**BARCLAYS BANK PLC**

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

**Pursuant to the Global Structured Securities Programme**

10 Index linked Warrants due May 2023 ("**Tranche 1**")

Issue Price: GBP 25,000 per Warrant

This document constitutes the final terms of the Warrants (the "**Final Terms**") described herein for the purposes of Article 5.4 of the Prospectus Directive and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). This Final Terms is supplemental to and should be read in conjunction with the GSSP Base Prospectus 6 dated 10 June 2016, as supplemented on 23 August 2016, 25 November 2016, 21 December 2016 and 12 January 2017 (the "**Base Prospectus**"), which constitutes a base prospectus for the purpose of the Prospectus Directive. Full information on the Issuer and the offer of the Warrants is only available on the basis of the combination of this Final Terms and the Base Prospectus. A summary of the individual issue of the Warrants is annexed to this Final Terms. Words and expressions defined in the Base Prospectus and not defined in this document shall bear the same meanings when used herein.

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.

**BARCLAYS**

**Final Terms dated 10 May 2017**

## PART A – CONTRACTUAL TERMS

| | | |
|---|---|---|
| 1. | (a) Series number: | NX000193884 |
| | (b) Tranche number: | 1 |
| 2. | Currency: | Pounds Sterling ("**GBP**") |
| 3. | Warrants: | |
| | (a) Number of Warrants: | Initial issuance number of Warrants as at the Issue Date: 10 |
| | (b) Minimum Tradable Amount: | Not Applicable |
| 4. | Calculation Amount: | GBP 25,000 |
| 5. | Issue Price: | GBP 25,000 per Warrant |
| 6. | Issue Date: | 10 May 2017 |
| 7. | Exercise Settlement Date: | 10 May 2023 |

**Provisions relating to exercise and settlement:**
(*General Condition* 7 (*Settlement on exercise*))

| | | |
|---|---|---|
| 8. | Underlying Performance Type: | Worst-of |
| 9. | (a) Settlement Valuation Type: | Final Autocall Settlement |
| | (b) Additional Amount: (*General Condition 8 (Determination of the Additional Amount)*) | Not Applicable |
| | (c) Exercise Price: | GBP 2,500 |
| | (d) Settlement Method: | Cash |
| | (e) Settlement Currency: | GBP |
| | (f) Settlement Asset: | Not Applicable |
| | (g) Settlement Asset Currency: | Not Applicable |
| | (h) Entitlement Substitution: | Not Applicable |
| 1( | Settlement Value Barriers and Thresholds: | |
| | (a) Barrier: | European |
| | (b) Final Barrier Percentage: | 60.00 per cent. |
| | (c) Strike Price Percentage: | 100.00 per cent. |
| | (d) Knock-in Barrier Percentage: | 50.00 per cent. |
| | (e) Final Autocall Settlement Percentage: | 139.60 per cent. |
| 1: | Additional Amount Barriers and Thresholds: | Not Applicable |

**Provisions relating to early cancellation:**
(*General Condition 6 (Automatic early cancellation following an Autocall Event)*)

12. Autocall: Applicable

| Autocall Valuation Date: | Autocall Early Cancellation Date: | Autocall Barrier Percentage: | Autocall Early Cash Settlement Percentage: |
|---|---|---|---|
| 4 May 2021 | 11 May 2021 | 80.00% | 126.40% |
| 3 May 2022 | 10 May 2022 | 70.00% | 133.00% |

13. Issuer Early Cancellation Option: Applicable

14. Investor Early Cancellation Option: Applicable

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

15. Underlying Asset:

(a) Share: Not Applicable

(b) Equity Indices: Each Equity Index set out in Table 1 below in the column entitled 'Equity Index'

(i) Exchange: Each Equity Index set out in Table 1 below in the column entitled 'Exchange'

(ii) Related Exchange: Each Equity Index set out in Table 1 below in the column entitled 'Related Exchange'

(iii) Bloomberg Screen: Not Applicable

(iv) Reuters Screen Page: Each Equity Index set out in Table 1 below in the column entitled 'Reuters Screen Page'

(v) Index Sponsor: Each Equity Index set out in Table 1 below in the column entitled 'Index Sponsor'

(vi) Valuation Time: As specified in General Condition 38.1 (*Definitions*)

| **Equity Index** | **Exchange** | **Related Exchange** | **Reuters Screen Page** | **Index Sponsor** | **Initial Price** |
|---|---|---|---|---|---|
| FTSE 100® Index | London Stock Exchange | All Exchanges | .FTSE | FTSE International Limited | 7,231.00 |
| EURO STOXX 50® Index | Multi-exchange | All Exchanges | .STOXX50E | Stoxx Ltd. | 3,577.00 |
| S&P 500® Index | Multi-exchange | All Exchanges | .SPX | Standard and Poors | 2,387.00 |

