

## 3i GROUP PLC ANNUAL GENERAL MEETING

Thursday 25 June 2020

The Annual General Meeting for 2020 of 3i Group plc was held on Thursday 25 June 2020 at Little Court, Froghole Lane, Edenbridge, Kent, TN8 6TD.

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 2020 be and they are hereby received and considered	743,640,345	99.82	1,330,583	0.18	744,970,928	76.56%	17,260,128
2. THAT the Directors' remuneration report for the year to 31 March 2020 be and it is hereby approved	713,298,360	94.78	39,252,765	5.22	752,551,125	77.34%	9,679,931
3. THAT the Directors' remuneration policy in the form set out in the Directors' remuneration report be and it is hereby approved	716,053,723	94.24	43,782,598	5.76	759,836,321	78.09%	2,395,365
4. THAT a dividend of 17.5p 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 12 June 2020	760,458,385	99.77	1,762,310	0.23	762,220,695	78.33%	10,361
5. THAT Mr J P Asquith be and he is hereby reappointed as a Director of the Company	740,100,518	97.10	22,069,143	2.90	762,169,661	78.32%	61,395
6. THAT Mrs C J Banzsky be and she is hereby reappointed as a Director of the Company	749,691,354	98.36	12,474,209	1.64	762,165,563	78.32%	65,493

Ordinary Resolutions	Votes For	Percentage of votes for	Votes Against	Percentage of votes against	Total votes cast	% of ISC voted	Votes Withheld
7. THAT Mr S A Borrows be and he is hereby reappointed as a Director of the Company	760,867,014	99.83	1,305,596	0.17	762,172,610	78.33%	58,446
8. THAT Mr S W Daintith be and he is hereby reappointed as a Director of the Company	757,571,937	99.40	4,594,949	0.60	762,166,886	78.32%	64,170
9. THAT Mr P Grosch be and he is hereby reappointed as a Director of the Company	685,969,879	90.00	76,193,120	10.00	762,162,999	78.32%	68,057
10. THAT Mr D A M Hutchison be and he is hereby reappointed as a Director of the Company	757,721,532	99.42	4,447,945	0.58	762,169,477	78.32%	61,579
11. THAT Ms C L McConville be and she is hereby reappointed as a Director of the Company	751,088,832	98.80	9,144,488	1.20	760,233,320	78.13%	1,997,736
12. THAT Ms A Schaapveld be and she is hereby reappointed as a Director of the Company	760,975,335	99.84	1,197,710	0.16	762,173,045	78.33%	58,011
13. THAT Mr S R Thompson be and he is hereby reappointed as a Director of the Company	718,246,163	94.28	43,603,399	5.72	761,849,562	78.29%	381,494
14. THAT Mrs J S Wilson be and she is hereby reappointed as a Director of the Company	742,197,527	99.56	3,254,134	0.44	745,451,661	76.61%	16,779,395
15. THAT KPMG LLP be and they are hereby appointed as Auditor of the Company to hold office until the end of the next General Meeting at which Accounts are laid before the Members	755,218,424	99.09	6,959,212	0.91	762,177,636	78.33%	53,420

Ordinary Resolutions	Votes For	Percentage of votes for	Votes Against	Percentage of votes against	Total votes cast	% of ISC voted	Votes Withheld
<b>16.</b> THAT the Board, acting through the Audit and Compliance Committee, be and it is hereby authorised to fix the Auditor's remuneration	761,642,785	99.93	546,965	0.07	762,189,750	78.33%	41,306
<b>17.</b> To renew the authority to incur political expenditure	732,959,067	96.17	29,211,903	3.83	762,170,970	78.32%	60,086
<b>18.</b> To renew the Directors' authority to allot shares	705,542,167	92.57	56,647,162	7.43	762,189,329	78.33%	41,727
<b>19.</b> To approve the 3i Group Discretionary Share Plan	736,501,530	96.68	25,263,392	3.32	761,764,922	78.28%	466,127
Special Resolutions	Votes For	Percentage of votes for	Votes Against	Percentage of votes against	Total votes cast	% of ISC voted	Votes Withheld
<b>20.</b> To renew the Directors' authority to allot shares for cash	760,754,753	99.87	1,012,147	0.13	761,766,900	78.28%	464,156
<b>21.</b> To give further authority to allot shares for cash	741,141,911	97.29	20,621,226	2.71	761,763,137	78.28%	467,919
<b>22.</b> To renew the Company's authority to purchase its own ordinary shares	742,632,617	97.47	19,282,891	2.53	761,915,508	78.30%	315,548
<b>23.</b> To adopt new Articles of Association	762,098,692	99.99	54,060	0.01	762,152,752	78.32%	78,304
<b>24.</b> THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice	723,936,876	94.98	38,264,143	5.02	762,201,019	78.33%	30,037