

EGM Notice, Issue of C Shares & Placing Programme

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GCP Infrastructure Investments Ltd
20 January 2014

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GCP Infrastructure Investments Limited

(the "Company")

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The Company, the UK's only listed infrastructure fund focused primarily on investments in UK infrastructure debt, announced in its annual results on 16 December 2013 that in order to fund the continued growth of the Company through the acquisition of further high quality assets, the directors of the Company (the "Directors") were considering various near term funding options, including a capital raise.

The Board is pleased to announce its intention to raise additional capital through an open offer, placing and offer for subscription of C Shares of £0.01 each (the "C Shares") (the "Issue") and the creation of a placing programme in relation to its Ordinary Shares of £0.01 each (the "Ordinary Shares") (the "Placing Programme"). The Company is targeting an initial fundraising of in excess of £75 million under the Issue, up to a maximum of £100 million. The Company may also raise further funds by issues of upto, in aggregate, 100 million Ordinary Shares under the Placing Programme.

The Company will apply for the C Shares and any Ordinary Shares issued pursuant to the Placing Programme to be admitted to the Official List and to trading on the London Stock Exchange's Main Market for listed securities. Further details of the Issue and the Placing Programme will be set out in a prospectus expected to be published on or around 12 February 2014.

The Company previously announced on 20 December 2013 a reorganisation, involving a proposed purchase, subject to conditions, of the shares in its majority-owned subsidiary, GCP Infrastructure Fund Limited, which the Company does not already own, such that the subsidiary will become a 100% subsidiary of the Company (the "Reorganisation"). Further details of the Reorganisation will be set out in a prospectus expected to be published on or around 3 February 2014. If the conditions are met and required approvals granted, the Reorganisation is expected to become effective on 7 February 2014.

A circular and notice of extraordinary general meeting ("EGM") (the "Circular") is today being posted to shareholders for an EGM, due to take place at 10.00am on 7 February 2014 at 12 Castle Street, St. Helier, Jersey JE2 3RT. The EGM is being convened to consider matters related to the Issue, the Placing Programme and the Reorganisation. Words and expressions that are defined in the Circular shall have the same meanings where they are used in this announcement, except where the context requires otherwise.

Reasons for the Issue and the Placing Programme

Gravis Capital Partners LLP (the "Investment Adviser") continues to see significant opportunities in the infrastructure debt market. To take advantage of these opportunities, and in light of the continuing demand for the Company's equity (which has performed strongly and has traded at a premium to net asset value since the Company's initial public offering on 22 July 2010, the Company intends to issue up to 100,000,000 C Shares of £0.01 each at an issue price of £1.00 per C Share pursuant to the Issue.

The Directors recognise the importance of pre-emption rights to Shareholders and consequently intend that C Shares accounting for approximately £50 million of the Issue will be offered to existing Shareholders at the issue price in relation to the Issue of £1.00 per C Share by way of an open offer. It is intended that C Shares may be subscribed for by existing Shareholders *pro rata* to their holdings of existing Ordinary Shares. In addition, existing Shareholders who take up all of their open offer entitlements will be able to subscribe for C Shares in excess of their entitlements pursuant to an excess application facility, to the extent that other existing Shareholders do not take up their entitlements. Existing Shareholders will also be able to apply to participate further by subscribing for C Shares pursuant to the offer for subscription.

The Directors believe that proceeding with the Issue will have the following benefits for Shareholders:

- the open offer will provide existing Shareholders with the ability to acquire a further interest in the Company without incurring dealing costs, stamp duty or paying the current market premium for the Ordinary Shares;
- the additional capital raised will enable the Company to proceed with transactions in its investment pipeline, thereby further diversifying its investment portfolio, both by number of investments and by sector;
- an increase in the market capitalisation of the Company will help to make the Company more attractive to a wider shareholder base;
- it is expected that following conversion of the C Shares into Ordinary Shares ("Conversion"), the secondary market liquidity in the Ordinary Shares will be further enhanced as a result of a larger and more diversified shareholder base; and

- the Company's fixed running costs will be spread across a wider shareholder base, thereby reducing the total expense ratio.

The Company also announces the creation of a placing programme pursuant to which it may issue up to 100,000,000 new Ordinary Shares of £0.01 each. Any Ordinary Shares issued pursuant to the Placing Programme will be issued at an issue price calculated by reference to the net asset value per Ordinary Share at the time of allotment together with a premium intended to cover the costs and expenses of the relevant placing of Ordinary Shares (including, without limitation, any placing commissions) and the initial investment of the amounts raised. The issue price in respect of each relevant placing of Ordinary Shares will be determined on the basis described above so as to cover the costs and expenses of each placing and thereby avoid any dilution of the net asset value of the then-existing Ordinary Shares held by Ordinary Shareholders.

