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

26 November 2015

Investec Bank plc
Issue of GBP1,000,000 Impala Triple Index Phoenix Kick Out Note with Capital at Risk due 2020
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 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 in that Relevant Member State of the Notes may only do so 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. 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 21 July 2015, 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 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 Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB. A summary of the offer of the Notes is annexed to these Final Terms.

Investec Bank plc is not responsible for and has no liability in respect of any investment product other than the Notes, including, without any limitation, any investment product which may be backed by, make reference to, or otherwise be in any way linked to the Notes. An investment in any such product is not an investment in the Notes and, accordingly, investors in such products will have no contract with and will have no recourse to Investec Bank plc or any of its affiliates.

1.	Issuer:		Investec Bank plc
2.	(a)	Series Number:	118
	(b)	Tranche Number:	1
3.	Specified Currency or Currencies:		GBP
4.	Aggregate Nominal Amount:		
	(a)	Series:	GBP1,000,000
	(b)	Tranche:	GBP 1,000,000
5.	Issue Price:		100 per cent. of the Aggregate Nominal Amount
6.	(a)	Specified Denominations:	GBP 1,000
	(b)	Calculation Amount:	GBP 1,000
7.	(a)	Issue Date:	27 November 2015
	(b)	Interest Commencement Date:	Not Applicable
8.	Maturity Date:		2 December 2020
9.	Interest Basis:		Index-Linked Interest
10.	Redemption/Payment Basis:		Index-Linked Notes
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**	Not Applicable
18.	**Floating Rate Note Provisions**	Not Applicable
19.	**Coupon Deferral**	Not Applicable
20.	**Zero Coupon Notes**	Not Applicable

PROVISIONS RELATING TO REDEMPTION

21.	Final Redemption Amount of each Note:	Equity/Index/Dual Underlying Linked Note Provisions apply – see Annex 1 (*Equity/Index/Dual Underlying Linked Note Provisions*) to these Final Terms.
22.	Early Redemption Amount:	Fair Market Value
	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):	
23.	Issuer Call Option	Not Applicable
24.	Noteholder Put Option	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event.
26.	Additional Financial Centre(s) or other special provisions relating to Payment Days:	Not Applicable
27.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
28.	Details relating to Instalment Notes:	Not Applicable

DISTRIBUTION

29.	(a)	If syndicated, names and addresses of Managers:	Not Applicable
	(b)	Date of Subscription Agreement:	Not Applicable

30.	If non-syndicated, name and address of relevant Dealer:	Investec Bank plc, 2 Gresham Street, London EC2V 7QP.
31.	Total commission and concession:	Not Applicable
32.	U.S. Selling Restrictions:	Reg. S Compliance Category: 2 TEFRA D

TAXATION

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

SECURITY

34.	Security Provisions:	Not Applicable

CREDIT LINKAGE

35.	Credit Linkage	Not Applicable

RESPONSIBILITY

Signed on behalf of the Issuer:

By: ....
Duly authorised

Anant Patel
Authorised Signatory

By: ....
Duly authorised

Charles Stott
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 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

(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:	XS1310068702
(ii)	SEDOL Code:	Not Applicable
(iii)	Common Code:	131006870
(iv)	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	Not Applicable
(v)	Delivery:	Delivery against payment
(vi)	Additional Paying Agent(s) (if any):	Not Applicable
(vii)	Common Depositary:	Deutsche Bank AG, London Branch
(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**	Not Applicable

ANNEX 1
EQUITY/INDEX/DUAL UNDERLYING LINKED NOTE PROVISIONS

1.	**Type of Note**	Index Linked Note
2.	**Type of Underlying**	Basket of Indices
3.	**Redemption and Interest Payments:**	
	(i) Kick Out Notes with Capital at Risk	Not Applicable
	(ii) Kick Out Notes without Capital at Risk	Not Applicable
	(iii) Phoenix Kick Out Notes with Capital at Risk	Applicable
	• Interest Amount:	In relation to each Calculation Amount and each Interest Payment Date, an amount equal to 6.20 per cent. of such Calculation Amount
	• Interest Amount Condition:	European
	• Interest Amount Level:	

