

Final Terms



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

BARCLAYS CAPITAL (CAYMAN) LIMITED

(Incorporated with limited liability in the Cayman Islands)

GLOBAL STRUCTURED SECURITIES PROGRAMME

for the issue of Securities

BARCLAYS BANK PLC

Up to [10,000] Equity Linked Certificates due 28 July 2014 (the "Certificates")

Series GSC1171

under the Global Structured Securities Programme

The Securities will be publicly offered in Sweden from and including 23 May 2011 to and including 24 June 2011

Issue Price: SEK 10,000 per Certificate

This document constitutes the final terms of the Certificates (the "Final Terms") described herein for the purposes of Article 5.4 of the Directive 2003/71/EC and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "Bank") and Barclays Capital (Cayman) Limited ("BCCL") and is supplemental to and should be read in conjunction with the Base Prospectus dated 6 August 2010, as supplemented and amended from time to time, which constitutes a base prospectus (the "Base Prospectus") for the purpose of the Directive 2003/71/EC. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours at the registered office of the Issuer and the specified office of the Issue and Paying Agent for the time being in London and copies may be obtained from such office. Words and expressions defined in the Base Prospectus and not defined in this document shall bear the same meanings when used herein.

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in these Final Terms is in accordance with the facts and does not contain anything likely to affect the import of such information.

Investors should refer to the sections headed "Risk Factors" in the Base Prospectus for a discussion of certain matters that should be considered when making a decision to invest in the Securities.

Barclays Capital

Final Terms dated 23 May 2011

The distribution of this document and the offer of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession these Final Terms come are required by the Bank to inform themselves about and to observe any such restrictions. Details of selling restrictions for various jurisdictions are set out in "Purchase and Sale" in the Base Prospectus. In particular, the Securities have not been, and will not be, registered under the US Securities Act of 1933, as amended, and are subject to US tax law requirements. Trading in the Securities has not been approved by the US Commodity Futures Trading Commission under the US Commodity Exchange Act of 1936, as amended. Subject to certain exceptions, the Securities may not at any time be offered, sold or delivered in the United States or to US persons, nor may any US persons at any time trade or maintain a position in such Securities.

