

# ATTENDANCE CARD

## GCP INFRASTRUCTURE INVESTMENTS LIMITED - ANNUAL GENERAL MEETING

You may submit your proxy electronically using the Share Portal service at [www.capitashareportal.com](http://www.capitashareportal.com). If not already registered for the Share Portal, you will need your Investor Code below.

To be held at: 12 Castle Street, St Helier, Jersey JE2 3RT

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of person attending

Barcode:

Investor Code:

## FORM OF PROXY GCP INFRASTRUCTURE INVESTMENTS LIMITED - ANNUAL GENERAL MEETING

Bar Code:

Investor Code:

I/We being a member of the company hereby appoint the Chairman of the meeting or (see note 1 over) Event Code:

Name of proxy

Number of shares proxy appointed over

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 9.00 a.m. on Thursday 12 February 2015 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:

If you wish to appoint multiple proxies please see note 1 over.  Please also tick here if you are appointing more than one proxy.

### RESOLUTIONS Please mark 'X' to indicate how you wish to vote

- |   | For                                 | Against                             | Vote Withheld                       |
|---|-------------------------------------|-------------------------------------|-------------------------------------|
| 1. To adopt the report of the Directors and the audited accounts of the Company for the financial year ended 30 September 2014.                         | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2. To approve the Directors' remuneration report.   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3. To approve the Directors' remuneration policy set out in the Company Circular to Shareholders dated 12 January 2015 with effect from 1 October 2014. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4. To approve an increase of the maximum level of the Directors' base annual fees to an aggregate of £370,000.  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5. To re-elect Ian Reeves CBE, who will retire by rotation at the AGM, as a director of the Company.  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6. To re-elect Clive Spears as a director of the Company.   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. To re-elect Paul de Gruchy as a director of the Company.   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

### RESOLUTIONS Please mark 'X' to indicate how you wish to vote

- |   | For                                 | Against                             | Vote Withheld                       |
|---|-------------------------------------|-------------------------------------|-------------------------------------|
| 8. To re-appoint Ernst & Young LLP as auditors of the Company.  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. To authorise the Directors to set the auditor's remuneration.  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10. To increase the authorised share capital of the Company from £10,000,000 to £11,000,000, by the creation of 100,000,000 Ordinary Shares of £0.01 each in the capital of the Company.  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. To authorise the Directors to disapply pre-emption rights in respect of (a) the issue of up to 150,000,000 Ordinary Shares pursuant to the New Placing Programme and (b) the allotment of equity securities in connection with an offer of such securities by way of a rights issue (as defined in the Articles). | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 12. To authorise the Company to purchase its own shares.  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

Signature

Date

You may submit your proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com)

## Notes

1. A member is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company and a member may appoint more than one proxy in relation to a meeting to attend, speak and vote on the same occasion provided that each proxy is appointed to exercise the rights attached to a different share or shares held by a member. To appoint more than one proxy, the proxy form should be photocopied and the name of the proxy to be appointed indicated on each form together with the number of shares that such proxy is appointed in respect of.
2. A Form of Proxy is enclosed with this circular. In order to be valid any proxy form or other instrument appointing a proxy must be returned duly completed by one of the following methods no later than 9.00 a.m. on 10 February 2015:  
In hard copy form by post, by courier, or by hand to the following address:  
**Capita Registrars (Jersey) Limited**  
**12 Castle Street**  
**St. Helier**  
**Jersey**  
**JE2 3RT**  
**Channel Islands**  
Submission of a proxy appointment will not preclude a member from attending and voting at the AGM should they wish to do so.  
  
To direct your proxy on how to vote on the resolutions, mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
3. Pursuant to the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company specifies that only those shareholders registered in the register of members of the Company by 9.00 a.m. on 10 February 2015 shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 9.00 a.m. on 10 February 2015 shall be disregarded in determining the rights of any person to attend or vote at the AGM.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
5. Under the Companies (Jersey) Law 1991, a body corporate may only appoint one corporate representative. A shareholder which is a body corporate that wishes to allocate its votes to more than one person should use the proxy arrangements.
6. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be returned to the registered office with your proxy form.
7. In accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company has fixed 6.00 p.m. on 8 January 2015 as the record date for determining the uncertificated members entitled to receive notice of the meeting and this form of proxy, so that such persons entered on the Company's register of members at that time are the persons so entitled.  
  
CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of the AGM by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.  
  
In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.  
  
CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK and Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timing and limitations will therefore apply in relation to the input of CREST Proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a personal CREST member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by sections of the CREST manual concerning practical limitations of the CREST system and timings.  
  
The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 of the United Kingdom, or the relevant provisions of the Companies (Uncertificated Securities) (Jersey) Order 1999.
8. You may submit your proxy electronically using the Shareportal Service at [www.capitashareportal.com](http://www.capitashareportal.com). You will be asked to enter your Investor Code (IVC) printed on the share certificate and agree to certain terms and conditions. On submission of your vote you will be issued with a reference number. For an electronic proxy appointment to be valid, it must be received by the Registrar no later than 9:00 AM on 10 February 2015. If not already registered for the share portal you will need your investor code. If you cannot locate your investor code, please contact Capita Asset Services helpline on 0871 664 0300 (calls cost 10 pence per minute plus network extras) (from outside the UK: + 44 (0) 20 8639 3399) between 09.00 and 17.30 on Business Days.
9. As at 11 January 2015 being the latest practicable date before the publication of this circular, the Company's issued share capital consisted of 513,848,242 Ordinary Shares carrying one vote each. Therefore, the total voting rights in the Company as at 11 January 2015 are 513,848,242.
10. Copies of the Directors' letters of appointment are available for inspection at the Registered Office of the Company during normal business hours on any business day and will be available for inspection at the place where the meeting is being held from 15 minutes prior to and during the meeting.