

**AI INFRASTRUCTURE ACQUISITION CORP.
PASSIVE FOREIGN INVESTMENT COMPANY (PFIC)
ANNUAL INFORMATION STATEMENT**

Taxable Year Ended December 31, 2025

Pursuant to Treasury Regulation § 1.1295-1(g)

PART I — COMPANY INFORMATION

Name of Company:	AI Infrastructure Acquisition Corp.
Address:	10845 Griffith Peak Dr., Suite 200, Las Vegas, NV 89135
Country of Incorporation:	Cayman Islands
NYSE Trading Symbols:	AIIA (Class A ordinary shares); AIIA R (rights); AIIA U (units)
SEC CIK Number:	0002073553
Taxable Year Covered:	May 13, 2025 (inception) through December 31, 2025
Fiscal Year End:	December 31

PART II — PFIC STATUS

AI Infrastructure Acquisition Corp. (the “Company”) is a passive foreign investment company (“PFIC”) as defined under Section 1297 of the Internal Revenue Code of 1986, as amended (the “Code”), for its initial taxable period from May 13, 2025 (inception) through December 31, 2025.

For the taxable year covered by this statement:

Income Test (Section 1297(a)(1)): Approximately 100% of the Company’s gross income constituted passive income (interest income from U.S. Treasury money market investments held in the trust account and interest income on cash held outside the trust account). This exceeds the 75% threshold.

Asset Test (Section 1297(a)(2)): Approximately 99.1% of the Company’s average assets consisted of U.S. Treasury money market investments held in the trust account, which are passive assets. This exceeds the 75% threshold.

PART III — QEF ELECTION INFORMATION

The following information is provided to enable a U.S. holder of the Company's Class A ordinary shares to make or maintain a Qualified Electing Fund ("QEF") election under Section 1295 of the Code for the taxable year ended December 31, 2025.

Note on Rights: The QEF election is available only with respect to Class A ordinary shares (including Class B/founder shares). The QEF election is **not available** with respect to the Company's publicly traded rights (NYSE: AIIR). Holders of rights should consult their own U.S. tax advisors regarding the applicable PFIC rules.

A. Ordinary Earnings Per Share

Line Item	Amount
Total gross income	\$1,269,551
Less: deductible expenses (general & administrative)	\$(171,561)
Ordinary Earnings (Section 1293(a)(1)(A))	\$1,097,990
Total weighted average shares outstanding (all classes)	9,562,959
Ordinary Earnings Per Share	\$0.1148

* Weighted average shares: 5,115,517 redeemable Class A ordinary shares + 4,447,442 non-redeemable Class A and Class B ordinary shares = 9,562,959 total.

B. Net Capital Gain Per Share

Line Item	Amount
Net capital gain (Section 1293(a)(1)(B))	\$0
Net Capital Gain Per Share	\$0.00

* The Company's income consisted solely of interest income from U.S. Treasury money market investments. No capital gains were recognized during the taxable year.

C. Summary Table for QEF Election Purposes

Per Share Amount	
Ordinary earnings per share	\$0.1148
Net capital gain per share	\$0.00
Total QEF inclusion per share	\$0.1148

* These amounts are expressed per share for the full stub period (May 13, 2025 through December 31, 2025). A U.S. holder whose holding period commenced after May 13, 2025 should consult their tax advisor regarding appropriate pro-rata.

PART IV — ADDITIONAL INFORMATION

Trust Account: As of December 31, 2025, the Company held \$139,254,999 in a U.S.-based trust account invested in U.S. Treasury money market funds maintained by Odyssey Transfer and Trust Company. Interest earned on trust account investments during the taxable year was \$1,254,999.

Taxation of the Company: The Company is incorporated in the Cayman Islands. No income tax is imposed on the Company by the Cayman Islands government. The Company had no U.S. federal, state, or foreign income tax liability for the taxable year ended December 31, 2025.

Distributions: The Company made no distributions to shareholders during the taxable year ended December 31, 2025.

Accounting Basis: The ordinary earnings and net capital gain figures set forth above were computed under U.S. federal income tax principles, consistent with Treasury Regulation § 1.1295-1(g)(1). The Company's financial statements are prepared in accordance with U.S. GAAP. For the taxable year covered, there are no material differences between GAAP net income and tax ordinary earnings.

Auditor: The Company's audited financial statements for the period ended December 31, 2025 were audited by Hacker, Johnson & Smith, PA.

PART V — SHAREHOLDER CONSENT TO DISCLOSE

By providing this Annual Information Statement to a requesting U.S. holder, the Company hereby consents to the use of the information contained herein by such U.S. holder solely for purposes of making or maintaining a QEF election pursuant to Section 1295 of the Code and filing any required U.S. federal income tax forms in connection therewith (including IRS Form 8621).

PART VI — CERTIFICATION

The undersigned officer of AI Infrastructure Acquisition Corp. hereby certifies that, to the best of his/her knowledge and belief, the information contained in this PFIC Annual Information Statement is accurate and complete and has been prepared in accordance with the requirements of Treasury Regulation § 1.1295-1(g).

Signature:  _____

Name: George Murnane

Title: Chief Financial Officer

Date: 17-Apr-2026

This Annual Information Statement is provided solely for U.S. federal income tax purposes. It does not constitute legal, tax, or investment advice. U.S. holders are urged to consult their own tax advisors regarding the PFIC rules and the QEF election, including the deadline for making such election and the effect of the election on their particular circumstances.

IRS Circular 230 Disclosure: To ensure compliance with requirements imposed by the IRS, we inform you that any U.S. tax advice contained in this communication is not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing, or recommending to another party any transaction or matter addressed herein.