



**BARCLAYS BANK PLC**

*(Incorporated with limited liability in England and Wales)*

**Up to 50,000 Securities due March 2018 under the Global Structured Securities Programme  
Issue Price: EUR 1,000 per Security**

**Known for commercial purposes as “Barclays ENI Autocallable marzo 2018”**

This document constitutes the final terms of the Securities (the "**Final Terms**") described herein for the purposes of Article 5.4 of the Prospectus Directive and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Final Terms are supplemental to and should be read in conjunction with the GSSP Base Prospectus 9 dated 19 August 2014, as supplemented on 12 September 2014 and 24 November 2014 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to these Final Terms.

The Base Prospectus, and any supplements thereto, are available for viewing at <http://irreports.barclays.com/prospectuses-and-documentation/structured-securities/prospectuses> and during normal business hours at the registered office of the Issuer and the specified office of the Issue and Paying Agent for the time being in London, and copies may be obtained from such office. Words and expressions defined in the Base Prospectus and not defined in the Final Terms shall bear the same meanings when used herein.

**BARCLAYS**

**Final Terms dated 4 February 2015**

## PART A – CONTRACTUAL TERMS

### *Provisions relating to the Securities*

1. (a) Series: NX000163713
  - (b) Tranche: 1
  2. Settlement Currency: Euro (“EUR”)
  3. Securities: Certificates
  4. Notes: Not Applicable
  5. Certificates: Applicable
  - (a) Number of Securities: Up to 50,000
  - (i) Tranche: Up to 50,000
  - (ii) Series: Up to 50,000
  - (b) Minimum Tradable Amount: 1 Certificate
  6. Calculation Amount: EUR 1,000
  7. Issue Price: EUR 1,000 per Security
- The Issue Price includes a commission element payable by the Issuer to the Authorised Offeror which will be no more than 2.75% of the Issue Price.
8. Issue Date: 31 March 2015
  9. Scheduled Redemption Date: 31 March 2018
  10. Type of Security: Share Linked Securities
  11. Underlying Performance Type<sub>(Redemption)</sub>: Single Asset

### *Provisions relating to interest (if any) payable*

12. Interest Type: Fixed
- General Condition 6 (*Interest*)
- (a) Interest Payment Dates: 31 March 2016
- (b) Interest Determination Date: Issue Date
- (c) Fixed Interest Rate: 4.75%

### *Provisions relating to Automatic Redemption (Autocall)*

13. Automatic Redemption (Autocall): Applicable
- General Condition 7 (*Automatic Redemption (Autocall)*)
- (a) Autocall Observation Type: Discrete
- (b) Autocall Barrier Percentages: 100 per cent.

- (c) Autocall Redemption Percentages: Each of the percentages set out in Table 1 below in the column entitled 'Autocall Redemption Percentage'.
- (d) Autocall Valuation Dates: Each date set out in Table 1 below in the column entitled 'Autocall Valuation Date'.
- (e) Autocall Redemption Dates: Each date set out in Table 1 below in the column entitled 'Autocall Redemption Date'.
- (f) Autocall Valuation Price: The Valuation Price of the Underlying Asset on the Autocall Valuation Date

For the avoidance of doubt, the Valuation Price of the Underlying Asset on any Autocall Valuation Date will be calculated by reference to the reference price as published by Borsa Italiana S.p.A. ("Prezzo di Riferimento").

**Table 1**

Autocall Valuation Date	Autocall Redemption Date	Autocall Redemption Percentage
16 September 2016	30 September 2016	100% + 4.75%
17 March 2017	31 March 2017	100% + 9.50%
15 September 2017	30 September 2017	100% + 14.25%
16 March 2018	31 March 2018	100% + 19.00%

***Provisions relating to Optional Early Redemption***

14. Optional Early Redemption Event: Not Applicable  
General Condition 8 (*Optional Early Redemption Event*)

***Provisions relating to Final Redemption***

15. (a) Final Redemption Type: Capped  
General Condition 9 (*Final Redemption*)
- (b) Settlement Method: Cash
- (c) Strike Price Percentage: 100 per cent.
- (d) Knock-in Barrier Type: European
- (e) Knock-in Barrier Percentage: 75 per cent.

***Provisions relating to Instalment Notes***

16. Instalment Notes: Not Applicable  
General Condition 11 (*Redemption by Instalments*)

***Provisions relating to the Underlying Asset(s)***

17. Underlying Asset:
- |                           |                                       |
|---------------------------|---------------------------------------|
| Underlying Asset: ENI SPA | Initial Valuation Date: 31 March 2015 |
|---------------------------|---------------------------------------|
- (a) Share: ENI SPA

- |                                  |                      |
|----------------------------------|----------------------|
| (i) Exchange:                    | Borsa Italiana S.p.A |
| (ii) Related Exchange:           | All Exchanges        |
| (iii) Underlying Asset Currency: | EUR                  |
| (iv) Bloomberg Screen:           | ENI:IM               |
| (v) Reuters Screen:              | Not Applicable       |
| (vi) Underlying Asset ISIN:      | IT0003132476         |
| (vii) Weight:                    | Not Applicable       |
18. (a) Initial Price<sub>(Redemption)</sub>: The Valuation Price of such Underlying Asset on the Initial Valuation Date
- For the avoidance of doubt, the Valuation Price of the Underlying Asset will be calculated by reference to the reference price as published by Borsa Italiana S.p.A. (“Prezzo di Riferimento”).
- |                        |                |
|------------------------|----------------|
| (i) Averaging-in:      | Not Applicable |
| (ii) Min Lookback-in:  | Not Applicable |
| (iii) Max Lookback-in: | Not Applicable |
- (b) Initial Valuation Date: 31 March 2015
19. (a) Final Valuation Price:
- |                         |                |
|-------------------------|----------------|
| (i) Averaging-out:      | Not Applicable |
| (ii) Min Lookback-out:  | Not Applicable |
| (iii) Max Lookback-out: | Not Applicable |
- (b) Final Valuation Date: 16 March 2018

***Provisions relating to disruption events***

20. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date):  
General Condition 14  
(*Consequences of Disrupted Days*)

- |                            |                |
|----------------------------|----------------|
| (a) Omission:              | Not Applicable |
| (b) Postponement:          | Not Applicable |
| (c) Modified Postponement: | Not Applicable |

21. Additional Disruption Events:  
General Condition 26 (*Adjustment or Early Redemption following an*

*Additional Disruption Event)*

(a) Change in Law:	Applicable
(b) Currency Disruption Event:	Applicable
(a) Hedging Disruption:	Applicable
(b) Issuer Tax Event:	Applicable
(c) Extraordinary Market Disruption:	Applicable
(d) Increased Cost of Hedging:	Not Applicable
(e) Affected Jurisdiction Hedging Disruption:	Not Applicable
(f) Affected Jurisdiction Increased Cost of Hedging:	Not Applicable
(g) Increased Cost of Stock Borrow:	Not Applicable
(h) Loss of Stock Borrow:	Not Applicable
(i) Foreign Ownership Event:	Not Applicable
(j) Fund Disruption Event:	Not Applicable
22. Early Cash Settlement Amount:	Market Value
23. Early Redemption Notice Period Number:	As specified in General Condition 45.1 ( <i>Definitions</i> )
24. Substitution of Shares:	Substitution of Shares – Standard
25. Entitlement Substitution:	Not Applicable
26. FX Disruption Event:	Not Applicable
27. Disruption Fallbacks: General Condition 22 ( <i>Consequences of FX Disruption Events (FX)</i> )	Not Applicable
28. Unwind Costs:	Not Applicable
29. Settlement Expenses:	Not Applicable
30. Local Jurisdiction Taxes and Expenses:	Not Applicable

