

## **Statement under section 430(2B) Companies Act 2006 in relation to Mrs Julia Wilson**

Further to the announcement made on 11 November 2021, Julia Wilson, retired as Group Finance Director and as an Executive Director of 3i Group plc (the “Company”) at the conclusion of the Company’s Annual General Meeting (“AGM”) on 30 June 2022.

The following information is provided in accordance with section 430(2B) of the Companies Act 2006:

Mrs Wilson’s remuneration terms will be in line with her existing service agreement and the Company’s Directors’ Remuneration Policy approved by shareholders at the AGM in 2020. Details of these remuneration arrangements are set out in the 2022 Directors’ Remuneration Report and further detail will be disclosed in the 2023 Directors’ Remuneration Report where required.

Mrs Wilson will remain employed by the Company until 30 September 2022. This is intended to ensure support and continuity for the new Executive Directors and allow for an orderly transition.

Mrs Wilson will not receive any payment for loss of office.

### **Salary, Pension and Benefits**

Mrs Wilson will continue to receive her salary, pension allowance and benefits in line with her service agreement up to and including 30 September 2022 when her employment will cease. As set out in the 2022 Directors’ Remuneration Report, Mrs Wilson’s salary will be £504,176 p.a. for the period from 1 July 2022 until her employment ends on 30 September 2022.

Mrs Wilson’s benefits include a car allowance, provision of health insurance and, the value of the matching share awards under the 3i Group Share Incentive Plan in which Mrs Wilson participates. Details of these benefits are summarised in the 2022 Directors’ Remuneration Report.

Mrs Wilson will not be eligible to receive an annual bonus for the financial year to 31 March 2023.

### **Incentives**

On leaving employment Mrs Wilson will be treated as a good leaver for purposes of the Directors’ Remuneration Policy.

### **3i Group Share Incentive Plan**

Outstanding shares held under the 3i Group Share Incentive Plan on leaving employment will be treated in accordance with the applicable rules. Shares will be released to her subject to any deductions required under PAYE.

Balance in the Share Incentive Plan on 30 June 2022.

Partnership Shares	Matching Shares	Dividend Shares	Total
5,432	10,864	5,695	21,991

### Deferred Bonus Plan

Mrs Wilson's unreleased awards under the 3i Deferred Bonus Plan and the 3i Group Deferred Bonus Plan 2020 over a total of 125,219 shares will be retained and will (subject to the rules of the relevant Plan) be released on their original release dates. The awards remain subject to malus and clawback provisions and Mrs Wilson will continue to receive dividends on the shares comprised in these awards pending their release.

Mrs Wilson is not be entitled to receive any further awards under the 3i Group Deferred Bonus Plan.

### Long-term incentive awards

Outstanding long-term incentive awards under the 3i Group Discretionary Share Plan and the 3i Group Discretionary Share Plan 2020 will (subject where applicable to satisfaction of outstanding performance conditions) be retained and will be released in line with the original release dates.

Awards made in 2020 and 2021 will be pro-rated for the proportion of the three year performance period for which Mrs Wilson remains in employment.

As the awards made in 2018 and 2019 have already completed their three-year performance periods and have vested (with performance outcomes resulting in 70.63% performance vesting and 100% performance vesting respectively), these vested awards (to the extent they remain unreleased) will not be time pro-rated and will continue to be released on their scheduled release dates, subject to the rules of the relevant Plan.

The awards, totalling 224,970 shares, will remain subject to malus and clawback provisions and will accumulate dividend equivalents and interest until they are released.

### Shareholding requirement

Mrs Wilson will be expected to maintain a shareholding in the Company for two years post cessation of employment at 200% of her salary as at 30 September 2022.

In accordance with section 430 (2B) of the Companies Act 2006, a copy of this statement is available on the Company's website at [www.3i.com](http://www.3i.com).