

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

10 February 2017

Investec Bank plc
Issue of GBP Reverse Convertible Notes with Capital at Risk
under the
£2,000,000,000 Impala Bonds Programme

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the Notes may only do so:

- (i) in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (ii) in those Public Offer Jurisdictions mentioned in paragraph 8 of Part B below, provided such person is one of the persons mentioned in paragraph 8 of Part B below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances. The expression "Prospectus Directive" means Directive 2003/71/EC (as amended by Directive 2008/11/EC, Directive 2010/73/EU and Directive 2008/78/EU) and includes any relevant implementing measures in the Relevant Member State.

Prospective investors considering acquiring any Notes should understand the risks of transactions involving the Notes and should reach an investment decision only after carefully considering the suitability of the Notes in light of their particular circumstances (including without limitation their own financial circumstances and investment objectives and the impact the Notes will have on their overall investment portfolio) and the information contained in this Base Prospectus and the applicable Final Terms. Prospective investors should consider carefully the risk factors set out under "*Risk Factors*" in the Base Prospectus referred to below.

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 £2,000,000,000 Impala Bonds Programme dated 20 July 2016, which together with the supplemental prospectus dated 9 December 2016 constitute 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 Conditions, the Terms and the Additional Terms 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.

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|----|-----------------------------------|---|
| 1. | Issuer: | Investec Bank plc |
| 2. | (a) Series Number: | 287S |
| | (b) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | GBP |
| 4. | Aggregate Nominal Amount: | |
| | (a) Series: | The aggregate nominal amount of Notes issued will be notified and published on or about the Issue Date as described in Part B, paragraph 8(viii) hereof |
| | (b) Tranche: | The aggregate nominal amount of Notes issued will be notified and published on or about the Issue Date as described in Part B, paragraph 8(viii) hereof |
| 5. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | (a) Specified Denominations: | GBP 1.00 |
| | (b) Calculation Amount: | GBP 1.00 |
| 7. | (a) Issue Date: | 24 April 2017 |
| | (b) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 24 April 2023; provided however, that the Final Redemption Amount shall be payable on the day which is 2 Business Days immediately following the Maturity Date (the "Final Settlement Date") and no interest or other amounts shall accrue or be payable in respect of the period from (and including) the Maturity |

	Date to the Final Settlement Date.
9. Interest Basis:	Fixed Rate
10. Redemption/Payment Basis:	Index Linked Notes (see Annex 1 (<i>Equity/Index/Dual Underlying Linked Note Provisions</i>) to this Final Terms for further details)
11. Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12. Call Option:	Not Applicable
13. Put Option:	Not Applicable
14. (a) Security Status:	Unsecured Notes
(b) Date Board approval for issuance of Notes obtained:	Not Applicable
15. Method of distribution:	Non-syndicated
16. Redenomination on Euro Event:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17. Fixed Rate Note Provisions	Applicable
(a) Rate(s) of Interest:	0.36 per cent. payable per Fixed Interest Period (4.32 per cent per annum).
(b) Interest Payment Date(s):	Twenty Fourth day of each calendar month from May 2017 up to and including the Maturity Date.
(c) Cumulative Interest:	Not Applicable
(d) Fixed Coupon Amount(s):	0.0036 per Calculation Amount.
(e) Day Count Fraction:	Not Applicable
(f) Determination Date(s):	Not Applicable
18. Floating Rate Note Provisions	Not Applicable
19. Coupon Deferral	Not Applicable
20. Coupon Step-up	Not Applicable
21. Zero Coupon Notes	Not Applicable

PROVISIONS RELATING TO REDEMPTION

22. Final Redemption Amount of each Note:	Index Linked Notes (see Annex 1 (<i>Equity/Index/Dual Underlying Linked Note Provisions</i>) to these Final Terms for further details)
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23. Early Redemption Amount:

Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): Fair Market Value

24. Details relating to Instalment Notes: Not Applicable

25. Issuer Call Option Not Applicable

26. Noteholder Put Option Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

27. Form of Notes: Uncertificated Registered Notes

28. Additional Financial Centre(s) or other special provisions relating to Payment Days: Not Applicable

29. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No

DISTRIBUTION

30. (a) If syndicated, names and addresses of Managers: Not Applicable

(b) Date of Subscription Agreement: Not Applicable

31. If non-syndicated, name and address of relevant Dealer: Investec Bank plc, 2 Gresham Street, London EC2V 7QP.

32. Total commission and concession: Not Applicable

33. U.S. Selling Restrictions: Reg. S Compliance Category: 2;
TEFRA not applicable

TAXATION

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

SECURITY

35. 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 Secured Notes secured thereby: Supplemental Trust Deed dated 9 November 2015 securing Series Number 122S among others

(d) Eligible Collateral:	Valuation Percentage	Maximum Percentage
(i) Cash in an Eligible Currency	100%	100%
(ii) 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%
(iii) Negotiable debt obligations issued 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%
(iv) Negotiable debt obligations issued by the Government of the United Kingdom having an original maturity at issuance of more than 10 years	100%	100%
(v) Negotiable senior debt obligations issued by any of the following entities:	100%	100%

