

# **BARCLAYS BANK PLC**

(Incorporated with limited liability in England and Wales)

SEK 4,210,000 FX Linked Securities due June 2017 pursuant to the Global Structured Securities Programme

Issue Price: 100 per cent.

This document constitutes the final terms of the Securities (the "Final Terms") described herein for the purposes of Article 5.4 of the Prospectus Directive and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "Issuer"). These Final Terms are supplemental to and should be read in conjunction with the GSSP Base Prospectus 10 dated 30 August 2013, as supplemented on 10 October 2013, 23 December 2013,4 April 2014 and 5 June 2014, which constitutes a base prospectus (the "Base Prospectus") for the purpose of the Prospectus Directive. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to these Final Terms.

The Base Prospectus is available for viewing at <a href="http://www.barclays.com/InvestorRelations/DebtInvestors">http://www.barclays.com/InvestorRelations/DebtInvestors</a> 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 12 June 2014

JOBOU.

# Part A - CONTRACTUAL TERMS

1

1. a. Series number: NX000147946

b. Tranche number:

2. Issue Currency: Swedish Krona ("SEK")

3. Settlement Currency: SEK

4. Aggregate Nominal Amount as

at the Issue Date:

a. Tranche: SEK 4,210,000

b. Series: SEK 4,210,000

5. Specified Denomination: SEK 10,000

6. Minimum Tradable Amount: Not Applicable

7. Issue Price: 100 per cent. of the Aggregate Nominal Amount.

The Issue Price includes a commission element which will be no more than 3.6 per cent. of the Issue Price. Further details of the commission

element are available upon request.

8. a. Issue Date: 12 June 2014

b. Interest Not Applicable

Commencement Date:

9. Scheduled Redemption Date: 26 June 2017

10. Calculation Amount: SEK 10,000

11. Underlying/Basket of A basket comprised of 5 FX Rates, quoted as

Underlyings: USD-CCY<sub>i</sub>, each of which is set out in the tables

below (together, the "Basket of FX Rates").

12. FX Performance (General FX Performance – Average

Condition 5 (Interest); General Condition 6 (Specified Early Redemption) and General Condition 7 (Final

Redemption)):

a. Performance: Decrease -FX(t,i)

b. FX Initial: Initial Level: As specified on the Fixing Source on

5 lune 2014.

c. Weight: As specified in Table 1 below

Table 1:

 Underlyings:
 Initial Level
 Weight:

 USDZAR
 10.68291
 20%

 USDINR
 59.2973
 20%

 USDBRL
 2.2695
 20%

 USDTRY
 2.108499
 20%

USDIDR 11874 20%

13.

Fixing Source(s):

As specified in Table 2 below

14.

Fixing Time(s):

As specified in Table 2 below

15.

Strike Date:

Not Applicable

Table 2:

	Underylings:		Fixing Sources:	Fixing Times:	
	USDZAR	SDZAR Reuters Page ECB37, as ca EUR-ZAR divided by E		2:15pm Frankfurt time	
	USDINR	Reuters RBIB Page		12:30pm Mumbai time	
	USDBRL			1:15pm Sao Paolo time	
	USDTRY			2:15pm Frankfurt time	
Ī	USDIDR		Bloomberg page JISDOR Index	10:00am Jakarta time	

# Provisions relating to interest (if any) payable

16. Interest Type (General Condition 5 (Interest)):

Not Applicable

17. Fixed Rate Interest provisions
(General Condition 5.1 (Fixed Rate

Interest)):

Not Applicable

18. Conditional Interest Provisions (General Condition 5.2 (Conditional Interest)):

Not Applicable

19. Participation Interest Provisions (General Condition 5.3 (Participation Interest)): Not Applicable

# Provisions relating to specified early redemption

20. Specified Early Redemption ('Autocall') (General Condition 6

Not Applicable

(Specified Early Redemption)):

