

## 3i GROUP PLC ANNUAL GENERAL MEETING

Wednesday 8 July 2009

The Annual General Meeting for 2009 of 3i Group plc was held on Wednesday 8 July 2009 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 with large majorities as follows:

| Ordinary Resolutions                                                                                                                                                                                                     | For         | Against    | Abstain    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|------------|
| 1. THAT the Company's Accounts for the year to 31 March 2009 and the Directors' report, the Auditors' report and the auditable part of the Directors' remuneration report be and they are hereby received and considered | 656,005,178 | 1,437,354  | 12,823,234 |
| 2. THAT the Directors' remuneration report for the year to 31 March 2009 be and it is hereby approved                                                                                                                    | 606,416,026 | 16,735,284 | 47,103,121 |
| 3. THAT Mr M J Queen be and he is hereby reappointed as a Director of the Company                                                                                                                                        | 646,250,493 | 11,160,524 | 12,854,749 |
| 4. THAT Mr R H Meddings be and he is hereby reappointed as a Director of the Company                                                                                                                                     | 667,060,224 | 2,926,380  | 279,162    |
| 5. THAT Mme C J M Morin-Postal be and she is hereby reappointed as a Director of the Company                                                                                                                             | 653,339,542 | 4,040,644  | 12,885,580 |
| 6. THAT Mr O H J Stocken be and he is hereby reappointed as a Director of the Company                                                                                                                                    | 650,472,424 | 6,921,306  | 12,872,036 |
| 7. THAT Mrs J S Wilson be and she is hereby reappointed as a Director of the Company                                                                                                                                     | 668,256,532 | 1,744,651  | 264,583    |
| 8. 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                                       | 650,606,291 | 1,315,233  | 18,344,242 |

|                                                                                                                      |             |           |           |
|----------------------------------------------------------------------------------------------------------------------|-------------|-----------|-----------|
| before the Members                                                                                                   |             |           |           |
| 9. THAT the Board be and it is hereby authorised to fix the Auditors' remuneration                                   | 664,229,446 | 191,560   | 5,844,760 |
| 10. To renew the authority to incur political expenditure                                                            | 661,257,713 | 8,589,850 | 418,203   |
| 11. To renew the Directors' authority to allot shares                                                                | 669,429,468 | 650,474   | 185,824   |
| Special Resolutions                                                                                                  |             |           |           |
| 12. To renew the Directors' authority to allot shares for cash                                                       | 668,820,444 | 1,182,895 | 262,427   |
| 13. To renew the Company's authority to purchase its own ordinary shares                                             | 669,805,515 | 291,330   | 157,587   |
| 14. To renew the Company's authority to purchase its own B Shares                                                    | 663,813,169 | 6,275,702 | 176,895   |
| 15. THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice | 663,243,093 | 6,435,931 | 575,408   |