Interest Payment Date	**Coupon Valuation Dates**	**Interest Amount Level**	**Coupon Observation Start Date**	**Coupon Observation End Date**
Each of the dates which are 2 Business Days immediately following the dates specified below:	Each of the dates specified below, provided that if any such date is not a Scheduled Trading Day in respect of each Index, such Coupon Valuation Date shall be the immediately preceding Scheduled Trading Day in respect of each Index:	(as a percentage of the Initial Index Level)		
27 May 2016	27 May 2016	70%	Not Applicable	Not Applicable
28 November 2016	28 November 2016	70%	Not Applicable	Not Applicable
30 May 2017	30 May 2017	70%	Not Applicable	Not Applicable
27 November 2017	27 November 2017	70%	Not Applicable	Not Applicable
29 May 2018	29 May 2018	70%	Not Applicable	Not Applicable
27 November 2018	27 November 2018	70%	Not Applicable	Not Applicable

28 May 2019	28 May 2019	70%	Not Applicable	Not Applicable
27 November 2019	27 November 2019	70%	Not Applicable	Not Applicable
27 May 2020	27 May 2020	70%	Not Applicable	Not Applicable

	Interest Amount Averaging:	Not Applicable
	• Return Threshold:	60 per cent. of the Initial Index Level
	• Digital Return:	100 per cent.
	• Barrier Condition:	European
	• Memory Feature Provisions:	Not Applicable
	• Gearing:	Not Applicable
(iv)	Upside Notes with Capital at Risk:	Not Applicable
(v)	Upside Notes without Capital at Risk	Not Applicable
(vi)	N Barrier (Income) Equity Linked Notes/Index Linked Notes with Capital at Risk.	Not Applicable
(vii)	Range Accrual (Income) Equity Linked Notes/Index Linked Notes with Capital at Risk	Not Applicable
(viii)	Range Accrual Equity Linked Notes (Income) without Capital at Risk:	Not Applicable
(ix)	Reverse Convertible Notes with	Not Applicable

Capital at Risk

(x)	Dual Underlying Kick Out Notes with Capital at Risk	Not Applicable
(xi)	Dual Underlying Upside Notes with Capital at Risk	Not Applicable

4. **Additional Provisions**

(i) Underlying:

- Basket of Indices

Index	Index Sponsor	Exchange	Weighting
FTSE™ 100 Index	FTSE International Limited	London Stock Exchange	Not Applicable
EuroSTOXX® 50	STOXX Limited	Eurex	Not Applicable
S&P/ASX 200 (AS51) Index	S&P Dow Jones Indices LLC	Australian Securities Exchange	Not Applicable

• Multi-Exchange Index:	No
• Non Multi-Exchange Index:	Yes
• Worst of Provisions	Applicable
• Best of Provisions	Not Applicable

(ii)	Additional Disruption Events:	Hedging Disruption and Increased Cost of Hedging
(iii)	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.
(iv)	Constant Monitoring:	Not Applicable
(v)	Strike Date:	27 November 2015, provided that if the originally Scheduled Strike Date is not a Scheduled Trading Day in respect of each Index comprising the Basket, the Strike Date shall be the immediately preceding Scheduled Trading Day which is a Scheduled Trading Day in respect of each Index comprising the Basket.
(vi)	Initial Index	The Index Level on the Strike Date

Level:

(vii) Best Strike: Not Applicable

(viii) Initial Averaging: Not Applicable

(ix) Automatic Early Redemption: Applicable. If any Automatic Early Redemption Valuation Date is not a Scheduled Trading Day in respect of each Index comprising the Basket, such Automatic Early Redemption Valuation Date shall be the immediately preceding Scheduled Trading Day which is a Scheduled Trading Day in respect of each Index comprising the Basket.

- Automatic Early Redemption Event:

Automatic Early Redemption Valuation Date	Automatic Early Redemption Date	Automatic Early Redemption Amount	Automatic Early Redemption Level
Each of the dates specified below, provided that if any such date is not a Scheduled Trading Day in respect of each Index, such Automatic Early Redemption Valuation Date shall be the immediately preceding Scheduled Trading Day which is a Scheduled Trading Day in respect of each Index:	Each of the dates which fall 2 Business Days after each date specified below:		
28 November 2016	28 November 2016	100 per cent. of Issue Price	100 per cent. of Initial Index Level
30 May 2017	30 May 2017	100 per cent. of Issue Price	100 per cent. of Initial Index Level
27 November 2017	27 November 2017	100 per cent. of Issue Price	100 per cent. of Initial Index Level
29 May 2018	29 May 2018	100 per cent. of Issue Price	100 per cent. of Initial Index Level
27 November 2018	27 November 2018	100 per cent. of Issue Price	100 per cent. of Initial Index Level
28 May 2019	28 May 2019	100 per cent. of Issue Price	100 per cent. of Initial Index Level

