

FINAL TERMS



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

GBP 15,000,000 Securities due February 2020 under the Global Structured Securities Programme (the Tranche 1 Securities)
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 2 dated 6 June 2014, as supplemented on 2 July 2014, 24 July 2014, 28 August 2014, 12 September 2014 and 24 November 2014, which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to these Final Terms.

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

BARCLAYS

Final Terms dated 20 February 2015

PART A – CONTRACTUAL TERMS

1. (a) Series number: NX000166933
- (b) Tranche number: 1
2. Settlement Currency: GBP
3. Securities: Notes
4. Notes: Applicable
- (a) Aggregate Nominal Amount as at the Issue Date:
 - (i) Tranche: GBP 15,000,000
 - (ii) Series: GBP 15,000,000
- (b) Specified Denomination: GBP 1,000
- (c) Minimum Tradable Amount: Not Applicable
5. Certificates: Not Applicable
6. Calculation Amount: Specified Denomination
7. Issue Price: 100 per cent. of the Aggregate Nominal Amount
8. Issue Date: 20 February 2015
9. Scheduled Redemption Date: 20 February 2020
10. Underlying Performance Type: Worst-of

Provisions relating to interest (if any) payable

11. Interest Type: Phoenix without Memory
12. (a) Fixed Interest Type: Fixed Amount
- (b) Fixed Interest Rate: 2.00 per cent.
- (c) ISDA Determination: Not Applicable
- (d) Screen Rate Determination: Not Applicable
- (e) Bank of England Base Rate Determination: Not Applicable
- (f) Margin: Not Applicable
- (g) Minimum/Maximum Interest Rate: Not Applicable
- (h) Fixed Interest Determination Date(s): Not Applicable
- (i) Floating Interest Determination Date(s): Not Applicable
- (j) Interest Valuation Date(s): The dates set out in Table 1 below in the column entitled 'Interest Valuation Date'.
- (k) Interest Payment Date(s): Actual Redemption Date
- (l) T: Not Applicable

(m)	Observation Date(s):	Not Applicable
(n)	Interest Barrier Percentage:	55 per cent.
(o)	Lower Barrier Percentage:	Not Applicable
(p)	Upper Barrier:	Not Applicable
(q)	Upper Barrier Percentage:	Not Applicable
(r)	Knock-out Barrier Percentage:	Not Applicable
(s)	Day Count Fraction:	Not Applicable
(t)	Interest Period End Dates:	Not Applicable
(u)	Interest Commencement Date:	Not Applicable
(v)	Linear Interpolation:	Not Applicable

Table 1

Interest Valuation Date:

13 May 2015
13 August 2015
13 November 2015
15 February 2016
13 May 2016
15 August 2016
14 November 2016
13 February 2017
15 May 2017
14 August 2017
13 November 2017
13 February 2018
14 May 2018
13 August 2018
13 November 2018
13 February 2019
13 May 2019
13 August 2019
13 November 2019
13 February 2020

Provisions relating to Automatic Redemption (Autocall)

13. Automatic Redemption (Autocall): Not Applicable

Provisions relating to Final Redemption

14. (a) Redemption Type: European Barrier

(b)	Settlement Method:	Cash
(c)	Trigger Event Type:	Not Applicable
(d)	Final Barrier Percentage:	Not Applicable
(e)	Strike Price Percentage:	100 per cent.
(f)	Knock-in Barrier Percentage:	50 per cent.
(g)	Knock-in Barrier Period Start Date:	Not Applicable
(h)	Knock-in Barrier Period End Date:	Not Applicable
(i)	Lower Strike Price Percentage:	Not Applicable
(j)	Participation:	Not Applicable
(k)	Cap:	Not Applicable

Provisions relating to Nominal Call Event

15.	Nominal Call Event:	Not Applicable
(a)	Nominal Call Threshold Percentage:	Not Applicable

Provisions relating to the Underlying Asset(s)

16.	Underlying Assets:	
(a)	Share:	The Shares set out in Table 2 below in the column entitled 'Share'.
(i)	Exchange:	The Exchanges set out in Table 2 below in the column entitled 'Exchange'.
(ii)	Related Exchange:	In respect of each Underlying Asset, All Exchanges
(iii)	Underlying Asset Currency:	The Underlying Asset Currencies set out in Table 2 below in the column entitled 'Underlying Asset Currency'.
(iv)	Bloomberg Screen:	The Bloomberg Screens set out in Table 2 below in the column entitled 'Bloomberg Screen'.
(v)	Reuters Screen:	Not Applicable
(vi)	Underlying Asset ISIN:	Not Applicable
(vii)	Substitution of Shares:	Substitution of Shares - Standard
(viii)	Entitlement Substitution:	Not Applicable