***General provisions***

31. Form of Securities:	Global Bearer Securities: Permanent Global Security NGN Form: Applicable Held under the NSS: Not Applicable CGN Form: Not Applicable CDIs: Not Applicable
-------------------------	---

32. Trade Date: 27 March 2015
33. Additional Business Centre(s): Not Applicable
34. Business Day Convention: Following
35. Determination Agent: Barclays Bank PLC
36. Registrar: Not Applicable
37. CREST Agent: Not Applicable
38. Transfer Agent: Not Applicable
39. (a) Name of Manager: Barclays Bank PLC

For the purposes of Article 93-bis of the Italian Financial Act, the “**Lead Manager**” (*Responsabile del Collocamento*) is MPS Capital Services Banca per le Imprese S.p.A. (“**MPSCS**”)– Via L. Pancaldo, 4- Florence (Italy) - *Offices at Viale Mazzini, 23 – Siena (Italy)* [www.mpscapitalservices.it](http://www.mpscapitalservices.it)

Where:

“**Italian Financial Act**” means the Italian Legislative Decree n.58/1998 as amended from time to time.

- (b) Date of underwriting agreement: Not Applicable
- (c) Names and addresses of secondary trading intermediaries and main terms of commitment: Not Applicable
40. Registration Agent: Not Applicable
41. *Masse* Category: No *Masse*
42. Governing Law: English law

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to Trading:

MPS Capital Services Banca per le Imprese S.p.A. (“MPSCS”) undertakes to apply for the Securities to be admitted to trading on the systematic internalization system (“SIS”) denominated “De@IDone Trading” (“DDT”), exclusively managed by MPSCS.

MPSCS shall be acting on DDT as sole specialist (negoziatore unico), as regulated by the applicable rules and regulations (il “Regolamento”) published on the website [www.mpscitalservices.it](http://www.mpscitalservices.it). For an amount of Securities equal to the Placed Amount (as defined below), MPSCS shall be required to provide bid/ask quotes to be determined as follows.

The bid/ask quotes provided by MPSCS shall reflect the prevailing market conditions as of the time of the quotes. In particular, in respect of the creditworthiness of the Issuer, the 3 months EURIBOR will be increased by a spread determined as the spread of some specific Issuer’s senior credit default swap plus 0.15 per cent. The quotes so determined, in case of ask quotes (purchase by the investor), shall be increased by a margin of up to a maximum of 0.35 per cent.; in case of bid quotes (sale by the investor), they shall be reduced by a margin of up to a maximum of 0.90 per cent.

MPSCS accepts responsibility for the information in this paragraph 1.(a).

For the purposes hereof “**Placed Amount**” means the product of (x) the Calculation Amount and (y) the number of Securities effectively placed by the Distributor at the end of the Offering Period as notified by MPSCS to Barclays Bank PLC.

- (b) Estimate of total expenses related to admission to trading: Not Applicable

### 2. RATINGS

Ratings: The Securities have not been individually rated.

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

Save as disclosed below and save as discussed in risk factor 10 (Risks associated with discretionary powers of the Issuer and the Determination Agent, including in relation to the Issuer's hedging arrangements) and 13 (Risks associated with conflicts of interest) of the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

MPSCS and the Banca Monte dei Paschi di Siena S.p.A. (the “**Distributor**”) are, with respect to the offer of the Securities, in a position of conflict of interest with the investors as they are part of the same banking group (the Montepaschi Banking Group) and they have an economic interest in the distribution of the Securities. MPSCS and the Distributor shall receive from the Issuer, respectively, the management fee and the selling fee, as specified under paragraph 8.2 (m) below.

MPSCS is also in a position of conflict of interest for the following reasons: it acts as hedging counterparty of the Issuer in relation to the issuance of the Securities; and it shall act as liquidity provider, providing bid/ask quotes for the Securities for the benefit of the holder of the Securities. Also, an application shall be made for the Securities to be admitted to trading on the systematic internalization system (“**SIS**”) denominated “De@lDone Trading” (“**DDT**”), exclusively managed by MPSCS on which MPSCS acts as sole manager (*negoziatore unico*).

MPSCS and the Distributor may engage in business relating to any components of the Underlying Asset, including making loans to equity investments in, or providing investment banking, asset management or other advisory services to the respective sponsor or issuer. In connection with these activities, MPSCS and the Distributor may receive information pertinent to the Underlying Asset(s) or its or their components that MPSCS and the Distributor will not be obliged to divulge.

4. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

Reasons for the offer: General funding

5. **YIELD**

Not Applicable

6. **PERFORMANCE OF UNDERLYING ASSET, AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSET**

ENI SPA

Bloomberg Screen: ENI:IM

Reuters Screen: ENI.MI

7. **OPERATIONAL INFORMATION**

- (a) ISIN: XS1132348654
- (b) Common Code: 113234865
- (c) Relevant Clearing System(s): Euroclear, Clearstream

(d) Delivery: Delivery free of payment

## 8. TERMS AND CONDITIONS OF THE OFFER

### 8.1 Authorised Offer(s)

- (a) Public Offer: An offer of the Securities may be made, subject to the conditions set out below by the Authorised Offeror(s) (specified in (b) immediately below) other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdiction(s) (specified in (c) immediately below) during the Offer Period (specified in (d) immediately below) subject to the conditions set forth in the Base Prospectus and in (e) immediately below
- (b) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place (together the "**Authorised Offeror(s)**"): Each financial intermediary specified in (i) and (ii) below:  
(i) **Specific consent:**  
Banca Monte dei Paschi di Siena S.p.A.  
Piazza Salimbeni, 3  
Siena (Italy) as Distributor and  
MPS Capital Services Banca per le Imprese S.p.A.  
Via L. Pancaldo, 4  
Florence (Italy) offices at Viale Mazzini, 23  
Siena (Italy) as Lead Manager (the "**Authorised Offeror(s)**") and  
(ii) **General consent:** Not Applicable
- (c) Jurisdiction(s) where the offer may take place (together, the "**Public Offer Jurisdictions(s)**"): Italy

- (d) Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s):

From and including 4 February 2015 to and including 26 March 2015 (the “Offer Period”).

The Offer Period for the Securities placed through “door-to-door selling” (pursuant to Article 30 of the Legislative Decree n. 58 dated 24.02.1998, as amended, the “Italian Financial Service Act”) shall be from and including 4 February 2015 to and including 19 March 2015, save in case of early termination and postponement.

Pursuant to Article 30, paragraph 6, of the Italian Financial Act, the validity and enforceability of the subscriptions through “door-to-door selling” (*offerta fuori sede*) are suspended for a period of seven days from the date of the subscription. During such period, investors have the right to withdraw from the subscription without any charge or commissions, by means of communication to the Distributor.

