

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

24 January 2018

**Investec Bank plc**  
**Issue of USD 2,000,000 Fixed Rate Credit Linked Notes due 2022**  
**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 19 July 2017, which together with the supplemental prospectus dated 11 December 2017 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.investestructuredproducts.com](http://www.investestructuredproducts.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.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC ("**IMD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Directive. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

1.	Issuer:	Investec Bank plc
2.	(a) Series Number:	540
	(b) Tranche Number:	1
3.	Specified Currency:	USD
4.	FX Currency:	Not Applicable
5.	Aggregate Nominal Amount:	
	(a) Series:	USD 2,000,000
	(b) Tranche:	USD 2,000,000
6.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
7.	(a) Specified Denominations:	USD 1,000
	(b) Calculation Amount:	USD 1,000
	(c) Indicative Terms Notification Date	Not Applicable
8.	(a) Issue Date:	25 January 2018
	(b) Interest Commencement Date:	Issue Date

9.	Maturity Date:	20 December 2022
10.	Interest Basis:	Fixed Rate
11.	Redemption/Payment Basis:	Redemption at par
12.	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
13.	Call Option:	Not Applicable
14.	Put Option:	Not Applicable
15.	(a) Security Status:	Unsecured Notes
	(b) Date of board approval for issuance of Notes obtained:	Not Applicable
16.	Method of distribution:	Non-syndicated
17.	Redenomination on Euro Event:	Not Applicable

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

18.	<b>Fixed Rate Note Provisions</b>	Applicable
	(a) Rate(s) of Interest:	4.20 per cent. per annum
	(b) Interest Payment Date(s):	20 December 2018 (short first stub), 20 December 2019, 21 December 2020, 20 December 2021 and the Maturity Date.
	(c) Cumulative Interest:	Not Applicable
	(d) Fixed Coupon Amount(s):	Not Applicable
	(e) Day Count Fraction:	Actual/Actual (ICMA)
	(f) Determination Date(s):	20 December in each year.
19.	<b>Floating Rate Note Provisions</b>	Not Applicable
20.	<b>Coupon Deferral</b>	Not Applicable
21.	<b>Coupon Step-up</b>	Not Applicable
22.	<b>Zero Coupon Notes</b>	Not Applicable
23.	<b>Interest FX Factor:</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

24.	Final Redemption Amount of each Note:	USD 1,000 per Calculation Amount
	Final Redemption FX Factor:	Not Applicable
25.	Early Redemption Amount:	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or	Fair Market Value

other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):

	Early Redemption FX Factor:	Not Applicable
26.	Details relating to Instalment Notes:	Not Applicable
27.	Issuer Call Option	Not Applicable
28.	Noteholder Put Option	Not Applicable

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

29.	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.
30.	Additional Financial Centre(s) or other special provisions relating to Payment Days:	Not Applicable
31.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No

#### DISTRIBUTION

32.	(a) If syndicated, names of Managers:	Not Applicable
	(b) Date of Subscription Agreement:	Not Applicable
33.	If non-syndicated, name and address of relevant Dealer:	Investec Bank plc, 2 Gresham Street, London, EC2V 7QP.
34.	Total commission and concession:	Not Applicable
35.	U.S. Selling Restrictions:	Reg. S Compliance Category: 2; TEFRA D
36.	Prohibition of Sales to EEA Retail Investors:	Applicable

#### TAXATION

37.	Taxation:	Condition 7A ( <i>Taxation - No Gross up</i> ) applies
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#### SECURITY

38.	Security Provisions:	Not Applicable
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#### CREDIT LINKAGE

39.	Credit Linkage	Applicable
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- (a) Credit Linked Portion: 100 per cent. of the Notes
- (b) Credit Linked Note type: Single Name CLN
- (c) Reference Entities:
- | Name of Reference Entity | Reference Entity Weighting (%) | Intital Weighting | Reference Entity Removal Date |
|--------------------------|--------------------------------|-------------------|-------------------------------|
| Petroleo Brasileiro SA   | 100%                           | Not Applicable    | Not Applicable                |
- (d) Recovery Rate: General Recovery Rate shall apply.
- (e) Tranchd CLN Trigger Percentage: Not Applicable
- (f) Interest Accrual Cessation Date: The date specified in the CDS Event Notice as the date on which the Credit Event triggering the relevant Event Determination Date (each term as defined in the 2014 ISDA Credit Derivatives Definitions as published by the International Swaps and Derivatives Association, Inc.) occurred.
- (g) Noteholder Amendment Request: Not Applicable
- (h) Credit Linked FX Factor: Not Applicable
- (i) Simplified Credit Linkage: Not Applicable
- (j) ISDA Credit Linkage: Applicable
- (i) Reference Entity Reference Obligation: Not Applicable
- (ii) Seniority Level: Senior Level
- (iii) Quotation Amount: Not Applicable
- (iv) Recovery Rate Gearing: Not Applicable
- (v) Reference Entity Removal Provisions: Not Applicable
- (vi) CDS Event Redemption Amount: Option B
- (vii) CDS Event Redemption: Three Business Days following the Settlement Date under the relevant Notional CDS

