

3i GROUP PLC ANNUAL GENERAL MEETING

Thursday 18 July 2013

The Annual General Meeting for 2013 of 3i Group plc was held on Thursday 18 July 2013 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 2013 and the Directors' report, the Auditors' report and the auditable part of the Directors' remuneration report be and they are hereby received and considered	695,934,083	98.39	11,422,531	1.61	707,356,614	72.81%	370,412
2. THAT the Directors' remuneration report for the year to 31 March 2013 be and it is hereby approved	462,025,345	78.99	122,906,743	21.01	584,932,088	60.21%	122,794,938
3. THAT a final dividend of 5.4p 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 21 June 2013	707,354,356	100.00	10,238	0.00	707,364,594	72.82%	362,432
4. THAT Mr J P Asquith be and he is hereby reappointed as a Director of the Company	705,561,947	99.76	1,721,609	0.24	707,283,556	72.81%	443,470

5. THAT Mr S A Borrows be and he is hereby reappointed as a Director of the Company	679,346,252	96.05	27,941,341	3.95	707,287,593	72.81%	439,433
6. THAT Mr A R Cox be and he is hereby reappointed as a Director of the Company	705,181,763	99.70	2,101,397	0.30	707,283,160	72.81%	443,866
7. THAT Mr R H Meddings be and he is hereby reappointed as a Director of the Company	706,074,724	99.83	1,207,098	0.17	707,281,822	72.81%	445,204
8. THAT Mr W Mesdag be and he is hereby reappointed as a Director of the Company	705,362,662	99.73	1,913,587	0.27	707,276,249	72.81%	450,777
9. THAT Sir Adrian Montague be and he is hereby reappointed as a Director of the Company	698,616,098	98.77	8,674,435	1.23	707,290,533	72.81%	436,493
10. THAT Ms M G Verluyten be and she is hereby reappointed as a Director of the Company	705,753,941	99.78	1,528,517	0.22	707,282,458	72.81%	444,568
11. THAT Mrs J S Wilson be and she is hereby reappointed as a Director of the Company	706,094,335	99.83	1,198,273	0.17	707,292,608	72.81%	434,418
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	690,068,657	98.89	7,754,639	1.11	697,823,296	71.83%	9,903,729

13. THAT the Board be and it is hereby authorised to fix the Auditors' remuneration	698,835,230	99.04	6,749,449	0.96	705,584,679	72.63%	2,142,347
14. To renew the authority to incur political expenditure	683,929,820	96.82	22,467,206	3.18	706,397,026	72.72%	1,330,000
15. To renew the Directors' authority to allot shares	693,345,788	98.25	12,351,545	1.75	705,697,333	72.64%	2,029,693
Special Resolutions							
16. To renew the Directors' authority to allot shares for cash	706,836,842	99.94	404,977	0.06	707,241,819	72.80%	485,207
17. To renew the Company's authority to purchase its own ordinary shares	707,065,421	99.96	265,068	0.04	707,330,489	72.81%	396,537
18. To renew the Company's authority to purchase its own B Shares	700,786,741	99.08	6,530,791	0.92	707,317,532	72.81%	409,494
19. THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice	661,956,670	93.58	45,375,776	6.42	707,332,446	72.81%	394,580