

3i Group plc

Disclosures required by FUND 3.2.2R (implementing the Alternative Investment Fund Managers Directive)

The following disclosures are required to be made by 3i Investments plc as Alternative Investment Fund Manager of 3i Group plc (the 'Company' or 'AIF') pursuant to the FCA's Investment Funds sourcebook (FUND 3.2.2R). The Annual Report and Accounts of the Company (which can be found at: <https://www.3i.com/investor-relations/report-library/2021/>) meet the reporting requirements of FUND 3.2.2R for the Company. It should be noted that the Company performs substantially all of its investment related activities through its subsidiaries and therefore many disclosures required by FUND 3.2.2R have been made for the Company as a consolidated entity (the 'Group' or '3i'). This is because reporting on the Group's activities provides better and more reliable disclosure in relation to the Company itself.

The disclosures required by FUND 3.2.2R are identified below together with specific reference to the section of the Company's Annual Report and Accounts which satisfies the relevant disclosure requirement. To the extent that updated disclosures are required after publication of the Company's relevant Annual Report and Accounts, these will be made as needed.

FUND 3.2.2R Requirements		Data point, within the Annual Report and Accounts for the year ended 31 March 2021 or otherwise stated
1a	Investment strategy and objectives	Group strategy and objectives are detailed in the section titled "Our business model" on page 12 and "Strategic objectives" on page 18.
1b & 1c	Feeder AIFs and fund of funds	Not applicable to the Group so no disclosure has been made.
1d	Assets in which the AIF can invest	The Group's investment policy is detailed on page 118.
1e	Investment techniques employed and all associated risks	Investment techniques discussed in "Our business model" section on pages 12-13. Investment risks are detailed in the "Principal risks & mitigations" section of the Annual Report on pages 56-62.
1f	Investment restrictions	Investment restrictions are detailed on page 118 within "Investment policy" section.
1g	When can the AIF use leverage	The Board has set the maximum level of gearing at 150% and has set no minimum level of gearing (see page 118). If the gearing ratio should exceed the 150% maximum limit, the Board will take steps to reduce the gearing ratio to below that limit as soon as practicable thereafter. 3i is committed to achieving balance sheet efficiency. The leverage calculated under AIFMD is disclosed on page 152.
1h & 1i	Types and sources of leverage permitted and any restrictions	3i can raise gearing from bank and debt capital markets. 3i's gearing depends not only on its level of debt and cash, but also

FUND 3.2.2R Requirements		Data point, within the Annual Report and Accounts for the year ended 31 March 2021 or otherwise stated
		on the impact of market movements and other factors on the value of its investments. The Board has set a gearing limit of 150%, details of which are set out on page 118. No other collateral is provided for other derivative transaction types.
1j	Maximum level of leverage	The Board has set a gearing limit of 150%, details of which are set out on page 118.
2	When can the AIF change its investment strategy or policy	The policy to change investment strategy or policy is set out on page 118.
3	Investment legislative implications	3i Group plc is a limited company incorporated in England and Wales with registered number 1142830. Its articles of association can be found on https://www.3i.com/investor-relations/governance/ . It is listed on the London Stock Exchange and is subject to Chapter 15 of the UKLA's Listing Rules. The method of enforcing any judgments against it depends on the nature of the judgment or order and the jurisdiction in which it originated.
4	Identity of the AIFM	The AIFM for 3i Group plc, 3i Investments plc, is disclosed on page 120.
	Identity of the depositary	Citibank UK Limited.
	Identity of the auditor	The auditor, KPMG LLP, can be identified on the audit report which is on page 184.
	Identity of other service providers	PwC – tax compliance services. Infosys – accounting services. Plan-Net – IT services. Acora – IT services.
5	Compliance with Initial Capital and Own Funds	This is disclosed in note 22 of the accounts on pages 154-155.
6a	Delegated management function	There is no relevant delegation by the AIFM.
6b	Delegated depositary function	Under the terms of the Depositary Agreement, the depositary has the power to delegate its safekeeping functions but may only delegate to a company or other entity of which Citigroup Inc., the depositary's ultimate holding company, is directly or indirectly a shareholder or owner. As a general rule, whenever the depositary delegates any of its custody functions to a delegate, the depositary will remain liable for any losses suffered as a result of an act or omission of the delegate as if such loss had arisen as a result of an act or omission of