27 November 2019	27 November 2019	100 per cent. of Issue Price	100 per cent. of Initial Index Level
27 May 2020	27 May 2020	100 per cent. of Issue Price	100 per cent. of Initial Index Level

- Automatic Early Redemption Averaging: Not Applicable

(x) Averaging Dates Market Disruption: Not Applicable

(xi) Barrier Level: 60 per cent. of Initial Index Level

(xii) Observation Date(s): As of the Valuation Time on the Valuation Date

(xiii) Observation Period: Not Applicable

(xiv) Barrier Condition Averaging: Not Applicable

(xv) Final Averaging: Not Applicable

(xvi) Valuation Date: 27 November 2020; Provided that if the originally Scheduled Valuation Date is not a Scheduled Trading Day in respect of each Index comprising the Basket, the Valuation Date shall be the immediately preceding Scheduled Trading Day which is a Scheduled Trading Day in respect of each Index comprising the Basket.

(xvii) Valuation Time: In relation to each Index, the time at which the Index Sponsor publishes the closing level of the Index.

ANNEX 3
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 FTSE® All-World Index:	Not Applicable
Statements regarding the S&P® 500 Index:	Not Applicable
Statements regarding the EuroSTOXX® Index:	Applicable

STOXX and its licensors (the **"Licensors"**) have no relationship to Investec Bank plc other than the licensing of the Euro STOXX® 50 Index and the related trademarks for use in connection with the Notes.

STOXX and its Licensors do *not*:

- sponsor, endorse, sell or promote the Notes;
- recommend that any person invest in the Notes or any other securities;
- have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Notes;
- have any responsibility or liability for the administration, management or marketing of the Notes;
- consider the needs of the Notes or the owners of the Notes in determining, composing or calculating the Euro STOXX® 50 Index or have any obligation to do so.

STOXX and its Licensors will not have any liability in connection with the Notes. Specifically,

- STOXX and its Licensors do not make any warranty, express or implied and disclaim any and all warranty about:
    - the results to be obtained by the Notes, the owner of the Notes or any other person in connection with the use of the Euro STOXX® 50 Index, and the data included in the Euro STOXX® 50 Index;
    - the accuracy or completeness of the Euro STOXX® 50 Index and its data;
    - the merchantability and the fitness for a particular purpose or use of the Euro STOXX® 50 Index and its data;

- STOXX and its Licensors will have no liability for any errors, omissions or interruptions in the Euro STOXX® 50 Index or its data; and
- under no circumstances will STOXX or its Licensors be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or its Licensors knows that they might occur.

The licensing agreement between Investec Bank plc and STOXX is solely for their benefit and not for the benefit of the owners of the Notes or any other third parties.

(Source: STOXX)

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:	Applicable

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(Source: S&P Dow Jones Indices LLC)

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 Efficient Europe 30 Price Index:	Not Applicable
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:**	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. 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. 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:**	Not applicable. The Issuer does not consent to the use of this Base Prospectus in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus as the Notes will not be publicly offered.

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 2015, reported a decrease of 6.6% in operating profit before goodwill and acquired intangibles and after non-controlling interests to £101.2 million (2014: £108.4 million). The balance sheet remains strong, supported by sound capital and liquidity ratios. At 31 March 2015, the Issuer had £5 billion of cash and near cash to support its activities, representing approximately 43.1% of its liability base. Customer deposits have increased by 10.6% since 31 March 2014 to £10.6 billion at 31 March 2015. The Issuer's loan to deposit ratio was 66.5% as at 31 March 2015 (2014: 69.9%). At 31 March 2015, the Issuer's total capital adequacy ratio was 17.5%. The Issuer's leverage ratio is 7.5%. These disclosures incorporate the deduction of foreseeable dividends as required by the Capital Requirements Regulation and European Banking Authority technical standards. The credit loss charge as a percentage of average gross core loans and advances has increased from 1.00% at 31 March 2014 to 1.16%. The Issuer's gearing ratio remains low with total assets to equity decreasing to 10 times at 31 March 2015.* ** All financial information in respect of the year ended 31 March 2015 has been prepared following the adoption of IFRIC 21 on 1 April 2014. Comparative figures from 31 March 2014 contained in this Element B.4b (Trends) are taken from the audited financial report of the Issuer for the year ended 31 March 2015 which restated 31 March 2014 financial information as adjusted to reflect IFRIC 21.*
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 2014 or 31 March 2015.
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 2014 and 31 March 2015.

