

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you are resident elsewhere, another appropriately authorised financial adviser.

If you have sold or transferred, or sell or transfer prior to 4.30 pm on 5 August 2009, your entire holding of B Shares, please send this booklet, together with any Form of Election accompanying it, to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. The distribution of these documents in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe those restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of those jurisdictions.

Merrill Lynch International, which is authorised and regulated by the Financial Services Authority, is acting for 3i and for no-one else in connection with the Broker's Offer (defined below). Merrill Lynch International will not be responsible to anyone other than 3i for providing the protections given to Merrill Lynch International's customers or for giving advice in relation to the Broker's Offer or any other matter referred to in this booklet.



3i Group plc

2009 Offer for B Shares

To: All B Shareholders

What you need to do

One of 3i's brokers, Merrill Lynch International (the "Broker"), intends to make an offer on 10 August 2009 to purchase B Shares at a price of 127p per B Share. This offer is called the "Broker's Offer".

If you want to sell some or all of your B Shares in the Broker's Offer, you must complete and return an orange Form of Election or, if you hold your B Shares in CREST, you must issue an instruction to that effect in CREST.

You can choose to keep all your B Shares, in which case you should do nothing.

This booklet tells you what the terms of the Broker's Offer are, and gives you more information on how to participate in it. You should read the whole booklet before taking any action.

What documents should I have?

If your B Shares are held in certificated form (that is, you have share certificates for them, or you were issued with certificates but you have lost them), please check that, in addition to this booklet, you have:

- 1 an orange Form of Election (a "Form of Election"); and
- 2 a reply-paid envelope.

If either document is missing, or you have lost your B Share certificate(s), please contact the Shareholder Helpline on 0871 384 2232 (or +44 121 415 7187 if calling from outside the UK) between 8.30 am and 5.30 pm on any Business Day. Calls are charged at 8p per minute from a BT landline. Call charges on other networks may vary.

1. Questions and answers

What are my choices?

You must decide now if you want to (1) participate in the Broker's Offer, or (2) keep some or all of your B Shares.

If you decide to keep some B Shares, you will continue to receive the annual fixed dividend on those B Shares and you may be able to participate in future offers for the B Shares. However, there can be no assurance that any further offer will be made.

How do I participate in the Broker's Offer?

If you hold your B Shares in certificated form, you must send the following to 3i's registrars, Equiniti, to be received before 4.30 pm on 5 August 2009:

- 1 a valid Form of Election, completed and signed; and
- 2 your B Share certificate(s), or a letter of indemnity if you have lost your certificate(s). Contact the Shareholder Helpline (details below) if you need a letter of indemnity.

You will find information on how to complete and return the Form of Election on the back of the form.

If you hold your B Shares in CREST, you must issue an instruction in accordance with Section 3 (Participating in the Broker's Offer via CREST). Instructions in CREST regarding the Broker's Offer must be received by 4.30 pm on 5 August 2009.

You cannot participate in the Broker's Offer if you are an Excluded Overseas B Shareholder. (This expression is defined on page 7. It includes residents, citizens and nationals of Australia, Canada, Japan and the US.) Excluded Overseas B Shareholders should not return a Form of Election or issue any instruction in CREST in respect of their B Shares. Other non-UK B Shareholders should refer to the paragraph entitled "Non-United Kingdom B Shareholders" on page 4.

You should read all of this booklet, and section 2 (Details of the Broker's Offer) in particular, before taking any action.

What if I want to keep my B Shares?

If you wish to retain all of your B Shares, you should do nothing.

If I keep my B Shares, will there be another offer?

It is expected that at least one further offer to purchase B Shares will be made, since 3i expects at some stage to exercise its right, under 3i's articles of association, to force the sale to a third party of any remaining B Shares. 3i would then acquire those B Shares from that third party. 3i can exercise this right from 14 July 2009 but may not do so until 2012 or later. There is no guarantee that another offer will be made at all.

If I sell my B Shares in the Broker's Offer, will I still get my dividend?

Yes. The dividend record date for the B Shares was 3 July 2009 (before the expected date of the Broker's Offer). You will receive payment on or around 14 July 2009.

Will I pay tax if I sell my B Shares in the Broker's Offer?

Please see section 4 (UK tax information) on page 6.

What if I still have questions?

If you have any queries in relation to the Broker's Offer or the Form of Election, you may call the Shareholder Helpline on 0871 384 2232 (or +44 121 415 7187 if calling from outside the UK) between 8.30 am and 5.30 pm on any Business Day. Calls are charged at 8p per minute from a BT landline. Call charges on other networks may vary. The Shareholder Helpline will not provide advice on the merits of the Broker's Offer or give any financial or tax advice.

If you are in any doubt about any of the contents of this booklet, you should obtain independent professional advice.