INDEX DISCLAIMER

Disclaimer 1: Hang Seng Index

The Hang Seng Index (the “**Index(es)**”) is/are published and compiled by Hang Seng Indexes Company Limited pursuant to a licence from Hang Seng Data Services Limited. The mark(s) and name(s) Hang Seng Index are proprietary to Hang Seng Data Services Limited. Hang Seng Indexes Company Limited and Hang Seng Data Services Limited have agreed to the use of, and reference to, the Index(es) by Barclays Bank PLC (“**LICENSEE**”) in connection with the Securities (the “**Securities**”), **BUT NEITHER HANG SENG INDEXES COMPANY LIMITED NOR HANG SENG DATA SERVICES LIMITED WARRANTS OR REPRESENTS OR GUARANTEES TO ANY BROKER OR HOLDER OF THE SECURITIES OR ANY OTHER PERSON (i) THE ACCURACY OR COMPLETENESS OF ANY OF THE INDEX(ES) AND ITS COMPUTATION OR ANY INFORMATION RELATED THERETO; OR (ii) THE FITNESS OR SUITABILITY FOR ANY PURPOSE OF ANY OF THE INDEX(ES) OR ANY COMPONENT OR DATA COMPRISED IN IT; OR (iii) THE RESULTS WHICH MAY BE OBTAINED BY ANY PERSON FROM THE USE OF ANY OF THE INDEX(ES) OR ANY COMPONENT OR DATA COMPRISED IN IT FOR ANY PURPOSE, AND NO WARRANTY OR REPRESENTATION OR GUARANTEE OF ANY KIND WHATSOEVER RELATING TO ANY OF THE INDEX(ES) IS GIVEN OR MAY BE IMPLIED.** The process and basis of computation and compilation of any of the Index(es) and any of the related formula or formulae, constituent stocks and factors may at any time be changed or altered by Hang Seng Indexes Company Limited without notice. **TO THE EXTENT PERMITTED BY APPLICABLE LAW, NO RESPONSIBILITY OR LIABILITY IS ACCEPTED BY HANG SENG INDEXES COMPANY LIMITED OR HANG SENG DATA SERVICES LIMITED (i) IN RESPECT OF THE USE OF AND/OR REFERENCE TO ANY OF THE INDEX(ES) BY LICENSEE IN CONNECTION WITH THE SECURITIES; OR (ii) FOR ANY INACCURACIES, OMISSIONS, MISTAKES OR ERRORS OF HANG SENG INDEXES COMPANY LIMITED IN THE COMPUTATION OF ANY OF THE INDEX(ES); OR (iii) FOR ANY INACCURACIES, OMISSIONS, MISTAKES, ERRORS OR INCOMPLETENESS OF ANY INFORMATION USED IN CONNECTION WITH THE COMPUTATION OF ANY OF THE INDEX(ES) WHICH IS SUPPLIED BY ANY OTHER PERSON; OR (iv) FOR ANY ECONOMIC OR OTHER LOSS WHICH MAY BE DIRECTLY OR INDIRECTLY SUSTAINED BY ANY BROKER OR HOLDER OF THE SECURITIES OR ANY OTHER PERSON DEALING WITH THE SECURITIES AS A RESULT OF ANY OF THE AFORESAID, AND NO CLAIMS, ACTIONS OR LEGAL PROCEEDINGS MAY BE BROUGHT AGAINST HANG SENG INDEXES COMPANY LIMITED AND/OR HANG SENG DATA SERVICES LIMITED** in connection with the Securities in any manner whatsoever by any broker, holder or other person dealing with the Securities. Any broker, holder or other person dealing with the Securities does so therefore in full knowledge of this disclaimer and can place no reliance whatsoever on Hang Seng Indexes Company Limited and Hang Seng Data Services Limited. For the avoidance of doubt, this disclaimer does not create any contractual or quasi-contractual relationship between any broker, holder or other person and Hang Seng Indexes Company Limited and/or Hang Seng Data Services Limited and must not be construed to have created such relationship.

Disclaimer 2: MSCI Singapore Index/MSCI Taiwan Index

THESE SECURITIES ARE NOT SPONSORED, ENDORSED, SOLD OR PROMOTED BY MSCI INC. (“**MSCI**”), ANY AFFILIATE OF MSCI OR ANY OTHER PARTY INVOLVED IN, OR RELATED TO, MAKING OR COMPILING ANY MSCI INDEX. THE MSCI INDEXES ARE THE EXCLUSIVE PROPERTY OF MSCI. MSCI AND THE MSCI INDEX NAMES ARE SERVICE MARK(S) OF MSCI OR ITS AFFILIATES AND HAVE BEEN LICENSED FOR USE FOR CERTAIN PURPOSES BY BARCLAYS BANK PLC (“**LICENSEE**”). NEITHER MSCI, ANY OF ITS AFFILIATES

