Registered No 1142830

COMPANIES ACT 2006

Ordinary and Special Resolutions of 3i Group plc passed at the Annual General Meeting on Thursday 29 June 2023

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 Thursday 29 June 2023, the following Resolutions constituting special business were passed:

ORDINARY RESOLUTIONS:

Resolution 3: **THAT** the Directors' remuneration policy in the form set out in the Directors' remuneration report be and it is hereby approved.

Resolution 4: **THAT** the limit on the aggregate of all fees paid to Directors pursuant to Article 90 of the Company's Articles of Association (excluding amounts payable under any other provision of the Articles) be increased from £1,000,000 to £1,250,000 per annum.

Resolution 17: **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 authorised to:

(a) make political donations to political parties and/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 2024) 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 18: **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 £239,642,253 (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 £479,284,506 (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 2024) 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 19: **THAT**, if resolution 18 is passed, the Directors be given the power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by resolution 18 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 18, 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 18 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 £35,946,338,

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 2024) 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 20: **THAT**, if resolution 18 is passed, the Directors be given the power in addition to any power granted under resolution 19 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority granted under paragraph (a) of resolution 18 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:

(a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £35,946,338; and
(b) used only for the purposes of financing a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice or for the purposes of refinancing such a transaction within twelve months of it taking place, 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 2024) 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 21: **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 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 purchase 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 2024) but in each case so that the Company may enter into a contract to purchase ordinary shares which would or might 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 22: **THAT** a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.