During the Offer Period, the Issuer, subject to the previous agreement of MPSCS, will be entitled to extend the length of the Offer Period and/or to increase the number of Securities to be issued. The Issuer shall forthwith give notice of any such extension and/or of any such increase by publication of a notice on its website <http://www.barclays.com/prospectuses-and-documentation/structured-securities/final-terms.html>, on the Distributor’s and Lead Manager’s websites [www.mps.it](http://www.mps.it) and [www.mpscapitalervices.it](http://www.mpscapitalervices.it)

- (e) Other conditions for use of the Base Prospectus by the Authorised Offeror(s):

Not Applicable

## 8.2 Other terms and conditions of the offer

- (a) Offer Price: The Issue Price
- (b) Total amount of offer: Up to 50,000 Securities
- (c) Conditions to which the offer is subject: The Issuer reserves the right, subject to the previous agreement of MPSCS, to revoke or withdraw the offer for Securities at any time on or prior to the end of the Offer Period.

In which case, the Issuer, the Lead Manager and the Distributor shall give notice to the public by publishing a notice on their respective websites.

Following revocation or withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Distributor in accordance with the Distributor’s usual procedures.

In addition, the Issuer, subject to the previous agreement of MPSCS, has the right to early terminate

at any time the Offer Period at its reasonable discretion, in which case notice shall be given to investors by publication of a notice on the websites of the Issuer, Lead Manager and the Distributor.

(d) Time period, including any possible amendments, during which the offer will be open and description of the application process: From and including 4 February 2015 to and including 26 March 2015.

(e) Description of the application process: An offer of the Securities may be made by the Lead Manager through the Distributor other than pursuant to Article 3(2) of the Prospectus Directive in Italy (the “**Public Offer Jurisdiction**”) during the Offer Period

Applications for the Securities can be made in the Public Offer Jurisdiction through the Distributor during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Distributor. Distribution will be in accordance with the Distributor’s usual procedures.

Investors interested to subscribe the Securities, during the Offer Period and during Distributor banking hours, may apply at the premises (*filiali*) of the Distributor by filling in, duly executing (also by appropriate attorneys), and delivering a specific subscription form (*Scheda di Adesione*).

Subscription of the Securities may also be made by “door-to-door selling” (*offerta fuori sede*) (pursuant to Article 30 of the Legislative Decree n. 58 dated 24.02.1998, as amended, the “Italian Financial Service Act”).

The subscription form is available at each Distributor’s premises.

There is no limit to the subscription application which may be filled in and delivered by the same prospective investor through the Distributor.

The participation by the investor to the Offer cannot be subject to conditions and once the subscription form is executed by the investors and delivered to the Distributor (or any of its attorneys) the application cannot be revoked by the relevant investor unless it is so permitted by applicable laws and regulations.

In case of offerings of the Securities through “door-to-door selling” as per article 30 of the Italian Financial Act (legislative Decree n. 58/1998 as amended from time to time, T.U.F.), (*offerta fuori sede*) the application of the investor can be revoked, by the relevant investor within the seventh day following the date on which the Distributor has received the relevant application, by means of communication to the Distributor.

(f) Details of the minimum and/or maximum amount of application: There are no allotment criteria (*criteri di riparto*), as subscription applications will be satisfied until reaching the maximum amount and thereafter further subscription applications will not be accepted.

The maximum amount of application of Securities will be subject only to availability at the time of the application.

In the event that during the Offer Period the requests exceed the total amount of the offer destined to prospective investors the Issuer, in accordance with the Lead Manager, will proceed to early terminate the Offer Period and will immediately suspend the acceptance of further requests.

- (g) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable
- (h) Details of method and time limits for paying up and delivering the Securities: The Securities will be issued on the Issue Date against payment of the net subscription moneys to the Issuer via the Lead Manager. For the avoidance of any doubt, delivery free of payment will only occur in respect of payments between Barclays Bank PLC in its capacity as Manager and the Issuer. Any payments made by investors to the Lead Manager will be delivery against payment.
- The Securities will be delivered on the Issue Date to the purchaser of the Securities in the relevant deposit accounts held, directly or indirectly, by Distributor at Euroclear and/or Clearstream Luxembourg (as the case may be) following the payment of the Offer Price.
- (i) Manner in and date on which results of the offer are to be made public: Not later than 5 TARGET Business Days after the close of the Offer Period, a notice relating to the results of the Offer will be published on the Issuer's, Lead Manager's and Distributor's websites.
- (j) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable
- (k) Whether tranche(s) have been reserved for certain countries: Offers may be made by the Distributor in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.
- (l) Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Applicants will be notified directly by the Distributor of the amount allotted. No dealings in the Securities may take place prior to the Issue Date.
- (m) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: In connection with the Offer, the Lead Manager, as defined above, will receive a management fee equal to 0.55 per cent. of the Issue Price of the Securities issued and the Distributor, as defined above, will receive, through the Lead Manager, a selling fee equal

to 2.20 per cent. of the Issue Price of the Securities issued.

- (n) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Authorised Offeror

## **ISSUE SPECIFIC SUMMARY**

## ISSUE SPECIFIC SUMMARY

Summaries are made up of disclosure requirements known as 'elements'. These elements are numbered in Sections A – E (A.1 – E.7).

This summary (the "**Summary**") contains all the elements required to be included in a summary for these types of securities and issuer. Because some elements are not required to be addressed, there may be gaps in the numbering sequence of the elements.

Even though an element may be required to be inserted in the Summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the element. In this case a short description of the element is included in the Summary after the words 'not applicable'.

<b>Section A – Introduction and Warnings</b>		
<b>A.1</b>	<b>Introduction and warnings</b>	<p>This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in Securities should be based on consideration of the Base Prospectus as a whole, including any information incorporated by reference, and read together with the Final Terms.</p> <p>Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff might, under the national legislation of the relevant Member State of the European Economic Area, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</p> <p>No civil liability shall attach to any responsible person solely on the basis of this Summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p>
<b>A.2</b>	<b>Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Securities</b>	<p>The Issuer may provide its consent to the use of the Base Prospectus and Final Terms for subsequent resale or final placement of Securities by financial intermediaries, provided that the subsequent resale or final placement of Securities by such financial intermediaries is made during the offer period specified in the Final Terms. Such consent may be subject to conditions which are relevant for the use of the Base Prospectus.</p> <p><b>Specific consent:</b> The Issuer consents to the use of the Base Prospectus and these Final Terms with respect to the subsequent resale or final placement of Securities (a "<b>Public Offer</b>") which satisfies all of the following conditions:</p> <ul style="list-style-type: none"> <li>i. the Public Offer is only made in Italy; and the Public Offer is only made during the period from (and including) 4 February 2015 to and including 26 March 2015; and</li> <li>ii. the Public Offer is only made by Banca Monte dei Paschi di Siena S.p.A. Piazza Salimbeni, 3 Siena (Italy) (as "<b>Distributor</b>") and MPS Capital Services Banca per le Imprese S.p.A. Via L. Pancaldo, 4 Florence (Italy) offices at Viale Mazzini, 23 Siena (Italy) (as "<b>Lead Manager</b>" for the purposes of Article 93-<i>bis</i> of the Italian Legislative Decree n.58/1998 as amended from time to time.) (the "<b>Authorised Offerors</b>").</li> </ul> <p><b>Information on the terms and conditions of an offer by any Authorised Offeror is to be provided at the time of that offer by the Authorised</b></p>

