

AMENDED AND RESTATED FINAL TERMS



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

GBP 2,445,000 Equity Index Linked Securities due July 2028 pursuant to the Global Structured Securities Programme

Issue Price: 100 per cent.

These amended and restated final terms of the Securities (the "**Amended and Restated Final Terms**") shall supersede and replace the final terms dated 17 July 2020, which constitute the final terms of the Securities (the "**Final Terms**") described herein for the purposes of Article 5.4 of the Prospectus Directive and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Final Terms are supplemental to and should be read in conjunction with the GSSP Base Prospectus 2 dated 18 July 2019, as supplemented on 3 September 2019, 24 October 2019, 11 March 2020 and 15 May 2020, which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive. 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. A summary of the individual issue of the Securities is annexed to these Final Terms.

The Base Prospectus, and any supplements thereto, are available for viewing at <https://www.home.barclays/prospectuses-and-documentation/structured-securities/prospectuses.html> and 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 the Final Terms shall bear the same meanings when used herein.

BARCLAYS

Amended and Restated Final Terms dated 1 June 2022 replacing the Final Terms dated 17 July 2020

PART A – CONTRACTUAL TERMS

1. (a) Series number: NX000255212
- (b) Tranche number: 1
2. Settlement Currency: Pounds Sterling (“**GBP**”)
3. Securities: Notes
4. Notes: Applicable
- (a) Aggregate Nominal Amount as at the Issue Date:
 - (i) Tranche: GBP 2,445,000
 - (ii) Series: GBP 2,445,000
- (b) Specified Denomination: GBP 1.00
- (c) Minimum Tradable Amount: Not Applicable
5. Certificates: Not Applicable
6. Calculation Amount: Specified Denomination
7. Issue Price: 100 per cent. of the Aggregate Nominal Amount
8. Issue Date: 17 July 2020
9. Scheduled Redemption Date: 14 July 2028
10. Underlying Performance Type: Single Asset

Provisions relating to interest (if any) payable

11. Interest Type: Phoenix with memory
12. (a) Fixed Interest Type: Not Applicable
- (b) Fixed Interest Rate: 1.30 per cent.
- (c) CMS Rate Determination: Not Applicable
- (d) Floating Rate Determination: Not Applicable
- (e) Bank of England Base Rate Determination: Not Applicable
- (f) Margin: Not Applicable
- (g) Minimum/Maximum Interest Rate: Not Applicable
- (h) Fixed Interest Determination Date(s): Not Applicable
- (i) Floating Interest Determination Date(s): Not Applicable
- (j) Interest Valuation Date(s): The dates set out in Table 1 below in the column entitled 'Interest Valuation Date'.
- (k) Interest Payment Date(s): The dates set out in Table 1 below in the column entitled 'Interest Payment Date'.
- (l) T: Not Applicable
- (m) Observation Date(s): Not Applicable
- (n) Interest Barrier Percentage: 80.00 per cent.
- (o) Lower Barrier Percentage: Not Applicable

- (p) Upper Barrier: Not Applicable
- (r) Knock-out Barrier Percentage: Not Applicable
- (s) Day Count Fraction: Not Applicable
- (t) Interest Period End Dates: Not Applicable
- (u) Interest Commencement Date: Not Applicable

Table 1

Interest Valuation Date:	Interest Payment Date:
30 September 2020	14 October 2020
30 December 2020	14 January 2021
30 March 2021	15 April 2021
30 June 2021	14 July 2021
30 September 2021	14 October 2021
30 December 2021	14 January 2022
30 March 2022	13 April 2022
30 June 2022	14 July 2022
30 September 2022	14 October 2022
30 December 2022	16 January 2023
30 March 2023	17 April 2023
30 June 2023	14 July 2023
2 October 2023	16 October 2023
2 January 2024	16 January 2024
2 April 2024	16 April 2024
1 July 2024	15 July 2024
30 September 2024	14 October 2024
30 December 2024	14 January 2025
31 March 2025	14 April 2025
30 June 2025	14 July 2025
30 September 2025	14 October 2025
30 December 2025	14 January 2026
30 March 2026	15 April 2026
30 June 2026	14 July 2026
30 September 2026	14 October 2026
30 December 2026	14 January 2027
30 March 2027	13 April 2027
30 June 2027	14 July 2027
30 September 2027	14 October 2027

30 December 2027	14 January 2028
30 March 2028	13 April 2028
Final Valuation Date	Scheduled Redemption Date

Provisions relating to Automatic Redemption (Autocall)

13. Automatic Redemption (Autocall): Applicable
14. (a) Autocall Barrier Percentage: 105 per cent.
- (b) Autocall Valuation Date(s): Each date set out in Table 2 below in the column entitled 'Autocall Valuation Date'.
- (c) Autocall Redemption Date(s): Each date set out in Table 2 below in the column entitled 'Autocall Redemption Date'.

Table 2

Autocall Valuation Date:	Autocall Redemption Date:
1 July 2024	15 July 2024
30 September 2024	14 October 2024
30 December 2024	14 January 2025
31 March 2025	14 April 2025
30 June 2025	14 July 2025
30 September 2025	14 October 2025
30 December 2025	14 January 2026
30 March 2026	15 April 2026
30 June 2026	14 July 2026
30 September 2026	14 October 2026
30 December 2026	14 January 2027
30 March 2027	13 April 2027
30 June 2027	14 July 2027
30 September 2027	14 October 2027
30 December 2027	14 January 2028
30 March 2028	13 April 2028

Provisions relating to Final Redemption

15. (a) Redemption Type: European Barrier
- (b) Settlement Method: Cash
- (c) Trigger Event Type: Not Applicable
- (d) Final Barrier Percentage: Not Applicable
- (e) Strike Price Percentage: 100%
- (f) Knock-in Barrier Percentage: 65%
- (g) Knock-in Barrier Period Start Date: Not Applicable

- (h) Knock-in Barrier Period End Date: Not Applicable
- (i) Lower Strike Price Percentage: Not Applicable
- (j) Participation: Not Applicable
- (k) Cap: Not Applicable

Provisions relating to Nominal Call Event

- 16. Nominal Call Event: Not Applicable
- (a) Nominal Call Threshold Percentage: Not Applicable

Provisions relating to the Underlying Asset(s)

- 17. Underlying Asset:
 - (a) Share: Not Applicable
 - (b) Index: The FTSE™ 100 Index
 - (i) Exchange: London Stock Exchange
 - (ii) Related Exchange: All Exchanges
 - (iii) Underlying Asset Currency: GBP
 - (iv) Bloomberg Screen: UKX <Index>
 - (v) Reuters Screen Page: .FTSE
 - (vi) Index Sponsor: FTSE International Limited
 - (vii) Pre-nominated Index: Not Applicable
- 18. Initial Price: The Valuation Price of the Underlying Asset on the Initial Valuation Date for such Underlying Asset, being 6,169.74.
 - (a) Averaging-in: Not Applicable
 - (b) Min Lookback-in: Not Applicable
 - (c) Max Lookback-in: Not Applicable
 - (d) Initial Valuation Date: 30 June 2020
- 19. Final Valuation Price: The Valuation Price of the Underlying Assets on the Final Valuation Date
 - (a) Averaging-out: Not Applicable
 - (b) Min Lookback-out: Not Applicable
 - (c) Max Lookback-out: Not Applicable
 - (d) Final Valuation Date: 30 June 2028

