BARCLAYS BANK PLC

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

Pursuant to the Global Structured Securities Programme

10 Index Linked Warrants due June 2021 ("**Tranche 1**")
Issue Price: GBP 25,000 per Warrant

This document constitutes the final terms of the Warrants (the "**Final Terms**") described herein for the purposes of Article 5.4 of the Prospectus Directive and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Final Terms are supplemental to and should be read in conjunction with the GSSP Base Prospectus 6 dated 12 June 2014, as supplemented on 8 July 2014, 18 July 2014, 1 September 2014, 12 September 2014, 24 November 2014, 2 March 2015 and 30 March 2015 (the "**Base Prospectus**"), which constitutes a base prospectus for the purpose of the Prospectus Directive. Full information on the Issuer and the offer of the Warrants is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the individual issue of the Warrants is annexed to these Final Terms. Words and expressions defined in the Base Prospectus and not defined in this document shall bear the same meanings when used herein.

The Base Prospectus and any supplements thereto are available for viewing at http://irreports.barclays.com/prospectuses-and-documentation/structured-securities/prospectuses and during normal business hours at the registered office of the Issuer and the specified office of the Issue and Paying Agent for the time being in London, and copies may be obtained from such office.

Barclays

Final Terms dated 10 April 2015

Part A – CONTRACTUAL TERMS

1.	(i)	Series number:	NX000169406
	(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:		10 April 2015
7.	Exercise Settlement Date:		8 June 2021

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

8.	Underlying Performance Type:		Single Asset
9.	(i)	Settlement Valuation Type:	Final Autocall Settlement
	(ii)	Additional Amount: (*General Condition 8*)	Not Applicable
	(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:	European
	(ii)	Final Barrier Percentage:	80.00 per cent.
	(iii)	Strike Price Percentage:	100.00 per cent.
	(iv)	Knock-in Barrier Percentage:	50.00 per cent.
	(v)	Final Autocall Settlement Percentage:	143.50 per cent.
11.	Additional Value Barriers and Thresholds:		Not Applicable

Provisions relating to early cancellation:
(*General Condition 6*)

12.	Autocall:		Applicable

i	Autocall Valuation Date:	Autocall Early Cancellation Date:	Autocall Barrier Percentage:	Autocall Early Cash Settlement Percentage:

1	30 May 2017	6 June 2017	100.00%	114.50%
2	29 May 2018	5 June 2018	95.00%	121.75%
3	29 May 2019	5 June 2019	90.00%	129.00%
4	29 May 2020	5 June 2020	85.00%	136.25%

13. Issuer Early Cancellation Option: Applicable

14. Investor 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: UKX

        (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: 29 May 2015

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: 1 June 2021

Provisions relating to disruption events and taxes and expenses:

18. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): (*General Condition 12.2*) Not Applicable

19. FX Disruption Event: (*General Condition 21*) Not Applicable

20. Local Jurisdiction Taxes and Expenses: (*General Condition 22*) Not Applicable

21.	Additional Disruption Events: (*General Condition 20*)		
	(i)	Change in Law:	Applicable
	(ii)	Currency Disruption Event	Applicable
	(iii)	Hedging Disruption:	Applicable
	(iv)	Issuer Tax Event	Applicable
	(v)	Extraordinary Market Disruption	Applicable
	(vi)	Increased Cost of Hedging:	Not Applicable
	(vii)	Affected Jurisdiction Hedging Disruption:	Not Applicable
	(viii)	Affected Jurisdiction Increased Cost of Hedging:	Not Applicable
	(ix)	Increased Cost of Stock Borrow	Not Applicable
	(x)	Loss of Stock Borrow	Not Applicable
	(xi)	Foreign Ownership Event	Not Applicable
	(xii)	Fund Disruption Event	Not Applicable
22.	Early Cash Settlement Amount:		Market Value
23.	Unwind Costs:		Not Applicable
24.	Settlement Expenses:		Not Applicable
25.	Market Disruption of connected Futures Contracts:		Not Applicable

General Provisions:

26.	Form of Warrants:	Registered Warrants Permanent Global Warrant NGN Form: Not Applicable Held under the NSS: Not Applicable CGN Form: Applicable
27.	Trade Date:	1 April 2015
28.	Early Cancellation Notice Period Number:	As specified in General Condition 37.1 (*Definitions*)
29.	Additional Business Centre(s):	Not Applicable
30.	Business Day Convention:	Following
31.	Determination Agent:	Barclays Bank PLC
32.	Registrar:	The Bank of New York Mellon (Luxembourg) S.A.

