

3i GROUP PLC ANNUAL GENERAL MEETING

Wednesday 7 July 2010

The Annual General Meeting for 2010 of 3i Group plc was held on Wednesday 7 July 2010 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 with large majorities as follows:

Ordinary Resolutions	For	Against	Abstain
1. THAT the Company's Accounts for the year to 31 March 2010 and the Directors' report, the Auditors' report and the auditable part of the Directors' remuneration report be and they are hereby received and considered	670,714,027	1,457,897	285,570
2. THAT the Directors' remuneration report for the year to 31 March 2010 be and it is hereby approved	658,610,064	12,491,976	355,454
3. THAT a final dividend of 2.0p 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 18 June 2010	671,785,794	29,342	642,358
4. THAT Mr J M Allan be and he is hereby reappointed as a Director of the Company	670,002,841	1,099,486	1,355,167
5. THAT Mr A R Cox be and he is hereby reappointed as a Director of the Company	670,032,560	1,069,580	1,355,354
6. THAT Mr R H Meddings be and he is hereby reappointed as a Director of the Company	670,022,837	1,080,661	1,353,996
7. THAT Mr W Mesdag be and he is hereby reappointed as a Director of the Company	670,764,878	331,306	1,361,310
8. THAT Sir Adrian Montague be and he is hereby reappointed as a Director of	670,229,045	855,546	1,372,903

the Company			
9. THAT Mme C J M Morin-Postel be and she is hereby reappointed as a Director of the Company	669,988,251	1,120,623	1,348,620
10. THAT Mr M J Queen be and he is hereby reappointed as a Director of the Company	657,187,255	13,606,379	1,663,860
11. THAT Mr R W A Swannell be and he is hereby reappointed as a Director of the Company	670,034,405	1,054,917	1,368,172
12. THAT Mrs J S Wilson be and she is hereby reappointed as a Director of the Company	670,761,239	331,019	1,365,236
13. 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	659,782,446	3,665,883	8,009,165
14. THAT the Board be and it is hereby authorised to fix the Auditors' remuneration	669,984,772	1,801,614	671,108
15. To renew the authority to incur political expenditure	652,258,982	19,761,026	437,486
16. To renew the Directors' authority to allot shares	663,969,423	4,008,879	4,479,192
Special Resolutions			
17. To renew the Directors' authority to allot shares for cash	671,678,759	482,323	296,412
18. To renew the Company's authority to purchase its own ordinary shares	670,659,674	1,631,510	166,310
19. To renew the Company's authority to purchase its own B Shares	672,083,831	191,123	182,540
20. THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days'	643,443,079	27,626,866	1,387,549

notice			
21. To adopt new Articles of Association	662,484,639	1,022,586	7,950,269