

Amended and Restated Pricing Supplement



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

GLOBAL STRUCTURED SECURITIES PROGRAMME

for the issue of Securities

BARCLAYS BANK PLC

Legal Entity Identifier: G5GSEF7VJP5I7OUK5573

SEK 100,000,000 Capital Protected Note linked to Storebrand FRN Företagsobligation due March 2030

Series: NX00389993

under the Global Structured Securities Programme

Issue Price: 100.00% of the Specified Denomination

PROHIBITION OF SALES TO UK RETAIL INVESTORS: The Securities are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS: The Securities are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the European Economic Area. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "EU Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "EU PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO SWISS RETAIL INVESTORS: The Securities are not intended to be offered, sold or otherwise made available to and may not be offered, sold or otherwise made available to any retail investor in Switzerland. For these purposes a "retail investor means a person who is not a professional or institutional client, as defined in article 4 para. 3, 4 and 5 and article 5 para. 1 and 2 Swiss Federal Act on Financial Services ("**FinSA**") of 15 June 2018, as amended. Consequently, no key information document required by FinSA for offering or selling the Securities or otherwise making them available to retail investors in Switzerland has been prepared and therefore, offering or selling the Securities or making them available to retail investors in Switzerland may be unlawful under FinSA.

What is this document?

This document constitutes the Amended and Restated Pricing Supplement of the Securities (the "**Amended and Restated Pricing Supplement**" or the "**Pricing Supplement**") described herein and is prepared in connection with the Offering Circular under the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**") and is supplemental to the Offering Circular dated 13 April 2023 as supplemented by the Supplemental Offering Circulars from time to time.

What other documents do I need to read?

This Pricing Supplement sets out the specific details of your particular issuance of Securities and supplements the terms and conditions and disclosure set out in the Offering Circular including any Supplemental Offering Circulars. Therefore, full information on the Issuer and the Securities is only available on the basis of the combination of this Pricing Supplement and the Offering Circular including any Supplemental Offering Circulars. The Offering Circular and any Supplemental Offering Circular are available for viewing and copies may be obtained from the registered office of the Issuer and by electronic version from the Issue and Paying Agent whose specified office for the time being is in Stockholm .

Capitalised terms used in this Pricing Supplement, if not defined in this Pricing Supplement, have the meanings given to them in the Offering Circular and/or any Supplemental Offering Circular.

What should I consider before investing in Securities issued under the Pricing Supplement?

Investment in Securities that are issued under this Pricing Supplement involve a significant degree of risk and if you invest in them you should be prepared to sustain a loss of all or part of your investment. You should not acquire any Securities unless (i) you understand the nature of the relevant transaction, the complexity of the transaction, the risks inherent in securities and the extent of your exposure to potential loss and (ii) any investment in such Securities is consistent with your overall investment strategy. Before investing in the Securities you should consider carefully whether the Securities you are considering acquiring are suitable in light of your investment objectives, financial capabilities and expertise. You should also consult your own business, financial, investment, legal, accounting, regulatory, tax and other professional advisers to assist you in determining the suitability of the Securities for you as an investment.

U.S. withholding on dividend equivalent amounts: If in item 54 '*871(m) Securities*' below the Pricing Supplement provides that the Issuer has determined that the Securities are subject to U.S. withholding tax under Section 871(m) of the U.S. Internal Revenue Code and regulations promulgated thereunder, then certain actual or deemed payments on the Securities held by non-U.S. investors generally will be subject to US withholding tax of 30 per cent without regard to any reduced rate that may apply under a treaty, as more fully described in '*U.S. federal tax treatment of Non-U.S. Holders*' in the Taxation section of the Offering Circular. No additional amounts will be payable in respect of such withholding taxes.

Prospective investors are urged to read the section headed "*Risk Factors*" in the Offering Circular as supplemented by the Supplement/Supplemental Offering Circular/Pricing Supplement for a discussion of certain matters that should be considered when making a decision to invest in the Securities.

Who is responsible for the content of this Pricing Supplement?

