HICL Infrastructure Company Limited

Annual Results Presentation
Year to 31 March 2012

23 May 2012

www.hicl.com

Agenda

Financial highlights

Another year of strong performance

- Second interim dividend of 3.5p per share declared 12 April 2012
- Strong portfolio performance
- Dividend cash covered 1.23 times (2011: 1.26 times)
- Total expense ratio 1.34% for the period (2011: 1.20%)

All figures stated on an investment basis	Year to 31 March 2012	Year to 31 March 2011
Profit before valuation movement	**£33.2m**	**£24.3m**
Valuation movements	£28.8m	£20.9m
Profit before tax[1]	£62.0m	£45.2m
Earnings per share	**9.8p**	**8.9p**
Total dividend for the year	**6.85p**	**6.70p**
NAV per share (before interim dividend)	**116.3p**	**113.1p**
NAV per share (after interim dividend)	**112.8p**	**109.7p**
Net cash[2]	**£129.4m**	**£54.7m**

1 Consolidated profit before tax was £84.2m & consolidated profit attributable to HICL was £82.8m
2 At 31 March 2012 net debt of £116.3m attributable to Ordinary Shares and net cash of £245.7m attributable to the C Shares. There were no outstanding investment commitments

Investment and capital raising - snapshot

Continued investment activity and successful capital raising in the year

Group Debt

- New £150m revolving facility with RBS and NAB
  - £100m 3 year multi-currency tranche
  - £50m 18 month tranche
- As at 31 March 2012:
  - Debt drawn of £141.3m (attributable to Ordinary Shares)

Cash

- As at 31 March 2012:
  - Net cash of £245.7m (attributable to C Shares)

Equity

- £75.9m raised through tap issues in year to 31 March 2012
- March 2012 C Share:
  - £250m raised – oversubscribed
  - Conversion in April 2012
  - Used to
    - Repay debt drawn of £141.3m
    - Fund 3 acquisitions since 31 March 2012 - £88.6m
    - Approx. £19m remaining to be invested

Portfolio and New Investments

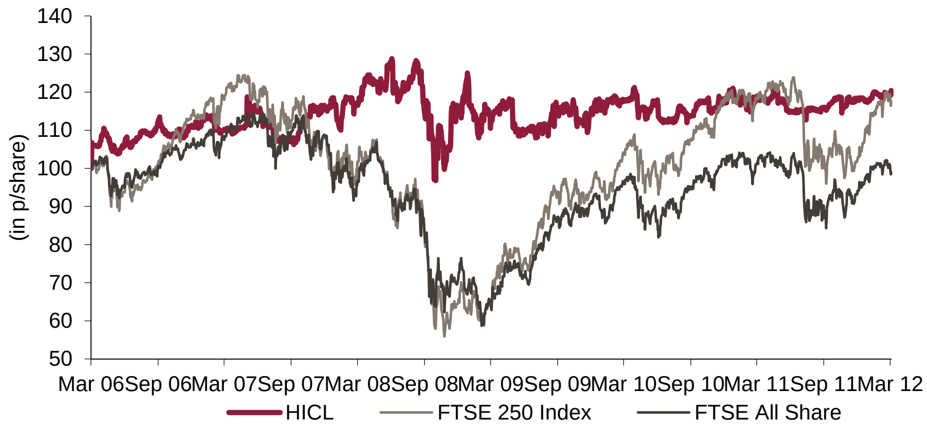
- 70 investments as at 31 March 2012
  - 69 assets operational, 1 in construction
- Operational performance in line with business plans
- Cash receipts in line with forecasts
- 33 new investments and five incremental stakes acquired for £236.6m in the year
- Kemble Water junior loan repaid in April 2011
- Two new investments and an incremental stake acquired for £88.6m since year end
- 72 investments as at 23 May 2012

HICL share price

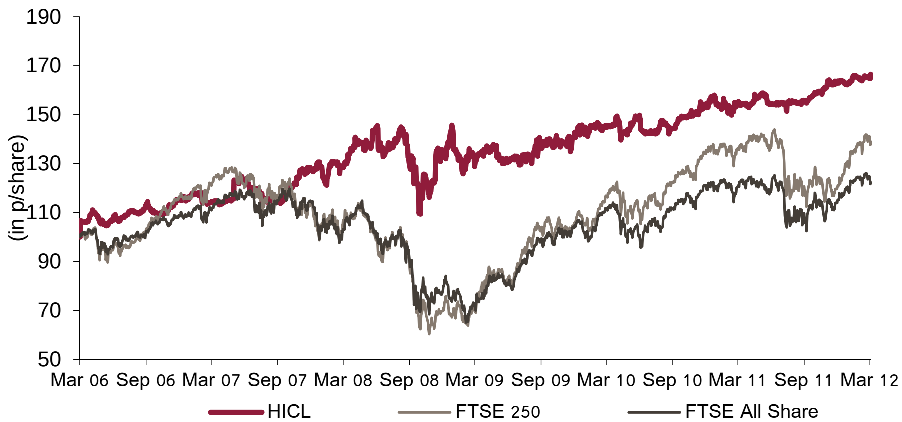
Shares have traded at a premium to last published NAV during the year

Total shareholder return in the year to 31 March 2012 was 8.0%, and 8.8% pa since launch

HICL share price since IPO (indices rebased)



HICL total return since IPO (indices rebased)



Correlation	
All Share	0.023
FTSE 250	0.149

Outperformance	
All Share	36.1%
FTSE 250	19.8%

Past performance is not a reliable indicator of future performance
Data since launch to 31 March 2012
Source: Thomson Datastream, Return index

New Investments

Significant acquisitions achieved in the year

Total investments of £236.6m made in year

- **May 2011**
  - Acquisition of three school PFI projects for £17.2m. The interests acquired were 75% in each of Norwich and Oldham Schools and a 37.5% interests in Sheffield Schools.
  - Acquisition of a 75% interest in the Brentwood Community Hospital project for £4.6m.
- **June 2011**
  - Acquired a 100% interest in the South Ayrshire Schools PPP project for £15.8m.
  - Acquired a 50% interest in the Pinderfields and Pontefract Hospitals PFI project and three incremental stakes in existing investments for a total consideration of £32.8m. The three incremental stakes were in the Oxford John Radcliffe Hospital, the Queen Alexandra Hospital and the Helicopter Training Facility.
- **November 2011**
  - Acquired a 75% interest in the Sheffield Hospital PFI project.
  - Incremental acquisition – additional stake in the Blackburn Hospital PFI project – now 100% equity and loan note interests.
- **December 2011**
  - Portfolio acquisition of 26 PFI/PPP projects for £143.4m. Ten schools projects, eight health projects, five fire and police projects, two road projects and a library project. Two projects located in the Republic of Ireland – rest in UK.
- **February 2012**
  - Incremental acquisition of additional interest in the Dorset Fire & Rescue Project, taking Group's equity and loan note interests to 67%.

Recent Investments

Further acquisition since 31 March 2012

Two new investments and an incremental acquisition totalling £88.6m made since 31 March 2012 (up to 23 May 2012)

- **May 2012**
  - Incremental acquisition of a 14% stake in the Colchester Garrison project from a subsidiary of WS Atkins plc for £15 million. This takes the Group's interest to 56%.
  - Completion of the acquisition of a 19.5% interest in the Connect PFI project for £39.0m from another fund managed by the Investment Adviser. This "related party" transaction was approved by shareholders at the EGM held on 23 March 2012.
  - Acquisition of a 30% interest in the Birmingham Hospitals project for £34.6m from a division of RBS.
  - Funding of the above from proceeds from the C Share
- Approximately £19m from C Share proceeds left to invest - confident of investing this in the near future.

Current portfolio

Portfolio as at 23 May 2012, showing movements since 31 March 2011

Education

- Barking & Dagenham Schools
- Bradford Schools
- Conwy Schools
- Darlington Schools
- Derby Schools
- Ealing Schools
- Fife Schools
- Health & Safety Labs
- Highland Schools PPP
- Kent Schools
- Newport Schools
- Norwich Schools
- Rhondda Schools
- South Ayrshire Schools
- Boldon School
- Cork School of Music
- Croydon School
- Defence 6th Form College
- Doncaster Schools
- Haverstock School
- Helicopter Training Facility
- Irish Grouped Schools
- Manchester School
- North Tyneside Schools
- Oldham Schools
- Renfrewshire Schools
- Sheffield Schools
- Wooldale Centre for Learning

Law & Order

- Dorset Fire & Rescue
- Dorset Police
- D & C Firearms Training Centre
- Exeter Crown Courts
- GMPA Police Stations
- Medway Police
- MPA Firearms Training Facility
- MPA SEL Police Stations
- Sussex Custodial Centre
- Swindon Police
- Tyne & Wear Fire Stations

Health

- Barnet Hospital
- Birmingham Hospitals
- Brentwood Community Hospital
- Doncaster Mental Health Hospital
- Glasgow Hospital
- Newton Abbott Hospital
- Oxford Churchill Oncology
- Pinderfields & Pontefract Hospitals
- Romford Hospital
- Stoke Mandeville Hospital
- Willesden Hospital
- Bishop Auckland Hospital
- Blackburn Hospital
- Central Middlesex Hospital
- Ealing Care Homes
- Lewisham Hospital
- Nuffield Hospital
- Oxford John Radcliffe Hospital
- Queen Alexandra Hospital
- Sheffield Hospital
- West Middlesex Hospital

Accommodation

- Colchester Garrison
- Health & Safety Headquarters
- Home Office
- Newcastle Libraries
- Oldham Library

Utilities

- Kemble Water Junior Loan

Transport

- A249 Road
- A92 Road
- Connect PFI
- Dutch High Speed Rail Link
- Kicking Horse Canyon P3
- M80 Motorway DBFO
- NW Anthony Henday P3

Portfolio at 31 March 2011

Additional stake acquired

Repaid in April 2011

Acquired since 31 March 2011

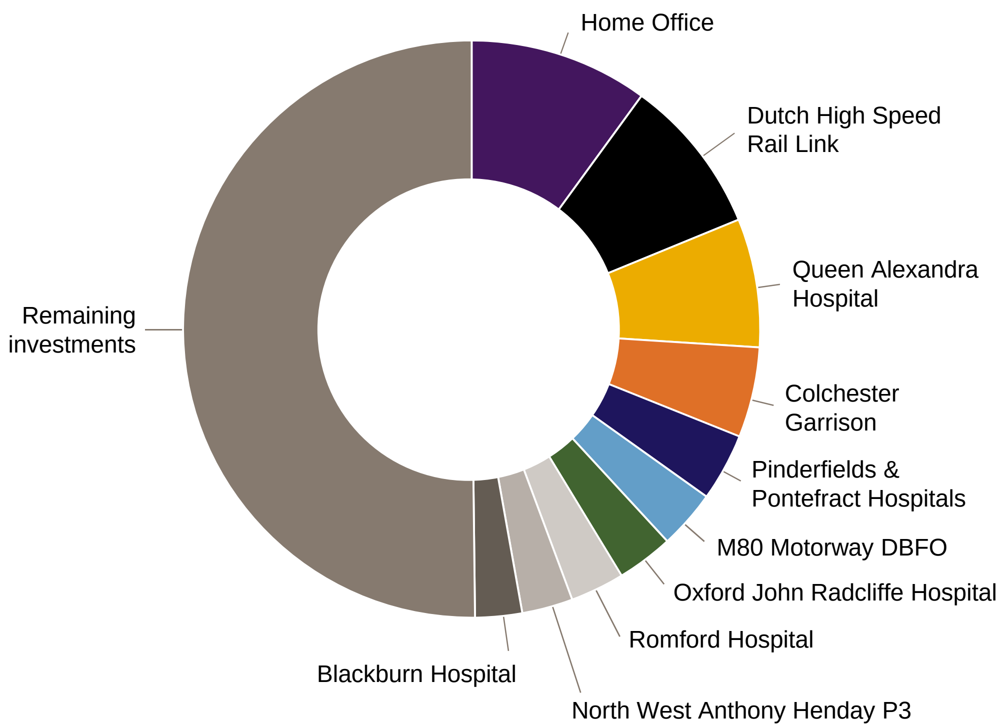
Acquired since 31 March 2012

Diversified portfolio

New investments have reduced concentration risk

- 70 investments as at 31 March 2012
  - All PFI/PPP/P3 concessions, predominantly with availability-style income streams and public sector clients
  - 69 operational investments, 1 in construction
  - 65 UK based investments, 2 in Canada, 3 in EU
  - Average concession life of 23.4 years
  - Long-term financing with average remaining maturity of 21.8 years and interest rate risk hedged

