

PRICING SUPPLEMENT

25 February 2019

Investec Bank plc

**Issue of GBP 40,000,000 M&G Investment Funds – Tranche 2 - Episode Growth Fund Volatility
Strategy Return Linked Notes with Capital at Risk due 2023 under the
£2,000,000,000 Impala Bonds Programme**

The Offering Memorandum referred to below (as completed by this Pricing Supplement) 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 the Offering Memorandum and this Pricing Supplement. Prospective investors should consider carefully the risk factors set out under "*Risk Factors*" in the Offering Memorandum referred to below.

PART A – CONTRACTUAL TERMS

This document constitutes the pricing supplement ("**Pricing Supplement**") relating to the issue of the Tranche of Notes described herein for the purposes of listing on the Official List of the Irish Stock Exchange and must be read in conjunction with the Offering Memorandum dated 6 March 2018 as supplemented from time to time (the "**Offering Memorandum**") which, together with this Pricing Supplement, constitute listing particulars for the purposes of listing on the Official List of the Irish Stock Exchange and trading on its Global Exchange Market.

Unless otherwise defined herein, terms used herein shall be deemed to be defined as such for the purposes of the 2017 Conditions incorporated into and defined in the Offering Memorandum.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Memorandum. The Offering Memorandum is available for viewing at and copies may be obtained from <http://treasury.investec.co.uk/institutions/impala-bonds/Impala-Bonds.html> and during normal working hours from Investec Bank plc, 30 Gresham Street, London EC2V 7QP, and from Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS13 8AE.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended, from 1 January 2018, to be offered, sold or otherwise made available to and, with effect from such date, 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.

The Offering Memorandum does not comprise (i) a prospectus for the purposes of Part VI of the Financial Services and Markets Act 2000 (as amended) or (ii) a base prospectus for the purposes of Directive 2003/71/EC as amended (the "Prospectus Directive"). The Offering Memorandum has been prepared solely with regard to Notes that are not to be admitted to listing or trading on any regulated market for the purposes of Directive 2004/39/EC and not to be offered to the public in a Member State (other than pursuant to one or more of the exemptions set out in Article 3.2 of the Prospectus Directive).

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|----|-----------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Issuer: | Investec Bank plc |
| 2. | (a) Series Number: | 520 |
| | (b) Tranche Number: | 2. Subject as provided under paragraph 25 (<i>Form of Notes</i>) below, the Notes issued under this Pricing Supplement are to be consolidated and form a single series with M&G Investment Funds Episode Growth Fund Volatility Strategy Return Linked Notes with Capital at Risk issued on 27 December 2017 (ISIN: GB00BF8S3P68) (the " Original Notes "). |
| 3. | Specified Currency or Currencies: | GBP |
| 4. | Aggregate Nominal Amount: | |
| | (a) Series: | GBP 80,000,000.00 |
| | (b) Tranche: | GBP 40,000,000.00 |
| 5. | Issue Price: | 9.60 per cent. of the Aggregate Nominal Amount |

| | | | |
|-----|-----|-------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|
| 6. | (a) | Specified Denominations: | GBP1.00 |
| | (b) | Calculation Amount: | GBP1.00 |
| 7. | (a) | Issue Date: | 27 December 2017 |
| | (b) | Interest Commencement Date: | Not Applicable |
| | (c) | Trade Date: | 12 December 2017 |
| 8. | | Maturity Date: | 22 December 2023 |
| 9. | | Interest Basis: | Not Applicable. The Notes do not bear interest. |
| 10. | | Redemption/Payment Basis: | Fund Linked Notes (see Annex 1 (<i>Equity/Index/Fund/Multi Underlying Linked Note Provisions</i>) to this Pricing Supplement for further details) |
| 11. | | Change of Interest Basis or Redemption/Payment Basis: | Not Applicable |
| 12. | | Call Option: | Not Applicable |
| 13. | | Put Option: | Not Applicable |
| 14. | (a) | Security Status: | Unsecured Notes |
| | (b) | Date Board approval for issuance of Notes obtained: | Not Applicable |
| 15. | | Method of distribution: | Non-syndicated |
| 16. | | Redenomination on Euro Event: | Not Applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

| | | |
|-----|--------------------------------------|----------------|
| 17. | Fixed Rate Note Provisions | 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: | Fund Linked Notes (see Annex 1 (<i>Equity/Index/Fund/Multi Underlying Linked Note Provisions</i>) to this Pricing Supplement for further details) |
| 22. | Early Redemption Amount: | |
| | Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or | Fair Market Value |

if different from that set out in the Conditions):

