

Final Terms



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

**EUR 300,000,000 Securities due February 2020 pursuant to the Global Structured Securities Programme (the Tranche 1 Securities)
Issue Price: 100 per cent.**

This document constitutes the final terms of the Securities (the "**Final Terms**") described herein for the purposes of Article 5.4 of the Prospectus Directive and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Final Terms are supplemental to and should be read in conjunction with the GSSP Base Prospectus 1 dated 8 October 2015 as supplemented on 25 November 2015 (the "**Base Prospectus**"), which constitutes a base prospectus for the purposes of the Prospectus Directive. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to these Final Terms.

The Base Prospectus, 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. Words and expressions defined in the Base Prospectus and not defined in the Final Terms shall bear the same meanings when used herein.

BARCLAYS

Final Terms dated 11 February 2016

Part A – CONTRACTUAL TERMS

1. a. Series number: NX000179110
- b. Tranche number: 1
2. Settlement Currency: Euro (EUR)
3. Exchange Rate: Not Applicable
4. Securities:
 - a. Aggregate Nominal Amount as at the Issue Date:
 - (i) Tranche: EUR 300,000,000
 - (ii) Series: EUR 300,000,000
 - b. Specified Denomination: EUR 100,000
 - c. Minimum Tradable Amount: Not Applicable
5. Issue Price: 100 per cent of the Aggregate Nominal Amount
6. Issue Date: 11 February 2016
7. Interest Commencement Date: Issue Date
8. Scheduled Redemption Date: 9 February 2020
9. Calculation Amount: Specified Denomination

Provisions relating to interest (if any) payable

10. Type of Interest: Floating Rate Interest
 - a. Interest Payment Date(s): 9 February, 9 May, 9 August and 9 November in each year from and including 9 May 2016 to and including the Scheduled Redemption Date, adjusted in accordance with the Business Day Convention.
 - b. Interest Period End Date(s): Each Interest Payment Date
11. Switch Option: Not Applicable
12. Fixing Date – Interest: Not Applicable
13. Fixing Time – Interest: Not Applicable
14. Fixed Rate Interest provisions: Not Applicable
15. Floating Rate Interest provisions: Applicable
 - a. Floating Interest Rate Determination: Applicable
 - Reference Rate: EURIBOR
 - Designated Maturity: 3 Months
 - Offered Quotation: Applicable
 - Arithmetic Mean: Not Applicable

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| - Interest Determination | Date: | As set out in General Condition 6.7 (<i>Determination of a Floating Rate</i>) |
| - Relevant Screen Page: | | Reuters Screen EURIBOR01 Page |
| - Relevant Time: | | 11 a.m. Brussels time |
| b. CMS Rate Determination: | | Not Applicable |
| c. Cap Rate: | | Not Applicable |
| d. Curve Cap: | | Not Applicable |
| e. Floor Rate: | | 0.00% |
| f. Participation: | | Not Applicable |
| g. Spread: | | Plus 0.37% per annum |
| h. Day Count Fraction: | | Actual/360 |
| i. Details of any short or long Interest Calculation Period: | | To the extent that any Interest Calculation Period is shorter or longer than 3 months, the floating rate shall be interpolated to the relevant maturity |
| | | Linear Interpolation: Applicable |
| j. Range Accrual: | | Not Applicable |
| 16. Inverse Floating Rate Interest provisions: | | Not Applicable |
| 17. Inflation-Linked Interest provisions: | | Not Applicable |
| 18. Digital Interest Provisions: | | Not Applicable |
| 19. Spread-Linked Interest Provisions: | | Not Applicable |
| 20. Zero Coupon Provisions: | | Not Applicable |

Provisions relating to redemption

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| 21. a. Optional Early Redemption: | | Not Applicable |
| 22. Call provisions | | Not Applicable |
| 23. Put provisions | | Not Applicable |
| 24. Final Redemption Type: | | Bullet Redemption |
| 25. Bullet Redemption provisions: | | Applicable |
| Final Redemption Percentage: | | 100% |
| 26. Inflation-Linked Redemption provisions: | | Not Applicable |
| 27. Early Cash Settlement Amount: | | Par |
| a. Final Redemption Floor Unwind Costs: | | Not Applicable |
| 28. Fixing Date – Redemption: | | Not Applicable |

