

## BABCOCK & BROWN WIND PARTNERS

Babcock & Brown Wind Partners Limited · ABN 39 105 051 616  
Babcock & Brown Wind Partners Trust · ARSN 116 244 118  
Babcock & Brown Wind Partners (Bermuda) Limited · ARBN 116 360 715  
Level 23 The Chifley Tower · 2 Chifley Square · Sydney NSW 2000 Australia  
T +61 2 9229 1800 · F +61 2 9231 5619 · www.bbwindpartners.com



### ASX Release

29 April 2009

## **RESULTS OF BBW GENERAL MEETINGS HELD TODAY**

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Babcock & Brown Wind (ASX: BBW) is pleased to announce the results of voting on the resolutions put to the General Meetings of securityholders today as outlined below.

Due to the stapled nature of BBW securities, the meeting was a concurrent General Meeting of the shareholders of Babcock & Brown Wind Partners Limited (the “Company”) and Babcock & Brown Wind Partners (Bermuda) Limited (the “Foreign Company”) as well as a meeting of the unitholders of Babcock & Brown Wind Partners Trust (the “Trust”).

### **Resolution 1: Change of Name – Company only**

To consider and, if thought fit, pass the following as a special resolution of the Company:

- 1.1 THAT the Company change its name to Infigen Energy Limited, and that the Company’s Constitution be amended accordingly.
- 1.2 THAT the Company’s Constitution be further amended to record (wherever occurring):
  - (a) conditional upon Resolution 2 being passed, the change of name of the Foreign Company to Infigen Energy (Bermuda) Limited;
  - (b) conditional upon the shareholder of the Responsible Entity passing a resolution to change the name of the Responsible Entity, the change of name of the Responsible Entity to Infigen Energy RE Limited; and
  - (c) conditional upon the Responsible Entity passing a resolution to change the name of the Trust, the change of name of the Trust to Infigen Energy Trust.

Votes where the proxy was directed to vote in favour	216,118,424
Votes where the proxy was directed to vote against	577,590
Votes where the proxy may exercise discretion how to vote	3,453,521
<b>TOTAL AVAILABLE VOTES</b>	<b>220,149,535</b>

\*There were 175,308 proxy votes which were directed to abstain from voting.

**The result of voting on item 1 was that the resolution was passed on a show of hands.**

**Resolution 2: Change of Name – Foreign Company only**

To consider and, if thought fit, pass the following as a special resolution of the Foreign Company:

- 2.1 THAT, subject to Resolution 1 being passed, the Foreign Company change its name to Infigen Energy (Bermuda) Limited and that the Foreign Company's Bye-Laws be amended accordingly.
- 2.2 THAT the Foreign Company's Bye-Laws be further amended to record (wherever occurring):
- (a) conditional upon Resolution 1 being passed, the change of name of the Company to Infigen Energy Limited;
  - (b) conditional upon the shareholder of the Responsible Entity passing a resolution to change the name of the Responsible Entity, the change of name of the Responsible Entity to Infigen Energy RE Limited; and
  - (c) conditional upon the Responsible Entity passing a resolution to change the name of the Trust, the change of name of the Trust to Infigen Energy Trust.

Votes where the proxy was directed to vote in favour	215,114,175
Votes where the proxy was directed to vote against	782,156
Votes where the proxy may exercise discretion how to vote	3,725,771
<b>TOTAL AVAILABLE VOTES</b>	<b>219,622,102</b>

\*There were 702,473 proxy votes which were directed to abstain from voting.

**The result of voting on item 2 was that the resolution was passed on a show of hands.**

**Resolution 3: Employee Deferred Security Plan**

To consider and, if thought fit, pass the following as an ordinary resolution of the shareholders of each of the Company and the Foreign Company, and the unitholders of the Trust:

THAT approval is given for all purposes under the *Corporations Act* and the Listing Rules of the Australian Securities Exchange for:

- (a) the establishment of a plan, to be called the Employee Deferred Security Plan (**Deferred Security Plan**) as described in the Explanatory Notes accompanying the Notice of General Meetings, for the provision of stapled securities to employees that the Board of the Company determines to be eligible to participate in the Deferred Security Plan (**Participants**);
- (b) the issue or transfer of stapled securities to Participants under the Deferred Security Plan; and
- (c) the provision of benefits to those Participants under the Deferred Security Plan, in accordance with the Deferred Security Plan Rules, initialed by the Chairman for

the purposes of identification and described in the Notice of General Meetings convening this meeting.

Votes where the proxy was directed to vote in favour	179,518,216
Votes where the proxy was directed to vote against	35,930,060
Votes where the proxy may exercise discretion how to vote	1,756,586
<b>TOTAL AVAILABLE VOTES</b>	<b>217,204,862</b>

\*There were 1,048,471 proxy votes which were directed to abstain from voting.