The Directors believe that instituting the Placing Programme will:

- enable the Company to grow further, thereby achieving to an additional extent the benefits of scale listed above as benefits of the Issue;
- partially satisfy market demand for Ordinary Shares from time to time and improve liquidity in the market for Ordinary Shares; and
- enable the Company to raise additional capital quickly, in order to take advantage of discrete investment opportunities that have been identified.

Overview of the Issue and the Placing Programme

It is anticipated that the C Shares issued pursuant to the Issue will be listed on the Standard Listing segment of the Official List and will be admitted to trading on the Main Market of the London Stock Exchange on 18 March 2014 and that Conversion will take place no later than 6 months from that date. Under the terms of the Articles, any C Shares issued by the Company will convert into Ordinary Shares based on the relative net asset values per share of the C Shares and the Ordinary Shares. The proceeds of the Issue will be invested in line with the Company's investment objectives and policy in order to take advantage of the opportunities identified by the Investment Adviser in the infrastructure debt market. Therefore, existing holders of Ordinary Shares should suffer no dilution of the net asset value of their Ordinary Shares as a result of the Issue and subsequent Conversion.

Following the Issue, the Directors will have discretion to issue Ordinary Shares pursuant to the Placing Programme. The size of the Placing Programme will be up to 100,000,000 Ordinary Shares. The Placing Programme will be flexible and may have a number of closing dates. It is the intention of the Directors that the Company will not issue any Ordinary Shares pursuant to the Placing Programme until after Conversion of the C Shares issued pursuant to the Issue.

Neither the Issue nor the Placing Programme will be underwritten.

Company's authorised share capital

For the purposes of the Issue and the Placing Programme, the Company will also require shareholder approval to increase the existing authorised share capital of the Company in order to provide sufficient headroom for the Issue and the Placing Programme, and a resolution to do so will therefore be proposed at the EGM.

Disapplication of Pre-Emption Rights

As stated above, the Directors intend that C Shares accounting for approximately £50 million of the Issue will be offered to existing Shareholders *pro rata* to their holdings. In order for the Directors to issue further equity securities (in this case C Shares pursuant to the Issue and Ordinary Shares pursuant to the Placing Programme) for cash free of the Pre-Emption Rights in the Company's Articles of Association, such Pre-Emption Rights must be disapplied, as the existing disapplication authority passed by Shareholders at the annual general meeting of the Company held on 11 February 2013 would not be sufficient to accommodate the Issue and the Placing Programme.

Shareholders are therefore being asked to approve, by way of a Special Resolution at the EGM, the disapplication of the Pre-Emption Rights in respect of the issue of up to 100,000,000 C Shares pursuant to the Issue (being the maximum number of C Shares to be issued by the Company pursuant to the Issue) and up to 100,000,000 Ordinary Shares pursuant to the Placing Programme (being the maximum number of Ordinary Shares to be issued by the Company pursuant to the Placing Programme), and that this authority shall expire at the conclusion of the annual general meeting of the Company in 2015.

Change to Company's regulatory status and changes to the Articles of Association

The Company is currently an unregulated exchange traded fund pursuant to the Collective Investment Funds (Unregulated Funds) (Jersey) Order 2008 ("the Unregulated Funds Order"). The Company will apply to the Jersey Financial Services Commission ("JFSC") to be regulated as a certified fund in Jersey pursuant to the Collective Investment Funds (Jersey) Law 1988, as amended and the Jersey Listed Fund Guide published by the JFSC. This is essential in order to allow the Company to be able to market its shares into the E.U. going forward. Under the Unregulated Funds Order the Company is subject to minimal supervision requirements. The Directors consider that the JFSC regulation will constitute an improvement in regulatory oversight and provide an additional level of comfort for investors. The JFSC will, in considering the Company's application to be regulated as a certified fund, expect the Company to have obtained shareholder approval of the change in its regulatory status.

The position of the Company under United Kingdom law and regulation will not change as a result of the alteration to the Company's Jersey regulatory status. Furthermore, the position of existing Shareholders or potential new investors in the Company will not change with regard to their ability to invest in the Company under UK law and regulation. Separately, the Company's existing articles of association (the "Articles") include references to the Unregulated Funds Order and include various provisions that will not be relevant following the completion of the Reorganisation. It is therefore proposed that the Articles be amended to reflect the change in regulatory status and the new Group structure (the "New Articles").

