

3i Group plc General Meeting Proxy Form for Voting



When you have completed and signed this form, please return it to the address overleaf (no stamp is required) or, if you prefer, place it in an envelope addressed to "FREEPOST SEA 10855, Equiniti, Aspect House, Spencer Road, LANCING, BN99 6ZX" (again, no stamp is required). Please post your form by 18 May 2009 to ensure it arrives in time. To be valid, this form must be received at Equiniti no later than 9:30 am on 25 May 2009.

Voting ID

Task ID

Reference Number

Voting electronically
You can now appoint a proxy and give voting instructions electronically at www.sharevote.co.uk using the above numbers.

Notes to assist you in completing your proxy form

Your rights Members of 3i Group plc entered on the Company's ordinary share register at 6.00 pm on 25 May 2009 are entitled to attend and vote at the General Meeting ("GM"). If you are no longer on the Company's Register of Members at that time, you will not be entitled to attend. If you attend in person, you do not need to complete a proxy form.

What is a "proxy"? If you cannot or do not wish to attend the GM, you may appoint someone else to attend for you. That person is known as a "proxy". You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. A proxy need not be a member of the Company.

Voting If you attend the GM, you may speak and vote at it. If you appoint a proxy, that person can attend, speak and vote on your behalf. If you wish your proxy to vote in a particular way, insert an X in the relevant "For", "Against" or "Abstain" boxes shown on the proxy form. If you do not indicate how you wish your proxy to vote, your proxy will have the authority to vote or abstain as he/she thinks fit on the resolutions. Your proxy will have discretion to vote or abstain from voting, on any other business which may properly come before the GM (including, without limitation, any amendments to the resolutions, any adjustment or procedural motion), unless you indicate otherwise.

Appointing a proxy The proxy form makes provision for you to appoint the Chairman of the GM as your proxy. If you wish to appoint someone else as your proxy, insert the name of that other person in the blank space provided and delete the words "the Chairman of the Meeting or". If you choose to appoint multiple proxies use a separate copy of this form for each proxy, and indicate after the proxy's name the number of shares in relation to which they are authorised to act. A proxy must attend the GM in order to vote on your behalf. Returning the proxy form will not prevent you from attending and voting at the GM in place of your proxy or proxies.

Signing the form on your behalf If someone signs the proxy form on your behalf, you or that person must send with it the authority under which the form is signed. Where the person appointing the proxy is a company, the form must be executed either under seal or under the hand of an officer, attorney or other person authorised to sign on behalf of the company.

I/We hereby appoint the Chairman of the Meeting or

Name

as my/our proxy to attend and to vote on my/our behalf at the General Meeting of 3i Group plc to be held at 9:30 am on 27 May 2009 and at any adjournment of the Meeting.

Resolutions	For	Against	Abstain
1 To authorise the increase in share capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To authorise the allotment of relevant securities in respect of the Rights Issue.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To authorise the disapplication of pre-emption rights in respect of the Rights Issue (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To authorise the amendment to The 3i Group Discretionary Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature(s)

Date

0931-036-S

If you will be attending the 3i Group plc General Meeting, please fill out this Attendance Card and return it to the address overleaf

If you intend coming to the General Meeting, please complete and sign this card and return it to the address overleaf (no stamp is required). Alternatively, if you prefer, place this card in an envelope addressed to the FREEPOST address shown on the front of the attendance card (again, no stamp is required).

I intend coming to the General Meeting.

Any joint holder may sign this card and all joint holders may attend. If joint holders intend coming to the General Meeting, please enter the number attending.

If you are hard of hearing, attending with a guide dog or require wheelchair or other assistance, please telephone 3i on 020 7975 3414.

Signature

Date

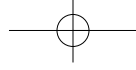
If you will be attending the 3i Group plc General Meeting, please bring this Admission Card/Poll Card with you

If you intend to come to the General Meeting, please bring this card with you and present it at the Registration desk. It will help you to ensure that you gain admission as quickly as possible. Please note that the General Meeting is a private meeting for shareholders, proxies and duly authorised representatives. Non-shareholders, including spouses and partners, are not entitled to admission to the Meeting. A disabled shareholder may, however, be accompanied and the person accompanying them need not be a shareholder.

The General Meeting is being held at the offices of J.P. Morgan Cazenove at 20 Moorgate, London EC2R 6DA.

The General Meeting will start at 9:30 am on 27 May 2009. The doors will be open for registration from 8:45 am.

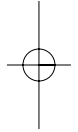
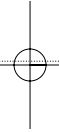
Overleaf is your poll card which you will need to use if a poll is called at the Meeting. If a poll is called, instructions will be given on what to do.



Business Reply
Licence Number
SEA 10855



Equiniti
Aspect House
Spencer Road
LANCING
BN99 6ZX



General Meeting Poll Card

Resolutions	For	Against	Abstain
1 To authorise the increase in share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To authorise the allotment of relevant securities in respect of the Rights Issue.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To authorise the disapplication of pre-emption rights in respect of the Rights Issue and (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To authorise the amendment to The 3i Group Discretionary Share Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature _____

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