

SUPPLEMENT



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

BARCLAYS CAPITAL (CAYMAN) LIMITED

(Incorporated with limited liability in the Cayman Islands)

(Guaranteed by Barclays Bank plc)

GLOBAL STRUCTURED SECURITIES PROGRAMME

This Base Prospectus Supplement (the "**Supplement**") is supplemental to, and must be read in conjunction with, the Base Prospectus dated 5 August 2009 (the "**Original Base Prospectus**"), as supplemented on 24 September 2009, 4 November 2009, 5 November 2009 and 16 November 2009 (together the "**Base Prospectus**") in connection with the Global Structured Securities Programme for the issuance of structured Notes, Warrants or Certificates (the "**Programme**"). The Programme was prepared by Barclays Bank PLC (the "**Bank**") and Barclays Capital (Cayman) Limited ("**BCCL**") (each in its capacity as an issuer, an "**Issuer**" and, together, and where relevant, the "**Issuers**").

The Supplement constitutes a prospectus supplement in respect of the Base Prospectus for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and for the purpose of Section 87G of the UK Financial Services and Markets Act 2000. Investors should be aware of their rights under Section 87Q(4) of the UK Financial Services and Markets Act 2000.

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meanings when used in this Supplement. This Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus and other supplements to the Base Prospectus issued by the Issuers. To the extent there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above shall prevail.

The Issuers accept responsibility for the information contained in this Supplement and declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import. Save as disclosed in this Supplement no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the securities issued under the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus issued by the Issuers.

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 the Prospectus Directive and the relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of securities under the Programme.

The purposes of this Supplement are:

- (a) to include a new "Italian Securities Annex" to the Original Base Prospectus, setting out additional terms and conditions to allow certain Securities issued under the Programme to be listed on the Italian Stock Exchange and admitted to trading on the electronic "Securitized Derivatives Market" (the "**SeDeX**"), organised and managed by Borsa Italiana S.p.A.;

- (b) to include an Italian taxation section in the Taxation section of the Original Base Prospectus; and
- (c) to include an Italian selling restriction in the Purchase and Sale section of the Original Base Prospectus.

Barclays Capital

The date of this Supplement is 13 January 2010

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ITALIAN SECURITIES ANNEX

The Italian Securities Annex set out below will be inserted into the Original Base Prospectus at page 435, following the section entitled "Swedish Securities Annex".

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PART A – DESCRIPTION

1. Brief description of Italian Securities

Italian Securities are Securities that are Bearer Securities, that are Warrants or Exercisable Certificates and that are to be listed on the Italian Stock Exchange and admitted to trading on the electronic "Securitized Derivatives Market" (the "**SeDeX**") organised and managed by the Italian Stock Exchange, or in respect of which the Issuer reserves the right to apply for listing on the Italian Stock Exchange and admission to trading on the SeDeX. The Settlement Method specified in the applicable Final Terms for Italian Securities will be Cash Settlement and Italian Securities will not bear interest. Securities which are Italian Securities shall be identified as such in the applicable Final Terms.

2. Risk Factors relating to Italian Securities

This section describes additional factors to which prospective investors should have regard when considering an investment in Italian Securities. Prospective investors are also referred to the factors set out in the section headed "Risk Factors" of the Base Prospectus.

2.1 Option Risk

Italian Securities are derivative financial instruments which may include an option right and which, therefore, have many characteristics in common with options. Transactions in options involve a high level of risk. An investor who intends to trade in options must first of all understand the functioning of the types of contracts which he intends to trade in (for example, call options and put options). An investment in options constitutes a highly volatile investment and there is a high likelihood that the option may have no value whatsoever at expiration. In such case, the investor would lose the entire amount used to purchase the options (known as the "premium").

An investor who is considering the purchase of a call option over a Reference Asset, the market price of which is much lower than the price at which the exercise of the option would be opportune (known as "deep out of the money"), must consider that the possibility that the exercise of the option will become profitable is remote. Likewise, an investor who is considering the purchase of a put option over a Reference Asset, the market price of which is much higher than the price at which the exercise of the option would be opportune, must consider that the possibility that the exercise of the option will become profitable is remote.

The Italian Securities include some options on Reference Asset(s). The possible amount paid on exercise or any early termination will depend on the value of such options. Prior to the expiration of an Italian Securities, a variation in the value of the relevant options may involve a reduction in the value of such Italian Securities.

2.2 Valuation of Italian Securities in the secondary market

Investors should note that, in certain circumstances immediately following an issue of Italian Securities, the secondary market price of the Italian Securities may be less than the Issue Price if the Issue Price included commissions and/or fees paid by the Issuer to distributor(s).

2.3 Potential conflicts of interest relating to distributors

Potential conflicts of interest may arise where the Italian Securities are offered to the public, as the manager(s) and any distributors will act pursuant to a mandate granted by the Issuer and will receive commissions and/or fees on the basis of the services performed and the outcome of the placement of the Italian Securities.

Any further risk factors relating to additional conflicts of interest with respect to the Italian Securities will be specified in the applicable Final Terms.

2.4 Possible illiquidity of Italian Securities in the secondary market where there is no offer to institutional investors

There may be less liquidity in the secondary market for Italian Securities if the Italian Securities are exclusively offered to retail investors without any offer to institutional investors.

After listing of the Securities on the SeDeX, the Issuer (or an entity on behalf of the Issuer) will display continuous "bid" and "offer" prices for Italian Securities, in accordance with the rules of the SeDeX.

The appointment of an entity acting as market-maker or liquidity provider with respect to the Italian Securities on the secondary market, may, under certain circumstances, have a relevant impact on the price of the Italian Securities on the secondary market.

2.5 Securities providing for the application of a cap to the Reference Asset

The Italian Securities may provide for the application of a maximum value to the value that the coupon, amounts payable to investors and/or the performance of the Reference Asset may reach (**Cap**).

In such case, the value of the floating coupon or of the amounts payable to investors will not be higher than a predetermined maximum value and will contribute to the yield of the Italian Securities only within such limit. Accordingly, in such case, the favourable performance of the Reference Asset will only partially be considered.

2.6 Certain considerations relating to public offers of the Italian Securities

If the Italian Securities are distributed by means of a public offer, under certain circumstances indicated in the relevant Final Terms, the Issuer and/or the other entities indicated in the Final Terms, will have the right to withdraw the offer, and the latter will be deemed to be null and void according to the terms indicated in the relevant Final Terms.

In such case, investors who have already paid or delivered the subscription amounts of the Italian Securities will be entitled to the reimbursement of such amounts but will not receive any interest accrued from the moment in which the amounts have been paid or delivered and the moment in which they have been reimbursed.

Furthermore, under certain circumstances indicated in the relevant Final Terms, the Issuer and/or the other entities indicated in the Final Terms, will have the right to postpone the closing of the offer period and, if the case, the Issue Date of the Italian Securities.

In such case, investors who have already paid or delivered the subscription amounts of the Italian Securities before the communication of the postponement of the Issue Date of the Italian Securities, will not benefit of the interests accrued pursuant to the Italian Securities, which they would otherwise have been entitled to, if the Italian Securities had been issued on the original Issue Date.

