BARCLAYS BANK PLC
(Incorporated with limited liability in England and Wales)

Pursuant to the Global Structured Securities Programme

10 Index Linked Warrants due February 2020 (“Tranche 1”)
Issue Price: GBP 25,000 per Warrant

This document constitutes the amended final terms of the Warrants (the "Amended 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 Amended Final Terms are supplemental to and should be read in conjunction with the GSSP Base Prospectus 6 dated 14 June 2013 (the "Base Prospectus"), as supplemented on 10 October 2013 and 23 December 2013 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 these Amended Final Terms and the Base Prospectus. A summary of the individual issue of the Warrants is annexed to these Amended 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 Final Terms dated 26 March 2014

(replacing the original Final Terms dated 12 February 2014)
Part A – CONTRACTUAL TERMS

1. (i) Series number: NX000144298
   (ii) Tranche number: 1
2. Currency: GBP
3. Warrants:
   (i) Number of Warrants: Initial issuance number of Warrants as at the Issue Date: 10
   (ii) Minimum Tradable Amount: Not Applicable
4. Calculation Amount: GBP 25,000
5. Issue Price: GBP 25,000 per Warrant
6. Issue Date: 12 February 2014
7. Exercise Settlement Date: 12 February 2020

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

8. Underlying Performance Type: Single Asset
9. (i) Settlement Valuation Type: Final Autcall Settlement
   (ii) Additional Amount: Not Applicable
      (General Condition 8)
   (iii) Exercise Price: GBP 2,500 per Security
   (iv) Settlement Method: Cash
   (v) Settlement Currency: GBP
   (vi) Settlement Asset: Not Applicable
   (vii) Settlement Asset Currency: Not Applicable
   (viii) Entitlement Substitution: Not Applicable

10. Settlement Value Barriers and Thresholds:
    (i) Barrier: American
    (ii) Trigger Event Type: Continuous
    (iii) Final Barrier Percentage: 100.00 per cent.
    (iv) Strike Price Percentage: 100.00 per cent.
    (v) Knock-in Barrier Percentage: 50.00 per cent.
    (vi) Knock-in Barrier Period Start Date: 5 February 2014
    (vii) Knock-in Barrier Period End Date: 5 February 2020
    (viii) Final Autcall Settlement Percentage: 160.00 per cent.

11. Additional Value Barriers and Thresholds: Not Applicable

Provisions relating to early cancellation:
(General Condition 6)
12. Autocall: Applicable

<table>
<thead>
<tr>
<th></th>
<th>Autocall Valuation Date:</th>
<th>Autocall Early Cancellation Date:</th>
<th>Autocall Barrier Percentage:</th>
<th>Autocall Early Cash Settlement Percentage:</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>5 February 2015</td>
<td>12 February 2015</td>
<td>100.00%</td>
<td>110.00%</td>
</tr>
<tr>
<td>2</td>
<td>5 February 2016</td>
<td>12 February 2016</td>
<td>100.00%</td>
<td>120.00%</td>
</tr>
<tr>
<td>3</td>
<td>5 February 2017</td>
<td>13 February 2017</td>
<td>100.00%</td>
<td>130.00%</td>
</tr>
<tr>
<td>4</td>
<td>5 February 2018</td>
<td>12 February 2018</td>
<td>100.00%</td>
<td>140.00%</td>
</tr>
<tr>
<td>5</td>
<td>5 February 2019</td>
<td>12 February 2019</td>
<td>100.00%</td>
<td>150.00%</td>
</tr>
</tbody>
</table>

13. Issuer Early Cancellation Option: Applicable


Provisions relating to the Underlying Asset(s):

15. Underlying Asset:
   (i) Share: Not Applicable
   (ii) Equity Index: FTSE 100 Index
      (i) Exchange: London Stock Exchange
      (ii) Related Exchanges: All Exchanges
      (iii) Bloomberg Code: Not Applicable
      (iv) Reuters Code: .FTSE
      (v) Index Sponsor: FTSE International Limited
   (iii) Commodity: Not Applicable

