

Supplement dated 24 November 2011 to the Offering Circular dated 28 June 2011



3i Group plc

(Incorporated in England and Wales under the Companies Acts 1948 to 1967 with registered number 1142830)

as Issuer

£2,000,000,000

Note Issuance Programme

This supplement (the “**Supplement**”) to the offering circular (the “**Offering Circular**”) dated 28 June 2011 which comprises a base prospectus, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “**FSMA**”) and is prepared in connection with the £2,000,000,000 Note Issuance Programme (the “**Programme**”) established by 3i Group plc (the “**Issuer**”). Terms defined in the Offering Circular have the same meaning when used in this Supplement, except where the context otherwise requires and save as otherwise defined herein.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Circular and any other supplements to the Offering Circular issued by the Issuer.

This Supplement has been approved by the United Kingdom Financial Services Authority (the “**FSA**”), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the “**Prospectus Directive**”) and relevant implementing measures in the United Kingdom, as a supplement to the Offering Circular. The Offering Circular constitutes a base prospectus prepared in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Notes under the Programme.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

On 10 November 2011 the Issuer released its half-year report for the six months ended 30 September 2011 (the “**Report**”) and the Issuer has published the Report via the Regulatory News Service on the London Stock Exchange. By virtue of this Supplement, the financial statements of the Issuer and its subsidiaries for the half-year ended 30 September 2011, together with the independent review report thereon, as set out on pages 31 to 45 of the Report are incorporated in, and form part of, the Offering Circular.

Copies of all documents incorporated by reference into the Offering Circular can be obtained from the registered office of the Issuer.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b)

any other statement in, or incorporated by reference into, the Offering Circular, the statements in (a) above will prevail.

To the extent that any document or information incorporated by reference or attached to this Supplement itself incorporates any information by reference, either expressly or implicitly, such information will not form part of this Supplement for the purposes of the Prospectus Directive except where such information is stated within this Supplement as specifically being incorporated by reference or where this Supplement is specifically defined as including such information.

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Offering Circular.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Offering Circular.

Investors should be aware of their rights arising pursuant to Section 87Q(4) of the FSMA.

Prospective investors should have regard to the facts described under the section headed “Risk Factors” in the Offering Circular.