



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

5,000 Securities due January 2019 under the Global Structured Securities Programme

Issue Price: 100 per cent

This document constitutes the final terms of the Securities (the "**Final Terms**") described herein for the purposes of Article 5.4 of the Prospectus Directive and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Final Terms are supplemental to and should be read in conjunction with the GSSP Base Prospectus 9 dated 19 August 2014, as supplemented from time to time, which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to these Final Terms.

The Base Prospectus, and any supplements thereto, are available for viewing at <http://irreports.barclays.com/prospectuses-and-documentation/structured-securities/prospectuses> and during normal business hours at the registered office of the Issuer and the specified office of the Issue and Paying Agent for the time being in London, and copies may be obtained from such office. Words and expressions defined in the Base Prospectus and not defined in the Final Terms shall bear the same meanings when used herein.

BARCLAYS

Final Terms dated 27 November 2014

PART A – CONTRACTUAL TERMS

Provisions relating to the Securities

1.	(a) Series:	NX000161400
	(b) Tranche	1
2.	Settlement Currency:	Euro (“EUR”)
3.	Securities:	Certificates
4.	Notes:	Not Applicable
5.	Certificates:	Applicable
	(a) Number of Securities:	
	(i) Tranche:	5,000
	(ii) Series:	5,000
	(b) Minimum Tradable Amount:	1 Security
6.	Calculation Amount:	EUR 1,000
7.	Issue Price:	EUR 1,000 per Security
8.	Issue Date:	30 December 2014
9.	Scheduled Redemption Date:	4 January 2019
10.	Type of Security:	Equity Index Linked Securities
11.	Underlying Performance Type _(Autocall) :	Single Asset
12.	Underlying Performance Type _(Redemption) :	Single Asset

Provisions relating to interest (if any) payable

13.	Interest Type:	Not Applicable
	General Condition 6 (<i>Interest</i>):	

Provisions relating to Automatic Redemption (Autocall)

14.	Automatic Redemption (Autocall):	Applicable
	General Condition 7 (<i>Automatic Redemption (Autocall)</i>):	
	(a) Autocall Observation Type:	Discrete
	(b) Autocall Barrier Percentage:	100 per cent.
	(c) Autocall Redemption Percentages:	Each of the percentages set out in Table 1 below in the column entitled 'Autocall Redemption Percentage'.
	(d) Autocall Valuation Dates:	Each date set out in Table 1 below in the column entitled 'Autocall Valuation Date'.
	(e) Autocall Redemption Dates:	Each date set out in Table 1 below in the column entitled 'Autocall Redemption Date'.
	(f) Autocall Valuation Price:	The Valuation Price of the Underlying Asset on

the Autocall Valuation Date

Table 1

Autocall Valuation Date	Autocall Redemption Date	Autocall Redemption Percentage
30 December 2015	4 January 2016	105.50%
30 December 2016	3 January 2017	111.00%
29 December 2017	3 January 2018	116.50%

Provisions relating to Optional Early Redemption

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

Provisions relating to Final Redemption

16. (a) Final Redemption Type: General Participation Note, Type 1
 Condition 9 (*Final Redemption*)
 (b) Settlement Method: Cash
 (c) Strike Price Percentage: 70 per cent.
 (d) Protection Level: 70 per cent.
 (e) Participation_(Redemption): 100 per cent.
 (f) Cap_(Redemption): Not Applicable

Provisions relating to Instalment Notes

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

Provisions relating to the Underlying Asset(s)

18. Underlying Asset: Underlying Asset: The FTSE MIB Index
 Initial Valuation Date: 30 December 2014
 (a) Index: The FTSE MIB Index
 (i) Exchange: Borsa Italiana S.p.A.
 (ii) Related Exchanges: All Exchanges
 (iii) Underlying Asset Currency: EUR
 (iv) Bloomberg Screen: FTSEMIB <Index>
 (v) Reuters Screen: .FTMIB
 (vi) Index Sponsor: FTSE International Limited
 (vii) Weight: Not Applicable

19. (b) Initial Valuation Date: 30 December 2014
20. (c) Final Valuation Date: 28 December 2018

