



BARCLAYS BANK PLC
(Incorporated with limited liability in England and Wales)

BARCLAYS CAPITAL (CAYMAN) LIMITED
(Incorporated as an exempted company with limited liability in the Cayman Islands)
(Guaranteed by Barclays Bank PLC)

**Programme for the issuance of Structured Investment Management Plan Linked to Equity
(S.I.M.P.L.E.) Notes**

Issue by Barclays Bank PLC of
£ 10,000,000 Notes due January 2018

Series S1124

Issue Price: 100.00% of par

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the Notes may only do so:

- (i) in circumstances in which no obligation arises for the Bank or the Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (ii) in the Public Offer Jurisdiction mentioned in Paragraph 37 of the Final Terms relating to the Notes set out in Part A below, provided such person is one of the persons mentioned in Paragraph 37 of the Final Terms relating to the Notes set out in Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Bank nor the Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus (the "**Base Prospectus**") dated 30 March 2011, as supplemented and amended, which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (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 and must be read in conjunction with the Base Prospectus. Full information on Barclays Bank PLC (the "**Bank**") 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 is available for viewing at the registered office of the Bank (1 Churchill Place, London E14 5HP) and at the specified office of the Principal Notes Agent (One Canada Square, London E14 5AL) and copies may be obtained from those offices.

Barclays Capital

24 August 2011

The Bank accepts responsibility for the information contained in these Final Terms.

Each investor (a "Noteholder") by purchasing the Notes shall be deemed to have made its own independent investigations and assessment of (i) the Notes, (ii) the Warrants into which the Notes may be exchanged (the "Warrants"), (iii) the Preference Shares for which the Warrants are exercisable (the "Preference Shares" and, together with the Notes and the Warrants, the "Securities") and (iv) the commodity, equity, FX rate, index, inflation, a basket comprising a range or a combination of asset classes or other underlying asset(s) to which the return on the Securities is linked (the "Underlying") and the performance of the Underlying. Furthermore, neither the Bank nor Barclays Capital (Cayman) Limited ("BCCL") is, and nor shall either of them be deemed to be, giving any assurances regarding the prospects or performance of the Underlying.

Each investor by purchasing the Notes shall be deemed to acknowledge its understanding and acceptance on the date on which it purchases the Notes and so becomes a Noteholder that (a) it is acting for its own account and it has made its own independent decision to purchase the Notes or a direct or indirect interest (including by way of participation) in the Notes and as to whether such a holding is appropriate or proper for it based upon its own judgment and upon advice from such advisers as it has deemed necessary; (b) it is not relying on any communication (written or oral) of the Bank or any affiliate thereof as investment advice or as a recommendation to purchase the Notes or a direct or indirect interest (including by way of participation) in the Notes; (c) it is capable of assessing the merits of and understanding (on its own behalf or through independent professional advice), and understands and accepts, the terms, conditions and risks of holding the Notes and, if exchanged, the Warrants and, if exercised, the Preference Shares or a direct or indirect interest (including by way of participation) in the same; and (d) neither the Bank nor any affiliate thereof is acting as a fiduciary for or an adviser to it in respect of the Securities. Each Noteholder, by purchasing the Notes, acknowledges that it has read and understood the Base Prospectus, including without limitation the risk factors set out in it.

The distribution of this document and the offer of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Final Terms may come are required by the Bank to inform themselves about and to observe any such restrictions. Details of selling restrictions for various jurisdictions are set out in "*Subscription and Sale*" in the Base Prospectus. In particular, the Securities have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "Securities Act") and are subject to U.S. tax law requirements. Trading in such securities has not been approved by the US Commodity Futures Trading Commission under the US Commodity Exchange Act. Subject to certain exceptions, the Securities may not at any time be offered, sold or delivered in the United States or to U.S. persons, nor may any U.S. persons at any time trade or maintain a position in such securities.

Index Disclaimer:

The Securities are not in any way sponsored, endorsed, sold or promoted by FTSE International Limited ("FTSE") or by the London Stock Exchange Plc (the "Exchange") or by The Financial Times Limited ("FT") and neither FTSE nor Exchange nor FT makes any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the FTSE 100 and the FTSE 100 Dividend Index – RDSA Withholding (for the purposes of this paragraph, each an "Index") and/or the figure at which the said Index stands at any particular time on any particular day or otherwise. The Index is compiled and calculated by FTSE. However, neither FTSE nor Exchange nor FT shall be liable (whether in negligence or otherwise) to any person for any error in the Index and neither FTSE or Exchange or FT shall be under any obligation to advise any person of any error therein.

