

This document is important and requires your immediate attention. If you are in any doubt about the action you should take, you should consult an independent adviser authorised under the Financial Services and Markets Act 2000 in the United Kingdom, or another appropriately authorised independent adviser. If you have sold or transferred all of your shares in 3i Group plc, please send this document and the accompanying proxy form to the purchaser, transferee or agent through whom you acted for forwarding to the purchaser or transferee.



3i Group plc
Notice of Annual General Meeting

2009





Letter from the Chairman

3i Group plc

(an investment company (as defined in section 833 of the Companies Act 2006) registered in England and Wales under No. 1142830)

Registered Office:

16 Palace Street
London SW1E 5JD

Dear Shareholder

You should already have received the Shareholder Circular dated 8 May 2009 containing notice of a General Meeting to be held on 27 May 2009. That meeting is to consider business relating to the Company's proposed rights issue.

I now have pleasure in sending to you this booklet containing the Notice of 2009 Annual General Meeting. This meeting is to consider our normal annual business.

The Annual General Meeting will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Wednesday 8 July 2009 at 11.00 am. A map showing the location of the Meeting can be found on the back page of this booklet.

This year, 15 resolutions are proposed for consideration at the Annual General Meeting. The purpose and reasons for each of the resolutions are explained in the Notes to the Notice of Meeting.

If you have access to the internet, our investor relations website at www.3igroup.com includes financial news and other information about 3i which we hope will be of interest to shareholders. If you would like to register to receive shareholder documents electronically in future please visit www.3igroup.com/e-comms. At www.3i.com you can also find information about companies in which we are invested.

Please do not hesitate to write to me or to our Group Communications Director, at 16 Palace Street, London SW1E 5JD, if you have any comments or questions. Or you can e-mail us at ir@3igroup.com.

Yours sincerely



Baroness Hogg
Chairman
8 May 2009

Notice of Annual General Meeting

Notice is hereby given that the thirty-sixth Annual General Meeting of 3i Group plc ("the Company") will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Wednesday 8 July 2009 at 11.00 am to transact the business set out below.

To consider and, if thought fit, pass the following as ordinary resolutions:

- 1 To receive and consider the Company's Accounts for the year to 31 March 2009, the Directors' report and the Auditors' report on those Accounts and on the auditable part of the Directors' remuneration report.
- 2 To approve the Directors' remuneration report for the year to 31 March 2009.
- 3 To reappoint Mr M J Queen as a Director of the Company.
- 4 To reappoint Mr R H Meddings as a Director of the Company.
- 5 To reappoint Mme C J M Morin-Postel as a Director of the Company.
- 6 To reappoint Mr O H J Stocken as a Director of the Company.
- 7 To reappoint Mrs J S Wilson as a Director of the Company.
- 8 To reappoint Ernst & Young LLP as Auditors of the Company to hold office until the conclusion of the next General Meeting at which Accounts are laid before the members.
- 9 To authorise the Board to fix the Auditors' remuneration.
- 10 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 and is hereby authorised to:
 - (a) make political donations to political parties 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 commencing on the date of the passing of this resolution and ending at the conclusion of the Annual General Meeting of the Company to be held in 2010 or, if earlier, 7 October 2010 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.
- 11 THAT, in substitution of all pre-existing authorities to the extent unused, save for the authority conferred on 27 May 2009, the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £102,800,000 PROVIDED THAT this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2010 or, if earlier, 7 October 2010, 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 an offer or agreement as if the authority conferred hereby had not expired.

