

IMPORTANT NOTICE
OFFER SIZE STATEMENT
NOT TO BE FORWARDED TO ANY OTHER PERSON

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Confirmation of Your Representation: You have been sent the following document on the basis that you have confirmed that (i) you and any customer that you may represent are (a) U.S. persons (as defined in Regulation S under the U.S. Securities Act of 1933 ("**Securities Act**") ("**U.S. Persons**") or "**U.S. Residents**" (as defined below) and you and such person are "**qualified institutional buyers**" (as defined in Rule 144A under the U.S. Securities Act of 1933) and "**qualified purchasers**" (within the meaning of Section 2(a)(51) of the U.S. Investment Company Act of 1940) in the United States; or (b) not U.S. Persons or U.S. Residents but "**qualified investors**" (within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC)) in the European Economic Area and who is not in Denmark, Italy or Greece (excluding persons in the United Kingdom who receive the following document once it has been approved by the FSA); or (c) not U.S. Persons or U.S. Residents and not obtaining the document with a view to offering or reselling Securities to, persons in any Relevant Member State other than qualified investors or in circumstances in which the prior consent of the Citigroup has been given to the offer or resale; and (ii) that you consent to access of this document in an electronic form. For the purposes of the foregoing, a "U.S. Resident" means any U.S. Person, as well as (i) any natural person who is only temporarily residing outside the United States, (ii) any account of a U.S. Person over which a non-U.S. fiduciary has investment discretion or any entity, which, in either case, is being used to circumvent the registration requirements of the Investment Company Act and (iii) any employee benefit or pension plan that does not have as its participants or beneficiaries persons substantially all of whom are not U.S. Persons.

This document has been sent to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Company, Citigroup or any director, officer, employer, employee or agent of any of them, or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between this document distributed to you in electronic format and the hard copy version available to you on request from Citigroup.

You are reminded that the following document has been delivered to you on the basis that you are a person into whose possession this document may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorised to forward or distribute this document to any other person or reproduce it in any manner whatsoever. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS IMPORTANT NOTICE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

Restrictions: Recipients of this document who intend to purchase securities are reminded that any purchase may only be made subject to and on the basis of the information contained in the prospectus of the Company dated 20 February 2007 (the "**Prospectus**"). The securities have not been and will not be registered under the Securities Act or the securities laws of any state of the United States or any other jurisdiction and the securities may not be offered or sold in the United States (as such term is defined in Regulation S under the Securities Act) unless registered under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. 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 such Act.

Within the European Economic Area (with the exception of the United Kingdom, where the Offer is also made to certain intermediaries), this document, the Prospectus and the Offer are only addressed to and directed at persons in the member states who are "qualified investors" within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC) and who are not in Denmark, Greece or Italy.

The materials relating to the Offer do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the Offer be made by a licensed broker or dealer and Citigroup or any affiliate of Citigroup is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by Citigroup.

Citigroup Global Markets Limited is acting exclusively for the Company and no one else in connection with the Offer. Citigroup will not regard any other person (whether or not a recipient of this document) as its respective clients in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for giving advice in relation to the Offer or any transaction or arrangement referred to in this document.

THIS DOCUMENT, THE SUMMARY, THE REGISTRATION DOCUMENT AND THE SECURITIES NOTE ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, the Summary, the Registration Document and the Securities Note, or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 ("FSMA").

This document, which constitutes an offer size statement (the "**Offer Size Statement**"), relates to the offer described in the prospectus (comprising a Summary, the Registration Document and the Securities Note) (the "**Prospectus**") published by 3i Infrastructure Limited (the "**Company**") on 20 February 2007. This document has been prepared in accordance with the Prospectus Rules made under section 73A of FSMA, has been filed with the Financial Services Authority ("**FSA**") and made available to the public in accordance with Rules 2.3 and 3.2 of the Prospectus Rules.

Except where the context otherwise requires, terms defined in the Prospectus have the same meaning when used in this Offer Size Statement. See the section entitled "Definitions" in the Securities Note and the Registration Document. Terms used and not defined herein shall be deemed to have the meaning ascribed to them in the Prospectus.