2.7 Listing of Certificates

In respect of Italian Securities, the Issuer shall use all reasonable endeavours to maintain the listing on the SeDeX, PROVIDED THAT if it becomes impracticable or unduly burdensome or unduly onerous to maintain such listing, then the Issuer may apply to de-list such Italian Securities, Provided Further That it shall use all reasonable endeavours to obtain and maintain as soon as reasonably practicable after such de-listing an

alternative admission to listing, trading and/or quotation by a stock exchange, market or quotation system within or outside the European Union, as it may decide.

If such an alternative admission is not available or is, in the opinion of the Issuer, impracticable or unduly burdensome, an alternative admission will not be obtained.

2.8 Securities with foreign exchange risks – emerging market jurisdictions

Prospective investors should also note that the risks set out in the risk factor entitled "Securities with foreign exchange risks" on page 27 of the Original Base Prospectus may be amplified in respect of the currencies of emerging market jurisdictions.

PART B – ADDITIONAL TERMS AND CONDITIONS FOR ITALIAN SECURITIES

The terms and conditions applicable to Italian Securities shall comprise the Base Conditions and the additional terms and conditions set out below (the "Italian Conditions"), in each case subject to completion and/or amendment in the applicable Final Terms. In the event of any inconsistency between the Base Conditions and the Italian Conditions set out below, the Italian Conditions shall prevail. In the event of any inconsistency between (i) the Base Conditions and/or the Italian Conditions and (ii) the Final Terms, the Final Terms shall prevail. This Italian Annex is a Relevant Annex for the purposes of the Base Conditions and any Securities specified to be Italian Securities in the applicable Final Terms. Capitalised terms used herein but not otherwise defined shall have the meanings given to them in the Base Conditions or the applicable Final Terms.

Italian Securities will only be issued by the Bank. BCCL will not issue Italian Securities and references in the Conditions of Italian Securities to the "Issuer" shall refer only to the Bank.

1. Amendments to Condition 6.4 of the Base Conditions

The fifth line of paragraph (a)(i) and third line of paragraph (a)(ii) of Condition 6.4 of the Base Conditions (*Exercise or Cancellation of Securities that are Warrants or Exercisable Certificates – Automatic Exercise - Application of Automatic Exercise*) shall be amended with respect to Italian Securities by the addition of the words "and to the provisions of Condition 6.4(c)" after the words "subject to the provisions of Condition 6.5" in the brackets on that line.

The following new Condition 6.4(c) shall be added after Condition 6.4(b) of the Base Conditions (*Exercise or Cancellation of Securities that are Warrants or Exercisable Certificates – Automatic Exercise – Conditions to Settlement following Automatic Exercise*):

"(c) Italian Securities

Prior to the Renouncement Notice Cut-Off Time specified in the applicable Final Terms, each Securityholder may renounce Automatic Exercise of the relevant Security by the giving of a duly completed Renouncement Notice in accordance with the Rules of the Relevant Stock Exchange, applicable from time to time, to the Relevant Clearing System with a copy to the Issuer and the Paying Agent. Once delivered a Renouncement Notice shall be irrevocable. If a duly completed Renouncement Notice is validly delivered prior to the Renouncement Notice Cut-off Time, the relevant Securityholder will not be entitled to receive any amounts payable by the Issuer in respect of relevant Securities and the Issuer shall have no further liability in respect of such amounts.

Any determination as to whether a Renouncement Notice is duly completed and in proper form shall be made by the Relevant Clearing System (in consultation with the Issuer and Paying Agent) and shall be conclusive and binding on the Issuer, the Paying Agent and the relevant Securityholder. Subject as set out below, any Renouncement Notice so determined to be incomplete or not in proper form shall be null and void. If such Renouncement Notice is subsequently corrected to the satisfaction of the Relevant Clearing System in consultation with the Issuer and Paying Agent, it shall be deemed to be a new Renouncement Notice submitted at the time such correction was delivered to the Relevant Clearing System, with a copy to the Issuer and the Paying Agent."

PART C – DEFINITIONS AND INTERPRETATION APPLICABLE TO ITALIAN SECURITIES

1. Definitions

"Renouncement Notice Cut-off Date" means the date specified as the Renouncement Notice Cut-Off Date in the applicable Final Terms.

"Italian Stock Exchange" means Borsa Italiana S.p.A.

"Renouncement Notice Cut-Off Time" means the time on the Renouncement Notice Cut-Off Date that is specified in the applicable Final Terms.

PART D – PRO FORMA FINAL TERMS FOR ITALIAN SECURITIES

The Pro Forma Final Terms for Warrants and Exercisable Certificates set out on pages 87 to 109 of the Original Base Prospectus shall not apply to Italian Securities and the following Pro Forma Final Terms shall instead be used in respect of Italian Securities:

PRO FORMA FINAL TERMS FOR WARRANTS AND EXERCISABLE CERTIFICATES

The Final Terms for each Series of Warrants and Exercisable Certificates will include such of the following information as is applicable with respect to such Warrants and Exercisable Certificates and such other information as may be required from time to time by any applicable Relevant Stock Exchange.

Final Terms



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

BARCLAYS CAPITAL (CAYMAN) LIMITED

(Incorporated with limited liability in the Cayman Islands)

GLOBAL STRUCTURED SECURITIES PROGRAMME

for the issue of Securities

[[BARCLAYS CAPITAL (CAYMAN) LIMITED]/[BARCLAYS BANK PLC]]

[title of the Warrants/Exercisable Certificates]

under the Global Structured Securities Programme

[Guaranteed by Barclays Bank PLC]

Issue Price: *[issue price]*

This document constitutes the final terms of the [Warrants/Exercisable Certificates] the "**Final Terms**") described herein for the purposes of Article 5.4 of the Directive 2003/71/EC and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Bank**") and Barclays Capital (Cayman) Limited ("**BCCL**") and is supplemental to and should be read in conjunction with the Base Prospectus dated 5 August 2009, as supplemented and amended from time to time, which constitutes a base prospectus (the "**Base Prospectus**") for the purpose of the Directive 2003/71/EC. 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. The Base Prospectus is available for viewing 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 this document shall bear the same meanings when used herein.

[Subject as provided below,] the Issuer [and the Guarantor] accept[s] responsibility for the information contained in

these Final Terms. To the best of [its/their] knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in these Final Terms is in accordance with the facts and does not contain anything likely to affect the import of such information. [The information relating to [●] [and [●]] contained herein has been accurately extracted from [*insert information source(s)*]. [The Issuer [and the Guarantor] confirm that this information has been accurately reproduced and that as far as the Issuer is aware and is able to ascertain from information published by [●] [and], no facts have been omitted which would render the reproduced information inaccurate or misleading.]

[The following alternative language applies if the first tranche of an issue which is being increased was issued under a Base Prospectus with an earlier date

This document constitutes the final terms of the Securities (the "**Final Terms**") described herein for the purposes of Article 5.4 of the Directive 2003/71/EC and is prepared in connection with the Structured Securities Programme established by Barclays Bank PLC (the "**Bank**") and Barclays Capital (Cayman) Limited ("**BCCL**") and is supplemental to and should be read in conjunction with the Base Prospectus dated 5 August 2009, as supplemented and amended from time to time, which constitutes a base prospectus (the "**Base Prospectus**") for the purpose of the Directive 2003/71/EC, save in respect of the Conditions which are extracted from the [[Base Prospectus]/[Offering Circular]] dated [original date] (the "**Original Offering Document**"), as incorporated by reference in the Base Prospectus. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms, the Base Prospectus and the Original Offering Document. The Base Prospectus and the Original Offering Document are available for viewing 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 this document shall bear the same meanings when used herein.