Date:


(k) Parallel Credit Linkage Provisions: Not Applicable

RESPONSIBILITY

Signed on behalf of the Issuer:

By:  .....  
*Duly authorised*

**Mandeep Takhar**  
**Authorised Signatory**

**Robert Dale**  
**Authorised Signatory**  
By:  .....  
*Duly authorised*

**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 with effect from the Issue Date. |

**2. 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:	4.20 per cent. per annum calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.
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**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.

Further information about the Reference Entity can be found at Bloomberg.

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

**7. OPERATIONAL INFORMATION**

- |     |  |                |
|-----|--|----------------|
| (a) | ISIN Code  | XS1755093215   |
| (b) | SEDOL Code:  | Not applicable |
| (c) | Common Code:   | 175509321      |
| (d) | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | Not applicable |



- (e) Delivery: Delivery against payment
- (f) Additional Paying Agent(s) (if any): Not applicable
- (g) Common Depository: Deutsche Bank AG, London Branch
- (h) Calculation Agent: Investec Bank plc
  - (i) is Calculation Agent to make calculations? Yes
  - (ii) if not, identify calculation agent: Not applicable
- (i) Nordic Paying Agent: Not applicable
- (j) Italian Paying Agent: Not applicable

**8. TERMS AND CONDITIONS OF THE OFFER**

Not Applicable

**ANNEX 1**  
**ADDITIONAL PROVISIONS NOT REQUIRED BY THE SECURITIES NOTE RELATING TO THE UNDERLYING**

Statements regarding the Reference Entity:

Applicable – Petroleo Brasileiro SA

The Reference Entity has not sponsored or endorsed the Notes in any way, nor has it undertaken any obligations to perform any regulated activity in relation to the Notes.

## 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	<b>Introduction:</b>	<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	<b>Consent:</b>	<i>Not applicable.</i> 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	<b>Legal and commercial name of the Issuer:</b>	The legal name of the issuer is Investec Bank plc (the "Issuer").
B.2	<b>Domicile and legal form of the Issuer:</b>	<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 &amp; 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> <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.</p>
B.4b	<b>Trends:</b>	<p>The Issuer, in its unaudited half yearly financial report for the six month period ended 30 September 2017, reported a decrease of 6.9% in operating profit before goodwill and acquired intangibles and after non-controlling interests to £79.285 million (September 2016: £85.160 million). The balance sheet remains strong, supported by sound capital and liquidity ratios. At 30 September 2017, the Issuer had £4.9 billion of cash and near cash to support its activities, representing 43% of its customer deposits. Customer deposits have decreased by less than 0.1% since 31 March 2017 to £11.2 billion at 30 September 2017. The Issuer's loan to deposit ratio was 79.1% as at 30 September 2017 (March 2017: 76.2%). At 30 September 2017, the Issuer's total capital adequacy ratio was 16.0% and its tier 1 ratio was 12.1%. The Issuer's anticipated 'fully loaded' common equity tier 1 ratio and leverage ratio are 12.1% and 8.2%, 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 14bps higher. The credit loss charge as a percentage of average gross core loans and advances has decreased from 0.90% at 31 March 2017 to 0.84%. The Issuer's gearing ratio remains low with total assets to equity decreasing to 9.3 times at 30 September 2017.</p>