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|-----|------------------------|----------------|
| 23. | Issuer Call Option | Not Applicable |
| 24. | Noteholder Put Option: | Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- | | | |
|-----|-------------------------------------------------------------------------------------------------------------------|---------------------------------|
| 25. | Form of Notes: | Uncertificated Registered Notes |
| 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, 30 Gresham Street, London EC2V 7QP. Investec Bank plc may subsequently place such Notes in the secondary market or such Notes may subsequently be repurchased by the Issuer and cancelled. |
| 31. | Total commission and concession: | Not Applicable |
| 32. | Selling Restrictions: | |
| | United States of America: | Reg. S Compliance Category: 2 TEFRA not applicable |
| | Exemption(s) from requirements under Directive 2003/71/EC (as amended) (the " Prospectus Directive "): | The offer is addressed solely to qualified investors (as such term is defined in the Prospectus Directive) |
| | Additional selling restrictions: | Not Applicable |
| 33. | Prohibition of Sales to EEA Retail Investors: | Applicable |

TAXATION

- | | | |
|-----|-----------|---------------------------------------------------------|
| 34. | Taxation: | Condition 7A (<i>Taxation - No Gross up</i>) applies. |
|-----|-----------|---------------------------------------------------------|

SECURITY

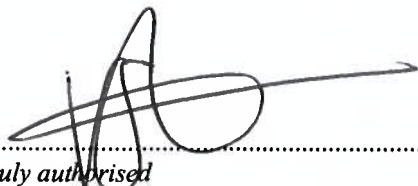
35. Security Provisions: Not Applicable

CREDIT LINKAGE

36. Credit Linkage Not Applicable

RESPONSIBILITY

Signed on behalf of the Issuer:

By: 
Duly authorised

Victoria Stott
Authorised Signatory

By: 
Duly authorised

Guy Stringer
Authorised Signatory

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing: Official List of the Irish Stock Exchange
- (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 Global Exchange Market 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 Offering Memorandum, 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 by reference to the following code: MGMGDAA LN <Equity>

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

6. OPERATIONAL INFORMATION

- (i) ISIN Code: GB00BF8S3P68
- (ii) SEDOL Code: Not Applicable
- (iii) Common Code: BF8S3P6
- (iv) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): The Notes will be Uncertificated Registered Notes held in CREST
- (v) Delivery: Delivery against payment
- (vi) Additional Paying Agent(s) (if any): Not Applicable
- (vii) Common Depositary: Not Applicable

- | | | |
|--------|----------------------------------------------|-------------------|
| (viii) | Calculation Agent: | Investec Bank plc |
| | • is Calculation Agent to make calculations? | Yes |
| | • if not, identify calculation agent: | Not Applicable |

