

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

Extraordinary General Meeting
15 November 2013

Draft Resolutions to be proposed

1. **IT WAS RESOLVED THAT**, in accordance with Article 6(4) of the Articles of Incorporation (the "**Articles**"), the Management Board be and hereby is authorised (in addition to any existing such power or authority and the power and authority to be conferred by Resolution 2 below) to allot up to 215,000,000 Ordinary Shares for cash, as if the pre-emption provisions in Article 6 of the Articles did not apply to any such allotment, provided that:
 - a. This authority is limited to the allotment of Ordinary Shares pursuant to a share issue in respect of which the Company intends to publish a prospectus in due course (the "**Issue**");
 - b. The price at which each Ordinary Share to be issued pursuant to the Issue will be issued (the "**Issue Price**") shall be as determined by the Management Board in consultation with the Supervisory Board and contained in the prospectus issued by the Company in respect of the Issue (the "**Prospectus**"), but shall not be higher than 105 per cent. of the net asset value per Ordinary Share as detailed in the Prospectus and shall be not be lower than the net asset value per Ordinary Share; and
 - c. The authority to issue Ordinary Shares pursuant to this resolution expires on 30 April 2014, 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 Management Board may allot Ordinary Shares pursuant to such an offer or agreement notwithstanding the expiry of the authority given by this resolution.
2. **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 admitted to trading on the London Stock Exchange's main market for listed securities immediately following the admission of the Ordinary Shares to be issued pursuant to the Issue to trading on the London Stock Exchange's main market for listed securities, as if the preemption 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 2014, save that the Company may make prior to such expiry any offer or agreement which would or might require Ordinary Shares to be allotted after expiry of such period and the Management Board may allot Ordinary Shares pursuant to such an offer or agreement notwithstanding the expiry of the authority given by this resolution.