2. Details of the Broker's Offer

General information

Under the Broker's Offer, B Shareholders may elect to have some or all of their B Shares purchased by the Broker, acting as principal, on 10 August 2009, at 127p per B Share, free of all dealing expenses and commissions.

B Shareholders who elect to participate in the Broker's Offer in respect of any B Shares will not receive any accrued dividend on those B Shares for the period from 15 July 2009 up to the date of sale. However, B Shareholders who held their shares on 3 July 2009 will have received a dividend payment on or around 14 July 2009 in respect of the fixed dividend for the year ended 14 July 2009.

Following completion of the Broker's Offer, the Broker will have the right to require 3i to purchase from the Broker, at a price of 127p per B Share (plus any applicable dealing expenses and commissions), any B Shares purchased from B Shareholders under the Broker's Offer. If B Shares are sold by the Broker to 3i, they will be cancelled and not held as treasury shares.

Record date and payment

The Broker's Offer will be made by reference to holdings of B Shares on the B Share register of members as at 6 pm on 5 August 2009. 3i may set an alternative time and date.

It is expected that B Shareholders whose B Shares are purchased under the Broker's Offer will be sent cheques and sales advices, or CREST accounts will be credited with the proceeds, on or around 13 August 2009.

Terms and conditions

The following terms and conditions apply to the Broker's Offer:

- 1 No contract will arise for the sale and purchase of any B Shares pursuant to the Broker's Offer unless and until the Broker completes the purchase of B Shares pursuant to the Broker's Offer as principal by way of an announcement. The announcement constitutes acceptance of an offer by B Shareholders electing to participate in the Broker's Offer in relation to their B Shares. The announcement is expected to be made on 10 August 2009. It will be made through a Regulatory Information Service which is approved by the FSA as meeting the Primary Information Provider criteria and which is on the list of Regulatory Information Services approved by the FSA.
- 2 The Form of Election, the giving of instructions within CREST in relation to the Broker's Offer and all contracts resulting from them will be governed by and construed in accordance with English law.
- 3 If you execute the Form of Election or issue an instruction within CREST in relation to the Broker's Offer:
 - (a) you cannot revoke your decision to participate in the Broker's Offer;
 - (b) you irrevocably appoint 3i and/or any director of 3i as your attorney and/or agent with authority to exercise all rights, powers and privileges attached to your B Shares and to do all acts and things and to execute all documents as the attorney and/or agent consider necessary to give effect to your election to participate in the Broker's Offer; and
 - (c) you submit, in relation to all matters arising out of or in connection with the Broker's Offer and the exercise of the powers of any attorney or agent appointed under these terms and conditions, to the exclusive jurisdiction of the English courts.
- 4 If you execute the Form of Election or issue an instruction within CREST in relation to the Broker's Offer, you irrevocably represent, warrant, undertake and agree that:
 - (a) you have full power and authority to tender, sell, assign and transfer the B Shares to which the Form of Election or instructions within CREST relate and that the Broker will acquire the B Shares free and clear from all liens, charges, restrictions, claims, equitable interests and encumbrances;
 - (b) you will do all other things and execute any additional documents which may be necessary or, in the opinion of the Broker, desirable to effect the purchase of the B Shares by the Broker and/or to perfect any of the authorities expressed to be given under the Form of Election or CREST instructions;
 - (c) you are not a resident in, or a citizen or national of, any of the Excluded Countries or a trustee, custodian or nominee holding B Shares on behalf of such a person;
 - (d) you have observed the laws of all relevant territories, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due from you in connection with the transfer of B Shares or election for the Broker's Offer in any territory; and
 - (e) you have not taken or omitted to take any action which may result in 3i, the Broker, Equiniti or anyone else breaching the legal or regulatory requirements of any territory in connection with the Broker's Offer or your participation in it.

2. Details of the Broker's Offer (continued)

Terms and conditions (continued)

