

BNDI 61019 = / BNDI 126701

PRICING SUPPLEMENT

3i Group plc

Issue of £180,000,000 Fixed Rate Notes due 2032 under the £2,000,000,000 Note Issuance Programme

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 such Offering Circular.

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| 1. | Issuer: | 3i Group plc |
| 2. | Series Number: | 77362 |
| 3. | Specified Currency or Currencies: | Sterling ("£") |
| 4. | Aggregate Nominal Amount: | £180,000,000 |
| 5. | Issue of Price of Tranche: | 99.49 per cent. of the Nominal Amount. |
| 6. | Specified Denominations: | £1,000, £10,000 and £100,000 |
| 7. | (i) Issue Date: | 3rd December, 1999. |
| | (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**
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| 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 |

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| (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

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| 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

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| 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: Not applicable.

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: Warburg Dillon Read

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 Cedelbank and the relevant identification number(s): Not applicable.

32. Delivery: Delivery against payment

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

ISIN: XS0104440986
Common Code: 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, 3i Holdings plc, 3i plc and 3i International B.V.

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By: 
Duly authorised

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The screenshot displays the Deal Administration software interface. At the top, a menu bar includes 'File', 'Switch', 'Options', and 'Help'. Below the menu is a toolbar with icons for 'Cash', 'Deals', 'Risk', 'Accounts', 'Maintain', 'Arpeggio', 'Exit', and 'Help'. A secondary toolbar contains 'Close', 'Mature', 'Current', 'Funds', 'Trade', 'Alloc.', and 'Others'. The main workspace is dark grey, with a 'Bond Traded' dialog box open in the center. The dialog box has tabs for 'Dealer', 'Administration', 'Settlement', 'Accounts', and 'Support'. The 'Administration' tab is active, showing 'General' and 'Financial' sections. The 'General' section includes fields for 'Dealing Bank' (MTNF 5 3/4% 03/12/32 180M GRP), 'Issuer' (3 GROUP PLC), 'Issue Id' (XS0104440986), 'Trader' (03/12/1999), 'Issue' (03/12/1999), 'Maturity' (03/12/2032), and 'Last Coup' (05/12/2005). The 'Financial' section includes 'Currency' (GBP), 'Rating' (A+), 'Trade' (Buy, Sell, Issue), 'Book' (GRP), 'Booking Entity' (GROUP), 'Link', and 'Curve'. At the bottom of the dialog, 'Deal Reference' is BNDI126701 and 'Facility Reference' is empty. Buttons for 'Entries', 'Flows', 'Options', 'Agent', 'Dates', 'Calculate', 'Replace', and 'Cancel' are at the bottom of the dialog. The Windows taskbar at the bottom shows 'Start', 'Deal Administration', 'MSN Messenger', and two conversation windows, with the system clock at 13:24.



