

**Final Terms**



**BARCLAYS BANK PLC**

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

**10 Index Linked Warrants due June 2019 ("Tranche 1")**

**Issue Price: GBP 25,000 per Warrant**

This document constitutes the final terms of the Warrants (the "**Final Terms**") described herein for the purposes of Article 5.4 of the Prospectus Directive and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). This Final Terms is supplemental to and should be read in conjunction with the GSSP Base Prospectus 6 dated 12 June 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 this Final Terms and the Base Prospectus. A summary of the individual issue of the Warrants is annexed to this Final Terms. Words and expressions defined in the Base Prospectus and not defined in this document shall bear the same meanings when used herein.

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

**BARCLAYS**

**Final Terms dated 24 June 2015**

## PART A – CONTRACTUAL TERMS

- |    |                              |                                                              |
|----|------------------------------|--------------------------------------------------------------|
| 1. | (a) Series number:           | NX000173061                                                  |
|    | (b) Tranche number:          | 1                                                            |
| 2. | Currency:                    | GBP                                                          |
| 3. | Warrants:                    |                                                              |
|    | (a) Number of Warrants:      | Initial issuance number of Warrants as at the Issue Date: 10 |
|    | (b) Minimum Tradable Amount: | Not Applicable                                               |
| 4. | Calculation Amount:          | GBP 25,000                                                   |
| 5. | Issue Price:                 | GBP 25,000 per Warrant.                                      |
| 6. | Issue Date:                  | 24 June 2015                                                 |
| 7. | Exercise Settlement Date:    | 24 June 2019                                                 |

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

- |     |                                                                                                 |                             |
|-----|-------------------------------------------------------------------------------------------------|-----------------------------|
| 8.  | Underlying Performance Type:                                                                    | Worst-of                    |
| 9.  | (a) Settlement Valuation Type:                                                                  | Capped Settlement Version 1 |
|     | (b) Additional Amount:<br><i>(General Condition 8 (Determination of the Additional Amount))</i> | Contingent Total Return     |
|     | (c) Exercise Price:                                                                             | GBP 2,500 per Security      |
|     | (d) Settlement Method:                                                                          | Cash                        |
|     | (e) Settlement Currency:                                                                        | GBP                         |
|     | (f) Settlement Asset:                                                                           | Not Applicable              |
|     | (g) Settlement Asset Currency:                                                                  | Not Applicable              |
|     | (h) Entitlement Substitution:                                                                   | Not Applicable              |
| 10. | Settlement Value Barriers and Thresholds:                                                       |                             |
|     | (a) Barrier:                                                                                    | European                    |
|     | (b) Strike Price Percentage:                                                                    | 100.00 per cent             |
|     | (c) Knock-in Barrier Percentage:                                                                | 65.00 per cent              |
| 11. | Additional Amount Barriers and Thresholds:                                                      |                             |
|     | (a) Digital Barrier Percentage:                                                                 | 65.00 per cent              |
|     | (b) Fixed Rate:                                                                                 | 29.80 per cent              |
|     | (c) Observation Date                                                                            | The Final Valuation Date    |

### **Provisions relating to early cancellation:**

(General Condition 6 (Automatic early cancellation following an Autocall Event))

12. Autocall: Not Applicable
13. Issuer Early Cancellation Option: Applicable
14. Investor Early Cancellation Option: Applicable

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

15. Underlying Assets:
- (a) Shares: Not Applicable
  - (b) Equity Indices: Each Equity Index set out in Table 1 below in the column entitled 'Equity Index'.
    - (i) Exchanges: Each Exchange set out in Table 1 below in the column entitled 'Exchange'.
    - (i) Related Exchange: Each Related Exchange set out in Table 1 below in the column entitled 'Related Exchange'.
    - (ii) Reuters Screen Page: Each Reuters Screen Page set out in Table 1 below in the column entitled 'Reuters Screen Page'.
    - (iii) Index Sponsor: Each Index Sponsor set out in Table 1 below in the column entitled 'Index Sponsor'.
    - (iv) Valuation Time: As specified in General Condition 38.1 (*Definitions*)