To consider and, if thought fit, pass the following as special resolutions:

- 12 THAT, subject to the passing of Resolution 11 above and in substitution of all pre-existing authorities to the extent unused, save for the authority conferred on 27 May 2009, the Directors be and they are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of the said Act) pursuant to the authority conferred by Resolution 11 above, and/or to allot equity securities where such allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the said Act, for cash as if sub-section (1) of section 89 of the said Act did not apply to any such allotment, PROVIDED THAT this power shall be limited to the allotment of equity securities:
 - (a) in connection with an offer of such securities by way of rights, or other pre-emptive offer, to holders of ordinary shares in proportion to their respective holdings of such shares, excluding any holder holding shares as treasury shares, and subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory or otherwise howsoever; and
 - (b) (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal value of £35,500,000,and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2010 or, if earlier, 7 October 2010, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.
- 13 THAT the Company be generally and unconditionally authorised, in accordance with Article 6 of the Company's Articles of Association, to make market purchases (as defined in section 163(3) of the Companies Act 1985) of its ordinary shares PROVIDED THAT:
 - (a) the Company does not purchase under this authority more than 96,000,000 ordinary shares;
 - (b) the Company does not pay for each such ordinary share less than the nominal amount of such ordinary share at the time of purchase; and
 - (c) the Company does not pay for each such ordinary share more than 105% of the average of the closing mid-market prices of the ordinary shares for the five business days, immediately preceding the date on which the Company agrees to buy the share concerned, based on the share prices published in the Daily Official List of the London Stock Exchange.This authority shall continue for the period ending on the date of the Annual General Meeting of the Company to be held in 2010 or, if earlier, 7 October 2010 provided that if the Company has agreed, before this authority expires, to purchase ordinary shares where the purchase will or may be executed after this authority expires (either wholly or in part), the Company may complete such purchase as if this authority had not expired.

14 THAT the Company be generally and unconditionally authorised, in accordance with Article 6 of the Company's Articles of Association, to make market purchases (as defined in section 163(3) of the Companies Act 1985) of its B shares in issue at the date of this notice PROVIDED THAT:

(a) the Company does not purchase under this authority more than 9,305,993 B shares;

(b) the Company does not pay for each such B share less than one penny; and

(c) the Company does not pay for each such B share more than 127p.

This authority shall continue for the period ending on the date of the Annual General Meeting of the Company to be held in 2010 or, if earlier, 7 October 2010, provided that if the Company has agreed, before this authority expires, to purchase B shares where the purchase will or may be executed after this authority expires (either wholly or in part), the Company may complete such purchases as if this authority had not expired.

15 THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board

K J Dunn
Secretary
8 May 2009

Notes

The Annual General Meeting is a meeting of members (that is to say, shareholders) which the Company must hold each year.

A member entitled to attend and vote at the Meeting may appoint one or more proxies to attend, speak and vote instead of the member, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.

If you are not a member of the Company but you have been nominated by a member of the Company under section 146 of the Companies Act 2006 to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in the section headed "Appointment of proxies". Please read the section headed "Nominated Persons" below.

Appointment of proxies

A proxy need not be a member. The appointment of a proxy will not preclude a member from attending and voting in person at the Meeting, if desired. To be effective, instruments appointing a proxy should be lodged with the Company's Registrars (FREEPOST, SEA10855, Equiniti, Aspect House, Spencer Road, Lancing, BN99 6ZX) at least 48 hours before the appointed time of the Meeting (that is to say, no later than 11.00 am on 6 July 2009).

Proxy appointment and voting directions may be registered electronically by contacting the www.sharevote.co.uk website, where full details of the procedure are given. To be valid, such a registration must be received at least 48 hours before the appointed time of the Meeting (that is to say, no later than 11.00 am on 6 July 2009). Members using electronic communications should read the terms and conditions of use carefully. Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged. Alternatively proxies may be lodged using the CREST proxy voting service (see the note on page 8 headed "Electronic proxy appointment through CREST").

Where members return more than one proxy appointment, either in paper form or by electronic communication, the proxy received last by the Company's Registrars before the latest time for the receipt of proxies will take precedence, regardless of the dates on which the members made the relevant appointment. If the Company's Registrars are unable to determine which was last delivered, none of them shall be treated as valid.