16. Initial Price: The Valuation Price on the Initial Valuation Date
   (i) Averaging-in: Not Applicable
   (ii) Min Lookback-in: Not Applicable
   (iii) Max Lookback-in: Not Applicable
   (iv) Initial Valuation Date: 5 February 2014

17. Final Valuation Price: The Valuation Price on the Final Valuation Date
   (i) Averaging-out: Not Applicable
   (ii) Min Lookback-out: Not Applicable
   (iii) Max Lookback-out: Not Applicable
   (iv) Final Valuation Date: 5 February 2020

Provisions relating to disruption events and taxes and expenses:

18. Early Cash Settlement Amount: Market Value
19. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date):  
   *(General Condition 12.2)*  
20. FX Disruption Event:  
   *(General Condition 21)*  
21. Local Jurisdiction Taxes and Expenses:  
   *(General Condition 22)*  
22. Additional Disruption Events:  
   *(General Condition 20)*  
   (i) Hedging Disruption:  
   Not Applicable  
   (ii) Increased Cost of Hedging:  
   Not Applicable  
   (iii) Affected Jurisdiction Hedging Disruption:  
   Not Applicable  
   (iv) Affected Jurisdiction Increased Cost of Hedging:  
   Not Applicable  
   (v) Affected Jurisdiction:  
   Not Applicable  
   (vi) Increased Cost of Stock Borrow  
   Not Applicable  
   (vii) Initial Stock Loan Rate  
   Not Applicable  
   (viii) Maximum Stock Loan Rate  
   Not Applicable  
   (ix) Loss of Stock Borrow  
   Not Applicable  
   (x) Fund Disruption Event  
   Not Applicable  
   (xi) Foreign Ownership Event  
   Not Applicable  
   (xii) Insolvency Filing  
   Not Applicable  
   (xiii) Change in Law – Hedging:  
   Not Applicable  
   (xiv) Change in Law – Commodity Hedging:  
   Not Applicable  
23. Market Disruption of connected Futures Contracts:  
   Not Applicable  

**General Provisions:**

24. Form of Warrants:  
   Registered Warrants  
   Permanent Global Warrant  
   NGN Form: Not Applicable  
   Held under the NSS: Not Applicable  
   CGN Form: Applicable  
25. Trade Date:  
   5 February 2014  
26. Early Cancellation Notice Period Number:  
   As specified in General Condition 37.1 *(Definitions)*  
27. Additional Business Centre(s):  
   Not Applicable
29. Determination Agent: Barclays Bank PLC
31. Registrar: The Bank of New York Mellon (Luxembourg) S.A.
32. Transfer Agent: The Bank of New York Mellon
33. (i) Name of Manager: Barclays Bank PLC
    (ii) Date of underwriting agreement: Not Applicable
    (iii) Names and addresses of secondary trading intermediaries and main terms of commitment: Not Applicable
34. Registration Agent: 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 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 2,800

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 Manager and save as discussed in the risk factor "Risks associated with conflicts of interest between the Issuer and purchasers of Warrants", 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
   (i) Reasons for the offer: General funding
   (ii) Estimated net proceeds: Not Applicable
   (iii) 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
   Index Disclaimers: FTSE® 100 Index

6. OPERATIONAL INFORMATION
   (i) ISIN: GB00B8MNMV71
   (ii) Common Code: 81373426
   (iii) Relevant Clearing System(s) and the relevant identification number(s): Euroclear Clearstream
   (iv) Delivery: Delivery free of payment
   (v) Name and address of additional Paying Agent(s) (if any): Not Applicable

7. TERMS AND CONDITIONS OF THE OFFER
   (i) Offer Price: Not Applicable
   (ii) Conditions to which the offer is subject: Not Applicable
   (iii) Description of the application process: Not Applicable
   (iv) Details of the minimum and/or maximum amount of application: Not Applicable
   (v) Description of possibility to reduce Not Applicable
subscriptions and manner for refunding excess amount paid by applicants:

(vi) Details of method and time limits for paying up and delivering the Warrants: Not Applicable

(vii) Manner in and date on which results of the offer are to be made public: Not Applicable

(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: Not Applicable

(x) Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Not Applicable

(xi) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable

(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: Not Applicable
## ISSUE SPECIFIC SUMMARY

### Section A – Introduction and Warnings

<table>
<thead>
<tr>
<th>A.1</th>
<th>Introduction and Warnings</th>
</tr>
</thead>
<tbody>
<tr>
<td>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. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff might, under the national legislation of the relevant Member State of the European Economic Area, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. No civil liability shall attach to any responsible person solely on the basis of this Summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Warrants.</td>
<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>A.2</th>
<th>Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Warrants</th>
</tr>
</thead>
<tbody>
<tr>
<td>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.</td>
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</tbody>
</table>

### Section B – Issuer

<table>
<thead>
<tr>
<th>B.1</th>
<th>Legal and commercial name of the Issuer</th>
</tr>
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<tbody>
<tr>
<td>The Warrants are issued by Barclays Bank PLC (the “Issuer”)</td>
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</table>

<table>
<thead>
<tr>
<th>B.2</th>
<th>Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of the Issuer</th>
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</thead>
<tbody>
<tr>
<td>The Issuer is a public limited company registered in England and Wales. The Issuer was incorporated on 7 August 1925 under the Colonial Bank Act 1925 and, on 4 October 1971, was registered as a company limited by shares under the Companies Act 1948 to 1967. Pursuant to The Barclays Bank Act 1984, on 1 January 1985, the Issuer was re-registered as a public limited company. The Issuer is authorised under the Financial Services and Markets Act 2000 (FSMA) to operate a range of regulated activities within the United Kingdom and is subject to consolidated prudential supervision by the United Kingdom Prudential Regulation Authority (PRA).</td>
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<table>
<thead>
<tr>
<th>B.4b</th>
<th>Known trends affecting the</th>
</tr>
</thead>
<tbody>
<tr>
<td>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</td>
<td></td>
</tr>
<tr>
<td>B.5</td>
<td>Description of group and Issuer's position within the group</td>
</tr>
<tr>
<td>B.9</td>
<td>Profit forecast</td>
</tr>
<tr>
<td>B.10</td>
<td>Nature of any qualifications in audit report on historical financial information</td>
</tr>
<tr>
<td>------</td>
<td>---------------------------------------------------------------</td>
</tr>
<tr>
<td>B.12</td>
<td>Selected key financial information; No material adverse change and no significant change statements</td>
</tr>
<tr>
<td>B.13</td>
<td>Recent events particular to the Issuer which are materially relevant to the evaluation of</td>
</tr>
<tr>
<td>B.14</td>
<td>Dependency of Issuer on other entities within the group</td>
</tr>
<tr>
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</tr>
<tr>
<td>B.15</td>
<td>Description of Issuer's principal activities</td>
</tr>
<tr>
<td>B.16</td>
<td>Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control</td>
</tr>
</tbody>
</table>

### Section C – Securities

| C.1 | Type and class of Warrants being offered | The warrants issued pursuant to this Base Prospectus (the "Warrants") are derivative warrants. The Warrants are transferable obligations of the Issuer and have the terms and conditions set out in this Base Prospectus, as completed by |
| C.2 | Currency | Subject to compliance with all applicable laws, regulations and directives, Warrants may be issued in any currency. This issue of Warrants will be denominated in pounds sterling ("GBP"). |
| C.5 | Description of restrictions on free transferability of the Warrants | The Warrants 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 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. Subject to the above, the Warrants will be freely transferable. |
| C.8 | Description of rights attached to the Warrants; status/ranking of the Warrants; and limitations on the rights attached to the Warrants | RIGHTS  

The Warrants 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.  

Settlement on Exercise: if not 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 on the exercise 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.  