Table 2

Share	Exchange	Bloomberg Screen	Reference Currency	Asset
HSBC Holdings Plc	London	HSBA LN	GBP	
Vodafone Group PLC	London	VOD LN	GBP	

BP PLC	London	BP/ LN	GBP
GlaxoSmithKline PLC	London	GSK LN	GBP
(b)	Indices:	Not Applicable	
17.	Initial Price:	The Valuation Prices of the Underlying Assets on the Initial Valuation Date	
(a)	Averaging-in:	Not Applicable	
(b)	Min Lookback-in:	Not Applicable	
(c)	Max Lookback-in:	Not Applicable	
(d)	Initial Valuation Date:	13 February 2015	
18.	Final Valuation Price:	The Valuation Prices of the Underlying Assets on the Final Valuation Date	
(a)	Averaging-out:	Not Applicable	
(b)	Min Lookback-out:	Not Applicable	
(c)	Max Lookback-out:	Not Applicable	
(d)	Final Valuation Date:	13 February 2020	

Provisions relating to disruption events and taxes and expenses

19.	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date):	Not Applicable	
20.	Additional Disruption Event:		
(a)	Change in Law:	Applicable	
(b)	Currency Disruption Event:	Applicable	
(c)	Hedging Disruption:	Applicable	
(d)	Issuer Tax Event:	Applicable	
(e)	Extraordinary Market Disruption:	Applicable	
(f)	Increased Cost of Hedging:	Not Applicable	
(g)	Affected Jurisdiction Hedging Disruption:	Not Applicable	
(h)	Affected Jurisdiction Increased Cost of Hedging:	Not Applicable	
(i)	Increased Cost of Stock Borrow:	Not Applicable	
(j)	Loss of Stock Borrow:	Not Applicable	
(k)	Foreign Ownership Event:	Not Applicable	
(l)	Fund Disruption Event:	Not Applicable	
21.	Early Cash Settlement Amount:	Market Value	
22.	Early Redemption Notice Period Number:	As set out in General Condition 33.1 (Definitions)	

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| 23. | Unwind Costs: | Not Applicable |
| 24. | Settlement Expenses: | Not Applicable |
| 25. | FX Disruption Event: | Not Applicable |
| 26. | Local Jurisdiction Taxes and Expenses: | Not Applicable |

General provisions

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| 27. | Form of Securities: | <p>Global Bearer Securities: Permanent Global Security</p> <p>NGN Form: Applicable</p> <p>Held under the NSS: Not Applicable</p> <p>CGN Form: Not Applicable</p> <p>CDIs: Not Applicable</p> |
| 28. | Trade Date: | 13 February 2015 |
| 29. | Additional Business Centre(s): | TARGET |
| 30. | Business Day Convention: | Following |
| 31. | Determination Agent: | Barclays Bank PLC |
| 32. | Registrar: | Not Applicable |
| 33. | CREST Agent: | Not Applicable |
| 34. | Transfer Agent: | Not Applicable |
| 35. | (a) Name of Manager: | Barclays Bank PLC |
| | (b) Date of underwriting agreement: | Not Applicable |
| | (c) Names and addresses of secondary trading intermediaries and main terms of commitment: | Not Applicable |
| 36. | Registration Agent: | Not Applicable |
| 37. | <i>Masse</i> Category: | Not Applicable |
| 38. | Governing Law: | English law |

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) 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 the London Stock Exchange with effect from the Issue Date.
- (b) Estimate of total expenses related to admission to trading: Not Applicable

2. RATINGS

Ratings: The Securities have not been individually rated.

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

Save for any fees payable to the Manager and save as discussed in risk factor 13 (Risks associated with conflicts of interest), so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the issue.