Ten largest investments[1]

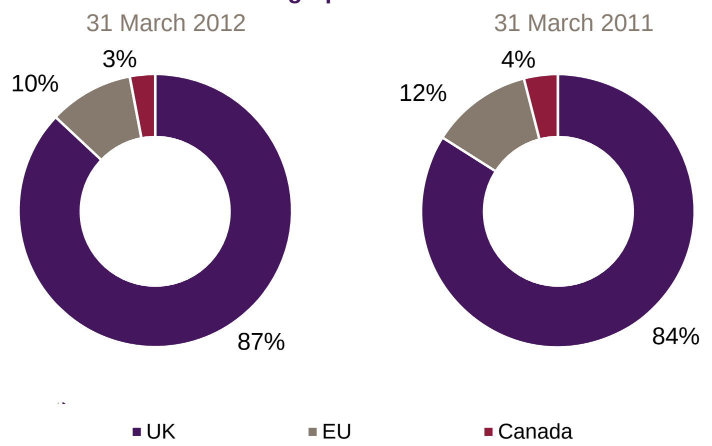


[1] By value, using Directors' valuation as at 31 March 2012

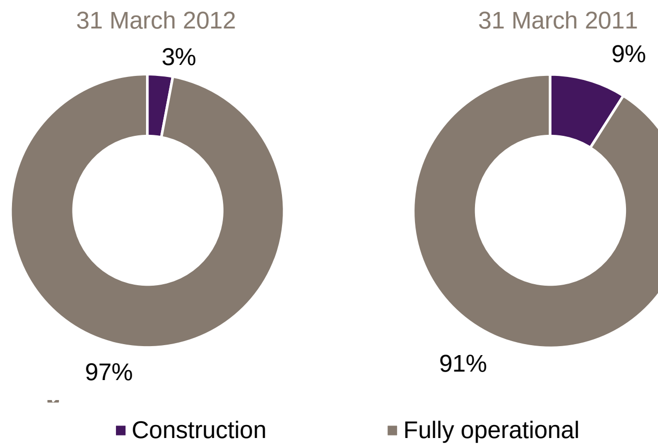
Stable, attractive, long term portfolio

Analysis of the portfolio at 31 March 2012 and 31 March 2011

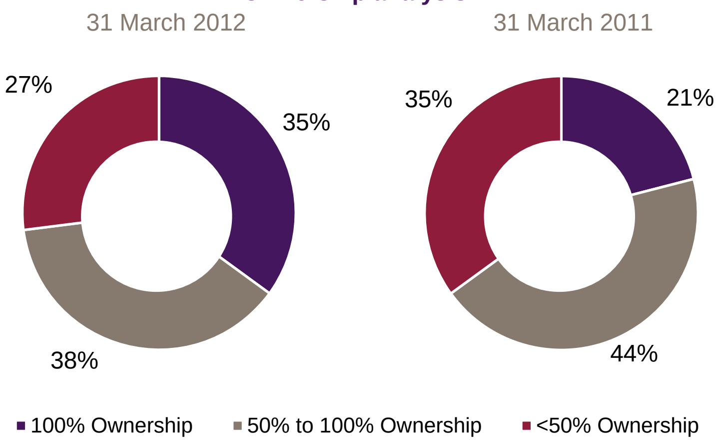
Geographic location



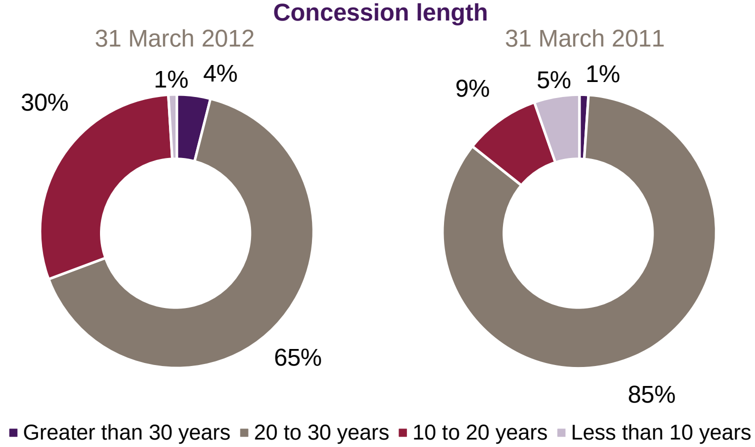
Investment status



Ownership analysis



Concession length



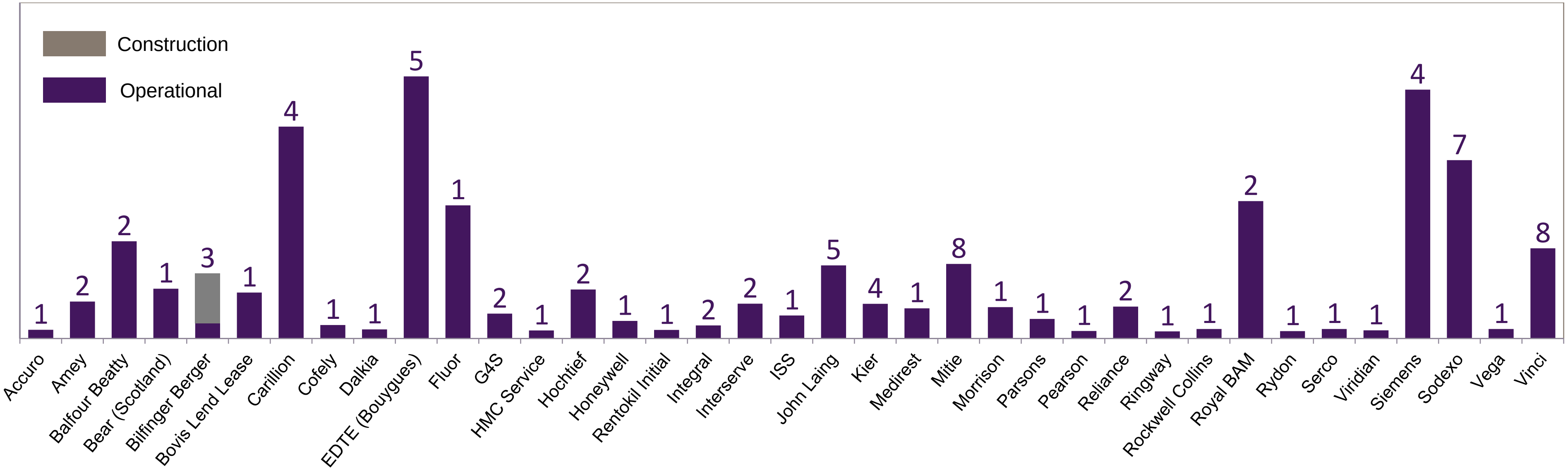
[1] By value, using Directors valuation as at 31 March 2012 and as at 31 March 2011

Contractor counterparty exposure[1]

Diversified spread of quality supply chain providers

- Counterparties performing
- Good spread ensures no over-reliance on single entity
- Quarterly reviews by Investment Adviser
- Acquisitions have increased counterparty diversity

Contractor exposure (legend = number of projects)



[1] By value, as at 31 March 2012, using Directors' valuation. Some projects have more than one contractor so sum of the bars is greater than portfolio valuation. Grey is construction exposure.

Asset and contract management update

Asset Management

- Active asset management continues
- Pro-active approach to working with clients and supply chain
- Have facilitated a number of variations for clients in the year
- Construction completed in the year on:
  - Bradford BSF Phase II
  - North West Anthony Henday Road
  - Pinderfields and Pontefract Hospitals
- M80 Motorway open to traffic - final completion due this summer
- Birmingham Hospitals – construction virtually complete and will be finalised this summer
- New investments
  - performing to plan or better
  - opportunities for further incremental acquisitions
- As expected, a number of investments with ongoing construction matters or operational issues to be resolved - Team actively engaged, to facilitate timely and acceptable outcomes

Client Counterparties and Contract Management

- Relationships with clients remain good
- HM Treasury guidance on contract management – published July 2011
  - Guidance is leading to more active client management
- Engaged with clients on a range of initiatives:
  - Scope changes
  - More efficient use of assets
- A UK Voluntary Code on disclosure and variation protocols has been drafted and is expected shortly
- No counterparty issues to report

Fees, Expenses and TERs

Investment Adviser ("IA") fees

- Further fee taper agreed
- Simple, transparent fees with no performance element
- Fees are:
  - Annual
    - 1.1% pa of gross Asset Value up to £750m
    - 1.0% pa between £750m and £1.5bn
    - 0.9% pa thereafter
    - (1.5% if asset under construction)
    - £100k advisory fee
  - 1.0% fee for acquisitions
- No other fees or fees for ad-hoc work
- All fees disclosed
- Investment Adviser provides no "related party services" to project companies
- Directors fees from underlying project companies for benefit of Group – equal to additional 0.28% fee if paid to Investment Adviser in year
- Total fees to IA in year to 31 March 2012 of £11.1m, of which £2.4m related to acquisitions made (financial and commercial due diligence)

Expenses

- Total Group expenses (excluding IA fees and interest cost/income) of £1.7m
  - of which £0.4m on third party bid costs – unsuccessful bids

Year to	31 March 2012	31 March 2011
Total Expense Ratio	**1.34%**	**1.20%**
Ongoing Charge Percentage[1]	**1.36%**	**1.32%**

1. calculated using methodology set out by the AIC.

Summary income statement

	Year to March 2012			Year to March 2011		
£m	**Investment basis**	**Consolidation adjustments**	**IFRS Basis**	**Investment basis**	**Consolidation adjustments**	**IFRS Basis**
Total Income	48.1	201.7	249.8	37.4	150.5	187.9
Expenses & finance costs	(14.9)	(214.0)	(228.9)	(13.1)	(155.2)	(168.3)
Profit/(loss) before valuation movement	**33.2**	**(12.3)**	**20.9**	**24.3**	**(4.7)**	**19.6**
Fair value movements	28.8	34.5	63.3	20.9	(2.2)	18.7
Tax and non-controlling interests	(0.1)	(1.3)	(1.4)	(0.1)	7.0	6.9
Earnings	**61.9**	**20.9**	**82.8**	**45.1**	**0.1**	**45.2**
Earnings per share	**9.8p**		**13.1p**	**8.9p**		**9.0p**

Expenses & finance costs

	Year to March 2012	Year to March 2011
£m	**Investment basis**	**Investment basis**
Interest income	0.3	0.1
Interest expense	(2.4)	(3.6)
Investment Adviser	(11.1)	(8.1)
Auditor – KPMG – for the Group	(0.2)	(0.2)
Directors' fees and expenses	(0.2)	(0.1)
Other expenses	(1.3)	(1.2)
Expenses & finance costs	**(14.9)**	**(13.1)**

Total Expense Ratio (TER) [1]	**1.34%**	**1.20%**

1. 31 March 2012 based on operating costs of £10.4m which excludes one-off acquisition costs and NAV of £773.7m.