Provisions relating to disruption events

21. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date):
General Condition 14 (*Consequences of Disrupted Days*) Not Applicable
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: Not Applicable
26. Entitlement Substitution: Not Applicable
27. FX Disruption Event: Not Applicable
28. Disruption Fallbacks:
General Condition 22 (*Consequences of FX Disruption Events (FX)*) Not Applicable
29. Unwind Costs: Not Applicable
30. Settlement Expenses: Not Applicable
31. Local Jurisdiction Taxes and Expenses: Not Applicable

General provisions

32.	Form of Securities:	Global Bearer Securities: Permanent Global Security NGN Form: Applicable Held under the NSS: Not Applicable CGN Form: Not Applicable CDIs: Not Applicable
33.	Trade Date:	13 November 2014
34.	Additional Business Centre(s):	Not Applicable
35.	Business Day Convention:	Modified Following
36.	Determination Agent:	Barclays Bank PLC
37.	Registrar:	Not Applicable
38.	CREST Agent:	Not Applicable
39.	Transfer Agent:	Not Applicable
40.	(a) Name and address of Manager:	Barclays Bank PLC, 1 Churchill Place, London E14 5HP, United Kingdom
	(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:	No Masse
43.	Governing Law:	English law

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to Trading: Application will be made by the Issuer to admit the Securities to trading on the multilateral trading facility of EuroTLX SIM S.p.A. within 30 calendar days from the Issue Date. The admission to trading of the Securities should be expected within 90 calendar days from the Issue Date. However, investors should note that the Issuer cannot give any assurance that such trading admission application will be successful and that the Securities will be admitted to trading. The multilateral trading facility of EuroTLX SIM S.p.A. is not a regulated market for the purposes of EU Directive 2004/39/EC.
- (b) Estimate of total expenses related to admission to trading: Not Applicable

2. RATINGS

- Ratings: The Securities have not been individually rated.

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

- Reasons for the offer: General funding

4. YIELD

Not Applicable

5. PERFORMANCE OF UNDERLYING ASSET, AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSET

The FTSE MIB Index
Bloomberg Screen: FTSEMIB <Index>
Reuters Screen Page: .FTMIB
Index Disclaimer: see Annex hereto

6. OPERATIONAL INFORMATION

- (a) ISIN: XS1113665787
(b) Common Code: 111366578
(c) Relevant Clearing System(s): Euroclear
Clearstream
(d) Delivery: Delivery free of payment

7. TERMS AND CONDITIONS OF THE OFFER

7.1 Authorised Offer(s)

- (a) Public Offer: An offer of the Securities 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 forth in the Base 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)**"):

Each financial intermediary specified in (i) and (ii) below:

(i) **Specific consent:** Barclays Bank PLC, Retail and Business Banking division, Via della Moscova 18, 20121 Milan, Italy (the "**Initial Authorised Offeror(s)**") 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>) and who is identified as an authorised offeror for these Securities and (ii) has published on its website that it is using the Base Prospectus in accordance with the Issuer's consent and the conditions attached thereto (each such financial intermediary together with the Initial Authorised Offeror, an "**Authorised Offeror**"); and

(ii) **General consent:** Not Applicable

(c) Jurisdiction(s) where the offer may take place (together, the "**Public Offer Jurisdictions(s)**):

Italy

- (d) Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s):
- The Securities will be publicly offered through the Authorised Offeror during the hours in which banks are generally open for business in Milan, Italy during the following offer period (the “Offer Period”):
- (i) from and including 27 November 2014 to and including 29 December 2014;
 - (ii) through placement by door-to-door selling (*Offerta fuori sede*) in accordance with Article 30 of the Legislative Decree n. 58 dated 24 February 1998, as subsequently amended (the “Consolidated Law on Finance”), from and including 27 November 2014 to and including 22 December 2014; and
 - (iii) through placement by distance communication techniques (*Tecniche di comunicazione a distanza*) in accordance with Article 32 of the Consolidated Law on Finance, from and including 27 November 2014 to and including 15 December 2014.
- (e) Other conditions for use of the Base Prospectus by the Authorised Offeror(s):
- Not Applicable

