

BROOKFIELD INFRASTRUCTURE PARTNERS LIMITED

BOARD OF DIRECTORS CHARTER

Revised, August, 2011

1. PURPOSE OF THE PARTNERSHIP AND THE MANAGING GENERAL PARTNER

Brookfield Infrastructure Partners L.P. (the “Partnership”) and its related entities have been established by Brookfield Asset Management Inc. (“BAM”) as its primary vehicle to own and operate certain infrastructure assets on a global basis. The purpose of the Partnership is to (i) establish, acquire and/or hold interests in Brookfield Infrastructure L.P. (the “Infrastructure Partnership”) and, subject to approval of the Partnership’s general partner, in subsidiaries of the Partnership; (ii) engage in any activity related to the capitalization and financing of the Partnership’s interests in the Infrastructure Partnership and such subsidiaries; and (iii) engage in any activity that is incidental to or in furtherance of the foregoing and that is approved by its general partner and that lawfully may be conducted by a limited partnership organized under the *Limited Partnership Act 1883* (Bermuda) and the Partnership’s Limited Partnership Agreement.

Brookfield Infrastructure Partners Limited (the “Managing General Partner”) is the general partner of the Partnership and is responsible for conducting, directing and managing all activities of the Partnership.

2. ROLE OF THE BOARD

The role of the board of directors (the “Board”) of the Managing General Partner is to exercise central management and control, directly and through its committees, over the affairs of the Managing General Partner and, through its activities as general partner of the Partnership, the Partnership. The Board’s role includes:

- (a) supervising the affiliates of BAM who are engaged in the provision of management services under the Master Services Agreement (collectively, the “Manager”);
- (b) capitalizing and financing the Partnership’s interests in the Infrastructure Partnership;
- (c) monitoring the general partner of Infrastructure Partnership in its oversight of the activities of Infrastructure Partnership; and
- (d) overseeing the other activities of the Managing General Partner.

3. AUTHORITY AND RESPONSIBILITIES

The Board meets regularly to review reports by the Manager on the Partnership's performance. In addition to the general supervision of the provision of services by the Manager, the Board performs the following functions:

- (a) risk assessment – assessing the major risks facing the Partnership and reviewing, approving and monitoring the manner of addressing those risks;
- (b) communications and disclosure - ensuring the timeliness and integrity of communications to unitholders and establishing suitable mechanisms to receive stakeholder views;
- (c) corporate governance – overseeing the Partnership's approach to corporate governance, including adhering to a set of corporate governance principles and guidelines applicable to the Partnership;
- (d) internal controls – reviewing and monitoring the controls and procedures within the Partnership to maintain its integrity including its disclosure controls and procedures, and its internal controls and procedures for financial reporting and compliance; and
- (e) maintaining integrity – on an ongoing basis, satisfying itself as to the integrity of the Manager.

The Partnership's main purpose is to hold limited partnership interests of the Infrastructure Partnership. Accordingly, the Board performs its functions principally through requiring that the general partner of the Infrastructure Partnership perform comparable functions in respect of the Infrastructure Partnership, including adopting practices in respect of communications and disclosure and corporate governance that are comparable to those of the Managing General Partner. The practices of the Infrastructure Partnership must also impose appropriate obligations on the entities in which it invests. Both the Managing General Partner and the general partner of the Infrastructure Partnership will fulfill its responsibilities regarding the evaluation of risks and internal controls through receiving and evaluating reports on such matters from entities in which they invest.

4. COMPOSITION AND PROCEDURES

- (a) Size of Board and selection process – The directors of the Managing General Partner are elected by its shareholders from time to time. The Nominating and Governance Committee recommends to the full Board the nominees for election to the Board and the Board proposes a slate of nominees for election, the number of which is subject to limits in the bye-laws. The Nominating and Governance Committee also recommends the number of directors from time to time.
- (b) Qualifications – Directors should have the highest personal and professional ethics and values. They should possess skills and competencies in areas that are relevant to the Managing General Partner's activities. At least three directors and at least a majority of the directors will be independent directors based on the rules and guidelines of applicable stock exchanges and securities regulatory authorities.

- (c) Meetings – The Board holds at least four scheduled meetings a year. The Board is responsible for its agenda. Prior to each Board meeting, the Chairman of the Board discusses agenda items for the meeting with a representative of the Manager. Materials for each meeting are distributed to the directors in advance of the meetings.

At the conclusion of each regularly scheduled meeting, the independent directors meet separately, in the absence of representatives from the Manager.

- (d) Committees – The Board has established the following standing committees to assist it in discharging its responsibilities: Audit, Nominating and Governance, and Compensation. Special committees may be established from time to time to assist the Board in connection with specific matters. The chair of each committee reports to the Board following meetings of the committee. The terms of reference of each standing committee as documented in each committee’s charter are reviewed regularly by the Board.
- (e) Evaluation – The Nominating and Governance Committee performs an annual evaluation of the effectiveness of the Board as a whole, the committees of the Board and the contributions of individual directors.
- (f) Compensation – The Compensation Committee recommends to the Board the compensation for directors and supervises any changes to the fees to be paid pursuant to the Master Services Agreement. In reviewing the adequacy and form of compensation for directors, the committee seeks to ensure that the compensation reflects the responsibilities and risks involved in being a director of the Managing General Partner.
- (g) Access to independent advisors – The Board and any committee may at any time retain outside financial, legal or other advisors at the expense of the Managing General Partner. Any director may, subject to the approval of the Chairman of the Board, retain an outside advisor at the expense of the Managing General Partner.
- (h) Charter of expectations – The Board has adopted a Charter of Expectations for Directors which specifies the expectations the Managing General Partner places on its directors in terms of professional and personal competencies, performance, behaviour, conflicts of interest and resignation events.

This charter of the Board was reviewed and revised by the Board on August 2, 2011.