

PRICING SUPPLEMENT

3i Group plc

**Issue of £85,000,000 Fixed Rate Notes due 2032
under the £2,000,000,000 Note Issuance Programme
(to be consolidated and form a single series with the existing £180,000,000 Fixed Rate Notes
due 2032 issued on 3rd December, 1999 and the existing £135,000,000 Fixed Rate Notes
due 2032 issued on 31st July, 2001)**

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 15th July, 1999. This Pricing Supplement must be read in conjunction with the Offering Circular dated 16th July 2001, save in respect of the Conditions which are contained in the Offering Circular dated 15th July, 1999.

1. Issuer: 3i Group plc
2. (i) Series Number: 77362
(ii) Tranche Number: 3
(to be consolidated and form a single series with the existing £180,000,000 Fixed Rate Notes due 2032 issue on 3rd December, 1999 and the existing £135,000,000 Fixed Rate Notes due 2032 issued on 31st July, 2001)
3. Specified Currency or Currencies: Sterling ("£")
4. Aggregate Nominal Amount:
- Tranche: £85,000,000
- Series: £400,000,000
5. Issue of Price of Tranche: 101.228 per cent. of the Nominal Amount plus 93 days' accrued interest on the Aggregate Nominal Amount.
6. Specified Denominations: £1,000, £10,000 and £100,000
7. (i) Issue Date: 6th September, 2001.
(ii) Interest Commencement Date (if different from the Issue Date): As above.
8. Maturity Date: 3rd December, 2032
9. Interest Basis: 5.75 per cent.
10. Redemption/Payment Basis: Redemption at par.

-
- | | | |
|-----|---|-----------------|
| 11. | Change of Interest Basis or Redemption/Payment Basis: | Not applicable. |
| 12. | Put/Call Options: | Not applicable. |
| 13. | Listing: | London |
| 14. | Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-----|--|---|
| 15. | Fixed Rate Note Provisions: | |
| | (i) Rate of Interest: | 5.75 per cent. per annum payable semi-annually in arrear. |
| | (ii) Interest Payment Date(s): | 3rd December and 3rd June in each year |
| | (iii) Broken Amount(s): | Not Applicable. |
| | (iv) Fixed Day Count Fraction: | 30/360 |
| | (v) Other terms relating to the method of calculating interest for Fixed Rate Notes: | None |

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|--|-----------------|
| 16. | Issuer Call: | Not applicable. |
| 17. | Investor Put: | Not applicable. |
| 18. | Final Redemption Amount: | Par |
| 19. | Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 6(g): | Not applicable. |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- | | | |
|-----|---|---|
| 20. | Form of Notes: | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in certain limited circumstances. |
| 21. | Additional Financial Centre(s) or other special provisions relating to Payment Dates: | Not applicable. |
| 22. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and | |
-

-
- | | | |
|-----|---|---|
| | dates on which such Talons mature): | No. |
| 23. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and, if different from those specified in the Temporary Global Note, consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not applicable. |
| 24. | Details relating to Instalment Notes amount of each instrument, date on which each payment is to be made: | Not applicable. |
| 25. | Redenomination applicable: | Redenomination not applicable. |
| 26. | Other terms or special conditions: | No rights are conferred on any person under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of the Notes.

References in the Offering Circular dated 15th July, 1999 to Cedelbank shall be deemed to be references to Clearstream Banking, société anonyme ("Clearstream, Luxembourg") and references to Euroclear shall be deemed to be references to Euroclear Bank S.A./N.V. as operator of the Euroclear System ("Euroclear"). |

DISTRIBUTION

- | | | |
|-----|---|---|
| 27. | (i) If syndicated, names of Managers: | Not applicable. |
| | (ii) Stabilising Manager (if any): | Not applicable. |
| 28. | If non-syndicated, name of relevant Dealer: | UBS AG, acting through its business group UBS Warburg |
| 29. | Whether TEFRA D rules applicable or TEFRA rules not applicable: | TEFRA D |
| 30. | Additional selling restrictions: | Not applicable. |

OPERATIONAL INFORMATION

- | | | |
|-----|--|-----------------|
| 31. | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | Not applicable. |
|-----|--|-----------------|
-

-
32. Delivery: Delivery against payment
33. Additional Paying Agent(s) (if any): Not applicable.
-

ISIN: Initially: XS0135313822
Following exchange of the Temporary Bearer
Global Note for the Permanent Bearer Global
Note: XS0104440986

Common Code: Initially: 013531382
Following exchange of the Temporary Bearer
Global Note for the Permanent Bearer Global
Note: 010444098

LISTING APPLICATION

This Pricing Supplement comprises the details required to list the issue of Notes described herein pursuant to the listing of the £2,000,000,000 Euro Medium Term Note Programme of 3i Group plc and 3i Holdings plc.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By: **A. J. WALKER**
Duly authorised

ICM:538656.1
