

Series No.: BARB14

Tranche No.: 1



**Barclays Bank PLC**

**Australian Branch**

ABN 86 062 449 585

("Issuer")

**A\$10,000,000,000**

**Debt Issuance Programme**

**("Programme")**

**PRICING SUPPLEMENT**

in connection with the issue of fully paid

A\$600,000,000 4.50% fixed rate medium term notes due 4 April 2019

**("Debt Instruments")**

The date of this Supplement is 2 April 2014.

This Supplement is issued to give details of the Tranche of fully paid Debt Instruments referred to above. It is supplementary to, and should be read in conjunction with the Information Memorandum dated 27 March 2014 ("**Information Memorandum**") and the Deed Poll dated 5 June 2008 ("**Deed Poll**") each issued in relation to the Programme.

This Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Debt Instruments or the distribution of this Supplement in any jurisdiction where such action is required.

Terms used but not otherwise defined in this Supplement have the meaning given in the Deed Poll. A reference to a "condition" in this Supplement is a reference to the corresponding Condition as set out in the Information Memorandum.

**TERMS**

The terms of the Tranche of Debt Instruments are as follows:

Issuer: Barclays Bank PLC, Australian Branch (ABN 86 062 449 585)

Relevant Dealers: Australia and New Zealand Banking Group Limited (ABN 11 005 357 522)

Barclays Bank PLC, Australian Branch (ABN 86 062 449 585)

	Commonwealth Bank of Australia (ABN 48 123 123 124)
	National Australia Bank Limited (ABN 12 004 044 937)
	Westpac Banking Corporation (ABN 33 007 457 141)
Place of initial offering:	Inside Australia
Issuing and Paying Agent:	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
Calculation Agent:	Issuer
Additional Paying Agents:	Not Applicable
Registrar:	BTA Institutional Services Australia Limited
Location of Register:	The Register will be maintained by the Registrar in New South Wales
Transfer Agent:	Not Applicable
Status of the Debt Instruments:	Unsubordinated
Specified Currency:	Australian Dollars
Aggregate Principal Amount of Tranche:	A\$600,000,000
If to form a single Series with existing Series, specify date on which all Debt Instruments of the Series become fungible:	Not Applicable
Issue Date:	4 April 2014
Maturity Date:	4 April 2019
Issue Price:	98.976%
Type of Note:	Unsubordinated Fixed Rate Note
Form of Note:	Registered
Denomination:	A\$10,000, however see paragraph "Other selling and transfer restrictions" below.
Business Days:	Sydney, London
Interest:	<b>Fixed Rate:</b> Condition 7 will apply. Interest Commencement Date: Issue Date Interest Payment Dates: 4 April and 4 October in each year commencing with a full first coupon 4 October 2014 and to, and including, the Maturity Date

Interest Rate: 4.50% per annum, payable semi-annually in arrear

Fixed Coupon Amount: A\$225 per A\$10,000 per Interest Payment Date

Business Day Convention: Following Business Day Convention

Day Count Fraction: RBA Bond Basis

Minimum / Maximum Interest Rate: Not Applicable

Default Rate: Not Applicable

Early redemption at the option of Holders (Holder put): Not Applicable

Early redemption at the option of the Issuer (Issuer's call): Not Applicable

Currency of payments: A\$

Other relevant terms and conditions: Not Applicable

ISIN: AU3CB0219939

Common Code: 105311699

Clearing System: Austraclear System

Interests in Debt Instruments may also be traded through Euroclear and Clearstream, Luxembourg as set out on pages 8 and 9 of the Information Memorandum.

Other selling and transfer restrictions: The minimum consideration payable in respect of all offers of the Debt Instruments is A\$200,000. In addition, Debt Instruments will not be issued or transferred in Australia unless the aggregate consideration payable by each offeree or transferee in Australia is at least A\$500,000 (disregarding moneys lent by the offeror or its associates) or the offer or invitation does not require disclosure to investors in accordance with Parts 6D.2 or 7.9 of the Corporations Act.

Debt Instruments may not be issued or transferred to a person who is a "retail client" within the meaning of section 761G of the Corporations Act.

Australian interest withholding tax: The Debt Instruments satisfy the public offer test as the issue resulted from the Debt Instruments being offered for issue to (a) at least 10 persons each of whom was carrying on a business of providing finance, or investing or dealing in securities, in the course of operating in financial markets, and each of those persons was not known, or suspected, by the Dealer to be an associate (as defined in section 128F(9) of the Australian Tax Act) of any other of the persons or (b) as a result of the Information

Memorandum being publicly available in capital markets.

Listing:

Not Applicable

Ratings:

The Debt Instruments have been rated:

A (Stable) by Fitch Ratings Limited;

A2 (Negative) by Moody's Investors Services Ltd.; and


A (Stable) by Standard & Poor's Credit Market Services Europe Limited.


*Credit ratings are for distribution only to a person (a) who is not a "retail client" within the meaning of section 761G of the Corporations Act and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Part 6D.2 or 7.9 of the Corporations Act, and (b) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Anyone who is not such a person is not entitled to receive this Pricing Supplement and anyone who receives this Pricing Supplement must not distribute it to any person who is not entitled to receive it.*

Each of the relevant Dealers listed above (other than Barclays Bank PLC, Australian Branch) as a purchaser of this Tranche of Debt Instruments is not a Dealer named in the Information Memorandum.

**CONFIRMED**

**Barclays Bank PLC, Australian Branch**

By:   
.....  
Authorised Persons

By:   
.....  
Authorised Persons

Date: 2 April 2014