**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

10,000,000 Open-ended Equity Linked Mini Short Certificates

under the Global Structured Securities Programme

Issue Price: EUR 0.47 per Security

This document constitutes the final terms of the Securities (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.

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

Final Terms dated 3 September 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. 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 14 June 2012.

| 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               |
| Italian Securities Agent: | N/A               |
| CREST Agent:              | N/A               |
| Paying Agent:             | 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 AND THE BASE PROSPECTUS AND THE SUPPLEMENTAL PROSPECTUS SEE "PURCHASE AND SALE" IN THE BASE PROSPECTUS.

These Securities are French Cleared Securities. Securityholders should refer to the provisions of the French Cleared Securities Annex to the Base Prospectus which shall apply to the Securities.

These Securities are Open-ended Equity Linked Mini Short Certificates. Securityholders should refer to paragraph 6 of the Bmarkets Product Elections in Part C of the Equity Linked Annex which shall apply to the Securities. For ease of reference, the relevant Bmarkets Product Elections are set out below.

For the purposes of the Bmarkets Product Elections, the Securities shall be Mini Short Certificates and a Local Currency Translated Issuance.

| 1                    | (i)   | Series:  | NX00106671   |  |
|----------------------|---|--|--|--|
|                      | (ii)  | Tranche:   | 1  |  |
| 2                    | Currency:   |  | Euro ("EUR") (the "Issue Currency")  |  |
| 3                    | Notes:  |  | N/A  |  |
| 4                    | Certificat  | tes:   | Applicable   |  |
|                      | (i)   | Number of Certificates:  | 10,000,000 Securities  |  |
|                      | (ii)  | Minimum Tradable Amount:   | 1 Security (and 1 Security thereafter)   |  |
|                      | (iii)   | Calculation Amount per Security as at the Issue Date:  | 1 Security   |  |
| 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 Date:   |  | 31 August 2012   |  |
| 7                    | Issue Date:   |  | 3 September 2012   |  |
| 8                    | Redemption Date:  |  | Not applicable. The Securities are<br>"open-ended" and may be redeemed<br>pursuant to the following Terms and  |  |
|                      |   |  | Conditions:  |  |
|                      |   |  | Conditions:<br>(i) Put Option  |  |
|                      |   |  |  |  |
|                      |   |  | (i) Put Option   |  |
| 9                    | Issue Prio  | ce:  | (i) Put Option<br>(ii) Call Option   |  |
| 9<br>10              |   | ce:<br>Stock Exchange(s):  | <ul><li>(i) Put Option</li><li>(ii) Call Option</li><li>(iii) Specified Early Redemption Event</li></ul>   |  |
|                      | Relevant<br>The follo   | Stock Exchange(s):<br>wing Relevant Annex(es) shall apply  | <ul><li>(i) Put Option</li><li>(ii) Call Option</li><li>(iii) Specified Early Redemption Event</li><li>EUR 0.47 per Security</li></ul>   |  |
| 10                   | Relevant  | Stock Exchange(s):<br>wing Relevant Annex(es) shall apply  | <ul> <li>(i) Put Option</li> <li>(ii) Call Option</li> <li>(iii) Specified Early Redemption Event</li> <li>EUR 0.47 per Security</li> <li>NYSE Euronext Paris</li> </ul>   |  |
| 10                   | Relevant<br>The follo   | Stock Exchange(s):<br>wing Relevant Annex(es) shall apply  | <ul> <li>(i) Put Option</li> <li>(ii) Call Option</li> <li>(iii) Specified Early Redemption Event</li> <li>EUR 0.47 per Security</li> <li>NYSE Euronext Paris</li> <li>Equity Linked Annex</li> </ul>  |  |
| 10<br>11             | Relevant<br>The follo<br>to the Se  | Stock Exchange(s):<br>wing Relevant Annex(es) shall apply<br>curities:                                       | <ul> <li>(i) Put Option</li> <li>(ii) Call Option</li> <li>(iii) Specified Early Redemption Event</li> <li>EUR 0.47 per Security</li> <li>NYSE Euronext Paris</li> <li>Equity Linked Annex</li> <li>French Cleared Securities Annex</li> </ul>                           |  |
| 10<br>11<br>12       | Relevant<br>The follo<br>to the Se<br>Interest:                                   | Stock Exchange(s):<br>wing Relevant Annex(es) shall apply<br>curities:<br>Amount:                            | <ul> <li>(i) Put Option</li> <li>(ii) Call Option</li> <li>(iii) Specified Early Redemption Event</li> <li>EUR 0.47 per Security</li> <li>NYSE Euronext Paris</li> <li>Equity Linked Annex</li> <li>French Cleared Securities Annex</li> <li>N/A</li> </ul>              |  |
| 10<br>11<br>12<br>13 | Relevant<br>The follo<br>to the Se<br>Interest:<br>Interest                       | Stock Exchange(s):<br>wing Relevant Annex(es) shall apply<br>curities:<br>Amount:                            | <ul> <li>(i) Put Option</li> <li>(ii) Call Option</li> <li>(iii) Specified Early Redemption Event</li> <li>EUR 0.47 per Security</li> <li>NYSE Euronext Paris</li> <li>Equity Linked Annex</li> <li>French Cleared Securities Annex</li> <li>N/A</li> </ul>              |  |
| 10<br>11<br>12<br>13 | Relevant<br>The follo<br>to the Se<br>Interest<br>Interest                        | Stock Exchange(s):<br>wing Relevant Annex(es) shall apply<br>curities:<br>Amount:<br>Rate(s):                | <ul> <li>(i) Put Option</li> <li>(ii) Call Option</li> <li>(iii) Specified Early Redemption Event</li> <li>EUR 0.47 per Security</li> <li>NYSE Euronext Paris</li> <li>Equity Linked Annex</li> <li>French Cleared Securities Annex</li> <li>N/A</li> <li>N/A</li> </ul> |  |
| 10<br>11<br>12<br>13 | Relevant<br>The follo<br>to the Se<br>Interest<br>Interest A<br>Interest F<br>(i) | Stock Exchange(s):<br>wing Relevant Annex(es) shall apply<br>curities:<br>Amount:<br>Rate(s):<br>Fixed Rate: | <ul> <li>(i) Put Option</li> <li>(ii) Call Option</li> <li>(iii) Specified Early Redemption Event</li> <li>EUR 0.47 per Security</li> <li>NYSE Euronext Paris</li> <li>Equity Linked Annex</li> <li>French Cleared Securities Annex</li> <li>N/A</li> <li>N/A</li> </ul> |  |