- 5 The Broker, 3i and their respective agents shall not have any liability whatsoever to you in respect of acts done or omitted to be done by them on your behalf in connection with the instructions given to them by you under the Form of Election, or otherwise in relation to the Broker's Offer, unless there has been wilful default, fraud or negligence on the part of the Broker, 3i or their respective agents.
- 6 No authority conferred by or agreed to by executing the Form of Election or the issuing of instructions within CREST in relation to the Broker's Offer shall be affected by, and that authority shall survive, the death or incapacity of the B Shareholder executing the form or issuing the instructions. All obligations of the B Shareholder shall be binding upon the heirs, personal representatives, successors and assigns of the B Shareholder.
- 7 Equiniti, as 3i's agents, will determine all questions as to the form and validity (including time of receipt) of a Form of Election in their discretion. That determination shall be final and binding. A Form of Election returned in an envelope postmarked from any of the Excluded Countries or otherwise appearing to Equiniti to be sent from those jurisdictions will not be accepted as a valid election. Forms of Election which are incorrectly completed may be rejected and returned to you or your appointed agents.
- 8 3i reserves the right, in its absolute discretion, to waive any defect or irregularity in relation to the completion of, or the receipt of, a Form of Election completed by you, unless the form is postmarked or otherwise dispatched from any of the Excluded Countries. 3i's decision shall be final and binding on you.
- 9 Neither 3i nor any of its agents shall be liable to you for any loss arising from the determination of questions as to the form and validity (including time of receipt) of any Form of Election, unless the loss is attributable to their own wilful default, fraud or negligence. Neither 3i nor any of its agents are under any duty to notify you of any defect or irregularity in any Form of Election. If they do notify you, they will not be liable to you in respect of that notification.
- 10 If you hold your B Shares in certificated form, the proceeds from the sale of your B Shares will be paid by cheque posted to your registered address. You bear the risk that any cheque is lost or stolen.
- 11 If you participate in the Broker's Offer, you will be treated by the Broker as a "corporate finance contact" (as defined by the FSA in its Handbook of Rules and Guidance). The Broker will not act on your behalf and you will not be a "client" (as defined by the FSA in its Handbook of Rules and Guidance) of the Broker. Under no circumstances will the Broker be responsible to you for providing any of the protections provided to "clients", nor will it advise you on the merits of the Broker's Offer.

Non-United Kingdom B Shareholders

The distribution of this booklet in certain jurisdictions may be restricted by law. Persons into whose possession this booklet comes should observe the laws of those jurisdictions. Neither this booklet nor any other document issued or to be issued by or on behalf of 3i in connection with the purchase of B Shares constitutes an invitation, offer, or other action on the part of 3i either in the United States of America or in any jurisdiction in which such an invitation, offer or other action is unlawful. Any purported participation in the Broker's Offer by a B Shareholder in any of those jurisdictions is invalid.

The provisions relating to non-UK B Shareholders may be waived, varied or modified as regards specific B Shareholders or on a general basis by 3i in its absolute discretion.

3i share schemes

Certain participants in The 3i Group Deferred Bonus Plan, The 3i Group Discretionary Share Plan and The 3i Group Share Incentive Plan will receive a separate communication explaining how the Broker's Offer affects their participation in the relevant scheme(s). If you hold share options under these or other 3i share schemes your options will not be affected by the Broker's Offer.

3. Participating in the Broker's Offer via CREST

B Shareholders (other than Excluded Overseas B Shareholders) who hold B Shares in CREST and who wish to participate in the Broker's Offer in respect of some or all of their B Shares should use the following procedure. The prescribed form of election is a USE instruction which, on its settlement, will have the effect of crediting a stock account of Equiniti under the participant ID and member account ID specified below with the number of B Shares to be purchased.

The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the information required for CREST settlements, the following:

- 1 number of B Shares to which the election relates;
- 2 participant ID of the holder of the B Shares;
- 3 member account ID of the holder of the B Shares from which B Shares are to be debited;
- 4 Equiniti's participant ID. This is 5RA87;
- 5 Equiniti's member account ID. This is RA985501;
- 6 ISIN of the B Shares. This is ISIN GB00B16PRC61;
- 7 intended settlement date. This must be by 4.30 pm on 5 August 2009;
- 8 corporate action number. This is allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST; and
- 9 input with standard delivery instruction priority of 80.

For a CREST election to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle by 4.30 pm on 5 August 2009.

If the B Shares to which any Form of Election relates are currently held in certificated form and are subsequently dematerialised into CREST before 4.30 pm on 5 August 2009 (or a later time and/or date fixed by 3i), the election made in the Form of Election will become ineffective. If you consequently hold your B Shares in CREST, you will need to submit a valid instruction within CREST in accordance with the instructions set out above in place of your previously submitted Form of Election by 4.30 pm on 5 August 2009.

If the B Shares to which any instruction within CREST relates are currently held in CREST and are subsequently rematerialised into certificated form before 4.30 pm on 5 August 2009 (or a later time and/or date fixed by 3i), the instruction issued will become ineffective. If you consequently hold your B Shares in certificated form, you will need to submit a valid Form of Election by 4.30 pm on 5 August 2009. Forms of Election can be obtained by telephoning Equiniti on 0871 384 2232 (or +44 121 415 7187 if calling from outside the UK) between 8.30 am and 5.30 pm on any Business Day. Calls are charged at 8p per minute from a BT landline. Call charges on other networks may vary.

4. UK tax information

The summary below is intended as a general guide only and is based on current United Kingdom tax law and HM Revenue and Customs ("HMRC") practice. Save where expressly provided, the summary applies only to B Shareholders who are resident and, in the case of individuals, ordinarily resident and domiciled in the UK for tax purposes and who hold their B Shares beneficially as investments (and not as securities to be realised in the course of a trade), who participate in the Broker's Offer. This summary assumes that no relevant changes will be made to the Finance Bill 2009 between the date of this booklet and the enactment of the Finance Act 2009.

