

Draft: 27.07.01
ICM:529435.3

BNDI 61020

BNDI 126798

PRICING SUPPLEMENT

3i Group plc

**Issue of £135,000,000 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)**

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.

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|-----|---|---|
| 1. | Issuer: | 3i Group plc |
| 2. | (i) Series Number: | 77362 |
| | (ii) Tranche Number: | 2
(to be consolidated and form a single series with the existing £180,000,000 Fixed Rate Notes due 2032 issue on 3rd December, 1999) |
| 3. | Specified Currency or Currencies: | Sterling ("£") |
| 4. | Aggregate Nominal Amount: | |
| | - Tranche: | £135,000,000 |
| | - Series: | £315,000,000 |
| 5. | Issue of Price of Tranche: | 99.588 per cent. of the Nominal Amount plus 57 days' accrued interest on the Aggregate Nominal Amount. |
| 6. | Specified Denominations: | £1,000, £10,000 and £100,000 |
| 7. | (i) Issue Date: | 31st July, 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. |

33. Additional Paying Agent(s) (if any): Not applicable.

ISIN:

Initially: XS0133418771
Following exchange of the Temporary Bearer
Global Note for the Permanent Bearer Global
Note: XS0104440986

Common Code:

Initially: 013341877
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:
Duly authorised

BNDI 126798

The screenshot displays the 'Deal Administration' application window. A 'Bond Traded' dialog box is open, showing the following details:

- Dealer:** MTNF 5 3/4% 03/12/32 180M GRP
- Administration:** 3i GROUP PLC
- Settlement:** MTNF 5 3/4% 03/12/32 180M GRP
- Accounts:** GBP
- Support:** Ratings: A+, A&T

General Section:

- Dealing Bank: MTNF 5 3/4% 03/12/32 180M GRP
- Issue: 3i GROUP PLC
- Issuing/Paying Agent: MTNF 5 3/4% 03/12/32 180M GRP
- Issue Id: XS0104440986
- Trade: Buy Sell Issue
- Dates: Trade: 31/07/2001, Issue: 31/07/2001, Maturity: 03/12/2032, Last Coup: 05/12/2005
- Codes: Book: GRP, Booking Entity: GROUP, Link: [empty], Curve: [empty]
- Deal Reference: BNDI126798
- Facility Reference: [empty]

Buttons: Entries, Flows, Options, [empty], Dates, Calculate, Replace, Cancel

The Windows taskbar at the bottom shows the Start button, several icons, and open applications including 'Deal Administration', 'MSN Messenger', and two 'Conversation' windows. The system clock shows 12:13.



