

FINAL TERMS



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

3,000 Equity linked Securities due November 2016 under the Global Structured Securities Programme (the "**Tranche 1 Securities**")

Issue Price: EUR 1,000 per Security

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 9 dated 19 August 2013, as supplemented on 10 October 2013, which constitutes a base prospectus (the "**Base Prospectus**") for the purpose of the Prospectus Directive. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to these Final Terms.

The Base Prospectus is available for viewing at <http://www.barclays.com/investorrelations/debtinvestors> and during normal business hours at the registered office of the Issuer and the specified office of the Issue and Paying Agent for the time being in London, and copies may be obtained from such office. Words and expressions defined in the Base Prospectus and not defined in this document shall bear the same meanings when used herein.

Barclays

Amended and restated Final Terms dated 30 December 2013 (replacing the original final terms dated 29 November 2013)

Part A – CONTRACTUAL TERMS

Provisions relating to the Securities

- | | | |
|-----|------------------------------|---|
| 1. | (a) Series: | NX000136024 |
| | (b) Tranche: | 1 |
| 2. | Currency: | Euro (“EUR”) |
| 3. | Securities: | Certificates |
| 4. | Notes: | Not Applicable |
| 5. | Certificates: | Applicable |
| | (a) Number of Securities: | |
| | (i) Tranche: | 3,000 |
| | (ii) Series: | 3,000 |
| | (b) Minimum Tradable Amount: | 1 Certificate |
| 6. | Issue Price: | EUR 1,000 per Security.

The Issue Price includes a commission element which will be no more than 2.80 per cent. of the Issue Price of the Securities by the distributor. Further details of the commission element are available upon request. |
| 7. | Issue Date: | 29 November 2013 |
| 8. | Scheduled Redemption Date: | 29 November 2016 |
| 9. | Calculation Amount: | EUR 1,000 |
| 10. | Type of Security: | Share Linked Securities |
| 11. | Underlying Performance Type: | Single Asset |
| 12. | Cap: | 46 per cent. |

Provisions relating to interest (if any) payable

- | | | |
|-----|---------------------------------------|-----------------|
| 13. | Interest Type: | Fixed |
| | <i>General Condition 6 (Interest)</i> | |
| 14. | Interest Trigger Event Type: | Not Applicable |
| 15. | Interest Payment Date(s): | 1 December 2014 |
| 16. | Interest Valuation Date: | Not Applicable |
| 17. | Interest Barrier Percentage: | Not Applicable |
| 18. | Interest Barrier Percentage(1): | Not Applicable |
| 19. | Interest Barrier Percentage(2): | Not Applicable |
| 20. | Interest Barrier: | Not Applicable |
| 21. | Upper Interest Barrier: | Not Applicable |
| 22. | Lower Interest Barrier: | Not Applicable |
| 23. | Upper Interest Barrier Percentage: | Not Applicable |

24.	Lower Interest Barrier Percentage:	Not Applicable
25.	Cliquet Observation Date(s):	Not Applicable
26.	Observation Date(s):	Not Applicable
27.	Interest Determination Date(s):	24 November 2014
28.	Interest Valuation Price:	Not Applicable
29.	Lock-in Barrier Percentage:	Not Applicable
30.	Global Floor:	Not Applicable
31.	Local Cap:	Not Applicable
32.	Local Floor:	Not Applicable
33.	Participation:	Not Applicable
34.	Fixed Interest Rate:	4.00 per cent.
35.	Fixed Interest Rate(1):	Not Applicable
36.	Fixed Interest Rate(2):	Not Applicable
37.	Strike Price Percentage:	Not Applicable
38.	Weight(i):	Not Applicable
39.	Replacement Performance:	Not Applicable
40.	j:	Not Applicable

Provisions relating to Optional Early Redemption

41.	Optional Early Redemption Event: <i>General Condition 7 (Optional Early Redemption Event)</i>	Not Applicable
42.	Optional Cash Redemption Dates(s):	Not Applicable
43.	Issuer Option Exercise Period(s):	Not Applicable

Provisions relating to Final Redemption

44.	(a) Final Redemption Type: <i>General Condition 8 (Final Redemption)</i>	Participation Note, Type 1
	(b) Settlement Currency:	EUR
	(c) Settlement Method:	Cash
	(d) Final Redemption Type:	Participation Note, Type 1
	(e) Ladder Type:	Not Applicable
	(f) Strike Price Percentage:	70 per cent
	(g) Knock-In Barrier Type:	Not Applicable
	(h) Knock-in Barrier Percentage:	Not Applicable
	(i) Knock-in Barrier Period Start	Not Applicable