		<b>Offeror.</b>
<b>Section B – Issuer</b>		
<b>B.1</b>	<b>Legal and commercial name of the Issuer</b>	The Securities are issued by Barclays Bank PLC (the " <b>Issuer</b> ").
<b>B.2</b>	<b>Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of the Issuer</b>	<p>The Issuer is a public limited company registered in England and Wales. The Issuer was incorporated on 7 August 1925 under the Colonial Bank Act 1925 and, on 4 October 1971, was registered as a company limited by shares under the Companies Acts 1948 to 1967. Pursuant to the Barclays Bank Act 1984, on 1 January 1985, the Issuer was re-registered as a public limited company.</p> <p>The principal laws and legislation under which the Issuer operates are laws of England and Wales including the Companies Act.</p>
<b>B.4b</b>	<b>Known trends affecting the Issuer and industries in which the Issuer operates</b>	<p>The business and earnings of the Issuer and its subsidiary undertakings (together, the "<b>Bank Group</b>") can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the UK, EU, US and elsewhere, which are all subject to change. The regulatory response to the financial crisis has led and will continue to lead to very substantial regulatory changes in the UK, EU and US and in other countries in which the Bank Group operates. It has also (amongst other things) led to (i) a more assertive approach being demonstrated by the authorities in many jurisdictions, and (ii) enhanced capital and liquidity requirements (for example pursuant to the fourth Capital Requirements Directive (CRD IV)). Any future regulatory changes may restrict the Bank Group's operations, mandate certain lending activity and impose other, significant compliance costs.</p> <p>Known trends affecting the Issuer and the industry in which the Issuer operates include:</p> <p>continuing political and regulatory scrutiny of the banking industry which is leading to increased or changing regulation that is likely to have a significant effect on the industry;</p> <p>general changes in regulatory requirements, for example, prudential rules relating to the capital adequacy framework and rules designed to promote financial stability and increase depositor protection;</p> <p>the US Dodd-Frank Wall Street Reform and Consumer Protection Act, which contains far-reaching regulatory reform (including restrictions on proprietary trading and fund-related activities (the so-called 'Volcker rule'));</p> <p>recommendations by the Independent Commission on Banking including: (i) that the UK and EEA retail banking activities of the largest UK banks should be placed in a legally, operationally and economically separate independent entity (so-called 'ring-fencing'); (ii) statutory depositor preference in insolvency; and (iii) a reserve power for the Prudential Regulatory Authority to enforce full separation of the retail operations of UK banks to which the</p>

		<p>reforms apply under certain circumstances;</p> <p>investigations by the Office of Fair Trading into Visa and MasterCard credit and debit interchange rates, which may have an impact on the consumer credit industry;</p> <p>investigations by (i) regulatory bodies in the UK, EU and US into submissions made by the Issuer and other panel members to the bodies that set various interbank offered rates such as the London Interbank Offered Rate ("<b>LIBOR</b>") and the Euro Interbank Offered Rate ("<b>EURIBOR</b>"); and (ii) regulatory bodies in the UK and US into historical practices with respect to ISDAfix, amongst other benchmarks; and</p> <p>changes in competition and pricing environments.</p>
<b>B.5</b>	<b>Description of the group and the Issuer's position within the group</b>	<p>The Bank Group is a major global financial services provider.</p> <p>The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Bank Group.</p>
<b>B.9</b>	<b>Profit forecast or estimate</b>	Not Applicable: the Issuer has chosen not to include a profit forecast or estimate.
<b>B.10</b>	<b>Nature of any qualifications in audit report on historical financial information</b>	Not Applicable: the audit report on the historical financial information contains no such qualifications.
<b>B.12</b>	<b>Selected key financial information; no material adverse change and significant change statements</b>	<p>Based on the Bank Group's audited financial information for the year ended 31 December 2013, restated to reflect the offsetting amendments to IAS 32, the Bank Group had total assets of £1,344,201m (2012 (restated): £1,512,777m), total net loans and advances of £474,059m (2012 (restated): £472,809m), total deposits of £487,647m (2012 (restated): £468,262m), and total shareholders' equity of £63,220m (2012: £59,923m) (including non-controlling interests of £2,211m (2012: £2,856m)). The profit before tax from continuing operations of the Bank Group for the year ended 31 December 2013 was £2,885m (2012: £650m) after credit impairment charges and other provisions of £3,071m (2012: £3,340m). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2013.</p> <p>Based on the Bank Group's unaudited financial information for the six months ended 30 June 2014, the Bank Group had total assets of £1,315,492m (30 June 2013 (restated): £1,568,544m), total net loans and advances of £486,385m (30 June 2013 (restated): £522,026m), total deposits of £505,873m (30 June 2013 (restated): £541,671m), and total shareholders' equity of £65,119m (30 June 2013: £59,394m) (including non-controlling interests of £2,130m (30 June 2013: £2,620m)). The profit before tax from continuing operations of the Bank Group for the six months ended 30 June 2014 was £2,504m (30 June 2013: £1,648m) after credit impairment charges and other provisions of £1,086m (30 June 2013: £1,631m). The financial information in this paragraph is extracted from the unaudited consolidated financial statements of</p>

		<p>the Issuer for the six months ended 30 June 2014 and the unaudited consolidated financial statements of the Issuer for the six months ended 30 June 2013 restated to reflect the offsetting amendments to IAS 32.</p> <p>There has been no material adverse change in the prospects of the Issuer since 31 December 2013.</p> <p>Not Applicable: there has been no significant change in the financial or trading position of the Bank Group since 30 September 2014.</p>
<b>B.13</b>	<b>Recent events particular to the Issuer which are materially relevant to the evaluation of Issuer's solvency</b>	<p>On 30 July 2014 Barclays PLC announced that the execution of the plan to meet the 3% PRA leverage ratio by 30 June 2014 had been successful, by reporting the following ratios: a fully loaded CRD IV CET1 ratio of 9.9% and a PRA leverage ratio of 3.4% as at 30 June 2014.</p>
<b>B.14</b>	<b>Dependency of the Issuer on other entities within the group</b>	<p>The Bank Group is a major global financial services provider. The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Bank Group.</p> <p>The financial position of the Issuer is dependent on the financial position of its subsidiary undertakings.</p>
<b>B.15</b>	<b>Description of the Issuer's principal activities</b>	<p>The Bank Group is a major global financial services provider engaged in retail and commercial banking, credit cards, investment banking, wealth management and investment management services with an extensive international presence in Europe, the United States, Africa and Asia.</p>
<b>B.16</b>	<b>Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control</b>	<p>The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Issuer and its subsidiary undertakings.</p>
<b>B.17</b>	<b>Credit ratings assigned to the Issuer or its debt securities</b>	<p>The short-term unsecured obligations of the Issuer are rated A-1 by Standard &amp; Poor's Credit Market Services Europe Limited, P-1 by Moody's Investors Service Ltd. and F1 by Fitch Ratings Limited and the long-term obligations of the Issuer are rated A by Standard &amp; Poor's Credit Market Services Europe Limited, A2 by Moody's Investors Service Ltd. and A by Fitch Ratings Limited. A specific issue of Securities may be rated or unrated.</p> <p><b>Ratings:</b> This issue of Securities will not be rated.</p>
<b>Section C – Securities</b>		
<b>C.1</b>	<b>Type and class of Securities being offered and/or</b>	<p>Securities issued under this Base Prospectus may be debt securities or, where the repayment terms are linked to an underlying asset, derivative securities, in</p>