7.2 Other terms and conditions of the offer

- (a) Offer Price: The Issue Price
- (b) Total amount of offer: 5,000 Securities
- (c) Conditions to which the offer is subject: The Issuer reserves the right to withdraw the offer for the Securities at any time on or prior to the end of the Offer Period.
- Following withdrawal of the offer, if any application has been made by any 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 by the Authorised Offeror in accordance with the Authorised Offeror’s usual procedures.
- (d) Time period, including any possible amendments, during which the offer will be open and description of the
- The Securities will be publicly offered through the Authorised Offeror, during the hours in which banks are generally open for business in Milan, Italy during the Offer Period (as defined

- application process: above).
- (e) Description of the application process: An offer of the Securities may be made by the Manager or the Authorised Offeror other than pursuant to Article 3(2) of the Prospectus Directive as implemented in Italy (the “**Public Offer Jurisdiction**”) during the Offer Period.
- Applications for the Securities can be made in the Public Offer Jurisdiction through the Authorised Offeror during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offeror. Distribution will be in accordance with the Authorised Offeror’s usual procedures, notified to investors by the Authorised Offeror.
- (f) Details of the minimum and/or maximum amount of application: There are no pre-identified allotment criteria. The Authorised Offeror will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Authorised Offeror will be assigned up to the maximum amount of the offer.
- The maximum amount of application of Securities will be subject only to availability at the time of the application.
- In the event that during the Offer Period the requests exceed the total amount of the offer destined to prospective investors the Issuer, in accordance with the Authorised Offeror, will proceed to early terminate the Offer Period and will immediately suspend the acceptance of further requests
- (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 Securities will be issued on the Issue Date against payment of the net subscription moneys to the Issuer via the Authorised Offeror. Each investor will be notified by the relevant Authorised Offeror of the settlement arrangements in respect of the Securities at the time of such investor’s application.
- (i) Manner in and date on which results of the offer are to be made public: The Authorised Offeror will make the results of the offer available to the public upon request at

the Authorised Offeror's offices.

- (j) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable
- (k) Whether tranche(s) have been reserved for certain countries: Offers may be made through the Authorised Offeror in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the 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 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: Prior to making any investment decision, investors should seek independent professional advice as they deem necessary.
- (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: Barclays Bank PLC, Retail and Business Banking division, Via della Moscova 18, 20121 Milan, Italy.

ANNEX
Index Disclaimer

The Securities are not in any way sponsored, endorsed, sold or promoted by FTSE International Limited (“FTSE”) or the London Stock Exchange Group companies (“LSEG”) (together the “Licensor Parties”) and none of the Licensor Parties make any claim, prediction, warranty or representation whatsoever, expressly or impliedly, either as to (i) the results to be obtained from the use of the FTSE MIB INDEX (the “Index”) (upon which the Securities are based), (ii) the figure at which the Index is said to stand at any particular time on any particular day or otherwise, or (iii) the suitability of the Index for the purpose to which it is being put in connection with the Securities. None of the Licensor Parties have provided or will provide any financial or investment advice or recommendation in relation to the Index to the Issuer or to its clients. The Index is calculated by FTSE or its agent. None of the Licensor Parties shall be (a) liable (whether in negligence or otherwise) to any person for any error in the Index or (b) under any obligation to advise any person of any error therein.

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ISSUE SPECIFIC 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 (the "**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	<p>This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in Securities should be based on consideration of the Base Prospectus as a whole, including any information incorporated by reference, and read together with the Final Terms.</p> <p>Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff might, under the national legislation of the relevant Member State of the European Economic Area, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</p> <p>No civil liability shall attach to any responsible person solely on the basis of this Summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p>
A.2	Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Securities	<p>The Issuer may provide its consent to the use of the Base Prospectus and Final Terms for subsequent resale or final placement of Securities by financial intermediaries, provided that the subsequent resale or final placement of Securities by such financial intermediaries is made during the offer period specified in the Final Terms. Such consent may be subject to conditions which are relevant for the use of the Base Prospectus.</p> <p>Specific consent: The Issuer consents to the use of the Base Prospectus and these Final Terms with respect to final placement of Securities (a "Public Offer") which satisfies all of the following conditions:</p> <ul style="list-style-type: none"> (a) the Public Offer is only made in Italy; and (b) the Public Offer is only made by Barclays Bank PLC, Retail and Business Banking division, Via della Moscova 18, 20121 Milan, Italy (the "Initial Authorised Offeror") and each financial intermediary whose name is published on the Issuer's website (http://irreports.barclays.com/prospectuses-and-

