Notes issued pursuant to these Final Terms are securities to be listed under Listing Rule 19.

15 August 2014

Investec Bank plc

Issue of GBP Multi-Equity Notes with Capital at Risk
under the £4,000,000,000
Zebra Capital Plans Retail Structured Products Programme

PART A – CONTRACTUAL TERMS

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the base prospectus in relation to the £4,000,000,000 Zebra Capital Plans Retail Structured Products Programme dated 13 August 2014, which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of Article 5(4) of the Prospectus Directive (Directive 2003/71/EC as amended by Directive 2008/11/EC, Directive 2010/73/EU and Directive 2008/78/EU) (the "**Prospectus Directive**").

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions set forth in the Base Prospectus.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at and copies may be obtained from www.investecstructuredproducts.com and during normal working hours from Investec Bank plc, 2 Gresham Street, London EC2V 7QP, and from Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS13 8AE. A summary of the offer of the Notes is annexed to these Final Terms.

1.	Issuer:	Investec Bank plc
2.	(a) Series Number:	ZCP2014-45S
	(b) Tranche Number:	1
3.	Specified Currency or Currencies:	Pounds Sterling ("**GBP**")
4.	Aggregate Nominal Amount:	
	(a) Series:	The aggregate nominal amount of the Notes issued will be notified and published on or about the Issue Date
	(b) Tranche:	The aggregate nominal amount of the Notes issued will be notified and published on or about the Issue Date
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(a) Specified Denominations:	GBP1.00
	(b) Calculation Amount:	GBP1.00
7.	Issue Date:	14 October 2014
8.	Maturity Date:	14 October 2020

9.	Redemption/Payment Basis:	Final Redemption Amount linked to value of Preference Shares in accordance with Condition 5 (*Redemption and Purchase*)
10.	Call Option:	Not Applicable
11. (a)	Security Status:	Secured Notes. The Issuer has designated the Notes as covered bonds
(b)	Secured Portion:	100 per cent. of the Notes
(c)	Date approval for issuance of Notes Obtained:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

12.	Issuer Call:	Not Applicable
13. (a)	Final Redemption Amount of each Note:	Final Redemption Amount linked to value of Preference Shares in accordance with Condition 5 (*Redemption and Purchase*)
(b)	Classes of Preference Shares to which this Series of Notes are linked and their respective Preference Share Weightings:	

Class	**Preference Share Weighting**	**Issue Price**
Class ZCP2014-45S – A	20%	100% of the Aggregate Nominal Amount
Class ZCP2014-45S – B	20%	100% of the Aggregate Nominal Amount
Class ZCP2014-45S – C	20%	100% of the Aggregate Nominal Amount
Class ZCP2014-45S – D	20%	100% of the Aggregate Nominal Amount
Class ZCP2014-45S - E	20%	100% of the Aggregate Nominal Amount

(c)	Upside Notes with Capital at Risk Terms	Not Applicable
(d)	Upside Plus Notes with Capital at Risk Terms	Not Applicable
(e)	Kick Out Upside Plus Notes with	Not Applicable

	Capital at Risk Terms	
(f)	Kick Out Notes with Capital at Risk Terms	Not Applicable
(g)	Multi Equity Kick Out Notes with Capital at Risk Terms:	Applicable
•	Worst Performing Index:	on any day, or in respect of any period, and in respect of two or more Indices, the Index for which the Final Index Level *divided by* Initial Index Level is the lowest (and the Final Index Level and Initial Index Level of such Index being "FIL_{WP}" *and* "IIL_{WP}" respectively)
•	Return Threshold:	100 per cent. of the Initial Index Level of the Worst Performing Index
•	Digital Return:	160 per cent.
(h)	N Barrier Equity Linked Notes (Accumulation) with Capital at Risk Terms	Not Applicable
(i)	Range Accrual Equity Linked Notes (Accumulation) with Capital at Risk Terms	Not Applicable

INDEX LINKED PROVISIONS

14.	Single Index	Not Applicable
15.	Basket of Indices	Applicable
(a)	Additional Disruption Events:	Hedging Disruption and Increased Cost of Hedging
(b)	Automatic Early Redemption:	Applicable. Additional Scheduled Trading Day Provisions are applicable in respect of the Automatic Early Redemption Valuation Date.

• Automatic Early Redemption Event:

Automatic Early Redemption Valuation Date	Automatic Early Redemption Date	Automatic Early Redemption Amount	Automatic Early Redemption Level
14 October 2015	16 October 2015	110.00 per cent. of Issue Price	100 per cent. of Initial Index Level
14 October 2016	18 October 2016	120 per cent. of Issue Price	100 per cent. of Initial Index Level
16 October 2017	18 October 2017	130 per cent. of Issue Price	100 per cent. of Initial Index Level

	15 October 2018	17 October 2018	140 per cent. of Issue Price	100 per cent. of Initial Index Level
	14 October 2019	16 October 2019	150 per cent. of Issue Price	100 per cent. of Initial Index Level

- Automatic Early Redemption Averaging: Applicable.
- Automatic Early Redemption Averaging Dates: Automatic Early Redemption Averaging Period Applies.
- Automatic Early Redemption Averaging Period: Applicable

Automatic Early Redemption Valuation Date	Automatic Early Redemption Averaging Period
14 October 2015	The Automatic Early Redemption Valuation Date and the four Scheduled Trading Days prior to the Automatic Early Redemption Valuation Date which are Scheduled Trading Days in respect of each Index.
14 October 2016	The Automatic Early Redemption Valuation Date and the four Scheduled Trading Days prior to the Automatic Early Redemption Valuation Date which are Scheduled Trading Days in respect of each Index.
16 October 2017	The Automatic Early Redemption Valuation Date and the four Scheduled Trading Days prior to the Automatic Early Redemption Valuation Date which are Scheduled Trading Days in respect of each Index.
15 October 2018	The Automatic Early Redemption Valuation Date and the four Scheduled Trading Days prior to the Automatic Early Redemption Valuation Date which are Scheduled Trading Days in respect of each Index.
14 October 2019	The Automatic Early Redemption Valuation Date and the four Scheduled Trading Days prior to the Automatic Early Redemption Valuation Date which are Scheduled Trading Days in respect of each Index.

- Observation Date(s): Not Applicable
- Observation Period: Not Applicable

(c) Kick Out Upside Return: Not Applicable

(d) Final Redemption Date: 14 October 2020

(e) Final Redemption Valuation Date: Not Applicable

(f) Final Averaging: Applicable.

- Final Averaging Dates: Final Averaging Period applies
- Final Averaging Period: The Final Redemption Date and the four Scheduled Trading Days prior to the Final Redemption Date which are Scheduled Trading Days in respect of each Index.

