

Final Terms



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

BARCLAYS CAPITAL (CAYMAN) LIMITED

(Incorporated with limited liability in the Cayman Islands)

GLOBAL STRUCTURED SECURITIES PROGRAMME

for the issue of Securities

BARCLAYS BANK PLC

GBP 5,000,000 Warrant Linked Notes due March 2018 (the "Notes")

Series NX00066540

under the Global Structured Securities Programme

Issue Price: 100 per cent. of par

This document constitutes the final terms of the Notes (the "Final Terms") described herein for the purposes of Article 5.4 of Directive 2003/71/EC (the "Prospectus Directive") and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "Bank") and Barclays Capital (Cayman) Limited ("BCCL") and is supplemental to and should be read in conjunction with the Base Prospectus dated 5 August 2011, as supplemented and amended from time to time, which constitutes a base prospectus (the "Base Prospectus") for the purpose of the Prospectus Directive. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours at the registered office of the Issuer and the specified office of the Issue and Paying Agent for the time being in London, and copies may be obtained from such office. Words and expressions defined in the Base Prospectus and not defined in this document shall bear the same meanings when used herein.

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in these Final Terms is in accordance with the facts and does not contain anything likely to affect the import of such information.

Investors should refer to the sections headed "Risk Factors" in the Base Prospectus for a discussion of certain matters that should be considered when making a decision to invest in the Securities.

Barclays Capital

Final Terms dated 9 March 2012

The distribution of this document and the offer of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession these Final Terms 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 “Purchase 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, and are subject to US tax law requirements. Trading in the Securities has not been approved by the US Commodity Futures Trading Commission under the US Commodity Exchange Act of 1936, as amended. Subject to certain exceptions, the Securities may not at any time be offered, sold or delivered in the United States or to US persons, nor may any US persons at any time trade or maintain a position in such Securities.

Part A

Terms and Conditions of the Securities

The Securities shall have the following terms and conditions, which shall complete, modify and/or amend the Base Conditions and/or any applicable Relevant Annex(es) set out in the Base Prospectus dated 5 August 2011.

Parties

Issuer:	Barclays Bank PLC
Guarantor:	N/A
Manager:	Barclays Bank PLC
Determination Agent:	Barclays Bank PLC
Issue and Paying Agent:	The Bank of New York Mellon
Stabilising Manager:	N/A
Italian Securities Agent	N/A
Registrar:	N/A
CREST Agent:	N/A
Paying Agents:	N/A
Transfer Agent:	N/A
Exchange Agent:	N/A
Additional Agents:	N/A

THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"). SUBJECT TO CERTAIN EXCEPTIONS, THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, US PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT ("REGULATION S")). THESE FINAL TERMS HAVE BEEN PREPARED BY THE ISSUER FOR USE IN CONNECTION WITH THE OFFER AND SALE OF THE SECURITIES OUTSIDE THE UNITED STATES TO NON-US PERSONS IN RELIANCE ON REGULATION S AND FOR LISTING OF THE SECURITIES ON THE RELEVANT STOCK EXCHANGE, IF ANY, AS STATED HEREIN. FOR A DESCRIPTION OF THESE AND CERTAIN FURTHER RESTRICTIONS ON OFFERS AND SALES OF THE SECURITIES AND DISTRIBUTION OF THESE FINAL TERMS, THE BASE PROSPECTUS AND THE SUPPLEMENTAL PROSPECTUSES, SEE "PURCHASE AND SALE" IN THE BASE PROSPECTUS.

