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8 May 2009

3i Group plc (the "Company" or "3i")

### **Publication of Prospectus and Circular**

Further to the announcement by the Company on 8 May 2009 regarding the Rights Issue to raise approximately £700 million (net of expenses), the UK Listing Authority has approved the prospectus dated 8 May 2009 (the "Prospectus").

A circular to shareholders (the "Circular"), convening the General Meeting on 27 May 2009, will shortly be posted to the Company's shareholders. The Circular and Prospectus will be available on both 3i's website (<http://www.3igroup.com>) and to the public for inspection during regular London business hours at the UKLA's Documents Viewing Facility situated at:

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#### IMPORTANT NOTICE

Unless otherwise stated references to time contained in this announcement are to UK time. This announcement has been issued by and is the sole responsibility of 3i Group plc (the "Company").

A copy of the Prospectus when published will be available from the registered office of the Company and on the Company's website at [www.3igroup.com](http://www.3igroup.com) provided that the Prospectus will not be available (whether through the website or otherwise) to Restricted Shareholders, subject to certain exceptions. The Prospectus will give further details of the New Ordinary Shares, the Nil Paid Rights and the Fully Paid Rights being offered pursuant to the Rights Issue.

This announcement is an advertisement and does not constitute a prospectus. Investors should not base any decision to purchase, otherwise acquire or subscribe for, sell or otherwise dispose of any Nil-paid Rights, Fully-paid Rights or New Ordinary Shares referred to in this announcement except on the basis of the information contained in or incorporated by reference into the Prospectus.

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This announcement does not constitute an offering circular or prospectus in connection with an offering of securities by the Company. Prospective investors must neither accept any offer for, nor

acquire, any securities to which the announcement refers, unless they do so on the basis of the information contained in the Prospectus published by the Company. This announcement does not constitute an offer to sell or the solicitation of an offer to buy, or subscribe for, any securities and cannot be relied upon for any investment contract or decision. In addition, this announcement does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, New Ordinary Shares, Provisional Allotment Letters, Nil Paid Rights, Fully Paid Rights and/or to take up any entitlements to Nil Paid Rights in the United States, Australia, Canada, Japan, New Zealand or the Republic of South Africa or any other jurisdiction in which such an offer or solicitation is unlawful or to any person to whom it is unlawful to make such offer or invitation.

The New Ordinary Shares, the Provisional Allotment Letters, the Nil Paid Rights and the Fully Paid Rights have not been and will not be registered under the United States Securities Act of 1933, as amended (the "US Securities Act") or under any relevant securities laws of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, to (or for the account or benefit of) any US Person (as that term is defined under regulation S of the US Securities Act), or within the US except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with state securities laws. The Company does not intend to register any portion of the Rights Issue in the United States or to conduct a public offering of securities in the United States. No money, pecunious or other consideration is being solicited and, if sent in response to the information contained herein, will not be accepted. The Company will not be registered under the US Investment Company Act of 1940, as amended (the "**Investment Company Act**"), and investors will not be entitled to the benefits of the Investment Company Act. Offers of the New Ordinary Shares, the Provisional Allotment Letters, the Nil Paid Rights and the Fully Paid Rights are being made only outside the United States and only to (or for the account or benefit of) non-US Persons in offshore transactions within the meaning of, and pursuant to, Regulation S under the US Securities Act.

US Persons who are Qualifying Shareholders will only be able to participate in the Rights Issue if they are both (i) qualified purchasers, as defined in section 2(a)(51)(A) of the Investment Company Act and (ii) qualified institutional buyers, as defined in Rule 144A of the US Securities Act. In addition, none of the New Ordinary Shares, the Nil Paid Rights or the Fully Paid Rights will qualify for distribution under any of the relevant securities laws of any of the Excluded Territories. Accordingly, the New Ordinary Shares, the Nil Paid Rights and the Fully Paid Rights may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within any of the Excluded Territories.

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Neither the content of 3i's website nor any website accessible by hyperlinks on 3i's website is incorporated in, or forms part of, this announcement.