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

- (a) Reasons for the offer: Not Applicable

5. PERFORMANCE OF UNDERLYING ASSETS, AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSETS

Bloomberg Screens HSBA LN; VOD LN; BP LN; GSK LN

6. OPERATIONAL INFORMATION

- (a) ISIN: XS1167087011
- (b) Common Code: 116708701
- (c) Relevant Clearing System(s): Euroclear
Clearstream
- (d) Delivery: Delivery free of payment.
- (e) Name and address of additional Paying Agent(s): Not Applicable

7. TERMS AND CONDITIONS OF THE OFFER

Authorised Offeror(s)

- (a) Public Offer: An offer of the Securities may be made, subject to the conditions set out below by the Authorised Offeror(s) (specified in (b) immediately below) other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdiction(s) (specified in (c) immediately below) during the Offer Period (specified in (d) immediately below) subject to the conditions set forth in the Base Prospectus and in (e)

- immediately below
- (b) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place (together the "Authorised Offeror(s)":
- Each financial intermediary specified in (i) and (ii) below:
- (i) **Specific consent:** Not Applicable
- (ii) **General consent:** Applicable: each financial intermediary which (a) is authorised to make such offers under Directive 2004/39/EC of the European Parliament and of the Council on markets in financial instruments, including under any applicable implementing measure in each relevant jurisdiction and (b) accepts such offer by publishing on its website the Acceptance Statement (an "Authorised Offeror").
- (c) Jurisdiction(s) where the offer may take place (together, the "Public Offer Jurisdictions(s):
- United Kingdom
- (d) Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s):
- The Securities will be publicly offered through the Authorised Offeror on 20 February 2015 from open to close of business hours (the "Offer Period").
- (e) Other conditions for use of the Base Prospectus by the Authorised Offeror(s):
- Not Applicable

1.2 Other terms and conditions of the offer

- (a) Offer Price:
- The Issue Price
- (b) Total amount of offer:
- GBP 15,000,000
- (c) Conditions to which the offer is subject:
- The Issuer reserves the right to withdraw the offer for the Securities at any time on or prior to the end of the Offer Period.
- Following 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.
- (d) Time period, including any possible amendments, during which the offer will be open and description of the application process:
- The Securities will be publicly offered through the Authorised Offeror, during the Offer Period.

- (e) Description of the application process: An offer of the Securities may be made by the Manager or the Authorised Offeror other than pursuant to Article 3(2) of the Prospectus Directive as implemented in the United Kingdom (the “**Public Offer Jurisdiction**”) during the Offer Period.
- Applications for the Securities can be made in 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, notified to investors by the Authorised Offeror.
- (f) Details of the minimum and/or maximum amount of application: There are no pre-identified allotment criteria. The Authorised Offeror will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Authorised Offeror will be assigned up to the maximum amount of the offer.
- The maximum amount of application of Securities will be subject only to availability at the time of the application.
- In the event that during the Offer Period the requests exceed the total amount of the offer destined to prospective investors the Issuer, in accordance with the Authorised Offeror, will proceed to early terminate the Offer Period and will immediately suspend the acceptance of further requests
- (g) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable
- (h) Details of method and time limits for paying up and delivering the Securities: The Securities will be issued on the Issue Date against payment of the net subscription moneys to the Issuer via the Authorised Offeror. Each investor will be notified by the relevant Authorised Offeror of the settlement arrangements in respect of the Securities at the time of such investor's application.
- (i) Manner in and date on which results of the offer are to be made public: The Authorised Offeror will make the results of the offer available to the public upon request at the Authorised Offeror’s offices.
- (j) Procedure for exercise of any right of pre-emption, negotiability of: Not Applicable

subscription rights and treatment of
subscription rights not exercised:

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| (k) Whether tranche(s) have been reserved for certain countries: | Offers may be made through the Authorised Offeror in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus. |
| (l) Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: | Applicants will be notified directly by the Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date. |
| (m) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: | Prior to making any investment decision, investors should seek independent professional advice as they deem necessary. |
| (n) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: | Not Applicable |

ISSUE SPECIFIC SUMMARY

Section A – Introduction and Warnings		
A.1	Introduction and Warnings	<p>This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in Securities should be based on consideration of the Base Prospectus as a whole, including any information incorporated by reference, and read together with the Final Terms.</p> <p>Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff might, under the national legislation of the relevant Member State of the European Economic Area, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</p> <p>No civil liability shall attach to any responsible person solely on the basis of this Summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid holders when considering whether to invest in the Securities.</p>
A.2	Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Securities, indication of offer period and conditions to consent for subsequent resale or final placement, and warning.	<p>The Issuer may provide the 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 below. Such consent may be subject to conditions which are relevant for the use of the Base Prospectus.</p> <p>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:</p> <ul style="list-style-type: none"> (a) the Public Offer is only made in the United Kingdom; (b) the Public Offer is only made on 20 February 2015 from open to close of business hours (the "Offer Period"); and (c) the Public Offer is only made by any financial intermediary which (i) is authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2004/39/EC) and (ii) has published on its website that it is using the Base Prospectus in accordance with the Issuer's consent and the conditions attached thereto (each, an "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,	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