Provisions relating to the Securities

1	Series:	NX00066540
2	Currency:	Pound Sterling ("GBP")
3	Notes:	Applicable
	(i) Aggregate Nominal Amount as at the Issue Date:	GBP 5,000,000
	(ii) Specified Denomination:	GBP 1.00
	(iii) Minimum Tradable Amount:	N/A
	(iv) Calculation Amount per Security as at the Issue Date:	Specified Denomination
4	Certificates:	N/A
5	Form:	
	(i) Global/Definitive/Uncertificated and dematerialised:	Global Bearer Securities: Permanent Global Security
	(ii) NGN Form:	N/A
	(iii) Held under the NSS:	N/A
	(iv) CGN Form:	Applicable
	(v) CDIs:	N/A
6	Trade Date:	9 January 2012
7	Issue Date:	9 March 2012
8	Redemption Date:	The later of: (a) 5 March 2018; and (b) 5 Business Days immediately following the Valuation Date.
9	Issue Price:	100 per cent. of the Aggregate Nominal Amount
10	Relevant Stock Exchange:	London Stock Exchange
11	The following Relevant Annex(es) shall apply to the Securities:	Warrant Linked Securities Annex

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

12	Interest:	N/A
13	Interest Amount:	N/A
14	Interest Rate:	N/A
15	Screen Rate Determination:	N/A
16	ISDA Determination:	N/A
17	Margin:	N/A
18	Minimum/Maximum Interest Rate:	N/A
19	Interest Commencement Date:	N/A

20	Interest Determination Date:	N/A
21	Interest Calculation Periods:	N/A
22	Interest Payment Dates:	N/A
23	Day Count Fraction:	N/A
24	Fallback provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest, if different from those set out in the Base Conditions:	N/A

Provisions relating to Redemption

25	Settlement Method:	For the purposes of Conditions 5.1 and 5.4 of the Base Conditions: Cash Settlement
26	Settlement Currency:	GBP
27	Settlement Number:	As defined in Condition 24 of the Base Conditions
28	Terms relating to Cash Settled Securities:	
	(i) Final Cash Settlement Amount:	As defined in the Warrant Linked Securities Annex
	(ii) Early Cash Settlement Amount:	As defined in the Warrant Linked Securities Annex
	(iii) Early Cash Redemption Date:	N/A
	(iv) Early Cash Settlement Date:	As defined in the Warrant Linked Securities Annex
	(v) Early Cash Settlement Valuation Date:	As defined in the Warrant Linked Securities Annex
29	Terms relating to Physically Delivered Securities:	N/A
30	Nominal Call Event:	N/A
31	Call Option:	N/A
32	Put Option:	N/A
33	Specified Early Redemption Event:	N/A
34	Maximum and Minimum Redemption Requirements:	N/A
35	Additional Disruption Events in addition to those specified in Condition 24 of the Base Conditions and any applicable Relevant Annex:	N/A

36	Warrant Linked Securities	Applicable
(i)	Underlying Warrant:	Warrant linked to the FTSE 100 Index issued by Barclays Bank PLC (ISIN: GB00B6X8CC81; Series number: NX00066541)
(ii)	Initial Valuation Date:	The Issue Date for the first tranche of the Notes
(iii)	Valuation Date:	26 February 2018
(iv)	Valuation Time:	As defined in the Warrant Linked Securities Annex

Items 37-44 N/A

Provisions relating to Settlement

45	Settlement in respect of VP Notes, APK Registered Securities, Dutch Securities, Italian Securities, Swedish Registered Securities, VPS Registered Securities or Spanish Securities:	N/A
46	Additional provisions relating to Taxes and Settlement Expenses:	N/A

Definitions

47	Business Day:	As defined in Condition 24 of the Base Conditions
48	Additional Business Centre(s):	N/A

Selling restrictions and provisions relating to certification

49	Non-US Selling Restrictions:	As described in the Base Prospectus
50	Applicable TEFRA exemption:	N/A

General

51	Business Day Convention:	Following
52	Relevant Clearing Systems:	Euroclear Clearstream
53	If syndicated, names and addresses of Managers and underwriting commitments:	N/A
54	(a) Details relating to Partly Paid Securities:	N/A
	(b) Details relating to Instalment Notes:	N/A
55	Relevant securities codes:	ISIN: XS0549837945 Common Code: 054983794
56	Modifications to the Master Subscription Agreement and/or Agency Agreement:	N/A