Provisions relating to disruption events and taxes and expenses

- 20. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Not Applicable
- 21. Additional Disruption Event:
 - (a) Change in Law: Applicable as per General Condition 35.1 (Definitions)
 - (b) Currency Disruption Event: Applicable as per General Condition 35.1 (Definitions)

(c)	Issuer Tax Event:	Applicable as per General Condition 35.1 (Definitions)
(d)	Extraordinary Market Disruption:	Applicable as per General Condition 35.1 (Definitions)
(e)	Hedging Disruption:	Applicable as per General Condition 35.1 (Definitions)
(f)	Increased Cost of Hedging:	Not Applicable as per General Condition 35.1 (Definitions)
(g)	Affected Jurisdiction Hedging Disruption:	Not Applicable as per General Condition 35.1 (Definitions)
(h)	Affected Jurisdiction Increased Cost of Hedging:	Not Applicable as per General Condition 35.1 (Definitions)
(i)	Increased Cost of Stock Borrow:	Not Applicable as per General Condition 35.1 (Definitions)
(j)	Loss of Stock Borrow:	Not Applicable as per General Condition 35.1 (Definitions)
(k)	Foreign Ownership Event:	Not Applicable as per General Condition 35.1 (Definitions)
(l)	Fund Disruption Event:	Not Applicable as per General Condition 35.1 (Definitions)
22.	Early Cash Settlement Amount:	Market Value
23.	Early Redemption Notice Period Number:	As set out in General Condition 35.1 (Definitions)
24.	Unwind Costs:	Not Applicable
25.	Settlement Expenses:	Not Applicable
26.	FX Disruption Event:	Not Applicable
27.	Local Jurisdiction Taxes and Expenses:	Not Applicable

General provisions

28.	Form of Securities:	Global Bearer Securities: Permanent Global Security NGN Form: Applicable Held under the NSS: Not Applicable CGN Form: Not Applicable CDIs: Not Applicable
29.	Trade Date:	12 June 2020
30.	871(m) Securities:	The Issuer has determined that the Securities (without regard to any other transactions) should not be subject to US withholding tax under Section 871(m) of the US Internal Revenue Code and regulations promulgated thereunder.
31.	Prohibition of Sales to EEA Retail Investors:	Not Applicable

32.	Additional Business Centre(s):	Not applicable
33.	Business Day Convention:	Following
34.	Determination Agent:	Barclays Bank PLC
35.	Registrar:	Not Applicable
36.	CREST Agent:	Not Applicable
37.	Transfer Agent:	Not Applicable
38.	(a) Name of Manager:	Barclays Bank PLC
	(b) Date of underwriting agreement:	Not Applicable
	(c) Names and addresses of secondary trading intermediaries and main terms of commitment:	Not Applicable
39.	Governing Law:	English law
40.	Relevant Benchmark:	FTSE 100 Index is provided by FTSE International Limited. As at the date hereof, FTSE International Limited appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to article 36 of the Benchmarks Regulation.

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to Trading: Application is expected to be made by the Issuer (or on its behalf) for the Securities to be listed on the official list and admitted to trading on the regulated market of the London Stock Exchange with effect from the Issue Date.
- (b) Estimate of total expenses related to admission to trading: GBP 395

2. RATINGS

Ratings: The Securities have not been individually rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Manager and save as discussed in risk factor 18 (*Risks associated with conflicts of interest*), so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the issue.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (a) Reasons for the offer: General Funding

5. PERFORMANCE OF UNDERLYING ASSETS, AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSETS

Information on the Underlying Assets can be found on:

Bloomberg Screen: UKX <Index>; and

<http://www.ftse.com>

Index Disclaimers: FTSE 100 Index

6. OPERATIONAL INFORMATION

- (a) ISIN: XS2142502686
- (b) Common Code: 214250268
- (c) Relevant Clearing System(s): Euroclear, Clearstream
- (d) Delivery: Delivery free of payment.
- (e) Name and address of additional Paying Agent(s): Not Applicable
- (f) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the International Central Securities Depositories (“ICSDs”) as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met

7. TERMS AND CONDITIONS OF THE OFFER

Authorised Offer(s)

- (a) Public Offer: An offer of the Notes may be made, subject to the conditions set out below by the Authorised Offeror(s) (specified in (b) immediately below) other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdiction(s) (specified in (c) immediately below) during the Offer Period (specified in (d) immediately below) subject to the conditions set out in the Base Prospectus and in (e) immediately below.
- (b) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place (together, the "Authorised Offeror(s)"): Each financial intermediary specified in (i) and (ii) below:
- (i) **Specific consent:** Meteor Asset Management Limited (the "Initial Authorised Offeror(s)") and each financial intermediary expressly named as an Authorised Offeror on the Issuer's website (<https://www.home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-final-terms/>); and
- (ii) **General consent:** Not Applicable.
- (c) Jurisdiction where the offer may take place (the "Public Offer Jurisdiction"): The United Kingdom and the Channel Islands
- (d) Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s): From and including 19 June 2020 to but excluding 30 June 2020.
- (e) Other conditions for use of the Base Prospectus by the Authorised Offeror(s): Not Applicable

Other terms and conditions of the offer

- (a) Offer Price: 100% of the Issue Price
- (b) Total amount of offer: GBP 2,445,000
- (c) Conditions to which the offer is subject: The Issuer reserves the right to withdraw the offer for Securities at any time prior to the end of the Offer Period.
- Following withdrawal of the offer, if any application has been made by any 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 by the Authorised Offeror in accordance with the Authorised Offeror's usual procedures.

- (d) Time period, including any possible amendments, during which the offer will be open and description of the application process: From and including 19 June 2020 to but excluding 30 June 2020.
- (e) Description of the application process: An offer of the Securities may be made by the Manager or the Authorised Offeror other than pursuant to Article 3(2) of the Prospectus Directive in United Kingdom (the “**Public Offer Jurisdiction**”) during the Offer Period.

