

**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 ("**UK**"). 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**"); (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. 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 (the "**UK PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities has led to the conclusion that: (i) the target market for the Securities is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Securities to eligible counterparties and professional clients are appropriate. The target market assessment indicates that Securities are incompatible with the needs, characteristic and objectives of clients which are. Any person subsequently offering, selling or recommending the Securities (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

#### **Final Terms**



**BARCLAYS BANK PLC**

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

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

**EUR 90,000,000 Securities due April 2031 pursuant to the Global Structured Securities Programme (the "Tranche 1 Securities ")**  
**Issue Price: 110.43 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 1B which constitutes a base

prospectus drawn up as separate documents (including the Registration Document dated 23 March 2021 and the Securities Note relating to the GSSP Base Prospectus 1B dated 9 February 2021 as supplemented on 24 March 2021) for the purposes of Article 8(6) of the EU Prospectus Regulation (the "**Base Prospectus**"). 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, and 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. Words and expressions defined in the Base Prospectus and not defined in the 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/fixed-income-investors/prospectus-and-documents/structured-securities-prospectuses/#registrationdocument> and <https://home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/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 herein.

**BARCLAYS**

**Final Terms dated 9 April 2021**

## PART A – CONTRACTUAL TERMS

1. (a) Series number: NX000282197
- (b) Tranche number: 1
2. Currencies:
  - (a) Issue Currency: Euro (“EUR”)
  - (b) Settlement Currency: EUR
3. Exchange Rate: As specified in the Conditions
4. Securities:
  - (a) Aggregate Nominal Amount as at the Issue Date:
    - (i) Tranche: EUR 90,000,000
    - (ii) Series: EUR 90,000,000
  - (b) Specified Denomination: EUR 125,000
  - (c) Minimum Tradable Amount: Not Applicable
5. Issue Price: 110.43 per cent of the Aggregate Nominal Amount.
6. Issue Date: 9 April 2021
7. Interest Commencement Date: Not Applicable
8. Scheduled Redemption Date: 9 April 2031
9. Calculation Amount: EUR 125,000

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

10. Type of Interest: Not Applicable
  - (a) Interest Payment Date(s): Not Applicable
  - (b) Interest Period End Date(s): Not Applicable
  - (c) Rolled up Interest: Not Applicable
    - Zero Floor per Period: Not Applicable
11. Switch Option: Not Applicable
12. Conversion Option: Not Applicable
13. Fixing Date – Interest: Not Applicable
14. Fixing Time – Interest: Not Applicable
15. Fixed Rate Interest provisions: Not Applicable
16. Floating Rate Interest provisions: Not Applicable
17. Inverse Floating Rate Interest provisions: Not Applicable

|     |   |                |
|-----|---|----------------|
| 18. | Inflation-Linked Interest provisions:           | Not Applicable |
| 19. | Digital Interest Provisions:                    | Not Applicable |
| 20. | Spread-Linked Interest Provisions:              | Not Applicable |
| 21. | Decompounded Floating Rate Interest provisions: | Not Applicable |
| 22. | Zero Coupon Provisions:                         | Not Applicable |

**Provisions relating to redemption**

|     |   |   |
|-----|---|---|
| 23. | (a) Optional Early Redemption:          | Not Applicable  |
|     | (b) Option Type:                        | Not Applicable  |
| 24. | Call provisions                         | Not Applicable  |
| 25. | Put provisions                          | Not Applicable  |
| 26. | Final Redemption Type:                  | Inflation-Linked Redemption   |
| 27. | Bullet Redemption provisions:           | Not Applicable  |
| 28. | Inflation-Linked Redemption provisions: | Applicable  |
|     | (a) Final Redemption Floor:             | Applicable: 1.00  |
|     | (b) Inflation Index:                    | The non-revised and non-seasonally adjusted Harmonised Consumer Price Index ex-Tobacco for the Euro area  |
|     | (c) Inflation Index Sponsor             | Eurostat  |
|     | (d) Initial Valuation Date:             | 9 April 2021  |
|     | (e) Reference Month:                    | (i) Initial Valuation Date: the calendar month falling 3 months prior to the Initial Valuation Date<br><br>(ii) Scheduled Redemption Date: the calendar month falling 3 months prior to the Scheduled Redemption Date |
|     | (f) Related Bond:                       | As specified in the Conditions  |
|     | (g) Pre-nominated Index:                | Not Applicable  |
| 29. | Early Cash Settlement Amount:           | Greater of Market Value and Redemption Floor (Redemption Floor: 100 per cent.)  |
|     | Final Redemption Floor Unwind Costs:    | Applicable  |
| 30. | Fixing Date – Redemption:               | As specified in the Conditions  |
| 31. | Fixing Time – Redemption:               | As specified in the Conditions  |
| 32. | Change in Law:                          | Applicable  |
| 33. | Currency Disruption Event:              | Applicable  |