- | | | |
|----|--|--|
| 57 | Additional Conditions and/or modification to the Conditions of the Securities: | The definition of “Warrant Termination Date” in the Warrant Linked Securities Annex shall be replaced with the following:

“ Warrant Termination Date ” means, in respect of an Underlying Warrant, the date on which a Warrant Termination Event occurs. |
| 58 | Provisions relating to redenomination: | Applicable |

Part B
Other Information

1 Listing and Admission to Trading

- | | | |
|-------|---|---|
| (i) | Listing: | London |
| (ii) | Admission to trading: | Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the London Stock Exchange's Regulated Market as soon as practicable following the Issue Date. |
| (iii) | Estimate of total expenses related to admission to trading: | N/A |

2 Ratings

Ratings:	The Securities have not been individually rated.
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3 Notification

N/A

4 Interests of Natural and Legal Persons involved in the Offer

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

5 Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- | | | |
|-------|---------------------------|-----------------|
| (i) | Reasons for the offer: | General funding |
| (ii) | Estimated net proceeds: | N/A |
| (iii) | Estimated total expenses: | N/A |

6 Fixed Rate Securities Only – Yield

Indication of yield:	N/A
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7 Floating Rate Securities Only – Historic Interest Rates

N/A

8 Performance of the Underlying Warrant, Explanation of Effect on Value of Investment and Associated Risks and Other Information Concerning the Underlying Warrant

Applicable

The Securities relate to the Underlying Warrant. The Underlying Warrant is 1 warrant linked to the FTSE 100 Index issued by Barclays Bank PLC (ISIN: GB00B6X8CC81; Series number: NX00066541).

The price of the Underlying Warrant will be published on each Business Day on www.barxis.com.

The performance of the Underlying Warrant depends on the performance of the reference asset to which Underlying Warrant is linked (the “**Underlying Warrant Reference Asset**”). The Underlying Warrant Reference Assets is the FTSE 100 Index. Information on the Underlying Warrant Reference Asset (including past and future performance and volatility) is published on the Reuters page “.FTSE”. Investors should review the terms and conditions of the Underlying Warrant and consult with their own professional advisers if they consider it necessary. The final terms relating to the Underlying Warrant (the “**Final Terms in respect of the Underlying Warrant**”) are attached hereto as Annex 1.

The Issuer does not intend to provide post-issuance information.

9 Operational Information

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, <i>société anonyme</i> (together with their addresses) and the relevant identification number(s):	N/A
Delivery:	Delivery free of payment
Names and addresses of additional Paying Agents(s) (if any):	N/A
Intended to be held in a manner which would allow Eurosystem eligibility:	N/A

10 Offer Information

Offer Price:	Issue Price The Issue Price includes a total commission and concession which may be payable to the Distributor (as defined below), further details of which are available upon request.
Conditions to which the offer is subject:	The Issuer reserves the right to withdraw the offer for Securities at any time on or prior to the end of the Offer Period (as defined below). Following withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Distributor in accordance with the Distributor’s usual

	procedures.
Description of the application process:	An offer of the Securities may be made by the Manager or the Distributor other than pursuant to Article 3(2) of the Prospectus Directive in the United Kingdom (the “Public Offer Jurisdiction”) during the period from and including 16 January 2012 to and including 24 February 2012 (the “Offer Period”). Applications for the Securities can be made in the Public Offer Jurisdiction through the Distributor in the Public Offer Jurisdiction during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Distributor. Distribution will be in accordance with the Distributor's usual procedures, notified to investors by the Distributor.
Details of the minimum and/or maximum amount of application:	The minimum and maximum amount of application from the Distributor will be notified to investors by the Distributor.
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.
Details of method and time limits for paying up and delivering the Securities:	Investors will be notified by the Distributor of their allocations of Securities and the settlement arrangements in respect thereof.
Manner in and date on which results of the offer are to be made public:	Not Applicable
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Categories of prospective investors to which the Securities are offered and whether tranche(s) have been reserved for certain countries:	Offers may be made by the Manager or the Distributor in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made by the Manager or the Distributor pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.
Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:	Each investor will be notified by the Distributor of its allocation of Securities at the time of such investor's application. No dealings in the Securities may take place prior to

	the Issue Date.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	Merchant Capital Limited (the “ Distributor ”) 7 th floor, Aldermay House 10-15 Queen Street London United Kingdom

