BARCLAYS BANK PLC

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

Up to EUR 45,000,000 Notes linked to a 'Worst-of' Equity Basket due 27 May 2020
(the "Securities" or the "Notes")
Series: NX000169335

Issued pursuant to the Global Structured Securities Programme

What is this document?

This document (the "**Prospectus**"), which has been published on the website of the Luxembourg Stock Exchange (*www.bourse.lu*), constitutes a prospectus for the purposes of Article 5.3 of Directive 2003/71/EC as amended including by Directive 2010/73/EU (the "**Prospectus Directive**") relating to the Securities. This Prospectus, including the documents incorporated by reference within it, is intended to provide investors with information necessary to enable them to make an informed investment decision before purchasing the Securities.

Who is the Issuer?

The Securities will be issued by Barclays Bank PLC (the "**Issuer**"). The payment of any amounts due under the Securities are subject to the Issuer's financial position and its ability to meet its obligations. This Prospectus (including the registration document dated 3 June 2014 of the Issuer (the "**Registration Document**") and other information incorporated by reference into this Prospectus) contains information describing the Issuer's business activities as well as certain financial information and material risks faced by the Issuer.

What are the Securities?

The Securities are issued by the Issuer under its Global Structured Securities Programme (the "**Programme**"). The terms and conditions of the Securities (the "**Conditions**") will comprise:

- The General Conditions (the "**General Conditions**") as incorporated by reference into this Prospectus from the Base Prospectus (as defined below); and
- The specific terms of the Securities, which amend and complete the General Conditions, as set out in '*Terms and Conditions of the Securities - Issue Terms*' below (the "**Issue Terms**").

The potential return on the Securities is dependent on the performance of the worst performing share within a basket of shares (referred to in this Prospectus as the "**Underlying Assets**").

What information is incorporated by reference?

The Prospectus incorporates by reference certain information from GSSP Base Prospectus 9 dated 19 August 2014 in relation to the Programme (the "**Base Prospectus**"), the Registration Document and certain other information in relation to the Issuer. See the section entitled '*Information Incorporated by Reference*' below. You should read this document together with such information incorporated by reference. Documents will be made available at the registered office of the Issuer and at *http://group.barclays.com/prospectuses-and-documentation/structured-securities/prospectuses* and will also be published on the website of the Luxembourg Stock Exchange (*www.bourse.lu*).

What are the principal risks?

Depending on the performance of the Underlying Assets you may lose some of your investment at maturity. Your investment is also subject to the ability of the Issuer to meet its payment obligations under the Securities.

Before purchasing the Securities, you should consider in particular the '*Risk Factors'* below, in addition to the other information in this Prospectus.

14 April 2015

IMPORTANT INFORMATION

Depending on the performance of the Underlying Assets you may lose some of your investment at maturity. Your investment is also subject to the ability of the Issuer to meet its payment obligations under the Securities.

IF THE ISSUER BECOMES INSOLVENT OR BANKRUPT OR OTHERWISE FAILS TO MAKE ITS PAYMENT OBLIGATIONS ON THE SECURITIES, YOU MAY LOSE SOME OR ALL OF YOUR ORIGINAL INVESTMENT. INVESTING IN SECURITIES INVOLVES CERTAIN RISKS, AND YOU SHOULD FULLY UNDERSTAND THESE BEFORE YOU INVEST. SEE '*RISK FACTORS*' BELOW.

Regulatory approval and passporting for the purposes of the Prospectus Directive

This Prospectus has been approved by the *Commission de Surveillance du Secteur Financier* in its capacity as competent authority in the Grand Duchy of Luxembourg (the "**CSSF**") as a prospectus issued in compliance with the Prospectus Directive in the Grand Duchy of Luxembourg for the purpose of giving information with regard to the issue of Securities under the Programme.

Notification of this approval will be made to the competent authority/ies specified in '*General Information – Passporting*' below.

The contents of this Prospectus have not been reviewed or approved by any regulatory authority other than the CSSF.

Please note that by approving the Prospectus the CSSF gives no undertaking as to the economic or financial opportuneness of the transaction or the quality and solvency of the Issuer. The CSSF gives no undertaking as to the economic and financial soundness of the transaction and the quality or solvency of the Issuer in line with the provisions of Article 7 (7) of the Luxembourg Law on Prospectuses for securities.

No compensation arrangements

Any failure by the Issuer to make payments due under the Securities would not of itself give rise to any claim for compensation on the grounds of such a failure. You would not have a claim for compensation against the UK's Financial Services Compensation Scheme. For more information regarding Issuer risk, please see '*Risk Factors*' - risk factor 1 (*Risks associated with the Issuer's ability to fulfil its obligations under the Securities*).

No investment advice

This Prospectus does not purport to be investment advice. Unless expressly agreed otherwise with a particular investor, neither the Issuer nor Barclays Bank PLC in its capacity as manager of the offering (the "**Manager**") is acting as an investment adviser, providing advice of any other nature, or assuming any fiduciary obligation to any investor in Securities.

Independent Evaluation

Nothing set out or referred to in this Prospectus is intended to provide the basis of any credit or other evaluation (except in respect of any purchase of the Securities) or should be considered as a recommendation by the Issuer or the Manager that any recipient of this Prospectus (or any document referred to herein) should purchase any Securities.

You should not purchase the Securities unless you understand the extent of your exposure to potential loss. You are urged to read the factors described in the section headed '*Risk Factors*', together with the other information in this Prospectus (including any information incorporated by reference), before investing in the Securities.

You should note that (i) the risks described in the section headed '*Risk Factors*' of this Prospectus and (ii) the risks contained in the section headed '*Risk Factors*' of the Registration Document (which is incorporated by reference into this Prospectus) are not the only risks that the Issuer faces or that may arise because of the nature of the Securities. The Issuer has described only those risks relating to its operations and to the Securities that it considers to be material. There may be additional risks that the Issuer currently considers not to be material or of which it is not currently aware.

Given the nature, complexity and risks inherent in the Securities (and investments relating to any Underlying Assets), the Securities may not be suitable for an your investment objectives in the light of your financial circumstances. You should consider seeking independent advice to assist in determining whether the Securities are a suitable investment for you or to assist you in evaluating the information contained or incorporated by reference into this Prospectus.

Potential for discretionary determinations by the Determination Agent and the Issuer under the Securities

Under the terms and conditions of the Securities, following the occurrence of certain events relating to the Issuer, the Issuer's hedging arrangements, the Underling Assets, taxation, the relevant currency or other matters, the Issuer or the Determination Agent may determine to take one of the actions available to it in order to deal with the impact of such event on the Securities or the Issuer or both. These actions may include (i) adjustment to the terms and conditions of the Securities, (ii) substitution of the Underlying Assets or (iii) early redemption of the Securities. Any such discretionary determination by the Issuer or Determination Agent could have a material adverse impact on the value of and return on the Securities. See, in particular, '*Risk Factors*' - risk factor 9 (*Risks associated with discretionary powers of the Issuer and the Determination Agent, including in relation to the Issuer's hedging arrangements*) below.

Distribution

The distribution or delivery of this Prospectus and any offer or sale of the Securities in certain jurisdictions may be restricted by law. This document does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offering or solicitation. Other than as expressly described in this Prospectus, no action is being taken to permit an offering of Securities or the delivery of this Prospectus in any jurisdiction. Persons into whose possession this Prospectus comes are required by the Issuer to inform themselves about and to observe any such restrictions.

Details of selling restrictions for various jurisdictions are incorporated by reference into this Prospectus as set out in the section headed '*Purchase and Sale*' of the Base Prospectus.

United States Selling Restrictions

The Securities have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States. The Securities are being offered and sold outside the United States to non-US persons in reliance on Regulation S ("**Regulation S**") under the Securities Act.

Subject to certain exceptions, Securities may not be offered or sold within the United States or to US persons (as defined in Regulation S under the Securities Act).

For a description of these and certain further restrictions on offers, sales and transfers of Securities and delivery of this Prospectus, see '*Purchase and Sale*' and '*Clearance and Settlement*' as set out in the Base Prospectus which is incorporated by reference into this Prospectus.

THE SECURITIES HAVE NOT BEEN AND WILL NOT BE APPROVED OR DISAPPROVED BY THE US SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER US REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OF SECURITIES OR THE ACCURACY OR THE ADEQUACY OF THE OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

US foreign account tax compliance withholding

THE FOREIGN ACCOUNT TAX COMPLIANCE ACT ("FATCA") IS PARTICULARLY COMPLEX AND ITS CURRENT AND FUTURE APPLICATION TO THE ISSUER, SECURITIES AND THE INVESTORS IS SUBJECT TO SIGNIFICANT UNCERTAINTY. YOU SHOULD CONSULT YOUR OWN TAX ADVISERS TO OBTAIN A MORE DETAILED EXPLANATION OF FATCA AND TO LEARN HOW THIS LEGISLATION MIGHT AFFECT YOU IN YOUR PARTICULAR CIRCUMSTANCES, INCLUDING HOW THE FATCA RULES MAY APPLY TO PAYMENTS RECEIVED UNDER THE SECURITIES BOTH CURRENTLY AND IN THE FUTURE.

Representations

In connection with the issue and sale of the Securities, no person has been authorised to give any information or to make any representation not contained in or consistent with the Prospectus and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer. The Issuer does not accept responsibility for any information not contained in the Prospectus. This document does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offering or solicitation and no action is being taken to permit an offering of the Securities or the distribution of this Prospectus in any jurisdiction where action is required.

Change of Circumstances

Neither the delivery of this Prospectus, nor any sale of Securities pursuant thereto shall create any impression that information therein relating to the Issuer is correct at any time subsequent to the date thereof or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same. Notwithstanding the foregoing, the Issuer shall produce a supplement to the Prospectus if a significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of the Security arises or is noted prior to the time when trading on a regulated market begins.

TABLE OF CONTENTS

SUMMARY

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

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

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

	Section A – Introduction and Warnings	
A.1	**Introduction and warnings**	This Summary should be read as an introduction to this Prospectus. Any decision to invest in the Securities should be based on consideration of this Prospectus as a whole, including any information incorporated by reference. Where a claim relating to the information contained in this 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 this 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 this Prospectus or it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in the Securities.
A.2	**Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Securities**	**Specific consent:** The Issuer consents to the use of this Prospectus with respect to the subsequent resale or final placement of Securities (a "**Public Offer**") which satisfies all of the following conditions: (a) the Public Offer is only made in Spain; and the Public Offer is only made during the period from (and including) 15 April 2015 to (but excluding) 18 May 2015; and (b) the Public Offer is only made by Deutsche Bank S.A.E., Paseo de la Castellana 18, Madrid, Spain, 28046 (the "**Distributor**") and each financial intermediary whose name is published on the Issuer's website (*http://irreports.barclays.com/prospectuses-and-documentation/structured-securities/final-terms*) and who is identified as an authorised offeror for these Securities (each an "**Authorised Offeror**"). **Information on the terms and conditions of an offer by any Authorised Offeror is to be provided at the time of the offer by the relevant Authorised Offeror.**

	Section B − Issuer	
B.1	**Legal and commercial name of the Issuer**	The Securities are issued by Barclays Bank PLC (the "**Issuer**").
B.2	**Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of**	The Issuer is a public limited company registered in England and Wales. The principal laws and legislation under which the Issuer operates are laws of England and Wales including the Companies Act.

	incorporation of the Issuer	
B.4b	**Known trends affecting the Issuer and industries in which the Issuer operates**	The business and earnings of the Issuer and its subsidiary undertakings (together, the "**Bank Group**") can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the UK, EU, US and elsewhere, which are all subject to change. The regulatory response to the financial crisis has led and will continue to lead to very substantial regulatory changes in the UK, EU and US and in other countries in which the 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 US Dodd-Frank Wall Street Reform and Consumer Protection Act, which contains far reaching regulatory reform (including restrictions on proprietary trading and fund-related activities (the so-called 'Volcker rule')); • recommendations by the Independent Commission on Banking 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 US into submissions made by the Issuer and other panel members to the bodies that set various interbank offered rates such as the London Interbank Offered Rate ("**LIBOR**") and the Euro Interbank Offered Rate ("**EURIBOR**"); and (ii) regulatory bodies in the UK and US into historical practices with respect to certain benchmarks; and • changes in competition and pricing environments.
B.5	**Description of the group and the Issuer's position within the group**	The Bank Group is a major global financial services provider. The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Bank 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 July 2014 Barclays PLC announced that the execution of the plan to meet the 3% PRA leverage ratio by 30 June 2014 had been successful, by reporting the following ratios: a fully loaded CRD IV CET1 ratio of 9.9% and a PRA leverage ratio of 3.4% as at 30 June 2014.
B.14	**Dependency of the Issuer on other entities within the group**	The Bank Group is a major global financial services provider. The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the 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.
	Section C - Securities	
C.1	**Type and class of Securities being offered and/or admitted to trading, including any security identification number**	The securities (the "**Securities**"), which are issued as a series of notes ("**Notes**"), are share-linked Securities and are "derivative securities" for the purposes of the Prospectus Directive. **Identification**: Series number: NX000169335; **Identification Codes:** ISIN: XS1183614582, Common Code: 118361458.

