FINAL TERMS

Final Terms dated 20 February 2014

BARCLAYS BANK PLC

Issue of €1,250,000,000 2.125 per cent. Notes due 2021 (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 as supplemented by a supplement dated 14 February 2014 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, the supplemental Base Prospectus 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:	212
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single series:	Not Applicable
3.	Specified Currency or Currencies:		Euro ("**€**")
4.	Aggregate Nominal Amount:		€1,250,000,000
5.	Issue Price:		99.826 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	€100,000 and integral multiples of **€**1,000 in excess hereof up to and including **€**199,000. No Notes in definitive form will be issued with a denomination above **€**199,000.
	(ii)	Calculation Amount:	€1,000
7.	(i)	Issue Date:	24 February 2014
	(ii)	Interest Commencement Date:	Issue Date
8.	Maturity Date:		24 February 2021
9.	Interest Basis:		2.125 per cent. Fixed Rate (see paragraph 14 below)
10.	Redemption/Payment Basis:		Redemption at par

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:	20 February 2014

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	**Fixed Rate Note Provisions**		Applicable
	(i)	Rate of Interest:	2.125 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii)	(A) Interest Payment Date(s):	24 February in each year
		(B) Interest Payment Date adjustment (for Renminbi or Hong Kong dollar-denominated Notes):	Not Applicable
	(iii)	Fixed Coupon Amount:	€21.25 per Calculation Amount payable on each Interest Payment Date
	(iv)	Broken Amount(s):	Not Applicable
	(v)	Day Count Fraction:	Actual/Actual (ICMA)
	(vi)	Party responsible for calculating the amount payable:	The Bank of New York Mellon, London Branch shall be the Agent Bank
15.	**Reset Note Provisions**		Not Applicable
16.	**Floating Rate Note Provisions**		Not Applicable
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 24 February 2014.

2. **RATINGS**

Ratings:	The Notes to be issued are expected to be rated: Standard & Poor's Credit Market Services Europe Limited: A Moody's Investors Service Ltd.: A2 Fitch Ratings Limited: A

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. **ESTIMATED TOTAL EXPENSES**

(i)	Estimated total expenses:	£4,380

5. ***Fixed Rate Notes only* – YIELD**

Indication of yield:	2.152 per cent. per annum

6. **OPERATIONAL INFORMATION**

(i)	CUSIP Number:	Not Applicable
(ii)	ISIN Code:	XS1035751764
(iii)	Common Code:	103575176
(iv)	CINS Code:	Not Applicable
(v)	CMU Instrument Number:	Not Applicable
(vi)	Delivery:	Delivery against payment
(vii)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(viii)	Public Offer:	Not Applicable
(ix)	General Consent:	Not Applicable

7. **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
(xiii)	Name(s) and address(es) of the entities which have a firm commitment to act as intermediaries in secondary market trading, providing liquidity through bid and offer rates and description of the main terms of its/their commitment:	Not Applicable

(xiv)	Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s) ("**Offer Period**"):	Not Applicable
(xv)	Other conditions for use of the Base Prospectus by the Authorised Offeror(s):	Not Applicable

8. **DISTRIBUTION**

U.S. Selling Restrictions:	Regulation S Category 2

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:** **Commercial name of the Bank:**	Barclays Bank PLC (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 UK. 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 Group can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the UK, EU, U.S. 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 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 and liquidity 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 and rules designed to promote financial stability and increase depositor protection; • the U.S. 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 that: (i) the UK and EEA retail banking activities of a UK bank or building society should be placed in a legally distinct, operationally separate and economically independent entity (so-called 'ring-fencing'); and (ii) the loss-absorbing capacity of ring-fenced banks and UK-headquartered global systemically important banks (such as the Issuer) should be increased to levels higher than the Basel 3 proposals; 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 the Company. The Company is the ultimate holding company of the Group, the principal activities of which are financial services. Barclays is a major global financial services provider. Alongside its significant corporate and investment banking businesses, it also engages in wealth and investment management, personal banking and credit cards. The Company has the following significant subsidiaries and subsidiary undertakings (each of which is considered by the Company to be likely to have a significant effect on the assessment of its assets and liabilities, financial position or profits and losses):

