

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97 as amended, 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 Regulation (EU) 2017/1129 (as amended, the "EU Prospectus Regulation"). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "EU PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Securities are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK Prospectus Regulation"). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

**PROHIBITION OF SALES TO SWISS RETAIL INVESTORS** – The Securities are not intended to be offered, sold or otherwise made available to and may not be offered, sold or otherwise made available to any retail investor in Switzerland. For these purposes a "retail investor means a person who is not a professional or institutional client, as defined in article 4 para. 3, 4 and 5 and article 5 para. 1 and 2 Swiss Federal Act on Financial Services ("FINSA") of 15 June 2018, as amended. Consequently, no key information document required by FINSA for offering or selling the Securities or otherwise making them available to retail investors in Switzerland has been prepared and therefore, offering or selling the Securities or making them available to retail investors in Switzerland may be unlawful under FINSA.

None of the Securities constitute a participation in a collective investment scheme within the meaning of the CISA and are neither subject to the authorisation nor the supervision by the Swiss Financial Market Supervisory Authority FINMA ("FINMA") and investors do not benefit from the specific investor protection provided under the CISA.



**AMENDED AND RESTATED BARCLAYS BANK PLC**

*(Incorporated with limited liability in England and Wales)*

**Legal Entity Identifier (LEI): G5GSEF7VJP5I7OUK5573**

**EUR 30,000,000 Securities due January 2034<sup>1</sup> under the Global Structured Securities Programme (the "Securities")**  
**Issue Price: 100.00 per cent**

This document constitutes the amended and restated final terms of the Securities (the "Final Terms" or the "Amended and Restated Final Terms") described herein for the purposes of Article 8 of Regulation (EU) 2017/1129 (as amended, the "EU Prospectus Regulation") and is prepared in connection with the

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<sup>1</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.

Global Structured Securities Programme established by Barclays Bank PLC (the “**Issuer**”). These Amended and Restated Final Terms complete and should be read in conjunction with the GSSP Base Prospectus 9 which constitutes a base prospectus drawn up as separate documents (including the Registration Document dated 23 March 2021, as supplemented on 5 August 2021, and the Securities Note relating to the GSSP Base Prospectus 9 dated 1 July 2021, as supplemented on 5 August 2021, 6 September 2021 and 11 November 2021) for the purposes of Article 8(6) of the EU Prospectus Regulation (the “**Base Prospectus**”), which constitutes a base prospectus for the purposes of the EU Prospectus Directive. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of this Amended and Restated Final Terms and the Base Prospectus.

The Base Prospectus, and any supplements thereto, are available for viewing at <https://home.barclays/investor-relations/structured-income-investors/prospectus-and-documents/structured-securities-prospectuses> 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 Amended and Restated Final Terms shall bear the same meanings when used herein.

The Registration Document and the supplements thereto are available for viewing at: <https://home.barclays/investor-relations/structured-income-investors/prospectus-and-documents/structuredsecurities-prospectuses/#registrationdocument> and <https://home.barclays/investor-relations/structured-income-investors/prospectus-and-documents/structuredsecurities-prospectuses/#registrationdocumentsupplement>.

Words and expressions defined in the Base Prospectus and not defined in the Amended and Restated Final Terms shall bear the same meanings when used herein.

## **BARCLAYS**

**Amended and Restated Final Terms dated 4 January 2024**

**(replacing the Final Terms dated 07 February 2022)**

## PART A – CONTRACTUAL TERMS

### *Provisions relating to the Securities*

1. (a) Series: NX00320176  
(b) Tranche: 1
2. Currencies:
  - (a) Issue Currency: Euro (“EUR”)
  - (b) Settlement Currency: EUR
3. Securities: Notes
4. Notes: Applicable
  - (a) Aggregate Nominal Amount as at the Issue Date:
    - (i) Tranche: EUR 30,000,000
    - (ii) Series: EUR 30,000,000
  - (b) Specified Denomination: EUR 100,000
  - (c) Minimum Tradable Amount: EUR 100,000 (and EUR 100,000 thereafter)
5. Certificates: Not Applicable
6. Calculation Amount: EUR 100,000
7. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount
8. Issue Date: 07 February 2022
9. Scheduled Settlement Date: 23 January 2034<sup>2</sup>
10. Type of Security: Equity Index Linked Securities
11. Underlying Performance Type<sup>(Settlement)</sup>: For the purpose of determination of the Final Performance: Single Asset  
Downside Underlying Performance Type<sup>(Settlement)</sup>:<sup>3</sup> Not Applicable

### *Provisions relating to interest (if any) payable*

12. Interest Type: In respect of each Interest Valuation Date, Phoenix without  
General Condition 9 (*Interest*)<sup>4</sup> memory
  - (a) Interest Payment Dates: Each of the dates set out in Table 1 below in the column entitled 'Interest Payment Dates', subject to adjustment in accordance with the Business Day Convention.
  - (b) Interest Valuation Dates: Each of the dates set out in Table 1 below in the column entitled 'Interest Valuation Dates'.

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<sup>2</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.

<sup>3</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.

<sup>4</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.

