**Final Terms** 

# BARCLAYS Bmarkets

## 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

3,110,000 Open-ended Equity Linked Mini Long Certificates

under the Global Structured Securities Programme

Issue Price: EUR 1.61 per Security

This document constitutes the final terms of the Securities (the "Final Terms") described herein for the purposes of Article 5.4 of the Directive 2003/71/EC 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 6 August 2010, as supplemented, amended, updated and/or restated from time to time, which constitutes a base prospectus (the "Base Prospectus") for the purpose of the Directive 2003/71/EC. 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 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 25 January 2011

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 6 August 2010.

#### Parties

| Issuer:                 | Barclays Bank PLC |
|-------------------------|-------------------|
| Guarantor:              | N/A               |
| Manager:                | Barclays Bank PLC |
| Determination Agent:    | Barclays Bank PLC |
| Issue and Paying Agent: | Barclays Bank PLC |
| Stabilising Manager:    | 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") AND THE SECURITIES COMPRISE BEARER SECURITIES THAT ARE SUBJECT TO US TAX LAW REQUIREMENTS. 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 AND THE SUPPLEMENTAL PROSPECTUS SEE "PURCHASE AND SALE" IN THE BASE PROSPECTUS.

ANY UNITED STATES PERSON WHO HOLDS THIS OBLIGATION WILL BE SUBJECT TO LIMITATIONS UNDER THE UNITED STATES INCOME TAX LAWS, INCLUDING THE LIMITATIONS PROVIDED IN SECTIONS 165(j) AND 1287(a) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED.

## Provisions relating to the Securities

| 1                           | (i)   | Series:   | NX00023251   |
|-----------------------------|---|---|--|
|                             | (ii)  | Tranche:  | 1  |
| 2                           | Currency  | :   | Euro ("EUR") (the "Issue Currency")  |
| 3                           | Notes:  |   | N/A  |
| 4                           | Certificat  | es:   | Applicable   |
|                             | (i)   | Number of Certificates:   | 3,110,000 Securities   |
|                             | (ii)  | Calculation Amount per Security as at the Issue Date:   | N/A  |
| 5                           | Form:   |   |  |
|                             | (i)   | Global / Definitive /Uncertificated   | Global Bearer Securities:  |
|                             |   | and dematerialised:   | 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 Dat   | te:   | 21 January 2011  |
| 7                           | Issue Date:   |   | 25 January 2011  |
|                             |   |   |  |
| 8                           | Redempt   | ion Date:   | Not applicable. The Securities are<br>"open-ended" and may be redeemed<br>pursuant to the following Terms and<br>Conditions:   |
| 8                           | Redempt   | ion Date:   | "open-ended" and may be redeemed pursuant to the following Terms and   |
| 8                           | Redempt   | ion Date:   | "open-ended" and may be redeemed<br>pursuant to the following Terms and<br>Conditions:   |
| 8                           | Redempt   | ion Date:   | "open-ended" and may be redeemed<br>pursuant to the following Terms and<br>Conditions:<br>(i) Put Option   |
| 8                           | Redempt<br>Issue Pric   |   | "open-ended" and may be redeemed<br>pursuant to the following Terms and<br>Conditions:<br>(i) Put Option<br>(ii) Call Option   |
|                             | Issue Pric  |   | <ul> <li>"open-ended" and may be redeemed pursuant to the following Terms and Conditions:</li> <li>(i) Put Option</li> <li>(ii) Call Option</li> <li>(iii) Specified Early Redemption Event</li> <li>EUR 1.61 per Security, determined by reference to the price of the Reference Asset, being EUR 51.64 at the Valuation</li> </ul>   |
| 9                           | Issue Price<br>Relevant<br>The follow                                       | e:<br>Stock Exchange(s):<br>wing Relevant Annex(es) shall apply   | "open-ended" and may be redeemed<br>pursuant to the following Terms and<br>Conditions:<br>(i) Put Option<br>(ii) Call Option<br>(iii) Specified Early Redemption Event<br>EUR 1.61 per Security, determined by<br>reference to the price of the Reference<br>Asset, being EUR 51.64 at the Valuation<br>Time on 19 January 2011  |
| 9                           | Issue Pric  | e:<br>Stock Exchange(s):<br>wing Relevant Annex(es) shall apply   | <ul> <li>"open-ended" and may be redeemed<br/>pursuant to the following Terms and<br/>Conditions:</li> <li>(i) Put Option</li> <li>(ii) Call Option</li> <li>(iii) Specified Early Redemption Event</li> <li>EUR 1.61 per Security, determined by<br/>reference to the price of the Reference<br/>Asset, being EUR 51.64 at the Valuation<br/>Time on 19 January 2011</li> <li>NYSE Euronext Paris</li> </ul>    |
| 9<br>10<br>11               | Issue Price<br>Relevant<br>The follow<br>to the Sec                         | e:<br>Stock Exchange(s):<br>wing Relevant Annex(es) shall apply   | "open-ended" and may be redeemed<br>pursuant to the following Terms and<br>Conditions:<br>(i) Put Option<br>(ii) Call Option<br>(iii) Specified Early Redemption Event<br>EUR 1.61 per Security, determined by<br>reference to the price of the Reference<br>Asset, being EUR 51.64 at the Valuation<br>Time on 19 January 2011<br>NYSE Euronext Paris<br>Equity Linked Annex<br>French Cleared Securities Annex |
| 9<br>10<br>11               | Issue Price<br>Relevant<br>The follow<br>to the Sec                         | re:<br>Stock Exchange(s):<br>wing Relevant Annex(es) shall apply<br>curities:   | "open-ended" and may be redeemed<br>pursuant to the following Terms and<br>Conditions:<br>(i) Put Option<br>(ii) Call Option<br>(iii) Specified Early Redemption Event<br>EUR 1.61 per Security, determined by<br>reference to the price of the Reference<br>Asset, being EUR 51.64 at the Valuation<br>Time on 19 January 2011<br>NYSE Euronext Paris<br>Equity Linked Annex<br>French Cleared Securities Annex |
| 9<br>10<br>11<br><b>Pro</b> | Issue Price<br>Relevant<br>The follow<br>to the Sec<br><b>wisions rel</b> a | ee:<br>Stock Exchange(s):<br>wing Relevant Annex(es) shall apply<br>curities:<br>ating to interest (if any) payable on th | "open-ended" and may be redeemed<br>pursuant to the following Terms and<br>Conditions:<br>(i) Put Option<br>(ii) Call Option<br>(iii) Specified Early Redemption Event<br>EUR 1.61 per Security, determined by<br>reference to the price of the Reference<br>Asset, being EUR 51.64 at the Valuation<br>Time on 19 January 2011<br>NYSE Euronext Paris<br>Equity Linked Annex<br>French Cleared Securities Annex |