	<p>legislation under which the Issuer operates and country of incorporation of the Issuer</p>	<p>the Companies Acts 1948 to 1967. Pursuant to The Barclays Bank Act 1984, on 1 January 1985, the Issuer was re-registered as a public limited company.</p> <p>The principal laws and legislation under which the Company operates are laws of England and Wales including the Companies Act.</p>
<p>B.4b</p>	<p>Known trends affecting the Issuer and industries in which the Issuer operates</p>	<p>The business and earnings of the Issuer and its subsidiary undertakings (together, the "Bank Group" or "Barclays") can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the UK, EU, US and elsewhere, which are all subject to change. The regulatory response to the financial crisis has led and will continue to lead to very substantial regulatory changes in the UK, EU and US and in other countries in which the Bank Group operates. It has also (amongst other things) led to (i) a more assertive approach being demonstrated by the authorities in many jurisdictions; and (ii) enhanced capital and liquidity requirements (for example pursuant to the fourth Capital Requirements Directive (CRD IV)). Any future regulatory changes may restrict the Bank Group's operations, mandate certain lending activity and impose other, significant compliance costs.</p> <p>Known trends affecting the Issuer and the industry in which the Issuer operates include:</p> <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 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 including: (i) that the UK and EEA retail banking activities of the largest UK banks should be placed in a legally, operationally and economically separate independent entity (so-called 'ring-fencing'); (ii) statutory depositor preference in insolvency; and (iii) a reserve power for the Prudential Regulatory Authority to enforce full separation of the retail operations of UK banks to which the reforms apply under certain circumstances; • 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 (i) regulatory bodies in the UK, EU and US into submissions made by the Issuer and other panel members to the bodies that set various interbank offered rates such as the London Interbank Offered Rate ("LIBOR") and the Euro Interbank Offered Rate ("EURIBOR");

		<p>and (ii) regulatory bodies in the UK and US into historical practices with respect to ISDAfix, amongst other benchmarks; and</p> <ul style="list-style-type: none"> • changes in competition and pricing environments.
B.5	Description of the group and the Issuer's position within the group	<p>The Bank Group is a major global financial services provider.</p> <p>The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Bank Group.</p>
B.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 Bank Group's audited financial information for the year ended 31 December 2013, restated to reflect the offsetting amendments to IAS 32, the Bank Group had total assets of £1,344,201m (2012 (restated): £1,512,777m), total net loans and advances of £474,059m (2012 (restated): £472,809m), total deposits of £487,647m (2012 (restated): £ 468,262m), and total shareholders' equity of £63,220m (2012: £59,923m) (including non-controlling interests of £2,211m (2012: £2,856m)). The profit before tax from continuing operations of the Bank Group for the year ended 31 December 2013 was £2,885m (2012: £650m) after credit impairment charges and other provisions of £3,071m (2012: £3,340m). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2013.</p> <p>Based on the Bank Group's unaudited financial information for the six months ended 30 June 2014, the Bank Group had total assets of £1,315,492m (30 June 2013 (restated): £1,568,544m), total net loans and advances of £486,385m (30 June 2013 (restated): £522,026m), total deposits of £505,873m (30 June 2013 (restated): £541,671m), and total shareholders' equity of £65,119m (30 June 2013: £59,394m) (including non-controlling interests of £ 2,130m (30 June 2013: £2,620m)). The profit before tax from continuing operations of the Bank Group for the six months ended 30 June 2014 was £2,504m (30 June 2013: £1,648m) after credit impairment charges and other provisions of £1,086m (30 June 2013: £1,631m). The financial information in this paragraph is extracted from the unaudited consolidated financial statements of the Issuer for the six months ended 30 June 2014 and the unaudited consolidated financial statements of the Issuer for the six months ended 30 June 2013 restated to reflect the offsetting amendments to IAS 32.</p> <p>There has been no material adverse change in the prospects of the Issuer since</p>