Table 1				
Equity Index:	Exchange:	Related Exchange:	Reuters Code:	Index Sponsor:
Euro Stoxx 50 Index	Multi-exchange Index	All Exchanges	.STOXX50E	Stoxx Ltd.
S&P 500 Index	Multi-exchange Index	All Exchanges	.SPX	Standard and Poors

- (c) Commodity: Not Applicable
16. Initial Price: The Valuation Price on the Initial Valuation Date
- (a) Averaging-in: Not Applicable
  - (b) Min Lookback-in: Not Applicable
  - (c) Max Lookback-in: Not Applicable

	(d) Initial Valuation Date:	17 June 2015
17.	Final Valuation Price:	The Valuation Price on the Final Valuation Date
	(a) Averaging-out:	Not Applicable
	(b) Min Lookback-out:	Not Applicable
	(c) Max Lookback-out:	Not Applicable
	(d) Final Valuation Date:	17 June 2019
	<b>Provisions relating to disruption events and taxes and expenses:</b>	
18.	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): ( <i>General Condition 12.2 (Averaging Dates and Lookback Dates)</i> )	Not Applicable
19.	FX Disruption Event: ( <i>General Condition 22 (FX Disruption Event)</i> )	Not Applicable
20.	Local Jurisdiction Taxes and Expenses: ( <i>General Condition 23 (Local Jurisdiction Taxes and Expenses)</i> )	Not Applicable
21.	Additional Disruption Events: ( <i>General Condition 21 (Adjustment or early cancellation following an Additional Disruption Event)</i> )	
	(a) Change in Law:	Applicable as per General Condition 38.1 ( <i>Definitions</i> )
	(b) Currency Disruption Event:	Applicable as per General Condition 38.1 ( <i>Definitions</i> )
	(c) Hedging Disruption:	Applicable as per General Condition 38.1 ( <i>Definitions</i> )
	(d) Issuer Tax Event:	Applicable as per General Condition 38.1 ( <i>Definitions</i> )
	(e) Extraordinary Market Disruption:	Applicable as per General Condition 38.1 ( <i>Definitions</i> )
	(f) Increased Cost of Hedging:	Not Applicable
	(g) Affected Jurisdiction Hedging Disruption:	Not Applicable
	(h) Affected Jurisdiction Increased Cost of Hedging:	Not Applicable
	(i) Increased Cost of Stock Borrow:	Not Applicable
	(j) Loss of Stock Borrow:	Not Applicable
	(k) Foreign Ownership Event:	Not Applicable
	(l) Fund Disruption Event:	Not Applicable
22.	Early Cash Settlement Amount:	Market Value
23.	Unwind Costs:	Not Applicable
24.	Settlement Expenses:	Not Applicable
25.	Market Disruption of connected Futures Contracts:	Not Applicable

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:	17 June 2015
28.	Early Cancellation Notice Period Number:	As specified in General Condition 38.1 ( <i>Definitions</i> )
29.	Additional Business Centre(s):	Not Applicable
30.	Business Day Convention:	Following
31.	Determination Agent:	Barclays Bank PLC
32.	Registrar:	The Bank of New York Mellon (Luxembourg) S.A.
33.	Transfer Agent:	The Bank of New York Mellon
34.	(a) Name of Manager	Barclays Bank PLC
	(b) Date of underwriting agreement:	Not Applicable
	(c) Names and addresses of secondary trading intermediaries and main terms of commitment:	Not Applicable
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 on the official list and admitted to trading on the regulated market of the Luxembourg Stock Exchange on or around the Issue Date.
- Estimate of total expenses related to admission to trading: Not Applicable
- (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, so far as the Issuer is aware, no person involved in the offer of the Warrants has an interest material to the issue.
- (4) **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**
- (a) Reasons for the offer: General funding
- (b) Estimated net proceeds: Not Applicable
- (c) Estimated total expenses: Not Applicable
- (5) **PERFORMANCE OF UNDERLYING ASSET AND/OR SETTLEMENT ASSET AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSET AND/OR SETTLEMENT ASSET**
- Reuters Page .STOXX50E and Reuters Page .SPX
- Index Disclaimers: EURO STOXX 50® IndexS&P® 500 Index
- (6) **OPERATIONAL INFORMATION**
- (a) ISIN: GB00B8MNKM41
- (b) Common Code: 81374180
- (c) Relevant Clearing System(s): Clearstream Euroclear
- (d) Delivery: Delivery free of payment.
- (e) Name and address of additional Paying Agent(s) (if any): Not Applicable
- (7) **TERMS AND CONDITIONS OF THE OFFER**
- (a) Offer Price: The Issue Price
- (b) Conditions to which the offer is subject: Not Applicable
- (c) Description of the application process: Not Applicable

