

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

80,000,000 Index Linked Warrants due December 2016 (the “**Warrants**”)

Series NX000109444

under the Global Structured Securities Programme

The Securities will be publicly offered in the United Kingdom
from and including 2 November 2012 to and including 13 June 2013

Issue Price: GBP 1.00 per Warrant

This document constitutes the final terms of the Warrants (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 14 June 2012, 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.

Barclays

Final Terms dated 14 December 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 Disclaimers

FTSE 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 (the “**FTSE Index**”) and/or the figure at which the said FTSE Index stands at any particular time on any particular day or otherwise. The FTSE 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 FTSE 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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Russell disclaimer

The Securities are not sponsored, endorsed, sold or promoted by Frank Russell Company (“**Russell**”). Russell makes no representation or warranty, express or implied, to the owners of the Securities or any member of the public regarding the advisability of investing in securities generally or in the Securities particularly or the ability of the Russell 2000® (the “**Russell Index**”) to track general stock market performance or a segment of the same. Russell’s publication of the Russell Index in no way suggests or implies an opinion by Russell as to the advisability of investment in any or all of the securities upon which the Russell Index is based. Russell’s only relationship to the Issuer is the licensing of certain trademarks and trade names of Russell and the Russell Index which is determined, composed and calculated by Russell without regard to the Issuer or the Securities. Russell is not responsible for and has not reviewed the Securities nor any associated literature or publications and Russell makes no representation or warranty express or implied as to their accuracy or completeness, or otherwise. Russell reserves the right, at any time and without notice, to alter, amend, terminate or in any way change the Russell Index. Russell has no obligation or liability in connection with the administration, marketing or trading of the Securities.

RUSSELL DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE RUSSELL INDEX OR ANY DATA INCLUDED THEREIN AND RUSSELL SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. RUSSELL MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY THE ISSUER, INVESTORS, OWNERS OF THE SECURITIES, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE RUSSELL INDEX OR ANY DATA INCLUDED THEREIN. RUSSELL

MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE RUSSELL INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL RUSSELL HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS), EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

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 14 June 2012.

Issuer:	Barclays Bank PLC
Guarantor:	N/A
Manager:	Barclays Bank PLC
Determination Agent:	Barclays Capital Securities Limited
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 AND THE BASE PROSPECTUS, SEE "PURCHASE AND SALE" AND "CLEARANCE, SETTLEMENT AND TRANSFER RESTRICTIONS – TRANSFER RESTRICTIONS FOR REGISTERED SECURITIES" 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".

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 AND THE BASE PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

1	Series:	NX000109444
2	Currency:	Pound Sterling ("GBP")
3	Number of Warrants or Exercisable Certificates being issued:	80,000,000
4	(i) Minimum Tradable Amount:	N/A
	(ii) Calculation Amount as at the Issue Date:	GBP 1.00
		For the purposes hereof, all references in the Conditions to "Calculation Amount per Security" shall be construed as references to "Calculation Amount" as defined in these Final Terms.
5	Form:	
	(i) Global/Definitive/Uncertificated and dematerialised:	Global Registered Securities: Regulation S 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:	30 November 2012
7	Issue Date:	14 December 2012
8	Issue Price:	GBP 1.00 per Security
9	Relevant Stock Exchanges:	London Stock Exchange
10	The following Relevant Annexes shall apply to the Securities:	Equity Linked Annex
11	Interest:	N/A
12	Interest Amount:	N/A
13	Interest Rate:	N/A
14	Screen Rate Determination:	N/A
15	ISDA Determination:	N/A
16	Margin:	N/A
17	Minimum/Maximum Interest Rate:	N/A
18	Interest Commencement Date:	N/A
19	Interest Determination Date:	N/A