**Table 1**

Interest Valuation Dates:	Interest Barrier Percentages:	Interest Payment Dates:	Fixed Interest Rates:
Thu 09-Jan-2025	80.00%	Thu 23-Jan-2025	4.15%
Fri 09-Jan-2026	77.50%	Fri 23-Jan-2026	4.15%
Mon 11-Jan-2027	75.00%	Mon 25-Jan-2027	4.15%
Mon 10-Jan-2028	72.50%	Mon 24-Jan-2028	4.15%
Tue 09-Jan-2029	70.00%	Tue 23-Jan-2029	4.15%
Wed 09-Jan-2030	67.50%	Wed 23-Jan-2030	4.15%
Thu 09-Jan-2031	65.00%	Thu 23-Jan-2031	4.15%
Fri 09-Jan-2032	62.50%	Fri 23-Jan-2032	4.15%
Mon 10-Jan-2033	60.00%	Mon 24-Jan-2033	4.15%
Mon 09-Jan-2034	57.50%	Mon 23-Jan-2034	4.15%

- (c) (i) Fixed Interest Type: Not Applicable
- Fixed Interest Rate: Not Applicable
- (d) Information relating to the Floating Rate: Not Applicable
- (e) Fixing Business Day: Not Applicable
- (f) Interest Barrier Percentages: Each of the percentages set out in Table 1 above in the column entitled 'Interest Barrier Percentages'.
- (g) Fixed Interest Rates: Each of the percentages set out in Table 1 above in the column entitled 'Fixed Interest Rates'.

***Provisions relating to Automatic Settlement (Autocall)***

13. Automatic Settlement (Autocall): Not Applicable  
General Condition 10 (*Automatic Settlement (Autocall)*)
14. Optional Early Settlement Event: Not Applicable  
General Condition 11 (*Optional Early Settlement Event*)

***Provisions relating to Final Settlement***

15. (a) Final Settlement Type: Capped  
General Condition 12 (*Final Settlement*)<sup>5</sup>
- (b) Settlement Method: Cash
- (c) Strike Price Percentage: 100.00 per cent.  
The Strike Price is 1246.52
- (d) Knock-in Barrier Type: European
- (e) Knock-in Barrier Percentage: 30.00 per cent.  
The Knock-in Barrier Price is 373.956

<sup>5</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.

(f) Downside: Not Applicable

***Provisions relating to Drop Back***

16. Drop Back Payout: General Not Applicable  
Condition 9.39 and General  
Condition 12.27

***Provisions relating to Nominal Call Event Settlement***

17. Nominal Call Event Settlement: Not Applicable  
General Condition 13 (*Nominal  
Call Event Settlement*)

Nominal Call Threshold Not Applicable  
Percentage:

***Provisions relating to Instalment Notes***

18. Instalment Notes: Not Applicable  
General Condition 15 (*Settlement  
by Instalments*)

***Provisions relating to the Underlying Asset(s)***

19. Underlying Asset:<sup>6</sup> S&P Europe LargeMidCap Net Zero 2050 Paris-  
Aligned ESG 4% Decrement Index (EUR) Initial Valuation Date: 09 January  
NTR (the “**Underlying Asset**”) 2024

(a) Initial Valuation Date: 109 January 2024

(b) Index: S&P Europe LargeMidCap Net Zero 2050 Paris-Aligned ESG 4%  
Decrement Index (EUR) NTR

(i) Exchange: Multi-exchange

(ii) Related Exchange: All Exchanges

(iii) Underlying Asset  
Currency: EUR

(iv) Bloomberg Screen: SPEUPDEN <Index>

(v) Refinitiv Screen: Not applicable

(vi) Index Sponsor: S&P Down Jones Indices LLC

(vii) Weight: Not Applicable

(viii) Pre-nominated Index: Not Applicable

20. (a) Final Valuation Price: The Valuation Price of the Underlying Asset on the Final  
Valuation Date

(i) Averaging-out: Not Applicable

(ii) Min Lookback-out: Not Applicable

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<sup>6</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.

- (iii) Max Lookback-out: Not Applicable
- (b) Final Valuation Date:<sup>7</sup> 09 January 2034
- 21. Interim Valuation Price: Not Applicable

***Provisions relating to disruption events***

- 22. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): General Condition 18 (*Consequences of Disrupted Days*)
  - (a) Omission: Not Applicable
  - (b) Postponement: Not Applicable
  - (c) Modified Postponement: Not Applicable
- 23. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): General Condition 25 (*Adjustments to Valuation Dates and Reference Date*)
  - (a) Omission: Not Applicable
  - (b) Postponement: Not Applicable
- 24. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): General Condition 37 (*Consequences upon a Reference Date becoming a Reference Date*)
  - (a) Omission: Not Applicable
  - (b) Postponement: Not Applicable
  - (c) Modified Postponement: Not Applicable
- 25. Additional Disruption Events: General Condition 65.1 (*Definitions*)
  - (a) Change in Law: Applicable as per General Condition 65.1 (*Definitions*)
  - (b) Currency Disruption Event: Applicable as per General Condition 65.1 (*Definitions*)
  - (c) Hedging Disruption: Applicable as per General Condition 65.1 (*Definitions*)
  - (d) Issuer Tax Event: Applicable as per General Condition 65.1 (*Definitions*)
  - (e) Extraordinary Market Disruption: Applicable as per General Condition 65.1 (*Definitions*)
  - (f) Increased Cost of Hedging: Not Applicable as per General Condition 65.1 (*Definitions*)

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<sup>7</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.

(g) Affected Jurisdiction Hedging Disruption:	Not Applicable as per General Condition 65.1 ( <i>Definitions</i> )
(h) Affected Jurisdiction Increased Cost of Hedging:	Not Applicable as per General Condition 65.1 ( <i>Definitions</i> )
(i) Increased Cost of Stock Borrow:	Not Applicable as per General Condition 65.1 ( <i>Definitions</i> )
(j) Loss of Stock Borrow:	Not Applicable as per General Condition 65.1 ( <i>Definitions</i> )
(k) Foreign Ownership Event:	Not Applicable as per General Condition 65.1 ( <i>Definitions</i> )
(l) Fund Disruption Event:	Not Applicable as per General Condition 65.1 ( <i>Definitions</i> )
(m) Fund Event:	Not Applicable
(n) Potential Adjustment of Payment Events:	Not Applicable
(o) Barclays Index Disruption:	Not Applicable
26. Early Cash Settlement Amount:	Market Value
27. Early Settlement Notice Period Number:	As specified in General Condition 65.1 ( <i>Definitions</i> )
28. Substitution of Shares:	Not Applicable
29. Entitlement Substitution:	Not Applicable
30. FX Disruption Event:	Not Applicable
31. Disruption Fallbacks: General Condition 20 ( <i>Consequences of FX Disruption Events (FX)</i> )	Not Applicable
32. Unwind Costs:	Applicable
33. Settlement Expenses:	Not Applicable
34. Local Jurisdiction Taxes and Expenses:	Not Applicable
35. Consequences of a Fund Event: General Condition 27 ( <i>Consequences of a Fund Event</i> )	Not Applicable