Name of Entity	Valuation Percentage	Maximum Percentage
Not Applicable	Not Applicable	Not Applicable

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

(f) Eligible Currency(ies): GBP

(g) Base Currency: GBP

(h) Minimum Transfer Amount: GBP10,000

(i) Independent Amount: GBP100,000

(j) Dealer Waiver of Rights: Not Applicable

CREDIT LINKAGE

36. Credit Linkage: Applicable

(a) Credit Linked Portion: 100 per cent. of the Notes

(b) Reference Entities:

Name of Reference Entity	Reference Entity Weighting (%)	Reference Entity Removal Date
Aviva plc	20%	Not Applicable
Barclays Bank plc	20%	Not Applicable
Prudential plc	20%	Not Applicable
HSBC Bank plc	20%	Not Applicable
Lloyds Bank plc	20%	Not Applicable

(c) Recovery Rate: General Recovery Rate shall apply

(d) Interest Accrual Cessation Date: The date on which the Credit Event occurs (as specified in the Credit Event Notice)


(e) Noteholder Amendment Request: Not Applicable

(f) Simplified Credit Linkage: Applicable


(g) ISDA Credit Linkage: Not Applicable

RESPONSIBILITY

Signed on behalf of the Issuer:

By: .....
Duly authorised

Jennifer Peacock
Authorised Signatory

By: .....
Duly authorised

Robert Dale
Authorised Signatory

PART B – OTHER INFORMATION**1. LISTING**

- | | | |
|-----|-----------------------|---|
| (a) | Listing: | Official List of the FCA |
| (b) | 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 from 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

- | | | |
|-----|---------------------------|--------------------------|
| (a) | Reasons for the offer: | Information not required |
| (b) | Estimated net proceeds: | Information not required |
| (c) | Estimated total expenses: | Information not required |

5. YIELD

Indication of yield: 4.32 per cent. per annum

Calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. 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.

7. OPERATIONAL INFORMATION

- | | | |
|-----|--------------|----------------|
| (a) | ISIN Code: | GB00BZ04MM32 |
| (b) | SEDOL Code: | Not Applicable |
| (c) | Common Code: | BZ04MM3 |

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|------|--|--|
| (d) | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | The Notes will be Uncertified Registered Notes held in CREST |
| (e) | Delivery: | Delivery free of payment |
| (f) | Additional Paying Agent(s) (if any): | Not Applicable |
| (g) | Common Depositary: | Not Applicable |
| (h) | Calculation Agent: | Investec Bank plc |
| (i) | is Calculation Agent to make calculations? | Yes |
| (ii) | if not, identify calculation agent: | Not Applicable |

8. TERMS AND CONDITIONS OF THE OFFER

Not Applicable

- | | | | | |
|-------|--|---|-----|--|
| (i) | Offer Price: | The Offer Price for the Notes is the Issue Price. | | |
| (ii) | Offer Period: | An offer of the Notes will be made by the Plan Manager (as defined in Part B, paragraph 8(v) hereof) other than pursuant to Article 3(2) of the Prospectus Directive during the period from 9.00 a.m. (GMT) on 13 February 2017 until 5.00 p.m. (GMT) on 13 April 2017. | | |
| (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 FTSE™ 100 Enhanced Income Plan 33 – UK 5 Option (the "Plan"), details of which are available from financial advisers. | | |
| (iv) | Description of the application process: | Prospective investors should complete and sign an application form obtainable from their financial adviser and send it to their financial adviser 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: <table border="0" style="margin-left: 20px;"> <tr> <td style="vertical-align: top;">(a)</td> <td style="vertical-align: top;">5:00 p.m. (GMT) on 13 April 2017 (other than in respect of ISA transfers</td> </tr> </table> | (a) | 5:00 p.m. (GMT) on 13 April 2017 (other than in respect of ISA transfers |
| (a) | 5:00 p.m. (GMT) on 13 April 2017 (other than in respect of ISA transfers | | | |

and 2016/17 ISA investments);

- (b) 5:00 p.m. (GMT) on 5 April 2017 in respect of 2016/2017 ISA investments; or
- (c) 5:00 p.m. (GMT) on 24 March 2017 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: Duly completed applications together with cheques for the full amount of the investor's subscription must be received no later than 13 April 2017 (or 24 March 2017 in respect of ISA transfers or 5 April 2017 in respect of 2016/2017 ISA investments).

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 The final size will be known at the end of the

made public:

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).