Summary balance sheet

	As at March 2012			As at March 2011		
£m	**Investment basis**	**Consolidation adjustments**	**IFRS basis**	**Investment basis**	**Consolidation adjustments**	**IFRS basis**
Investments at fair value[1]	**902.0**	**(377.7)**	**524.3**	**626.1**	**(200.1)**	**426.0**
Non-current assets	-	2,224.3	2,224.3	-	957.9	957.9
Working capital	(12.0)	21.8	9.8	(5.3)	8.8	3.5
Net cash/(borrowings)	(116.3)	(1,357.0)	(1,473.3)	54.7	(587.5)	(532.8)
Other non-current liabilities	-	(498.6)	(498.6)	(2.3)	(185.4)	(187.7)
Non-controlling interests	-	(8.4)	(8.4)	-	(9.9)	(9.9)
Net assets[2] attributable to Ordinary Shares	**773.7**	**4.4**	**778.1**	**673.2**	**(16.2)**	**657.0**
NAV per Ordinary Share (before dividend)	116.3p		117.0p	113.1p		110.4p
Net assets[3] attributable to C Shares	**246.8**	**-**	**246.8**	**-**	**-**	**-**
NAV per C Share	98.7p		98.7p	-		-

1.Investments at Fair Value at 31 March 2011 of £626.1m excludes future investment commitments of £47.0m
2.Net assets attributable to the Group net of non-controlling interests
3.Being the £250m raised by way of C shares less costs and held as cash on deposit

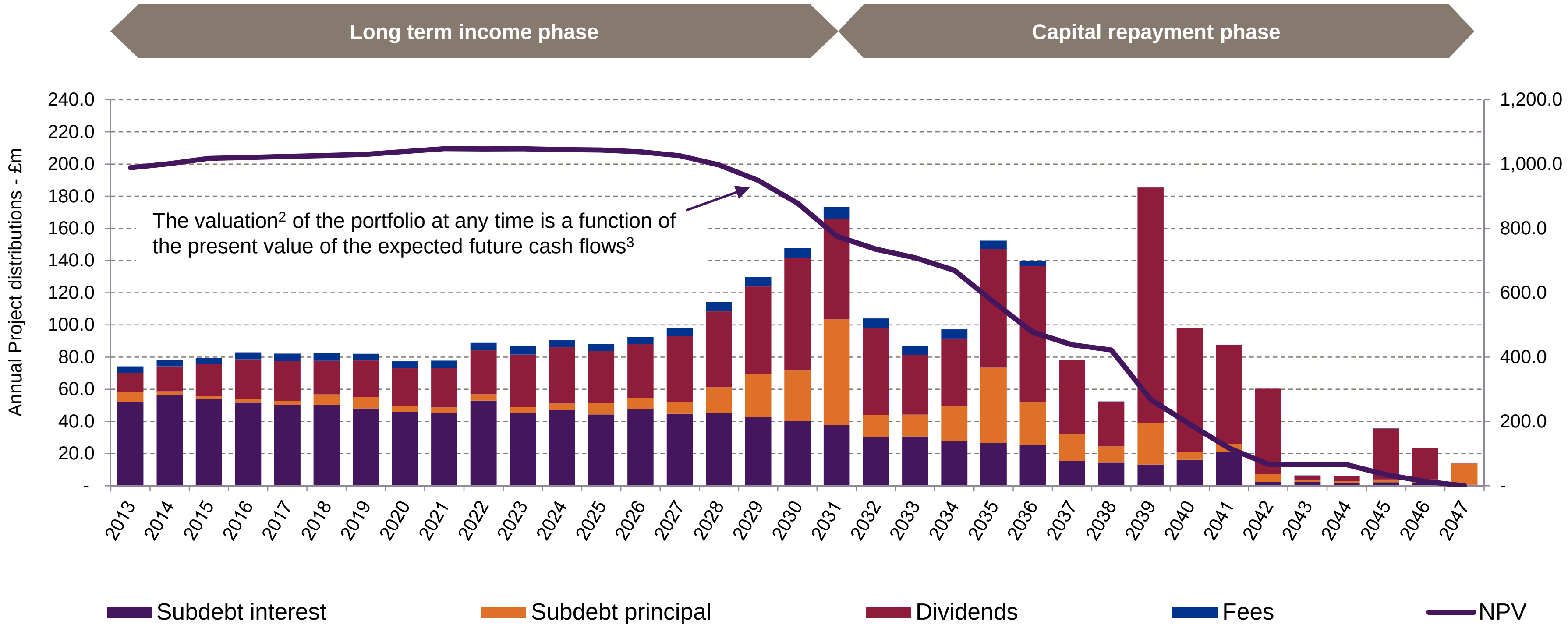
Summary cash flow

Includes the March C Share proceeds

	Year to March 2012		Year to March 2011	
£m	**Investment basis**		**Investment basis**	
Net cash at start of period		**54.7**		**11.0**
Cash from investments	51.2		45.6	
Operating and finance costs outflow	(10.2)		(10.7)	
Net cash inflow before acquisitions/financing		**41.0**		**34.9**
Redemption of investment		30.0		0.0
Cost of new investments		(283.3)		(115.1)
Forex movement on borrowings/hedging[1]		2.9		(1.3)
Share capital raised net of costs		320.9		154.6
Distributions paid				
Relating to operational investments	(33.2)		(27.6)	
Relating to investments in construction	(3.6)		(1.8)	
		(36.8)		**(29.4)**
Net cash at end of period		**129.4**		**54.7**

1.Forex movements includes both cash settlement and revaluation of euro and Canadian dollar borrowings/hedging at period end.

Long term cashflows[1]



Source: Investment Adviser

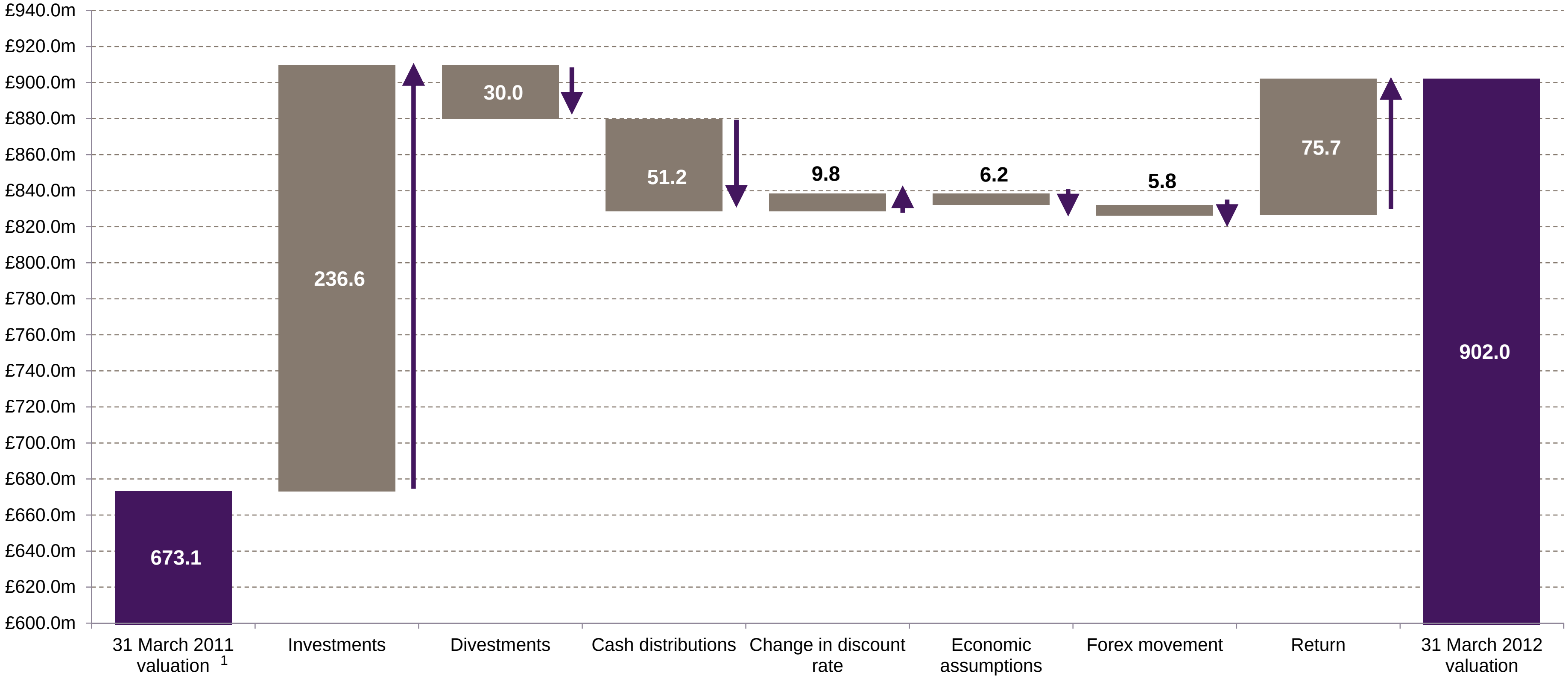
[1] The illustration represents a target only and is not a profit forecast. There can be no assurance that this target will be met.

[2] The illustration assumes a Euro to Sterling exchange rate of 0.83, a Canadian dollar to Sterling exchange rate of 0.63 and a weighted average discount rate of 8.6 per cent. per annum. These assumptions and value of the Group's portfolio may vary over time.

[3] The cashflows and the valuation are from the portfolio of 70 investments as at 31 March 2012 plus the Colchester incremental stake, the Connect acquisition and the Birmingham acquisition (all in May 2012) and does not include other assets or liabilities of the Group, and assumes that during the period illustrated above, (i) no new investments are purchased, (ii) no existing investments are sold and (iii) the Group suffers no material liability to withholding taxes, or taxation on income or gains.

Analysis of change in Directors' Valuation

Valuation movements driven by acquisitions and portfolio performance



[1] To reconcile to the IFRS investments at fair value as at 31 March 2011, the elimination of subsidiaries of £200.1m and £47.0m of future investment commitments must be deducted

Discount rate analysis

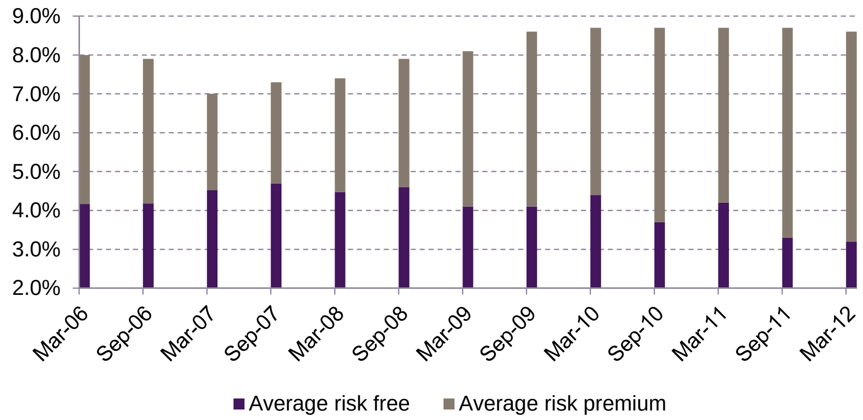
Directors' Valuation as at 31 March 2012

Market valuation of assets did not move significantly in period

- Discount rates for PFI/PPP/P3 projects range between 8.2% and 11.0%
  - Discount rate for operational projects unchanged from March 2011 at 8.6%
  - Discount rate for construction projects reduced from 9.3% to 9.0%
  - Weighted average rate of 8.6%, down from 8.7% at 31 March 2011 and 30 September 2011