(c) Commodity: Not Applicable

16. Initial Price: As set out in the table above in the column entitled “Intial Price”

(a) Averaging-in: Not Applicable

| | | | |
|---|---|---|---|
| | (b) | Min Lookback-in: | Not Applicable |
| | (c) | Max Lookback-in: | Not Applicable |
| | (d) | Initial Valuation Date: | 3 May 2017 |
| 17. | Final Valuation Price: | | The Valuation Price 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: | 3 May 2023 |

**Provisions relating to disruption events and taxes and expenses:**

| | | | |
|---|---|---|---|
| 18. | Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): (*General Condition 12.2 (Averaging Dates and Lookback Dates)*) | | Not Applicable |
| 19. | FX Disruption Event: (*General Condition 22 (FX Disruption Event)*) | | Not Applicable |
| 20. | Local Jurisdiction Taxes and Expenses: (*General Condition 23 (Local Jurisdiction Taxes and Expenses)*) | | Not Applicable |
| 21. | Additional Disruption Events: *(General Condition 21 (Adjustment or early cancellation following an Additional Disruption Event)*) | | |
| | (a) | Change in Law: | Applicable as per General Condition 38.1 (*Definitions*) |
| | (b) | Currency Disruption Event: | Applicable as per General Condition 38.1 (*Definitions*) |
| | (c) | Hedging Disruption: | Applicable as per General Condition 38.1 (*Definitions*) |
| | (d) | Issuer Tax Event: | Applicable as per General Condition 38.1 (*Definitions*) |
| | (e) | Extraordinary Market Disruption: | Applicable as per General Condition 38.1 (*Definitions*) |
| | (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 |
| 22. | Early Cash Settlement Amount: | Market Value |
| 23. | Unwind Costs: | Not Applicable |
| 24. | Settlement Expenses: | Not Applicable |
| 25. | Market Disruption of connected Futures Contracts: | Not Applicable |

**General Provisions:**

| | | |
|---|---|---|
| 26. | Form of Warrants: | Registered Warrants<br>Permanent Global Warrant<br>NGN Form: Not Applicable<br>Held under the NSS: Not Applicable<br>CGN Form: Applicable |
| 27. | Trade Date: | 3 May 2017 |
| 28. | Early Cancellation Notice Period Number: | As specified in General Condition 38.1 (*Definitions*) |
| 29. | Additional Business Centre(s): | Not Applicable |
| 30. | Business Day Convention: | Following |
| 31. | Determination Agent: | Barclays Bank PLC |
| 32. | Registrar: | The Bank of New York Mellon (Luxembourg) S.A. |
| 33. | Transfer Agent: | The Bank of New York Mellon |
| 34. | (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 |

## PART B – OTHER INFORMATION

| | | |
|---|---|---|
| (1) | **LISTING AND ADMISSION TO TRADING** | Application is expected to be made by the Issuer (or on its behalf) for the Warrants to be listed on the official list and admitted to trading on the regulated market of the Luxembourg Stock Exchange on or around the Issue Date. |
| | Estimate of total expenses related to admission to trading: | EUR 2,100 |
| (2) | **RATINGS** | |
| | Ratings: | The Warrants have not been individually rated. |

(3) **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Warrants has an interest material to the issue.

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

| | | |
|---|---|---|
| (a) | Reasons for the offer: | General funding |
| (b) | Estimated net proceeds: | Not Applicable |
| (c) | Estimated total expenses: | Not Applicable |

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

Reuters Screen Page: ".FTSE" in respect of the FTSE® 100 Index; ".STOXX50E" in respect of the EURO STOXX 50® Index and ".SPX" in respect of the S&P 500® Index.

Index Disclaimer: FTSE® 100 Index, EURO STOXX 50® Index and S&P 500® Index

(6) **OPERATIONAL INFORMATION**

| | | |
|---|---|---|
| (a) | ISIN: | GB00BYX1FJ19 |
| (b) | Common Code: | 161120774 |
| (c) | Relevant Clearing System(s): | Clearstream<br>Euroclear |
| (d) | Delivery: | Delivery free of payment. |
| (e) | Name and address of additional Paying Agent(s) (if any): | Not Applicable |