Applications have been made to the UK Listing Authority for all of the ordinary shares in the Company (the "**Ordinary Shares**") and the warrants with a subscription price of £1 each (the "**Subscription Price**") in the Company (the "**Warrants**") issued and to be issued in connection with the Global Offer to be admitted to the Official List of the UK Listing Authority (the "**Official List**") and to the London Stock Exchange plc (the "**London Stock Exchange**") for such Ordinary Shares and Warrants to be admitted to trading on the London Stock Exchange's main market for listed securities (together, "**Admission**"). Admission to the Official List, together with admission to trading on the London Stock Exchange's main market for listed securities, constitutes admission to official listing on a regulated market. As at the date of this Offer Size Statement, no Ordinary Shares or Warrants are admitted to trading on a regulated market. Conditional dealings in the Ordinary Shares and the Warrants are expected to commence on the London Stock Exchange on 8 March 2007. It is expected that Admission will become effective and that unconditional dealings in the Ordinary Shares and the Warrants will commence on the London Stock Exchange at 8.00 a.m. on 13 March 2007. All dealings in the Ordinary Shares and Warrants before the commencement of unconditional dealings will be of no effect if Admission does not take place and such dealings will be at the sole risk of the parties concerned. No applications have been or are currently intended to be made for the Ordinary Shares or the Warrants to be admitted to listing or dealt in on any other exchange.

A copy of the Prospectus has been delivered to the Jersey registrar of companies in accordance with Article 5 of the Companies (General Provisions) (Jersey) Order 2002, and the Jersey registrar has given, and has not withdrawn, consent to its circulation. The Jersey Financial Services Commission ("**JFSC**") has given, and has not withdrawn, its consent under Article 2 of the Control of Borrowing (Jersey) Order 1958 to the issue of securities in the Company. It must be distinctly understood that, in giving these consents, neither the Jersey registrar of companies nor the JFSC takes any responsibility for the financial soundness of the Company or for the correctness of any statements made, or opinions expressed, with regard to it.

The Company constitutes and is regulated as a collective investment fund under the Collective Investment Funds (Jersey) Law 1988 (as amended) (the "**Jersey Funds Law**"). The Company, Mourant & Co. Limited (in its capacity as the Company's administrator) and Capita Registrars (Jersey) Limited (in its capacity as the Company's registrar) have all obtained permits under Article 7 of the Jersey Funds Law from the JFSC to operate as functionaries within the Island of Jersey. The JFSC is protected by the Jersey Funds Law against liability arising from the discharge of its functions under the Jersey Funds Law.

Citigroup Global Markets Limited ("**Citigroup**"), which is authorised and regulated in the United Kingdom by the FSA, is acting for the Company and no one else in connection with the Global Offer and will not regard any other person as its client in relation to the Global Offer and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for providing advice in relation to the Global Offer or any transaction or arrangement referred to in this Offer Size Statement or the Prospectus.

Prospective investors should read the Prospectus, including the discussion of certain risks and other factors that should be considered in connection with an investment in the Ordinary Shares and the Warrants as set out in Part I - "Risk Factors" of the Registration Document and Part I - "Risk Factors" of the Securities Note. Prospective investors should be aware that an investment in the Company involves a degree of risk and that, if certain of the risks described in the Prospectus occur, investors may find their investment may be materially adversely affected. Accordingly, an investment in the Ordinary Shares and the Warrants is only suitable for investors who are particularly knowledgeable in investment matters and who are able to bear the loss of the whole or part of their investment.

3i Infrastructure Limited

(incorporated in Jersey with registered no. 95682)

Global Offer of Ordinary Shares at an Offer Price of £1 per Ordinary Share and Warrants with a Subscription Price of £1 each issued in respect of every 10 Ordinary Shares purchased and Admission to the Official List and trading on the London Stock Exchange

Investment Adviser

3i Investments plc

Sole Global Co-ordinator, Sponsor and Underwriter

Citigroup

The Ordinary Shares and the Warrants have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws in the United States. Subject to certain exceptions, the Ordinary Shares and the Warrants may not be offered or sold (or, in the case of the Warrants, exercised) within the United States or to (or by) any national, resident or citizen of the United States. Pursuant to the Global Offer the Ordinary Shares and the Warrants may not be offered or sold (or, in the case of the Warrants, exercised) in the United States, or to, or for the account or benefit of (or by), US Persons as defined in Regulation S under the Securities Act ("Regulation S") or US Residents (as defined below) except that the Ordinary Shares and the Warrants may be offered or sold to (i) persons who are both "Qualified Institutional Buyers" as defined in Rule 144A under the Securities Act ("Rule 144A") and "Qualified Purchasers" as defined in the US Investment Company Act of 1940, as amended (the "Investment Company Act"), and

related rules, in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 144A, and (ii) non-US Residents in offshore transactions in reliance on Regulation S. The Company has not been and will not be registered under the Investment Company Act and investors will not be entitled to the benefits of that Act. "US Resident" for these purposes means any US Person, as well as (i) any natural person who is only temporarily residing outside the United States, (ii) any account of a US Person over which a non-US fiduciary has investment discretion or any entity, which, in either case, is being used to circumvent the registration requirements of the Investment Company Act and (iii) any employee benefit or pension plan that does not have as its participants or beneficiaries persons substantially all of whom are not US Persons. In addition, for these purposes, if an entity either has been formed for or operated for the purpose of investing in the Ordinary Shares or the Warrants, or facilitates individual investment decisions, such as a self-directed employee benefit or pension plan, the Ordinary Shares or the Warrants will be deemed to be held for the account of the beneficiaries or other interest holders of such entity, and not for the account of the entity.