		31 December 2013. Not Applicable: there has been no significant change in the financial or trading position of the Bank Group since 30 September 2014.
B.13	Recent events particular to the Issuer which are materially relevant to the evaluation of Issuer's solvency	On 30 July 2014 Barclays PLC announced that the execution of the plan to meet the 3% PRA leverage ratio by 30 June 2014 had been successful, by reporting the following ratios: a fully loaded CRD IV CET1 ratio of 9.9% and a PRA leverage ratio of 3.4% as at 30 June 2014.
B.14	Dependency of 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 Bank 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 Bank Group is a major global financial services provider engaged in retail and commercial banking, credit cards, investment banking, wealth management and investment management services with an extensive international presence in Europe, the United States, Africa and Asia.
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, and security identification numbers	Securities issued under this Base Prospectus: <ul style="list-style-type: none"> • are derivative securities and are issued as a series of notes or certificates; • are transferable obligations of the Issuer and have the terms and conditions set out in this Base Prospectus as completed by the Final Terms; • will bear interest at a fixed rate, a floating rate or at a rate determined by reference to the performance of one or more Underlying Asset(s) which could be equity indices, shares, depository receipts or funds; • if not redeemed early, will be redeemed on the scheduled redemption date at an amount linked to the performance of the Underlying Asset(s); • may be cleared through a clearing system or uncleared and may be held in bearer or registered form. Certain cleared Securities may be in dematerialised and uncertificated book-entry form. Title to cleared Securities will be determined by the books of the relevant clearing system;

		<p>and</p> <ul style="list-style-type: none"> will be issued in one or more series and each series may be issued in one or more tranches on the same or different issue dates. The Securities of each series are intended to be interchangeable with all other Securities of that series. Each series will be allocated a unique series number and an identification code. <p>Issue Date: 20 February 2015</p> <p>Interest: The amount of interest payable on the Securities is determined by reference to a fixed rate of 2.00%. Whether or not interest is paid will depend on the performance of shares in HSBC Holdings Plc, Vodafone Group Plc, BP Plc and GlaxoSmithKline Plc (the "Underlying Assets"). In some cases the interest amount could be zero.</p> <p>Final redemption: If the Securities have not redeemed early they will redeem on the scheduled redemption date and the cash payment you receive or underlying asset you are delivered (if any) will be determined by reference to the value of the Underlying Assets on a specified valuation date or dates during the life of the Securities.</p> <p>Form: The Securities are notes. The Securities will initially be issued in global bearer form.</p> <p>Identification: Series number: NX000166933; Tranche number: 1</p> <p>Identification Codes: ISIN: XS1167087011, Common Code 116708701.</p> <p>Determination Agent: Barclays Bank PLC (the "Determination Agent") will be appointed to make calculations and determinations with respect to the Securities.</p> <p>Governing Law: The Securities will be governed by English law.</p>
C.2	Currency	<p>Subject to compliance with all applicable laws, regulations and directives, Securities may be issued in any currency.</p> <p>The Securities will be denominated in pounds sterling ("GBP").</p>
C.5	Description of restrictions on free transferability of the Securities	<p>Securities are offered and sold outside the United States to non-US persons in reliance on 'Regulation S' and must comply with transfer restrictions with respect to the United States.</p> <p>Securities held in a clearing system will be transferred in accordance with the rules, procedures and regulations of that clearing system.</p> <p>Subject to the above, the Securities will be freely transferable.</p>
C.8	Description of rights attached to the Securities, including ranking and limitations to those rights	<p>Rights: Each Security includes a right to a potential return of interest and amount payable or deliverable on redemption together with certain ancillary rights such as the right to receive notice of certain determinations and events and to vote on future amendments.</p> <p>Taxation: All payments in respect of the Securities shall be made without withholding or deduction for or on account of any UK taxes unless such withholding or deduction is required by law. In the event that any such withholding or deduction is required by law, the Issuer will, save in limited circumstances, pay additional amounts to cover the amounts so withheld or</p>