Applications for the Securities can be made in the Public Offer Jurisdiction through the Authorised Offeror during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offeror. Distribution will be in accordance with the Authorised Offeror’s usual procedures, notified to investors by the Authorised Offeror.
- (f) Details of the minimum and/or maximum amount of application: The minimum and maximum amount of application from the Authorised Offeror will be notified to investors by the Authorised Offeror.
- (g) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable
- (h) Details of method and time limits for paying up and delivering the Securities: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
- (i) Manner in and date on which results of the offer are to be made public: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
- (j) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable
- (k) Whether tranche(s) have been reserved for certain countries: Not Applicable
- (l) Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Applicants will be notified directly by the Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date.
- (m) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Prior to making any investment decision, investors should seek independent professional advice as they deem necessary.
- (n) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Meteor Asset Management Limited, 55 King William Street, London EC4R 9AD

ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings		
A.1	Introduction and warnings	<p>This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in Securities should be based on consideration of the Base Prospectus as a whole, including any information incorporated by reference, and read together with the Final Terms.</p> <p>Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff might, under the national legislation of the relevant Member State of the European Economic Area, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</p> <p>No civil liability shall attach to any responsible person solely on the basis of this Summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid holders when considering whether to invest in the Securities.</p>
A.2	Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Securities	<p>Specific Consent: The Issuer consents to the use of the Base Prospectus and these Final Terms with respect to the subsequent resale or final placement of Securities (a "Public Offer") which satisfies all of the following conditions:</p> <ul style="list-style-type: none"> (a) the Public Offer is only made in the United Kingdom and the Channel Islands; and (b) the Public Offer is only made during the period from and including 19 June 2020, to but excluding, 30 June 2020 (the "Offer Period"); and (c) the Public Offer is only made by Meteor Asset Management Limited and each financial intermediary whose name is published on the Issuer's website (https://home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-final-terms) and who is identified as an authorised offeror for these Securities any financial intermediary which (i) is authorised to make such offers under Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments (as amended from time to time and/or as implemented, transposed, enacted or retained for the purposes of English law on or after "exit day" (as such term is defined in the European Union (Withdrawal) Act 2018 (as amended), such term referring to the date of the United Kingdom's departure from the European Union), "MiFID II") and (ii) has published on its website that it is using the Base Prospectus in accordance with the Issuer's consent and the conditions attached thereto (each an "Authorised Offeror"). <p>Information on the terms and conditions of an offer by any Authorised Offeror is to be provided at the time of that offer by the Authorised Offeror.</p>
Section B – Issuer		
B.1	Legal and commercial name of the Issuer	The Securities are issued by Barclays Bank PLC (the " Issuer ").
B.2	Domicile and legal form of the Issuer, legislation under which the Issuer	<p>The Issuer is a public limited company registered in England and Wales.</p> <p>The principal laws and legislation under which the Issuer operates are laws of England and Wales including the Companies Act.</p>

	operates and country of incorporation of the Issuer	
B.4b	Known trends affecting the Issuer and industries in which the Issuer operates	Not Applicable
B.5	Description of the group and the Issuer's position within the group	<p>The Issuer (together with its subsidiary undertakings, the "Bank Group" or "Barclays") is a major global financial services provider.</p> <p>The Issuer is a wholly owned direct subsidiary of Barclays PLC, which is the ultimate holding company of the Bank Group.</p>
B.9	Profit forecast or estimate	Not Applicable: the Issuer has chosen not to include a profit forecast or estimate.
B.10	Nature of any qualifications in audit report on historical financial information	Not Applicable: the audit report on the historical financial information contains no such qualifications.
B.12	Selected key financial information; no material adverse change and no significant change statements	<p>Based on the Bank Group's audited financial information for the year ended 31 December 2019, the Bank Group had total assets of £876,672m (2018: £877,700m), total net loans and advances at amortised cost of £141,636m (2018: £136,959m), total deposits of £213,881m (2018: £199,337m), and total equity of £50,615m (2018: £47,711m) (including non-controlling interests of £0 (2018: £2m)). The profit before tax of the Bank Group for the year ended 31 December 2019 was £3,112m (2018: £1,286m) after credit impairment charges and other provisions of £1,202m (2018: £643m). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2019.</p> <p>Not applicable: There has been no significant change in the financial or trading position of the Bank Group since 31 December 2019.</p> <p>There has been no material adverse change in the prospects of the Issuer since 31 December 2019.</p>
B.13	Recent events particular to the Issuer which are materially relevant to the evaluation of Issuer's solvency	Not Applicable: there have been no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.
B.14	Dependency of the Issuer on other entities within the group	<p>The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Bank Group.</p> <p>The financial position of the Issuer is dependent on the financial position of its subsidiary undertakings.</p>
B.15	Description of the Issuer's principal	The Issuer's principal activity is to offer products and services designed for larger corporate, wholesale and international banking clients. The businesses of Barclays PLC and its subsidiaries (collectively, the " Group ") include consumer banking and

	activities	payments operations around the world, as well as a top-tier, full service, global consumer and investment bank.
B.16	Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control	The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Issuer and its subsidiary undertakings.
Section C – Securities		
C.1	Type and class of Securities being offered and/or admitted to trading	<p>The securities ("Securities") described in this Summary:</p> <ul style="list-style-type: none"> • are 'derivative securities' and are issued as a series of notes or certificates; • are transferable obligations of the Issuer and have the terms and conditions set out in this Base Prospectus as completed by the Final Terms; • will bear interest at a fixed rate, a floating rate or at a rate determined by reference to the performance of one or more Underlying Asset(s) which could be equity indices, shares, depository receipts or exchange traded funds; • may (depending on the particular Securities) automatically redeem early if the Underlying Asset(s) is/are above a certain level on any of the specified dates; • if not redeemed early, will be redeemed on the scheduled redemption date at an amount linked to the performance of the Underlying Asset(s); • may be cleared through a clearing system or uncleared and may be held in bearer or registered form. Certain cleared Securities may be in dematerialised and uncertificated book-entry form. Title to cleared Securities will be determined by the books of the relevant clearing system; and • will be issued in one or more series and each series may be issued in one or more tranches on the same or different issue dates. The Securities of each series are intended to be interchangeable with all other Securities of that series. Each series will be allocated a unique series number and an identification code. <p>Issue Date: 17 July 2020</p> <p>Interest: The amount of interest payable on the Securities is determined by reference to a fixed rate of 1.30%. Whether or not interest is paid will depend on the performance of the FTSE 100 Index (the "Underlying Asset"). In some cases the interest amount could be zero.</p> <p>Early redemption following an Automatic Redemption (Autocall) Event: The Securities will redeem prior to their scheduled redemption date if the closing price or level of the Underlying Asset is at or above its corresponding Autocall Barrier on any of the specified autocall valuation dates. If this occurs, you will receive a cash payment equal to the nominal amount (or face value) of your Securities payable on a specified payment date.</p> <p>Final redemption: If the Securities have not redeemed early they will redeem on the scheduled redemption date and the cash payment you receive or underlying asset you are delivered (if any) will be determined by reference to the value of the Underlying Assets on a specified valuation date or dates during the life of the Securities.</p>