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FINAL TERMS

PART A

FINAL TERMS RELATING TO THE NOTES

Parties

Note Issuer:	Barclays Bank PLC
Dealer and Stabilising Manager:	Barclays Bank PLC 5 The North Colonnade Canary Wharf London E14 4BB
Note Determination Agent:	Barclays Capital Securities Limited

Provisions relating to the Notes

1.	Title of the Notes:	£ 10,000,000 Notes due January 2018
2.	(a) Series:	S1124
	(b) Tranche:	1
3.	Specified Currency:	Pound Sterling ("£")
4.	Aggregate principal amount of the Notes:	
	(a) Series:	£ 10,000,000
	(b) Tranche:	£ 10,000,000
5.	Denomination and number of Notes:	£ 1.00 (10,000,000 Notes)
6.	Form of Note:	Temporary Global Note exchangeable for a Permanent Global Note
7.	Note Trade Date:	15 August 2011
8.	Note Issue Date:	24 August 2011
9.	Note Issue Price:	100 per cent. of par
10.	The following Relevant Annex (es) shall apply to the Notes: <i>(specify each applicable Relevant Annex):</i>	Equity Linked Annex

Provisions relating to interest (if any) payable on the Note

11.	Interest:	Applicable
	(a) Calculation Amount:	Denomination
	(b) Interest Amount:	As per Conditions 3 and 21 of the Note Conditions

- (c) Interest Basis: Variable Rate: Index Linked Interest
(further particulars specified below)
- (d) Interest Rate(s):
- (i) Fixed Rate: Not Applicable
 - (ii) Floating Rate: Not Applicable
 - (iii) Variable Rate: Index Linked - see also paragraph 26:

(A) In respect of Interest Payment Date (i=1), the Issuer shall pay an Interest Amount in respect of each Note, calculated as follows:

$$2\% \times \text{Calculation Amount}$$

(B) In respect of each Interest Payment Date thereafter (i = 2 to 7), the Issuer shall pay an Interest Amount in respect of each Note, calculated as follows:

$$1.75 \times (\text{IB}(i) / \text{IA}_0) \times \text{Calculation Amount}$$

Where:

“**IA₀**” means the level of Reference Index A at the Valuation Time on the Initial Valuation Date being, for the avoidance of doubt, 5350.58.

“**Initial Valuation Date**” means 15 August 2011.

“**IB(i)**” means the level of Reference Index B at the Valuation Time on the relevant IB Observation Date (i).

“**IB Observation Date (i)**” means, in respect of years 2012 (i=2) to 2017 (i=7), the third Friday in December of the applicable year, subject to an Index Adjustment Event including, but not limited to, an adjustment in line with either a change in index methodology or the settlement of the related futures contract.

- (iv) Non-Interest Bearing: Not Applicable
- (e) Screen Rate Determination: Not Applicable
- (f) ISDA Determination: Not Applicable
- (g) Margin: Not Applicable
- (h) Minimum/Maximum Interest Rate: Not Applicable
- (i) Interest: Not Applicable

Commencement Date:

- (j) Interest Determination Date: Not Applicable
- (k) Interest Calculation Periods: Not Applicable
 - (i) Interest Period End Dates: Not Applicable
 - (ii) Interest calculation method for short or long Interest Calculation Periods: Not Applicable
- (l) Interest Payment Dates: (A) In respect of 2011 (i=1), 4 January 2012.
(B) In respect of years 2012 (i=2) to 2017 (i=7), the day falling 10 Business Days immediately following the relevant IB Observation Date (i).
(each an “Interest Payment Date i”)
- (m) Day Count Fraction: Not Applicable
- (n) Business Day Convention: Not Applicable
- (o) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest, if different from those set out in the Note Conditions: Not Applicable

Provisions regarding redemption

- 12. Note Redemption Date: 19 January 2018, subject to adjustment in accordance with the Following Business Day Convention
- 13. Call Option: Not Applicable
- 14. Specified Early Redemption: Not Applicable
- 15. Additional Disruption Events:
 - (i) Change in Law: Applicable
 - (ii) Tax Event: Applicable
 - (iii) Hedging Disruption: Applicable

