

GCP Infrastructure Investments Limited (the “Company” and/or “GCPInfra”)

RESPONSIBILITIES OF THE CHAIR OF THE BOARD

1. Overall Effectiveness of the Company

The Chair leads the Board and is responsible for its overall effectiveness in directing the Company. This includes, but is not limited to, the following:

- demonstrate objective judgement throughout their tenure;
- set clear expectations concerning the style and tone of Board discussions, ensuring the Board has effective decision-making processes and applies sufficient challenge to major proposals;
- promotes a culture of openness and debate;
- facilitates constructive Board relations and the effective contribution of all non-executive directors;
- setting a Board agenda primarily focused on strategy, performance, value creation, culture, stakeholders and accountability, and ensuring that issues relevant to these areas are reserved for Board decision;
- provide guidance and mentoring to new directors as appropriate; and
- act on the results of the internal and external evaluations by recognising the strengths and addressing any weaknesses of the Board.

The Chair should ensure that:

- adequate time is available for discussion of all agenda items, in particular strategic issues, and that debate is not truncated;
- there is a timely flow of accurate, high-quality and clear information;
- the Board determines the nature, and extent, of the significant risks the Company is willing to embrace in the implementation of its strategy;
- all directors are aware of and able to discharge their statutory duties;
- the Board listens to the views of shareholders and other key stakeholders;
- all directors receive a full, formal and tailored induction on joining the Board; and
- all directors continually update their skills, knowledge and familiarity with the Company to fulfil their role both on the Board and committees.

The Chair of the Board should not chair Board meetings when the Board is dealing with the appointment of his/her successor.

2. Stakeholder Engagement

In addition to formal general meetings, the Chair should:

- foster constructive relations with major shareholders and convey their views to the Board as a whole;
- ensure that the Board as a whole has a clear understanding of the views of shareholders;

- represent the Company to its key stakeholders and report personally in the annual report about Board leadership and effectiveness; and
- facilitate consideration of the potential impact of Board decisions on each stakeholder group.

3. Independence and Conflicts of Interest

The Chair should be independent on appointment and when assessed against the following circumstances set out in Provision 13 of the AIC Code of Corporate Governance:

- has, or has had within the last three years (prior to appointment to the Board), a material business relationship with the Company of the Investment Adviser, either directly or as a partner, shareholder, director or senior employee of a body that has such a relationship with the Company or the Investment Adviser;
- has received or receives additional remuneration from the Company apart from a directors' fee;
- has close family ties with any of the Company's advisers, directors or the Investment Adviser;
- holds cross-directorships or has significant links with other directors through involvement in other companies or bodies;
- represents a significant shareholder; or
- has served on the Board for more than nine years from the date of their first appointment.

On appointment, and throughout the Chair's tenure, the Chair should have no relationships that may create a conflict of interest between the Chair's interest and those of shareholders, including:

- being an employee of the Investment Adviser or an ex-employee who has left the employment of the Investment Adviser within the last five years prior to appointment to the Board;
- being a professional adviser who has provided services to the Investment Adviser or its subsidiaries within the last three years prior to appointment to the Board; or
- serving on any boards of an investment company managed by the same Investment Adviser.

4. Committee Membership

The Chair may only be a member of the Audit Committee and the Remuneration Committee if they were independent on appointment but cannot chair either Committee.

The Chair may only be a member of, and may chair, the Management Engagement Committee, provided that he/she is independent of the Investment Adviser (AIC Code 17).

This statement was approved by the Board of Directors of the Company on 23 October 2020.