

# **BROOKFIELD INFRASTRUCTURE PARTNERS LIMITED**

## **CHARTER OF EXPECTATIONS FOR DIRECTORS**

**Revised August 2011**

The roles, responsibilities and procedures of the board of directors (the “Board”) of Brookfield Infrastructure Partners Limited (the “Managing General Partner”), general partner of Brookfield Infrastructure Partners L.P. (the “Partnership”), are set out in the Board’s Charter. This Charter of Expectations for Directors supplements the Board’s Charter by specifying the expectations the Managing General Partner places on its independent directors in terms of personal and professional criteria, security ownership, meeting attendance and identifying possible conflicts of interest and resignation events.

### **1. PERSONAL AND PROFESSIONAL CRITERIA**

The Managing General Partner uses the following criteria for evaluating incumbent directors and potential candidates for election to the Board:

- a) The director is an individual of the highest personal and business integrity.
- b) The director brings outstanding and relevant business or other valuable experience, such as:
  - holds or has recently held a position of high-level responsibility;
  - has experience operating a major public company;
  - has experience in the infrastructure sector;
  - has a broad exposure to or understanding of the policy-making level of multi-industry organizations; and/or
  - possesses a high level of expertise in areas that are important to the Partnership.
- c) The director can contribute to the development of the strategic alliances and operating businesses in which the Partnership has an indirect interest.
- d) The director contributes to the effective functioning and decision-making of the Board and its committees.
- e) The director understands and contributes to the broad range of issues that the Board and its committees must consider.
- f) The director is able to devote the time necessary to prepare for and attend meetings of the Board and its committees and to keep abreast of significant corporate developments.

### **2. MEETING ATTENDANCE**

The Managing General Partner expects that directors should make every possible effort to attend in person all regularly scheduled meetings of the Board and of the committees on which they serve. When meetings are scheduled in advance, directors should determine whether they

have conflicts and bring these to the attention of the Secretary of the Managing General Partner. Directors are expected to use best efforts to attend special meetings of the Board, which are usually called on shorter notice.

### **3. CONFLICTS OF INTEREST**

A director who directly or indirectly has an interest in a contract, transaction or arrangement with the Managing General Partner, the Partnership or certain of its affiliates is required to disclose the nature of his or her interest to the full Board. Such disclosure may generally take the form of a general notice given to the Board to the effect that the director has an interest in a specified company or firm and is to be regarded as interested in any contract, transaction or arrangement which may after the date of the notice be made with that company or firm or its affiliates. If a director is uncertain of the nature or extent of a potential conflict, he or she should seek a ruling on the matter with the Chairman of the meeting.

### **4. CHANGE OF CIRCUMSTANCES**

Directors are responsible for informing the Chairman of the Board of any change in their personal or professional circumstances that may impact their continued ability to serve the Managing General Partner effectively, or, if they have been determined by the Board to be independent, that may impact their continued standing as independent directors. The Nominating and Governance Committee will review such changes and consider the appropriateness of a director's continued membership on the Board and its committees.

### **5. RESIGNATION EVENTS**

A director will submit his or her resignation from the Board to the Managing General Partner if any of the following events occur:

- a) the director has been absent without leave from three consecutive meetings of the Board;
- b) the director becomes involved in a legal dispute, regulatory or similar proceeding that could materially impact his or her ability to serve as a director and negatively impact the reputation of the Managing General Partner or the Partnership;
- c) the director takes on new responsibilities in business, politics or the community which may conflict with the goals of the Managing General Partner or Partnership, which materially reduce his or her ability to serve as a director; or
- d) there is any other change in the director's personal or professional circumstances that impacts the Managing General Partner or Partnership or his or her ability to serve as a director.

The Chairman of the Board will review any submitted resignation with the Nominating and Governance Committee and recommend to the Board whether the resignation should be accepted.

This Charter of Expectations for Directors was reviewed and approved by the Board on August 2, 2011.