ANNEX 1

Final Terms in respect of the Underlying Warrant

Final Terms



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

BARCLAYS CAPITAL (CAYMAN) LIMITED

(Incorporated with limited liability in the Cayman Islands)

GLOBAL STRUCTURED SECURITIES PROGRAMME

for the issue of Securities

BARCLAYS BANK PLC

1 Index Linked Warrant due March 2018 (the "Warrant")

Series NX00066541

under the Global Structured Securities Programme

Issue Price: GBP 250,000 per Security

This document constitutes the final terms of the Warrant (the "Final Terms") described herein for the purposes of Article 5.4 of Directive 2003/71/EC (the "Prospectus Directive") and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "Bank") and Barclays Capital (Cayman) Limited ("BCCL") and is supplemental to and should be read in conjunction with the Base Prospectus dated 5 August 2011, as supplemented and amended from time to time, which constitutes a base prospectus (the "Base Prospectus") for the purpose of the Prospectus Directive. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours at the registered office of the Issuer and the specified office of the Issue and Paying Agent for the time being in London, and copies may be obtained from such office. Words and expressions defined in the Base Prospectus and not defined in this document shall bear the same meanings when used herein.

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in these Final Terms is in accordance with the facts and does not contain anything likely to affect the import of such information.

Investors should refer to the sections headed "Risk Factors" in the Base Prospectus for a discussion of certain matters that should be considered when making a decision to invest in the Securities.

Barclays Capital

Final Terms dated 9 March 2012

The distribution of this document and the offer of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession these Final Terms 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 “Purchase 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, and are subject to US tax law requirements. Trading in the Securities has not been approved by the US Commodity Futures Trading Commission under the US Commodity Exchange Act of 1936, as amended. Subject to certain exceptions, the Securities may not at any time be offered, sold or delivered in the United States or to US persons, nor may any US persons at any time trade or maintain a position in such Securities.

Index disclaimer:

FTSE 100 Index

The Security is 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 the 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 Index and/or the figure at which such index stands at any particular time on any particular day or otherwise. The FTSE 100 Index is compiled and calculated by FTSE. However, neither FTSE nor the Exchange nor FT shall be liable (whether in negligence or otherwise) to any person for any error in the FTSE 100 Index and neither FTSE or the Exchange or FT shall be under any obligation to advise any person of any error therein.

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Part A

Terms and Conditions of the Securities

The Securities shall have the following terms and conditions, which shall complete, modify and/or amend the Base Conditions and/or any applicable Relevant Annex(es) set out in the Base Prospectus dated 5 August 2011.

Parties

Issuer:	Barclays Bank PLC
Guarantor:	N/A
Manager:	Barclays Bank PLC
Determination Agent:	Barclays Bank PLC
Issue and Paying Agent:	The Bank of New York Mellon
Stabilising Manager:	N/A
Registrar:	The Bank of New York Mellon (Luxembourg) S.A.
CREST Agent:	N/A
Italian Securities Agent:	N/A
Paying Agents:	N/A
Transfer Agent:	The Bank of New York Mellon (Luxembourg) S.A.
Exchange Agent:	N/A
Additional Agents:	N/A

THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"). SUBJECT TO CERTAIN EXCEPTIONS, THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, US PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT ("REGULATION S")). THESE FINAL TERMS HAVE BEEN PREPARED BY THE ISSUER FOR USE IN CONNECTION WITH THE OFFER AND SALE OF THE SECURITIES OUTSIDE THE UNITED STATES TO NON-US PERSONS IN RELIANCE ON REGULATION S AND FOR LISTING OF THE SECURITIES ON THE RELEVANT STOCK EXCHANGE, IF ANY, AS STATED HEREIN. FOR A DESCRIPTION OF THESE AND CERTAIN FURTHER RESTRICTIONS ON OFFERS AND SALES OF THE SECURITIES AND DISTRIBUTION OF THESE FINAL TERMS, THE BASE PROSPECTUS AND THE SUPPLEMENTAL PROSPECTUSES, SEE "PURCHASE AND SALE" IN THE BASE PROSPECTUS.

EACH PURCHASER OF REGISTERED SECURITIES WILL BE DEEMED, BY ITS ACCEPTANCE OF PURCHASE OF ANY SUCH REGISTERED SECURITIES, TO HAVE MADE CERTAIN REPRESENTATIONS AND AGREEMENTS INTENDED TO RESTRICT THE RESALE OR OTHER TRANSFER OF SUCH REGISTERED SECURITIES AS SET OUT IN "CLEARANCE, SETTLEMENT AND TRANSFER RESTRICTIONS - TRANSFER RESTRICTIONS FOR REGISTERED SECURITIES" IN THE BASE PROSPECTUS.

THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE US SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER US REGULATORY AUTHORITY, AND NONE OF THE FOREGOING AUTHORITIES HAS PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OF SECURITIES OR THE ACCURACY OR THE ADEQUACY OF THESE FINAL TERMS OR THE BASE PROSPECTUS OR THE SUPPLEMENTAL PROSPECTUSES. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

Provisions relating to the Securities

37	(i) Series:	NX00066541
	(ii) Tranche:	1
38	Currency:	Pound Sterling ("GBP")
39	Number of Warrants or Exercisable Certificates being issued:	1
40	(vi) Minimum Tradable Amount:	1 Security
	(vii) Calculation Amount per Security as at the Issue Date:	GBP 250,000
41	Form:	
	(viii) Global/Definitive/Uncertificated and dematerialised:	Global Registered Securities: Regulation S Global Security
	(ix) NGN Form:	N/A
	(x) Held under the NSS:	N/A
	(xi) CGN Form:	Applicable
	(xii) CDIs:	N/A
42	Trade Date:	9 January 2012
43	Issue Date:	9 March 2012
44	Issue Price:	GBP 250,000 per Security
45	Relevant Stock Exchange:	London Stock Exchange
46	The following Relevant Annex(es) shall apply to the Securities:	Equity Linked Annex

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

47	Interest:	N/A
48	Interest Amount:	N/A
49	Interest Rate:	N/A
50	Screen Rate Determination:	N/A
51	ISDA Determination:	N/A
52	Margin:	N/A
53	Minimum/Maximum Interest Rate:	N/A
54	Interest Commencement Date:	N/A
55	Interest Determination Date:	N/A
56	Interest Calculation Periods:	N/A
57	Interest Payment Dates:	N/A
58	Day Count Fraction:	N/A

59	Fallback provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest, if different from those set out in the Base Conditions:	N/A
Provisions relating to Exercise		
60	(xiii) Exercise Style:	European Style
	(xiv) Multiple Exercise Securities:	N/A
61	Call/Put Securities:	N/A
62	Units:	The Securities must be exercised in Units. Each Unit consists of 1 Security.
63	Exercise Price:	GBP 0
64	Exercise Date(s):	Expiration Date
65	Exercise Parameters:	N/A
66	Potential Exercise Business Dates:	N/A
67	Exercise Business Day:	N/A
68	Exercise Period:	N/A
69	Expiration Date:	Final Valuation Date (as defined in paragraph 41(i) below)
70	Automatic Exercise:	Applicable
71	Minimum Number Exercise Requirement:	The Minimum Number is 1 Security
72	Maximum Daily Number:	N/A
73	Nominal Call Event:	N/A
Provisions relating to Redemption		
74	Settlement Method:	Cash Settlement
75	Settlement Currency:	GBP
76	Settlement Number:	As defined in Condition 24 of the Base Conditions
77	Terms relating to Cash Settled Securities:	
	(xv) Exercise Cash Settlement Amount:	(a) If the Final Valuation Price is equal to or greater than the Autocall Price, the Exercise Cash Settlement Amount will be an amount determined by the Determination Agent as follows: 157.00% x Calculation Amount (b) If the Final Valuation Price is lower than the Autocall Price, and equal to or greater than the

Barrier Price, the Exercise Cash Settlement Amount will be an amount determined by the Determination Agent as follows:

100% x Calculation Amount

(c) Otherwise, if the Final Valuation Price is lower than the Barrier Price, the Exercise Cash Settlement Amount will be an amount determined by the Determination Agent as follows:

Calculation Amount x (Final Valuation Price / Strike Price)

Where:

“Autocall Price” means 100 per cent. of the Initial Price.

“Barrier Price” means 50 per cent. of the Initial Price.

“Final Valuation Date” means 26 February 2018.

“Final Valuation Price” means the Valuation Price on the Final Valuation Date.

“Initial Price” means the Valuation Price on the Initial Valuation Date.

“Initial Valuation Date” means 24 February 2012.

“Strike Price” means 100 per cent. of the Initial Price.

“Valuation Price” means the price of the Reference Asset at the Valuation Time on any relevant Scheduled Trading Day, as determined by the Determination Agent.

(xvi) Exercise Cash Settlement Date:

The later of:

(a) 5 March 2018; and

(b) 5 Business Days immediately following the Final Valuation Date.

(xvii) Early Cash Settlement Amount:

As defined in Condition 24 of the Base Conditions

Associated Costs: Applicable

(xviii) Early Cancellation Date:

As defined in Condition 24 of the Base Conditions

78 Specified Early Cancellation Event:

Applicable

The occurrence of any one of the following events shall constitute a Specified Early Cancellation Event:

(i) *Issuer Early Cancellation Right*: Delivery of a notice (the “**Issuer Early Cancellation Notice**”) by the Issuer to Securityholders on the Issue Date notifying the Securityholders of the early cancellation of the Securities. Upon delivery of the Issuer Early Cancellation Notice, a Specified Early Cancellation Event shall be deemed to have occurred in respect of all Securities and the Issuer will cancel all of the Securities (in whole only) at the Specified Early Cash Settlement Amount on the Specified Early Cash Cancellation Date.

(ii) *Securityholder Early Cancellation Right*: Delivery of a notice (the “**Securityholder Early Cancellation Notice**”) by any Securityholder to the Issuer on the Issue Date requesting early cancellation by the Issuer of each relevant Security specified in the Securityholder Early Cancellation Notice. Upon delivery of the Securityholder Early Cancellation Notice, a Specified Early Cancellation Event shall be deemed to have occurred in respect of each relevant Security to which the Securityholder Early Cancellation Notice relates only and the Issuer will cancel such Securities in whole at the Specified Early Cash Settlement Amount on the Specified Early Cash Cancellation Date.

(iii) *Autocall*: If on any Autocall Valuation Date, the Valuation Price is equal to or greater than the Autocall Price, a Specified Early Cancellation Event shall be deemed to have occurred in respect of all Securities. The Issuer shall notify Securityholders upon the occurrence of such event and shall cancel all of the Securities (in whole only) at the Specified Early Cash Settlement Amount on the Specified Early Cash Cancellation Date.

Where:

“**Autocall Valuation Date**” means each date as set out in the Schedule under the heading “Autocall Valuation Date”.

(xix) Automatic Early Cancellation:

Applicable, except that where the Specified Early Cancellation Event is as a result of the delivery of

		a Securityholder Early Cancellation Notice, a Specified Early Cancellation Event shall be deemed to have occurred in respect of each relevant Security to which the Securityholder Early Cancellation Notice relates only.
(xx)	Cash Settled Securities:	
(a)	Specified Early Cash Settlement Amount:	In respect of a Specified Early Cancellation Event occurring as a result of the delivery of an Issuer Early Cancellation Notice or Securityholder Early Cancellation Notice, the Specified Early Cash Settlement Amount shall be GBP 250,000 per Security. In respect of a Specified Early Cancellation Event occurring on an Autocall Valuation Date, and in respect of each Security, the Specified Early Cash Settlement Amount shall be calculated as the applicable Settlement Amount multiplied by the Calculation Amount. Where: “Settlement Amount” means each amount as set out in the Schedule under the heading “Settlement Amount”.
(b)	Specified Early Cancellation Date(s):	In respect of a Specified Early Cancellation Event occurring as a result of the delivery of an Issuer Early Cancellation Notice or a Securityholder Early Cancellation Notice, in each case on the Issue Date, the fifth Business Day immediately following the Issue Date. In respect of a Specified Early Cancellation Event occurring on Autocall Valuation Date, the fifth Business Day immediately following the relevant Autocall Valuation Date.
(xxi)	Physically Delivered Securities:	N/A
(xxii)	Specified Early Cancellation Notice Period:	N/A
79	Call Option:	N/A
80	Early Exercise Trigger Event:	N/A
81	Terms relating to Physically Delivered Securities:	N/A
82	Multiplier:	N/A

83	Additional Disruption Events in addition to those specified in Condition 24 of the Base Conditions and any applicable Relevant Annex:	
(xxiii)	Affected Jurisdiction Hedging Disruption:	N/A
(xxiv)	Affected Jurisdiction Increased Cost of Hedging:	N/A
(xxv)	Affected Jurisdiction:	N/A
(xxvi)	Other Additional Disruption Events:	Linked Instrument Early Redemption Where: A “ Linked Instrument Early Redemption ” shall occur where any financial instrument issued by the Issuer which references the Security as its underlying reference asset (such instrument, a “ Linked Instrument ”) is subject to early redemption as a result of the occurrence of an additional disruption event (as such term is defined in the Linked Instrument’s terms and conditions).
(xxvii)	The following shall not constitute Additional Disruption Events:	N/A
84	Share Linked Securities:	N/A
85	Index Linked Securities (Equity notices only):	Applicable
(xxviii)	Index/Indices (each a “ Reference Asset ”):	FTSE 100 Index as calculated and sponsored by FTSE International Ltd. The Reference Asset represents a notional investment in such index with a notional investment size of GBP 1.00 per index point. Reuters Code (for reference purposes only): .FTSE
(xxix)	Future Price Valuation:	N/A
(xxx)	Exchange-traded Contract:	N/A
(xxxi)	Exchange:	London Stock Exchange
(xxxii)	Related Exchange:	All Exchanges
(xxxiii)	Exchange Rate:	N/A
(xxxiv)	Weighting for each Reference Asset comprising the Basket of Reference Assets:	N/A