31 March 2012	Risk free rate	Premium	Total discount rate	Total March 2011
UK	3.3%	5.3%	8.6%	8.6%
Holland	2.7%	6.1%	8.8%	8.9%
Canada	2.6%	5.6%	8.2%	8.8%
Ireland	6.9%	4.1%	11.0%	-
Portfolio	**3.2%**	**5.4%**	**8.6%**	**8.7%**

Discount rates since launch

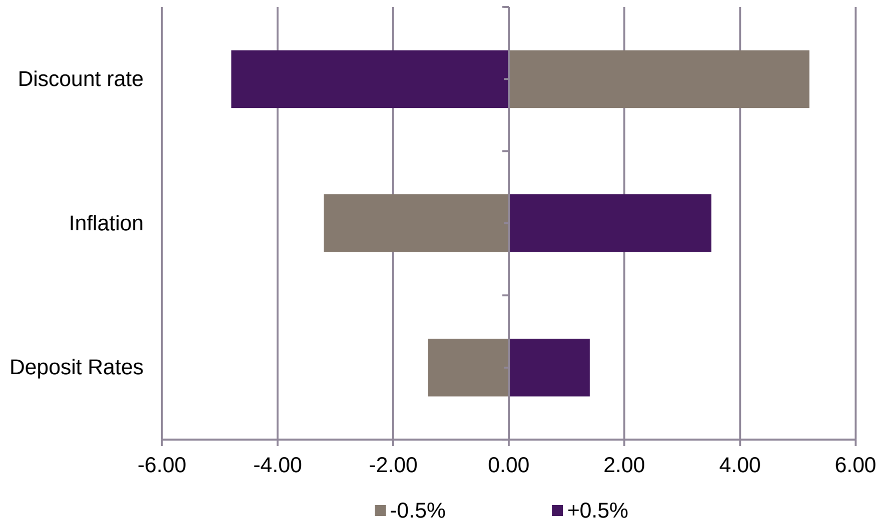


Key valuation assumptions

Key assumptions updated to reflect current consensus forecast

- Inflation assumptions[1]
  - UK 2.75% p.a. - both RPI[2] and RPIx[2] (March 2011: 2.75% p.a.)
  - EURO 2.00% p.a. (March 2011: 2.00% p.a.)
  - Canada 2.00% p.a. (March 2011: 2.00% p.a.)
- Deposit rates (UK)
  - 1.0% p.a. to 31 March 2015, 3.75% thereafter (March 2011: 1.0% p.a. to March 2013 and 4.0% thereafter)
- Foreign exchange
  - CAD$/GBP 0.63 (March 2011: 0.64)
  - EU€/GBP 0.83 (March 2011: 0.89)
- UK tax rate of 24% (March 2011: 26%)

Sensitivity to key macroeconomic assumptions (change NAV in pence/share)[3]



- If inflation is 3.75% pa (i.e. up 1.0% pa), expected return[4] from portfolio (before Group expenses) increases from 8.6% to 9.3%

[1] Some project income fully indexed, whilst others partially indexed
[2] Retail Price Index and Retail Price Index excluding Mortgage Interest Payments
[3] Based on 883.5m shares in issue
[4] Return is expected internal rate of return

Market focus

The HICL Group's focus on PFI/PPP/P3 remains unchanged

Main focus

- PPP/PFI/P3
  - Countries with developed programmes:
    - UK, Europe, Canada, Australia
  - Project phase
    - Mainly operational
    - Some assets in construction to achieve element of NAV growth

Possible secondary interest

- Operational renewable energy
  - Need appropriate risk return characteristics & contractual revenues
  - Wind farms, solar parks, hydro schemes in EU
- Regulated utilities, if appropriate scale and suitable revenue/risk balance
- Infrastructure debt, if liquid and appropriately priced

What does not fit the current strategy

- Core 'economic' infrastructure
- Revenue is function of usage and paid by users
  - e.g. toll roads, bridges, airports

Outside policy

- Non-core infrastructure
  - e.g. ferries, motorway service stations, care homes

Current investment strategy

Investment policy

Market update

Continued need for infrastructure investment to deliver growth

Private sector funding, with new sources of capital, will continue to fund public infrastructure

- In UK, use of PFI/PPP (or a successor) as procurement method continues
  - In UK, as at November 2011, there were 49 PFI/PPP schemes being procured[1]
  - New school building programme announced in July 2011 – requires private sector funding – commences this Autumn
- Infrastructure UK was established in 2010 to oversee the estimated £200bn of investment planned over the next five years
  - In November 2011, the UK Government reiterated its support for private sector investment in infrastructure
  - New funding and delivery models being discussed and additional sources of private sector capital being sought
- The social infrastructure PPP model pioneered in the UK in the form of PFI has become adopted globally
  - UK, Australia and Canada, where projects are well-established across a range of public service sectors, represent the mature adopters of the PPP model
  - Other countries are increasingly turning to the PPP model for infrastructure procurement
- Secondary market active
  - Pipeline of opportunities
  - Mix of single assets, groups/portfolios and incremental acquisitions
- UK PFI/PPP projects using HM Treasury guidance to achieve savings
  - Scope changes
  - More efficient use of assets

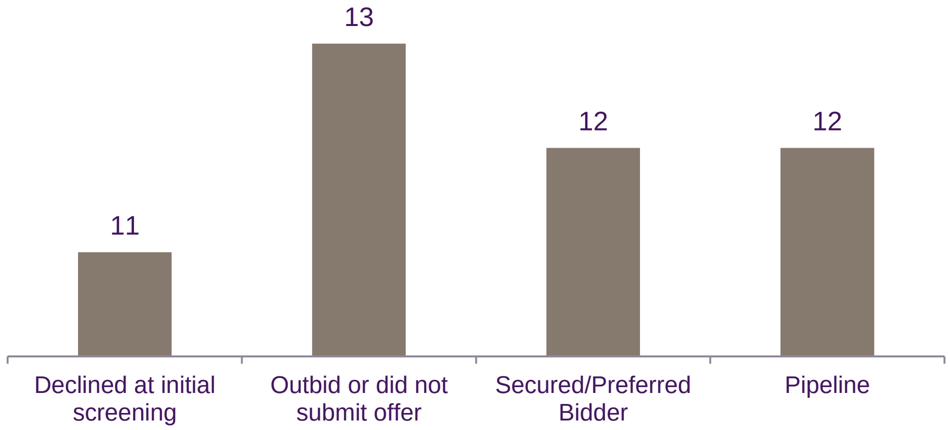
[1] Source: H M Treasury website

Current pipeline

Healthy pipeline of opportunities

- Steady pipeline of new investment opportunities:
  - All PFI/PPP investments
  - Mainly UK, but also certain EU countries, North America and Australia
  - Mix of single assets and larger portfolios
  - Some processes at an advanced stage
- New entrants
- Vendors seeking
  - Purchasers who deliver
  - Funding available
- Increase in supply and demand for PFI/PPP/P3 investments

36 opportunities reviewed since 31 March 2011



Summary

- Balanced, diversified portfolio – performing as expected
- Good cash generation in period
- Portfolio value increasing
- Over 4,000 shareholders, with good investor spread and share liquidity

- Steady pipeline of new investment opportunities
- C share proceeds materially invested
- New Group revolving debt facility available for further investment

- Target[1] distribution of 7p per share for year to 31 March 2013 (6.85p in year to March 2012)
- Seek some NAV growth – assets under construction/assets partially inflation protected

- Second interim dividend of 3.5p per share declared – to be paid end of June 2012
- Scrip dividend alternative – circular issued – decide by 12 June 2012

1.The 7p distribution target is consistent with statements made at time of launch and the latest February 2012 C Share prospectus. This is a target only and is not a profit forecast. There can be no assurance that this target will be met.

Current portfolio: Selected examples

A diversified portfolio of high quality public sector / government backed investments