Investor early cancellation option: Warrants may be cancelled early at the option of the investor by giving notice to the Issuer on the business day following the Issue Date.  

Taxation: All payments in respect of the Warrants 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.  

Events of default: If the Issuer fails to make any payment 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.  

STATUS  

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

**LIMITATIONS ON RIGHTS**

**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 Warrants; or (ii) a disruptive event relating to the existence, continuity, trading, valuation, pricing or publication of the Underlying Asset; or (iii) a disruption or other material impact on the Issuer's ability to hedge its obligations under the Warrants, the terms and conditions of the Warrants may be adjusted and/or the Warrants may be cancelled early, without the consent of investors.

Upon such early cancellation, investors will receive either the face value or the market value of the Warrants (which, in respect of certain hedging disruptions, may include deductions for hedging termination and funding breakage costs).

**Unlawfulness:** If the Issuer determines that the performance of any of its obligations under the Warrants has become unlawful, the Warrants may be cancelled early at the option of the Issuer.

**Meetings:** The Warrants contain provisions for investors to call and attend meetings to vote upon proposed amendments to the terms of the Warrants 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 investors, including investors who did not attend and vote at the relevant meeting and investors who voted in a manner contrary to the majority.

**Early Cancellation:** The Warrants may be cancelled early at the option of the Issuer by giving notice to investors on the business day following the Issue Date or on the occurrence of an "autocall event".

| C.11 | Admission to trading | Application is expected to be made by the Issuer to list the Warrants on the official list and admit the Warrants to trading on the regulated market of the Luxembourg Stock Exchange with effect from 12 February 2014. |
| C.15 | Description of how the value of the investment is affected by the value of the underlying | The return on, and value of, Warrants will be linked to the performance of: (i) one or more specified equity indices, shares, depositary receipts and/or funds; or (ii) one or more specified commodities and/or commodity indices (each, an "Underlying Asset").

The Underlying Asset for this issue of Warrants is the FTSE 100 Index.

Calculations in respect of amounts payable under the Warrants are made by reference to a "Calculation Amount", being GBP 25,000.

**Determination Agent:** Barclays Bank PLC (the "Determination Agent") will be appointed to make calculations and determinations with respect to the Warrants.

**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 5 February 2020). If the Settlement Value is not greater than the Exercise Price, the Warrants will be cancelled without exercise on the Exercise Date.
Date and no amount or entitlement will be payable or deliverable to investors. The Exercise Price for this issue of Warrants is GBP 2,500.

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:

- The Exercise Price, being GBP 2,500;
- The "Initial Price" of the Underlying Asset, which reflects the price or level of that Underlying Asset near the issue date of the Warrants and is used as the reference point for determining the performance of any investment; and
- The "Final Valuation Price" of the Underlying Asset, which reflects the price or level of that Underlying Asset on or near the Exercise Date.
- The "Strike Price" of the Underlying Asset, which is calculated as 100.00% multiplied by the Initial Price of that Underlying Asset;
- The "Final Barrier" of the Underlying Asset, which is calculated as 100.00% multiplied by the Initial Price of that Underlying Asset;
- The "Knock-in Barrier Price" of the Underlying Asset, which is calculated as 50.00% multiplied by the Initial Price of that Underlying Asset;
- Whether or not a “Trigger Event” has occurred; and

**Initial Price:** The Initial Price of the Underlying Asset is the closing price or level of the Underlying Asset on 5 February 2014, as determined by the Determination Agent.

**Final Valuation Price:** The Final Valuation Price of the Underlying Asset is the closing price or level of the Underlying Asset on 5 February 2020, as determined by the Determination Agent.

**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 or not:

The Final Valuation Price of the Underlying Asset is greater than or equal to the Final Barrier of the 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 per Warrant), plus (ii) the Final Autocall Settlement Percentage (being 160.00%) 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 or not:

Either the Final Valuation Price of the Underlying Asset is greater than or equal to the *Strike Price* of the Underlying Asset or a “Trigger Event” has not occurred.