- |     |                                                                                                                                              |                |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| (d) | Details of the minimum and/or maximum amount of application:                                                                                 | Not Applicable |
| (e) | Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:                                | Not Applicable |
| (f) | Details of method and time limits for paying up and delivering the Warrants:                                                                 | Not Applicable |
| (g) | Manner in and date on which results of the offer are to be made public:                                                                      | Not Applicable |
| (h) | Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: | Not Applicable |
| (i) | Whether tranche(s) have been reserved for certain countries:                                                                                 | Not Applicable |
| (j) | Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:          | Not Applicable |
| (k) | Amount of any expenses and taxes specifically charged to the subscriber or purchaser:                                                        | Not Applicable |
| (l) | 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

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

<b>Section A – Introduction and warnings</b>		
<b>A.1</b>	<b>Introduction and warnings</b>	<p>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.</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 holders when considering whether to invest in the Warrants.</p>
<b>A.2</b>	<b>Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Warrants</b>	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.
<b>Section B – Issuer</b>		
<b>B.1</b>	<b>Legal and commercial name of the Issuer</b>	The Warrants are issued by Barclays Bank PLC (the " <b>Issuer</b> ").
<b>B.2</b>	<b>Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of the Issuer</b>	<p>The Issuer is a public limited company registered in England and Wales.</p> <p>The principal laws and legislation under which the Issuer operates are the laws of England and Wales including the Companies Act.</p>
<b>B.4b</b>	<b>Known trends affecting the Issuer and industries in which the Issuer operates</b>	The business and earnings of the Issuer and its subsidiary undertakings (together, the " <b>Bank Group</b> " or " <b>Barclays</b> ") can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the UK, EU, US and elsewhere, which are all subject to change. The regulatory response to the financial crisis has led and will continue to lead to very substantial regulatory changes in the UK, EU and US and in other countries in which the Bank Group operates. It has also (amongst other things) led to (i) a more assertive approach being demonstrated by the authorities in many jurisdictions; and (ii) enhanced capital, leverage, liquidity and funding requirements (for example pursuant to the fourth Capital Requirements Directive (CRD IV)). Any future regulatory changes may restrict the Bank



		<p>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"> <li>• continuing political and regulatory scrutiny of the banking industry which is leading to increased or changing regulation that is likely to have a significant effect on the structure and management of the Bank Group;</li> <li>• general changes in regulatory requirements, for example, prudential rules relating to the capital adequacy framework and rules designed to promote financial stability and increase depositor protection, increased regulation and procedures for the protection of customers and clients of financial services firms and an increased willingness on the part of regulators to investigate past practices, vigorously pursue alleged violations and impose heavy penalties on financial services firms;</li> <li>• increased levels of legal proceedings in jurisdictions in which the Bank Group does business, including in the form of class actions;</li> <li>• 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'));</li> <li>• the United Kingdom Financial Services (Banking Reform) Act 2013 which gives United Kingdom authorities powers to implement measures for, among others: (i) the separation of the United Kingdom and EEA retail banking activities of the largest United Kingdom banks into a legally, operationally and economically separate and independent entity (so-called 'ring-fencing'); (ii) statutory depositor preference in insolvency; and (iii) a 'bail-in' stabilisation option; and</li> <li>• changes in competition and pricing environments.</li> </ul>
<b>B.5</b>	<b>Description of the group and the Issuer's position within the group</b>	<p>Barclays is a major global financial services provider.</p> <p>The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Bank Group.</p>
<b>B.9</b>	<b>Profit forecast or estimate</b>	Not Applicable: the Issuer has chosen not to include a profit forecast or estimate.
<b>B.10</b>	<b>Nature of any qualifications in audit report on historical financial information</b>	Not Applicable: the audit report on the historical financial information contains no such qualifications.
<b>B.12</b>	<b>Selected key financial information; no material adverse change and no significant change statements</b>	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