C.2	**Currency**	The Securities will be denominated in Euro ("**EUR**").
C.5	**Description of restrictions on free transferability of the Securities**	The Securities may not be offered, sold, transferred or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, any United States person for a period of 40 days from the issue date or, in any case, unless an exemption from the registration requirements of the United States Securities Act is applicable. No offers, sales, resales or deliveries of any Securities may be made in or from any jurisdiction and/or to any individual or entity except in circumstances which will result in compliance with any applicable laws and regulations and which will not impose any obligation on the Issuer and/or the Managers. Subject to the above, the Securities will be freely transferable.
C.8	**Description of rights attached to the Securities including ranking and limitations to those rights**	**RIGHTS** The Securities will be issued on 20 May 2015 (the "**Issue Date**") at EUR 1,000 per Security (the "**Issue Price**") and will give each holder of Securities the right to receive a potential return on the Securities, together with certain ancillary rights such as the right to receive notice of certain determinations and events and the right to vote on some (but not all) amendments to the terms and conditions of the Securities (if any). **Interest:** The amount of interest payable on the Securities is determined by reference to a fixed rate of 1.05% per annum. **Final redemption:** If the Securities have not redeemed on any of the annual Autocall Valuation Dates (see C.15 below) or redeemed early for any other reason, they will redeem on the Scheduled Redemption Date (27 May 2020) and the cash amount payable will depend on the performance of a basket of shares and, in particular, the worst-performing of such shares. **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, be required to pay additional amounts to cover the amounts so withheld or deducted. **Events of default:** If the Issuer fails to make any payment due under the Securities (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 by a mandatory provision of law) the Securities will become immediately due and payable, upon notice being given by the holder. The Securities are governed by English law and the rights thereunder will be construed accordingly. **STATUS** Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves. **LIMITATIONS ON RIGHTS** **Certain limitations:** • 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 asset(s).

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- 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).
- 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 holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.

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<tr><td>C.11</td><td>Admission to trading on a regulated market</td><td>Application has been made by the Issuer to admit the Securities to trading on the regulated market of the Luxembourg Stock Exchange, with effect from, at the earliest, the Issue Date.</td></tr>
<tr><td>C.15</td><td>Description of how the value of the investment is affected by the value of the underlying instrument</td><td>

The return on and value of the Securities is dependent on the performance of a basket of shares (each an "Underlying Asset") on the relevant observation dates. The Underlying Assets are the common shares of the relevant Share Company and having the other identifiers as set out in each row (i=1 to 3) in the Share Table below:

<table>
<tr><th colspan="5">Share Table</th></tr>
<tr><th>i</th><th>Share Company:</th><th>Bloomberg Screen:</th><th>Reuters Screen:</th><th>Underlying Asset ISIN:</th></tr>
<tr><td>1</td><td>Société Generale SA</td><td>GLE FP <Equity></td><td>SOGN.PA</td><td>FR0000130809</td></tr>
<tr><td>2</td><td>Amazon.com Inc</td><td>AMZN UQ <Equity></td><td>AMZN.O</td><td>US0231351067</td></tr>
<tr><td>3</td><td>BASF SE</td><td>BAS GY <Equity></td><td>BASFn.DE</td><td>DE000BASF111</td></tr>
</table>

Determination Agent: Barclays Bank PLC will be appointed to make calculations and determinations with respect to the Securities.

A - Interest

The Securities pay a fixed rate of interest of 1.05% per annum on each Interest Payment Date.

"Interest Payment Date" means each of 27 May 2016, 29 May 2017, 28 May 2018, 27 May 2019 and 27 May 2020.

B - Automatic Redemption (Autocall)

The Securities will automatically redeem if the value of performance calculated in respect of the closing price of the worst-performing Underlying Asset is at or above its corresponding Autocall Barrier Percentage on any Autocall Valuation Date. If this occurs, you will receive a cash payment equal to the nominal amount of your securities multiplied by the Autocall Redemption Percentage corresponding to such Autocall Valuation Date payable on the Autocall Redemption Date corresponding to such Autocall Valuation Date.

<table>
<tr><th>Autocall Valuation</th><th>Autocall Redemption</th><th>Autocall Barrier</th><th>Autocall Redemption</th></tr>
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<tr><td></td><td></td><td>
<table>
<tr><th>Date</th><th>Date</th><th>Percentage</th><th>Percentage</th></tr>
<tr><td>20 May 2016</td><td>27 May 2016</td><td>100%</td><td>102.70%</td></tr>
<tr><td>22 May 2017</td><td>29 May 2017</td><td>100%</td><td>102.70%</td></tr>
<tr><td>21 May 2018</td><td>28 May 2018</td><td>100%</td><td>102.70%</td></tr>
<tr><td>20 May 2019</td><td>27 May 2019</td><td>100%</td><td>102.70%</td></tr>
</table>
C - Final Redemption
If the Securities have not redeemed on any of the annual Autocall Valuation Dates or redeemed early for any other reason, each Security will be redeemed on 27 May 2020 (the "Scheduled Redemption Date") by payment of the Final Cash Settlement Amount. In respect of each Security:
(i) if the Final Performance is greater than or equal to 100%, the Final Cash Settlement Amount shall be EUR 1,027;
(ii) if the Final Performance is less than 100% and greater than or equal to 60%, the Final Cash Settlement Amount shall be EUR 1,000; or
(iii) otherwise, the Final Cash Settlement Amount shall be the sum of (a) 70% multiplied by the Calculation Amount, plus (b) the product of (1) the quotient of Final Performance divided by 100%, multiplied by (2) 30%, and further multiplied by (3) the Calculation Amount. If this scenario occurs you will lose some of your investment.
Where:
"Final Performance" means the closing price on the final valuation date (20 May 2020) divided by the closing price on the initial valuation date (20 May 2015) of the worst performing Underlying Asset over such period; and
"Calculation Amount" means EUR 1,000.
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<tr><td>C.16</td><td>Expiration or maturity date of the securities</td><td>The Securities are scheduled to redeem on the Scheduled Redemption Date (see C.15 above). This day may be postponed following the postponement of a valuation date due to a disruption event.</td></tr>
<tr><td>C.17</td><td>Settlement procedure of the derivative securities</td><td>The Securities will be cleared and settled through Euroclear Bank S.A./N.V. and Clearstream Banking société anonyme.</td></tr>
<tr><td>C.18</td><td>Description of how the return on derivative securities takes place</td><td> The performance of the Underlying Assets to which the Securities are linked may affect, if the Securities are not redeemed early (or have not redeemed due to Automatic Redemption (Autocall)), the amount paid on the Scheduled Redemption Date.
Interest and any amount payable if the Securities redeem before the Scheduled Redemption Date will be paid in cash.
On the Scheduled Redemption Date, if the Securities have not redeemed early (or have not redeemed due to Automatic Redemption (Autocall)), the settlement amount will be paid in cash. </td></tr>
<tr><td>C.19</td><td>Final reference price of the Underlying Asset</td><td>The final valuation price of each Underlying Asset is the closing price of such Underlying Asset on 20 May 2020 (subject to postponement due to such day not being a scheduled trading day or being a disrupted day in respect of an Underlying Asset).</td></tr>
</table>

C.20	**Type of Underlying Asset**	The securities are linked to a basket of common shares. Information about the Underlying Assets is available on the relevant Bloomberg Screen (see C.15 above).
		Section D – Risks
D.2	**Key information on the key risks that are specific to the Issuer**	**Credit Risk**: The Issuer is exposed to the risk of suffering loss if any of its customers, clients or market counterparties fails to fulfil its contractual obligations. The Issuer may also suffer loss where the downgrading of an entity's credit rating causes a fall in the value of the Issuer's investment in that entity's financial instruments. Weak or deteriorating economic conditions negatively impact these counterparty and credit-related risks. In recent times, the economic environment in the Issuer's main business markets (being Europe and the United States) have been marked by generally weaker than expected growth, increased unemployment, depressed housing prices, reduced business confidence, rising inflation and contracting GDP. Operations in the Eurozone remain affected by the ongoing sovereign debt crisis, the stresses being exerted on the financial system and the risk that one or more countries may exit the Euro. The current absence of a predetermined mechanism for a member state to exit the Euro means that it is not possible to predict the outcome of such an event and to accurately quantify the impact of such event on the Issuer's profitability, liquidity and capital. If some or all of these conditions persist or worsen, they may have a material adverse effect on the Issuer's operations, financial condition and prospects. **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 Securities**	**You may lose some or all of your investment in the Securities** You will lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meet its payment obligations. You may also lose the value of your entire investment, or part of it, if: • the Underlying Assets perform in such a manner that the redemption amount payable to you (whether at maturity or following any early redemption and including after deduction of any applicable taxes and expenses) is less than the initial purchase price;

		• 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 following the occurrence of an extraordinary event in relation to the Underlying Asset(s), 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 redemption is less than the initial purchase price; and/or • the terms and conditions of the Securities are adjusted (in accordance with the terms and conditions of the Securities) with the result that the redemption amount payable to you and/or the value of the Securities is reduced. **Risk of withdrawal of the public offering**: The Issuer reserves the right to withdraw the offer for reasons beyond its control, such as where the minimum subscription amount and/or the minimum level of the Participation is not reached, or where extraordinary events that in the reasonable discretion of the Issuer may be prejudicial to the offer. In such case, where you have already paid or delivered subscription monies for the relevant Securities you will be entitled to reimbursement of such amounts, but will not receive any remuneration that may have accrued in the period between their payment or delivery of subscription monies and the reimbursement of the Securities. **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. **Return linked to performance of Underlying Assets**: The return payable on the Securities is linked to the change in value of the Underlying Assets over the life of the Securities. Any information about the past performance of any Underlying Asset or the currency exchange rate 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 any Underlying Asset. **Shares**: The performance of shares is dependent upon numerous economic factors, such as interest and price levels in capital markets, currency developments, political factors as well as company specific factors such as earnings, market position, risk situation, shareholder structure and distribution policy. Any relevant share issuer may take actions without regard to the interests of any holders of the Securities, which could have a negative effect on the value of the Securities. **Substitution**: Where any share is affected by certain disruption events, the Issuer may substitute such asset with a substitute share similar to the original asset. The subsequent performance or perceived value of this substitute asset may cause the value of the Securities to drop and/or may result in holders receiving less than expected on settlement. **Worst-of:** The return on the Securities depends on the performance of every Underlying Asset. Irrespective of how the other Underlying Assets perform, if any one or more Underlying Assets fail to meet a relevant threshold or barrier for the calculation of any redemption amount, you will lose some of your initial investment. **Volatile market prices**: The market value of the Securities is unpredictable and may be highly volatile, as it can be affected by many unpredictable factors, including: market interest and yield rates; fluctuations in currency exchange rates; exchange controls; the time remaining until the Securities mature; economic, financial, regulatory, political, terrorist, military or other events in one or more jurisdictions; changes in laws or regulations; and the Issuer's creditworthiness or perceived creditworthiness.
Section E − Offer		
E.2b	**Reasons for offer and use of proceeds**	Not Applicable: the net proceeds will be applied by the Issuer for making a profit and/or hedging certain risks.

	when different from making profit and/or hedging certain risks	
E.3	**Description of the terms and conditions of the offer**	The Securities are offered subject to the following conditions: **Offer Price**: The Issue Price. **Issue Price**: 100 per cent of the Aggregate Nominal Amount. **Aggregate Nominal Amount**: As at the date of the Prospectus, up to EUR 45,000,000. The Aggregate Nominal Amount as notified by the Issuer on or around the Trade Date (31 March 2015) by publication on http://www.barclays.com/investorrelations/debtinvestors. **Conditions to which the offer is subject**: Offers of the Securities made prior to the Issue Date are conditional on their issue. There is no pre-identified allotment criteria. The Manager will adopt allotment criteria that ensures equal treatment of prospective investors. All of the Securities requested through an Authorised Offeror during the Offer Period will be assigned up to the maximum amount of the offer. A prospective investor will, on the Issue Date, receive 100 per cent. of the amount of Securities allocated to it during the Offer Period. The Issue Date is subject to the right of the Issuer to cancel the issuance of the Securities if the proposed Aggregate Nominal Amount to be issued on the Issue Date is less than EUR 45,000,000. For the avoidance of doubt, if any application has been made by the potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant. **Description of the application process**: Applications for the Securities can be made in Spain through an Authorised Offeror. Distribution will be in accordance with the relevant Authorised Offeror's usual procedures. **Details of the minimum and/or maximum amount of application**: The minimum amount of application per investor will be EUR 1,000 in nominal amount of the Securities. The maximum amount of application per investor will be EUR 45,000,000 in nominal amount of the Securities. **Details of the method and time limits for paying up and delivering the Securities**: The total payment of the Offer Price of the Securities must occur on the Issue Date to an Authorised Offeror's office having received the subscription. The Securities will be made available on a delivery against payment basis: the Issuer estimates that the Securities will be delivered through an Authorised Offeror, against payment of the Offer Price, to prospective Securities holders in deposit accounts held, directly or indirectly, by the relevant Authorised Offeror at Euroclear Bank S.A./N.V. and Clearstream Banking *société anonyme*. **Manner in and date on which results of the offer are to be made public**: Results of the offer will be published on the website of the Luxembourg Stock Exchange (*www.bourse.lu*) on or prior to the Issue Date. **Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made**: Applicants will be notified directly by the relevant Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date.
E.4	**Description of any interest material to the**	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.

	issue/offer, including conflicting interests	
E.7	**Estimated expenses charged to investor by issuer/offeror**	The Issuer will not charge any expenses to holders in connection with any issue of Securities. An Authorised Offeror may, however, charge expenses to holders. Such expenses (if any) will be determined by agreement between the offeror and the holders at the time of issue. The Issue Price includes a distribution fee payable by the Issuer to the Distributor which will be no more than 4 per cent. of the Issue Price of the Securities.