NOR ANY OTHER PARTY INVOLVED IN, OR RELATED TO, MAKING OR COMPILING ANY MSCI INDEX MAKES ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, TO THE OWNERS OF THESE SECURITIES OR ANY MEMBER OF THE PUBLIC REGARDING THE ADVISABILITY OF INVESTING IN FINANCIAL SECURITIES GENERALLY OR IN THESE SECURITIES PARTICULARLY OR THE ABILITY OF ANY MSCI INDEX TO TRACK CORRESPONDING STOCK MARKET PERFORMANCE. MSCI OR ITS AFFILIATES ARE THE LICENSORS OF CERTAIN TRADEMARKS, SERVICE MARKS AND TRADE NAMES AND OF THE MSCI INDEXES WHICH ARE DETERMINED, COMPOSED AND CALCULATED BY MSCI WITHOUT REGARD TO THESE SECURITIES OR THE ISSUER OR OWNER OF THESE SECURITIES. NEITHER MSCI, ANY OF ITS AFFILIATES NOR ANY OTHER PARTY INVOLVED IN, OR RELATED TO, MAKING OR COMPILING ANY MSCI INDEX HAS ANY OBLIGATION TO TAKE THE NEEDS OF THE ISSUERS OR OWNERS OF THESE SECURITIES INTO CONSIDERATION IN DETERMINING, COMPOSING OR CALCULATING THE MSCI INDEXES. NEITHER MSCI, ITS AFFILIATES NOR ANY OTHER PARTY INVOLVED IN, OR RELATED TO, MAKING OR COMPILING ANY MSCI INDEX IS RESPONSIBLE FOR OR HAS PARTICIPATED IN THE DETERMINATION OF THE TIMING OF, PRICES AT, OR QUANTITIES OF THESE SECURITIES TO BE ISSUED OR IN THE DETERMINATION OR CALCULATION OF THE EQUATION BY WHICH THESE SECURITIES IS REDEEMABLE FOR CASH. NEITHER MSCI, ANY OF ITS AFFILIATES NOR ANY OTHER PARTY INVOLVED IN, OR RELATED TO, THE MAKING OR COMPILING ANY MSCI INDEX HAS ANY OBLIGATION OR LIABILITY TO THE OWNERS OF THESE SECURITIES IN CONNECTION WITH THE ADMINISTRATION, MARKETING OR OFFERING OF THESE SECURITIES.

ALTHOUGH MSCI SHALL OBTAIN INFORMATION FOR INCLUSION IN OR FOR USE IN THE CALCULATION OF THE MSCI INDEXES FROM SOURCES WHICH MSCI CONSIDERS RELIABLE, NEITHER MSCI, ANY OF ITS AFFILIATES NOR ANY OTHER PARTY INVOLVED IN, OR RELATED TO ALTHOUGH MSCI SHALL OBTAIN INFORMATION FOR INCLUSION IN OR FOR USE IN THE CALCULATION OF THE MSCI INDICES FROM SOURCES WHICH MSCI CONSIDERS RELIABLE, NEITHER MSCI, ANY OF ITS AFFILIATES NOR ANY OTHER PARTY INVOLVED IN, OR RELATED TO MAKING OR COMPILING ANY MSCI INDEX WARRANTS OR GUARANTEES THE ORIGINALITY, ACCURACY AND/OR THE COMPLETENESS OF ANY MSCI INDEX OR ANY DATA INCLUDED THEREIN. NEITHER MSCI, ANY OF ITS AFFILIATES NOR ANY OTHER PARTY INVOLVED IN, OR RELATED TO, MAKING OR COMPILING ANY MSCI INDEX MAKES ANY WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY LICENSEE, LICENSEE'S CUSTOMERS OR COUNTERPARTIES, ISSUERS OF THE FINANCIAL SECURITIES, OWNERS OF THE FINANCIAL SECURITIES, OR ANY OTHER PERSON OR ENTITY, FROM THE USE OF ANY MSCI INDEX OR ANY DATA INCLUDED THEREIN IN CONNECTION WITH THE RIGHTS LICENSED HEREUNDER OR FOR ANY OTHER USE. NEITHER MSCI, ANY OF ITS AFFILIATES NOR ANY OTHER PARTY INVOLVED IN, OR RELATED TO, MAKING OR COMPILING ANY MSCI INDEX SHALL HAVE ANY LIABILITY FOR ANY ERRORS, OMISSIONS OR INTERRUPTIONS OF OR IN CONNECTION WITH ANY MSCI INDEX OR ANY DATA INCLUDED THEREIN. FURTHER, NEITHER MSCI, ANY OF ITS AFFILIATES NOR ANY OTHER PARTY INVOLVED IN, OR RELATED TO, MAKING OR COMPILING ANY MSCI INDEX MAKES ANY EXPRESS OR IMPLIED WARRANTIES OF ANY KIND, AND MSCI, ANY OF ITS AFFILIATES AND ANY OTHER PARTY INVOLVED IN, OR RELATED TO MAKING OR COMPILING ANY MSCI INDEX HEREBY EXPRESSLY DISCLAIM ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, WITH RESPECT TO ANY MSCI INDEX AND ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL MSCI, ANY OF ITS AFFILIATES OR ANY OTHER PARTY INVOLVED IN, OR RELATED TO, MAKING OR COMPILING ANY MSCI INDEX HAVE ANY LIABILITY FOR ANY DIRECT, INDIRECT, SPECIAL,

