

3i GROUP PLC ANNUAL GENERAL MEETING

Thursday 28 June 2018

The Annual General Meeting for 2018 of 3i Group plc was held on Thursday 28 June 2018 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 2018 be and they are hereby received and considered	717,742,161	99.98	154,981	0.02	717,897,142	73.79%	2,023,782
2. THAT the Directors' remuneration report for the year to 31 March 2018 be and it is hereby approved	674,456,088	94.29	40,868,436	5.71	715,324,524	73.52%	4,592,557
3. THAT a dividend of 22p 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 15 June 2018	719,506,677	99.94	410,755	0.06	719,917,432	74.00%	3,499
4. THAT Mr J P Asquith be and he is hereby reappointed as a Director of the Company	698,143,702	96.98	21,732,699	3.02	719,876,401	73.99%	44,523
5. THAT Mrs C J Banzky be and she is hereby reappointed as a Director of the Company	709,837,456	98.61	10,026,562	1.39	719,864,018	73.99%	56,906

Ordinary Resolutions	Votes For	Percentage of votes for	Votes Against	Percentage of votes against	Total votes cast	% of ISC voted	Votes Withheld
6. THAT Mr S A Borrows be and he is hereby reappointed as a Director of the Company	714,178,704	99.21	5,704,195	0.79	719,882,899	73.99%	38,025
7. THAT Mr S W Daintith be and he is hereby reappointed as a Director of the Company	710,743,574	98.73	9,135,745	1.27	719,879,319	73.99%	41,605
8. THAT Mr P Grosch be and he is hereby reappointed as a Director of the Company	664,941,501	92.37	54,915,159	7.63	719,856,660	73.99%	64,264
9. THAT Mr D A M Hutchison be and he is hereby reappointed as a Director of the Company	710,744,943	98.73	9,127,951	1.27	719,872,894	73.99%	47,413
10. THAT Mr S R Thompson be and he is hereby reappointed as a Director of the Company	699,805,289	97.28	19,534,122	2.72	719,339,411	73.94%	581,512
11. THAT Mrs J S Wilson be and she is hereby reappointed as a Director of the Company	712,142,216	98.93	7,736,718	1.07	719,878,934	73.99%	41,653
12. 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	683,033,379	94.88	36,851,674	5.12	719,885,053	73.99%	35,533

Ordinary Resolutions	Votes For	Percentage of votes for	Votes Against	Percentage of votes against	Total votes cast	% of ISC voted	Votes Withheld
13. THAT the Board, acting through the Audit and Compliance Committee, be and it is hereby authorised to fix the Auditor's remuneration	716,121,030	99.51	3,542,780	0.49	719,663,810	73.97%	256,777
14. To renew the authority to incur political expenditure	716,268,456	99.65	2,495,211	0.35	718,763,667	73.88%	1,156,920
15. To renew the Directors' authority to allot shares	675,787,630	93.87	44,103,721	6.13	719,891,351	73.99%	29,236
Special Resolutions							
16. To renew the Directors' authority to allot shares for cash	719,426,605	99.94	418,534	0.06	719,845,139	73.99%	75,448
17. To give further authority to allot shares for cash	676,844,246	94.03	43,000,439	5.97	719,844,685	73.99%	75,901
18. To renew the Company's authority to purchase its own ordinary shares	697,177,462	96.98	21,736,968	3.02	718,914,430	73.89%	1,006,493
19. THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice	673,863,880	93.61	46,032,462	6.39	719,896,342	73.99%	24,581