		<p>Form: The Securities are notes. The Securities will be issued in global bearer form.</p> <p>Identification: Series number: NX000255212; Tranche number: 1</p> <p>Identification Codes: ISIN: XS2142502686, Common Code: 214250268.</p> <p>Determination Agent: Barclays Bank PLC (the "Determination Agent") will be appointed to make calculations and determinations with respect to the Securities.</p> <p>Governing law: The Securities will be governed by English law.</p>
C.2	Currency	<p>Subject to compliance with all applicable laws, regulations and directives, Securities may be issued in any currency.</p> <p>The Securities will be denominated in pounds sterling ("GBP").</p>
C.5	Description of restrictions on free transferability of the Securities	<p>Securities are offered and sold outside the United States to non-US persons in reliance on Regulation S and must comply with transfer restrictions with respect to the United States.</p> <p>Securities held in a clearing system will be transferred in accordance with the rules, procedures and regulations of that clearing system.</p> <p>Subject to the above, the Securities will be freely transferable.</p>
C.8	Description of rights attached to the Securities, and limitations to those rights and rankings of the Securities	<p>Rights: Each Security includes a right to a potential return of interest and amount payable or deliverable on redemption together with certain ancillary rights such as the right to receive notice of certain determinations and events and to vote on future amendments.</p> <p>Taxation: All payments in respect of the Securities shall be made without withholding or deduction for or on account of any UK taxes unless such withholding or deduction is required by law. In the event that any such withholding or deduction is required by law, the Issuer will, save in limited circumstances, pay additional amounts to cover the amounts so withheld or deducted.</p> <p>Events of default: If the Issuer fails to make any payment due under the Securities or breaches any other term and condition of the Securities in a way that is materially prejudicial to the interests of the holders (and such failure is not remedied within 30 days, or, in the case of interest, 14 days), or the Issuer is subject to a winding-up order, then (subject, in the case of interest, to the Issuer being prevented from payment for a mandatory provision of law) the Securities will become immediately due and payable, upon notice being given by the holder.</p> <p>Ranking: The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.</p> <p>Limitations to rights: Notwithstanding that the Securities are linked to the performance of the underlying asset(s), Holders do not have any rights in respect of the underlying asset(s). The terms and conditions of the Securities contain provisions for calling meetings of holders to consider matters affecting their interests generally and these provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority. Furthermore, in certain circumstances, the Issuer may amend the terms and conditions of the Securities, without the holders' consent. The terms and conditions of the Securities permit the Issuer and the Determination Agent (as the case may be), on the occurrence of certain events and in certain circumstances, without the holders' consent, to make adjustments to the terms and conditions of the Securities, to redeem the Securities prior to maturity, (where applicable) to postpone valuation of the underlying asset(s) or scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the</p>

		Securities and the underlying asset(s) (if any).																								
C.11	Admission to trading	Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the regulated market of the London Stock Exchange with effect from the Issue Date.																								
C.15	Description of how the value of the investment is affected by the value of the underlying instrument	<p>The return on, and value of, Securities will be linked to the performance of one or more specified equity indices, shares, depository receipts or exchange traded funds or a combination of these.</p> <p>The underlying asset for the Securities is: the FTSE 100 Index (the "Underlying Asset").</p> <p>Calculations in respect of amounts payable under the Securities are made by reference to a "Calculation Amount", being GBP 1.00. Where the Calculation Amount is different from the specified denomination of the Securities, the amount payable will be scaled accordingly.</p> <p>Indicative amounts: If the Securities are being offered by way of a Public Offer and any specified product values are not fixed or determined at the commencement of the Offer Period, these specified product values will specify an indicative amount, indicative minimum amount, an indicative maximum amount or any combination thereof. In such case, the relevant specified product value(s) shall be the value determined based on market conditions by the Issuer on or around the end of the Offer Period. Notice of the relevant specified product value will be published prior to the Issue Date.</p> <p style="text-align: center;">INTEREST</p> <p>Phoenix with memory interest: Each Security will only pay interest in respect of an Interest Valuation Date if the closing price or level of the Underlying Asset on such Interest Valuation Date is greater than or equal to its corresponding Interest Barrier. If this occurs, the amount of interest payable with respect to that Interest Valuation Date is calculated by adding the sum of (1) and (2) below:</p> <p>(1) the fixed rate of 1.30% multiplied by GBP 1.00; and</p> <p>(2) the number of previous Interest Valuation Dates in respect of which no interest was payable (since the last time interest was payable) multiplied by the fixed rate of 1.30% multiplied by GBP 1.00.</p> <p>Interest will be payable on the corresponding Interest Payment Date set out in the table below. Each Interest Valuation Date and Interest Barrier is as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Interest Valuation Date</th> <th style="text-align: center;">Interest Payment Date</th> <th style="text-align: center;">Interest Barrier</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">30 September 2020</td> <td style="text-align: center;">14 October 2020</td> <td style="text-align: center;">80% of the Initial Price</td> </tr> <tr> <td style="text-align: center;">30 December 2020</td> <td style="text-align: center;">14 January 2021</td> <td style="text-align: center;">80% of the Initial Price</td> </tr> <tr> <td style="text-align: center;">30 March 2021</td> <td style="text-align: center;">15 April 2021</td> <td style="text-align: center;">80% of the Initial Price</td> </tr> <tr> <td style="text-align: center;">30 June 2021</td> <td style="text-align: center;">14 July 2021</td> <td style="text-align: center;">80% of the Initial Price</td> </tr> <tr> <td style="text-align: center;">30 September 2021</td> <td style="text-align: center;">14 October 2021</td> <td style="text-align: center;">80% of the Initial Price</td> </tr> <tr> <td style="text-align: center;">30 December 2021</td> <td style="text-align: center;">14 January 2022</td> <td style="text-align: center;">80% of the Initial Price</td> </tr> <tr> <td style="text-align: center;">30 March 2022</td> <td style="text-align: center;">13 April 2022</td> <td style="text-align: center;">80% of the Initial Price</td> </tr> </tbody> </table>	Interest Valuation Date	Interest Payment Date	Interest Barrier	30 September 2020	14 October 2020	80% of the Initial Price	30 December 2020	14 January 2021	80% of the Initial Price	30 March 2021	15 April 2021	80% of the Initial Price	30 June 2021	14 July 2021	80% of the Initial Price	30 September 2021	14 October 2021	80% of the Initial Price	30 December 2021	14 January 2022	80% of the Initial Price	30 March 2022	13 April 2022	80% of the Initial Price
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30 June 2022	14 July 2022	80% of the Initial Price
30 September 2022	14 October 2022	80% of the Initial Price
30 December 2022	16 January 2023	80% of the Initial Price
30 March 2023	17 April 2023	80% of the Initial Price
30 June 2023	14 July 2023	80% of the Initial Price
2 October 2023	16 October 2023	80% of the Initial Price
2 January 2024	16 January 2024	80% of the Initial Price
2 April 2024	16 April 2024	80% of the Initial Price
1 July 2024	15 July 2024	80% of the Initial Price
30 September 2024	14 October 2024	80% of the Initial Price
30 December 2024	14 January 2025	80% of the Initial Price
31 March 2025	14 April 2025	80% of the Initial Price
30 June 2025	14 July 2025	80% of the Initial Price
30 September 2025	14 October 2025	80% of the Initial Price
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30 March 2027	13 April 2027	80% of the Initial Price
30 June 2027	14 July 2027	80% of the Initial Price
30 September 2027	14 October 2027	80% of the Initial Price
30 December 2027	14 January 2028	80% of the Initial Price
30 March 2028	13 April 2028	80% of the Initial Price
Final Valuation Date	Scheduled Redemption Date	80% of the Initial Price

AUTOMATIC REDEMPTION (AUTOCALL)

The Securities will automatically redeem prior to their scheduled redemption date if the closing price or level of every Underlying Asset is at or above its corresponding Autocall Barrier on any Autocall Valuation Date (an "**Automatic Redemption (Autocall) Event**"). If this occurs, you will receive a cash payment equal to the nominal amount of your Securities payable on the Autocall Redemption Date corresponding to such Autocall Valuation Date.

