

## FINAL TERMS

**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.



**BARCLAYS BANK PLC**

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

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

**EUR 5,000,000 Securities due February 2051 under the Global Structured Securities Programme (the Tranche 1 Securities)  
Issue Price: 100 per cent**

This document constitutes the final terms of the Securities (the "**Final Terms**") described herein for the purposes of Article 8 of the EU Prospectus Regulation and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Final Terms complete and should be read in conjunction with GSSP Base Prospectus 9 which constitutes a base prospectus drawn up as separate documents (including the Registration Document dated 24 March 2020 as supplemented on 8 May 2020, 5 August 2020, 23 December 2020 and 29 January 2021 and the Securities Note relating to the GSSP Base Prospectus 9 dated 17 July 2020 as supplemented) for the purposes of Article 8(6) of the Prospectus Regulation. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to this Final Terms.

The Base Prospectus, any supplements thereto, are available for viewing at: <https://home.barclays/investor-relations/fixed-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.

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

[prospectuses/#registrationdocument](#) and <https://home.barclays/investor-relations/structured-securities-prospectuses/#registrationdocumentsupplement>.

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

**BARCLAYS**

**Final Terms dated 1 February 2021**

## PART A – CONTRACTUAL TERMS

### *Provisions relating to the Securities*

1. (a) Series: NX000272957  
(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 5,000,000
    - (ii) Series: EUR 5,000,000
  - (b) Specified Denomination: EUR 100,000
  - (c) Minimum Tradable Amount: EUR 100,000
5. Certificates: Not Applicable
6. Calculation Amount: EUR 100,000
7. Issue Price: 100% of the Aggregate Nominal Amount
8. Issue Date: 1 February 2021
9. Scheduled Settlement Date: 1 February 2051
10. Type of Security:

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

11. Interest Type: Fixed  
General Condition 9 (*Interest*)
  - (a) Interest Payment Dates: Each of the dates set out in Table 1 below in the column entitled 'Interest Payment Date', subject to adjustment in accordance with the Business Day Convention.
  - (b) Interest Period End Dates: Each Interest Payment Date (unadjusted)
  - (c) Interest Commencement Date: Issue Date

Table 1

Interest Payment Date
1 February 2022
1 February 2023
1 February 2024

1 February 2025
1 February 2026
1 February 2027
1 February 2028
1 February 2029
1 February 2030
1 February 2031
1 February 2032
1 February 2033
1 February 2034
1 February 2035
1 February 2036
1 February 2037
1 February 2038
1 February 2039
1 February 2040
1 February 2041
1 February 2042
1 February 2043
1 February 2044
1 February 2045
1 February 2046
1 February 2047
1 February 2048
1 February 2049
1 February 2050
1 February 2051

- (d) (i) Fixed Interest Type: Per Annum
- (ii) Fixed Interest Rate: 1.34 per cent.
- (e) Day Count Fraction: Act/Act (ISMA)

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

12. Automatic Settlement (Autocall): Not Applicable  
 General Condition 10 (*Automatic Settlement (Autocall)*)

13. Optional Early Settlement Event: Applicable  
 General Condition 11 (*Optional Early Settlement Event*) At Par
- (a) Optional Cash Settlement Date: 2 February 2026, 1 February 2027, 1 February 2028, 1 February 2029, 1 February 2030, 3 February 2031, 2 February 2032, 1 February 2033, 1 February 2034, 1 February 2035, 1 February 2036, 2 February 2037, 1 February 2038, 1 February 2039, 1 February 2040, 1 February 2041, 3 February 2042, 2 February 2043, 1 February 2044, 1 February 2045, 1 February 2046, 1 February 2047, 3 February 2048, 1 February 2049 and 1 February 2050
- (b) Issuer Option Exercise Period: From (and including) 5 Business Days prior to the Optional Cash Settlement Date

***Provisions relating to Final Settlement***

14. (a) Final Settlement Type: General Condition 12 (*Final Settlement*) Fixed
- (b) Settlement Method: Cash
- (c) Protection Level: 100.00 per cent.

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

15. Nominal Call Event Settlement: Not Applicable  
 General Condition 13 (*Nominal Call Event Settlement*)
- (a) Nominal Call Threshold Percentage: Not Applicable