|    | (v)                     | Bond Li<br>Coupor      | nked Securities - Fixed<br>n:  | N/A  |  |
|----|-------------------------|------------------------|--|--|--|
|    | (vi)                    |                        | nked Securities - Pass<br>h Interest:  | N/A  |  |
| 15 | Screen Ra               | ate Deter              | mination:  | N/A  |  |
| 16 | ISDA Dete               | erminatio              | on:  | N/A  |  |
| 17 | Margin:                 |                        |  | N/A  |  |
| 18 | Minimum                 | n/Maxim                | um Interest Rate:  | N/A  |  |
| 19 | Interest C              | commenc                | ement Date:  | N/A  |  |
| 20 | Interest D              | etermina               | ation Date:  | N/A  |  |
| 21 | Interest C              | alculatio              | n Periods:   | N/A  |  |
| 22 | Interest P              | ayment I               | Dates:   | N/A  |  |
| 23 | Day Coun                | it Fractio             | n:   | N/A  |  |
| 24 | denomina<br>the metho   | ator and<br>od of calo | s, rounding provisions,<br>any other terms relating to<br>culating interest, if different<br>t in the Base Conditions: | N/A  |  |
| 25 | Settlemer               | nt Metho               | d:   | Condition 5.1 of the Base Conditions shall not apply to the Securities.  |  |
|    |                         |                        |  | For the purposes of Conditions 5.2, 5.3 and<br>5.5 of the Base Conditions, "Cash<br>Settlement" shall apply to the Securities. |  |
| 26 | 5 Settlement Currency:  |                        | су:  | Issue Currency   |  |
| 27 | Settlemer               | nt Numbe               | er:  | As defined in Condition 24 of the Base<br>Conditions   |  |
| 28 | Terms rel               | ating to               | Cash Settled Securities:   |  |  |
|    | (i)                     | Final Ca               | ash Settlement Amount:   | N/A  |  |
|    | (ii)                    | Early C                | ash Settlement Amount:   | As defined in Condition 24 of the Base<br>Conditions   |  |
|    | (iii)                   | Early Ca               | ash Redemption Date:   | As defined in Condition 24 of the Base<br>Conditions   |  |
| 29 | Terms rel<br>Securities |                        | Physically Delivered   | N/A  |  |
| 30 | Nominal                 | Call Even              | t:   | N/A  |  |
| 31 | Call Optic              | on:                    |  | Applicable   |  |
|    | (i)                     | Cash Se                | ettled Securities:   | Applicable   |  |
|    |                         | (a)                    | Optional Cash Settlement<br>Amount:  | In respect of each Security, a cash amount<br>determined by the Determination Agent as<br>follows:                             |  |