(xxxv) Index Level of each Reference Asset:	Valuation Price
(xxxvi) Valuation Dates:	The Initial Valuation Date, each Autocall Valuation Date and the Final Valuation Date
(xxxvii) Valuation Time:	As defined in the Equity Linked Annex
(xxxviii) Averaging:	N/A
(xxxix) Additional Disruption Event in respect of Index Linked Securities:	N/A
(xl) FX Disruption Event:	N/A
(xli) Other adjustments:	N/A
86 Inflation Linked Securities:	N/A
87 FX Linked Securities:	N/A
88 Credit Linked Securities:	N/A
89 Commodity Linked Securities:	N/A
90 Debt Components:	N/A
91 Interest Rate Components:	N/A
92 (a) Barclays Capital Commodity Index Linked Securities (<i>Section 2 of the Barclays Capital Index Annex</i>):	N/A
(b) Barclays Capital Equity Index Linked Securities (<i>Section 3 of the Barclays Capital Index Annex</i>):	N/A
(c) Barclays Capital FX Index Linked Securities (<i>Section 4 of the Barclays Capital Index Annex</i>):	N/A
(d) Barclays Capital Interest Rate Index Linked Securities (<i>Section 5 of the Barclays Capital Index Annex</i>):	N/A
(e) Barclays Capital Emerging Market Index Linked Securities (<i>Section 6 of the Barclays Capital Index Annex</i>):	N/A
93 Fund Linked Securities:	N/A
Additional provisions relating to Settlement	
94 Settlement in respect of APK Registered Securities, Swedish Registered Securities or other Securities:	N/A
95 Additional provisions relating to payment of Exercise Price:	N/A
96 Additional provisions relating to Taxes and	N/A

Settlement Expenses:

Definitions

97	Definition of In-The-Money:	As defined in Condition 24 of the Base Conditions
98	Business Days:	As defined in Condition 24 of the Base Conditions
	Additional Business Centre(s):	N/A

Selling restrictions and provisions relating to certification

99	Non-US Selling Restrictions:	As described in the Base Prospectus
100	Applicable TEFRA exemption:	N/A
101	Other:	N/A

General

102	Business Day Convention:	Following
103	Relevant Clearing Systems:	Euroclear Clearstream
104	If syndicated, names of Managers:	N/A
105	Relevant securities codes:	ISIN: GB00B6X8CC81 Common Code: 69109233
106	Modifications to the Master Subscription Agreement and/or Master Agency Agreement (as amended from time to time):	N/A
107	Additional Conditions and/or modification to the Conditions of the Securities:	N/A

Part B
Other Information

1 LISTING AND ADMISSION TO TRADING

- | | | |
|-------|---|---|
| (i) | Listing: | London |
| (ii) | Admission to trading: | Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the London Stock Exchange's Regulated Market on the Issue Date. |
| (iii) | Estimate of total expenses related to admission to trading: | N/A |

2 RATINGS

Ratings:	The Securities have not been individually rated.
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3 NOTIFICATION

N/A

4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Purchase and Sale", so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the issue.

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

- | | | |
|-------|---------------------------|-----------------|
| (i) | Reasons for the offer: | General funding |
| (ii) | Estimated net proceeds: | N/A |
| (iii) | Estimated total expenses: | N/A |

6 FIXED RATE SECURITIES ONLY - YIELD

Indication of yield:	N/A
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7 FLOATING RATE SECURITIES ONLY - HISTORIC INTEREST RATES

N/A

8 PERFORMANCE OF REFERENCE ASSET(S) OR OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE REFERENCE ASSET(S) AND/OR OTHER UNDERLYING

The performance of the Warrant depends on the performance of the FTSE 100 Index as calculated and sponsored by FTSE International Limited. Information on the FTSE 100 Index (including past and

future performance and volatility) is published on Reuters page: .FTSE. Investors should note that historical performance should not be taken as an indication of future performance.

The Issuer does not intend to provide post-issuance information.

9 PERFORMANCE OF RATES OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT

N/A

10 OPERATIONAL INFORMATION

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking *société anonyme* (together with their addresses) and the relevant identification number(s):

N/A

Delivery:

Delivery free of payment

Names and addresses of additional Paying Agents(s) (if any):

N/A

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

No

11 OFFER INFORMATION

The Issue Price includes a commission element which may be shared with a third party, which will be not exceed 7.00 per cent. of the Issue Price. Further details of the commission element are available upon request.

Schedule

i	Autocall Valuation Date	Settlement Amount
1	24 February 2014	119.00%
2	24 February 2015	128.50%
3	24 February 2016	138.00%
4	24 February 2017	147.50%