A "Trigger Event" occurs if the closing price or level of the Underlying Asset on any scheduled trading day from and including 5 February 2014 to and including 5 February 2020 is less than the Knock-in Barrier Price *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 per Warrant), 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 Underlying Asset divided by the Strike Price of the 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 12 February 2020.

**EARLY CANCELLATION FOLLOWING AN AUTOCALL EVENT**

If the closing price or level of the 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 the 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:

<table>
<thead>
<tr>
<th>Autocall Valuation Date</th>
<th>Autocall Early Cancellation Date</th>
<th>Autocall Barrier Percentage</th>
<th>Autocall Early Cash Settlement Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>5 February 2015</td>
<td>12 February 2015</td>
<td>100.00%</td>
<td>110.00%</td>
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<td>12 February 2016</td>
<td>100.00%</td>
<td>120.00%</td>
</tr>
<tr>
<td>5 February 2017</td>
<td>13 February 2017</td>
<td>100.00%</td>
<td>130.00%</td>
</tr>
<tr>
<td></td>
<td>5 February 2018</td>
<td>12 February 2018</td>
<td>100.00%</td>
</tr>
<tr>
<td>---</td>
<td>---</td>
<td>---</td>
<td>---</td>
</tr>
<tr>
<td></td>
<td>5 February 2019</td>
<td>12 February 2019</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

**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.

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.

The Exercise Date of this issue of Warrants is the Final Valuation Date, which is scheduled to be 5 February 2020. |
| C.17 | Settlement procedure for derivative Warrants | 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.

The Warrants will be delivered on 12 February 2014 (the "Issue Date") free of payment of the issue price of the Warrants.

The Warrants will be cleared and settled through Euroclear Bank S.A./Clearstream Banking société anonyme. |
| C.18 | Description of how the return on derivative warrants takes place | The return on, and value of, the Warrants will be linked to the performance of the Underlying Asset.

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.

**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.

**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.

**Issuer Early Cancellation Option:** If the Issuer exercises its right to cancel the
| **C.19** | **Final reference price of the underlying** | The final valuation price of the Underlying Asset is the closing price or level of such Underlying Asset on 5 February 2020, as determined by the Determination Agent. |
| **C.20** | **Type of underlying** | The Underlying Asset is: The FTSE 100 Index Information about the Underlying Asset is available at: Reuters page .FTSE |

### Section D – Risks

**D.2** | **Key information on the key risks that are specific to the Issuer** | **Credit Risk:** The Issuer is exposed to the risk of suffering loss if any of its customers, clients or market counterparties fails to fulfil its contractual obligations. The Issuer may also suffer loss where the downgrading of an entity's credit rating causes a fall in the value of the Issuer's investment in that entity's financial instruments. Weak or deteriorating economic conditions negatively impact these counterparty and credit-related risks. In recent times, the economic environment in the Issuer's main business markets (being Europe and the United States) have been marked by generally weaker than expected growth, increased unemployment, depressed housing prices, reduced business confidence, rising inflation and contracting GDP. Operations in the Eurozone remain affected by the ongoing sovereign debt crisis, the stresses being exerted on the financial system and the risk that one or more countries may exit the Euro. The current absence of a predetermined mechanism for a member state to exit the Euro means that it is not possible to predict the outcome of such an event and to accurately quantify the impact of such event on the Issuer's profitability, liquidity and capital. If some or all of these conditions persist or worsen, they may have a material adverse effect on the Issuer's operations, financial condition and prospects. **Market risk:** The Issuer may suffer financial loss if the Issuer is unable to adequately hedge its balance sheet. This could occur as a result of low market liquidity levels, or if there are unexpected or volatile changes in interest rates, credit spreads, commodity prices, equity prices and/or foreign exchange rates. **Liquidity risk:** The Issuer is exposed to the risk that it may be unable to meet its obligations as they fall due as a result of a sudden, and potentially protracted, increase in net cash outflows. These outflows could be principally through customer withdrawals, wholesale counterparties removing financing, collateral posting requirements or loan draw-downs. **Capital risk:** The Issuer may be unable to maintain appropriate capital ratios,
which could lead to: (i) an inability to support business activity; (ii) a failure to meet regulatory requirements; and/or (iii) credit ratings downgrades. Increased regulatory capital requirements and changes to what constitutes capital may constrain the Issuer's planned activities and could increase costs and contribute to adverse impacts on the Issuer's earnings.

