

# Results of the AGM and EGM

RNS Number : 4748E  
GCP Infrastructure Investments Ltd  
09 February 2018

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

## Results of the Annual General Meeting and Extraordinary General Meeting

GCP Infra, the only UK listed fund focused primarily on investments in UK infrastructure debt, today announces the results of voting at both the annual general meeting and extraordinary general meeting of the Company held on Friday 9 February 2018 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. Total votes of 359,732,143 were cast at the AGM. The results of the voting are noted as follows:

| Resolutions                                                                                                                                                                                                                                                                                                                                                                                                        | For         | %     | 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 2017 be adopted.                                                                                                                                                                                                                                                      | 359,706,399 | 99.99 | 819        | 0.01  | 24,925     |
| 2. Ordinary Resolution: THAT the Directors' remuneration report for the year ended 30 September 2017 be approved.                                                                                                                                                                                                                                                                                                  | 354,463,136 | 98.55 | 5,227,613  | 1.45  | 41,394     |
| 3. Ordinary Resolution: THAT Ian Reeves CBE be re-elected as a director of the Company.                                                                                                                                                                                                                                                                                                                            | 359,609,087 | 99.98 | 84,086     | 0.02  | 38,969     |
| 4. Ordinary Resolution: THAT Clive Spears be re-elected as a director of the Company.                                                                                                                                                                                                                                                                                                                              | 359,664,855 | 99.99 | 10,819     | 0.01  | 56,469     |
| 5. Ordinary Resolution: THAT Paul De Gruchy be re-elected as a director of the Company.                                                                                                                                                                                                                                                                                                                            | 359,687,596 | 99.99 | 5,578      | 0.01  | 38,969     |
| 6. Ordinary Resolution: THAT David Pirouet be re-elected as a director of the Company.                                                                                                                                                                                                                                                                                                                             | 359,692,355 | 99.99 | 819        | 0.01  | 38,969     |
| 7. Ordinary Resolution: THAT Michael Gray be re-elected as a director of the Company.                                                                                                                                                                                                                                                                                                                              | 359,670,096 | 99.99 | 23,078     | 0.01  | 38,969     |
| 8. Ordinary Resolution: THAT Julia Chapman be re-elected as a director of the Company.                                                                                                                                                                                                                                                                                                                             | 359,692,355 | 99.99 | 819        | 0.01  | 38,969     |
| 9. Ordinary Resolution: THAT Clive Spears be appointed as Senior Independent Director.                                                                                                                                                                                                                                                                                                                             | 359,664,855 | 99.99 | 10,819     | 0.01  | 56,469     |
| 10. Ordinary Resolution: THAT the companies dividend policy be approved.                                                                                                                                                                                                                                                                                                                                           | 359,706,399 | 99.99 | 25,444     | 0.01  | 300        |
| 11. Ordinary Resolution: THAT KPMG Channel Islands Jersey Limited be re-appointed as Auditors to the Company.                                                                                                                                                                                                                                                                                                      | 319,847,914 | 99.73 | 875,821    | 0.27  | 39,008,406 |
| 12. Ordinary Resolution: THAT the remuneration of KPMG Channel Islands Jersey Limited be determined by the Audit Committee.                                                                                                                                                                                                                                                                                        | 359,721,024 | 99.99 | 10,819     | 0.01  | 300        |
| 13. Ordinary Resolution: THAT the Director's remuneration policy be approved.                                                                                                                                                                                                                                                                                                                                      | 307,565,919 | 85.51 | 52,131,038 | 14.49 | 35,185     |
| 14. Ordinary Resolution: THAT the maximum aggregate base remuneration fees payable to the Directors be increased to £500,000 per annum.                                                                                                                                                                                                                                                                            | 311,942,368 | 86.72 | 47,767,539 | 13.28 | 22,235     |
| 15. Ordinary Resolution: THAT the Company be generally and unconditionally authorised to cancel or hold treasury in any of the Ordinary Share purchased pursuant to the authority granted.                                                                                                                                                                                                                         | 358,928,293 | 99.78 | 799,213    | 0.22  | 4,637      |
| 16. Ordinary Resolution: THAT the Directors be and are hereby authorised, in accordance with Article 115 of the Articles, to offer holders of Ordinary Shares to the extent in the manner determined by the Directors, the right to elect to receive Ordinary Shares, credited as being fully paid, instead of cash, in respect of all or any part dividend as may be declared by the Directors from time to time. | 358,917,189 | 99.78 | 790,029    | 0.22  | 24,925     |
| 17. Special Resolution: THAT the Company be authorised to purchase its own shares be approved.                                                                                                                                                                                                                                                                                                                     | 358,902,289 | 99.77 | 813,554    | 0.23  | 16,300     |
| 18. Special Resolution: THAT the Directors be authorised to allot and issue up to 79,132,684 Ordinary Shares, as if pre-emption rights in the Articles did not apply, be approved.                                                                                                                                                                                                                                 | 358,907,182 | 99.77 | 824,661    | 0.23  | 300        |

The Special Resolution proposed in the notice and agenda of the EGM was also duly passed. Total votes of 355,766,004 were cast at the EGM. The results of the voting are noted as follows:

| Special Resolution                                                                                                                                                                         | For         | %     | Against    | %    | Withheld   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------|------------|------|------------|
| THAT the Directors of the Company be and are hereby generally and unconditionally authorised to allot and issue an aggregate of up to 79,132,684 Ordinary Shares and/or C Shares for cash. | 291,032,719 | 93.08 | 21,631,860 | 6.92 | 43,101,425 |

In accordance with Listing Rule 9.6.2, the full text of the special resolutions passed at both the AGM and EGM have been submitted to the National Storage Mechanism and will be available at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM). The full text of the resolutions may also be found in the notices of the AGM and EGM which are available on the Company's website <https://www.graviscapital.com/funds/gcp-infra>

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End of Announcement

**Notes to the Editor**

**About GCP Infra**

The Company is a closed-ended London Stock Exchange-listed investment company that seeks to generate returns from senior and subordinated infrastructure debt and related and/or similar assets. The Company is advised by Gravis.

This information is provided by RNS  
The company news service from the London Stock Exchange

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