[Subject as provided below,] the Issuer [and the Guarantor] accept[s] responsibility for the information contained in these Final Terms. To the best of [its/their] knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in these Final Terms is in accordance with the facts and does not contain anything likely to affect the import of such information. [The information relating to [●] [and] contained herein has been accurately extracted from [*insert information source(s)*]. [The Issuer [and the Guarantor] confirm that this information has been accurately reproduced and that as far as the issuer is aware and is able to ascertain from information published by [●] [and], no facts have been omitted which would render the reproduced information inaccurate or misleading.]]

Investors should refer to the sections headed "Risk Factors" in the Base Prospectus for a discussion of certain matters that should be considered when making a decision to invest in the Securities.

Barclays Capital

Final Terms dated [*Issue Date*]

The distribution of this document and the offer of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession these Final Terms come are required by the Bank to inform themselves about and to observe any such restrictions. Details of selling restrictions for various jurisdictions are set out in "Purchase and Sale" in the Base Prospectus. In particular, the Securities have not been, and will not be, registered under the US Securities Act of 1933, as amended, and are subject to US tax law requirements. Trading in the Securities has not been approved by the US Commodity Futures Trading Commission under the US Commodity Exchange Act of 1936, as amended. Subject to certain exceptions, the Securities may not at any time be offered, sold or delivered in the United States or to US persons, nor may any US persons at any time trade or maintain a position in such Securities.

Part A
Terms and Conditions of the Securities

[Rule 144A Securities may be deposited in DTC, Euroclear and Clearstream, Luxembourg.]

Notwithstanding anything to the contrary contained in the Base Prospectus, Registered Securities of each Series sold to qualified institutional buyers within the meaning of Rule 144A under the Securities Act may initially be represented by a global restricted certificate (each a "**Rule 144A Global Security**") without interest coupons, which will be deposited with a common depository on behalf of DTC, Clearstream, Luxembourg and Euroclear. For purposes of transfers of Rule 144A Global Securities, the first legend in paragraph 3 under "Transfer and Restrictions for Registered Securities" will apply equally to the Rule 144A Global Securities.]

The Securities shall have the following terms and conditions, which shall complete, modify and/or amend the Base Conditions and/or any applicable Relevant Annex(es) set out in the Base Prospectus dated 5 August 2009.

[When adding any other terms or information consideration should be given as to whether such terms or information constitute "significant new factors" and consequently trigger the need for a supplement to the Base prospectus under Article 16 of the Directive 2003/71/EC]

Parties

Issuer:	[Barclays Bank PLC] [Barclays Capital (Cayman) Limited]
Guarantor:	[Barclays Bank PLC] [N/A]
Manager [s]:	[Barclays Bank PLC] [and] [Other (<i>specify</i>)]
Determination Agent:	[Barclays Capital Securities Limited] [Barclays Bank PLC]
Issue and Paying Agent:	[The Bank of New York Mellon]
Stabilising Manager:	[N/A] [●]
Registrar:	[The Bank of New York Mellon (Luxembourg) S.A.] [The Bank of New York Mellon (New York branch)] [N/A]
Transfer Agent:	[The Bank of New York Mellon] [The Bank of New York Mellon (Luxembourg) S.A.] [The Bank of New York Mellon (New York branch)] [N/A]
Exchange Agent:	[The Bank of New York Mellon (New York branch)] [Other (<i>specify</i>)] [N/A]
Additional Agents:	[●] [N/A]

Insert the following paragraph for Bearer Securities. [THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE SECURITIES ACT) AND THE SECURITIES COMPRISE BEARER SECURITIES THAT ARE SUBJECT TO US TAX LAW REQUIREMENTS. SUBJECT TO CERTAIN EXCEPTIONS, THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, US PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT ("REGULATION S")). THESE FINAL TERMS HAVE BEEN PREPARED BY THE ISSUER FOR USE IN CONNECTION WITH THE OFFER AND SALE OF THE SECURITIES OUTSIDE THE UNITED STATES TO NON-US PERSONS IN RELIANCE ON REGULATION S AND FOR LISTING OF THE SECURITIES ON THE RELEVANT STOCK EXCHANGE, IF ANY, AS STATED HEREIN. FOR A DESCRIPTION OF THESE AND CERTAIN FURTHER RESTRICTIONS ON OFFERS AND SALES OF THE SECURITIES AND DISTRIBUTION OF THESE FINAL TERMS AND THE BASE PROSPECTUS [AND THE SUPPLEMENTAL PROSPECTUS] SEE "PURCHASE AND SALE" IN THE BASE PROSPECTUS.

ANY UNITED STATES PERSON WHO HOLDS THIS OBLIGATION WILL BE SUBJECT TO LIMITATIONS UNDER THE UNITED STATES INCOME TAX LAWS, INCLUDING THE LIMITATIONS PROVIDED IN SECTIONS 165(j) AND 1287(a) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED.]

Insert the following paragraphs for Registered Securities. [THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE SECURITIES ACT). SUBJECT TO CERTAIN EXCEPTIONS, THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, US PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT ("REGULATION S")). THESE FINAL TERMS HAVE BEEN PREPARED BY THE ISSUER FOR USE IN CONNECTION WITH THE OFFER AND SALE OF [THE SECURITIES OUTSIDE THE UNITED STATES TO NON-US PERSONS IN RELIANCE ON REGULATION S][AND][WITHIN THE UNITED STATES TO "QUALIFIED INSTITUTIONAL BUYERS" IN RELIANCE ON RULE 144A UNDER THE SECURITIES ACT ("RULE 144A") AND FOR LISTING OF THE SECURITIES ON THE RELEVANT STOCK EXCHANGE, IF ANY, AS STATED HEREIN]. [PROSPECTIVE PURCHASERS ARE HEREBY NOTIFIED THAT SELLERS OF THE SECURITIES MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A.] FOR A DESCRIPTION OF THESE AND CERTAIN FURTHER RESTRICTIONS ON OFFERS AND SALES OF THE SECURITIES AND DISTRIBUTION OF THESE FINAL TERMS AND THE BASE PROSPECTUS [AND THE SUPPLEMENTAL PROSPECTUS], SEE "PURCHASE AND SALE [OF REGISTERED SECURITIES]" IN THE [SUPPLEMENTAL] PROSPECTUS [AND "TRANSFER RESTRICTIONS" IN THE SUPPLEMENTAL PROSPECTUS].

EACH PURCHASER OF REGISTERED SECURITIES WILL BE DEEMED, BY ITS ACCEPTANCE OF PURCHASE OF ANY SUCH REGISTERED SECURITIES, TO HAVE MADE CERTAIN REPRESENTATIONS AND AGREEMENTS INTENDED TO RESTRICT THE RESALE OR OTHER TRANSFER OF SUCH REGISTERED SECURITIES AS SET OUT IN "TRANSFER RESTRICTIONS FOR REGISTERED SECURITIES".

THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE US SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER US REGULATORY AUTHORITY, AND NONE OF THE FOREGOING AUTHORITIES HAS PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OF SECURITIES OR THE ACCURACY OR THE ADEQUACY OF THESE FINAL TERMS OR THE BASE PROSPECTUS [OR THE SUPPLEMENTAL PROSPECTUS]. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

NOTICE TO NEW HAMPSHIRE RESIDENTS

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.]

