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27 May 2009

3i Group plc: resolutions passed at General Meeting on 27 May 2009

3i Group plc (the “Company”) announces that all the resolutions contained in the Notice of General Meeting dated 8 May 2009 were passed at the Company’s General Meeting held today, 27 May 2009.

	For	Against	Abstain
Resolution 1: to authorise the increase in authorised ordinary share capital of the Company from £409,999,850 to £814,641,604 by the creation of an additional 547,822,682 ordinary shares of 73 ¹⁹ / ₂₂ pence each in the capital of the Company	248,615,190	4,063,197	10,762,948
Resolution 2: to authorise the allotment of relevant securities up to an aggregate nominal amount of £404,641,755 in connection with the Rights Issue	248,375,944	4,292,452	10,772,939
Resolution 3: to authorise the allotment of equity securities for cash in connection with the Rights Issue as if Section 89 of the Companies Act 1985 did not apply (special resolution)	247,513,164	5,108,826	10,819,345
Resolution 4: to authorise the amendment to The 3i Group Discretionary Share Plan	250,312,891	2,096,137	11,032,307

The expected timetable of principal events in connection with the Rights Issue over the next two days is as follows:

Despatch of Provisional Letters of Allotment	By close of business on 27 May 2009
Existing Ordinary Shares marked “ex-rights” by the London Stock Exchange	8.00 am on 28 May 2009
Dealing in New Ordinary Shares, nil paid, will commence	8.00 am on 28 May 2009

Nil Paid Rights credited to stock accounts and enabled for settlement in CREST

As soon as practicable after 8.00 am on 28 May 2009

Two copies of the full text of the resolutions constituting special business were submitted to the UK Listing Authority today for publication through the Document Viewing Facility, which is situated at:

The Financial Services Authority
25 The North Colonnade
Canary Wharf
London
E14 5HS

Further information

For further information, please contact:

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IMPORTANT NOTICE

Defined terms in this announcement shall have the same meanings as in the Prospectus relating to the Rights Issue dated 8 May 2009 unless the context requires otherwise.

This announcement has been issued by and is the sole responsibility of the Company.

A copy of the Prospectus is available from the registered office of the Company and on the Company's website at www.3igroup.com provided that the Prospectus is not available (whether through the website or otherwise) to Restricted Shareholders, subject to certain exceptions. The Prospectus gives 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, Full 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.

Each of J.P. Morgan Cazenove, J.P. Morgan Securities Ltd, Merrill Lynch International, the Joint Lead Managers, the Co-Lead Managers and Rothschild is authorised and regulated in the United Kingdom by the FSA, and is acting for 3i and no one else in connection with the Rights Issue and will not regard any other person (whether or not a recipient of the Prospectus) as a client in relation to the Rights Issue and will not be responsible to anyone other than 3i for providing the protections afforded to their respective clients or for providing advice in relation to the Rights Issue or any matters referred to in this announcement.

Apart from the responsibilities and liabilities, if any, which may be imposed on J.P. Morgan Cazenove, J.P. Morgan Securities Limited, Merrill Lynch International, the Joint Lead Managers, the Co-Lead Managers and Rothschild by FSMA or under other laws, none of J.P. Morgan Cazenove, J.P. Morgan Securities Limited, Merrill Lynch International, the Joint Lead Managers, the Co-Lead Managers nor Rothschild accepts any responsibility whatsoever for the contents of this announcement, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with 3i, the Nil Paid Rights, the Fully Paid Rights or the New Ordinary Shares or the Rights Issue. Subject to applicable law, each of J.P. Morgan Cazenove, J.P. Morgan Securities Limited, Merrill Lynch International, the Joint Lead Managers, the Co-Lead Managers and Rothschild accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise have in respect of this announcement or any such statement.

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, or within the US except pursuant to an applicable exemption from 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, and investors will not be entitled to the benefits of the Act. Offers of the New Ordinary Shares,

the Provisional Allotment Letters, the Nil Paid Rights and the Fully Paid Rights are being made outside the United States only to (or for the account or benefit of) non-US Persons in offshore transactions within the meaning of, and in accordance, with 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) of the US 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.

Neither this announcement nor any copy of it may be taken or transmitted, directly or indirectly, into the United States, Australia, Canada, Japan, New Zealand or the Republic of South Africa or any other such jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. Any failure to comply with this restriction may constitute a violation of the securities laws of the United States, Australia, Canada, Japan, New Zealand or the Republic of South Africa. The distribution of this announcement in other jurisdictions may be restricted by law and persons into whose possession this announcement comes should inform themselves about, and observe, any such restrictions. The Ordinary Shares (including Existing Ordinary Shares and New Ordinary Shares) have not been and will not be registered under the applicable securities laws of the United States, Australia, Canada, Japan, New Zealand or the Republic of South Africa and, subject to certain exemptions, may not be offered or sold within the United States, Australia, Canada, Japan, New Zealand or the Republic of South Africa.

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.