

Policy for Shareholder Nomination of Candidates to Become Directors of Macquarie Infrastructure Company

General

The Nominating and Corporate Governance Committee of Macquarie Infrastructure Company LLC is responsible for screening and recommending for nomination director candidates to the Board of Directors, other than the director appointed by Macquarie Infrastructure Management (USA) Inc., as Manager under the Management Services Agreement. The Committee will consider nominations received from shareholders of Macquarie Infrastructure Company LLC made in accordance with the procedures described below. The Nominating and Corporate Governance Committee will apply the same standards in its consideration of all candidates for director, including candidates nominated by shareholders.¹

Guidelines and Standards for Evaluation

General Principles

The Nominating and Corporate Governance Committee's charter (available on our website) provides guidelines and standards that the Committee will apply in evaluating candidates.

The Committee, in reaching its recommendations, may consider some or all of the following factors, among others:

- the candidate's judgment, skill, diversity and experience with other organizations of comparable purpose, complexity and size, and subject to similar legal restrictions and oversight;
- the relationship of the candidate's experience to the experience of our other Board members;
- the extent to which the candidate would be a valuable addition to the Board and any committees thereof;
- whether or not the person has any relationships that might impair his or her independence, including any business, financial or family relationships with our Manager or its affiliates; and
- the candidate's ability to contribute to the effective management of our company, taking into account our needs and such factors as the individual's

¹ References to shareholders refer to members of Macquarie Infrastructure Company LLC and references to shares refer to the limited liability company interests of Macquarie Infrastructure Company LLC.

experience, perspective, skills, and knowledge of the industry in which we operate.

In recommending candidates for election as directors, the Nominating and Corporate Governance Committee will also take into consideration the need for the Board of Directors to have a majority of directors that are independent under the requirements of the NYSE and other applicable laws, and at least three directors that are independent under these requirements and are not appointed by the Manager pursuant to the terms of the Management Services Agreement or otherwise affiliated with our Manager or Macquarie Bank Limited.

Specific Criteria and Qualifications

In addition, the Nominating and Corporate Governance Committee will recommend candidates for election as director based on the following criteria and qualifications:

- ***Financial Literacy.*** Such person should be "financially literate" as such qualification is interpreted by the Board of Directors in its business judgment.
- ***Leadership Experience.*** Such person should possess significant leadership experience, such as experience in business, finance/accounting, law, education or government, and shall possess qualities reflecting a proven record of accomplishment and ability to work with others.
- ***Commitment to our Company's Values.*** Such person shall be committed to promoting our financial success and preserving and enhancing our reputation as a leader in the infrastructure sector, and shall be in agreement with our values as embodied in our Code of Ethics and Conduct.
- ***Absence of Conflicting Commitments.*** Such person should not have commitments that would conflict with the time commitments of a director of our company. We expect our directors to attend not less than 75% of the meetings of the Board of Directors and not less than 75% of meetings of committees of which they are a member.
- ***Complementary Attributes.*** Such person shall have skills and talents which would be a valuable addition to the Board and any committees thereof and that shall complement the skills and talents of our existing directors.
- ***Reputation and Integrity.*** Such person shall be of high repute and integrity.

Requirements for a Director Nomination from a Shareholder

To make a director nomination, a shareholder must give written notice to our Secretary at our principal executive office at 125 West 55th Street, New York, New York 10019. We will publish annually in our proxy statement the deadline for director nominations from shareholders to enable the Nominating and Corporate Governance

Committee to consider the candidates in connection with each annual shareholders meeting.

When directors are to be elected at a special meeting, such notice must be given not earlier than the 120th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or the 10th day following the day on which a public announcement is first made of the date of the special meeting and of the nominees proposed by the Board to be elected at such meeting.

In addition to any other requirements, for a shareholder to properly bring a nomination for director before either an annual or special meeting, the shareholder must be a shareholder of record on both the date of the shareholder's notice of nomination and the record date relating to the meeting.

The shareholder submitting the recommendation must submit:

- the shareholder's name and address as they appear on the share register of Macquarie Infrastructure Company LLC, as well as the name and address of the beneficial owner, if any, on whose behalf the nomination is made;
- the number of shares which are owned beneficially and of record by such shareholder and such beneficial owner, if any; and
- a description of all arrangements or understandings between the shareholder and each nominee and any other person or persons pursuant to which the recommendation is being made by the shareholder.

In addition, any such notice from a shareholder recommending a director nominee must include the following information:

- the candidate's name, age, business address and residence address;
- the candidate's principal occupation or employment;
- the number of shares that are beneficially owned by the candidate;
- a copy of the candidate's resume;
- a written consent from the candidate to being named in the proxy statement as a nominee and to serving as director, if elected; and
- any other information relating to such candidate that would be required to be disclosed in solicitations of proxies for election of directors under the federal securities laws, including Regulation 14A of the Securities Exchange Act of 1934, as amended.

We may require any proposed nominee to furnish any additional information that we reasonably require to enable our Nominating and Corporate Governance Committee to determine the eligibility of the proposed nominee to serve as a director. Candidates are evaluated based on the standards, guidelines and criteria discussed above as well as other factors contained in the Nominating and Corporate Governance Committee's charter, our Corporate Governance Guidelines, other of our policies and guidelines and the current needs of the Board.