These Securities are Italian Securities. Securityholders should refer to the provisions of the Italian Securities Annex of the Base Prospectus which shall apply to the Securities.

Provisions relating to the Securities

1. Title: [Title of the Securities]
2. [(i) Series: [●]
 [(ii) Tranche: [●]
3. Currency: [●]
4. Number of Warrants or Exercisable Certificates being issued: [●]
5. Calculation Amount per Security as at the Issue Date: [●]
6. Form:
 - (i) Global/Definitive/Uncertificated and dematerialised: [Global Bearer Securities:]
[Temporary Global Security, exchangeable for a Permanent Global Security/Permanent Global Security]
[Global Registered Securities:]
[Regulation S Global Security; and/or Rule 144A Global Security available on the Issue Date]
[Definitive Registered Securities]
 - (ii) NGN Form: [Applicable]
[N/A]
 - (iii) CGN Form: [Applicable]
[N/A]
7. Trade Date: [●]
8. Issue Date: [●]
9. Issue Price: [●] per [Security/Unit]
10. Relevant Stock Exchange[s]: Italian Stock Exchange
[London Stock Exchange]

- [Other (*specify*)]
[N/A]
11. The following Relevant Annex(es) shall apply to the Securities (*specify each applicable Relevant Annex*): Italian Securities Annex
[Commodity Linked Annex]
[Equity Linked Annex]
[FX Linked Annex]
[Inflation Linked Annex]
[Other (*specify*)]
[N/A]
- Provisions relating to interest (if any) payable on the Securities**
12. Interest: [Applicable]
[N/A]
13. Interest Amount: [*Where single Interest Calculation Period which is less than 1 year and rate provided is not a rate per annum - [●] per Calculation Amount per Security as at the Issue Date*]
[As per Conditions 4 and 24 of the Base Conditions]
[Other (*specify*)]
[N/A]
14. Interest Basis: [Fixed Rate]
[Floating Rate]
[Variable Rate [-[Index Linked Interest]/[Equity Linked Interest][FX Linked Interest]/[Commodity Linked Interest]]]
[Other (*specify*)]
[N/A]
(further particulars specified below)
15. Interest Rate[s]:
- (i) Fixed Rate: [●] per cent. per annum
[N/A]
- (ii) Floating Rate: [Screen Rate Determination]
[ISDA Determination]
[N/A]
- (iii) Variable Rate: [*Specify basis/methodology/formula for Interest Rate*]
[N/A]
- (iv) Zero Coupon: [*Specify methodology/internal rate of return*]
[N/A]

16. Screen Rate Determination: [Applicable]
[N/A]
(if not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Reference Rate: [●]
- (ii) Relevant Screen Page: [Reuters Screen LIBOR01 Page]
[Reuters Screen EURIBOR01 Page]
[Other *(specify)*]
17. ISDA Determination: [Applicable]
[N/A]
(if not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Floating Rate Option: [●]
- (ii) Designated Maturity: [●]
- (iii) Reset Date: [●]
18. Margin: [●]
[N/A]
19. Minimum/Maximum Interest Rate: [Applicable]
[N/A]
(if not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Minimum Interest Rate [●] per cent. per annum
[N/A]
- (ii) Maximum Interest Rate [●] per cent. per annum
[N/A]
20. Interest Commencement Date: [●]
[Issue Date]
[N/A]
21. Interest Determination Date: [As per Conditions 4 and 24 of the Base Conditions]
[Arrears Setting Applicable]
[Other *(specify)*]
22. Interest Calculation Periods: [As defined in Condition 24 of the Base Conditions]
[Other *(specify)*]
[N/A]
- (i) Interest Period End Dates: [Each Interest Payment Date]
[Other *(specify)*]
[N/A]

- (ii) Interest calculation method for short or long Interest Calculation Periods: [Linear Interpolation]
[Other (*specify*)]
[N/A]
23. Interest Payment Dates: [[●] in each year]
[Redemption Date]
[Other (*specify*)]
[N/A]
24. Day Count Fraction: [Actual/Actual (ISMA)]
[Actual/Actual]
[Actual/Actual (ISDA)]
[Actual/365 (Fixed)]
[Actual/360]
[30/360]
[360/360]
[Bond Basis]
[30E/360]
[Eurobond Basis]
[30E/360 (ISDA)]
25. Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest, if different from those set out in the Base Conditions: [●]
- Provisions relating to Exercise**
26. (i) Exercise Style: [American Style]
[Bermudan Style]
[European Style]
[Other Exercise Style]
- (ii) Multiple Exercise Securities [Applicable]
[N/A]
27. Call/Put Securities: The Securities are [Call Securities/Put Securities]
28. Units: The Securities must be exercised in Units.
Each Unit consists of [●] Securities.
29. Exercise Price: [●]
30. Exercise Date(s): [●]
31. Potential Exercise Business Dates: [●]
32. Exercise Period: [●]
33. Expiration Date: [●]

34. (i) Automatic Exercise: [Applicable (*specify in whole or the portion of the Security to be exercised*)]
[N/A]
- (ii) [Renouncement Notice Cut-Off Date: [●]]
- (iii) [Renouncement Notice Cut-Off Time: [●]]
35. Minimum Number Exercise Requirement: [The Minimum Number is [●]]
[N/A]
36. Maximum Daily Number: [●]
[N/A]
37. Nominal Call Event: [Applicable]
[N/A]
(if not applicable delete the remaining sub-paragraphs of this paragraph)
- (i) Nominal Call Threshold Amount: [As defined in Condition 24 of the Base Conditions]
[●]
[N/A]
- (ii) Nominal Call Threshold Percentage: [As defined in Condition 24 of the Base Conditions]
[●]
[N/A]
38. Settlement Method: [Cash]
[Physical]
[Issuer Settlement Option]
[Securityholder Settlement Option]
(Multiple Exercise Securities can only be cash settled)
39. Settlement Currency: [●]
40. Terms relating to Cash Settled Securities:
- (i) Exercise Cash Settlement Amount: [[●] (*specify methodology or formula for calculation*)]
[N/A]
- (ii) Exercise Cash Settlement Date: [●]
[As defined in Condition 24 of the Base Conditions]
[N/A]
- (iii) Early Cash Settlement Amount: [[●] (*specify methodology or formula for calculation*)]
[As defined in Condition 24 of the Base Conditions]
[Other (*specify methodology or formula for calculation*)]
[Specify if Early Cash Settlement Amount is or is not to include accrued interest (if applicable).]
- (iv) Early Cancellation Date: [As defined in Condition 24 of the Base Conditions]

- [●]
41. Terms relating to Physically Delivered Securities: (Not applicable if Multiple Exercise Securities)
- (i) Exercise Physical Settlement Entitlement: [[●](Specify methodology or formula for calculation)]
[N/A]
- (ii) Exercise Physical Settlement Date: [●]
[As defined in Condition 24 of the Base Conditions]
[N/A]
- (iii) Early Physical Cancellation Entitlement: [[●](Specify methodology or formula for calculation)]
[N/A]
- (iv) Early Physical Cancellation Date(s): [As defined in Condition 24 of the Base Conditions]
[Other (specify)]
[N/A]
- (v) Entitlement Substitution: [Applicable]
[N/A]
- (vi) Disruption Cash Settlement Price: [[●](Specify methodology or formula for calculation)]
[N/A]
42. Valuation Date(s): [●]
[N/A]
43. Valuation Time: [●]
[N/A]
44. Multiplier: [●]
[N/A]
45. Averaging Date(s): [●]
[N/A]
46. Additional Disruption Events in addition to those specified in Condition 24 of the Base Conditions and any applicable Relevant Annex:
- (i) Other Additional Disruption Event: [Applicable (specify)]
[N/A]
- (ii) Affected Jurisdiction Hedging Disruption: [Applicable]
[N/A]
- (iii) Affected Jurisdiction Increased Cost of Hedging: [Applicable]
[N/A]
- (iv) Affected Jurisdiction: [●]
[N/A]
47. Share Linked Securities: [Applicable]