Nominated Persons

If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person):

- You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (the Relevant Member) to be appointed or to have someone else appointed as a proxy for the Meeting.
- If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
- Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

Multiple corporate representatives

In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that:

- (i) if a corporate shareholder has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the Meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
- (ii) if more than one corporate representative for the same corporate shareholder attends the Meeting but the corporate shareholder has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

General

Please note that the Annual General Meeting is a private Meeting for shareholders, proxies, duly authorised representatives and the Company's Auditors. Non-shareholders, including spouses and partners and Nominated Persons, are not entitled to admission to the Meeting. Any disabled shareholder may, however, be accompanied and the person accompanying them need not be a shareholder.

In order to attend or vote at the Meeting, a member must be entered on the Company's ordinary share register at 6.00 pm on 6 July 2009. A member will only be entitled to vote in respect of those shares registered in the name of the member at that time. This time has been specified pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001. Changes to entries on the Company's Register of Members after that time will be disregarded in determining the rights of any person to attend or vote at the Meeting.

Copies of the executive Directors' employment contracts and the non-executive Directors' letters of appointment are available for inspection at the Company's Registered Office during normal business hours on each business day and will be at the place of the Annual General Meeting.

At this year's Annual General Meeting, there are 15 resolutions which the members are asked to approve. An explanation of these resolutions is given below.

Resolution 1 (Report and Accounts)

The Directors must lay the Company's Accounts, the Directors' report and the Auditors' report before the members at a General Meeting. This is a legal requirement after the Directors have approved the Accounts and the Directors' report, and the Auditors have prepared their report.

Resolution 2 (Remuneration report)

Listed companies are required to prepare a Directors' remuneration report and put a resolution to approve the report to the shareholders at the Annual General Meeting. Shareholders are being asked to approve the Directors' remuneration report, a copy of which is set out on pages 80 to 90 of the 2009 Report and accounts.

Resolutions 3 to 7 inclusive (Reappointment of Directors)

Under the Company's Articles of Association, at every Annual General Meeting any Director:

- (i) who has been appointed by the Board since the last Annual General Meeting; or
- (ii) who held office at the time of the two preceding Annual General Meetings and who did not retire at either of them; or
- (iii) who, not being Chairman of the Board, has held non-executive office with the Company for a continuous period of nine years or more at the date of the meeting,

shall retire from office and may offer himself for reappointment by the members.

Mr R H Meddings and Mrs J S Wilson have been appointed by the Board since the last Annual General Meeting and therefore retire by rotation at the Annual General Meeting. Mr O H J Stocken has held non-executive office with the Company for a continuous period of nine years and also retires by rotation at the Annual General Meeting. Mr M J Queen and Mme C J M Morin-Postel held office at the time of the two preceding Annual General Meetings and did not retire at either of them, and therefore retire by rotation at the Annual General Meeting. All these Directors are eligible for, and seek, reappointment. Their biographical details are set out on pages 66 and 67 of the 2009 Report and accounts.

Mr Queen and Mrs Wilson are executive Directors. Mr Meddings, Mme Morin-Postel and Mr Stocken are non-executive Directors. The Board is satisfied that, on their respective appointments and to date, Mr Meddings and Mme Morin-Postel were, and are, independent for the purposes of the Combined Code. The Board confirms that, following the formal Board performance evaluation process carried out during the year to 31 March 2009, it considers the Directors seeking reappointment to be highly effective and committed. Each of these Directors has undertaken to make sufficient time available to fulfil their commitments to the Company.

Mr Queen was appointed to the Board as an executive Director in 1997 and assumed responsibility as Chief Executive on 28 January 2009. He was Group Finance Director between 1997 and 2005, and has had extensive experience within the Company since joining in 1987.

Mrs Wilson was appointed to the Board as an executive Director on 1 October 2008 and assumed responsibility as Group Finance Director on 30 November 2008. She has held a number of senior finance positions and was previously Group Director of Corporate Finance at Cable & Wireless plc.

Mr Meddings was appointed to the Board as a non-executive Director in September 2008. He brings valued and relevant knowledge and experience to 3i gained during his career in banking and finance, including extensive experience across Asia, Africa and the Middle East.

Mme Morin-Postel was appointed to the Board as a non-executive Director in 2002. She has wide financial and industrial experience and strong knowledge of international markets, including continental Europe.