		<p>deducted.</p> <p>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 interest, 14 days), or the Issuer is subject to a winding-up order, then (subject, in the case of interest, to the Issuer being prevented from payment for a mandatory provision of law) the Securities will become immediately due and payable, upon notice being given by the holder (or, in the case of French law Securities, the representative of the holders).</p> <p>Ranking: The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.</p> <p>Limitations to rights: Notwithstanding that the Securities are linked to the performance of the underlying asset(s), Holders do not have any rights in respect of the underlying asset(s). The terms and conditions of the Securities contain provisions for calling meetings of holders to consider matters affecting their interests generally and these provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority. Further, in certain circumstances, the Issuer may amend the terms and conditions of the Securities, without the holders' consent. The terms and conditions of the Securities permit the Issuer and the Determination Agent (as the case may be), on the occurrence of certain events and in certain circumstances, without the holders' consent, to make adjustments to the terms and conditions of the Securities, to redeem the Securities prior to maturity, (where applicable) to postpone valuation of the underlying asset(s) or scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Securities and the underlying asset(s) (if any).</p>
C.11	<p>Listing and admission to trading</p>	<p>Securities may be listed and admitted to trading on a regulated market in Belgium, Denmark, Finland, France, Ireland, Italy, Luxembourg, Malta, the Netherlands, Norway, Portugal, Spain, Sweden or the United Kingdom. Securities may be listed and admitted to trading on a market in Switzerland or Italy that is not a regulated market for the purposes of the Prospectus Directive.</p> <p>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 London Stock Exchange with effect from 20 February 2015.</p>

C.15	Description of how the value of the investment is affected by the value of the underlying instrument	<p>The return on, and value of, Securities will be linked to the performance of one or more specified equity indices, shares, depository receipts or funds or a combination of these.</p> <p>The underlying assets for the Securities are: HSBC Holdings Plc, Vodafone Group Plc, BP Plc and GlaxoSmithKline Plc (each an “Underlying Asset”).</p> <p>Calculations in respect of amounts payable under the Securities are made by reference to a “Calculation Amount”, being GBP 1,000. Where the Calculation Amount is different from the specified denomination of the Securities, the amount payable will be scaled accordingly.</p> <p>Indicative amounts: If the Securities are being offered by way of a Public Offer and any specified product values are not fixed or determined at the commencement of the Offer Period, these specified product values will specify an indicative amount, indicative minimum amount, an indicative maximum amount or any combination thereof. In such case, the relevant specified product value(s) shall be the value determined based on market conditions by the Issuer on or around the end of the Offer Period. Notice of the relevant specified product value will be published prior to the Issue Date.</p> <p style="text-align: center;">INTEREST</p> <p>Phoenix without memory interest: Each Security will only pay interest in respect of an Interest Valuation Date if the closing price or level of every Underlying Asset on such Interest Valuation Date is greater than or equal to its corresponding Interest Barrier. If this occurs, the amount of interest payable with respect to that Interest Valuation Date is calculated by multiplying the fixed rate of 2.00% by GBP 1,000.</p> <p>Interest will be payable on the date on which the Securities are redeemed. Each Interest Valuation Date and Interest Barrier is as follows:</p> <table border="1" data-bbox="512 1285 1134 2018"> <thead> <tr> <th>Interest Valuation Date</th> <th>Interest Barrier</th> </tr> </thead> <tbody> <tr> <td>13 May 2015</td> <td>55% of the Initial Price</td> </tr> <tr> <td>13 August 2015</td> <td>55% of the Initial Price</td> </tr> <tr> <td>13 November 2015</td> <td>55% of the Initial Price</td> </tr> <tr> <td>15 February 2016</td> <td>55% of the Initial Price</td> </tr> <tr> <td>13 May 2016</td> <td>55% of the Initial Price</td> </tr> <tr> <td>15 August 2016</td> <td>55% of the Initial Price</td> </tr> <tr> <td>14 November 2016</td> <td>55% of the Initial Price</td> </tr> <tr> <td>13 February 2017</td> <td>55% of the Initial Price</td> </tr> <tr> <td>15 May 2017</td> <td>55% of the Initial Price</td> </tr> <tr> <td>14 August 2017</td> <td>55% of the Initial Price</td> </tr> <tr> <td>13 November 2017</td> <td>55% of the Initial Price</td> </tr> <tr> <td>13 February 2018</td> <td>55% of the Initial Price</td> </tr> <tr> <td>14 May 2018</td> <td>55% of the Initial Price</td> </tr> </tbody> </table>	Interest Valuation Date	Interest Barrier	13 May 2015	55% of the Initial Price	13 August 2015	55% of the Initial Price	13 November 2015	55% of the Initial Price	15 February 2016	55% of the Initial Price	13 May 2016	55% of the Initial Price	15 August 2016	55% of the Initial Price	14 November 2016	55% of the Initial Price	13 February 2017	55% of the Initial Price	15 May 2017	55% of the Initial Price	14 August 2017	55% of the Initial Price	13 November 2017	55% of the Initial Price	13 February 2018	55% of the Initial Price	14 May 2018	55% of the Initial Price
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C.16	Expiration or maturity date of the securities	<p>The Securities are scheduled to redeem on the scheduled redemption date. This day may be postponed following the postponement of a valuation date due to a disruption event.</p> <p>The scheduled redemption date of the Securities is 20 February 2020.</p>														
C.17	Settlement	<p>The Securities will be cleared and settled through Euroclear Bank S.A./N.V.</p>														

