

**3i Group plc**

Extraordinary General Meeting to be held on Wednesday 12 July 2006 at 10.45 a.m.

Summary of Forms of Proxy received by Monday 10 July 2006 at 10.45 a.m,  
being 48 hours before the time of the meeting, and subject to Regulation 41 of the Uncertificated Securities Act 2001,  
at Lloyds TSB Registrars.

Resolution	For				Against				Discretion				Abstain			
	No. of Cards	No. of Votes	% of Vote	% of Cap	No. of Cards	No. of Votes	% of Vote	% of Cap	No. of Cards	No. of Votes	% of Vote	% of Cap	No. of Cards	No. of Votes	% of Vote	% of Cap
<b>1. B Share issue, share capital consolidation, authority for market purchases of B Shares and amendment to Articles of Association</b>	8,032	319,865,819	96.13%	58.04%	274	845,187	0.25%	0.15%	926	938,463	0.28%	0.17%	95	11,127,524	3.34%	2.02%

NB. All percentage figures are rounded to 2 decimal places

This vote includes those of the SIP participants

**3i Group plc**

Extraordinary General Meeting to be held on Wednesday 12 July 2006 at 10.45 am

Summary of Forms of Direction (SIP) received by Monday 10 July 2006 at 10.45am  
at Lloyds TSB Registrars.

<b>Resolution</b>	<b>For</b>		<b>Against</b>		<b>Abstain</b>	
	No. of Cards	No. of Votes	No. of Cards	No. of Votes	No. of Cards	No. of Votes
<b>1</b>	69	132,742	1	2,566	0	0