		<p>documentation/structured-securities/final-terms) and who is identified as an authorised offeror for these Securities and (ii) has published on its website that it is using the Base Prospectus in accordance with the Issuer's consent and the conditions attached thereto (each such financial intermediary together with the Initial Authorised Offeror, an "Authorised Offeror"); and</p> <p>(c) the Public Offer is only made during the following offer period ("Offer Period"): (i) from and including 27 November 2014 to and including 29 December 2014; (ii) through placement by door-to-door selling (<i>Offerta fuori sede</i>) in accordance with Article 30 of the Legislative Decree n. 58 dated 24 February 1998, as subsequently amended (the "Consolidated Law on Finance"), only from and including 27 November 2014 to and including 22 December 2014; and (iii) through placement by distance communication techniques (<i>Tecniche di comunicazione a distanza</i>) in accordance with Article 32 of the Consolidated Law on Finance, from and including 27 November 2014 to and including 15 December 2014.</p> <p>Information on the terms and conditions of an offer by any Authorised Offeror is to be provided at the time of that offer by the Authorised Offeror.</p>
Section B – Issuer		
B.1	Legal and commercial name of the Issuer	The Securities are issued by Barclays Bank PLC (the " Issuer ").
B.2	Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of the Issuer	<p>The Issuer is a public limited company registered in England and Wales. The Issuer was incorporated on 7 August 1925 under the Colonial Bank Act 1925 and, on 4 October 1971, was registered as a company limited by shares under the Companies Acts 1948 to 1967. Pursuant to the Barclays Bank Act 1984, on 1 January 1985, the Issuer was re-registered as a public limited company.</p> <p>The principal laws and legislation under which the Issuer operates are laws of England and Wales including the Companies Act.</p>
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

		<p>Capital Requirements Directive (CRD IV)). Any future regulatory changes may restrict the Bank Group's operations, mandate certain lending activity and impose other, significant compliance costs.</p> <p>Known trends affecting the Issuer and the industry in which the Issuer operates include:</p> <ul style="list-style-type: none"> • continuing political and regulatory scrutiny of the banking industry which is leading to increased or changing regulation that is likely to have a significant effect on the 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 ISDAfix, amongst other benchmarks; and • changes in competition and pricing environments.
B.5	Description of the group and the Issuer's position within the group	<p>The Bank Group is a major global financial services provider.</p> <p>The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Bank Group.</p>
B.9	Profit forecast or estimate	Not Applicable: the Issuer has chosen not to include a profit forecast or estimate.
B.10	Nature of any	Not Applicable: the audit report on the historical financial information

	qualifications in audit report on historical financial information	contains no such qualifications.
B.12	Selected key financial information; no material adverse change and significant change statements	<p>Based on the Bank Group's audited financial information for the year ended 31 December 2013, restated to reflect the offsetting amendments to IAS 32, the Bank Group had total assets of £1,344,201m (2012 (restated): £1,512,777m), total net loans and advances of £474,059m (2012 (restated): £472,809m), total deposits of £487,647m (2012 (restated): £468,262m), and total shareholders' equity of £63,220m (2012: £59,923m) (including non-controlling interests of £2,211m (2012: £2,856m)). The profit before tax from continuing operations of the Bank Group for the year ended 31 December 2013 was £2,885m (2012: £650m) after credit impairment charges and other provisions of £3,071m (2012: £3,340m). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2013.</p> <p>Based on the Bank Group's unaudited financial information for the six months ended 30 June 2014, the Bank Group had total assets of £1,315,492m (30 June 2013 (restated): £1,568,544m), total net loans and advances of £486,385m (30 June 2013 (restated): £522,026m), total deposits of £505,873m (30 June 2013 (restated): £541,671m), and total shareholders' equity of £65,119m (30 June 2013: £59,394m) (including non-controlling interests of £2,130m (30 June 2013: £2,620m)). The profit before tax from continuing operations of the Bank Group for the six months ended 30 June 2014 was £2,504m (30 June 2013: £1,648m) after credit impairment charges and other provisions of £1,086m (30 June 2013: £1,631m). The financial information in this paragraph is extracted from the unaudited consolidated financial statements of the Issuer for the six months ended 30 June 2014 and the unaudited consolidated financial statements of the Issuer for the six months ended 30 June 2013 restated to reflect the offsetting amendments to IAS 32.</p> <p>There has been no material adverse change in the prospects of the Issuer since 31 December 2013.</p> <p>Not Applicable: there has been no significant change in the financial or trading position of the Bank Group since 30 September 2014.</p>
B.13	Recent events particular to the Issuer which are materially relevant to the evaluation of Issuer's solvency	<p>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.</p>
B.14	Dependency of the Issuer on other	<p>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</p>

