

**Bilfinger Berger Global Infrastructure SICAV S.A.**

*Société d'investissement à Capital Variable*

Registered office: 6E, Route de Trèves  
L-2633 Senningerberg

R.C.S. Luxembourg B 163.879

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| <b>EXTRAORDINARY GENERAL MEETING</b><br>du [* date]<br>N° | <b>Me Jean-Paul Meyers</b> |
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In the year two thousand and fourteen, on the thirtieth day of April.

Before Us, Maître Jean-Paul Meyers, notary residing in Rambrouch.

Was held an extraordinary general meeting of the shareholders (the **Meeting**) of Bilfinger Berger Global Infrastructure SICAV S.A., a Luxembourg *société d'investissement à capital variable*, having its registered office at 6E, Route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg, registered with the Register of Commerce and Companies of Luxembourg under number B 163.879 (the **Company**), incorporated by a deed of Maître Henri Hellinckx, notary in Luxembourg, on October 3, 2011, published in the *Mémorial C, Recueil des Sociétés et Associations* N° 2870 page 137732 dated November 24, 2011. Since that date, the Company's articles of association (the **Articles**) have been amended several times, most recently on June 24, 2013 pursuant to a deed drawn up by Maître Jean-Paul Meyers, a notary resident in Luxembourg, Grand Duchy of Luxembourg, published in the *Mémorial* N° 1929, page 92587 dated August 9, 2013.

The Meeting is chaired by [\* name], [\* professional title], with professional address in [\* city].

The Chairman appointed as Secretary [\* name], [\* professional title], with professional address in [\* city].

The Meeting elected as Scrutineer [\* name], [\* professional title], with professional address in [\* city] (the Chairman, the Secretary and the Scrutineer constituting the **Bureau** of the Meeting).

The Bureau of the Meeting having thus been constituted, the Chairman declared and requested the notary to state that:

I.- The shareholders represented at the Meeting and the number of shares held by them are shown on an attendance list. This attendance list as well as the proxies, after having been signed *ne variatur* by the proxyholder of the appearing parties, the officers of the Meeting and the undersigned notary, will remain attached to the present deed for registration purposes.

II. As appears from the said attendance list, more than fifty percent of the entire share capital of the Company is represented at the Meeting, so that, pursuant to article 26 of the Articles and to article 67-1 of the law of August 10, 1915 on commercial companies, the Meeting can validly decide on all the items of the agenda. Resolutions, in order to be validly adopted, must be carried by two-thirds of the votes cast;

III. The agenda of the meeting is the following:

1. Amendment of article 1 of the Articles;
2. Amendment of article 28 of the Articles;
3. Amendment of article 30 of the Articles; and
4. Miscellaneous.

IV. The Meeting takes the following resolutions:

#### **FIRST RESOLUTION**

The Meeting resolves to amend article 1 of the Articles, so that it reads henceforth as follows:

*“Art. 1. There exists among the current owner(s) of shares and all those who may become holders of shares hereafter issued, a company in the form of a société anonyme (public limited company) qualifying as a société d’investissement à capital variable (investment company with variable capital) under the name of **BBGI SICAV S.A.** (the “Company”).”*

#### **SECOND RESOLUTION**

The Meeting resolves to amend article 28 of the Articles, so that it reads henceforth as follows:

*“Art. 28. The general meeting of shareholders decides upon recommendation of the Board and within the limits provided by the Law if and to what extent distributions shall be made.*

*Interim distributions may be made upon decision of the Board and subject to the consent of the Supervisory Board.*

*Distributions may be made by way of dividend payment, capital distribution or otherwise in accordance with the Law, the law of 10 August 1915 on commercial companies, as amended, and the Articles.*

*No distribution may be made if, as a result thereof, the capital of the Company became less than the minimum prescribed by the Law.*

*A distribution declared but not paid on a share during five years cannot thereafter be claimed by the holder of such share, shall be forfeited by the holder of such share, and shall revert to the Company.*

*No interest will be paid on distributions declared and unclaimed which are held by the Company on behalf of holders of shares.*

