

**BROOKFIELD INFRASTRUCTURE CORPORATION**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**February 2021**

A committee of the board of directors (the “**Board**”) of Brookfield Infrastructure Corporation (the “**Corporation**”) to be known as the Nominating and Governance Committee (the “**Committee**”) shall have the following terms of reference:

**MEMBERSHIP AND CHAIRPERSON**

Following each annual meeting of shareholders of the Corporation, the Board shall appoint two or more directors (the “**Members**” and each a “**Member**”) to serve on the Committee until the close of the next annual meeting of shareholders of the Corporation or until the Member ceases to be a director, resigns or is replaced, whichever occurs first.

Any Member may be removed, with or without cause, from office or replaced at any time by the Board. A majority of the Members will be Independent (as defined below).

The Board shall appoint one Member as the chairperson of the Committee. If the Board fails to appoint a chairperson, the Members of the Committee shall elect a chairperson by majority vote to serve at the pleasure of the majority. If the chairperson is absent from a meeting, the Members shall select a chairperson from those in attendance to act as chairperson of the meeting.

**RESPONSIBILITIES**

The Committee shall:

- (a) consider from time to time the appropriate size and composition of the Board and its committees, and submit recommendations on the number of Board positions to be filled (subject to any rights regarding the selection of directors through contractual commitments of the Corporation or otherwise) and the overall composition of the Board taking into consideration the business experience and specific areas of expertise of each current director;
- (b) develop and maintain a Board succession plan that is responsive to the needs and interests of the Corporation and its shareholders;
- (c) establish the qualifications (consistent with any criteria approved by the Board) for new directors and procedures for identifying possible nominees who meet these criteria;
- (d) review and assess the qualifications of persons proposed for appointment or election to the Board and submit to the Board for consideration and decision by both the full Board and by a majority of its Independent directors, consistent with any criteria approved by the Board, the names of persons to be nominated for election as directors at the annual meeting of shareholders of the Corporation, or to be appointed to fill vacancies between annual meetings of shareholders of the Corporation and assess whether these candidates would be considered Independent directors, Financially Literate or an Audit Committee Expert;

- (e) if the Chair of the Board is not Independent, review and assess the qualifications of the Independent Directors and recommend to the Board that an Independent Director be appointed as Lead Independent Director of the Board;
- (f) be available as a forum for addressing the concerns of individual directors;
- (g) confirm that procedures are in place and resources are made available to provide new directors with a proper orientation to both the Corporation and their responsibilities and duties as directors and to provide directors with appropriate continuing education opportunities;
- (h) together with the Chair of the Board, establish a process for reviewing directors' performance and oversee the evaluation of the Board and the Manager;
- (i) periodically review the adequacy and form of director's compensation and make recommendations to the Board where appropriate;
- (j) review the program of the Board for each year, and the methods and processes to be pursued in carrying out this program, including:
  - (i) the frequency and content of meetings and the requirement for any special meetings;
  - (ii) the foreseeable issues to be presented to the Board at its meeting, including a list of perspective topics for presentation and discussion;
  - (iii) the material to be provided to directors generally and with respect to meetings of the Board or its committees;
  - (iv) the communication process between the Board and the Manager, including the quality of the relationship between the Manager and the Board; and
  - (v) the disclosure required concerning corporate governance to be contained in public disclosure documents of the Corporation;
- (k) report on an annual basis on the effectiveness of the performance of the Board as a whole, including specifically reviewing areas in which the Board's effectiveness may be enhanced taking into account suggestions of the Board;
- (l) annually review the Board of Directors Charter and Charter of Expectation of Directors of the Board, and recommend any amendments to the Board;
- (m) develop charters for any new committees established by the Board and annually review the charters of each existing committee, with the exception of the Audit Committee Charter (which is reviewed by the Audit Committee) and recommend any amendments to the Board, where appropriate;
- (n) periodically review the position description for the Chair of the Board (if any) and recommend any amendments to the Board, where appropriate;