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| 29. | Fixing Time – Redemption: | Not Applicable |
| 30. | Change in Law: | Applicable |
| 31. | Currency Disruption Event: | Applicable |
| 32. | Issuer Tax Event: | Applicable |
| 33. | Extraordinary Market Disruption: | Applicable |
| 34. | Hedging Disruption: | Not Applicable |
| 35. | Increased Cost of Hedging: | Not Applicable |

Disruptions

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| 36. | Settlement Expenses: | Not Applicable |
| 37. | FX Disruption Fallbacks (<i>General Condition 10</i> (<i>Consequences of FX Disruption</i> <i>Events</i>)): | Not Applicable |

General Provisions

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| 38. | Form of Securities: | Global Bearer Securities: Permanent Global Security NGN Form: Applicable Held under the NSS: Not Applicable CGN Form: Not Applicable CDIs: Not Applicable |
| 39. | Trade Date: | 4 February 2016 |
| 40. | Early Redemption Notice Period Number: | As set out in General Condition 28.1 (<i>Definitions</i>) |
| 41. | Additional Business Centre(s): | Not Applicable |
| 42. | Business Day Convention: | Modified Following |
| 43. | Determination Agent: | Barclays Bank PLC |
| 44. | Registrar: | Not Applicable |
| 45. | CREST Agent: | Not Applicable |
| 46. | Transfer Agent: | Not Applicable |
| 47. | 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 |

48. Registration Agent: Not Applicable
49. Masse Category: Not Applicable
50. Governing law: English law

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 Securities to be listed on the official list and admitted to trading on the regulated market of the London Stock Exchange with effect from the Issue Date.

Estimate of total expenses related to admission to trading: GBP 3,600
2. **RATINGS**

Ratings: The Securities have not been individually rated:
3. **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
4. **YIELD**

Not Applicable
5. **HISTORIC INTEREST RATES**

Details of historic EURIBOR rates can be obtained from Reuters Screen EURIBOR01
6. **OPERATIONAL INFORMATION**
 - (i) ISIN Code: XS1281093150
 - (ii) Common Code: 128109315
 - (iii) Relevant Clearing System(s) and the relevant identification number(s): Clearstream, Euroclear
 - (iv) Delivery: Delivery free of payment.
 - (v) Name and address of additional Paying Agent(s) (if any): Not Applicable

SUMMARY

| Section A – Introduction and warnings | | |
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| A.1 | Introduction and warnings | <p>This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in Securities should be based on consideration of the Base Prospectus as a whole, including any information incorporated by reference, and read together with the Final Terms.</p> <p>Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff might, under the national legislation of the relevant Member State of the European Economic Area, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</p> <p>No civil liability shall attach to any responsible person solely on the basis of this Summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid Holders when considering whether to invest in the Securities.</p> |
| A.2 | Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Securities | Not Applicable: the Issuer does not consent to the use of the Base Prospectus for subsequent resales. |
| Section B – Issuer | | |
| B.1 | Legal and commercial name of the Issuer | The Securities are issued by Barclays Bank PLC (the " Issuer "). |
| B.2 | Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of the Issuer | <p>The Issuer is a public limited company registered in England and Wales.</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.4b | Known trends affecting the Issuer and industries in which the Issuer operates | <p>The business and earnings of the Issuer and its subsidiary undertakings (together, the "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, 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 Group's operations, mandate certain lending activity and impose other, significant compliance costs.</p> <p>Known trends affecting the Issuer and the industry in which the Issuer operates include:</p> <ul style="list-style-type: none"> • continuing political and regulatory scrutiny of the banking industry which is leading to increased or changing regulation that is likely to have a significant effect on the structure and management of the Bank Group; |

