

## 3i GROUP PLC ANNUAL GENERAL MEETING

**Thursday 29 June 2017**

The Annual General Meeting for 2017 of 3i Group plc was held on Thursday 29 June 2017 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 and the reports of the Directors and the Auditor for the year to 31 March 2017 be and they are hereby received and considered	716,434,203	99.96%	294,034	0.04%	716,728,237	73.68%	2,122,255
2. THAT the Directors' remuneration report (other than the part containing the Directors' remuneration policy) for the year to 31 March 2017 be and it is hereby approved	693,120,571	96.56%	24,658,579	3.44%	717,779,150	73.78%	1,071,340
3. THAT the Directors' remuneration policy in the form set out in the Directors' remuneration report be and it is hereby approved	684,177,712	95.32%	33,578,863	4.68%	717,756,575	73.78%	1,094,463
4. THAT a final dividend of 18.5p 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 16 June 2017	718,597,852	99.97%	206,420	0.03%	718,804,272	73.89%	46,220
5. THAT Mr J P Asquith be and he is hereby reappointed as a Director of the Company	698,468,294	97.18%	20,296,127	2.82%	718,764,421	73.88%	86,070

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6. THAT Mrs C J Banzky be and she is hereby reappointed as a Director of the Company	713,485,551	99.27%	5,278,764	0.73%	718,764,315	73.88%	86,177
7. THAT Mr S A Borrows be and he is hereby reappointed as a Director of the Company	709,674,459	98.73%	9,094,575	1.27%	718,769,034	73.89%	81,458
8. THAT Mr S W Daintith be and he is hereby reappointed as a Director of the Company	714,569,015	99.42%	4,191,587	0.58%	718,760,602	73.88%	89,890
9. THAT Mr P Grosch be and he is hereby reappointed as a Director of the Company	691,371,797	96.19%	27,386,528	3.81%	718,758,325	73.88%	92,167
10. THAT Mr D A M Hutchison be and he is hereby reappointed as a Director of the Company	714,813,045	99.45%	3,945,881	0.55%	718,758,926	73.88%	91,566
11. THAT Mr S R Thompson be and he is hereby reappointed as a Director of the Company	705,792,193	98.27%	12,426,221	1.73%	718,218,414	73.83%	632,077
12. THAT Mrs J S Wilson be and she is hereby reappointed as a Director of the Company	707,556,552	98.58%	10,209,450	1.42%	717,766,002	73.78%	84,490
13. 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	661,101,196	94.11%	41,379,986	5.89%	702,481,182	72.21%	16,369,608

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14. THAT the Board, acting through the Audit and Compliance Committee, be and it is hereby authorised to fix the Auditor's remuneration	647,303,411	92.18%	54,940,809	7.82%	702,244,220	72.19%	16,606,570
15. To renew the authority to incur political expenditure	711,572,587	99.17%	5,983,158	0.83%	717,555,745	73.76%	1,295,047
16. To increase the aggregate annual limit on Directors' fees	702,063,724	97.68%	16,652,550	2.32%	718,716,274	73.88%	132,717
17. To renew the Directors' authority to allot shares	688,418,070	96.27%	26,695,334	3.73%	715,113,404	73.51%	3,735,888
<b>Special Resolutions</b>							
18. To renew the Directors' authority to allot shares for cash	717,983,324	99.90%	748,429	0.10%	718,731,753	73.88%	117,454
19. To give further authority to allot shares for cash	708,581,569	98.59%	10,149,276	1.41%	718,730,845	73.88%	118,361
20. To renew the Company's authority to purchase its own ordinary shares	708,950,831	98.78%	8,731,489	1.22%	717,682,320	73.77%	1,166,671
21. THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice	661,756,298	92.09%	56,829,837	7.91%	718,586,135	73.87%	264,656