PUNITIVE, CONSEQUENTIAL OR ANY OTHER DAMAGES (INCLUDING LOST PROFITS) EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

No purchaser, seller or holder of this Securities, or any other person or entity, should use or refer to any MSCI trade name, trademark or service mark to sponsor, endorse, market or promote these Securities without first contacting MSCI to determine whether MSCI's permission is required. Under no circumstances may any person or entity claim any affiliation with MSCI without the prior written permission of MSCI.

Disclaimer 3:

The Securities are not sponsored, endorsed, sold or promoted by Korea Stock Exchange ("KRX"). KRX makes no representation or warranty, express or implied, to the owners of the Securities or any member of the public regarding the advisability of investing in securities generally or in the Securities particularly or the ability of the KOSPI and(or) KOSDAQ Indexes to track general stock market performance. KRX's only relationship to the Licensee is the licensing of certain trademarks and trade names of KRX and of the KOSPI and(or) KOSDAQ Indexes which is determined, composed and calculated by KRX without regard to the Licensee or the Securities. KRX has no obligation to take the needs of the Licensee or the owners of the Securities into consideration in determining, composing or calculating the KOSPI and(or) KOSDAQ Indexes. KRX is not responsible for and has not participated in the determination of the prices and amount of the Securities or the timing of the issuance or sale of the Securities or in the determination or calculation of the equation by which the Securities is to be converted into cash. KRX has no obligation or liability in connection with the administration, marketing or trading of the Securities.

KRX DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE KOSPI INDEXES OR ANY DATA INCLUDED THEREIN AND KSE SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. KSE MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY LICENSEE, OWNERS OF THE SECURITIES, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE KOSPI INDEXES OR ANY DATA INCLUDED THEREIN. KSE MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE KOSPI INDEXES OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL KSE HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS), EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

Part A
Terms and Conditions of the Securities

The Securities shall have the following terms and conditions, which shall complete, modify and/or amend the Base Conditions and/or any applicable Relevant Annex(es) set out in the Base Prospectus dated 6 August 2010.

Parties

Issuer:	Barclays Bank PLC
Guarantor:	N/A
Manager:	Barclays Bank PLC
Determination Agent:	Barclays Bank PLC
Issue and Paying Agent:	Svenska Handelsbanken AB (the “ Swedish Issue and Paying Agent ”)
Stabilising Manager:	N/A
Registrar:	N/A
CREST Agent:	N/A
Paying Agents:	N/A
Transfer Agent:	N/A
Exchange Agent:	N/A
Additional Agents:	N/A

THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”). SUBJECT TO CERTAIN EXCEPTIONS, THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, US PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT (“REGULATION S”)). THESE FINAL TERMS HAVE BEEN PREPARED BY THE ISSUER FOR USE IN CONNECTION WITH THE OFFER AND SALE OF THE SECURITIES OUTSIDE THE UNITED STATES TO NON-US PERSONS IN RELIANCE ON REGULATION S AND FOR LISTING OF THE SECURITIES ON THE RELEVANT STOCK EXCHANGE, IF ANY, AS STATED HEREIN. FOR A DESCRIPTION OF THESE AND CERTAIN FURTHER RESTRICTIONS ON OFFERS AND SALES OF THE SECURITIES AND DISTRIBUTION OF THESE FINAL TERMS, THE BASE PROSPECTUS, AND THE SUPPLEMENTAL PROSPECTUSES SEE “PURCHASE AND SALE OF REGISTERED SECURITIES” IN THE PROSPECTUS.

EACH PURCHASER OF REGISTERED SECURITIES WILL BE DEEMED, BY ITS ACCEPTANCE OF PURCHASE OF ANY SUCH REGISTERED SECURITIES, TO HAVE MADE CERTAIN REPRESENTATIONS AND AGREEMENTS INTENDED TO RESTRICT THE RESALE OR OTHER TRANSFER OF SUCH REGISTERED SECURITIES AS SET OUT IN “TRANSFER RESTRICTIONS FOR REGISTERED SECURITIES”.

THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE US SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER US REGULATORY AUTHORITY, AND NONE OF THE FOREGOING AUTHORITIES HAS PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OF SECURITIES OR THE ACCURACY OR THE ADEQUACY OF THESE FINAL TERMS OR THE BASE PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

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

Provisions relating to the Securities

1	Series:	GSC1171
2	Currency:	Swedish Krona (“SEK”)
3	Notes:	N/A
	Certificates:	Applicable
	(i) Number of Certificates:	Up to [10,000] Certificates
	(ii) Calculation Amount per Certificate as at the Issue Date:	SEK 10,000 per Certificate
4	Form:	
	(i) Global/Definitive/Uncertificated and dematerialised:	For Swedish Registered Securities: Dematerialised Uncertificated Securities in book-entry form in accordance with the Swedish Financial Instruments Accounts Act (1998:1479), as amended. Cleared and settled in Euroclear Sweden AB.
	(ii) NGN Form:	N/A
	(iii) Held under the NSS:	N/A
	(iv) CGN Form:	N/A
	(v) CDIs:	N/A
5	Trade Date:	[7 July 2011]
6	Issue Date:	27 July 2011
7	Redemption Date:	28 July 2014 (the “Scheduled Redemption Date”) provided that if the Valuation Date is adjusted in accordance with the Equity Linked Conditions, the Redemption Date shall be postponed to 14 Business Days after the Valuation Date.
8	Issue Price:	SEK 10,000 per Certificate
9	Relevant Stock Exchange:	London Stock Exchange and Nordic Derivatives Exchange (“NDX”)
10	The following Relevant Annex(es) shall apply to the Securities (<i>specify each applicable Relevant Annex</i>):	Equity Linked Annex Swedish Securities Annex

Provisions relating to interest (if any) payable on the Securities

11	Interest:	N/A
12	Interest Amount:	N/A
13	Interest Rate:	N/A
14	Screen Rate Determination:	N/A
15	ISDA Determination:	N/A

16	Margin:	N/A
17	Minimum/Maximum Interest Rate:	N/A
18	Interest Commencement Date:	N/A
19	Interest Determination Date:	N/A
20	Interest Calculation Periods:	N/A
21	Interest Payment Dates:	N/A
22	Day Count Fraction:	N/A
23	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest, if different from those set out in the Base Conditions:	N/A

Provisions relating to Redemption

24	Settlement Method:	For the purposes of Condition 5.1 of the Base Conditions: Cash Settlement
25	Settlement Currency:	SEK
26	Settlement Number:	As defined in Condition 24 of the Base Conditions
27	Terms relating to Cash Settled Securities:	
	(i) Final Cash Settlement Amount:	The Final Cash Settlement Amount shall determined in accordance with the following formula:

(a) If on the Valuation Date, WP is greater than or equal to Barrier, the Final Cash Settlement Amount shall be calculated as follows:

$$\text{Calculation Amount} \times (100\% + \text{Call Option Return})$$

Where:

“Call Option Return” means an amount calculated as follows:

$$\max\left(0, \text{Basketreturn}\right) \times \text{Participation} \times \text{FXMultiplier}$$

“Basket Return” means an amount as calculated as follows:

$$\text{Basket Return} = \sum_{i=1}^4 W_i * \left(\frac{\text{Index}_{i \text{ Final}} - \text{Index}_{i \text{ Initial}}}{\text{Index}_{i \text{ Initial}}} \right)$$

“ $\text{Index}_{i \text{ Initial}}$ ” means the Index Level for each Index_i on

the Strike Date.

“ $Index_i^{Final}$ ” means the arithmetic average of the Index Level for each $Index_i$ on each of the Averaging Dates.

“ W_i ” means, in respect of each $Index_i$, a percentage as specified in the Schedule.

“**Averaging Date**” means each date as out in paragraph 36(ix) below.

“**Strike Date**” means 8 July 2011.