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| | | <ul style="list-style-type: none"> • 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; • increased levels of legal proceedings in jurisdictions in which the Bank Group does business, including in the form of class actions; • 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')); • 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) a statutory 'bail-in' stabilisation option; and • changes in competition and pricing environments. |
| B.5 | Description of the group and the Issuer's position within the group | <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.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 significant change statements | <p>Based on the Bank Group's audited financial information for the year ended 31 December 2014, the Bank Group had total assets of £1,358,693m (2013: £1,344,201m), total net loans and advances of £470,424m (2013: £474,059m), total deposits of £486,258m (2013: £487,647m), and total shareholders' equity of £66,045m (2013: £63,220m) (including non-controlling interests of £2,251m (2013: £2,211m)). The profit before tax from continuing operations of the Bank Group for the year ended 31 December 2014 was £2,309m (2013: £2,885m) after credit impairment charges and other provisions of £2,168m (2013: £3,071m). 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>Based on the Bank Group's unaudited financial information for the six months ended 30 June 2015, the Bank Group had total assets of £1,197,555m (30 June 2014: £1,315,492m), total net loans and advances of £475,826m (30 June 2014: £486,385m), total deposits of £494,423m (30 June 2014: £505,873m), and total shareholders' equity of £65,710m (30 June 2014: £65,119m) (including non-controlling interests of £2,153m (30 June 2014: £2,130m)). The profit before tax from continuing operations of the Bank Group for the six months ended 30 June 2015 was £3,147m (30 June 2014: £2,504m) after credit impairment charges and other provisions of £973m (30 June 2014: £1,086m). The financial information in this paragraph is extracted from the unaudited consolidated financial statements of the Issuer for the six months ended 30 June 2015.</p> <p>Not Applicable: there has been no significant change in the financial or trading position of the Bank Group since 30 September 2015.</p> |

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| | | 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 | 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.14 | Dependency of the Issuer on other entities within the group | 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. 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 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.16 | Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control | The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Issuer and its subsidiary undertakings. |
| B.17 | Credit ratings assigned to the Issuer or its debt securities | The short-term unsecured obligations of the Issuer are rated A-2 by Standard & Poor's Credit Market Services Europe Limited, P-1 by Moody's Investors Service Ltd. and F1 by Fitch Ratings Limited and the long-term obligations of the Issuer are rated A- by Standard & Poor's Credit Market Services Europe Limited, A2 by Moody's Investors Service Ltd. and A by Fitch Ratings Limited. A specific issue of Securities may be rated or unrated. Ratings: This issue of Securities will not be rated. |
| Section C – Securities | | |
| C.1 | Type and class of Securities being offered and/or admitted to trading | Securities described in this Summary may be debt securities or, where the repayment terms are linked to the performance of a specified inflation index, derivative securities. Securities will bear interest at a fixed rate, a floating rate plus a fixed percentage, a rate equal to a fixed percentage minus a floating rate, a rate that is equal to the difference between two floating rates, a rate that is calculated by reference to movements in a specified inflation index, or a rate that will vary between two specified fixed rates (one of which may be zero) depending on whether the specified floating rate exceeds the specified strike rate on the relevant date of determination, may be zero coupon securities (which do not bear interest) or may apply a combination of different interest types. The type of interest (if any) payable on the Securities may be the same for all Interest Payment Dates or may be different for different Interest Payment Dates. Securities may include an option for the Issuer, at its discretion, to switch the type of interest payable on the Securities once during the term of the Securities. The amount of interest payable in respect of the Securities on an Interest Payment Date may be subject to a range accrual factor that will vary depending on the performance of a specified inflation index or one or more specified floating rates during the observation period relating to that interest payment date. Securities may include an option for the Securities to be redeemed prior to maturity at the election of the Issuer or the investor. If Securities are not redeemed early they will redeem |

