

# Form of Proxy – Extraordinary General Meeting

BBGI 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 (the **Meeting**) to be held on 27 October 2020 at 9.30 a.m. (Luxembourg time), and at any adjournment thereof. In respect of the under mentioned 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.

|   | For                      | Against                  | Withheld<br>/Abstain     |
|---|--------------------------|--------------------------|--------------------------|
| 1) Decision to amend articles 1 and 7 of the articles of association (the <b>Articles</b> ) of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Management Board of the Company proposes that the Meeting decide the amendment to articles 1 and 7 of the Articles of the Company as described below:

a. Amendment of article 1, so that it shall read as follows:

“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.~~ **BBGI Global Infrastructure S.A.** (the “Company”).”

b. Amendment of article 7 third paragraph, so that it shall read as follows:

~~“In the event that a shareholder does not provide such address, or such notices and announcements are returned as undeliverable to such address, the Company may permit a notice to this effect to be entered in the Register and the shareholder's address will be deemed to be at the registered office of the Company, or such other address as may be so entered by the Company from time to time, until another address shall be provided to the Company by such shareholder. The shareholder may, at any time, change his/her/its address as entered in the Register by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.”~~

|                       |                          |                          |                          |
|-----------------------|--------------------------|--------------------------|--------------------------|
| 2) Granting of powers | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|-----------------------|--------------------------|--------------------------|--------------------------|

The Management Board proposes that the Meeting resolve to authorize and empower with full power of substitution any lawyer practising within or employee of Allen & Overy, *société en commandite simple* (**Allen & Overy**), each acting individually, in the name and on behalf of the Company to take all necessary actions and steps towards the *Commission de Surveillance du Secteur Financier*, the CSSF, and any relevant authority in view of the implementation of the present resolutions and to undertake any formality, filing, step or action, as well as to sign any document, necessary to implement the present resolutions, such as, but not limited to, agreements, powers of attorney, certificates, notices, letters of notification, requests or other communications to be given by the Company and, generally, all documents, step or actions necessary or useful to the present resolutions, and to ratify any actions and steps taken by any lawyer or employee of Allen & Overy vis-à-vis the CSSF and any relevant authority in relation to the resolutions above.

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

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: .....2020

Address: .....

.....

Signature: .....

# Form of Proxy – Extraordinary General Meeting

BBGI SICAV S.A. (the “Company”)

---

## Notes regarding the Power of Attorney

1. A shareholder entitled to attend and vote at the 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.
2. The instrument appointing a proxy should be deposited with BBGI SICAV S.A., 6, route de Trèves, Building E, L-2633 Senningerberg, Luxembourg, Fax: +352 26347934, Email: [investorservices@bb-gi.com](mailto:investorservices@bb-gi.com), **no later than the close of business 22 October 2020 being the day preceding the second Luxembourg banking day before the date of the Meeting (27 October 2020).**
3. In the case of holders of Depository Interests representing shares in the Company, an electronic vote must be submitted through the CREST system in order to instruct Link Market Services 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. If you are a CREST Personal Member, or other CREST Sponsored Member, you should consult your CREST sponsor, who will be able to take appropriate action on your behalf. Instructions can be submitted via the CREST system to be received by the issuer's agent, Link Asset Services (ID: RA10) by 10.00 a.m. (UK time) on 21 October 2020. Each holder of Depository Interests may request that a hard copy Form of Direction is sent to them free of charge. The Depository may be contacted at Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU or at the Depository's Shareholder Helpline, Tel: 0371 664 0300 (Shareholders). If you are outside the United Kingdom, please call +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The Depository is open between 09.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Web: Shareholders; Email: [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). To be effective, electronic vote must be submitted on-line or completed and signed Form of Direction (and any power of attorney or other authority under which it is signed) must be delivered to Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU **by no later than 10.00 a.m. (UK time) on 21 October 2020.**
4. 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.
5. 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 Meeting or any adjournment of it (the **Record Date**) shall be entitled to attend and vote at the Meeting or any adjournment of it, in accordance with Article 5(2) of the law of 24 May 2011 on the exercise of certain rights of the shareholders during general meetings of listed companies. Changes to entries on the register of shareholders after the Record Date shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the Meeting or any adjournment of it. Furthermore, shareholders who wish to attend the Meeting must inform the Company of their intention to attend by completing and returning to the Company, at the latest by the Record Date, the last page of this notice. 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 Meeting or any adjournment of it shall be entitled to vote at the Meeting or any adjournment of it. Depository Interest Holders wishing to attend the Meeting should request a Letter of Representation by contacting the Depository at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, or by email to [Nominee.Enquiries@linkgroup.co.uk](mailto:Nominee.Enquiries@linkgroup.co.uk) in order to request a Letter of Representation by no later than 10.00 a.m. (UK time) on 21 October 2020.
6. 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.
7. If any amendments are made they should be initialled.
8. 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.