		<p>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.</p> <p>Not Applicable: there has been no significant change in the financial or trading position of the Bank Group since 31 March 2015.</p> <p>There has been no material adverse change in the prospects of the Issuer since 31 December 2014.</p>
<b>B.13</b>	<b>Recent events particular to the Issuer which are materially relevant to the evaluation of Issuer's solvency</b>	Not Applicable: there have been no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.
<b>B.14</b>	<b>Dependency of the Issuer on other entities within the group</b>	<p>The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Bank Group.</p> <p>The financial position of the Issuer is dependent on the financial position of its subsidiary undertakings.</p>
<b>B.15</b>	<b>Description of the Issuer's principal activities</b>	The Bank Group is a major global financial services provider engaged in retail and commercial banking, credit cards, investment banking, wealth management and investment management services with an extensive international presence in Europe, the United States, Africa and Asia.
<b>B.16</b>	<b>Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control</b>	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>Section C – Securities</b>		
<b>C.1</b>	<b>Type and class of Warrants being offered and/or admitted to trading</b>	<p>The warrants described in this Summary (the "<b>Warrants</b>") are derivative warrants.</p> <p>Identification: Series number: NX000173061; Tranche number: 1</p> <p>Identification Codes: ISIN: GB00B8MNKM41; Common Code: 81374180</p>
<b>C.2</b>	<b>Currency</b>	<p>Subject to compliance with all applicable laws, regulations and directives, Warrants may be issued in any currency.</p> <p>The Warrants will be denominated in pounds sterling ("<b>GBP</b>").</p>
<b>C.5</b>	<b>Description of restrictions on free transferability of the Warrants</b>	The Warrants and, as applicable, the entitlements may not be offered, sold or transferred directly or indirectly to, or for the account or benefit of, any US person for a period of 40 days from the relevant issue date.

		<p>No offers, sales, resales or deliveries of any Warrants may be made in or from any jurisdiction and/or to any individual or entity except in circumstances which will result in compliance with any applicable laws and regulations and which will not impose any obligation on the Issuer and/or the Managers (the "<b>Managers</b>").</p> <p>Subject to the above, the Warrants will be freely transferable.</p>
<b>C.8</b>	<b>Description of rights attached to the Warrants, and limitations to those rights; ranking of the Warrants</b>	<p style="text-align: center;"><b>RIGHTS</b></p> <p>The Warrants will be issued on 24 June 2015 (the "<b>Issue Date</b>") at GBP 25,000 per Warrant (the "<b>Issue Price</b>") and will give each holder of Warrants the right to receive a potential return on the Warrants (see C.15 below), together with certain ancillary rights such as the right to receive notice of certain determinations and events and the right to vote on future amendments to the terms and conditions of the Warrants.</p> <p><b>Taxation:</b> 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.</p> <p><b>Events of default:</b> 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.</p> <p style="text-align: center;"><b>RANKING</b></p> <p>Warrants are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.</p> <p style="text-align: center;"><b>LIMITATIONS ON RIGHTS</b></p> <p>Notwithstanding that the Warrants are linked to the performance of the underlying asset(s), holders do not have any rights in respect of the underlying assets(s). The terms and conditions of the Warrants contain provisions for calling meetings of holders to consider matters affecting their interests generally and these provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority. Further, in certain circumstances, the Issuer may amend the terms and conditions of the Warrants, without the holders' consent. The terms and conditions of the Warrants permit the Issuer and the Determination Agent (as the case may be), on the occurrence of certain events and in certain circumstances, without the holders' consent, to make adjustments to the terms and conditions of the Warrants, to cancel the Warrants prior to scheduled final cancellation, (where applicable) to postpone valuation of the underlying asset(s) or scheduled payments under the Warrants, to change the currency in which payments are made under the Warrants, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Warrants and the underlying asset(s) (if any).</p>
<b>C.11</b>	<b>Admission to trading</b>	<p>Application is expected to be made by the Issuer (or on its behalf) for the Warrants to be admitted to trading on the regulated market of the Luxembourg Stock Exchange on or around the Issue Date.</p>