Home Office Headquarters

Colchester Garrison

Dutch High Speed Rail Link

Bishop Auckland Hospital

West Middlesex Hospital

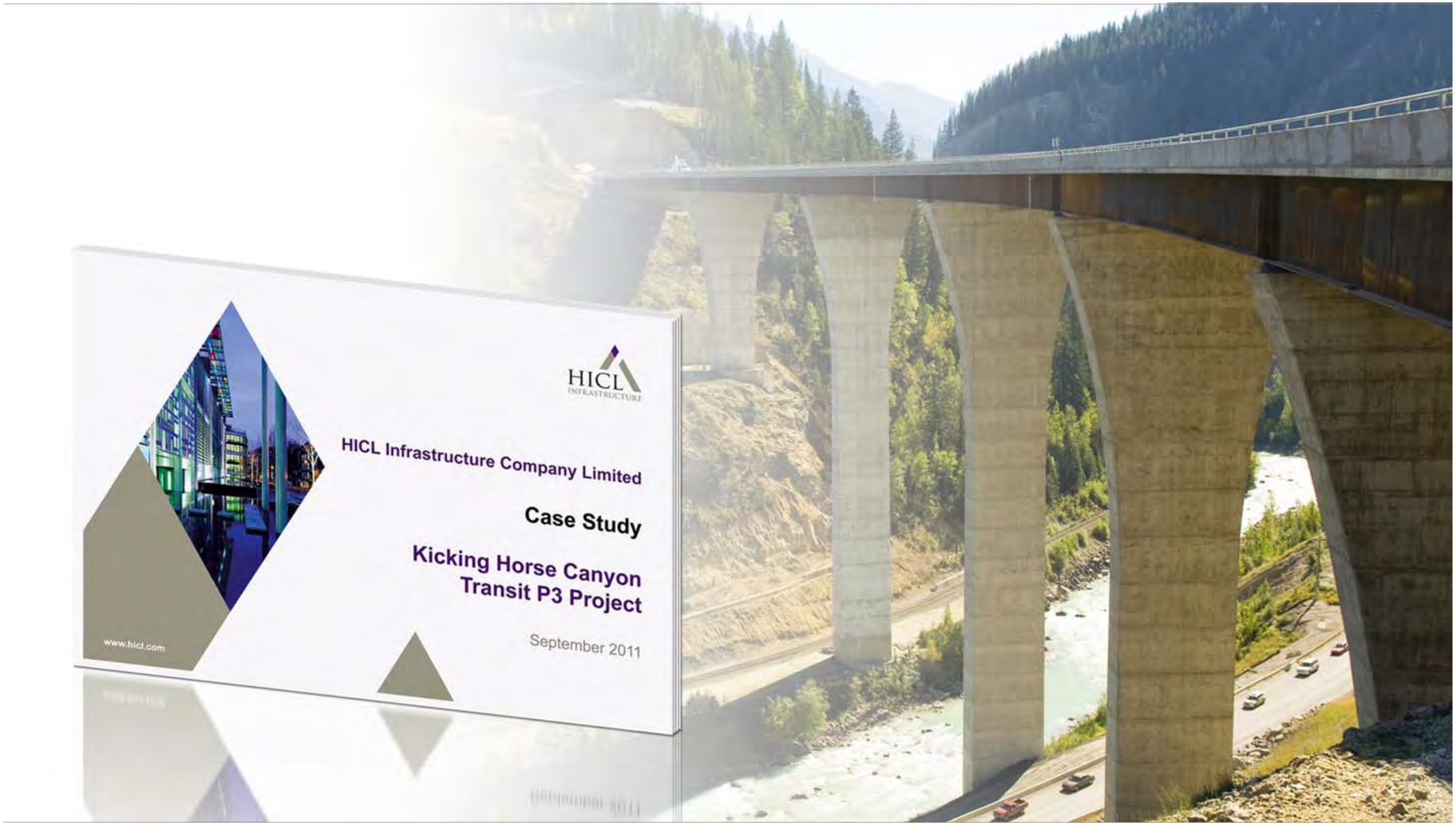
Exeter Crown Court

Highlands School PPP

Oxford John Radcliffe

Kicking Horse Canyon

Case study available from website

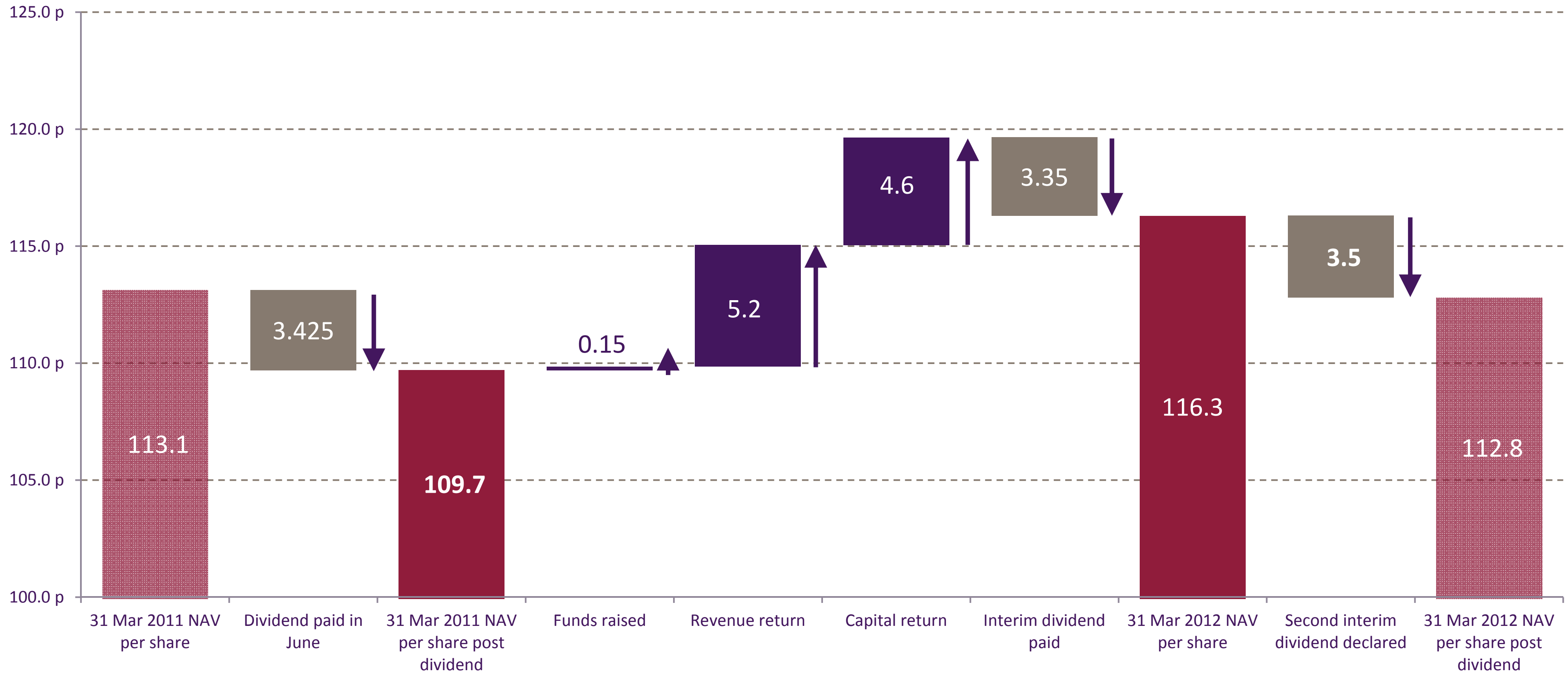


Appendix I

Additional Financial Information

Analysis of change in NAV per share

31 March 2011 to 31 March 2012



1.Funds raised includes scrip dividends and is net of expenses

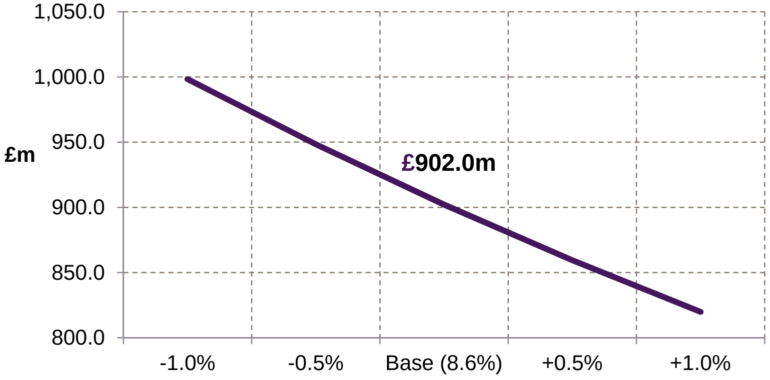
Valuation methodology

HICL's valuation methodology is consistent with industry standard

- Semi annual valuation and NAV reporting:
  - Carried out by Investment Adviser
  - Approved by Directors
  - Independent third party opinion for Directors
- Non traded - DCF methodology on investment cash flows
  - Discount rate comprising risk free rate plus investment specific premium
    - For risk free, average of 20 and 30 year government bonds (matching concession lengths)
- Traded (not currently applicable): market quotation

Discount rates

Weighted average rate of 8.6%[1]



	Directors' valuation	NAV per share[2]
Valuation	£902.0m	116.3p
	Change	**Implied NAV per share**
+0.5% increase	- £42.6m	- 4.8p
-0.5% decrease	+ £46.2m	+ 5.2p

DCF rates for PFI/PPP/P3 assets have remained flat in the period

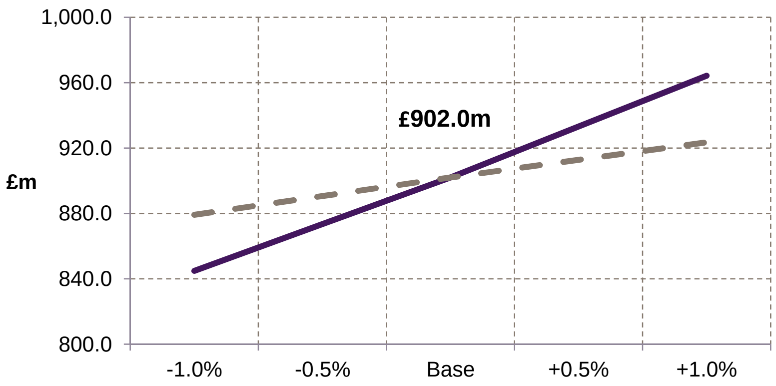
For the PFI/PPP/P3 portfolio	Weighted average risk free rate	Weighted average risk premium	Weighted average discount rate	Weighted average const. phase premium	Weighted average ops. phase premium
31 March 2011	4.2%	4.5%	8.7%	5.1%	4.4%
30 September 2011	**3.3%**	**5.4%**	**8.7%**	**5.8%**	**5.3%**
31 December 2011	2.9%	5.7%	8.6%	6.1%	5.7%
31 March 2012	**3.2%**	**5.4%**	**8.6%**	**5.8%**	**5.4%**

[1]Sensitivity analysis based on the 70 PFI/PPP/P3 investments as at 31 March 2012
[2] Based on 883.5m Ordinary Shares in issue post April 2012 C Share conversion and total net assets at 31 March 2012 on an investment basis of £1,020.5m

Positive inflation correlation

Sensitivity to inflation depends on a project's initial structuring[1]

- PFI/PPP/P3 projects' income and costs linked to RPI/RPIx[2] in UK and CPI in Holland, Canada and Ireland
  - Valuation based on 2.75% pa RPI/RPIx in UK and 2.0% pa CPI in EU and Canada
  - Availability payments fully or partially indexed to inflation
  - Operating costs also indexed to inflation
  - Financing costs can be indexed-linked and some projects have long-term RPI hedges in place



Purple line - Sensitivity changing assumption each and every year to maturity
Grey line Sensitivity changing assumption for next five years only – base case thereafter

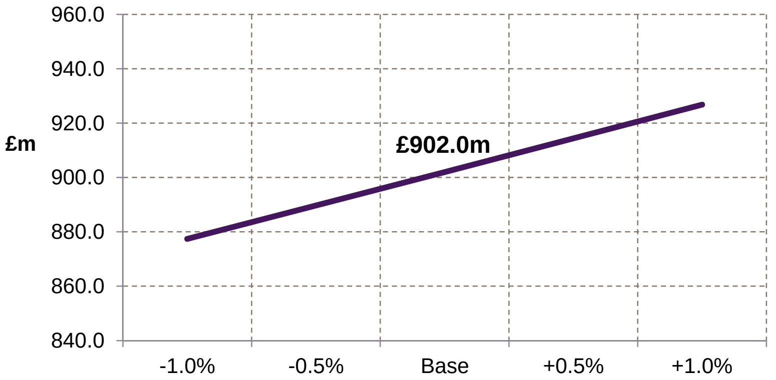
	Directors' valuation	NAV per share[3]
Valuation	**£902.0m**	**116.3p**
	Change	**Implied NAV per share**
+0.5% increase all years	**+ £31.1m**	**+ 3.5p**
-0.5% decrease all years	**- £28.6m**	**- 3.2p**

[1] Analysis based on 20 largest PFI/PPP/P3 investments
[2] Retail Price Index and Retail Price Index excluding Mortgage Interest Payments
[3] Based on 883.5m Ordinary Shares in issue post April 2012 C Share conversion and total net assets at 31 March 2012 on an investment basis of £1,020.5m

Deposit rate sensitivity

Positive sensitivity results from large cash deposit at projects' level[1,2]

- Financing structure typically includes cash reserve accounts
  - e.g. Debt service reserve account, Lifecycle reserve account, Change in law reserve account
- Debt financing in each project hedged to interest rate exposure

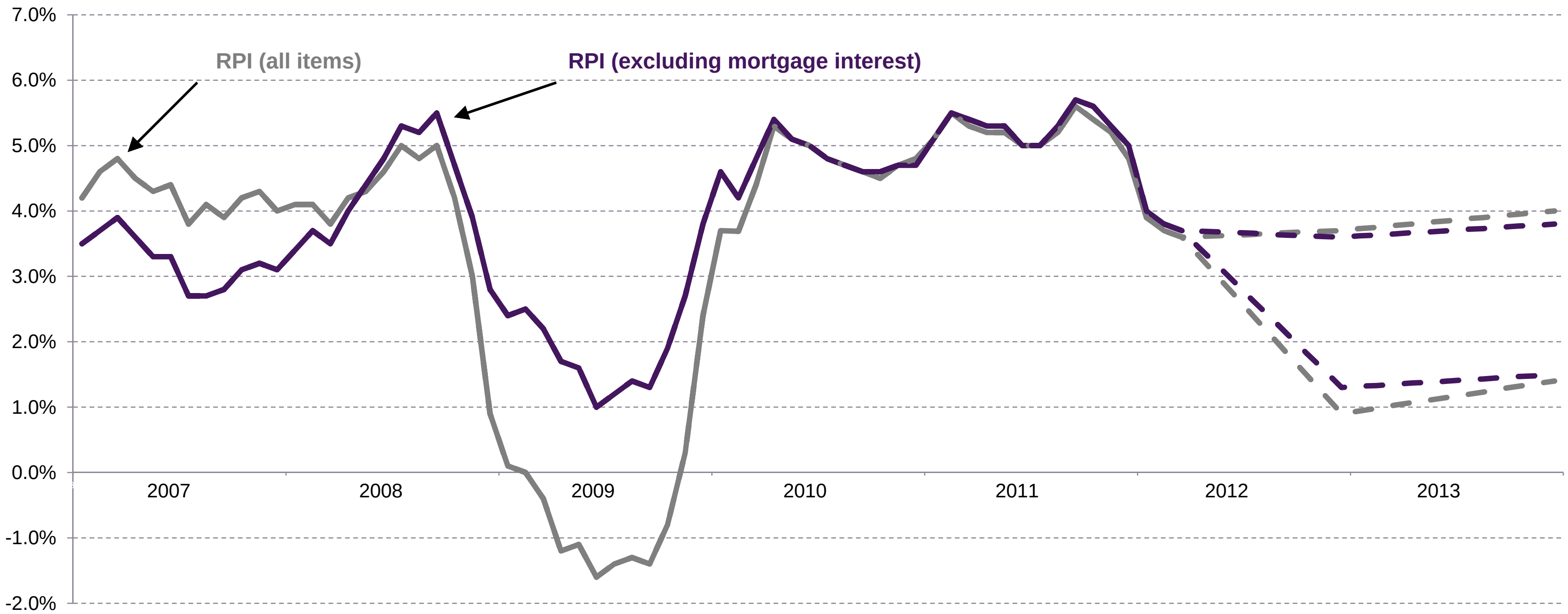


	Directors' valuation	NAV per share[3]
Valuation	£902.0m	116.3p
	Change	**Implied NAV per share**
+0.5% increase all years	+ £12.4m	+ 1.4p
-0.5% decrease all years	- £12.3m	- 1.4p