***General provisions***

36. Form of Securities:	Global Bearer Securities: Permanent Global Security
	TEFRA: Not Applicable
	NGN Form: Not Applicable
	Held under the NSS: Not Applicable
	CGN Form: Applicable

37. Trade Date: <sup>8</sup>	Initial Trade Date: 24 January 2022 Restructuring Trade Date: 09 January 2034
38. 871(m) Securities:	The Issuer has determined that Section 871(m) of the US Internal Revenue Code is not applicable to the Securities.
39. (i) Prohibition of Sales to EEA Retail Investors:	Applicable – see the cover page of these Final Terms
(ii) Prohibition of Sales to UK Retail Investors:	Applicable – see the cover page of these Final Terms
(iii) Prohibition of Sales to Swiss Retail Investors:	Applicable – see the cover page of these Final Terms
40. Additional Business Centre(s):	Target, London and a Clearing System Business Day.
41. Business Day Convention:	Modified Following
42. Determination Agent:	Barclays Bank PLC
43. Registrar:	Not Applicable
44. Transfer Agent:	Not Applicable
45. (a) Names and addresses of Manager:	Barclays Bank Ireland PLC
(b) Date of underwriting agreement:	Not Applicable
(c) Names and addresses of secondary trading intermediaries and main terms of commitment:	Not Applicable
46. Registration Agent:	Not Applicable
47. Governing Law:	English law
48. Relevant Benchmarks:	Amounts payable under the Securities are calculated by reference to S&P Europe LargeMidCap Net Zero 2050 Paris-Aligned ESG 4% Decrement Index (EUR) NTR which is provided by S&P Down Jones Indices LLC (the " <b>Administrator</b> "). As at the date of this Final Terms, the Administrator appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority (" <b>ESMA</b> ") pursuant to Article 36 of Regulation (EU) 2016/1011 (as amended, the " <b>EU Benchmarks Regulation</b> ").

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<sup>8</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.



## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to Trading: Application has been made/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 Luxembourg Stock Exchange with effect from on or around the Issue Date
- (b) Estimate of total expenses related to admission to trading: EUR 2,100
- (c) Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and a description of the main terms of their commitment: Not Applicable

### 2. RATINGS

Ratings: The Securities have not been individually rated.

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

- (a) Reasons for the offer: Green Structured Securities – see (b) below
- (b) Use of proceeds: An amount of funding equal to the net proceeds of the issue of the Securities (as at the date of issuance) will be allocated as funding for the financing and/or re-financing of Eligible Assets.

As provided in the Green Issuance Framework (as at the date of issuance), green projects to be utilized by Barclays Green Issuances ("**Eligible Assets**") are assets which fall into the following eligible activities and which were originated or re-financed up to 36 months prior to the relevant Barclays Green Issuance, and are not otherwise excluded (as set out in the Green Issuance Framework): (i) energy efficiency (including (a) commercial and residential buildings, (b) public services, (c) agricultural processes, (d) transmission and distribution systems, (e) industrial processes and supply chains, and (f) energy efficiency technologies), (ii) renewable energy (including (a) electricity generation, (b) transmission systems, (c) renewable energy technologies, and (d) heat production and thermal energy), (iii) sustainable transport (including (a) vehicle energy efficiency, (b) urban transportation systems and infrastructure, and (c) freight transport), (iv) sustainable food, agriculture, forestry, aquaculture and fisheries (including (a) sustainable forestry, (b) sustainable food and agriculture, (c) sustainable aquaculture and fisheries, and (d) sustainable land use and biodiversity conservation), and (v) resource efficiency and pollution control (including (a) recycling and reuse, (b) circular economy, and (c)

greenhouse gas emission reduction). Eligible Assets must satisfy certain eligibility criteria and meet certain UN Sustainable Development Goals, depending on the relevant category.

A sterling equivalent amount of any net proceeds (as at the date of issuance) which, from time to time, are not allocated as funding for the purpose described above will be invested, at the Issuer's discretion, in cash and short-term and liquid investments and in accordance with its liquidity policy pending allocation as funding towards the financing and/or re-financing of Eligible Assets, as described above. The Issuer does not undertake to ensure that there is at all times a sufficient aggregate amount of Eligible Assets to allow for allocation of funding representing the net proceeds of the issue of the Securities in full.

The criteria of Eligible Assets have been designed by the Issuer to meet the 2021 ICMA Green Bond Principles, the United Nations Sustainable Development Goals as at the date of issuance of the Securities.

Carbon Trust Assurance Limited (who are a qualified and approved Climate Bonds Initiative verifier) has provided a second party opinion in which they have stated their belief that the Issuer's Green Bond Framework, which for the avoidance of doubt, does not include the Barclays Green Index Principles (as defined in the Base Prospectus), complies with the core principles and key recommendations of the 2021 ICMA Green Bond Principles (applicable as at the date of issuance of the Securities).