If you have acquired ordinary shares in 3i or B Shares by reason of your or another's office or employment, you are likely to be subject to "Part 7 – Employment Income: Income and Exemptions relating to securities" of the Income Tax (Earnings and Pensions) Act 2003 and to that extent the summary below does not apply.

The summary does not deal with the position of certain classes of B Shareholders, such as dealers in securities, insurance companies and trusts.

If you are in any doubt as to your tax position, or you are subject to a tax in a jurisdiction other than the United Kingdom, you should consult an appropriate professional adviser.

Broker's Offer

If you sell B shares to the Broker pursuant to the Broker's Offer, the sale should be treated as a normal third-party disposal for UK tax purposes. Accordingly:

- 1 if you sell all or part of your holding of B Shares under the Broker's Offer, you should crystallise a disposal of the B Shares you have sold for the purpose of UK taxation of chargeable gains ("CGT"). This may, depending on individual circumstances, give rise to a liability to CGT. Any gain or loss will be calculated by reference to the difference between the purchase price and your base cost, for CGT purposes, in the B Shares you sell. If you acquired your B Shares as part of 3i's returns of cash in 2006 or 2007, information about how to determine your CGT base cost is on 3i's investor relations website (www.3igroup.com);
- 2 no part of the proceeds you receive from the Broker's Offer should be an income distribution in your hands;
- 3 if you are an individual, the amount of tax payable by you as a consequence of accepting the Broker's Offer will depend on your personal tax position. No CGT will be payable on any gain realised on a disposal of B Shares if the amount of the chargeable gain, when aggregated with other chargeable gains realised by you in the same year of assessment (after taking account of any available exemptions and allowable losses), does not exceed the annual allowance for tax free capital gains (£10,100 for the tax year 2009/2010). Broadly, any gains in excess of this amount will be taxed at 18%; and
- 4 a corporate B Shareholder is taxable on all of its chargeable gains, subject to the availability of any exemptions or reliefs. Corporate B Shareholders are entitled to indexation allowance up to the date the chargeable gain is realised.

Where you hold both 2006 B Shares and 2007 B Shares

If you dispose of B Shares that were issued in July 2007 at a time when you own B Shares that were issued in July 2006 (or vice versa), special share pooling and/or share identification rules may apply, including rules which determine which of the B Shares are deemed to be disposed of first for tax purposes. These rules are relevant where you dispose of some but not all of your B Shares. Further details about these special rules are on 3i's investor relations website (www.3igroup.com).

When a capital receipt might be treated as income

Chapter 1 of Part 13 Income Tax Act 2007 ("Chapter 1") permits HMRC in certain circumstances to issue an individual or trustee B Shareholder who is resident (for tax purposes) in the UK with a notice stating that it will tax what would otherwise be a capital receipt as a receipt of income. 3i has not applied for clearance from HMRC to confirm that Chapter 1 will not apply to a receipt by a B Shareholder of the proceeds of the Broker's Offer. However, having consulted leading Tax Counsel, 3i does not expect that Chapter 1 would apply to B Shareholders who elect to participate in the Broker's Offer, in the absence of particular circumstances affecting your position.

Stamp Duty and Stamp Duty Reserve Tax

If you sell B Shares under the Broker's Offer, you will not have any liability to stamp duty or SDRT as a result.

5. Definitions

“3i”	3i Group plc;
“B Shareholder” or “you”	a holder of B Shares, and “your” should be read in that context;
“B Shares”	the cumulative preference shares of one penny each in the capital of 3i in issue at the date of this booklet;
“Broker”	Merrill Lynch International;
“Broker’s Offer”	the offer expected to be made on 10 August 2009 by which the Broker, acting as principal, will purchase B Shares;
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which commercial banks are open for general business in London;
“CREST”	the relevant system (as defined in the Uncertificated Securities Regulations 2001) in respect of which Euroclear is the Operator (as defined in those regulations);
“Equiniti”	Equiniti Limited, 3i’s registrars and receiving agents for the Broker’s Offer;
“Euroclear”	Euroclear UK & Ireland Limited;
“Excluded Countries”	Australia, Canada, Japan and the United States of America;
“Excluded Overseas B Shareholders”	B Shareholders who are resident in, or citizens or nationals of, the Excluded Countries or are a nominee, trustee or custodian for such a resident, citizen or national;
“Form of Election”	the orange form of election for holders of B Shares in certificated form which, if it is applicable to you, is enclosed with this booklet;
“FSA”	Financial Services Authority;
“ISIN”	International Securities Identification Number;
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland; and
“USE instruction”	Unmatched Stock Event instruction.

3i Group plc

8 July 2009