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| | | <p>on the Scheduled Redemption Date and the amount paid will either be a fixed redemption amount, or an amount linked to the performance of a specified inflation index.</p> <p>Securities may be cleared through a clearing system or uncleared and held in bearer or registered form. Certain cleared Securities may be in dematerialised and uncertificated book-entry form. Title to cleared Securities will be determined by the books of the relevant clearing system.</p> <p>Securities will be issued in one or more series (each a "Series") and each Series may be issued in tranches (each a "Tranche") on the same or different issue dates. The Securities of each Series are intended to be interchangeable with all other Securities of that Series. Each Series will be allocated a unique Series number and an identification code.</p> <p>The Securities are transferable obligations of the Issuer that can be bought and sold by investors in accordance with the terms and conditions set out in the Base Prospectus (the "General Conditions"), as completed by the final terms document (the "Final Terms") (the General Conditions as so completed, the "Conditions").</p> <p>Interest: The interest payable in respect of the Securities will be determined by reference to a floating rate of interest. The amount of interest payable in respect of a security for an interest calculation period will be determined by multiplying the interest calculation amount of such security by the applicable interest rate and day count fraction.</p> <p>Call or Put option: Not applicable</p> <p>Final redemption: The final redemption amount will be 100 per cent. of EUR 100,000 (the Calculation Amount).</p> <p>Form: The Securities will initially be issued in global bearer form.</p> <p>Identification: Series number: NX000179110; Tranche number: 1</p> <p>Identification codes: ISIN Code: XS1281093150; Common Code: 128109315</p> <p>Governing law: The Securities will be governed by English law.</p> |
| C.2 | Currency | <p>Subject to compliance with all applicable laws, regulations and directives, Securities may be issued in any currency. The terms of Securities may provide that all amounts of interest and principal payable in respect of such Securities will be paid in a settlement currency other than the currency in which they are denominated, with such payments being converted into the settlement currency at the prevailing exchange rate as determined by the Determination Agent.</p> <p>The Securities will be denominated in ("EUR").</p> |
| C.5 | Description of restrictions on free transferability of the Securities | <p>Securities are offered and sold outside the United States to non-US persons in reliance on Regulation S and must comply with transfer restrictions with respect to the United States.</p> <p>Securities held in a clearing system will be transferred in accordance with the rules, procedures and regulations of that clearing system.</p> <p>Subject to the above, the Securities will be freely transferable.</p> |
| C.8 | Description of rights attached to the Securities including ranking and limitations to those rights | <p>Rights: Each Security includes a right to a potential return of interest and amount payable on redemption 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.</p> <p>Price: Securities will be issued at a price and in such denominations as agreed between the Issuer and the relevant dealer(s) and/or manager(s) at the time of issuance. The minimum denomination will be the Calculation Amount in respect of which interest and redemption amounts will be calculated. The issue price of the Securities is 100 per cent. The denomination of a Security is EUR 100,000 (the "Calculation Amount").</p> <p>Taxation: All payments in respect of the Securities shall be made without withholding or deduction for or on account of any UK taxes 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, pay additional amounts to cover the amounts so withheld or deducted.</p> |