ANNEX 1
EQUITY/INDEX/MULTI UNDERLYING LINKED NOTE PROVISIONS

| | | |
|--------|------------------------------------------------------------------------------------|----------------------|
| 1. | Type of Note | Fund Linked Note |
| 2. | Type of Underlying | Single Fund Interest |
| 3. | Redemption and Interest Payment Provisions: | |
| (i) | <i>Kick Out Notes with Capital at Risk Redemption Provisions</i> | Not Applicable |
| (ii) | <i>Kick Out Notes without Capital at Risk Redemption Provisions</i> | Not Applicable |
| (iii) | <i>Phoenix Kick Out Notes with Capital at Risk Redemption Provisions</i> | Not Applicable |
| (iv) | <i>Upside Notes with Capital at Risk Redemption Provisions</i> | Not Applicable |
| (v) | <i>Upside Notes without Capital at Risk Redemption Provisions</i> | Not Applicable |
| (vi) | <i>N Barrier (Income) Notes with Capital at Risk Redemption Provisions</i> | Not Applicable |
| (vii) | <i>Range Accrual (Income) Notes with Capital at Risk Redemption Provisions</i> | Not Applicable |
| (viii) | <i>Range Accrual (Income) Notes without Capital at Risk Redemption Provisions:</i> | Not Applicable |
| (ix) | <i>Reverse Convertible Notes with Capital at Risk Redemption Provisions</i> | Not Applicable |
| (x) | <i>Dual Underlying Kick Out Notes with Capital at Risk Redemption Provisions</i> | Not Applicable |
| (xi) | <i>Dual Underlying Upside Notes with Capital at Risk Redemption Provisions</i> | Not Applicable |
| (xii) | <i>Provisions for determining Final Redemption Amount for Series 520 :</i> | |

Final Redemption Amount

Unless previously redeemed or repurchased in accordance with the Terms, the Conditions and this Pricing Supplement, the Final Redemption Amount payable by the Issuer in respect of a Note shall be determined as follows:

Specified Denomination x [Max {0%, (Final Fund Value/Initial Fund Value) - 100% }]

Additional Definitions:

"Cash Return" or " $r_c(k)$ " means:

$$\text{Rate}(k-1) \times \text{DCF}(k-1,k)$$

"Dividend" or "D" means 1.00 per cent.

"Dynamic Leverage" or "DL(k)" means:

$$\text{MIN} [100\% , \text{VT} / \text{RV}(k-1)]$$

"Excess Return" or " $r_{ER}(k)$ " means:

$$r_{TR}(k) - r_c(k)$$

"n" means the volatility window which corresponds to the number of days used to calculate the Realised Volatility and is equal to 20.

"Overnight Rate Day Count Fraction" or "DCF (k-1, k)" means, in respect of a Strategy Calculation Date (k), the quotient of (i) the number of calendar days falling in the period commencing on, but excluding, the immediately preceding Strategy Calculation Date (k) and ending on, and including, such Strategy Calculation Date, and (ii) 365.

"Overnight Rate" or "Rate (k-1)" means, in respect of a Strategy Calculation Date (k), the rate for deposits in British Pounds for a period of 3 months which appears on the Bloomberg page BP0003M Index on the Strategy Calculation Date immediately preceding such Strategy Calculation Date (k), provided that, if such rate is not published on such page for such date, the Overnight Rate for such day shall be determined by the Calculation Agent in good faith and in a commercially reasonable manner.

"Realised Volatility" or "RV(k)" means:

$$\sqrt{\frac{252}{n-1} \left[\sum_{i=0}^{n-1} (\ln(1 + r_{TR}(k-i)))^2 - \frac{1}{n} \left(\sum_{i=0}^{n-1} \ln(1 + r_{TR}(k-i)) \right)^2 \right]}$$

"Relevant Price" or "S(k)" means, in relation to the Underlying and any Strategy Calculation Date, the NAV of the Underlying on such Strategy Calculation Date.

"Strategy Calculation Date" or "k" means each of the 21 Scheduled Valuation Dates immediately preceding the Strike Date and each Scheduled Valuation Date from, and including the Strike Date to and including the Final Redemption Valuation Date.

Each Strategy Calculation Date shall be assigned a value with the Strike Date being assigned a value of zero, and other each Strategy Calculation Date being assigned a value based on its relativity to the Strike Date (with the Strategy Calculation Date immediately preceding the Strike Date being assigned a value of -1 and the Strategy Calculation Date immediately following the Strike Date being assigned a value of 1).

"Structured Return" means in respect of any Strategy Calculation Date falling on or after the Strike Date, a number determined according as follows:

(i) If $k = 0$ then "**SR(0)**" = 100

(ii) If $k > 0$ then "**SR(k)**" = $SR(k-1) \times [1 + DL(k-1) \times r_{ER}(k) - SD(k)]$

"**Synthetic Dividend**" or "**SD(k)**" means

$$D \times DCF(k-1, k)$$

"**Total Return**" means:

$$\frac{S(k)}{S(k-1)} - 1$$

"**Volatility Target**" or "**VT**" means 8.00 (eight) per cent.