Each Autocall Valuation Date and the corresponding Autocall Barrier is as follows:

Autocall Valuation Date	Autocall Redemption Date	Autocall Barrier
1 July 2024	15 July 2024	105% of the Initial Price
30 September 2024	14 October 2024	105% of the Initial Price
30 December 2024	14 January 2025	105% of the Initial Price
31 March 2025	14 April 2025	105% of the Initial Price
30 June 2025	14 July 2025	105% of the Initial Price
30 September 2025	14 October 2025	105% of the Initial Price
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30 September 2027	14 October 2027	105% of the Initial Price
30 December 2027	14 January 2028	105% of the Initial Price
30 March 2028	13 April 2028	105% of the Initial Price

FINAL REDEMPTION

If the Securities have not redeemed early they will redeem on the scheduled redemption date at an amount that is dependent on each of the following:

- the 'Initial Price' of the Underlying Asset, which reflects the price or level of that asset near the issue date of the Securities;
- the 'Final Valuation Price' of the Underlying Asset, which reflects the price or level of that asset near the scheduled redemption date;
- the 'Strike Price' of the Underlying Asset, which is calculated as 100 per cent. multiplied by the Initial Price of that asset; and
- the 'Knock-in Barrier Price' of the Underlying Asset, which is calculated as 65 per cent. multiplied by the Initial Price of that asset.

Initial Price: The Initial Price of each Underlying Asset is the closing price or level of such Underlying Asset on 30 June 2020, being 6,169.74.

Final Valuation Price: The Final Valuation Price of each Underlying Asset is the closing price or level of such Underlying Asset on 30 June 2028, the "**Final Valuation Date**".

		<p style="text-align: center;">* * * *</p> <p>European Barrier redemption: If the Final Valuation Price is greater than or equal to the Knock-in Barrier Price, you will receive a cash amount per Calculation Amount equal to GBP 1.00.</p> <p>Otherwise: you will receive a cash amount per Calculation Amount, calculated by dividing the Final Valuation Price by the Strike Price and multiplying the result by the Calculation Amount.</p>
C.16	Expiration or maturity date of the Securities	<p>The Securities are scheduled to redeem on the scheduled redemption date. This day may be postponed following the postponement of a valuation date due to a disruption event.</p> <p>The scheduled redemption date of the Securities is 14 July 2028.</p>
C.17	Settlement procedure of the derivative securities	<p>Securities may be cleared and settled through Euroclear Bank S.A./N.V., Clearstream Banking société anonyme or CREST.</p> <p>The Securities will be cleared and settled through Euroclear Bank S.A./N.V./Clearstream Banking société anonyme</p>
C.18	Description of how the return on derivative securities takes place	<p>The return on, and value of, the Securities will be linked to the performance of the Underlying Assets.</p> <p>Payments of interest will depend on the performance of the Underlying Assets during the life of the Securities. A fall in the price of any Underlying Asset below a specified level on any Interest Valuation Date will reduce the amount of interest payable on the Securities.</p> <p>The value of, and return on (if any), the Securities will depend on the performance of the Underlying Assets on each Autocall Valuation Date and the Final Valuation Date. If no Automatic Redemption (Autocall) Event has occurred on an Autocall Valuation Date and any Underlying Asset performs negatively over and during the life of the Securities, a holder may sustain a loss of part or all of the amount invested in the Securities.</p>
C.19	Final reference price of the underlying	<p>The final reference level of any equity index, or final reference price of any share, depository receipt or fund to which Securities are linked, will be determined by reference to a publicly available source on a specified date or dates.</p> <p>The final valuation price of each Underlying Asset is the closing price or level of such Underlying Asset on 30 June 2028, as determined by the Determination Agent.</p>
C.20	Type of underlying	<p>Securities may be linked to one or more: common shares; depository receipts representing common shares; exchange traded funds (ETFs) (being a fund, pooled investment vehicle, collective investment scheme, partnership, trust or other similar legal arrangement and holding assets, such as shares, bonds, indices, commodities, and/or other securities such as financial derivative instruments); or equity indices.</p> <p>The Underlying Asset for the Securities is: the FTSE™ 100 Index.</p> <p>Information about the Underlying Asset is available at: http://www.ftse.com</p>
Section D – Risks		
D.2	Key information on the key risks that are specific to the Issuer	<p>Business conditions, general economy and geopolitical issues</p> <p>The Bank Group's operations are subject to potentially unfavourable global and local economic and market conditions, as well as geopolitical developments, which may have a material effect on the Bank Group's business, results of operations, financial</p>

condition and prospects.

A deterioration in global or local economic and market conditions may lead to (among other things): (i) deteriorating business, consumer or investor confidence and lower levels of fixed asset investment and productivity growth, which in turn may lead to lower client activity, including lower demand for borrowing from creditworthy customers; (ii) higher default rates, delinquencies, write-offs and impairment charges as borrowers struggle with the burden of additional debt; (iii) subdued asset prices and payment patterns, including the value of any collateral held by the Bank Group; (iv) mark-to-market losses in trading portfolios resulting from changes in factors such as credit ratings, share prices and solvency of counterparties; and (v) revisions to calculated expected credit losses leading to increases in impairment allowances. In addition, the Bank Group's ability to borrow from other financial institutions or raise funding from external investors may be affected by deteriorating economic conditions and market disruption.

Process of UK withdrawal from the European Union

The manner in which the UK withdraws from the EU will likely have a marked impact on general economic conditions in the UK and the EU. The UK's future relationship with the EU and its trading relationships with the rest of the world could take a number of years to resolve. This may lead to a prolonged period of uncertainty, unstable economic conditions and market volatility, including fluctuations in interest rates and foreign exchange rates.

Whilst the exact impact of the UK's withdrawal from the EU is unknown, the Bank Group continues to monitor the risks that may have a more immediate impact for its business, including, but not limited to: (i) market volatility, (ii) credit spreads widening, (iii) credit rating agency downgrades, (iv) a UK recession, (v) impact on the ability to attract and retain qualified and skilled employees, (v) a disorderly exit from the EU, (vi) changes to current EU 'Passporting' rights, (vii) uncertainty and change to the legal framework within which the Bank Group operates and (viii) reduced access to financial markets infrastructures.

