

Bilfinger Berger Global Infrastructure SICAV S.A.
(the “Company”)

Annual General Meeting
30 April 2014

Draft Resolutions to be proposed

1. **IT WAS RESOLVED THAT** the reports of:
 - (i) the Management Board of the Company; and
 - (ii) the independent auditor of the Companyon the activities of the Company during the financial period which ended on 31 December 2013, be and hereby are received.
2. **IT WAS RESOLVED THAT** the standalone financial statements of the Company for the financial period which ended on 31 December 2013 and allocation of the results be and hereby are reviewed and approved.
3. **IT WAS RESOLVED THAT** the consolidated financial statements of the Company (statement of financial position, statement of comprehensive income, statement of changes in equity, statement of cash flow and notes to the financial statements) for the financial year 1 January 2013 to 31 December 2013 be and hereby are reviewed and approved.
4. **IT WAS RESOLVED THAT** discharge and release (*quitus*) to:
 - the external auditor;
 - the current members of the Management Board and to Arne Speer, who resigned as a member of the Management Board with effect from 30 April 2013; and
 - the current members of the Supervisory Board of the Company and to Thomas Toepfer, who resigned as a member of the Supervisory Board with effect from 21 May 2013;for all their duties during, and in connection with, the financial period having started on 1 January 2013 and having ended on 31 December 2013, be and hereby is approved.
5. **IT WAS RESOLVED THAT** the re-appointment of David Richardson as a member of the Supervisory Board in accordance with the Company's articles of association for a period ending after the Annual General Meeting of the shareholders of the Company to be held in respect of the annual accounts of the Company for the financial year ending on 31 December 2014, be and hereby is approved.
6. **IT WAS RESOLVED THAT** the re-appointment of Colin Maltby as a member of the Supervisory Board in accordance with the Company's articles of association for a period ending after the Annual General Meeting of the shareholders of the Company to be held in respect of the annual accounts of the Company for the financial year ending on 31 December 2014, be and hereby is approved.
7. **IT WAS RESOLVED THAT** the re-appointment of Howard Myles as a member of the Supervisory Board in accordance with the Company's articles of association for a period ending after the Annual General Meeting of the shareholders of the Company to be held in respect of the annual accounts of the Company for the financial year ending on 31 December 2014, be and hereby is approved.

8. **IT WAS RESOLVED THAT** the re-appointment of KPMG Luxembourg S.à r.l., as independent auditor of the Company, for a period ending after the Annual General Meeting of the shareholders of the Company to be held in respect of the annual accounts of the Company for the financial year ending on 31 December 2014, be and hereby is approved.
9. **IT WAS RESOLVED THAT** the Management Board be and hereby is authorised to determine the remuneration of the independent auditor.
10. **IT WAS RESOLVED THAT**, in accordance with Article 28 of the Articles, the Management Board be and hereby is authorised, in respect of dividends declared for any financial period or periods of the Company ending prior to the Annual General Meeting of the shareholders of the Company to be held in 2015, to offer the holders of ordinary shares in the Company of no par value (the "Ordinary Shares") the right to elect to receive further Ordinary Shares, credited as fully paid, in respect of all or any part of such dividend or dividends declared in respect of any such period or periods.
11. **IT WAS RESOLVED THAT** the Company be and hereby is authorised to make market acquisitions of its Ordinary Shares in issue, provided that:
- The maximum number of Ordinary Shares authorised to be purchased shall be 14.99 per cent. of the Ordinary Shares in issue immediately following this annual general meeting;
 - The minimum price (exclusive of expenses) which may be paid for such shares is £0.01 per Ordinary Share;
 - The maximum price (exclusive of expenses) which may be paid for Ordinary Shares shall be the higher of (i) 5 per cent. above the average market value for the five business days before the purchase is made and (ii) the higher of the price of the last independent trade and the highest independent bid at the time of the purchase for any number of Ordinary Shares on the trading venue where the purchase is carried out;
 - The authority hereby conferred shall (unless previously renewed or revoked) expire at the end of the Annual General Meeting of the shareholders of the Company to be held in 2015 or, if earlier, 18 months from the date of the passing of this resolution;
 - The Company may make a contract to purchases its own Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own Ordinary Shares in pursuance of any such contract; and
 - Any Ordinary Share acquired by the Company pursuant to the above authority may be held in treasury or subsequently cancelled by the Company.
12. **IT WAS RESOLVED THAT**, in accordance with Article 6(4) of the Articles, the Management Board be and hereby is authorised to allot up to the aggregate number of Ordinary Shares as represent less than 10 per cent. of the number of Ordinary Shares already admitted to trading on the London Stock Exchange's main market for listed securities immediately following the passing of this resolution as if the pre-emption provisions in Article 6 of the Articles did not apply to any such allotment, provided that such authorisation shall (unless previously revoked, varied or renewed by the Company) expire on the conclusion of the Annual General Meeting of the shareholders of the Company to be held in 2015, save that the Company may make prior to such expiry any offer or agreement which would or might require shares to be allotted after expiry of such period and the Board may allot Ordinary Shares pursuant to such an offer or agreement notwithstanding the expiry of the authority given by this resolution.
13. **IT WAS RESOLVED THAT** an increase of the fees payable to the Supervisory Board as follows:
- from £45,000 per annum to £55,000 per annum with regard to the Chairman;
 - from £30,000 per annum to £40,000 per annum with regard to the other directors on

- the Supervisory Board (with the exception of the chairman of the audit committee and the senior independent director who shall each continue to receive an additional fee of £2,500 per annum); and
- c. from £140,000 to £300,000 in respect of the cap on the maximum aggregate remuneration payable to the Supervisory Board in each year,

be and hereby is approved, in each case with effect from 1 January 2014.

- 14. **IT WAS RESOLVED THAT** the proposed delegation of powers, to empower and authorise any member of the Management Board of the Company, acting individually, with full power of substitution to perform any actions or formalities referred to in the preceding resolutions and any other actions or formalities necessary or useful in relation to or to give effect to the preceding resolutions, be and hereby is approved.