

Form of Proxy – Extraordinary General Meeting

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

I/We (name(s) in full)

the undersigned, being (a) shareholder(s) of the above-named Company, HEREBY APPOINT(S) the chairman* of the Meeting, with full power of substitution,

as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the shareholders of the Company to be held on 15 November 2013 at 4.45 pm (Luxembourg time), and at any adjournment thereof. In respect of the under mentioned Special Resolutions, my/our proxy is to vote as indicated by an "X" below. Where no indication is given, the proxy holder will vote or abstain as he thinks fit and in respect of the shareholder's total holding.

* You may strike out the words "the chairman" and substitute the name of some other person, who need not be a shareholder.

Special Resolutions

	For	Against	Withheld /Abstain
1. Authorisation of the Management Board, in accordance with Article 6(4) of the Articles of Incorporation (the " Articles ") (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:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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. Authorisation of the Management Board, in accordance with Article 6(4) of the Articles, 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 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 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This proxy shall be revocable at any time at the option of the Undersigned and shall expire after the Extraordinary General Meeting of shareholders of the Company.

This proxy is governed by and shall be construed in accordance with the laws of the Grand Duchy of Luxembourg. The courts of the district of the city of Luxembourg shall have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this proxy.

Date:2013

Address:

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Signature:

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Notes regarding the Power of Attorney

1. Capitalised terms used herein unless otherwise defined shall have the meaning given to them in the Prospectus of the Company dated 26 June 2013.
2. A shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint a proxy (who need not be a shareholder of the Company) to attend and, on a poll, to vote in his place.
3. To be valid, the proxy must be deposited at the following address: Bilfinger Berger Global Infrastructure SICAV S.A., Aerogolf Centre, 1A, Heienhaff, L-1736 Senningerberg, Luxembourg, Fax no: +352 26347934, Email: investorservices@bb-gi.com, **no later than close of business 12 November 2013 being the day preceding the second Luxembourg banking day before the date of the Extraordinary General Meeting (15 November 2013)** or any adjournment thereof.
4. In the case of holders of Depository Interests representing shares in the Company, a Form of Direction must be completed in order to instruct Capita IRG Trustees Limited, the Depository, to vote on the holder's behalf at the meeting by proxy or, if the meeting is adjourned, at the adjourned meeting. To be effective, a completed and signed Form of Direction (and any power of attorney or other authority under which it is signed) **must be delivered to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than close of business on 11 November 2013.**
5. If the appointee is a corporation, this form must be under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
6. Only persons entered on the register of shareholders of the Company at midnight (Luxembourg time) on the date which is fourteen days prior to the Extraordinary General Meeting or any adjournment of it shall be entitled to attend and vote at the Extraordinary General Meeting or any adjournment of it, in accordance with article 5 (2) of the law of 24 May 2011 on the exercises of certain rights of the shareholders during general meetings of listed companies. Changes to entries on the register of shareholders after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the Extraordinary General Meeting or any adjournment of it. In the case of Depository Interest holders, only persons entered on the register of Depository Interest holders of the Company at midnight (Luxembourg time) on the date which is fourteen days prior to the Extraordinary General Meeting or any adjournment of it shall be entitled to vote at the Extraordinary General Meeting or any adjournment of it. Furthermore, shareholders who wish to attend the Extraordinary General Meeting must inform the Company of their intention to attend by completing and returning to the Company, at the latest by the Registration Date, the last page of the Convening Notice to Extraordinary General Meeting.
7. In the case of joint ownership of a share or shares, the Company may suspend the exercise of any right deriving from the relevant share or shares until one person has been designated to represent the joint owners vis-à-vis the Company.
8. If any amendments are made they should be initialled.
9. Any vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the relevant resolution.