RISK FACTORS

You should only invest in the Securities after assessing these principal risks, including any risks applicable to the relevant Underlying Asset(s). More than one risk factor may have a simultaneous or a compounding effect which may not be predictable. No assurance can be given as to the effect that any combination of risk factors may have on the return on the Securities. The risks below are not exhaustive and there may be additional risks and uncertainties that are not presently known to the Issuer or that the Issuer currently believes to be immaterial but that could have a material impact on the business, operations, financial condition or prospects of the Issuer or the return on the Securities.

You should consider carefully the following discussion of risks to help you decide whether or not the Securities are suitable for you.

CONTENTS OF 'RISK FACTORS'

Page

RISK WARNING

You may lose some or all of your investment in the Securities.

The terms of the Securities do not provide for scheduled minimum payment of the face value or issue price of the Securities at maturity. Depending on the performance of the Underlying Asset(s) in respect of such Securities, you may lose some or all of your investment.

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, if the Issuer fails or is otherwise unable to meet its payment obligations under the Securities, you will lose some or all of your investment.

You may also lose some or all of your investment where:

- **The market price of your Securities prior to maturity may be significantly lower than the purchase price you pay for them. Consequently, if you sell your Securities before the stated scheduled redemption date, you may receive far less than your original invested amount.**
- **Your Securities may be redeemed in certain extraordinary circumstances prior to scheduled maturity and, in such case, the early redemption amount paid to you may be less than what you paid for the Securities.**
- **The terms and conditions of your Securities are adjusted by the Issuer or Determination Agent with the (direct or indirect) effect that the amount payable to you is less than your initial investment.**

FACTORS THAT MAY AFFECT THE ISSUER'S ABILITY TO FULFIL ITS OBLIGATIONS UNDER THE SECURITIES

1. Risks associated with the Issuer's ability to fulfil its obligations under the Securities

The Securities are direct, unsecured and unsubordinated obligations of the Issuer and will rank equally among themselves. Any payments to be made by the Issuer under the Securities are dependent upon the Issuer's ability to fulfil its obligations when they fall due. Holders of Securities are therefore exposed to the creditworthiness of the Issuer and any deterioration in the Issuer's creditworthiness or perceived creditworthiness (whether measured by actual or anticipated changes in the credit ratings of the Issuer) may adversely affect the value of the Securities.

The Issuer is a major, global financial services company and, as such, faces a variety of risks that are substantial and inherent in its businesses, and which may affect its ability to fulfil its payment or other obligations under the relevant Securities. These risks include liquidity risk, market risk, credit risk, operational risk, reputational risk, legal, regulatory and compliance risks, litigation and other contingent liabilities, competition risks, the financial condition of clients, customers and counterparties, adverse economic, monetary, political or legal developments, cross-border and foreign exchange risk, catastrophic events, risks from estimates and valuations and risks relating to strategy.

These risks are described in '*Risk Factors*' in the Registration Document incorporated by reference into this Prospectus – see '*Information Incorporated by Reference*'.

FACTORS WHICH ARE MATERIAL FOR THE PURPOSES OF ASSESSING THE MARKET RISKS IN RELATION TO THE SECURITIES

2. Risks associated with the valuation of Securities

2.1 Initial value of the Securities and Issue Price

The market value of the Securities is likely to be lower, and may be significantly lower, than the issue price of the Securities. In particular, the issue price may take into account:

(a) where permitted by applicable law, amounts with respect to commissions relating to the issue and sale of the Securities;

(b) the estimated profit that the Issuer and its subsidiary undertakings (together, the "**Bank Group**" or "**Barclays**") expects to earn in connection with structuring the Securities;

(c) internal funding rates (which are internally published borrowing rates based on variables such as market benchmarks, the Bank Group's appetite for borrowing and Barclays' existing obligations coming to maturity), which may vary from the levels at which Barclays' benchmark debt Securities trade in the secondary market;

(d) the estimated cost which Barclays may incur in hedging its obligations under the Securities; and

(e) estimated development and other costs which Barclays may incur in connection with the Securities.

Information with respect to the amount of any such inducements, commissions and fees may be obtained from the Issuer or distributor upon request.

2.2 Secondary market value of the Securities

Any secondary market prices of the Securities will likely be lower than the original issue price of the Securities because, amongst other things, secondary market prices take into account the secondary market credit spreads of the Issuer and, also, because (as described in risk factor 2.1 (*Initial value of the Securities and Issue Price*) above) secondary market prices will likely exclude selling commissions, profits and hedging and other costs that are included in the original issue price of the Securities. As a result, the price, if any, at which the Manager or any other person would be willing to buy Securities from you in secondary market transactions, if at all, is likely to be lower than the original issue price. Any sale by you prior to the scheduled redemption date could result in a substantial loss to you. See the immediately following risk consideration for information about additional factors that may impact any secondary market prices of the Securities.

2.3 Factors affecting the value and trading price of the Securities

Generally, the market value of your Securities will be affected by the volatility, price of the Underlying Asset(s) at the time, changes in interest rates, the financial condition of the Issuer (whether such changes are actual or perceived) and credit ratings, the supply of and demand for the Securities, the time remaining until the maturity of the Securities and a number of other factors. Some of these factors are interrelated in complex ways; as a result, the effect of any one factor may be offset or magnified by the effect of another factor. The price, if any, at which you will be able to sell your Securities prior to maturity, may be substantially less than the amount you originally invested. The following paragraphs describe the manner in which the market value of the Securities may be affected in the event of a change in a specific factor, assuming all other conditions remain constant.

- <u>Performance of the Underlying Asset(s)</u>. The market value of the Securities prior to maturity or prior to the relevant exercise date or period, as applicable, will likely depend substantially on the current level (or, in some cases, performance since the date on which the Securities were originally priced) of the Underlying Asset(s) relative to its initial price. If you decide to sell your Securities prior to maturity, when the current level, price or value of the Underlying Asset at the time of sale is favourable relative to its initial price, you may nonetheless receive substantially less than the amount that would be payable at maturity based on that price because of expectations that the price will continue to fluctuate until the final price is determined.

- Volatility of the Underlying Asset(s). Volatility is the term used to describe the size and frequency of market fluctuations. If the volatility of the Underlying Asset(s) or its or their components increases or decreases, the market value of the Securities may be adversely affected.

- Interest rates. The market value of the Securities will likely be affected by changes in interest rates. Interest rates also may affect the economy and, in turn, the value of the Underlying Asset(s) (if any) (or its components, if any), which would affect the market value of the Securities.

- Supply and demand for the Securities. In general, if the supply of the Securities decreases and/or the demand increases and/or the demand for the Securities decreases, the market value of the Securities may be adversely affected. The supply of the Securities, and therefore the market value of the Securities, may be affected by inventory positions held by Barclays.

- The Issuer's or the Bank Group's financial condition, credit ratings and results of operations. Actual or anticipated changes in the financial condition of the Issuer or the Bank Group, current credit ratings or results of operations may significantly affect the market value of the Securities. The significant difficulties experienced in the global financial system in recent periods and resulting lack of credit, lack of confidence in the financial sector, increased volatility in the financial markets and reduced business activity could materially and adversely affect Barclays' business, financial condition, credit ratings and results of operations. However, because the return on the Securities is dependent upon factors in addition to the Issuer's ability to pay or settle its obligations under the Securities (such as the current price of the Underlying Asset(s)), an improvement in the Issuer's financial condition, credit ratings or results of operations is not expected to have a positive effect on the market value of the Securities. These credit ratings relate only to the Issuer's creditworthiness, do not affect or enhance the performance of the Securities and are not indicative of the risks associated with the Securities or an investment in the Underlying Asset(s). A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.

- Time remaining to maturity. A 'time premium' results from expectations concerning the price of the Underlying Asset(s) during the period prior to the maturity of the Securities. As the time remaining to the maturity of the Securities decreases, this time premium will likely decrease, potentially adversely affecting the market value of the Securities. As the time remaining to maturity decreases, the market value of the Securities may be less sensitive to the volatility in the Underlying Asset(s).

- Events affecting or involving the reference asset. Economic, financial, regulatory, geographic, judicial, political and other developments that affect the price of the Underlying Asset(s), and real or anticipated changes in those factors, also may affect the market value of the Securities. For example, for Underlying Asset(s) composed of equity securities, the financial condition and earnings results of the share issuer, and real or anticipated changes in those conditions or results, may affect the market value of the Securities. In addition, speculative trading by third parties in the Underlying Asset(s) could significantly increase or decrease the price of the Underlying Asset(s), thereby exposing the Underlying Asset(s) to additional volatility which could affect the market value of the Securities.

The effect of one of the factors specified above may offset some or all of any change in the market value of the Securities attributable to another factor.

These factors may affect the market price of the Securities, including any market price which you receive in any secondary market transaction, and may be: (i) different from the value of the Securities as determined by reference to Barclays' pricing models; and (ii) less than the issue price. As a result, if you sell your Securities prior to scheduled maturity, you may receive back less than your initial investment or even zero.

2.4 **Risk of withdrawal of the public offering**

It is a condition to the offer that the Issuer reserves the right to withdraw the offer for reasons beyond its control, such as extraordinary events, substantial change of the political, financial, economic, legal, monetary or market conditions at national or international level and/or adverse events regarding the financial or commercial position of the Issuer and/or other relevant events that in the determination of the Issuer may be prejudicial to the offer. In such circumstances, the offer will be deemed to be null and void. In such case, where you have already paid or delivered subscription monies for the relevant Securities, you will be entitled to reimbursement of such amounts, but will not receive any remuneration that may have accrued in the period between their payment or delivery of subscription monies and the reimbursement of the Securities.

2.5 **Over-issuance**

As part of its issuing, market-making and/or trading arrangements, the Issuer may issue more Securities than those which are to be initially subscribed or purchased by third party investors. The Issuer (or the Issuer's affiliates) may hold such Securities for the purpose of meeting any future investor interest or to satisfy market-making requirements. You should therefore not regard the issue size of any Securities as indicative of the depth or liquidity of the market for such Securities, or of the demand for such Securities. In the event that an active and liquid secondary market does not develop, it is unlikely that you will be able to sell your Securities or, if you are able to sell your Securities, you are unlikely to achieve a price that will provide you with a yield comparable to similar investments that have a developed secondary market.

3. **Risks associated with the liquidity of Securities**

3.1 **Possible illiquidity of the Securities in the secondary market**

A secondary trading market for the Securities may not develop. Even if a secondary market does develop, it is not possible to predict the prices at which the Securities will trade in such secondary market. Such prices may not accurately reflect the theoretical value of the Securities.

The Issuer is under no obligation to make a market in or to repurchase Securities. Therefore, you may not be able to sell your Securities easily or at prices that will provide you with a yield comparable to similar investments that have a developed secondary market. The number of Securities of any series may be relatively small, further adversely affecting the liquidity of such Securities.

