

COMPANIES ACT 2006

Ordinary and Special Resolutions of 3i Group plc passed at a General Meeting on Wednesday 27 May 2009

At a General Meeting of 3i Group plc duly convened and held at the offices of J.P. Morgan Cazenove, 20 Moorgate, London, EC2R 6DA on Wednesday 27 May 2009, the following Resolutions were passed:

ORDINARY RESOLUTIONS:

1. THAT subject to and conditional upon resolutions 2 and 3 being passed the authorised ordinary share capital of the Company be and is hereby increased from £409,999,850 to £814,641,604 by the creation of an additional 547,822,682 ordinary shares of 73 19/22 pence each in the capital of the Company.
2. THAT subject to and conditional upon resolutions 1 and 3 being passed and in addition to, and not in substitution for, any existing authority the directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £404,641,755 in connection with the Rights Issue (as such term is defined in the Circular);

provided that the authority granted in this resolution shall expire (unless renewed, varied or revoked by the Company in general meeting) on the date being 15 months from the passing of this resolution or, if earlier, at the conclusion of the annual general meeting of the Company next following the annual general meeting to be held in 2009, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION:

3. THAT subject to and conditional upon resolutions 1 and 2 being passed and in addition to, and not in substitution for, any existing authority the directors are hereby empowered, pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94 of the Act) for cash, in connection with the Rights Issue (as such term is defined in the Circular) pursuant to the authority conferred by resolution 3, as if sub-section (1) of section 89 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £404,641,755,

provided that the authority granted in this resolution shall expire (unless renewed, varied or revoked by the Company in general meeting) on the date being 15 months from the passing of this resolution or, if earlier, at the conclusion of the annual general meeting of the Company next following the annual general meeting to be held in 2009, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if this authority had not expired.

ORDINARY RESOLUTION:

4. THAT subject to and conditional upon resolutions 1, 2 and 3 being passed the amendment to The 3i Group Discretionary Share Plan, as summarised in Part 1 of the Circular, be and it is hereby approved and the directors be and they are hereby authorised to do all such acts and things as may be necessary to carry the same into effect.