It is difficult to predict the impact of the UK's withdrawal from the EU on the Bank Group. The resulting implications (such as those mentioned above) could have a material adverse effect on the Bank Group's business, results of operations, financial condition and prospects.

The impact of interest rate changes on the Bank Group's profitability

Any changes to interest rates are significant for the Bank Group, especially given the uncertainty as to the direction of interest rates and the pace at which interest rates may change particularly in the Bank Group's main markets of the UK and the US. A continued period of low interest rates and flat yield curves, including any further cuts, may affect and continue to put pressure on the Bank Group's net interest margins (the difference between its lending income and borrowing costs) and could adversely affect the profitability and prospects of the Bank Group.

Changes in interest rates could have an adverse impact on the value of the securities held in the Bank Group's liquid asset portfolio. Consequently, this could create more volatility than expected through the Bank Group's fair value through other comprehensive income reserves.

The competitive environments of the banking and financial services industry

The Bank Group's businesses are conducted in competitive environments (in particular, in the UK and US), with increased competition scrutiny, and the Bank Group's financial performance depends upon the Bank Group's ability to respond effectively to competitive pressures whether due to competitor behaviour, new entrants to the market, consumer demand, technological changes or otherwise.

This competitive environment, and the Bank Group's response to it, may have a material adverse effect on the Bank Group's ability to maintain existing or capture additional market share, business, results of operations, financial condition and prospects.

Regulatory change agenda and impact on business model

The Bank Group remains subject to ongoing significant levels of regulatory change and scrutiny in many of the countries in which it operates (including, in particular, the UK and the US). A more intensive regulatory approach and enhanced requirements together with the potential lack of international regulatory co-ordination as enhanced supervisory standards are developed and implemented may adversely affect the Bank Group's business, capital and risk management strategies and/or may result in the Bank Group deciding to modify its legal entity, capital and funding structures and business mix, or to exit certain business activities altogether or not to expand in areas despite otherwise attractive potential.

There are several significant pieces of legislation and areas of focus which will require significant management attention, cost and resource, including: (i) changes in minimum requirements for own funds and eligible liabilities, (ii) introduction of regulations which require the reporting and clearing of standardised over the counter ("**OTC**") derivatives and the mandatory margining of non-cleared OTC derivatives, (iii) changes to the regulatory framework applicable to the Bank Group could entail significant costs and have a significant impact on certain markets in which the Bank Group operates and (iv) supervisory stress testing exercises in a number of jurisdictions. Failure to meet the requirements of regulatory stress tests, or the failure by regulators to approve the stress test results and capital plans of the Group, could result in the Group or certain of its members including the Issuer being required to enhance their capital position, limit capital distributions or position additional capital in specific subsidiaries.

The impact of climate change on the Bank Group's business

The risks associated with climate change are subject to rapidly increasing societal, regulatory and political focus, both in the UK and internationally. Embedding climate risk into the Bank Group's risk framework in line with regulatory expectations, and adapting the Bank Group's operations and business strategy to address both the financial risks resulting from: (i) the physical risk of climate change; and (ii) the risk from the transition to a low carbon economy, could have a significant impact on the Bank Group's business.

The impacts of physical and transition climate risks can lead to second order connected risks, which have the potential to affect the Bank Group's retail and wholesale portfolios. The impacts of climate change may increase losses for those sectors sensitive to the effects of physical and transition risks.

If the Bank Group does not adequately embed risks associated with climate change into its risk framework to appropriately measure, manage and disclose the various financial and operational risks it faces as a result of climate change, or fails to adapt its strategy and business model to the changing regulatory requirements and market expectations on a timely basis, it may have a material and adverse impact on the Bank Group's level of business growth, competitiveness, profitability, capital requirements, cost of funding, and financial condition.

Impact of benchmark interest rate reforms on the Bank Group

Global regulators and central banks have been driving international efforts to reform key benchmark interest rates and indices, such as the London Interbank Offered Rate ("**LIBOR**"), which are used to determine the amounts payable under a wide range of transactions and make them more reliable and robust. This has resulted in significant changes to the methodology and operation of certain benchmarks and indices, the

adoption of alternative "risk-free" reference rates and the proposed discontinuation of certain reference rates (including LIBOR), with further changes anticipated.

Uncertainty as to the nature of such potential changes, the availability and/or suitability of alternative "risk-free" reference rates and other reforms may adversely affect a broad range of transactions (including any securities, loans and derivatives which use LIBOR to determine the amount of interest payable that are included in the Bank Group's financial assets and liabilities) that use these reference rates and indices and introduce a number of risks for the Bank Group, including, but not limited to: (i) conduct risk, (ii) financial risks, (iii) pricing risk, (iv) operational risk and (v) accounting risk. The occurrence of any such risks may have a material adverse effect on the Bank Group's business, results of operations, financial condition and prospects.

Credit risk

Credit risk is the risk of loss to the Bank Group from the failure of clients, customers or counterparties, to fully honour their obligations to members of the Bank Group, including the whole and timely payment of principal, interest, collateral and other receivables.

The Bank Group is subject to risks arising from changes in credit quality and recovery rates of loans and advances due from borrowers and counterparties in any specific portfolio. Any deterioration in credit quality could lead to lower recoverability and higher impairment in a specific sector. The following are areas of uncertainties to the Bank Group's portfolio which could have a material impact on performance: (i) UK retailers, hospitality and leisure, (ii) consumer affordability, (iii) UK real estate market, (iv) leverage finance underwriting and (v) Italian mortgage portfolio.

The Bank Group also has large individual exposures to single name counterparties, both in its lending activities and in its financial services and trading activities.

The default of such counterparties could have a significant impact on the carrying value of these assets. In addition, where such counterparty risk has been mitigated by taking collateral, credit risk may remain high if the collateral held cannot be realised, or has to be liquidated at prices which are insufficient to recover the full amount of the loan or derivative exposure. Any such defaults could have a material adverse effect on the Bank Group's results due to, for example, increased credit losses and higher impairment charges.

Market risk

Market risk is the risk of loss arising from potential adverse change in the value of the Bank Group's assets and liabilities from fluctuation in market variables including, but not limited to, interest rates, foreign exchange, equity prices, commodity prices, credit spreads, implied volatilities and asset correlations.

A broadening in trade tensions between the US and its major trading partners, slowing global growth and political concerns in the US and Europe (including Brexit) are some of the factors that could heighten market risks for the Bank Group's portfolios. In addition, the Bank Group's trading business is generally exposed to a prolonged period of elevated asset price volatility, particularly if it negatively affects the depth of marketplace liquidity. Such a scenario could impact the Bank Group's ability to execute client trades and may also result in lower client flow-driven income and/or market-based losses on its existing portfolio of market risks. These can include having to absorb higher hedging costs from rebalancing risks that need to be managed dynamically as market levels and their associated volatilities change.