The Issuer accepts responsibility for the information contained in this Pricing Supplement. To the best of its knowledge and belief the information contained in this Pricing Supplement is in accordance with the facts and does not contain anything likely to affect its import.

Amended and Restated Pricing Supplement dated 13 June 2024

Replacing the Pricing Supplement dated 8 March 2024

Distribution

The distribution or delivery of this document and the offer of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession this Pricing Supplement comes are required by the Issuer to inform themselves about and to observe any such restrictions. Details of selling restrictions for various jurisdictions are set out in "*Purchase and Sale*" in the Offering Circular.

In particular, the Securities have not been, and will not be, at any time, registered under the U.S. 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, and the Securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**")) ("**U.S. persons**").

In relation to Securities which are being offered and sold outside the United States in reliance on Regulation S only, there are restrictions on the Issuer and its Affiliates (including Barclays Bank PLC in its role as Manager) making sales of Securities in the United States, including for market making purposes.

Trading in the Securities has not been approved by the U.S. Commodity Futures Trading Commission under the US Commodity Exchange Act of 1936, as amended. Securities in bearer form may be subject to U.S. tax law requirements. Subject to certain exceptions, the Securities in bearer form may not at any time be offered, sold or delivered within the United States or its possessions to, or for the account or benefit of United States persons (as defined in the U.S. Internal Revenue Code of 1986, as amended), nor may any United States persons at any time trade or maintain a position in such Securities.

THE SECURITIES COMPRISE BEARER SECURITIES THAT ARE SUBJECT TO US TAX LAW REQUIREMENTS. ANY UNITED STATES PERSON WHO HOLDS THIS OBLIGATION WILL BE SUBJECT TO LIMITATIONS UNDER THE UNITED STATES INCOME TAX LAWS INCLUDING THE LIMITATIONS PROVIDED IN SECTIONS 165(j) AND 1287(a) OF THE CODE.

THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER U.S. REGULATORY AUTHORITY, AND NONE OF THE FOREGOING AUTHORITIES HAS PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OF SECURITIES OR, AS APPLICABLE, THE ENTITLEMENTS, OR THE ACCURACY OR THE ADEQUACY OF THIS PRICING SUPPLEMENT OR THE OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

THE OFFERING CIRCULAR DOES NOT COMPRISE AND HAS NOT BEEN APPROVED BY AN REGULATORY AUTHORITY OR STOCK EXCHANGE AS (I) A BASE PROSPECTUS FOR THE PURPOSES OF (A) REGULATION (EU) 2017/1129 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (AS AMENDED, THE "EUWA") (AS AMENDED, THE "UK PROSPECTUS REGULATION") OR (B) ARTICLE 8 OF REGULATION (EU) 2017/1129 (AS AMENDED, THE "EU PROSPECTUS REGULATION") OR (II) LISTING PARTICULARS FOR THE PURPOSES OF (A) SECTION 79 OF THE FSMA OR (B) ANY RULES OR REGULATIONS RELATED TO A LISTING ON ANY REGULATED MARKET UNDER MiFID II.

Securities issued pursuant to the Programme may be unlisted or an application may be made for Securities to be listed on any stock exchange other than any stock exchange or market which constitutes a UK regulated market for the purposes of UK MiFIR or a regulated market for the purposes of MiFID II. Please refer to Part B '*Listing and Admission to Trading*' for information on if this offer of Securities is unlisted or listed and details on this.

PART A

Terms and Conditions of the Securities

The Securities shall have the following terms and conditions, which shall complete, modify and/or amend the Base Conditions and/or any applicable Relevant Annex(es) set out in the Offering Circular dated 13 April 2023 as may be supplemented up to, and including, the Trade Date of the Tranche 1 Securities.

These Securities are Swedish Securities. Securityholders should refer to the provisions of the Swedish Securities Annex of the Offering Circular which shall apply to the Securities.