Directors

As part of the Reorganisation, the Company intends to increase the number of directors on its Board. At present, it is intended that Clive Spears and Paul de Gruchy will be appointed as directors of the Company with effect from 7 February 2014. The Articles contain a cap on the Directors' aggregate annual base fees which is currently £150,000. To enable the enlarged Board to be remunerated in line with the Directors' current remuneration and to permit any

increase in the Directors' remuneration that is considered appropriate to reflect any extension of their duties following the Reorganisation, the current cap on directors' remuneration contained in the Articles of Association will need to be increased. It is proposed that an Ordinary Resolution be put to the Shareholders at the EGM to approve an increase of the cap to £270,000. Both Clive Spears and Paul de Gruchy are currently directors of GCP Infrastructure Fund Limited.

Document viewing

A copy of the Circular will be submitted to the National Storage Mechanism and will shortly be available for inspection at www.Hemscott.com/nsm.do. The Circular will also shortly be available for viewing on the Company's website, [[www.gcruk.com/funds/gcp-infrastructure-investments-limited/.](http://www.gcruk.com/funds/gcp-infrastructure-investments-limited/)]

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Important information

This announcement which has been prepared by, and is the sole responsibility of, the directors of GCP Infrastructure Investments Limited has been approved for the purposes of section 21 of the Financial Services and Markets Act 2000 by Gravis Capital Partners LLP, which is authorised and regulated by the Financial Conduct Authority.

This announcement does not constitute a prospectus relating to GCP Infrastructure Investments Limited and does not constitute, or form part of, any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any shares in GCP Infrastructure Investments Limited in any jurisdiction nor shall it, or any part of it, or the fact of its distribution, form the basis of, or be relied on in connection with or act as any inducement to enter into, any contract therefor.

Recipients of this announcement who consider acquiring shares in GCP Infrastructure Investments Limited are reminded that any such acquisition must be made only on the basis of the information contained in the prospectus to be published by GCP Infrastructure Investments Limited on or around 12 February 2014 which may be different from the information contained in this announcement. A copy of the prospectus of GCP Infrastructure Investments Limited will, once issued, be available from the registered office of GCP Infrastructure Investments Limited.

Each of Oriel Securities Limited and Cenkos Securities plc is authorised and regulated in the United Kingdom by the Financial Conduct Authority and is acting for GCP Infrastructure Investments Limited and no-one else in connection with the matters described in this announcement and will not be responsible to anyone other than GCP Infrastructure Investments Limited for providing the protections afforded to its clients or for affording advice in relation to any of the matters referred to herein.

The shares of GCP Infrastructure Investments Limited have not been, nor will they be, registered under the US Securities Act of 1933, as amended or with any securities regulatory authority of any state or other jurisdiction of the United States or under the applicable securities laws of Australia, Canada, Japan or the Republic of South Africa. Further, GCP Infrastructure Investments Limited will not be registered under the US Investment Company Act of 1940, as amended. Subject to certain exceptions, the shares of GCP Infrastructure Investments Limited may not be offered or sold in any member state of the EU other than the United Kingdom or in the United States of America, Canada, Australia, Japan or the Republic of South Africa or to or for the account or benefit of any national, resident or citizen of any member state of the EU other than the United Kingdom or of Canada, Australia, Japan or the Republic of South Africa or any person located in the United States. Any issue of shares in GCP Infrastructure Investments Limited and the distribution of this announcement in other jurisdictions may be restricted by law and the persons into whose possession this announcement comes should inform themselves about, and observe, any such restrictions.

This announcement may include "forward-looking statements". All statements other than statements of historical facts included in this announcement, including, without limitation, those regarding GCP Infrastructure Investments Limited's financial position, strategy, plans, targets, proposed acquisitions and objectives are forward-looking statements.

Forward-looking statements are subject to risks and uncertainties and accordingly GCP Infrastructure Investments Limited's actual future financial results and operational performance may differ materially from the results and performance expressed in, or implied by, such statements. These factors include but are not limited to those described in the prospectus to be issued by GCP Infrastructure Investments Limited on or about 12 February 2014.

These forward-looking statements speak only as at the date of this announcement. GCP Infrastructure Investments Limited and Gravis Capital Partners LLP expressly disclaim any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by the Financial Services and Markets Act 2000, the Listing Rules or Prospectus Rules of the Financial Conduct Authority or other applicable laws, regulations or rules.

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