(g) Trigger Event: Applicable

(h) Barrier: Applicable

- Barrier: the relevant percentage of the Initial Index Level set out for the relevant Index in the table below
- Barrier Start Date: 15 October 2014
- Barrier End Date: 14 October 2020
- Barrier Observation: As of the official close of business on any Exchange Business Day in the Barrier Period.
- Barrier Condition Averaging: Not Applicable

(i) Basket:

Index	Exchange	Weighting	Barrier (per cent. of Initial Index Level)
FTSE™ 100 Index	London Stock Exchange plc	Not Applicable	50
S&P 500® Index	New York Stock Exchange	Not Applicable	50

(j) Strike Date: Not Applicable

(k) Strike Level: Not Applicable

(l) Best Strike : Not Applicable

(m) Initial Averaging: Not Applicable

(n) Business Day: a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in London and the Cayman Islands

(o) Valuation Time: Not Applicable

(p) Constant Monitoring: Not Applicable

(q) Official Closing Level Only: Applicable

(r) Averaging Dates Market Disruption: Modified Postponement 2

(s)	Exchange(s):	The relevant Exchange set out for the relevant Index in the table above
(t)	Index Sponsors:	FTSE™ 100 Index: FTSE International Limited S&P 500® Index: Standard and Poor's
(u)	Multi-Exchange Index:	No
(v)	Non Multi-Exchange Index:	Yes

SHARE LINKED PROVISIONS

16.	Single share	Not Applicable
17.	Basket of Shares	Not Applicable
	CREDIT LINKED PROVISIONS	
18.	**CREDIT LINKED PROVISIONS**	Applicable
	Total proportion of Note linked to Credit Linked Preference Shares:	100 per cent. of the Note
	Credit Linked Preference Shares	
	Reference Entity:	

Class of Preference Shares	Reference Entity	Further information regarding the Reference Entity
Class ZCP2014-45S – A	Aviva plc	Further information regarding Aviva plc can be obtained from its website www.aviva.co.uk
Class ZCP2014-45S – B	Barclays Bank plc	Further information regarding Barclays Bank plc can be obtained from its website www.barclays.co.uk
Class ZCP2014-45S – C	Santander UK plc	Further information regarding Santander UK plc can be obtained from its website www.santander.co.uk
Class ZCP2014-45S – D	The Royal Bank of Scotland plc	Further information regarding The Royal Bank of Scotland plc can be obtained from its website www.rbs.co.uk
Class ZCP2014-45S – E	Lloyds Bank plc	Further information regarding Lloyds Bank plc can be obtained from its

Recovery Rate:	General Recovery Rate shall apply.

GENERAL PROVISIONS APPLICABLE TO THE NOTES

19.	Form of Notes:	Uncertificated Registered Notes.
20.	Additional Financial Centre(s):	Not Applicable
21.	Details relating to Instalment Notes:	
	(a) Instalment Amount(s):	Not Applicable
	(b) Instalment Date(s):	Not Applicable

DISTRIBUTION

22.	(a) If syndicated, names of Managers:	Not Applicable
	(b) Date of Subscription Agreement:	Not Applicable
23.	If non-syndicated, name and address of relevant Dealer:	Investec Bank plc, 2 Gresham Street, London EC2V 7QP
24.	U.S. Selling Restrictions:	Reg. S Compliance Category: 2; TEFRA Not Applicable

TAXATION

25.	Taxation:	Condition 7A (*Taxation - No Gross up*) applies

SECURITY PROVISIONS

26.	Security Provisions:	Applicable
	(a) Secured Portion:	100 per cent. of the Notes
	(b) Whether Collateral Pool secures this Series of Notes only or this Series and other Series:	This Series and other Series
	(c) Date of Supplemental Trust Deed relating to the Collateral Pool securing the Notes and Series Number of first Series of Covered Notes secured	Supplemental Trust Deed dated 29 April 2013 securing Series Number ZCP 2013-3 among others

thereby:

(d)	Eligible Collateral:		Valuation Percentage	Maximum Percentage
	(A)	Cash in an Eligible Currency	100%	100%
	(B)	Negotiable debt obligations issued by the government of the United Kingdom having an original maturity at issuance of not more than one year	100%	100%
	(C)	Negotiable debt obligations issued by the government of the United Kingdom having an original maturity at issuance of more than one year but not more than 10 years	100%	100%
	(D)	Negotiable debt obligations issued by the government of the United Kingdom having an original maturity at issuance of more than 10 years	100%	100%

(E) Negotiable senior debt obligations issued or guaranteed by any of the following entities:

Name of Entity	Valuation Percentage	Maximum Percentage
Aviva plc	100%	30%
Barclays Bank plc	100%	30%
Santander UK plc	100%	30%
The Royal Bank of Scotland plc	100%	30%
Lloyds Bank plc	100%	30%

(e) Valuation Dates: Every Business Day from but excluding the Issue date to and including the Maturity Date

(f) Eligible Currency: GBP

(g) Minimum Transfer Amount: GBP10,000

(h) Independent Amount: GBP100,000

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By: ..... By: .....

Duly authorised *Duly authorised*

Jennifer Peacock
Authorised Signatory

Anant Patel
Authorised Signatory

PART B – OTHER INFORMATION

1. LISTING

(i)	Listing:	Official List of the FCA
(ii)	Admission to trading:	Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange plc with effect on or around the Issue Date.

2. RATINGS

Ratings:	The Notes to be issued have not been rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in the "Subscription and Sale" section of the Base Prospectus, relating to the Issuer's agreement to reimburse the Dealers to certain of their expenses in connection with the update of the Programme and the issue of Notes under the Programme and to indemnify the Dealers against certain liabilities incurred by them in connection therewith, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

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

(i)	Reasons for the offer:	Information not required
(ii)	Estimated net proceeds:	Information not required
(iii)	Estimated total expenses:	Information not required

5. PERFORMANCE AND VOLATILITY OF THE UNDERLYING AND OTHER INFORMATION CONCERNING THE UNDERLYING

Information about the past and the further performance of the underlying and its volatility can be found on Bloomberg.

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

6. OPERATIONAL INFORMATION

(i)	ISIN Code:	GB00BPZ5X618
(ii)	SEDOL Code:	BPZ5X61
(iii)	Common Code:	Not Applicable
(iv)	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	The Notes will be Uncertificated Registered Notes held in CREST.
(v)	Delivery:	Delivery free of payment

(vi)	Additional Paying Agent(s) (if any):	Not Applicable
(vii)	Common Depositary:	Not Applicable
(Viii)	Calculation Agent:	Investec Bank plc
	— is Calculation Agent to make calculations?	Yes
	— if not, identify calculation agent:	Not Applicable

7. TERMS AND CONDITIONS OF THE OFFER

(i)	Offer Price:	Issue Price
(ii)	Offer Period:	An offer of the Notes will be made by the Plan Manager (as defined in Part B, paragraph 7(v) hereof) other than pursuant to Article 3(2) of the Prospectus Directive during the period from 9.00 a.m. (GMT) on 18 August 2014 until 5.00 p.m. (GMT) on 26 September 2014.
(iii)	Conditions to which the offer is subject:	The Notes will be offered to retail investors in the United Kingdom, Jersey, Guernsey and the Isle of Man (the "**Public Offer Jurisdictions**") and will be available only through an investment in the Investec Dual Index Enhanced Kick Out Plan 9 – UK5 Option (the "**Plan**"), details of which are available from an intermediary.
(iv)	Description of the application process:	Prospective investors should complete and sign an application form obtainable from their intermediary and send it to their intermediary who will send it to Investec Administration. Duly completed applications together with cheques for the full amount of the investor's subscription must be received by Investec Administration no later than: (a) 5:00 p.m. (GMT) on 26 September 2014 (other than in respect of ISA transfers); or (b) 5:00 p.m. (GMT) on 12 September 2014 in respect of ISA transfers. Investec Administration will send investors written acknowledgement by the end of the next working day following receipt of the completed application form. After the Issue Date, investors will be sent an opening statement showing each investor's holdings in the Notes.

