

3i GROUP PLC ANNUAL GENERAL MEETING

Thursday 30 June 2016

The Annual General Meeting for 2016 of 3i Group plc was held on Thursday 30 June 2016 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 for the year to 31 March 2016, the Directors' report and the Auditors' report on those Accounts, on the Directors' report and on the auditable part of the Directors' remuneration report be and they are hereby received and considered	728,265,782	99.90	745,005	0.10	729,010,787	74.95%	558,823
2. THAT the Directors' remuneration report in the form set out in the Company's Annual report and accounts for the year to 31 March 2016 be and it is hereby approved	680,338,260	94.19	41,956,098	5.81	722,294,358	74.26%	7,275,252
3. THAT a final dividend of 16p 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 17 June 2016	729,351,057	99.98	161,704	0.02	729,512,761	75.00%	56,849
4. THAT Mr J P Asquith be and he is hereby reappointed as a Director of the Company	725,369,879	99.44	4,087,317	0.56	729,457,196	74.99%	112,414

Ordinary Resolutions	Votes For	Percentage of votes for	Votes Against	Percentage of votes against	Total votes cast	% of ISC voted	Votes Withheld
5. THAT Mrs C J Banzky be and she is hereby reappointed as a Director of the Company	725,454,014	99.45	3,995,213	0.55	729,449,227	74.99%	120,383
6. THAT Mr S A Borrows be and he is hereby reappointed as a Director of the Company	724,311,738	99.29	5,153,260	0.71	729,464,998	75.00%	104,612
7. THAT Mr P Grosch be and he is hereby reappointed as a Director of the Company	686,106,983	94.10	42,992,243	5.90	729,099,226	74.96%	470,384
8. THAT Mr D A M Hutchison be and he is hereby reappointed as a Director of the Company	728,125,267	99.82	1,329,962	0.18	729,455,229	74.99%	114,381
9. THAT Mr S R Thompson be and he is hereby reappointed as a Director of the Company	713,943,259	97.87	15,512,730	2.13	729,455,989	74.99%	113,621
10. THAT Ms M G Verluyten be and she is hereby reappointed as a Director of the Company	720,959,652	98.84	8,496,615	1.16	729,456,267	74.99%	113,343
11. THAT Mrs J S Wilson be and she is hereby reappointed as a Director of the Company	722,526,547	99.10	6,589,947	0.90	729,116,494	74.96%	453,115
12. THAT Ernst & Young LLP be and they are hereby reappointed as Auditor of the Company to hold office until the conclusion of the next General Meeting at which Accounts are laid before the Members	668,372,606	94.65	37,778,995	5.35	706,151,601	72.60%	23,417,079

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 be and it is hereby authorised to fix the Auditor's remuneration	681,759,123	96.55	24,379,374	3.45	706,138,497	72.60%	23,431,113
14. To renew the authority to incur political expenditure	717,996,152	98.44	11,402,500	1.56	729,398,652	74.99%	170,958
15. To renew the Directors' authority to allot shares	704,755,150	97.12	20,931,796	2.88	725,686,946	74.61%	3,882,664
Special Resolutions							
16. To renew the Directors' authority to allot shares for cash	671,001,352	96.24	26,225,821	3.76	697,227,173	71.68%	32,342,437
17. To renew the Company's authority to purchase its own ordinary shares	716,636,592	98.24	12,836,211	1.76	729,472,803	75.00%	96,807
18. THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice	655,631,499	89.88	73,860,647	10.12	729,492,146	75.00%	77,464