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|-------|--|--|
| (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 or purchaser: | None |
| (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 |

ANNEX 1
EQUITY/INDEX/DUAL UNDERLYING LINKED NOTE PROVISIONS

- | | | |
|-----|--|--------------------------------------|
| 1. | Type of Note: | Index Linked Note |
| 2. | Type of Underlying: | Single Index |
| 3. | Physical Settlement | Not Applicable |
| 4. | Redemption and Interest Payment Provisions: | |
| (a) | <i>Kick Out Notes with Capital at Risk Redemption Provisions</i> | Not Applicable |
| (b) | <i>Kick Out Notes without Capital at Risk Redemption Provisions</i> | Not Applicable |
| (c) | <i>Phoenix Kick Out Notes with Capital at Risk Redemption Provisions</i> | Not Applicable |
| (d) | <i>Upside Notes with Capital at Risk Redemption Provisions</i> | Not Applicable |
| (e) | <i>Upside Notes without Capital at Risk Redemption Provisions</i> | Not Applicable |
| (f) | <i>N Barrier (Income) Notes with Capital at Risk Redemption Provisions</i> | Not Applicable |
| (g) | <i>Range Accrual (Income) Notes with Capital at Risk Redemption Provisions</i> | Not Applicable |
| (h) | <i>Range Accrual Notes (Income) without Capital at Risk</i> | Not Applicable |
| (i) | <i>Reverse Convertible Notes with Capital at Risk</i> | Applicable |
| | (i) Return Threshold: | 100 per cent. of Initial Index Level |
| | (ii) Downside Return 1: | Applicable |
| | (iii) Downside Return 2: | Not Applicable |
| | (iv) Gearing: | Not Applicable |
| | (v) Lower Strike: | Not Applicable |
| | (vi) Upper Strike: | Not Applicable |
| (j) | <i>Dual Underlying Kick Out Notes with Capital at Risk Redemption Provisions</i> | Not Applicable |
| (k) | <i>Dual Underlying Upside Notes with Capital at Risk Redemption Provisions</i> | Not Applicable |
| 5. | Additional Provisions | |

- (a) Underlying
- (i) Index: FTSETM 100 Index
 - (ii) Index Sponsor: FTSE International Limited
 - (iii) Exchange: London Stock Exchange plc
 - (iv) Multi-Exchange Indices: No
 - (v) Non Multi-Exchange Index: Yes
- (b) Averaging Dates Market Disruption: Omission
- (c) Additional Disruption Events: Hedging Disruption and Increased Cost of Hedging
- (d) 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.
- (e) Valuation Time: The time at which the Index Sponsor publishes the closing level of the Index
- (f) Strike Date: 24 April 2017
- (g) Initial Index Level: The Level of the Index on the Strike Date
- (h) Initial Averaging: Not Applicable
- (i) Automatic Early Redemption: Not Applicable
- (j) Automatic Early Redemption Averaging: Not Applicable.
- (k) Barrier Condition: American
- (i) Barrier Threshold: 50 per cent. of Initial Index Level
 - (ii) Barrier Valuation Date: Not Applicable
 - (iii) Barrier Observation Period: The period from and including 25 April 2017 (the "**Barrier Observation Start Date**") to and including 24 April 2023 (the "**Barrier Observation End Date**")
 - (iv) Barrier Observation Dates: Not Applicable
- (l) Barrier Averaging: Not Applicable
- (m) Final Index Level: Final Averaging applies

- (n) **Final Averaging:** **Applicable**
- (i) **Final Averaging Dates:** **Final Averaging Period applies**
- (ii) **Final Averaging Period:** **Each Scheduled Trading Day from and including 24 October 2022 (the "Final Averaging Start Date") and to and including 24 April 2023 (the "Final Averaging End Date").**

ANNEX 2
ADDITIONAL PROVISIONS NOT REQUIRED BY THE SECURITIES NOTE RELATING
TO THE UNDERLYING

Statements regarding the Reference Entity: Not Applicable

Statements Regarding the FTSE® 100 Index: Applicable

The Notes 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 or the FTSE™ All-World Index (each an "Index") and/or the figure at which an Index stands at any particular time on any particular day or otherwise. Each 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 an 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: Not Applicable

Statements regarding the EuroSTOXX® Index: Not Applicable

Statements Regarding the FTSE® All-World Index: Not Applicable

Statements regarding the S&P® 500 Index: Not Applicable

Statements regarding the EuroSTOXX® Index: Not Applicable

Statements regarding the MSCI® Index: Not Applicable

Statements regarding the MSCI Emerging Market Index: Not Applicable

Statements regarding the Hang Seng China Enterprises (HSCEI) Index: Not Applicable

Statements regarding the Deutscher Aktien Index (DAX): Not Applicable

Statements regarding the S&P/ASX 200 (AS51) Index: Not Applicable

Statements regarding the CAC 40 Index: Not Applicable

Statements regarding the Nikkei 225 Index: Not Applicable

Statements regarding the JSE Top40 Index: Not Applicable

Statements regarding the BNP Paribas SLI Enhanced Absolute Return Index: Not Applicable

Statements regarding the Finvex Sustainable Not Applicable

Efficient Europe 30 Price Index:

Statements regarding the Finvex Sustainable Efficient World 30 Price Index: Not Applicable