Prospective investors are hereby notified that sellers of the Ordinary Shares and/or the Warrants may be relying on the exemption from the provisions of section 5 of the Securities Act provided by Rule 144A. The Ordinary Shares and the Warrants are not transferable except in compliance with the restrictions described in Part XIII of the Registration Document and in Parts VII and VIII of Securities Note. Further, no purchase, sale or transfer of the Ordinary Shares and/or the Warrants may be made unless such purchase, sale or transfer will not result in (a) any assets of the Company constituting "plan assets" within the meaning of section 3(42) of the US Employee Retirement Income Security Act of 1974, as amended ("ERISA"), or assets subject to other applicable US laws or regulations that are substantially similar to section 406 of ERISA or section 4975 of the US Internal Revenue Code of 1986, as amended (the "Code") (any such substantially similar laws being referred to herein as "similar US Laws"); or (b) the Company being required to register as an investment company under the Investment Company Act or being or potentially being in violation of such Act or the rules and regulations promulgated thereunder. Each purchaser or transferee of the Ordinary Shares and/or the Warrants will be required to represent or will be deemed to have represented that it (a) is not an employee benefit plan subject to Part 4 of Subtitle B of Title I of ERISA, a plan to which section 4975 of the Code applies, an entity whose underlying assets include plan assets by reason of a plan's investment in such entity (as determined in accordance with section 3(42) of ERISA); or a plan or entity subject to similar US Laws, and (b) is not using "plan assets" (within the meaning of section 3(42) of ERISA) subject to Title I of ERISA or section 4975 of the Code, or assets of a plan subject to similar US Laws. Prospective investors are also notified that the Company believes that it will be classified as a passive foreign investment company for United States federal income tax purposes but does not expect to provide to holders of Ordinary Shares and/ or the Warrants the information that would be necessary in order for such persons to make a qualified electing fund election with respect to the Ordinary Shares and/or the Warrants. For further details, see Part I and Part XIII of the Registration Document and Part I and Part VIII of the Securities Note.

Prospective investors should rely only on the information contained in the Prospectus. No person has been authorised to give any information or make any representations other than as contained in the Offer Size Statement and the Prospectus and, if given or made, such information or representations must not be relied on as having been so authorised by the Company, the directors of the Company (the "Directors"), 3i Investments plc, 3i Group plc or Citigroup. Without prejudice to the Company's obligations under the Prospectus Rules, the Listing Rules and the Disclosure Rules, neither the delivery of this Offer Size Statement or the Prospectus nor any subscription made under the Prospectus shall, under any circumstances, create any implication that there has been no change in the affairs of the Company and its holding entities (the "Group") since the date of this Offer Size Statement and the Prospectus or that the information in it or them is correct as at any time after the date of the Prospectus.

OFFER STATISTICS

Offer Price per Ordinary Share	£1
Number of Ordinary Shares being issued ¹	700 million
Number of Warrants being issued	70 million
Number of Over-allotment Shares subject to the Over-allotment Option	up to 70 million
Number of Warrants subject to the Over-allotment Option	up to 7 million
Initial proceeds of the Global Offer ²	£700 million
Maximum proceeds from the Over-allotment Option	£70 million

1 This figure does not include the two subscriber Ordinary Shares.

2 Assumes that no Over-allotment Shares are issued pursuant to the Over-allotment Option and assuming no exercise of the Warrants. This figure does not include the two subscriber Ordinary Shares.

Availability of this Offer Size Statement

Copies of this Offer Size Statement and the Prospectus are available for viewing only during normal business hours, free of charge, at the Document Viewing Facility, the Financial Services Authority, 25 North Colonnade, Canary Wharf, London E14 6HS.

Copies of this Offer Size Statement and the Prospectus may be collected, free of charge during normal business hours, from either of the following:

Citigroup Global Markets Limited
Citigroup Centre
Canada Square
London E14 5LB

3i Infrastructure Limited
22 Grenville Street
St. Helier
Jersey JE4 8PX
Channel Islands

In addition, this Offer Size Statement is available in electronic form from 3i Group plc's website at www.3igroup.com, subject to access restrictions.

Documents available for inspection

In addition to those documents set out in Section 15 of Part XIII - "Additional Information" of the Registration Document, a copy of this Offer Size Statement will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) until 13 March 2007 at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY.

8 March 2007