- [N/A]
- (if not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (i) Share(s) (each a "**Reference Asset**"):
- [Define and specify details of each share and the related Share]
- (ii) Exchange[s]: [●]
- (iii) Related Exchange[s]: [●]
- [All Exchanges]
- [N/A]
- (iv) Exchange Rate:
- [Specify]
- [N/A]
- (v) Weighting for each Reference Asset comprising the Basket of Reference Assets:
- [Specify]
- [N/A]
- (vi) Initial Price of each Reference Asset: [●]
- (vii) Number of Shares: [●]
- [N/A]
- (viii) Substitution of Shares: [Applicable]
- [N/A]
- (ix) Averaging: [Applicable]
- [N/A]
- (if not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (d) Averaging Dates: [●]
- (e) Consequence of an Averaging Date being a Disrupted Day: [Omission]
- [Postponement]
- [Modified Postponement]
- (x) Additional Disruption Event in respect of Equity Linked Securities: [Insolvency Filing]
- [Increased Cost of Stock Borrow:
- Initial Stock Loan Rate: [●]]
- [Loss of Stock Borrow:
- Maximum Stock Loan Rate: [●]]
- [Fund Disruption Event]
- [Other (specify)]
- [N/A]
- (xi) FX Disruption Event: [Applicable]
- [N/A]

- (if not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (a) Specified Currency: [●]
 - (b) Specified Jurisdiction: [●]
 - (xii) Market Access Dividend and Rights Issue Provisions: [Applicable]
[N/A]
 - (xiii) Dividend Exchange Rate: [●]
[N/A]
 - (xiv) Other adjustments: [● (specify)]
[N/A]
48. Index Linked Securities (*Equity indices only*): [Applicable]
[N/A]
- (if not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (i) Index/Indices (each a "**Reference Asset**"): [*Define and specify details of each index or basket, the related Index Sponsor and whether the Index is a Multi-exchange Index*]
 - (ii) Exchange[s]: [●]
 - (iii) Related Exchange[s]: [●]
[All Exchanges]
[N/A]
 - (iv) Exchange Rate: [*Specify*]
[N/A]
 - (v) Weighting for each Reference Asset comprising the Basket of Reference Assets: [*Specify*]
[N/A]
 - (vi) Index Level of each Reference Asset: [●]
 - (vii) Averaging: [Applicable]
[N/A]
- (if not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (c) Averaging Dates: [●]
 - (d) Consequence of an Averaging Date being a Disrupted Day: [Omission]
[Postponement]
[Modified Postponement]
 - (viii) Additional Disruption Event in respect of Index Linked Securities: [Insolvency Filing]
[Increased Cost of Stock Borrow:
Initial Stock Loan Rate: [●]]

- [Loss of Stock Borrow:
Maximum Stock Loan Rate: [●]]
[Fund Disruption Event]
[Other (*specify*)]
[N/A]
- (ix) FX Disruption Event: [Applicable]
[N/A]
(if not applicable, delete the remaining sub-paragraphs of this paragraph)
- (e) Specified Currency: [●]
(f) Specified Jurisdiction: [●]
- (x) Other adjustments: [[●] (*specify*)]
[N/A]
49. Inflation Linked Securities: [Applicable]
[N/A]
(if not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Single inflation index or basket of inflation indices (each a "**Reference Asset**") and details of the relevant sponsors (the "**Index Sponsor(s)**"): [Single Index: [●]]
[Basket of Indices: [●]]
Index Sponsor(s): [●]
(Define and include details for each relevant index)
- (ii) Related Bond: [Applicable (*specify details*)]
[N/A]
- (iii) Fallback Bond: [Applicable (*specify details*)]
[N/A]
- (iv) Related Bond Redemption Event: [Applicable]
[N/A]
- (v) Use of Re-based Index: [Applicable]
[N/A]
- (vi) Acceleration upon Re-basing of Index: [Applicable]
[N/A]
- (vii) Cut-Off Date: [As per the Inflation Linked Annex]
[●]
- (viii) Reference Month: [As per the Inflation Linked Annex]
[Other (*specify*)]
50. FX Linked Securities: [Applicable]

- [N/A]
- (if not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (i) Single FX Rate, Basket of FX Rates, Currency Pair, FX index, or FX-linked product or transaction (each a "Reference Asset"):
- [FX Rate: [●]]
 - [Basket of FX Rates: [●]]
 - [Currency Pair: [●]]
 - [FX index: *[insert formula]*]
- (Define and include details for each relevant Reference Asset and components as applicable)*
- (ii) FX Rate Source(s): [●]
- (iii) Specified Time: [●]
- (iv) Reference Currency:
- [As per the FX Linked Annex]
 - [Other (*specify*)]
- (v) Specified Rate: [●]
- (vi) Spot rate: [●]
- (vii) Principal Financial Centre:
- [As per the FX Linked Annex]
 - [Other (*specify*)]
- (viii) Elective FX Disruption Event:
- [Applicable - [As per the FX Linked Annex.]/[The following event shall also constitute an Elective FX Disruption Event: *[specify]*]]
- [N/A]
- (if not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (a) Benchmark Obligation Default: [Applicable (*specify*)]
- [N/A]
- (b) Price Materiality: [Applicable]
- [N/A]
- (if not applicable, delete the remaining sub-paragraphs of this paragraph)*
- Primary Rate: [●]
 - Secondary Rate: [●]
 - Price Materiality Percentage: [●]
- (ix) FX Disruption Event:
- [Applicable - [As per the FX Linked Annex.]/[The following event shall also constitute a FX Disruption Event: *[specify]*]]
- [N/A]
- (x) Averaging: [*Insert methodology*]

		[N/A]
		<i>(if not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
	(a) Averaging Dates:	[●]
	(b) Consequences of an Averaging Date being a Disrupted Day:	[Omission] [Postponement] [Modified Postponement]
	(xi) Rate Calculation Date:	[●]
51.	Commodity Linked Securities:	[Applicable] [N/A] <i>(if not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
	(i) Relevant Commodity, Commodity Index, Basket of Commodities/Commodity Indices (including weighting of commodities/commodity indices) (each a "Reference Asset"):	[Relevant Commodity: [●]] [Commodity Index: [●]] [Basket of Commodities/Commodity Indices: [●] <i>(include weighting)</i>]
	(ii) Commodity Reference Price:	[●]
	(iii) Price Source(s):	[●] [N/A]
	(iv) Exchange(s):	[●] [N/A]
	(v) Specified Price:	[●]
	(vi) Delivery Date:	[●] [N/A] <i>(specify whether price based on spot market, First Nearby Month, Second Nearby Month, etc.)</i>
	(vii) Pricing Date:	[●, subject to adjustment in accordance with the Commodity Business Day Convention]
	Common Pricing:	[Applicable] <i>(include only if Basket of Commodities/Commodity Indices)</i> [Inapplicable]
	(viii) Commodity Market Disruption Events:	[As per the Commodity Linked Annex] [Other <i>(Specify)</i>]
	Disruption Fallback(s):	[As per the Commodity Linked Annex] [Other <i>(specify)</i>] [N/A]
	Additional provisions for Trading	[If Trading Disruption applies, specify any additional

