

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.



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

Legal Entity Identifier (LEI): G5GSEF7VJP5I7OUK5573

EUR 30,000,000 Securities due August 2026

under the Global Structured Securities Programme (the "Securities")

Issue Price: 100.00 per cent.

This document constitutes the final terms of the Securities (the "**Final Terms**") described herein for the purposes of Article 8 of the Prospectus Regulation (EU) 2017/1129 (as amended, 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 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) 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 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.

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.

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/fixed-income-investors/prospectus-and-documents/structuredsecurities-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 20 August 2021

PART A – CONTRACTUAL TERMS

Provisions relating to the Securities

1. (a) Series: NX00299140
(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 1,000
(c) Minimum Tradable Amount: EUR 1,000 (and EUR 1,000 thereafter)
During the life of the Securities, there may be no sales or partial redemptions or cancellations of Securities in amounts less than the Minimum Tradable Amount.
5. Certificates: Not Applicable
6. Calculation Amount: EUR 1,000
7. Issue Price: 100 per cent of the Aggregate Nominal Amount
8. Issue Date: 20 August 2021
9. Scheduled Settlement Date: 3 August 2026
10. Type of Security: Share Linked Securities
11. Underlying Performance Type_(Settlement): Single Asset
Downside Underlying Performance Type_(Settlement): Applicable
Single Asset

Provisions relating to Interest (if any) payable

12. Interest Type: Not Applicable
General Condition 9 (*Interest*)

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: Supertracker
General Condition 12 (*Final Settlement*)
- (b) Settlement Method: Cash
- (c) Strike Price Percentage: 100.00 percent.
SPP: The Strike Price is EUR 86.7700.
- (d) Knock-in Barrier Type: European
- (e) Knock-in Barrier Percentage: 70.00 percent.
The Knock-in Barrier Price is EUR 60.7390.
- (f) Protection Level: 100.00 percent.
- (g) Participation_(Settlement): 166.00 percent.
- (h) Upper Strike Percentage: 100.00 percent.
- (i) Cap_(Settlement): Not Applicable
- (j) Floor: 0.00 percent.
- (k) Downside: Applicable
- (l) Downside Floor: 0.00 percent.
- (m) Downside Participation: 100.00 percent.

Provisions relating to Drop Back

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

Provisions relating to Nominal Call Event Settlement

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

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: Underlying Asset: SANOFI Initial Valuation Date: 19 July 2021
- (a) Underlying Asset(s)_(Downside): Underlying Asset: SANOFI Initial Valuation Date: 19 July 2021
- (b) Initial Valuation Date: In respect of each Underlying Asset as specified above.
- (c) Share: Each Share as set out in Table 1 below in the column entitled 'Share'
- (i) Exchange: Each Exchange set out in Table 1 below in the column entitled 'Exchange'
- (ii) Related Exchange: In respect of each Underlying Asset, all Exchanges
- (iii) Underlying Asset Currency: Each Underlying Asset Currency set out in Table 1 below in the column entitled 'Underlying Asset Currency'
- (iv) Bloomberg Screen: Each Bloomberg Screen set out in Table 1 below in the column entitled 'Bloomberg Screen'
- (v) Refinitiv Screen: Not Applicable Each Refinitiv Screen set out in Table 1 below in the column entitled 'Refinitiv Screen'
- (vi) Underlying Asset ISIN: Each Underlying Asset ISIN set out in Table 1 below in the column entitled 'ISIN'.
- (vii) Weight: Not Applicable

Table 1:

Share:	Initial Price _(Settlement) :	Exchange :	Underlying Asset Currency:	Bloomberg Screen:	Refinitiv Screen:	Underlying Asset ISIN:
SANOFI	EUR 86.7700	Euronext Paris	EUR	SANFP <Equity >	SASY.PA	FR0000120578

