

Brookfield

Reorganization of Brookfield Infrastructure Corporation (“BIPC”)

BROOKFIELD INFRASTRUCTURE

NYSE: BIP, BIPC

TSX: BIP.UN, BIPC

OCTOBER 9, 2024



Brookfield Infrastructure Corporation reorganization summary

- Why:** Proposed amendments to the *Income Tax Act* (Canada) are expected to result in additional costs to Brookfield Infrastructure Corporation (NYSE, TSX: BIPC) if no action is taken
- What:** The proposed reorganization (the “Arrangement”) maintains the benefits of our business structure, while complying with the policy concerns targeted in the proposed amendments
- How:** The Arrangement will require shareholder approval; a management proxy circular outlining the transaction in detail is expected to be mailed to BIPC shareholders at the end of October 2024
- When:** The Arrangement is expected to be completed in Q4 2024, following a special meeting of shareholders on December 3, 2024 and the satisfaction of certain other customary conditions

On completion, BIPC shareholders will continue to have the same economic benefits and governance in the company as they do today

Why: Reason for the Arrangement

- BIPC currently qualifies as a “mutual fund corporation” as defined in the *Income Tax Act (Canada)*
- The 2024 Canadian federal budget included potential changes to the tax rules impacting mutual fund corporations which, if enacted as currently proposed, would result in additional costs to BIPC beginning in 2025
- The proposed reorganization moves Brookfield’s ownership outside of the public entity, preserving our status as a mutual fund corporation
- The Arrangement has been proposed to preserve the benefits of the corporate structure, while complying with the policy concerns targeted in the 2024 Canadian federal budget

The BIPC Board of Directors unanimously recommends shareholders vote in favor of the Arrangement

What: The Arrangement maintains the benefits of our current structure



Expanded Investor Base

- Option for investors who are required, or prefer, to invest in corporate structures
- Greater ownership by U.S. and non-Canadian and non-U.S. shareholders



Broader Index Inclusion

- Improved eligibility for index inclusion and passive investment
- Increased trading liquidity



Tax Advantages

- Higher after-tax yield for certain investors
- Simplified tax reporting frameworks

How: Overview of the Arrangement

- We have created a new company “New BIPC”, which will be the investment vehicle for shareholders providing all the same benefits that shareholders have today in a similar corporate structure
- Shareholders will receive one New BIPC share for each Current BIPC share held; the new shares have the same terms as the current exchangeable shares with the intention of being economically equivalent to our partnership units
- The New BIPC shares will trade on the TSX and NYSE under the ticker BIPC
- The Arrangement will require the approval of two thirds of the votes cast by holders of exchangeable shares and has received a third-party fairness opinion deeming it fair from a financial point of view

The arrangement is expected to be tax-deferred for the vast majority of investors, including Canadian and U.S. shareholders

BIPC has been a success and is in the best interest of shareholders

Improvements Since BIPC Launch



Market capitalization of Brookfield Infrastructure has increased to approximately \$29 billion from \$17 billion¹



Average daily trading volume has doubled



Investor base has tripled and is more diverse, with U.S. and non-Canadian investors increasing their ownership to 55% from approximately 45%

1. Market capitalization from September 30, 2024 and March 31, 2020, respectively

Notice to Recipients

This presentation contains forward-looking statements and information within the meaning of applicable securities laws. The words, “will”, “intend” and “expect” 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 forward-looking statements. Forward-looking statements in this news release include statements regarding the Partnership and BIPC’s beliefs on certain benefits of the Arrangement and the anticipated tax treatment of the proposed transaction for BIPC and its shareholders resident in Canada and the U.S. Factors that could cause actual results, performance, achievements or events to differ from current expectations include, among others, risks and uncertainties related to: obtaining approvals, rulings, court orders, or satisfying other requirements, necessary or desirable to permit or facilitate completion of the Arrangement (including regulatory and shareholder approvals); future factors that may arise making it inadvisable to proceed with, or advisable to delay, all or part of the Arrangement; the potential benefits of the Arrangement; and business cycles, including general economic conditions. 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 each of the Partnership’s and BIPC’s most recent Annual Report on Form 20-F and other risks and factors that are described therein. Certain risks and uncertainties specific to the proposed Arrangement will be further described in the Management Proxy Circular to be mailed to shareholders in advance of the Meeting. 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. All references to “\$” or “dollars” are to U.S. dollars.