	<b>admitted to trading</b>	<p>the form of certificates.</p> <p><b>Identification:</b> Series number: NX000163713; Tranche number: 1</p> <p><b>Identification codes:</b> ISIN: XS1132348654, Common Code: 113234865.</p>
C.2	<b>Currency</b>	<p>Subject to compliance with all applicable laws, regulations and directives, Securities may be issued in any currency.</p> <p>This issue of Securities will be denominated in Euro ("<b>EUR</b>").</p>
C.5	<b>Description of restrictions on free transferability of the Securities</b>	<p>The Securities may not be offered, sold, transferred or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, any United States person for a period of 40 days from the issue date or, in any case, unless an exemption from the registration requirements of the United States Securities Act is applicable. No offers, sales, resales or deliveries of any Securities may be made in or from any jurisdiction and/or to any individual or entity except in circumstances which will result in compliance with any applicable laws and regulations and which will not impose any obligation on the Issuer (the "<b>Manager</b>").</p> <p>Subject to the above, the Securities will be freely transferable.</p>
C.8	<b>Description of rights attached to the Securities, including ranking and limitations to those rights</b>	<p style="text-align: center;"><b>RIGHTS</b></p> <p>The Securities will be issued on 31 March 2015 (the "<b>Issue Date</b>") at EUR 1,000 (the "<b>Issue Price</b>") and will give each holder of Securities the right to receive a potential return on the Securities, together with certain ancillary rights such as the right to receive notice of certain determinations and events and the right to vote on some (but not all) amendments to the terms and conditions of the Securities.</p> <p><b>Interest:</b> The amount of interest payable on the Securities is determined by reference to a fixed rate of 4.75%.</p> <p><b>Final redemption:</b> If the Securities have not redeemed early (or have not redeemed due to Automatic Redemption (Autocall)) they will redeem on the Scheduled Redemption Date and the cash amount paid to investors will depend on the performance of the Underlying Asset on the specified valuation dates during the life of the Securities.</p> <p><b>Taxation:</b> All payments in respect of the Securities shall be made without withholding or deduction for or on account of any UK taxes unless such withholding or deduction is required by law. In the event that any such withholding or deduction is required by law, the Issuer will, save in limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.</p> <p><b>Events of default:</b> If the Issuer fails to make any payment due under the Securities or breaches any other provision of the Securities (and such failure is not remedied within 30 days, or, in the case of interest, 14 days), or the Issuer is subject to a winding-up order, then (subject, in the case of interest, to the Issuer being prevented from payment by a mandatory provision of law) the Securities will become immediately due and payable, upon notice being given by the holder (or, in the case of Securities governed by French law, the</p>

		<p>representative of the holders).</p> <p>The Securities will be governed by English law and the rights thereunder will be construed accordingly.</p> <p style="text-align: center;"><b>STATUS</b></p> <p>The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.</p> <p style="text-align: center;"><b>LIMITATIONS ON RIGHTS</b></p> <p><b>Certain limitations:</b></p> <p>Notwithstanding that the Securities are linked to the performance of the underlying asset(s), holders do not have any rights in respect of the underlying asset(s).</p> <p>The terms and conditions of the Securities permit the Issuer and the Determination Agent (as the case may be), on the occurrence of certain events and in certain circumstances, without the holders' consent, to make adjustments to the terms and conditions of the Securities, to redeem the Securities prior to maturity, (where applicable) to postpone valuation of the underlying asset(s) or scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Securities and the underlying asset(s) (if any).</p> <p>The Securities contain provisions for calling meetings of holders to consider matters affecting their interests generally and these provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p>
C.11	<b>Admission to trading</b>	<p>MPS Capital Services Banca per le Imprese S.p.A. (“MPSCS”) undertakes to apply for the Securities to be admitted to trading on the systematic internalization system (“SIS”) denominated “De@lDone Trading” (“DDT”), exclusively managed by MPS Capital Services Banca per le Imprese S.p.A. (MPSCS).</p> <p>MPSCS shall be acting on DDT as sole specialist (negoziatore unico), as regulated by the applicable rules and regulations (il “Regolamento”) published on the website <a href="http://www.mpscapiitalservices.it">www.mpscapiitalservices.it</a>. For an amount of Securities equal to the Placed Amount (as defined below), MPSCS shall be required to provide bid/ask quotes to be determined as follows.</p> <p>The bid/ask quotes provided by MPSCS shall reflect the prevailing market conditions as of the time of the quotes. In particular, in respect of the creditworthiness of the Issuer, the 3 months EURIBOR will be increased by a</p>

		<p>spread determined as the spread of some specific Issuer’s senior credit default swap plus 0.15 per cent. The quotes so determined, in case of ask quotes (purchase by the investor), shall be increased by a margin of up to a maximum of 0.35 per cent.; in case of bid quotes (sale by the investor), they shall be reduced by a margin of up to a maximum of 0.90 per cent.</p> <p>MPSCS accepts responsibility for the information in this Section C.11.</p> <p>For the purposes hereof “<b>Placed Amount</b>” means the product of (x) the Calculation Amount and (y) the number of Securities effectively placed by the Distributor at the end of the Offering Period as notified by MPSCS to Barclays Bank PLC.</p>						
<p><b>C.15</b></p>	<p><b>Description of how the value of the investment is affected by the value of the underlying instrument</b></p>	<p>The return on and value of the Securities is dependent on the performance of (i) one or more specified equity indices, shares, depository receipts representing shares and/or exchange traded funds; (ii) one or more specified commodities and/or commodity indices; or (iii) foreign exchange rates (each an "Underlying Asset").</p> <p>The Underlying Asset is:</p> <table border="1" data-bbox="518 1003 1145 1841"> <thead> <tr> <th data-bbox="518 1003 726 1081">Underlying Asset</th> <th data-bbox="726 1003 938 1081">Initial Price</th> <th data-bbox="938 1003 1145 1081">Initial Valuation Date</th> </tr> </thead> <tbody> <tr> <td data-bbox="518 1081 726 1841"> <p>ENI SPA</p> </td> <td data-bbox="726 1081 938 1841"> <p>The Valuation Price of such Underlying Asset on the Initial Valuation Date</p> <p>For the avoidance of doubt, the Valuation Price of the Underlying Asset on the Initial Valuation Date will be calculated by reference to the reference price as published by Borsa Italiana S.p.A. (“Prezzo di Riferimento”).</p> </td> <td data-bbox="938 1081 1145 1841"> <p>31 March 2015</p> </td> </tr> </tbody> </table>	Underlying Asset	Initial Price	Initial Valuation Date	<p>ENI SPA</p>	<p>The Valuation Price of such Underlying Asset on the Initial Valuation Date</p> <p>For the avoidance of doubt, the Valuation Price of the Underlying Asset on the Initial Valuation Date will be calculated by reference to the reference price as published by Borsa Italiana S.p.A. (“Prezzo di Riferimento”).</p>	<p>31 March 2015</p>
Underlying Asset	Initial Price	Initial Valuation Date						
<p>ENI SPA</p>	<p>The Valuation Price of such Underlying Asset on the Initial Valuation Date</p> <p>For the avoidance of doubt, the Valuation Price of the Underlying Asset on the Initial Valuation Date will be calculated by reference to the reference price as published by Borsa Italiana S.p.A. (“Prezzo di Riferimento”).</p>	<p>31 March 2015</p>						

Calculations in respect of amounts payable under the Securities are made by reference to a "**Calculation Amount**", being EUR 1,000.