(i) Fixed Rate: N/A

|    | (ii)                             | Floating Rate:                                     | N/A |
|----|----------------------------------|--|-----|
|    | (iii)                            | Variable Rate:                                     | N/A |
|    | (iv)                             | Zero Coupon:                                       | N/A |
|    | (v)                              | Bond Linked Securities - Fixed<br>Coupon:          | N/A |
|    | (vi)                             | Bond Linked Securities - Pass<br>Through Interest: | N/A |
| 15 | Screen Ra                        | ate Determination:                                 | N/A |
| 16 | ISDA Determination:              |  |     |
| 17 | Margin:                          |  |     |
| 18 | Minimum/Maximum Interest Rate:   |  |     |
| 19 | Interest Commencement Date:      |  |     |
| 20 | Interest Determination Date: N/A |  |     |
| 21 | Interest Calculation Periods:    |  |     |
| 22 | Interest Payment Dates:          |  |     |
| 23 | Day Coun                         | It Fraction:                                       | N/A |
| 24 |                                  | provisions, rounding provisions,                   | N/A |

24 Fail back 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:

## Provisions relating to Redemption

| 25 | 5 Settlement Method:                                    |                                   | (i) For the purposes of Condition 5.1 of the Base Conditions:               |
|----|---|-----------------------------------|---|
|    |   |                                   | N/A   |
|    |   |                                   | (ii) For the purposes of Condition 5.2, 5.3 and 5.5 of the Base Conditions: |
|    |   |                                   | Cash Settlement   |
| 26 | Settlemen   | t Currency:                       | Issue Currency  |
| 27 | Settlement Number:                                      |                                   | As defined in Condition 24 of the Base<br>Conditions                        |
| 28 | Terms rela  | ating to Cash Settled Securities: |   |
|    | (i)   | Final Cash Settlement Amount:     | N/A   |
|    | (ii)  | Early Cash Settlement Amount:     | As defined in Condition 24 of the Base<br>Conditions                        |
|    | (iii)   | Early Cash Redemption Date:       | As defined in Condition 24 of the Base<br>Conditions                        |
| 29 | 9 Terms relating to Physically Delivered<br>Securities: |                                   | N/A   |