Statements regarding the Tokyo Stock Exchange Price Index: Not Applicable

Statements regarding the EVEN 30™ Index: Not Applicable

Statements regarding the EURO 70™ Low Volatility Index: Not Applicable

Statements regarding the SMI Index: Not Applicable

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:	<p>This summary must be read as an introduction to this Base Prospectus in relation to the Notes and any decision to invest in the Notes should be based on a consideration of this Base Prospectus, including the documents incorporated by reference herein, and this summary, as a whole.</p> <p>Where a claim relating to the information contained in this Base Prospectus is brought before a court in a Member State of the European Economic Area, the claimant may, under the national legislation of the Member State, be required to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</p> <p>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.</p>
A.2	Consent:	<p>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, Jersey, Guernsey and the Isle of Man (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").</p> <p><i>General consent:</i> Subject to the "<i>Common conditions to consent</i>" set out below, the Issuer hereby grants its consent to the use of this Base Prospectus in connection with a Public Offer of any Tranche of Notes by any financial intermediary in the Public Offer Jurisdictions in which it 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):</p> <p style="text-align: center;">"We, [insert legal name of financial intermediary], refer to the base prospectus (the "Base Prospectus") relating to notes issued under</p>

the £2,000,000,000 Impala Bonds 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 United Kingdom, Jersey, Guernsey and the Isle of Man 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 applicable 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 Public Offer Jurisdictions (the "**Public Offer Jurisdictions**") specified in the applicable Final Terms.

Accordingly, investors are advised to check both the website of any financial intermediary using this Base Prospectus and the website of the Issuer (www.investecstructuredproducts.com) to ascertain whether or not such financial intermediary has the consent of the Issuer to use this Base Prospectus.

An investor intending to acquire or acquiring any Notes from an offeror other than the Issuer will do so, and offers and sales of such Notes to an investor by such offeror will be made, in accordance with any terms and conditions and other arrangements in place between such offeror and such investor including as to price, allocations, expenses and settlement arrangements.

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:	<p>The Issuer is a public limited company registered in England and Wales under registration number 00489604. The liability of its members is limited.</p> <p>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.</p>

		The Issuer is subject to primary and secondary legislation relating to financial services and banking regulation in the United Kingdom, including, <i>inter alia</i> , 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 unaudited half yearly financial report for the six month period ended 30 September 2016, reported a decrease of 7.4% in operating profit before goodwill and acquired intangibles and after non-controlling interests to £85.16 million (September 2015: £91.92 million). The balance sheet remains strong, supported by sound capital and liquidity ratios. At 30 September 2016, the Issuer had £6.1 billion of cash and near cash to support its activities, representing 49% of its customer deposits. Customer deposits have increased by 12% since 31 March 2016 to £12.3 billion at 30 September 2016. The Issuer's loan to deposit ratio was 67.1% as at 30 September 2016 (March 2016: 70.5%). At 30 September 2016, the Issuer's total capital adequacy ratio was 16.5% and its tier 1 ratio was 11.8%. The Issuer's anticipated 'fully loaded' common equity tier 1 ratio and leverage ratio are 11.8% and 7.3%, respectively (where 'fully loaded' is based on Capital Requirements Regulation ("CRR") requirements as fully phased in by 2022). These disclosures incorporate the deduction of foreseeable dividends as required by the CRR and European Banking Authority technical standards. Excluding this deduction, the ratio would be 0.31% higher. The credit loss charge as a percentage of average gross core loans and advances has decreased from 1.13% at 31 March 2016 to 0.74%. The Issuer's gearing ratio remains low with total assets to equity increasing to 10.2 times at 30 September 2016.
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 and Europe, Asia/Australia and South Africa. The Issuer also holds certain of the Investec group's UK and Australia based assets and businesses.
B.9	Profit Forecast:	Not Applicable.
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 2015 or 31 March 2016.