|    |           |          |                                   | Max (0, CFL <sub>V</sub> - U <sub>V</sub> ) ÷ FX <sub>V</sub> × Security Ratio   |
|----|-----------|----------|-----------------------------------|--|
|    |           |          |                                   | Where:   |
|    |           |          |                                   | " <b>Security Ratio</b> " means in respect of each Security, 0.01.   |
|    |           |          |                                   | "U <sub>v</sub> " is the Valuation Price on the relevant<br>Valuation Date.<br>"CFL <sub>v</sub> " is the Current Financing Level (as set<br>out in the Schedule) in respect of the<br>relevant Valuation Date.                                |
|    |           |          |                                   | "FX <sub>v</sub> " is the Exchange Rate in respect of the relevant Valuation Date.   |
|    |           |          |                                   | "Exchange Rate" means the prevailing<br>exchange rate expressed as the number of<br>units of the Reference Asset Currency<br>equivalent to one unit of the Issue Currency,<br>determined by the Determination Agent in<br>its sole discretion. |
|    |           |          |                                   | " <b>Valuation Date</b> " and " <b>Valuation Time</b> " has the meaning set out in Paragraph 37.   |
|    |           |          |                                   | "Valuation Price" means in respect of a<br>Valuation Date and any relevant Scheduled<br>Trading Day, the price of the Reference<br>Asset at the Valuation Time on such day,<br>as determined by the Determination Agent.                       |
|    |           |          |                                   | Further definitions are set out in the Schedule.   |
|    |           | (b)      | Optional Cash Redemption<br>Date: | 5 <sup>th</sup> Business Day following the relevant Valuation Date   |
|    | (ii)      | Physica  | lly Delivered Securities:         | N/A  |
|    | (iii)     | lssuer C | Option Exercise Date(s):          | Any Scheduled Trading Day during the Issuer Option Exercise Period   |
|    | (iv)      | lssuer C | ption Exercise Period:            | The period from and including the Issuer<br>Option Exercise Commencement Date to<br>and including the Issuer Option Exercise<br>Date on which exercise occurs.   |
|    |           |          |                                   | Where:   |
|    |           |          |                                   | "Issuer Option Exercise Commencement<br>Date" means the Issue Date   |
|    | (v)       | Issuer N | lotice Period Number:             | 10 Business Days   |
| 32 | Put Optio | n:       |                                   | Applicable   |
|    |           |          |                                   | The Securityholder may redeem the  |

Securities, at its option, pursuant to the following Terms and Conditions:

- (i) A Put Option
- (ii) A Put Option following a Margin Adjustment Notice
- (iii) A Put Option following a Stop Loss Premium Adjustment Notice

#### Applicable

(i) In respect of a Put Option:

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

Max (0,  $CFL_v - U_v$ ) ÷  $FX_v \times$  Security Ratio

Where:

"**Security Ratio**" means in respect of each Security, 0.01.

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

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

" $FX_{v}$ " is the Exchange Rate in respect of the relevant Valuation Date.

"Exchange Rate" means the prevailing exchange rate calculated as the Reference Asset Currency divided by the Issue Currency, determined by the Determination Agent in its sole discretion.

"Valuation Date" and "Valuation Time" has the meaning set out in Paragraph 37.