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		the depository. The use of securities settlement systems or order routing systems does not constitute a delegation by the depository of its function.
6c	Identity of each delegate appointed	As at the date of these disclosures, the depository has entered into a written agreement delegating the performance of its safekeeping function in respect of certain of the AIF's assets to Citibank N.A., London Branch.
6d	Any conflict of interests from such delegations	<p>From time to time conflicts may arise from the appointment by the depository of any of its delegates. For example, Citibank N.A., London Branch, which has been appointed by the depository to act as custodian of certain of the AIF's assets, also performs certain investment operations and functions and derivatives collateral management functions.</p> <p>The depository will ensure that any such delegates or sub-delegates who are its affiliates are appointed on terms which are not materially less favourable to the AIF than if the conflict or potential conflict had not existed. Citibank N.A., London Branch and any other delegate are required to manage any such conflict having regard to the FCA Handbook and its duties to the depository and the AIFM.</p> <p>The depository has a conflict of interest policy in place to identify, manage and monitor on an on-going basis any actual or potential conflict of interest. The depository has functionally and hierarchically separated the performance of its depository tasks from its other potentially conflicting tasks. The system of internal controls, the different reporting lines, the allocation of tasks and the management reporting allow potential conflicts of interest and the depository issues to be properly identified, managed and monitored.</p>
7	AIF's valuation procedure	The Group's valuation methodology and policy is disclosed on pages 188-189. Further disclosure has been made in the Valuation Committee Report on pages 103-106.
	AIF's pricing methodology	The Group's valuation methodology and policy is disclosed on pages 188-189.
8	Liquidity risk management	Liquidity outlook is monitored monthly by management and regularly by the Board.

FUND 3.2.2R Requirements		Data point, within the Annual Report and Accounts for the year ended 31 March 2021 or otherwise stated
		This is further discussed in note 28 (page 163).
	Redemption rights	Not applicable to the Group so no disclosure has been made.
9	Fees, charges and expenses borne by investors	Shareholders in the Company do not directly incur fees, charges and expenses due to 3i as a result of their shareholding. The Group, either through the Company or its subsidiaries, incurs operating costs associated with the Group's investment and fund management activities. These costs (which are detailed in the Financial review, on page 37) ultimately have a bearing on shareholders. The fee paid to 3i Investments plc, as AIFM of 3i Group plc is shown on pages 164-166.
10	Fair treatment of investors	The Company is required by the Listing Principles to treat all holders of the same class of its listed equity shares that are in the same proportion equally in respect of the rights attaching to such listed equity shares. As a publicly listed company subject to this Principle, the Company does not distinguish in its treatment of shareholders.
11a	Preferential treatment details	No such agreements exist.
11b & 11c	Type of investors who obtain preferential treatment and where relevant legal/economic links with AIF or AIFM	No such agreements exist.
12	Procedures for issue and sale of shares	Any issue of shares by the Company would be subject to, among other things, the Company's Articles of Association, the Listing Rules, the Companies Act 2006 and any relevant shareholder resolutions.
13	NAV of the AIF	The latest net asset value of the AIF can be found on the statement of financial position shown on page 43. The price of the publicly traded shares of 3i Group plc is publicly available.
14	Annual report of the AIF	3i Group plc is a publicly listed company in the UK and therefore its Annual Report and Accounts is publicly available and can be accessed from: https://www.3i.com/investor-relations/report-library/2021/
15	Historical performance of the AIF	The current and prior year performance of the Group is available in the Annual Report and Accounts, in the Statement of

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		comprehensive income on page 42. There is also detailed information on current year activity throughout the document. Information on the performance of the Group, in previous years, can be found in previous years' Annual Reports and Accounts, which can be found at: https://www.3i.com/investor-relations/report-library/2020
16a	Details of the prime broker	3i does not have prime brokers so no disclosure has been made.
16b	Material arrangements with the prime broker	3i does not have prime brokers so no disclosure has been made.
16c & 16d	Contract with depositary and details of transfer of liability to prime broker	3i does not have prime brokers so no disclosure has been made.
17	Timeframe and process for reporting the FUND 3.2.5R and FUND 3.2.6R information to investors	This page will be updated on an ongoing basis with latest available information and so all current information regarding FUND 3.2.5R and FUND 3.2.6R related disclosure can be found below.
17 (requirement from 3.2.5R 1)	Percentage of AIF's assets subject to special arrangements	No such arrangements exist so no disclosure has been made.
17 (requirement from 3.2.5R 2)	New arrangements for managing the liquidity of the AIF	Liquidity outlook is monitored monthly by management and regularly by the Board. This is further disclosed in note 28 on page 163.
17 (requirement from 3.2.5R 3)	Current risk profile of the AIF	The Group's risk profile is discussed in 'Principal risks and mitigation' section starting on pages 56-62 of the Annual Report and Accounts.
	Risk management systems used by the AIFM	The Group's risk profile is discussed in 'Principal risks and mitigation' section on pages 56-62.
17 (requirement from 3.2.6R 1)	Leveraged AIF - changes to the maximum level of leverage	The Board has set the maximum level of gearing at 150%, details of which are set out on page 118. No minimum level of gearing. If the gearing ratio should exceed the 150% maximum limit, the Board will take steps to reduce the gearing ratio to below that limit as soon as practicable thereafter. Any change to this limit would require shareholder approval.
	Right of the reuse/collateral/guarantee granted under the leverage arrangement	Not applicable to the Group so no disclosure has been made.

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17 (requirement from 3.2.6R 2)	Total leverage employed	The total leverage employed by the Group can be found in note 17, Loans and Borrowings, on page 152.

FUND 3.2.3R Requirements		Data point, within the Annual Report and Accounts for the year ended 31 March 2021 or otherwise stated
1	Any arrangement made by the depositary to contractually discharge itself of liability	None
2	Changes to depositary liability	None in preceding twelve months, any changes will be updated in this document.