The fact that Securities are listed on a stock exchange will not necessarily lead to greater liquidity.

The number of Securities outstanding or held by persons other than the Issuer's affiliates could be reduced at any time due to early redemptions of the Securities. Accordingly, the liquidity of the market for the Securities could vary materially over the term of the Securities.

A lack of liquidity in the secondary market for the Securities may have a severely adverse effect on the market value of Securities and may result in you: (i) being unable to sell your Securities on the secondary market, or (ii) receiving less than the initial price paid for the Securities.

3.2 **Issue of further Securities**

If additional securities or options with the same characteristics or linked to the same Underlying Asset(s) as your Securities are subsequently issued, either by the Issuer or another issuer, the supply of securities with such characteristics or linked to such Underlying Asset(s) in the primary and secondary markets will increase and may cause the secondary market price of your Securities to decline.

4. **Risks associated with certain features in relation to the interest or principal amount calculations under the Securities**

4.1 **Interest**

The interest rate reflected by any given interest payment may be less than the rate that the Issuer (or any other bank or deposit-taking institution) may pay in respect of deposits for an equivalent period and may be zero.

4.2 **'Worst-of'**

You will be exposed to the performance of each Underlying Asset and, in particular, to the Underlying Asset which has the worst performance.

This means that, irrespective of how the other Underlying Assets perform, if any one or more Underlying Assets fail to meet a relevant threshold or barrier for the calculation of any redemption amount, you could lose some of your initial investment.

5. **Risks associated with early redemption or adjustment of the Securities**

5.1 **Potential loss of some or all of your investment, loss of opportunity and reinvestment risk**

The Securities may be redeemed prior to their scheduled redemption date and, therefore, you will be subject to the following risks:

- <u>risk of loss of investment</u>: depending on the circumstance in which your Securities are redeemed prior to their scheduled redemption date, the amount of redemption proceeds you receive may be less than your original investment;

- <u>risk of loss of opportunity</u>: in the event that your Securities are redeemed prior to their scheduled redemption date, you will lose the opportunity to participate in any subsequent positive performance of the Underlying Asset(s) and be unable to realise any potential gains in value of the Securities; and

- <u>reinvestment risk</u>: following such early redemption, you may not be able to reinvest the proceeds from an investment at a comparable return and/or with a comparable interest rate for a similar level of risk. You should consider such reinvestment risk in light of other available investments when you purchase the Securities.

The circumstances in which your Securities may be redeemed prior to their scheduled redemption date and the amount you can expect to receive in such case are described below.

Also, in certain circumstances, the terms of your Securities may be adjusted by the Issuer or the Determination Agent, which adjustment could have an adverse effect on the value of and return on your Securities. These circumstances include following an Additional Disruption Event (as described below), a redenomination, an index correction, a manifest error in index calculation and a potential adjustment event in relation to shares.

5.2 **Automatic early redemption following an 'automatic redemption (autocall) event'**

The terms of your Securities provide that they will be automatically redeemed prior to the scheduled redemption date if an automatic redemption (autocall) event occurs. An automatic redemption (autocall) event will occur if the price of the Underlying Asset(s) breaches one or more specified thresholds on certain dates. In the event that such an automatic redemption (autocall) event occurs, you will be paid an early redemption amount equal to 102.50% of the Calculation Amount. See the risks described in risk factor 5.1 (*Potential loss of some or all of your investment, loss of opportunity and reinvestment risk*).

5.3 **Early redemption or adjustment following an 'Additional Disruption Event' or early redemption for unlawfulness or impracticability**

There are certain events – relating to the Issuer, its hedging arrangements, the Underlying Asset(s) or taxation– the occurrence of which may cause the Securities to be redeemed prior to their scheduled redemption date:

(a) **'Additional Disruption Event'**

This includes:

- unless specified to be not applicable to the Securities, a tax event causing the withholding or deduction of amounts otherwise payable by the Issuer under the Securities;
- unless specified to be not applicable to the Securities, an extraordinary market disruption event preventing the Issuer's performance of its obligations under the Securities;
- an extraordinary and/or disruptive event relating to the existence, continuity, trading, valuation, pricing or publication of an Underlying Asset;
- the Issuer's ability to source or unwind related transactions put in place to provide the returns on the Securities (Hedge Positions) is adversely affected in any material respect; and
- a change in law that means it has become, or is likely to become, illegal for the Issuer to hold Hedge Positions or it will incur a materially increased cost in dealing with Hedge Positions.
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If any of these events occurs, the Issuer shall:

(i) adjust the terms and conditions of the Securities (without the consent of holders); or

(ii) if the Determination Agent determines that no adjustment that could be made would produce a commercially reasonable result and preserve substantially the economic effect to the holders of a holding of the relevant Security, redeem the Securities prior to their scheduled redemption date.

Any adjustment made to the terms and conditions of the Securities (which may include a reduction in the amount otherwise payable under the Securities in order to reflect increased costs or otherwise to the Issuer) may have a negative effect on the value of and return on the Securities.

In the event of early redemption of your Securities due to the occurrence of any of the above events, the early redemption amount you will receive will be equal to the fair market value of your Securities prior to redemption (as determined by the Determination Agent). The market value may include allowances for costs associated with the early redemption, such as those incurred by the Issuer in unwinding any related transactions which were put in place to provide the returns on the Securities. In any case, **the early redemption amount you will receive may be less than your original investment and you could lose some or all of your money**. See also risk factor 5.1 (*Potential loss of some or all of your investment, loss of opportunity and reinvestment risk*) above.

(b) **Unlawfulness or impracticability**

If the Issuer determines that the performance of any of its absolute or contingent obligations under the Securities has become unlawful or a physical impracticability, in whole or in part, the Issuer may redeem the Securities prior to their scheduled redemption date.

In the event of early redemption of your Securities due to the occurrence of any of the above events the early redemption amount you will receive will be equal to the fair market value of your Securities prior to redemption (as determined by the Determination Agent). The market value may include allowances for costs associated with the early redemption, such as those incurred by the Issuer in unwinding any related transactions which were put in place to provide the returns on the Securities. In any case, **the early redemption amount you will receive may be less than your original investment and you could lose some or all of your money**. See also risk factor 5.1 (*Potential loss of some or all of your investment, loss of opportunity and reinvestment risk*) above.

6. **Risks associated with certain other features and terms of the Securities**

6.1 **Determinations**

Any determination made by the Determination Agent will be made in good faith and in a commercially reasonable manner and, in the absence of manifest or proven error, shall be conclusive and binding on all persons (including, without limitation, the holders), notwithstanding the disagreement of such persons or other financial institutions, rating agencies or commentators. Any such determination could adversely affect the value of the Securities. See also risk factor 9 (*Risks associated with discretionary powers of the Issuer and the Determination Agent, including in relation to the Issuer's hedging arrangements*).

6.2 **Substitution of the Issuer**

The Issuer may substitute itself as the principal obligor under the Securities for any other company which has an equivalent rating of long-term unsecured, unsubordinated and unguaranteed debt obligations from an internationally recognised rating agency. Following such a substitution, the original Issuer entity will be released from all payment obligations under the Securities, and you will become subject to the credit risk of the substitute issuer under your Securities. You will have no right of claim against the original Issuer or the substituted Issuer in the event that such substitution has adverse tax consequences for you. A substitution of the Issuer may affect any listing of the Securities and, in particular, it may be necessary for the substituted issuer to reapply for listing on the relevant market or stock exchange on which the Securities are listed.

6.3 **Conditions to settlement**

If the Issuer or determines that you have not satisfied each of the conditions to settlement in full, payment of the amount payable to you will not take place until all such conditions to settlement have been satisfied in full. No additional amounts will be payable to you by the Issuer because of any resulting delay or postponement. Further, if you have not fully satisfied each of the conditions to settlement by the 180th calendar day following the final settlement cut-off date, you will lose your right to claim any cash payment, and you shall have no further claim against the Issuer under your Securities.

6.4 **Amendments to the terms and conditions of the Securities**

The terms and conditions of the Securities may be amended by the Issuer without the consent of the holders of the Securities in any of the following circumstances:

- to cure a manifest or proven error or omission;
- where such amendment will not materially and adversely affect the interests of holders;
- to correct or supplement any defective provision;
- where the amendment is of a formal, minor or technical nature; and/or
- to comply with mandatory provisions of law.

In certain other circumstances, the consent of a defined majority of holders is required.

The terms and conditions of the Securities contain provisions for holders of Securities to call and attend meetings to vote upon such matters or to pass a written resolution in the absence of such a meeting. Resolutions passed at such a meeting, or passed in writing, can bind all holders of Securities, including investors that did not attend or vote, or who do not consent to the amendment.

7. Risks associated with the Securities being linked to one or more Underlying Assets

7.1 The value of and return on the Securities depends on the performance of the Underlying Asset(s)

The value of and return on your Securities will depend on the performance of the Underlying Asset(s). The performance of the Underlying Asset(s) may be subject to unpredictable change over time, which may depend on many factors, including financial, political, military or economic events, government actions and the actions of market participants. Any of these events could have a negative effect on the value of the Underlying Asset(s) which in turn could adversely affect the value of and return on your Securities.

See also risk factor 8 (*Risks associated with Securities linked to common shares as Underlying Assets*) for risks relating to the specific type of Underlying Asset(s) of your Securities.

7.2 Past performance of an Underlying Asset is not indicative of future performance

Any information about the past performance of an Underlying Asset should not be regarded as indicative of any future performance of such Underlying Asset, or as an indication of the range of, or trends or fluctuations in, the price or value of such Underlying Asset that may occur in the future. It is not possible to predict the future value of the Securities based on such past performance. Actual results will be different, and such differences may be material.

7.3 No claim against any Underlying Asset

The Securities are unsecured, and the Issuer has no obligation to hold the Underlying Asset(s). You will not have any legal or beneficial rights of ownership in the Underlying Asset(s). For example, you will have no voting rights, no rights to receive dividends or other distributions or any other rights with respect to the Underlying Asset(s). In addition, you will have no claim against any share issuer, index sponsor, fund issuer, fund sponsor or any other third party in relation to an Underlying Asset; such parties have no obligation to act in the interests of holders of Securities. Accordingly, you may receive a lower return on the Securities than you would have received had you invested directly in the Underlying Asset(s).

7.4 Hedging risks

If you are intending to purchase Securities to hedge against the market risk associated with investing in a product linked to the performance of an Underlying Asset you should recognise the complexities of utilising Securities in this manner. Due to fluctuating supply and demand for the Securities and various other factors, the value of the Securities may not correlate with movements of the Underlying Asset(s).

7.5 Non-trading days or market disruption events may adversely affect the value of and return on your Securities

If the Determination Agent determines that a scheduled valuation date falls on a day which is not a scheduled trading day or any other day which is subject to adjustment in accordance with the terms and conditions of the Securities, then the relevant valuation date may be postponed.

The Determination Agent may determine that the markets have been affected in a manner that prevents it from properly determining the value of an Underlying Asset on a scheduled valuation date. These events may include disruptions or suspensions of trading in the markets as a whole. In such case, the valuation date will be postponed and the value of and return on the Securities could be adversely affected.

If any valuation date is postponed to the last possible day and the market disruption event is still occurring on that day or such day is not a trading day, the Determination Agent will nevertheless determine the value of that Underlying Asset(s) on such last possible day. Any such determination may negatively impact the value of and return on the Securities.

See risk factor 8 (*Risks associated with Securities linked to common shares as Underlying Assets*).

8. **Risks associated with Securities linked to common shares as Underlying Assets**

(a) **Risks associated with common shares**

(i) **The performance of the Underlying Asset(s) depends on many diverse and unpredictable factors**

The performance of common shares is dependent upon (i) macroeconomic factors, such as interest and price levels on the capital markets, currency developments and political factors as well as (ii) company-specific factors such as earnings, market position, risk situation, shareholder structure and distribution policy. Any one or a combination of such factors could adversely affect the performance of the Underlying Asset(s) which, in turn, would have an adverse effect on the value of and return on your Securities.

(ii) **No dividends**

Holders of Securities linked to common shares will not participate in dividends or any other distributions paid on those common shares.

(iii) **Extraordinary events**

If a Merger Event, Tender Offer, Nationalisation, Insolvency or Delisting (all as defined in the terms and conditions of the Securities) occurs in relation to the underlying shares or the issuer of the relevant underlying shares, this will constitute an 'Additional Disruption Event' leading to the adjustment by the Determination Agent of the terms and conditions of the Securities (without the consent of holders) or the early redemption of the Securities, and for an amount which may be less than you paid for the Securities – see risk factor 5.3 (*Early redemption or adjustment following an 'Additional Disruption Event' or early redemption for unlawfulness or impracticability*).

