

## 2009 Offer for B Shares

### UK Taxation – Further Information

You should read this further information in conjunction with the information regarding taxation contained in 3i Group plc's booklet to Shareholders, dated 8 July 2009. Terms used in this further information have the same meaning as set out in that booklet.

These statements assume that no relevant changes will be made to the Finance Bill 2009 between the date of this document and the enactment of the Finance Act 2009.

The statements below are intended as a general guide only and are based on current UK tax law and HMRC practice. Save where expressly provided, they apply only to B Shareholders who are individuals resident and ordinarily resident and domiciled in the UK for tax purposes and who hold their B Shares beneficially as investments (and not as securities to be realised in the course of a trade), who participate in the Broker's Offer.

If you have acquired ordinary shares in 3i or B Shares by reason of your or another's office or employment, you are likely to be subject to "Part 7 - Employment Income: Income and Exemptions relating to securities" of the Income Tax (Earnings and Pensions) Act 2003 and to that extent the statements below do not apply.

This document 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 independent professional adviser.

### Share pooling and identification rules

1. If you sell B Shares under the Broker's Offer and you either:

- 1.1. acquire B Shares on the date of the Broker's Offer, or
- 1.2. acquire further B Shares in the 30 days after the date of the Broker's Offer

the determination of base cost in your B Shares will be subject to special rules which are beyond the scope of this general guide. If you are in any doubt as to your tax position, you are advised to consult an appropriate independent professional adviser.

2. If you sell B Shares under the Broker's Offer and neither of circumstance 1.1 or 1.2 above apply to you then the following should be relevant:

2.1. *I hold some B Shares from the 2006 issue of B shares or I only hold B Shares from the 2007 issue of B shares*

Your base cost in the B Shares may in practice be determined by reference to the apportionment factors information for the relevant year of issue of the B Shares on <http://www.3igroup.com/shareholders/shareinfo/bonus/>

2.2. *I hold some B Shares from the 2006 issue of B shares and some B Shares from the 2007 issue of B Shares.*

Your base cost in the B Shares you acquired in 2006 may not be the same as the base cost in the B Shares you acquired in 2007. However, share identification rules should apply to identify your B Shares acquired in 2006 with those acquired in 2007 so that you are not able to choose which you are selling. Your base cost in each B Share you sell should be the average of your base cost in each of your B Shares acquired in 2006 and your B Shares acquired in 2007.

The following simplified example is given for illustrative purposes only. If a shareholder ("S") acquired 150 B Shares in 2006 and those B Shares had an aggregate base cost of £50 and 206 B Shares in 2007 and those B Shares had an aggregate base cost of £30, S's average base cost in each B Share should be:

$$(\pounds 50 + \pounds 30) / 356 = \pounds 0.2247$$

2.3. *I hold B Shares acquired at different times.*

The position as regards the determination of your base cost in the B Shares should be the same as set out in 2.2 above.