited
("GCP Infra" and/or the "Company")
LEI213800W64MNATSIV5Z47

Result of Annual General Meeting ("AGM")

GCP Infra today announces the results of voting at the Annual General Meeting of the Company held on Thursday, 12 February 2026 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 2025 be adopted.	460,206,885	99.98%	101,317	0.02%	229,883
2. Ordinary Resolution: THAT the Directors' remuneration report for the year ended 30 September 2025 be received and approved.	459,239,036	99.80%	930,233	0.20%	368,816
3. Ordinary Resolution: THAT Dawn Crichard be re-elected as a director of the Company.	457,165,635	99.35%	3,001,289	0.65%	371,161
4. Ordinary Resolution: THAT Steven Wilderspin be re-elected as a director of the Company.	443,167,072	98.98%	4,563,560	1.02%	12,807,453
5. Ordinary Resolution: THAT Andrew Didham be re-elected as a director of the Company.	387,757,696	84.27%	72,388,228	15.73%	392,161
6. Ordinary Resolution: THAT Alex Yew be re-elected as a director of the Company.	459,624,409	99.89%	519,718	0.11%	393,958
7. Ordinary Resolution: THAT Ian Brown be re-elected as a director of the Company.	459,599,336	99.88%	532,908	0.12%	405,841
8. Ordinary Resolution: THAT Heather Bestwick be elected as a director of the Company.	459,600,818	99.88%	546,402	0.12%	390,865
9. Ordinary Resolution: THAT the Company's Dividend policy be approved.	460,258,936	99.98%	69,453	0.02%	209,696
10. Ordinary Resolution: THAT KPMG Audit Limited be re-appointed as Auditors to the Company.	393,388,686	93.28%	28,330,363	6.72%	38,819,036
11. Ordinary Resolution: THAT the Audit and Risk Committee be authorised to determine the remuneration of KPMG Audit Limited.	459,714,775	99.87%	594,982	0.13%	228,328
12. Ordinary Resolution: THAT the Company be authorised to hold Ordinary Shares purchased pursuant to the authority granted under Resolution (13) as treasury shares.	459,908,243	99.91%	418,005	0.09%	211,837
13. Special Resolution: THAT the Company be authorised to make market purchases of up to 125,208,237 Ordinary Shares.	459,923,763	99.90%	440,248	0.10%	174,074
14. Special Resolution: THAT the Directors be authorised to allot and issue up to 88,479,766					

Ordinary Shares, as if pre-emption rights in the articles did not apply.	458,903,908	99.71%	1,314,606	0.29%	319,571
15. Special Resolution: THAT, in accordance with the Companies Law, the Revised Articles be and are hereby adopted (to the exclusion of, and in substitution for, the Articles) as the articles of association of the Company, with effect from the conclusion of the AGM.	459,570,608	99.87%	619,011	0.13%	348,466

1. 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 at <https://www.graviscapital.com/funds/gcp-infra/fund-info> and on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.
2. Any proxy appointments which gave discretion to the Chairman or a third party were voted for the resolution.

The Board notes that votes in excess of 10%, of total votes cast, were received against the resolution to re-elect Andrew Didham due to concerns around Board gender diversity. The Company will seek to engage with shareholders who voted against the resolution and report on any actions taken or to be taken in the half-yearly and annual reports.

The AIC Corporate Governance Code (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 Code considers 20% or more of votes cast against a board recommendation for a resolution as being "significant" as opposed to PIRC, who considers 10% or more votes cast against a resolution as being significant.

In accordance with Listing Rule 14.3.6 (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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