

3i GROUP PLC ANNUAL GENERAL MEETING

Thursday 17 July 2014

The Annual General Meeting for 2014 of 3i Group plc was held on Thursday 17 July 2014 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 for the year to 31 March 2014, 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	715,409,211	99.94	396,035	0.06	715,805,246	73.64%	616,444
2. THAT the Directors' remuneration report (other than the part containing the Directors' remuneration policy) in the form set out in the Company's Annual report and accounts for the year ended 31 March 2014 be and it is hereby approved	690,675,950	98.53	10,279,207	1.47	700,955,157	72.11%	15,466,533
3. THAT the Directors' remuneration policy in the form set out in the Directors' remuneration report in the Company's Annual report and accounts for the year ended to 31 March 2014 be and it is hereby approved	701,059,781	98.10	13,563,200	1.90	714,622,981	73.51	1,798,709

4. THAT a final dividend of 13.3p 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 20 June 2014	715,689,774	99.98	155,743	0.02	715,845,517	73.64%	576,173
5. THAT Mr J P Asquith be and he is hereby reappointed as a Director of the Company	707,127,062	98.80	8,622,506	1.20	715,749,568	73.63%	672,122
6. THAT Mr S A Borrows be and he is hereby reappointed as a Director of the Company	689,089,539	96.27	26,688,014	3.73	715,777,553	73.63%	644,137
7. THAT Mr A R Cox be and he is hereby reappointed as a Director of the Company	713,305,672	99.66	2,440,963	0.34	715,746,635	73.63%	675,055
8. THAT Mr D A M Hutchison be and he is hereby reappointed as a Director of the Company	715,452,767	99.96	294,264	0.04	715,747,031	73.63%	674,659
9. THAT Sir Adrian Montague be and he is hereby reappointed as a Director of the Company	706,180,630	99.56	3,091,136	0.44	709,271,766	72.96%	7,149,924
10. THAT Ms M G Verluyten be and she is hereby reappointed as a Director of the Company	713,225,331	99.65	2,481,472	0.35	715,706,803	73.63%	714,887
11. THAT Mrs J S Wilson be and she is hereby reappointed as a Director of the Company	713,889,312	99.74	1,825,104	0.26	715,714,416	73.63%	707,274

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	706,528,610	99.60	2,845,003	0.40	709,373,613	72.97%	7,048,077
13. THAT the Board be and it is hereby authorised to fix the Auditors' remuneration	714,657,977	99.84	1,145,387	0.16	715,803,364	73.63%	618,326
14. THAT the revised Investment Policy set out in Appendix 2 to the Notice of Annual General Meeting dated 19 May 2014 be approved	712,479,151	99.94	437,730	0.06	712,916,881	73.34	3,504,809
15. To renew the authority to incur political expenditure	687,683,796	96.08	28,066,924	3.92	715,750,720	73.63%	670,970
16. To renew the Directors' authority to allot shares	698,249,685	97.67	16,639,093	2.33	714,888,778	73.54%	1,532,912
Special Resolutions							
17. To renew the Directors' authority to allot shares for cash	715,205,206	99.93	508,133	0.07	715,713,339	73.63%	708,351
18. To renew the Company's authority to purchase its own ordinary shares	715,263,049	99.92	558,906	0.08	715,821,955	73.64%	599,735
19. THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice	661,188,011	92.37	54,653,374	7.63	715,841,385	73.64%	580,305