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| | | <p>Events of default: If the Issuer fails to make any payment due under the Securities or breaches any other term and condition of the Securities in a way that is materially prejudicial to the interests of the Holders (and such failure is not remedied within 30 days, or, in the case of interest, 14 days), or the Issuer is subject to a winding-up order, then (subject, in the case of interest, to the Issuer being prevented from payment for a mandatory provision of law) the Securities will become immediately due and payable, upon notice being given by the Holder (or, in the case of French law Securities, the representative of the Holders).</p> <p>Ranking: The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.</p> <p>Limitations to rights: Notwithstanding that the Securities are linked to the performance of the underlying asset(s), Holders do not have any rights in respect of the underlying assets. The terms and conditions of the Securities 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 all Holders who voted in a manner contrary to the majority. Furthermore, in certain circumstances, the Issuer may amend the terms and conditions of the Securities, without the Holders' consent. The terms and conditions of the Securities 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 Securities, to redeem the Securities prior to maturity, (where applicable) to postpone valuation of the underlying asset(s) or scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Securities and the underlying asset(s) (if any).</p> |
| C.9 | Interest/ Redemption | <p>Interest: In respect of each interest calculation period, Securities may or may not bear interest. For each interest calculation period in respect of which the Securities bear interest, interest will accrue at one of the following rates: a fixed rate, a floating rate plus a fixed percentage, a rate equal to a fixed percentage minus a floating rate, a rate that is equal to the difference between two floating rates, a rate that is calculated by reference to movements in a specified inflation index, or a rate that will vary between two specified fixed rates (one of which may be zero) depending on whether the specified floating rate exceeds a specified level on the relevant date of determination. Securities may include an option for the Issuer, at its discretion, to switch the type of interest payable on the Securities once during the term of the Securities (the "Switch Option"). The amount of interest payable in respect of the Securities on an Interest Payment Date may also be subject to a range accrual factor that will vary depending on the performance of a specified inflation index or one or more specified floating rates, as described in 'Range Accrual Factor' below (the "Range Accrual Factor").</p> <p>Final Redemption: The amount payable on final redemption of the Securities will either be fixed at a percentage of the Calculation Amount of the Securities, or may reference the Calculation Amount of the Securities (being the minimum denomination of the Securities) as adjusted upwards or downwards to account for movements in an inflation index.</p> <p>Optional Early Redemption: Certain Securities may be redeemed earlier than the Scheduled Redemption Date following the exercise of a call option by the Issuer or the exercise of a put option by a Holder of the Securities.</p> <p>Mandatory Early Redemption: Securities may also be redeemed earlier than the Scheduled Redemption Date if performance of the Issuer's obligations becomes illegal, if the Determination Agent so determines, following cessation of publication of an inflation index, or following the occurrence of a change in applicable law, a currency disruption or a tax event affecting the Issuer's ability to fulfil its obligation under the Securities.</p> <p>Indicative amounts: If the Securities are being offered by way of a Public Offer and any specified product values below are not fixed or determined at the commencement of the Public Offer (including any amount, level, percentage, price, rate or other value in relation to the terms of the Securities which has not been fixed or determined by the commencement of the Public Offer), these specified product values will specify an indicative amount, an indicative minimum amount, an indicative maximum amount or any combination thereof. In such case, the relevant specified product value(s) shall be the</p> |

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| | | <p>value determined based on market conditions by the Issuer on or around the end of the Public Offer. Notice of the relevant specified product value will be published prior to the Issue Date.</p> <p style="text-align: center;">INTEREST</p> <p>Floating Rate Interest. Each Security will bear interest from 11 February 2016 and will pay an amount of interest linked to the Floating Rate (as defined below) at the end of each interest calculation period on 9 February, 9 May, 9 August and 9 November in each year (each, an "Interest Payment Date").</p> <p>The applicable rate of interest ("Rate of Interest") will be equal to the Floating Rate and then adding 0.37%, provided that such rate shall not be less than zero.</p> <p>"Floating Rate" means the quotation for 3 month EURIBOR that appears on Reuters Screen EURIBOR01 Page at 11 a.m. Brussels time on the date for determining the floating rate.</p> <p style="text-align: center;">FINAL REDEMPTION</p> <p>The Securities are scheduled to redeem on 9 February 2020 by payment by the Issuer of an amount in EUR equal to EUR 100,000 multiplied by 100%.</p> <p style="text-align: center;">OPTIONAL EARLY REDEMPTION</p> <p>These Securities cannot be redeemed early at the option of the Issuer or the Holder.</p> |
| C.11 | Admission to trading | <p>Securities may be admitted to trading on a regulated market in Belgium, Denmark, Finland, France, Ireland, Italy, Luxembourg, Malta, the Netherlands, Norway, Portugal, Spain, Sweden or the United Kingdom.</p> <p>Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the regulated market of the London Stock Exchange with effect from 11 February 2016.</p> |
| C.17 | Settlement procedure of the derivative securities | <p>Securities that are derivative securities will be delivered on the specified issue date either against payment of the issue price (or, in the case of Securities having a settlement currency different from the currency of denomination, the settlement currency equivalent of the issue price) or free of payment of the issue price of the Securities. The Securities may be cleared and settled through Euroclear Bank S.A./N.V., Clearstream Banking <i>société anonyme</i>, CREST, Euroclear France, S.A., VP Securities, A/S, Euroclear Finland Oy, Norwegian Central Securities Depository, Euroclear Sweden AB or SIX SIS Ltd.</p> <p>Securities will be delivered on 11 February 2016 (the "Issue Date") free of payment of the issue price of the Securities.</p> <p>The Securities will be cleared and settled through Euroclear Bank S.A./N.V., Clearstream Banking <i>société anonyme</i>.</p> |
| C.18 | Description of how the return on derivative securities takes place | <p>The value of the underlying asset to which Securities that are derivative Securities are linked will affect the interest paid and/or the amount paid on the Scheduled Redemption Date. Interest and any redemption amount payable will be paid in cash.</p> <p>Not applicable: the Securities are not derivative securities.</p> |
| C.19 | Final reference price of the underlying | Not applicable: the Securities are not derivative securities. |
| C.20 | Type of underlying | Not applicable: the Securities are not derivative securities. |
| C.21 | Market where Securities are traded | Application is expected to be made by the Issuer to list the Securities on the official list and admitted to trading on the regulated market of the London Stock Exchange with effect from 11 February 2016 |