Provisions relating to final redemption

21. Final Redemption Type (General Condition 7(a)(Redemption Type)):

Participation Redemption

22.	a.	Final Observation Date:		Final Observation Date: 5 June 2017	Averaging Date(s): 5 December 2016 5 January 2017 6 February 2017 6 March 2017 5 April 2017 5 May 2017 5 June 2017
	b.	Type of FX(t,i):		Average Fixing	
23.	(Gener	Redemption provisions ral Condition 7.1 (Fixed option)):		Not Applicable	57%
24.		pation Redemption		Applicable	
		ons (General Condition rticipation Redemption)):		28	
	a.	Capped Participation:		Not Applicable	
	b. Percen	Fixed Redemption tage:		100 per cent.	
	c.	Participation:		110 per cent.	
	d.	Cap:		Not Applicable	
	e.	Upside Strike Shift:		0 per cent.	
25.	provisi	Plus Redemption ons (General Condition 7.3 t Plus Redemption)):		Not Applicable	
28.	•	Redemption provisions al Condition 7.4 (Digital ption)):		Not Applicable	
29.	provisio	Plus Redemption ons (General Condition 7.5 Plus Redemption)):		Not Applicable	
30.		us Redemption provisions al Condition 7.6(Cash Plus otion)):	1	Not Applicable	•
31.	provisio	with Rebate Redemption ons (General Condition 7.7 with Rebate otion)):	1	Not Applicable	
32.		Redemption provisions of Condition 7.8 (Tracker otion)):	Ī	Not Applicable	

33.	Supertracker Redemption provisions (General Condition 7.9 (Supertracker Redemption)):  FX Disruption Events and Adjustments	Not Applicable
34.	Disruption Fallbacks (General  Condition 8(c) (Disruption  Fallbacks):	To be applied first: Fallback Reference Price To be applied second: Dealer Poll To be applied third: Postponement Currency Replacement
35.	Change in Law – Hedging (General Condition 14 (Early Redemption or Adjustment following an Additional Disruption Event)):	Not Applicable
36.	Hedging Disruption (General Condition 14(Early Redemption or Adjustment following an Additional Disruption Event)):	Not Applicable
37.	Early Redemption Notice Period Number (General Condition 14(Early Redemption or Adjustment following an Additional Disruption Event)):	Not Applicable
	Further Information	
38.	Form of Securities (General Condition 1.1 (Form of Securities)):	Uncertificated Securities in dematerialised book-entry form held in accordance with the Swedish Financial Instruments Accounts Act (1998:1479), as amended. Cleared and settled in Euroclear Sweden
		NGN Form: Not Applicable
		Held under the NSS: Not Applicable
		CGN Form: Not Applicable
		CDIs: Not Applicable
39.	Trade Date:	3 June 2014
40.	FX Business Day Convention (FX Business Days):	Modified Following
41.	FX Financial Centres (FX Business Days):	In respect of USDZAR and USDTRY: TARGET In respect of USDINR: Mumbai In respect of USDBRL: Sao Paolo In respect of USDIDR: Jakarta
42.	Additional Business Centre(s):	Not Applicable
43.	Business Day Convention:	Modified Following
44.	Determination Agent:	Barclays Bank PLC

45.	Common Depositary:	Not Applicable
46.	Registrar:	Not Applicable
47.	CREST Agent:	Not Applicable
48.	Transfer Agent:	Not Applicable
49.	a. Name of Manager:	Barclays Bank PLC
	b. Date of underwriting agreement:	Not Applicable
	<ul> <li>Names and addresses of secondary trading intermediaries and main terms of commitment:</li> </ul>	Not Applicable
50.	Registration Agent:	Not Applicable
51.	Masse Category (General Condition 15(Events of Default) and General Condition 24.3 (Modifications of French Securities)):	Not Applicable
52.	Governing Law:	English Law
53.	Settlement Expenses:	Not Applicable
54.	Renouncement Notice Cut-Off Time:	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 Securities to be listed on the official list and admitted to trading on the regulated market of NASDAQ OMX Stockholm with effect from 12 June 2014.

Estimate of total expenses related to

Not Applicable

admission to trading:

#### 2. **RATINGS**

Ratings:

The Securities have not been individually rated.

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

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 Securities', so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

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

(i) Reasons for the offer: General funding

(ii) Estimated net proceeds:

Not Applicable

(iii) Estimated total expenses: Not Applicable

5. YIELD

Indication of yield:

Not Applicable

#### 6. **OPERATIONAL INFORMATION**

(i)

SE0005877685

(ii) Relevant Clearing System(s) and

the relevant identification

004386 - 1020

number(s):

The Securities are Swedish Securities

(iii) Delivery: Delivery against payment.

(iv) Name and address of additional Paying Agent(s) (if any

Svenska Handelsbanken AB (the "Swedish Issue and Paying Agent") Blasieholmstorg12

Euroclear Sweden SIS identification number:

SE-106 70 Stockholm

Sweden

#### 7. DISTRIBUTION

Name and address of financial

Carnegie Investment Bank AB

intermediary authorised to use the Base

Regeringsgatan 56

Prospectus ("Authorised Offeror(s)"):

Stockholm

## Sweden

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

From and including 14 April 2014 to and including 23 May 2014

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

The Authorised Offeror(s) must have entered into a duly executed written agreement with the Issuer governing the terms of distribution.

