

Final Terms dated 16 May 2014

FCE Bank plc

Issue of GBP 250,000,000 2.625 per cent. Notes due 20 November 2018
under the U.S. \$12,000,000,000 Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the conditions of the Notes (the "**Conditions**") set forth in the Base Prospectus dated 31 January 2014, the Prospectus Supplement dated 24 March 2014 and the Prospectus Supplement dated 6 May 2014, which together constitute a base prospectus for the purposes of the Prospectus Directive (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the Luxembourg Stock Exchange's website (www.bourse.lu).

1. (i) Series Number: MQ
- (ii) Tranche Number: 1
2. Specified Currency or Currencies: Sterling ("**GBP**")
3. Aggregate Nominal Amount:
 - (i) Series: GBP 250,000,000
 - (ii) Tranche: GBP 250,000,000
4. Issue Price: 99.661 per cent. of the Aggregate Nominal Amount
5. (i) Specified Denominations: GBP 100,000 and integral multiples of GBP 1,000 in excess thereof up to and including GBP 199,000. No Notes in definitive form will be issued with a denomination above GBP 199,000.
- (ii) Calculation Amount: GBP 1,000
6. (i) Issue Date: 20 May 2014
- (ii) Interest Commencement Date: Issue Date
7. Maturity Date: 20 November 2018
8. Interest Basis: 2.625 per cent. Fixed Rate
9. Redemption Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
10. Put/Call Options: Not Applicable
11. Date Board approval for issuance of Notes obtained: 30 January 2014

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

12. Fixed Rate Note Provisions	Applicable
(i) Interest Rate:	2.625 per cent. per annum payable in arrear on each Interest Payment Date
(ii) Interest Payment Dates:	20 November in each year from, and including 20 November 2014 to and including the Maturity Date. There will be a short first interest period from, and including, the Interest Commencement Date to, but excluding 20 November 2014.
(iii) Fixed Coupon Amount:	GBP 26.25 per Calculation Amount
(iv) Broken Amount:	GBP 13.23 per Calculation Amount, payable on the Interest Payment Date falling on 20 November 2014.
(v) Day Count Fraction:	Actual/Actual (ICMA)
(vi) Determination Dates:	20 November in each year

13. Floating Rate Note Provisions Not Applicable

14. Zero Coupon Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

15. Call Option Not Applicable

16. Put Option Not Applicable

17. Final Redemption Amount GBP 1,000 per Calculation Amount

18. Early Redemption Amount

Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default or other early redemption):	GBP 1,000 per Calculation Amount
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GENERAL PROVISIONS APPLICABLE TO THE NOTES

19. Form of Notes:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes upon the occurrence of an Exchange Event
20. New Global Note:	No
21. Financial Centre(s):	London

- 22. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
- 23. Redenomination, renominalisation and reconventioning provisions: Not Applicable
- 24. Consolidation provisions Not Applicable

Signed on behalf of the Issuer:

By: 

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be listed on the official list of the Luxembourg Stock Exchange and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from 20 May 2014.

(ii) Estimate of total expenses related to listing and admission to trading: EUR 2,540

2. RATINGS

Ratings: The long term senior unsecured credit ratings assigned to the Issuer are:

S&P: BBB (negative)
Moody's: Baa3 (stable)
Fitch: BBB- (positive)

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

Save as disclosed in the section headed "Plan of Distribution" in the Base Prospectus and the section headed "Distribution" in these Final Terms, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. *Fixed Rate Notes only* – YIELD

Indication of yield: Re-offer Yield: 2.708 per cent. per annum

The annual yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. OPERATIONAL INFORMATION

ISIN Code: XS1069529490

Common Code: 106952949

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility:

No.

Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

6. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
- (A) Names of Managers:
- Goldman Sachs International
Peterborough Court
133 Fleet Street
London EC4A 2BB
- Lloyds Bank plc
10 Gresham Street
London EC2V 7AE
- Barclays Bank PLC
5 The North Colonnade
Canary Wharf
London E14 4BB
- The Royal Bank of Scotland plc
135 Bishopsgate
London EC2M 3UR
- (B) Stabilising Manager(s) (if any): Goldman Sachs International
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D