**SUMMARY**

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

| | | |
|---|---|---|
| **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 Warrants should be based on consideration of the Base Prospectus as a whole, including any information incorporated by reference, and read together with the Final Terms.<br><br>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.<br><br>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 Warrants. |
| **A.2** | **Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Warrants** | Not Applicable: the Issuer does not consent to the use of the Base Prospectus or the Final Terms by any other party for subsequent resale or final placement of the Warrants. |
| **Section B – Issuer** | | |
| **B.1** | **Legal and commercial name of the Issuer** | The Warrants are issued by Barclays Bank PLC (the "**Issuer**"). |
| **B.2** | **Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of the Issuer** | The Issuer is a public limited company registered in England and Wales.<br><br>The principal laws and legislation under which the Issuer operates are the laws of England and Wales including the Companies Act. |
| **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 "**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, leverage, liquidity and funding 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.<br><br>Known trends affecting the Issuer and the industry in which the Issuer operates include:<br><br>• 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 structure and management of the Bank Group;<br><br>• 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, increased regulation and procedures for the protection of customers and clients of financial services firms and an increased willingness on the part of regulators to investigate past practices, vigorously pursue alleged violations and impose heavy penalties on financial services firms;<br><br>• increased levels of legal proceedings in jurisdictions in which the Bank Group does business, including in the form of class actions;<br><br>• 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'));<br><br>• the United Kingdom Financial Services (Banking Reform) Act 2013 which gives United Kingdom authorities powers to implement measures for, among others: (i) the separation of the United Kingdom and EEA retail banking activities of the largest United Kingdom banks into a legally, operationally and economically separate and independent entity (so-called 'ring-fencing'); (ii) statutory depositor preference in insolvency; and (iii) a 'bail-in' stabilisation option; and<br><br>• changes in competition and pricing environments. |
| **B.5** | **Description of the group and the Issuer's position within the group** | Barclays is a major global financial services provider.<br><br>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. |
| **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 Bank Group's audited financial information for the year ended 31 December 2016, the Bank Group had total assets of £1,213,955m (2015: £1,120,727m), total net loans and advances of £436,417m (2015: £441,046m), total deposits of £472,917m (2015: £465,387m), and total shareholders' equity of £70,955m (2015: £66,019m) (including non-controlling interests of £3,522m (2015: |

| | | |
|---|---|---|
| | | £1,914m)). The profit before tax from continuing operations of the Bank Group for the year ended 31 December 2016 was £4,383m (2015: £1,914m) after credit impairment charges and other provisions of £2,373m (2015: £1,762m). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2016.<br><br>Not Applicable: there has been no significant change in the financial or trading position of the Bank Group since 31 December 2016.<br><br>There has been no material adverse change in the prospects of the Issuer since 31 December 2016. |
| **B.13** | **Recent events particular to the Issuer which are materially relevant to the evaluation of Issuer's solvency** | Not Applicable: there have been no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency. |
| **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.<br><br>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 Warrants being offered and/or admitted to trading** | The warrants described in this Summary (the "**Warrants**") are derivative warrants.<br><br>Identification: Series number: NX000193884; Tranche number: 1<br><br>Identification Codes: ISIN: GB00BYX1FJ19; Common Code: 161120774 |
| **C.2** | **Currency** | Subject to compliance with all applicable laws, regulations and directives, Warrants may be issued in any currency.<br><br>The Warrants will be denominated in pounds sterling ("**GBP**"). |
| **C.5** | **Description of restrictions on free transferability of the** | The Warrants and, as applicable, the entitlements may not be offered, sold or transferred directly or indirectly to, or for the account or benefit of, any US person for a period of 40 days from |

| | | |
|---|---|---|
| | **Warrants** | the relevant issue date.<br><br>No offers, sales, resales or deliveries of any Warrants may be made in or from any jurisdiction and/or to any individual or entity except in circumstances which will result in compliance with any applicable laws and regulations and which will not impose any obligation on the Issuer and/or the Managers (the "**Managers**").<br><br>Subject to the above, the Warrants will be freely transferable. |
| **C.8** | **Description of rights attached to the Warrants, and limitations to those rights; ranking of the Warrants** | **RIGHTS**<br><br>The Warrants will be issued on 10 May 2017 (the "**Issue Date**") at GBP 25,000 per Warrant (the "**Issue Price**") and will give each holder of Warrants the right to receive a potential return on the Warrants (see C.15 below), together with certain ancillary rights such as the right to receive notice of certain determinations and events and the right to vote on future amendments to the terms and conditions of the Warrants.<br><br>**Taxation:** All payments in respect of the Warrants shall be made without withholding or deduction for or on account of any UK taxes unless such withholding or deduction is required by law.<br><br>**Events of default:** If the Issuer fails to make any payment or delivery due under the Warrants (and such failure is not remedied within 30 days), the Warrants will become immediately due and payable, upon notice being given by the investor.<br><br>**RANKING**<br><br>Warrants are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.<br><br>**LIMITATIONS ON RIGHTS**<br><br>Notwithstanding that the Warrants are linked to the performance of the underlying asset(s), holders do not have any rights in respect of the underlying assets(s). The terms and conditions of the Warrants 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 Warrants, without the holders' consent. The terms and conditions of the Warrants 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 Warrants, to cancel the Warrants prior to scheduled final cancellation, (where applicable) to postpone valuation of the underlying asset(s) or scheduled payments under the Warrants, to change the currency in which payments are made under the Warrants, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Warrants and the underlying asset(s) (if any). |
| **C.11** | **Admission to trading** | Application is expected to be made by the Issuer (or on its behalf) for the Warrants to be admitted to trading on the regulated market of the Luxembourg Stock Exchange on or around the Issue Date. |

