# Attendance card | GCP Infrastructure Investments Limited – Annual General Meeting

**You may submit your proxy electronically using the share portal service at www.signalshares.com. If not already registered for the share portal, you will need your Investor Code.**

**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 registrar. This will facilitate entry to the meeting.**

**Signature of person attending**

**Barcode:**

# Form of proxy | GCP Infrastructure Investments Limited – Annual General Meeting

**Barcode:**

**Event code:**

**I/we being a member of the Company hereby appoint the Chairman of the meeting or (see note 1 over)**

**Name of proxy**

**Number of ordinary 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 12 Castle Street, St Helier, Jersey JE2 3RT at 11.00 a.m. (GMT) on 15 February 2023 and at any adjournment thereof.**
**I/we have indicated with an '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**

| Resolution | For | Against | Vote withheld |
|---|---|---|---|
| 1. To adopt the Report of the Directors and the audited financial statements of the Company for the year ended 30 September 2022. | | | |
| 2. To receive and approve the Directors' remuneration report. | | | |
| 3. To re-elect Julia Chapman as a director of the Company. | | | |
| 4. To re-elect Michael Gray as a director of the Company. | | | |
| 5. To re-elect Steven Wilderspin as a director of the Company. | | | |
| 6. To re-elect Dawn Crichard as a director of the Company. | | | |
| 7. To re-elect Andrew Didham as a director of the Company. | | | |
| 8. To elect Alex Yew as a director of the Company. | | | |
| 9. To approve the Company's dividend policy. | | | |
| 10. To re-appoint KPMG Channel Islands Jersey Limited ("KPMG") as auditors of the Company. | | | |

## Resolutions

**Please mark 'X' to indicate how you wish to vote**

| Resolution | For | Against | Vote withheld |
|---|---|---|---|
| 11. To authorise the Audit and Risk Committee, for and on behalf of the Board, to determine the remuneration of KPMG. | | | |
| 12. To authorise the Directors to offer holders of Ordinary Shares the right to elect to receive Ordinary Shares instead of cash in respect of any dividend which may be declared by the Directors from time to time, such authority to expire at the conclusion of the Company's annual general meeting in 2028. | | | |
| 13. To authorise the Company to hold Ordinary Shares purchased pursuant to the authority granted under Resolution 14 as treasury shares. | | | |
| **Special Resolutions** | | | |
| 14. To authorise the Company to purchase its own shares. | | | |
| 15. To authorise the Directors to allot and issue up to 88,479,766 Ordinary Shares, (representing approximately 10 per cent. of the Ordinary Shares in issue as at the Latest Practicable Date), as if the pre-emption rights in the Articles did not apply. | | | |

**Signature** **Date**

**You may submit your proxy electronically at www.signalshares.com**

**Notes**

1. A Shareholder is entitled to appoint one or more proxies to exercise all or any of the shareholder's rights to attend, speak and vote at the AGM. A proxy need not be a Shareholder of the Company and a Shareholder 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 Shareholder. 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. In accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, for the purpose of serving the Notice of Annual General Meeting, the Company has fixed close of business on 30 December 2022 as the record date for determining the Shareholders entitled to receive the Notice of Annual General Meeting and the Form of Proxy, so that such persons entered on the Company's register of members at that time are the persons so entitled.
3. 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 to be received no later than 11.00 a.m. (GMT) on 13 February 2023:
   - **(for certificated shareholders)** in hard copy form by post, by courier, or by hand to the following address:

     **Link Market Services (Jersey) Limited, 12 Castle Street, St Helier, Jersey, JE2 3RT, Channel Islands**

     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.

     You may submit your proxy electronically using the shareportal service at **www.signalshares.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 11:00 a.m. (GMT) on 13 February 2023. If not already registered for the share portal you will need your investor code. If you cannot locate your investor code, please contact Link Group's helpline on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 a.m. – 5.30 p.m. (London time), Monday to Friday (excluding public holidays in England and Wales).

     Submission of a proxy appointment will not preclude a member from attending and voting at the AGM should they wish to do so.
   - **(for uncertificated shareholders)** in electronic form through Proxymity or CREST:

     Proxymity:

     If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to **www.proxymity.io**.

     Your proxy must be lodged by 11:00 a.m. (GMT) on 13 February 2023 in order to be considered valid or, if the AGM is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

     CREST:

     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 Proxy Instruction must be properly authenticated in accordance with Euroclear UK and International 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 International 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.

     Submission of a proxy appointment will not preclude a member from attending and voting at the AGM should they wish to do so.
4. Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
5. 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 close of business on 13 February 2023 shall be entitled to attend and vote at the AGM (or appoint a proxy) in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after close of business on 13 February 2023 shall be disregarded in determining the rights of any person to attend or vote at the AGM (or appoint a proxy).
6. **Joint holders:** 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).
7. **Corporate representatives:** Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder. In the event that a corporation authorises more than one person and more than one of them purports to exercise powers as a Shareholder (a) if they purport to exercise a power in the same way, the power is treated as exercised in that way; and (b) if they do not purport to exercise the power in the same way, the power is treated as not exercised.
8. **Power of attorney:** 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.
9. **Latest practicable date:** As at the Latest Practicable Date, the Company's issued share capital consisted of 884,797,669 Ordinary Shares carrying one vote each. The total voting rights in the Company as at the Latest Practicable Date are 884,797,669.
10. **Copies of the Directors' letters of appointment:** Copies of the Directors' letters of appointment and the Company's Articles 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 AGM is being held from 15 minutes prior to and during the meeting.