[1] Analysis based on 20 largest PFI/PPP/P3 investments
[2] Changing all future periods assumption from the base assumption - all other assumptions unchanged
[3] Based on 883.5m Ordinary Shares in issue post April 2012 C Share conversion and total net assets at 31 March 2012 on an investment basis of £1,020.5m

UK inflation – actual & forecast

- UK inflation was 3.6% in March 2012, with forecasts showing it declining further[1]
- Wide range of forecasts
- Valuation assumptions – simple proxy of possible outcomes

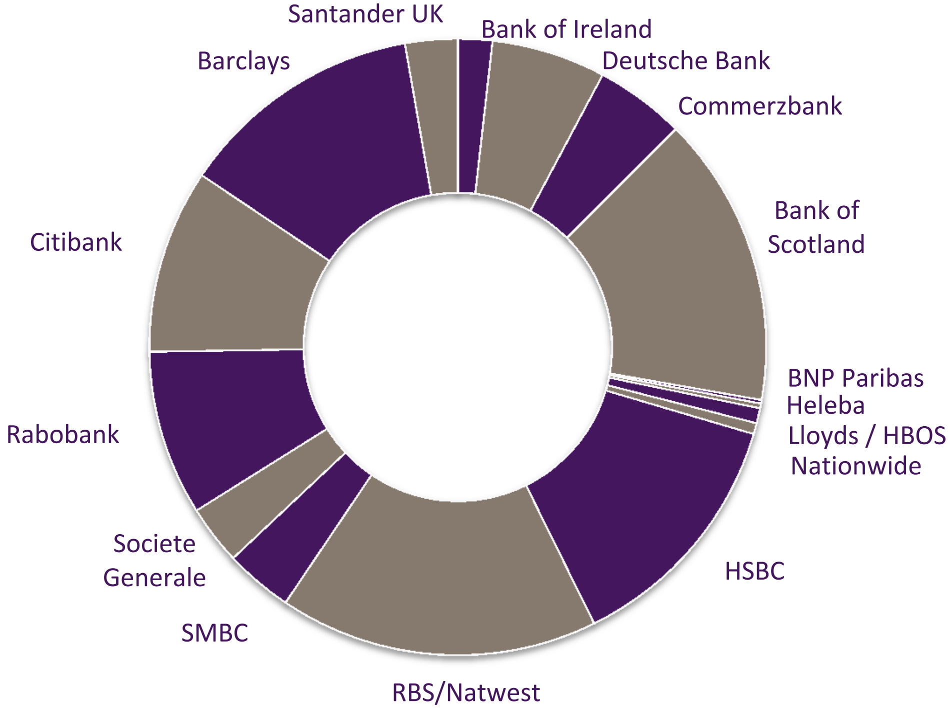


[1] Source – Office for National Statistics, HM Treasury a comparison of independent forecasts – April 2012

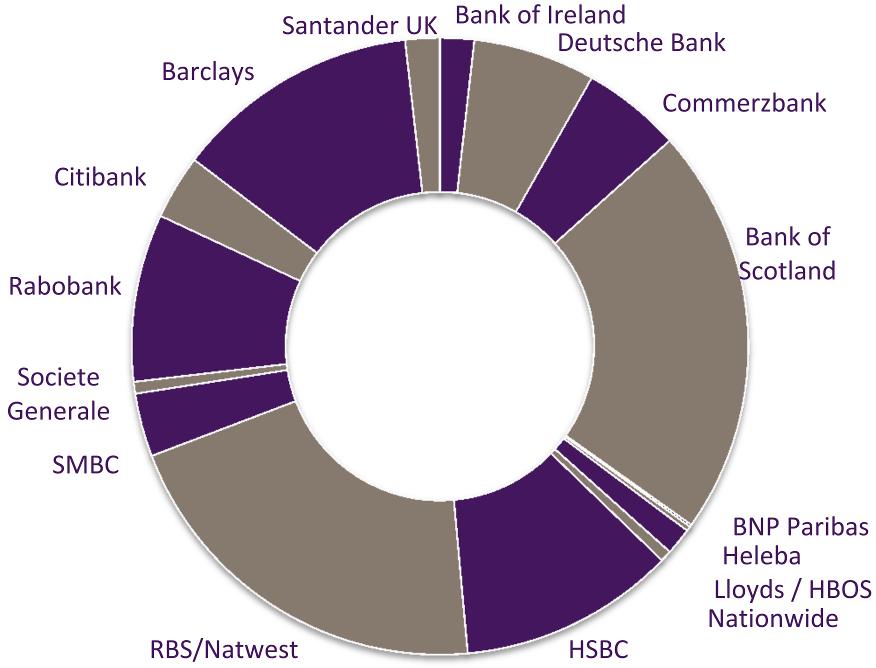
PFI/PPP/P3 projects – cash deposit analysis

Analysis as at 31 March 2012

Exposure to banks by deposit value



Exposure to banks by investment value



Based on analysis by the Investment Adviser of the portfolio as at 31 March 2012, excluding C Share proceeds. The Deposit Value chart looks at the £473m deposits made by projects (regardless of the Group's percentage holding) at 31 March 2012. The Project Value chart considers this exposure related to the Directors' Valuation of the portfolio as at 31 March 2012.

Appendix II

The Investment Adviser

Overview of InfraRed Capital Partners Ltd

- Originator of value added investment products in infrastructure and real estate
- Around 80 partners and staff – covering investment, asset management, finance, risk and reporting functions
- 11 funds raised to date
- London based, with offices in Hong Kong, New York and Paris
- Successful spin-out from HSBC Group in April 2011
- InfraRed is an indirect subsidiary of InfraRed Partners LLP – 80.1% owned by 28 partners and 19.9% by HSBC group

	Infrastructure Fund II	Infrastructure Fund III	Environmental Infrastructure Fund I	HICL Infrastructure Company Ltd
Type of fund	Unlisted capital growth	Unlisted capital growth	Unlisted capital growth	Listed, yield
Equity under management	£300 m	US$1215 m	€235 m	~£1000 m
Establishment	2004	2010	2009	2006
Capital status	Closed	Closed	Closed	Raises capital as new investments made
Investment status	Fully committed	Investment period	Investment period	Investment period

Source: InfraRed

InfraRed – Team skills and experience

- Experienced infrastructure professionals with proven track record
  - Core team for HICL of 11
  - Four asset managers, with further recruitment planned
  - Additional Investor Relations' resources
  - Part of a wider infrastructure team of 38
- Wide range of skills and knowledge of
  - Assets in portfolio
  - Core target sectors
  - Corporate finance
  - M&A
  - Treasury management
- Detailed, 'tried and tested' investment processes
- Active asset management with regular review
- Proactive value management

InfraRed Capital Partners – Investment Adviser's key personnel

Investment Committee with over 77 years combined infrastructure experience

Werner von Guionneau
CEO IRCP

Inv Committee[1]

Chris P Gill
Deputy CEO IRCP

Inv Committee[1]

Tony Roper
Director, IRCP

Inv Committee[1]

Gareth Craig
Director, IRCP

Inv Committee[1]

Sandra Lowe
Director Investor Relations

Keith Pickard
Director, Infrastructure

Inv Committee[1]

Erwan Fournis
Director, Infrastructure

Inv Committee[1]

David Foot
Investment Director

James O'Halloran
Investment Director

Albane Psaume
Analyst

James Keigher
Analyst

Xiaonan Chen
Analyst

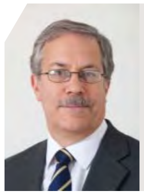
Eugene Kinghorn
Financial Controller

Justin Scholes
Senior Financial & Management Accountant

Maria Janusz
Management Accountant

Geoff Quaife
Asset Management

Mark Wayment
Asset Management



Robert Newton
Asset Management

Mark Holden
Asset Management

Robin Hubbard
Investor Relations

[1]member of the InfraRed Capital Partners Ltd HICL Investment Committee

Appendix III

The Company

Attractions of HICL Infrastructure Company Ltd

Proven track record	▲ Established position as a leading London listed infrastructure fund since 2006 providing solid NAV performance
Competitive fee structure	▲ Current annual fee of 1.1%[1] p.a. for AUM up to £750m, 1.0% p.a. up to £1.5bn, 0.9% pa thereafter. Acquisition fee of 1.0% ▲ No performance fee ▲ Project fees stay within Group, for benefit of shareholders
Current portfolio (23 May 2012)	▲ 72 PFI/PPP/P3 investments – 70 fully operational ▲ UK, Holland, Canada and Ireland ▲ Directors' Valuation of £902.0m as at 31 March 2012, plus three further investments for £88.6m (May 2012)
Portfolio performance	▲ Operational performance in line with business plans ▲ Cash receipts in line with forecasts
Strong pipeline	▲ Opportunities exist for further investments across a range of sectors and geographies.

[1] For assets in construction or ramp-up, the fee is 1.5% paid
Past performance is not a reliable indicator of future performance
Investments can fluctuate in value, and value and income may fall against an investor's interests.