If there is a substitution of shares, you will be exposed to the issuer of the substituted assets (as well as any custodian holding such assets).

(iv) **Potential adjustment events**

A 'potential adjustment event' is an event which has a diluting or concentrating effect on the theoretical value of the Underlying Asset. If a Potential Adjustment Event occurs, the Issuer may elect to amend the terms and conditions of the Securities (such amendment to be determined by the Determination Agent without the consent of holders) or to deliver additional Securities or cash to the holders of the Securities to account for the diluting or concentrative effect of the event.

Any adjustment made to the terms and conditions of the Securities may have a negative effect on the value of and return on the Securities. Any amount received from the Issuer following an amendment of the terms and conditions of the Securities may be less than your initial investment and could be zero.

(b) **Additional risks associated with common shares**

Actions by the share issuer may negatively affect the value of the Securities

The issuer of common shares of a company will not have participated in the offering and issuance of the Securities and none of the Issuer or the Manager(s) will have made any investigation or enquiry in relation to the share issuer for the purposes of the Securities. Therefore, there can be no assurance that all events occurring prior to the issue date of the Securities that would affect the trading price of the relevant share(s) will have been publicly disclosed. Subsequent disclosure of any such events or the disclosure of or failure to disclose material future events concerning the share issuer could affect the trading price of the share and therefore the trading price of the Securities. Also, you should be aware that the issuer of any common shares may or may not take actions in respect of common shares without regard to the interests of holders of the Securities and any of these actions could have a negative effect on the value of the Securities.

9. Risks associated with discretionary powers of the Issuer and the Determination Agent, including in relation to the Issuer's hedging arrangements

There are certain events – relating to the Issuer, the Issuer's hedging arrangements, the Underlying Asset(s), taxation, the relevant currency or other matters – the occurrence of which may give rise to discretionary powers of the Issuer or the Determination Agent under the terms and conditions of the Securities. For example, see risk factor 5.3 (*Early redemption or adjustment following an 'Additional Disruption Event' or early redemption for unlawfulness or impracticability*).

In relation to the Underlying Asset(s), a key investment objective of the Securities is to allow holders to gain an economic exposure to the Underlying Asset(s). If an Underlying Asset is materially impacted by an unexpected event (for example, a company merges and the original stock that formed an Underlying Asset is restructured or changed, or the rules of an index that is an Underlying Asset are materially modified) or the relevant price, level or value can no longer be calculated, then it may not be possible to achieve the investment objective of the Securities based on their original terms. In that case, the Determination Agent may have discretionary powers under the terms and conditions of the Securities to (i) adjust the terms and conditions of the Securities to preserve the original economic terms and rationale, (ii) in certain cases, substitute the Underlying Asset(s) for another, (iii) calculate the relevant price, level or value itself, (iv) postpone payment (v) redeem the Securities early or (vi) apply some combination thereof.

In relation to the Issuer's hedging arrangements, you should be aware that (i) in exercising its discretionary powers under the terms and conditions of the Securities, each of the Issuer and the Determination Agent may take into account such factors as it determines appropriate in each case, which may include, in particular, any circumstances or events which have or may have a material impact on the Issuer's hedging arrangements in respect of the Securities; and (ii) certain events which affect the Issuer's hedging arrangements can give rise to discretionary powers on the part of the Issuer and the Determination Agent. For example, see risk factor 5.3 (*Early redemption or adjustment following an 'Additional Disruption Event' or early redemption for unlawfulness or impracticability*).

Hedging arrangements are the transactions (if any) entered into by the Issuer or one or more of its affiliates to seek to cover the Issuer's exposure to the relevant cash amounts to be paid under the Securities as these fall due. This may involve investing directly in the Underlying Asset(s) or entering into derivative contracts referencing the Underlying Asset(s) or other techniques. The particular hedging arrangements (if any) undertaken by the Issuer, and their cost, will likely be a significant determinant of the issue price and/or economic terms of the Securities. Accordingly, if an event occurs which negatively impacts the Issuer's hedging arrangements, the Issuer or the Determination Agent on the Issuer's behalf may have options available to it under the terms and conditions of the Securities which it may select in its discretion in order to deal with the impact of the event on the Issuer's hedging arrangements. These options may include adjustment of the terms and conditions of the Securities or early redemption of the Securities. In the event of early redemption, the early redemption amount you will receive will be equal to the fair market value of your Securities prior to redemption. **This amount may be less than your original investment and, therefore, you could lose some or all of your money**. See risk factor 5.1 (*Potential loss of some or all of your investment, loss of opportunity and reinvestment risk*).

10. Risks associated with taxation

10.1 Changes in tax law

Tax regulations and how they are applied by the relevant taxation authorities are subject to change, possibly with retrospective effect, and this could negatively affect the value of the Securities. Any such change may cause the tax treatment of the Securities to change from the tax position at the time of purchase and may cause the statements in this Prospectus concerning the relevant tax law and practice to be inaccurate or insufficient to cover the material tax considerations in respect of the Securities. It is not possible to predict the precise tax treatment which will apply at any given time and changes in tax law may give the Issuer the right to amend the terms and conditions of the Securities, or redeem the Securities.

10.2 Withholding on dividend equivalent payments

The US Treasury Department has issued proposed regulations under section 871(m) of the US Internal Revenue Code of 1986, as amended, which would, if finalised in their current form, impose US federal withholding tax at 30 per cent (or a lower rate under an applicable treaty) on 'dividend equivalent' payments made on certain financial instruments linked to US corporations (which the proposed regulations refer to as 'specified ELIs') that are owned by non-US holders. The Securities, could, under certain circumstances, be treated as specified ELIs. Under the proposed regulations, non-US holders will not be subject to the section 871(m) withholding tax on payments made prior to 1 January 2016. According to a notice issued by the IRS on 4 March 2014, the IRS intends to issue regulations providing that the term 'specified ELI' will exclude any instrument issued prior to 90 days after the date when the proposed regulations under section 871(m) are finalised. Therefore, the section 871(m) withholding tax should not apply to your Securities until the date described above.

If any amount were to be deducted or withheld from payments on the Securities as a result of the above, your return on the Securities may be significantly less than expected.

See paragraph 4 (*United States Taxation*) of the section entitled '*Taxation*'.

10.3 Proposed Financial Transaction Tax

The European Commission has published a proposal for a Directive for a common Financial Transaction Tax ("**FTT**") in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the participating Member States).

The proposed FTT has very broad scope and could, if introduced in its current form, apply to certain dealings in Securities (including secondary market transactions) in certain circumstances. The issuance and subscription of Securities should, however, be exempt.

Under current proposals the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in Securities where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, 'established' in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

The FTT proposal remains subject to negotiation between the participating Member States. On 6 May 2014, ten of the eleven participating Member States published a joint statement on the FTT and the Presidency of the Council of the European Union published a note on the FTT. These indicated an intention to introduce the FTT progressively, starting with shares and some derivatives. The proposal may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate. Prospective holders of Securities are advised to seek their own professional advice in relation to the FTT.

11. **Risks associated with the ability to enforce under the Securities**

Following an event of default by the Issuer (such as a failure to pay interest or return capital, or, if the Issuer is subject to a winding-up order), including expiry of an applicable grace period, you may (i) determine to keep your Securities outstanding (in which case, the market value of those Securities may decline significantly) or (ii) by giving notice to the Issuer and (if not a CREST Security) the Issue and Paying Agent (and through the Representative of the Holders for certain French Notes) require immediate redemption of your Securities at the early cash settlement amount. **This amount may be less than your original investment and, therefore, you could lose some or all of your money**. See also risk factor 5.1 (*Potential loss of some or all of your investment, loss of opportunity and reinvestment risk*).

12. **Risks associated with conflicts of interest**

12.1 **As Issuer or as Determination Agent, Barclays has certain discretionary powers under the terms and conditions of the Securities that it could exercise in a way which is contrary to the interests of holders of Securities**

See risk factor 9 (*Risks associated with discretionary powers of the Issuer and the Determination Agent, including in relation to the Issuer's hedging arrangements*).

12.2 **Trading and other transactions by the Issuer or its affiliates could affect the levels, values or prices of Underlying Assets and their components**

In connection with Barclays' normal business practices or in connection with hedging its obligations under the Securities, Barclays may from time to time buy or sell the Underlying Asset(s) and its or their components, or similar instruments, or derivative instruments relating to the Underlying Asset(s) or its or their components. These trading activities may present a conflict of interest between your interest in the Securities and the interests which Barclays may have in its proprietary accounts, in facilitating transactions, including block trades, for Barclays' other customers and in accounts under management. These trading activities also could affect the levels, values or prices of the Underlying Asset(s) in a manner that would decrease the market value of the Securities prior to maturity, or the amount you would receive at maturity or at the payment or settlement date. To the extent that Barclays has a hedge position in the Underlying Asset(s) or its or their components, or in a derivative or synthetic instrument related to the Underlying Asset(s) or its or their components, Barclays may increase or liquidate a portion of those holdings at any time before, during or after the term of the Securities. This activity may affect the amount payable at maturity, any amount of money payable at the payment or settlement date, or the market value of the Securities in a manner that would be adverse to your investment in the Securities. Depending on, among other things, future market conditions, the aggregate amount and the composition of those hedge positions are likely to vary over time. In addition, Barclays may purchase or otherwise acquire a long or short position in the Securities. Barclays may hold or resell any such position in the Securities.

12.3 **Research reports and other transactions may create conflicts of interest between you and Barclays**

Barclays may have previously published, and may in the future publish, research reports relating to the Underlying Asset(s) or its or their components. The views expressed in this research may be modified from time to time without notice and may express opinions or provide recommendations that are inconsistent with purchasing or holding the Securities. Any of these activities may affect the levels, values or prices of the Underlying Asset(s) or its or their components and, therefore, the market value of the Securities. Moreover, other professionals who deal in these markets may at any time have views that differ significantly from Barclays. In connection with your purchase of the Securities, you should investigate the Underlying Asset(s) and not rely on Barclays' views with respect to future movements in the Underlying Asset(s) and its or their components.

Barclays also may issue, underwrite or assist unaffiliated entities in the issuance or underwriting of other securities or financial instruments with returns indexed to the

Underlying Asset(s). By introducing competing products into the marketplace in this manner, Barclays could adversely affect the market value of the Securities.

12.4 **Barclays may have confidential information relating to the Underlying Asset(s) or components**

Barclays, at present or in the future, may engage in business relating to the person or organisation responsible for calculating, publishing or maintaining the Underlying Asset(s), referred to as the 'sponsor' of the Underlying Asset(s). In addition, Barclays may engage in business relating to any components of the Underlying Asset(s), including making loans to, equity investments in, or providing investment banking, asset management or other advisory services to the respective sponsor or issuer. In connection with these activities, Barclays may receive information pertinent to the Underlying Asset(s) or its or their components that Barclays will not divulge to you.

12.5 **Distributor(s) and conflicts of interest**

Potential conflicts of interest may arise in relation to Securities offered through public distribution, as the appointed manager(s) and/or distributor(s) will act pursuant to a mandate granted by the Issuer and may (to the extent permitted by law) receive commissions and/or fees on the basis of the services performed and the outcome of the placement of the Securities.

13. **Risk associated with a credit rating downgrade**

A downgrade of the rating assigned by any rating agency to the Issuer or the Securities could adversely affect the liquidity or market value of the Securities. Ratings downgrades could occur as a result of, among other causes, changes in the ratings methodologies used by rating agencies. Changes in rating agencies' views of the level of implicit sovereign support for European banks and their groups are likely to lead to ratings downgrades.

The Securities may be rated by credit rating agencies and may in the future be rated by additional rating agencies, although the Issuer is under no obligation to ensure that the Securities are rated by any rating agency. Credit ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed in these Risk Factors and other factors that may affect the liquidity or market value of the Securities.

Any rating assigned to the Issuer and/or the Securities may be withdrawn entirely by a rating agency, may be suspended or may be lowered, if, in that rating agency's judgment, circumstances relating to the basis of the rating so warrant. Ratings may be impacted by a number of factors which can change over time, including the rating agency's assessment of: the issuer's strategy and management's capability; the issuer's financial condition including in respect of capital, funding and liquidity; competitive and economic conditions in the issuer's key markets; the level of political support for the industries in which the issuer operates; and legal and regulatory frameworks affecting the issuer's legal structure, business activities and the rights of its creditors. The rating agencies may also revise the ratings methodologies applicable to issuers within a particular industry, or political or economic region. If rating agencies perceive there to be adverse changes in the factors affecting an issuer's credit rating, including by virtue of changes to applicable ratings methodologies, the rating agencies may downgrade, suspend or withdraw the ratings assigned to an issuer and/or its securities.