**Legal and Regulatory-related risk:** Non-compliance by the Issuer with applicable laws, regulations and codes relevant to the financial services industry could lead to fines, public reprimands, damage to reputation, increased prudential requirements, enforced suspension of operations or, in extreme cases, withdrawal of authorisations to operate.

**Reputation Risk:** Reputational damage reduces – directly or indirectly – the attractiveness of the Issuer to stakeholders and may lead to negative publicity, loss of revenue, litigation, regulatory or legislative action, loss of existing or potential client business, reduced workforce morale, and difficulties in recruiting talent. Sustained reputational damage could have a materially negative impact on the Issuer's licence to operate and the value of the Issuer's franchise, which in turn could negatively affect the Issuer's profitability and financial condition.

**Infrastructure Resilience, Technology and Cyberspace risk:** The Issuer is exposed to risks from cyberspace to its systems. If customer or proprietary information held on, and/or transactions processed through these systems, is breached, there could be a materially negative impact on the Issuer's performance or reputation.

**Taxation risk:** The Issuer may suffer losses arising from additional tax charges, other financial costs or reputational damage due to: failure to comply with or correctly assess the application of, relevant tax law; failure to deal with tax authorities in a timely, transparent and effective manner; incorrect calculation of tax estimates for reported and forecast tax numbers; or provision of incorrect tax advice.

<table>
<thead>
<tr>
<th>D.6</th>
<th>Key information on the key risks that are specific to the Warrants; and risk warning that investors may lose value of entire investment</th>
</tr>
</thead>
<tbody>
<tr>
<td>Investors in Warrants may lose up to the entire value of their investment.</td>
<td></td>
</tr>
<tr>
<td>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.</td>
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<tr>
<td>Investors may also lose the value of their entire investment, or part of it, if:</td>
<td></td>
</tr>
<tr>
<td>• the Underlying Asset performs in such a manner that the settlement amount or entitlement payable or deliverable to investors (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;</td>
<td></td>
</tr>
<tr>
<td>• investors sell their Warrants prior to scheduled exercise in the secondary market at an amount that is less than the initial purchase price;</td>
<td></td>
</tr>
<tr>
<td>• the Warrants are cancelled 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</td>
<td></td>
</tr>
<tr>
<td>• the terms and conditions of the Warrants are adjusted (in accordance with the terms and conditions of the Warrants) with the result that the...</td>
<td></td>
</tr>
</tbody>
</table>
settlement amount payable to investors and/or the value of the Warrants is reduced.

**Conditions to settlement:** payment of any settlement amount or delivery of any settlement entitlement is subject to satisfaction of all conditions to settlement by the investor, including payment of any Exercise Price and/or taxes due with respect to the Warrants. If an investor fails to comply with these conditions, the obligations of the Issuer to that investor may be discharged without any payment or delivery being made.

**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.

**Return linked to performance of one or more Underlying Asset:** The return on the Warrants is linked to the change in value of the Underlying Asset over the life of the Warrants. Any information about the past performance of the 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 the Underlying Asset.

### 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. Not Applicable; the net proceeds will be applied by the Issuer for making profit and/or hedging certain risks. |
| E.3 | Terms and conditions of 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. Not Applicable; no person involved in the issue or offer has any interest, or conflicting interest, that is material to the issue or offer of Warrants. |
| E.7 | Estimated expenses | The Issuer will not charge any expenses to investors in connection with any issue of Warrants. |
| charged to investor by the Issuer | Not Applicable; no expenses will be charged to the investor by the issuer or the offeror. |