| 30 | Nominal Call Event: |          |                                     | N/A                  | A la   |
|----|---------------------|----------|-------------------------------------|----------------------|--|
| 31 | Call Option:        |          |                                     | Арр                  | licable  |
|    | (i)                 | Cash Set | ttled Securities:                   | Арр                  | licable  |
|    |                     | (a)      | Optional Cash Settlement<br>Amount: |                      | espect of each Security, a cash amount<br>ermined by the Determination Agent as<br>ows:  |
|    |                     |          |                                     |                      | Max (0, U <sub>V</sub> - CFL <sub>V</sub> ) × Security Ratio   |
|    |                     |          |                                     | Whe                  | ere:   |
|    |                     |          |                                     |                      | c <b>urity Ratio</b> " means in respect of each<br>urity, 0.10.  |
|    |                     |          |                                     | Valu<br>"CFL<br>out  | is the Valuation Price on the relevant<br>nation Date.<br>"" is the Current Financing Level (as set<br>in the Schedule) in respect of the<br>vant Valuation Date.  |
|    |                     |          |                                     |                      | <b>uation Date</b> " and " <b>Valuation Time</b> " has<br>meaning set out in Paragraph 36.   |
|    |                     |          |                                     | Valu<br>Trac<br>Asse | <b>uation Price</b> " means in respect of a ation Date and any relevant Scheduled ding Day, the price of the Reference et at the Valuation Time on such day, etermined by the Determination Agent.   |
|    |                     |          |                                     |                      | her definitions are set out in the edule.  |
|    |                     | (b)      | Optional Cash Redemption<br>Date:   |                      | Business Day following the relevant lation Date  |
|    | (ii)                | Physical | ly Delivered Securities:            | N/A                  | N Contraction of the second seco |
|    | (iii)               | lssuer O | ption Exercise Period:              | inclı<br>follo       | any Scheduled Trading Day, from and<br>uding the fifth Scheduled Trading Day<br>owing the Issue Date (the " <b>Call Option</b><br>r <b>cise Date</b> ")  |
|    | (iv)                | Issuer N | otice Period:                       |                      | less than 5 Business Days prior to the<br>Option Exercise Date   |
| 32 | Put Optio           | n:       |                                     | Арр                  | licable  |
|    |                     |          |                                     | Secu                 | Securityholder may redeem the urities, at its option, pursuant to the owing Terms and Conditions:  |
|    |                     |          |                                     | (i)                  | A Put Option   |
|    |                     |          |                                     | (ii)                 | A Put Option following a Margin<br>Adjustment Notice   |

(iii) A Put Option following a Stop Loss Premium Adjustment Notice

#### (i) Cash Settled Securities:

(a) Optional Cash Settlement Amount: ..

Applicable

In respect of each Security, a cash amount

(i) In respect of a Put Option:

determined by the Determination Agent as follows:

Max (0,  $U_v - CFL_v$ ) × Security Ratio

Where:

"**Security Ratio**" means in respect of each Security, 0.10.

" $U_v$ " is the Valuation Price on the relevant Valuation Date.

"CFL<sub>v</sub>" is the Current Financing Level (as set out in the Schedule) in respect of the relevant Valuation Date.

"Valuation Date" and "Valuation Time" has the meaning set out in Paragraph 36.

"Valuation Price" means in respect of a Valuation Date and any relevant Scheduled Trading Day, the price of the Reference Asset at the Valuation Time on such day, as determined by the Determination Agent.

Further definitions are set out in the Schedule.

(ii) <u>In respect of a Put Option following a</u> <u>Margin Adjustment Notice:</u>

In respect of each Security, a cash amount determined by the Determination Agent on the relevant Valuation Date being equal to the Early Cash Settlement Amount (as defined in Condition 24 of the Base Conditions). In determining such Early Cash Settlement Amount, the Determination Agent shall factor in the adjusted Current Margin (as defined in the Schedule).