	Date:	
(j)	Knock-in Barrier Period End Date:	Not Applicable
(k)	Protection Level:	70 per cent.
(l)	Participation:	100 per cent.
(m)	Rebate Rate:	Not Applicable
(n)	Up & Out Barrier Percentage:	Not Applicable
(o)	Up & Out Observation Date(s):	Not Applicable
(p)	Up & Out Observation Start Date:	Not Applicable
(q)	Up & Out Observation End Date:	Not Applicable
(r)	Ladder Barrier Observation Date(s):	Not Applicable
(s)	Ladder Percentage(i):	
(t)	Ladder Barrier Percentage(i):	Not Applicable
(u)	Ladder Percentage:	Not Applicable
(v)	Bonus:	Not Applicable
(w)	Uparticipation:	Not Applicable
(x)	Dparticipation:	Not Applicable
(y)	PreTriggerUparticipation:	Not Applicable
(z)	PostTriggerUparticipation:	Not Applicable
(aa)	Fee:	Not Applicable

Provisions relating to the Underlying Asset(s)

45.	Underlying Asset:	Single Asset
	(a) Share:	Assicurazioni Generali S.p.A.
	(i) Exchanges:	Borsa Italiana S.p.A.
	(ii) Related Exchanges:	All Exchanges
	(iii) Underlying Asset Currency:	EUR
	(iv) Bloomberg Screen:	G IM
	(v) Reuters Screen:	Not Applicable
	(vi) Underlying Asset ISIN:	IT0000062072
	(vii) Weight:	100 per cent.
46.	Initial Price:	The Valuation Price of the Underlying Asset on the Initial Valuation Date.

- (a) Initial Valuation Date: 29 November 2013
- 47. Final Valuation Price: The Valuation Price of the Underlying Asset on the Final Valuation Date.
- (a) Final Valuation Date: 22 November 2016

Provisions relating to disruption events

- 48. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date):
General Condition 12 (Consequences of Disrupted Days)
 - (a) Omission: Not Applicable
 - (b) Postponement: Not Applicable
 - (c) Modified Postponement: Not Applicable
- 49. FX Disruption Event: Not Applicable
General Condition 21 (FX Disruption Event)
 - (a) Specified Currency: Not Applicable
 - (b) Specified Jurisdiction: Not Applicable
- 50. Local Jurisdiction Taxes and Expenses: Not Applicable
- 51. Additional Disruption Events:
*General Condition **Error! Reference source not found.** (Early Redemption or Adjustment following an Additional Disruption Event)*
 - (a) Hedging Disruption: Not Applicable
 - (b) Increased Cost of Hedging: Not Applicable
 - (c) Affected Jurisdiction Hedging Disruption: Not Applicable
 - (d) Affected Jurisdiction Increased Cost of Hedging: Not Applicable
 - (e) Affected Jurisdiction: Not Applicable
 - (f) Increased Cost of Stock Borrow: Not Applicable
 - (g) Initial Stock Loan Rate: Not Applicable
 - (h) Maximum Stock Loan Rate: Not Applicable
 - (i) Loss of Stock Borrow: Not Applicable
 - (j) Fund Disruption Event: Not Applicable
 - (k) Foreign Ownership Event: Not Applicable

(l) Insolvency Filing:	Not Applicable
52. Change in Law – Hedging:	Not Applicable
53. Change in Law – Commodity Hedging:	Not Applicable
54. Early Cash Settlement Amount:	Market Value
55. Early Redemption Notice Period Number:	As specified in General Condition 38.1 (<i>Definitions</i>)
56. Substitution of Shares:	Not Applicable
57. Entitlement Substitution:	Not Applicable

General provisions

58. Form of Securities:	Bearer Securities Permanent Global Security, exchangeable for a Definitive Bearer Security NGN Form: Applicable Held under the NSS: Not Applicable CGN Form: Not Applicable CDIs: Not Applicable
59. Trade Date:	26 November 2013
60. Additional Business Centre(s):	Not Applicable
61. Business Day Convention:	Modified Following
62. Determination Agent:	Barclays Bank PLC
63. Common Safekeeper:	Clearstream
64. Registrar:	Not Applicable
65. CREST Agent:	Not Applicable
66. Transfer Agent:	Not Applicable
67. Name of Manager:	Barclays Bank PLC
Date of underwriting agreement:	Not Applicable
Names and addresses of secondary trading intermediaries and main terms of commitment:	Not Applicable
68. Registration Agent:	Not Applicable
69. Masse Category:	No Masse
70. Governing Law:	English Law
71. Settlement Expenses:	Not Applicable
72. Local Market Expenses:	Not Applicable
73. Hedging Termination Costs:	Not Applicable