(v)	Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Investec Bank plc as plan manager (the "**Plan Manager**") in relation to the Plan may accept duly completed applications subject to the Terms and Conditions set out in the brochure relating to the Plan (the "**Plan Brochure**"). The Plan Manager reserves the right to reject an application for any reason, in which case the subscription monies will be returned. Further details of the cancellation rights and the application process are set out in the Plan Brochure.
(vi)	Details of the minimum and/or maximum amount of application:	Minimum of GBP3,000 to a maximum of GBP1,000,000
(vii)	Details of the method and time limits for paying up and delivering the Notes:	Cheques for the full amount of the investor's subscription must be received no later than 26 September 2014 (or 12 September 2014 in respect of ISA transfers). Prospective Noteholders will be notified by the Plan Manager of their allocation of Notes. The Notes will be collectively held for investors in the name of Ferlim Nominees Limited, except to the extent that alternative delivery and settlement arrangements have been agreed between individual investors and the Plan Manager, as described more fully in the Plan Brochure.
(viii)	Manner in and date on which results of the offer are to be made public:	The final size will be known at the end of the Offer Period. A copy of these Final Terms will be filed with the Financial Conduct Authority in the UK (the "**FCA**"). On or before the Issue Date, a notice pursuant to UK Prospectus Rule 2.3.2(2) of the final aggregate principal amount of the Notes will be (i) filed with the FCA and (ii) published in accordance with the method of publication set out in Prospectus Rule 3.2.4(2).
(ix)	Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
(x)	Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	At the end of the Offer Period, the Plan Manager will proceed to notify the prospective Noteholders as to the amount of their allotment of the Notes
(xi)	Amount of any expenses and taxes specifically charged to the subscriber	None.

	or purchaser:	
(xii)	Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	Investec Bank plc, 2 Gresham Street, London EC2V 7QP

ADDITIONAL PROVISIONS NOT REQUIRED BY THE SECURITIES NOTE RELATING TO THE UNDERLYING

Statements regarding the Reference Entity: Applicable

Aviva plc, Barclays Bank plc, Santander UK plc, The Royal Bank of Scotland plc, Lloyds Bank plc

STATEMENTS REGARDING THE REFERENCE ENTITY

The Reference Entity has not sponsored or endorsed the Preference Shares, the Notes or the related plan in any way, nor has it undertaken any obligation to perform any regulated activity in relation to the Preference Shares, the Notes or the related plan.

Index Disclaimers (for Preference Shares linked to an Index or Basket of Indices): Applicable

INDEX DISCLAIMERS (FOR PREFERENCE SHARES LINKED TO AN INDEX OR BASKET OF INDICES)

The Preference Shares are not sponsored, endorsed, sold or promoted by the Index or the Index Sponsor and the Index Sponsor has made no representation whatsoever, whether express or implied, either as to the results to be obtained from the use of the Index and/or the levels at which the Index stands at any particular time on any particular date or otherwise. The Index Sponsor shall not be liable (whether in negligence or otherwise) to any person for any error in the Index and the Index Sponsor is under no obligation to advise any person of any error therein. The Index Sponsor has made no representation whatsoever, whether express or implied, as to the advisability of purchasing or assuming any risk in connection with the Preference Shares. Neither the Company nor the Preference Share Calculation Agent shall have any liability to any person for any act or failure to act by the Index Sponsor in connection with the calculation, adjustment or maintenance of the Index. Neither the Company nor the Preference Share Calculation Agent has any affiliation with or control over the Index or the Index Sponsor or any control over the computation, composition or dissemination of the Index. Although the Company and the Preference Share Calculation Agent will obtain information concerning the Index from publicly available sources they believe to be reliable, they will not independently verify this information.

Statements regarding the FTSE™ 100 Index: Applicable

STATEMENTS REGARDING THE FTSE™ 100 INDEX

The Preference Shares are not sponsored, endorsed or promoted by the FTSE ("**FTSE**") or by The London Stock Exchange plc (the "**Exchange**") or by The Financial Times Limited ("**FT**") and neither FTSE or Exchange or FT makes any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the FTSE™ 100 Index (the "**Index**") and/or the figure at which the said Index stands at any particular time on any particular day or otherwise. The Index is compiled and calculated solely by FTSE. However, neither FTSE or Exchange or FT shall be liable (whether in negligence or otherwise) to any person for any error in the Index and neither FTSE or Exchange or FT shall be under any obligation to advise any person of any error therein.

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(Source: The Financial Times Limited)

Statements regarding the S&P 500® Index: Applicable

STATEMENTS REGARDING THE S&P 500® INDEX

NEITHER S&P, ITS AFFILIATES NOR THEIR THIRD PARTY LICENSORS GUARANTEE THE ADEQUACY, ACCURACY, TIMELINESS OR COMPLETENESS OF THE INDEX OR ANY DATA INCLUDED THEREIN OR ANY COMMUNICATIONS, INCLUDING BUT NOT LIMITED TO, ORAL OR WRITTEN COMMUNICATIONS (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. S&P, ITS AFFILIATES AND THEIR THIRD PARTY LICENSORS SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS OR DELAYS THEREIN. S&P 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 MARKS, THE INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P, ITS AFFILIATES OR THEIR THIRD PARTY LICENSORS BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE OR CONSEQUENTIAL DAMAGES, INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY OR OTHERWISE.

The S&P 500® is a trademark of Standard & Poor's and has been licensed for use by Investec Bank plc and Zebra Capital II Limited.

(Source: Standard & Poor's)

ANNEX

Summary

Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case, a short description of the Element is included in the summary with the mention of "Not Applicable".