Carbon Trust Assurance Limited (who are a qualified and approved Climate Bonds Initiative verifier) has produced a report of factual findings dated 29 September 2021 in relation to conformance of the proposed issuance of Securities and the Issuer's Green Bond Framework with the pre-issuance requirements of the Climate Bonds Standard Version 3. On the basis of this report, a Pre-Issuance Certification has been obtained from the Climate Bonds Initiative. Such certification is solely in relation to the proposed use of proceeds and does not apply in respect of the payoff terms of the Securities.

The Issuer will publish an investor report at least annually for each issuance of Securities in line with annual results. It is intended that each investor report will be accompanied by an independent assurance report.

All opinions and assurance reports will be made available on the Issuer's Investor Relations website at <http://home.barclays/greenbonds> (or its successor website).

(c) Estimated net proceeds: Not Applicable

(d) Estimated total expenses: Not Applicable

4. **YIELD**

Not Applicable

5. **PAST AND FUTURE PERFORMANCE OF UNDERLYING ASSET, AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSET**

Bloomberg Screen: SPEUPDEN <Index>

Index Disclaimer: see Schedule hereto

6. **POST ISSUANCE INFORMATION**

The Issuer will not provide any post-issuance information with respect to the Underlying Asset, unless required to do so by applicable law or regulation.

7. **OPERATIONAL INFORMATION**

- |   |   |
|---|---|
| (a) ISIN:   | XS2345447721  |
| (b) Common Code:  | 232089415   |
| (c) Relevant Clearing System(s)   | Euroclear, Clearstream, Luxembourg  |
| (d) Delivery:   | Delivery free of payment  |
| (e) Intended to be held in a manner which would allow Eurosystem eligibility: | No since unsecured debt instruments issued by credit institutions established outside the European Union are not Eurosystem eligible. |
| (f) Green Structured Securities   | Yes   |
| (g) Green Index Linked Securities   | Yes   |

## Schedule

### **S&P Europe LargeMidCap Net Zero 2050 Paris-Aligned ESG 4% Decrement Index (EUR) NTR (the "Index").**

The "S&P Europe LargeMidCap Net Zero 2050 Paris-Aligned ESG 4% Decrement Index (EUR) NTRNTR " (the "Index") is a product of S&P Dow Jones Indices LLC or its affiliates ("SPDJI"), and has been licensed for use by Barclays. Standard & Poor's® and S&P® are registered trademarks of Standard & Poor's Financial Services LLC ("S&P"); Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC ("Dow Jones"); and these trademarks have been licensed for use by SPDJI and sublicensed for certain purposes by Barclays. It is not possible to invest directly in an index. The Notes are not sponsored, endorsed, sold or promoted by SPDJI, Dow Jones, S&P, any of their respective affiliates (collectively, "S&P Dow Jones Indices"). S&P Dow Jones Indices do not make any representation or warranty, express or implied, to the owners of The Notes or any member of the public regarding the advisability of investing in securities generally or in The Notes particularly or the ability of the S&P Europe LargeMidCap Net Zero 2050 Paris-Aligned ESG 4% Decrement Index (EUR) NTRNTR to track general market performance. Past performance of an index is not an indication or guarantee of future results. S&P Dow Jones Indices' only relationship to Barclays with respect to the S&P Europe LargeMidCap Net Zero 2050 Paris-Aligned ESG 4% Decrement Index (EUR) NTRNTR is the licensing of the Index and certain trademarks, service marks and/or trade names of S&P Dow Jones Indices and/or its licensors. The S&P Europe LargeMidCap Net Zero 2050 Paris-Aligned ESG 4% Decrement Index (EUR) NTRNTR is determined, composed and calculated by S&P Dow Jones Indices without regard to Barclays or The Notes. S&P Dow Jones Indices have no obligation to take the needs of Barclays or the owners of The Notes into consideration in determining, composing or calculating the S&P Europe LargeMidCap Net Zero 2050 Paris-Aligned ESG 4% Decrement Index (EUR) NTRNTR . S&P Dow Jones Indices are not responsible for and have not participated in the determination of the prices, and amount of The Notes or the timing of the issuance or sale of The Notes or in the determination or calculation of the equation by which The Notes is to be converted into cash, surrendered or redeemed, as the case may be. S&P Dow Jones Indices have no obligation or liability in connection with the administration, marketing or trading of The Notes. There is no assurance that investment products based on the S&P Europe LargeMidCap Net Zero 2050 Paris-Aligned ESG 4% Decrement Index (EUR) NTRNTR will accurately track index performance or provide positive investment returns. S&P Dow Jones Indices LLC is not an investment or tax advisor. A tax advisor should be consulted to evaluate the impact of any tax-exempt securities on portfolios and the tax consequences of making any particular investment decision. Inclusion of a security within an index is not a recommendation by S&P Dow Jones Indices to buy, sell, or hold such security, nor is it considered to be investment advice.

NEITHER S&P DOW JONES INDICES NOR THIRD PARTY LICENSOR GUARANTEES THE ADEQUACY, ACCURACY, TIMELINESS AND/OR THE COMPLETENESS OF THE S&P Europe LargeMidCap Net Zero 2050 Paris-Aligned ESG 4% Decrement Index (EUR) NTR OR ANY DATA RELATED THERETO OR ANY COMMUNICATION, INCLUDING BUT NOT LIMITED TO, ORAL OR WRITTEN COMMUNICATION (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. S&P DOW JONES INDICES SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS, OR DELAYS THEREIN. S&P DOW JONES INDICES MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OR AS TO RESULTS TO BE OBTAINED BY BARCLAYS, OWNERS OF THE NOTES, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE S&P Europe LargeMidCap Net Zero 2050 Paris-Aligned ESG 4% Decrement Index (EUR) NTR OR WITH RESPECT TO ANY DATA RELATED THERETO. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P DOW JONES INDICES BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY, OR OTHERWISE. THERE ARE NO THIRD PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN S&P DOW JONES INDICES AND BARCLAYS, OTHER THAN THE LICENSORS OF S&P DOW JONES INDICES.