Part B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to Trading: Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX SIM S.p.A. with effect from on or around the Issue Date.
- (ii) 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 OFFER

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

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

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

5. YIELD

Not Applicable

6. PERFORMANCE OF UNDERLYING ASSET, AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSET

Bloomberg code: G IM

7. OPERATIONAL INFORMATION

- (a) ISIN Code: XS0961886412
- (b) Common Code: 096188641
- (c) Relevant Clearing System(s): Clearstream Euroclear
- (d) Delivery: Delivery free of payment.
- (e) Name and address of additional Paying Agent(s): Not Applicable

8. DISTRIBUTION

Name and address of financial intermediary/ies authorised to use the Base Prospectus ("Authorised): Barclays Bank PLC, acting through the Milan Branch – Retail and Business Banking division

Offeror(s) "):

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

The Securities will be publicly offered through the Authorised Offeror, during the hours in which banks are generally open for business in Milan, Italy: (i) from and including 4 November 2013 to but excluding 27 November 2013, and (ii) through placement by door-to-door selling in accordance with Article 30 (*Offerta fuori sede*) of the Legislative Decree n. 58 dated 24 February 1998, as subsequently amended, from and including 4 November 2013 to but excluding 19 November 2013.

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

Not Applicable

9. TERMS AND CONDITIONS OF THE OFFER

- (i) Offer Price: 100 per cent of the Issue Price
- (ii) Conditions to which the offer is subject:

Any offer of the Securities made prior to the Issue Date is conditional on their issue.

The Issuer reserves the right to withdraw the offer of the Securities at any time on or prior to the end of the Offer Period. For the avoidance of doubt, if any application has been made by the potential investor and the Issuer exercises such a right to withdraw the offer, 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 by the relevant Authorised Offeror to the applicant.
- (iii) Description of the application process:

Applications for the Securities can be made in the Republic of Italy through the Authorised Offeror.

Distribution will be conducted in accordance with the Authorised Offeror's usual procedures.
- (iv) 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.

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| (v) | Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: | Not Applicable |
| (vi) | Details of method and time limits for paying up and delivering the Securities: | The 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. |
| (vii) | 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. |
| (viii) | Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: | Not Applicable |
| (ix) | Whether tranche(s) have been reserved for certain countries: | Offers may be made through Authorised Offeror in the Republic of Italy to any person. Offers (if any) in other EEA countries will only be made by the Authorised Offeror pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus. |
| (x) | Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: | Each investor will be notified by the relevant Authorised Offeror of its allocation of the Securities at the time of such investor's application. |

No dealings in the Securities may take place prior to the Issue Date.

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

Save as disclosed in these Final Terms and in the Base Prospectus, the Issuer is not aware of any additional expenses and taxes specifically charged to the holders of the Securities.

For details of the tax regime applicable to the holders of the Securities in the Republic of Italy, see the Italian Tax Disclosure included in the Base Prospectus.

Potential investors should seek their own independent advice.

(xii) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:

Authorised Offeror

ISSUE SPECIFIC SUMMARY

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

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

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

Section A – Introduction and Warnings		
A.1	Introduction and warnings	<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 investors 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	<p>The Issuer may provide its consent to the use of the Base Prospectus and Final Terms for subsequent resale or final placement of Securities by financial intermediaries, provided that the subsequent resale or final placement of Securities by such financial intermediaries is made during the offer period specified in the Final Terms. Such consent may be subject to conditions which are relevant for the use of the Base Prospectus.</p> <p>General Consent: 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 Italy; (b) the Public Offer is only made during the period from (and including) 4 November 2013, to (but excluding) 27 November 2016, and through placement by door-to-door selling in accordance with Article 30 (<i>Offerta fuori sede</i>) of the Legislative Decree n. 58 dated 24 February 1998, as subsequently amended, from and including 4 November 2013 to but excluding 19 November 2013 (the "Offer Period"); and (c) the Public Offer is only made by the following financial intermediary: Barclays Bank PLC, acting through the Milan Branch – Retail and Business Banking division (an "Authorised Offeror"). <p>Information on the terms and conditions of an offer by any Authorised Offeror is to be</p>