<p><b>C.15</b></p>	<p><b>Description of how the value of the investment is affected by the value of the underlying instrument</b></p>	<p>The return on, and value of, Warrants will be linked to the performance of: (i) one or more specified equity indices, shares, depository receipts and/or exchange-traded funds; or (ii) one or more specified commodities and/or commodity indices (each, an "<b>Underlying Asset</b>").</p> <p>The Underlying Assets for this issue of Warrants are: the Euro Stoxx 50 Index and the S&amp;P 500 Index</p> <p>Calculations in respect of amounts payable under the Warrants are made by reference to a "<b>Calculation Amount</b>", being GBP 25,000.</p> <p><b>Determination Agent:</b> Barclays Bank PLC/ (the "<b>Determination Agent</b>") will be appointed to make calculations and determinations with respect to the Warrants.</p> <p><b>Exercise:</b> If the Warrants have not been cancelled early and if the settlement value of the Warrants (the "<b>Settlement Value</b>") is greater than the exercise price (the "<b>Exercise Price</b>"), the Warrants will be automatically exercised by the Issuer on the Exercise Date (being 17 June 2019). 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.</p> <p>The Exercise Price for this issue of Warrants is GBP 2,500.</p> <p>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 Assets on one or more specified dates during the life of the Warrants. In particular, the Settlement Value will depend on the following:</p> <ul style="list-style-type: none"> <li>• the Exercise Price, being GBP 2,500;</li> <li>• the 'Initial Price' of the Worst Performing Underlying Asset, which reflects the price or level of that Underlying Asset on the Issue Date of the Warrants (being 24 June 2015) and is used as the reference point for determining the performance of any investment;</li> <li>• the 'Final Valuation Price' of the Worst Performing Underlying Asset, which reflects the price or level of that Underlying Asset on or near the Exercise Date;</li> <li>• the 'Strike Price Percentage' which is 100%;</li> <li>• the 'Knock-in Barrier Price' of the Worst Performing Underlying Asset, which is calculated as 65% multiplied by the Initial Price of that Underlying Asset;</li> </ul> <p><b>Initial Price:</b> The Initial Price of each Underlying Asset is the closing price or level of such Underlying Asset on the Initial Valuation Date.</p> <p><b>Final Valuation Price:</b> The Final Valuation Price of each Underlying Asset is the closing price or level of such Underlying Asset on 17 June 2019.</p> <p><b>Worst Performing Underlying Asset:</b> The Knock-in Barrier</p>
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	<p>Price, Initial Price, Strike Price and Final Valuation Price to be considered for the purposes of determining the Settlement Value will be, as applicable, the Knock-in Barrier Price, Initial Price, Strike Price, or Final Valuation Price of the Worst Performing Underlying Asset.</p> <p>The Worst Performing Underlying Asset is the Underlying Asset with the lowest performance. The 'performance' of each Underlying Asset is calculated by dividing the Final Valuation Price of an Underlying Asset by its Initial Price.</p> <p><b>Calculation of the Settlement Value</b></p> <p>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 Assets 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 Assets satisfies certain 'threshold tests'.</p> <p><i>The first threshold test</i> for this issue of Warrants is whether:</p> <p>The Final Valuation Price of the Worst Performing Underlying Asset is greater than or equal to the Knock-in Barrier Price of the Worst Performing Underlying Asset.</p> <p><i>If the first threshold test is satisfied</i>, the Settlement Value will be calculated as follows:</p> <p>Settlement Value = (i) the Exercise Price (being GBP 2,500), plus (ii) the sum of: (1) 100% multiplied by the Calculation Amount (being GBP 25,000) and (2) the Additional Amount (calculated as below).</p> <p><i>If the first threshold test is not satisfied</i>, the Settlement Value will instead be calculated as follows:</p> <p>Settlement Value = (i) the Exercise Price (being GBP 2,500), plus (ii) the sum of: (1) the Additional Amount and (2) the Final Valuation Price of the Worst Performing Underlying Asset divided by its corresponding Strike Price and then multiplied by the Calculation Amount (being GBP 25,000).</p> <p><b>Additional Amount</b></p> <p>The calculation of the Settlement Value includes an 'Additional Amount' component.</p> <p>The Additional Amount will depend on the following:</p> <ul style="list-style-type: none"> <li>• the 'Initial Price' of each Underlying Asset, which reflects the price or level of each such Underlying Asset on or near the Issue Date of the Warrants and is used as the reference point for determining the performance of any investment;</li> <li>• the 'Digital Barrier' of each Underlying Asset, which is calculated as 65.00 per cent multiplied by the Initial Price of each such Underlying Asset;</li> </ul>
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		<ul style="list-style-type: none"> <li>the price or level of the Underlying Assets on one or more 'observation dates'.</li> </ul> <p>The Additional Amount is calculated as the sum of each 'Contingent Return', which is a value calculated on each observation date.</p> <p>In respect of each observation date, the Contingent Return will be zero unless the closing price or level of every Underlying Asset is at or above its corresponding Digital Barrier. If this occurs, the Contingent Return will be calculated by:</p> <p>multiplying the fixed rate (being 29.80%) by the Calculation Amount (being GBP 25,000)</p> <p>The observation dates and barriers are set out in the table below:</p> <table border="1" data-bbox="614 672 1045 795"> <thead> <tr> <th>Observation Date</th> <th>Digital Barrier Percentage</th> </tr> </thead> <tbody> <tr> <td>17 June 2019</td> <td>65.00 per cent</td> </tr> </tbody> </table> <p><b>Settlement</b></p> <p>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:</p> <p>a cash amount per Calculation Amount equal to the Settlement Value payable on the day falling 5 business days after the Exercise Date 24 June 2019.</p> <p><b>Optional early cancellation:</b></p> <p><b>Issuer Early Cancellation Option:</b> 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.</p> <p>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 2,500).</p>	Observation Date	Digital Barrier Percentage	17 June 2019	65.00 per cent
Observation Date	Digital Barrier Percentage					
17 June 2019	65.00 per cent					
C.16	<b>Expiration or maturity date of the Warrants</b>	<p>The Warrants are scheduled to be exercisable on the exercise date (the "<b>Exercise Date</b>"). This day is subject to postponement in circumstances where any day on which a valuation is scheduled to take place is a disrupted day.</p> <p>The Exercise Date of this issue of Warrants is the final valuation date, which is scheduled to be 17 June 2019..</p>				
C.17	<b>Settlement procedure of the derivative securities</b>	<p>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 <i>société anonyme</i>. The Warrants will initially be issued in global registered form. The Warrants will be delivered on the "<b>Issue Date</b>" free of payment of the issue price of the Warrants.</p> <p>The Warrants will be cleared and settled through Euroclear Bank</p>				