(b) If on the Valuation Date, WP is less than Barrier, the Final Cash Settlement Amount shall be calculated as follows:

Calculation Amount x WP

Where WP means an amount determined as follows:

$$\min_{i=1}^4 \left[\frac{Final\ IndexLevel_i}{Initial\ IndexLevel_i} \right]$$

“**Initial Index Level_i**” means the Index Level of an $Index_i$ on the Strike Date.

“**Final Index Level_i**” means The Index Level of an $Index_i$ on the Valuation Date.

“**Barrier**” means 50%

“**FX Multiplier**” will be calculated as follows:

$$\left(\frac{USDSEK_{FINAL}}{USDSEK_{INITIAL}} \right)$$

USDSEK_{INITIAL} means the rate obtained by dividing the SEK per EUR currency rate by the USD per EUR currency rate (in accordance with the formula below), each such rate as quoted on Reuters page ECB 37 at 14:15 CET on the business day preceding the Strike Date (or if such rate does not appear on Reuters page ECB37 at 14:15 CET on such day then the rate will be determined by the Determination Agent in its sole discretion), being [TBD];

$$\frac{SEK\ per\ EUR_{on\ the\ busin\ essday\ preceding\ the\ Strike\ Date}}{USD\ per\ EUR_{on\ the\ busin\ essday\ preceding\ the\ Strike\ Date}}$$

USDSEK_{FINAL} means the rate obtained by dividing the SEK per EUR currency rate by the USD per EUR currency rate (in accordance with the formula below),

each such rate as quoted on Reuters page ECB 37 at 14:15 CET on the business day after the Valuation Date (or if such rate does not appear on Reuters page ECB37 at 14:15 CET on such day then the rate will be determined by the Determination Agent in its sole discretion);

$\frac{SEK \text{ per EUR}_{\text{on the business day after the Valuation Date}}}{USD \text{ per EUR}_{\text{on the business day after the Valuation Date}}}$

$\frac{USD \text{ per EUR}_{\text{on the business day after the Valuation Date}}}{USD \text{ per EUR}_{\text{on the business day after the Valuation Date}}}$

“Participation” means [210]% as determined by the Determination Agent on the Trade Date.

(ii)	Early Cash Settlement Amount:	As defined in Condition 24 of the Base Conditions
(iii)	Early Cash Redemption Date:	As defined in Condition 24 of the Base Conditions
28	Terms relating to Physically Delivered Securities:	N/A
29	Nominal Call Event:	N/A
30	Call Option:	N/A
31	Put Option:	N/A
32	Specified Early Redemption Event:	N/A
33	Maximum and Minimum Redemption Requirements:	N/A
34	Additional Disruption Events in addition to those specified in Condition 24 of the Base Conditions and any applicable Relevant Annex:	
(i)	Affected Jurisdiction Hedging Disruption:	Applicable
(ii)	Affected Jurisdiction Increased Cost of Hedging:	N/A
(iii)	Affected Jurisdiction:	Taiwan and Korea
(iv)	Other Additional Disruption Events:	N/A
(v)	The following shall not constitute Additional Disruption Events:	Hedging Disruption Increased Cost of Hedging
35	Share Linked Securities:	N/A
36	Index Linked Securities (<i>Equity indices only</i>):	
(i)	Index/Indices (each a	A Basket of Indices as set out in the Schedule

“Reference Asset”):

- (ii) Future Price Valuation: N/A
- (iii) Exchange-traded Contract: N/A
- (ii) Exchanges: In respect of each Index_i, as set out in the Schedule.
- (iii) Related Exchanges: In respect of each Index_i, All Exchanges
- (iv) Exchange Rate: N/A
- (v) Weighting for each Reference Asset comprising the Basket of Reference Assets: In respect of each Index_i, 25 per cent. as set out in the Schedule.
- (vi) Index Level of each Reference Asset: The level of the Index at the Valuation Time in a Scheduled Trading Day
- (vii) Valuation Date: 8 July 2014
- (viii) Valuation Time: As defined in the Equity Linked Annex
- (ix) Averaging: Applicable

