

3i GROUP PLC ANNUAL GENERAL MEETING

Wednesday 6 July 2011

The Annual General Meeting for 2011 of 3i Group plc was held on Wednesday 6 July 2011 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	For	Against	Abstain
1. THAT the Company's Accounts for the year to 31 March 2011 and the Directors' report, the Auditors' report and the auditable part of the Directors' remuneration report be and they are hereby received and considered	665,676,328	1,600,184	54,508
2. THAT the Directors' remuneration report for the year to 31 March 2011 be and it is hereby approved	613,169,956	48,910,947	5,250,117
3. THAT a final dividend of 2.4p 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 17 June 2011	666,744,138	23,562	563,320
4. THAT Mr J P Asquith be and he is hereby reappointed as a Director of the Company	643,127,290	3,972,599	20,231,131
5. THAT Mr A R Cox be and he is hereby reappointed as a Director of the Company	664,397,664	2,744,656	188,700
6. THAT Mr R H Meddings be and he is hereby reappointed as a Director of the Company	664,398,901	2,741,835	190,284
7. THAT Mr W Mesdag be and he is hereby reappointed as a Director of the Company	663,150,092	3,991,462	189,466
8. THAT Sir Adrian Montague be and he is hereby reappointed as a Director of the Company	638,718,467	8,390,555	20,221,998

9. THAT Mr M J Queen be and he is hereby reappointed as a Director of the Company	624,539,315	22,577,778	20,213,927
10. THAT Mrs J S Wilson be and she is hereby reappointed as a Director of the Company	664,326,512	2,828,793	175,715
11. 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	654,490,454	1,681,396	11,159,170
12. THAT the Board be and it is hereby authorised to fix the Auditors' remuneration	666,412,376	282,912	635,447
13. To renew the authority to incur political expenditure	639,376,511	27,266,760	687,749
14. To renew the Directors' authority to allot shares	653,716,055	12,285,011	1,329,954
15. To renew the 3i Group Discretionary Share Plan for a further 10 years.	411,641,512	195,898,543	59,790,958
Special Resolutions			
16. To renew the Directors' authority to allot shares for cash	660,991,132	6,104,751	235,137
17. To renew the Company's authority to purchase its own ordinary shares	666,063,350	1,185,966	81,704
18. To renew the Company's authority to purchase its own B Shares	666,356,379	179,170	795,471
19. THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice	638,607,399	28,644,344	79,277