| | | |
|---|---|---|
| **C.15** | **Description of how the value of the investment is affected by the value of the underlying instrument** | The return on, and value of, Warrants will be linked to the performance of: (i) one or more specified equity indices, shares, depository receipts and/or exchange-traded funds; or (ii) one or more specified commodities and/or commodity indices (each, an "**Underlying Asset**").<br><br>The Underlying Assets for this issue of Warrants are the FTSE® 100 Index, the EURO STOXX 50® Index and the S&P 500® Index.<br><br>Calculations in respect of amounts payable under the Warrants are made by reference to a **"Calculation Amount"**, being GBP 25,000.<br><br>**Determination Agent:** Barclays Bank PLC (the "**Determination Agent**") will be appointed to make calculations and determinations with respect to the Warrants.<br><br>**Exercise:** If the Warrants have not been cancelled early and if the settlement value of the Warrants (the "**Settlement Value**") is greater than the exercise price (the "**Exercise Price**"), the Warrants will be automatically exercised by the Issuer on the Exercise Date (being 3 May 2023). If the Settlement Value is not greater than the Exercise Price, the Warrants will be cancelled without exercise on the Exercise Date and no amount or entitlement will be payable or deliverable to investors.<br><br>The Exercise Price for this issue of Warrants is GBP 2,500.<br><br>The Settlement Value impacts the amount which is payable or the entitlement which is deliverable upon exercise. The Settlement Value will be calculated as the Exercise Price plus an amount dependent on the price or level of the Underlying Asset on one or more specified dates during the life of the Warrants. In particular, the Settlement Value will depend on the following:<br><br>• the Exercise Price, being GBP 2,500;<br><br>• the 'Initial Price' of the Worst Performing Underlying Asset, which reflects the price or level of that Underlying Asset on the Issue Date of the Warrants (being 10 May 2017) and is used as the reference point for determining the performance of any investment;<br><br>• the 'Final Valuation Price' of the Worst Performing Underlying Asset, which reflects the price or level of that Underlying Asset on or near the Exercise Date;<br><br>• the 'Strike Price' of the Worst Performing Underlying Asset, which is calculated as 100.00% multiplied by the Initial Price of that Underlying Asset;<br><br>• the "Strike Price Percentage" which is 100.00%;<br><br>• the "Final Barrier Percentage" which is 60.00%;<br><br>• the "Final Autocall Settlement Percentage" which is 139.60%; and<br><br>• the 'Knock-in Barrier Price' of the Worst Perfroming Underlying Asset, which is calculated as 50.00% multiplied by the Initial Price of that Underlying Asset. |

**Initial Price:** The Initial Price of each Underlying Asset is the closing price or level of such Underlying Asset on 3 May 2017.

**Final Valuation Price:** The Final Valuation Price of each Underlying Asset is the closing price or level of such Underlying Asset on 3 May 2023.

**Worst Performing Underlying Asset:** The Final Barrier, Knock-in Barrier Price, Initial Price, Strike Price and Final Valuation Price to be considered for the purposes of determining the Settlement Value will be, as applicable, the Final Barrier, Knock-in Barrier Price, Initial Price, Strike Price, or Final Valuation Price of the Worst Performing Underlying Asset.

The Worst Performing Underlying Asset is the Underlying Asset with the lowest performance. The 'performance' of each Underlying Asset is calculated by dividing the Final Valuation Price of an Underlying Asset by its Initial Price.

**Calculation of the Settlement Value**

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

*The first threshold test* for this issue of Warrants is whether:

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

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

Settlement Value = (i) the Exercise Price (being GBP 2,500), plus (ii) the Final Autocall Settlement Percentage (being 139.60%) multiplied by the Calculation Amount (being GBP 25,000).

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

*The second threshold test* for this issue of Warrants is whether:

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

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

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

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

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

**Settlement**

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

a cash amount per Calculation Amount equal to the Settlement Value payable on 10 May 2023.