Overview

Company	▲ Guernsey registered Investment Company
Listing	▲ Listed in March 2006 on London main listing (ticker: HICL.L) ▲ Part of FTSE 250 ▲ Shares have traded at a premium to NAV per share for nearly 3 years
Management	▲ Board of 4 independent directors ▲ Investment Adviser: InfraRed Capital Partners Ltd (authorised and regulated by the FSA)
Yield to date	First year to Mar 07 **6.10p**; Second year to Mar 08 **6.25p**; Third year to Mar 09 **6.40p**; Fourth year to Mar 10 **6.55p**; Fifth year to Mar 11 **6.70p**; Sixth year to Mar 12 **6.85p**
Return	▲ Target 7.0p per share distribution for year to March 2013[1] ▲ Positive inflation correlation ▲ Low correlation to equities
PFI/PPP concessions	▲ Long-term concessions, partially inflation-linked, with public sector or government backed revenue streams
Equity	▲ 883.5m shares in issue as at 23 May 2012, post C share conversion in April 2012 ▲ £325.9m[2] raised through tap issues and C share in year to 31 March 2012
Debt financing	▲ New £100m revolving 3 year, and £50m 18 month, debt facilities at fund level allows new acquisitions to be made ▲ Multi-currency and with ability to use for letters of credit ▲ Lenders are The Royal Bank of Scotland and National Australia Bank

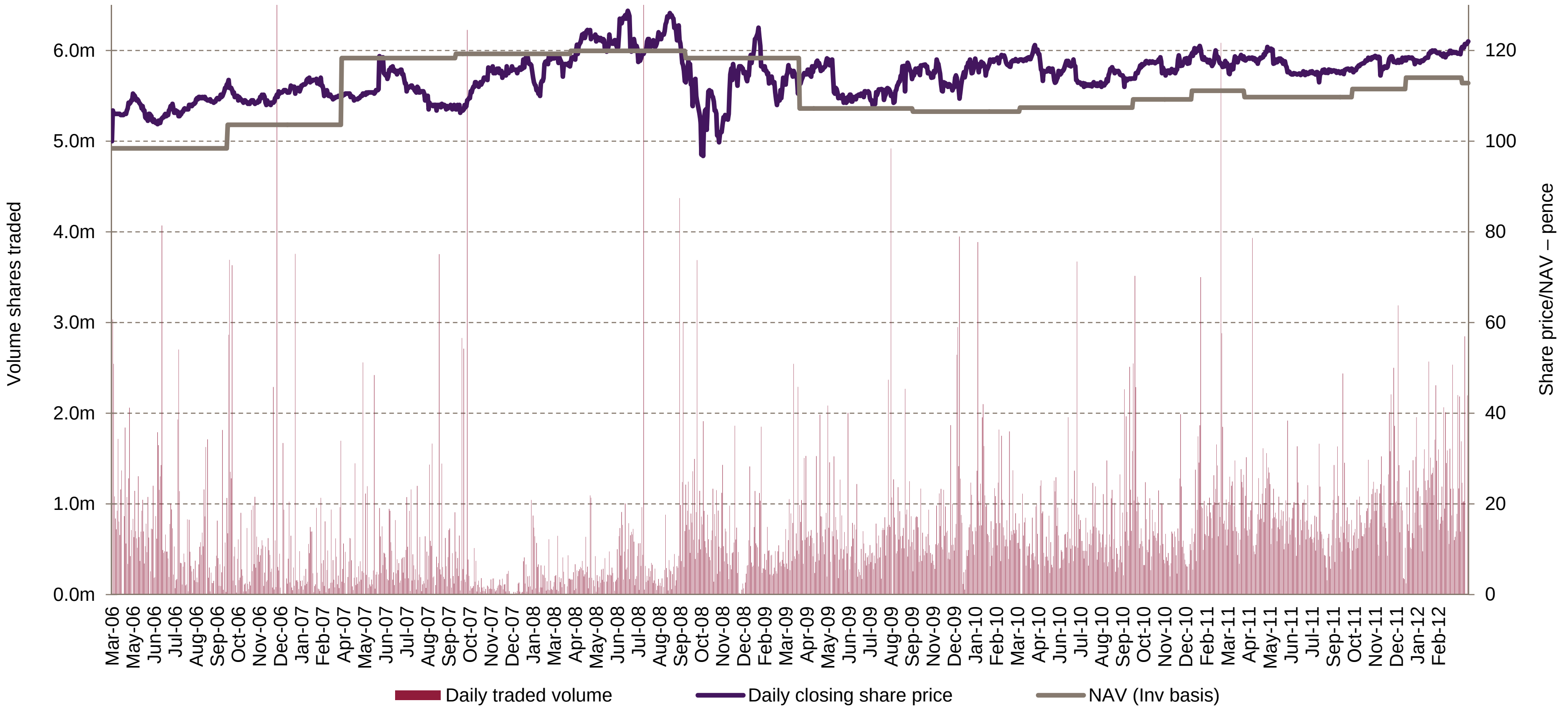
[1] Investors should note that no assurance or guarantee can be given that this will be achieved
[2] Before issue costs

History

First year – period end 31 March 2007	
▲ Launch March 06 – raised £250m, purchased 15 investments worth £250m ▲ Acquired 2 new investments & 6 incremental stakes	▲ Interim 2.875p ▲ Second interim 3.225p ▲ **TOTAL 6.10p**
Second year – year end 31 March 2008	
▲ New £200m fund level 5 year revolving debt facilities ▲ Site visit January ▲ Acquired 10 new investments & 1 incremental stake	▲ Interim 3.05p ▲ Second interim 3.2p ▲ **TOTAL 6.25p**
Third year – year end 31 March 2009	
▲ Successful £103.6m C share raising in May 2008 ▲ Site visit February ▲ Acquired 1 new investment & 5 incremental stakes	▲ Interim 3.125p ▲ Second interim 3.275 ▲ **TOTAL 6.40p**
Fourth year – year end 31 March 2010	
▲ Successful £80m C share raising in December 2009 ▲ Raised £48.1m through tap issues over the year ▲ Acquired 5 new investments & 3 incremental stakes	▲ Interim 3.2p ▲ Second interim 3.35p ▲ **TOTAL 6.55p**
Fifth year – year end 31 March 2011	
▲ Successful £110m C share raising in December 2010 ▲ Raised £46.5m through tap issues ▲ Acquired 5 new investments & 4 incremental stakes	▲ Interim 3.275p ▲ Second interim 3.425p ▲ **TOTAL 6.70p**
Sixth year – year to 31 March 2012	
▲ Raised £325.9m through tap issues and successful C share ▲ Kemble Water Junior Loan repaid in April 2011 ▲ Acquired 33 new investments & 5 incremental stakes for £236.6m	▲ Interim 3.35p ▲ Second interim 3.5p ▲ **TOTAL 6.85p**

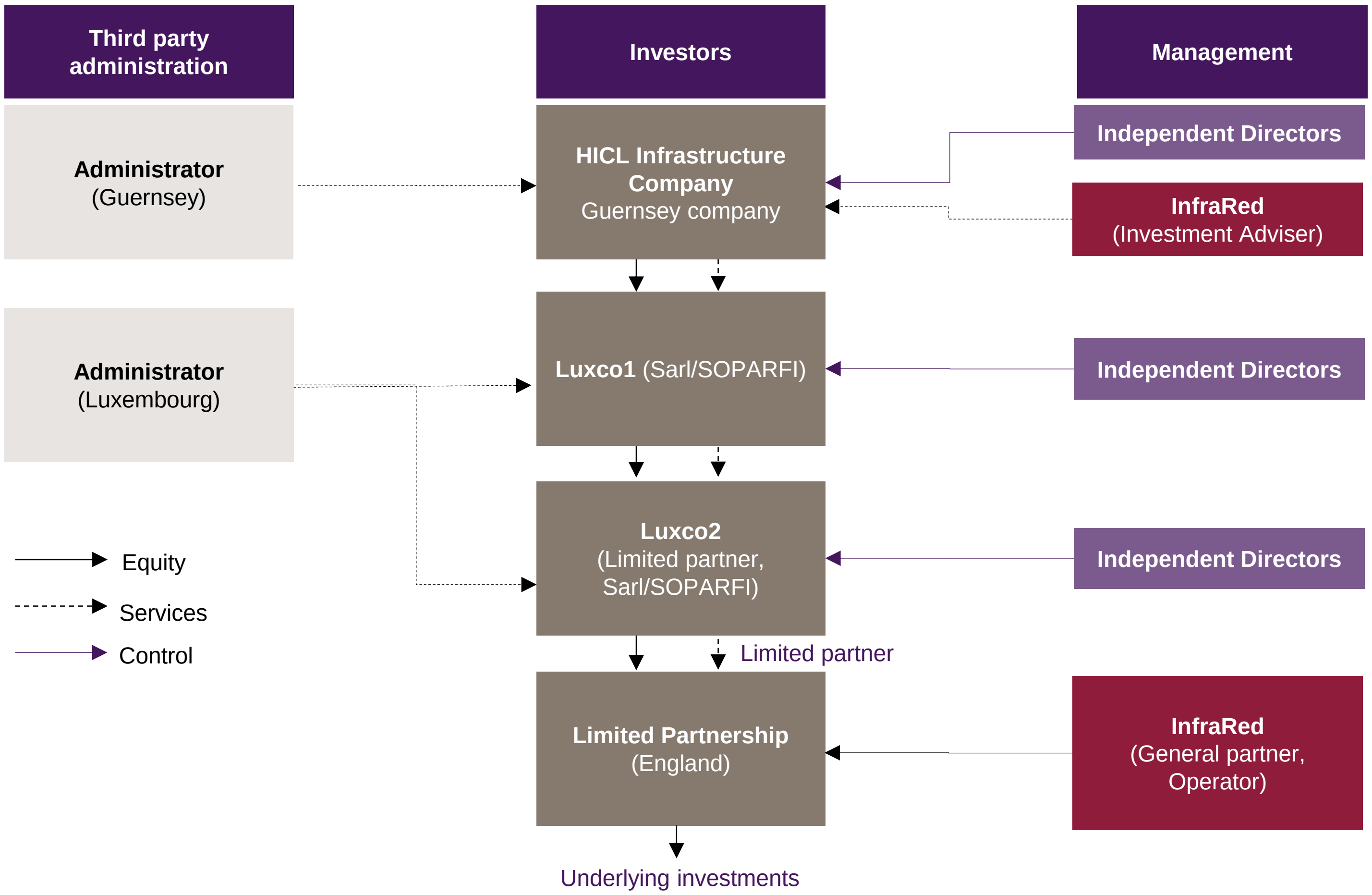
[1] Past performance is not a reliable indicator of future performance

Share price and NAV history



[1] Past performance is not a reliable indicator of future performance
[2] Investments can fluctuate in value, and value and income may fall against an investor's interests
Source: Thomson Datastream. Data as at 18 May 2012

Group structure diagram



What defines infrastructure

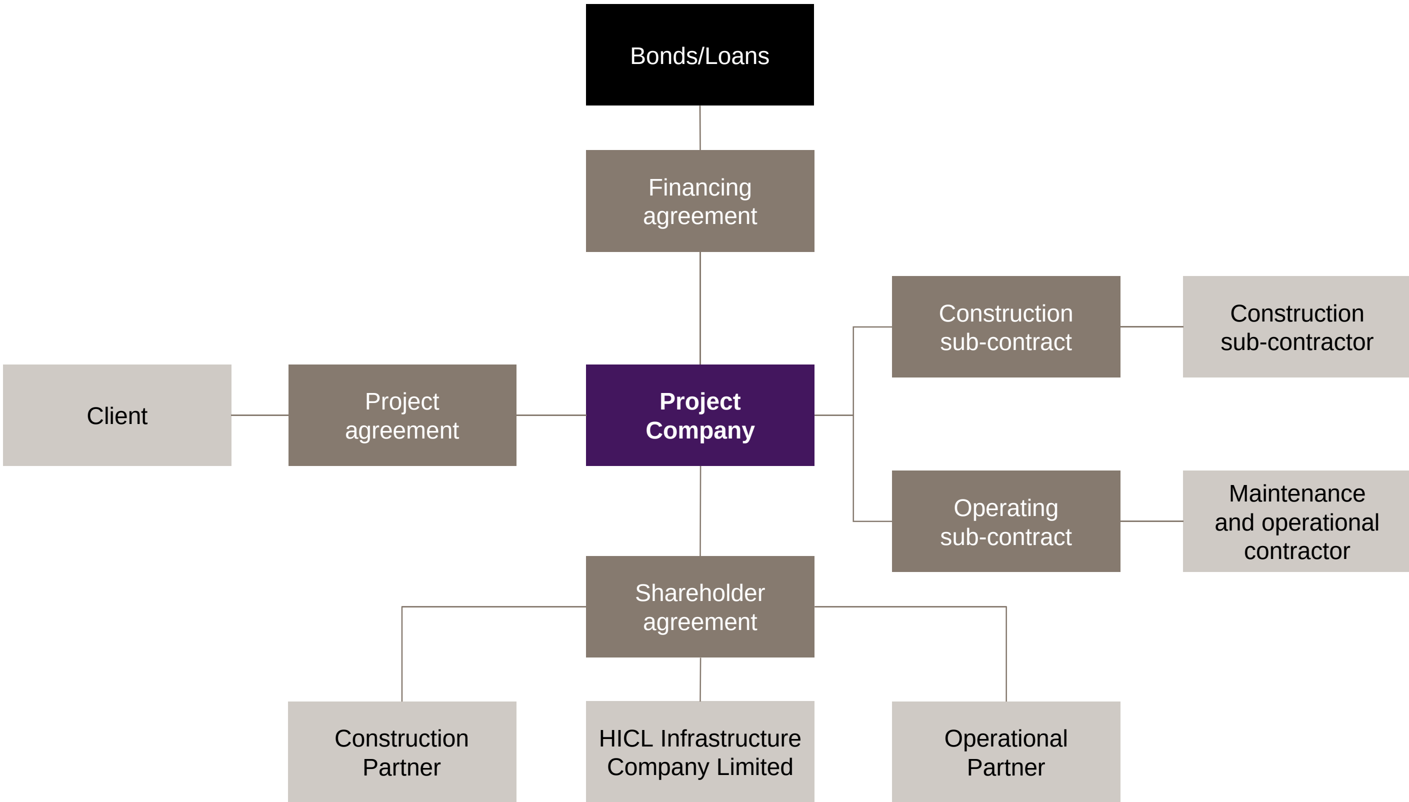
- Resilience of asset class – provides diversification benefits
- Availability and regulatory assets are the most resilient