(a) Averaging Dates: Each date as specified as follows:

t	Averaging Dates
1	8 January 2014
2	10 February 2014
3	10 March 2014
4	8 April 2014
5	8 May 2014
6	9 June 2014
7	8 July 2014

(b) Consequence of an Averaging Date being a Disrupted Day: Modified Postponement

- (x) Additional Disruption Event in respect of Index Linked Securities: N/A
- (xi) FX Disruption Event: Applicable
- (a) Specified Currency: TWD and KRW
- (b) Specified Jurisdiction: Taiwan and Korea
- (xii) Other adjustments: N/A
- 37 Inflation Linked Securities: N/A
- 38 FX Linked Securities: N/A
- 39 Credit Linked Securities: N/A

40	Commodity Linked Securities:	N/A
41	Proprietary Index Linked Securities:	N/A
42	Bond Linked Securities:	N/A
43	Mutual Fund Linked Securities:	N/A

Provisions relating to Settlement

44	Minimum Settlement Amount:	N/A
45	Settlement in respect of VP Notes, APK Registered Securities, Dutch Securities, Italian Securities, Swedish Registered Securities, VPS Registered Securities or Spanish Securities:	Swedish Registered Securities may not provide for any form of settlement (including in respect of payment of interest) other than payment in cash.
46	Additional provisions relating to Taxes and Settlement Expenses:	N/A

Definitions

47	Business Day:	As defined in Condition 24 of the Base Conditions
48	Additional Business Centre(s):	N/A

Selling restrictions and provisions relating to certification

49	Non-US Selling Restrictions:	As described in the Base Prospectus
50	Applicable TEFRA exemption:	N/A

General

51	Business Day Convention:	Modified Following
52	Relevant Clearing Systems:	Euroclear Sweden AB
53	If syndicated, names of Managers:	N/A
54	Details relating to Partly Paid Securities:	N/A
55	Relevant securities codes:	ISIN: GB00B4YPY409
56	Modifications to the Master Subscription Agreement and/or Agency Agreement:	N/A
57	Additional Conditions and/or modification to the Conditions of the Securities:	N/A

Part B
Other Information

1 LISTING AND ADMISSION TO TRADING

- | | | |
|-------|---|--|
| (i) | Listing: | Stockholm and London |
| (ii) | Admission to trading: | Application will be made for the Securities to be admitted to listing on the London Stock Exchange and the NDX and to be admitted to trading on the NDX on or around the Issue Date. |
| (iii) | Estimate of total expenses related to admission to trading: | N/A |

2 RATINGS

- | | |
|----------|--|
| Ratings: | The Securities have not been individually rated. |
|----------|--|

3 NOTIFICATION

The Financial Services Authority has provided the Swedish Finansinspektionen with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Purchase and Sale", so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

5 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- | | | |
|-------|---------------------------|-------------------------|
| (i) | Reasons for the offer: | General funding |
| (ii) | Estimated net proceeds: | Up to SEK [100,000,000] |
| (iii) | Estimated total expenses: | N/A |

6 FIXED RATE SECURITIES ONLY - YIELD

- | | |
|----------------------|-----|
| Indication of yield: | N/A |
|----------------------|-----|

7 FLOATING RATE SECURITIES ONLY - HISTORIC INTEREST RATES

N/A

8 PERFORMANCE OF REFERENCE ASSET(S) OR OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE REFERENCE ASSET(S) AND/OR OTHER UNDERLYING

Past performance of each Index can be obtained on Bloomberg with the relevant Code as described in the Schedule.

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

The table below shows the Redemption Amount for different scenarios, based on a holding of SEK 100,000 Securities.