Issuer:	Barclays Bank PLC
Manager:	Barclays Bank Ireland PLC
Determination Agent:	Barclays Bank PLC
Issue and Paying Agent:	Skandinaviska Enskilda Banken AB (publ)

Provisions relating to the Securities

1	(i) Series:	NX00389993
	(ii) Tranche:	1
2	Issue Currency:	Swedish Krona ("SEK")
3	Notes:	Applicable
	(i) Aggregate Nominal Amount as at the Issue Date:	
	(a) Series:	SEK 100,000,000
	(b) Tranche:	SEK 100,000,000
	(ii) Specified Denomination:	SEK 1,000,000
	(iii) Minimum Tradable Amount:	SEK 1,000,000 (and SEK 1,000,000 thereafter)
	(iv) Calculation Amount as at the Trade Date and Issue Date:	SEK 1,000,000 per Security
	(v) Provisions relating to redenomination:	N/A
4	Redeemable Certificates:	N/A
5	Form:	
	(i) Global / Definitive /Uncertificated and dematerialised:	Uncertificated Securities in dematerialised book-entry form held in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479), as amended.
6	Trade Date:	22 February 2024
7	Issue Date:	8 March 2024
8	Redemption Date:	11 March 2030, subject to adjustment in accordance with Fund Component Linked Condition 4 (<i>Adjustments of Payment Dates</i>)
9	Issue Price:	100.00% of the Specified Denomination
10	Relevant Annex(es) which apply to the Securities:	Fund Linked Annex and Swedish Securities Annex
11	Interest:	Applicable
12	Interest Amount:	<p>Provided that no event that may lead to the early redemption or termination of the Securities has occurred prior to the relevant Interest Valuation Date, as determined by the Determination Agent, in respect of the relevant Interest Payment Date:</p> <p>For i from 1 to T:</p> $\text{Coupon Amount}(i) = \text{Calculation Amount} \times \text{Max}(0; \text{Participation} \times \text{LockedCoupon}(i) - \text{Sum Coupons Paid}(i-1))$ <p>Where:</p> <p>For i from 2 to T:</p> $\text{Sum Coupons Paid}(i-1) = \text{Sum Coupons Paid}(i-2) + \text{Coupon Amount}(i-1)$ <p>With:</p>

“**Sum Coupons Paid(0)**” means 0.

“**i**” refers to Valuation Date(i).

“**Interest Valuation Date(s)**” means each Valuation Date(i).

“**Strategy Business Day**” has the meaning set out in Annex 1.

“**Valuation Date(i)**” means for i from 0 to T, each Strategy Business Day from and excluding Valuation Date(0) to and including Valuation Date(T) (each a “**Scheduled Valuation Date(i)**”). If any Scheduled Valuation Date(i) is a Disrupted Day in relation to any Volatility Asset described in Annex 1, such day shall not qualify as a Scheduled Valuation Date(i) and no Valuation Level, Coupon Amount or Final Cash Settlement Amount will be calculated by the Determination Agent. If a Disruption Day in relation to any Volatility Asset occurs in respect of Valuation Date (T), Valuation Date (T) shall be adjusted in accordance with Fund Linked Condition 3 (*Adjustments of Valuation Dates and Reference Dates*).

13	Interest Rate(s):	N/A
14	Floating Rate Determination – Reference Rate:	N/A
15	Floating Rate Determination – CMS Rate:	N/A
16	Margin:	N/A
17	Minimum/Maximum Interest Rate:	N/A
18	Interest Commencement Date:	N/A
19	Interest Determination Date:	N/A
20	Fixing Business Day:	N/A
21	Interest Calculation Periods:	N/A
22	Interest Payment Dates:	For i from 1 to T, the 10 Business Days following the Valuation Date(i), in each case subject to adjustment in accordance with Fund Linked Condition 6 (<i>Adjustments of Payment Dates</i>)
23	Day Count Fraction:	N/A
24	Fallback provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest, if different from those set out in the Base Conditions:	N/A
25	Settlement Method:	For the purposes of Condition 5.1 (<i>Redemption and Redemption by Instalments</i>) of the Base Conditions: Cash Settlement
26	Settlement Currency:	SEK
27	Settlement Number:	As defined in Condition 25 (<i>Definitions</i>) of the Base Conditions