During the first half of 2015, Moody’s and Standard & Poor’s are expected to implement revised methodologies applicable to bank ratings, intended to address the on-going implementation of resolution frameworks applicable to banks, such as those provided for in the UK Banking Act 2009 (the "**UK Banking Act**"), described below, and related rules and guidance. Among other things, the revised methodologies are expected to impact the agencies’ assessment, for the different creditor classes, of both the probability of default, and the expected loss to creditors in the event of a bank failure. In addition, each of Moody's, Standard & Poor's and Fitch (together, the "**CRAs**") has stated its view that extraordinary government support for European banks is likely to diminish as enhanced bank resolution frameworks are implemented. Among other factors, this led in part to the "negative" ratings outlook assigned in 2014 to the ratings of various systemically important European banks, including the Issuer.

Consistent with this view, on 3 February 2015, Standard & Poor's placed the Issuer's long- and short-term ratings on "credit watch with negative implications". Standard & Poor's stated the "credit watch" status reflects the possibility that they may remove all systemic sovereign support notches currently supporting the Issuer's ratings, and that they expect to resolve the "credit watch" placement by early May 2015. Moody's and Fitch have also expressed their intention to review, during the first half of 2015, the level of "sovereign support" in their ratings of financial institutions. The timing and outcome of the proposed changes in bank ratings methodologies, and the related review of ratings for removal of "sovereign support", remain uncertain. The Issuer expects that when such revised methodologies are implemented and/or such reviews are completed they are likely to result in downgrades to the ratings assigned by some or all of the CRAs to the Issuer and/or some or all of its outstanding securities, including the Securities.

If the Issuer determines to no longer maintain one or more ratings, or if any rating agency withdraws, suspends or downgrades the credit ratings of the Issuer or the Securities, or if such a withdrawal, suspension or downgrade is anticipated (or any rating agency places the credit ratings of the Issuer or the Securities on "credit watch" status in contemplation of a downgrade, suspension or withdrawal), whether as a result of the factors described above or otherwise, such event could adversely affect the liquidity or market value of the Securities.

14. **Risks associated with regulatory action**

14.1 **Regulatory action in the event the Issuer is failing or likely to fail could materially adversely affect the value of the Securities**

The EU Bank Recovery and Resolution Directive (the "**BRRD**") provides an EU-wide framework for the recovery and resolution of credit institutions and investment firms, their subsidiaries and certain holding companies. The BRRD requires all EEA member states to provide their relevant resolution authorities with a set of tools to intervene sufficiently early and quickly in an unsound or failing institution so as to ensure the continuity of the institution's critical financial and economic functions, while minimising the impact of an institution's failure on the broader economy and financial system.

In the United Kingdom, the majority of the requirements of the BRRD are implemented into national law in the UK Banking Act. The UK implementation of the BRRD included the introduction of the bail-in tool as of 1 January 2015. The PRA has also published rules which include a requirement for the terms of debt instruments which are issued on or after 19 February 2015, and are not governed by the law of an EEA jurisdiction (including the Securities), to contain a contractual clause whereby holders of debt instruments recognise the applicability of the bail-in powers to their debt instruments. For more information on the bail-in tool and on the related contractual recognition, see risk factor 14.4 (*The relevant UK resolution authority may exercise the bail-in tool in respect of the Issuer and the Securities, which may result in holders of the Securities losing some or all of their investment*). The UK has deferred the implementation of the Minimum Requirement for Own Funds and Eligible Liabilities ("**MREL**") regime, pending further developments via the Financial Stability Board ("**FSB**") for harmonising key principles for Total Loss-Absorbing Capacity ("**TLAC**") globally. See risk factor 14.6 (*Minimum requirement for own funds and eligible liabilities (MREL)*) below.

14.2 **The UK Banking Act confers substantial powers on a number of UK authorities designed to enable them to take a range of actions in relation to UK deposit taking institutions which are considered to be at risk of failing. The exercise of any of these actions in relation to the Issuer could materially adversely affect the value of any Securities**

Under the UK Banking Act, substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the PRA, the FCA and HM Treasury, as appropriate as part of a special resolution regime (the "**SRR**"). These powers enable the relevant UK resolution authority to implement resolution measures with respect to a UK bank (such as the Issuer) and certain of its affiliates (including, for example, Barclays PLC) (each a relevant entity) in circumstances in which the relevant UK resolution authority considers the failure of the relevant entity has become highly likely and a threat is posed to the public interest. The stabilisation options available to the relevant UK resolution authority under the SRR provide for:

(i) private sector transfer of all or part of the business of the relevant entity;

(ii) transfer of all or part of the business of the relevant entity to a "bridge bank" established by the Bank of England;

(iii) transfer to an asset management vehicle;

(iv) the bail-in tool; and

(v) temporary public ownership (nationalisation) of the relevant entity.

Each of these stabilisation options is achieved through the exercise of one or more "stabilisation powers", which include (i) the power to make share transfer orders pursuant to which all or some of the securities issued by a UK bank may be transferred to a commercial purchaser, a bridge bank or the UK government; (ii) the resolution instrument power which includes the exercise of the bail-in tool; (iii) the power to transfer all or some of the property, rights and liabilities of a UK bank to a commercial purchaser or Bank of England entity; and (iv) the third country instrument powers that recognise the effect of similar special resolution action taken under the law of a country outside the EU. A share transfer order can extend to a wide range of securities, including shares and bonds issued by a UK bank or its holding company and warrants for such shares and bonds and could, therefore, apply to the Securities. In addition, the UK Banking Act grants powers to modify contractual arrangements in certain circumstances, powers to suspend enforcement or termination rights that might be invoked as a result of the exercise of the resolution powers and powers for the relevant UK resolution authority to disapply or modify laws in the UK (with possible retrospective effect) to enable the powers under the UK Banking Act to be used effectively.

The exercise of any resolution power or any suggestion of any such exercise could materially adversely affect the value of any Securities and could lead to holders of Securities losing some or all of the value of their investment in the Securities.

The SRR is designed to be triggered prior to insolvency of the Issuer and holders of the Securities may not be able to anticipate the exercise of any resolution power (including the UK Bail-in Power) by the relevant UK resolution authority

The stabilisation options are intended to be used prior to the point at which any insolvency proceedings with respect to the relevant entity could have been initiated. The purpose of the stabilisation options is to address the situation where all or part of a business of a relevant entity has encountered, or is likely to encounter, financial difficulties, giving rise to wider public interest concerns. Accordingly, the stabilisation options may be exercised if: the relevant UK resolution authority: (i) is satisfied that a relevant entity (such as the Issuer) is failing, or is likely to fail; (ii) determines that it is not reasonably likely that (ignoring the stabilisation powers) action will be taken by or in respect of the relevant entity that will result in condition (i) immediately above ceasing to be met; (iii) considers that the exercise of the stabilisation powers to be necessary, having regard to certain public interest considerations (such as the stability of the UK financial system, public confidence in the UK banking system and the protection of depositors, being some of the special resolution objectives) and (iv) considers that the special resolution objectives would not be met to the same extent by the winding-up of the relevant entity. Additional conditions will apply where the relevant UK resolution authority seeks to exercise its powers in relation to UK banking group companies. The use of different stabilisation powers is also subject to further "specific conditions" that vary according to the relevant stabilisation power being used.

Although the UK Banking Act provides for the above described conditions to the exercise of any resolution powers, it is uncertain how the relevant UK resolution authority would assess such conditions in different pre-insolvency scenarios affecting the Issuer and/or other members of the Group and in deciding whether to exercise a resolution power. The relevant UK resolution authority is also not required to provide any advanced notice to holders of the Securities of its decision to exercise any resolution power. Therefore, holders of the Securities may not be able to anticipate a potential exercise of any such powers nor the potential effect of any exercise of such powers on the Issuer, the Group and the Securities.

14.3 **Holders of the Securities may have only very limited rights to challenge the exercise of any resolution powers (including the UK Bail-in Power) by the relevant UK resolution authority**

Holders of the Securities may have only very limited rights to challenge and/or seek a suspension of any decision of the relevant UK resolution authority to exercise its resolution powers (including the UK Bail-in Power) or to have that decision reviewed by a judicial or administrative process or otherwise.

14.4 **The relevant UK resolution authority may exercise the bail-in tool in respect of the Issuer and the Securities, which may result in holders of the Securities losing some or all of their investment**

The relevant UK resolution authority may exercise the bail-in tool to enable it to recapitalise an institution in resolution by allocating losses to its shareholders and unsecured creditors (which include the holders of the Securities) in a manner that (i) ought to respect the hierarchy of claims in an ordinary insolvency and (ii) is consistent with shareholders and creditors not receiving a less favourable treatment than they would have received in ordinary insolvency proceedings of the relevant entity (known as the "no creditor worse off" safeguard). Insured deposits and liabilities to the extent they are secured are among the liabilities excluded from the scope of the bail-in tool.

The bail-in tool includes the power to cancel a liability or modify the terms of contracts for the purposes of reducing or deferring the liabilities of the relevant entity under resolution and the power to convert a liability from one form or class to another. The exercise of such powers may result in the cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the Securities and/or the conversion of all or a portion of the principal amount of, interest on, or any other amounts payable on, the Securities into shares or other securities or other obligations of the Issuer or another person, including by means of a variation to the terms of the Securities, in each case, to give effect to the exercise by the relevant UK resolution authority of such power.

Where the relevant statutory conditions for intervention under the SRR and the use of the bail-in tool have been met, the relevant UK resolution authority would be expected to exercise these powers without the further consent of the holders of the Securities.

The exercise of any resolution power, including the power to exercise the bail-in tool in respect of the Issuer and the Securities or any suggestion of any such exercise could materially adversely affect the rights of the holders of the Securities, the price or value of their investment in the Securities and/or the ability of the Issuer to satisfy its obligations under the Securities and could lead to holders of Securities losing some or all of the value of their investment in such Securities. In addition, even in circumstances where a claim for compensation is established under the 'no creditor worse off' safeguard in accordance with a valuation performed after the resolution action has been taken, it is unlikely that such compensation would be equivalent to the full losses incurred by the holders of the Securities in the resolution and there can be no assurance that holders of Securities would recover such compensation promptly.

14.5 **As insured deposits are excluded from the scope of the bail-in tool and other preferred deposits (and insured deposits) rank ahead of any Securities issued by the Issuer, such Securities would be more likely to be bailed-in than certain other unsubordinated liabilities of the Issuer (such as other preferred deposits)**

As part of the reforms required by the BRRD, amendments have been made to relevant legislation in the UK (including the UK Insolvency Act 1986) to establish in the insolvency hierarchy a statutory preference (i) firstly, for deposits that are insured under the Financial Services Compensation Scheme (insured deposits) to rank with existing preferred claims as 'ordinary' preferred claims and (ii) secondly, for all other deposits of individuals and micro, small and medium sized enterprises held in EEA or non-EEA branches of an EEA bank (other preferred deposits), to rank as 'secondary' preferred claims only after the 'ordinary' preferred claims. In addition, the EU Deposit Guarantee Scheme Directive, which is to be implemented into national law by July 2015, will increase the nature and quantum of insured deposits to include a wide range of deposits, including corporate deposits (unless the depositor is a public sector body or financial institution) and some temporary high value deposits. The effect of these changes is to increase the size of the class of preferred creditors. All such preferred deposits will rank in the insolvency hierarchy ahead of all other unsecured senior creditors of the Issuer, including the holders of the Securities. Furthermore, insured deposits are excluded from the scope of the bail-in tool. As a result, if the UK Bail-in Power were exercised by the relevant UK resolution authority, the Securities would be more likely to be bailed-in than certain other unsubordinated liabilities of the Issuer such as other preferred deposits.

14.6 **Minimum requirement for own funds and eligible liabilities (MREL)**

To support the effectiveness of bail-in and other resolution tools, the BRRD requires that all institutions must meet an individual MREL requirement, calculated as a percentage of total liabilities and own funds and set by the relevant resolution authorities. Items eligible for inclusion in MREL will include an institution's own funds, along with "eligible liabilities". The UK has opted to defer until 1 January 2016 the implementation of the MREL regime.

The European Banking Authority (the EBA) and the European Commission are required to develop the criteria for determining the MREL, the calculation methodologies and related measures. Although the EBA has consulted on certain proposals, which are in draft form and subject to change, the precise impact of the MREL requirements on individual firms will remain a matter of some uncertainty until the final measures are adopted. It is also unclear whether the proposals published in November 2014 by the FSB for a new international standard on TLAC for globally systemically important banks (G-SIBs) (including the Issuer, based on the latest FSB list of G-SIBs published in November 2014) will affect the way in which the authorities implement the MREL regime.