- Disruption: futures contracts, options contracts or commodities and the related exchange to which Trading Disruption relates]
- (ix) Adjustments to Commodity Index: [As per the Commodity Linked Annex]
[Other (specify any other applicable additional Disruption Fallback(s))]
- (x) Commodity Business Day Convention: [Following]
[Modified Following]
[Nearest]
[Preceding]
52. Additional terms and conditions relating to the Securities: [●]
[N/A]

Additional provisions relating to Settlement

53. Minimum Settlement Amount [●]
[N/A]
54. Additional provisions relating to payment of Exercise Price: [[●] (specify)]
[N/A]
55. Additional provisions relating to Taxes and Settlement Expenses: [[●] (specify)]
[N/A]

Definitions

56. Definition of In The Money: [●]
57. Additional Business Centre(s): [●]
[N/A]

Selling restrictions and provisions relating to certification

58. Non-US Selling Restrictions: [As described in the Base Prospectus]
[N/A]
[Other (specify)]
59. Applicable TEFRA exemption: [TEFRA C]
[TEFRA D]
[N/A]

General

60. Business Day Convention: [Following]
[Modified Following]
[Nearest]
[Preceding]
61. Relevant Clearing System [s]: [Euroclear]
[Clearstream, Luxembourg]
[DTC]

- [Specify details including address if different]
62. If syndicated, names [and addresses] of Managers [and underwriting commitments]: [N/A]
[give names and addresses and underwriting commitments]
63. Relevant securities codes: ISIN: [●]
Common Code: [●]
[Valoren: [●]]
[WKN: [●]]
[CUSIP: [●]]
64. Modifications to the Master Subscription Agreement and/or Master Agency Agreement: [●]
[N/A]
65. Additional Conditions and/or modification to the Conditions of the Securities: [Specify details]
[N/A]

Part B
Other Information

1. LISTING AND ADMISSION TO TRADING

- (i) Listing [Application will be made by the Issuer (or on its behalf) to list the Securities on the Italian Stock Exchange [on or around the Issue Date].]
- [The Issuer reserves the right to apply for the Securities to be listed on the Italian Stock Exchange [on or around the Issue Date], in its absolute discretion. No assurance can be given that such application, if made, will be granted.]
- [London/other (specify)/None]
- (ii) Admission to trading: [Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the electronic Securitised Derivatives Market ("SeDeX") organised and managed by Borsa Italiana S.p.A. [on or around the Issue Date].]
- [The Issuer reserves the right to apply for the Securities to be admitted to trading on the electronic Securitised Derivatives Market ("SeDeX") organised and managed by Borsa Italiana S.p.A. [on or around the Issue Date], in its absolute discretion. No assurance can be given that such application, if made, will be granted.]
- [Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on [the London Stock Exchange's Regulated Market/specify] with effect from [●].] [Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on [the London Stock Exchange's Regulated Market/specify]] on or around the Issue Date.]
- [N/A]
- (Where documenting a fungible issue indicate that original Securities are already admitted to trading.)*
- [(iii) Estimate of total expenses related to admission to trading: [●]]¹

2. RATINGS

- Ratings: [The Securities have not been individually rated.]
- [Upon issuance the Securities are expected to be rated:
- [S & P: [●]]
- [Moody 's: [●]]
- [Other]: [●]]

¹ Only applicable to Tranches of Securities with a denomination of at least €50,000 or equivalent in other currencies.

3. NOTIFICATION

[The Financial Services Authority of the United Kingdom has been requested to provide/has provided - *include first alternative for an issue which is contemporaneous with the establishment or update of the Programme and the second alternative for subsequent issues*] the [include names of competent authorities of host Member States] with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.]

[N/A]

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE [ISSUE/OFFER]

[Need to include a description of any interest, including conflicting ones, that is material to the issue/offer, detailing the persons involved and the nature of the interest. May be satisfied by the inclusion of the following statement:

"Save as discussed in ["Subscription and Sale"], so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer."

[N/A]

[(When adding any other description, consideration should be given as to whether such matters described constitute "significant new factors" and consequently trigger the need for a supplement to the Prospectus under Article 16 of the Prospectus Directive.)]

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

[(i) Reasons for the offer:

[General funding]

[Specify if other reasons]

(See "Use of Proceeds" wording in Base Prospectus - if reasons for offer different from general corporate purposes and/or hedging certain risks will need to include those reasons here.)

[(ii) Estimated net proceeds:

[●]

(If proceeds are intended for more than one use will need to split out and present in order of priority. If proceeds insufficient to fund all proposed uses state amount and sources of other funding.)

[(iii) Estimated total expenses:

[●]

[Include breakdown of expenses]

(If the Securities are derivative securities to which Annex XII of the Prospectus Directive Regulation applies it is only necessary to include disclosure of net proceeds and total expenses at (ii) and (iii) above where disclosure is included at (i) above.)

6. FIXED RATE SECURITIES ONLY – YIELD

[Indication of yield:

[●]

[N/A]

[Calculated as *[include details of method of calculation in summary form]* on the Issue Date.]

[As set out above, the][The] yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.]]

7. FLOATING RATE SECURITIES ONLY – HISTORIC INTEREST RATES

[Details of historic [LIBOR/EURIBOR/other] rates can be obtained from [Reuters].]

[N/A]

8. [PERFORMANCE OF REFERENCE ASSET(S) OR OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE REFERENCE ASSET(S) AND/OR OTHER UNDERLYING]

[Applicable]

[N/A]

[Need to include description of the relevant Reference Asset(s) and details of where past and future performance and volatility of the relevant Reference Asset(s) or other variable can be obtained and a clear and comprehensive explanation of how the value of the investment is affected by the Reference Asset(s) or other underlying and the circumstances when the risks are most evident.]

[Where the Reference Asset(s) or underlying is an index need to include the name of the index and a description if composed by the Issuer and if the index is not composed by the Issuer need to include details of where the information about the index can be obtained. Include other information concerning the underlying required by Paragraph 4.2 of Annex VII of the Prospectus Directive Regulation.]

[For Italian Securities offered to the public in Italy, include (i) yield scenarios, i.e. positive scenario, intermediate scenario and worst-case scenario; (ii) back testing simulation; and (iii) the source of all third party information.]

[(When completing this paragraph, consideration should be given as to whether such matters described constitute "significant new factors" and consequently trigger the need for a supplement to the Prospectus under Article 16 of the Prospectus Directive.)]

The Issuer does not intend to provide post-issuance information.

9. PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT

[Need to include details of where past and future performance and volatility of the relevant rates can be obtained and a clear and comprehensive explanation of how the value of the investment is affected by the Reference Asset(s) or other underlying and the circumstances when the risks are most evident.]

[(When completing this paragraph, consideration should be given as to whether such matters described constitute "significant new factors" and consequently trigger the need for a supplement to the Prospectus under Article 16 of the Prospectus Directive.)]