Change for the Reference Asset	25%	0%	-25%
Change in the Reference Asset for purposes of calculating Final Cash Settlement Amount, assuming indicative participation rate of [210%] (which may be higher or lower but will be fixed prior to the Issue Date):	25%	0%	-25%
Amount invested (including premium and estimated brokerage fees):	SEK 102,000	SEK 102,000	SEK 102,000
Increase in value:	SEK 52,500	SEK 0.00	SEK 0.00
Final Cash Settlement Amount:	SEK 152,500	SEK 100,000	SEK 100,000
Effective yearly return (including estimated brokerage fees and the extra premium paid):	14.3%	-0.7%	-0.7%

9 PERFORMANCE OF RATES OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT

N/A

10 OPERATIONAL INFORMATION

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking Société Anonyme (together with their addresses) and the relevant identification number(s):

Delivery:

Names and addresses of additional Paying Agents(s) (if any) and Swedish Issue and Paying Agent:

Swedish Central Securities Depository & Clearing Organisation (Euroclear Sweden) identification number: 556112-8074. The Issuer shall be entitled to obtain information from the register maintained by Euroclear Sweden AB for the purposes of performing its obligations under the issue of the Securities.

Delivery against payment

Svenska Handelsbanken AB (publ)

Blasieholmstorg12

SE-106 70 Stockholm

Sweden

Intended to be held in a manner which would allow Eurosystem eligibility: No

11 OFFER INFORMATION

Offer Price:	SEK10,000 per Security
	A distribution fee has been, or will be, paid to a third party. The amount of this fee will not exceed 1.5% per annum of the Issue Price determined in respect of each Certificate on the Issue Date. Further details of the distribution fee are available upon request.
Offer Period:	The Offer Period shall be from and including 23 May 2011 to 24 June 2011.
Conditions to which the offer is subject:	<p>Offers of the Securities made prior to the Issue Date are conditional on their issue. There is no pre-identified allotment criteria. Barclays Bank PLC will adopt allotment criteria that ensures equal treatment of prospective investors. All of the Securities requested through the Distributor during the Offer Period will be assigned up to the maximum amount of the offer. A prospective investor will, on the Issue Date, receive 100 per cent. of the amount of Securities allocated to it during the Offer Period.</p> <p>The Issuer together with the Distributor reserves the right to withdraw the offer of the Securities at any time on or prior to the Trade Date, if</p> <ol style="list-style-type: none">1) the number of Certificates to be issued is less than 1,000; or2) it is not possible for the Participation to reach [160%]. <p>For the avoidance of doubt, if any application has been made by the potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant.</p>
Description of the application process:	Applications for the Securities can be made in Sweden through the Distributor. Distribution will be in accordance with the Distributor's usual procedures.
Description of possibility to reduce	N/A

subscriptions and manner for refunding excess amount paid by applicants:

Details of the minimum and/or maximum amount of application: N/A

Manner in and date on which results of the offer are to be made public: Results of the offer will be made public via the Distributor within 5 Business Days after the end of the Offer Period.

Details of the method and time limits for paying up and delivering the Certificates: The total payment of the Offer Price of the Securities must occur on 1 July 2011 to the Distributor's office having received the subscription.

The Securities will be made available on a free delivery after payment basis: the Issuer estimates that the Securities will be delivered through the Distributor, subsequent to payment of the Offer Price, to prospective Securities holders in deposit accounts held, directly or indirectly, by the Distributor at VPC.

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: N/A

Categories of potential investors to which the Certificates are offered and whether tranche(s) have been reserved for certain countries: Offers may be made through the Distributor in Sweden to any person. Offers (if any) in other EEA countries will only be made through the Distributor pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Applicants will be notified directly by the Distributor of the success of their application. No dealings in the Securities may take place prior to the Issue Date.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Apart from the offer price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser.

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Strukturinvest Fondkommission (FK) AB
Stora Badhusgatan 18-20
SE-400 16 Gothenburg
Sweden (the "Distributor")

Schedule
Basket of Indices

i	Index_i	Exchange	Related Exchange	Bloomberg/ Reuters code	Weighting	Initial Index Level (to be determined on the Trade Date)
1	Hang Seng Index	The Stock Exchange of Hong Kong Limited	All Exchanges	HSI Index	25.00%	[TBD]
2	MSCI Singapore	The Singapore Exchange	All Exchanges	SIMSCI Index	25.00%	[TBD]
3	MSCI Taiwan Index	The Taiwan Stock Exchange	All Exchanges	TAMSCI Index	25.00%	[TBD]
4	Kospi 200 Index	The Korea Stock Exchange	All Exchanges	KOSPI2 Index	25.00%	[TBD]