

### 3i GROUP PLC ANNUAL GENERAL MEETING

Wednesday 9 July 2008

The Annual General Meeting for 2008 of 3i Group plc was held on Wednesday 9 July 2008 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 2008 and the Directors' report, the Auditors' report and the auditable part of the Directors' remuneration report be and they are hereby received and considered	230,639,786	830,223	796,147
2. THAT the Directors' remuneration report for the year to 31 March 2008 be and it is hereby approved	215,956,735	4,215,049	12,093,371
3. THAT a final dividend of 10.9 pence 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 20 June 2008	231,708,643	16,684	540,829
4. THAT Mr W Mesdag be and he is hereby reappointed as a Director of the Company	228,821,521	2,835,468	608,695
5. THAT Mr S P Ball be and he is hereby reappointed as a Director of the Company	229,086,860	2,581,768	597,528
6. THAT Lord Smith of Kelvin be and he is hereby reappointed as a Director of the Company	228,768,163	2,896,181	601,812
7. THAT Mr O H J Stocken be and he is hereby reappointed as a Director of the Company	228,729,289	2,929,390	607,477
8. THAT Ernst & Young LLP be and they are hereby reappointed as Auditors	230,842,683	854,140	569,333

of the Company to hold office until the conclusion of the next General Meeting at which Accounts are laid before the Members			
9. THAT the Board be and it is hereby authorised to fix the Auditors' remuneration	230,987,439	702,559	575,821
10. To renew the authority to incur political expenditure	228,529,124	2,724,727	1,012,305
11. To renew the Directors' authority to allot shares	228,566,879	3,105,485	593,792
<b>Special Resolutions</b>			
12. To renew the Directors' authority to allot shares for cash	230,854,670	508,959	902,527
13. To renew the Company's authority to purchase its own ordinary shares	231,586,228	110,940	568,988
14. To renew the Company's authority to purchase its own B Shares	229,822,279	1,857,764	586,113
15. To adopt new Articles of Association	224,729,134	3,678,725	1,203,026