33.	Transfer Agent:		The Bank of New York Mellon
34.	(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
35.	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:	N/A
2.	**RATINGS**	
	Ratings:	The Warrants have not been individually rated.

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

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

Bloomberg Code: UKX

Reuters Screen Page: .FTSE

Index Disclaimers: FTSE® 100 Index

6. OPERATIONAL INFORMATION

(i)	ISIN:	GB00B8MNKW49
(ii)	Common Code:	81374082
(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		
A.1	**Introduction and Warnings**	This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in Warrants should be based on consideration of the Base Prospectus as a whole, including any information incorporated by reference, and read together with the Final Terms. 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 holders when considering whether to invest in the Warrants.
A.2	**Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Warrants**	Not Applicable; the Issuer does not consent to the use of the Base Prospectus or the Final Terms by any other party for subsequent resale or final placement of the Warrants.
Section B – Issuer		
B.1	**Legal and commercial name of the Issuer**	The Warrants are issued by Barclays Bank PLC (the "**Issuer**")
B.2	**Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of the Issuer**	The Issuer is a public limited company registered in England and Wales. 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 Acts 1948 to 1967. Pursuant to The Barclays Bank Act 1984, on 1 January 1985, the Issuer was re-registered as a public limited company. 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). The principal laws and legislation under which the Issuer operates are the laws of England and Wales including the Companies Act.
B.4b	**Known trends**	The business and earnings of the Issuer and its subsidiary undertakings (together,

	affecting the Issuer and industries in which the Issuer operates	the "**Bank Group**" or "**Barclays**") can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the UK, EU, U.S. 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 U.S. and in other countries in which the Bank Group operates. It has also (amongst other things) led to (i) a more assertive approach being demonstrated by the authorities in many jurisdictions; and (ii) enhanced capital and liquidity requirements (for example pursuant to the fourth Capital Requirements Directive (CRD IV)). Any future regulatory changes may restrict the Bank Group's operations, mandate certain lending activity and impose other, significant compliance costs. Known trends affecting the Issuer and the industry in which the Issuer operates include: • 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 U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act, which contains far reaching regulatory reform (including restrictions on proprietary trading and fund-related activities (the so-called "**Volcker rule"**); • recommendations by the Independent Commission on Banking including: (i) that the UK and EEA retail banking activities of the largest UK banks should be placed in a legally, operationally and economically separate independent entity (so-called "ring-fencing"); (ii) statutory depositor preference in insolvency: and (iii) a reserve power for the Prudential Regulatory Authority to enforce full separation of the retail operations of UK banks to which the reforms apply under certain circumstances; • investigations by the Office of Fair Trading into Visa and MasterCard credit and debit interchange rates, which may have an impact on the consumer credit industry; • investigations by (i) regulatory bodies in the UK, EU and U.S. 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 (ii) regulatory bodies in the UK and U.S. into historical practices with respect to ISDAfix, amongst other benchmarks; and • changes in competition and pricing environments.
B.5	**Description of the group and the Issuer's position within**	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. Barclays PLC (together with its subsidiary undertakings, the

	the group	"**Group**") 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**	Based on the Bank Group's audited financial information for the year ended 31 December 2014, the Bank Group had total assets of £1,358,693 million (2013: £1,344,201 million), total net loans and advances of £470,424 million (2013: £474,059 million), total deposits of £486,258 million (2013: £ 487,647 million), and total shareholders' equity of £66,045 million (2013: £63,220 million) (including non-controlling interests of £2,251 million (2013: £2,211 million)). The profit before tax from continuing operations of the Bank Group for the year ended 31 December 2014 was £2,309 million (2013: £2,885 million) after credit impairment charges and other provisions of £2,168 million (2013: £3,071 million). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2014. Not Applicable. There has been no significant change in the financial or trading position of the Bank Group since 31 December 2014. There has been no material adverse change in the prospects of the Issuer since 31 December 2014.
B.13	**Recent events particular to the Issuer which are materially relevant to the evaluation of Issuer's solvency**	On 30 October 2013, Barclays PLC announced the following estimated ratios as at 30 September 2013 on a post-rights issue basis: Core Tier 1 ratio of 12.9 per cent., estimated fully loaded CRD IV CET1 ratio of 9.6 per cent., estimated fully loaded CRD IV leverage ratio of 2.9 per cent. and estimated PRA Leverage Ratio of 2.6 per cent. Barclays PLC also announced on 30 October 2013 that the execution of the plan to meet the 3 per cent. PRA Leverage Ratio by June 2014 is on track. On 6 December 2012, the Issuer entered into an agreement to combine the majority of its Africa operations (the "**African Business**") with Absa Group Limited ("**Absa**"). Under the terms of the combination, Absa acquired Barclays Africa Limited, the holding company of the African Business, for a consideration of 129,540,636 Absa ordinary shares (representing a value of approximately £1.3 billion for Barclays Africa Limited). The combination completed on 31 July 2013 and, on completion, the Issuer's stake in Absa increased from 55.5 per cent. to 62.3 per cent.
B.14	**Dependency of**	See B.5.