# 8. TERMS AND CONDITIONS OF THE OFFER

(i) Offer Price:

The Issue Price

(ii) Conditions to which the offer is subject:

Offers of the Securities made prior to the Issue Date are conditional on their issue. There is no pre-identified allotment criterion. The Authorised Offeror will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Authorised Offeror during the Offer Period will be assigned up to the maximum amount of the offer. A prospective investor will, on the Issue Date, receive 100 per cent. of the amount of Securities allocated to it during the Offer Period.

The Issuer reserves the right to withdraw the offer of the Securities prior to the Issue Date.

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

(iii) Description of the application process:

Applications for the Securities can be made in Sweden (the "Public Offer Jurisdiction") through the Authorised Offeror during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offeror. Distribution will be in accordance with the Authorised Offeror's usual procedures and notified to investors by the Authorised Offeror.

(iv) Details of the minimum and/or maximum amount of

The minimum amount of application per investor will be SEK 10,000 in nominal amount

application:

of the Securities.

(v) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

Not Applicable

(vi) Details of method and time limits for paying up and delivering the Securities: The total payment of the Offer Price of the Securities must occur on 29 May 2014 at the Authorised Offeror's office.

The Securities will be made available by the Authorised Offeror on a delivery after payment basis on or around the Issue Date. The Issuer estimates that the Securities will be delivered through the Authorised Offeror, subsequent to payment of the Offer Price, to prospective Securities holders in deposit accounts held, directly or indirectly, by the Authorised Offeror at Euroclear Sweden.

(vii) Manner in and date on which results of the offer are to be made public: Results of the offer will be made public via the Authorised Offeror within 5 Business Days after the end of the Offer Period.

(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:

Offers may be made through the Authorised Offeror in Sweden to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.

(x) Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:

Applicants will be notified directly by the Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date.

(xi) Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

Apart from the Offer Price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser.

Prior to making any investment decision, investors should seek independent professional

(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:

advice as they deem necessary.
Carnegie Investment Bank AB
Regeringsgatan 56
Stockholm
Sweden

# **SUMMARY**

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

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

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

	Section A - Introduction and Warnings			
A.1	Introduction and Warnings	This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in Securities should be based on consideration of the Base Prospectus as a whole, including any information incorporated by reference, and read together with the Final Terms.		
Where a claim relating to the information contained brought before a court, the plaintiff might, under the relevant Member State of the European Economic Al of translating the Base Prospectus before the legal proposed No civil liability shall attach to any responsible person Summary, including any translation thereof, unless if or inconsistent when read together with the other part or it does not provide, when read together with the		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.  No civil liability shall attach to any responsible person solely on the basis of this Summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.		
A.2	Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Securities	The Issuer may provide its consent to the use of the Base Prospectus and Final Terms for subsequent resale or final placement of Securities by financial intermediaries, provided that the subsequent resale or final placement of Securities by such financial intermediaries is made during the offer period specified in the Final Terms. Such consent may be subject to conditions which are relevant for the use of the Base Prospectus.  The Issuer consents to the use of the Base Prospectus and these Final Terms with respect to the subsequent resale or final placement of Securities (a "Public Offer") which satisfies all of the following conditions:  (a) the Public Offer is only made in Sweden; and  (b) the Public Offer is only made during the period from and including 14 April 2014 to and including 23 May 2014 (the "Offer Period"); and  (c) the Public Offer is made by Carnegie Investment Bank AB (an "Authorised Offeror").		
		Information on the terms and conditions of an offer by any Authorised Offeror is to be provided at the time of that offer by the Authorised Offeror.		