**Early cancellation following an autocall event:**

If the closing price or level of each Underlying Asset is greater than or equal to its corresponding Autocall Barrier on any Autocall Valuation Date, the Warrants will be automatically cancelled prior to the Exercise Date and each investor will receive (per Calculation Amount):

a cash amount equal to the Autocall Early Cash Settlement Percentage as specified in the table below multiplied by the Calculation Amount (being GBP 25,000), payable on the relevant Autocall Early Cancellation Date.

The 'Autocall Barrier' of the Underlying Asset is calculated as the Autocall Barrier Percentage specified in the table below multiplied by the Initial Price of such Underlying Asset.

Each Autocall Valuation Date and the corresponding Autocall Early Cancellation Date, Autocall Barrier and Autocall Early Cash Settlement Percentage is specified in the table below:

| **Autocall Valuation Date** | **Autocall Early Cancellation Date** | **Autocall Barrier Percentage** | **Autocall Early Cash Settlement Percentage** |
|---|---|---|---|
| 4 May 2021 | 11 May 2021 | 80.00% | 126.40 |
| 3 May 2022 | 10 May 2022 | 70.00% | 133.00% |

**Optional early cancellation:**

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

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

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

| | | |
|---|---|---|
| | | following the Issue Date.<br><br>Following the exercise of this option, the Warrants will be cancelled and investors will receive a cash payment per Calculation Amount equal to the issue price of the Warrants (being GBP 25,000 per Warrant). |
| **C.16** | **Expiration or maturity date of the Warrants** | The Warrants are scheduled to be exercisable on the exercise date (the "**Exercise Date**"). This day is subject to postponement in circumstances where any day on which a valuation is scheduled to take place is a disrupted day.<br><br>The Exercise Date of this issue of Warrants is the final valuation date, which is scheduled to be 3 May 2023. |
| **C.17** | **Settlement procedure of the derivative securities** | Warrants will be delivered on the specified Issue Date either against payment of the issue price or free of payment of the issue price of the Warrants. The Warrants may be cleared and settled through Euroclear Bank S.A./N.V., or Clearstream Banking *société anonyme*. The Warrants will initially be issued in global registered form.<br><br>The Warrants will be delivered on 10 May 2017 (the "**Issue Date**") free of payment of the issue price of the Warrants.<br><br>The Warrants will be cleared and settled through Euroclear Bank S.A./N.V. / Clearstream Banking *société anonyme*. |
| **C.18** | **Description of how the return on derivative Warrants takes place** | The value of and return (if any) on the Warrants will be linked to the performance of the Underlying Asset.<br><br>The performance of the Underlying Asset will affect: (i) whether the Warrants are automatically cancelled early and the amount paid on early cancellation; and (ii) if the Warrants are not cancelled early, the amount paid or delivered on exercise.<br><br>**Exercise:** Following exercise of the Warrants, investors will receive, per Calculation Amount: payment of a cash amount equal to the Settlement Value payable on the day falling 5 business days after the Exercise Date.<br><br>**Automatic Early Cancellation:** Following any automatic early cancellation due to an autocall event, the Warrants will be settled by: payment of a cash amount on the relevant Autocall Early Cancellation Date.<br><br>**Issuer Early Cancellation Option:** If the Issuer exercises its right to cancel the Warrants on the business day following the Issue Date, settlement will be made by cash payment per Calculation Amount equal to the issue price of the Warrants (being GBP 25,000) on a specified payment date.<br><br>**Investor Early Cancellation Option:** If an investor exercises its right to cancel any Warrants on the business day following the Issue Date, settlement will be made by cash payment per Calculation Amount equal to the issue price of the Warrants (being GBP 25,000) on a specified payment date. |
| **C.19** | **Final reference price of the underlying** | The final valuation price of each Underlying Asset is the closing price or level of the Underlying Asset on 3 May 2023. |