|                           |  |  |
|---------------------------|--|--|
| 34.                       | Issuer Tax Event:  | Not Applicable   |
| 35.                       | Extraordinary Market Disruption:   | Applicable   |
| 36.                       | Hedging Disruption:  | Applicable   |
| 37.                       | Increased Cost of Hedging:   | Applicable   |
| <b>Disruptions</b>        |  |  |
| 38.                       | Settlement Expenses:   | Applicable   |
| 39.                       | FX Disruption Fallbacks (General Condition <b>Error! Reference source not found. (Error! Reference source not found.)</b> ): | As specified in the Conditions   |
| <b>General Provisions</b> |  |  |
| 40.                       | Form of Securities:  | Global Bearer Securities: Permanent Global Security<br>TEFRA: Not Applicable<br>NGN Form: Not Applicable<br>Held under the NSS: Not Applicable<br>CGN Form: Applicable |
| 41.                       | Trade Date:  | 26 March 2021  |
| 42.                       | Taxation Gross Up:   | Not Applicable   |
| 43.                       | (a) Prohibition of Sales to EEA Retail Investors:  | Applicable – see the cover page of these Final Terms   |
|                           | (b) Prohibition of Sales to UK Retail Investors:   | Applicable – see the cover page of these Final Terms   |
| 44.                       | Early Redemption Notice Period Number:   | 10 Business Days   |
| 45.                       | Additional Business Centre(s):   | London and Frankfurt Am Main   |
| 46.                       | Business Day Convention:   | Following  |
| 47.                       | Determination Agent:   | Barclays Bank PLC  |
| 48.                       | Registrar:   | Not Applicable   |
| 49.                       | Transfer Agent:  | Not Applicable   |
| 50.                       | (a) Names 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   |
| 51.                       | Registration Agent:  | Not Applicable   |
| 52.                       | Governing law:   | English law  |
| 53.                       | Belgian Securities   | Not Applicable   |

54. Relevant Benchmarks:

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 Irish Stock Exchange plc trading as Euronext Dublin with effect from the Issue Date
- (b) Estimate of total expenses related to admission to trading: EUR 1,000

### **2. RATINGS**

Ratings: The Securities have not been individually rated.

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

- (i) Reasons for the offer: Not Applicable
- (ii) Use of proceeds: Not Applicable

### **4. YIELD**

Not Applicable

### **5. PAST AND FUTURE PERFORMANCE OF INFLATION INDEX AND OTHER INFORMATION CONCERNING THE INFLATION INDEX**

Bloomberg Screen: CPTFEMU

### **6. OPERATIONAL INFORMATION**

- (i) ISIN: XS2267263734
- (ii) Common Code: 226726373
- (iii) WKN: BC7BNH
- (iv) Relevant Clearing System(s): Clearstream, Euroclear
- (v) Delivery: Delivery free of payment.
- (vi) Name and address of additional Paying Agent(s): Not Applicable
- (vii) Intended to be held in a manner which would allow Eurosystem eligibility: Not Applicable

| <b>INTRODUCTION AND WARNINGS</b>   |
|--|
| <p>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 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.</p> <p><i>You are about to purchase a product that is not simple and may be difficult to understand.</i></p> |
| <p><b>Securities:</b> EUR 90,000,000 Securities due April 2031 pursuant to the Global Structured Securities Programme (ISIN: XS2267263734) (the "<b>Securities</b>").</p>  |
| <p><b>The Issuer:</b> 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 ("<b>LEI</b>") is G5GSEF7VJP517OUK5573</p>   |
| <p><b>The Authorised Offeror:</b> Not Applicable.</p>  |
| <p><b>Competent authority:</b> The Base Prospectus was approved on 19 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).</p>   |
| <b>KEY INFORMATION OF THE ISSUER</b>   |
| <b>Who is the Issuer of the Securities?</b>  |
| <p><b>Domicile and legal form of the Issuer:</b></p> <p>Barclays Bank PLC (the "<b>Issuer</b>") 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 G5GSEF7VJP517OUK5573.</p>  |
| <p><b>Principal activities of the Issuer:</b></p> <p>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.</p> <p>The term the "<b>Group</b>" mean Barclays PLC together with its subsidiaries and the term "<b>Barclays Bank Group</b>" means Barclays Bank PLC together with its subsidiaries.</p>  |
| <p><b>Major shareholders of the Issuer:</b></p> <p>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.</p>  |
| <p><b>Identity of the key managing directors of the Issuer:</b></p> <p>The key managing directors of the Issuer are James Staley (Chief Executive Officer and Executive Director) and Tushar Morzaria (Executive Director).</p>  |
| <p><b>Identity of the statutory auditors of the Issuer:</b></p> <p>The statutory auditors of the Issuer are KPMG LLP ("<b>KPMG</b>"), 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.</p>  |
| <b>What is the key financial information regarding the Issuer?</b>   |
| <p>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 "<b>Financial Statements</b>"), which have each been audited with an unmodified opinion provided by KPMG.</p>   |