20	Interest Calculation Periods:	N/A
21	Interest Payment Dates:	N/A
22	Day Count Fraction:	N/A
23	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
24	(i) Exercise Style:	Bermudan Style
	(ii) Multiple Exercise Securities:	N/A
25	Call/Put Securities:	N/A
26	Units:	The Securities must be exercised in Units. Each Unit consists of 1 Security.
27	Exercise Price:	N/A
28	Exercise Date(s):	Each Potential Exercise Business Date
29	Exercise Parameters:	N/A
30	Potential Exercise Business Dates:	The dates specified under the heading “Potential Exercise Business Date” in Schedule 1. If the Index Observation Date(i) in relation to a Potential Exercise Business Date(i) is postponed to a later date, then such Potential Exercise Business Date(i) shall be deemed to also be postponed to such later date.
31	Exercise Business Day:	N/A
32	Exercise Period:	The period from and including the Issue Date to and including the Expiration Date
33	Expiration Date:	30 November 2016 (the “Final Exercise Date”), provided the Expiration Date may be brought forward as determined under in accordance with the following: (A) If the Index Performance is greater than or equal to 100 per cent. on Index Observation Date (1), then the Expiration Date will be brought forward to Potential Exercise Business Date (1) and, following automatic exercise, the Issuer will deliver the relevant Exercise Physical Settlement Entitlement on the Exercise Physical Settlement Date (1) in relation to such Index Observation Date (1).

(B) Otherwise, if the Index Performance is greater than or equal to 95 per cent. on Index Observation Date (2), then the Expiration Date will be brought forward to Potential Exercise Business Date (2) and, following automatic exercise the Issuer will deliver the relevant Exercise Physical Settlement Entitlement on the Exercise Physical Settlement Date (2) in relation to such Index Observation Date (2).

(C) Otherwise, if the Index Performance is greater than or equal to 90 per cent. on Index Observation Date (3), then the Expiration Date will be brought forward to Potential Exercise Business Date (3) and, following automatic exercise the Issuer will deliver the relevant Exercise Physical Settlement Entitlement on the Exercise Physical Settlement Date (3) in relation to such Index Observation Date (3).

(D) Otherwise, if the Expiration Date is not brought forward then, following automatic exercise on the Final Exercise Date, the Issuer will deliver the relevant Exercise Physical Settlement Entitlement on Exercise Physical Settlement Date (4) in relation to Index Observation Date (4).

For the avoidance of doubt, the Warrants can only be exercised once.

Where:

“Index 1 Initial” means the Index Level of Index 1 on the Initial Valuation Date.

“Index 2 Initial” means the Index Level of Index 2 on the Initial Valuation Date.

“Index 1 Level” means, in respect of determining the Index Performance on an Index Observation Date, the Index Level of Index 1 on such Index Observation Date.

“Index 2 Level” means, in respect of determining the Index Performance on an Index Observation Date, the Index Level of Index 2 on such Index Observation Date.

“Index Observation Date” means each date specified under the heading “Index Observation Date” as set out in Schedule 1.

“Index Performance” is calculated as follows:

$$100\% \times \min\left(\frac{\text{Index 1 Level}}{\text{Index 1 Initial}}, \frac{\text{Index 2 Level}}{\text{Index 2 Initial}}\right)$$

“Initial Valuation Date” means 30 November 2012.

34	Automatic Exercise:	Applicable in whole
35	Minimum Number Exercise Requirement:	N/A
36	Maximum Daily Number:	N/A
37	Nominal Call Event:	N/A
38	Settlement Method:	Physical Settlement
39	Settlement Currency:	N/A
40	Settlement Number:	As defined in Condition 24 of the Base Conditions
41	Terms relating to Cash Settled Securities:	N/A
42	Specified Early Cancellation Event:	N/A
43	Call Option:	N/A
44	Early Exercise Trigger Event:	N/A
45	Terms relating to Physically Delivered Securities:	Applicable
	(i) Exercise Physical Settlement Entitlement:	In respect of each Calculation Amount, an amount of Gilt Asset calculated in accordance with the following:

$$\text{Gilt Amount} \times \text{Relevant Percentage}$$

Where:

“Gilt Amount” means, in respect of an Exercise Physical Settlement Date(i), the amount of Gilt Asset that could be purchased at 10:00 a.m. London time on the corresponding Gilt Observation Date(i) for the Calculation Amount, as determined by the Determination Agent in good faith and in a commercially reasonable manner.

“Gilt Asset” means UK Gilt Treasury 7 March 2018 5.00% (ISIN GB00B1VWPC84), subject to the Entitlement Substitution set out below and

Condition 7.2 of the Base Conditions.

“Gilt Observation Date” means each date specified under the heading “Gilt Observation Date” in Schedule 1 provided that if the Determination Agent is unable to determine the market value of the Gilt Asset on any Gilt Observation Date(i), then the Determination Agent may (a) postpone the Gilt Observation Date (i) to the first date on which it is able to obtain the market value of the Gilt Asset; or (b) determine that an Entitlement Substitution Event has occurred and the Issuer may deliver substitute assets in accordance with paragraph 45(v) below.