"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

(i)

Cash Settled Securities:

Amount:

**Optional Cash Settlement** 

(a)

|       |         |                                   | on the relevant Valuation Date being equal<br>to the Early Cash Settlement Amount (as<br>defined in Condition 24 of the Base<br>Conditions). In determining such Early Cash<br>Settlement Amount, the Determination<br>Agent shall factor in the adjusted Current<br>Margin (as defined in the Schedule).<br>(iii) <u>In respect of a Put Option following a</u>  |
|-------|---------|-----------------------------------|---|
|       |         |                                   | Stop Loss Premium Adjustment Notice:<br>In respect of each Security, a cash amount<br>determined by the Determination Agent<br>on the relevant Valuation Date being equal<br>to the Early Cash Settlement Amount (as<br>defined in Condition 24 of the Base<br>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 <sup>th</sup><br>Business Day following the relevant<br>Valuation Date.   |
|       |         |                                   | (ii) In respect of a Put Option following a   |
|       |         |                                   | <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  |
|       |         |                                   | 5 <sup>th</sup> Business Day following the relevant Valuation Date.   |
| (ii)  | Physica | lly Delivered Securities:         | N/A   |
| (iii) | Put Opt | tion Exercise Date(s):            | (i) <u>In respect of a Put Option</u> : 5 Business<br>Days prior to the last Scheduled Trading<br>Day of the Put Option Exercise Period<br>Month in each year during the Put Option<br>Exercise Period.   |
|       |         |                                   | Where:  |
|       |         |                                   | " <b>Put Option Exercise Period Month</b> " means September.  |
|       |         |                                   | (ii) <u>In respect of a Put Option following a</u><br><u>Margin Adjustment Notice:</u> Any Business<br>Day during the Put Option Exercise Period.   |
|       |         |                                   | (iii) <u>In respect of a Put Option following a</u><br><u>Stop Loss Premium Adjustment Notice:</u> Any<br>Business Day during the Put Option  |

|    |           |                             | Exercise Period.  |
|----|-----------|-----------------------------|---|
|    | (iv)      | Put Option Exercise Period: | (i) <u>In respect of a Put Option</u> : The period<br>from and including the Put Option Exercise<br>Period Month in the Put Option Exercise<br>Period Year to and including the Put Option<br>Exercise Date on which exercise occurs.   |
|    |           |                             | Where:  |
|    |           |                             | " <b>Put Option Exercise Period Month</b> " means<br>September.   |
|    |           |                             | "Put Option Exercise Period Year" means 2013.   |
|    |           |                             | (ii) <u>In respect of a Put Option following a</u><br><u>Margin Adjustment Notice:</u> The period from<br>and including the date of the Margin  |
|    |           |                             | Adjustment Notice, to and including the 5 <sup>th</sup><br>Business Day following the date of the<br>Margin Adjustment Notice .   |
|    |           |                             | (iii) <u>In respect of a Put Option following a</u><br><u>Stop Loss Premium Adjustment Notice:</u> The<br>period from and including the date of the<br>Stop Loss Premium Adjustment Notice, to  |
|    |           |                             | and including the 5 <sup>th</sup> Business Day following<br>the date of the Stop Loss Premium<br>Adjustment Notice.   |
|    | (v)       | Put Notice Period Number:   | (i) <u>In respect of a Put Option:</u> 10 Business<br>Days.   |
|    |           |                             | (ii) <u>In respect of a Put Option following a</u><br><u>Margin Adjustment Notice:</u> 5 Business Days.   |
|    |           |                             | (iii) <u>In respect of a Put Option following a</u><br><u>Stop Loss Premium Adjustment Notice:</u> 5<br>Business Days.  |
| 33 | Specified | Early Redemption Event:     | Applicable  |
|    |           |                             | If, at any time on any day from, and<br>including, the Issue Date, the Issuer<br>determines in its sole discretion that the<br>market price of the Reference Asset is equal<br>to, or higher than, the prevailing Current<br>Stop Loss Level (as defined in the Schedule)<br>(the date of such occurrence, the " <b>Stop Loss</b><br><b>Termination Event Date</b> "), the Issuer shall<br>notify the Securityholder and shall redeem<br>all of the Securities (in whole only) at the |

Specified Early Cash Settlement Amount on the Specified Early Cash Redemption Date.

- (i) Automatic Early Redemption:
- (ii) Cash Settled Securities:
  - (a) Specified Early Cash Settlement Amount:

Applicable

Applicable

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

Max (0,  $CFL_v - SLTRP$ ) ÷  $FX_v \times$  Security Ratio

Where:

"**Security Ratio**" means in respect of each Security, 0.01.