## SUMMARY

### INTRODUCTION AND WARNINGS

The Summary should be read as an introduction to the Prospectus. Any decision to invest in the Securities should be based on consideration of the Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Civil liability attaches only to those persons who have tabled the Summary but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Securities.

**You are about to purchase a product that is not simple and may be difficult to understand.**

**Securities:** EUR 30,000,000 Securities due January 2034<sup>9</sup> pursuant to the Global Structured Securities Programme pursuant to the Global Structured Securities Programme) (ISIN: XS2345447721) (the "Securities").

**The Issuer:** The Issuer is Barclays Bank PLC. Its registered office is at 1 Churchill Place, London, E14 5HP, United Kingdom (telephone number: +44 (0)20 7116 1000) and its Legal Entity Identifier ("LEI") is G5GSEF7VJP5I7OUK5573

**The Authorised Offeror:** Not Applicable

**Competent authority:** The Base Prospectus was approved on 1 July 2021 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (telephone number: +353 (0)1 224 6000).

### KEY INFORMATION OF THE ISSUER

#### Who is the Issuer of the Securities?

**Domicile and legal form of the Issuer:** The Issuer is a public limited company registered in England and Wales under number 1026167. The liability of the members of the Issuer is limited. It has its registered and head office at 1 Churchill Place, London, E14 5HP, United Kingdom (telephone number +44 (0)20 7116 1000). The Legal Entity Identifier (LEI) of the Issuer is G5GSEF7VJP5I7OUK5573.

**Principal activities of the Issuer:** The Group's businesses include consumer banking and payments operations around the world, as well as a top-tier, full service, global corporate and investment bank. The Group comprises of Barclays PLC together with its subsidiaries, including the Issuer. The Issuer's principal activity is to offer products and services designed for larger corporate, wholesale and international banking clients. The term the "Group" mean Barclays PLC together with its subsidiaries and the term "Barclays Bank Group" means Barclays Bank PLC together with its subsidiaries

**Major shareholders of the Issuer:** The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC. Barclays PLC is the ultimate holding company of the Group.

**Identity of the key managing directors of the Issuer:** The key managing directors of the Issuer are C.S. Venkatakrishnan (Chief Executive Officer\* and Executive Director) and Tushar Morzaria (Executive Director).

\* This appointment is subject to regulatory approval.

**Identity of the statutory auditors of the Issuer:** The statutory auditors of the Issuer are KPMG LLP ("KPMG"), chartered accountants and registered auditors (a member of the Institute of Chartered Accountants in England and Wales), of 15 Canada Square, London E14 5GL, United Kingdom.

#### What is the key financial information regarding the Issuer?

The Issuer has derived the selected consolidated financial information included in the table below for the years ended 31 December 2020 and 31 December 2019 from the annual consolidated financial statements of the Issuer for the years ended 31 December 2020 and 2019 (the "Financial Statements"), which have each been audited with an unmodified opinion provided by KPMG. The selected financial information included in the table below for the six months ended 30 June 2021 and 30 June 2020 was derived from the unaudited Interim Results Announcement of the Issuer in respect of the six months ended 30 June 2021.

#### Consolidated Income Statement

	As at 30 June (unaudited)		As at 31 December	
	2021	2020	2020	2019
	(£m)		(£m)	
Net interest income .....	1,523	1,671	3,160	3,907
Net fee and commission income .....	3,200	2,879	5,659	5,672
Credit impairment releases/(charges) .....	288	(2,674)	(3,377)	(1,202)
Net trading income .....	3,467	4,225	7,076	4,073
Profit before tax .....	3,334	1,523	3,075	3,112
Profit/(loss) after tax .....	2,723	1,293	2,451	2,780

#### Consolidated Balance Sheet

	As at 30 June (unaudited)		As at 31 December	
	2021	2020	2020	2019
	(£m)		(£m)	
Total assets .....	1,064,337	1,059,731	876,672	876,672
Debt securities in issue .....	42,931	29,423	33,536	33,536
Subordinated liabilities .....	29,045	32,005	33,425	33,425
Loans and advances at amortised cost .....	133,815	134,267	141,636	141,636
Deposits at amortised cost .....	249,732	244,696	213,881	213,881
Total equity .....	53,696	53,710	50,615	50,615

<sup>9</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.

### Certain Ratios from the Financial Statements

	As at 30 June (unaudited)		As at 31 December	
	2021	2020	2019	
	(%)	(%)		
Common Equity Tier 1 capital .....	13.9	14.2	13.9	
Total regulatory capital .....	21.2	21.0	22.1	
CRR leverage ratio .....	3.6	3.9	3.9	

### What are the key risks that are specific to the Issuer?

The Barclays Bank Group has identified a broad range of risks to which its businesses are exposed. Material risks are those to which senior management pay particular attention and which could cause the delivery of the Barclays Bank Group's strategy, results of operations, financial condition and/or prospects to differ materially from expectations. Emerging risks are those which have unknown components, the impact of which could crystallise over a longer time period. In addition, certain other factors beyond the Barclays Bank Group's control, including escalation of terrorism or global conflicts, natural disasters, pandemics and similar events, although not detailed below, could have a similar impact on the Barclays Bank Group.