Mr Stocken was appointed to the Board as a non-executive Director in 1999 and has been Deputy Chairman since 2002. He served as Senior Independent Director from 2002 to March 2009. He has wide experience of the financial services industry, and of corporate governance and financial matters.

Notes continued

Resolutions 8 and 9 (Reappointment and Remuneration of Auditors)

At each Meeting at which Accounts are laid before the members, the Company is required to appoint Auditors to serve from the conclusion of that Meeting until the conclusion of the next such Meeting. The Company's present Auditors, Ernst & Young LLP, have confirmed that they are willing to continue in office for a further year. Resolution 8 proposes that Ernst & Young LLP be reappointed. Resolution 9 gives authority to the Board to determine the Auditors' remuneration. The remuneration will then be disclosed in the next Accounts of the Company.

Resolution 10 (Political donations and political expenditure authority)

The Company has no intention of changing its current policy of not making donations to political parties or campaigns. Resolution 10 concerns certain provisions of the Companies Act 2006 which require that companies seek shareholder approval for donations to political parties, independent election candidates or political organisations or to incur political expenditure. This resolution is intended to authorise normal activities which, as a result of the wide definitions under the Companies Act 2006, may be construed as donations to political parties, independent election candidates or political organisations or political expenditure. For example, some normal public relations and marketing expenditure could fall within these definitions. This resolution does not purport to authorise any particular political donations or expenditure but is in general terms as required by the Companies Act 2006. The resolution is to approve political donations and expenditure by the Company and any company which is or becomes a subsidiary of the Company at any time during the period for which the resolution has effect.

Resolution 11 (Renewal of authority to allot shares)

The purpose of Resolution 11 is to renew the Directors' power to allot shares. Except as referred to below in relation to Resolution 12, the Directors have no present intention of exercising the authority conferred by this resolution.

Section 80 of the Companies Act 1985 provides that the Board may not allot new shares (other than for employee share schemes) without shareholder approval. Resolution 11 empowers the Board to allot shares with an aggregate nominal value of up to £102,800,000, being the approximate anticipated unissued ordinary share capital following implementation of the proposed rights issue announced on 8 May 2009 and detailed in the separate circular sent to shareholders, and representing approximately one third of the total issued ordinary share capital (excluding treasury shares) of the Company as at 8 May 2009. The authority would last until the earlier of the Annual General Meeting in 2010 and 7 October 2010.

As at 8 May 2009, the Company did not hold any shares in treasury.

Resolution 12 (Renewal of section 89 authority)

Under section 89 of the Companies Act 1985, if the Board wishes to allot any equity securities, or sell any treasury shares (should it elect to hold any), for cash (other than in connection with an employee share scheme), it must first offer them to existing shareholders in proportion to their shareholdings. The purpose of Resolution 12 is to allow the Board to allot shares, or sell any treasury shares, for cash other than in accordance with section 89:

- (a) in connection with rights issues and other pre-emptive offers; and
- (b) otherwise up to an aggregate nominal amount of £35,500,000, representing approximately 5% of the Company's issued ordinary share capital when enlarged by the new ordinary shares to be issued in connection with the proposed rights issue announced on 8 May 2009 and detailed in the separate circular sent to shareholders, and representing 11.4% of the total issued ordinary share capital of the Company as at 8 May 2009.

The Board considers the authority referred to in paragraph (a) is appropriate in order to give the Company flexibility to deal with legal or other difficulties should it decide to offer further shares to shareholders by way of a rights issue or other pre-emptive offer. Following the announcement of the Company's proposed rights issue on Friday 8 May, the Board confirms that it does not have any current intention that the Company will make a further rights issue but considers that it should have the flexibility to do so in the unlikely event that such an issue was considered to be in the interests of the Company and its shareholders.