	the Issuer on other entities within the group	The financial position of the Issuer is dependent on the financial position of its subsidiary undertakings.
B.15	**Description of the Issuer's principal activities**	The Group is a major global financial services provider engaged in retail and commercial banking, credit cards, investment banking, wealth management and investment management services with an extensive international presence in Europe, the United States, Africa and Asia.
B.16	**Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control**	The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Issuer and its subsidiary undertakings.
Section C – Securities		
C.1	**Type and class of Warrants being offered and/or admitted to trading and security identification**	The warrants issued pursuant to this Base Prospectus (the "**Warrants**") are derivative warrants. **Identification**: Series number: NX000169406; Tranche number: 1 **Identification Codes**: ISIN: GB00B8MNKW49; Common Code: 81374082
C.2	**Currency**	Subject to compliance with all applicable laws, regulations and directives, Warrants may be issued in any currency. The 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:**

	rights attached to the Warrants; status/ranking of the Warrants; and limitations on the rights attached to the Warrants	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. **Taxation:** All payments in respect of the Warrants shall be made without withholding or deduction for or on account of any UK taxes unless such withholding or deduction is required by law. **Events of default:** If the Issuer fails to make any payment or delivery due under the Warrants (and such failure is not remedied within 30 days), the Warrants will become immediately due and payable, upon notice being given by the investor. **Ranking:** Warrants are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves. **Limitations on rights:** Notwithstanding that the Warrants are linked to the performance of the underlying asset(s), holders do not have any rights in respect of the underlying assets(s). The Warrants contain provisions for calling meetings of holders to consider matters affecting their interests generally and these provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority. Further, in certain circumstances, the Issuer may amend the terms and conditions of the Warrants, without the holders' consent. The Warrants permit the Issuer and the Determination Agent (as the case may be), on the occurrence of certain events and in certain circumstances, without the holders' consent, to make adjustments to the terms and conditions of the Warrants, to cancel the Warrants prior to scheduled final cancellation, (where applicable) to postpone valuation of the underlying asset(s) or scheduled payments under the Warrants, to change the currency in which payments are made under the Warrants, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Warrants and the underlying asset(s) (if any).
C.11	**Admission to trading**	Application is expected to be made by the Issuer 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 10 April 2015.
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, depository 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 1 June 2021). If the Settlement Value is not greater than the Exercise Price, the Warrants will be cancelled without exercise on the Exercise Date and no amount or entitlement will be payable or deliverable to investors. 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 80.00% 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; **Initial Price:** The Initial Price of the Underlying Asset is the closing price or level of the Underlying Asset on 29 May 2015, 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 1 June 2021, 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 143.50%) multiplied by the Calculation Amount (being GBP 25,000)

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

The <u>second</u> 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 **Knock-in Barrier Price** of the Underlying Asset.

If the second threshold test <u>is</u> 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 <u>not</u> 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 8 June 2021.