		provided at the time of that offer by the Authorised Offeror.
Section B – Issuer		
B.1	Legal and commercial name of the Issuer	The Securities are issued by Barclays Bank PLC (the "Issuer").
B.2	Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of the Issuer	<p>The Issuer is a public limited company registered in England and Wales. The Issuer was incorporated on 7 August 1925 under the Colonial Bank Act 1925 and, on 4 October 1971, was registered as a company limited by shares under the Companies Act 1948 to 1967. Pursuant to The Barclays Bank Act 1984, on 1 January 1985, the Issuer was re-registered as a public limited company.</p> <p>The Issuer is authorised under the Financial Services and Markets Act 2000 (FSMA) to operate a range of regulated activities within the United Kingdom and is subject to consolidated prudential supervision by the United Kingdom Prudential Regulation Authority (PRA).</p>
B.4b	Known trends affecting the Issuer and industries in which the Issuer operates	<p>The business and earnings of the Issuer and its subsidiary undertakings (together, the "Group") can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the UK, EU, US and elsewhere, which are all subject to change. The regulatory response to the financial crisis has led and will continue to lead to very substantial regulatory changes in the UK, EU and US and in other countries in which the Group operates. It has also (amongst other things) led to (i) a more assertive approach being demonstrated by the authorities in many jurisdictions, and (ii) enhanced capital and liquidity requirements (for example pursuant to the fourth Capital Requirements Directive (CRD IV)). Any future regulatory changes may restrict the Group's operations, mandate certain lending activity and impose other, significant compliance costs.</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 that: (i) the UK and EEA retail banking activities of a UK bank or building society should be placed in a legally distinct, operationally separate and economically independent entity (so-called 'ring-fencing'); and (ii) the loss-absorbing capacity of ring-fenced banks and UK-headquartered global systemically important banks (such as the Issuer) should be increased to levels higher than the Basel 3 proposals; • investigations by the Office of Fair Trading into Visa and MasterCard credit and

		<p>debit interchange rates, which may have an impact on the consumer credit industry;</p> <ul style="list-style-type: none"> investigations by regulatory bodies in the UK, EU and US into submissions made by the Issuer and other panel members to the bodies that set various interbank offered rates such as the London Interbank Offered Rate ("LIBOR") and the Euro Interbank Offered Rate ("EURIBOR"); and changes in competition and pricing environments.
B.5	Description of the group and the Issuer's position within the group	The Group is a major global financial services provider. The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the 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	<p>Based on the Group's audited financial information for the year ended 31 December 2012, the Group had total assets of £1,490,747 million (2011: £1,563,402 million), total net loans and advances of £466,627 million (2011: £478,726 million), total deposits of £462,806 million (2011: £457,161 million), and total shareholders' equity of £62,894 million (2011: £65,170 million) (including non-controlling interests of £2,856 million (2011: £3,092 million)). The profit before tax from continuing operations of the Group for the year ended 31 December 2012 was £99 million (2011: £5,974 million) after credit impairment charges and other provisions of £3,596 million (2011: £3,802 million). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2012.</p> <p>Based on the Group's unaudited financial information for the six months ended 30 June 2013, the Group had total assets of £1,533 billion, total net loans and advances of £516,949 million, total deposits of £538,624 million, and total shareholders' equity of £59,394 million (including non-controlling interests of £2,620 million). The profit before tax from continuing operations of the Group for the six months ended 30 June 2013 was £1,648 million after credit impairment charges and other provisions of £1,631 million. The financial information in this paragraph is extracted from the unaudited Interim Results Announcement of the Issuer for the six months ended 30 June 2013.</p> <p>There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2012.</p> <p>There has been no significant change in the financial or trading position of the Issuer or the</p>