The Board considers that the authority referred to in paragraph (b) is desirable in order to give the Company flexibility to issue shares or other equity securities, for example to finance business opportunities. Shareholders will recall that, in the notes accompanying the Notice of the Annual General Meeting in 2008, the Company stated in relation to the equivalent authority which was being sought and which was duly obtained at the 2008 Annual General Meeting that the authority might be utilised by an election by the Company that the Second Upper Call Options (as defined in that note) will be physically settled by the issue of ordinary shares in the capital of the Company. No such election has yet been made although it is possible that such an election will be made prior to the 2009 Annual General Meeting. In the event that such an election is made prior to the 2009 Annual General Meeting, the Board will not use any of the authority referred to in paragraph (b) without first discussing with the ABI the extent to which its use of the equivalent authorities obtained in 2007 and 2008 should restrict the use of the authority sought at the 2009 Annual General Meeting. In the event that such an election is not made prior to the 2009 Annual General Meeting, the authority referred to in paragraph (b) may be used to make such an election after the 2009 Annual General Meeting or for other purposes, as the Board considers to be appropriate.

The authorities to be sought under Resolution 12 will last until the earlier of the Annual General Meeting in 2010 and 7 October 2010.

Resolution 13 (Renewal of authority to purchase own ordinary shares)

The purpose of Resolution 13 is to renew the authority granted at the Annual General Meeting in 2008 to the Company to purchase its ordinary shares. The Company would make such purchases only where the Directors believed that to do so would result in an increase in total return per ordinary share and is in the best interests of shareholders generally.

The authority is limited to 96,000,000 ordinary shares representing approximately 10% of the Company's issued ordinary share capital when enlarged by the new ordinary shares to be issued in connection with the proposed rights issue announced on 8 May 2009 and detailed in the separate circular sent to shareholders. This represents 22.8% of the total issued ordinary share capital of the Company as at 8 May 2009.

The Company may purchase ordinary shares at prices which are above the last published net asset value per ordinary share. The maximum price (exclusive of expenses) payable per ordinary share under this authority is 5% above the average closing middle market price per ordinary share for the five business days immediately preceding the date of any purchase. The minimum price payable per ordinary share under this authority is the nominal value of that ordinary share. Any purchases of ordinary shares made pursuant to this authority will be market purchases.

Any such purchases would be made during the period commencing at the close of the Annual General Meeting and ending on the date of the Company's Annual General Meeting in 2010. Ordinary shares purchased pursuant to this authority are intended to be cancelled and not to be held as treasury shares.

Details of any such ordinary shares purchased pursuant to this authority will be notified to a Regulatory Information Service of the London Stock Exchange no later than one half hour ahead of the start of dealings on the business day following the purchase. Details will also be included in the Company's Annual Report and Accounts in respect of the financial period in which any such purchase takes place.

The total number of options to subscribe for the Company's equity shares outstanding at 8 May 2009 was 10,105,607. This represents 2.4% of the Company's issued share capital at that date. If the Company bought back the maximum number of shares permitted pursuant to the passing of this resolution, the total number of options to subscribe for equity shares outstanding at that date would represent 3.10% of the issued share capital as reduced following those repurchases.

There were no warrants to subscribe for the Company's shares outstanding at 8 May 2009. A warrant is a binding agreement by a company to issue shares to the person who holds the warrant.

Resolution 14 (Renewal of authority to purchase own B shares)

The purpose of Resolution 14 is to renew the authority granted to the Company at the Annual General Meeting held on 9 July 2008 to purchase its B shares. In the circular to shareholders accompanying the Notice of AGM 2007 it was stated that the Company expected a Future Purchase Offer (as defined in that circular) to be made by a counterparty acting as principal in July 2009 at 127p per B share. Whilst the Company also stated that there was no certainty that such an offer would be made, it will be necessary for the Company to have this authority if the Future Purchase Offer in July 2009 is to be made.

The authority is limited to 9,305,993 B shares, which is the total number of B shares in issue as at 8 May 2009. The maximum price (exclusive of expenses) payable per B share under this authority is 127p. The minimum price payable per B share under this authority is one penny.

Any such purchases would be made during the period commencing at the close of the Annual General Meeting and ending on the date of the Company's Annual General Meeting in 2010. B shares purchased pursuant to this authority are intended to be cancelled and not to be held as treasury shares.

