

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

What this form is for
You may use this form to give notice of shares allotted following incorporation.

What this form is NOT for
You cannot use this form to give notice of shares taken by subscribers on formation of the company or for an allotment of a new class of shares by an unlimited company.

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

| | | | | | | | |
|----------------------|--------------|---|---|---|---|---|---|
| Company number | 1 | 1 | 4 | 2 | 8 | 3 | 0 |
| Company name in full | 3i Group plc | | | | | | |

→ Filling in this form
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Allotment dates ¹

| | | | | | | | | |
|-----------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| From Date | ^d 2 | ^d 8 | ^m 0 | ^m 2 | ^y 2 | ^y 0 | ^y 1 | ^y 4 |
| To Date | ^d | ^d | ^m | ^m | ^y | ^y | ^y | ^y |

1 Allotment date
If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

| Class of shares (E.g. Ordinary/Preference etc.) | Currency ² | Number of shares allotted | Nominal value of each share | Amount paid (including share premium) | Amount (if any) unpaid (including share premium) |
|--|-----------------------|---------------------------|-----------------------------|---------------------------------------|--|
| Ordinary shares of 73 19/22p | | 10,007 | 73 19/22 p | 414.36667p | |
| | | | | | |
| | | | | | |

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

SH01
Return of allotment of shares

Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return.

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7.

| Class of shares (E.g. Ordinary/Preference etc.) | Amount paid up on each share ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
|--|-----------------------------------|---|--------------------|---------------------------|
| Ordinary shares of 73 19/22p | 154.28p | | 971,743,247 | £ 717,764,898.35 |
| Cumulative Preference Shares of 1p | 1p | | 4,635,018 | £ 46,350.18 |
| | | | | £ |
| | | | | £ |
| Totals | | | 976,378,265 | £ 717,811,248.53 |

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

| Currency | Class of shares (E.g. Ordinary / Preference etc.) | Amount paid up on each share ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
|---------------|--|-----------------------------------|---|--------------------|---------------------------|
| | | | | | |
| | | | | | |
| Totals | | | | | |

| Currency | Class of shares (E.g. Ordinary/Preference etc.) | Amount paid up on each share ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
|---------------|--|-----------------------------------|---|--------------------|---------------------------|
| | | | | | |
| | | | | | |
| Totals | | | | | |

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.

④ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

Total number of shares

Total aggregate nominal value ④

① Including both the nominal value and any share premium.

② Total number of issued shares in this class.

③ E.g. Number of shares issued multiplied by nominal value of each share.

Continuation Pages


Please use a Statement of Capital continuation page if necessary.

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Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

| | | |
|---|--|--|
| Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5 . | | <p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances; b particulars of any rights, as respects dividends, to participate in a distribution; c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary.</p> |
| Class of share | Ordinary shares of 73 19/22p | |
| Prescribed particulars ① | The ordinary shares of 73 19/22p each have attached to them full voting rights. They also have full dividend and capital distribution (including on winding up) rights, subject to the preferential rights as to dividends and capital distribution (including on winding up) of the B Shares. The shares do not confer any rights of redemption. | |
| Class of share | Cumulative Preference Shares of 1p each | |
| Prescribed particulars ① | <p>The cumulative preference shares of 1p each ("B shares") are entitled, in priority to ordinary shareholders, to cumulative preferential dividends of 3.75% p.a. (calculated on 127p per B share). On a return of capital on a winding up (other than a solvent intra-group re-organisation) B shareholders are entitled to receive in priority to ordinary shareholders 127p per B share plus accrued unpaid dividends.</p> <p>[Continued...]</p> | |
| Class of share | | |
| Prescribed particulars ① | | |

8 Signature

| | | |
|---|---|---|
| I am signing this form on behalf of the company. | | <p>② Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.</p> <p>③ Person authorised Under either section 270 or 274 of the Companies Act 2006.</p> |
| Signature | <p>Signature</p>  | |
| <p>This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p> | | |

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Return of allotment of shares



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Jackie Harper

Company name 3i Group plc

Address 16 Palace Street

Post town London

County/Region

Postcode S W 1 E 5 J D

Country

DX

Telephone 020 7975 3530



Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- The company name and number match the information held on the public Register.
- You have shown the date(s) of allotment in section 2.
- You have completed all appropriate share details in section 3.
- You have completed the appropriate sections of the Statement of Capital.
- You have signed the form.



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
DX 481 N.R. Belfast 1.



Further information

For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

SH01 - continuation page

Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

| Class of share | Cumulative Preference Shares of 1p each | |
|------------------------|---|--|
| Prescribed particulars | <p data-bbox="336 416 469 450">- continued:</p> <p data-bbox="336 479 1114 633">B shareholders are not entitled to attend or vote at general meetings, save where the B share dividend has remained unpaid for at least six months or where a winding-up resolution is under consideration (other than a solvent intra-group re-organisation) in which event B shareholders can attend and vote (with one vote per B share).</p> <p data-bbox="336 663 1106 790">The shares do not confer any rights of redemption, but the Company may at any time after 14 July 2009 procure the transfer of such shares subject to payment to their holder of an amount equal to the amount to which they would be entitled on a winding up.</p> | |