28 Terms relating to Cash Settled Securities:

(i) Final Cash Settlement Amount:

Provided that no event that may lead to the early redemption or termination of the Securities has occurred prior to the Redemption Date as determined by the Determination Agent, each Security will be redeemed by the Issuer by the payment of the Final Cash Settlement Amount on the Redemption Date, determined by the Determination Agent in accordance with the following:

Scenario 1:

If on Valuation Date(T) Performance(T) is higher than or equal to 0%, then:

Calculation Amount + Calculation Amount x [Max(0%; Participation x Max(LockedCoupon(T); Performance(T)) – (1/Calculation Amount) x Sum Coupons Paid(T-1))]

Scenario 2:

Otherwise, Calculation Amount

Where:

“**LockedCoupon(i)**” means for i from 1 to T, Lockin Value(i) x Lockin Level.

“**Lockin Level**” means 5%.

“**Lockin Value(i)**” means for i from 1 to T, INT(MaxTimePerformance(t) / Lockin Level).

“**INT**” means the function which gives the integer part of the number x (rounded down to the closest integer number).

“**MaxTimePerformance(t)**” means for t from 1 to T, the maximum, for i from 1 to t of Performance(i).

“**Performance (i)**” for i from 1 to T means [(S(i) / S(0)) – 1].

“**S(i)**” means for i from 1 to T, the Strategy Value for the Valuation Date(i).

“**Valuation Date(0)**” means the Initial Valuation Date.

“**Valuation Date(T)**” means the Final Valuation Date.

“**Initial Valuation Date**” means 23 February 2024.

“**Final Valuation Date**” means 25 February 2030.

“**Participation**” means 262%.

The Determination Agent may adjust the Final Cash Settlement Amount in accordance with Fund Linked Condition 5 (*Consequences of a Potential Adjustment of Payment Event*).

(ii) Early Cash Settlement Amount:

Market Value, and for the purpose of the valuation of each Volatility Asset, the definition of “Early Cash Settlement Amount” under Part C of the Fund Linked Annex shall apply

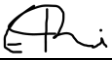
	(iii) Early Cash Redemption Date:	As defined in Condition 25 (<i>Definitions</i>) of the Base Conditions
29	Terms relating to Physically Delivered Securities:	N/A
30	Nominal Call Event:	N/A
31	Call Option:	N/A
32	Put Option:	N/A
33	Specified Early Redemption Event:	N/A
34	Maximum and Minimum Redemption Requirements:	N/A
35	Additional Disruption Events:	Applicable
	(i) The following constitute Additional Disruption Event(s):	
	(a) Change in Law:	Applicable as per Condition 25 (<i>Definitions</i>) of the Base Conditions
	(b) Currency Disruption Event:	Applicable as per Condition 25 (<i>Definitions</i>) of the Base Conditions
	(c) Issuer Tax Event:	Applicable as per Condition 25 (<i>Definitions</i>) of the Base Conditions
	(d) Extraordinary Market Disruption:	Applicable as per Condition 25 (<i>Definitions</i>) of the Base Conditions
	(ii) Hedging Disruption:	Applicable
	(iii) Increased Cost of Hedging:	N/A
	(iv) Affected Jurisdiction Hedging Disruption:	N/A
	(v) Affected Jurisdiction Increased Cost of Hedging:	N/A
	(vi) Affected Jurisdiction:	N/A
	(vii) Cessation of CREST Eligibility:	N/A
	(viii) Other Additional Disruption Event(s):	Applicable See also 46(xi)
36	Unlawfulness and Impracticability:	Limb (b) of Condition 15 of the Base Conditions: Applicable
37	Share Linked Securities:	N/A
38	Index Linked Securities (Equity indices only):	N/A
39	Inflation Linked Securities:	N/A
40	FX Linked Securities:	N/A
41	Credit Linked Securities:	N/A
42	Commodity Linked Securities:	N/A
43	(i) Barclays Commodity Index Linked Securities (Section 2 of the Barclays Index Annex):	N/A
	(ii) Barclays Equity Index Linked Securities (Section 3 of the Barclays Index Annex):	N/A