B.12	Key Financial Information:	<p>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 2015 and 31 March 2016 and the unaudited half yearly financial report of the Issuer for the six month period ended 30 September 2015 and the six month period ended 30 September 2016.</p> <table border="1" data-bbox="520 434 1390 981"> <thead> <tr> <th rowspan="3">Financial features</th> <th colspan="2">Six Months Ended</th> <th colspan="2">Year Ended</th> </tr> <tr> <th colspan="2">30 September</th> <th colspan="2">31 March</th> </tr> <tr> <th>2016</th> <th>2015</th> <th>2016</th> <th>2015</th> </tr> </thead> <tbody> <tr> <td>Operating profit before amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000).....</td> <td>85,160</td> <td>91,921</td> <td>146,347</td> <td>101,243</td> </tr> <tr> <td>Earnings attributable to ordinary shareholders (£'000).....</td> <td>62,385</td> <td>60,091</td> <td>96,635</td> <td>105,848</td> </tr> <tr> <td>Costs to income ratio.....</td> <td>75.1%</td> <td>71.6%</td> <td>73.3%</td> <td>75.7%</td> </tr> <tr> <td>Total capital resources (including subordinated liabilities) (£'000).....</td> <td>2,571,530</td> <td>2,470,050</td> <td>2,440,165</td> <td>2,398,038</td> </tr> <tr> <td>Total shareholders' equity (£'000).....</td> <td>1,946,355</td> <td>1,845,258</td> <td>1,842,856</td> <td>1,801,115</td> </tr> <tr> <td>Total assets (£'000).....</td> <td>19,867,188</td> <td>16,933,304</td> <td>18,334,568</td> <td>17,943,469</td> </tr> <tr> <td>Net core loans and advances (£'000).....</td> <td>8,268,436</td> <td>7,186,326</td> <td>7,781,386</td> <td>7,035,690</td> </tr> <tr> <td>Customer accounts (deposits) (£'000).....</td> <td>12,328,366</td> <td>10,039,603</td> <td>11,038,164</td> <td>10,579,558</td> </tr> <tr> <td>Cash and near cash balances (£'000).....</td> <td>6,062,943</td> <td>4,354,356</td> <td>5,046,000</td> <td>5,011,000</td> </tr> <tr> <td>Funds under management (£'000).....</td> <td>33,723,000</td> <td>28,708,000</td> <td>30,100,000</td> <td>29,800,000</td> </tr> <tr> <td>Capital adequacy ratio.....</td> <td>16.5%</td> <td>18.6%</td> <td>17.0%</td> <td>17.5%</td> </tr> <tr> <td>Tier I ratio.....</td> <td>11.8%</td> <td>13.1%</td> <td>11.9%</td> <td>12.1%</td> </tr> </tbody> </table> <p>There has been no significant change in the financial or trading position of the Issuer and its consolidated subsidiaries since 30 September 2016, being the end of the most recent financial period for which it has published interim financial statements.</p> <p>There has been no material adverse change in the prospects of the Issuer since the financial year ended 31 March 2016, the most recent financial year for which it has published audited financial statements</p>	Financial features	Six Months Ended		Year Ended		30 September		31 March		2016	2015	2016	2015	Operating profit before amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000).....	85,160	91,921	146,347	101,243	Earnings attributable to ordinary shareholders (£'000).....	62,385	60,091	96,635	105,848	Costs to income ratio.....	75.1%	71.6%	73.3%	75.7%	Total capital resources (including subordinated liabilities) (£'000).....	2,571,530	2,470,050	2,440,165	2,398,038	Total shareholders' equity (£'000).....	1,946,355	1,845,258	1,842,856	1,801,115	Total assets (£'000).....	19,867,188	16,933,304	18,334,568	17,943,469	Net core loans and advances (£'000).....	8,268,436	7,186,326	7,781,386	7,035,690	Customer accounts (deposits) (£'000).....	12,328,366	10,039,603	11,038,164	10,579,558	Cash and near cash balances (£'000).....	6,062,943	4,354,356	5,046,000	5,011,000	Funds under management (£'000).....	33,723,000	28,708,000	30,100,000	29,800,000	Capital adequacy ratio.....	16.5%	18.6%	17.0%	17.5%	Tier I ratio.....	11.8%	13.1%	11.9%	12.1%
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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 entities within the Group:	<p>The Issuer's immediate parent undertaking is Investec I Limited. The Issuer's ultimate parent undertaking and controlling party is Investec plc.</p> <p>The Issuer and its subsidiaries form a UK-based group (the "Group"). The Issuer conducts part of its business through its subsidiaries and is accordingly dependent upon those members of the Group. The Issuer is not dependent on Investec plc.</p>																																																																									
B.15	The Issuer's Principal Activities:	<p>The principal business of the Issuer consists of Wealth & Investment and Specialist Banking.</p> <p>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 a select client base in the United Kingdom and Europe and Australia/Asia and certain other countries. 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</p>																																																																									

		activities.
B.16	Controlling Persons:	The whole of the issued share capital of the Issuer is owned directly by Investec 1 Limited, the ultimate parent undertaking and controlling party of which is Investec plc.
B.17	Credit Ratings:	<p>The long-term senior debt of the Issuer has a rating of BBB as rated by Fitch. This means that Fitch's expectation of default risk is currently low and Fitch is of the opinion that the Issuer's capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity.</p> <p>The long-term senior debt of the Issuer has a rating of A2 as rated by Moody's. This means that Moody's is of the opinion that the Issuer is considered upper-medium-grade and is subject to low credit risk.</p> <p>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).</p> <p>The Notes to be issued have not been specifically rated.</p>

Section C – Securities		
C.1	Description of Type and Class of Securities:	<p>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.</p> <p>The Notes are issued as Series number 287S, Tranche number 1.</p> <p>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 (such Notes being recorded on a register as being held in uncertificated book-entry form), ("Uncertificated Registered Notes"). Registered Notes and Uncertificated Registered Notes will not be exchangeable for other forms of Notes and vice versa.</p> <p>The Notes are issued in uncertificated registered form.</p> <p>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 CRESTCo. Limited ("CRESTCo") 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.</p> <p>Security Identification Number(s): The following security identification number(s) will be specified in the Final Terms.</p> <p>ISIN Code: GB00BZ04MM32</p> <p>Common Code: BZ04MM3</p> <p>SEDOL: Not Applicable</p>
C.2	Currency of the Securities Issue:	<p>Currency: Subject to any applicable legal or regulatory restrictions, the Notes may be issued in any currency (the "Specified Currency").</p> <p>The Specified Currency of the Notes is GBP.</p>
C.5	Free Transferability:	<p>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, Switzerland, 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.</p>