Financial features	**Year Ended**	
	31 March 2015	**31 March 2014***
Operating profit before amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	101,243	108,362
Earnings attributable to ordinary shareholders (£'000)	105,848	50,667
Costs to income ratio	75.5%	76.1%
Total capital resources (including subordinated liabilities) (£'000)	2,398,038	2,581,885
Total shareholders' equity (£'000)	1,801,115	1,912,109
Total assets (£'000)	17,943,469	20,035,483
Net core loans and advances (£'000)	7,035,690	8,200,545
Customer accounts (deposits) (£'000)	10,579,558	11,095,782
Cash and near cash balances (£'000)	5,011,000	4,253,000
Funds under management (£'000)	29,800,000	27,206,000

		Capital adequacy ratio	17.5%	15.8%
		Tier 1 ratio	12.1%	10.7%
		** All financial information in respect of the year ended 31 March 2015 has been prepared following the adoption of IFRIC 21 on 1 April 2014. Comparative figures from 31 March 2014 contained in this Element B.12 (Key Financial Information) are taken from the audited financial report of the Issuer for the year ended 31 March 2015 which restated 31 March 2014 financial information as adjusted to reflect IFRIC 21.* There has been no significant change in the financial or trading position of the Issuer and its consolidated subsidiaries since 31 March 2015, 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 2015, 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 entities within the Group:**	The Issuer's immediate parent undertaking is Investec 1 Limited. The Issuer's ultimate parent undertaking and controlling party is Investec plc. 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.		
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 and Europe and Australia/Asia. 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 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:**	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 A3 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. 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 118, 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 bearer form. **Security Identification Number(s)**: The following security identification number(s) will be specified in the Final Terms. ISIN Code: XS1310068702 Common Code: 131006870 Sedol: Not Applicable
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, 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.
C.8	**The Rights Attaching to the Securities, including Ranking and Limitations to those Rights:**	**Status**: The Notes are unsecured. The Notes will constitute direct, unconditional, unsubordinated unsecured obligations of the Issuer that will rank *pari passu* among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer from time to time outstanding. Investors investing in unsecured Notes are advised to carefully evaluate the Issuer's credit risk when considering an investment in such Notes. If the Issuer became unable to pay amounts owed to the investor under the unsecured Notes, such investor does not have recourse to the underlying or any other security/collateral and, in a worst case scenario, investors may not receive any payments under the Notes. The Notes are unsecured obligations. They are not deposits and they are not protected under the UK's Financial Services Compensation Scheme or any deposit protection insurance scheme.

		Denomination: The Notes will be issued in denominations of GBP 1,000.
		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. **Governing Law**: English law
C.9	**The Rights Attaching to the Securities (Continued), Including Information as to Interest, Maturity, Yield and the Representative of the Holders:**	**Redemption of the Notes**: The Notes cannot be redeemed prior to their stated maturity (other than in specified instalments, if applicable, or for taxation reasons or an event of default. **Interest**: Series 118 are Phoenix Kick Out Notes with Capital at Risk which may pay interest at a fixed amount depending on the performance of a basket of indices (the "**Underlying**") as further described in C.15 (*Effect of the value of the underlying instruments*). **Payments of Principal**: Payments of Principal in respect of Notes will be calculated by reference to the performance of an Underlying. Deutsche Trustee Company Limited (the "**Trustee**") has entered into a trust deed with the Issuer in connection with the programme, under which it has agreed to act as trustee for the Noteholders.
C.10	**Derivative Components relating to the coupon:**	The Notes will provide that interest will become payable in respect of each specified period at the end of which the level of the worst performing index in the basket comprising the Underlying is greater than a specified percentage of the initial level. The interest in respect of each specified period is determined independently and paid to the investor on the related interest payment date.
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 (for the purposes of EU Directive 2004/39/EC (the Markets in Financial Instruments Directive)) (the "**Regulated Market**") of the London Stock Exchange plc (the "**London Stock Exchange**"). Application will be made for the Notes to be admitted listing on the Official List of the FCA and to trading on the London Stock Exchange effective as of the Issue Date.
C.15	**Effect of value of underlying instruments:**	The return on the Notes is linked to the performance of underlying instruments (being a basket of indices specified below) (the "**Underlying**"). The value of the worst performing index in the basket comprising the Underlying is used to calculate the redemption price of the Notes and accordingly affects the return (if any) on the Notes.
		Underlying **Index** — **Weighting** FTSE™ 100 Index — Not Applicable