	Section B - Issuer					
B.1	Legal and commercial name of the Issuer	The Securities 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	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. The Issuer is authorised under the Financial Services and Markets Act 2000 (FSMA) to operate a range of regulated activities within the UK and is subject to consolidated prudential supervision by the United Kingdom Prudential Regulation Authority (PRA).				
B.4b	Known trends affecting the Issuer and industries in which the Issuer operates	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, US and elsewhere, which are all subject to change. The regulatory response to the financial crisis has led and will continue to lead to very substantial regulatory changes in the UK, EU and US and in other countries in which the 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.  Known trends affecting the Issuer and the industry in which the Issuer operates include:  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 increase depositor protection;  the US Dodd-Frank Wall Street Reform and Consumer Protection Act, which contains far reaching regulatory reform (including restrictions on proprietary trading and fund-related activities (the so-called 'Volcker rule'));  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 US into submissions made by the Issuer and other panel members to the bodies that set various interbank offered rates such as the London Interbank Offered Rate ("LIBOR") and the Euro Interbank Offered Rate ("EURIBOR"); and  changes in competition and pricing environments.		
B.5	Description of the group and the Issuer's position within the group	The Group is a major global financial services provider.  The whole of the issued ordinary share capital of the Issuer is beneficially owned		
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	Based on the Group's audited financial information for the year ended 31 December 2013, the Group had total assets of £1,312,840 million (2012: £1,488,761 million), total net loans and advances of £468,664 million (2012: £464,777 million), total deposits of £482,770 million (2012: £462,512 million), and total shareholders' equity of £63,220 million (2012: £59,923 million) (including non-controlling interests of £2,211 million (2012: £2,856 million)). The profit before tax from continuing operations of the Group for the year ended 31 December 2013 was £2,855 million (2012: £650 million) after credit impairment charges and other provisions of £3,071 million (2012: £3,340 million). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2013.  There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2013.  There has been no significant change in the financial or trading position of the Issuer or the Group since 31 December 2013		
		issuer of the Group since 51 December 2013		

	Т.	
B.13	Recent events particular to the Issuer which are materially relevant to the evaluation of Issuer's solvency	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%, estimated fully loaded CRD IV CET1 ratio of 9.6%, estimated fully loaded CRD IV leverage ratio of 2.9% and estimated PRA Leverage Ratio of 2.6%. Barclays PLC also announced on 30 October that the execution of the plan to meet the 3% PRA Leverage Ratio by June 2014 is on track.  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 completed on 31 July 2013.  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 £1.14 billion and a mortgage book with outstanding balances of approximately £5.3 billion.  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
B.14	Dependency of	Issuer received net proceeds of approximately US\$5.5 billion.  See B.5.
	the Issuer on other entities within the group	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.  The financial position of the Issuer is dependent on the financial position of its subsidiary undertakings.
B.15	Description of the Issuer's principal activities	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.
B.16	Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control	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.

	Section C - Securities			
C.1	Type and class of Securities being offered and/or admitted to trading	terms are linked to the performance of one or more specified foreign exchange		
C.2	Currency	Subject to compliance with all applicable laws, regulations and directives, Securities may be issued in any currency.  The terms of Securities may provide that all amounts of interest and principal payable in respect of such Securities will be paid in a currency other than the currency in which they are denominated, in which case such payments shall be converted into the settlement currency at the prevailing exchange rate as determined by the Determination Agent.  The Securities will be denominated in Swedish Krona ("SEK") (the "Settlement Currency").		
C.5	Description of restrictions on free transferability of the Securities	With respect to the United States, Securities that are offered and sold outside the United States to non-US persons in reliance on 'Regulation S' must comply with transfer restrictions. These transfer restrictions mean that the Securities may not be offered or sold within the United States or to, or for the account or benefit of, US persons, except in certain transactions exempt from the registration requirements of the US Securities Act of 1933, as amended. Securities held in a clearing system will be transferred in accordance with the rules, procedures and regulations of that clearing system. Subject to the above, the Securities will be freely transferable.		
C.8	Description of	RIGHTS		
	rights attached to the Securities including the ranking of the	The Securities give the right to each holder of Securities to receive a potential return on the Securities, together with certain ancillary rights such as the right to receive notice of certain determinations and events and to vote on future amendments.		
	Securities and limitations to those rights	Interest: Securities will either pay (i) fixed rate interest, (ii) interest where payment is conditional upon the performance of one or more foreign exchange rates (conditional interest) or (iii) interest where the amount payable is linked to the performance of one or more foreign exchange rates (participation interest). In certain cases, the interest amount payable on an interest payment date may be subject to a cap and could be zero.  Specified Early Redemption: Securities may include an 'autocall' feature where the Securities will be redeemed prior to maturity if the performance of the underlying foreign exchange rate(s) is equal to or greater than a specified threshold, in which case the amount payable on each Security will be equal to the nominal amount of the Security (if the Issue Currency is different to the Settlement Currency, converted into the Settlement Currency at the prevailing		

exchange rate as determined by the Determination Agent) (the "Specified Early Cash Settlement Amount").

The 'autocall' feature will not apply to the Securities.

Final Redemption: If Securities have not redeemed early, they will redeem on the scheduled redemption date and the amount paid will be either a fixed redemption amount that is not linked to one or more specified foreign exchange rates or a redemption amount linked to one or more specified foreign exchange rates (the "Final Cash Settlement Amount").