Name of subsidiary undertaking	Country of registration or incorporation	% of holding of shares and voting rights	Principal activities
Barclays Bank PLC	England	100	Banking, holding company
Barclays Bank Trust Company Limited	England	100	Banking, asset management and trust services
Barclays Capital Securities Limited	England	100	Securities dealing
Barclays Private Clients International Limited	Isle of Man	100*	Banking
Barclays Securities Japan Limited	Japan	100	Securities dealing
Barclays Africa Group Limited	South Africa	62.3	Banking, holding company
Barclays Bank S.A.U.	Spain	100*	Banking
Barclays Capital Inc.	USA	100	Securities dealing
Barclays Bank Delaware	USA	100	U.S. credit card issuer

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 2011 financial statements or the 2012 financial statements of the Company.
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 2012 and the unaudited consolidated interim results of the Bank for six months ended 30 June 2013.

	30 Jun 2013	**30 Jun 2012**	**31 Dec 2012**	**31 Dec 2011**
	(unaudited) *(£m)*	*(unaudited)* *(£m)*	*(audited)* *(£m)*	*(audited)* *(£m)*
Total net loans and advances	516,949	501,509	466,627	478,726
Total deposits	538,624	502,818	462,806	457,161
Total assets	**1,533,378**	**1,629,089**	**1,490,747**	**1,563,402**
Shareholders' equity excluding non-controlling interests	56,774	57,414	60,038	62078
Non-controlling interests	2,620	2,957	2,856	3,092
Total shareholders' equity	**59,394**	**60,371**	**62,894**	**65,170**
Credit impairment charges and provisions	(1,631)	(1,710)	(3,596)	(3,802)
Profit/ (loss) before tax from continuing operations	**1,648**	**716**	**99**	**5,974**

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 2012, 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 2013.

B.13	**Recent Events:**	On 6 December 2012, the Bank entered into an agreement to combine the majority of its Africa operations (the "**African Business**") with Absa Group Limited ("**Absa**"). Under the terms of the combination, Absa acquired Barclays Africa Limited, the holding company of the African Business, for a consideration of 129,540,636 Absa ordinary shares (representing a value of approximately £1.3 billion for Barclays Africa Limited). The combination completed on 31 July 2013 and, on completion, Barclays' stake in Absa increased from 55.5 per cent. to 62.3 per cent. Absa was subsequently renamed Barclays Africa Group Limited but continues to trade under the name Absa. On 9 October 2012, the Bank entered into an agreement to acquire the deposits, mortgages and business assets of ING Direct UK. Under the terms of the transaction, which completed on 5 March 2013, the Bank acquired amongst other business assets a deposit book with balances of approximately £11.6 billion and a mortgage book with outstanding balances of approximately £5.3 billion recognised by Barclays. On 22 May 2012, the Bank entered into an agreement to dispose of the Bank's entire holding in BlackRock, Inc. ("**BlackRock**") pursuant to an underwritten public offer and a partial buy-back by BlackRock. On completion on 29 May 2012, the Bank received net proceeds of