<p>C.8</p>	<p>The Rights Attaching to the Securities, including Ranking and Limitations to those Rights:</p>	<p>Security: The Notes are secured (the "Secured Notes"). The Secured Notes constitute direct, unconditional, unsubordinated secured obligations of the Issuer that will rank <i>pari passu</i> among themselves. The Issuer will create security over a pool of collateral ("Collateral Pool") to secure a specified portion (the "Secured Portion") of its obligations in respect of the Secured Notes. The Collateral Pool secures more than one Series of Secured Notes.</p> <p>Credit Linkage: The Notes are linked to the credit of one or more financial institutions or corporations listed on a regulated exchange or a sovereign entity or any successor(s) (the "Reference Entities") (the Notes are "Credit Linked Notes" and such proportion of the Notes which is Credit Linked is the "Credit Linked Portion"). The Notes are Credit Linked Notes to which the Simplified Credit Linkage provisions apply.</p> <p>The Reference Entities on the Issue Date will be Aviva plc, Barclays Bank plc, Prudential plc, HSBC Bank plc and Lloyds Bank plc.</p> <p>Denomination: The Notes will be issued in denominations of GBP 1.00.</p> <p>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.</p> <p>Governing Law: English law</p>
<p>C.9</p>	<p>The Rights Attaching to the Securities (Continued), Including Information as to Interest, Maturity, Yield and the Representative of the Holders:</p>	<p>Redemption of the Notes: The Notes cannot be redeemed prior to their stated maturity (other than in specified instalments or upon the occurrence of an automatic early termination event, if applicable, or for taxation reasons or an event of default).</p> <p>Interest: The Notes are interest bearing.</p> <p>Fixed Rate Notes: The Notes are Fixed Rate Notes which bear interest at a fixed percentage rate, being the "Rate of Interest" expressed as a percentage rate for a fixed period. The Rate of Interest in respect of Series 287S is 0.36% per Interest Period.</p> <p>In order to calculate the amount of interest or "Interest Amount" payable per Note for each period from and including the previous Interest Payment Date to but excluding the current Interest Payment Date (or, in the case of the first Interest Payment Date, from the date which is specified as being the "Interest Commencement Date" until the first Interest Payment Date) (each such period an "Interest Period"), the Calculation Agent applies the Rate of Interest to the outstanding principal amount of the Notes.</p> <p>The Interest Amount is due and payable in arrear on the relevant Interest Payment Date.</p> <p>Payments of Principal: Payments of principal in respect of Notes will be calculated by reference to an index (the "Underlying" as further described in C.15 (<i>Effect of the value of the underlying instruments</i>)).</p> <p>Deutsche Trustee Company Limited (the "Trustee") has entered into a trust deed with the Issuer in connection with the Programme, under which</p>

		it has agreed to act as trustee for the Noteholders.
C.10	Derivative Components relating to the coupon:	Not Applicable
C.11	Listing and Trading:	<p>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 (for the purposes of EU Directive 2004/39/EC (the Markets in Financial Instruments Directive)) (the "Regulated Market") Regulated Market of the London Stock Exchange plc (the "London Stock Exchange").</p> <p>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 around the Issue Date.</p>
C.15	Effect of value of underlying instruments:	<p>The return on the Notes is linked to the performance of an underlying instrument (being FTSE™ 100 Index, (the "Underlying"). The value of the Underlying is used to calculate the redemption price of the Notes and accordingly affects the return (if any) on the Notes.</p> <p>The market price or value of the Notes at any times is expected to be affected by changes in the value of the Underlying and the likelihood of the occurrence of a Credit Event in relation to Aviva plc, Barclays Bank plc, Prudential plc, HSBC Bank plc or Lloyds Bank plc (the "Reference Entities" or "Reference Entity").</p>
		<p>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 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 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 calculation agent (the "Calculation Agent"). Details regarding ISDA auctions can be obtained as of the date hereof on ISDA's website, which is currently www.isda.org.</p>
C.16	Expiration or maturity date:	The Maturity Date of the Notes is 24 April 2023.
C.17	Settlement procedure:	The Notes will be cash-settled.
C.18	Return on securities:	<p>Series 287S are Reverse Convertible Notes with Capital at Risk, the return on which are linked to the Underlying.</p> <p>Interest Amounts payable on the Notes</p>