**Indicative amounts:** If the Securities are being offered by way of a Public Offer and any specified product values are not fixed or determined at the commencement of the Public Offer (including any amount, level, percentage, price, rate or other value in relation to the terms of the Securities which has not been fixed or determined by the commencement of the Public Offer), these specified product values will specify an indicative amount, indicative minimum amount, an indicative maximum amount or indicative amount or any combination thereof. In such case, the relevant specified product value(s) shall be the value determined based on market conditions by the Issuer on or around the end of the Public Offer. Notice of the relevant specified product value will be published prior to the Issue Date.

**Determination Agent:** Barclays Bank PLC will be appointed to make calculations and determinations with respect to the Securities.

**A – Interest**

Interest Payment Date: 31 March 2016

Interest Determination Date: Issue Date

---

The interest amount payable on each Security on the Interest Payment Date is calculated by multiplying the Fixed Interest Rate (being 4.75%) by the Calculation Amount.

**B – Automatic Redemption (Autocall)**

The Securities will automatically redeem if the value of performance calculated in respect of the closing price or level of the Underlying Asset is at or above its corresponding Autocall Barrier Percentage on any Autocall Valuation Date. If this occurs, you will receive a cash payment equal to the nominal amount of your securities multiplied by the relevant Autocall Redemption Percentage payable on the Autocall Redemption Date corresponding to such Autocall Valuation Date.

For the avoidance of doubt, the closing price or level of the Underlying Asset on any Autocall Valuation Date will be calculated by reference to the reference price as published by Borsa Italiana S.p.A. (“Prezzo di Riferimento”).

Autocall Valuation Date	Autocall Barrier Percentage	Autocall Redemption Percentage	Autocall Redemption Date
16 September 2016	100%	100% + 4.75%	30 September 2016

		<table border="1"> <tr> <td>17 March 2017</td> <td>100%</td> <td>100% + 9.50%</td> <td>31 March 2017</td> </tr> <tr> <td>15 September 2017</td> <td>100%</td> <td>100% + 14.25%</td> <td>30 September 2017</td> </tr> <tr> <td>16 March 2018</td> <td>100%</td> <td>100% + 19.00%</td> <td>31 March 2018</td> </tr> </table>	17 March 2017	100%	100% + 9.50%	31 March 2017	15 September 2017	100%	100% + 14.25%	30 September 2017	16 March 2018	100%	100% + 19.00%	31 March 2018
17 March 2017	100%	100% + 9.50%	31 March 2017											
15 September 2017	100%	100% + 14.25%	30 September 2017											
16 March 2018	100%	100% + 19.00%	31 March 2018											
		<hr/> <p style="text-align: center;"><b>C – Issuer Optional Early Redemption</b></p> <p>Not Applicable</p> <hr/> <p style="text-align: center;"><b>D – Final Redemption</b></p> <p>If the Securities have not otherwise redeemed (or have not redeemed due to Automatic Redemption (Autocall)), each Security will be redeemed on 31 March 2018 (the "<b>Scheduled Redemption Date</b>") by payment of the Final Cash Settlement Amount.</p> <hr/> <p>The Final Cash Settlement Amount is calculated as follows:</p> <p>(i) if the Final Performance is greater than or equal to Strike Price Percentage ("<b>SPP</b>") (being 100%), or the Final Performance is greater than or equal to the Knock-in Barrier Percentage (being 75%), 100% multiplied by the Calculation Amount;</p> <p>(ii) otherwise, the Final Performance divided by SPP multiplied by the Calculation Amount.</p> <p>"<b>Final Performance</b>" means the Final Valuation Price divided by the Initial Price<sub>(Redemption)</sub>.</p> <p>"<b>Final Valuation Date</b>" means 16 March 2018, subject to adjustment.</p> <p>"<b>Final Valuation Price</b>" means, in respect of an Underlying Asset, the closing price of the Underlying Asset on the Final Valuation Date.</p> <p>For the avoidance of doubt, the closing price of the Underlying Asset on the Final Valuation Date will be calculated by reference to the closing reference price as published by Borsa Italiana S.p.A. ("Prezzo di Riferimento").</p> <hr/>												
<b>C.16</b>	<b>Expiration or</b>	The Securities are scheduled to redeem on the scheduled redemption date.												

	<b>maturity date of the Securities</b>	<p>This day may be postponed following the postponement of a valuation date due to a disruption event.</p> <p>The scheduled redemption date of the Securities is 31 March 2018.</p>
<b>C.17</b>	<b>Settlement procedure of the derivative securities</b>	<p>Securities may be cleared and settled through Euroclear Bank S.A./N.V., Clearstream Banking <i>société anonyme</i>, CREST, Euroclear France S.A., VP Securities, A/S, Euroclear Finland Oy, Norwegian Central Securities Depository, Euroclear Sweden AB or SIX SIS Ltd.</p> <p>The Securities will be cleared and settled through Euroclear Bank S.A./N.V. and Clearstream Banking <i>société anonyme</i>.</p>
<b>C.18</b>	<b>Description of how the return on derivative securities takes place</b>	<p>The performance of the Underlying Asset to which the Securities are linked may affect: (i) the interest paid on the Securities (if any); and (ii) if the Securities have not redeemed early (or have not redeemed due to Automatic Redemption (Autocall)), the amount paid on the Scheduled Redemption Date.</p> <p>Interest and any amount payable if the Securities redeem before the Scheduled Redemption Date will be paid in cash.</p> <p>On the Scheduled Redemption Date, if the Securities have not redeemed early(or have not redeemed due to Automatic Redemption (Autocall)), the settlement amount will be paid in cash.</p>
<b>C.19</b>	<b>Final reference price of the Underlying Asset</b>	<p>The final reference level of any equity index, share, commodity index, commodity, depository receipt or fund to which Securities are linked, will be determined by the Determination Agent by reference to a publicly available source on a specified date or dates.</p> <p>The final valuation price of the Underlying Asset is the closing price or level of the Underlying Asset on 16 March 2018, as determined by the Determination Agent.</p> <p>For the avoidance of doubt, the closing price or level of the Underlying Asset will be calculated by reference to the reference price as published by Borsa Italiana S.p.A. (“Prezzo di Riferimento”).</p>
<b>C.20</b>	<b>Type of Underlying Asset</b>	<p>Securities may be linked to one or more:</p> <p>common shares;</p> <p>depository receipts representing common shares;</p> <p>exchange traded funds (“ETFs”) (being a fund, pooled investment vehicle, collective investment scheme, partnership, trust or other similar legal arrangement and holding assets, such as shares, bonds, indices, commodities, and/or other securities such as financial derivative instruments);</p> <p>equity indices;</p> <p>commodities;</p>