- Material existing and emerging risks potentially impacting more than one principal risk:** In addition to material and emerging risks impacting the principal risks set out below, there are also material existing and emerging risks that potentially impact more than one of these principal risks. These risks are: (i) the impact of COVID-19; (ii) potentially unfavourable global and local economic and market conditions, as well as geopolitical developments; (iii) the UK's withdrawal from the EU; (iv) the impact of interest rate changes on the Barclays Bank Group's profitability; (v) the competitive environments of the banking and financial services industry; (vi) the regulatory change agenda and impact on business model; (vii) the impact of climate change on the Barclays Bank Group's business; and (viii) the impact of benchmark interest rate reforms on the Barclays Bank Group.
- Credit and Market risks:** Credit risk is the risk of loss to the Barclays Bank Group from the failure of clients, customers or counterparties, to fully honour their obligations to members of the Barclays Bank Group. The Barclays 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. Market risk is the risk of loss arising from potential adverse change in the value of the Barclays Bank Group's assets and liabilities from fluctuation in market variables.
- Treasury and capital risk and the risk that the Issuer and the Barclays Bank Group are subject to substantial resolution powers:** There are three primary types of treasury and capital risk faced by the Barclays Bank Group which are (1) liquidity risk – the risk that the Barclays Bank Group is unable to meet its contractual or contingent obligations or that it does not have the appropriate amount of stable funding and liquidity to support its assets, which may also be impacted by credit rating changes; (2) capital risk – the risk that the Barclays Bank Group has an insufficient level or composition of capital; and (3) interest rate risk in the banking book – the risk that the Barclays 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. Under the Banking Act 2009, substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the United Kingdom Prudential Regulation Authority, the UK Financial Conduct Authority and HM Treasury, as appropriate as part of a special resolution regime. These powers enable the Bank of England (or any successor or replacement thereto and/or such other authority in the United Kingdom with the ability to exercise the UK Bail-in Power) (the "Resolution Authority") to implement various resolution measures and stabilisation options (including, but not limited to, the bail-in tool) with respect to a UK bank or investment firm and certain of its affiliates (as at the date of the Registration Document, including the Issuer) in circumstances in which the Resolution Authority is satisfied that the relevant resolution conditions are met.
- Operational and model risks:** Operational risk is the risk of loss to the Barclays 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. Model risk is the risk of potential adverse consequences from financial assessments or decisions based on incorrect or misused model outputs and reports.
- Conduct, reputation and legal risks and legal, competition and regulatory matters:** Conduct risk is the risk of detriment to customers, clients, market integrity, effective competition or the Barclays Bank Group from the inappropriate supply of financial services, including instances of wilful or negligent misconduct. Reputation risk is the risk that an action, transaction, investment, event, decision or business relationship will reduce trust in the Barclays Bank Group's integrity and competence. The Barclays Bank Group conducts activities in a highly regulated market which exposes it and its employees 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 Barclays Bank Group's businesses and business practices. In each case, this exposes the Barclays Bank Group and its employees to the risk of loss or the imposition of penalties, damages or fines from the failure of members of the Barclays Bank Group to meet their respective legal obligations, including legal or contractual requirements. Legal risk may arise in relation to any number of the material existing and emerging risks summarised above.

### KEY INFORMATION OF THE SECURITIES

#### What are the main features of the Securities?

#### *Type and class of Securities being offered and admitted to trading, including security identification numbers*

The Securities will be in the form of notes and will be uniquely identified by: NX00320176; Tranche number:1; ISIN: XS2345447721; Common Code: 232089415.

The Securities will be cleared and settled through Euroclear Bank S.A./N.V. or Clearstream Banking *société anonyme*.

The Securities are "Green Structured Securities" and "Green Index linked Securities" and may satisfy certain "green", "sustainable", "social", "ESG" or similar financing objectives

#### *Currency, specified denomination, issue size and term of the Securities*

The Securities will be issued in Euro ("EUR") (the "Issue Currency") and settled in the same currency (the "Settlement Currency"). The Securities are tradable in nominal and the specified denomination per Security is EUR 100,000. The issue size is EUR EUR 30,000,000. The issue price is 100% of the Specified Denomination.

The issue date is 7 February 2022 (the "Issue Date"). Subject to early termination, the Securities are scheduled to redeem 23 January 2034<sup>10</sup> (the "Scheduled Settlement Date").

<sup>10</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.

The Securities are "Green Structured Securities" and "Green Index Linked Securities" and may satisfy certain "green", "sustainable", "social", "ESG" or similar financing objectives.

**Rights attached to the Securities**

**Potential return:** The Securities will give each holder of Securities the right to receive potential return on the Securities, together with certain ancillary rights such as the right to receive notice of certain determinations and events and the right to vote on some (but not all) amendments to the terms and conditions of the Securities. The potential return will be in the forms of: (i) on or more Interest Amounts and/or (ii) a Final Cash Settlement Amount, provided that if the Securities are early terminated, the potential return may be in the form of (iii) an Early Cash Settlement Amount instead.<sup>11</sup>

**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, be required to pay additional amounts to cover the amounts so withheld or deducted.

**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.

**Limitations on rights**

**Early redemption following certain disruption events or due to unlawfulness or impracticability:** The Issuer may redeem the Securities prior to their Scheduled Settlement Date following the occurrence of certain disruption events or extraordinary events concerning the Issuer, its hedging arrangements, the Underlying Asset(s), taxation or the relevant currency of the Securities, or if it determines that the performance of any of its obligations under the Securities is unlawful or physically impracticable. If this occurs, investors will receive an "Early Cash Settlement Amount" equal to the fair market value of the Securities prior to their redemption.

**Certain additional limitations:**

- 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 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, to monetise the Securities, 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 Underlying Asset(s), to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Securities and the Underlying Asset(s).
- 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.

**Governing law**

The Securities will be governed by English law and the rights thereunder will be construed accordingly.