It is difficult to predict changes in market conditions, and such changes could have a material adverse effect on the Bank Group's business, results of operations, financial condition and prospects.

Treasury and capital risk

There are three primary types of treasury and capital risk faced by the Bank Group:

- (1) Liquidity risk – which is the risk that the Bank Group is unable to meet its contractual or contingent obligations or that it does not have the appropriate amount, tenor and composition of funding and liquidity to support its assets. This could cause the Bank Group to fail to meet regulatory liquidity standards or be unable to support day-to-day banking activities;
- (2) Capital risk – which is the risk that the Bank Group has an insufficient level or composition of capital to support its normal business activities and to meet its regulatory capital requirements under normal operating environments or stressed conditions (both actual and as defined for internal planning or regulatory stress testing purposes). This includes the risk from the Bank Group's pension plans; and
- (3) Interest rate risk in the banking book – which is the risk that the Bank Group is exposed to capital or income volatility because of a mismatch between the interest rate exposures of its (non-traded) assets and liabilities.

The occurrence of any such treasury and capital risks could have a material adverse effect on the Bank Group's business, results of operations, financial condition and prospects.

Operational risk

Operational risk is the risk of loss to the Bank Group from inadequate or failed processes or systems, human factors or due to external events where the root cause is not due to credit or market risks. Examples include: (i) operational resilience, (ii) cyber threats, (iii) new and emergent technology, (iv) external fraud, (v) data management and information protection, (vi) algorithmic trading, (vii) processing error, (viii) supplier exposure, (ix) critical accounting estimates and judgements, (x) tax risk and (xi) ability to hire and retain appropriately qualified employees.

The occurrence of any such operational risks could disadvantage the Bank Group's customers, clients or counterparties and could have a material adverse effect on the Bank Group's business, results of operations, financial condition and prospects.

Model risk

Model risk is the risk of potential adverse consequences from financial assessments or decisions based on incorrect or misused model outputs and reports. The Bank Group relies on models to support a broad range of business and risk management activities, including informing business decisions and strategies, measuring and limiting risk, valuing exposures (including the calculation of impairment), conducting stress testing, assessing capital adequacy, supporting new business acceptance and risk and reward evaluation, managing client assets, and meeting reporting requirements. Models are, by their nature, imperfect and incomplete representations of reality because they rely on assumptions and inputs, and so they may be subject to errors affecting the accuracy of their outputs. Model errors or misuse may result in (among other things) the Bank Group making inappropriate business decisions and/or inaccuracies or errors being identified in the Bank Group's risk management and regulatory reporting processes. This could result in significant financial loss, imposition of additional capital requirements, enhanced regulatory supervision and reputational damage, all of which could have a material adverse effect on the Bank Group's business, results of operations, financial condition and prospects.

Conduct risk

Conduct risk is the risk of detriment to customers, clients, market integrity, effective competition or the Bank Group from the inappropriate supply of financial services,

including instances of wilful or negligent misconduct. This risk could manifest itself in a variety of ways: (i) employee misconduct, (ii) product governance and life cycle, (iii) financial crime, (iv) data protection and privacy and (v) regulatory focus on culture and accountability.

The occurrence of any such conduct risks could disadvantage the Bank Group's customers, clients or counterparties and could have a material adverse effect on the Bank Group's business, results of operations, financial condition and prospects.

Reputation risk

Reputation risk is the risk that an action, transaction, investment, event, decision or business relationship will reduce trust in the Bank Group's integrity and competence.

Any material lapse in standards of integrity, compliance, customer service or operating efficiency may represent a potential reputation risk. A risk arising in one business area can have an adverse effect upon the Bank Group's overall reputation and any one transaction, investment or event (in the perception of key stakeholders) can reduce trust in the Bank Group's integrity and competence.

Reputation risk could also arise from negative public opinion about the actual, or perceived, manner in which the Bank Group conducts its business activities, or the Bank Group's financial performance, as well as actual or perceived practices in banking and the financial services industry generally. Negative public opinion may adversely affect the Bank Group's ability to retain and attract customers, in particular, corporate and retail depositors, and to retain and motivate staff, and could have a material adverse effect on the Bank Group's business, results of operations, financial condition and prospects.

Reputation risk has the potential to arise from operational issues or conduct matters which cause detriment to customers, clients, market integrity, effective competition or the Bank Group.

Legal risk and legal, competition and regulatory matters

The Bank Group conducts activities in a highly regulated market which exposes it to legal risk arising from (i) the multitude of laws and regulations that apply to the businesses it operates, which are highly dynamic, may vary between jurisdictions, and are often unclear in their application to particular circumstances especially in new and emerging areas; and (ii) the diversified and evolving nature of the Bank Group's businesses and business practices. In each case, this exposes the Bank Group to the risk of loss or the imposition of penalties, damages or fines from the failure of members of the Bank Group to meet their respective legal obligations, including legal or contractual requirements.

A breach of applicable legislation and/or regulations by the Bank Group or its employees could result in criminal prosecution, regulatory censure, potentially significant fines and other sanctions in the jurisdictions in which the Bank Group operates. Where clients, customers or other third parties are harmed by the Bank Group's conduct, this may also give rise to civil legal proceedings, including class actions. Other legal disputes may also arise between the Bank Group and third parties relating to matters such as breaches or enforcement of legal rights or obligations arising under contracts, statutes or common law. Adverse findings in any such matters may result in the Bank Group being liable to third parties or may result in the Bank Group's rights not being enforced as intended.

The outcome of legal, competition and regulatory matters, both those to which the Bank Group is currently exposed and any others which may arise in the future, is difficult to predict. In connection with such matters, the Bank Group may incur significant expense, regardless of the ultimate outcome, and any such matters could expose the Bank Group to a number of adverse outcomes. In light of the uncertainties