		S.A./N.V.Clearstream Banking <i>société anonyme</i> .
<b>C.18</b>	<b>Description of how the return on derivative Warrants takes place</b>	<p>The value of and return (if any) on the Warrants will be linked to the performance of the Underlying Assets.</p> <p>The performance of the Underlying Assets 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.</p> <p><b>Exercise:</b> Following exercise of the Warrants, investors will receive, per Calculation Amount: payment of a cash amount equal to the Settlement Value payable on 24 June 2019. .</p> <p><b>Issuer Early Cancellation Option:</b> 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.</p> <p><b>Investor Early Cancellation Option:</b> 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.</p>
<b>C.19</b>	<b>Final reference price of the underlying</b>	The final valuation price of each Underlying Asset is the closing price or level of such Underlying Asset on 17 June 2019.
<b>C.20</b>	<b>Type of underlying</b>	<p>The Underlying Assets are:</p> <p>The Euro Stoxx 50 Index and the S&amp;P 500 Index</p> <p>Information about the Underlying Assets is available at:</p> <p>Reuters page .STOXX50E and Reuters page .SPX.</p>
<b>Section D – Risks</b>		
<b>D.2</b>	<b>Key information on the key risks that are specific to the Issuer</b>	<p><b>Business conditions and the general economy:</b> Weak or deteriorating economic conditions or political instability in one or a number of countries in any of the Bank Group's main business markets or any other globally significant economy could have a material adverse effect on the Bank Group's operations, financial condition and prospects.</p> <p><b>Credit risk:</b> 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. Credit risk and, consequently, the Bank Group's performance may also be adversely affected by the impact of deteriorating economic conditions (and their effects, including higher interest rates, falling property prices and potential instability or economic uncertainty) and risks relating to sovereign debt crises, Eurozone exit or a slowing or withdrawing of monetary stimulus. If some or all of these conditions arise, persist or worsen, they may have a material adverse effect on the Bank Group's operations, financial condition and prospects. In addition, the Issuer holds a significant portfolio of assets which (i) remain illiquid, (ii) are valued based on assumptions, judgements and estimates which may change over time and (iii) which are subject to further deterioration and write downs.</p>