		<p>The Notes bear interest at a fixed rate.</p> <p>Redemption Amount payable on the Notes</p> <p>The calculations which are required to be made to calculate the amounts payable in relation to each type of Note will be based on the level, price or value (as applicable) of the relevant Underlying at certain specified times, where the "level" is in respect of an index, a basket of indices, or an inflation index, "price" is in respect of a share or "value" is in respect of a basket of shares.</p> <p>The Notes are Index Linked Notes, the redemption amount in respect of which is linked to the Underlying.</p> <p>Capital at Risk</p> <p>The Notes have capital at risk.</p> <p>Reverse Convertible Notes with Capital at Risk:</p> <p>The return on the Notes at maturity will be based on the final level of the Underlying (calculated as described in C.19 (<i>Exercise price or final reference price of the underlying</i>)) and, since the Notes are not capital protected, in certain circumstances, this may result in the investor receiving an amount less than their initial investment.</p> <p><i>Scenario A – Return of Initial Investment</i></p> <p>At maturity:</p> <ul style="list-style-type: none"> • If the level of the Underlying is greater than or equal to a specified percentage of the initial level of the Underlying; or • If initial level of the Underlying is less than a specified percentage of the initial level of the Underlying but the "Barrier Condition"* is satisfied, <p>an investor will receive back a cash amount equal to their initial investment with no additional return.</p> <p><i>Scenario B – Loss of Investment</i></p> <p>If at maturity the level of the Underlying is less than a specified percentage of the initial level of the Underlying and the "Barrier Condition" is not satisfied, an investor will receive a cash amount equal to their initial investment reduced by an amount linked to the decline in performance of the Underlying (the "downside"); this downside performance may be subject to gearing (i.e. a percentage by which any change in the level of the Underlying is multiplied) ("Downside Return 1").</p>
<p>C.19</p>	<p>Exercise price or final reference price of the underlying:</p>	<p>The determination of the performance of Underlying will be carried out by the Calculation Agent, being Investec Bank plc as at the Valuation Time.</p> <p>The initial level of each index in the basket comprising the Underlying will be the closing level on the Issue Date.</p> <p>The final level of the Underlying will be the arithmetic average of the official closing level as at the Valuation Time on each on each scheduled</p>

		<p>trading day in the period from and including the final averaging start date to and including the final averaging end date.</p> <p>The determination of the redemption amount of the Notes will be carried out by the Calculation Agent, being Investec Bank plc.</p>
		<p>The determination of the auction price determined by the ISDA Determinations Committee or the applicable market value of the relevant debt obligations of the Reference Entity following the occurrence of a Credit Event relating to the relevant Reference Entity, will be carried out by the Calculation Agent.</p>
C.20	Type of the underlying:	<p>The Underlying relating to the Notes is a single index (being the FTSE® 100 Index), information about the past and the further performance of which can be obtained on Bloomberg.</p>

Section D – Risks		
D.2	Risks specific to the issuer:	<p>In relation to Public Offers of the Notes, the Notes are designed for investors who are or have access to a suitably qualified independent financial adviser or who have engaged a suitably qualified discretionary investment manager, in order to understand the characteristics and risks associated with structured financial products.</p> <p>The following are the key risks applicable to the Issuer:</p> <p><i>Market risks, business and general macro-economic conditions and fluctuations as well as volatility in the global financial markets could adversely affect the Issuer's business in many ways.</i></p> <p>The Issuer is subject to risks arising from general macro-economic conditions in the countries in which it operates, including in particular the UK, Europe, Asia and Australia, as well as global economic conditions.</p> <p><i>The Issuer is subject to risks concerning customer and counterparty credit quality.</i></p> <p>Credit and counterparty risk is defined as the risk arising from an obligor's (typically a client's or counterparty's) failure to meet the terms of any agreement. Credit and counterparty risk arises when funds are extended, committed, invested, or otherwise exposed through contractual agreements, whether reflected on- or off-balance sheet.</p> <p>The Issuer's credit risk arises primarily in relation to its Specialist Banking business, through which it offers products such as private client mortgages and specialised lending to high income professionals and high net worth individuals and a range of lending products to corporate clients, including corporate loans, asset based lending, fund finance, asset finance, acquisition finance, power and infrastructure finance, resource finance and corporate debt securities. Within its Wealth & Investment business, the Issuer is subject to relatively limited settlement risk which can arise due to undertaking transactions in an agency capacity on behalf of clients.</p> <p>In accordance with policies overseen by its Central Credit Management department, the Issuer makes provision for specific impairments and calculates the appropriate level of portfolio impairments in relation to the credit and counterparty risk to which it is subject.</p> <p>Increased credit and counterparty risk could have a material adverse impact on the Issuer's business, results of operations, financial condition and prospects.</p> <p><i>The Issuer is subject to liquidity risk, which may impair its ability to fund its operations.</i></p> <p>Liquidity risk is the risk that the Issuer has insufficient capacity to fund increases in its assets, or that it is unable to meet its payment obligations as they fall due, without incurring unacceptable losses. This includes repaying depositors and repayments of wholesale debt. This risk is inherent in all banking operations and can be impacted by a range of institution-specific and market-wide events.</p>