20. (a) Initial Price_(Settlement): Each of the values set out in Table 1 above in the column entitled 'Initial Price_(Settlement)'.
- (i) Averaging-in: Not Applicable
- (ii) Min Lookback-in: Not Applicable
- (iii) Max Lookback-in: Not Applicable
- (b) Initial Valuation Date: 19 July 2021
21. (a) Final Valuation Price:
- (i) Averaging-out: Not Applicable

- (ii) Min Lookback-out: Not Applicable
- (iii) Max Lookback-out: Not Applicable
- (b) Final Valuation Date: 20 July 2026

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*)
 - (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 (<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:	Applicable
30.	FX Disruption Event:	Not Applicable
31.	Disruption Fallbacks: General Condition 20 (<i>Consequences of FX Disruption Events (FX)</i>)	
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:	19 July 2021
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:	Not Applicable
	(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):	Not Applicable
41.	Business Day Convention:	Modified Following
42.	Determination Agent:	Barclays Bank PLC
43.	Registrar:	Not Applicable
44.	Transfer Agent:	Not Applicable
45.	(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
46.	Registration Agent:	Not Applicable
47.	Governing Law:	English law
48.	Relevant Benchmarks:	Not Applicable

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 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: 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

Bloomberg Screen: SANFP <Equity>

Index Disclaimer: Not Applicable

6. POSTISSUANCE INFORMATION

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

7. OPERATIONAL INFORMATION

- (a) ISIN: XS2297371390
- (b) Common Code: 229737139
- (c) Relevant Clearing System(s): Euroclear, Clearstream
- (d) Delivery: Delivery free of payment
- (e) Name and address of additional Paying Agent(s): Not Applicable

- (f) Intended to be held in a manner which would allow Eurosystem eligibility: No since unsecured debt instruments issued by credit institutions established outside the European Union are not Eurosystem eligible.

SUMMARY

INTRODUCTION AND WARNINGS
<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>Securities: EUR 30,000,000 Securities due August 2026 pursuant to the Global Structured Securities Programme (ISIN: XS2297371390) (the "Securities").</p>
<p>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</p>
<p>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).</p>
KEY INFORMATION OF THE ISSUER
Who is the Issuer of the Securities?
<p>Domicile and legal form of the Issuer</p> <p>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.</p>
<p>Principal activities of the Issuer</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 "Group" mean Barclays PLC together with its subsidiaries and the term "Barclays Bank Group" means Barclays Bank PLC together with its subsidiaries.</p>
<p>Major shareholders of the Issuer</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>Identity of the key managing directors of the Issuer</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>Identity of the statutory auditors of the Issuer</p>

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

	<u>As at 30 June (unaudited)</u>		<u>As at 31 December</u>	
	<u>2021</u>	<u>2020</u>	<u>2020</u>	<u>2019</u>
	<i>(£m)</i>		<i>(£m)</i>	
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 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

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

Certain Ratios from the Financial Statements

	<u>As at 30 June</u>	<u>As at 31 December</u>	
	<u>(unaudited)</u>	<u>2020</u>	<u>2019</u>
	<u>2021</u>	<i>(%)</i>	
	<i>(%)</i>		
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: Series number: NX00299140; ISIN: XS2297371390; Common Code: 229737139.

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

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 1,000. The issue size is EUR 30,000,000. The issue price is 100% of the Specified Denomination.

The issue date is 20 August 2021 (the "Issue Date"). Subject to early termination, the Securities are scheduled to redeem on 3 August 2026 (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 form of: (i) a Final Cash Settlement Amount provided that if the Securities are early terminated, the potential return may be in the form of (ii) 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 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, unless the Issuer gives notice to the holders that they may elect to receive such whole number of the disrupted Underlying Asset which may be acquired by the Issuer in the open market with the Early Cash Settlement Amount and the relevant holder returns to the Issuer a duly completed settlement election notice requesting physical settlement by the applicable cut-off time.

