

3i GROUP PLC ANNUAL GENERAL MEETING

Friday 29 June 2012

The Annual General Meeting for 2012 of 3i Group plc was held on Friday 29 June 2012 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE.

A poll was held on each of the resolutions proposed. Resolutions 1 to 20 were passed and Resolutions 20 and 21 were defeated as follows:

Ordinary Resolutions	For	Against	Abstain
1. THAT the Company's Accounts for the year to 31 March 2012 and the Directors' report, the Auditors' report and the auditable part of the Directors' remuneration report be and they are hereby received and considered	648,700,739	15,585,422	771,981
2. THAT the Directors' remuneration report for the year to 31 March 2012 be and it is hereby approved	551,954,395	80,627,787	32,475,960
3. THAT a final dividend of 5.4p 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 22 June 2012	664,743,929	281,234	32,979
4. THAT Mr J P Asquith be and he is hereby reappointed as a Director of the Company	642,100,927	6,935,327	16,021,888
5. THAT Mr S A Borrows be and he is hereby reappointed as a Director of the Company	633,410,505	19,056,757	12,572,749
6. THAT Mr A R Cox be and he is hereby reappointed as a Director of the Company	630,890,939	5,820,700	28,345,872
7. THAT Mr R H Meddings be and he is hereby reappointed as a Director of the Company	645,766,334	3,248,888	16,024,789
8. THAT Mr W Mesdag be and he is hereby reappointed as a Director of the	643,672,832	5,362,839	16,021,840

Company			
9. THAT Sir Adrian Montague be and he is hereby reappointed as a Director of the Company	629,230,523	5,617,995	30,208,993
10. THAT Ms M G Verluyten be and she is hereby reappointed as a Director of the Company	661,486,461	3,298,921	254,629
11. THAT Mrs J S Wilson be and she is hereby reappointed as a Director of the Company	661,524,264	3,288,558	226,317
12. 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 before the Members	618,563,252	8,482,443	38,011,575
13. THAT the Board be and it is hereby authorised to fix the Auditors' remuneration	632,348,588	7,000,143	25,708,202
14. To renew the authority to incur political expenditure	647,640,730	18,146,776	1,003,906
15. To renew the Directors' authority to allot shares	648,324,320	13,118,320	3,596,272
Special Resolutions			
16. To authorise amendments to the Company's Articles of Association	662,342,250	2,488,755	197,870
17. To renew the Directors' authority to allot shares for cash	662,219,012	2,541,233	278,667
18. To renew the Company's authority to purchase its own ordinary shares	664,126,070	837,074	75,768
19. To renew the Company's authority to purchase its own B Shares	662,498,488	2,425,963	114,461
20. THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days'	629,795,818	35,167,409	93,185

notice			
Requisitioned Resolutions			
21. To change the Company's investment policy while the Company's shares are trading at a discount to net asset value	9,334,660	617,292,441	40,166,060
22. To resolve that the Company brings forward proposals for management incentivisation and reduction of total expense ratio	9,965,818	617,211,170	39,616,153