

BBI Global Infrastructure S. A.

Société anonyme - société d'investissement à capital variable

Siège social: 6E, route de Trèves, L-2633 Senningerberg

R.C.S. Luxembourg B163879

ASSEMBLEE GENERALE EXTRAORDINAIRE¹
du [•] 2020

Me E. DELOSCH
N°

In the year two thousand and twenty on the [•] day of [•],

Before Us Maître Edouard Delosch, notary residing in Luxembourg, Grand Duchy of Luxembourg,

was held an extraordinary general meeting of the shareholders (the **Meeting**) of **BBI Global Infrastructure S.A.**, an investment company with variable capital (*société d'investissement à capital variable*), with registered office at 6E, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies register (*Registre de Commerce et des Sociétés de Luxembourg*) under number B163879 (the **Company**), authorised under, and subject to, part II of the Luxembourg act of 17 December 2010 relating to undertakings for collective investment, as amended (the **2010 Act**) and incorporated pursuant to a deed of notary Maître Henri Hellinckx dated 3 October 2011, published on 24 November 2011 in the Luxembourg official gazette (*Mémorial C, Recueil des Sociétés et Associations*) C-N° 2870.

The Meeting was opened at [•] and appoints [•], professionally residing in Senningerberg as chairman of the Meeting (the **Chairman**).

The Chairman appoints [•], professionally residing in Senningerberg as secretary of the Meeting (the **Secretary**). The Meeting appoints [•], professionally residing in Senningerberg as scrutineer of the Meeting (the **Scrutineer**). The Chairman, the Secretary and the Scrutineer are collectively referred to hereafter as the **Bureau**.

The shareholders present or represented at the Meeting and the number of shares they hold are indicated on an attendance list, which will remain attached to the present minutes after having been signed prior to the

¹ Please note that the implementation of the below Resolutions will be subject to the approval of the Commission de Surveillance du Secteur Financier (CSSF), which is pending. Please note in particular that the revised Articles remain subject to final CSSF approval and, to the extent any changes are requested by the CSSF, the Articles on the website would be immediately updated. To the extent the CSSF approval would not have been obtained by the day of the Meeting, the Meeting may approve the above agenda items subject to CSSF approval and authorize the board of directors of the Company to acknowledge the meeting of this condition through a notarial acknowledgment deed. These minutes shall be adjusted accordingly in that event.

opening of the proceedings of the Meeting by the shareholders present or the proxyholders of the shareholders of the Company represented at the Meeting and the members of the Bureau.

The proxy forms from the shareholders represented at the Meeting will also remain attached to the present minutes.

The Bureau having thus been constituted, the Chairman requests the notary to record that:

- I. The shareholders of the Company were duly convened by a convening notice containing the agenda of the Meeting in accordance with Luxembourg law.

The convening notice was sent by registered mail to all registered shareholders, members of the management board of the Company, members of the supervisory board of the Company and the auditor.

In addition, the convening notice was made available on the Company's website as of the date stated above, on the National Storage Mechanism and at the Company's registered office in Luxembourg.

- II. [The Company did not receive any request from shareholders owning at least five percent (5%) in the share capital of the Company requesting to add additional items to the agenda or to change existing agenda items in accordance with Luxembourg law. No request to postpone the Meeting by shareholders holding at least ten percent (10%) in the share capital of the Company was made.]

- III. In respect of all the items of the below agenda, a quorum of presence of half of the issued capital of the Company be present or represented is required for the valid deliberation or acknowledgment of the Meeting. The resolutions are passed by the simple majority of the votes expressed by the shareholders present or represented at the Meeting and the votes expressed by correspondence, except for resolutions effecting a change to the Articles, which shall be passed by a special majority of two-thirds (2/3) of the votes expressed by the shareholders present or represented at the Meeting and the votes expressed by correspondence.

- IV. The agenda of the Meeting is the following:

- (1) Subject to prior approval by the financial regulator in Luxembourg, the *Commission de Surveillance du Secteur Financier* (the **CSSF**), decision to proceed with the mandatory conversion of all issued registered shares of the Company into dematerialised shares in accordance

with the Luxembourg law on dematerialised shares dated 6 April 2013;

- (2) Subject to prior approval by the CSSF, decision to amend and restate the articles of association (the **Articles**) of the Company in their entirety in order to reflect the change of share form accordingly; and
- (3) Granting of powers.

V. It appears from the attendance list established and certified by the members of the Bureau, that out of the total share capital of the Company represented by [•] shares without nominal value, [•] shares are present or duly represented at the Meeting or a vote by correspondence has been expressed in respect thereof. The shareholders present or represented declare that they have had due notice of, and have been duly informed of the agenda prior to the Meeting. The Meeting is thus regularly constituted and can validly deliberate on all items on the agenda.

VI. The Meeting takes the following resolutions:

FIRST RESOLUTION

Subject to prior approval by the CSSF, the Meeting resolves to proceed with the mandatory conversion of all issued registered shares of the Company into dematerialised shares in accordance with the Luxembourg law on dematerialised shares dated 6 April 2013 (the **Dematerialisation Law**).

The Meeting acknowledges that it is contemplated that LuxCSD be appointed as Settlement Organisation (*Organisme de liquidation*) in accordance with the Dematerialisation Law and that all required publication formalities shall be accomplished.

This resolution has been approved

with	Yes votes =	[•] % of the votes
	[•]	
	[•] attended shares	
	[•] votes by	
	correspondence	
with	No vote = [•]	[•] % of the votes
with	[•] abstentions and [•]	
	votes not cast and	
	assimilated	

SECOND RESOLUTION

Subject to prior approval by the CSSF and after having carefully reviewed the proposed changes, the Meeting resolves to amend and restate the Articles in their entirety in order to reflect the change of share form accordingly.

The amended and restated Articles shall read as follows:

[AMENDED AND FULLY RESTATED ARTICLES TO BE INSERTED]

This resolution has been approved

with	Yes votes = [•] [•] attended shares [•] votes by correspondence	[•] % of the votes
with	No vote = [•]	[•] % of the votes
with	[•] abstentions and [•] votes not cast and assimilated	

THIRD RESOLUTION

The Meeting resolves to authorise and empower with full power of substitution any lawyer practising within or employee of Allen & Overy, *société en commandite simple (Allen & Overy)*, each acting individually, in the name and on behalf of the Company to take all necessary actions and steps towards the CSSF and any relevant authority in view of the implementation of the present resolutions and to undertake any formality, filing, step or action, as well as to sign any document, necessary to implement the present resolutions, such as, but not limited to, agreements, powers of attorney, certificates, notices, letters of notification, requests or other communications to be given by the Company and, generally, all documents, steps or actions necessary or useful to the present resolutions, and to ratify any actions and steps taken by any lawyer or employee of Allen & Overy vis-à-vis the CSSF and any relevant authority in relation to the resolutions above.

This resolution has been approved

with	Yes votes = [•] [•] attended shares [•] votes by correspondence	[•] % of the votes
with	No vote = [•]	[•] % of the votes

with	[•] abstentions and [•] votes not cast and assimilated
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ESTIMATE OF COSTS

The amount of expenses, costs, remunerations and charges in any form whatsoever which shall be borne by the Company as a result of the present deed is estimated to be approximately [•].

There being no further business, the Meeting closed at ***** (Luxembourg time).

The undersigned notary, who understands and speaks English, states hereby that at the request of the above appearing persons, this notarial deed is worded only in English in accordance with article 26 of the 2010 Act.

This notarial deed was drawn up in Senningerberg on the date stated at the beginning of this document.

The document having been read to the appearing persons, the said persons signed together with Us, the notary, the present original deed.