		Group since 30 June 2013.
B.13	Recent events particular to the Issuer which are materially relevant to the evaluation of Issuer's solvency	<p>On 6 December 2012, the Issuer announced that it had agreed to combine the majority of its Africa operations (the "Portfolio") with Absa Group Limited ("Absa"). The proposed combination is to be effected by way of an acquisition by Absa of the Portfolio for a consideration of 129,540,636 Absa ordinary shares (representing a value of approximately £1.3 billion). As a result of the transaction, the Issuer's stake in Absa will increase from 55.5 per cent to 62.3 per cent. The combination completed on 31 July 2013.</p> <p>On 9 October 2012, the Issuer announced that it had agreed to acquire the deposits, mortgages and business assets of ING Direct UK. Under the terms of the transaction, which completed on 5 March 2013, the Issuer acquired amongst other business assets a deposit book with balances of approximately £11.4 billion and a mortgage book with outstanding balances of approximately £5.3 billion.</p> <p>On 22 May 2012, the Issuer announced that it had agreed to dispose of the Issuer's entire holding in BlackRock, Inc. ("BlackRock") pursuant to an underwritten public offer and a partial buy-back by BlackRock. On disposal, the Issuer received net proceeds of approximately US\$ 5.5 billion.</p>
B.14	Dependency of the Issuer on other entities within the group	<p>See 'B.5'.</p> <p>The financial position of the Issuer is dependent on the financial position of its subsidiary undertakings.</p>
B.15	Description of the Issuer's principal activities	The Group is a major global financial services provider engaged in retail and commercial banking, credit cards, investment banking, wealth management and investment management services with an extensive international presence in Europe, the United States, Africa and Asia.
B.16	Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control	The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Issuer and its subsidiary undertakings.
B.17	Credit ratings assigned to the Issuer or its debt securities	<p>The short term unsecured obligations of the Issuer are rated A-1 by Standard & Poor's Credit Market Services Europe Limited, P-1 by Moody's Investors Service Ltd. and F1 by Fitch Ratings Limited and the long-term obligations of the Issuer are rated A by Standard & Poor's Credit Market Services Europe Limited, A2 by Moody's Investors Service Ltd. and A by Fitch Ratings Limited. A specific issue of Securities may be rated or unrated.</p> <p>Ratings: This issue of Securities will not be rated.</p>
Section C – Securities		
C.1	Type and	Securities (the " Securities ") may be debt securities or, where the repayment terms are

	class of Securities being offered and/or admitted to trading	linked to an underlying asset, derivative securities. The Securities are issued as a series of notes ("Notes") or certificates ("Certificates") and are transferable obligations of the Issuer. Identification: Series number: NX000136024; Tranche number: 1 Identification Codes: ISIN: XS0961886412, Common Code: 096188641
C.2	Currency	Subject to compliance with all applicable laws, regulations and directives, Securities may be issued in any currency. This issue of Securities will be denominated in Euro ("EUR").
C.5	Description of restrictions on free transferability of the Securities	The Securities may not be offered, sold, transferred or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, any United States person for a period of 40 days from the issue date or, in any case, unless an exemption from the registration requirements of the United States Securities Act is applicable. No offers, sales, resales or deliveries of any Securities 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. Subject to the above, the Securities will be freely transferable.
C.8	Description of rights attached to the Securities; status/ranking of the Securities; and limitations on the rights attached to the Securities	<p style="text-align: center;">RIGHTS</p> <p>The Securities give each holder of Securities the right to receive a potential return on the Securities, together with certain ancillary rights such as the right to receive notice of certain determinations and events and the right to vote on future amendments to the terms and conditions of the Securities.</p> <p>Interest: The amount of interest payable on the Securities is determined by reference to a fixed rate of 4.00%.</p> <p>Final redemption: If the Securities have not redeemed early they will redeem on the Scheduled Redemption Date and the cash amount paid to investors will depend on the performance of: (i) one or more specified equity indices, shares, depository receipts and/or funds; or (ii) one or more specified commodities and/or commodity indices, on a specified valuation/pricing date or dates during the life of the Securities.</p> <p>Taxation: All payments in respect of the Securities shall be made without withholding or deduction for or on account of any taxes imposed by the Issuer's country of incorporation (or any authority or political subdivision thereof or therein) unless such withholding or deduction is required by law. In the event that any such withholding or deduction is required by law, the Issuer will, save in limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.</p> <p>Events of default: If the Issuer fails to make any payment due under the Securities (and such failure is not remedied within 30 days), the Securities will become immediately due and payable, upon notice being given by the holder.</p> <p style="text-align: center;">STATUS</p> <p>Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.</p> <p style="text-align: center;">LIMITATIONS ON RIGHTS</p>