- (o) review and recommend the implementation of structures and procedures to facilitate the Board's independence from the Manager and to avoid conflicts of interest;
- (p) monitor relationships between the Manager and the Board, and recommend procedures to allow directors to have access to, and an effective relationship with, the Manager;
- (q) with respect to the Master Services Agreement, supervise any changes in the proportion of the fees to be paid to the Manager by the Infrastructure Partnership being reimbursed;
- (r) review all significant proposed related party transactions and situations involving a potential conflict of interest that are not required to be dealt with by an "independent special committee" pursuant to securities law rules subject to the guidelines, policies or procedures that are approved by the Independent directors from time to time with respect to matters that may give rise to a conflict of interest or potential conflict of interest (the "**Conflicts Guidelines**") (where appropriate under applicable laws, the Committee may sit as an independent special committee);
- (s) review and assess the Corporation's code of conduct and ethics ("**Code**") to confirm that it addresses, among other things, conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of the Corporation's assets, compliance with applicable laws, rules and regulations (including insider trading laws) and the reporting of illegal or unethical behaviour, and establishes mechanisms to facilitate the effective operation of the Code and the Conflicts Guidelines and the granting of waivers of the Code;
- (t) approve any waivers of the Code sought by directors or members of the Manager and confirm that any waivers of the Code for directors or members of the Manager are promptly disclosed to shareholders of the Corporation;
- (u) review the Corporation's approach to ESG matters within its business activities, and report to the Board on an annual basis;
- (v) review and assess the Corporation's policies and procedures in respect of political contributions; and
- (w) review and make recommendations to the Board with respect to the Corporation's overall approach to corporate governance.

## **REPORTING**

The Committee will report to the Board on the Committee's proceedings, reviews, undertakings and any associated recommendations following each meeting of the Committee.

## **REVIEW AND DISCLOSURE**

The Committee will review this Charter at least annually and submit it to the Board for approval together with such amendments as it deems necessary and appropriate.

This Charter will be posted on the Corporation's website and the annual report of the Corporation will state that this Charter is available on the website or is available in print to any shareholder who requests a copy.

## ASSESSMENT

The effectiveness of the Committee in fulfilling its responsibilities set out in this Charter will be reviewed at least annually by the Board.

## ACCESS TO OUTSIDE ADVISORS

The Committee may retain any outside advisor, including legal counsel, at the expense of the Corporation, without the Board's approval, at any time. The Committee has the authority to determine any such advisor's fees.

## MEETINGS

The Committee shall meet at least twice every fiscal year. Meetings of the Committee may be called by any Member or by the Secretary of the Corporation. Meetings will be held in conjunction with regularly scheduled Board meetings as are necessary for the Committee to fulfill its responsibilities. The Committee shall appoint a secretary (who may be the Secretary of the Corporation) to be the secretary of each meeting of the Committee and to maintain minutes of the meeting and deliberations of the Committee.

The powers of the Committee shall be exercisable at a meeting at which a quorum is present. A quorum shall be not less than a majority of the Members from time to time. Matters decided by the Committee shall be decided by majority vote.

Notice of each meeting shall be given to each Member and to the Chair of the Board. Notice of meeting may be given orally or by letter, facsimile or telephone not less than 24 hours before the time fixed for the meeting. Members may waive notice of any meeting and attendance at a meeting is deemed waiver of notice. The notice need not state the purpose or purposes for which the meeting is being held.

The Committee may invite from time to time such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.

## DEFINITIONS

Capitalized terms used in this Charter and not otherwise defined have the meaning attributed to them below:

“**affiliate**” of any person means any other person that, directly or indirectly through one or more intermediaries, controls, is controlled by or is under common control with such person.

“**Audit Committee Expert**” has the meaning based on the rules and guidelines of applicable stock exchanges and securities regulatory authorities.

“**BAM**” means Brookfield Asset Management Inc.

“**ESG matters**” means environmental, social and governance matters.

“**Financially Literate**” has the meaning based on the rules and guidelines of applicable stock exchanges and securities regulatory authorities.

“**Holding Entities**” means the subsidiaries of the Infrastructure Partnership, from time to time, through which it indirectly holds all of the Partnership's interests in the operating entities.

**“Independent”** has the meaning based on the rules and guidelines of applicable stock exchanges and securities regulatory authorities.

**“Infrastructure Partnership”** means Brookfield Infrastructure L.P.

**“Manager”** means Brookfield Global Infrastructure Advisor Limited, Brookfield Asset Management (Barbados) Inc., Brookfield Infrastructure Group L.P. Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P and other affiliates of BAM that provide services pursuant to the Master Services Agreement or any other service agreement or arrangement that is contemplated by the Master Services Agreement.

**“Master Services Agreement”** means the amended and restated master services agreement among BAM, the Partnership, the Manager, Infrastructure Partnership and certain of the Holding Entities.

**“operating entities”** means any entities which, from time to time, directly or indirectly hold the operations and/or infrastructure assets of the Partnership.

**“Partnership”** means Brookfield Infrastructure Partners L.P.

*This Charter was reviewed and adopted by the Board on February 2, 2021.*