		EuroSTOXX® 50	Not Applicable
		S&P/ASX 200 (AS51) Index	Not Applicable

If on one of the dates specified below (the "**Automatic Early Redemption Valuation Date**") the performance of the worst performing index in the basket comprising the Underlying 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
Each of the dates specified below, provided that if any such date is not a Scheduled Trading Day in respect of each Index, such Automatic Early Redemption Valuation Date shall be the immediately preceding Scheduled Trading Day which is a Scheduled Trading Day in respect of each Index:	Each of the dates which fall 2 Business Days after each date specified below:		
28 November 2016	28 November 2016	100 per cent. of Issue Price	100 per cent. of Initial Index Level
30 May 2017	30 May 2017	100 per cent. of Issue Price	100 per cent. of Initial Index Level
27 November 2017	27 November 2017	100 per cent. of Issue Price	100 per cent. of Initial Index Level
29 May 2018	29 May 2018	100 per cent. of Issue Price	100 per cent. of Initial Index Level
27 November 2018	27 November 2018	100 per cent. of Issue Price	100 per cent. of Initial Index Level
28 May 2019	28 May 2019	100 per cent. of Issue Price	100 per cent. of Initial Index Level
27 November 2019	27 November 2019	100 per cent. of Issue Price	100 per cent. of Initial Index Level
27 May 2020	27 May 2020	100 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 in respect of each Index, such Automatic Early Redemption Valuation Date shall be the immediately preceding Scheduled Trading Day which is a Scheduled Trading Day 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 Underlying.
C.16	**Expiration or maturity date:**	The Maturity Date of the Notes is 2 December 2020.
C.17	**Settlement procedure:**	The Notes will be cash-settled.
C.18	**Return on securities:**	Series 118 are Phoenix Kick Out Notes with Capital at Risk, the return on which are linked to the Underlying: **Interest Amounts payable on the Notes** The Notes are Index Linked Notes which may pay interest at a fixed amount depending on the performance of the Underlying. **Redemption Amount payable on the Notes** The Notes are Index Linked Notes, the redemption amount in respect of which is linked to the Underlying. The calculations which are required to be made to calculate the amounts payable in relation to the Note will be based on the level of the relevant Underlying at certain specified times. **Capital at Risk** The Notes have capital at risk. **Phoenix Kick Out Notes with Capital at Risk:** If there has been no kick out, the return on the Notes at maturity will be based on the performance of the worst performing index in the basket comprising the Underlying, and in certain circumstances this may result in the investor receiving an amount less than their initial investment. An interest payment (an "**Interest Amount**") will become payable in respect of each specified period at the end of which the level of the worst performing index in the basket comprising the Underlying is greater than a specified percentage of the initial level (the "**Interest Amount Level**"). The Interest Amount in respect of each specified period is determined independently and paid to the investor on the related interest payment date. *Scenario A – Digital Return* If at maturity the level of the worst performing index in the basket comprising the Underlying is greater than a specified percentage of the initial level, an investor will receive their initial investment multiplied by a specified percentage return of at least 100% ("**Digital Return**"). *Scenario B – Loss of Investment* If at maturity the level of the worst performing index in the basket comprising the Underlying is less than a specified percentage of the initial level and the "Barrier Condition" is not satisfied, an investor's investment will be reduced by an amount linked to the decline in performance of the

		worst performing index in the basket comprising 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). **The "**Barrier Condition**" is satisfied where the worst performing index* in the basket *comprising the Underlying has not fallen below a specified percentage of the initial level either: (i) at any time during the period specified in the relevant Final Terms or (ii) on a particular date or several dates (averaging dates) specified in the relevant Final Terms.*
C.19	**Exercise price or final reference price of the underlying:**	The determination of the performance of each of the indices in the basket comprising the Underlying will be carried out by the Calculation Agent, being Investec Bank plc as at the Valuation Time. The initial level of each of the indices in the basket comprising the Underlying will be the closing level on the issue date. The final level of each of the indices in the basket comprising the Underlying will be the closing levels as at the Valuation Time on the final redemption valuation 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:**	The Underlying relating to the Notes is a basket of indices, the details of which are set out in the following table, including information about where further information can be obtained about the past and further performance of the Underlying.