B.5	<b>The group:</b>	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	<b>Profit Forecast:</b>	Not applicable.																																																																									
B.10	<b>Audit Report Qualifications:</b>	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 2017 or 31 March 2016.																																																																									
B.12	<b>Key Financial Information:</b>	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 2016 and 31 March 2017 and the unaudited half yearly financial report of the Issuer for the six month period ended 30 September 2016 and the six month period ended 30 September 2017.																																																																									
		<p>There has been no significant change in the financial or trading position of the Issuer and its consolidated subsidiaries since 31 March 2017, being the end of the most recent financial period for which it has published financial statements.</p> <table border="1"> <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>2017</th> <th>2016</th> <th>2017</th> <th>2016</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>79,285</td> <td>85,160</td> <td>161,057</td> <td>146,347</td> </tr> <tr> <td>Earnings attributable to ordinary shareholders (£'000).....</td> <td>58,711</td> <td>62,385</td> <td>117,793</td> <td>96,635</td> </tr> <tr> <td>Costs to income ratio .....</td> <td>77.0%</td> <td>75.1%</td> <td>75.9%</td> <td>73.3%</td> </tr> <tr> <td>Total capital resources (including subordinated liabilities) (£'000) .....</td> <td>2,601,422</td> <td>2,571,530</td> <td>2,559,287</td> <td>2,440,165</td> </tr> <tr> <td>Total shareholders' equity (£'000).....</td> <td>1,994,082</td> <td>1,946,355</td> <td>1,979,931</td> <td>1,842,856</td> </tr> <tr> <td>Total assets (£'000).....</td> <td>18,477,936</td> <td>19,867,188</td> <td>18,381,414</td> <td>18,334,568</td> </tr> <tr> <td>Net core loans and advances (£'000).....</td> <td>8,872,736</td> <td>8,268,436</td> <td>8,598,639</td> <td>7,781,386</td> </tr> <tr> <td>Customer accounts (deposits) (£'000).....</td> <td>11,221,444</td> <td>12,328,366</td> <td>11,289,177</td> <td>11,038,164</td> </tr> <tr> <td>Cash and near cash balances (£'000).....</td> <td>4,869,067</td> <td>6,062,943</td> <td>4,853,000</td> <td>5,046,000</td> </tr> <tr> <td>Funds under management (£'000).....</td> <td>37,500,000</td> <td>33,723,000</td> <td>35,900,000</td> <td>30,100,000</td> </tr> <tr> <td>Capital adequacy ratio .....</td> <td>16.0%</td> <td>16.5%</td> <td>16.6%</td> <td>17.0%</td> </tr> <tr> <td>Tier 1 ratio .....</td> <td>12.1%</td> <td>11.8%</td> <td>12.2%</td> <td>11.9%</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 2017, 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 2017, 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		2017	2016	2017	2016	Operating profit before amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000).....	79,285	85,160	161,057	146,347	Earnings attributable to ordinary shareholders (£'000).....	58,711	62,385	117,793	96,635	Costs to income ratio .....	77.0%	75.1%	75.9%	73.3%	Total capital resources (including subordinated liabilities) (£'000) .....	2,601,422	2,571,530	2,559,287	2,440,165	Total shareholders' equity (£'000).....	1,994,082	1,946,355	1,979,931	1,842,856	Total assets (£'000).....	18,477,936	19,867,188	18,381,414	18,334,568	Net core loans and advances (£'000).....	8,872,736	8,268,436	8,598,639	7,781,386	Customer accounts (deposits) (£'000).....	11,221,444	12,328,366	11,289,177	11,038,164	Cash and near cash balances (£'000).....	4,869,067	6,062,943	4,853,000	5,046,000	Funds under management (£'000).....	37,500,000	33,723,000	35,900,000	30,100,000	Capital adequacy ratio .....	16.0%	16.5%	16.6%	17.0%	Tier 1 ratio .....	12.1%	11.8%	12.2%	11.9%
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B.13	<b>Recent Events:</b>	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	<b>Dependence upon other entities within the Group:</b>	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	<b>The Issuer's Principal Activities:</b>	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 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 activities.																																																																									
B.16	<b>Controlling Persons:</b>	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	<b>Credit Ratings:</b>	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.  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.  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.
<b>Section C – Securities</b>		
<b>C.1</b>	<b>Description of Type and Class of Securities:</b>	<p><b>Issuance in series:</b> 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 540, Tranche number 1.</p> <p><b>Form of Notes:</b> The applicable Final Terms will specify whether the relevant Notes will be issued in bearer form ("Bearer Notes"), in certificated registered form ("Registered Notes"), in uncertificated registered form (such Notes being recorded on a register as being held in uncertificated book-entry form) ("Uncertificated Registered Notes"), in uncertificated and dematerialised book-entry form Notes cleared through Euroclear Sweden or Euroclear Finland (such Notes being "Nordic Notes"), or uncertificated and dematerialised book-entry form and centralised with Monte Titoli S.p.A., pursuant to Italian Legislative Decree dated 24 February 1998, No. 58, as amended and integrated by subsequent implementing provisions.</p> <p>Registered Notes, Uncertificated Registered Notes, Nordic Notes and Italian Notes will not be exchangeable for other forms of Notes and vice versa.</p> <p>The Notes are Bearer Notes.</p> <p><b>Security Identification Number(s):</b> The following security identification number(s) will be specified in the Final Terms.</p> <p>ISIN Code: XS1755093215</p> <p>Common Code: 175509321</p> <p>Sedol: Not Applicable</p>
<b>C.2</b>	<b>Currency of the Securities Issue:</b>	<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 USD.</p>
<b>C.5</b>	<b>Free Transferability:</b>	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.
<b>C.8</b>	<b>The Rights Attaching to the Securities, including Ranking and Limitations to those Rights:</b>	<p><b>Status:</b> The Notes are unsecured. The Notes will constitute direct, unconditional, unsubordinated unsecured obligations of the Issuer that will rank <i>pari passu</i> 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.</p> <p>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.</p> <p><b>Denomination:</b> The Notes will be issued in denominations of USD 1,000.</p> <p><b>Taxation:</b> 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</p>