	(iv)	Increased Cost of Hedging:	Applicable
	(v)	Affected Jurisdiction Hedging Disruption:	Not Applicable
	(vi)	Affected Jurisdiction Increased Cost of Hedging:	Not Applicable
	(vii)	Other:	Not Applicable
16.	Note Early Redemption Date:	The second Business Day after the Redemption Notice is received, provided that the Note Early Redemption Date must fall no later than two Business Days prior to the Note Redemption Date	
17.	Early Cash Settlement Amount:		
	(i)	For the purpose of Note Condition 4.2:	Not Applicable
	(ii)	For the purpose of Note Condition 4.4:	As stated in Condition 21 of the Note Conditions
	(iii)	For the purpose of Note Condition 11:	As stated in Condition 21 of the Note Conditions
	(iv)	For the purpose of Note Condition 20:	As stated in Condition 21 of the Note Conditions
18.	Note Redemption Amount:	<p>£1.00 per Note unless on the Election Valuation Date the market value of a Warrant determined by the Note Determination Agent in good faith and in a commercially reasonable manner (the “Warrant Market Value”) is more than £1.00 in which case the Note Redemption Amount will be determined as follows:</p> <p>(a) if the Warrant Market Value is more than £1.00 but equal to or less than £1.03, the Note Redemption Amount will be an amount equal to the Warrant Market Value; and</p> <p>(b) if the Warrant Market Value is more than £1.03, the Redemption Amount will be £1.03.</p>	
19.	Note Redemption Notice Time:	As stated in Condition 21 of the Note Conditions	
20.	Procedures for giving Note Issuer Redemption Notice and Noteholders' Notice if other than as specified in Condition 5.2(a)(ii):	Not Applicable	
21.	Procedures for giving Note Issuer Specified Early Redemption Event Redemption Notice and Specified Early Redemption Event Note Redemption Notice if other	Not Applicable	

than as specified in Condition 5.2(a)(iii):

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| 22. | Procedure for giving Special Note Redemption Notice and Noteholders' Notice if other than as specified in Condition 5.2(a)(iv): | Not Applicable |
| 23. | Warrants which may be purchased using the Note Redemption Amount: | Index Linked Warrants, Series WS1124, issued by Barclays Capital (Cayman) Limited and guaranteed by Barclays Bank PLC. The Warrants are exercisable for Class 48S Redeemable Preference Shares in Barclays Capital (Cayman) Limited guaranteed by Barclays Bank PLC. |
| 24. | Election Valuation Date: | 3 January 2018 |

Provisions relating to Relevant Annexes

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| 25. | Equity Linked Provisions: | Not Applicable |
| 26. | Index Linked Provisions: | Applicable |
| (i) | Index/Indices (each a "Reference Asset"): | <p>(A) FTSE 100 Index (the "Reference Index A" or "IA"), as calculated and sponsored by FTSE International Limited (for the purposes of IA, the "Index Sponsor") (Bloomberg ticker: UKX <Index>); and</p> <p>(B) FTSE 100 Dividend Index – RDSA Withholding (the "Reference Index B" or "IB") as calculated and sponsored by FTSE International Limited (for the purposes of IB, the "Index Sponsor") (Bloomberg ticker: F1DV Index).</p> |
| (ii) | Exchange[s]: | In respect of both IA and IB, the London Stock Exchange. |
| (iii) | Related Exchange[s]: | In respect of both IA and IB, All Exchanges |
| (iv) | Weighting for each Reference Asset comprising the Basket of Reference Assets: | Not Applicable |
| (v) | Averaging: | Not Applicable |
| (vi) | Additional Disruption Event: | Not Applicable |
| (vii) | FX Disruption Event: | Not Applicable |
| (viii) | Valuation Date: | Each IB Observation Date (i) |
| (ix) | Specified methodology for determining Index Level if the Valuation Date is a Disrupted Day: | Paragraph 1.4 of Part B of Equity Linked Annex apply |

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| (x) | Valuation Time: | (A) in respect of IA, the Scheduled Closing Time on the Exchange; and