(iii) In respect of a Put Option following a Stop Loss Premium Adjustment Notice:

In respect of each Security, a cash amount determined by the Determination Agent on the relevant Valuation Date being equal to the Early Cash Settlement Amount (as defined in Condition 24 of the Base

|       |         |                                   | Conditions). In determining such Early Cash<br>Settlement Amount, the Determination<br>Agent shall use the adjusted Maximum Stop<br>Loss Premium (as defined in the Schedule).   |
|-------|---------|-----------------------------------|--|
|       | (b)     | Optional Cash Redemption<br>Date: | (i) <u>In respect of a Put Option</u> : The $5^{th}$ Business Day following the relevant Valuation Date.   |
|       |         |                                   | (ii) <u>In respect of a Put Option following a</u><br><u>Margin Adjustment Notice</u> : The 5 <sup>th</sup> Business<br>Day following the relevant Valuation Date.   |
|       |         |                                   | (iii) <u>In respect of a Put Option following a</u><br><u>Stop Loss Premium Adjustment Notice:</u> The<br>5 <sup>th</sup> Business Day following the relevant  |
|       |         |                                   | Valuation Date.  |
| (ii)  |         | lly Delivered Securities:         | N/A  |
| (iii) | Put Opt | ion Exercise Period:              | (i) <u>In respect of a Put Option</u> : The last<br>Scheduled Trading Day of January in each<br>year from, and including January 2012 (the<br>" <b>Put Option Exercise Date</b> ").  |
|       |         |                                   | <ul> <li>(ii) <u>In respect of a Put Option following a</u></li> <li><u>Margin Adjustment Notice</u>: The day a</li> <li>Margin Adjustment Put Option Notice is</li> <li>received by the Issuer (the "Margin Adjustment Put Option Exercise Date").</li> </ul>   |
|       |         |                                   | <ul> <li>(iii) <u>In respect of a Put Option following a</u></li> <li><u>Stop Loss Premium Adjustment Notice:</u> The</li> <li>day the Stop Loss Premium Adjustment Put</li> <li>Option Notice is received by the Issuer (the</li> <li>"Stop Loss Premium Adjustment Put</li> <li>Option Exercise Date").</li> </ul> |
| (iv)  | Put Not | ice Period:                       | (i) <u>In respect of a Put Option</u> : Not less than<br>5 Business Days prior to the Put Option<br>Exercise Date.   |
|       |         |                                   | (ii) <u>In respect of a Put Option following a</u><br><u>Margin Adjustment Notice:</u> The Put Option<br>notice (the " <b>Margin Adjustment Put Option</b><br><b>Notice</b> ") shall be given, by the<br>Securityholder, not more than 5 Business<br>Days following the date of the Margin<br>Adjustment Notice.     |
|       |         |                                   | (iii) <u>In respect of a Put Option following a</u><br><u>Stop Loss Premium Adjustment Notice:</u> The<br>Put Option notice (the " <b>Stop Loss Premium</b><br><b>Adjustment Put Option Notice</b> ") shall be   |

given, by the Securityholder, not more than 5 Business Days following the date of the Stop Loss Premium Adjustment Notice.

#### Applicable

If, at any time on any day from, and including, the Issue Date, the Issuer determines in its sole discretion that the market price of the Reference Asset is equal to, or lower than, the prevailing Current Stop Loss Level (as defined in the Schedule) (the date of such occurrence, the "**Stop Loss Termination Event Date**"), the Issuer shall notify the Securityholder and shall redeem all of the Securities (in whole only) at the Specified Early Cash Settlement Amount on the Specified Early Cash Redemption Date.

Applicable

Applicable

In respect of each Security, a cash amount determined by the Determination Agent as follows:

Max (0, SLTRP – CFLT) × Security Ratio

Where:

"**Security Ratio**" means in respect of each Security, 0.10.

"SLTRP" is the Stop Loss Termination Reference Price.

" $CFL_{T}$ " is the Current Financing Level (as set out in the Schedule) in respect of the relevant Valuation Date.