| | | |
|---|---|---|
| **C.20** | **Type of underlying** | The Underlying Assets are:<br><br>The FTSE® 100 Index, the EURO STOXX 50® Index and the S&P 500® Index<br><br>Information about the Underlying Assets are available at: “.FTSE” in respect of the FTSE® 100 Index; “.STOXX50E” in respect of the EURO STOXX 50® Index and “.SPX” in respect of the S&P 500® Index. |
| | | **Section D – Risks** |
| **D.2** | **Key information on the key risks that are specific to the Issuer** | **Principal Risks relating to the Issuer**: Material risks and their impact are described below in two sections: (i) Material existing and emerging risks by Principal Risk and (ii) Material existing and emerging risks potentially impacting more than one Principal Risk. A revised Enterprise Risk Management Framework ("**ERMF**") was approved by the board in December 2016 and revises the eight risks as follows: (1) Credit Risk; (2) Market Risk; (3) Treasury and Capital Risk; (4) Operational Risk; (5) Model Risk; (6) Conduct Risk; (7) Reputation Risk; and (8) Legal Risk (each a "Principal Risk").<br><br>(i) Material existing and emerging risks by Principal Risk:<br><br>**Credit risk:** The risk of loss to the firm from the failure of clients, customers or counterparties, including sovereigns, to fully honour their obligations to the firm, including the whole and timely payment of principal, interest, collateral and other receivables. The Group may suffer financial loss if any of its customers, clients or market counterparties fails to fulfil their contractual obligations to the Group. The Group may also suffer loss when the value of its investment in the financial instruments of an entity falls as a result of that entity's credit rating being downgraded. In addition, the Group may incur significant unrealised gains or losses due to changes in the Group's credit spreads or those of third parties, as these changes affect the fair value of the Group's derivative instruments, debt securities that the Group holds or issues, and loans held at fair value.<br><br>**Market risk:** The risk of loss arising from potential adverse changes in the value of the firm’s assets and liabilities from fluctuation in market variables including, but not limited to, interest rates, foreign exchange, equity prices, commodity prices, credit spreads, implied volatilities and asset correlations. The Group's trading business is generally adversely exposed to a prolonged period of elevated asset price volatility, particularly if it negatively affects the depth of marketplace liquidity.<br><br>**Treasury and capital risk:** The ability of the Group to achieve its business plans may be adversely impacted due to availability of planned liquidity, a shortfall in capital or a mismatch in the interest rate exposures of its assets and liabilities. The Group may not be able to achieve its business plans due to: i) being unable to maintain appropriate capital ratios; ii) being unable to meet its obligations as they fall due; iii) rating agency downgrades; iv) adverse changes in foreign exchange rates on capital ratios; v) negative interest rates; and |

| | | |
|---|---|---|
| | | vi) adverse movements in the pension fund.<br><br>**Operational risk:** The risk of loss to the firm from inadequate or failed processes or systems, human factors or due to external events (for example fraud) where the root cause is not due to credit or market risks. The Group is exposed to many types of operational risk. These include: fraudulent and other internal and external criminal activities; breakdowns in processes, controls or procedures (or their inadequacy relative to the size and scope of the Group's business); systems failures or an attempt by an external party to make a service or supporting technological infrastructure unavailable to its intended users, known as a denial of service attack; and the risk of geopolitical cyber threat activity which destabilises or destroys the Group's information technology, or critical technological infrastructure the Group depends upon but does not control. The Group is also subject to the risk of business disruption arising from events wholly or partially beyond its control, for example natural disasters, acts of terrorism, epidemics and transport or utility failures, which may give rise to losses or reductions in service to customers and⁄or economic loss to the Group. All of these risks are also applicable where the Group relies on outside suppliers or vendors to provide services to it and its customers. The operational risks that the Group is exposed to could change rapidly and there is no guarantee that the Group's processes, controls, procedures and systems are sufficient to address, or could adapt promptly to, such changing risks to avoid the risk of loss.<br><br>**Model risk:** The Group uses models to support a broad range of business and risk management activities. Models are imperfect and incomplete representations of reality, and so they may be subject to errors affecting the accuracy of their outputs. Models may also be misused. Model errors or misuse may result in the Group making inappropriate business decisions and being subject to financial loss, regulatory risk, reputational risk and⁄or inadequate capital reporting.<br><br>**Conduct risk:**<br><br>**Execution of strategic divestment in non-core businesses:** The risk of detriment to customers, clients and market integrity as the Group executes strategic decisions to exit products, businesses or countries. There is a risk some customers and clients may have reduced market access and a limited choice of alternative providers, or transitions to alternate providers could cause disruptions. There is also a risk the Group's strategic divestments may impact market liquidity or result in adverse pricing movements.<br><br>**Product governance and sales practices:** The Group must ensure that its remuneration practices and performance management framework are designed to prevent conflicts of interest and inappropriate sales incentives. Failure of product governance and sales controls could result in the sale of products and services that fail to meet the needs of or are unsuitable for customers and clients, regulatory sanctions, financial loss |