*The Board may, if authorised by a resolution of the shareholders, offer any holders of any particular class of shares the right to elect to receive further shares (whether or not of that class), instead of cash in respect of all or part of any distribution specified by the resolution (a “Scrip Dividend”) in accordance with the following provisions of this Article 28.*

*The resolution may specify a particular distribution (whether or not already declared) or may specify all or any distributions declared within a specified period, but such period may not end later than the conclusion of the fifth annual general meeting of the Company to be held following the date of the meeting at which the resolution is passed.*

*The basis of allotment shall be decided by the Board so that, as nearly as may be considered convenient, the value of the further shares, including any fractional entitlement, is equal to the amount of the cash distribution which would otherwise have been paid.*

*For the purposes of this Article 28 (and for such time as the relevant class of shares is admitted to trading on the main market of the London Stock Exchange) the value of the further shares shall be calculated by reference to the higher of the most recent Net Asset Value per share (as calculated by the Company's administrator from time to time) and the volume weighted average price for a fully paid share of the relevant class, as published by the London Stock Exchange plc, for the day on which such shares are first quoted "ex" the relevant distribution and the next immediately following four days on which such shares were traded (the "Scrip Price").*

*The Board shall give notice to the shareholders of their rights of election in respect of the Scrip Dividend and shall specify the procedure to be followed in order to make an election.*

*The distribution or that part of it in respect of which an election for the Scrip Dividend is made shall not be paid and instead further shares of the relevant class shall be allotted in accordance with elections duly made and the Board shall capitalise a sum to the aggregate nominal amount of the shares to be allotted out of such sums available for the purpose as the Directors may consider appropriate.*

*The further shares so allotted shall rank *pari passu* in all respects with the shares of the same class then in issue except as regards participation in the relevant distribution.*

*The Board may decide that the right to elect for any Scrip Dividend shall not be made available to shareholders resident in any territory, where in the opinion of the Board, compliance with local laws or regulations would be impossible or unduly onerous.*

*The Board may do all acts and things considered necessary or expedient to give effect to the provisions of a Scrip Dividend election and the issue of any shares in accordance with the provisions of this Article 28 and the Law, and may make such provisions as they think fit in the case of shares becoming distributable in fractions (including provisions under which, in whole or in part, the benefit of the fractional entitlements accrues to the Company rather than to the shareholder concerned)."*

### **THIRD RESOLUTION**

The Meeting resolves to amend article 30 of the Articles, so that it reads henceforth as follows:

*"Art. 30. If during the course of an offer to the shareholders of the Company, as set out in the Luxembourg law on takeover bids dated 19 May 2006 implementing Directive 2004/25/EC on takeover bids, or even before the date of the offer if the Management Board has reason to believe that a bona fide offer might be imminent, the Management Board and Supervisory Board shall not without the approval of the shareholders in general meeting:*

- (1) take any action which may result in any offer or bona fide possible offer being frustrated or in shareholders being denied the opportunity to decide on its merits;*
- (2) issue any shares;*
- (3) issue or grant options in respect of any unissued shares;*
- (4) create or issue, or permit the creation or issue of, any securities carrying rights of conversion into or subscription for shares;*
- (5) sell, dispose of or acquire, or agree to sell, dispose of or acquire, assets of a material amount; or*

*(6) enter into contracts otherwise than in the ordinary course of business.*

*The foregoing requirement for approval of the shareholders in a general meeting shall be waived where the holders of shares carrying more than 50% of the voting rights of each class of shares (if relevant) state in writing that they approve the action proposed and would vote in favour of any resolution to that effect proposed at a general meeting."*

#### **ESTIMATE**

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company in relation to this deed are estimated at approximately EUR [\* amount].

#### **DECLARATION**

The undersigned notary who understands and speaks English, states herewith that, on request of the above appearing parties, the present deed is worded in English.

WHEREUPON the present deed was drawn up in Senningerberg, on the date first stated above.

After reading this deed aloud, the notary signs it with the members of the Bureau.