"Stop Loss Termination Reference Price" means, in respect of the relevant Valuation Date, a price for the Reference Asset as determined by the Issuer with reference to the market prices on the Exchange for the Reference Asset during a reasonable period following the Stop Loss Termination Event Date. Such period shall take into consideration the potential (i) time required for, and (ii) impact on the market of, unwinding any associated notional hedging trades and shall be deemed to be reasonable if the determination of the Stop Loss Termination Reference Price takes

- (i) Automatic Early Redemption:
- (ii) Cash Settled Securities:

33 Specified Early Redemption Event:

(a) Specified Early Cash Settlement Amount:

|    |                     |                     |  | than the Schedu  | ng the Stop Loss       |
|----|---------------------|---------------------|--|--|------------------------|
|    |                     |                     |  | Further definitions ar   | e set out in Schedule. |
|    |                     | (b)                 | Specified Early Cash<br>Redemption Date(s):  | 5 <sup>th</sup> Business Day fo<br>Valuation Date  | llowing the relevant   |
|    | (iii)               | Physica             | lly Delivered Securities:  | N/A  |                        |
|    | (iv)                | Specifie<br>Period: | ed Early Redemption Notice   | Securityholder of the Specified Early Redent failure by the Issue Securityholder of the Securityholder of the Securityholder of the Specific Specif |                        |
| 34 | Maximum<br>Requirem |                     | nimum Redemption   | N/A  |                        |
| 35 | those spe           | cified in           | tion Events in addition to<br>Condition 24 of the Base<br>applicable Relevant Annex: |  |                        |
|    | (i)                 | Affecte<br>Disrupt  | d Jurisdiction Hedging<br>ion:   | N/A  |                        |
|    | (ii)                | Affected<br>of Hedg | d Jurisdiction Increased Cost<br>Jing:   | N/A  |                        |
|    | (iii)               | Affecte             | d Jurisdiction:  | N/A  |                        |
|    | (iv)                | Other A             | Additional Disruption Events:  | N/A  |                        |
|    | (v)                 |                     | owing shall not constitute<br>nal Disruption Events:                                 | N/A  |                        |
| 36 | Share Linl          | ked Secu            | rities:  | Applicable   |                        |
|    | (i)                 | Share(s             | ) (each a " <b>Reference Asset</b> "):   | Share  | SODEXO                 |
|    |                     |                     |  | Reference Asset<br>Currency  | EUR                    |
|    |                     |                     |  | Reuters Code (for identification   | EXHO.PA                |

purposes only)

ISIN

applicable)

Bloomberg Ticker

(for identification purposes only)

(where

N/A

FR0000121220

|   |    | (ii)        | Exchange(s):  | NYSE Euronext Paris   |
|---|----|-------------|---|---|
|   |    | (iii)       | Related Exchange:   | All Exchanges   |
|   |    | (iv)        | Exchange Rate:  | N/A   |
|   |    | (v)         | Weighting for each Reference Asset<br>comprising the Basket of Reference<br>Assets: | N/A   |
|   |    | (vi)        | Initial Price of each Reference Asset:  | N/A   |
|   |    | (vii)       | Number of Shares:   | N/A   |
|   |    | (viii)      | Substitution of Shares:   | N/A   |
|   |    | (ix)        | Valuation Date:   | (i) In respect of a Put Option, the Put Option Exercise Date.   |
|   |    |             |   | (ii) In respect of a Put Option following a<br>Margin Adjustment Notice, the Margin<br>Adjustment Put Option Exercise Date.   |
|   |    |             |   | (iii) In respect of a Put Option following a<br>Stop Loss Premium Adjustment Notice, the<br>Stop Loss Premium Adjustment Put Option<br>Exercise Date.   |
|   |    |             |   | (iv) In respect of a Call Option, the Call Option Exercise Date.  |
|   |    |             |   | <ul> <li>(v) In respect of a Specified Early</li> <li>Redemption Event, the Valuation Date shall</li> <li>be, at the Issuer's discretion, either (a) the</li> <li>Stop Loss Termination Event Date or (b)</li> <li>no later than the Scheduled Trading Day</li> <li>immediately following the Stop Loss</li> <li>Termination Event Date.</li> </ul> |
|   |    | (x)         | Valuation Time:   | As per the Equity Linked Annex  |
|   |    | (xi)        | Averaging:  | N/A   |
|   |    | (xii)       | Additional Disruption Event in respect of Share Linked Securities:                  | Insolvency Filing   |
|   |    | (xiii)      | FX Disruption Event:  | N/A   |
|   |    | (xiv)       | Market Access Dividend and Rights<br>Issue Provisions:                              | N/A   |
|   |    | (xv)        | Dividend Exchange Rate:   | N/A   |
|   |    | (xvi)       | Other adjustments:  | N/A   |
| 3 | 37 | Index Link  | ed Securities:  | N/A   |
| 3 | 38 | Inflation L | inked Securities:   | N/A   |
| 3 | 39 | FX Linked   | Securities:   | N/A   |
| 2 | 40 | Credit Lin  | ked Securities:   | N/A   |
|   |    |             |   |   |

