

Proposed Placing under Placing Programme

RNS Number : 2808H
GCP Infrastructure Investments Ltd
30 November 2015

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This announcement is an advertisement and not a prospectus. Any decision to invest in any securities referred to in this announcement must be made exclusively on the basis of the prospectus published by the Company on 30 March 2015, and any supplement thereto, in connection with a placing programme (the "Placing Programme") for ordinary shares of £0.01 each ("Ordinary Shares"), to be admitted to the Premium Listing segment of the Official List of the UK Listing Authority and to trading on the Main Market for listed securities of the London Stock Exchange (the "Prospectus"). A copy of the Prospectus is available for inspection at www.morningstar.co.uk/uk/NSM. This announcement does not constitute a recommendation regarding any securities.

30 November 2015

GCP Infrastructure Investments Limited
(the "Company")

Proposed Placing under Placing Programme

The Board of Directors of GCP Infrastructure Investments Limited (the "Board") announces a proposed placing of Ordinary Shares ("New Ordinary Shares") targeting gross proceeds of £20 million (the "Placing"). The Placing is being conducted in accordance with the terms and conditions of the Placing Programme. The Placing will be non pre-emptive. As at the date of this announcement, the Company has 88,997,821 Ordinary Shares remaining under its Placing Programme.

The issue price in respect of the Placing will be 118 pence per New Ordinary Share, which represents a discount of 2.5% to the closing price per Ordinary Share as at close of business on 27 November 2015, the last business day prior to this announcement. The net asset value per Ordinary Share ("NAV") as at 30 November 2015 is expected to be announced on 3 December 2015.

The Placing is being proposed in order to allow the Company to repay part of the existing Revolving Credit Facility as well as enabling it to take advantage of a number of immediate and attractive investment opportunities in accordance with the Company's investment objective and policy.

The decision to allot any New Ordinary Shares to any qualified investors shall be at the discretion of the Company, Stifel Nicolaus Europe Limited ("Stifel") and Cenkos Securities plc ("Cenkos"). Stifel and Cenkos reserve the right, in agreement with the Company, to scale back applications under the Placing at their absolute discretion in such amounts as they consider appropriate.

Qualified investors should communicate their firm interest to their usual sales contact at either Stifel or Cenkos, providing a clear indication of the number of New Ordinary Shares which such qualified investor wishes to subscribe for under the Placing.

Application will be made to the UK Listing Authority for all of the New Ordinary Shares issued pursuant to the Placing to be admitted to the premium segment of the Official List and for all such New Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities. It is expected that such admission will become effective and dealings in such New Ordinary Shares will commence on 9 December 2015.

The expected timetable for the Placing is set out below. The timetable is subject to change at the discretion of the Company in consultation with Stifel and Cenkos.

Expected timetable	2015
Opening of the Placing	30 November 2015
NAV as at 30 November 2015 announced	3 December 2015
Latest time and date for receipt of placing commitments	3.00 p.m. on 4 December 2015
Results of Placing announced and trade date	7 December 2015
Admission and Settlement	9 December 2015

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus of the Company dated 30 March 2015.

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Important Information

Members of the public are not eligible to take part in the Placing. This announcement and the terms and conditions referred to herein are directed in the United Kingdom only at persons selected by Stifel Nicolaus Europe Limited or Cenkos Securities plc who are "investment professionals" falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FPO") or "high net worth companies, unincorporated associations etc" falling within Article 49(2) of the FPO, or persons to whom it may otherwise be lawfully communicated (all such persons together being referred to as "Relevant Persons"). This announcement and the terms and conditions referred to herein must not be acted on or relied on in the United Kingdom by persons who are not Relevant Persons. Any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with, persons in the United Kingdom who are Relevant Persons.

The New Ordinary Shares that are the subject of the Placing are not being offered or sold to any person in the European Union, other than to "qualified investors" as defined in Article 2.1(e) of Directive 2003/71/EC, which includes legal entities which are regulated by the Financial Conduct Authority or entities which are not so regulated whose corporate purpose is solely to invest in securities.

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Stifel Nicolaus Europe Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as joint broker and joint bookrunner to the Company and is acting for no-one else in connection with the Placing and the contents of this announcement and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Stifel Nicolaus Europe Limited nor for providing advice in connection with the Placing and the contents of this announcement or any other matter referred to herein.

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