“i” means each iteration corresponding to an Index Observation Date, Potential Exercise Business Date, Gilt Observation Date and Exercise Physical Settlement Date, as set out in Schedule 1.

“Relevant Percentage” means, in respect of each Index Observation Date(i), as set out below:

(i) if the Expiration Date is brought forward to Potential Exercise Business Date (1), the Relevant Percentage shall be 107.40 per cent.;

(ii) if the Expiration Date is brought forward to Potential Exercise Business Date (2), the Relevant Percentage shall be 114.80 per cent.;

(iii) if the Expiration Date is brought forward to Potential Exercise Business Date (3), the Relevant Percentage shall be 122.20 per cent.;

(iv) if any of the above does not apply and the Expiration Date is not brought forward, then in respect of Index Observation Date (4);

(a) If Index Performance on Index Observation Date (4) is equal to or greater than 85 per cent., then the Relevant Percentage be 129.60 per cent.;

(b) Otherwise, if Index Performance on Index Observation Date (4) is equal to or greater than

		60 per cent., then Relevant Percentage will be 100 per cent.
		(c) Otherwise, if Index Performance on Index Observation Date (4) is less than 60 per cent., then the Relevant Percentage be calculated as follows: Min (Index Performance, 100%)
	(ii) Exercise Physical Settlement Date:	The dates specified under the heading “Exercise Physical Settlement Date” as set out in Schedule 1 provided that if a Gilt Observation Date(i) is postponed in accordance with the provisions contained in the definition thereof, the respective Exercise Physical Settlement Date shall be postponed by the corresponding number of days.
	(iii) Early Physical Cancellation Entitlement:	N/A
	(iv) Early Physical Cancellation Date(s):	N/A
	(v) Entitlement Substitution:	The Issuer has the right, in its sole and absolute discretion, to deliver to Investors upon exercise an amount of such other UK government gilt, as determined by the Determination Agent as having the same monetary value as the Exercise Physical Settlement Entitlement, acting in good faith and in a commercially reasonable manner.
	(vi) Relevant Settlement Day:	As defined in Condition 24 of the Base Conditions
	(vi) Disruption Cash Settlement Price:	As defined in Condition 24 of the Base Conditions
46	Multiplier:	N/A
47	Additional Disruption Events in addition to those specified in Condition 24 of the Base Conditions and any applicable Relevant Annex:	N/A
48	Share Linked Securities:	N/A
49	Index Linked Securities (Equity notices only):	Applicable
	(i) Index/Indices (each a “Reference Asset”):	The basket of indices as set out in Schedule 2 (each an “Index” and together, the “Basket of Indices”)

	(ii)	Future Price Valuation:	N/A
	(iii)	Exchange-traded Contract:	N/A
	(iv)	Exchanges:	In respect of each Index, as set out in Schedule 2.
	(v)	Related Exchanges:	In respect of each Index, All Exchanges
	(vi)	Exchange Rate:	N/A
	(vii)	Weighting for each Reference Asset comprising the Basket of Reference Assets:	N/A
	(viii)	Index Levels of each Reference Asset:	The level of the relevant Index published by the relevant Index Sponsor at the Valuation Time on any Scheduled Trading Day.
	(ix)	Valuation Date:	The Initial Valuation Date and each Index Observation Date(i) as set out in Schedule 1
	(x)	Valuation Time:	As per the Equity Linked Annex
	(xi)	Averaging:	N/A
	(xii)	Additional Disruption Event in respect of Index Linked Securities:	N/A
	(xiii)	FX Disruption Event:	N/A
	(xiv)	FX Inbound Valuation Disruption Event:	N/A
	(xv)	ODI Early Redemption Event:	N/A
	(xvi)	FINI Early Redemption Event:	N/A
	(xvii)	Local Jurisdiction Taxes and Expenses:	N/A
	(xviii)	Other adjustments:	N/A
50		Inflation Linked Securities:	N/A
51		FX Linked Securities:	N/A
52		Credit Linked Securities:	N/A
53		Commodity Linked Securities:	N/A
54		Debt Components:	N/A
55		Interest Rate Components:	N/A
56		(a) Barclays Commodity Index Linked Securities (<i>Section 2 of the Barclays Index Annex</i>):	N/A