		<p>Additional Disruption Events: If there is: (i) a change in applicable law, a currency disruption, an extraordinary market disruption or a tax event affecting the Issuer's ability to fulfil its obligations under the Securities; or (ii) a disruptive event relating to the existence, continuity, trading, valuation, pricing or publication of the Underlying Asset, the terms and conditions of the Securities may be adjusted and/or the Securities may be redeemed early, without the consent of investors. Upon such early redemption investors will receive the market value of the Securities.</p> <p>Unlawfulness: If the Issuer determines that the performance of any of its obligations under the Securities has become unlawful the Securities may be redeemed early at the option of the Issuer. Upon such early redemption, investors will receive the market value of the Securities.</p> <p>Meetings: The Securities contain provisions for investors to call and attend meetings to vote upon proposed amendments to the terms of the Securities or to pass a written resolution in the absence of such a meeting. These provisions permit defined majorities to approve certain amendments that will bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p>
C.11	Admission to trading	<p>Securities may be 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.</p> <p>Application is expected to be made by the Issuer to admit the Securities to trading on the multilateral trading facility of EuroTLX SIM S.p.A. with effect from on or around 29 November 2013.</p>
C.15	Description of how the value of the investment is affected by the value of the underlying instrument	<p style="text-align: center;">A – Interest</p> <p>The interest amount payable on each Security on the Interest Payment Date is calculated by multiplying the Fixed Interest Rate (being 4%) by the Calculation Amount (being EUR 1,000).</p> <p style="text-align: center;">B – Issuer Optional Early Redemption</p> <p>Not Applicable</p> <p style="text-align: center;">C – Final Redemption</p> <p>If the Securities have not redeemed early, each Security will be redeemed on 29 November 2016 (the "Scheduled Redemption Date") by payment of the Final Cash Settlement Amount.</p> <p>The Final Cash Settlement Amount is calculated as follows:</p> <p>(i) if the Final Performance is greater than or equal to the Strike Price Percentage ("SPP") (being 70%), (a) the Protection Level (being 70%) multiplied by the Calculation Amount (being EUR 1,000), plus (b) the Participation (being 100%) multiplied by the lesser of (i) the Cap (being 46%) and (ii) the amount that the Final Performance exceeds SPP, further multiplied by the Calculation Amount (being EUR 1,000).</p> <p>(ii) Otherwise, the Protection Level (being 70%) multiplied by the Calculation Amount (being EUR 1,000).</p> <p>"Final Performance" means the Final Valuation Price divided by the Initial Price.</p>

		<p>"Final Valuation Date" means 22 November 2016, subject to adjustment.</p> <p>"Final Valuation Price" means, in respect of an Underlying Asset, the closing price of the Underlying Asset on the Final Valuation Date.</p>
C.16	Expiration or maturity date of the securities	The Securities are scheduled to redeem on the Scheduled Redemption Date. This day is subject to postponement in circumstances where any day on which a valuation is scheduled to take place is subject to a disruption.
C.17	Settlement procedure of the derivative securities	<p>Securities 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 Securities. The Securities may be cleared and settled through Euroclear Bank S.A./N.V., Clearstream Banking <i>société anonyme</i>, CREST, Euroclear France, S.A., VP Securities, A/S, Euroclear Finland Oy, Norwegian Central Securities Depository, Euroclear Sweden AB or SIX SIS Ltd.</p> <p>The Securities will be delivered on 29 November 2013 (the "Issue Date") free of payment of the issue price of the Securities. The Securities will be cleared and settled through Euroclear Bank S.A./N.V., Clearstream Banking <i>société anonyme</i>.</p>
C.18	Description of how the return on derivative securities takes place	<p>The performance of the Underlying Asset to which the Securities are linked may affect: (i) the interest paid on the Securities (if any); and (ii) if the Securities are not redeemed early, the amount paid on the Scheduled Redemption Date.</p> <p>Interest and any amount payable if the Securities redeem before the Scheduled Redemption Date will be paid in cash.</p> <p>On the Scheduled Redemption Date, if the Securities have not redeemed early, the settlement will be paid in cash.</p>
C.19	Final reference price of the underlying	<p>The final reference level of any equity index, share, commodity index, commodity, depository receipt or fund to which Securities are linked will be determined by the Determination Agent by reference to a publicly available source on a specified date or dates.</p> <p>The final valuation price of the Underlying Asset is the closing price or level of the Underlying Asset on 22 November 2016, as determined by the Determination Agent.</p>
C.20	Type of underlying	<p>Securities may be linked to one or more:</p> <ul style="list-style-type: none"> • 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); • equity indices; • commodities; or • commodity indices; <p>The Underlying Asset for this issue of Securities is: A common share of Assicurazioni Generali S.p.A.</p> <p>Information about the Underlying Asset is available at: Bloomberg code: G IM.</p>
C.21	Market where	Securities may be listed and admitted to trading on a regulated market in Belgium,