Details of any such B shares purchased pursuant to this authority will be notified to a Regulatory Information Service of the London Stock Exchange no later than one half hour ahead of the start of dealings on the business day following the purchase. Details will also be included in the Company's Annual Report and Accounts in respect of the financial period in which any such purchase takes place.

Resolution 15 (Notice period for General Meetings to be 14 days)

This resolution is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive will increase the notice period for General Meetings of the Company to 21 days. The Company is currently able to call General Meetings (other than an Annual General Meeting) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 15 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a General Meeting on 14 days' notice after August 2009.

Recommendation

The Directors believe that the proposals set out in the Notice of Meeting are in the best interests of the Company's shareholders as a whole. Accordingly, they (other than, in the case of Resolutions 3 to 7, the Director proposed for reappointment in each resolution) unanimously recommend that members vote in favour of each resolution.

Notes continued

Electronic communications with shareholders

Shareholders may elect to receive shareholder communications electronically in future by visiting our Registrars' website at www.shareview.co.uk/clients/3isignup and following the instructions there to register. Shareholders will then be e-mailed, at the appropriate times each year, a link to an electronic copy of the Notice of Annual General Meeting and the Annual Report and Accounts, rather than receiving hard copies. Shareholders may also make proxy appointments and give voting instructions electronically via the internet link above.

Members who have general queries about the Meeting, not including the return of proxies which should be done using the link provided above, should use the following means of communication (no other methods of communication will be accepted):

- calling our shareholder helpline on 0871 384 2031; or
- calling 3i Group plc on 020 7975 3414.

You may not use any electronic address provided either in this Notice of Annual General Meeting or any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

Electronic proxy appointment through CREST

CREST members who wish to appoint a proxy or proxies may do so by utilising the CREST electronic proxy appointment service in accordance with the procedures described in the CREST manual. To be valid such an appointment must be received at least 48 hours before the time of the Meeting (that is to say, no later than 11.00 am on 6 July 2009).

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications, must contain the information required for such instructions, as described in the CREST Manual, and, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must be transmitted so as to be received by the Company's agent (ID RA19) by the latest time for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) at which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. Normal system timings and limitations will apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.

Issued shares and voting rights

As at 5.00 pm on 8 May 2009 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital comprised 421,602,526 ordinary shares of 73¹⁹/₂₂p each and 9,305,993 cumulative preference shares ("B shares") of one penny each. Of these, only the ordinary shares carry voting rights at a General Meeting of the Company (on the basis of one vote per share) and, therefore, the total number of voting rights in the Company as at 5.00 pm on 8 May 2009 is 421,602,526.

How to find the Annual General Meeting venue

The Queen Elizabeth II Conference Centre
 Broad Sanctuary, Westminster
 London SW1P 3EE

Telephone +44 (0)20 7222 5000
 Fax +44 (0)20 7798 4200

If you have any queries or concerns regarding finding the Annual General Meeting venue, please telephone 3i on +44 (0)20 7975 3414 for assistance.

By train

The nearest train stations are at Charing Cross and Victoria.

From Charing Cross (15 minutes' walk): Exit the station via front exit and turn left into the Strand towards Trafalgar Square. Take the second exit from Trafalgar Square into Whitehall. Continue down to Parliament Square, turn right and cross the road ahead of you so you arrive at the opposite side of Parliament Square, then turn right into Broad Sanctuary. The Centre is located on your right, directly opposite Westminster Abbey.

From Victoria: (15 minutes' walk): Exit from the front of the station, and turn right into Victoria Street. At the end of Victoria Street is Broad Sanctuary. The Centre is on the left hand side opposite Westminster Abbey.

