



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

14 May 2014

*This letter is important. You should read it carefully, but it is sent to you for information only and does not require you to vote or take any other action. If you have sold or transferred all of your B Shares in 3i Group plc ("**B Shares**") please send this letter to the purchaser or transferee or the agent through whom you acted for onward transmission to the purchaser or transferee.*

Dear B Shareholder,

As you may recall, the Company issued B Shares in 2006 and 2007 as part of arrangements to return value to shareholders. A number of offers to purchase these B Shares were made from 2006 to 2009 which gave shareholders flexibility as to when they received the proceeds of the return of value and, in certain cases, as to whether the proceeds represented income or capital. The terms of issue of the B Shares allowed the Company to arrange for all outstanding B Shares to be purchased at any time after July 2009 and it was always intended that this would be done at an appropriate time. The Board has now decided that it would be appropriate to exercise this power.

Accordingly, I am writing to inform you that the Company has made arrangements with Merrill Lynch International ("**MLI**") for MLI to offer to purchase all the issued B Shares for cash at a price of 131.4364 pence per B Share.

The offer from MLI to purchase B Shares (the "**Offer**") will be accepted on behalf of all B Shareholders by 3i Investments plc, which has been appointed by the Company to act on behalf of all B Shareholders pursuant to Article 140(E) of the Company's Articles of Association.

It is expected that the Offer will be accepted and settled on 13 June 2014 on behalf of B Shareholders on the register of members at the close of business on 12 June 2014 and that the consideration due to B Shareholders under the Offer (rounded down for each holding to the nearest whole number of pence) will be posted to them, on behalf of MLI, by Equiniti Limited, on or around 20 June 2014. B Shareholders who hold their B Shares in CREST will receive their cash proceeds through CREST on or around 20 June 2014.

The price of 131.4364 pence per B Share to be paid under the Offer has been calculated as 127 pence per B Share plus an amount equal to the accrued but unpaid dividend up to and including 19 June 2014, and is equal to the amount per B Share to which B Shareholders would be entitled were the Company to be wound up on 20 June 2014 as prescribed by Article 140(E).

Please note that no action is required from you in order to receive the proceeds from the Offer, nor indeed is there any option for you to retain your B Shares or to select any other consideration. The Company is arranging for the purchase of all the issued B Shares, following the procedure set out in the Articles of Association. When the Offer has been accepted in respect of all the B Shares and MLI holds those shares, MLI will have the right to require the Company to purchase from MLI all the B Shares. If the B Shares are sold by MLI to the Company those shares will be cancelled (and subsequently delisted) and not held as treasury shares.

The following sets out a general summary only (based on current United Kingdom tax law and HM Revenue and Customs practice) of certain United Kingdom tax implications of a disposal of B Shares under the Offer (a "**Disposal**") by B Shareholders who are resident and, in the case of individuals, domiciled in (and only in) the UK for tax purposes, who hold their B Shares beneficially as investments (and not as securities to be realised in the course of a trade) and who have not acquired their B Shares by reason of their or another's office or employment. The summary does not deal with the position of certain classes of B Shareholders, such as dealers in securities, insurance companies and trusts. If you are in any doubt as to your tax position, or you are subject to a tax in a jurisdiction other than the United Kingdom, you should consult an appropriate professional adviser.

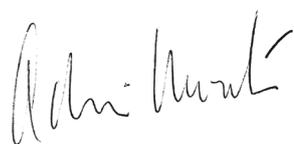
A Disposal should be treated as a normal third-party disposal for UK tax purposes. Accordingly:

1. you should crystallise a disposal of the B Shares you have sold for the purpose of UK taxation of chargeable gains ("**CGT**"). This may, depending on individual circumstances, give rise to a liability to CGT; and
2. no part of the proceeds you receive should be an income distribution in your hands.

A Disposal will not result in you having any liability to stamp duty or stamp duty reserve tax.

If you have any questions about the Offer please call the Shareholder Helpline on 0871 384 2785 (from within the UK) or on +44 121 415 0815 (if calling from outside the UK). Calls to the 0871 number are charged at 8 pence per minute (excluding VAT) plus network extras. Lines are open from 8.30a.m. to 5.30p.m. (London time) Monday to Friday (except UK public holidays). Calls to the Shareholder Helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.

Yours sincerely,



Sir Adrian Montague
Chairman