***Provisions relating to Instalment Notes***

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

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

17. Underlying Asset: Not Applicable

***Provisions relating to disruption events***

18. 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

19. 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
20. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): General Condition 37 (*Consequences upon a Reference Date becoming a Disrupted Day*)
- (a) Omission: Not Applicable
- (b) Postponement: Not Applicable
- (c) Modified Postponement: Not Applicable
21. Additional Disruption Events: General Condition 34 (*Adjustment, early redemption or early cancellation following an Additional Disruption Event*)
- (a) Change in Law: Applicable as per General Condition 65.1 (*Definitions*)
- (b) Currency Disruption Event: Not Applicable
- (c) Hedging Disruption: Not Applicable
- (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*)
- (g) Affected Jurisdiction Hedging Disruption: Not Applicable as per General Condition 65.1 (*Definitions*)
- (h) Affected Jurisdiction Increased Cost of Hedging: Not Applicable as per General Condition 65.1 (*Definitions*)
- (i) Increased Cost of Stock Borrow: Not Applicable as per General Condition 65.1 (*Definitions*)
- (j) Loss of Stock Borrow: Not Applicable as per General Condition 65.1 (*Definitions*)
- (k) Foreign Ownership Event: Not Applicable as per General Condition 65.1 (*Definitions*)
- (l) Fund Disruption Event: Not Applicable as per General Condition 65.1 (*Definitions*)
- (m) Fund Event: Not Applicable
- (n) Potential Adjustment of Payment Events: Not Applicable
22. Early Cash Settlement Amount: Market Value

23. Early Settlement Notice Period Number:	As specified in General Condition 65.1 ( <i>Definitions</i> )
24. Substitution of Shares:	Not Applicable
25. Entitlement Substitution:	Not Applicable
26. FX Disruption Event:	Not Applicable
27. Disruption Fallbacks: General Condition 17 ( <i>Consequences of FX Disruption Events (FX)</i> )	Not Applicable
28. Unwind Costs:	Not Applicable
29. Settlement Expenses:	Not Applicable
30. Consequences of a Fund Event: General Condition 27 ( <i>Consequences of a Fund Event</i> )	Not Applicable
31. Local Jurisdiction Taxes and Expenses:	Not Applicable

***General provisions***

32. Form of Securities:	Global Bearer Securities: Permanent Global Security TEFRA: Not Applicable NGN Form: Applicable Held under the NSS: Not Applicable CGN Form: Not Applicable CDIs: Not Applicable
33. Trade Date:	25 January 2021
34. 871(m) Securities:	The Issuer has determined that Section 871(m) of the US Internal Revenue Code is not applicable to the Securities.
35. (i) Prohibition of Sales to EEA Retail Investors:	Applicable – see cover page of these Final Terms
(ii) Prohibition of Sales to UK Retail Investors:	Applicable – see cover page of these Final Terms
36. Prohibition of Offer to Private Clients in Switzerland:	Applicable
37. Additional Business Centre(s):	London
38. Business Day Convention:	Following
39. Determination Agent:	Barclays Bank PLC
40. Registrar:	Not Applicable
41. CREST Agent:	Not Applicable
42. Transfer Agent:	Not Applicable

43. (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
44. Registration Agent: Not Applicable
45. Governing Law: English law
46. Relevant Benchmark: Not Applicable



## 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 Luxembourg Stock Exchange to the Irish Stock Exchange plc trading as Euronext Dublin for the securities to be admitted to the official list and trading on its regulated market with effect from the Issue Date |
| (b) Estimate of total expenses related to admission to trading: | EUR 600   |
| (c) Renouncement Notice Cut-off Time:                           | 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: | General funding |
| (b) Use of proceeds        | Not Applicable  |

### 4. YIELD

Not Applicable

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

Not Applicable

### 6. OPERATIONAL INFORMATION

- |   |   |
|---|---|
| (a) ISIN:   | XS2234883663  |
| (b) Common Code:  | 223488366   |
| (c) Relevant Clearing System(s):  | Euroclear, Clearstream  |
| (d) Delivery:   | Delivery free of payment  |
| (e) 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 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. |

## 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. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, 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 5,000,000 Securities due February 2051 pursuant to the Global Structured Securities Programme (ISIN: XS2234883663) (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 17 July 2020 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:** Barclays Bank PLC (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 consumer 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 James Staley (Chief Executive Officer and Executive Director) and Tushar Morzaria (Executive Director).

**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 2019 and 31 December 2018 from the annual consolidated financial statements of the Issuer for the years ended 31 December 2019 and 2018 (the "**Financial Statements**"), which have each been audited without qualification by KPMG. The selected financial information included in the table below for the six months ended 30 June 2020 and 30 June 2019 was derived from the unaudited Interim Report and Condensed Financial Statements of the Issuer in respect of the six months ended 30 June 2020.

<b>Income Statement</b>				
	<b>As at 30 June (unaudited)</b>		<b>As at 31 December</b>	
	<b>2020</b>	<b>2019</b>	<b>2019</b>	<b>2018</b>
	<i>(£m)</i>			
Net interest income	1,671	1,821	3,907	3,130
Net fee and commission income	2,879	2,829	5,672	5,607