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 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

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

Underlying Asset	Type	Initial Price	Initial Valuation Date
SANOFI	Share	EUR 86.7700, the Valuation Price of such Underlying Asset on the Initial Valuation Date	19 July 2021

Underlying Asset shall mean the Underlying Asset, and for the purposes of determining the Final Cash Settlement Amount, Underlying Asset shall mean the Underlying Asset and, for the purposes of determining the Downside Final Performance and the relevant terms and definitions Underlying Asset shall mean the Underlying Asset_(Downside).

Calculation Amount: Calculations in respect of amounts payable under the Securities are made by reference to the "Calculation Amount", being EUR 1,000.

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

A – 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 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 as the sum of:

- (i) (a) if either (1) the Downside Final Performance is greater than or equal to the Strike Price Percentage ("SPP") (being 100%) or (2) the Downside Final Performance is greater than or equal to the Knock-in Barrier Percentage (being 70%), the Protection Level (being 100%) multiplied by the Calculation Amount; or

(b) otherwise, the Calculation Amount multiplied by the greater of (1) the Downside Floor (being 0%) and (2) an amount equal to (A) the Protection Level (being 100%) minus (B) the Downside Participation (being 100%) multiplied by the amount equal to the Strike Price Percentage (being 100%) minus the Downside Final Performance,

PLUS

(ii) if:

(a) the Final Performance is greater than or equal to the Upper Strike Percentage (being 100%), an amount equal to the product of the Calculation Amount and the greater of (I) the Floor (being 0%) and (II) the Participation (Settlement) (being 166%) multiplied by the amount equal to the Final Performance minus the Upper Strike Percentage (being 100%); or

(i) (b) otherwise, zero.

Where:

"**Downside Final Performance**" or "**DFP**" means the Final Performance in respect of the relevant Downside Underlying Performance Type_(Settlement) and (as applicable) the relevant Downside Underlying Asset(s).

For the avoidance of doubt, references to the Underlying Performance Type_(Settlement) shall be construed as the Downside Underlying Performance Type_(Settlement) and references to, and the definitions of, Final Valuation Date, Initial Price_(Settlement), and related terms shall be construed in respect of the relevant Downside Underlying Asset(s)

"**Downside Underlying Asset**" means the Underlying Asset (Downside).

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

"**Final Valuation Date**" means 20 July 2026, subject to adjustment.

"**Final Valuation Price**" means, in respect of the Underlying Asset, the closing price 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 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:** 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 significantly 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 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:**

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 price 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.

- **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, 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.
- **Your Securities are subject to foreign exchange risks:** Payment under the Securities will be made in a Settlement Currency which is different from the currency of the Underlying Asset(s) and/or may be different from your home currency. You will be exposed to the risk of foreign exchange rate fluctuations between the Settlement Currency and the currency of the Underlying Asset(s). These fluctuations may decrease the value of the Securities.
- **Risks relating to Underlying Asset(s) that are common shares:** The performance of common shares is dependent upon macroeconomic factors, such as interest and price levels on the capital markets, currency developments and political factors as well as company-specific factors such as earnings, market position, risk situation, shareholder structure and distribution policy. Any relevant share issuer may take actions without regard to the interests of any holders of the Securities, which could have a negative effect on the value of the Securities.

<ul style="list-style-type: none"> • 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.
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?
<p><i>Terms and conditions of the offer</i></p> <p>Not Applicable: the Securities have not been offered to the public</p>
<p><i>Estimated total expenses of the issue and/or offer including expenses charged to investor by issuer/offeree</i></p> <p>The Issuer will not charge any expenses to holders in connection with any issue of Securities. Offerors may, however, charge expenses to holders. Such expenses (if any) will be determined by agreement between the offeror and the holders at the time of each issue.</p>
Who is the offeror and/or the person asking for admission to trading?
<p>The Manager is the entity requesting for admission to trading of the Securities.</p>
Why is the Prospectus being produced?
<p><i>Use and estimated net amount of proceeds</i></p> <p>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.</p>
<p><i>Underwriting agreement on a firm commitment basis</i></p> <p>The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.</p>
<p><i>Description of any interest material to the issue/offer, including conflicting interests</i></p> <p>The Manager may be paid fees in relation to the issue 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>