The Final Cash Settlement Amount will be determined by reference to the performance of the underlying foreign exchange rates.

Mandatory Early Redemption: Securities may also be redeemed earlier than the scheduled redemption date for taxation reasons if performance of the Issuer's obligations becomes illegal or following the occurrence of a change in applicable law, certain currency disruption events or a tax event affecting the Issuer's ability to fulfil its obligations under the Securities.

Events of default: If the Issuer fails to make any payment due under the Securities or breaches any other provision of the Securities (and such failure is not remedied within 30 days, or in the case of non-payment of interest 14 days), or the Issuer is subject to a winding-up order, the Securities will become immediately due and payable, upon notice being given by the holder (or, in the case of French Securities, the representative of the holders).

Governing Law: The Securities will be governed by English law.

**Renouncement:** Holders of Securities listed on Borsa Italiana S.p.A. may renounce the redemption of their Securities by delivering a notice to that effect.

# **STATUS**

Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.

## LIMITATIONS TO RIGHTS

FX Disruption Events: If the Determination Agent has determined that certain disruption events (each, an "FX Disruption Event") have occurred and are continuing in respect of specified settlement currencies under the Securities (including, but not limited to, an event that makes conversion or delivery of such specified settlement currencies impossible or impractical) then the Determination Agent shall apply alternative methods for calculating the performance of any or all foreign exchange rates, replace the foreign exchange rate with a different foreign exchange rate for the purposes of the Securities, and/or postpone the relevant valuation date, in each case if such option is specified to be applicable in the Final Terms. In the event that any valuation date is postponed as a result of such event, the relevant payment date under the Securities may also be postponed or otherwise adjusted (and no interest shall be payable in relation to such postponement). Alternatively the Determination Agent may deem such FX Disruption Event to be an additional disruption event and redeem the Securities early.

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 Securities, or (ii) if specified in the Final Terms, a disruption of the Issuer's ability to hedge its obligations under the Securities, or (iii) an FX Disruption Event and such event is deemed by the Determination Agent to constitute an additional disruption event, the terms and conditions of the Securities may be adjusted and/or the Securities may be redeemed early, without the consent of investors. Upon an early redemption investors will receive the market value of the Securities, which in certain cases may include deductions for hedging termination and funding breakage costs. Unlawfulness: If the Issuer determines that the performance of any of its obligations under the Securities has become unlawful the Securities may be redeemed early at the option of the Issuer. Taxation: All payments in respect of the Securities 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. Meetings: The Securities contain provisions for investors to call and attend meetings to vote upon proposed amendments to the terms of the Securities 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 holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority. C.11 Admission Securities may be listed and admitted to trading on a regulated market in trading Belgium, Denmark, Finland, France, Ireland, Italy, Luxembourg, Malta, The Netherlands, Norway, Portugal, Spain, Sweden, Switzerland or the United Kingdom. Application is expected to be made by the Issuer to list the Securities on the official list and admit the Securities to trading on the regulated market of the NASDAQ OMX Stockholm with effect from 12 June 2014. C.15 See C.8. Description of how the value of The return on, and value of, Securities will be linked to the performance of one the investment is or more specified foreign exchange rates (each, an "Underlying"). affected by the value of the The Underlyings for the Securities are: USDZAR, being the value in units of ZAR underlying of one unit of USD (the "USDZAR Rate"), USDINR, being the value in units of INR instrument of one unit of USD (the "USDINR Rate"), USDBRL, being the value in units of BRL of one unit of USD (the "USDBRL Rate"), USDTRY, being the value in units of TRY of one unit of USD (the "USDTRY Rate") and USDIDR, being the value in units of IDR of one unit of USD (the "USDIDR Rate"). FX Performance: The "FX Performance" at any time on any day will be equal to

the average performance of all Underlyings.

**Performance**: At any time on any day, the "performance" of any Underlying will be calculated as the FX Initial (see below) of such Underlying at that time on such day minus the FX(t,i) (see below), and then divided by such FX(t,i).

FX Initial: The "FX Initial" for an Underlying will be the exchange rate for that Underlying determined by the Determination Agent by reference to the Fixing Sources specified for that Underlying in the table below at the 'Fixing Time(s)' specified in respect of the relevant Fixing Source in the table below on 5 June 2014, as set out in the Annex to the General Conditions (the "Fixing Sources").