SECTION A – INTRODUCTION AND WARNINGS		
A.1	**Introduction:**	This summary should be read as an introduction to this Base Prospectus and any decision to invest in the Notes should be based on a consideration of this Base Prospectus as a whole by the investor. Where a claim relating to the information contained in this Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member State, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of this Base Prospectus or it does not provide, when read together with the other parts of this Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes.
A.2	**Consent:**	The Issuer gives its express consent, either as a "general consent" or as a "specific consent" as described below, to the use of the prospectus by a financial intermediary that satisfies the Conditions applicable to the "general consent" or "specific consent", and accepts the responsibility for the content of the Base Prospectus, with respect to the subsequent resale or final placement of securities by any such financial intermediary to retail investors in the United Kingdom and/or Ireland (the "**Public Offer Jurisdictions**") in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus (any such offer being a "**Public Offer**"). *General consent*: Subject to the "*Common conditions to consent*" set out below, the Issuer hereby grants its consent to the use of this Base Prospectus for the entire term of the Base Prospectus in connection with a Public Offer of any Tranche of Notes by any financial intermediary in the Public Offer Jurisdictions which is authorised to make such offers under the Financial Services and Markets Act 2000, as amended, or other applicable legislation implementing Directive 2004/39/EC (the "**Markets in Financial Instruments Directive**") and publishes on its website the following statement (with the information in square brackets being completed with the relevant information): "We, [*insert legal name of financial intermediary*], refer to the base prospectus (the "**Base Prospectus**") relating to notes issued under the £4,000,000,000 Zebra Capital Plans Retail Structured Products Programme (the "**Notes**") by Investec Bank plc (the "**Issuer**"). We agree to use the Base Prospectus in connection with the offer of the Notes in the United Kingdom, Jersey and the Isle of Man and Guernsey in accordance with the consent of the Issuer in the Base Prospectus and subject to the conditions to such consent specified in the Base Prospectus as being the "*Common conditions to consent*"." Any new information with respect to any financial intermediary or intermediaries unknown at the time of the approval of this Base Prospectus or after the filing of the applicable Final Terms will be published on the Issuer's website (*www.investecstructuredproducts.com*). *Common conditions to consent*: The conditions to the Issuer's consent are that such consent (a) is only valid in respect of the relevant Tranche of Notes; (b) is only valid during the Offer Period specified in the relevant Final Terms; and (c) only extends to the use of this Base

		Prospectus to make Public Offers of the relevant Tranche of Notes in the United Kingdom, Jersey and the Isle of Man and Guernsey. **In the event of an offer of Notes being made by a financial intermediary, the financial intermediary will provide to investors the terms and conditions of the offer at the time the offer is made.**

SECTION B – ISSUER		
B.1	**Legal and commercial name of the Issuer:**	The legal name of the issuer is Investec Bank plc (the "**Issuer**").
B.2	**Domicile and legal form of the Issuer:**	The Issuer is a public limited company registered in England and Wales under registration number 00489604. The liability of its members is limited. The Issuer was incorporated as a private limited company with limited liability on 20 December 1950 under the Companies Act 1948 and registered in England and Wales under registered number 00489604 with the name Edward Bates & Sons Limited. Since then it has undergone changes of name, eventually re-registering under the Companies Act 1985 on 23 January 2009 as a public limited company and is now incorporated under the name Investec Bank plc. The Issuer is subject to primary and secondary legislation relating to financial services and banking regulation in the United Kingdom, including, *inter alia*, the Financial Services and Markets Act 2000, for the purposes of which the Issuer is an authorised person carrying on the business of financial services provision. In addition, as a public limited company, the Issuer is subject to the UK Companies Act 2006.
B.4b	**Trends:**	The Issuer, in its audited consolidated financial statements for the year ended 31 March 2014, reported an increase of 26.1% in operating profit before goodwill and acquired intangibles and after non-controlling interests to £109.5 million (2013: £86.9 million). The balance sheet remains strong, supported by sound capital and liquidity ratios. At 31 March 2014, the Issuer had £4.3 billion of cash and near cash to support its activities, representing approximately 33.0% of its liability base. Customer deposits have decreased by 2.3% since 31 March 2013 to £11.1 billion at 31 March 2014. The Issuer's loan to deposit ratio was 69.9% as at 31 March 2014 (2013: 68.2%). At 31 March 2014, the Issuer's capital adequacy ratio was 15.7% and its tier 1 ratio was 10.7%. The Issuer's anticipated 'fully loaded' Basel III common equity tier 1 capital adequacy ratio and leverage ratio are 10.8% and 7.3%, respectively (where 'fully loaded' is based on Basel III requirements as fully phased in by 2022). These disclosures incorporate the deduction of foreseeable dividends as required by the regulations. Excluding this deduction, the ratio would be 0.3% higher. The credit loss charge as a percentage of average gross core loans and advances has improved from 1.20% at 31 March 2013 to 1.00%. The Issuer's gearing ratio remains low with total assets to equity decreasing to 10.5 times at 31 March 2014.
B.5	**The group:**	The Issuer is the main banking subsidiary of Investec plc, which is part of an international banking group with operations in three principal markets: the United Kingdom, Australia and South Africa. The Issuer also holds certain of the Investec group's UK and Australia based assets and businesses.

B.10	**Audit Report Qualifications:**	Not Applicable. There are no qualifications in the audit reports on the audited, consolidated financial statements of the Issuer and its subsidiary undertakings for the financial years ended 31 March 2013 or 31 March 2014.
B.12	**Key Financial Information:**	The selected financial information set out below has been extracted without material adjustment from the audited consolidated financial statements of the Issuer for the years ended 31 March 2013 and 31 March 2014.

Financial features	**Year Ended**	
	31 March 2014	**31 March 2013**
Operating profit before amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	109,503	86,862
Earnings attributable to ordinary shareholders (£'000)	51,568	31,822
Costs to income ratio	76.1%	76.3%
Total capital resources (including subordinated liabilities) (£'000)	2,579,048	2,557,869
Total shareholders' equity (£'000)	1,909,272	1,879,127
Total assets (£'000)	20,035,483	21,331,214
Net core loans and advances (£'000)	8,201,000	8,237,000
Customer accounts (deposits) (£'000)	11,095,782	11,355,475
Cash and near cash balances (£'000)	4,253,000	4,543,000
Funds under management (£'000)	27,206,000	25,054,000
Capital adequacy ratio	15.7%	16.1%
Tier 1 ratio	10.7%	11.1%

		Aside from the sale of the professional finance and asset finance & leasing businesses and the deposit book of Investec Bank (Australia) Limited, a wholly owned subsidiary of the Issuer, on 31 July 2014 there has been no significant change in the financial or trading position of the Issuer and its consolidated subsidiaries since 31 March 2014, being the end of the most recent financial period for which it has published financial statements. There has been no material adverse change in the prospects of the Issuer since the financial year ended 31 March 2014, the most recent financial year for which it has published audited financial statements.
B.13	**Recent Events:**	Not Applicable. There have been no recent events particular to the Issuer which are to a material extent relevant to the evaluation of its solvency.
B.14	**Dependence upon other**	The Issuer is a wholly owned subsidiary of Investec plc.