		<p>amounts in respect of such withholding or deduction.</p> <p><b>Governing Law:</b> English law</p>
C.9	<b>The Rights Attaching to the Securities (Continued), Including Information as to Interest, Maturity, Yield and the Representative of the Holders:</b>	<p><b>Redemption of the Notes:</b> The Notes cannot be redeemed prior to their stated maturity (other than for taxation reasons or an event of default) or, in the case of Notes linked to one or more Reference Entities, if any such Reference Entity becomes subject to a CDS event (broadly speaking, becomes insolvent, fails to pay amounts due on obligations or is subject to a restructuring of debt obligations in a manner that is detrimental to creditors) (a "CDS Event").</p> <p><b>Interest:</b> The Notes are interest-bearing.</p>
		<p><b>Fixed Rate Notes</b></p> <p>The Notes are Fixed Rate Notes which bear interest at a fixed percentage rate, being the "Rate of Interest" expressed as a percentage rate per annum. The Rate of Interest in respect of Series 540 is 4.20% per annum.</p> <p>In order to calculate the amount of interest or "Interest Amount" payable per Note, the Calculation Agent applies the Rate of Interest to the outstanding principal amount of the Notes (or a specified calculation amount (the "Calculation Amount")) for the 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") and multiplies the product by a fraction known as a "Day Count Fraction". The Day Count Fraction reflects the number of days in the period for which interest is being calculated. The Issuer may specify this interest as "Fixed Coupon Amounts" in the Final Terms.</p> <p>If interest needs to be calculated for a period other than an Interest Period due to an unscheduled redemption of the Notes, the provisions above shall apply save that the period reflected by the Day Count Fraction shall be the period from the previous Interest Payment Date (or the Interest Commencement Date, as applicable) to but excluding the relevant date of redemption.</p> <p>The Interest Amount is due and payable in arrear on the relevant Interest Payment Date.</p> <p><b>Payments of Principal:</b> Payments of principal in respect of Notes are credit linked to a specified Reference Entity, namely Petroleo Brasileiro SA.</p> <p><b>Yield:</b></p> <p>The yield of the Notes will be calculated on the Issue Date with reference to the Issue Price. Each such calculation of the yield of the Notes will not be an indication of future yield.</p> <p>The yield of the Notes is 4.20 per cent. per annum.</p> <p><b>Noteholder Representative</b></p> <p>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.</p>
C.10	<b>Derivative Components relating to the coupon:</b>	Not Applicable.
C.11	<b>Listing and Trading:</b>	<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 Regulated Market of the London Stock Exchange effective on or around the Issue Date.</p>