	procedure of the derivative securities	Clearstream Banking société anonyme.
C.18	Description of how the return on derivative securities takes place	<p>The return on, and value of, the Securities will be linked to the performance of the Underlying Assets.</p> <p>Payments of interest will depend on the performance of the Underlying Assets during the life of the Securities. A fall in the price of each Underlying Asset below a specified level on any Interest Valuation Date may reduce the amount of interest payable on the Securities.</p> <p>The value of, and return on (if any), the Securities will depend on the performance of the Underlying Assets on the Final Valuation Date. If any Underlying Asset performs negatively over the life of the Securities, a holder may sustain a loss of part or all of the amount invested in the Securities.</p>
C.19	Final reference price of the underlying	<p>The final reference level of any equity index, or final reference price of any share, depository receipt or fund to which Securities are linked, will be determined by reference to a publicly available source on a specified date or dates.</p> <p>The final valuation price of the each Underlying Asset is the closing price or level of such Underlying Asset on 13 February 2020, as determined by the Determination Agent.</p>
C.20	Type of underlying	<p>Securities may be linked to one or more: common shares; depository receipts representing common shares; exchange traded funds (ETFs) (being a fund, pooled investment vehicle, collective investment scheme, partnership, trust or other similar legal arrangement and holding assets, such as shares, bonds, indices, commodities, and/or other securities such as financial derivative instruments); or equity indices.</p> <p>The Underlying Assets for the Securities are: shares in HSBC Holdings Plc, Vodafone Group Plc, BP Plc and GlaxoSmithKline Plc</p> <p>Information about the Underlying Assets is available at: Bloomberg Screens HSBA LN; VOD LN; BP LN; GSK LN</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) has been marked by generally weaker than expected growth, increased unemployment, depressed housing prices, reduced business confidence, rising inflation and contracting GDP. Operations in the Eurozone remain affected by the ongoing sovereign debt crisis, the stresses being exerted on the financial</p>

		<p>system and the risk that one or more countries exit the Euro. The current absence of a predetermined mechanism for a member state to exit the Euro means that it is not possible to predict the outcome of such an event and to accurately quantify the impact of such event on the Issuer's profitability, liquidity and capital. If some or all of these conditions persist or worsen, they may have a material adverse effect on the Issuer's operations, financial condition and prospects.</p> <p>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>
D.6	<p>Key information on the key risks that are specific to the Securities including a risk warning that investors may lose some or all of the value of their investment</p>	<p>You may lose up to the entire value of your investment in the Securities:</p> <p>You will lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meet its payment obligations.</p> <p>You may also lose the value of your entire investment, or part of it, if:</p> <ul style="list-style-type: none"> • the Underlying Assets perform in such a manner that the redemption amount payable to you (whether at maturity or following any early redemption) is less than the initial purchase price; • you sell your Securities prior to maturity in the secondary market (if any) at an amount that is less than the initial purchase price; • the Securities are redeemed early following the occurrence of an extraordinary event in relation to the Underlying Asset(s), the Issuer, the Issuer's hedging arrangement, the relevant currencies or taxation (such as following an additional disruption event) and the amount you receive on