	<p><b>Market risk:</b> The Issuer is at risk from its earnings or capital being reduced due to changes in the level or volatility of positions in its trading books and being unable to hedge its banking book balance sheet at market levels. These risks could lead to significantly lower revenues, which could have an adverse impact on the Bank Group's operations, financial condition and prospects.</p> <p><b>Funding risk:</b> The Bank Group is exposed to the risk that it may not be able to achieve its business plans due to: an inability to maintain appropriate capital ratios; or inability to meet its obligations as they fall due; or adverse changes in interest rates impacting structural hedges and/or the impact of changes in foreign exchange rates on capital ratios. These risks could have an adverse impact on the Bank Group's operations, financial condition and prospects.</p> <p><b>Legal, competition and regulatory risk:</b> The Bank Group is subject to extensive and comprehensive regulation under the laws of the various jurisdictions in which it does business. The Bank Group has also, in recent years, faced a risk of increased level of legal proceedings in these jurisdictions, in particular, the US The Bank Group also faces existing regulatory and other investigations in various jurisdictions.</p> <p>The Bank Group may incur significant additional expense in connection with existing and potential future legal and regulatory proceedings including for non-compliance by the Bank Group with applicable laws, regulations and codes. This could expose the Bank Group to: substantial monetary damages; loss of significant assets; other penalties and injunctive relief; potential for criminal prosecution in certain circumstances; potential regulatory restrictions on the Bank Group's business; and/or have a negative effect on the Bank Group's reputation, any of which could have an adverse impact on the Bank Group's operations, financial condition and prospects.</p> <p><b>Regulatory risks:</b> The regulatory environment in which the Bank Group operates is subject to significant levels of change. There is a risk that such changes to the regulatory environment may adversely affect the Bank Group's business, capital and risk management planning and/or may result in the Bank Group increasing capital, reducing leverage, deciding to modify its legal entity structure, deciding to change how and where capital and funding is deployed within the Bank Group, require the Bank Group to increase its loss-absorbing capacity and/or undertake potential modifications to Barclays' business mix and model (including potential exit of certain business activities). In addition, the risk of such regulatory change will continue to require senior management attention and consume significant levels of business resources.</p> <p>The Bank Group faces significant regulatory scrutiny (for example in relation to systems and controls) in many of the jurisdictions in which it operates, particularly in the United Kingdom and the US. Non-compliance with the applicable laws, regulations or codes could lead to fines, public reprimands, damage to reputation, increased prudential requirements, changes to the Bank Group's structure and/or strategy, enforced suspension of operations or, in extreme cases, withdrawal of authorisations to operate, as well as costs relating to investigations and remediation of affected</p>
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		<p>customers.</p> <p><b>Conduct and Reputation risks:</b> The Bank Group is exposed to the risk of inappropriate execution of its business activities or failures in corporate governance or management (for example, if Barclays were to provide funding or services to clients without fully implementing anti-money laundering, anti-bribery or similar controls), or the perception thereof, may cause detriment to customers, clients or counterparties and may lead to reputational damage and reduce the attractiveness of the Bank Group to stakeholders. This may, in turn, lead to negative publicity, loss of revenue, litigation, higher scrutiny and/or intervention from regulators, regulatory or legislative action, loss of existing or potential client business, reduced workforce morale, and difficulties in recruiting and retaining talent. Sustained conduct and reputational damage could affect the Bank Group's operations, financial condition and prospects.</p> <p><b>Risk relating to United Kingdom Bail-In Power:</b> The Bank Recovery and Resolution Directive grants supervisory authorities power to cancel all or a portion of the principal amount of, or interest on, certain unsecured liabilities of a failing financial institution (which could include Warrants issued by the Issuer hereunder), and/or to convert certain debt claims into another security, including ordinary shares. Under the Banking Act 2009 of the United Kingdom as amended, the bail-in option is introduced to enable the United Kingdom resolution authority to recapitalise a failed institution by allocating losses to its shareholders and unsecured creditors. There remains uncertainty regarding the specific factors which the United Kingdom resolution authority would consider in deciding whether to exercise the United Kingdom bail-in power. Holders of the Warrants may have only limited rights to challenge any decision of the United Kingdom resolution authority exercising its United Kingdom bail-in power.</p>
D.6	<p><b>Key information on the key risks that are specific to the Warrants and risk warning that investors may lose some or all of the value of their investment</b></p>	<p><b>You may lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meet its payment or delivery obligations.</b></p> <p><b>The terms of the Warrants do not provide for scheduled minimum payment of the face value or issue price of the Warrants on exercise or following any early cancellation: depending on the performance of the Underlying Asset(s), you may lose some or all of your investment.</b></p> <p><b>The payment of any amount or delivery of any property due under the Warrants is dependent upon the Issuer's ability to fulfil its obligations when they fall due. The Warrants are unsecured obligations. They are not deposits and they are not protected under the UK's Financial Services Compensation Scheme or any other deposit protection insurance scheme. Therefore, if the Issuer fails or is otherwise unable to meet its payment or delivery obligations under the Warrants, you will lose some or all of your investment.</b></p> <p>You may also lose the value of your investment if:</p> <ul style="list-style-type: none"> <li>• 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</li> </ul>