	entities within the group	Barclays PLC, which is the ultimate holding company of the Bank Group. The financial position of the Issuer is dependent on the financial position of its subsidiary undertakings.
B.15	Description of the Issuer's principal activities	The Bank Group is a major global financial services provider engaged in retail and commercial banking, credit cards, investment banking, wealth management and investment management services with an extensive international presence in Europe, the United States, Africa and Asia.
B.16	Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control	The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Issuer and its subsidiary undertakings.
B.17	Credit ratings assigned to the Issuer or its debt securities	The short-term unsecured obligations of the Issuer are rated A-1 by Standard & Poor's Credit Market Services Europe Limited, P-1 by Moody's Investors Service Ltd. and F1 by Fitch Ratings Limited and the long-term obligations of the Issuer are rated A by Standard & Poor's Credit Market Services Europe Limited, A2 by Moody's Investors Service Ltd. and A by Fitch Ratings Limited. A specific issue of Securities may be rated or unrated. Ratings: This issue of Securities will not be rated.
Section C – Securities		
C.1	Type and class of Securities being offered and/or admitted to trading	Securities issued under this Base Prospectus may be debt securities or, where the repayment terms are linked to an underlying asset, derivative securities, in the form of certificates. Identification: Series number: NX000161400; Tranche number: 1 Identification codes: ISIN: XS1113665787, Common Code: 111366578
C.2	Currency	Subject to compliance with all applicable laws, regulations and directives, Securities may be issued in any currency. This issue of 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 (the "Manager").

		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	<p style="text-align: center;">RIGHTS</p> <p>The Securities will be issued on 30 December 2014 (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.</p> <p>Interest: The Securities do not bear interest.</p> <p>Final redemption: If the Securities have not redeemed early (or have not redeemed due to Automatic Redemption (Autocall)) they will redeem on the Scheduled Redemption Date and the cash amount paid to investors will depend on the performance of the Underlying Asset.</p> <p>Taxation: All payments in respect of the Securities shall be made without withholding or deduction for or on account of any UK taxes unless such withholding or deduction is required by law. In the event that any such withholding or deduction is required by law, the Issuer will, save in limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.</p> <p>Events of default: If the Issuer fails to make any payment due under the Securities or breaches any other provision of 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 (or, in the case of Securities governed by French law, the representative of the holders).</p> <p>The Securities will be governed by English law and the rights thereunder will be construed accordingly.</p> <p style="text-align: center;">STATUS</p> <p>The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.</p> <p style="text-align: center;">LIMITATIONS ON RIGHTS</p> <p>Certain limitations:</p> <ul style="list-style-type: none"> • 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). • 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