| 41  | Commodity Linked Securities:   | N/A                               |  |  |
|-----|--|-----------------------------------|--|--|
| 42  | Proprietary Index Linked Securities:   | N/A                               |  |  |
| 43  | Bond Linked Securities:  | N/A                               |  |  |
| 44  | Mutual Fund Linked Securities:   | N/A                               |  |  |
| Pro | ovisions relating to Settlement  |                                   |  |  |
| 45  | Minimum Settlement Amount:   | N/A                               |  |  |
| 46  | Settlement in respect of VP Notes, APK<br>Registered Securities, Dutch Securities, Italian<br>Securities, Swedish Registered Securities, VPS<br>Registered Securities or Spanish Securities: | N/A                               |  |  |
| 47  | Additional provisions relating to Taxes and Settlement Expenses:   | N/A                               |  |  |
| De  | Definitions  |                                   |  |  |
| 48  | Business Day:  | As defined in the Base Prospectus |  |  |
| 49  | Additional Business Centre(s):   | London and TARGET                 |  |  |
| Se  | Selling restrictions and provisions relating to certification  |                                   |  |  |

50 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 by the Issuer 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 for France) 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 any 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 Manager (as the case may be) and the Determination Agent.

Further, these Securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered, sold, re-sold or

|     |  | delivered within the United States or to,<br>or for, the benefit of, United States<br>Persons. This Final Terms may not be<br>distributed in the United States. |
|-----|--|---|
| 51  | Applicable TEFRA exemption:  | N/A   |
| Gei | neral  |   |
| 52  | Business Day Convention:   | Following   |
| 53  | Relevant Clearing System(s):   | Euroclear France S.A.   |
| 54  | If syndicated, names of Managers:  | N/A   |
| 55  | Details relating to Partly Paid Securities:                                    | N/A   |
| 56  | Relevant securities codes:   | ISIN: FR0011000025  |
| 57  | Modifications to the Master Subscription<br>Agreement and/or Agency Agreement: | N/A   |
| 58  | Additional Conditions and/or modification to the Conditions of the Securities: | N/A   |

#### Part B

#### **Other Information**

#### LISTING AND ADMISSION TO TRADING 1

| (i)     | Listing:  | NYSE Euronext Paris  |  |
|---------|---|--|--|
| (ii)    | Admission to trading:                                       | Application has been made by the Issuer<br>(or on its behalf) for the Securities to be<br>admitted to trading on NYSE Euronext Paris<br>on or around the Issue Date. |  |
| (iii)   | Estimate of total expenses related to admission to trading: | Up to a maximum of EUR 350 upfront and EUR 1.75 daily  |  |
| RATINGS |   |  |  |

**Ratings:** 

2

The Securities have not been individually rated.

#### 3 NOTIFICATION

The Financial Services Authority of the United Kingdom has provided the competent authority in France with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

#### 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:   | EUR 5,007,100                    |
| (iii) | Estimated total expenses: | Up to a maximum of EUR 350 upfro |

Up to a maximum of EUR 350 upfront and EUR 1.75 daily

#### 6 FIXED RATE SECURITIES ONLY - YIELD

Indication of yield:

N/A

#### 7 FLOATING RATE SECURITIES ONLY - HISTORIC INTEREST RATES

N/A

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

Details of the historic performance of the Reference Asset can be obtained from various internationally recognised published or electronically available news sources, for example, **Reuters: EXHO.PA** 

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

future performance of the Reference Asset. The Issuer makes no representation whatsoever, whether expressly or impliedly, as to the future performance of the Reference Asset. The Issuer does not intend to provide post-issuance information.

Investors should form their own views on the merits of an investment related to the Reference Asset based on their own investigation thereof.

The description below represents a summary only of some of the features of the investment product described in this Final Terms. It does not purport to be an exhaustive description.

The product is issued as Certificates in EUR and aims to provide exposure to the performance of the Reference Asset. An investor's exposure to the Reference Asset will be amplified (leveraged) because part of the investment in the Reference Asset will effectively be financed by the Issuer itself. Another effect of this Issuer financing is that the purchase price of the Certificates will always be less than a corresponding direct investment in the Reference Asset. The Issuer will charge a variable financing cost for providing the financing. This financing cost will accrue daily and be deducted from the amount payable to investors on redemption of the Certificates.