B.15	**The Issuer's Principal Activities:**	The principal business of the Issuer consists of 'Wealth & Investment and Specialist Banking'. The Issuer is an international, specialist banking group and asset manager whose principal business involves provision of a diverse range of financial services and products to defined target markets and a niche client base in the United Kingdom, Australia and South Africa. As part of its business, the Issuer provides investment management services to private clients, charities, intermediaries, pension schemes and trusts as well as specialist banking services focusing on corporate advisory and investment activities, corporate and institutional banking activities and private banking activities.
B.16	**Controlling Persons:**	The whole of the issued ordinary and preference share capital of the Issuer is owned directly by Investec plc. The Issuer is not indirectly controlled.
B.17	**Credit Ratings:**	The long-term senior debt of the Issuer has a rating of BBB- as rated by Fitch. This means that Fitch is of the opinion that the Issuer has a good credit quality and indicates that expectations of default risk are currently low. The long-term senior debt of the Issuer has a rating of Baa3 as rated by Moody's. This means that Moody's is of the opinion that the Issuer is subject to moderate credit risk, is considered medium-grade, and as such may possess certain speculative characteristics. The long-term senior debt of the Issuer has a rating of BBB+ as rated by Global Credit Rating. This means that Global Credit Rating is of the opinion that the Issuer has adequate protection factors and is considered sufficient for prudent investment. However, there is considerable variability in risk during economic cycles). The Notes to be issued have not been specifically rated.

SECTION C - SECURITIES		
C.1	**Description of Type and Class of Securities:**	**Issuance in series**: The Notes will be issued in series ("**Series**") which may comprise one or more tranches ("**Tranches**") issued on different issue dates. The Notes of each Tranche of the same series will all be subject to identical terms, except for the issue dates and/or issue prices of the respective Tranches. The Notes are issued as Series number ZCP2014-45S, Tranche number 1. **Form of Notes**: The applicable Final Terms will specify whether the relevant Notes will be issued in bearer form ("**Bearer Notes**"), in certificated registered form ("**Registered Notes**") or in uncertificated registered form ("**Uncertificated Registered Notes**"). Registered Notes and Uncertificated Registered Notes will not be exchangeable for other forms of Notes and vice versa. The Notes are issued in uncertificated registered form. Uncertificated Registered Notes will be held in uncertificated form in accordance with the Uncertificated Securities Regulations 2001, including any modification or re-enactment thereof for the time being in force (the "**Regulations**"). The Uncertificated Registered Notes will be

		participating securities for the purposes of the Regulations. Title to the Uncertificated Registered Notes will be recorded on the relevant Operator register of corporate securities (as defined in the Regulations) and the relevant "Operator" (as such term is used in the Regulations) is Euroclear UK and Ireland Limited (formerly known as CRESTCo Limited) or any additional or alternative operator from time to time approved by the Issuer and the CREST Registrar and in accordance with the Regulations. Notes in definitive registered form will not be issued either upon issue or in exchange for Uncertificated Registered Notes. **Security Identification Number(s):** The following security identification number(s) will be specified in the Final Terms. ISIN Code: GB00BPZ5X618 Common Code: Not Applicable Sedol: BPZ5X61
C.2	**Currency of the Securities Issue:**	**Currency:** Subject to any applicable legal or regulatory restrictions, the Notes may be issued in any currency (the "**Specified Currency**"). The Specified Currency of the Notes is GBP.
C.5	**Free Transferability:**	The Notes are freely transferable. However, applicable securities laws in certain jurisdictions impose restrictions on the offer and sale of the Notes and accordingly the Issuer and the dealers have agreed restrictions on the offer, sale and delivery of the Notes in the United States, the European Economic Area, Isle of Man, South Africa, Guernsey and Jersey, and such other restrictions as may be required in connection with the offering and sale of a particular Tranche of Notes in order to comply with relevant securities laws.
C.8	**The Rights Attaching to the Securities, including Ranking and Limitations to those Rights:**	**Security and collateral:** The Notes are secured (the "**Secured Notes**"). The Notes will constitute direct, unconditional, unsubordinated secured obligations of the Issuer that will rank *pari passu* among themselves. The Issuer will create security over a collateral pool to secure its obligations in respect of the Notes. The collateral pool secures more than one Series of Secured Notes. **Interest**: The Notes are non-interest bearing. **Redemption of the Notes:** The Notes will be redeemed on their maturity date. In addition, the Notes may be redeemed prior to their stated maturity for taxation reasons, on account of certain events affecting the Preference Shares or following an event of default. **Payments of Principal***:* Payments of principal in respect of Notes will in all cases be calculated by reference to the percentage change in value of one or more preference shares issued by Zebra Capital II Limited ("**Preference Shares**") in respect of the relevant series of Notes. The terms of each class of Preference Shares will be contained in the Memorandum and Articles of Association of Zebra Capital II Limited and the Preference Share confirmation relating to such class. The redemption price of each class of Preference Shares will be calculated by reference to a single share, a basket of shares, an index or a basket of indices (the "**Underlying**"). The Underlying for the Notes is a single share.

		Credit Linkage: 100% of the Credit Linked Note is linked to Preference Shares which are credit-linked to specified Reference Entities, namely Aviva plc, Barclays Bank plc, Lloyds Bank plc, Santander UK plc, The Royal Bank of Scotland plc (the "**Credit Linked Preference Shares**"). **Taxation:** All payments in respect of the Notes will be made without deduction for or on account of withholding taxes imposed by the United Kingdom unless such withholding or deduction is required by law. In the event that any such deduction is made, the Issuer will not be required to pay any additional amounts in respect of such withholding or deduction / the Issuer will pay additional amounts in respect of such withholding or deduction, subject to exemptions. **Denomination:** The Notes will be issued in denominations of GBP 1.00. **Governing Law:** English law
C.11	**Listing and Trading:**	This document has been approved by the FCA as a base prospectus in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the Notes issued under the Programme described in this Base Prospectus during the period of twelve months after the date hereof. Application has also been made for the Notes to be admitted during the twelve months after the date hereof to listing on the Official List of the FCA and to trading on the Regulated Market of the London Stock Exchange plc (the "**London Stock Exchange**"). Application will be made for the Notes to be admitted to listing on the Official List of the FCA and to trading on the London Stock Exchange effective on or about 14 October 2014.
C.15	**Effect of value of underlying**	The performance of an underlying asset/instrument (being an index, share, basket of shares or basket of indices (the "**Underlying**"))

If the arithmetic average of the performance of the Underlying during the averaging period (the "**Automatic Early Redemption Averaging Period**") specified below, is greater than the level specified (the "**Automatic Early Redemption Level**"), the Notes will be redeemed at the relevant amount specified below (the "**Automatic Early Redemption Amount**") on the applicable date prior to maturity (the "**Automatic Early Redemption Date**"):

Automatic Early Redemption Valuation Date*	Automatic Early Redemption Date	Automatic Early Redemption Amount	Automatic Early Redemption Level
14 October 2015	16 October 2015	110.00 per cent. of Issue Price	100 per cent. of Initial Index Level
14 October 2016	18 October 2016	120 per cent. of Issue Price	100 per cent. of Initial Index Level
16 October 2017	18 October 2017	130 per cent. of Issue Price	100 per cent. of Initial Index Level
15 October 2018	17 October 2018	140 per cent. of Issue Price	100 per cent. of Initial Index Level
14 October 2019	16 October 2019	150 per cent. of Issue Price	100 per cent. of Initial Index Level

*Provided that if the Automatic Early Redemption Valuation Date is not a Scheduled Trading Day, the immediately preceding Scheduled Trading Day shall be the Automatic Early Redemption Valuation Date.