		<p><i>The Issuer may have insufficient capital in the future and may be unable to secure additional financing when it is required.</i></p> <p>The prudential regulatory capital and liquidity requirements applicable to banks have increased significantly over the last decade, largely in response to the financial crisis that commenced in 2008 but also as a result of continuing work undertaken by regulatory bodies in the financial sector subject to certain global and national mandates. These prudential requirements are likely to increase further in the short term, not least in connection with ongoing implementation issues, and it is possible that further regulatory changes may be implemented in this area in any event.</p> <p>If the Issuer fails to meet its minimum regulatory capital or liquidity requirements, it may be subject to administrative actions or sanctions. In addition, a shortage of capital or liquidity could affect the Issuer's ability to pay liabilities as they fall due, pay future dividends and distributions, and could affect the implementation of its business strategy, impacting future growth potential.</p>
D.3	<p>Risks specific to the securities:</p>	<p>Series 287S are Reverse Convertible Notes with Capital at Risk, the return on which are linked to the Underlying.</p> <p>The following are the key risks applicable to the Notes:</p> <p>Capital at Risk: Reverse Convertible Notes with Capital at Risk are not capital protected.</p> <p>The value of the Notes issuable under the Programme prior to maturity depends on a number of factors including the performance of the Underlying. A deterioration in the performance of the Underlying may result in a total or partial loss of the investor's investment in the Notes.</p> <p>As such Notes are not capital protected, there is no guarantee that the return on such 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. As a result of the performance of the relevant Underlying, an investor may lose all of their initial investment.</p> <p>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 Notes which are not capital protected may expect to potentially receive a higher return but may also expect to potentially suffer a total or partial loss of their initial investment.</p> <p>Investment Products: The Notes are not deposits and they are not protected under the UK's Financial Services Compensation Scheme or any deposit protection insurance scheme.</p> <p>Return linked to performance of the relevant Underlying: The return on the Notes is calculated by reference to the performance of the Underlying. Poor performance of the relevant index 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.</p>

Downside risk: Since the Notes are not capital protected, if at maturity the level of the Underlying is less than a specified level, investors may lose their right to return of all their principal and may suffer a reduction of their capital in proportion (or a proportion multiplied by a leverage factor) with the decline of the level of the Underlying, in which case investors would be fully exposed to any downside of the Underlying during such specified period.

Leverage factor: Depending on the formulae for calculating the return on the Notes specified in the Final Terms, the Notes may have a leveraged exposure to the Underlying, in that the exposure of each Note to the Underlying may be less than the nominal amount of the Note. Positive leveraged exposure results in the effect of small price movements being magnified and may lead to proportionally greater losses in the value of and return on the Notes as compared to an unleveraged exposure.

Tax: Noteholders will be liable for and/or subject to any taxes, including withholding tax, payable in respect of the Notes.

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 Secured 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 collateral "**Eligible Collateral**" provided that on the date of transfer the value of the new collateral is equal to or exceeds the value of the original collateral. Any such substitution request is subject to (a) verification by the entity appointed as the verification agent (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 value of the new item of Eligible Collateral is equal to or exceeds the value of the original item of posted collateral. Following any such substitution, the market value of the new item of Eligible 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 specific to Credit Linked Notes

Credit Linkage: The Notes are linked to the credit of Aviva plc, Barclays Bank plc, Prudential plc, HSBC Bank plc and Lloyds Bank plc (the "Reference Entities") (the "Credit Linked Notes"). If a Reference Entity becomes subject to a Credit Event then the redemption price which would otherwise be payable in respect of the portion of the Note linked to such Reference Entity (the "Relevant Portion") will be reduced in accordance with the Recovery Rate. There is a risk that an investor in the Credit Linked Notes may receive considerably less than the amount paid by such investor, regardless of any positive performance in the Underlying. If such Reference Entity becomes subject to a Credit Event an investor's return on the Credit Linked Notes may be zero.

Postponement in payment of Final Redemption Amount – Simplified Credit Linkage: Each Note will be settled on its scheduled maturity date except that, if the Recovery Rate cannot be determined by the Calculation Agent by the scheduled maturity date, payment of the Final Redemption Amount in respect 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 five business days.

General Recovery Rate in Credit Linked Notes – Simplified Credit Linkage: 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, determined by reference to an auction coordinated by ISDA in respect of certain obligations of the Reference Entity or, in certain circumstances, including if such an auction is not held, a market price as determined by the 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 relevant Reference Entity.

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:	<p>The Notes will be offered to retail investors in the United Kingdom, Jersey and the Isle of Man and Guernsey.</p> <p>(i) Offer Price. The offer price for the Notes is the Issue Price.</p> <p>(ii) Offer Period: The offer period for the Notes will commence on 13 February 2017 and end on 13 April 2017.</p> <p>(iii) Conditions to which the offer is subject: The Notes will be available only through an investment in the FTSE™ 100 Enhanced Income Plan 33 – UK 5 Option (the "Plan"), details of which are available from financial advisers.</p> <p>(iv) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Duly completed applications together with cheques for the full amount of the investor's subscription must be received no later than 13 April 2017 (or 24 March 2017 in respect of ISA transfers or 5 April 2017 in respect of 2016/2017 ISA investments).</p> <p>(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 GBP1,000,000.00.</p> <p>(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 13 April 2017 (or 24 March 2017 in respect of ISA transfers or 5 April 2017 in respect of 2016/2017 ISA investments).</p> <p>(vii) 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 the 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).</p> <p>(viii) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable.</p> <p>(ix) 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.</p> <p>(x) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: None.</p> <p>(xi) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:</p>

		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 valuation agent in connection with the reference asset(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, or Valuation Agent its duties as agent (in the interest of holders of the Notes) may conflict with the interest 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 Dealers to the Investor.