		<p>applicable) to postpone valuation of the underlying asset(s) or scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Securities and the underlying asset(s) (if any).</p> <ul style="list-style-type: none"> • 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.
C.11	Admission to trading	<p>Securities may be admitted to trading on a regulated market in Belgium, Denmark, Finland, France, Ireland, Italy, Luxembourg, Malta, The Netherlands, Norway, Portugal, Spain, Sweden or the United Kingdom.</p> <p>Application will be made by the Issuer to admit the Securities to trading on the multilateral trading facility of EuroTLX SIM S.p.A. within 30 calendar days from the Issue Date. The admission to trading of the Securities should be expected within 90 calendar days from the Issue Date. However, investors should note that the Issuer cannot give any assurance that such trading admission application will be successful and that the Securities will be admitted to trading.</p> <p>The multilateral trading facility of EuroTLX SIM S.p.A. is not a regulated market for the purposes of the Prospectus Directive.</p>
C.15	Description of how the value of the investment is affected by the value of the underlying instrument	<p>The return on and value of the securities may be dependent on the performance of one or more underlying assets such as (i) one or more specified equity indices, shares, depository receipts representing shares and/or exchange traded funds; (ii) one or more specified commodities and/or commodity indices; or (iii) foreign exchange rates.</p> <p>The underlying asset of the Securities (the “Underlying Asset”) is:</p> <p>Underlying Asset: The FTSE MIB Index</p> <p>Initial Valuation Date: 30 December 2014</p> <p>Calculations in respect of amounts payable under the Securities are made by reference to a “Calculation Amount”, being EUR 1,000 per Security.</p> <p>Indicative amounts: If the Securities are being offered by way of a Public Offer and any specified product values are not fixed or determined at the commencement of the Public Offer (including any amount, level, percentage, price, rate or other value in relation to the terms of the Securities which has not been fixed or determined by the commencement of the Public Offer), these specified product values will specify an indicative amount, indicative minimum amount, an indicative maximum amount or indicative amount or any combination thereof. In</p>

such case, the relevant specified product value(s) shall be the value determined based on market conditions by the Issuer on or around the end of the Public Offer. Notice of the relevant specified product value will be published prior to the Issue Date.

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

A – Interest

Not Applicable

B – Automatic Redemption (Autocall)

The Securities will automatically redeem if the value of performance calculated in respect of the closing price or level of the Underlying Asset is at or above its corresponding Autocall Barrier Percentage (equal to 100%) 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 relevant Autocall Redemption Percentage payable on the Autocall Redemption Date corresponding to such Autocall Valuation Date.

Autocall Valuation Date	Autocall Redemption Date	Autocall Redemption Percentage
30 December 2015	4 January 2016	105.50%
30 December 2016	3 January 2017	111.00%
29 December 2017	3 January 2018	116.50%

C – Issuer Optional Early Redemption

Not Applicable

D – Final Redemption

If the Securities have not otherwise redeemed (or have not redeemed due to Automatic Redemption (Autocall)), each Security will be redeemed on 4 January 2019 (the "Scheduled Redemption Date") by payment of the Final Cash Settlement Amount.

The Final Cash Settlement Amount is calculated as follows:

- (i) if the Final Performance is greater than or equal to the Strike Price Percentage ("SPP") (being 70 per cent.), (a) the Protection Level

		<p>(being 70 per cent.) multiplied by the Calculation Amount, plus (b) the Participation_(Redemption) (being 100 per cent.) multiplied by the amount that the Final Performance exceeds SPP, further multiplied by the Calculation Amount;</p> <p>(ii) otherwise, the Protection Level (being 70 per cent.) multiplied by the Calculation Amount.</p> <p>"Final Performance" means the Final Valuation Price divided by the Initial Price_(Redemption).</p> <p>"Final Valuation Date" means 28 December 2018, subject to adjustment.</p> <p>"Final Valuation Price" means the closing level of the Underlying Asset on the Final Valuation Date.</p> <p>"Initial Price_(Redemption)" means the closing level of the Underlying Asset on the Initial Valuation Date.</p>
C.16	Expiration or maturity date of the Securities	<p>The Securities are scheduled to redeem on the scheduled redemption date. This day may be postponed following the postponement of a valuation date due to a disruption event.</p> <p>The scheduled redemption date of the Securities is 4 January 2019.</p>
C.17	Settlement procedure of the derivative securities	<p>The Securities will be cleared and settled through Euroclear Bank S.A./N.V. and Clearstream Banking <i>société anonyme</i>.</p>
C.18	Description of how the return on derivative securities takes place	<p>The performance of the Underlying Asset to which the Securities are linked may affect: (i) the interest paid on the Securities (if any); and (ii) if the Securities have not redeemed early (or have not redeemed due to Automatic Redemption (Autocall)), the amount paid on the Scheduled Redemption Date.</p> <p>Interest and any amount payable if the Securities redeem before the Scheduled Redemption Date will be paid in cash.</p> <p>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.</p>
C.19	Final reference price of the Underlying Asset	<p>The final reference level of any equity index, share, commodity index, commodity, depository receipt or fund to which Securities are linked, will be determined by the Determination Agent by reference to a publicly available source on a specified date or dates.</p> <p>The final valuation price of the Underlying Asset is the closing price or level of the Underlying Asset on the Final Valuation Date, as determined by the Determination Agent.</p>
C.20	Type of Underlying Asset	<p>Securities may be linked to one or more underlying assets:</p> <ul style="list-style-type: none"> • common shares;