Automatic Early Redemption Valuation Date	Automatic Early Redemption Averaging Period
14 October 2015	The Automatic Early Redemption Valuation Date and the four Scheduled Trading Days prior to the Automatic Early Redemption Valuation Date which are Scheduled Trading Days in respect of each Index.
14 October 2016	The Automatic Early Redemption Valuation Date and the four Scheduled Trading Days prior to the Automatic Early Redemption Valuation Date which are Scheduled Trading Days in respect of each Index..
16 October 2017	The Automatic Early Redemption Valuation Date and the four Scheduled Trading Days prior to the Automatic Early Redemption Valuation Date which are Scheduled Trading Days in respect of each Index.
15 October 2018	The Automatic Early Redemption Valuation Date and the four Scheduled Trading Days prior to the Automatic Early Redemption Valuation Date which are Scheduled Trading Days in respect of each Index.
14 October 2019	The Automatic Early Redemption Valuation Date and the four Scheduled Trading Days prior to the Automatic Early Redemption Valuation Date which are Scheduled Trading Days in respect of each Index.

The market price or value of the Notes at any times is expected to be affected by changes in the value of the Preference Share and the Underlying and the likelihood of the occurrence of a credit event in relation to Aviva plc, Barclays Bank plc, Lloyds Bank plc, Santander UK plc and The Royal Bank of Scotland plc (the "**Reference Entities**").

If one or more of the Reference Entities becomes subject to a Credit Event, the value of the portion of the Notes linked to the relevant Reference Entity (the "**Relevant Portion**") will be linked to a recovery rate (the "**Recovery Rate**") determined by reference to an auction

		coordinated by the International Swaps and Derivatives Association, Inc. ("**ISDA**") in respect of certain unsubordinated debt obligations of the Reference Entity/Entities or, in certain circumstances, including if such an auction is not held, a market price as determined by Investec Bank plc in its capacity as preference share calculation agent (the "**Preference Share Calculation Agent**"). Details regarding ISDA auctions can be obtained as of the date hereof on ISDA's website, which is currently www.isda.org.
C.16	**Expiration or maturity date:**	The Maturity Date of the Notes is 14 October 2020.
C.17	**Settlement procedure:**	The Notes will be cash-settled.
C.18	**Return on securities:**	The Notes that may be issued under the Programme are Upside Notes with Capital at Risk, Upside Plus Notes with Capital at Risk, Kick Out Upside Plus Notes with Capital at Risk, Kick Out Notes with Capital at Risk, Multi Equity Kick Out Notes with Capital at Risk, N-Barrier Equity Linked Notes (Accumulation) with Capital at Risk or Range Accrual Equity Linked Notes (Accumulation) with Capital at Risk.
		The performance of an underlying asset (being an index, share, basket of shares or basket of indices (the "**Underlying**")), determines the redemption price of a class of preference shares (the "**Preference Share**"). This redemption price is used to calculate the final value of such Preference Share on a one for one basis. The percentage change in the final value of the Preference Share as against its issue price is then used to calculate the return on the Notes. **As a result, the potential effect of the value of the underlying on the return on the Notes means that investors may lose some or all of their investment.** *In this section, for ease of explanation rather than refer to the Notes being linked to the value of the Preference Share which is in turn linked to the Underlying, Notes (including the return on the Notes) are described as being linked to the Underlying.* *In this Element C, if the applicable Notes are linked to Preference Shares which are not linked to an index but are linked to a share, basket of shares or basket of indices, any reference in this Element C to "index" shall be construed as including, in the alternative, a reference to "share", "basket of indices" and "basket of shares" (as applicable) and, consequently, references to:* *(i) "level" in respect of a single index shall be construed as references to "price" in respect of a single share, "the weighted average of the level of each index in the basket" in respect of a basket of indices, and "the weighted average of the price of each share in the basket" in respect of a basket of shares;* *(ii) "initial index level" in respect of a single index shall be construed as "initial share price" in respect of a single share, "the weighted average of the initial index level of each index in the basket" in respect of a basket of indices, and "the weighted average of the initial share price of each share in the basket" in respect of a basket of shares; and* *(iii) "final index level" in respect of a single index shall be construed as references to "final share price" in respect of a single share, "the weighted average of the final index level of each index in the basket" in respect of a basket of indices, and "the weighted average of the final share price of each share in the basket" in respect of a basket of shares.*

		Multi Equity Kick Out Notes with Capital at Risk: The Notes are zero coupon Multi Equity Kick Out Notes with Capital at Risk. These Notes have the potential for early maturity (kick out) on a certain date or dates specified in the Final Terms, depending on the level of the worst performing of two or more Underlyings at that time. If the Notes kick out early an investor will receive a return of their initial investment plus a fixed percentage payment. If there has been no kick out, the return on the Notes at maturity will be based on the performance of the worst performing of two or more Underlyings, and in certain circumstances this may result in the investor receiving an amount less than their initial investment. The worst performing Underlying is the Underlying whose level or price at any relevant time shows the largest percentage decrease when compared to its initial level or price. The potential payouts at maturity for Multi Equity Kick Out Notes with Capital at Risk are as follows:
		Scenario A –Digital Return If at maturity the level or price of the worst performing of two or more Underlyings is greater than a specified percentage of the initial level or price of such worst performing Underlying, an investor will receive their initial investment multiplied by a specified percentage return (i.e. a "**Digital Return**"). *Scenario B – No Return* At maturity investors may receive their initial investment with no additional return in the following circumstances, depending on whether a "Trigger Event"* is specified as applicable in the Final Terms. • If Trigger Event is specified as applicable in the Final Terms: If at maturity the level or price of the worst performing Underlying is less than or equal to a specified percentage of the initial level or price of such Underlying (as applicable), an investor will receive its initial investment with no additional return, provided that a Trigger Event has not occurred. • If Trigger Event is not specified as applicable in the Final Terms: If at maturity the level or price of the worst performing Underlying is equal to a specified percentage of the initial level or price of such Underlying (as applicable), an investor will receive its initial investment with no additional return. *Scenario C – Loss of Investment* If at maturity the level or price of the worst performing of two or more Underlyings is less than or equal to a specified percentage of the initial level or price of such worst performing Underlying (as applicable) and (only if specified as applicable in the Final Terms) a Trigger Event* has occurred, an investor's investment will be reduced by 1% for every 1% fall of the level or price of such worst performing Underlying at maturity. *A "Trigger Event", where specified as applicable in the relevant Final Terms, is the fall in the level or price of any Underlying below a specified percentage of the initial level or price of such Underlying either: (i) at any time during the period specified in the relevant Final Terms or (ii) on a