"SLTRP" is the Stop Loss Termination Reference Price.

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

" $FX_v$ " is the Exchange Rate in respect of the relevant Valuation Date.

"Exchange Rate" means the prevailing exchange rate expressed as the number of units of the Reference Asset Currency equivalent to one unit of the Issue Currency, determined by the Determination Agent in its sole discretion.

"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 or levels 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 place, at the Issuer's discretion, no later the Scheduled Trading than Day immediately following the Stop Loss Termination Event Date.

Further definitions are set out in Schedule.

 ${\bf 5}^{\rm th}$  Business Day following the relevant Valuation Date

(b) Specified Early Cash Redemption Date(s):

|    | (iii)   | Physically Delivered Securities:                                    | N/A   |   |
|----|---|---|---|---|
|    | (iv)  | Specified Early Redemption Notice<br>Period:                        | Securityholder of the<br>Specified Early Redement<br>that a failure by the<br>Securityholder of the<br>Specified Early Redement | promptly notify the<br>he occurrence of a<br>nption Event, provided<br>e Issuer to notify the<br>he occurrence of a<br>nption Event shall not<br>te the occurrence or |
| 34 | Maximum and Minimum Redemption<br>Requirements:   |   | N/A   |   |
| 35 | Additional Disruption Events in addition to those specified in Condition 24 of the Base Conditions and any applicable Relevant Annex: |   |   |   |
|    | (i)   | Affected Jurisdiction Hedging<br>Disruption:                        | N/A   |   |
|    | (ii)  | Affected Jurisdiction Increased Cost of Hedging:                    | N/A   |   |
|    | (iii)   | Affected Jurisdiction:  | N/A   |   |
|    | (iv)  | Other Additional Disruption Events:                                 | N/A   |   |
|    | (v)   | The following shall not constitute<br>Additional Disruption Events: | N/A   |   |
| 36 | Share Linl  | ked Securities:   | N/A   |   |
| 37 | Index Link  | ed Securities:  | Applicable  |   |
|    | (i)   | Index/Indices (each a " <b>Reference</b>                            | Index   | S&P 500 INDEX   |

| ) | Index/Indices (each a "Reference |
|---|----------------------------------|
|   | Asset"):                         |

| 9 | Index   | S&P 500 INDEX   |
|---|---|---|
|   |   | Provided that the<br>Reference Asset  |
|   |   | represents a<br>notional investment<br>in such Index with a<br>notional investment<br>size of one unit of<br>Reference Asset<br>Currency per index<br>point |
|   | Reference Asset<br>Currency                           | United States Dollar<br>("USD")   |
|   | Reuters Code (for<br>identification<br>purposes only) | .SPX  |
|   |   | SPX   |