(B) in respect of IB, the time at which the Index Sponsor officially publishes the level of Reference Index B. |
| | (xi) Other adjustments: | Not Applicable |
| 27. | Inflation Linked Provisions: | Not Applicable |
| 28. | FX Linked Provisions: | Not Applicable |
| 29. | Commodity Linked Provisions: | Not Applicable |

General

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| 30. | Warrant Delivery Date: | As defined in Condition 21 of the Note Conditions |
| 31. | Additional Business Centres: | None |
| 32. | Other relevant Conditions: | Not Applicable |
| 33. | Selling Restrictions: | As described in the Base Prospectus |
| 34. | Applicable TEFRA exemption
<i>(for bearer instruments only)</i> | TEFRA D |
| 35. | Total commission and
concession: | Not Applicable |
| 36. | Relevant Clearing Systems: | Euroclear and Clearstream, Luxembourg |
| 37. | Non-exempt Offer | An offer of the Notes may be made by the Dealer and Investec Investment Management Limited each a “ Financial Intermediary ” and, together, the “ Financial Intermediaries ”) other than pursuant to Article 3(2) of the Prospectus Directive in the United Kingdom (the “ Public Offer Jurisdiction ”) during the period from 8:00 a.m. (London time) until 5:00 p.m. (London time) on the Note Issue Date (the “ Offer Period ”). See further Paragraph 8 of Part B below. |
| 38. | Changes to Principal Note
Agent or Registrar or other
agents appointed: | None |
| 39. | Provisions relating to
redenomination: | Not Applicable |

Operational Information

ISIN Code: XS0667176316
Common Code: 066717631
Other Codes: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and public offer in the Public Offer Jurisdiction and admission to trading on and admission to the Official List of the London

Stock Exchange of the Notes described herein pursuant to the Programme for the issuance of Structured Investment Management Plan Linked to Equity (S.I.M.P.L.E.) Notes of Barclays Bank PLC.

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of the Notes described herein pursuant to the Programme for the issuance of Structured Investment Management Plan Linked to Equity (S.I.M.P.L.E.) Notes of Barclays Bank PLC.

FINAL TERMS RELATING TO THE WARRANTS

Parties

1. Warrant Issuer: Barclays Capital (Cayman) Limited
2. Warrant Guarantor: Barclays Bank PLC
3. Warrant Determination Agent: Barclays Capital Securities Limited

Provisions relating to the Warrants

4. (a) Series: WS1124
(b) Tranche: 1
5. Number of Warrants being issued:
(a) Series: 10,000,000
(b) Tranche: 10,000,000
6. Warrant Trade Date: 15 August 2011
7. Warrant Issue Date: 24 August 2011
8. Warrant Issue Price: £ 1.00 per Warrant
9. Preference Shares for which the Warrants may be exercised: Class 48S Redeemable Preference Shares in Barclays Capital (Cayman) Limited guaranteed by Barclays Bank PLC
10. The following Relevant Annex(es) shall apply to the Warrants (*specify each applicable Relevant Annex*): Equity Linked Annex
11. Additional Disruption Events:
 - (i) Change in Law: Applicable
 - (ii) Tax Event: Applicable
 - (iii) Hedging Disruption: Applicable
 - (iv) Increased Cost of Hedging: Applicable
 - (v) Affected Jurisdiction Hedging Disruption: Not Applicable
 - (vi) Affected Jurisdiction Increased Cost of Hedging: Not Applicable
 - (vii) Other: Not Applicable
12. Warrant Exercise Price: The Warrant Exercise Price will be calculated in

accordance with the following:

£ 2.00 - Index Performance

The Warrant Exercise Price of each Warrant will constitute the issue price of the relevant Preference Share.

If it appears that the Warrant Exercise Price may be less than £0.01 or a negative number as determined in accordance with the formula set out above, the Warrant Determination Agent will, in its sole and absolute discretion, adjust the Warrant Exercise Price and the redemption amount per Preference Share so as to ensure that the Warrant Exercise Price per Warrant exercised is not less than £0.01 or is not a negative number.

Where:

“**Dividend**” or “**Div**” means the dividend yield of the Index expressed as a continuously compounded annual rate from, and including, the Final Valuation Date to, and including, the Warrant Exercise Valuation Date as determined by the Warrant Determination Agent, in its sole and absolute discretion.