		particular date or dates specified in the relevant Final Terms. **Credit Linked:** The Notes are linked Preference Shares which are linked to the solvency of Aviva plc, Barclays Bank plc, Lloyds Bank plc, Santander UK plc and The Royal Bank of Scotland plc (the "**Reference Entities**"). If a Reference Entity becomes insolvent, defaults on its payment obligations or is the subject of a governmental intervention (where relevant) or a restructuring of its debt obligations then the redemption price which would otherwise be payable in respect of the Relevant Portion will be reduced. The redemption price payable in respect of the insolvency of the Reference Entity will be determined by reference to an auction coordinated by the International Swaps and Derivatives Association, Inc. ("**ISDA**") in respect of certain unsubordinated debt obligations of the Reference Entity/Entities or, in certain circumstances, including if such an auction is not held, a market price as determined by Investec Bank plc in its capacity as preference share calculation agent (the "**Preference Share Calculation Agent**"). Details regarding ISDA auctions can be obtained as of the date hereof on ISDA's website, which is currently www.isda.org.
C.19	**Exercise price or final reference price of the underlying:**	The performance of an underlying asset (being an index, share, basket of shares, basket of indices or worst performing index or share in a basket of indices or shares). The "**Underlying**" for the Notes is a single share, determines the redemption price of a class of preference share (the "**Preference Share**"), such redemption price being used to calculate the final value of such Preference Shares on a one for one basis. The percentage change in the final value of the Preference Share compared to its issue price is then used to calculate the return on the Notes. *In this section, for ease of explanation rather than refer to the Notes being linked to the value of the Preference Share which is in turn linked to the Underlying, Notes (including the return on the Notes) are described as being linked to the Underlying.* The determination of the performance of the Underlying will be carried out by the Preference Share Calculation Agent, being Investec Bank plc. The Preference Shares Calculation Agent will compare an initial level of the Underlying with a final level of the Underlying. The initial level of the Underlying will be the closing level on the Issue Date. The final level of the Underlying will be the arithmetic average of the closing level on each scheduled trading day in the period from and including a final averaging start date to and including the final averaging end date. The level of the Underlying used to determine whether or not an automatic early redemption is applicable will be the arithmetic average of the closing level on each scheduled trading day in the period from and including an automatic early redemption averaging start date to and including the automatic early redemption averaging end date. The determination of the redemption amount of the Notes will be carried out by the Calculation Agent, being Investec Bank plc.

C.20	Type of the underlying:	Index	Weighting	Where information can be obtained about the past and the further performance of the index
		FTSE™ 100	Not Applicable	Bloomberg
		S&P 500®	Not Applicable	Bloomberg

SECTION D - RISKS		
D.2	Risks specific to the issuer:	**The Issuer's businesses, earnings and financial condition may be affected by the instability in the global financial markets and economic crisis in the eurozone:** The performance of the Issuer may be influenced by the economic conditions of the countries in which it operates, particularly the UK and Australia. The outlook for the global economy is uncertain, in particular in European markets due to sovereign debt and speculation around the future of the euro. These market conditions have exerted downward pressure on asset prices and on availability and cost of credit for financial institutions and will continue to impact the credit quality of the Issuer's customers and counterparties. The Issuer may experience increased funding costs and find continued participation in certain markets more challenging. The risk of one or more countries leaving the euro may also have an impact on the Issuer's UK market. Such conditions may cause the Issuer to incur losses, experience reductions in business activity, find continued participation in certain markets more challenging, and experience increased funding costs and funding pressures, lower share prices, decreased asset values, additional write-downs and impairment charges and lower profitability. The precise nature of all the risks and uncertainties the Issuer faces as a result of current economic conditions cannot be predicted and many of these risks are outside the control of the Issuer and materialisation of such risks may adversely affect the Issuer's financial condition and results of operations. **The Issuer's business performance could be affected if its capital resources and liquidity are not managed effectively:** The Issuer's capital and liquidity is critical to its ability to operate its businesses, to grow organically and to take advantage of strategic opportunities. The Issuer is required by regulators in the UK, Australia and other jurisdictions to maintain adequate capital and liquidity. Proposals relating to Basel III, the Capital Requirements Directive IV and those of the UK Independent Commission on Banking are likely to impact the management methods of the Issuer in relation to liquidity and capital resources and may also increase the costs of doing business. Any onerous regulatory requirements introduced by regulators could result in inefficiencies in the Issuer's balance sheet structure which may adversely impact the Issuer's profitability and results. Any failure to maintain any increased regulatory capital requirements or to comply with any other requirements introduced by regulators could result in intervention by regulators or the imposition of sanctions, which may have a material adverse effect on the Issuer's profitability and results. The maintenance of adequate capital and liquidity is also necessary for the Issuer's financial flexibility in the face of any turbulence and uncertainty in the global economy. Extreme and unanticipated market circumstances, similar to those experienced in the recent global financial crisis and situations arising from a further deterioration in the Eurozone, may cause

		exceptional changes in the Issuer's markets, products and other businesses. Any exceptional changes that limit the Issuer's ability effectively to manage its capital resources could have a material adverse impact on the Issuer's profitability and results. If such exceptional changes persist, the Issuer may not have sufficient financing available to it on a timely basis or on terms that are favourable to it to develop or enhance its businesses or services, take advantage of business opportunities or respond to competitive pressures. **The Issuer has significant exposure to third party credit risk:** The Issuer is exposed to the risk that if third parties which owe the Issuer money, securities or other assets become unable to perform their obligations, the Issuer's funding will be affected. The resulting risk to Investors is that Investors may suffer a loss on their investment if the Issuer is unable to perform its payment obligations under any Notes it issues.
D.6	**Risks specific to the securities:**	**Capital at Risk:** The Notes are not capital protected. Accordingly, there is no guarantee that the return on a Note will be greater than or equal to the amount invested in the Notes initially or that an investor's initial investment will be returned. Investors may lose some or all of their initial investment. Unlike an investor investing in a savings account or similar investment, where an investor may typically expect to receive a low return but suffer little or no loss of their initial investment, an investor investing in the Notes may expect to potentially receive a higher return but may also expect to potentially suffer a total or partial loss of their initial investment.
		Return linked to performance of the relevant Preference Share: The return on the Notes is calculated by reference to the percentage change in value of one or more preference shares, the redemption price on such preference shares being based on the performance of an underlying asset (being an index, share, basket of shares or basket of indices (the "**Underlying**")). Poor performance of the relevant Underlying could result in investors, at best, forgoing returns that could have been made had they invested in a different product or, at worst, losing some or all of their initial investment. *In this section, for ease of explanation, the return on the Notes is summarised by reference to the performance of the Underlying rather than the applicable Preference Share.* **Loss of investment**: Other than where the Final Terms specify that Barrier is applicable and the level of the index has not breached a certain specified level at a specified time or during a specified period (the "**Barrier**"), if at maturity the level of the Underlying is less than a certain other specified level (the "**Return Threshold**"), the return on the Notes will be: **less than the initial investment and investors will suffer a reduction of their initial investment in proportion (or a proportion multiplied by a gearing percentage) with the decline in the performance of the index level (the "downside") during a specified period or on a specified date. Accordingly investors will be fully exposed to the downside of the relevant index level and, as a result, may lose all of their initial investment;** **Leverage factor (Gearing):** The return on the Notes may be subject to a leverage factor of less than 100% and accordingly the investors may receive a lower Upside Return than they would have done had the Notes not been subject to Gearing. Conversely, if the Notes are subject to a