	(iii)	Barclays FX Index Linked Securities (Section 4 of the Barclays Index Annex):	N/A
	(iv)	Barclays Interest Rate Index Linked Securities (Section 5 of the Barclays Index Annex):	N/A
	(v)	Barclays Emerging Market Index Linked Securities (Section 6 of the Barclays Index Annex):	N/A
44		Short Form Barclays Index Annex Securities:	N/A
44		Bond Linked Securities:	N/A
46		Fund Linked Securities:	Applicable
	(i)	Fund(s) (each an " Underlying Asset "):	Storebrand FRN Företagsobligation Fund
	(ii)	Fund Administrator(s):	Currently Storebrand Fonder AB
	(iii)	Fund Custodian(s):	Currently J.P. Morgan SE, Stockholm Bankfilial
	(iv)	Fund Manager(s):	Currently Storebrand Asset Management AB
	(v)	Fund Services Provider(s) (additional):	Any person who is appointed to provide services, directly or indirectly, to the Fund, whether or not specified in the Fund Documents, including the Fund Manager, Fund Administrator, the Fund Custodian, any operator, management company, depository, sub-custodian, prime or other broker, trustee, director, registrar and transfer agent or domiciliary agent of the Fund.
	(vi)	Key person(s):	N/A
	(vii)	Fund Share(s) and ISIN(s):	Storebrand FRN Företagsobligation Class A SEK (ISIN: SE0004807097)
	(viii)	Weighting for each Underlying Asset comprising the Basket of Underlying Assets:	100%
	(ix)	NAV Deadline Date:	As per the Fund Linked Conditions
	(x)	Strike:	N/A
	(xi)	The following constitute Additional Disruption Event(s) in respect of Fund Linked Securities:	
		(A) Fund Events:	Applicable, as per Fund Linked Condition 1 (<i>Fund Events</i>)
		(B) Additional Fund Event(s):	N/A
	(xii)	Consequences of a Fund Event:	Fund Linked Conditions 2.1(a), 2.1(b), 2.1(c), 2.1(d) and 2.1(e) (<i>Consequences of a Fund Event</i>) are applicable Provided that the other action referred to in Fund Linked Condition 2.1(d) means the Determination Agent may postpone the valuation of the NAV of a Volatility Asset until the cessation of the Fund Event specified in Fund Linked Condition 1.2(b)(ii) if such Volatility Asset is subject to the Fund Event specified in Fund Linked Condition 1.2(b)(ii).
	(xiii)	Potential Adjustment of Payment Events:	Applicable
	(xiv)	Additional Adjustment Event(s):	N/A

(xv)	FX Disruption Event (Fund Linked Annex):	N/A
(xvi)	Valuation Date(s):	Applicable
	(A) Strike Date:	The Initial Valuation Date
	(B) Interest Valuation Date(s):	Each Valuation Date (i)
	(C) Other Valuation Date(s):	The Final Valuation Date
(xvii)	Reference Date(s):	N/A
	(A) Averaging Date(s):	N/A
	(B) Lookback Date(s):	N/A
	(C) Omission:	N/A
	(D) Postponement:	N/A
	(E) Modified Postponement:	N/A
(xviii)	Specified Number:	For the purposes of: <ul style="list-style-type: none"> - each Adjusted Payment Date: three; or - each Receipt Deadline: 180
47	Hybrid Basket Linked Securities:	N/A
48	Unwind Costs:	Applicable, and the Unwind Cost in respect of each Volatility Asset shall be the “Early Redemption Costs” as defined under Part C of the Fund Linked Annex
49	Additional provisions relating to Taxes and Settlement Expenses:	N/A
50	Business Day:	Stockholm and London (each, a “ Business Day Financial Centre ”) and a Clearing System Business Day.
51	Business Day Convention:	Modified Following, subject to adjustment for Unscheduled Business Day Holiday
52	Non-U.S. Selling Restrictions:	<p>Investors are bound by all applicable laws and regulations of the relevant jurisdiction(s) in which the Securities are to be offered, sold and distributed, including the selling restrictions set out in this document and the Offering Circular. Investors in this Product should seek specific advice before on-selling this Product.</p> <p>No action has been made or will be taken by the Issuer that would permit a public offering of the Securities or possession or distribution of any offering material in relation to the Securities in any jurisdiction where action for that purpose is required. No purchase, offer, sale, re-sale or deliveries of the Securities and no making available or distribution of this Term Sheet, the Offering Circular, the Pricing Supplement and any other offering material, in any jurisdiction except in compliance with the applicable laws and regulations of such jurisdiction and in a manner that will not impose any obligation on the Issuer or Manager (as the case may be) may be made.</p>
53	Applicable TEFRA exemption:	TEFRA is not applicable