“**Election Valuation Date**” means 3 January 2018.

“**Exercise Index Level**” or “**EIL**” means the Index Level on the Warrant Exercise Valuation Date.

“**Final Index Level**” or “**Ff**” means the Index Level on the Final Valuation Date.

“**Final Valuation Date**” means the Election Valuation Date.

“**Fixed Amount**” will be calculated in accordance with the following:

(A) If $Ff > 50\% \times Fi$, the Fixed Amount will equal: £1.00.

(B) If $Ff \leq 50\% \times Fi$, the Fixed Amount will equal:

$$£ 1.00 \times Ff/Fi$$

“**Index Accrual**” will be calculated as follows:

$$EIL / (RIL \times \text{Exp}(-\text{Dividend} \times \text{Time}))$$

“**Index Level**” means the level of Reference Index A at the Valuation Time on a Scheduled Trading Day.

“**Index Performance**” will be calculated in accordance with the following:

$$\text{Fixed Amount} \times \text{Index Accrual}$$

“**Initial Index Level**” or “**Fi**” means the Index Level on the Initial Valuation Date.

“**Initial Valuation Date**” means 15 August 2011.

“**Reference Index Level**” or “**RIL**” means the Index Level on the Scheduled Trading Day following the Final Valuation Date.

“**Time**” or “**T**” means the period (expressed in years or fractions of a year (as the case may be)) from and including the Final Valuation Date to and including the Warrant Exercise Valuation Date.

“**Warrant Exercise Valuation Date**” means one Business Day prior to the Warrant Exercise Date.

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| 13. | Warrant Exercise Date: | 26 January 2018, provided that, if such date is not a Business Day, the Warrant Exercise Date will be the immediately succeeding Business Day. |
| 14. | Warrant Settlement Date: | 26 January 2018 or, if such day is not a Business Day, the immediately following Business Day. |
| 15. | Specified Early Exercise Event: | Not Applicable |
| 16. | (i) Option to vary settlement applies: | Yes |
| | (ii) If yes, the Cash Settlement Amount: | The Cash Settlement Amount will be calculated in accordance with the following: |

Index Performance

If it appears that the Cash Settlement Amount may be a negative number as determined in accordance with the formula set out above, the Warrant Determination Agent will, in its sole and absolute discretion, adjust the Cash Settlement Amount so as to ensure that the Cash Settlement Amount per Warrant exercised is not a negative number.

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| (iii) | If yes, the Cash Settlement Date: | Condition 4.3 applies |
| 17. | Early Cash Settlement Amount: | As set out in Warrant Condition 6 |
| 18. | Guaranteed Cash Settlement Amount: | The Guaranteed Cash Settlement Amount (as defined in Condition 3 of the Warrant Conditions) will be calculated by the Warrant Determination Agent in its sole and absolute discretion or, if the Warrant Issuer has elected to vary settlement of the Warrants in accordance with Condition 4.3 of the Warrant Conditions, will be the Cash Settlement Amount. |
| 19. | Early Cancellation Notice Period: | As stated in Condition 4.4 of the Warrant Conditions |

20.	Early Cancellation Date:	As stated in Condition 4.4 of the Warrant Conditions
21.	Equity Linked Warrants:	Not Applicable
22.	Index Linked Warrants:	Applicable
	(i) Index/Indices (each a "Reference Asset"):	The FTSE 100 Index (the "Reference Index A"), as calculated and sponsored by FTSE International Limited (the "Index Sponsor") (Bloomberg ticker: UKX <Index>)
	(ii) Exchange[s]:	London Stock Exchange
	(iii) Related Exchange[s]:	All Exchanges
	(iv) Weighting for each Reference Asset comprising the Basket of Reference Assets:	Not Applicable
	(v) Averaging:	Not Applicable
	(vi) Additional Disruption Event in respect of Index Linked Warrants:	Not Applicable
	(vii) FX Disruption Event:	Not Applicable
	(viii) Valuation Date:	Each date on which the Index Level is observed, as detailed in paragraph 12 of these Warrant Final Terms
	(ix) Specified methodology for determining Index Level if the Valuation Date is a Disrupted Day:	Paragraph 1.4 of Part B of Equity Linked Annex applies
	(x) Valuation Time:	Definitions in Part C of Equity Linked Annex apply
	(xi) Other adjustments:	Not Applicable
23.	Inflation Linked Warrants:	Not Applicable
24.	FX Linked Warrants:	Not Applicable
25.	Commodity Linked Warrants:	Not Applicable
26.	Relevant Clearing Systems:	Euroclear and Clearstream, Luxembourg
27.	Additional Business Centres:	None
28.	Other Conditions:	Not Applicable
29.	Preference Share Redemption Date:	22 January 2019