**Description of the calculation of potential return on the Securities**

**Underlying Assets:** The return on and value of the Securities is dependent on the performance of the following Underlying Asset:

Underlying Asset(Interest)(Final Settlement)	Type	Initial Price(Settlement)	Initial Valuation Date
S&P Europe LargeMidCap Net Zero 2050 Paris-Aligned ESG 4% Decrement Index (EUR) NTR - (Bloomberg Code: SPEUPDEN <Index>)	Index	The Valuation Price of the Underlying Asset on the Initial Valuation Date	09 January 2024 <sup>12</sup>

For the purposes of determining an Interest Amount, Underlying Asset shall mean the Underlying Asset(Interest) and for the purposes of determining the Final Cash Settlement Amount, Underlying Asset shall mean the Underlying Asset(Final Settlement).<sup>13</sup>

**Calculation Amount:** Calculations in respect of amounts payable under the Securities are made by reference to the "Calculation Amount", being EUR 100,000 per Security.

**Determination Agent:** Barclays Bank PLC will be appointed to make calculations and determinations with respect to the Securities.

**A – Interest<sup>14</sup>**

<sup>11</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.

<sup>12</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.

<sup>13</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.

<sup>14</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.

Each Security will only pay interest in respect of an Interest Valuation Date if the closing 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 multiplying the fixed rate of **4.15%** by EUR 100,000.

Interest will be payable on the corresponding Interest Payment Date set out in the table below. Each Interest Valuation Date and Interest Barrier(s) is as follows:

Interest Valuation Date(s):	Interest Payment Date(s):	Interest Barrier Percentage(s):
Thu 09-Jan-2025	Thu 23-Jan-2025	80.00% of the Initial Price
Fri 09-Jan-2026	Fri 23-Jan-2026	77.50% of the Initial Price
Mon 11-Jan-2027	Mon 25-Jan-2027	75.00% of the Initial Price
Mon 10-Jan-2028	Mon 24-Jan-2028	72.50% of the Initial Price
Tue 09-Jan-2029	Tue 23-Jan-2029	70.00% of the Initial Price
Wed 09-Jan-2030	Wed 23-Jan-2030	67.50% of the Initial Price
Thu 09-Jan-2031	Thu 23-Jan-2031	65.00% of the Initial Price
Fri 09-Jan-2032	Fri 23-Jan-2032	62.50% of the Initial Price
Mon 10-Jan-2033	Mon 24-Jan-2033	60.00% of the Initial Price
Mon 09-Jan-2034	Mon 23-Jan-2034	57.50% of the Initial Price

#### B – Final Settlement<sup>15</sup>

If the Securities have not otherwise redeemed, each Security will be redeemed on the Scheduled Settlement Date by payment of the Final Cash Settlement Amount.

The Scheduled Settlement Date may be postponed following the postponement of the Final Valuation Date due to a disruption event.

The Final Cash Settlement Amount is calculated as follows:

- (h) if the Final Performance is greater than or equal to the Knock-in Barrier Percentage (being 30.00%), 100% multiplied by the Calculation Amount;
- (i) otherwise, an amount calculated by dividing the Final Performance by the Strike Price Percentage (being 100.00%) and multiplying the result by the Calculation Amount.

Where:

"**Final Performance**" means the Final Valuation Price divided by the Initial Price(Settlement).

"**Final Valuation Date**" means 09 January 2034,<sup>16</sup> subject to adjustment.

"**Final Valuation Price**" means, in respect of the Underlying Asset, the closing level in respect of the Underlying Asset on the Final Valuation Date.

#### *Status of the Securities*

The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.

#### *Description of restrictions on free transferability of the Securities*

The Securities are offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act and must comply with transfer restrictions with respect to the United States. Securities held in a clearing system will be transferred in accordance with the rules, procedures and regulations of that clearing system. Subject to the foregoing, the Securities will be freely transferable.

#### **Where will the Securities be traded?**

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 Irish Stock Exchange Trading plc as Euronext Dublin.

#### **What are the key risks that are specific to the Securities?**

The Securities are subject to the following key risks:

- **You may lose some or all of your investment in the Securities:** The terms of the Securities do not provide for a scheduled minimum payment at maturity and as such, depending on the performance of the Underlying Asset(s), you may lose some or all of your investment. You may also lose some or all of your investment if: (a) you sell your Securities before their scheduled maturity or expiry; (b) your Securities are early redeemed in certain extraordinary circumstances; or (c) the terms and conditions of your Securities are adjusted such that the amount payable or property deliverable to you is less than your initial investment.
- **There are risks associated with the valuation, liquidity and offering of the Securities:** The market value of your Securities may be lower than the issue price since the issue price may take into account the Issuer's and/or distributor's profit margin and costs in addition to the fair market value of the Securities. The market value of your Securities may be affected by the volatility, level, value or price of the Underlying Asset(s) at the relevant time, changes in interest rates, the Issuer's financial condition and credit ratings, the supply of and demand for the Securities, the time remaining until the maturity or expiry of the

<sup>15</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.

<sup>16</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.



Securities and other factors. The price, if any, at which you will be able to sell your Securities prior to maturity may be substantially less than the amount you originally invested. Your Securities may not have an active trading market and the Issuer may not be under any obligation to make a market or repurchase the Securities prior to redemption.

- **You are subject to risks associated with the determination of amount payable under the Securities:**<sup>17</sup>

The Securities bear interest at a rate that is contingent upon the performance of the Underlying Asset and may vary from one Interest Payment Date to the next. You may not receive any interest payments if the Underlying Asset does not perform as anticipated.

As the Final Cash Settlement Amount is subject to a cap, the value of or return on your Securities may be significantly less than if you had purchased the Underlying Asset(s) directly.

The Final Cash Settlement Amount is based on the performance of the Underlying Asset(s) as at the final valuation date only (rather than in respect of multiple periods throughout the term of the Securities). This means you may not benefit from any movement in level of the Underlying Asset(s) during the term of the Securities that is not maintained in the final performance as at the final valuation date.

