

Bilfinger Berger Global Infrastructure SICAV S.A.

Société d'investissement à Capital Variable

1A, Heienhaff

L-1736 Senningerberg

R.C.S. Luxembourg B 163.879

ASSEMBLÉE GÉNÉRALE EXTRAORDINAIRE

EXTRAORDINARY SHAREHOLDER'S MEETING

No. du 24 juin 2013.

In the year two thousand and thirteen, on the twenty-fourth day of June.

Before us Maître **Jean-Paul MEYERS**, civil law notary residing in Rambrouch, Grand Duchy of Luxembourg.

Was held an extraordinary general meeting of the shareholders of "**Bilfinger Berger Global Infrastructure SICAV S.A.**", a Luxembourg *Société Anonyme*, organized as a *société d'investissement à capital variable*, having its registered office at 1A, Heienhaff, L-1763 Senningerberg, Grand Duchy of Luxembourg, registered with the Register of Commerce and Companies of Luxembourg under number B 163.879 (the **Meeting**), 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 dated November 24, 2011 (the **Company**). Since that date, the Company's articles of association (the **Articles**) have been amended several times, most recently on the year two thousand and eleven, on the twenty-fourth day of November pursuant to a deed drawn up by Maître Henri Hellinckx, a notary resident in Luxembourg, Grand Duchy of Luxembourg, published in the *Mémorial* under number 105, page 5031 on January 13, 2012.

The Meeting is chaired by Michael Denny, with professional address in 1A, Heienhaff; L-1736 Senningerberg.

The Chairman appointed as Secretary Cornelia Fritsch, with professional address in 1A, Heienhaff; L-1736 Senningerberg.

The Meeting elected as Scrutineer Arne Speer, with professional address in 1A, Heienhaff; L-1736 Senningerberg, (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 **AGENDA** of the meeting is the following:
 1. Amendment of article 28 of the Articles
- II. The shareholders present or represented, the proxies of the represented shareholders and the number of their shares are shown on an attendance list; this attendance list signed by the shareholders present, the proxies of the represented shareholders and by the Bureau will remain annexed to the present deed to be filed at the same time with the registration authorities.
- III. The present Meeting was convened by notices containing the agenda sent by registered mail to the registered shareholders on 31 May 2013. Proof of the notices is given to the Bureau which assertively acknowledges the respect of the applicable legal and statutory procedures and delays.
- IV. It appears from the attendance list that, out of the _____ shares in issue, _____ shares are present or represented at the Meeting.
- V. The general meeting held on 30 April 2013 could not validly deliberate due to a lack of quorum of presence. Therefore the present Meeting is convened as a second general meeting as foreseen in Article 67-1 paragraph 2 under the law of 10 August 1915 on commercial companies, as amended. It can therefore deliberate irrespective of any quorum of presence.
- VI. The Meeting then takes the following resolutions:

SOLE RESOLUTION

After the foregoing has been approved and after due deliberation, the meeting took the following resolution at the majorities set out hereafter as 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") provided that no election for a Scrip Dividend shall be valid if the Scrip Price is greater than the sum of the Net Asset Value per share plus a commission of five per cent. of the Net Asset

Value per share. If the Scrip Price is more than the Net Asset Value per share but equal to or less than the sum of the Net Asset Value per share plus a commission of five per cent. of the Net Asset Value per share, the shares to be issued by way of Scrip Dividend shall be issued at the Net Asset Value per share plus a commission equal to the amount by which the Scrip Price exceeds the Net Asset Value per share which shall accrue to the benefit of the Company.

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)."

VOTE:

For: _____

Against: _____

Abstentions: _____

Option:

[The here above stated resolution having been carried by the majority of the votes of the shareholders present or represented as required by the law, is consequently validly passed and the article amended as indicated. / The here above stated resolution having not been carried by the majority of the votes of the shareholders present or represented as required by the law, is consequently not passed.]

There being no further business before the meeting, the same was thereupon closed.

STATEMENT AND POWER

The undersigned notary who understands and speaks English, states herewith that accordingly to the Luxembourg Law of 2010 on undertakings for collective investment as amended, and on the special request of the appearing person, the present deed is **worded in English only** and in case of translation requirements for executive registering or processing purposes, the translated version will be for the specified commitments only and **the English version will always prevail**.

Thus, the above appearing party, as represented hereby gives power to any agent or employee of the office of the signing notary, acting individually, to proceed to a free translation of the relevant articles concerning principally the object, the financial year and the power of signatures or representation of the company or any part as requested of this deed for registration, listing or filing purposes at the Luxembourg Companies' Register and to sign all additional recordings, draw, correct and sign any error, lapse or typo contained herewith.

WHEREUPON the present deed was drawn up in Senningerberg on the day named at the beginning of this document.

The document having been read to the persons appearing, all of whom are known to the notary by their surnames, Christian names, civil status and residences, the members of the Bureau signed together with us, the notary, the present original deed, no shareholder expressing the wish to sign.