**Consolidated Income Statement**

|                                    | As at 31 December |         |
|------------------------------------|-------------------|---------|
|                                    | 2020              | 2019    |
|                                    | (£m)              |         |
| Net interest income .....          | 3,160             | 3,907   |
| Net fee and commission income..... | 5,659             | 5,672   |
| Credit impairment charges .....    | (3,377)           | (1,202) |
| Net trading income.....            | 7,076             | 4,073   |
| Profit before tax .....            | 3,075             | 3,112   |
| Profit/(loss) after tax .....      | 2,451             | 2,780   |

**Consolidated Balance Sheet**

|  | As at 31 December |         |
|--|-------------------|---------|
|  | 2020              | 2019    |
|  | (£m)              |         |
| Total assets.....                          | 1,059,731         | 876,672 |
| Debt securities in issue.....              | 29,423            | 33,536  |
| Subordinated liabilities.....              | 32,005            | 33,425  |
| Loans and advances at amortised cost ..... | 134,267           | 141,636 |
| Deposits at amortised cost .....           | 244,696           | 213,881 |
| Total equity.....                          | 53,710            | 50,615  |

**Certain Ratios from the Financial Statements**

|                                    | As at 31 December |      |
|------------------------------------|-------------------|------|
|                                    | 2020              | 2019 |
|                                    | (%)               |      |
| Common Equity Tier 1 capital ..... | 14.2              | 13.9 |
| Total regulatory capital .....     | 21.0              | 22.1 |
| CRR leverage ratio.....            | 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 issued and admitted to trading, including security identification numbers*

The Securities are in the form of notes and will be uniquely identified by: Series number: NX000282197; Tranche number: 1; ISIN: XS2267263734; Common Code: 226726373; WKN BC7BNH.

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

#### *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 125,000. The issue size is EUR 90,000,000 (the "Aggregate Nominal Amount"). The issue price is 110.43% of the Specified Denomination.

The issue date is 9 April 2021 (the "Issue Date"). Subject to early termination, the Securities are scheduled to redeem on 9 April 2031 (the "Scheduled Redemption 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) 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 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 calendar days, or any interest has not been paid within 14 calendar days from the due date, 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 Redemption 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 greater of (i) the fair market value of the Securities prior to their redemption and (ii) the product of the Calculation Amount multiplied by 100% (adjusted to take into account relevant costs, losses and expenses).

**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 postpone scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Securities.
- 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 a "**Calculation Amount**", being EUR 125,000 per Security.

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

**A – Interest**

The Securities do not bear any interest unless any principal becomes overdue, in which case interest shall accrue on the amount due at a rate equal to the internal rate of return of the Securities.

**B – Final Redemption**

The Securities are scheduled to redeem on the Scheduled Redemption Date by payment of an amount in the Settlement Currency equal to the Calculation Amount multiplied by the greater of (i) the level of the The non-revised and non-seasonally adjusted Harmonised Consumer Price Index ex-Tobacco for the Euro area (as published on the Bloomberg screen page "CPTFEMU", the "**Inflation Index**") for the calendar month falling three months prior to the Scheduled Redemption Date divided by the level of the Inflation Index for the calendar month falling three months prior to the Issue Date and (ii) 100%

***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:** 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; (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 level 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 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.
- **You are subject to risks associated with the determination of amount payable under the Securities:**  
  
In order to receive the scheduled minimum amount 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(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 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 Securities linked to the Underlying Asset:** The return payable on the Securities is linked to the change in value of the Underlying Asset over the life of the Securities. Any information about the past performance of any Underlying Asset should not be taken as an indication of how prices will change in the future.  
  
**Risks relating to inflation indices:** The performance of an inflation index may not correlate perfectly with the rate of inflation experienced by investors in their home jurisdiction. Any payments made under the Securities may be based on a calculation made by reference to an inflation index for a month which is several months prior to the date of payment and therefore could be substantially different from the level of inflation at the time of payment on the Securities. Further, in a deflationary environment, the an inflation-linked interest might be lower than a fixed rate interest that would have been payable before such adjustment and the redemption amount may be reduced

- **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.

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

Not Applicable: no expenses will be charged to the holder by the Issuer or the offeror.

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

The Issuer 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. The estimated net proceeds is 110.43 per cent. of the issue size.

*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 issue of Securities.