FINAL TERMS

Final Terms dated 27 November 2014

BARCLAYS BANK PLC

Issue of €600,000,000 Floating Rate Notes due 2016 (the "**Notes**")

under the **£60,000,000,000 Debt Issuance Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the "**Conditions**") set forth in the Base Prospectus dated 13 August 2014 as supplemented by the supplements dated 8 September 2014 and 4 November 2014 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU (the "**2010 PD Amending Directive**")) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Base Prospectus, as so supplemented.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. However, a summary of the issue of the Notes is annexed to these Final Terms. The Base Prospectus and the supplemental Base Prospectuses are and these Final Terms have been published on the website of the Regulatory News Service operated by the London Stock Exchange at http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

1.	(i)	Issuer:	Barclays Bank PLC
2.	(i)	Series Number:	216
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes become fungible:	Not Applicable
3.		Specified Currency or Currencies:	Euro ("**€**")
4.		Aggregate Nominal Amount:	€600,000,000
5.		Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof.
	(ii)	Calculation Amount:	€1,000
7.	(i)	Issue Date:	1 December 2014
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	1 December 2016
9.		Interest Basis:	3 month EURIBOR + 0.28 per cent. per annum Floating Rate (see paragraph 16 below)
10.		Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at €1,000 per

		Calculation Amount.
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	(i) Status of the Notes:	Senior
	(ii) Date approval for issuance of Notes obtained:	25 November 2014

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	**Fixed Rate Note Provisions**	Not Applicable
15.	**Reset Note Provisions**	Not Applicable
16.	**Floating Rate Note Provisions**	Applicable
	(i) Specified Period(s):	Not Applicable
	(ii) Specified Interest Payment Dates:	1 March, 1 June, 1 September and 1 December of each year from (and including) 1 March 2015 to (and including) the Maturity Date, subject (in each case) to adjustment in accordance with the Business Day Convention specified below
	(iii) First Interest Payment Date:	1 March 2015
	(iv) Business Day Convention:	Modified Following Business Day Convention
	(v) Additional Business Centre(s):	Not Applicable
	(vi) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(vii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s):	Principal Paying Agent
	(viii) Screen Rate Determination:	
	• Reference Rate:	3 month EURIBOR
	• Reference Bank(s):	Not Applicable
	• Interest Determination Date(s):	The day falling two TARGET Settlement Days prior to the first day of the relevant Interest Period
	• Relevant Screen Page:	EUR-EURIBOR-Reuters as displayed on Reuters Screen EURIBOR01 page
	• Relevant Time:	11.00 a.m. in the Relevant Financial Centre
	• Relevant Financial Centre:	Brussels
	(ix) ISDA Determination:	Not Applicable

	•	Floating Rate Option:	Not Applicable
	•	Designated Maturity:	Not Applicable
	•	Reset Date:	Not Applicable
	•	ISDA Definitions:	Not Applicable
	(x)	Linear Interpolation:	Not Applicable
	(xi)	Margin(s):	+ 0.28 per cent. per annum
	(xii)	Minimum Rate of Interest:	Not Applicable
	(xiii)	Maximum Rate of Interest:	Not Applicable
	(xiv)	Day Count Fraction:	Actual/360, Adjusted
17.	**Zero Coupon Note Provisions**		Not Applicable

PROVISIONS RELATING TO REDEMPTION

18.	**Call Option**	Not Applicable
19.	**Put Option**	Not Applicable
20.	**Final Redemption Amount of each Note**	€1,000 per Calculation Amount
21.	**Early Termination Amount**	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22.	**Form of Notes:**	**Registered Notes**: Unrestricted Global Certificate registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg (that is, held under the New Safekeeping Structure (NSS))
23.	New Global Note:	No
24.	Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
25.	Talons for future Coupons to be attached to Definitive Notes:	No
26.	Spot Rate:	Not Applicable

Signed on behalf of Barclays Bank PLC:

By: ....
Duly authorised

PART B – OTHER INFORMATION

1. **LISTING**

(i) Listing and admission to trading	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from 1 December 2014.
(ii) Estimated total expenses relating to admission to trading:	£3,650

2. **RATINGS**

Ratings:	The Notes to be issued are expected to be rated: Standard & Poor's Credit Market Services Europe Limited ("**Standard & Poor's**"): A Moody's Investors Service Ltd. ("**Moody's**"): A2 Fitch Ratings Limited ("**Fitch**"): A Each of Moody's, Standard & Poor's and Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such, each of Moody's, Standard & Poor's and Fitch is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest that is material to the offer.

The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. **HISTORIC INTEREST RATES**

Details of historic EURIBOR rates can be obtained from Reuters.

5. **OPERATIONAL INFORMATION**

(i)	CUSIP Number:	Not Applicable
(ii)	ISIN:	XS1144490833
(iii)	Common Code:	114449083
(iv)	CINS Code:	Not Applicable
(v)	CMU Instrument Number:	Not Applicable

(vi)	Delivery:	Delivery free of payment
(vii)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable

6. **TERMS AND CONDITIONS OF THE OFFER**

(i)	Offer Price:	Issue Price
(ii)	Conditions to which the offer is subject:	Not Applicable
(iii)	Description of the application process:	Not Applicable
(iv)	Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable
(v)	Details of the minimum and/or maximum amount of application:	Not Applicable
(vi)	Details of the method and time limits for paying up and delivering the Notes:	Not Applicable
(vii)	Manner in and date on which results of the offer are to be made public:	Not Applicable
(viii)	Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
(ix)	Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries:	Not Applicable
(x)	Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not Applicable
(xi)	Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable
(xii)	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 Offerors**").	Not Applicable

7. **DISTRIBUTION**

(i)	U.S. Selling Restrictions:	Reg. S Compliance Category 2
(ii)	Public Offer:	Not Applicable
	Public Offer Jurisdictions:	Not Applicable
	Offer Period:	Not Applicable
	Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the conditions in it:	Not Applicable
	General Consent:	Not Applicable
	Other Authorised Offeror Terms:	Not Applicable
(iii)	If syndicated:	Applicable
	(a) Names and addresses of Dealers and underwriting commitments:	**Barclays Bank PLC** 5 The North Colonnade Canary Wharf London E14 4BB €587,500,000 **DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main** Platz der Republik 60265 Frankfurt am Main Germany €6,250,000 **HSH Nordbank AG** Gerhart-Hauptmann-Platz 50 20095 Hamburg Germany €6,250,000
	(b) Date of subscription agreement:	27 November 2014
(iv)	If non-syndicated, name and address of Dealer:	Not Applicable

ANNEX TO THE FINAL TERMS – SUMMARY OF THE ISSUE

SECTION A – INTRODUCTION AND WARNINGS

A.1	**Warning:**	This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Notes should be based on consideration of the Base Prospectus as a whole by the investor, including any information incorporated by reference herein, and read together with the applicable Final Terms. 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, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only if the Summary 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 Notes.
A.2	**Consent:**	Not Applicable.

Section B – Issuer

B.1	**Legal name of the Bank:**	Barclays Bank PLC (the "**Bank**")
	Commercial name of the Bank:	Barclays
B.2	**Domicile and legal form of the Issuer:**	The Bank is a public limited company registered in England and Wales under number 1026167. The liability of the members of the Bank is limited. The principal laws and legislation under which the Bank operates are laws of England and Wales including the Companies Act. The Bank is domiciled in the United Kingdom. The registered office of the Bank is at 1 Churchill Place, London E14 5HP (telephone number: +44 (0)20 7116 1000).
B.4b	**Trends:**	The business and earnings of the Company (as defined below) and its consolidated subsidiaries (the "**Group**"), including the Bank, can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the United Kingdom, EU, U.S. and elsewhere, which are all subject to change. The regulatory response to the financial crisis has led to and will continue to lead to very substantial regulatory changes in the United Kingdom, EU and U.S. and in other countries in which the Group operates. It has also (amongst other things) led to (i) a more assertive approach being demonstrated by the authorities in many jurisdictions, and (ii) enhanced capital leverage, liquidity and funding requirements (for example pursuant to the fourth Capital Requirements Directive ("**CRD IV**")). Any future regulatory changes may restrict the Group's operations, mandate certain lending activity and impose other, significant compliance costs. Known trends affecting the Bank and the industry in which the Bank operates include: • continuing political and regulatory scrutiny of the banking industry which, in some cases, is leading to increased or changing regulation that is likely to have a significant effect on the structure and management of the Group; • general changes in regulatory requirements, for example, prudential rules relating to the capital adequacy framework, rules designed to promote financial stability and increase depositor protection, increased regulation and procedures for the protection of customers and clients of financial services firms and an increased willingness on the part of regulators to investigate past practices, vigorously pursue alleged violations and impose heavy penalties on financial services firms; • increased levels of legal proceedings in jurisdictions in which the Group does

business, including in the form of class actions;

- the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act, which contains far reaching regulatory reform (including prohibition on certain proprietary trading activities and limit on fund-related activities (the so-called 'Volcker rule'));
- the United Kingdom Financial Services (Banking Reform) Act 2013 which gives United Kingdom authorities powers to implement measures for, among others: (i) the separation of the United Kingdom and EEA retail banking activities of the largest United Kingdom banks into a legally, operationally and economically separate and independent entity (so-called 'ring-fencing'); (ii) statutory depositor preference in insolvency; and (iii) a 'bail-in' stabilisation option; and
- changes in competition and pricing environments.

B.5 **The Group:** The whole of the issued ordinary share capital of the Bank is beneficially owned by Barclays PLC (the "**Company**").

The Company is the ultimate holding company of the Group, the principal activities of which are financial services. In particular, the Group is engaged in personal banking, credit cards, corporate and investment banking, and wealth and investment management with an extensive international presence in Europe, the United States, Africa and Asia. The Group is structured around four core businesses: Personal and Corporate Banking, Barclaycard, Africa Banking and the Investment Bank. Businesses and assets which no longer fit the Group’s strategic objectives, are not expected to meet the returns criteria and/or offer limited growth opportunities to the Group, have been reorganised into Barclays Non-Core. These assets are designated for exit or run-down over time. The Bank has the following significant subsidiaries and subsidiary undertakings (each of which is considered by the Bank to be likely to have a significant effect on the assessment of its assets and liabilities, financial position or profits and losses):

Company Name	Principal place of business or incorporation	Nature of business	Percentage of Voting rights held %	Non-controlling interests – proportion of ownership interests %	Non-controlling interests – proportion of voting interests %
Barclays Capital Securities Limited................................	England	Securities dealing	100	–	–
Barclays Private Clients International Limited	Isle of Man	Banking	100*	–	–
Barclays Securities Japan Limited................................	Japan	Securities dealing	100	–	–
Absa Bank Limited............	South Africa	Banking	62	38	38
Barclays Bank of Kenya Limited	Kenya	Banking	43	57	57
Barclays Bank S.A.U.	Spain	Banking	100*	–	–
Barclays Capital Inc.	United States	Securities dealing	100	–	–
Barclays Bank Delaware ...	United States	Credit card issuer	100	–	–

The country of registration or incorporation is also the principal area of operation of each of the above subsidiaries.
* Investments in subsidiaries held directly by the Bank are marked *.

B.9 **Profit Forecast:** Not Applicable. The Bank has not made any profit forecasts or estimates.

B.10 **Audit Report Qualifications:** Not Applicable. There are no qualifications in the audit reports to the 2012 financial statements or the 2013 financial statements of the Bank.

B.12	**Key Financial Information:**	Financial Information of the Bank and its consolidated subsidiaries (the "**Bank Group**") below is extracted from the audited consolidated financial statements of the Bank for the year ended 31 December 2013 (restated to reflect the offsetting amendments to IAS 32), the unaudited consolidated interim results of the Bank for six months ended 30 June 2014 and the unaudited consolidated restated interim results of the Bank for six months ended 30 June 2013.

	30 Jun 2014	**30 Jun 2013**	**31 Dec 2013**	**31 Dec 2012**
	(unaudited)	*(unaudited-Restated)*	*(unaudited-Restated)*	*(unaudited-Restated)*
	(£m)	*(£m)*	*(£m)*	*(£m)*
Total net loans and advances	486,385	522,026	474,059	472,809
Total deposits	505,873	541,671	487,647	468,262
Total assets[1]	1,315,492	1,568,544	1,344,201	1,512,777
Shareholders' equity excluding non-controlling interests	62,989	56,774	61,009	57,067
Non-controlling interests	2,130	2,620	2,211	2,856
Total shareholders' equity	**65,119**	**59,394**	**63,220**	**59,923**
Credit impairment charges and provisions	(1,086)	(1,631)	(3,071)	(3,340)
Profit before tax from continuing operations	**2,504**	**1,648**	**2,885**	**650**

[1] Subsequent to the publication of the audited consolidated financial statements of the Bank for the year ended 31 December 2013 amounts for Total Assets have been revised to reflect the offsetting amendments to IAS 32. The impact was an increase to Total Assets of £31.4bn for 31 December 2013 and £24.0bn for 31 December 2012. The gross up for June 2013 was £35.2bn.

Statements of no significant or material adverse change

There has been no material adverse change in the prospects of the Bank or, as the case may be, the Bank Group since 31 December 2013, nor any significant change in the financial or trading position of the Bank or, as the case may be, the Bank Group since 30 June 2014.

B.13 **Recent Events:** *PRA Capital Adequacy Review*

In 2013 the United Kingdom Financial Policy Committee asked the PRA to take steps to ensure that, by the end of 2013, major United Kingdom banks and building societies, including the Group, held capital resources equivalent to 7 per cent. of their risk weighted assets. As part of its review, the PRA also introduced a 3 per cent. leverage ratio target, which the PRA requested the Group plan to achieve by 30 June 2014. The PRA's calculations for both capital and leverage ratios were based on CRD IV definitions, applied on a fully loaded basis with further prudential adjustments.

In order to achieve these targets within the PRA’s expected timeframes the Group formulated and agreed with the PRA a plan comprised of capital management and leverage exposure actions which was announced on 30 July 2013. The Group executed on this plan in 2013 by completing an underwritten rights issue to raise approximately £5.8 billion (net of expenses) in common equity tier 1 capital; issuing £2.1 billion (equivalent) CRD IV qualifying contingent convertible Additional Tier 1 securities with a 7 per cent. fully loaded CET1 ratio trigger; and reducing PRA leverage exposure to £1,365 billion. These actions, together with on-going leverage exposure reductions and a successful liability management exercise in June 2014, resulted in the Group reporting a fully loaded CRD IV CET1 ratio of 9.9 per cent. and a PRA leverage ratio of 3.4 per cent. as at 30 June 2014.

B.14 **Dependence upon other entities within the Group:** The whole of the issued ordinary share capital of the Bank is beneficially owned by the Company, which is the ultimate holding company of the Group.

B.15	**The Bank's Principal Activities:**	The Group is engaged in personal banking, credit cards, corporate and investment banking, and wealth and investment management with an extensive international presence in Europe, the United States, Africa and Asia. The Group is structured around four core businesses: Personal and Corporate Banking, Barclaycard, Africa Banking and the Investment Bank. Businesses and assets which no longer fit the Group's strategic objectives, are not expected to meet the returns criteria and/or offer limited growth opportunities to the Group, have been reorganised into Barclays Non-Core. These assets are designated for exit or run-down over time.
B.16	**Controlling Persons:**	The whole of the issued ordinary share capital of the Bank is beneficially owned by the Company, which is the ultimate holding company of the Group.
B.17	**Ratings assigned to the Bank or its Debt Securities:**	The short-term unsecured obligations of the Bank are rated A-1 by Standard & Poor's, P-1 by Moody's, and F1 by Fitch and the long-term unsecured unsubordinated obligations of the Bank are rated A by Standard & Poor's, A2 by Moody's, and A by Fitch. Each of Moody's, Standard & Poor's and Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such, each of Moody's, Standard & Poor's and Fitch is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation. The Notes are expected to be rated A2 by Moody's, A by Standard & Poor's and A by Fitch. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Section C – The Notes

C.1	**Description of Type and Class of Securities:**	The Notes are issued as Series number 216, Tranche number 1. ***Forms of Notes:*** The Notes will be issued in registered form ("**Registered Notes**"). ***Security Identification Number(s):*** ISIN: XS1144490833 Common Code: 114449083
C.2	**Currency of the Securities Issue:**	The Notes are denominated in euros.
C.5	**Free Transferability:**	With respect to the United States, Notes offered and sold outside the United States to non-U.S. persons in reliance on 'Regulation S' must comply with transfer restrictions. Notes held in a clearing system will be transferred in accordance with the rules, procedures and regulations of that clearing system. Subject to the above, and to compliance with any applicable transfer restrictions, the Notes will be freely transferable.
C.8	**The Rights Attaching to the Securities, including Ranking and Limitations to those Rights:**	***Status of the Notes:*** The Notes constitute direct, general, unconditional, unsecured and unsubordinated obligations of the Issuer which will at all times rank *pari passu* among themselves and rank at least *pari passu* with all other present and future unsecured and unsubordinated obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

Denominations:

The Notes are issued in the denomination of €100,000 and integral multiples of €1,000 in excess thereof.

Negative Pledge: None.

Cross Default: None.

Taxation: Except as otherwise specified in the relevant Final Terms, all payments in respect of Notes will be made free and clear of withholding taxes of the United Kingdom unless the withholding is required by law. In that event, the relevant Issuer will, subject to customary exceptions, pay such additional amounts as will result in the Noteholders receiving such amounts as they would have received in respect of such Notes had no such withholding been required.

Governing Law: English law.

C.9 **The Rights Attaching to the Securities - Information as to Interest, Maturity, Redemption, Yield and the Representative of the Holders:**

Interest: The Notes bear interest from (and including) 1 December 2014, payable quarterly in arrear on 1 March, 1 June, 1 September and 1 December of each year, to (and including) the Maturity Date, subject (in each case) to adjustment in accordance with the Modified Following Business Day Convention, at a floating rate equal to the sum of 3-month EURIBOR plus 0.28 per cent. per annum.

Maturity Date: Unless previously redeemed, or purchased and cancelled, the Notes will be redeemed on 1 December 2016.

Final Redemption Amount*:* Unless previously redeemed, or purchased and cancelled, each Note will be redeemed at its Final Redemption Amount of €1,000 per Calculation Amount.

Tax Redemption: subject to certain conditions, the Notes may be redeemed *provided that*:

(a) the relevant Issuer provides not less than 30 days' nor more than 60 days' prior notice to the Trustee and the Holders of the Notes (such notice being irrevocable) specifying the date fixed for such redemption; and

(b) if, immediately before giving such notice, the relevant Issuer satisfies the Trustee that the relevant Issuer has or will become obliged to pay certain additional amounts and such obligation cannot be avoided by the relevant Issuer taking reasonable measures available to it,

provided, further, that no such notice of redemption shall be given earlier than (1) where the Notes may be redeemed at any time, 90 days prior to the earliest date on which the relevant Issuer would be obliged to pay such additional amounts or is unable to make such deduction if a payment in respect of the Notes were then due; or (2) where the Notes may be redeemed only on an Interest Payment Date, 60 days prior to the Interest Payment Date occurring immediately before the earliest date on which the relevant Issuer would be obliged to pay such additional amounts or is unable to make such deduction if a payment in respect of the Notes were then due.

Representative of the Noteholders: The Issuers have appointed The Bank of New York Mellon, London Branch to act as Trustee for the holders of Notes pursuant to the terms of the Trust Deed.

C.10 **Derivative Components:** Not Applicable. Payments of interest on the Notes shall not include any derivative component.

C.11 **Listing and Trading:** Application has been made for the Notes to be admitted to listing on the Official List of the FCA and to trading on the Regulated Market of the London Stock Exchange.

Section D – Risks

D.2	**Key information on the key risks that are specific to the Issuers:**	**Business conditions and the general economy**: Weak or deteriorating economic conditions or political instability in one or a number of countries in any of the Group's main business markets or any other globally significant economy could have a material adverse effect on the Group's operations, financial condition and prospects. **Credit Risk**: The Group is exposed to the risk of loss if any of its customers, clients or market counterparties fails to fulfil its contractual obligations. Credit risk and, consequently, the Group's performance may also be adversely affected by the impact of deteriorating economic conditions (and their effects, including higher interest rates, falling property prices and potential instability or economic uncertainty) and risks relating to sovereign debt crises, Eurozone exit or a slowing or withdrawing of monetary stimulus. If some or all of these conditions arise, persist or worsen, they may have a material adverse effect on the Group's operations, financial condition and prospects. In addition, the Investment Bank holds a significant portfolio of assets which (i) remain illiquid, (ii) are valued based on assumptions, judgements and estimates which may change over time and (iii) which are subject to further deterioration and write downs. Corporate Banking also holds a portfolio of longer term loans on a fair value basis, which are subject to market movements and which may therefore give rise to losses. In either case, these could have a material adverse effect on the Group's operations, financial condition and prospects. **Market risk**: The Group is at risk from its earnings or capital being reduced due to changes in the level or volatility of positions in its trading books, primarily in the Investment Bank; being unable to hedge its banking book balance sheet at market levels; and the Group's defined benefit pensions obligations increasing or the value of the assets backing those obligations decreasing. These risks could lead to significantly lower revenues, which could have an adverse impact on the Group's operations, financial condition and prospects. **Funding risk:** The Group is exposed to the risk that it may not be able to achieve its business plans due to: an inability to maintain appropriate capital ratios; or inability to meet its obligations as they fall due; or adverse changes in interest rates impacting structural hedges and/or the impact of changes in foreign exchange rates on capital ratios. These risks could have an adverse impact on the Group's operations, financial condition and prospects. **Operational risk:** The Group is exposed to the risk of breakdowns in processes, systems (including IT systems), controls or procedures or their inadequacy relative to the size and scope of its business. The Group is also subject to the risk of business disruption arising from events beyond its control, which may give rise to losses or reductions in service to customers and/or economic loss to the Group. **Legal, competition and regulatory risk:** The Group is subject to extensive and comprehensive regulation under the laws of the various jurisdictions in which it does business. The Group has also in recent years faced a risk of increased level of legal proceedings in these jurisdictions, in particular, the U.S. The Group also faces existing regulatory and other investigations in various jurisdictions. The Group may incur significant additional expense in connection with existing and potential future legal and regulatory proceedings including for non-compliance by the Group with applicable laws, regulations and codes. This could expose the Group to: substantial monetary damages; loss of significant assets; other penalties and injunctive relief; potential for criminal prosecution in certain circumstances; potential regulatory restrictions on the Group's business; and/or have a negative effect on the Group's reputation, any of which could have an adverse impact on the Group's operations, financial condition and prospects. **Regulatory risks:** The regulatory environment in which the Group operates is subject to significant levels of change. There is a risk that such changes to the regulatory environment may adversely affect the Group's business, capital and risk management planning and/or may result in the Group increasing capital, reducing leverage, deciding

to modify its legal entity structure, deciding to change how and where capital and funding is deployed within the Group, require the Group to increase its loss-absorbing capacity and/or undertake potential modifications to Barclays' business mix and model (including potential exit of certain business activities). In addition, the risk of such regulatory change will continue to require senior management attention and consume significant levels of business resources.

The Group faces significant regulatory scrutiny (for example in relation to systems and controls) in many of the jurisdictions in which it operates, particularly in the United Kingdom and the U.S. Non-compliance with the applicable laws, regulations or codes could lead to fines, public reprimands, damage to reputation, increased prudential requirements, changes to the Group's structure and/or strategy, enforced suspension of operations or, in extreme cases, withdrawal of authorisations to operate, as well as costs relating to investigations and remediation of affected customers.

Taxation risk: The Group may suffer losses arising from additional tax charges, other financial costs or reputational damage due to: failure to comply with or correctly assess the application of, relevant tax law; failure to deal with tax authorities in a timely, transparent and effective manner; incorrect calculation of tax estimates for reported and forecast tax numbers; or provision of incorrect tax advice.

Transform Programme and other strategic plans: The Group's current strategy includes restructuring changes which require difficult, subjective and complex judgements, including forecasts of economic conditions, and is subject to significant execution risks. For example, the Group's ability to implement successfully the Transform Programme, which is part of its current strategy, may be adversely impacted by a significant global macroeconomic downturn, legacy issues, limitations in the Group's management or operational capacity or significant or unexpected regulatory change. Progress in achieving the targets in the Transform Programme is unlikely to be uniform or linear. Failure to implement successfully the Transform Programme could have a material adverse effect on the Group's ability to achieve the stated targets, estimates (including with respect to future capital and leverage ratios and dividends payout ratios) and other expected benefits of the Transform Programme and there is also a risk that the costs associated with implementing the strategy may be higher than the financial benefits achieved through the programme. In addition, the goals of embedding a culture and set of values across the Group and achieving lasting and meaningful change to the Group's culture, may not succeed, which could negatively impact the Group's operations, financial condition and prospects.

Conduct and Reputation risks: The Group is exposed to the risk of inappropriate execution of its business activities or failures in corporate governance or management (for example, if Barclays were to provide funding or services to clients without fully implementing anti-money laundering, anti-bribery or similar controls), or the perception thereof, may cause detriment to customers, clients or counterparties and may lead to reputational damage and reduce the attractiveness of the Group to stakeholders. This may, in turn, lead to negative publicity, loss of revenue, litigation, higher scrutiny and/or intervention from regulators, regulatory or legislative action, loss of existing or potential client business, reduced workforce morale, and difficulties in recruiting and retaining talent. Sustained conduct and reputational damage could affect the Group's operations, financial condition and prospects.

Risk relating to United Kingdom Bail-In Power: The Bank Recovery and Resolution Directive grants supervisory authorities power to cancel all or a portion of the principal amount of, or interest on, certain unsecured liabilities of a failing financial institution, and/or to convert certain debt claims into another security, including ordinary shares. Under the Banking Act 2009 of the United Kingdom as amended, the bail-in option is introduced to enable the United Kingdom resolution authority to recapitalise a failed institution by allocating losses to its shareholders and unsecured creditors. There remains uncertainty regarding the specific factors which the United Kingdom resolution authority would consider in deciding whether to exercise the United Kingdom bail-in power. Holders of the Notes may have only limited rights to challenge any decision of the United Kingdom resolution authority exercising its United

		Kingdom bail-in power.
D.3	**Key information on the key risks that are specific to the Notes:**	***Notes may be redeemed prior to maturity***: under certain circumstances the relevant Issuer may redeem outstanding Notes prior to maturity in accordance with the Conditions. In such circumstances an investor may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the relevant Notes and an optional redemption feature is likely to limit the secondary market value of the Notes. ***Withholding tax***: the holder may not receive payment of the full amounts due in respect of the Notes as a result of amounts being withheld by the relevant Issuer in order to comply with applicable law; ***There is no active trading market for the Notes***: Notes may have no established trading market when issued, and such a trading market may never develop. If such a trading market does develop it may not be liquid; ***Exchange rate risks and exchange controls***: the value of an investors investment may be adversely affected by exchange rate movements and exchange controls where the Notes are not denominated in the investor's own currency; ***Credit ratings may not reflect all risks***: any credit rating assigned to the Notes or the relevant Issuer may not adequately reflect all the risks associated with an investment and may be revised or withdrawn by the rating agency at any time;

Section E - Offer

E.2b	**Reasons for the Offer and Use of Proceeds:**	The net proceeds of the issue of each Series of Senior Notes will be used for general corporate purposes of the relevant Issuer and its subsidiaries and/or the Group.
E.3	**Terms and Conditions of the Offer:**	Not Applicable. The Notes are issued in denominations of at least €100,000.
E.4	**Interests Material to the Issue:**	The Issuer has appointed Barclays Bank PLC (in its capacity as arranger and dealer), BNP Paribas, Citigroup Global Markets Limited, Credit Suisse Securities (Europe) Limited, Deutsche Bank AG, London Branch, Goldman Sachs International, Merrill Lynch International, Morgan Stanley & Co. International plc and UBS Limited (and such other additional or other dealers appointed under the Programme from time to time) (together, the "**Dealers**") as Dealers for the Programme. The arrangements under which Notes may from time to time be agreed to be sold by the relevant Issuer to, and purchased by, Dealers are set out in the Distribution Agreement made between the Issuers and the Dealers. The Issuer has appointed Barclays Bank PLC, DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main and HSH Nordbank AG (together, the "**Managers**") as Managers of the issue of the Notes. The arrangements under which the Notes are sold by the relevant Issuer to, and purchased by, Managers are set out in the Subscription Agreement made between the Issuer and the Managers Stabilising Manager: Barclays Bank PLC
E.7	**Estimated Expenses:**	No expenses will be chargeable by the Issuers to an Investor in connection with any offer of Notes. Any expenses chargeable by a Manager to an Investor shall be charged in accordance with any contractual arrangements agreed between the Investor and such Manager at the time of the relevant offer.