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:

Autocall Valuation Date	Autocall Early Cancellation Date	Autocall Barrier Percentage	Autocall Early Cash Settlement Percentage
30 May 2017	6 June 2017	100.00%	114.50%

		29 May 2018 — 5 June 2018 — 95.00% — 121.75% 29 May 2019 — 5 June 2019 — 90.00% — 129.00% 29 May 2020 — 5 June 2020 — 85.00% — 136.25% **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 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 1 June 2021.
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 10 April 2015 (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 Warrants on the business day following the Issue Date, settlement will be made by cash payment per Calculation Amount equal to the issue price of the Warrants (being GBP 25,000) on a specified payment date. **Investor Early Cancellation Option:** If an investor exercises its right to cancel any Warrants on the business day following the Issue Date, settlement will be made by cash payment per Calculation Amount equal to the issue price of the Warrants (being GBP 25,000) on a specified payment date.
C.19	**Final reference price of the underlying**	The final valuation price of the Underlying Asset is the closing price or level of such Underlying Asset on 1 June 2021, 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) has been marked by generally weaker than expected growth, increased unemployment, depressed housing prices, reduced business confidence, rising inflation and contracting GDP. Operations in the Eurozone remain affected by the ongoing sovereign debt crisis, the stresses being exerted on the financial 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. **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.
D.6	**Key information on the key risks that are specific to the Warrants; and risk warning that investors may lose value of entire investment**	**You may lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meets its payment or delivery obligations.** You may also lose the value of your investment if: • the Underlying Asset(s) perform in such a manner that the settlement amount or entitlement payable or deliverable to you (whether at exercise or following any early cancellation, and including after deduction of any applicable taxes and expenses) is less than the initial purchase price and could be as low as zero; • you sell your Warrants prior to scheduled exercise in the secondary market (if any) at an amount that is less than the initial purchase price; • the Warrants are cancelled early following the occurrence of an extraordinary event in relation to the Underlying Asset, the Issuer, the Issuer's hedging arrangement, the relevant currencies or taxation (such as following an additional disruption event) and the amount you receive on such early cancellation is less than the initial purchase price; and/or • the terms and conditions of the Warrants are adjusted (in accordance with the terms and conditions of the Warrants) with the result that the settlement amount payable to you and/or the value of the Warrants is reduced. **Return linked to performance of one or more Underlying Assets:** The return on the Warrants is linked to the change in value of the Underlying Asset(s) over the life of the Warrants. Any information about the past performance of the Underlying Asset(s) should not be taken as an indication of how prices will change in the future. You will not have any rights of ownership, including, without limitation, any voting rights or rights to receive dividends, in respect of the Underlying Asset(s). **Conditions to settlement:** payment of any settlement amount or delivery of any settlement entitlement is subject to satisfaction of all conditions to settlement by you, including payment of any Exercise Price and/or taxes due with respect to the Warrants. If you fail to comply with these conditions, the obligations of the Issuer

		to you may be discharged without any payment or delivery being made. **Reinvestment risk/loss of yield:** Following an early cancellation of the Warrants for any reason, holders may be unable to reinvest the cancellation proceeds at a rate of return as high as the return on the Warrants being cancelled. **Equity Index risks:** Warrants linked to the performance of equity indices provide investment diversification opportunities, but will be subject to the risk of fluctuations in both equity prices and the value and volatility of the relevant equity index. Warrants linked to equity indices may not participate in dividends or any other distributions paid on the shares which make up such indices, accordingly, you may receive a lower return on the Warrants than you would have received if you had invested directly in those shares. The index sponsor can add, delete or substitute the components of an equity index at its discretion, and may also alter the methodology used to calculate the level of such index. These events may have a detrimental impact on the level of that index, which in turn could have a negative impact on the value of and return on the Warrants. **Volatile market prices:** the market value of the Warrants is unpredictable and may be highly volatile, as it can be affected by many unpredictable factors, including: market interest and yield rates; fluctuations in currency exchange rates; exchange controls; the time remaining until the Warrants are scheduled to exercise; economic, financial, regulatory, political, terrorist, military or other events in one or more jurisdictions; changes in laws or regulations; and the Issuer's creditworthiness or perceived creditworthiness.
Section E – Offer		
E.2b	**Reasons for offer and use of proceeds when different from making profit and/or hedging certain risks**	The net proceeds from each issue of Warrants will be applied by the Issuer for its general corporate purposes, which include making a profit and/or hedging certain risks. If the Issuer elects at the time of issuance of Warrants to make different or more specific use of proceeds, such use will be described in the Final Terms and summarised below. 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.

E.7	**Estimated expenses charged to investor by the Issuer**	The Issuer will not charge any expenses to investors in connection with any issue of Warrants. Not Applicable; no expenses will be charged to the investor by the issuer or the offeror.