The Certificates will redeem automatically if the value of the Reference Asset falls to, or below, a specified price. Otherwise, the Certificates are redeemable annually by investors and daily from the Issue Date by the Issuer.

The amount payable on redemption of the Certificates will be determined by reference to the value of the Reference Asset, the outstanding financed amount and the Security Ratio and any dividends that have been paid per Share during the life of the Certificates.

The maximum loss for an investor in respect of each Certificate is limited to the purchase price of the Certificate.

#### PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON 9 VALUE OF INVESTMENT

N/A

#### 10 OPERATIONAL INFORMATION

Any clearing system(s) other than Euroclear Euroclear France S.A. Bank S.A./N.V. and Clearstream Banking Société Anonyme (together with their addresses) and the relevant identification number(s): **Delivery:** Names and addresses of additional Paying N/A Agents(s) (if any) [and APK Issue and Paying Agent / VP Issuing Agent/ [ENL Issuing Agent] / Swedish Issue and Paying Agent / VPS Issue and Paying Agent / Spanish Securities Issue and Paying Agent]:

Intended to be held in a manner which would No allow Eurosystem eligibility:

## Delivery against payment

## 11 OFFER INFORMATION

The Issuer may pay distribution fees to third party intermediaries. Investors who have purchased Securities through an intermediary may request details of any payments from such intermediary.

#### Schedule

Definitions relating to the determination of the Optional Cash Settlement Amount for a Put Option and a Call Option

| Financing Level<br>Currency | EUR  |
|-----------------------------|--|
| Current Financing<br>Level  | In respect of the Issue Date, the Initial Financing Level.   |
|                             | In respect of any subsequent calendar day, an amount determined by the Issuer equal to:  |
|                             | $(CFL_{R} + FC_{c} - DIV_{c})$   |
|                             | Where:   |
|                             | $^{\!\!"}\text{CFL}_{\!\!R}^{\!\!"}$ is the Current Financing Level in respect of the immediately preceding Reset Date.            |
|                             | "FC $_{c}$ " is the Funding Cost currently in respect of such calendar day.  |
|                             | "DIV ${\ensuremath{c}}$ " is the Applicable Dividend Amount in respect of such calendar day.                                       |
|                             | The Issuer shall make reasonable efforts to publish the applicable Current Financing Level on www.bmarkets.com.                    |
| Initial Financing<br>Level  | EUR 35.50  |
| Reset Date                  | Each calendar day. The first Reset Date shall be the Issue Date.   |
| Funding Cost                | In respect of any calendar day, an amount determined by the Issuer in its sole discretion equal to:                                |
|                             | $FR_c \times CFL_R \times d/365$   |
|                             | Where:   |
|                             | "FR $_{c}$ " is the Funding Rate in respect of such calendar day.  |
|                             | $^{\!\!"}\text{CFL}_{\!\!R}^{\!\!"}$ is the Current Financing Level in respect of the immediately preceding Reset Date.            |
|                             | "d" is the number of calendar days from, but excluding, the immediately preceding Reset Date to, and including, such calendar day. |
| Funding Rate                | In respect of any calendar day, an amount determined by the Issuer in its sole discretion equal to:                                |
|                             | (R <sub>c</sub> + CM <sub>c</sub> )  |
|                             | Where:   |
|                             | "CM <sub>c</sub> " is the Current Margin applicable in respect of the Calculation Period in which such calendar day falls.         |
|                             | " $R_c$ " is the Rate in respect of such calendar day.   |
| Current Margin              | In respect of the Issue Date, the Initial Current Margin.  |
|                             | In respect of any subsequent calendar day, the Current Margin in respect   |