Section D – Risks

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| D.2 | <p>Key information on the key risks that are specific to the Issuer</p> | <p>Business conditions and the general economy: 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>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. 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>Market risk: 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>Funding risk: 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>Legal, competition and regulatory risk: 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>Regulatory risks: 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</p> |
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| | | <p>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 customers.</p> <p>Conduct and Reputation risks: 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, which 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>Risk relating to United Kingdom bail-in power: 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 Securities 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 Securities may have only limited rights to challenge any decision of the United Kingdom resolution authority exercising its United Kingdom bail-in power.</p> |
| D.3 | <p>Key information on the key risks that are specific to the Securities</p> | <p>You may lose up to the entire value of your investment in the Securities:</p> <p>The payment of any amount due under the Securities is dependent upon the Issuer's ability to fulfil its obligations when they fall due. The Securities 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, even if the relevant Securities are stated to be repayable at an amount that is equal to or greater than their initial purchase price, if the Issuer fails or is otherwise unable to meet its payment or delivery obligations under the Securities, you will lose some or all of your investment.</p> <p>You may also lose some or all of your entire investment if:</p> <ul style="list-style-type: none"> • you sell your Securities prior to maturity in the secondary market (if any) at an amount that is less than the initial purchase price; • the Securities are redeemed early for reasons beyond the control of the Issuer (such as following a change in applicable law, a currency disruption or a tax event affecting the Issuer's ability to fulfil its obligations under the Securities) and the amount paid to investors is less than the initial purchase price; or • the terms and conditions of the Securities are adjusted (in accordance with the terms and conditions of the Securities) with the result that the redemption amount payable to investors and/or the value of the Securities is reduced. <p>Reinvestment risk/loss of yield: Following an early redemption of the Securities for any reason, Holders may be unable to reinvest the redemption proceeds at a rate of return as high as the return on the Securities being redeemed.</p> <p>Volatile market prices: The market value of the Securities is unpredictable and may be highly volatile, as it can be affected by many unpredictable factors, including: market interest and yield rates; fluctuations in currency exchange rates; exchange controls; the time remaining until the Securities mature; economic, financial, regulatory, political,</p> |

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| | | <p>terrorist, military or other events in one or more jurisdictions; changes in laws or regulations; and the Issuer's creditworthiness or perceived creditworthiness.</p> <p>Risks relating to Floating Rates: The performance of floating interest rates is dependent upon a number of factors, including supply and demand on the international money markets, which are influenced by measures taken by governments and central banks, as well as speculations and other macroeconomic factors.</p> |
| D.6 | Risk warning that investors may lose value of entire investment or part of it | Not applicable: unless the Issuer fails or goes bankrupt and provided that you hold your securities to maturity and they are not early redeemed or adjusted, your invested capital is not at risk. |
| Section E – Offer | | |
| E.2b | Reasons for offer and use of proceeds when different from making profit and/or hedging certain risks | Not applicable: the Securities have not been offered to the public. |
| E.3 | Description of the terms and conditions of the offer | Not Applicable: the Securities have not been offered to the public. |
| E.4 | Description of any interest material to the issue/offer, including conflicting interests | 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 Securities. |
| E.7 | Estimated expenses charged to investor by issuer/offeror | Not Applicable: the Securities have not been offered to the public. |