

Special Proxy Form – Annual 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 Annual General Meeting, with full power of substitution,

as my/our special proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the shareholders of the Company to be held on 30 April 2021 at 11.00 am (Luxembourg time), and at any adjournment thereof. In respect of the under mentioned Resolutions, my/our special proxy is to vote as indicated by an “X” below. Where no indication is given, the special proxyholder will vote or abstain as he thinks fit and in respect of the shareholder’s total holding.

	For	Against	Withheld /Abstain
1. Presentation of the reports of (i) the Management Board of the Company and (ii) the independent auditor of the Company on the activities of the Company during the financial year which ended on 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Review and approval of the standalone financial statements of the Company (statement of financial position, statement of comprehensive income, statement of changes in equity, statement of cash flow and notes to the financial statements) for the financial year which ended on 31 December 2020, allocation of the results and payment of a dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Review and approval of the consolidated financial statements of the Company (consolidated statement of financial position, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flow and notes to the consolidated financial statements) for the financial year which ended on 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Discharge and release (<i>quitus</i>) to the external auditor, to the current members of the Management Board, to the current members of the Supervisory Board of the Company and to Colin Maltby, who stepped down as a member and Chairman of the Supervisory Board with effect from 31 July 2020, for all their duties during, and in connection with, the financial year having started on 1 January 2020 and having ended on 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-appointment of Sarah Whitney as a member of the Supervisory Board in accordance with the Company's articles of association (the “Articles”) for a period ending after the Annual General Meeting of the shareholders of the Company to be held in respect of the annual accounts of the Company for the financial year ending on 31 December 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-appointment of Jutta af Rosenborg as a member of the Supervisory Board in accordance with the Articles for a period ending after the Annual General Meeting of the shareholders of the Company to be held in respect of the annual accounts of the Company for the financial year ending on 31 December 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-appointment of Howard Myles as a member of the Supervisory Board in accordance with the Articles for a period ending after the Annual General Meeting of the shareholders of the Company to be held in respect of the annual accounts of the Company for the financial year ending on 31 December 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Withheld /Abstain
8. Appointment of Christopher Waples, born on 31 January 1959 in Ongar, United Kingdom with professional address at Clovermead, Lyons Road, Slinfold, Horsham, West Sussex, RH13 0QS, United Kingdom, as new member of the Supervisory Board with effect as of 1 May 2021, for a period ending after the Annual General Meeting of the shareholders of the Company to be held in respect of the annual accounts of the Company for the financial year ending on 31 December 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-appointment of KPMG as independent auditor of the Company for a period ending after the Annual General Meeting of the shareholders of the Company to be held in respect of the annual accounts of the Company for the financial year ending on 31 December 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Authorisation of the Management Board to determine the remuneration of the independent auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Authorisation of the Management Board to offer the holders of ordinary shares in the Company of no par value (the " Ordinary Shares ") the right to elect to receive further Ordinary Shares, credited as fully paid, in respect of all or part of any dividends declared for any financial period or periods of the Company ending prior to the Annual General Meeting of the shareholders of the Company to be held in 2022, in accordance with article 28 of the Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authorisation of the Supervisory Board to amend the Company's Long-Term Incentive Plan (the " LTIP ") so as to change the individual limit in the LTIP so that the maximum award is 200 per cent. of the participant's salary.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Authorisation for the Company to continue in business as an investment company in the form of a public limited company (<i>société anonyme</i>) with variable share capital (<i>société d'investissement à capital variable</i> , or " <i>SICAV</i> ") in accordance with article 29 of the Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation of the Company to repurchase Ordinary Shares in issue, provided that: <ul style="list-style-type: none"> a. the aggregate number of Ordinary Shares to be repurchased shall not exceed 14.99 per cent. of the Ordinary Shares in issue immediately following this Annual General Meeting; b. all such repurchases shall be made within a price range between £0.01 and the higher of (i) 5 per cent. above the average market value for the five business days before the purchase is made and (ii) the higher of the price of the last independent trade and the highest independent bid at the time of the purchase for any number of Ordinary Shares on the trading venue where the purchase is carried out, in each case (exclusive of expenses), per Ordinary Share; c. the authority hereby conferred shall (unless previously renewed or revoked) expire at the end of the annual general meeting of the shareholders of the Company to be held in 2022 or, if earlier, 18 months from the date of the passing of this resolution; d. the Company may make a contract to purchase its own Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own Ordinary Shares in pursuance of any such contract; and e. any Ordinary Share acquired by the Company pursuant to the above authority may be held in treasury or subsequently cancelled by the Company. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Withheld /Abstain
15. Authorisation of the Management Board to limit or cancel the pre-emptive rights of shareholders set out in article 6(4) of the Articles for the purpose of allotting Ordinary Shares representing less than 10 per cent. of the number of Ordinary Shares already admitted to trading on the London Stock Exchange's main market for listed securities immediately following the passing of this resolution, 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 2022, 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Increase of the aggregate maximum remuneration that can be paid to the Supervisory Board from an amount of £300,000 to an amount of £400,000 per year with effect from 1 January 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Delegation of powers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

This special 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:2021

Address:

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Signature:

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Notes regarding the Power of Attorney

1. Capitalised terms used herein without definition shall have the meaning given to them in the latest Prospectus of the Company dated 19 November 2013 and updated by a supplement dated October 2014.
2. A shareholder entitled to participate and vote at the Annual General Meeting may appoint a proxy (who need not be a shareholder of the Company) to participate and, on a poll, to vote in his place.
3. To be valid, the proxy must be deposited at the following address: BBGI Global Infrastructure S.A., 6E, Route de Trèves, L-2633 Senningerberg, Luxembourg, Email: investorservices@bb-gi.com, **no later than close of business 27 April 2021 being the day preceding the second Luxembourg banking day before the date of the Annual General Meeting (30 April 2021)** or any adjournment thereof.
4. In the case of holders of Depository Interests representing shares in dematerialised form 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 am (UK time) on 26 April 2021. 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, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL 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 - 17:30, 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 d3irection (and any power of attorney or other authority under which it is signed) must be delivered to Link Asset Services, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL **by no later than 10.00 am (UK time) on 26 April 2021**.
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. Registered shareholders and holders of dematerialised shares may take part in the Annual General Meeting or any adjournment of it and exercise their rights if they hold such shares at the latest on the fourteenth day prior to the Annual General Meeting or any adjournment of it at midnight (Luxembourg time) (the “**Record Date**”), in accordance with article 26 paragraph 8 of the Articles and article 450-10 of the law of 10 August 1915 on commercial companies, as amended.
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.