| | | |
|---|---|---|
| | | and reputational damage.<br><br>**Trading controls and benchmark submissions:** A failure to maintain controls over trading activities and benchmark submissions could result in detriment to customers and clients, disruptions to market integrity, regulatory sanctions, financial loss and reputational damage. The risk of failure could be enhanced by the changes necessary to address various new regulations, including but not limited to the Markets in Financial Instruments Directive II.<br><br>**Financial crime:** The management of financial crime remains a key area of regulatory focus. Delivering a robust control environment to ensure the Bank effectively manages the risk of money laundering, terrorist financing sanctions and bribery and corruption protects the Bank and its customers and employees as well as society at large from the negative effects of financial crime. Failure to maintain an effective control environment may lead to regulatory sanctions, financial loss and reputational damage.<br><br>**Data protection and privacy:** Inadequate protection of data (including data held and managed by third party suppliers) could lead to security compromise, data loss, financial loss and other potential detriment to the Group's customers and clients, as well as regulatory sanctions, financial loss and reputational damage.<br><br>**Regulatory focus on culture and accountability:** Various regulators around the world have emphasised the importance of culture and personal accountability in helping to ensure appropriate conduct and drive positive outcomes for customers, clients and markets integrity. Regulatory changes such as the new UK Senior Managers Regime and Conduct Rules coming into effect in 2017, along with similar regulations in other jurisdictions, will require the Group to enhance its organisational and operational governance to evidence its effective management of culture and accountability. Failure to meet these new requirements and expectations may lead to regulatory sanctions, financial loss and reputational damage.<br><br>**Reputation risk:** The risk that an action, transaction, investment or event will reduce trust in the firm's integrity and competence by clients, counterparties, investors, regulators, employees or the public.<br><br>**Legal risk**: Legal disputes, regulatory investigations, fines and other sanctions relating to conduct of business and financial crime may negatively affect the Group's results, reputation and ability to conduct its business.<br><br>(ii) Material existing and emerging risks potentially impacting |

| | | |
|---|---|---|
| | | more than one Principal Risk:<br><br>**Structural Reform (emerging risk):**<br><br>The UK Financial Services (Banking Reform) Act 2013 (The UK Banking Reform Act) and associated secondary legislation and regulatory rules require all UK deposit-taking banks with over £25 billion of deposits (from individuals and small businesses) to separate certain day-to-day banking activities (e.g. deposit-taking) offered to retail and smaller business customers from other wholesale and investment banking services**.**<br><br>**Business conditions, general economy and geopolitical issues:**<br><br>The Group's performance could be adversely affected in relation to more than one Principal Risk by a weak or deteriorating global economy or political instability. These factors may also occur in one or more of the Group's main countries of operation. The Group offers a broad range of services to retail, institutional and government customers, in a large number of countries. The breadth of these operations means that deterioration in the economic environment, or an increase in political instability in countries where it is active, or any other systemically important economy, could adversely affect the Group's performance and prospects<br><br>**Change and execution:**<br><br>The Group continues to drive changes to its functional capabilities and operating environment in order to allow the business to exploit emerging and digital technologies, and improve customer experience whilst also embedding enhanced regulatory requirements, strategic realignment, and business model changes. The complexity, increasing pace, and volume of changes underway simultaneously mean there is heightened execution risk and potential for change not being delivered to plan. Failure to adequately manage this risk could result in extended outages and disruption, financial loss, customer detriment, legal liability, potential regulatory censure and reputational damage.<br><br>**Risks arising from regulation of the financial services industry**: The financial services industry continues to be the focus of significant regulatory change and scrutiny which may adversely affect the Group's business, financial performance, capital and risk management strategies.<br><br>**Regulatory action in the event a bank in the Group (such as the Issuer) is failing or likely to fail could materially adversely affect the value of the Warrants**:<br><br>UK resolution authorities have the right under certain circumstances to intervene in the Group pursuant to the stabilisation and resolution powers granted to them under the Banking Act and other applicable legislation. The exercise of any of these actions in relation to the Issuer could materially adversely affect the value of the Securities. |

| | | |
|---|---|---|
| | | **EU referendum:**<br><br>The UK held a referendum on 23 June 2016 on whether it should remain a member of the EU. This resulted in a vote in favour of leaving the EU. The result of the referendum means that the long-term nature of the UK's relationship with the EU is unclear and there is uncertainty as to the nature and timing of any agreement with the EU on the terms of exit. In the interim, there is a risk of uncertainty for both the UK and the EU, which could adversely affect the economy of the UK and the other economies in which we operate.<br><br>Under the terms of the Securities, investors have agreed to be bound by the exercise of any UK Bail-in Power by the relevant UK resolution authority.<br><br>A downgrade of the credit rating assigned by any credit rating agency to the Issuer could adversely affect the liquidity or market value of the Securities. Credit ratings downgrade could occur as a result of, among other causes, changes in the ratings methodologies used by credit rating agencies. Changes in credit rating agencies' views of the level of implicit sovereign support for European banks and their groups are likely to lead to credit ratings downgrades.<br><br>**The Issuer is affected by risks affecting the Banking-Group:** The Issuer is also affected by risks affecting the Banking-Group as there is substantial overlap in the businesses of the Issuer and its subsidiaries. Further, the Issuer can be negatively affected by risks and other events affecting its subsidiaries even where the Issuer is not directly affected. |
| **D.6** | **Key information on the key risks that are specific to the Warrants and risk warning that investors may lose some or all of the value of their investment** | **You may lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meet its payment or delivery obligations.**<br><br>**The terms of the Warrants do not provide for scheduled minimum payment of the face value or issue price of the Warrants on exercise or following any early cancellation: depending on the performance of the Underlying Asset(s), you may lose some or all of your investment.**<br><br>**The payment of any amount or delivery of any property due under the Warrants is dependent upon the Issuer's ability to fulfil its obligations when they fall due. The Warrants are unsecured obligations. They are not deposits and they are not protected under the UK's Financial Services Compensation Scheme or any other deposit protection insurance scheme. Therefore, if the Issuer fails or is otherwise unable to meet its payment or delivery obligations under the Warrants, you will lose some or all of your investment.**<br><br>You may also lose the value of your investment if:<br><br>• the Underlying Asset(s) perform in such a manner that the settlement amount or entitlement payable or deliverable to you (whether at exercise or following any early cancellation, and including after deduction of any applicable taxes and expenses) |

