

## 3i GROUP PLC ANNUAL GENERAL MEETING

Thursday 27 June 2019

The Annual General Meeting for 2019 of 3i Group plc was held on Thursday 27 June 2019 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE.

A poll was held on each of the resolutions proposed, which were passed as follows:

Ordinary Resolutions	Votes For	Percentage of votes for	Votes Against	Percentage of votes against	Total votes cast	% of ISC voted	Votes Withheld
1. THAT the Company's Accounts and the reports of the Directors and the Auditor for the year to 31 March 2019 be and they are hereby received and considered	742,235,195	99.71	2,140,218	0.29	744,375,413	76.50%	802,297
2. THAT the Directors' remuneration report for the year to 31 March 2019 be and it is hereby approved	687,950,630	92.39	56,679,110	7.61	744,629,740	76.53%	547,969
3. THAT a dividend of 20p per ordinary share be and it is hereby declared, payable to those shareholders whose names appeared on the Register of Members at close of business on 14 June 2019	744,647,839	99.93	494,867	0.07	745,142,706	76.58%	32,799
4. THAT Mr J P Asquith be and he is hereby reappointed as a Director of the Company	719,536,830	96.57	25,554,160	3.43	745,090,990	76.58%	86,720
5. THAT Mrs C J Banzky be and she is hereby reappointed as a Director of the Company	705,171,654	98.97	7,312,797	1.03	712,484,451	73.22%	32,692,132
6. THAT Mr S A Borrows be and he is hereby reappointed as a Director of the Company	740,958,401	99.44	4,139,269	0.56	745,097,670	76.58%	80,040
7. THAT Mr S W Daintith be and he is hereby reappointed as a Director of the Company	737,891,238	99.03	7,200,269	0.97	745,091,507	76.58%	86,203
8. THAT Mr P Grosch be and he is hereby reappointed as a Director of the Company	690,240,799	92.64	54,850,016	7.36	745,090,815	76.58%	86,895

Ordinary Resolutions	Votes For	Percentage of votes for	Votes Against	Percentage of votes against	Total votes cast	% of ISC voted	Votes Withheld
9. THAT Mr D A M Hutchison be and he is hereby reappointed as a Director of the Company	738,187,847	99.07	6,902,376	0.93	745,090,223	76.58%	87,487
10. THAT Ms C L McConville be and she is hereby reappointed as a Director of the Company	688,335,167	92.38	56,753,416	7.62	745,088,583	76.58%	89,127
11. THAT Mr S R Thompson be and he is hereby reappointed as a Director of the Company	736,545,144	98.85	8,542,618	1.15	745,087,762	76.58%	86,991
12. THAT Mrs J S Wilson be and she is hereby reappointed as a Director of the Company	738,643,420	99.13	6,447,726	0.87	745,091,146	76.58%	85,794
13. THAT Ernst & Young LLP be and they are hereby reappointed as Auditor of the Company to hold office until the end of the next General Meeting at which Accounts are laid before the Members	709,868,972	95.62	32,551,366	4.38	742,420,338	76.30%	2,756,601
14. THAT the Board, acting through the Audit and Compliance Committee, be and it is hereby authorised to fix the Auditor's remuneration	738,513,809	99.11	6,607,285	0.89	745,121,094	76.58%	55,845
15. To renew the authority to incur political expenditure	737,824,797	99.11	6,638,883	0.89	744,463,680	76.51%	713,260
16. To renew the Directors' authority to allot shares	698,218,253	93.71	46,899,802	6.29	745,118,055	76.58%	58,885
Special Resolutions	Votes For	Percentage of votes for	Votes Against	Percentage of votes against	Total votes cast	% of ISC voted	Votes Withheld
17. To renew the Directors' authority to allot shares for cash	742,430,872	99.79	1,563,318	0.21	743,994,190	76.46%	1,182,750
18. To give further authority to allot shares for cash	710,389,119	95.48	33,601,839	4.52	743,990,958	76.46%	1,185,981
19. To renew the Company's authority to purchase its own ordinary shares	729,576,339	98.04	14,566,127	1.96	744,142,466	76.48%	1,034,473
20. THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice	701,604,250	94.16	43,518,741	5.84	745,122,991	76.58%	53,949