10. OPERATIONAL INFORMATION

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking Société Anonyme (together with their addresses) and the relevant identification number(s):	[N/A] [insert name(s) and number(s) and/or amendments to the Conditions]]
Delivery:	Delivery [against/free of] payment
Names and addresses of additional Paying Agents(s) (if any):	[●] [N/A]
Intended to be held in a manner which would allow Eurosystem eligibility:	[Yes] [No] [Note that the designation "yes" simply means that the Securities 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 Securities 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 satisfaction of the Eurosystem eligibility criteria.] [include this text if "yes" selected in which case the Securities must be issued in NGN Form]

11. [OFFER INFORMATION

[If applicable, the following details should be included:

- | | |
|---|-------------------------------|
| (i) Offer Price: | [Issue Price] [specify] |
| (ii) Offer Period: | [Not Applicable/give details] |
| (iii) Conditions to which the offer is subject: | [Not Applicable/give details] |
| (iv) Description of the application process: | [Not Applicable/give details] |
| (v) Details of the minimum and/or maximum amount of application: | [Not Applicable/give details] |
| (vi) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: | [Not Applicable/give details] |
| (vii) Details of method and time limits for paying up and delivering the Securities: | [Not Applicable/give details] |
| (viii) Manner in and date on which results of the offer are to be made public: | [Not Applicable/give details] |
| (ix) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: | [Not Applicable/give details] |

- (x) Categories of prospective investors to which the Securities are offered and whether tranche(s) have been reserved for certain countries: [Not Applicable/*give details*]
- (xi) Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: [Not Applicable/*give details*]
- (xii) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: [Not Applicable/*give details*]
- (xiii) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: [Name/*give details*]

[[The Issue Price includes a commission element to be shared with a third party which shall not exceed [●] per cent., further details of which are available upon request.][*Or if applicable* [A distribution fee has been paid to a third party. The amount of this fee will not exceed [●] per cent. of the [Issue Price], of each year of the product's term. Such fee shall be paid [on the Trade Date]/[annually] and is not refundable in the event of early cancellation or sale on the secondary market.]]

12. FORM OF NOTICE FROM BENEFICIAL OWNER TO FINANCIAL INTERMEDIARY

NOTICE FROM THE BENEFICIAL OWNER TO HIS/HER FINANCIAL INTERMEDIARY

(to be completed by the beneficial owner of the Securities for the valid renouncement of Automatic Exercise of the Securities)

BARCLAYS BANK PLC

[*insert title of Securities*]

ISIN: []

(the "**Securities**")

To: Financial Intermediary
(the "**Financial Intermediary**")

We, the undersigned beneficial owner(s) of Securities, hereby communicate that we are renouncing the right to Automatic Exercise of the Securities specified below, in accordance with the Conditions of the Securities.

The undersigned understands that if this notice is not duly completed and delivered in order to enable the Securityholder to renounce automatic redemption of the Securities prior to the Renouncement Notice Cut-Off Time, or if this notice is determined to be incomplete or not in proper form [(in the determination of the Financial Intermediary)] it will be treated as null and void.

ISIN Code/Series number of the Securities: []

Number of Italian Securities the subject of this notice: []

Name of beneficial owner of the Securities

Signature "

TAXATION RELATING TO THE SECURITIES

The following new Italian taxation section shall be inserted into the "Taxation" section of the Original Base Prospectus on page 465 immediately after the section entitled "European Union Taxation".

"Republic of Italy Taxation

The following is a summary of current Italian law and practice relating to the taxation of the Securities. The statements herein regarding taxation are based on the laws in force in Italy as at the date of this Base Prospectus and are subject to any changes in law occurring after such date, which changes could be made on a retroactive basis. The following summary does not purport to be a comprehensive description of all the tax considerations which may be relevant to a decision to subscribe for, purchase, own or dispose of the Securities and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities or commodities) may be subject to special rules.

Prospective purchasers of the Securities are advised to consult their own tax advisers concerning the overall tax consequences of their ownership in the Securities.

Italian taxation of Securities

Pursuant to Article 67 of Presidential Decree No. 917 of 22 December 1986 and Legislative Decree No. 461 of 21 November 1997, as subsequently amended, where the Italian resident Securityholder is (i) an individual not engaged in an entrepreneurial activity to which the Securities are connected, (ii) a non-commercial partnership, (iii) a non-commercial private or public institution, or (iv) an investor exempt from Italian corporate income taxation, capital gains accrued under the sale or the exercise of the Securities are subject to a 12.5% substitute tax (*imposta sostitutiva*). The recipient may opt for three different taxation criteria:

- (1) Under the tax declaration *regime* (*regime della dichiarazione*), which is the default regime for taxation of capital gains realised by Italian resident individuals not engaged in an entrepreneurial activity to which the Securities are connected, the *imposta sostitutiva* on capital gains will be chargeable, on a yearly cumulative basis, on all capital gains, net of any capital loss that may be off-set, realised by the Italian resident individual holding the Securities not in connection with an entrepreneurial activity pursuant to all sales or redemptions of the Securities carried out during any given tax year. Italian resident individuals holding the Securities not in connection with an entrepreneurial activity must indicate the overall capital gains realised in any tax year, net of any relevant incurred capital loss, in the annual tax return and pay *imposta sostitutiva* on such gains together with any balance income tax due for such year. Capital losses in excess of capital gains may be carried forward against capital gains realised in any of the four succeeding tax years.
- (2) As an alternative to the tax declaration regime, Italian resident individuals holding the Securities not in connection with an entrepreneurial activity may elect to pay the *imposta sostitutiva* separately on capital gains realised on each sale or redemption of the Securities (the "*risparmio amministrato*" regime provided for by Article 6 of the Legislative Decree No. 461 of 21 November 1997; such decree, as subsequently amended, "**Decree No. 461**"). Such separate taxation of capital gains is allowed subject to (i) the Securities being deposited with Italian banks, SIMs or certain authorised financial intermediaries and (ii) an express valid election for the *risparmio amministrato* regime being punctually made in writing by the relevant Securityholder. The depository is responsible for accounting for *imposta sostitutiva* in respect of capital gains realised on each sale or redemption of the Securities (as well as in respect of capital gains realised upon the revocation of its mandate), net of any incurred capital loss, and is required to pay the relevant amount to the Italian tax authorities on behalf of the taxpayer, deducting a corresponding amount from the proceeds to be credited to the Securityholder or using funds provided by the Securityholder for this purpose. Under the *risparmio amministrato* regime, where a sale or redemption of the Securities results in a capital loss, such loss may be deducted from capital gains subsequently realised, within the same securities

management, in the same tax year or in the following tax years up to the fourth. Under the *risparmio amministrato* regime, the Securityholder is not required to declare the capital gains in the annual tax return.

- (3) Any capital gains realised or accrued by Italian resident individuals holding the Securities not in connection with an entrepreneurial activity who have entrusted the management of their financial assets, including the Securities, to an authorised intermediary and have validly opted for the so-called "*risparmio gestito*" regime (regime provided for by Article 7 of Decree No. 461) will be included in the computation of the annual increase in value of the managed assets accrued, even if not realised, at year end, subject to a 12.5 per cent. substitute tax, to be paid by the managing authorised intermediary. Under this *risparmio gestito* regime, any depreciation of the managed assets accrued at year end may be carried forward against increase in value of the managed assets accrued in any of the four succeeding tax years. Under the *risparmio gestito* regime, the Securityholder is not required to declare the capital gains realised in the annual tax return.