	Securities are traded	Denmark, Finland, France, Ireland, Italy, Luxembourg, Malta, The Netherlands, Norway, Portugal, Spain, Sweden or the United Kingdom. Application is expected to be made by the Issuer to admit the Securities to trading on the multilateral trading facility of EuroTLX SIM S.p.A. with effect from on or around 29 November 2013.
Section D – Risks		
D.2	Key information on the key risks that are specific to the Issuer	<p>Credit Risk: The Issuer is exposed to the risk of suffering loss if any of its customers, clients or market counterparties fails to fulfil its contractual obligations. The Issuer may also suffer loss where the downgrading of an entity's credit rating causes a fall in the value of the Issuer's investment in that entity's financial instruments.</p> <p>Weak or deteriorating economic conditions negatively impact these counterparty and credit-related risks. In recent times, the economic environment in the Issuer's main business markets (being Europe and the United States) have been marked by generally weaker than expected growth, increased unemployment, depressed housing prices, reduced business confidence, rising inflation and contracting GDP. Operations in the Eurozone remain affected by the ongoing sovereign debt crisis, the stresses being exerted on the financial system and the risk that one or more countries may exit the Euro. The current absence of a predetermined mechanism for a member state to exit the Euro means that it is not possible to predict the outcome of such an event and to accurately quantify the impact of such event on the Issuer's profitability, liquidity and capital. If some or all of these conditions persist or worsen, they may have a material adverse effect on the Issuer's operations, financial condition and prospects.</p> <p>Market risk: The Issuer may suffer financial loss if the Issuer is unable to adequately hedge its balance sheet. This could occur as a result of low market liquidity levels, or if there are unexpected or volatile changes in interest rates, credit spreads, commodity prices, equity prices and/or foreign exchange rates.</p> <p>Liquidity risk: The Issuer is exposed to the risk that it may be unable to meet its obligations as they fall due as a result of a sudden, and potentially protracted, increase in net cash outflows. These outflows could be principally through customer withdrawals, wholesale counterparties removing financing, collateral posting requirements or loan draw-downs.</p> <p>Capital risk: The Issuer may be unable to maintain appropriate capital ratios, which could lead to: (i) an inability to support business activity; (ii) a failure to meet regulatory requirements; and/or (iii) credit ratings downgrades. Increased regulatory capital requirements and changes to what constitutes capital may constrain the Issuer's planned activities and could increase costs and contribute to adverse impacts on the Issuer's earnings.</p> <p>Legal and Regulatory-related risk: Non-compliance by the Issuer with applicable laws, regulations and codes relevant to the financial services industry could lead to fines, public reprimands, damage to reputation, increased prudential requirements, enforced suspension of operations or, in extreme cases, withdrawal of authorisations to operate.</p> <p>Reputation Risk: Reputational damage reduces – directly or indirectly – the attractiveness of the Issuer to stakeholders and may lead to negative publicity, loss of revenue, litigation, regulatory or legislative action, loss of existing or potential client business, reduced workforce morale, and difficulties in recruiting talent. Sustained reputational damage could</p>

		<p>have a materially negative impact on the Issuer's licence to operate and the value of the Issuer's franchise, which in turn could negatively affect the Issuer's profitability and financial condition.</p> <p>Infrastructure Resilience, Technology and Cyberspace risk: The Issuer is exposed to risks from cyberspace to its systems. If customer or proprietary information held on, and/or transactions processed through these systems, is breached, there could be a materially negative impact on the Issuer's performance or reputation.</p> <p>Taxation risk: The Issuer may suffer losses arising from additional tax charges, other financial costs or reputational damage due to: failure to comply with or correctly assess the application of, relevant tax law; failure to deal with tax authorities in a timely, transparent and effective manner; incorrect calculation of tax estimates for reported and forecast tax numbers; or provision of incorrect tax advice.</p>
D.6	<p>Risk warning that investors may lose value of entire investment or part of it</p>	<p>The capital invested in the Securities is at risk. Consequently, investors may lose the value of their entire investment, or part of it.</p> <p>Investors in Securities may lose up to the entire value of their investment:</p> <p>Even if the relevant Securities are stated to be repayable at an amount that is equal to or greater than their initial purchase price, the investor is exposed to the credit risk of the Issuer and will lose up to the entire value of their investment if the Issuer goes bankrupt or is otherwise unable to meet its payment obligations.</p> <p>Investors may also lose the value of their entire investment, or part of it, if:</p> <ul style="list-style-type: none"> • the Underlying Asset performs in such a manner that the redemption amount payable or deliverable to investors (whether at maturity or following any early redemption and including after deduction of any applicable taxes and expenses) is less than the initial purchase price; • investors sell their Securities prior to maturity in the secondary market at an amount that is less than the initial purchase price; • the Securities are redeemed early for reasons beyond the control of the Issuer (such as following an additional disruption event) and the amount paid to investors is less than the initial purchase price; and/or • the terms and conditions of the Securities are adjusted (in accordance with the terms and conditions of the Securities) with the result that the redemption amount payable to investors and/or the value of the Securities is reduced. <p>Risk of withdrawal of the public offering: In case of public offer, if the Final Terms specifies that the following is a condition to which the offer is subject, the Issuer may reserve the right to withdraw the offer for reasons beyond its control, such as extraordinary events that in the reasonable discretion of the Issuer may be prejudicial to the offer. In such circumstances, the offer will be deemed to be null and void.</p> <p>In such case, investors who have already paid or delivered subscription monies for the relevant Securities will be entitled to reimbursement of such amounts, but will not receive any remuneration that may have accrued in the period between their payment or delivery of subscription monies and the reimbursement of the Securities.</p> <p>Reinvestment risk/loss of yield: Following an early redemption of the Securities for any reason, investors may be unable to reinvest the redemption proceeds at an effective yield as</p>