ISIN Number: KYG0803A2993
Common Code: 066732576

FINAL TERMS RELATING TO THE PREFERENCE SHARES

1. Preference Share Issuer: Barclays Capital (Cayman) Limited
2. Preference Share Issue Date: 26 January 2018
3. Preference Share Class: Class 48S
4. Preference Share Redemption Amount: £ 2.00 x (1 + Share Increase)
5. Preference Share Redemption Date: 22 January 2019
6. Warrant Settlement Date: The date defined as such in the Warrant Final Terms
7. Preference Share Agent: The Bank of New York Mellon
(Appointment only operative once Global Preference Share delivered to a common depositary for Euroclear and Clearstream, Luxembourg)
8. Form of Preference Shares: Global registered
9. Preference Share Issue Price: See paragraph 12 of Warrant Final Terms
10. Minimum tradeable size: One Preference Share

ISIN Number: KYG0803A3074
Common Code: 066732754

PART B

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission trading: and Application has been made by the Bank (or on its behalf) for the Notes to be admitted to trading on and admitted to the Official List of the London Stock Exchange's regulated market with effect from 24 August 2011.

No application has been or will be made to list or admit to trading the Warrants and the Preference Shares on any stock exchange or market.

2. RATINGS

Ratings of the Notes: The Notes have not been individually rated.

3. NOTIFICATION

Not Applicable

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE NOTE ISSUE

Save for any fees payable to the Dealer, so far as the Bank is aware, no person involved in the issue of the Notes has an interest material to the offer.

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

- (i) Reasons for the Offer: See "Use of Proceeds" wording in the Base Prospectus
- (ii) Estimated net proceeds: £ 10,000,000
- (iii) Estimated total expenses: £ 300 (listing fees)

6. YIELD OF THE NOTES (*FIXED RATE NOTES ONLY*) INDICATION OF YIELD:

Not Applicable

7. HISTORIC INTEREST RATES (*FLOATING RATE NOTES ONLY*)

Not Applicable

8. PERFORMANCE OF THE UNDERLYING, EXPLANATION OF EFFECT ON VALUE OF THE SECURITIES AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

Information relating to Reference Index A including its past and future performance and volatility, may be obtained from Bloomberg screen page: UKX <Index>.

Information relating to Reference Index B including its past and future performance and volatility, may be obtained from Bloomberg screen page: F1DV Index.

Investors should note that historical performance should not be taken as an indication of future performance.

The table below shows the possible returns for different scenarios, based on an investment of £10,000. The below figures are examples only and that changes in the Index Level have been chosen to demonstrate the potential returns to an investor.

(1) POTENTIAL INTEREST PAYMENT

The below interest calculations are for years 2-7. An Interest Amount in respect of year 1 is fixed at 2% regardless. Assumes a hypothetical strike of 5,250 index points on Reference Index A.

Level of Index on Observation Date (i) (for i= 2-7)	Possible interest paid on Interest Payment Date (i=2-7) based upon £10,000 investment
0	0
100	£333.33
150	£500.00
200	£666.67
205	£683.33
210	£700.00
215	£716.67
220	£733.33
225	£750.00
230	£766.67
235	£783.33
240	£800.00
245	£816.67
250	£833.33
260	£866.67
270	£900.00
300	£1,000.00

(2) POTENTIAL RETURN AMOUNT

Final Index Level/Initial Index Level	Possible return amount based upon £10,000 investment
150%	£10,000
120%	£10,000
100%	£10,000
80%	£10,000
70%	£10,000
51%	£10,000
50%	£5,000
30%	£3,000
10%	£1,000

