



# Report and accounts 2012 available online

Dear Shareholder

If you would prefer to receive your shareholder communication electronically in the future, including your annual reports and notice of meetings, please go to:  
[www.shareview.co.uk/clients/3isignup](http://www.shareview.co.uk/clients/3isignup)  
to register your details.

Benefits of electronic and website communication are:

- quick and easy access;
- it's more environmentally friendly;
- it's more cost effective; and
- you'll find useful additional information, such as in-depth case studies and a greater breakdown of the portfolio.

Yours faithfully

**Kevin Dunn** Company Secretary



To view the Report and accounts 2012 please go to:  
<http://reportingcentre.3igroup.com/2012>



To register online please go to:  
[www.shareview.co.uk/clients/3isignup](http://www.shareview.co.uk/clients/3isignup)





# + 3i Group plc Annual General Meeting Proxy form for voting

When you have completed and signed this form, please return it by placing it in the envelope provided, which is addressed to "FREEPOST NAT 15582, Equiniti, Aspect House, Spencer Road, LANCING, BN99 6LT" (no stamp is required). Please post your form by 22 June 2012 to ensure it arrives in time. To be valid, this form must be received at Equiniti no later than 10.30 am on 27 June 2012.



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Voting ID	
Task ID	
Reference number	

**Voting electronically** You can now appoint a proxy and give voting instructions electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers.

See overleaf for notes to assist you in completing your proxy form.

I/We hereby appoint the Chairman of the Meeting or

Name

as my/our proxy to attend and to vote on my/our behalf at the Annual General Meeting of 3i Group plc to be held at 10.30 am on 29 June 2012 and at any adjournment of the Meeting.

Please fold here

The Board recommends you vote **FOR** resolutions 1 to 20

Resolutions	For	Against	Abstain
1 To receive and consider the Company's Accounts for the year to 31 March 2012 and the Directors' and Auditors' reports.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' remuneration report for the year to 31 March 2012.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To reappoint Mr J P Asquith as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To reappoint Mr S A Borrows as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To reappoint Mr A R Cox as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To reappoint Mr R H Meddings as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To reappoint Mr W Mesdag as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To reappoint Sir Adrian Montague as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To reappoint Ms M G Verluyten as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To reappoint Mrs J S Wilson as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To reappoint Ernst & Young LLP as Auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To authorise the Board to fix the Auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolutions	For	Against	Abstain
14 To renew the authority to incur political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 To renew the authority to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 To authorise amendments to the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 To renew the section 561 authority.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 To renew the authority to purchase own ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19 To renew the authority to purchase own B shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20 To resolve that General Meetings (other than AGMs) may be called on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board recommends you vote **AGAINST** resolutions 21 and 22

21 Requisitionists' resolution: To change the Company's investment policy while the Company's shares are trading at a discount to net asset value.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22 Requisitionists' resolution: To resolve that the Company brings forward proposals for management incentivisation and reduction of total expense ratio.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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Signature(s)

Date

0931-056-S

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## AGM admission card/poll card

If you will be attending the 3i Group plc Annual General Meeting, please bring this Admission Card/Poll Card with you

If you attend the Annual General Meeting, please bring this card with you and present it at the Registration desk. It will help you gain admission as quickly as possible. Please note the Annual General Meeting is a private meeting for shareholders, proxies and duly authorised representatives. Non-shareholders, including spouses and partners, are not entitled to admission to the Meeting. A disabled shareholder may, however, be accompanied and the person accompanying them need not be a shareholder.

The Annual General Meeting is being held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE.

The Annual General Meeting will start at 10.30 am on 29 June 2012. Doors open for registration from 9.45 am when coffee, tea and biscuits will be served.

Overleaf is your poll card.

# Notes to assist you in completing your proxy form



## Your rights

Members of 3i Group plc entered on the Company's ordinary share register at 6.00 pm on 27 June 2012 are entitled to attend and vote at the Annual General Meeting ("AGM"). If you are no longer on the Company's Register of Members at that time, you will not be entitled to attend. If you attend in person, you do not need to complete a proxy form.

## What is a "proxy"?

If you cannot or do not wish to attend the AGM, you may appoint someone else to attend for you. That person is known as a "proxy". You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. A proxy need not be a member of the Company.

## Voting

If you attend the AGM, you may speak and vote at it. If you appoint a proxy, that person can attend, speak and vote on your behalf. If you wish your proxy to vote in a particular way, insert an X in the relevant "For", "Against" or "Abstain" boxes shown on the proxy form. If you do not indicate how you wish your proxy to vote, your proxy will have the authority to vote or abstain as he/she thinks fit on the resolutions. Your proxy will have discretion to vote on any other business which may properly come before the AGM, unless you indicate otherwise. You should note that an abstain vote is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolution.

## Appointing a proxy

The proxy form makes provision for you to appoint the Chairman of the AGM as your proxy. If you wish to appoint someone else as your proxy, insert the name of that other person in the blank space provided and delete the words "the Chairman of the Meeting or". If you choose to appoint multiple proxies use a separate copy of this form for each proxy, and indicate after the proxy's name the number of shares in relation to which they are authorised to act. A proxy must attend the AGM in order to vote on your behalf. Returning the proxy form will not prevent you from attending and voting at the AGM in place of your proxy or proxies.

## Signing the form on your behalf

If someone signs the proxy form on your behalf, you or that person must send with it the authority under which the form is signed. Where the person appointing the proxy is a company, the form must be executed either under seal or under the hand of an officer, attorney or other person authorised to sign on behalf of the company.

## AGM poll card

The Board recommends you vote **FOR** resolutions 1 to 20

Resolutions	For	Against	Abstain
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15 To renew the authority to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 To authorise amendments to the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 To renew the section 561 authority.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 To renew the authority to purchase own ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19 To renew the authority to purchase own B shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Board recommends you vote **AGAINST** resolutions 21 and 22

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22 Requisitionists' resolution: To resolve that the Company brings forward proposals for management incentivisation and reduction of total expense ratio.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature