



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

Pursuant to the Global Structured Securities Programme

10 Index linked Warrants due January 2018 ("Tranche 1")

Issue Price: GBP 25,000 per Warrant

This document constitutes the final terms of the Warrants (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 6 dated 14 June 2013 (the "**Base Prospectus**"), as supplemented on 10 October 2013 and 23 December 2013, which constitutes a base prospectus for the purpose of the Prospectus Directive. Full information on the Issuer and the offer of the Warrants 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 Warrants is annexed to these Final Terms.

The Base Prospectus is available for viewing at <http://www.barclays.com/InvestorRelations/DebtInvestors> 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 this document shall bear the same meanings when used herein.

Barclays

Final Terms dated 6 February 2014

Part A – CONTRACTUAL TERMS

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| 1. | (i) Series number: | NX000142893 |
| | (ii) Tranche number: | 1 |
| 2. | Currency: | GBP |
| 3. | Warrants: | |
| | (i) Number of Warrants: | Initial issuance number of Warrants as at the Issue Date: 10 |
| | (ii) Minimum Tradable Amount: | Not Applicable |
| 4. | Calculation Amount: | GBP 25,000 |
| 5. | Issue Price: | GBP 25,000 per Warrant |
| 6. | Issue Date: | 6 February 2014 |
| 7. | Exercise Settlement Date: | 30 January 2018 |

Provisions relating to exercise and settlement:

(General Condition 7)

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| 8. | Underlying Performance Type: | Worst-of |
| 9. | (i) Settlement Valuation Type: | Supertracker |
| | (ii) Additional Amount: | Not Applicable |
| | <i>(General Condition 8)</i> | |
| | (iii) Exercise Price: | GBP 2,500 per Warrant |
| | (iv) Settlement Method: | Cash |
| | (v) Settlement Currency: | GBP |
| | (vi) Settlement Asset: | Not Applicable |
| | (vii) Settlement Asset Currency: | Not Applicable |
| | (viii) Entitlement Substitution: | Not Applicable |
| 10. | Settlement Value Barriers and Thresholds: | |
| | (i) Barrier: | European |
| | (ii) Trigger Event Type: | Not Applicable |
| | (iii) Knock-in Barrier Percentage: | 65.00 per cent. |
| | (iv) Lower Strike Price Percentage: | 100.00 per cent. |
| | (v) Upper Strike Price Percentage: | 100.00 per cent. |
| | (vi) Participation: | 200 per cent. |
| | (vii) Cap: | 56.00 per cent. |
| 11. | Additional Value Barriers and Thresholds: | Not Applicable |

Provisions relating to early cancellation:

(General Condition 6)

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| 12. | Autocall: | Not Applicable |
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- (i) Autocall Valuation Date: Not Applicable
- (ii) Autocall Early Cancellation Date: Not Applicable
- (iii) Autocall Barrier Percentage: Not Applicable
- (iv) Autocall Early Cash Settlement Percentage: Not Applicable
- 13. Issuer Early Cancellation Option: Applicable
- 14. Investor Early Cancellation Option: Applicable

Provisions relating to the Underlying Asset:

- 15. Underlying Assets:
 - (i) Share: Not Applicable
 - (ii) Equity Indices: As set out in the table below

| Equity Index: | Exchange: | Related Exchange: | Index Sponsor: | Reuters Code: |
|----------------|-----------------------|-------------------|----------------------------|---------------|
| FTSE 100 Index | London Stock Exchange | All Exchanges | FTSE International Limited | .FTSE |
| S&P 500 Index | Multi-exchange | All Exchanges | Standard and Poors | .SPX |

- (iii) Commodity: Not Applicable
- 16. Initial Price: The minimum Valuation Price of such Underlying Asset observed on each of the Lookback-in Dates
 - (i) Averaging-in: Not Applicable
 - (ii) Min Lookback-in: Applicable
Lookback-in Dates: In respect of an Underlying Asset, each Scheduled Trading Day from and including the Initial Valuation Date to and including 23 July 2014
 - (iii) Max Lookback-in: Not Applicable
 - (iv) Initial Valuation Date: 23 January 2014
- 17. Final Valuation Price: The Valuation Price of such Underlying Asset on the Final Valuation Date
 - (i) Averaging-out: Not Applicable
 - (ii) Min Lookback-out: Not Applicable
 - (iii) Max Lookback-out: Not Applicable
 - (iv) Final Valuation Date: 23 January 2018

Provisions relating to disruption events and taxes and expenses:

- 18. Early Cash Settlement Amount: Market Value
- 19. Consequences of a Disrupted Day (in respect

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| | of an Averaging Date or Lookback Date): (<i>General Condition 12.2</i>) | |
| | (i) Omission: | Applicable |
| | (ii) Postponement: | Not Applicable |
| | (iii) Modified Postponement: | Not Applicable |
| 20. | FX Disruption Event: (<i>General Condition 21</i>) | Not Applicable |
| 21. | Local Jurisdiction Taxes and Expenses: (<i>General Condition 22</i>) | Not Applicable |
| 22. | Additional Disruption Events: (<i>General Condition 20</i>) | |
| | (i) Hedging Disruption: | Not Applicable |
| | (ii) Increased Cost of Hedging: | Not Applicable |
| | (iii) Affected Jurisdiction Hedging Disruption: | Not Applicable |
| | (iv) Affected Jurisdiction Increased Cost of Hedging: | Not Applicable |
| | (v) Affected Jurisdiction: | Not Applicable |
| | (vi) Increased Cost of Stock Borrow | Not Applicable |
| | (vii) Initial Stock Loan Rate | Not Applicable |
| | (viii) Maximum Stock Loan Rate | Not Applicable |
| | (ix) Loss of Stock Borrow | Not Applicable |
| | (x) Fund Disruption Event | Not Applicable |
| | (xi) Foreign Ownership Event | Not Applicable |
| | (xii) Insolvency Filing | Not Applicable |
| | (xiii) Change in Law – Hedging: | Not Applicable |
| | (xiv) Change in Law – Commodity Hedging: | Not Applicable |
| 23. | Market Disruption of connected Futures Contracts: | Not Applicable |
| General Provisions: | | |
| 24. | Form of Warrants: | Registered Warrants Permanent Global Warrants NGN Form: Not Applicable Held under the NSS: Not Applicable CGN Form: Applicable |
| 25. | Trade Date: | 23 January 2014 |

26. Early Cancellation Notice Period Number: As specified in General Condition 37.1
(Definitions)
27. Additional Business Centre(s): Not Applicable
28. Business Day Convention: Following
29. Determination Agent: Barclays Bank PLC
30. Common Depositary: Bank of New York Mellon
31. Registrar: The Bank of New York Mellon (Luxembourg) S.A.
32. Transfer Agent: The Bank of New York Mellon
33. (i) Name of Manager: Barclays Bank PLC
- (ii) Date of underwriting agreement: Not Applicable
- (iii) Names and addresses of secondary trading intermediaries and main terms of commitment: Not Applicable
34. Registration Agent: Not Applicable

Part B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING** Application is expected to be made by the Issuer (or on its behalf) for the Warrants to be listed and admitted to trading on the regulated market of the Luxembourg Stock Exchange on or around the Issue Date.

Estimate of total expenses related to admission to trading: EUR 2,000

2. **RATINGS**

Ratings: The Warrants have not been individually rated.

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

Save for any fees payable to the Manager and save as discussed in the risk factor "Risks associated with conflicts of interest between the Issuer and purchasers of Warrants", so far as the Issuer is aware, no person involved in the offer of the Warrants has an interest material to the offer.

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

- (i) Reasons for the offer: General funding
(ii) Estimated net proceeds: Not Applicable
(iii) Estimated total expenses: Not Applicable

5. **PERFORMANCE OF UNDERLYING ASSET AND/OR SETTLEMENT ASSET AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSET AND/OR SETTLEMENT ASSET**

Reuters Screen Page: .FTSE and .SPX

Index Disclaimer: FTSE® 100 Index and S&P® 500 Index

6. **OPERATIONAL INFORMATION**

- (i) ISIN: GB00B8MNN031
(ii) Common Code: 81373370
(iii) Relevant Clearing System(s) and the relevant identification number(s): Clearstream
Euroclear
(iv) Delivery: Delivery free of payment.
(v) Name and address of additional Paying Agent(s) (if any): Not Applicable

7. **TERMS AND CONDITIONS OF THE OFFER**

- (i) Offer Price: Not Applicable
(ii) Conditions to which the offer is subject: Not Applicable
(iii) Description of the application process: Not Applicable
(iv) Details of the minimum and/or maximum amount of application: Not Applicable
(v) Description of possibility to reduce Not Applicable

- subscriptions and manner for refunding excess amount paid by applicants:
- (vi) Details of method and time limits for paying up and delivering the Warrants: Not Applicable
 - (vii) Manner in and date on which results of the offer are to be made public: Not Applicable
 - (viii) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable
 - (ix) Whether tranche(s) have been reserved for certain countries: Not Applicable
 - (x) Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Not Applicable
 - (xi) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable
 - (xii) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Not Applicable

ISSUE SPECIFIC SUMMARY

| Section A – Introduction and Warnings | | |
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| A.1 | Introduction and Warnings | <p>This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in Warrants 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 Warrants.</p> |
| A.2 | Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Warrants | Not applicable; the Issuer does not consent to the use of the Base Prospectus or the Final Terms by any other party for subsequent resale or final placement of the Warrants. |
| Section B – Issuer | | |
| B.1 | Legal and commercial name of the Issuer | The Warrants are issued by Barclays Bank PLC (the "Issuer") |
| B.2 | Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of the Issuer | <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 Act 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 Issuer is authorised under the Financial Services and Markets Act 2000 (FSMA) to operate a range of regulated activities within the United Kingdom and is subject to consolidated prudential supervision by the United Kingdom Prudential Regulation Authority (PRA).</p> |
| B.4b | Known trends affecting the Issuer and industries in which the Issuer operates | <p>The business and earnings of the Issuer and its subsidiary undertakings (together, the "Group") can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the UK, EU, U.S. 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 U.S. and in other countries in which the 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 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> <ul style="list-style-type: none"> • 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; • general changes in regulatory requirements, for example, prudential rules relating to the capital adequacy framework and rules designed to promote financial stability and |

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| | | <p>increase depositor protection;</p> <ul style="list-style-type: none"> the U.S. 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")); recommendations by the Independent Commission on Banking that: (i) the UK and EEA retail banking activities of a UK bank or building society should be placed in a legally distinct, operationally separate and economically independent entity (so-called "ring-fencing"); and (ii) the loss-absorbing capacity of ring-fenced banks and UK-headquartered global systemically important banks (such as the Issuer) should be increased to levels higher than the Basel 3 proposals; 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; investigations by regulatory bodies in the UK, EU and U.S. 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 ("LIBOR") and the Euro Interbank Offered Rate ("EURIBOR"); and changes in competition and pricing environments. |
| B.5 | Description of group and Issuer's position within the group | <p>The 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 Group.</p> |
| B.9 | Profit forecast or estimate | Not Applicable; the Issuer has chosen not to include a profit forecast or estimate. |
| B.10 | Nature of any qualifications in audit report on historical financial information | Not Applicable; the audit report on the historical financial information contains no such qualifications. |
| B.12 | Selected key financial information; No material adverse change and no significant change statements | <p>Based on the Group's audited financial information for the year ended 31 December 2012, the Group had total assets of £1,490,747 million (2011: £1,563,402 million), total net loans and advances of £466,627 million (2011: £478,726 million), total deposits of £462,806 million (2011: £457,161 million), and total shareholders' equity of £62,894 million (2011: £65,170 million) (including non-controlling interests of £2,856 million (2011: £3,092 million)). The profit before tax from continuing operations of the Group for the year ended 31 December 2012 was £99 million (2011: £5,974 million) after credit impairment charges and other provisions of £3,596 million (2011: £3.802 million). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2012.</p> <p>Based on the Group's unaudited financial information for the six months ended 30 June 2013, the Group had total assets of £1,533,378 million (30 June 2012 (restated): £1,629,089 million), total net loans and advances of £516,949 million (30 June 2012 (restated): £501,509 million), total deposits of £538,624 million (30 June 2012 (restated): £502,818 million), and total shareholders' equity of £59,394 million (30 June 2012 (restated): £60,371 million) (including non-controlling interests of £2,620 million (30 June 2012 (restated): £2,957 million)). The profit before tax from continuing operations of the Group for the six months ended 30 June 2013 was £1,648 million (30 June 2012 (restated): £716 million) after credit impairment charges and other provisions of £1,631 million (30 June 2012 (restated): £1,710 million). The financial information in this paragraph is extracted from the unaudited Interim Results Announcement of the Issuer for the six months ended 30 June 2013.</p> <p>There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2012.</p> <p>There has been no significant change in the financial or trading position of the Group since 31 December 2012.</p> |

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| B.13 | Recent events particular to the Issuer which are materially relevant to the evaluation of Issuer's solvency | <p>On 30 October 2013, Barclays PLC announced the following estimated ratios as at 30 September 2013 on a post-rights issue basis: Core Tier 1 ratio of 12.9 per cent., estimated fully loaded CRD IV CET1 ratio of 9.6 per cent., estimated fully loaded CRD IV leverage ratio of 2.9 per cent. and estimated PRA Leverage Ratio of 2.6 per cent. Barclays PLC also announced on 30 October that the execution of the plan to meet the 3 per cent. PRA Leverage Ratio by June 2014 is on track.</p> <p>On 6 December 2012, the Issuer announced that it had agreed to combine the majority of its Africa operations (the "Portfolio") with Absa Group Limited ("Absa"). The proposed combination is to be effected by way of an acquisition by Absa of the Portfolio for a consideration of 129,540,636 Absa ordinary shares (representing a value of approximately £1.3 billion). As a result of the transaction, the Issuer's stake in Absa will increase from 55.5 per cent. to 62.3 per cent. The combination was completed on 31 July 2013.</p> <p>On 9 October 2012, the Issuer announced that it had agreed to acquire the deposits, mortgages and business assets of ING Direct UK. Under the terms of the transaction, which completed on 5 March 2013, the Issuer acquired amongst other business assets a deposit book with balances of approximately £11.4 billion and a mortgage book with outstanding balances of approximately £5.3 billion.</p> <p>On 22 May 2012, the Issuer announced that it had agreed to dispose of the Issuer's entire holding in BlackRock, Inc. ("BlackRock") pursuant to an underwritten public offer and a partial buy-back by BlackRock. On disposal, the Issuer received net proceeds of approximately U.S.\$5.5 billion (£3.5 billion).</p> |
| B.14 | Dependency of Issuer on other entities within the group | <p>See B.5.</p> <p>The financial position of the Issuer is dependent on the financial position of its subsidiary undertakings.</p> |
| B.15 | Description of Issuer's principal activities | <p>The 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.16 | Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control | <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> |
| Section C – Securities | | |
| C.1 | Type and class of Warrants being offered and/or admitted to trading | <p>The warrants issued pursuant to this Base Prospectus (the "Warrants") are derivative warrants. The Warrants are transferable obligations of the Issuer and have the terms and conditions set out in this Base Prospectus, as completed by the applicable final terms document (the "Final Terms").</p> <p>Identification: Series number: NX000142893; Tranche number: 1</p> <p>Identification Codes: ISIN: GB00B8MNN031; Common Code: 81373370</p> |
| C.2 | Currency | <p>Subject to compliance with all applicable laws, regulations and directives, Warrants may be issued in any currency.</p> <p>This issue of Warrants will be denominated in pounds sterling ("GBP").</p> |
| C.5 | Description of restrictions on free transferability of the | <p>The Warrants 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</p> |

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| | Warrants | <p>requirements of the United States Securities Act is applicable.</p> <p>No offers, sales, resales or deliveries of any Warrants 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 and/or the Managers.</p> <p>Subject to the above, the Warrants will be freely transferable.</p> |
| C.8 | Description of rights attached to the Warrants; status/ranking of the Warrants; and limitations on the rights attached to the Warrants | <p style="text-align: center;">RIGHTS</p> <p>The Warrants give each holder of Warrants the right to receive a potential return on the Warrants (see C.15 below), together with certain ancillary rights such as the right to receive notice of certain determinations and events and the right to vote on future amendments to the terms and conditions of the Warrants.</p> <p>Settlement on Exercise: if not cancelled early and if the settlement value of the Warrants (the "Settlement Value") is greater than the exercise price (the "Exercise Price"), the Warrants will be automatically exercised on the exercise date and the cash amount paid to investors will depend on the performance of: (i) one or more specified equity indices, shares, depository receipts and/or funds; or (ii) one or more specified commodities and/or commodity indices.</p> <p>Investor early cancellation option: Warrants may be cancelled early at the option of the investor by giving notice to the Issuer on the business day following the Issue Date.</p> <p>Taxation: All payments in respect of the Warrants shall be made without withholding or deduction for or on account of any taxes imposed by the Issuer's country of incorporation (or any authority or political subdivision thereof or therein) 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>Events of default: If the Issuer fails to make any payment due under the Warrants (and such failure is not remedied within 30 days), the Warrants will become immediately due and payable, upon notice being given by the investor.</p> <p style="text-align: center;">STATUS</p> <p>Warrants are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.</p> <p style="text-align: center;">LIMITATIONS ON RIGHTS</p> <p>Additional Disruption Events: If there is: (i) a change in applicable law, a currency disruption, an extraordinary market disruption or a tax event affecting the Issuer's ability to fulfil its obligations under the Warrants; or (ii) a disruptive event relating to the existence, continuity, trading, valuation, pricing or publication of the Underlying Asset; or (iii) a disruption or other material impact on the Issuer's ability to hedge its obligations under the Warrants, the terms and conditions of the Warrants may be adjusted and/or the Warrants may be cancelled early, without the consent of investors.</p> <p>Upon such early cancellation, investors will receive either the face value or the market value of the Warrants.</p> <p>Unlawfulness: If the Issuer determines that the performance of any of its obligations under the Warrants has become unlawful, the Warrants may be cancelled early at the option of the Issuer.</p> <p>Meetings: The Warrants contain provisions for investors to call and attend meetings to vote upon proposed amendments to the terms of the Warrants or to pass a written resolution in the absence of such a meeting. These provisions permit defined majorities to approve certain amendments that will bind all investors, including investors who did not attend and vote at the relevant meeting and investors who voted in a manner contrary to the majority.</p> <p>Early Cancellation: The Warrants may be cancelled early at the option of the Issuer by giving notice to investors on the business day following the Issue Date.</p> |
| C.11 | Admission to | Application is expected to be made by the Issuer to list the Warrants on the official list and |

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| | trading | admit the Warrants to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date. |
| C.15 | Description of how the value of the investment is affected by the value of the underlying | <p>The return on, and value of, Warrants will be linked to the performance of: (i) one or more specified equity indices, shares, depository receipts and/or funds; or (ii) one or more specified commodities and/or commodity indices (each, an "Underlying Asset").</p> <p>The Underlying Assets for this issue of Warrants are: The FTSE 100 Index and the S&P 500 Index.</p> <p>Calculations in respect of amounts payable under the Warrants are made by reference to a "Calculation Amount", being GBP 25,000.</p> <p>Determination Agent: Barclays Bank PLC (the "Determination Agent") will be appointed to make calculations and determinations with respect to the Warrants.</p> <p style="text-align: center;">EXERCISE</p> <p>If the Warrants have not been cancelled early and if the settlement value of the Warrants (the "Settlement Value") is greater than the exercise price (the "Exercise Price"), the Warrants will be automatically exercised by the Issuer on the Exercise Date (being, in respect of one or more Underlying Assets, the latest Final Valuation Date to occur). If the Settlement Value is not greater than the Exercise Price, the Warrants will be cancelled without exercise on the Exercise Date and no amount or entitlement will be payable or deliverable to investors.</p> <p>The Exercise Price for this issue of Warrants is GBP 2,500.</p> <p>The Settlement Value impacts the amount which is payable or the entitlement which is deliverable upon exercise. The Settlement Value will be calculated as the Exercise Price plus an amount dependent on the price or level of the Underlying Assets on one or more specified dates during the life of the Warrants. In particular, the Settlement Value will depend on the following:</p> <ul style="list-style-type: none"> • The Exercise Price, being GBP 2,500; • The "Initial Price" of the Worst Performing Underlying Asset, which reflects the price or level of that Underlying Asset near the issue date of the Warrants and is used as the reference point for determining the performance of any investment; and • The "Final Valuation Price" of the Worst Performing Underlying Asset, which reflects the price or level of that Underlying Asset on or near the Exercise Date. • The "Lower Strike Price" of the Worst Performing Underlying Asset, which is calculated as 100% multiplied by the Initial Price of that Underlying Asset; • The "Upper Strike Price" of the Worst Performing Underlying Asset, which is calculated as 100% multiplied by the Initial Price of that Underlying Asset; • The "Knock-in Barrier Price" of the Worst Performing Underlying Asset, which is calculated as 65% multiplied by the Initial Price of that Underlying Asset. <p>Initial Price: The Initial Price of each Underlying Asset is the minimum closing price or level of such Underlying Asset on each Scheduled Trading Day from and including 23 January 2014 to and including 23 July 2014 (the "Lookback-in Dates"), as determined by the Determination Agent.</p> <p>Final Valuation Price: The Final Valuation Price of each Underlying Asset is the closing price or level of such Underlying Asset on 23 January 2018, as determined by the Determination Agent.</p> <p>Worst Performing Underlying Asset: The Knock-in Barrier Price, Initial Price, Lower Strike Price, Upper Strike Price and Final Valuation Price to be considered for the purposes of determining the Settlement Value will be, as applicable, the Knock-in Barrier Price, Initial Price, Lower Strike Price, Upper Strike Price or Final Valuation Price <u>of the Worst Performing Underlying Asset</u>.</p> <p>The Worst Performing Underlying Asset is the Underlying Asset with the lowest performance. The "performance" of each Underlying Asset is calculated by dividing the Final Valuation Price</p> |

of an Underlying Asset by its Initial Price.

Calculation of the Settlement Value

There are several threshold levels which will affect the calculation of the Settlement Value. In particular, the Settlement Value will be calculated differently depending on whether or not the price or level of the Underlying Assets on certain dates is equal to, above or below certain specified threshold levels. In other words, the Settlement Value will be calculated differently depending on whether or not the performance of the Underlying Assets satisfies certain "threshold tests".

The first threshold test for this issue of Warrants is whether or not:

The Final Valuation Price of the Worst Performing Underlying Asset is greater than or equal to the **Upper Strike Price** of the Worst Performing Underlying Asset.

If the first threshold test is satisfied, the Settlement Value will be calculated as follows:

Settlement Value = (i) the Exercise Price (being GBP 2,500 per Warrant), plus (ii) the **sum of: (1)** 100% multiplied by the Calculation Amount (being GBP 25,000) **and (2)** the Calculation Amount multiplied by the lower of (a) the participation percentage (being 200%) multiplied by the performance of the Worst Performing Underlying Asset and (b) the cap percentage (being 56 per cent.). The performance of the Underlying Asset is calculated by subtracting the Upper Strike Price from the Final Valuation Price and then dividing the result by the Initial Price in respect of that Underlying Asset.

If the first threshold test is not satisfied, a *second* threshold test will be considered:

The second threshold test for this issue of Warrants is whether or not:

The Final Valuation Price of the Worst Performing Underlying Asset is greater than or equal to the **Knock-in Barrier Price** of the Worst Performing Underlying Asset.

If the second threshold test is satisfied, the Settlement Value will be calculated as follows:

Settlement Value = (i) the Exercise Price (being GBP 2,500 per Warrant), plus (ii) 100% multiplied by the Calculation Amount (being GBP 25,000).

If the second threshold test is not satisfied, the Settlement Value will instead be calculated as follows:

Settlement Value = (i) the Exercise Price (being GBP 2,500), plus (ii) the Final Valuation Price of the Worst Performing Underlying Asset divided by the Lower Strike Price of the Worst Performing Underlying Asset and then multiplied by the Calculation Amount (being GBP 25,000).

Settlement

Following exercise of the Warrants and provided that all conditions to settlement have been fulfilled by investors (including payment of any Exercise Price), investors will receive, per Calculation Amount:

a cash amount per Calculation Amount equal to the Settlement Value payable on the day falling 5 business days after the Exercise Date.

OPTIONAL EARLY CANCELLATION

Issuer Early Cancellation Option: The Issuer may elect to cancel all of the Warrants (in whole only) on the 5th business day following the Issue Date by giving notice to investors on the business day following the Issue Date.

Following the exercise of this option, the Warrants will be cancelled and investors will receive a cash payment per Calculation Amount equal to the issue price of the Warrants (being GBP 25,000 per Warrant).

Investor Early Cancellation Option: An investor may elect to cancel a Warrant (in whole only) on the 5th business day following the Issue Date by giving notice to the Issuer on the business day following the Issue Date.

Following the exercise of this option, the Warrants will be cancelled and investors will receive

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| | | a cash payment per Calculation Amount equal to the issue price of the Warrants (being GBP 25,000 per Warrant). |
| C.16 | Expiration or maturity date of the Warrants | <p>The Warrants are scheduled to be exercisable on the exercise date (the "Exercise Date"). This day is subject to postponement in circumstances where any day on which a valuation is scheduled to take place is a disrupted day.</p> <p>The Exercise Date of this issue of Warrants is the latest Final Valuation Date, which is scheduled to be 23 January 2018.</p> |
| C.17 | Settlement procedure for derivative Warrants | <p>Warrants will be delivered on the specified issue date either against payment of the issue price or free of payment of the issue price of the Warrants. The Warrants may be cleared and settled through Euroclear Bank S.A./N.V., or Clearstream Banking société anonyme. The Warrants will initially be issued in global registered form.</p> <p>The Warrants will be delivered on 6 February 2014 (the "Issue Date") free of payment of the issue price of the Warrants.</p> <p>The Warrants will be cleared and settled through Euroclear Bank S.A./N.V. and Clearstream Banking société anonyme.</p> |
| C.18 | Description of how the return on derivative warrants takes place | <p>The return on, and value of, the Warrants will be linked to the performance of the Underlying Assets.</p> <p>The performance of the Underlying Assets will affect: (i) whether the Warrants are automatically cancelled early and the amount paid on early cancellation; and (ii) if the Warrants are not cancelled early, the amount paid or delivered on exercise.</p> <p>Exercise: Following exercise of the Warrants, investors will receive, per Calculation Amount: payment of a cash amount equal to the Settlement Value payable on the day falling 5 business days after the Exercise Date.</p> <p>Issuer Early Cancellation Option: If the Issuer exercises its right to cancel the Warrants on the business day following the Issue Date, settlement will be made by cash payment per Calculation Amount equal to the issue price of the Warrants (being GBP 25,000) on a specified payment date.</p> <p>Investor Early Cancellation Option: If an investor exercises its right to cancel any Warrants on the business day following the Issue Date, settlement will be made by cash payment per Calculation Amount equal to the issue price of the Warrants (being GBP 25,000) on a specified payment date.</p> |
| C.19 | Final reference price of the underlying | The final valuation price of each Underlying Asset is the closing price or level of such Underlying Asset on 23 January 2018, as determined by the Determination Agent. |
| C.20 | Type of underlying | <p>The Underlying Assets are:</p> <p>The FTSE 100 Index (Information about the Underlying Asset is available at: Reuters Page .FTSE).</p> <p>The S&P 500 Index (Information about the Underlying Asset is available at: Reuters Page .SPX).</p> |
| Section D – Risks | | |
| D.2 | Key information on the key risks that are specific to the Issuer | <p>Credit Risk: 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) have 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</p> |

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| | | <p>ongoing sovereign debt crisis, the stresses being exerted on the financial system and the risk that one or more countries may 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>Market risk: The Issuer may suffer financial loss if the Issuer is unable to adequately hedge its balance sheet. This could occur as a result of low market liquidity levels, or if there are unexpected or volatile changes in interest rates, credit spreads, commodity prices, equity prices and/or foreign exchange rates.</p> <p>Liquidity risk: 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 draw-downs.</p> <p>Capital risk: 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>Legal and Regulatory-related risk: 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>Reputation Risk: Reputational damage reduces – directly or indirectly – the 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> <p>Infrastructure Resilience, Technology and Cyberspace risk: The Issuer is exposed to risks from cyberspace to its systems. If customer or proprietary information held on, and/or transactions processed through these systems, is breached, there could be a materially negative impact on the Issuer's performance or reputation.</p> <p>Taxation risk: The Issuer may suffer losses arising from additional tax charges, other financial costs or reputational damage due to: failure to comply with or correctly assess the application of, relevant tax law; failure to deal with tax authorities in a timely, transparent and effective manner; incorrect calculation of tax estimates for reported and forecast tax numbers; or provision of incorrect tax advice.</p> |
| D.6 | <p>Key information on the key risks that are specific to the Warrants; and risk warning that investors may lose value of entire investment</p> | <p>Investors in Warrants may lose up to the entire value of their investment.</p> <p>The investor is exposed to the credit risk of the Issuer and will lose up to the entire value of their investment if the Issuer goes bankrupt or is otherwise unable to meet its payment obligations.</p> <p>Investors may also lose the value of their entire investment, or part of it, if:</p> <ul style="list-style-type: none"> • the Underlying Asset(s) perform in such a manner that the settlement amount or entitlement payable or deliverable to investors (whether at exercise or following any early cancellation, and including after deduction of any applicable taxes and expenses) is less than the initial purchase price; • investors sell their Warrants prior to scheduled exercise in the secondary market at an amount that is less than the initial purchase price; • the Warrants are cancelled early for reasons beyond the control of the Issuer (such as following an additional disruption event) and the amount paid to investors is less than |

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| | | <p>the initial purchase price; and/or</p> <ul style="list-style-type: none"> the terms and conditions of the Warrants are adjusted (in accordance with the terms and conditions of the Warrants) with the result that the settlement amount payable to investors and/or the value of the Warrants is reduced. <p>Conditions to settlement: payment of any settlement amount or delivery of any settlement entitlement is subject to satisfaction of all conditions to settlement by the investor, including payment of any Exercise Price and/or taxes due with respect to the Warrants. If an investor fails to comply with these conditions, the obligations of the Issuer to that investor may be discharged without any payment or delivery being made.</p> <p>Volatile market prices: the market value of the Warrants is unpredictable and may be highly volatile, as it can be affected by many unpredictable factors, including: market interest and yield rates; fluctuations in currency exchange rates; exchange controls; the time remaining until the Warrants are scheduled to exercise; 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>Return linked to performance of one or more Underlying Assets: The return on the Warrants is linked to the change in value of the Underlying Asset(s) over the life of the Warrants. Any information about the past performance of the Underlying Asset(s) should not be taken as an indication of how prices will change in the future. Investors will not have any rights of ownership, including, without limitation, any voting rights or rights to receive dividends, in respect of the Underlying Asset(s).</p> <p>Worst-of: investors are exposed to the performance of <u>every</u> Underlying Asset. Irrespective of how the other Underlying Assets perform, if any one or more Underlying Assets fail to meet a relevant threshold or barrier for the calculation of any settlement amount, investors could lose some or all of their initial investment.</p> |
| Section E – Offer | | |
| E.2b | Reasons for offer and use of proceeds when different from making profit and/or hedging certain risks | <p>The net proceeds from each issue of Warrants will be applied by the Issuer for its general corporate purposes, which include making a profit and/or hedging certain risks. If the Issuer elects at the time of issuance of Warrants to make different or more specific use of proceeds, such use will be described in the Final Terms and summarised below.</p> <p>Not Applicable; the net proceeds will be applied by the Issuer for making profit and/or hedging certain risks.</p> |
| E.3 | Terms and conditions of offer | The Warrants will be offered to the dealer at the Issue Price and will not be offered to the public. |
| E.4 | Description of any interest material to the issue/offer, including conflicting interests | Not Applicable; no person involved in the issue or offer has any interest, or conflicting interest, that is material to the issue or offer of Warrants. |
| E.7 | Estimated expenses charged to investor by the Issuer | The Issuer will not charge any expenses to investors in connection with any issue of Warrants. |