		<p>high as the yield on the Securities being redeemed.</p> <p>Issuer Optional Early Redemption: the ability of the Issuer to early redeem the Securities will mean an investor is no longer able to participate in the performance of any Underlying Assets. This feature may limit the market value of the Securities.</p> <p>Settlement expenses: payments, deliveries and settlement under the Securities may be subject to deduction of taxes and settlement expenses, if applicable.</p> <p>Conditions to settlement: settlement is subject to satisfaction of all conditions to settlement by the investor.</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> <p>Return linked to performance of Underlying Asset: The return payable on the Securities is linked to the change in value of the Underlying Asset 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. Investors 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>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 investors in the Securities, which could have a negative effect on the value of the Securities.</p>
Section E – Offer		
E.2b	Reasons for offer and use of proceeds when different from making profit and/or hedging certain risks	<p>The net proceeds from each issue of Securities will be applied by the Issuer for its general corporate purposes, which include making a profit and/or hedging certain risks.</p> <p>Reasons for the offer and use of Proceeds: General Funding</p>
E.3	Description of the terms and conditions of the offer	<p>The Securities are offered subject to the following conditions:</p> <p>Offer Price: The Issue Price</p> <p>Conditions to which the offer is subject: Any offer of the Securities made prior to the 29 November 2013 is conditional on their issue.</p> <p>The Issuer reserves the right to withdraw the offer of the Securities at any time on or prior to the end of the Offer Period. For the avoidance of doubt, if any application has been made by the potential investor and the Issuer exercises such a right to withdraw the offer, each</p>

		<p>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 by the relevant Authorised Offeror to the applicant.</p> <p>Description of the application process: Applications for the Securities can be made in the Republic of Italy through the Authorised Offeror.</p> <p>Distribution will be conducted in accordance with the Authorised Offeror's usual procedures.</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 requests.</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 Issue Date</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>Whether Tranche(s) have been reserved for certain countries: Offers may be made through Authorised Offeror in the Republic of Italy to any person. Offers (if any) in other EEA countries will only be made by 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 the indication whether dealing may begin before notification is made: Each investor will be notified by the relevant Authorised Offeror of its allocation of the Securities at the time of such investor's application.</p> <p>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: Authorised Offeror</p>
E.4	<p>Description of any interest material to</p>	<p>The relevant dealers or manager may be paid fees in relation to any issue or offer of Securities. Potential conflicts of interest may exist between the Issuer, determination agent, relevant dealers and/or Manager or their affiliates (who may have interests in transactions in derivatives related to the underlying asset(s) which may, but are not intended to,</p>

	<p>the issue/offer, including conflicting interests</p>	<p>adversely affect the market price, liquidity or value of the Securities) and investors. Any dealer/Manager and its affiliates may be engaged, and may in the future engage, in hedging transactions with respect to the Underlying Asset.</p>
<p>E.7</p>	<p>Estimated expenses charged to investor by issuer/offero r</p>	<p>The Issuer will not charge any expenses to investors in connection with any issue of Securities. Offerors may, however, charge expenses to investors. Such expenses (if any) will be determined by agreement between the offeror and the investors at the time of each issue. The following estimated expenses will be charged to the investor by the offeror: 2.8% of the Issue Price.</p>