|        |   | Bloomberg Ticker<br>(for identification<br>purposes only)                            |   |
|--------|---|--|---|
|        |   | Index Sponsor  | Standard and Poors  |
| (ii)   | Future Price Valuation:   | N/A  |   |
| (iii)  | Exchange-traded Contract:   | N/A  |   |
| (iv)   | Exchange(s):  | Multi-exchange Inde  | x   |
| (v)    | Related Exchange(s):  | All Exchanges  |   |
| (vi)   | Exchange Rate:  | N/A  |   |
| (vii)  | Weighting for each Reference Asset comprising the Basket of Reference Assets: | N/A  |   |
| (viii) | Index Level of each Reference Asset:  | N/A  |   |
| (ix)   | Valuation Date:   |  | Put Option, the 5 <sup>th</sup><br>ving the Put Option<br>ich exercise occurs.  |
|        |   | Margin Adjustment  | ut Option following a<br>Notice, the day on<br>Exercise Notice is<br>rr.  |
|        |   | Stop Loss Premium A  | ut Option following a<br>adjustment Notice, the<br>tion Exercise Notice is<br>r.  |
|        |   | () I   | Call Option, the 5 <sup>th</sup> ing the Issuer Option ich exercise occurs.   |
|        |   | Redemption Event<br>discretion, either<br>Termination Event Da<br>the Scheduled Trad | a Specified Early<br>at the Issuer's<br>(a) the Stop Loss<br>ate or (b) no later than<br>ing Day immediately<br>oss Termination Event |
|        |   | (vi) each Scheduled  | Trading Day.  |
| (x)    | Valuation Time:   | As per the Equity Lir  | nked 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<br>Event:   | N/A   |
|----|-------------------------|---|---|
|    | (xv)                    | ODI Early Redemption Event:   | N/A   |
|    | (xvi)                   | FINI Early Redemption Event:  | N/A   |
|    | (xvii)                  | Local Jurisdiction Taxes and<br>Expenses:   | N/A   |
|    | (xviii)                 | Other adjustments:  | N/A   |
| 38 | Inflation L             | inked Securities:   | N/A   |
| 39 | FX Linked               | Securities:   | N/A   |
| 40 | Credit Lin              | ked Securities:   | N/A   |
| 41 | Commodi                 | ty Linked Securities:   | N/A   |
| 42 | (a)                     | Barclays Commodity Index Linked<br>Securities ( <i>Section 2 of the Barclays</i><br><i>Index Annex</i> ):                           | N/A   |
|    | (b)                     | Barclays Equity Index Linked<br>Securities ( <i>Section 3 of the Barclays</i><br><i>Index Annex</i> ):                              | N/A   |
|    | (c)                     | Barclays FX Index Linked Securities (Section 4 of the Barclays Index Annex):  | N/A   |
|    | (d)                     | Barclays Interest Rate Index Linked<br>Securities ( <i>Section 5 of the Barclays</i><br><i>Index Annex</i> ):                       | N/A   |
|    | (e)                     | Barclays Emerging Market Index<br>Linked Securities ( <i>Section 6 of the</i><br><i>Barclays Index Annex</i> ):                     | N/A   |
| 43 | Bond Link               | ed Securities:  | N/A   |
| 44 | Fund Link               | ed Securities:  | N/A   |
| 45 | Registered<br>Swedish R | at in respect of VP Notes, APK<br>d Securities, Dutch Securities,<br>egistered Securities, VPS Registered<br>or Spanish Securities: | N/A   |
| 46 |                         | l provisions relating to Taxes and<br>It Expenses:  | N/A   |
| 47 | Business [              | Day:  | As defined in Condition 24 of the Base<br>Conditions  |
| 48 | Additiona               | l Business Centre(s):   | London and TARGET   |
| 49 | Non-US S                | elling 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.

| 50 | Applicabl  | e TEFRA exemption:   | N/A                   |
|----|------------|--|-----------------------|
| 51 | Business I | Day Convention:  | Following             |
| 52 | Relevant   | Clearing System(s):  | Euroclear France S.A. |
| 53 | If syndica | ted, names of Managers:  | N/A                   |
| 54 | (a)        | Details relating to Partly Paid<br>Securities:                 | N/A                   |
|    | (b)        | Details relating to Instalment Notes:                          | N/A                   |
| 55 | Relevants  | securities codes:  | ISIN: FR0011317833    |
| 56 |            | ions to the Master Subscription<br>nt and/or Agency Agreement: | N/A                   |
| 57 |            | I Conditions and/or modification to tions of the Securities:   | N/A                   |

#### Part B

#### Other Information

#### 1 Listing and Admission to Trading

| (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 EUR 350 upfront and EUR 1.75 daily   |

#### 2 Ratings

Ratings:

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 4,700,000                            |
| (iii) | Estimated total expenses: | Up to 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

# 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

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 code(s): .SPX, Bloomberg Ticker(s): SPX.

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 these Final Terms. It does not purport to be an exhaustive description.

The product is issued as Certificates in EUR and aims to provide a positive return if the price of the Reference Asset falls over the investment period and conversely, a negative return if the price of the Reference Asset rises over the investment period. This inverse exposure to the Reference Asset (typically referred to as "short exposure") may be amplified (leveraged) in certain circumstances. The return on the Certificates factors in a net financing cost which may be positive or negative and which is comprised of any proceeds that the Issuer receives through its hedge for the Certificates, less (i) any associated borrowing costs, and (ii) a variable charge for arranging the Certificates. This net financing cost will accrue daily and be added to, or deducted from (as the case may be) the amount payable to investors on redemption of the Certificates.

The Certificates will redeem automatically if the value of the Reference Asset rises to, or above, 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, the Security Ratio and the prevailing Exchange Rate and any dividends that have been paid by shares that have comprised the Index 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.