Fixing Source(s): Fixing Time(s): Underlying: Reuters Page ECB37, as 2:15pm Frankfurt time **USDZAR Rate** calculated by EUR-ZAR divided by EUR-USD 12:30pm Mumbai time **USDINR Rate** Reuters RBIB Page **USDBRL Rate** Reuters Page BRFR, offer 1:15pm Sao Paolo time Side **USDTRY Rate** Reuters Page ECB37, as 2:15pm Frankfurt time calculated by EUR-TRY divided by EUR-USD Bloomberg page JISDOR 10:00am Jakarta time **USDIDR** Rate Index

For any determination in respect of Final Redemption, the "FX(t,i)" for an Underlying at any time on any day (a "Rate Calculation Date") will be the average exchange rate for such Underlying determined by the Determination Agent by reference to the Fixing Source(s) specified for that Underlying in the table below at the 'Fixing Time(s)' specified in respect of each Fixing Source in the table below on the relevant 'Averaging Dates' specified in respect of such Rate Calculation Date in the table below, as set out in the Annex to the General Conditions (the "Fixing Sources").

Underlying:	Fixing Source(s):	Fixing Time(s):
USDZAR Rate Reuters Page ECB37, as calculated by EUR-ZAR divided by EUR-USD		2:15pm Frankfurt time
USDINR Rate Reuters RBIB Page		12:30pm Mumbai time
USDBRL Rate	Reuters Page BRFR, offer Side	1:15pm Sao Paolo time
USDTRY Rate	Reuters Page ECB37, as calculated by EUR-TRY divided by EUR-USD	2:15pm Frankfurt time
USDIDR Rate Bloomberg page		10:00am Jakarta time

	<del></del>	HEDOD I. d
		JISDOR Index
		Averaging Dates:
		5 December 2016
		5 January 2017
	1	6 February 2017
		6 March 2017
		5 April 2017
16		5 May 2017
Ì		5 June 2017
		INTEREST
		Not Applicable
1		
		SPECIFIED EARLY REDEMPTION
		Not Applicable
		(40)
		FINAL REDEMPTION
		The Securities are scheduled to redeem on 26 June 2017 (the "Scheduled
		Redemption Date") by payment by the Issuer of a Final Cash Settlement Amount in SEK per SEK 10,000 determined as set out below.
		Participation Redemption: The Final Cash Settlement Amount payable will be
1 1		equal to (i) SEK 10,000 multiplied by 100%, plus (ii) an additional amount equal
		to (x) SEK 10,000 multiplied by (y) 110 per cent and further multiplied by (z)
		an amount (subject to a minimum of zero equal to FX Performance(f) plus 0%
		(the "Upside Strike Shift").
		Where "FX Performance(f)" means the FX Performance at the Valuation Time on the Averaging Dates corresponding to 5 June 2017 (the "Final Observation")
		Date").
C.16	Expiration or	Securities with repayment terms that reference the performance of one or more
	maturity date of	specified foreign exchange rates are scheduled to redeem on the Scheduled
	the securities	Redemption Date.
		The Scheduled Redemption Date of the Securities will be 26 June 2017.
C.17	Settlement	Securities that are derivative securities will be delivered on the specified issue
	procedure of the	date either against payment of the issue price or free of payment of the issue
	derivative securities	price of the Securities (or in the case of Securities having a Settlement Currency
	securities	different from the currency of denomination, the Settlement Currency equivalent of the issue price). The Securities may be cleared and settled through
		Euroclear Bank S.A./N.V., Clearstream Banking société anonyme, CREST,
		Euroclear France, S.A., VP Securities, A/S, Euroclear Finland Oy, Norwegian
		Central Securities Depositary, Euroclear Sweden AB or SIX SIS Ltd.
		Securities will be delivered on 12 June 2014 (the "Issue Date") against payment
i		of the issue price of the Securities.

		The Securities are cleared and settled through Euroclear Sweden AB.			
C.18	Description of how the return on derivative securities takes place	The return on, and value of, Securities that are derivative securities will be linked to the performance of one or more specified foreign exchange rates. In addition, any interest payments will be calculated by reference to a fixed rate or movements in one or more specified foreign exchange rates. Interest and any redemption amount payable will be paid in cash.			
C.19	Final reference price of the underlying	The final reference price for an Underlying will be the average exchange rate for such Underlying determined by the Determination Agent by reference to the Fixing Source(s) specified for that Underlying in the table below at the 'Fixing Time(s)' specified in respect of each Fixing Source in the table below on 5 December 2016, 5 January 2017, 6 February 2017, 6 March 2017, 5 April 2017, 5 May 2017 and 5 June 2017, as set out in the Annex to the General Conditions (the "Fixing Sources").			
		Underlying:	Fixing Source(s):	Fixing Time(s):	
	±			2:15pm Frankfurt time	
		USDBRL Rate Reuters Page BRFR, 1:15pm Sao Pa offer Side		12:30pm Mumbai time	
				1:15pm Sao Paolo time	
				2:15pm Frankfurt time	
	19	USDIDR Rate Bloomberg page 10:00am Jakarta JISDOR Index		10:00am Jakarta time	
C.20	Type of underlying	The interest amount and the repayment amount in relation to certain Securities are calculated by reference to movements in one or more foreign exchange rates.  Information on each of the Underlyings can be found at the following information sources/screen pages:		or more foreign exchange	
		Underlying: Information source(s		source(s)/screen	
		USDZAR Rate	_	e ECB37, as calculated divided by EUR-USD	
j		USDINR Rate	Reuters RBIE	Page	
	18	USDBRL Rate	Reuters Page	e BRFR, offer Side	
		USDTRY Rate Reuters Page ECB37, as calculate by EUR-TRY divided by EUR-USD			

	USDIDR Rate	Bloomberg page JISDOR Index
Section D – Risks		

# **D.2** Key information on the key risks that are specific to the Issuer

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.

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 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.

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.

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.

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.

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.

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 and 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.

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.

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.

# D.3 Key information on the key risks that are specific to the Securities

Investors in Securities may lose up to the entire value of their investment: Even if the relevant Securities are stated to be repayable at an amount that is equal to or greater than their initial purchase price, the investor is still 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. Investors may also lose some or all of their investment if:

- investors sell their Securities prior to maturity in the secondary market at an amount that is less than the initial purchase price;
- the Securities are redeemed early for reasons beyond the control of the Issuer (such as following a change in applicable law or a tax event affecting the Issuer's ability to fulfil its obligations under the Securities) and the amount paid to investors is less than the initial purchase price; and/or
- the terms and conditions of the Securities are adjusted (in accordance with the terms and conditions of the Securities) with the result that the redemption amount payable to investors and/or the value of the Securities is reduced.

Reinvestment risk / loss of yield: Following an early redemption of the Securities for any reason, investors may be unable to reinvest the redemption proceeds at an effective yield as high as the yield on the Securities being redeemed.

Volatile market prices: the market value of the Securities is unpredictable and

may be highly volatile, as it can be affected by many unpredictable factors, including: market interest and yield rates; fluctuations in currency exchange rates; exchange controls; the time remaining until the Securities mature; economic, financial, regulatory, political, terrorist, military or other events in one or more jurisdictions; changes in laws or regulations; and the Issuer's creditworthiness or perceived creditworthiness.

**Underlying foreign** exchange rates: Securities will be exposed to the performance of one or more underlying foreign exchange rates. Foreign exchange rates are highly volatile and are determined by a wide range of factors including supply and demand for currencies, inflation, interest rates, economic forecasts, political issues, the convertibility of currencies and speculation.

Risk of withdrawal of the public offering: The Issuer reserves the right to withdraw the offer for reasons beyond its control, such as extraordinary events that in the reasonable discretion of the Issuer may be prejudicial to the offer. In such circumstances, the offer will be deemed to be null and void. In such case, investors who have already paid or delivered subscription monies for the relevant Securities will be entitled to reimbursement of such amounts, but will not receive any remuneration that may have accrued in the period between their payment or delivery of subscription monies and the reimbursement of the Securities.

Emerging Markets Currencies: Securities linked to the performance of foreign exchange rates of emerging market currencies may experience greater volatility and less certainty as to the future of such emerging market currencies or their rate of exchange as against other currencies. Any such factors may have an adverse effect of the value of the Securities and/or on the amounts payable in respect of the Securities.

Averaging: Certain amounts payable on the Securities will be calculated based on the arithmetic average of the levels of applicable foreign exchange rates on a number of specified averaging dates, rather than on one date. This may mean that the amount payable on the Securities is less than it would have been had such calculations been based on the levels of applicable foreign exchange rates on one date.

Determination of Spot Rate: The Determination Agent has the authority to determine how foreign exchange rates are calculated. Any determination made by the Determination Agent or the Issuer may adversely affect the value of the Securities. Investors should note that the Issuer and certain of its affiliates (which may include the Determination Agent) are regular participants in the foreign exchange markets and may affect transactions for their own or for the account of their customers and hold long and short positions in currencies and related derivatives, including in the currencies of the relevant foreign exchange rate(s). Such transactions may affect the relevant foreign exchange rate(s), the market price, liquidity or value of the Securities and could be adverse to the interests of Holders.

**		Baskets: Where the terms and conditions of the Securities reference more than one Underlying (a "Basket"), investors in the Securities will be exposed to the performance of all Underlyings. If one or more amounts payable under the Securities is determined based on the performance of the Underlying in the Basket that has the lowest performance, then if any one or more Underlyings fail to meet a relevant threshold or barrier for the payment of interest or the calculation of any redemption amount investors may not receive one or more interest payments and/or could lose some or all of their investment. Securities will therefore have a higher level of risk than identical Securities where the amounts payable are determined based on the highest, or average, performance of all Underlyings in the Basket.			
D.6	Risk warning that investors may lose value of entire investment or part of it	Not applicable; subject to the creditworthiness of the Issuer, the capital invested is not at risk.  Investors may still lose the value of their entire investment, or part of it, if:  • the Issuer goes bankrupt or is otherwise unable to meet its payment obligations; or  • investors sell their Securities prior to maturity in the secondary market at an amount that is less than the initial purchase price; or  • the terms and conditions of the Securities are adjusted (in accordance with the terms and conditions of the Securities) with the result that the redemption amount payable to investors and/or the value of the Securities is reduced.			
ĺ	Section E - Offer				
E.2b	Reasons for offer and use of proceeds when different from making profit and/or hedging certain risks	The net proceeds from each issue of Securities will be applied by the Issuer for its general corporate purposes, which include making a profit and/or hedging certain risks.  Not Applicable; the net proceeds will be applied by the Issuer for making profit and/or hedging certain risks.			
E.3	Description of the terms and conditions of the offer	The terms and conditions of any offer of Securities may be determined by agreement between the Issuer and the dealer at the time of each issue.  The Securities are offered subject to the following conditions:  Offer Price: 100 per cent. of the Aggregate Nominal Amount (the "Issue Price").  Conditions to which the offer is subject: Offers of the Securities made prior to the Issue Date are conditional on their issue. There is no pre-identified allotment criteria. The Authorised Offeror will adopt allotment criteria that ensures equal treatment of prospective investors. All of the Securities requested through the Authorised Offeror during the Offer Period will be assigned up to the maximum amount of the offer. A prospective investor will, on the Issue Date, receive 100 per cent. of the amount of Securities allocated to it during the Offer Period.  The Issuer reserves the right to withdraw the offer of the Securities prior to the Issue Date.			

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

**Description of the application process:** Applications for the Securities can be made in Sweden (the "**Public Offer Jurisdiction**") through the Authorised Offeror during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offeror. Distribution will be in accordance with the Authorised Offeror's usual procedures and notified to investors by the Authorised Offeror.

Details of the minimum and/or maximum amount of application: The minimum amount of application per investor will be SEK 10,000 in nominal amount of the Securities.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable

Details of the method and time limits for paying up and delivering the Securities: The total payment of the Offer Price of the Securities must occur on 29 May 2014 at the Authorised Offeror's office.

The Securities will be made available by the Authorised Offeror on a delivery after payment basis on or around the Issue Date. The Issuer estimates that the Securities will be delivered through the Authorised Offeror, subsequent to payment of the Offer Price, to prospective Securities holders in deposit accounts held, directly or indirectly, by the Authorised Offeror at Euroclear Sweden.

Manner in and date on which results of the offer are to be made public: Results of the offer will be made public via the Authorised Offeror within 5 Business Days after the end of the Offer Period.

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable

Whether Tranche(s) have been reserved for certain countries: Offers may be made through the Authorised Offeror in Sweden to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Applicants will be notified directly by the Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date.

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Carnegie Investment Bank AB Regeringsgatan 56

Stockholm

		Sweden
E.4	Description of any interest material to the issue/offer, including conflicting interests	The relevant dealers or manager may be paid fees in relation to any issue or offer of Securities. Potential conflicts of interest may exist between the Issuer, determination agent, relevant dealers and/or Manager or their affiliates (who may have interests in transactions in derivatives related to the Underlying which may, but are not intended to, adversely affect the market price, liquidity or value of the Securities) and investors.  Any Manager and its affiliates may be engaged, and may in the future engage, in hedging transactions with respect to the specified foreign exchange rates.
E.7	Estimated expenses charged to investor by issuer/offeror	The Issuer will not charge any expenses to investors in connection with any issue of Securities. Offerors may, however, charge expenses to investors. Such expenses (if any) will be determined by agreement between the offeror and the investors at the time of each issue.  The following estimated expenses will be charged to the investor by the offeror: The Issue Price includes a commission element shared with the Authorised Offeror, which will be no more than 2.4% of the Issue Price. Further details of the commission element are available upon request.