Credit impairment charges	(2,674)	(510)	(1,202)	(643)
Net trading income	4,225	2,093	4,073	4,364
Profit/(loss) before tax	1,523	1,725	3,112	1,286
Profit/(loss) after tax	1,293	1,465	2,780	1,010
<b>Balance Sheet</b>				
	<b>As at 30 June 2020 (unaudited)</b>		<b>As at 31 December</b>	
			<b>2019</b>	<b>2018</b>
	<b>(£m)</b>			
Total assets	1,095,958		876,672	877,700
Debt securities in issue	50,496		33,536	39,063
Subordinated liabilities	36,965		33,425	35,327
Loans and advances at amortised costs	150,203		141,636	136,959
Deposits at amortised costs	245,737		213,881	199,337
Total equity	56,694		50,615	47,711
Non-controlling interests	0		0	2
<b>Certain Ratios from the Financial Statements</b>				
	<b>As at 30 June 2020 (unaudited)</b>		<b>As at 31 December</b>	
			<b>2019</b>	<b>2018</b>
	<b>(%)</b>			
Common Equity Tier 1 capital	14.3		13.9	13.5
Total regulatory capital	21.0		22.1	22.2
CRR leverage ratio	4.74.1		3.9	4.0
<b>What are the key risks that are specific to the Issuer?</b>				
<p>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, epidemic outbreaks and similar events, although not detailed below, could have a similar impact on the Barclays Bank Group.</p> <ul style="list-style-type: none"> <li>• <b>Material existing and emerging risks potentially impacting more than one principal risk:</b> 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) potentially unfavourable global and local economic and market conditions, as well as geopolitical developments; (ii) the impact of COVID-19; (iii) the process of UK 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.</li> <li>• <b>Credit and Market risks:</b> 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.</li> <li>• <b>Operational and model risks:</b> 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.</li> <li>• <b>Treasury and capital risk and the risk that the Issuer and the Barclays Bank Group are subject to substantial resolution powers:</b> 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, 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</li> </ul>				

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 (currently including the Issuer) in circumstances in which the Resolution Authority is satisfied that the relevant resolution conditions are met.

• **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 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 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 a number of the risk factors 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: Series number: NX000272957; Tranche Number: 1; ISIN: XS2234883663; Common Code: 223488366.

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

#### *Currency, specified denomination, calculation amount, 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 calculation amount is EUR 100,000 per Security (the "Calculation Amount"). The issue size is EUR 5,000,000. The issue price is 100.00% of the Specified Denomination.

The issue date is 1 February 2021 (the "Issue Date"). Subject to early termination, the Securities are scheduled to redeem on 1 February 2051 (the "Scheduled Settlement Date").

#### *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) one or more Interest Amounts and, 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 (i) an Early Cash Settlement Amount or (ii) Optional Cash Settlement Amount instead.

**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, 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.

**Optional early redemption:** The Issuer may elect to redeem the Securities prior to their Scheduled Settlement Date by exercising its call option. If this occurs, investors will receive an "Optional Cash Settlement Amount" equal to 100% of the Calculation Amount payable on a specified payment date.

#### **Certain additional limitations:**

- Notwithstanding that the Securities are linked to the performance of the Underlying Asset, holders do not have any rights in respect of the Underlying Asset.

- 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, (where applicable) to postpone valuation of the Underlying Asset or scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Underlying Asset, 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.
- 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**

**Calculation Amount:** Calculations in respect of amounts payable under the Securities are made by reference to the Calculation Amount.

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

#### **A – Interest**

The Interest Amount payable on each Security on each Interest Payment Date is calculated by multiplying the Fixed Interest Rate (being 1.34% per annum) by the Calculation Amount and further multiplying by a fraction representing the number of days in the relevant interest calculation period over which interest has accrued.

**Interest Payment Dates:** annually 1 February of each year, adjusted in accordance with the Business Day Convention

#### **B – Final Settlement**

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 Final Cash Settlement Amount is calculated by multiplying the Protection Level (being 100%) by the Calculation Amount.

#### **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 Luxembourg Stock Exchange.

#### **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:** Even though your Securities are repayable at par, you may lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meet its payment or delivery obligations. 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 or price of the Underlying Asset 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 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. The Issuer may withdraw the public offer at any time. 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.

- **You are subject to risks associated with the determination of amount payable under the Securities:**

In order to receive the scheduled at maturity, you must hold them until maturity. If the Securities are early redeemed, they may return less than the scheduled minimum amount, or even zero **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, taxation or the relevant currency of the Securities, the Determination Agent or the Issuer may take a number of remedial actions, including estimating the price 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 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.

- **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) [and the Barclays Index (e.g. acting as index sponsor, index administrator, licensing agent, and/or publisher)]; (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

*Estimated total expenses of the issue and/or offer including expenses charged to investor by issuer/offeror*

The Issuer will not charge any expenses to holders in connection with any issue of Securities.

**Who is the offeror and/or the person asking for admission to trading?**

The Manager is the entity requesting for admission to trading of the Securities.

**Why is the Prospectus being produced?**

*Use and estimated net amount of proceeds*

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.

*Underwriting agreement on a firm commitment basis*

The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.

*Description of any interest material to the issue/offer, including conflicting interests*

Not Applicable: no person involved in the issue has any interest, or conflicting interest, that is material to the offer of Securities.

