

Form of Proxy – Extraordinary General Meeting

BBGI Global Infrastructure 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 30 November 2020 at 11.30 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
/Abstain |
|--|--------------------------|--------------------------|--------------------------|
| 1) Subject to prior approval by the financial regulator in Luxembourg, the <i>Commission de Surveillance du Secteur Financier</i> (the CSSF), decision to proceed with the mandatory conversion of all issued registered shares of the Company into dematerialised shares in accordance with the Luxembourg law on dematerialised shares dated 6 April 2013. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2) Subject to prior approval by the CSSF, decision to amend and restate the articles of association (the Articles) of the Company in their entirety in order to reflect the change of share form accordingly. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Articles showing the proposed changes will be available for inspection on the Company’s website at <http://www.bb-gi.com/> from the date of this document until the conclusion of the Meeting and may be sent to the shareholders free of charge on request.

- | | | | |
|------------------------|--------------------------|--------------------------|--------------------------|
| 3) Granting of powers. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|------------------------|--------------------------|--------------------------|--------------------------|

The management board of the Company (the **Management Board**) proposes that the Meeting resolves to authorise 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 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, steps 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.

Please note that the implementation of the above agenda items will be subject to the approval of the CSSF, which is pending. Please note in particular that the revised Articles remain subject to final CSSF approval and, to the extent any changes are requested by the CSSF, the Articles on the website would be immediately updated. To the extent the CSSF approval would not have been obtained by the day of the Meeting, the Meeting may approve the above agenda items subject to CSSF approval and authorise the Management Board to acknowledge the meeting of this condition through a notarial acknowledgment deed.

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 Global Infrastructure 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 Global Infrastructure S.A., 6, route de Trèves, Building E, L-2633 Senningerberg, Luxembourg, Fax: +352 26347934, Email: investorservices@bb-gi.com, **no later than the close of business 25 November 2020, being the day preceding the second Luxembourg banking day before the date of the Meeting (30 November 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 24 November 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. Email: 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 24 November 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 in order to request a Letter of Representation by no later than 10.00 a.m. (UK time) on 24 November 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.