54	871(m) Securities:	The Issuer has determined that Section 871(m) of the U.S. Internal Revenue Code is not applicable to the Securities.
55	Central Depository:	N/A
56	Relevant Clearing System(s):	Euroclear Sweden
57	If syndicated, names of Managers:	N/A
58	(i) Details relating to Partly Paid Securities:	N/A
	(ii) Details relating to Instalment Notes:	N/A
59	Relevant securities codes:	ISIN: SE0021626884
60	Representation of holders of French Securities – <i>Masse</i> :	N/A
61	Modifications to the Master Subscription Agreement and/or Agency Agreement:	N/A
62	(i) Prohibition of Sales to UK Retail Investors:	Applicable – see the cover page of this Pricing Supplement
	(ii) Prohibition of Sales to EEA Retail Investors:	Applicable – see the cover page of this Pricing Supplement
	(iii) Prohibition of Sales to Swiss Retail Investors:	Applicable – see the cover page of this Pricing Supplement
63	Additional Conditions and/or modification to the Conditions of the Securities:	For the avoidance of doubt all scheduled payment and/ or settlement dates are subject to adjustment in accordance with the applicable Business Day Convention.
64	Governing law:	English law (save for registration as set out in the Swedish Securities Annex)

BARCLAYS BANK PLC

By: 

Name: Erkki Rusi

Title: Director

PART B
Other Information

- 1 Listing and Admission to Trading** None.
- 2 Ratings** The Securities have not been individually rated.
- 3 Interests of Natural and Legal Persons Involved in the Issue**
Save as discussed in "*Purchase and Sale*", so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the issue.
- 4 Reasons for the Offer, Estimated Net Proceeds and Total Expenses**
- | | |
|---------------------------------|-----------------|
| (i) Reasons for the offer: | General Funding |
| (ii) Estimated net proceeds: | N/A |
| (iii) Estimated total expenses: | N/A |
| (iv) Use of proceeds: | N/A |
- 5 Fixed Rate Securities Only - Yield**
Indication of yield: N/A
- 6 Floating Rate Securities Only - Historic Floating Rates**
N/A
- 7 Performance of Reference Asset(s) and Other Information Concerning the Reference Asset(s)**
N/A
- 8 Post issuance information**
The Issuer does not intend to provide post-issuance transaction information regarding the Securities and the performance of the Reference Asset(s), unless required to do so by applicable law or regulation.
- 9 Operational Information**
- | | |
|--|--------------------------|
| Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking <i>société anonyme</i> and the Central Moneymarkets Unit Service operated by the Hong Kong Monetary Authority (together with their addresses) and the relevant identification number(s): | Euroclear Sweden |
| Delivery: | Delivery free of payment |
| Names and addresses of additional Paying Agent(s) (if any): | N/A |
- Third Party Fees**
The Issue Price includes a commission element shared with a third party, which will be no more than 3% of the Issue Price. Further details of the commission element are available upon request.