		<p>such redemption is less than the initial purchase price; and/or</p> <ul style="list-style-type: none"> the terms and conditions of the Securities are adjusted (in accordance with the terms and conditions of the Securities) with the result that the redemption amount payable to you and/or the value of the Securities is reduced. <p>Return linked to performance of Underlying Assets: The return payable on the Securities is linked to the change in value of the Underlying Assets over the life of the Securities. Any information about the past performance of any Underlying Asset should not be taken as an indication of how prices will change in the future. You will not have any rights of ownership, including, without limitation, any voting rights or rights to receive dividends, in respect of any Underlying Asset.</p> <p>Reinvestment risk/loss of yield: Following an early redemption of the Securities for any reason, holders may be unable to reinvest the redemption proceeds at a rate of return as high as the return on the Securities being redeemed.</p> <p>Shares: The performance of shares is dependent upon numerous economic factors, such as interest and price levels in capital markets, currency developments, political factors as well as company-specific factors such as earnings, market position, risk situation, shareholder structure and distribution policy. Any relevant share issuer may take actions without regard to the interests of any holders of the Securities, which could have a negative effect on the value of the Securities.</p> <p>Substitution: Where any Share is affected by certain disruption events, the Issuer may substitute such asset with a substitute Share similar to the original asset. The subsequent performance or perceived value of this substitute asset may cause the value of the Securities to drop and/or may result in holders receiving less than expected on settlement.</p> <p>Capped return: As the redemption amount is subject to a cap, the value of or return on your Securities may be significantly less than if you had purchased the Underlying Asset(s) directly.</p> <p>Worst-of: You are exposed to the performance of every 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 payment of interest or the calculation of any redemption amount, you might receive no interest payments and/or could lose some or all of your initial investment.</p> <p>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.</p>
Section E – Offer		
E.2b	Reasons for	The net proceeds from each issue of Securities will be applied by the Issuer for

	<p>offer and use of proceeds when different from making profit and/or hedging certain risks</p>	<p>its general corporate purposes, which include making a profit and/or hedging certain risks. If the Issuer elects at the time of issuance of Securities to make different or more specific use of proceeds, the Issuer will describe that use in the Final Terms.</p> <p>Not Applicable: the net proceeds will be applied by the Issuer for making profit and/or hedging certain risks.</p>
<p>E.3</p>	<p>Description of the terms and conditions of the offer</p>	<p>The Securities are offered subject to the following conditions:</p> <p>Offer Price: GBP 1,000 per Security</p> <p>Conditions to which the offer is subject: The Issuer reserves the right to withdraw the offer for Securities at any time on or prior to the end of the Offer Period.</p> <p>Following 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.</p> <p>Description of the application process: An offer of the Securities may be made by the Manager or the Authorised Offeror other than pursuant to Article 3(2) of the Prospectus Directive as implemented in the UK (the "Public Offer Jurisdiction") during the Offer Period</p> <p>Applications for the Securities can be made in 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.</p> <p>Details of the minimum and/or maximum amount of application: There are no pre-identified allotment criteria. The Authorised Offeror will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Authorised Offeror will be assigned up to the maximum amount of the offer.</p> <p>The maximum amount of application of Securities will be subject only to availability at the time of the application.</p> <p>In the event that during the Offer Period the requests exceed the total amount of the offer destined to prospective investors the Issuer, in accordance with the Authorised Offeror, will proceed to early terminate the Offer Period and will immediately suspend the acceptance of further request</p> <p>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable</p> <p>Details of the method and time limits for paying up and delivering the Securities: The Securities will be issued on the Issue Date against payment of the net subscription moneys to the Issuer via the Authorised Offeror. Each investor will be notified by the relevant Authorised Offeror of the settlement arrangements in respect of the Securities at the time of such investor's application.</p>

		<p>Manner in and date on which results of the offer are to be made public: The Authorised Offeror will make the results of the offer available to the public upon request at the Authorised Offeror's offices.</p> <p>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable</p> <p>Categories of holders to which the Securities are offered and whether Tranche(s) have been reserved for certain countries: Offers may be made through the Authorised Offeror in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.</p> <p>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.</p> <p>Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: the Authorised Offeror(s)</p>
E.4	Description of any interest material to the issue/offer, including conflicting interests	The relevant Manager(s) or authorised offeror(s) may be paid fees in relation to any issue or offer of Securities. Potential conflicts of interest may exist between the Issuer, Determination Agent, relevant Manager(s) or authorised offeror(s) or their affiliates (who may have interests in transactions in derivatives related to the Underlying Asset(s) which may, but are not intended to, adversely affect the market price, liquidity or value of the Securities) and holders.
E.7	Estimated expenses charged to investor by issuer/offeror	The Issuer will not charge any expenses to investors in connection with the issue of Securities. Offerors may, however, charge expenses to investors. Such expenses (if any) will be determined by agreement between the Authorised Offeror and the investors at the time of each issue.