	(b) Barclays Equity Index Linked Securities (<i>Section 3 of the Barclays Index Annex</i>):	N/A
	(c) Barclays FX Index Linked Securities (<i>Section 4 of the Barclays Index Annex</i>):	N/A
	(d) Barclays Interest Rate Index Linked Securities (<i>Section 5 of the Barclays Index Annex</i>):	N/A
	(e) Barclays Emerging Market Index Linked Securities (<i>Section 6 of the Barclays Index Annex</i>):	N/A
57	Fund Linked Securities:	N/A
58	Settlement in respect of APK Registered Securities, Swedish Registered Securities, Italian Securities or other Securities:	N/A
59	Additional provisions relating to payment of Exercise Price:	N/A
60	Additional provisions relating to Taxes and Settlement Expenses:	N/A
61	Definition of In-The-Money:	For the purposes of Condition 6.4, In-The-Money shall mean that the Exercise Physical Settlement Entitlement hereunder exceeds zero
62	Business Days:	As defined in Condition 24 of the Base Conditions
	Additional Business Centre(s):	N/A
63	Non-US Selling Restrictions:	Investors are bound by the selling restrictions of the relevant jurisdiction(s) in which the Securities are to be sold as set out in the Base Prospectus. In addition to those described in the Base Prospectus, no action has been made or will be taken that would permit a public offering of the Securities or possession or distribution of any offering material in relation to the Securities in any jurisdiction (save in respect of the United Kingdom (the “Public Offer Jurisdiction”) where action for that purpose is required. Each purchaser or distributor of the Securities represents and agrees that it will not purchase, offer, sell, re-sell or deliver the Securities or, have in its possession or distribute, the Base Prospectus, any other offering material or these

Final Terms, in any jurisdiction except in compliance with the applicable laws and regulations of such jurisdiction and in a manner that will not impose any obligation on the Issuer or the Manager (as the case may be) and the Determination Agent.

64	Applicable TEFRA exemption:	N/A
65	Other:	N/A
66	Business Day Convention:	Following
67	Relevant Clearing Systems:	Euroclear Clearstream
68	If syndicated, names of Managers:	N/A
69	Relevant securities codes:	ISIN: GB00B8KJX701 Common Code: 84975320
70	Modifications to the Master Subscription Agreement and/or Master Agency Agreement (as amended from time to time):	N/A
71	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 or around 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 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 and the Russell 2000 Index. Information on the FTSE 100 Index and the Russell 2000 Index (including past and further performance and volatility) is published on Bloomberg.

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 RATE 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

Name and address of Swedish Issue and Paying Agent:

N/A

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

No

11 OFFER INFORMATION

Offer Price:

The Offer Price shall be the Issue Price from and including 2 November 2012 to and including 13 June 2013 (the “**Offer Period**”), but may change subject to market forces thereafter.

The Issue Price includes a commission element to be shared with a third party which shall not exceed 4.00 per cent. of the Issue Price determined in respect of each Warrant on the Issue Date, further details of which are available upon request from the Distributor.

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.

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 Offer Period. Applications for the Securities can be made in the Public Offer Jurisdiction through the Distributor 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	Each investor will be notified by the Distributor of its allocation of Securities at the time of such investor's application.

made:	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:	Barclays Bank PLC and their affiliates and subsidiaries (the “ Distributor ”) 1 Churchill Place London E14 5HP

Schedule 1

i	Index Observation Date (subject to Disrupted Day provisions)	Potential Exercise Business Date	Gilt Observation Date	Exercise Physical Settlement Date
1	2 December 2013	2 December 2013	16 December 2013	19 December 2013
2	1 December 2014	1 December 2014	15 December 2014	18 December 2014
3	30 November 2015	30 November 2015	14 December 2015	17 December 2015
4	30 November 2016	Final Exercise Date	14 December 2016	17 December 2016

Schedule 2
Basket of Indices

i	Index	Bloomberg (for reference purposes only)	Exchange	Related Exchange	Index Sponsor
1	FTSE 100 (the “ Index 1 ”)	UKX <Index>	London Stock Exchange	All Exchanges	FTSE International Limited
2	Russell 2000 (the “ Index 2 ”)	RTY <Index>	Multi-exchange Index	All Exchanges	Russell Investments