ANNEX 1: Fund-Linked Strategy

1. Fund-Linked Strategy Overview

The Fund-Linked Strategy (the "Strategy") provides a volatility-targeted exposure to a fixed basket of mutual funds (each a "Fund" or a "Volatility Asset Component" and together the "Volatility Asset") and the three-month Stockholm Interbank Offered Rate (the "Cash Component", and together with the Volatility Asset, the "Components" and each a "Component"). The Funds comprising the Volatility Asset are set out in the table under Section 3 below. The Strategy is 'synthetic' or 'notional', which means that it reflects an investment in the Components without physically owning them. There are no assets to which an investor in the Strategy has any direct or indirect ownership interest or other entitlement.

The exposure of the Strategy to each Component is determined using a "volatility target mechanism", by comparing the realised volatility of the Volatility Asset measured during a 20-day lookback period against the pre-determined volatility target of 2% (the "Volatility Target"). The "volatility target mechanism" will increase the exposure of the Strategy to the Volatility Asset (and, in turn, the Funds) if the realised volatility of the Volatility Asset is lower than the Volatility Target and will reduce the exposure of the Strategy to the Volatility Asset (and, in turn, the Funds) if the realised volatility of the Volatility Asset is higher than the Volatility Target, subject to a minimum exposure of 0% and a maximum exposure of 200%.

The Strategy is calculated on an "excess return" basis, which means the performance of the percentage exposure that is invested in the Volatility Asset is reduced by the daily accrual of the Cash Component. In addition, this means that the performance of the percentage that is not invested in the Volatility Asset is flat. i.e. unchanged each Strategy Business Day. More details are given in Section 4 below.

2. Strategy Key Information

Strategy Type	Excess Return, Volatility Target
Strategy Start Date	14 November 2012
Strategy Currency	SEK
Initial Strategy Value	1,000
Volatility Target	2.00%
Maximum Weight	200%

3. Strategy Definitions

Cash Component	Means, in respect of any Strategy Business Day, the three-month Stockholm Interbank Offered Rate (the "3-Month STIBOR") as published on the Bloomberg screen page STIB3M <Index> at 11:00 am (Central European time) (the "Relevant Time") on such Strategy Business Day, provided that if the Strategy Calculation Agent determines that such reference rate does not appear on the relevant screen page or the relevant screen page is unavailable, the Strategy Calculation Agent will use the most recently published value of the Cash Component.
Common Fund Calculation Day	Means a day that is a Fund Calculation Day for each of the Fund (and not some only) comprising the Volatility Asset.
Component(s)	Each of (i) the Volatility Asset and (ii) the Cash Component, as defined herein.
Fund(s) or Fund(k)	Means each fund (k = 1) comprising the Volatility Asset, and "Fund(k)" means the relevant Fund (k = 1), subject to replacement under the terms and conditions, as described herein.
Fund Calculation Day	Means, in respect of a Fund, any day on which the relevant Fund Management Company is scheduled to calculate and publish the net asset value of such Fund.
Strategy Business Day	Means, in respect of the Strategy, a Common Fund Calculation Day, provided that such day is not a Disrupted Day for any Fund in the Volatility Asset.

Strategy Calculation Agent	Means the Determination Agent.
Strategy Value	Means, in respect of any Strategy Business Day, the value of the Strategy as determined by the Strategy Calculation Agent applying the formula set out in Section 4 below.
Volatility Asset	Means a basket of funds as set out in the table below in the column entitled "Volatility Asset Components".
Weighting	Means, in respect of a Fund, the percentage specified in the table below in the column entitled "Weighting" in respect of such Fund.

k	Volatility Asset Component(s)	Ticker	ISIN Code	Weighting
1	Storebrand FRN Företagsobligation Fund	SPPFORE SS Equity	SE0004807097	100%

Volatility Asset Component	Means the Fund(s) comprising the Volatility Asset.
Volatility Asset Component Level	Means, in respect of a Strategy Business Day and a Fund, the net asset value of such Fund on such Strategy Business Day, as calculated and published by the Fund Management Company for such Fund.
Volatility Asset Level	Means the level of the Volatility Asset as calculated in accordance with Section 6 below.
Volatility Asset Start Date	15 October 2012