The calculation of amount payable depends on the level, value or price of the Underlying Asset(s) reaching or crossing a 'barrier' during a specified period or specified dates during the term of the Securities. This means you may receive less (or, in certain cases, more) if the level, value or price of the Underlying Asset(s) crosses or reaches (as applicable) a barrier, than if it comes close to the barrier but does not reach or cross it (as applicable), and in certain cases you might receive no interest or coupon payments and/or could lose some or all of your investment.

- **Your Securities are subject to adjustments and early redemption:** Pursuant to the terms and conditions of the Securities, following the occurrence of certain disruption events or extraordinary events concerning the Issuer, its hedging arrangements, the Underlying Asset(s), taxation or the relevant currency of the Securities, the Determination Agent or the Issuer may take a number of remedial actions, including estimating the level of the Underlying Asset, substituting the Underlying Asset, and making adjustments to the terms and conditions of the Securities. Any of such remedial action may change the economic characteristics of the Securities and have a material adverse effect on the value of and return on the Securities. If no remedial action can be taken, or it is determined that the performance of any of the Issuer's obligations under the Securities is unlawful or physically impracticable, the Issuer may early redeem the Securities by payment of an Early Cash Settlement Amount. If early redemption occurs, you may lose some or all of your investment because the Early Cash Settlement Amount may be lower than the price at which you purchase the Securities, or may even be zero. You will also lose the opportunity to participate in any subsequent positive performance of the Underlying Asset(s) and be unable to realise any potential gains in the value of the Securities. You may not be able to reinvest the proceeds from an investment at a comparable return and/or with a comparable interest or coupon rate for a similar level of risk.

- **Settlement is subject to conditions and may be impossible in certain circumstances:** Payment of the amount payable to you will not take place until all conditions to settlement have been satisfied in full. No additional amounts will be payable to you by the Issuer because of any resulting delay or postponement. Certain settlement disruption events may occur which could restrict the Issuer's ability to make payments, and the date of settlement could be delayed accordingly.

- **Risks relating to Underlying Asset(s) that are equity indices:** Equity indices are composed of a synthetic portfolio of shares and 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. The Securities are linked to equity indices, and as such 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. The 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. Additionally, the name of an index and/or the marketing of Securities linked to such index may describe the index as having "green", "sustainable", "social", "ESG" or similar objectives, including Qualifying Green Equity Indices. Although such term(s) may be used in the title and/or marketing materials, the objectives of the index may not meet investor objectives, expectations or requirements as regarding investments which are "green", "sustainable", "social", "ESG" or similar label.

- **Risks relating to Securities labelled as "Green Structured Securities":** Whilst it is the intention of the Issuer to allocate an amount equal to the net proceeds of any issue of Green Structured Securities in, or substantially in, the manner described in the prospectus, there is no contractual obligation to do so. Any allocation of such amount equal to the net proceeds accordingly (or any failure to do so) may not meet investor objectives, expectations or requirements as regarding investments which are "green", "sustainable", "social", "ESG" or similar label and therefore there is a risk that an investment in "Green Structured Securities" may not achieve your investment goals.

- **Taxation risks:** The levels and basis of taxation on the Securities and any reliefs for such taxation will depend on your individual circumstances and could change at any time over the life of the Securities. This could have adverse consequences for you and you should therefore consult your own tax advisers as to the tax consequences to you of transactions involving the Securities.

- **Potential conflicts of interest:** Conflicts of interest may exist where Barclays Bank PLC or its affiliate: (i) acts in multiple capacities with respect to the Securities (e.g. acting as issuer, manager and determination agent); (ii) enters into hedging transactions to cover the Issuer's exposure to the relevant cash amounts to be paid or assets to be delivered under the Securities as these fall due; and (iii) uses price contributions from its trading desks as a pricing source for an Underlying Asset. In light of such conflicts, the actions taken or determinations made by Barclays Bank PLC in relation to the Securities may not always be in the best interest of the holders. In addition to hedging transactions, Barclays Bank PLC may trade on the Underlying Asset(s) in the ordinary course of its business. Such trading could affect the market price of the Underlying Asset(s), which may in turn materially adversely affect the value and return on your Securities.

## KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

### Under which conditions and timetable can I invest in these Securities?

#### *Terms and conditions of the offer*

Not Applicable: the Securities have not been offered to the public

<sup>17</sup> Amended by the Amended and Restated Final Terms dated 4 January 2024.

<p><b><i>Estimated total expenses of the issue and/or offer including expenses charged to investor by issuer/offeror</i></b></p> <p>The estimated total expenses of the issue and/or offer are EUR 600 +350€ per year</p>
<p><b>Who is the offeror and/or the person asking for admission to trading?</b></p> <p>The Issuer is the entity offering and requesting for admission to trading of the Securities.</p>
<p><b>Why is the Prospectus being produced?</b></p> <p><b><i>Use and estimated net amount of proceeds</i></b></p> <p>The Securities are Green Structured Securities. The net proceeds from each issue of Securities may be applied by the Issuer or an affiliate to finance or refinance certain eligible assets for "green", "sustainable", "social", "ESG" or similar purposes. No assurance can be given that such finance or refinance will meet investor, market or regulatory requirements.</p>
<p><b><i>Underwriting agreement on a firm commitment basis</i></b></p> <p>The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.</p>
<p><b><i>Description of any interest material to the issue/offer, including conflicting interests</i></b></p> <p>The Manager may be paid fees in relation to the offer of Securities. Potential conflicts of interest may exist between the Issuer, Determination Agent, manager or their affiliates (who may have interests in transactions in derivatives related to the Underlying Asset which may, but are not intended to, adversely affect the market price, liquidity or value of the Securities) and holders..</p>