4. **Additional Provisions**

| | | | |
|---------|---------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| (i) | Underlying(s): | Single Fund Interest | |
| | | Name and short description of Fund Interest | Type of Fund |
| | | M&G Investment Funds - Episode Growth Fund. The NAV of the Fund will be published on Bloomberg (ticker: MGMGDAA LN <Equity>). | Mutual Fund |
| (ii) | Averaging Dates Market Disruption: | Not Applicable | |
| (iii) | Additional Disruption Events: | Hedging Disruption, Increased Cost of Hedging and Change in Law | |
| (iv) | 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. | |
| (v) | Valuation Time: | Not Applicable | |
| (vi) | Strike Date: | 15 December 2017 | |
| (vii) | Initial Fund Value: | The Structured Return on the Strike Date | |
| (viii) | Initial Averaging: | Not Applicable | |
| (ix) | Automatic Early Redemption: | Not Applicable | |
| (ix) | Automatic Early Redemption Averaging: | Not Applicable | |
| (xi) | Barrier Condition | Not Applicable | |
| (xii) | Barrier Averaging: | Not Applicable | |
| (xiii) | Final Fund Value | The Structured Return on the Final Redemption Valuation Date | |
| (i) | Final Redemption Valuation Date: | 15 December 2023 | |
| (xiv) | Final Averaging: | Not Applicable | |
| (xv) | Fund Documents: | As per the definition in Additional Terms for Equity/Index/Fund Linked/Multi Underlying Linked Notes | |
| (xvi) | Fund Business Day: | As per the definition in Additional Terms for Equity/Index/Fund Linked/Multi Underlying Linked Notes | |
| (xvii) | Fund Service Provider: | As per the definition in Additional Terms for Equity/Index/Fund Linked/Multi Underlying Linked Notes | |
| (xviii) | NAV Trigger Percentage: | As per the definition in Additional Terms for Equity/Index/Fund Linked/Multi Underlying Linked Notes | |

- (xix) Number of NAV Publication Days: For the purposes of Series 520 only, the definition of "**Number of NAV Publication Days**" shall be deleted and replaced as follows:
- "**Number of NAV Publication Days**" means five Scheduled Valuation Days;"
- (xx) Minimum AUM Level: As per the definition in Additional Terms for Equity/Index/Fund Linked/Multi Underlying Linked Notes
- (xxii) Delayed Payment Cut-Off Date: As per the definition in Additional Terms for Equity/Index/Fund Linked/Multi Underlying Linked Notes

ANNEX 2
**TERMS FOR EQUITY LINKED NOTES/INDEX LINKED NOTES/FUND LINKED NOTES/MULTI-
UNDERLYING LINKED NOTES**

In respect of Series 520 only, the Terms for Equity Linked Notes/Index Linked Notes/Fund Linked Notes/Multi-Underlying Linked Notes set out in the Offering Memorandum are amended as set out below.

The following definitions shall be deleted and replaced as follows:

"Valuation Date" means, for purposes of Term 2 (*Disrupted Days*) only, each Strategy Calculation Date and the Final Redemption Valuation Date;

ANNEX 2
ADDITIONAL RISK FACTORS

In addition to the risk factors set out in the Offering Memorandum, Investors should be aware of the following in relation to the Series 520.

In the event of a market downturn accompanied by low volatility, the strategy return will have a leveraged exposure to the Underlying. In such circumstances, if the Underlying performs negatively, an investor's exposure to such negative performance will be greater, and there is a higher risk that investors may lose some or all of their initial investment.

In the event of an increasing market accompanied by high volatility, the strategy return will have a lower exposure to the Underlying. In such circumstances, if the Underlying performs positively, an investor's exposure to such upside performance will be limited. In such circumstance investors may receive a lower return than they would otherwise have received.