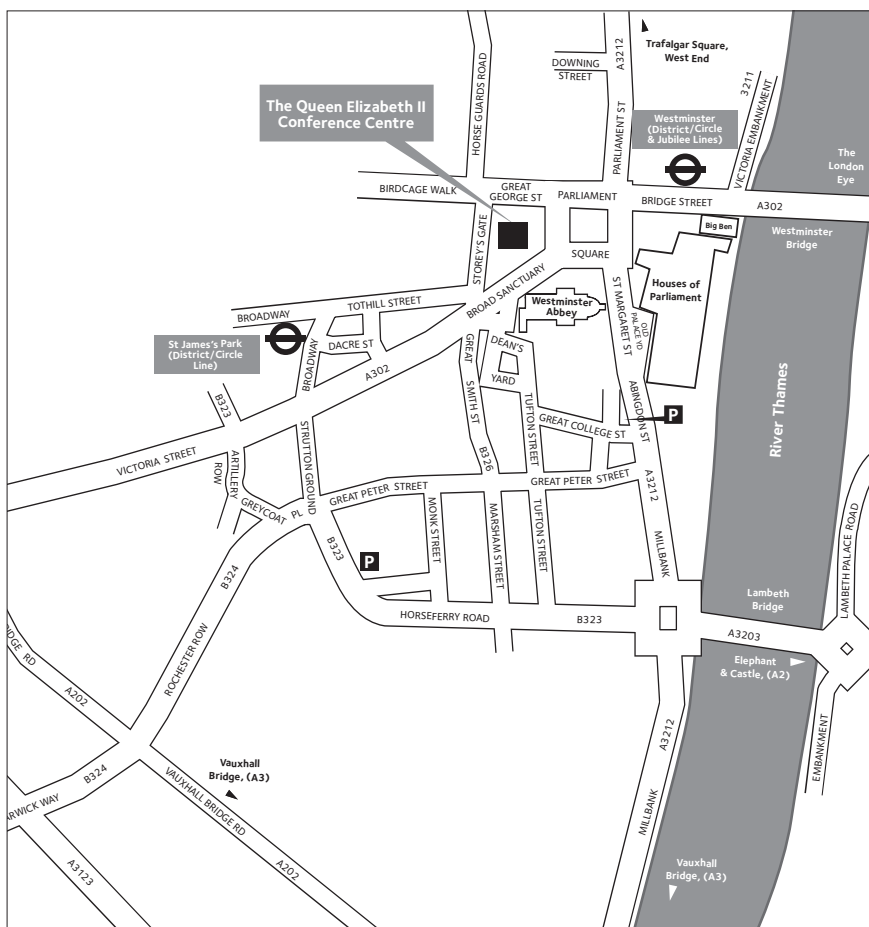
By underground

The nearest underground stations are Westminster, St James's Park and Victoria. Westminster is served by the Jubilee, Circle and District lines. St James's Park is served by the Circle and District lines. Victoria is served by the Victoria, Circle and District lines.

From Westminster (5 minutes' walk): Exit the station via the underground tunnel towards Parliament Square (exit 6). You will come to street level on Parliament Street. Turn left into Parliament Square, turn right and cross the road ahead of you so you arrive at the opposite side of the Square, then turn right into Broad Sanctuary. The Centre is located on your right, directly opposite Westminster Abbey.

From St James's Park (5 minutes' walk): Take the Broadway exit from the tube station and walk straight down Tothill Street. At the end of this street turn left and you will see the Centre directly in front of you.

From Victoria: Follow the directions given above.



Key
Underground
Parking

By bus

Buses 11, 12, 24, 53, 88, 148, 159, 211 and 453 stop at Parliament Square. Please follow directions from Westminster Tube station to the Centre.

Parking

The nearest car park is located on the corner of Abingdon Street and Great College Street. There is also an NCP car park in Horseferry Road (tel 0845 050 7080).

The Centre is located within the congestion charging zone. For more information about congestion charging, visit www.cclondon.com.

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Website www.3igroup.com

Registered in England No. 1142830
An investment company as defined by
section 833 of the Companies Act 2006

Shareholder communications

– print or online?

It's quick and easy online...

It's more environmentally friendly online...

It's more cost-effective online.

Why not try online?

View our online report and accounts at:

www.3igroup.com/shareholders



To register for electronic communications

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