| | | |
|---|---|---|
| | | is less than the initial purchase price and could be as low as zero;<br><br>• you sell your Warrants prior to scheduled exercise in the secondary market (if any) at an amount that is less than the initial purchase price;<br><br>• the Warrants are cancelled early following the occurrence of an extraordinary event in relation to the Underlying Asset, the Issuer, the Issuer's hedging arrangement, the relevant currencies or taxation (such as following an additional disruption event) and the amount you receive on such early cancellation is less than the initial purchase price; and/or<br><br>• the terms and conditions of the Warrants are adjusted (in accordance with the terms and conditions of the Warrants) with the result that the settlement amount payable to you and/or the value of the Warrants is reduced.<br><br>**Return linked to performance of one or more Underlying Assets:** The return on the Warrants is linked to the change in value of the Underlying Asset(s) over the life of the Warrants. Any information about the past performance of the Underlying Asset(s) should not be taken as an indication of how prices will change in the future. You will not have any rights of ownership, including, without limitation, any voting rights or rights to receive dividends, in respect of the Underlying Asset(s).<br><br>**Conditions to settlement:** Payment of any settlement amount or delivery of any settlement entitlement is subject to satisfaction of all conditions to settlement by you, including payment of any Exercise Price and/or taxes due with respect to the Warrants. If you fail to comply with these conditions, the obligations of the Issuer to you may be discharged without any payment or delivery being made.<br><br>**Reinvestment risk/loss of yield:** Following an early cancellation of the Warrants for any reason, holders may be unable to reinvest the cancellation proceeds at a rate of return as high as the return on the Warrants being cancelled.<br><br>**Equity Index risks:** Warrants linked to the performance of equity indices provide investment diversification opportunities, but will be subject to the risk of fluctuations in both equity prices and the value and volatility of the relevant equity index. Warrants linked to equity indices may not participate in dividends or any other distributions paid on the shares which make up such indices, accordingly, you may receive a lower return on the Warrants than you would have received if you had invested directly in those shares.<br><br>The index sponsor can add, delete or substitute the components of an equity index at its discretion, and may also alter the methodology used to calculate the level of such index. These events may have a detrimental impact on the level of that index, which in turn could have a negative impact on the value of and return on the Warrants.<br><br>**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 calculation of any settlement amount, you could lose some or all of your initial investment. |

| | | |
|---|---|---|
| | | **US withholding on dividend equivalent amounts:** certain deemed payments on the product held by non-US investors generally may be subject to a US withholding tax of 30 per cent.. No additional amounts will be payable in respect of such withholding taxes.<br><br>**Volatile market prices:** The market value of the Warrants is unpredictable and may be highly volatile, as it can be affected by many unpredictable factors, including: market interest and yield rates; fluctuations in currency exchange rates; exchange controls; the time remaining until the Warrants are scheduled to exercise; economic, financial, regulatory, political, terrorist, military or other events in one or more jurisdictions; changes in laws or regulations; and the Issuer's creditworthiness or perceived creditworthiness. |
| **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 Warrants will be applied by the Issuer for its general corporate purposes, which include making a profit and/or hedging certain risks. If the Issuer elects at the time of issuance of Warrants to make different or more specific use of proceeds, such use will be described in the Final Terms and summarised below.<br><br>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 Warrants will be offered to the dealer at the Issue Price and will not be offered to the public. |
| **E.4** | **Description of any interest material to the issue/offer, including conflicting interests** | The Manager and its affiliates may be engaged, and may in the future engage, in hedging transactions with respect to the Underlying Asset. |
| **E.7** | **Estimated expenses charged to investor by the Issuer** | The Issuer will not charge any expenses to holders in connection with any issue of Warrants. Not Applicable: no expenses will be charged to the holder by the Issuer or the offeror. |