Revenue risk

Low → High

Risk class	Availability	Regulatory	Demand based	Market
Investment risks are incremental	▸ Operating costs ▸ Delivery (e.g. service performance)	+ Regulatory risk + Volume risk (low)	+ Volume risk (high) + Known pricing risk	+ Competitive risks
Examples				
	▸ Hospitals, schools, government accommodation ▸ Availability transport (e.g. road/rail)	▸ Energy distribution, transmission, storage ▸ Water, waste water ▸ Renewable energy (off-take or feed-in)	▸ Toll roads, tunnels, bridges ▸ Light, heavy rail ▸ Airports ▸ Marine ports	▸ Merchant power (no off-take) ▸ Ferries ▸ Service stations ▸ Waste
	Lowest risk segment (‘public assets’)	**Largely resilient to economic cycle**	**Exposed to economic cycle**	**Private equity style exposure**

Typical infrastructure project structure

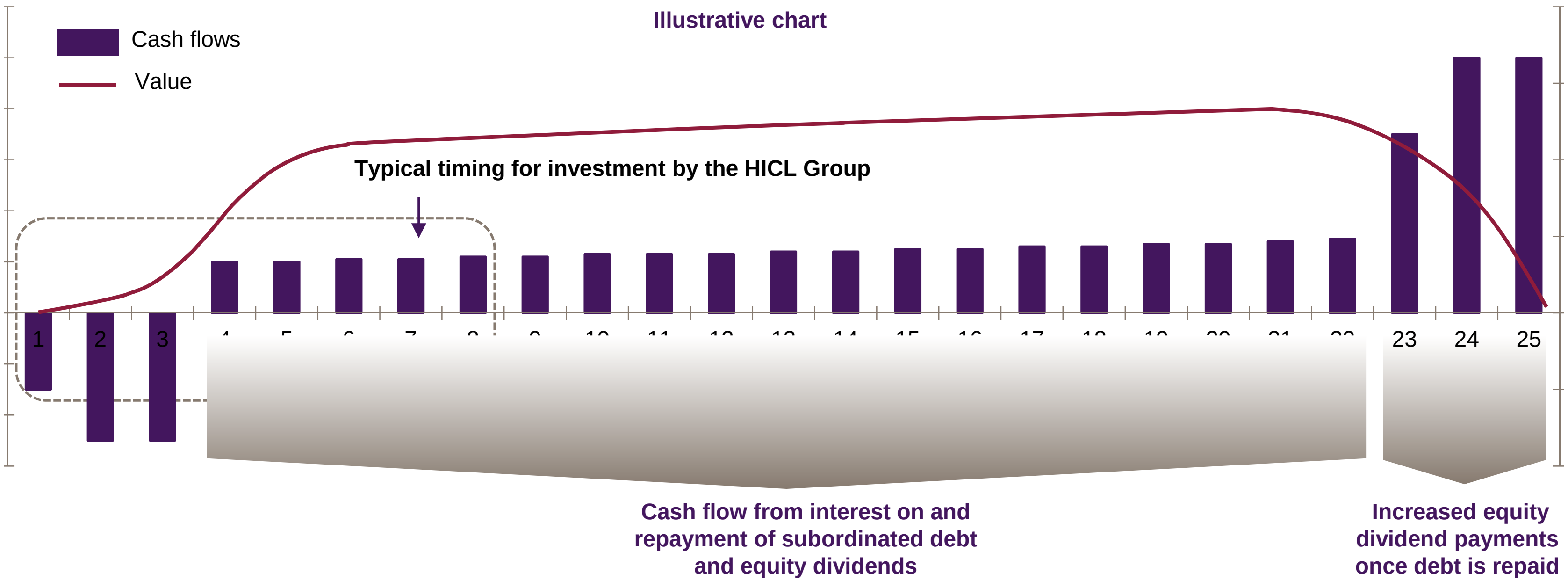


Investment cash flow profile over a typical project's life

Once operational (i.e. post their construction phase), infrastructure projects typically benefit from long term predictable cash flows with a stable risk profile

Typical infrastructure project cash flow profile

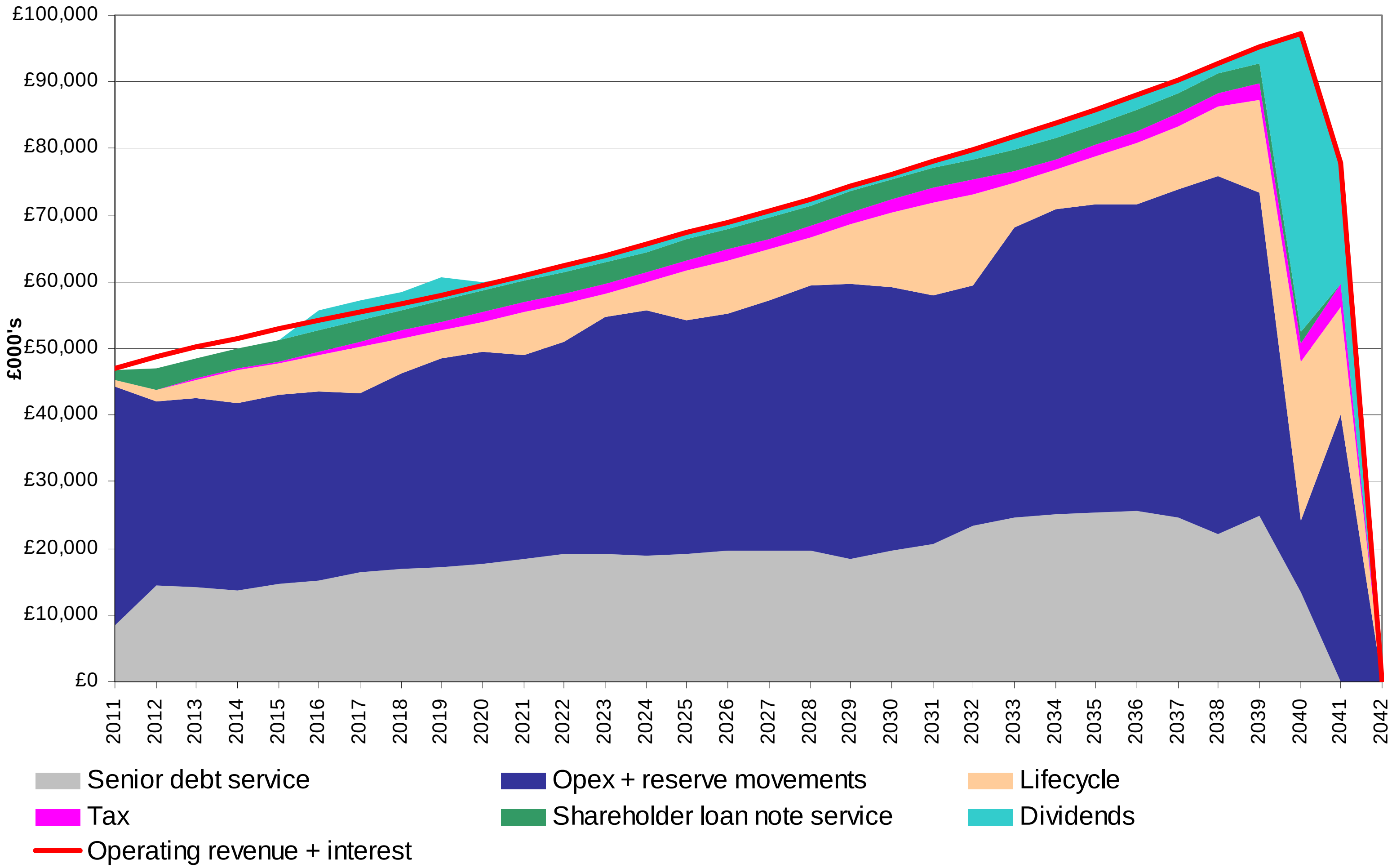
Construction phase	**Operation & maintenance phase**



Source: InfraRed

Project cash flows – example

Taken from the QAH case study – September 2010



Source: InfraRed, taken from the project's financial model – data current as at September 2010

Governance

- Independent board of four non-executive Directors
  - Approves and monitors adherence to strategy
  - Determines risk appetite
  - Sets Group's policies
  - Monitors performance against objectives
  - Raising cash proceeds (equity or debt)
- Investment Adviser / Operator: InfraRed Capital Partners Limited, a subsidiary of InfraRed Partners LLP
  - Day-to-day management of portfolio
  - Utilisation of cash proceeds
  - Full discretion over acquisitions and disposals (through Investment Committee)
  - Authorised and regulated by the FSA

HICL Board

Graham Picken

Chairman

Graham Picken is an experienced banker and financial practitioner and has been Chairman of the Company since its launch. Recently appointed a non-executive director of Skipton Building Society, he was formerly a non executive director of the Derbyshire Building Society, where he became Chief Executive in February 2008 and led the society to a merger with Nationwide Building Society in December 2008, before standing down at the end of March 2009. Until 2003, Graham's career spanned over thirty years with Midland and HSBC Banks.

Sarah Evans

Director

Sarah Evans is a Chartered Accountant and is a non-executive director of several other listed investment funds, as well as an unlisted fund of hedge funds. She is a member of the Institute of Directors. Sarah spent over six years with the Barclays Bank PLC group from 1994 to 2001. Prior to joining Barclays, Sarah ran her own consultancy business advising financial institutions on all aspects of securitisation. From 1982 to 1988 Sarah was with Kleinwort Benson, latterly as head of group finance.

Chris Russell

Director

Chris is a Guernsey resident and a non-executive director of a number of investment and financial companies. He is also Deputy Chairman of the UK trade body, the Association of Investment Companies. Chris was formerly a director of Gartmore Investment Management Plc, where he was Head of Gartmore's businesses in the US and Japan, and before that was a holding board director of the Jardine Fleming Group in Asia. He is a Fellow of the Society of Investment Professionals and a Fellow of the Institute of Chartered Accountants.

John Hallam

Director

John lives in Guernsey, is a Fellow of the Institute of Chartered Accountants in England and Wales and qualified as an accountant in 1971. He is a former partner of PricewaterhouseCoopers, having retired in 1999 after 27 years with the firm spent both in Guernsey and in other countries. John was, until January 2006, Chairman of the Guernsey Financial Services Commission and is currently a non-executive director of a number of financial services companies, some of which are listed on the LSE.