In certain circumstances (including at the Note Issuer's option, if applicable, or for reasons of illegality or as a result of a change in law or hedging disruption) the Notes may be redeemed early. In such cases, the amount payable will be an amount in cash which shall be the market value of a Note adjusted to take into account any costs, losses or expenses which are incurred (or are expected to be incurred) by (or on behalf of) the Note Issuer in connection with the early redemption or cancellation of the Notes (including (without duplication or limitation) hedging termination and funding breakage costs (whether actual or notional)), all as determined by the Note Determination Agent in its sole and absolute discretion. If the Warrants cannot be

delivered through the clearing systems because of a continuing Settlement Disruption Event, the Note Issuer may deliver the Warrants in another commercially reasonable manner or may instead pay an amount in cash representing the fair market value of the Warrant less the cost to the Note Issuer and/or its Affiliates of unwinding any underlying hedging arrangements, all as determined by the Note Determination Agent in its sole and absolute discretion. In the case of an early termination, the Noteholder will not receive the full benefit of any increase in the Index that takes place after the early termination and before the Election Valuation Date.

It is also possible that the Warrants could be terminated early for reasons of illegality. In such a case, the Warrant Issuer will pay to each Warrantholder an amount in respect of each Warrant held by such holder, which amount shall be the market value of a Warrant notwithstanding such illegality adjusted to take into account any costs, losses or expenses which are incurred (or are expected to be incurred) by (or on behalf of) the Warrant Issuer in connection with the cancellation of the Warrants (including (without duplication or limitation) hedging termination and funding breakage costs (whether actual or notional)) plus, if already paid by or on behalf of the Warrantholder, the Warrant Exercise Price, all as determined by the Warrant Determination Agent in its sole and absolute discretion. If the Preference Shares are to be delivered through the clearing systems and cannot be so delivered because of a continuing Settlement Disruption Event, BCCL may deliver the Preference Shares in another commercially reasonable manner or may instead pay an amount in cash representing the fair market value of the Preference Share less the cost to the Warrant Issuer and/or its Affiliates of unwinding any underlying hedging arrangements, all as determined by the Warrant Determination Agent in its sole and absolute discretion.

Investors should note that the Note Determination Agent and the Warrant Determination Agent are entities in the same group as the Note Issuer and the Warrant Issuer, respectively, and may therefore be subject to conflicts of interest in performing their respective duties under the Notes and the Warrants.

9. TERMS AND CONDITIONS OF THE OFFER

Non-exempt public offer provisions:	Applicable
Offer Price:	Issue Price of the Notes.
Conditions to which the offer is subject:	Not Applicable
Description of the application process:	Applications for the Notes can be made in the Public Offer Jurisdiction through the relevant Financial Intermediary in the Public Offer Jurisdiction during the Offer Period. The Notes will be placed into the Public Offer Jurisdiction by the Financial Intermediaries. Distribution will be in accordance with the relevant Financial Intermediary's usual procedures, notified to investors by the relevant Financial Intermediary.
Details of the minimum and/or maximum amount of application:	The minimum and maximum amount of application from each Financial Intermediary will be notified to investors by the relevant Financial Intermediary.
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Subscription orders may be reduced in case of oversubscription, excess amount of funds paid being reduced without delay with no entitlement for compensation.

<p>Details of the method and time limits for paying up and delivering the Notes:</p>	<p>Investors will be notified by the relevant Financial Intermediary of their allocations of Notes and the settlement arrangements in respect thereof.</p>
<p>Manner in and date on which results of the offer are to be made public:</p>	<p>Not Applicable</p>
<p>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</p>	<p>Not Applicable</p>
<p>Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries:</p>	<p>Offers may be made by each Financial Intermediary in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made by a Financial Intermediary pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus. For the avoidance of doubt, no action has been made or will be taken that would permit a public offering of the Notes or possession or distribution of any offering material in relation to the Notes in any jurisdiction (other than the Public Offer Jurisdiction) where action for that purpose is required.</p>
<p>Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:</p>	<p>Each investor will be notified by the relevant Financial Intermediary of its allocation of Notes at the time of such investor's application.</p>
<p>Amount of any expenses and taxes specifically charged to the subscriber or purchaser:</p>	<p>Not Applicable</p>
<p>Name(s) and address(es), to the extent known to the Bank, of the placers in the various countries where the offer takes place:</p>	<p>Investec Investment Management Limited 25 Basinghall Street London ECV2</p>