4. Strategy Calculation

In respect of each Strategy Business Day falling after the Strategy Start Date (such day "Strategy Business Day t"), the Strategy Calculation Agent will calculate the Strategy Value in accordance with the following formula:

$$Strategy_t = Strategy_{t-1} * (1 + Exposure_{t-1} * ((\frac{B_t}{B_{t-1}} - 1) - (Rate_{t-1} * \frac{days(t-1, t)}{dayCount})))$$

Where:

Strategy(t)	Means the Strategy Value on the Strategy Business Day t.
Exposure(t)	Means the exposure of the Strategy to the Volatility Asset on the Strategy Business Day t, as calculated in accordance with Section 5 below.
B(t)	Means the Volatility Asset Level on the Strategy Business Day t, as determined by the Strategy Calculation Agent
Rate(t)	Means the Cash Component on the Strategy Business Day t.
dayCount	Means 360
Days(t-1, t)	Means, in respect of a Strategy Business Day t, the number of calendar days falling in the period commencing from, but excluding, the Strategy Business Day t-1 and ending on, and including, such Strategy Business Day t.

The Strategy Value as of the Initial Valuation Date shall be 1,384.466.

The Strategy Value shall be expressed in the Strategy Currency. The Strategy Value in respect of any Strategy Business Day shall not be less than zero. If Strategy Value in respect of any Strategy Business Day is reduced to zero on any Strategy Business Day, the Strategy Value on each subsequent Strategy Business Day thereafter will be equal to zero and shall remain at zero.

The Strategy Value will be calculated by the Strategy Calculation Agent in respect of each Strategy Business Day.

5. Calculation of the Exposure to the Volatility Asset

In order to determine the Exposure of the Strategy to the Volatility Asset on each Strategy Business Day t, the Strategy Calculation Agent will employ the following volatility target mechanism:

1. Firstly, the Strategy Calculation Agent will calculate the realised volatility ("Volatility(t)") of the Volatility Asset in respect of a Strategy Business Day t in accordance with the following formula:

$$Volatility_t = \sqrt{\frac{252}{19} \sum_{k=0}^{19} \left[\left(\ln \left(\frac{B_{t-k}}{B_{t-k-1}} \right) - \frac{1}{20} \sum_{j=0}^{19} \ln \left(\frac{B_{t-j}}{B_{t-j-1}} \right) \right)^2 \right]}$$

Where:

B(t) Means the Volatility Asset Level on the Strategy Business Day t.

2. Secondly, the Exposure ("E(t)") of the Strategy to the Volatility Asset on a Strategy Business Day t will be determined by the Strategy Calculation Agent in accordance with paragraph (a) or (b) below, as applicable:

(a) if Volatility(t) is equal to zero, then E(t) shall be equal to the Maximum Weight;

(b) otherwise, E(t) shall be determined in accordance with the formula below:

$$Exposure_t = \text{Min} \left(\text{MaxWeight}; \frac{\text{VolTarget}}{\text{Volatility}_{t-1}} \right)$$

Where:

MaxWeight Means the Maximum Weight of the Volatility Asset.

Min Followed by a series of amounts (or values or calculations) inside brackets means whichever is the lesser of the amounts (or values or calculations) separated by a semi-colon inside those brackets.

Volatility(t) Means the realised volatility of the Volatility on the Strategy Business Day t.

VolTarget Means the Volatility Target.

6. Calculation of the Volatility Asset Level

In respect of each Strategy Business Day falling after the Volatility Asset Start Date (such day "Strategy Business Day t"), the Strategy Calculation Agent will calculate the Volatility Asset Level on each Strategy Business Day t ("B(t)") in accordance with the following formula:

$$B_t = B_{t-1} * \left(\sum_{k=1}^1 \frac{Fund_t^k}{Fund_{t-1}^k} * w^k \right)$$

Where:

$Fund_t^k$	Means the Volatility Asset Component Level of the kth Fund on a Strategy Business Day t
w^k	Means the Weighting of the kth Fund
K	Denotes the 1st Fund comprising the Volatility Asset
B(0)	Means the Volatility Asset Level of the Volatility Asset on Volatility Asset Start Date, equal to SEK 1,000.
