Brookfield Infrastructure Announces Exercise of Underwriters' Over-Allotment Option

APR 28, 2015

April 28, 2015 – Brookfield Infrastructure (NYSE: BIP; TSX: BIP.UN) today announced that the underwriters for its recently completed public offering of 12,000,000 L.P. units (the "Offering") have exercised their option (the "Over-allotment Option") to purchase an additional 1,335,000 L.P. units at a price of $45.00 per L.P. unit (the "Offering Price"). Brookfield Infrastructure will receive additional gross proceeds of approximately $60 million from the exercise of the Over-allotment Option. Closing of the Over-allotment Option is expected to occur on or about May 1, 2015.

As previously announced, Brookfield Asset Management Inc. (NYSE/TSX/Euronext: BAM) and certain of its related entities (other than Brookfield Infrastructure) (collectively, "Brookfield") purchased, directly or indirectly, 8,101,850 redeemable partnership units of Brookfield Infrastructure's holding limited partnership ("RPUs") at the Offering Price (net of underwriting commissions) concurrent with the Offering.

The aggregate gross proceeds under the Offering, including the Over-allotment Option, and the private placement to Brookfield total approximately $950 million.

Although the Over-allotment Option is exercisable at any time up to May 13, 2015, to purchase up to an additional 1,800,000 L.P. units, the underwriters have indicated to Brookfield Infrastructure that they will not exercise the Over-allotment Option for the remaining 465,000 L.P. units.

RBC Capital Markets, Credit Suisse, HSBC and TD acted as co-lead underwriters for the public offering.

Offer Documents

Brookfield Infrastructure has filed a Registration Statement on Form F-3 (including a prospectus) with the United States Securities and Exchange Commission (the "SEC") in respect of the Offering. Before you invest, you should read the prospectus in that Registration Statement and other documents Brookfield Infrastructure has filed with the SEC for more complete information about Brookfield Infrastructure and the Offering. Brookfield Infrastructure has also filed a prospectus supplement relating to the Offering with the SEC and securities regulatory authorities in Canada. You may get any of these documents for free by visiting EDGAR on the SEC website at www.sec.gov or via SEDAR at www.sedar.com. Also, Brookfield Infrastructure, any underwriter or any dealer participating in the offering will arrange to send you the prospectus or you may request it in the United States from Credit Suisse Securities (USA) LLC, Attention: Prospectus Department, One Madison Avenue, New York, New York, 10010, toll-free: 1-800-211-1037, email: newyork.prospectus@credit.suisse.com, or from RBC Capital Markets LLC, Attention: Prospectus Department, Three World Financial Center, 200 Vesey Street, 8th Floor, New York, New York, toll-free: 877-822-4089, email: equityprospectus@rbccm.com, or from TD Securities (USA) LLC, 31 W 52nd Street, New York, New York, 10019, tel: 212-827-7392, or from HSBC Securities (USA) Inc., Attention: Prospectus Department, 452 Fifth Avenue, New York, New York, 10018, toll-free: 877-429-7459, email: ny.equity.syndicate@us.hsbc.com, or in Canada from RBC Dominion Securities Inc., Attention: Distribution Centre, 277 Front St. W., 5th Floor, Toronto, Ontario, M5V 2X4, fax: 416-313-6066, email: Distribution.RBCDS@rbccm.com, or from Credit Suisse Securities (Canada), Inc., One First Canadian Place, Suite 2900, Toronto, Ontario, M5X 1C9, tel: 416-352-4500, email: ecm.canada@credit-suisse.com, or from TD Securities Inc., Attention: Symcor NPM, 1625 Tech Avenue, Mississauga, Ontario, L4W 5P5, tel: 289-360-2302, email: sdcconfirms@td.com.

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This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities of Brookfield Infrastructure in any jurisdiction in which such offer, solicitation or sale would be unlawful.

***Brookfield Infrastructure** operates high quality, long-life assets that generate stable cash flows, require relatively minimal maintenance capital expenditures and, by virtue of barriers to entry and other characteristics, tend to appreciate in value over time. Its current business consists of the ownership and operation of premier utilities, transport, energy and communications infrastructure assets in North and South America, Australia, and Europe. It also seeks acquisition opportunities in other infrastructure sectors with similar attributes. Brookfield Infrastructure's payout policy targets 5% to 9% annual growth in distributions. Units trade on the New York and Toronto stock exchanges under the symbols BIP and BIP.UN, respectively.*

For more information, please contact

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Note: This news release contains forward-looking statements and information within the meaning of Canadian securities laws and "forward-looking statements" within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended, Section 21E of the U.S. Securities Exchange Act of 1934, as amended, "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995 and in any applicable Canadian securities regulations. The words, "will", "would", "expected", "intends," "tend to," "targets" or derivations thereof and other expressions which are predictions of or indicate future events, trends or prospects and which do not relate to historical matters identify the above mentioned and other forward-looking statements. Forward-looking statements in this news release include statements with respect to the Over-allotment Option, statements with respect to Brookfield Infrastructure's assets tending to appreciate in value over time and the level of distribution growth over the next several years. Although Brookfield Infrastructure believes that these forward-looking *statements and information are based upon reasonable assumptions and expectations, the reader should not place undue reliance on them, or any other forward looking statements or information in this news release. The future performance and prospects of Brookfield Infrastructure are subject to a number of known and unknown risks and uncertainties. Factors that could cause actual results of Brookfield Infrastructure to differ materially from those contemplated or implied by the statements in this news release are described in the documents filed by Brookfield Infrastructure with the securities regulators in Canada and the United States including under "Risk Factors" in Brookfield Infrastructure's most recent Annual Report on Form 20-F and other risks and factors that are described therein and in the Registration Statement and prospectus supplement thereto. Except as required by law, Brookfield Infrastructure undertakes no obligation to publicly update or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise.*

Associated Files