

3i Group plc

Final Terms dated 15 March 2010

Issue of EUR 350,000,000 5.625 per cent Notes due 2017 under the £2,000,000,000 Note Issuance Programme

PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 7 July 2009 as supplemented by a Supplement dated 10 March 2010 (the **Supplement**), which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "Prospectus Directive"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Offering Circular as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular as so supplemented. The Offering Circular and Supplement are available for viewing at the registered office of the Issuer and copies may be obtained from the registered office of the Issuer.

1. (i) Issuer: 3i Group plc
2. (i) Series Number: 1/2010
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Euro (EUR)
4. Aggregate Nominal Amount:
 - Series: EUR 350,000,000
 - Tranche: EUR 350,000,000
5. Issue Price of Tranche: 99.667 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: EUR 50,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 99,000. No Notes in definitive form will be issued with a denomination above EUR 99,000

(ii) Calculation Amount: EUR 1,000
7. (i) Issue Date: 17 March 2010
(ii) Interest Commencement Date (if different from the Issue Date): Issue Date
8. Maturity Date: 17 March 2017
9. Interest Basis: 5.625 per cent. Fixed Rate (further particulars specified below)
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. Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. Fixed Rate Note Provisions | Applicable |
| (i) Rate(s) of Interest: | 5.625 per cent. per annum payable annually in arrear |
| (ii) Interest Payment Date(s): | 17 March in each year commencing on 17 March 2011 up to and including the Maturity Date |
| (iii) Fixed Coupon Amount(s): | EUR 56.25 per Calculation Amount |
| (iv) Broken Amount(s): | Not Applicable |
| (v) Fixed Day Count Fraction: | Actual/Actual — ICMA |
| (vi) Determination Date(s): | 17 March in each year |
| (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: | None |
| 15. Floating Rate Note Provisions | Not Applicable |
| 16. Zero Coupon Note Provisions | Not Applicable |
| 17. Index Linked Note Provisions | Not Applicable |
| 18. Dual Currency Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 19. Issuer Call | Not Applicable |
| 20. Investor Put | Not Applicable |
| 21. Final Redemption Amount | EUR 1,000 per Calculation Amount |
| 22. 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 5(g)): | EUR 1,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 23. (i) Form of Notes: | Bearer Notes

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in certain limited circumstances specified in the Permanent Global Note. |
| (ii) New Global Note: | Yes |
| 24. Additional Financial Centre(s) or other special provisions relating to Payment Dates: | Not Applicable |
| 25. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 26. 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, | Not Applicable |

consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:

27. Details relating to Instalment Notes: Not Applicable
(i) Instalment Amount(s): Not Applicable
(ii) Instalment Date(s): Not Applicable
28. Redenomination applicable: Redenomination not applicable
29. Other final terms: Not Applicable

DISTRIBUTION

30. (i) If syndicated, names of Joint Lead Managers: Commerzbank Aktiengesellschaft
Lloyds TSB Bank plc
Société Générale
The Royal Bank of Scotland plc

- (ii) Date of Subscription Agreement: 15 March 2010
(ii) Stabilising Manager(s) (if any): Lloyds TSB Bank plc
31. If non-syndicated, name of relevant Dealer: Not Applicable
32. U.S. Selling Restrictions: Reg. S Compliance Category 2: TEFRA D
33. Additional selling restrictions: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required to list the issue of Notes described herein pursuant to the £2,000,000,000 Note Issuance Programme of 3i Group plc.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: 
Duly authorised

PART B — OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's Regulated Market and admitted to the Official List of the UK Listing Authority with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: £3,650

2. RATINGS

Ratings: The Notes to be issued have been rated:
S & P: BBB+
Moody's: Baa1 (Negative)

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. Fixed Rate Notes only- YIELD

Indication of yield: 5.6840 per cent. per annum.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. OPERATIONAL INFORMATION

- (i) ISIN Code: XS0495913229
- (ii) Common Code: 049591322
- (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (vi) Intended to be held in a manner which would allow Eurosystem eligibility: Yes
- Note that the designation “yes” simply means: that the Notes are intended upon issue to be deposited with one of the International Central Securities Depositories as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

