

## 3i GROUP PLC ANNUAL GENERAL MEETING

Thursday 25 June 2015

The Annual General Meeting for 2015 of 3i Group plc was held on Thursday 25 June 2015 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
<b>1.</b> THAT the Company's Accounts for the year to 31 March 2015, the Directors' report and the Auditors' report on those Accounts, on the Directors' report and on the auditable part of the Directors' remuneration report be and they are hereby received and considered	722,135,978	99.92	599,592	0.08	722,735,570	74.32%	2,473,966
<b>2.</b> THAT the Directors' remuneration report in the form set out in the Company's Annual report and accounts for the year ended 31 March 2015 be and it is hereby approved	685,019,657	94.95	36,419,909	5.05	721,439,566	74.18%	3,769,969
<b>3.</b> THAT a final dividend of 14p 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 19 June 2015	722,624,319	99.98	156,184	0.02	722,780,503	74.32%	2,429,033

Ordinary Resolutions	Votes for	Percentage of votes for	Votes against	Percentage of votes against	Total votes cast	% of ISC voted	Votes withheld
4. THAT Mr J P Asquith be and he is hereby reappointed as a Director of the Company	719,278,338	99.53	3,419,389	0.47	722,697,727	74.31%	2,511,809
5. THAT Mrs C J Banzsky be and he is hereby reappointed as a Director of the Company	721,787,045	99.87	921,930	0.13	722,708,975	74.31%	2,500,561
6. THAT Mr S A Borrows be and he is hereby reappointed as a Director of the Company	715,923,159	99.07	6,749,055	0.93	722,672,214	74.31%	2,537,321
7. THAT Mr A R Cox be and he is hereby reappointed as a Director of the Company	713,393,607	99.57	3,111,475	0.43	716,505,082	73.67%	8,704,454
8. THAT Mr D A M Hutchison be and he is hereby reappointed as a Director of the Company	720,379,384	99.68	2,315,255	0.32	722,694,639	74.31%	2,514,897
9. THAT Mr S R Thompson be and he is hereby reappointed as a Director of the Company	710,986,583	98.44	11,296,592	1.56	722,283,175	74.27%	2,926,360
10. THAT Ms M G Verluyten be and she is hereby reappointed as a Director of the Company	718,633,935	99.44	4,070,278	0.56	722,704,213	74.31%	2,505,322
11. THAT Mrs J S Wilson be and she is hereby reappointed as a Director of the Company	718,108,878	99.37	4,583,163	0.63	722,692,041	74.31%	2,517,494

Ordinary Resolutions	Votes for	Percentage of votes for	Votes against	Percentage of votes against	Total votes cast	% of ISC voted	Votes withheld
12. THAT Ernst & Young LLP be and they are hereby reappointed as Auditors of the Company to hold office until the conclusion of the next General Meeting at which Accounts are laid before the Members	672,925,122	96.83	22,014,301	3.17	694,939,423	71.46%	30,270,112
13. THAT the Board be and it is hereby authorised to fix the Auditors' remuneration	690,297,023	98.69	9,185,736	1.31	699,482,759	71.92%	25,726,777
14. To renew the authority to incur political expenditure	706,294,299	97.75	16,285,030	2.25	722,579,329	74.30%	2,632,156
15. To renew the Directors' authority to allot shares	695,727,586	96.49	25,318,145	3.51	721,045,731	74.14%	4,163,805
Special Resolutions							
16. To renew the Directors' authority to allot shares for cash	701,406,136	97.06	21,270,433	2.94	722,676,569	74.31%	2,532,966
17. To renew the Company's authority to purchase its own ordinary shares	722,527,161	99.97	219,394	0.03	722,746,555	74.32%	2,462,981
18. THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice	660,212,440	91.35	62,537,505	8.65	722,749,945	74.32%	2,459,590