		<p>involved in legal, competition and regulatory matters, there can be no assurance that the outcome of a particular matter or matters will not have a material adverse effect on the Bank Group's business, results of operations, financial condition and prospects.</p> <p>Resolution actions (including bail-in actions) in the event the Issuer is failing or likely to fail could materially adversely affect the value of the Securities</p> <p>Under the UK Banking Act, the Bank of England, the HM Treasury and a number of other UK authorities have substantial powers to take a range of resolution actions to rescue a financial institution (such as the Issuer), where it considers the relevant institution to be failing or likely to fail. In such case, the relevant UK resolution authority could exercise such powers to (a) transfer all or part of the institution's business to a third party and/or to a "bridge bank" and/or to a vehicle created by the resolution authority, (b) take the institution into temporary public ownership, (c) provided the relevant conditions are met, exercise the 'bail-in tool' or (d) require some combination thereof. Exercise of the 'bail-in tool' in respect of the Issuer and the Securities would be expected to be made without the consent of the holders of the Securities, and could result in the cancellation of all, or some, of the principal amount of the Securities and/or the conversion of the Securities into shares or other obligations of the Issuer or another person, or any other modification to the terms of the Securities. The exercise of resolution powers in respect of the Issuer and the Securities (in particular, the 'bail-in tool') could materially adversely affect the rights of the holders of the Securities, the value of the Securities and/or the ability of the Issuer to satisfy its obligations under the Securities, and holders of the Securities could lose some or all of their investment.</p>
D.6	<p>Key information on the key risks that are specific to the Securities including a risk warning that investors may lose some or all of the value of their investment</p>	<p>You may lose some or all of your investment.</p> <p>The terms of the Securities do not provide for scheduled minimum payment of the face value or issue price of the Securities at maturity: depending on the performance of the Underlying Asset, you may lose some or all of your investment.</p> <p>The payment of any amount or delivery of any property due under the Securities is dependent upon the Issuer's ability to fulfil its obligations when they fall due. The Securities are unsecured obligations. They are not deposits and they are not protected under the UK's Financial Services Compensation Scheme or any other deposit protection insurance scheme. Therefore, if the Issuer fails or is otherwise unable to meet its payment or delivery obligations under the Securities, you will lose some or all of your investment.</p> <p>You will lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meet its payment obligations.</p> <p>You may also lose some or all of your entire investment if:</p> <ul style="list-style-type: none"> • you sell your Securities prior to maturity in the secondary market (if any) at an amount that is less than the initial purchase price; • the Securities are redeemed early following the occurrence of an extraordinary event in relation to the Underlying Asset(s), the Issuer, the Issuer's hedging arrangement, the relevant currencies or taxation (such as following an additional disruption event) and the amount you receive on such redemption is less than the initial purchase price; and/or • the terms and conditions of the Securities are adjusted (in accordance with the terms and conditions of the Securities) with the result that the redemption amount payable to you and/or the value of the Securities is reduced. <p>Return linked to performance of Underlying Asset: The return payable on the Securities is linked to the change in value of the Underlying Asset over the life of the</p>

		<p>Securities. Any information about the past performance of any Underlying Asset should not be taken as an indication of how prices will change in the future. You will not have any rights of ownership, including, without limitation, any voting rights or rights to receive dividends, in respect of any Underlying Asset.</p> <p>Risk of withdrawal of the public offering: In case of a public offer, the Issuer may provide in the Final Terms that it is a condition of the offer that the Issuer may withdraw the offer for reasons beyond its control, such as extraordinary events that in the determination of the Issuer may be prejudicial to the offer. In such circumstances, the offer will be deemed to be null and void. In such case, where you have already paid or delivered subscription monies for the relevant Securities, you will be entitled to reimbursement of such amounts, but will not receive any remuneration that may have accrued in the period between their payment or delivery of subscription monies and the reimbursement of the Securities.</p> <p>Reinvestment risk/loss of yield: Following an early redemption of the Securities for any reason, you may be unable to reinvest the redemption proceeds at a rate of return as high as the return on the Securities being redeemed. You should consider such reinvestment risk in light of other available opportunities before you purchase the Securities.</p> <p>US withholding on dividend equivalent amounts: Certain actual or deemed payments on the securities held by non-US investors generally may be subject to a US withholding tax of 30 per cent. No additional amounts will be payable in respect of such withholding taxes.</p> <p>Equity Index risks: Securities linked to the performance of equity indices provide investment diversification opportunities, but will be subject to the risk of fluctuations in both equity prices and the value and volatility of the relevant equity index. Securities linked to equity indices may not participate in dividends or any other distributions paid on the shares which make up such indices, accordingly, you may receive a lower return on the Securities than you would have received if you had invested directly in those shares.</p> <p>The relevant index sponsor can add, delete or substitute the components of an equity index at its discretion, and may also alter the methodology used to calculate the level of such index. These events may have a detrimental impact on the level of that index, which in turn could have a negative impact on the value of and return on the Securities.</p> <p>Volatile market prices: The market value of the Securities is unpredictable and may be highly volatile, as it can be affected by many unpredictable factors, including: market interest and yield rates; fluctuations in currency exchange rates; exchange controls; the time remaining until the Securities mature; economic, financial, regulatory, political, terrorist, military or other events in one or more jurisdictions; changes in laws or regulations; and the Issuer's creditworthiness or perceived creditworthiness.</p> <p>Memory interest: The interest amount is conditional on the performance of the Underlying Asset(s) and no interest may be payable where the performance criteria are not met. In such case the interest amount may be deferred to the next interest payment that is made, but you will not be paid any amount to compensate for such deferral and it is possible that you will not receive any interest at all over the lifetime of the Securities.</p>
Section E – Offer		
E.2b	Reasons for offer and use of proceeds when different from	The net proceeds from each issue of Securities will be applied by the Issuer for its general corporate purposes, which include making a profit and/or hedging certain risks. If the Issuer elects at the time of issuance of Securities to make different or more

	making profit and/or hedging certain risks	<p>specific use of proceeds, the Issuer will describe that use in the Final Terms.</p> <p>Not Applicable: the net proceeds will be applied by the Issuer for making profit and/or hedging certain risks.</p>
E.3	Description of the terms and conditions of the offer	<p>The Securities are offered subject to the following conditions:</p> <p>Offer Price: The Issue Price</p> <p>Conditions to which the offer is subject: The Issuer reserves the right to withdraw the offer for Securities at any time prior to the end of the Offer Period.</p> <p>Following withdrawal of the offer, if any application has been made by any 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 by the Authorised Offeror in accordance with the Authorised Offeror’s usual procedures.</p> <p>Description of the application process: An offer of the Securities other than pursuant to Article 3(2) of the Prospectus Directive may be made by the Manager or the Authorised Offeror in the United Kingdom (the “Public Offer Jurisdiction”) during the Offer Period.</p> <p>Details of the minimum and/or maximum amount of application: The minimum and maximum amount of application from the Authorised Offeror will be notified to investors by the Authorised Offeror.</p> <p>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable.</p> <p>Details of the method and time limits for paying up and delivering the Securities: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.</p> <p>Manner in and date on which results of the offer are to be made public: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.</p> <p>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable.</p> <p>Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Applicants will be notified directly by the Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date.</p> <p>Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable.</p> <p>Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Meteor Asset Management Limited 55 King William Street, London EC4R 9AD</p>

E.4	Description of any interest material to the issue/offer, including conflicting interests	<p>The relevant Manager(s) or Authorised Offeror(s) may be paid fees in relation to any issue or offer of Securities. Potential conflicts of interest may exist between the Issuer, Determination Agent, relevant Manager(s) or Authorised Offeror(s) or their affiliates (who may have interests in transactions in derivatives related to the Underlying Asset(s) which may, but are not intended to, adversely affect the market price, liquidity or value of the Securities) and holders.</p> <p>Any Manager and its affiliates may be engaged, and may in the future engage, in hedging transactions with respect to the Underlying Asset.</p>
E.7	Estimated expenses charged to investor by issuer/offeror	Not Applicable: no expenses will be charged to the holder by the issuer or the offerors.