While these measures remain in development, it is not possible to determine the ultimate scope and nature of any resulting obligations for the Issuer or the Group, nor the impact that they will have on the Issuer or the Group once implemented. If the FSB's and EBA's proposals are implemented in their current form however, it is possible that, the Issuer and/or other members of the Group may have to issue MREL eligible liabilities in order to meet the new requirements within the required timeframes and/or alter the quantity and type of internal capital and funding arrangements within the Group. During periods of market dislocation, or when there is significant competition for the type of funding that the Group needs, a requirement to increase the Group's MREL eligible liabilities in order to meet targets may prove more difficult and/or costly. More generally, these proposals could increase the Group's costs and may lead to asset sales and/or other balance sheet reductions. The effects of these proposals could all adversely impact the results of operations, financial condition and prospects of the Group and, in turn, adversely affect the value of the Securities

INFORMATION INCORPORATED BY REFERENCE

The information set out under 2. (*Information incorporated by reference*) below contained in the documents set out under 1. (*Source documents*) below has been filed with the CSSF and shall be incorporated by reference in, and form part of, this Prospectus.

1. **Source documents**

- the GSSP Base Prospectus 9, dated 19 August 2014 relating to the issue of securities under the Global Structured Securities Programme by Barclays Bank PLC (the "**Base Prospectus**")

- the Registration Document dated 3 June 2014 (the "**Registration Document**") and approved by the United Kingdom Financial Conduct Authority (the "**FCA**") in its capacity as competent authority in the United Kingdom (the "**UK Listing Authority**");

- the Joint Annual Report of Barclays PLC and the Issuer, as filed with the US Securities and Exchange Commission ("**SEC**") on Form 20-F on 3 March 2015 in respect of the years ended 31 December 2013 and 31 December 2014 ("**Joint Annual Report**"); and

- the Annual Reports of the Issuer containing the audited consolidated financial statements of the Issuer in respect of the years ended 31 December 2013 (the "**2013 Issuer Annual Report**") and 31 December 2014 (the "**2014 Issuer Annual Report**"), respectively;

- the Combined Supplement 10/2015 to the Registration Document and the Base Prospectuses (as defined therein), dated and approved by the FCA on 2 March 2015 (the "**Combined Supplement 10/2015**"); and

- the Combined Supplement 11/2015 to the Registration Document and the Base Prospectuses (as defined therein), dated and approved by the FCA on 30 March 2015 (the "**Combined Supplement 11/2015**")

2. **Information incorporated by reference**

The information specified in the table below is incorporated by reference into this Prospectus by reference. Any information contained in the source documents which is not listed in the cross-reference lists below and any document incorporated by reference into the source documents is not incorporated by reference in the Prospectus and is either not relevant for investors for the purposes of Article 5(1) of the Prospectus Directive or is covered elsewhere in the Prospectus.

From the Base Prospectus

Terms and Conditions of the Securities	
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Interest, Optional Early Redemption, Automatic Redemption (Autocall) and Final Redemption	*114-193*
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From the Registration Document

Risk Factors	Pages 4 to 22
The Issuer and the Group	Pages 26 to 41

From the Joint Annual Report

Corporate Governance Report	Page 2

From the 2014 Issuer Annual Report

From the 2013 Issuer Annual Report

The above documents may be inspected: (i) during normal business hours at the registered office of the Issuer; (ii) at http://www.barclays.com/barclays-investor-relations/results-and-reports/results.html and http://www.barclays.com/investorrelations/debtinvestors (as applicable); and (iii) at the specified office of the Issue and Paying Agent as described in the section entitled *'General Information'* below.

The above documents will also be available on the Luxembourg Stock Exchange's website (*www.bourse.lu*).

The information incorporated by reference which is not included in the cross-reference lists above is considered as additional information and is not required by the relevant schedules of Commission Regulation (EC) No 809/2004, as amended.

TERMS AND CONDITIONS OF THE SECURITIES

Introduction

The terms and conditions (the "**Conditions**") of the Securities will comprise (i) the terms and conditions set out in '*Terms and Conditions of the Securities'* set out in GSSP Base Prospectus 9 of Barclays Bank PLC dated 19 August 2014 (the "**General Conditions**"), as amended and completed (as applicable) by (ii) the terms of the '*Issue Terms'* (the "**Issue Terms**") below.

The Issue Terms amend and complete (as applicable) the General Conditions with respect to the Securities:

- All references in the General Conditions to "Final Terms" are deemed to be replaced with references to "Issue Terms";

- All references in the General Conditions to the "completion or election" of the General Conditions by the "Final Terms" (or words of similar meaning) are instead be read as references to "amendment and completion (as applicable)" of the "Issue Terms" (or words of similar meaning); and

- In the event of any inconsistency between any of the terms of the General Conditions and the Issue Terms, the Issue Terms shall prevail (and the terms of this paragraph and the paragraph immediately above at the start of the 'Terms and Conditions of the Securities' will prevail over both).

Italicised text in the Conditions (other than to denote a non-English language term or the name of a section heading) is provided for explanatory or descriptive reasons only, and does not form part of the Conditions.

The General Conditions are incorporated by reference into this Prospectus: see 'Documents Incorporated by Reference' above.

ISSUE TERMS

1.	(a)	Series:		NX000169335.
	(b)	Tranche:		One.
2.	Settlement Currency:			EUR, as defined in Condition 45.1 (*Definitions*).
3.	Securities:			Notes.
4.	Notes:			Applicable.
	(a)	Aggregate Nominal Amount as at the Issue Date:		
		(i)	Tranche:	*As at the date of the Prospectus, up to EUR 45,000,000. The Aggregate Nominal Amount will be the amount as notified by the Issuer on or around the Issue Date by publication on http://www.barclays.com/investorrelations/debtinvestors.*
		(ii)	Series:	*As at the date of the Prospectus, up to EUR 45,000,000. The Aggregate Nominal Amount will be the amount as notified by the Issuer on or around the Issue Date by publication on http://www.barclays.com/investorrelations/debtinvestors.*
	(b)	Specified Denomination:		EUR 1,000.
	(c)	Minimum Tradable Amount:		Not Applicable.
5.	Certificates:			Not Applicable.
6.	Calculation Amount:			EUR 1,000.
7.	Issue Price:			100 per cent of the Aggregate Nominal Amount. The Issue Price includes a distribution fee payable by the Issuer to the Distributor which will be no more than 4 per cent. of the Issue Price of the Securities. Investors in the Securities intending to invest through an intermediary (including by way of introducing broker) should request details of any such commission or fee payment from such intermediary before making any purchase hereof.
8.	Issue Date:			20 May 2015.
9.	Scheduled Redemption Date:			27 May 2020.
10.	Type of Security:			Share Linked Securities.
11.	Underlying Performance $Type_{(Autocall)}$:			Worst-of.
12.	Underlying Performance $Type_{(Redemption)}$:			Worst-of.

Provisions relating to interest (if any) payable

13. Interest Type: *General Condition 6 (Interest)* — Fixed.

(a) Interest Payment Dates: Each of the dates set out in Table 1 below in the column entitled 'Interest Payment Date'.

(b) Interest Determination Dates: Each of the dates set out in Table 1 below in the column entitled 'Interest Determination Date'.

(c) Fixed Interest Rate: 1.05%.

Table 1

Interest Determination Date	Interest Payment Date
20 May 2016	27 May 2016
22 May 2017	29 May 2017
21 May 2018	28 May 2018
20 May 2019	27 May 2019
20 May 2020	27 May 2020

Provisions relating to Automatic Redemption (Autocall)

14. Automatic Redemption (Autocall): *General Condition 7 (Automatic Redemption (Autocall))* — Applicable.

(a) Autocall Observation Type: Discrete.

(b) Autocall Barrier Percentages: Each of the percentages set out in Table 2 below in the column entitled 'Autocall Barrier Percentage'.

(c) Autocall Redemption Percentages: Each of the percentages set out in Table 2 below in the column entitled 'Autocall Redemption Percentage'.

(d) Autocall Valuation Dates: Each date set out in Table 2 below in the column entitled 'Autocall Valuation Date'.

(e) Autocall Redemption Dates: Each date set out in Table 2 below in the column entitled 'Autocall Redemption Date'.

(f) Autocall Valuation Price:

(i) Averaging-out: Not Applicable.

(ii) Min Lookback-out: Not Applicable.

(iii) Max Lookback-out: Not Applicable.

Table 2

Autocall Valuation Date:	Autocall Barrier Percentage	Autocall Redemption Percentage	Autocall Redemption Date
20 May 2016	100%	102.70%	27 May 2016

22 May 2017	100%	102.70%	29 May 2017
21 May 2018	100%	102.70%	28 May 2018
20 May 2019	100%	102.70%	27 May 2019

Provisions relating to Optional Early Redemption

15. Optional Early Redemption Event: *General Condition 8 (Optional Early Redemption Event)* — Not Applicable.

Provisions relating to Final Redemption

16. (a) Final Redemption Type: *General Condition 9* (*Final Redemption*) — Not Applicable.

Each Security will be redeemed by the Issuer on the Scheduled Redemption Date at the "**Final Cash Settlement Amount**" which will be a cash amount in the Settlement Currency per Calculation Amount determined by the Determination Agent as follows:

(i) if FP ≥ 100%, then:

$$102.70\% \times \text{Calculation Amount}$$

(ii) if both (a) FP < 100% and (b) FP ≥ Knock-in Barrier Percentage, then:

$$100\% \times \text{Calculation Amount}$$

(iii) otherwise, in accordance with the following formula:

$$\left(\text{CA} \times 70\%\right) + \left(\frac{\text{FP}}{\text{SPP}} \times \text{CA} \times 30\%)\right)$$

Where:

"**CA**" means the Calculation Amount;

"**FP**" means the Final Valuation Price divided by the Initial $\text{Price}_{(\text{Redemption})}$, each in relation to the Worst Performing Underlying Asset as calculated on the Final Valuation Date, as defined in General Condition 45.1 (*Definitions*);

"**SPP**" means 100%; and

"**Knock-in Barrier Percentage**" means 60%.

(b) Settlement Method: — Cash.

Provisions relating to Instalment Notes

17. Instalment Notes: General Condition 11 (*Redemption by Instalments*) — Not Applicable.

Provisions relating to the Underlying Asset(s)

18. Underlying Assets: — Each of the Shares (being the "**Basket**").

(a) Shares: — Each Share set out in Table 3 below in the column entitled 'Share'.

(i) Exchanges: — Each Exchange set out in Table 3 below in the column entitled 'Exchange'.

(ii) Related Exchanges: In respect of each Share, All Exchanges.

(iii) Underlying Asset Currencies: Each Underlying Asset Currency set out in Table 3 below in the column entitled ' Underlying Asset Currency'.

(iv) Bloomberg Screens: The Bloomberg Screens set out in Table 3 below in the column entitled 'Bloomberg Screen'.

(v) Reuters Screens: The Reuters Screens set out in Table 3 below in the column entitled 'Reuters Screen'.

(vi) Underlying Asset ISINs: Each Underlying Asset ISIN as set out in Table 3 below in the column entitled 'Underlying Asset ISIN'.

Table 3

i	**Share Company:**	**Bloomberg Screen:**	**Reuters Screen:**	**Underlying Asset ISIN:**	**Exchange**	**Underlying Asset Currency**
1	Société Generale SA	GLE FP <Equity>	SOGN.PA	FR0000130809	Euronext Paris	EUR
2	Amazon.com Inc	AMZN UQ <Equity>	AMZN.O	US0231351067	NASDAQ	USD
3	BASF SE	BAS GY <Equity>	BASFn.DE	DE000BASF111	Xetra Dax	EUR

19. (a) Initial Price$_{\text{(Redemption)}}$: In respect of each Share "i", the closing share price on the relevant Exchange on the Initial Valuation Date, subject to adjustment as provided in the Conditions, as determined by the Determination Agent.

(i) Averaging-in: Not Applicable.

(ii) Min Lookback-in: Not Applicable.

(iii) Max Lookback-in: Not Applicable.

(b) Initial Valuation Date: 20 May 2015

Initial Valuation Date – Common Pricing.

20. (a) Final Valuation Price:

(i) Averaging-out: Not Applicable.

(ii) Min Lookback-out: Not Applicable.

(iii) Max Lookback-out: Not Applicable.

(b) Final Valuation Date: 20 May 2020.

Provisions relating to disruption events

21. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): *General Condition 14* Not Applicable.