C.15	Effect of value of underlying instruments:	<p><b>Credit Linkage</b></p> <p>The Notes are "Credit Linked Notes", 100% per cent. of which are linked to the credit of the "Reference Entity" described below.</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 CDS Event in relation to the Reference Entity (as further described below).</p> <p>The Reference Entity on the Issue Date will be Petroleo Brasileiro SA.</p> <p>The portion of the Notes which is credit linked is the "Credit Linked Portion". The Credit Linked Notes are "Single Name CLNs" to which the "ISDA" Credit Linkage provisions apply.</p> <p>If the Reference Entity becomes subject to a CDS Event the value of the Notes 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 senior obligations of the Reference Entity 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 <a href="http://www.isda.org">www.isda.org</a>.</p>
C.16	Expiration or maturity date:	The Maturity Date of the Notes is 20 December 2022.
C.17	Settlement procedure:	The Notes will be cash-settled.
C.18	Return on securities:	<p>Series 540 are Fixed Rate Notes.</p> <p><b>Interest Amounts payable on the Notes</b></p> <p>The Notes pay a Fixed Interest Amount (as described above in C.10 <i>(The Rights Attaching to the Securities (Continued), Including Information as to Interest, Maturity, Yield and the Representative of the Holders)</i>).</p> <p><b>Redemption Amount payable on the Notes</b></p> <p>The Notes will be redeemed at 100 per cent. of the Issue Price.</p>
C.19	Exercise price or final reference price of the underlying:	The determination of the auction price determined by the ISDA Determinations Committee following the occurrence of a CDS Event relating to the Reference Entity and the redemption amount of the Notes will be carried out by the Calculation Agent.
C.20	Type of the underlying:	Not Applicable

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 &amp; 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 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	Risks specific to the securities:	<p>The Notes are Single Name CLNs to which ISDA Credit Linkage apply.</p> <p>The following are the key risks applicable to the Notes:</p> <p><b>Unsecured Notes:</b> Investors investing in unsecured Notes (including unsecured Notes which are specified in the applicable Final Terms as Notes "without Capital at Risk") 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.</p> <p><b>Investment Products:</b> 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>



**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 Credit Linked Notes**

**Credit Linkage:** The Notes are linked to the credit of the Reference Entity. If the Reference Entity becomes subject to a CDS Event then the redemption price which would otherwise be payable in respect of the Credit Linked Portion of the Note will be reduced in accordance with the Recovery Rate determined in respect of the Reference Entity. If the Reference Entity becomes subject to a CDS Event, there is a risk that an investor's return on the Credit Linked Portion of the Note may be reduced and may be zero.

**Cessation of accrual of Interest - ISDA Credit Linkage:** Interest on the Notes shall cease to accrue from (but excluding) the Interest Accrual Cessation Date, being the date specified in the CDS Event Notice as the date on which the Credit Event triggering the relevant Event Determination Date (each term as defined in the 2014 ISDA Credit Derivatives Definitions as published by the International Swaps and Derivatives Association, Inc.). Cessation of accrual of interest means an investor in these Notes may receive a lower return.

**General Recovery Rate in Single Name CLNs – ISDA Credit Linkage:** The redemption price payable on the Credit Linked Portion of the Notes following the occurrence of a CDS Event in respect of a Reference Entity will be determined by reference to an auction price for the unsecured, senior debt obligations of the applicable Reference Entity as determined by the ISDA Determination Committee or the market value of such obligation(s). There is a risk that the return payable to an investor in a Credit Linked Notes may be different from the return that investors would have received had they been holding a particular debt instrument issued by the Reference Entity.

<b>Section E – Offer</b>		
<b>E.2b</b>	<b>Reasons for the Offer and Use of Proceeds:</b>	<p>The net proceeds from each issue of Notes will, unless specified in the applicable Final Terms, be used by the Issuer for general corporate purposes, which includes making a profit and/or hedging certain risks. If, in respect of any particular issue of Notes which are derivative securities for the purpose of Article 15 of the Commission Regulation No 809/2004 implementing the Prospectus Directive, there is another particular identified use of proceeds (other than making profit, hedging certain risks and/or general corporate purposes), this will be stated in the applicable Final Terms.</p> <p>Not Applicable. The use of proceeds is to make a profit and/or hedge risks.</p>
<b>E.3</b>	<b>Terms and Conditions of the Offer:</b>	Not applicable.
<b>E.4</b>	<b>Interests Material to the Issue:</b>	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.
<b>E.7</b>	<b>Estimated Expenses:</b>	Not applicable. Expenses in respect of the offer or listing of the Notes are not charged by the Issuer or Dealers to the Investor.