		approximately U.S.$5.5 billion (£3.5 billion). On 30 July 2013, the Company announced an underwritten rights issue to raise approximately £5.8 billion (net of expenses). The rights issue was made to qualifying shareholders on the basis of one new ordinary share for every four existing ordinary shares held by shareholders at close of business on 13 September 2013. On 4 October 2013, the Company announced that it had received valid acceptances in respect of 94.63 per cent. of the total number of new ordinary shares offered to shareholders pursuant to the rights issue. The underwriters subsequently procured subscribers for the remaining ordinary shares for which acceptances were not received. On 30 October 2013, the Company announced the following estimated ratios as at 30 September 2013 on a post-rights issue basis: Core Tier 1 ratio of 12.9 per cent., estimated fully loaded CRD IV Common Equity Tier 1 ratio of 9.6 per cent., estimated fully loaded CRD IV leverage ratio of 2.9 per cent. and estimated PRA Leverage Ratio of 2.6 per cent. the Company also announced on 30 October 2013 that the execution of the plan to meet the 3 per cent. PRA Leverage Ratio by June 2014 is on track. In accordance with its capital plan, on 20 November 2013 the Group issued U.S.$2 billion 8.25% CRD IV qualifying Contingent Convertible Additional Tier 1 securities with a 7% fully loaded Common Equity Tier 1 ratio trigger.
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 a major global financial services provider engaged in personal banking, credit cards, corporate and investment banking and wealth and investment management with an extensive international presence in Europe, the Americas, Africa and Asia. With over 300 years of history and expertise in banking, the Group operates in over 50 countries and as at 30 June 2013, employed approximately 139,900 people.
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 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 A by Standard & Poor's Credit Market Services Europe Limited, A2 by Moody's Investors Service Ltd. and A by Fitch Ratings Limited. 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 212, Tranche number 1. ***Forms of Notes:*** Notes will be issued in registered form ("**Registered Notes**"). ***Security Identification Number(s):*** ISIN Code: XS1035751764 Common Code: 103575176
C.2	**Currency of the Securities Issue:**	The Notes are denominated in euro.
C.5	**Free Transferability:**	With respect to the United States, Notes offered and sold outside the United States to non-US 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 and unconditional obligations of the Issuer which rank at least pari passu with all other present and future unsecured 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:*** 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 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 24 February 2014 at a fixed rate of 2.125 per cent. per annum payable in arrear on 24 February. ***Maturity Date****:* Unless previously redeemed, or purchased and cancelled, the Notes will be redeemed on 24 February 2021. ***Redemption:*** Notes may be redeemable at par or at such other Redemption Amount as may be specified in the relevant Final Terms. Notes may also be redeemable in two or more instalments on such dates and in such manner as may be specified in the relevant Final Terms. ***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 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 Issuer satisfies the Trustee that the Issuer has or will become obliged to pay certain additional amounts and such obligation cannot be avoided by the 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 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 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. ***Yield****:* Based upon the Issue Price of 99.826 per cent., at the Issue Date the anticipated yield of the Notes is 2.152 per cent. per annum. ***Representative of the Noteholders:*** The Issuer has 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 Issuer:**	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. The Group is subject to a number of risks in its day-to-day operations, any of which may have an adverse impact on the operations, financial condition and prospects of the Group:

		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 unemployment, weak or contracting growth, rising inflation, higher interest rates and falling property prices) 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 credit market assets which (i) remain illiquid, (ii) are valued based on assumptions, judgements and estimates which may change over time and (iii) may be 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 a failure to manage its liquidity and funding risk sufficiently; or the impact of changes in foreign exchange rates on capital ratios and/or adverse changes in interest rates impacting structural hedges. 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. Barclays 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 Barclays. **Legal and regulatory proceedings:** The Group faces the risk of existing and potential future legal and regulatory proceedings and/or private actions and/or class actions being brought by third parties. Final adverse findings arising from the investigations by the FCA, SFO, DOJ and SEC into certain agreements between Barclays and Qatari investors and whether these may have related to capital raisings in June and November 2008 would be likely to give rise to proceedings and/or penalties against the Group. Further, Barclays is party to a non-prosecution agreement with the DOJ in connection with LIBOR investigations, any breach of which could also lead to further proceedings and/or penalties. 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 (for example, in relation to section 165 of the Dodd-Frank Act, which could give rise to significant adverse capital implications for the Group, depending on the terms on which the provisions are enacted) 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 UK and the US. If the Group is not able to satisfy its regulators in these jurisdictions as to its compliance with applicable requirements, including any current or future remedial actions required to be taken and/or the satisfactory nature of systems and controls, those regulators could take actions, or require the Group to take actions, which would be damaging to Barclays' businesses and which could have a material adverse effect on the Group's operations, financial condition and prospects. **Risk of failing to meet the PRA's expectations in relation to the PRA Leverage Ratio by June 2014:** In June 2013, following its assessment of the capital adequacy of major UK banks and building societies, the PRA introduced the PRA Leverage Ratio and subsequently, following discussions between Barclays and the PRA, requested that Barclays plan to achieve this target by 30 June 2014. Whilst the PRA has confirmed to Barclays that meeting the target by 30 June 2014 is an expectation (rather than a formal regulatory requirement), Barclays has determined to move swiftly to achieve the target in accordance with the PRA's timing expectations and has discussed and agreed the Leverage Plan with the PRA. There is a risk that Barclays' financial position may diverge from management's current expectations or projections, adversely affecting Barclays' ability to achieve the 3 per cent. target for the PRA Leverage Ratio by 30 June 2014. There is also a risk that (i) the level and basis of calculation of the PRA Leverage Ratio may change, (ii) the PRA Adjustments may change, and/or (iii) the PRA may change its approach to the PRA Leverage Ratio. Any of the above could lead to an alteration by the PRA of its supervisory expectations in relation to the PRA Leverage Ratio. Furthermore, there is a risk that Barclays may not be able to successfully implement other actions required to meet the PRA Leverage Ratio.

		There is a risk that Barclays may fail to implement the Leverage Plan in full and it considers that it may not meet all of the supervisory expectations of the PRA in relation to leverage by 30 June 2014, the Group may have to take additional or alternative measures to be discussed with the PRA. Additional or alternative measures to address any then outstanding leverage gap could include further reducing leverage exposure (including through asset sales or through making changes to the Group's business model), limiting discretionary distributions (including interest payments on additional tier 1 securities), reducing lending to customers and clients and/or taking additional measures to strengthen Barclays' capital position. If, following discussions with the PRA, the Group were to take additional or alternative measures to improve its leverage position, these may be subject to greater risks and uncertainties than, and may not be as beneficial to the Group and its stakeholders as, the measures contemplated under the Leverage Plan. Accordingly, this might have a damaging effect on the Group's business and lead to a decrease in investor confidence in the Group, an adverse impact on its reputation and/or a negative effect the market price of the Notes. **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. **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. **Transform programme:** The Group's ability to implement successfully the Transform programme 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 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 Group may not be successful in meeting the goals of embedding a culture and set of values across the Group and achieving lasting and meaningful change to the Group's culture, and this could negatively impact the Group's operations, financial condition and prospects.

D.3	**Key information on the key risks that are specific to the Notes:**	***Interest rate risks***: investment in fixed rate Notes involves the risk that the subsequent changes in market interest rates may adversely affect the value of any fixed rate Notes. ***Notes may be redeemed prior to maturity***: under certain circumstances the 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. ***Notes issued at a discount or premium***: may experience price volatility in response to changes in market interest rates; ***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 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 Issuer may not adequately reflect all the risks associated with an investment;

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 Issuer and its subsidiaries and/or the Group.
E.3 **E.4**	**Terms and Conditions of the Offer:** **Interests Material to the Issue:**	Not Applicable. The Instruments are issued in denominations of at least €100,000. ***Syndicated Issue:*** The Issuer has appointed Australia and New Zealand Banking Group Limited, Banca IMI S.p.A., Barclays Bank PLC, BNP Paribas, Caixabank, S.A., DBS Bank Ltd., Deutsche Bank AG, London Branch, Erste Group Bank AG, ING Bank N.V., Belgian Branch, Lloyds Bank plc, Mizuho International plc, Natixis, National Bank of Abu Dhabi P.J.S.C., Swedbank AB (publ) and VTB Capital plc (together, the "**Managers**") as Managers of the issue of the Notes. The arrangements under which the Notes are sold by the 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 Issuer to an Investor in connection with any offer of Notes. Any expenses chargeable by an Authorised Offeror to an Investor shall be charged in accordance with

		any contractual arrangements agreed between the Investor and such Authorised Offeror at the time of the relevant offer.