Index	Weighting	Where information can be obtained about the past and the further performance of the index
S&P/ASX 200 (AS51)	Not Applicable	Bloomberg
EuroSTOXX® 50	Not Applicable	Bloomberg
FTSE™ 100	Not Applicable	Bloomberg

Section D – Risks

D.2	**Risks specific to the issuer:**	**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.** **The following are the key risks applicable to the Issuer:** **The Issuer's businesses, earnings and financial condition may be affected by the instability in the global financial markets** The performance of the Issuer may be influenced by the economic conditions of the countries in which it operates, particularly the UK, Europe, Asia and Australia. 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 mitigates capital and liquidity risk by careful management of its balance sheet, through, for example, capital and other fund-raising activities, disciplined capital allocation, maintaining surplus liquidity buffers and diversifying its funding sources. The Issuer is required by regulators in jurisdictions in which it undertakes regulated activities, to maintain adequate capital and liquidity. 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 may cause exceptional changes in the Issuer's markets, products and other businesses. Any exceptional changes, including, for example, substantial reductions in profits and retained earnings as a result of write-downs or otherwise, delays in the disposal of certain assets or the ability to access sources of liability, including customer deposits and wholesale funding, as a result of these circumstances, or otherwise, 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. **Credit risk exposes the Issuer to losses caused by financial or other problems experienced by its clients or other third parties** Risks arising from changes in credit quality and the recoverability of loans and amounts due from counterparties are inherent in a wide range of the Issuer's businesses. The Issuer is exposed to the risk that third parties that owe it money, securities or other assets will not perform, or will be unable to perform, their obligations which could adversely affect the Issuer's results of operations or financial condition. These parties include clients, governments, trading or reinsurance counterparties, clearing agents, exchanges, other financial intermediaries or institutions, as well as issuers whose securities the Issuer holds, who may default on their obligations to the Issuer due to bankruptcy, lack of liquidity, operational failure, economic or political conditions or other reasons. In addition, approximately one third of the Issuer's loan portfolio comprises lending collateralised by property. There is no individual concentration risk and there is little lending against speculative property development. A deterioration in the property markets could affect the quality of the Issuer's security relating to such loans and could negatively impact on the level of impairments required to be recorded in the event that a borrower defaults. The occurrence of such events has led and may lead to future impairment charges and additional write-downs and losses for the Issuer. In addition, the information that the Issuer uses to manage its credit risk may be inaccurate or incomplete, leading to an inability on the part of the Issuer to manage its credit risk effectively.
D.3	**Risks specific to the securities:**	Series 118 are Phoenix Kick Out Notes with Capital at Risk, the return on which are linked to the Underlying. **The following are the key risks applicable to the Notes**: **Capital at Risk**: Phoenix Kick Out Notes with Capital at Risk may not be capital protected.

		The value of the Notes issuable under the Programme prior to maturity depends on a number of factors including the performance of the worst performing index in the basket comprising the Underlying. A deterioration in the performance of the worst performing index in the basket comprising the Underlying may result in a total or partial loss of the investor's investment in the Notes. 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. 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. **Unsecured Notes**: Investors investing in unsecured Notes are advised to carefully evaluate the Issuer's credit risk when considering an investment in such Notes. If the Issuer became unable to pay amounts owed to the investor under the unsecured Notes, such investor does not have recourse to the underlying or any other security/collateral and, in a worst case scenario, investors **may not receive any payments under the Notes**. The Notes are unsecured obligations. They are not deposits and they are not protected under the UK's Financial Services Compensation Scheme or any deposit protection insurance scheme. **Return linked to performance of the relevant Underlying**: The return on the Notes is calculated by reference to the performance of the worst performing index in the basket comprising 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.
		Downside risk: Since the Notes are not capital protected, if at maturity the level of the worst performing index in the basket comprising the Underlying is less than or equal to a specified level, investors may lose their right to return of all their principal at maturity 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 worst performing index in the basket comprising the Underlying, in which case investors would be fully exposed to any downside of the worst performing index in the basket comprising 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.

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:**	Not applicable.
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.