		<p>commodity indices; or</p> <p>foreign exchange rates.</p> <p>Information about the Underlying Asset is available at: Bloomberg ENI:IM</p>
<b>C.21</b>	<b>Market where Securities are traded</b>	<p>MPS Capital Services Banca per le Imprese S.p.A. (“MPSCS”) undertakes to apply for the Securities to be admitted to trading on the systematic internalization system (“SIS”) denominated “De@IDone Trading” (“DDT”), exclusively managed by MPSCS.</p>
<b>Section D – Risks</b>		
<b>D.2</b>	<b>Key information on the key risks that are specific to the Issuer</b>	<p><b>Credit risk:</b> The Issuer is exposed to the risk of suffering loss if any of its customers, clients or market counterparties fails to fulfil its contractual obligations. The Issuer may also suffer loss where the downgrading of an entity's credit rating causes a fall in the value of the Issuer's investment in that entity's financial instruments.</p> <p>Weak or deteriorating economic conditions negatively impact these counterparty and credit-related risks. In recent times, the economic environment in the Issuer's main business markets (being Europe and the United States) has been marked by generally weaker than expected growth, increased unemployment, depressed housing prices, reduced business confidence, rising inflation and contracting GDP. Operations in the Eurozone remain affected by the ongoing sovereign debt crisis, the stresses being exerted on the financial system and the risk that one or more countries exit the Euro. The current absence of a predetermined mechanism for a member state to exit the Euro means that it is not possible to predict the outcome of such an event and to accurately quantify the impact of such event on the Issuer's profitability, liquidity and capital. If some or all of these conditions persist or worsen, they may have a material adverse effect on the Issuer's operations, financial condition and prospects.</p> <p><b>Liquidity risk:</b> The Issuer is exposed to the risk that it may be unable to meet its obligations as they fall due as a result of a sudden, and potentially protracted, increase in net cash outflows. These outflows could be principally through customer withdrawals, wholesale counterparties removing financing, collateral posting requirements or loan drawdowns.</p> <p><b>Capital risk:</b> The Issuer may be unable to maintain appropriate capital ratios, which could lead to: (i) an inability to support business activity; (ii) a failure to meet regulatory requirements; and/or (iii) credit ratings downgrades. Increased regulatory capital requirements and changes to what constitutes capital may constrain the Issuer's planned activities and could increase costs and contribute to adverse impacts on the Issuer's earnings.</p> <p><b>Legal and regulatory-related risk:</b> Non-compliance by the Issuer with applicable laws, regulations and codes relevant to the financial services industry could lead to fines, public reprimands, damage to reputation, increased prudential requirements, enforced suspension of operations or, in extreme cases, withdrawal of authorisations to operate.</p> <p><b>Reputation risk:</b> Reputational damage reduces – directly or indirectly – the</p>

		<p>attractiveness of the Issuer to stakeholders and may lead to negative publicity, loss of revenue, litigation, regulatory or legislative action, loss of existing or potential client business, reduced workforce morale, and difficulties in recruiting talent. Sustained reputational damage could have a materially negative impact on the Issuer's licence to operate and the value of the Issuer's franchise, which in turn could negatively affect the Issuer's profitability and financial condition.</p>
D.6	<p><b>Risk warning that investors may lose value of entire investment or part of it</b></p>	<p><b>You may lose up to the entire value of your investment in the Securities:</b></p> <p>Even if the relevant Securities are stated to be repayable at an amount that is equal to or greater than their initial purchase price, you will lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meet its payment obligations.</p> <p>You may also lose the value of your entire investment, or part of it, if:</p> <p>the Underlying Asset performs in such a manner that the redemption amount payable or deliverable to you (whether at maturity or following any early redemption and including after deduction of any applicable taxes and expenses) is less than the initial purchase price;</p> <p>you sell your Securities prior to maturity in the secondary market (if any) at an amount that is less than the initial purchase price;</p> <p>the Securities are redeemed early following the occurrence of an extraordinary event in relation to the Underlying Asset(s), the Issuer, the Issuer's hedging arrangement, the relevant currencies or taxation (such as following an additional disruption event) and the amount you receive on such redemption is less than the initial purchase price; and/or</p> <p>the terms and conditions of the Securities are adjusted (in accordance with the terms and conditions of the Securities) with the result that the redemption amount payable to you and/or the value of the Securities is reduced.</p> <p><b>Risk of withdrawal of the public offering:</b> In case of a public offer, the Issuer may provide in the Final Terms that it is a condition of the offer that the Issuer may withdraw the offer for reasons beyond its control, such as extraordinary events that in the determination of the Issuer may be prejudicial to the offer. In such circumstances, the offer will be deemed to be null and void. In such case, where you have already paid or delivered subscription monies for the relevant Securities, you will be entitled to reimbursement of such amounts, but will not receive any remuneration that may have accrued in the period between their payment or delivery of subscription monies and the reimbursement of the Securities.</p> <p><b>Reinvestment risk/loss of yield:</b> Following an early redemption of the Securities for any reason, holders may be unable to reinvest the redemption proceeds at a rate of return as high as the return on the Securities being redeemed.</p> <p><b>Issuer optional early redemption:</b> The ability of the Issuer to early redeem the Securities will mean an investor is no longer able to participate in the</p>

		<p>performance of any Underlying Assets. This feature may limit the market value of the Securities.</p> <p><b>Settlement expenses:</b> Payments, deliveries and settlement under the Securities may be subject to deduction of taxes and settlement expenses, if applicable.</p> <p><b>Conditions to settlement:</b> Settlement is subject to satisfaction of all conditions to settlement by the investor.</p> <p><b>Volatile market prices:</b> The market value of the Securities is unpredictable and may be highly volatile, as it can be affected by many unpredictable factors, including: market interest and yield rates; fluctuations in foreign exchange rates; exchange controls; the time remaining until the Securities mature; economic, financial, regulatory, political, terrorist, military or other events in one or more jurisdictions; changes in laws or regulations; and the Issuer's creditworthiness or perceived creditworthiness.</p> <p><b>Return linked to performance of an Underlying Asset:</b> The return payable on the Securities is linked to the change in value of the Underlying Asset over the life of the Securities. Any information about the past performance of any Underlying Asset should not be taken as an indication of how prices will change in the future. You will not have any rights of ownership, including, without limitation, any voting rights or rights to receive dividends, in respect of any Underlying Asset.</p> <p><b>Shares:</b> The performance of shares is dependent upon numerous economic factors, such as interest and price levels in capital markets, currency developments, political factors as well as company-specific factors such as earnings, market position, risk situation, shareholder structure and distribution policy. Any relevant share issuer may take actions without regard to the interests of any holders of the Securities, which could have a negative effect on the value of the Securities. <b>Capped return:</b> As the redemption amount is subject to a cap, the value of or return on your Securities may be significantly less than if you had purchased the Underlying Asset(s) directly.</p> <p><b>Capped return:</b> As the redemption amount is subject to a cap, the return holders may receive is limited.</p> <p><b>Underlying foreign exchange rates:</b> Securities will be exposed to the performance of one or more underlying foreign exchange rates. Foreign exchange rates are highly volatile and are determined by a wide range of factors including supply and demand for currencies, inflation, interest rates; economic forecasts, political issues, the convertibility of currencies and speculation.</p> <p>The capital invested in the Securities is at risk. Consequently, you may lose the value of your entire investment, or part of it.</p>
<b>Section E – Offer</b>		
<b>E.2b</b>	<b>Reasons for offer and use</b>	Not Applicable: the net proceeds will be applied by the Issuer for making