|                               | of any Calculation Period may be reset on each Reset Date, at the discretion<br>of the Issuer, subject to it not exceeding the Maximum Current Margin.<br>The Current Margin shall be determined by the Issuer having regard to<br>the Financing Level Currency, prevailing market conditions and such other<br>factors as the Issuer determines appropriate in its sole discretion.  |
|-------------------------------|---|
| Initial Current<br>Margin     | 3.00%   |
| Maximum Current<br>Margin     | 5.00%   |
|                               | The Issuer has the right to adjust the Maximum Current Margin if, at any<br>time, it determines in its sole discretion that the market costs associated<br>with hedging the Securities have materially increased as compared to the<br>corresponding market costs as of either the Issue Date, or the date on<br>which the Maximum Current Margin was most recently adjusted.   |
|                               | In the event that the Issuer increases the Maximum Current Margin, it shall give notice of such increase (the " <b>Margin Adjustment Notice</b> ") to the Determination Agent and the Securityholders as soon as practicable following such increase.   |
| Rate                          | In respect of any Calculation Period, the Rate shall be determined by the<br>Issuer as the prevailing rate available to the Issuer in respect of its hedging<br>strategy relating to the Securities in the Financing Level Currency with a<br>designated maturity of either overnight or such other maturity as deemed<br>appropriate by the Issuer by reference to the Calculation Period, subject<br>to a maximum of one month.   |
| Calculation Period            | Each period from, and excluding, one Reset Date (or, in the case of the first period, the Issue Date) to, and including, the immediately following Reset Date.  |
| Applicable Dividend<br>Amount | In respect of any calendar day, an amount in the Financing Level Currency<br>determined by the Issuer with reference to any cash dividends per share<br>declared by the issuer of the Reference Asset to holders of record of such<br>share, where the date on which the shares have commenced trading<br>ex-dividend occurs during the relevant Calculation Period. The Applicable<br>Dividend Amount shall be determined as that amount which would be<br>received by the Issuer in respect of such share if it were a holder of such<br>share (net of any deductions, withholdings or other amounts required by<br>any applicable law or regulation, including any applicable taxes, duties or<br>charges of any kind whatsoever), regardless of whether the Issuer actually<br>holds the shares or not, multiplied by the Dividend Participation. |
| Dividend<br>Participation     | 100.00%   |

Definitions relating to the determination of the Specified Early Redemption Event

**Current Stop Loss** In respect of the Issue Date, the Initial Stop Loss Level.

| Level                            | In respect of any subsequent calendar day, the Current Stop Loss Level<br>shall be determined and reset by the Issuer, acting in its sole discretion,<br>on either (i) the first Business Day of each week, or (ii) each calendar day,<br>and shall be set equal to:   |
|----------------------------------|--|
|                                  | (CFLc + SLPc)  |
|                                  | Where:   |
|                                  | " $CFL_c$ " is the Current Financing Level in respect of such calendar day.  |
|                                  | "SLP $_{\rm c}$ " is the Current Stop Loss Premium in respect of such calendar day.  |
|                                  | The Current Stop Loss Level shall be rounded in accordance with the Stop Loss Rounding Convention.   |
|                                  | The Issuer shall make reasonable efforts to publish the applicable Current Stop Loss Level on www.bmarkets.com.  |
| Initial Stop Loss<br>Level       | EUR 38.00, determined as an amount in the Reference Asset Currency<br>equal to the Initial Financing Level plus the Initial Stop Loss Premium,<br>rounded in accordance with the Stop Loss Rounding Convention.  |
| Current Stop Loss                | In respect of the Issue Date, the Initial Stop Loss Premium.   |
| Premium                          | In respect of any subsequent calendar day, the Current Stop Loss Premium<br>shall be an amount in the Financing Level Currency selected wholly at the<br>discretion of the Issuer on each Reset Date, with reference to prevailing<br>market conditions (including, but not limited to, market volatility). For the<br>avoidance of doubt, the Current Stop Loss Premium shall at all times be<br>set at, or above, the Minimum Stop Loss Premium, and at, or below, the<br>Maximum Stop Loss Premium. |
| Initial Stop Loss<br>Premium     | 7.00% × FL   |
|                                  | Where:   |
|                                  | "FL" is the Initial Financing Level.   |
| Minimum Stop Loss<br>Premium     | 5.00% × CFLc   |
| Maximum Stop Loss<br>Premium     | 10.00% × CFL <sub>c</sub> , provided that the Issuer has the right, in its sole discretion, to adjust the Maximum Stop Loss Premium from time to time.<br>In the event that the Issuer increases the Maximum Stop Loss Premium, it shall give notice of such increase (the " <b>Stop Loss Premium Adjustment Notice</b> ") to the Determination Agent and the Securityholders as soon as practicable following such increase.  |
| Stop Loss Rounding<br>Convention | Upwards to the nearest EUR 0.25  |