	(Consequences of Disrupted Days)	
22.	Additional Disruption Events: *General Condition 26 (Adjustment or Early Redemption following an Additional Disruption Event)*	
	(a) Change in Law:	Applicable.
	(b) Currency Disruption Event:	Applicable.
	(c) Hedging Disruption:	Applicable.
	(d) Issuer Tax Event:	Applicable.
	(e) Extraordinary Market Disruption:	Applicable.
	(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.
23.	Early Cash Settlement Amount:	Market Value.
24.	Early Redemption Notice Period Number:	As specified in General Condition 45.1 (*Definitions*).
25.	Substitution of Shares:	Substitution of Shares – Standard.
26.	Entitlement Substitution:	Not Applicable.
27.	FX Disruption Event:	Not Applicable.
28.	Unwind Costs:	Not Applicable.
29.	Settlement Expenses:	Not Applicable.
30.	Local Jurisdiction Taxes and Expenses:	Not Applicable.

General provisions

31.	Form of Securities:	Global Bearer Securities: Permanent Global Security

		NGN Form: Not Applicable. Held under the NSS: Not Applicable. CGN Form: Not Applicable. CDIs: Not Applicable.
32.	Trade Date:	31 March 2015.
33.	Additional Business Centre(s):	Not Applicable.
34.	Business Day Convention:	Modified Following.
35.	Determination Agent:	Barclays Bank PLC.
36.	Common Depositary:	Not Applicable.
37.	Registrar:	Not Applicable.
38.	CREST Agent:	Not Applicable.
39.	Transfer Agent:	Not Applicable.
40.	(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.
41.	Registration Agent:	Not Applicable.
42.	*Masse* Category:	Not Applicable.
43.	Governing Law:	English Law.

OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i)	Listing and Admission to Trading:	Application has been 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 Luxembourg Stock Exchange on or around the Issue Date.
(ii)	Estimate of total expenses related to admission to trading:	EUR 600.

2. RATINGS

Ratings: The Securities have not been individually rated.

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

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

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

(i)	Reasons for the offer:	The Issuer intends to apply the net proceeds from the sale of Securities either for hedging purposes or for general corporate purposes.
(ii)	Estimated net proceeds:	Not Applicable.
(iii)	Estimated total expenses:	Not Applicable.

5. YIELD

Not Applicable

6. PERFORMANCE OF UNDERLYING ASSETS, AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSETS AND EXPLANATION AS TO HOW THE VALUE OF THE SECURITIES IS AFFECTED BY THE VALUE OF THE UNDERLYING ASSETS

Past performance in respect of each Share can be obtained on the relevant Bloomberg Screen as described above.

The value of the Securities is dependent on the performance of the worst-performing Share in the Basket over the period as measured on the Initial Valuation Date, each Autocall Valuation Date and on the Final Valuation Date (save for any subsequent Autocall Valuation Dates and the Final Valuation Date where an Automatic Redemption (Autocall) Event has occurred on a prior Autocall Valuation Date). If the worst-performing Share in the Basket over the period to an Autocall Valuation Date has not dropped in value, an Automatic Redemption (Autocall) Event occurs and the Securities redeem early at 102.70% of par. If the worst performing Share has not dropped in value on the Final Valuation Date, then the Final Cash Settlement Amount shall be equal to 102.70% of par. If the worst performing Share has dropped in value on the Final Valuation Date, but is greater than or equal to 60% of its level on the Initial Valuation Date, then the Final Cash Settlement Amount shall be equal to par. If the worst performing Share has dropped in value on the Final Valuation Date to less than 60% of its level on the Initial Valuation Date then the

Final Cash Settlement Amount will be less than par (subject to a minimum of 70% of par), which means an investor who purchased the Securities at par will suffer a loss which may not be offset by the interest payable during the life of the Securities.

7. OPERATIONAL INFORMATION

a)	ISIN Code:	XS1183614582.
b)	Common Code:	118361458.
c)	Relevant Clearing System(s) and the relevant identification number(s):	Clearstream - identification number 34797 and Euroclear - identification number 13121.
d)	Delivery:	Delivery free of payment.
e)	Name and address of additional Paying Agent(s):	Not Applicable.

8. TERMS AND CONDITIONS OF THE OFFER

8.1 Authorised Offer(s)

(a)	Public Offer:	An offer of the Notes may be made, subject to the conditions set out below by the Authorised Offeror(s) (specified in (b) immediately below) other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdiction(s) (specified in (c) immediately below) during the Offer Period (specified in (d) immediately below) subject to the conditions set out in the Prospectus and in (e) immediately below.
(b)	Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place (together the "**Authorised Offeror(s)**"):	**Specific consent:** the Distributor and each financial intermediary expressly named as an Authorised Offeror on the Issuer's website (*http://irreports.barclays.com/prospectuses-and-documentation/structured-securities/final-terms*).
(c)	Jurisdiction(s) where the offer may take place (together, the "**Public Offer Jurisdictions(s)**"):	Spain.
(d)	Offer period for which consent to use the Prospectus is given to the Authorised Offeror(s) ("**Offer Period**"):	From, and including, 15 April 2015 to, but excluding, 18 May 2015 (subject to the offer being discontinued at any time or the Offer Period shortened or extended if notified by the Issuer on http://www.barclays.com/investorrelations/debtinvestors *(provided that, in the case of an extension to the Offer Period, a supplement to the Prospectus would be published)*).
(e)	Other conditions for use of the Prospectus by the Authorised Offeror(s):	Not Applicable.

8.2 Other terms and conditions of the offer

(a)	Offer Price:	100 per cent of the Issue Price.
(b)	Total amount of offer:	Up to EUR 45,000,000.
(c)	Conditions to which the offer is subject:	Offers of the Securities made prior to the Issue Date are conditional on their issue. There is no pre-identified allotment criteria. The Manager will adopt allotment criteria that ensures equal treatment of prospective investors. All of the Securities requested through an Authorised Offeror during the Offer Period will be assigned up to the maximum amount of the offer. A prospective investor will, on the Issue Date, receive 100 per cent. of the amount of Securities allocated to it during the Offer Period. The Issue Date is subject to the right of the Issuer to cancel the issuance of the Securities if the proposed

		Aggregate Nominal Amount to be issued on the Issue Date is less than EUR 45,000,000. For the avoidance of doubt, if any application has been made by the potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant.
(d)	Time period, including any possible amendments, during which the offer will be open:	The Offer Period as specified above.
(e)	Description of the application process:	Applications for the Securities can be made in the Public Offer Jurisdiction through an Authorised Offeror. Distribution will be in accordance with the relevant Authorised Offeror's usual procedures.
(f)	Details of the minimum and/or maximum amount of application:	The minimum amount of application per investor will be EUR 1,000 in nominal amount of the Securities. The maximum amount of application per investor will be EUR 45,000,000 in nominal amount of the Securities.
(g)	Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable.
(h)	Details of method and time limits for paying up and delivering the Securities:	The total payment of the Offer Price of the Securities must occur on the Issue Date to an Authorised Offeror's office having received the subscription. The Securities will be made available on a delivery against payment basis: the Issuer estimates that the Securities will be delivered through an Authorised Offeror, against payment of the Offer Price, to prospective Securities holders in deposit accounts held, directly or indirectly, by the relevant Authorised Offeror at Euroclear, Clearstream.
(i)	Manner in and date on which results of the offer are to be made public:	Results of the offer will be published on the website of the Luxembourg Stock Exchange (*www.bourse.lu*) on or prior to the Issue Date.
(j)	Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable.
(k)	Categories of potential investors to which the Securities are offered	Offers may be made through an Authorised Offeror in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made

	and whether tranche(s) have been reserved for certain countries:	through an Authorised Offeror pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.
(l)	Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:	Applicants will be notified directly by the relevant Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date.
(m)	Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Apart from the offer price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser.
(n)	Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	Deutsche Bank S.A.E., Paseo de la Castellana 18, Madrid, Spain, 28046 (the "**Distributor**").

IMPORTANT LEGAL INFORMATION

Responsibility and Consent

The Issuer accepts responsibility for the information contained in this Prospectus. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect the import of such information.

The Issuer consents to the use of this Prospectus (and accepts responsibility for the information contained in this Prospectus) with respect to any Public Offer of the Securities which satisfies each of the following conditions:

- The Public Offer is only made in the Public Offer Jurisdiction(s) specified in *'Other Information – 8. Terms and Conditions of the Offer*' above;
- The Public Offer is only made during the Offer Period specified in *'Other Information - 8. Terms and Conditions of the Offer* ' above; and
- The Public Offer is only made by an Authorised Offeror and subject to the conditions in each case specified in '*Other Information - 8. Terms and Conditions of the Offer* ' above.

Neither the Issuer nor the Manager has any responsibility for any of the actions of any Authorised Offeror, including their compliance with applicable conduct of business rules or other local regulatory requirements or other securities law requirements in relation to an offer.

Other than as set out above, neither the Issuer nor the Manager has authorised (nor do they authorise or consent to the use of this Prospectus or take any responsibility for this Prospectus in connection with) the making of any public offer of the Securities by any person in any circumstances. Any such unauthorised offers are not made on behalf of the Issuer or the Manager or Authorised Offeror(s) and none of the Issuer or the Manager or Authorised Offeror(s) has any responsibility or liability for the actions of any person making such offers.

Any offer or sale of Securities to an investor by an Authorised Offeror will be made in accordance with any terms and other arrangements in place between such Authorised Offeror and such investor including as to price, allocations and settlement arrangements. Where such information is not contained in the Prospectus, it will be the responsibility of the Authorised Offeror at the time of such offer to provide the investor with that information and none of the Issuer or the Manager has any responsibility or liability for such information.

Any Authorised Offeror using this Prospectus in connection with a Public Offer as set out above is required, for the duration of the relevant Offer Period, to publish on its website that it is using this Prospectus for such Public Offer in accordance with the consent of the Issuer and the conditions attached thereto.

Ratings

The credit ratings included or referred to in this Prospectus or any document incorporated by reference are, for the purposes of Regulation (EC) No 1060/2009 on credit rating agencies (the "**CRA Regulation**") issued by Fitch Ratings Limited ("**Fitch**"), Moody's Investors Service Ltd. ("**Moody's**") and Standard & Poor's Credit Market Services Europe Limited ("**Standard & Poor's**"), each of which is established in the European Union and has been registered under the CRA Regulation.

As of the date of this Prospectus, the short term unsecured obligations of the Issuer are rated A-1 by Standard & Poor's, P-1 by Moody's, and F1 by Fitch and the long-term obligations of the Issuer are rated A by Standard & Poor's, A2 by Moody's, and A by Fitch.

Hyper-links to websites

For the avoidance of doubt, the content of any website to which a hyper-link is provided shall not form part of this Prospectus.

GENERAL INFORMATION

Authorisation and Consents

The establishment of the Programme and the issue of Securities under the Programme have been duly authorised by resolutions of an authorised committee of the Board of Directors of the Issuer on 1 May 2014.

Use of Proceeds

The Issuer intends to apply the net proceeds from the sale of Securities either for hedging purposes or for general corporate purposes.

Listing and Admission to Trading

Application has been made for the Securities to be admitted to listing on the Official List of the Luxembourg Stock Exchange and trading on the regulated market of the Luxembourg Stock Exchange.

Passporting

A request has been made to the CSSF of Luxembourg to passport this Prospectus to the competent authority of the Kingdom of Spain, the *Comisión Nacional del Mercado de Valores (CNMV)*.

Documents Available

For as long as any Securities remain outstanding, copies of the following documents will, when available, be made available during usual business hours on a weekday (Saturdays, Sundays and public holidays excepted) for inspection and, in the case of (b), (c) and (g) below, shall be available for collection free of charge at the registered office of the Issuer, at *http://group.barclays.com/investorrelations/debtinvestors* and at the specified office of the Issue and Paying Agent:

(a) the constitutional documents of the Issuer;
(b) the documents set out in the '*Information Incorporated by Reference*' section of this Prospectus;
(c) all future annual reports and semi-annual financial statements of the Issuer;
(d) the Master Subscription Agreement (as defined in the General Conditions set out in the Base Prospectus incorporated by reference in this Prospectus);
(e) the Agency Agreement (as defined in the General Conditions set out in the Base Prospectus incorporated by reference in this Prospectus);
(f) the Deed of Covenant (as defined in the General Conditions set out in the Base Prospectus incorporated by reference in this Prospectus); and
(g) any other future documents and/or announcements issued by the Issuer in relation to the Securities.

Post–issuance Information

The Issuer does not intend to provide any post-issuance information in relation to any of the Securities or the performance of any Underlying Asset or any other underlying relating to Securities, except if required by any applicable laws and regulations.

ISSUER

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