

## COMPANIES ACT 2006

### Ordinary and Special Resolutions of 3i Group plc passed at the Annual General Meeting on Friday 29 June 2012

At the Annual General Meeting of 3i Group plc duly convened and held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Friday 29 June 2012, the following Resolutions constituting special business were passed:

#### ORDINARY RESOLUTIONS:

**Resolution 14:** THAT the Company and any company which is or becomes a subsidiary of the Company at any time during the period for which this resolution has effect be and is hereby authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £20,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £20,000 in total; and
- (c) incur political expenditure not exceeding £20,000 in total,

during the period until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 28 September 2013) PROVIDED THAT the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £20,000. Any terms used in this resolution which are defined in part 14 of the Companies Act 2006 shall bear the same meaning for the purposes of this resolution.

**Resolution 15:** THAT, the Directors be generally and unconditionally authorised, in substitution for all subsisting authorities, to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (a) up to a nominal amount of £238,000,000 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £476,000,000 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,



such authorities to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 28 September 2013) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

## SPECIAL RESOLUTIONS

**Resolution 16:** THAT the Company's current Articles of Association be amended as follows:

- (i) Article 116(B) shall be amended by deleting the words "but so that capital profits and surpluses arising from the realisation of investments shall not be available for dividend or distribution save for distribution by way of redemption or purchase by the company of any of its shares in accordance with the Companies Acts";
- (ii) the words "Capital Reserve and" shall be deleted from the heading immediately before Article 126; and
- (iii) Article 126 shall be amended such that:
  - (a) it shall be renamed "Determination as to Capital or Income"; and
  - (b) Articles 126(A), 126(B) and 126(C) shall be deleted and replaced by the following article 126:

"The board may determine whether any amount received by the company is to be dealt with as income or capital or partly one and partly the other. The board may determine whether any cost, liability or expense (including any costs withheld or sums expended in connection with the management of assets of the company or any interest charge) is to be treated as a cost, liability or expense chargeable to capital or to revenue or partly one and partly the other having regard, inter alia, to the investment objectives of the company"

and that the current Articles of Association as so amended shall continue in full force and effect as the Articles of Association of the Company.

**Resolution 17:** THAT, if resolution 15 is passed, the Directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by resolution 15 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 15, by way of a rights issue only):
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary,



and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) in the case of the authority granted under paragraph (a) of resolution 15 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares up to a nominal amount of £35,800,000,

such power to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 28 September 2013) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

**Resolution 18:** THAT the Company be authorised to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 73 19/22p each ("Ordinary Shares") such power to be limited:

- (a) to a maximum number of 97,000,000 Ordinary Shares;
- (b) by the condition that the minimum price which may be paid for an Ordinary Share is the nominal amount of that share; and
- (c) by the condition that the maximum price which may be paid for an Ordinary Share is the highest of:
  - (i) an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and
  - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out,

in each case, exclusive of expenses,

such authority to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 28 September 2013) but in each case so that the Company may enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after the authority ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the authority had not ended.

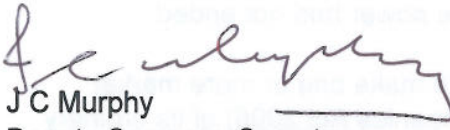
**Resolution 19:** THAT the Company be authorised to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its B shares in issue at the date of this notice PROVIDED THAT:

- (a) the Company does not purchase under this authority more than 4,635,018 B shares;
- (b) the Company does not pay for each such B share less than one penny;
- (c) the Company does not pay for each such B share more than 131.7625p;

- (d) this authority will (unless renewed) apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 28 September 2013); and
- (e) in each case, the Company may enter into a contract to purchase B shares under this authority before this authority ends which will or may be completed or executed wholly or partly after the authority ends and the Company may purchase B shares pursuant to such contract as if the authority had not ended.

**Resolution 20: THAT** a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

For and on behalf of  
3i Group plc

  
J.C. Murphy  
Deputy Company Secretary