		<ul style="list-style-type: none"> • depositary receipts representing common shares; • exchange traded funds ("ETFs") (being a fund, pooled investment vehicle, collective investment scheme, partnership, trust or other similar legal arrangement and holding assets, such as shares, bonds, indices, commodities, and/or other securities such as financial derivative instruments); • equity indices; • commodities; • commodity indices; or • foreign exchange rates. <p>The Underlying Asset for this offering of Securities is: the FTSE MIB Index.</p> <p>Information about the Underlying Asset is available at: Reuters Screen .FTMIB and Bloomberg Screen FTSEMIB <Index>.</p>
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Section D – Risks

D.2	<p>Key information on the key risks that are specific to the Issuer</p>	<p>Credit risk: The Issuer is exposed to the risk of suffering loss if any of its customers, clients or market counterparties fails to fulfil its contractual obligations. 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.</p> <p>Weak or deteriorating economic conditions negatively impact these counterparty and credit-related risks. In recent times, the economic environment in the Issuer's main business markets (being Europe and the United States) has been marked by generally weaker than expected growth, increased unemployment, depressed housing prices, reduced business confidence, rising inflation and contracting GDP. Operations in the Eurozone remain affected by the ongoing sovereign debt crisis, the stresses being exerted on the financial system and the risk that one or more countries 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.</p> <p>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 drawdowns.</p> <p>Capital risk: The Issuer may be unable to maintain appropriate capital</p>
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		<p>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.</p> <p>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.</p> <p>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.</p>
D.6	<p>Risk warning that investors may lose value of entire investment or part of it</p>	<p>You may lose up to the entire value of your investment in the Securities:</p> <p>Even if the relevant Securities are stated to be repayable at an amount that is equal to or greater than their initial purchase price, you will lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meet its payment obligations.</p> <p>You may also lose the value of your entire investment, or part of it, if:</p> <ul style="list-style-type: none"> • the Underlying Asset performs in such a manner that the redemption amount payable or deliverable 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.

		<p>Option risk: The Securities are derivative financial instruments which may include an option right and which, therefore, have many characteristics in common with options. Transactions in options involve a high level of risk.</p> <p>Risk of withdrawal of the public offering: In case of a public offer, the Issuer may provide in the Final Terms that it is a condition of the offer that the Issuer may withdraw the offer for reasons beyond its control, such as extraordinary 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.</p> <p>Reinvestment risk/loss of yield: Following an early redemption of the Securities for any reason, holders may be unable to reinvest the redemption proceeds at a rate of return as high as the return on the Securities being redeemed.</p> <p>Issuer optional early redemption: The ability of the Issuer to early redeem the Securities (where applicable) will mean an investor is no longer able to participate in the performance of any Underlying Assets. This feature may limit the market value of the Securities.</p> <p>Settlement expenses: Payments, deliveries and settlement under the Securities may be subject to deduction of taxes and settlement expenses, if applicable.</p> <p>Conditions to settlement: Settlement is subject to satisfaction of all conditions to settlement by the investor.</p> <p>Volatile market prices: The market value of the Securities is unpredictable and may be highly volatile, as it can be affected by many unpredictable factors, including: market interest and yield rates; fluctuations in foreign 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.</p> <p>Return linked to performance of an Underlying Asset: The return payable on the Securities is linked to the change in value of the Underlying Asset over the life of the Securities. Any information about the past performance of any Underlying Asset 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.</p>
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Section E – Offer		
E.2b	Reasons for offer and use of proceeds when different from making profit and/or hedging certain risks	Not Applicable: the net proceeds will be applied by the Issuer for making profit and/or hedging certain risks.
E.3	Description of the terms and conditions of the offer	<p>The Securities are offered subject to the following conditions:</p> <p>Offer Price: EUR 1,000 per Security</p> <p>Conditions to which the offer is subject: The Issuer reserves the right to withdraw the offer for Securities at any time on or prior to the end of the Offer Period.</p> <p>Following withdrawal of the offer, if any application has been made by any 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 by the Authorised Offeror in accordance with the Authorised Offeror’s usual procedures.</p> <p>Description of the application process: An offer of the Securities may be made by the Manager or the Authorised Offeror other than pursuant to Article 3(2) of the Prospectus Directive as implemented in Italy (the “Public Offer Jurisdiction”) during the Offer Period</p> <p>Applications for the Securities can be made in the Public Offer Jurisdiction through the Authorised Offeror during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offeror.</p>