	<p><b>of proceeds when different from making profit and/or hedging certain risks</b></p>	<p>profit and/or hedging certain risks.</p>
<p>E.3</p>	<p><b>Description of the terms and conditions of the offer</b></p>	<p>The Securities are offered subject to the following conditions:</p> <p><b>Offer Price:</b> The Issue Price</p> <p><b>Conditions to which the offer is subject:</b> The Issuer, subject to the previous agreement of MPSCS, reserves the right to revoke or withdraw the offer for Securities at any time on or prior to the end of the Offer Period.</p> <p>In which case, the Issuer, the Lead Manager and the Distributor shall give notice to the public by publishing a notice on their respective websites.</p> <p>Following the revocation or withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Distributor in accordance with the Distributor’s usual procedures.</p> <p>In addition, the Issuer, subject to the previous agreement of MPSCS, has the right to early terminate at any time the Offer Period at its reasonable discretion, in which case notice shall be given to investors by publication of a notice on the websites of the Issuer, Lead Manager and the Distributor.</p> <p><b>Description of the application process:</b> An offer of the Securities may be made by the Lead Manager through the Distributor other than pursuant to Article 3(2) of the Prospectus Directive as implemented in Italy (the “Public Offer Jurisdiction”) during the Offer Period.</p> <p>Applications for the Securities can be made in the Public Offer Jurisdiction through the Distributor during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Distributor. Distribution will be in accordance with the Distributor’s usual procedures.</p> <p>Investors interested to subscribe the Securities, during the Offer Period and during Distributor banking hours, may apply at the premises (<i>filiali</i>) of the Distributor by filling in, duly executing (also by appropriate attorneys), and delivering a specific subscription form (<i>Scheda di Adesione</i>).</p> <p>Subscription of the Securities may also be made by “door-to-door selling” (<i>offerta fuori sede</i>) (pursuant to Article 30 of the Legislative Decree n. 58 dated 24.02.1998, as amended, the “Italian Financial Service Act”).</p> <p>The subscription form is available at each Distributor’s premises. There is no limit to the subscription application which may be filled in and</p>

	<p>delivered by the same prospective investor through the Distributor.  The participation by the investor to the Offer cannot be subject to conditions and once the subscription form is executed by the investors and delivered to the Distributor (or any of its attorneys) the application cannot be revoked by the relevant investor unless it is so permitted by applicable laws and regulations.  In case of offerings of the Securities through “door-to-door selling” as per article 30 of the Italian Financial Act (legislative Decree n. 58/1998 as amended from time to time, T.U.F.), (<i>offerta fuori sede</i>) the application of the investor can be revoked, by the relevant investor within the seventh day following the date on which the Distributor has received the relevant application, by means of communication to the Distributor.</p> <p><b>Details of the minimum and/or maximum amount of application:</b> There are no allotment criteria (<i>criteri di riparto</i>), as subscription applications will be satisfied until reaching the maximum amount and thereafter further subscription applications will not be accepted.</p> <p>The maximum amount of application of Securities will be subject only to availability at the time of the application.</p> <p>In the event that during the Offer Period the requests exceed the total amount of the offer destined to prospective investors the Issuer, in accordance with the Lead Manager, will proceed to early terminate the Offer Period and will immediately suspend the acceptance of further request.</p> <p><b>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:</b> Not applicable.</p> <p><b>Details of the method and time limits for paying up and delivering the Securities:</b> The Securities will be issued on the Issue Date against payment of the net subscription moneys to the Issuer via the Lead Manager. For the avoidance of any doubt, delivery free of payment will only occur in respect of payments between Barclays Bank PLC in its capacity as Manager and the Issuer. Any payments made by investors to the Lead Manager will be delivery against payment.</p> <p>The Securities will be delivered on the Issue Date to the purchaser of the Securities in the relevant deposit accounts held, directly or indirectly, by Distributor at Euroclear and/or Clearstream Luxembourg (as the case may be) following the payment of the Offer Price.</p> <p><b>Manner in and date on which results of the offer are to be made public:</b> Not later than 5 TARGET Business Days after the close of the Offer Period, a notice relating to the results of the Offer will be published on the Issuer’s, Lead Manager’s and Distributor’s websites.</p> <p><b>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</b> Not applicable.</p> <p><b>Categories of holders to which the Securities are offered and whether Tranche(s) have been reserved for certain countries:</b> Offers may be made</p>
--	---

		<p>through the Distributor in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.</p> <p><b>Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:</b> Applicants will be notified directly by the Distributor of the amount allotted. No dealings in the Securities may take place prior to the Issue Date.</p> <p><b>Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:</b> the Authorised Offerors</p>
<b>E.4</b>	<b>Description of any interest material to the issue/offer, including conflicting interests</b>	<p>The relevant Manager or authorised offeror(s) may be paid fees in relation to any issue or offer of Securities. Potential conflicts of interest may exist between the Issuer, Determination Agent, relevant Manager or authorised offeror(s) or their affiliates (who may have interests in transactions in derivatives related to the Underlying Asset(s) which may, but are not intended to, adversely affect the market price, liquidity or value of the Securities) and holders.</p> <p>MPSCS and the Banca Monte dei Paschi di Siena S.p.A. are, with respect to the offer of the Securities, in a position of conflict of interest with the investors as they are part of the same banking group (the Montepaschi Banking Group) and they have an economic interest in the distribution of the Securities. MPSCS will receive a management fee equal to 0.55 per cent. of the Issue Price of the Securities issued and Banca Monte dei Paschi di Siena S.p.A. will receive, through the MPSCS, a selling fee equal to 2.20 per cent. of the Issue Price of the Securities issued.. Any Manager and its affiliates may be engaged, and may in the future engage, in hedging transactions with respect to the Underlying Asset.</p> <p>MPSCS and Banca Monte dei Paschi di Siena Spa may engage in business relating to any components of the Underlying Asset , including making loans to equity investments in, or providing investment banking, asset management or other advisory services to the respective sponsor or issuer. In connection with these activities, MPSCS and Banca Monte dei Paschi di Siena Spa may receive information pertinent to the Underlying Asset(s) or its or their components that MPSCS and Banca Monte dei Paschi di Siena Spa will not be obliged to divulge.</p> <p>MPSCS is also in a position of conflict of interest for the following reasons: it acts as hedging counterparty of the Issuer in relation to the issuance of the Securities; it shall act as liquidity provider, providing bid/ask quotes for the Securities for the benefit of the holder of the Securities. Also, an application shall be made for the Securities to be admitted to trading on the systematic internalization system (“SIS”) denominated “De@lDone Trading” (“DDT”), exclusively managed by MPS Capital Services Banca per le Imprese S.p.A., on which MPSCS acts as sole manager (negoziatore unico).</p>
<b>E.7</b>	<b>Estimated expenses</b>	<p>The Issuer will not charge any expenses to holders in connection with any issue of Securities. Offerors may, however, charge expenses to holders. Such</p>

	<b>charged to investor by issuer/offeror</b>	expenses (if any) will be determined by agreement between the offeror and the holders at the time of each issue.
--	--	--