**The result of voting on item 3 was that the resolution was passed on a show of hands.**

**Resolution 4: Performance Rights & Options Plan**

To consider and, if thought fit, pass the following as an ordinary resolution of the shareholders of each of the Company and the Foreign Company, and the unitholders of the Trust:

THAT approval is given for all purposes under the *Corporations Act* and the Listing Rules of the Australian Securities Exchange for:

- (a) the establishment of a plan, to be called the Performance Rights and Options Plan (**PR&O Plan**) as described in the Explanatory Notes accompanying the Notice of General Meetings, for the provision of incentives to senior executives that the Board of the Company determines to be eligible to participate in the PR&O Plan (**Participants**);
- (b) the grant of performance rights and options, and the subsequent issue or transfer of stapled securities to Participants under the PR&O Plan; and
- (c) the provision of benefits to those Participants under the PR&O Plan,

in accordance with the PR&O Plan Rules, initialed by the Chairman for the purposes of identification and described in the Notice of General Meetings convening this meeting.

Votes where the proxy was directed to vote in favour	172,772,799
Votes where the proxy was directed to vote against	42,597,444
Votes where the proxy may exercise discretion how to vote	1,757,445
<b>TOTAL AVAILABLE VOTES</b>	<b>217,127,688</b>

\*There were 1,117,991 proxy votes which were directed to abstain from voting.

**The result of voting on item 4 was that the resolution was passed on a show of hands.**

**Resolution 5: Participation in the PR&O Plan by Miles George, Managing Director**

To consider and, if thought fit, pass the following as an ordinary resolution of the shareholders of each of the Company and the Foreign Company, and the unitholders of the Trust:

THAT approval is given for all purposes under the *Corporations Act* and the Listing Rules of the Australian Securities Exchange for:

- a) participation in the Performance Rights and Options Plan (**PR&O Plan**) as to a maximum of 1,112,925 performance rights and 5,053,908 options by Mr Miles George, Managing Director of BBW;
- b) acquisition accordingly by Mr Miles George of performance rights and options up to the stated maximum and, in consequence of the vesting and exercise (in the case of the options) of those performance rights and options, acquisition of stapled securities; and
- c) the provision of benefits to Mr Miles George under the PR&O Plan, in accordance with the PR&O Plan and on the basis described in the Notice of General Meetings convening this meeting.

Votes where the proxy was directed to vote in favour	203,186,768
Votes where the proxy was directed to vote against	11,747,440
Votes where the proxy may exercise discretion how to vote	1,764,475
<b>TOTAL AVAILABLE VOTES</b>	<b>216,698,683</b>

\*There were 1,560,644 proxy votes which were directed to abstain from voting.

**The result of voting on item 5 was that the resolution was passed on a show of hands.**

**Resolution 6: Amendments to the Constitution of the Company**

To consider and, if thought fit, pass the following as a special resolution of the Company:

THAT, conditional upon Resolution 1 being passed, the Constitution of Babcock & Brown Wind Partners Limited is amended in the manner set out in Annexure C to the Notice of General Meetings.

Votes where the proxy was directed to vote in favour	214,718,389
Votes where the proxy was directed to vote against	845,759
Votes where the proxy may exercise discretion how to vote	4,030,539
<b>TOTAL AVAILABLE VOTES</b>	<b>219,594,687</b>

\*There were 730,156 proxy votes which were directed to abstain from voting.

**The result of voting on item 6 was that the resolution was passed on a show of hands.**

**Resolution 7: Amendments to the Bye-Laws of the Foreign Company**

To consider and, if thought fit, pass the following as a special resolution of the Foreign Company:

THAT, conditional upon Resolution 2 being passed, the Bye-Laws of Babcock & Brown Wind Partners (Bermuda) Limited are amended in the manner set out in Annexure D to the Notice of General Meetings.

Votes where the proxy was directed to vote in favour	214,251,336
Votes where the proxy was directed to vote against	870,321
Votes where the proxy may exercise discretion how to vote	4,103,014
<b>TOTAL AVAILABLE VOTES</b>	<b>219,224,671</b>

\*There were 1,100,172 proxy votes which were directed to abstain from voting.

**The result of voting on item 7 was that the resolution was passed on a show of hands.**

**ENDS**

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**Further Information:**

Rosalie Duff  
Head of Investor Relations & Media  
Babcock & Brown Wind Partners  
Phone: + 61 2 9216 1362

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### *About Babcock & Brown Wind Partners*

Babcock & Brown Wind Partners is a pure renewable energy business which owns and operates wind farms on three continents. BBW is the leading wind energy generator in Australia and the fourth largest in the USA. BBW listed on the Australian Securities Exchange on 28 October 2005 and has a market capitalisation of approximately A\$1 billion.

BBW's business comprises interests in 41 wind farms that have a total installed capacity of approximately 2,246MW and are diversified by wind resource, currency, equipment supplier, off-take arrangements and regulatory regime.

BBW is a stapled entity comprising Babcock & Brown Wind Partners Limited (ABN 39 105 051 616), Babcock & Brown Wind Partners Trust (ARSN 116 244 118) and Babcock & Brown Wind Partners (Bermuda) Limited (ARBN 116 360 715).

For further information please visit our website: [www.bbwindpartners.com](http://www.bbwindpartners.com)