		<p>The Securities will be publicly offered through the Authorised Offeror during the hours in which banks are generally open for business in Milan, Italy during the Offer Period, it being:</p> <ul style="list-style-type: none">(i) from and including 27 November 2014 to and including 29 December 2014;(ii) through placement by door-to-door selling (<i>Offerta fuori sede</i>) in accordance with Article 30 of the Legislative Decree n. 58 dated 24 February 1998, as subsequently amended (the “Consolidated Law on Finance”), from and including 27 November 2014 to and including 22 December 2014; and(iii) through placement by distance communication techniques (<i>Tecniche di comunicazione a distanza</i>) in accordance with Article 32 of the Consolidated Law on Finance, from and including 27 November 2014 to and including 15 December 2014. <p>Details of the minimum and/or maximum amount of application: There are no pre-identified allotment criteria. The Authorised Offeror will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Authorised Offeror will be assigned up to the maximum amount of the offer.</p> <p>The maximum amount of application of Securities will be subject only to availability at the time of the application.</p> <p>In the event that during the Offer Period the requests exceed the total amount of the offer destined to prospective investors the Issuer, in accordance with the Authorised Offeror, will proceed to early terminate the Offer Period and will immediately suspend the acceptance of further request</p> <p>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable</p> <p>Details of the method and time limits for paying up and delivering the Securities: The Securities will be issued on the Issue Date against payment of the net subscription moneys to the Issuer via the Authorised Offeror. Each investor will be notified by the relevant Authorised Offeror of the settlement arrangements in respect of the Securities at the time of such investor's application.</p> <p>Manner in and date on which results of the offer are to be made public: The Authorised Offeror will make the results of the offer available to the public upon request at the Authorised Offeror's offices.</p> <p>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable</p> <p>Categories of holders to which the Securities are offered and whether Tranche(s) have been reserved for certain countries: Offers may be</p>
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		<p>made through the Authorised Offeror in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.</p> <p>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 Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date.</p> <p>Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: the Authorised Offeror(s)</p>
E.4	Description of any interest material to the issue/offer, including conflicting interests	<p>The relevant dealers or manager may be paid fees in relation to any issue or offer of Securities. Potential conflicts of interest may exist between the Issuer, Determination Agent, Manager and/or Authorised Offeror or their affiliates (who may have interests in transactions in derivatives related to the underlying asset(s) which may, but are not intended to, adversely affect the market price, liquidity or value of the Securities) and the investors.</p> <p>The Issuer, the Manager and/or any Authorised Offeror and its affiliates may be engaged, and may in the future engage, in hedging transactions with respect to the Underlying Assets.</p>
E.7	Estimated expenses charged to investor by issuer/offeror	<p>The Issuer will not charge any expenses to investors in connection with the issue of Securities. Authorised Offerors may, however, charge expenses to investors. Such expenses (if any) will be determined by agreement between the Authorised Offeror and the investors at the time of each issue.</p> <p>With respect to the Securities, the following estimated expenses will be charged to the investor by the Initial Authorised Offeror: 3.5 per cent. of the Issue Price.</p>