Where an Italian resident Securityholder is a company or similar commercial entity, or the Italian permanent establishment of a foreign commercial entity to which the Securities are effectively connected, capital gains arising from the Securities will not be subject to *imposta sostitutiva*, but must be included in the relevant Securityholder's income tax return and are therefore subject to Italian corporate tax (and, in certain circumstances, depending on the "status" of the Securityholder, also as a part of the net value of production for IRAP purposes).

Capital gains realised by a Securityholder which is a Fund or a SICAV will be included in the result of the relevant portfolio accrued at the end of the tax period, to be subject to the 12.50 per cent. substitute tax.

Capital gains realised by a Securityholder which is an Italian pension fund (subject to the regime provided for by article 17 of the Legislative Decree No. 252 of 5 December 2005) will be included in the result of the relevant portfolio accrued at the end of the tax period, to be subject to the 11 per cent. substitute tax.

Non-Italian Resident Securityholders

Capital gains realised by non-Italian resident Securityholders from the sale, early redemption or redemption of the Securities are not subject to Italian taxation, provided that the Securities (i) are transferred on regulated markets, or (ii) if not transferred on regulated markets, are held outside of Italy.

Atypical securities

In accordance with a different interpretation of current tax law, it is possible that the Securities would be considered as 'atypical' securities pursuant to Article 8 of Law Decree No. 512 of 30 September 1983 as implemented by Law No. 649 of 25 November 1983. In this event, payments relating to Securities may be subject to an Italian withholding tax, levied at the rate of 27 per cent.

The 27 per cent withholding tax mentioned above does not apply to payments made to a non-Italian resident holder and to an Italian resident holder which is (i) a company or similar commercial entity (including the Italian permanent establishment of foreign entities), (ii) a commercial partnership, or (iii) a commercial private or public institution.

Inheritance and gift taxes

Pursuant to Law Decree No. 262 of 3 October 2006, (Decree No. 262), converted into Law No. 286 of 24 November 2006, the transfers of any valuable asset (including shares, bonds or other securities) as a result of death or donation are taxed as follows:

- (a) transfers in favour of spouses and direct descendants or direct ancestors are subject to an inheritance and gift tax applied at a rate of 4 per cent. on the value of the inheritance or the gift exceeding EUR 1,000,000;

- (b) transfers in favour of relatives to the fourth degree and relatives-in-law to the third degree, are subject to an inheritance and gift tax applied at a rate of 6 per cent. on the entire value of the inheritance or the gift. Transfers in favour of brothers/sisters are subject to the 6 per cent. inheritance and gift tax on the value of the inheritance or the gift exceeding EUR 100,000; and
- (c) any other transfer is, in principle, subject to an inheritance and gift tax applied at a rate of 8 per cent. on the entire value of the inheritance or the gift.

Transfer Tax

Article 37 of Law Decree No 248 of 31 December 2007 ("**Decree No. 248**"), converted into Law No. 31 of 28 February 2008, published on the Italian Official Gazette No. 51 of 29 February 2008, has abolished the Italian transfer tax provided for by Royal Decree No. 3278 of 30 December, 1923, as amended and supplemented by the Legislative Decree No. 435 of 21 November 1997.

Following the repeal of the Italian transfer tax, as from 31 December 2007 contracts relating to the transfer of securities are subject to the registration tax as follows: (i) public deeds and notarized deeds are subject to fixed registration tax at rate of EUR 168; (ii) private deeds are subject to registration tax only in case of use or voluntary registration.

EU Savings Directive

Under EC Council Directive 2003/48/EC on the taxation of savings income (the "**Savings Directive**"), Member States, including Belgium from 1 January 2010, are required to provide to the tax authorities of another Member State details of payments of interest (or similar income) paid by a person within its jurisdiction to an individual resident in that other Member State or to certain limited types of entities established in that other Member State. However, for a transitional period, Belgium, Luxembourg and Austria are instead required (unless during that period they elect otherwise) to operate a withholding system in relation to such payments (the ending of such transitional period being dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries). A number of non-EU countries and territories including Switzerland have adopted similar measures (a withholding system in the case of Switzerland).

On 15 September 2008 the European Commission issued a report to the Council of the European Union on the operation of the Savings Directive, which included the Commission's advice on the need for changes to the Savings Directive. On 13 November 2008 the European Commission published a more detailed proposal for amendments to the Savings Directive, which included a number of suggested changes. The European Parliament approved an amended version of this proposal on 24 April 2009. If any of the proposed changes are made in relation to the Savings Directive, they may amend or broaden the scope of the requirements described above.

Implementation in Italy of the Savings Directive

Italy has implemented the Savings Directive through Legislative Decree No. 84 of 18 April 2005 (Decree No. 84). Under Decree No. 84, subject to a number of important conditions being met, in the case of interest paid to individuals which qualify as beneficial owners of the interest payment and are resident for tax purposes in another Member State, Italian qualified paying agents shall not apply the withholding tax and shall report to the Italian Tax Authorities details of the relevant payments and personal information on the individual beneficial owner. Such information is transmitted by the Italian Tax Authorities to the competent foreign tax authorities of the State of residence of the beneficial owner."

PURCHASE AND SALE

The following new Italian selling restriction shall be inserted into the Purchase and Sale section of the Original Base Prospectus:

"Republic of Italy

To the extent that an offer of Italian Securities to be made under this Base Prospectus has not been registered in Italy, as specified in the relevant Final Terms, in accordance with the applicable laws and regulations (and, in particular, pursuant to Articles 14, 17 and 18 of the Prospectus Directive and Articles 94 and 98 of Legislative Decree No. 58 of 24 February 1998, as amended (the **Financial Services Act**), as implemented by the CONSOB Regulation 14 May 1999, n. 11971, as amended (the **Regulation No. 11971**) (a **Registered Offer**), no Italian Securities may be offered, sold or delivered, nor may copies of the Base Prospectus or of any other document relating to the Italian Securities be distributed in the Republic of Italy, except:

- (i) to qualified investors (*investitori qualificati*), as defined pursuant to Article 100 of the Financial Services Act and Article 34-ter, first paragraph, letter b) of Regulation No. 11971; or
- (ii) in other circumstances which are exempted from the rules on public offerings pursuant to Article 100 of the Financial Services Act and Regulation No. 11971.

Any Registered Offer or any offer, sale or delivery of the Italian Securities or distribution of copies of the Base Prospectus or any other document relating to the Italian Securities in the Republic of Italy under (i) or (ii) above must be:

- (a) made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation 29 October 2007, No. 16190 of (as amended from time to time) and Legislative Decree No. 385 of 1 September 1993, as amended (the **Banking Act**); and
- (b) in compliance with Article 129 of the Banking Act, as amended, and the implementing guidelines of the Bank of Italy, as amended from time to time, pursuant to which the Bank of Italy may request information on the issue or the offer of securities in the Republic of Italy; and
- (c) in compliance with any other applicable laws and regulations or requirement imposed by CONSOB or other Italian authority.

Please note that in accordance with Article 100-bis of the Financial Services Act, where no exemption from the rules on public offerings under (i) and (ii) above applies, the subsequent distribution of the Italian Securities on the secondary market in Italy must be made in compliance with the public offer and the prospectus requirement rules provided under the Financial Services Act and Regulation No. 11971.

Failure to comply with such rules may result in the sale of such Italian Securities being declared null and void and in the liability of the intermediary transferring the financial instruments for any damages suffered by the investors. "

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