		leverage factor of more than 100%, a small downward movement in the final level or price of the relevant Underlying could result in investors suffering significant losses. **Capped return:** The return on the Notes may be capped, and accordingly the investors may receive a lower Upside Return than they would have done had the Notes not been subject to a Cap. This could result in the investors forgoing returns that could have been made had they invested in a product without a similar cap. ***Key risks specific to secured Notes*** **Security may not be sufficient to meet all payments:** Any net proceeds realised upon enforcement of any security granted by the Issuer over a pool of collateral ("**Collateral Pool**") will be applied in or towards satisfaction of the claims of, among others, the security trustee and any appointee and/or receiver appointed by the trustee in respect of the Notes before the claims of the holders of the relevant secured Notes. Since the net enforcement proceeds may not be sufficient to meet all payments in respect of the secured Notes, investors may suffer a loss on their investment. **Collateral Pool may secure more than one series of secured Notes:** A Collateral Pool may secure the Issuer's obligations with respect to more than one series of Secured Notes and an event of default under the Notes with respect to any one series of Secured Notes secured by such Collateral Pool may trigger the early redemption of all other series that are secured by the same Collateral Pool in order for the security over the entire Collateral Pool to be enforced. Such cross-default may, among other things, result in losses being incurred by holders of the Secured Notes which would not otherwise have arisen. **Substitution of Posted Collateral:** Collateral posted as security for the Issuer's obligations under the Notes may, at the Issuer's request, be substituted for other items of new collateral, provided that on the date of transfer the bid price of the new collateral is equal to or exceeds the bid price of the original collateral. Any such substitution request is subject to (a) verification by the entity appointed as the verification agent that the new item of collateral is eligible collateral; and (b) approval by the Trustee. However, neither the verification agent nor the Trustee is obliged to confirm that the bid price of the new item of collateral is equal to or exceeds the bid price of the original item of posted collateral. Following any such substitution, the market value of the new item of collateral may fall below the value of the original item of posted collateral, and the net proceeds realised upon enforcement of the relevant Collateral Pool may therefore be less than if no such substitution had been made. ***Key risks related to Credit Linked Notes*** **Credit Linkage:** The Notes (or a portion thereof) are linked to Preference Shares which are linked to the credit of Aviva plc, Barclays Bank plc, Lloyds Bank plc, Santander UK plc, The Royal Bank of Scotland plc (the "**Reference Entities**") and are not capital protected ("**Credit Linked Notes**"). If a Reference Entity becomes subject to a "**Credit Event**" (broadly speaking if it becomes insolvent, defaults on its payment obligations or is the subject of governmental intervention (where relevant) or a restructuring of its debt obligations), then the redemption price which would otherwise be payable in respect of the Relevant Portion will be reduced in accordance with the Recovery Rate (as defined below). In addition to being exposed to the risk of insolvency of the Issuer, investors in Credit Linked Notes will also be exposed to the risk of a Credit Event of

		the specified Reference Entity or Reference Entities. There is a risk that an investor in a Note that is Credit Linked may receive considerably less than the amount paid by such investor, regardless of any positive performance in the Underlying. If all of the Reference Entities become subject to a Credit Event, an investor's return on the Notes may be zero. **As in the case of other Notes, Credit Linked Notes are not capital protected and investors may lose all or a substantial portion of their initial investment.** **Recovery Rate in Credit Linked Notes – General Recovery Rate:** The redemption price payable on the Relevant Portion of the Notes following the occurrence of a Credit Event in respect of a Reference Entity will be determined by reference to the recovery rate for such Reference Entity/Entities, determined by reference to an auction coordinated by ISDA in respect of certain obligations of the Reference Entity/Entities or, in certain circumstances, including if such an auction is not held, a market price as determined by the Preference Share Calculation Agent (the "**Recovery Rate**"). There is a risk that the return payable to an investor in a Credit Linked Note may be different from the return that investors would have received had they been holding a particular debt instrument issued by the Reference Entity/Entities. **Postponement in payment of Final Redemption Amount – Credit Linked Notes:** Each Note will be settled on its scheduled maturity date except that, if the Recovery Rate cannot be determined by the Preference Share Calculation Agent by the scheduled maturity date, payment of the Final Redemption Amount in respect of the Relevant Portion of such Note may be delayed and may fall after the Note's scheduled maturity date. Payment of the Final Redemption Amount may be delayed by up to 60 calendar days plus eight business days.

SECTION E – OFFER		
E.2b	**Reasons for the Offer and Use of Proceeds:**	Not applicable. The use of proceeds is to make a profit and/or hedge risks.
E.3	**Terms and Conditions of the Offer:**	The Notes will be offered to retail investors in the United Kingdom, Jersey and the Isle of man and Guernsey. (i) **Offer Price**: The offer price for the Notes is 100 per cent. of the Aggregate Nominal Amount. (ii) **Offer Period**: The offer period for the Notes will commence on 18 August 2014 and end on 26 September 2014. (iii) **Conditions to which the offer is subject**: an investment in the Dual Index Enhanced Kick Out Plan 9 – UK5 Option (the "**Plan**"), details of which are available from an intermediary. (iv) **Description of the application process**: Duly completed applications together with cheques for the full amount of the investor's subscription must be received no later than 26 September 2014 (or 12 September 2014 in respect of ISA transfers). (v) **Details of the minimum and/or maximum amount of application**: The application must be for a minimum of GBP3,000.00 subject to a maximum of GBP1,00,000.00. (vi) **Details of the method and time limits for paying up and delivering**

		the Notes: Cheques for the full amount of the investor's subscription must be received no later than 26 September 2014 (or 12 September 2014 in respect of ISA transfers). (vii) **Manner in and date on which results of the offer are to be made public**: The final size of the offer will be known at the end of the offer period. A copy of these Final Terms will be filed with the Financial Conduct Authority in the UK (the "**FCA**"). On or before the Issue Date, a notice pursuant to UK Prospectus Rule 2.3.2(2) of the final aggregate principal amount of the Notes will be (i) filed with the FCA and (ii) published in accordance with the method of publication set out in Prospectus Rule 3.2.4(2). (viii) **Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made**: At the end of the Offer Period, the Plan Manager will proceed to notify the prospective Noteholders as to the amount of their allotment of the Notes. (ix) **Amount of any expenses and taxes specifically charged to the subscriber or purchaser**: None. (x) **Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place**: Investec Bank plc, 2 Gresham Street, London EC2V 7QP
E.4	**Interests Material to the Issue:**	The Issuer may be the Calculation Agent responsible for making determinations and calculations in connection with the Notes and may also be the Preference Share Calculation Agent and the valuation agent in connection with the Preference Share(s). Such determinations and calculations will determine the amounts that are required to be paid by the Issuer to holders of the Notes. Accordingly, when the Issuer acts as Calculation Agent, Preference Share Calculation Agent or Valuation Agent its duties as agent (in the interests of holders of the Notes) may conflict with its interests as Issuer of the Notes.
E.7	**Estimated Expenses:**	Not applicable. Expenses in respect of the offer or listing of the Notes are not charged by the Issuer or Offeror or Dealer to the investor.