		<p>zero;</p> <ul style="list-style-type: none"> <li>• 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;</li> <li>• 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</li> <li>• 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.</li> </ul> <p><b>Return linked to performance of one or more Underlying Assets:</b> 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).</p> <p><b>Conditions to settlement:</b> 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.</p> <p><b>Reinvestment risk/loss of yield:</b> 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.</p> <p><b>Equity Index risks:</b> 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.</p> <p>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.</p> <p><b>Capped return:</b> As the amount payable or deliverable on exercise is subject to a cap, the value of or return on your Warrants may be significantly less than if you had purchased the Underlying Asset(s) directly.</p> <p><b>Worst-of:</b> You are exposed to the performance of every Underlying Asset. Irrespective of how the other Underlying Assets</p>
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		<p>perform, if any one or more Underlying Assets fail to meet a relevant threshold or barrier for the calculation of any settlement amount, you could lose some or all of your initial investment.</p> <p><b>Volatile market prices:</b> 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.</p>
<b>Section E – Offer</b>		
<b>E.2b</b>	<b>Reasons for offer and use of proceeds when different from making profit and/or hedging certain risks</b>	<p>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.</p> <p>Not Applicable: the net proceeds will be applied by the Issuer for making profit and/or hedging certain risks.</p>
<b>E.3</b>	<b>Description of the terms and conditions of the offer</b>	The Warrants will be offered to the dealer at the Issue Price and will not be offered to the public.
<b>E.4</b>	<b>Description of any interest material to the issue/offer, including conflicting interests</b>	The Manager and its affiliates may be engaged, and may in the future engage, in hedging transactions with respect to the Underlying Assets.
<b>E.7</b>	<b>Estimated expenses charged to investor by the Issuer</b>	The Issuer will not charge any expenses to holders in connection with any issue of Warrants. Not Applicable: no expenses will be charged to the holder by the Issuer or the offeror.