#### 9 Performance of Rate(s) of Exchange and Explanation of Effect on Value of Investment

N/A

#### 10 Operational Information

| Any clearing system(s) other than Euroclear<br>Bank S.A./N.V. and Clearstream Banking<br>société anonyme (together with their<br>addresses) and the relevant identification<br>number(s): | Euroclear France S.A.    |
|---|--------------------------|
| Delivery:   | Delivery against payment |
| Names and addresses of additional Paying<br>Agents(s) (if any):   | N/A                      |
| Intended to be held in a manner which would allow Eurosystem eligibility:   | No                       |

#### 11 Offer Information

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

#### Schedule

#### Optional Cash Settlement Amount Provisions for a Put Option and a Call Option

| Financing Level<br>Currency | The Reference Asset Currency   |
|-----------------------------|--|
| Current Financing           | In respect of the Issue Date, the Initial Financing Level.   |
| Level                       | In respect of any subsequent calendar day, an amount determined by the Issuer equal to:  |
|                             | $(CFL_R + FC_c - DIV_c)$   |
|                             | Where:   |
|                             | $^{\rm "}{\rm CFL}_{\rm R}^{\rm "}$ is the Current Financing Level in respect of the immediately preceding Reset Date.             |
|                             | "FC $\epsilon$ " is the Funding Cost in respect of such calendar day.  |
|                             | " $\ensuremath{DIV}\xspace^{\!\!\!\!\!}$ 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  | USD 1,469.0206   |
| 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 $_{ m c}$ " is the Funding Rate in respect of such calendar day.   |
|                             | $^{\rm "}{\rm CFL}_{\rm R}^{\rm "}$ 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. |
|                             | For the avoidance of doubt, it should be noted that the Funding Cost may,<br>in respect of any day, be a negative amount.          |
| Funding Rate                | In respect of any calendar day, an amount determined by the Issuer in its sole discretion equal to:                                |
|                             | $(R_c - CM_c)$   |
|                             | Where:   |
|                             | "CMc" is the Current Margin applicable in respect of the Calculation Period in which such calendar day falls.                      |
|                             | " $\mathbf{R}_{c}$ " 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<br>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               | 5.00%   |
| Margin                        | 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 "Margin Adjustment Notice") 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.  |
| Dividends                     | Applicable  |
| 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>that has comprised the Index during the Calculation Period declared by<br>the issuer of such share to holders of record of such share, where the date<br>on which the shares have commenced trading ex-dividend occurs during<br>the relevant Calculation Period. The Applicable Dividend Amount shall be<br>determined as that gross amount which has been declared and paid by<br>the issuer of the share in respect of such share (disregarding any<br>deductions, withholdings or other amounts required by any applicable law<br>or regulation, including any applicable taxes, duties or charges of any kind<br>whatsoever) multiplied by the Dividend Participation. |
| Dividend<br>Participation     | 100.00%   |

Specified Early Redemption Event Provisions

| 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:   |
|                              | "CFLc" is the Current Financing Level in respect of such calendar day.   |
|                              | "SLPc" 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   | USD 1,420.00, determined as an amount in the Reference Asset Currency<br>equal to the Initial Financing Level minus 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            | Initial Stop Loss Premium Percentage × FL  |
| Premium                      | Where:   |
|                              | "Initial Stop Loss Premium Percentage" means 3.00%.  |
|                              | "FL <sub>"</sub> is the Initial Financing Level.   |
| Minimum Stop Loss            | Minimum Stop Loss Premium Percentage × CFL <sub>c</sub>  |
| Premium                      | Where:   |
|                              | "Minimum Stop Loss Premium Percentage" means 1.00%.  |
| Maximum Stop Loss<br>Premium | has the right, in its sole discretion, to adjust the Maximum Stop Loss<br>Premium from time to time.<br>In the event that the Issuer increases the Maximum Stop Loss Premium, it<br>shall give notice of such increase (the " <b>Stop Loss Premium Adjustment</b><br><b>Notice</b> ") to the Determination Agent and the Securityholders as soon as<br>practicable following such increase.  |
|                              | Where:   |

|                    | "Maximum Stop Loss Premium Percentage" means 5.00%. |
|--------------------|---|
| Stop Loss Rounding | Downwards to the nearest Stop Loss Rounding Amount. |
| Convention         | Where:  |
|                    | "Stop Loss Rounding Amount" means USD 5.00.         |

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