

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 of the Swiss Federal Act on Financial Services of 15 June 2018, as amended ("**FinSA**"). 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.

The Securities and, as applicable, the Entitlements have not been and will not be, at any time, registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any state or other jurisdiction of the United States. The Securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**") ("**U.S. persons**"), except in certain transactions exempt from the registration requirements of the Securities Act and applicable state securities laws. The Securities are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S. Trading in the Securities and, as applicable, the Entitlements has not been approved by the U.S. Commodity Futures Trading Commission under the U.S. Commodity Exchange Act of 1936, as amended (the "**Commodity Exchange Act**") and the rules and regulations promulgated thereunder.

AMENDED AND RESTATED FINAL TERMS



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

Legal Entity Identifier (LEI): G5GSEF7VJP5I7OUK5573

Up to NOK 100,000,000 Securities due March 2029 under the Global Structured Securities Programme (the "Tranche 1 Securities")
Issue Price: 100.00 per cent.

The Securities are not intended to qualify as eligible debt securities for purposes of the minimum requirement for own funds and eligible liabilities ("MREL") as set out under the Bank Recovery and Resolution Directive (EU) 2014/59), as amended.

This document constitutes the amended and restated final terms of the Securities (the "**Final Terms**" or the "**Amended and Restated Final Terms**") described herein for the purposes of Article 8 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Amended and Restated Final Terms complete and should be read in conjunction with GSSP EU Base Prospectus which constitutes a base prospectus drawn up as separate documents (including the Registration Document dated 16 March 2023 as supplemented on 18 August 2023¹ and the Securities Note relating to the GSSP EU Base Prospectus dated 13 April 2023) 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 Amended and Restated Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to this Amended and Restated Final Terms.

The Base Prospectus and any supplements thereto are available for viewing at: <https://home.barclays/investor-relations/structured-income-investors/prospectus-and-documents/structured-securities-prospectuses> and during normal business hours at the registered office of the Issuer and the specified office of the Issue and Paying Agent for the time being in London, and copies may be obtained from such office.

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

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

BARCLAYS

Amended and Restated Final Terms dated 22 September 2023

(replacing the Final Terms dated 4 July 2023)

¹ Amended by the Amended and Restated Final Terms dated 22 September 2023.

PART A – CONTRACTUAL TERMS

Provisions relating to the Securities

1. (a) Series: NX00369200
- (b) Tranche: 1
2. Currencies:
 - (a) Issue Currency: Norwegian Krona (“NOK”)
 - (b) Settlement Currency: NOK
3. Securities: Notes
4. Notes: Applicable
 - (a) Aggregate Nominal Amount as at the Issue Date:
 - (i) Tranche: Up to NOK 100,000,000
 - (ii) Series: Up to NOK 100,000,000
 - (b) Specified Denomination: NOK 10,000
 - (c) Minimum Tradable Amount: NOK 10,000 (and NOK 10,000 thereafter)
5. Redeemable Certificates: Not Applicable
6. Calculation Amount: NOK 10,000
7. Issue Price: 100.00 per cent. of the Specified Denomination

The Issue Price includes a commission element payable by the Issuer to the Authorised Offeror which will be no more than 6.00 per cent. of the Issue Price. Investors in the Securities intending to invest through an intermediary (including by way of introducing broker) should request details of any such commission or fee payment from such intermediary before making any purchase hereof.
8. Issue Date: 26 September 2023
9. Scheduled Settlement Date: 26 March 2029, subject to adjustment in accordance with the Business Day Convention
10. Type of Security: Share Linked Securities
11. Relevant Annex(es) which apply to the Securities: Equity Linked Index Annex
12. Underlying Performance Type_(Settlement): For the purpose of determination of the Final Performance: Basket
13. Downside Underlying Performance Type_(Settlement): Not Applicable

Provisions relating to interest (if any) payable

14. Interest Type: Not Applicable

General Condition 13 (*Interest or coupon*)

Provisions relating to Automatic Settlement (Autocall)

15. Automatic Settlement (Autocall): Not Applicable
General Condition 14 (*Automatic Settlement (Autocall)*)
16. Optional Early Settlement Event: Not Applicable
General Condition 15 (*Optional Early Settlement Event*)
17. Option Type: Not Applicable

Provisions relating to Final Settlement

18. (a) Final Settlement Type: Supertracker
General Condition 16 (*Final Settlement*)
- (b) Settlement Method: Cash
- (c) Protection Level: 100 per cent.
- (d) Participation_(Settlement): 148 per cent.²
- (e) Downside FX Conversion: Not Applicable
- (f) Upside FX Conversion: Not Applicable
- (g) Upper Strike Percentage: 100 per cent.
- (h) Cap_(Settlement): Not Applicable
- (i) Floor: 0.00 per cent.
- (j) Downside: Not Applicable

Provisions relating to Drop Back

19. Drop Back Payout: General Not Applicable
Condition 13.42 and General
Condition 16.27

Provisions relating to Nominal Call Event Settlement

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

Provisions relating to Instalment Notes

21. Instalment Notes: Not Applicable
General Condition 23 (*Settlement by Instalments*)

² Amended by the Amended and Restated Final Terms dated 22 September 2023.

Provisions relating to the Underlying Asset(s)

22. Underlying Asset: A basket comprised of 8 Shares, each of which is set out in the Appendix (each, an "**Underlying Asset**" and together, the "**Underlying Assets**" or the "**Basket of Underlying Assets**").
- (a) Initial Valuation Date: 8 September 2023
- (b) Share(s): As further specified in the Appendix
- (i) Exchange: In respect of each Share, as further specified in the Appendix
- (ii) Related Exchange: In respect of each Share, as further specified in the Appendix
- (iii) Underlying Asset Currency: In respect of each Share, as further specified in the Appendix
- (iv) Bloomberg Screen: In respect of each Share, as further specified in the Appendix
- (v) Refinitiv Screens: In respect of each Share, as further specified in the Appendix
- (vi) Underlying Asset ISIN: In respect of each Share, as further specified in the Appendix
- (vii) Weight: In respect of each Share, as further specified in the Appendix
- (viii) Scheduled Trading Days: As per the Equity Linked Annex
23. (a) Initial Price_(Settlement):
- (i) Averaging-in: Applicable
Averaging-in Dates: 8 September 2023, 9 October 2023, 8 November 2023 and 8 December 2023
- (ii) Min Lookback-in: Not Applicable
- (iii) Max Lookback-in: Not Applicable
- (b) Initial Valuation Date: 8 September 2023
24. (a) Final Valuation Price:
- (i) Averaging-out: Applicable
Averaging-out Dates: 8 March 2028, 10 April 2028, 8 May 2028, 8 June 2028, 10 July 2028, 8 August 2028, 8 September 2028, 9 October 2028, 8 November 2028, 8 December 2028, 8 January 2029, 8 February 2029 and 8 March 2029
- (ii) Min Lookback-out: Not Applicable
- (iii) Max Lookback-out: Not Applicable
- (b) Final Valuation Date: 8 March 2029
25. Interim Valuation Price: Not Applicable

Provisions relating to disruption events

26. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Equity Linked

Condition 3 (<i>Consequences of Disrupted Days</i>)	
(a) Omission:	Not Applicable
(b) Postponement:	Applicable
(c) Modified Postponement:	Not Applicable
27. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Fund Linked Condition 1 (<i>Adjustments to Valuation Dates and Reference Date</i>)	
Omission:	Not Applicable
Postponement:	Not Applicable
28. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Barclays Index Condition 4 (<i>Consequences upon a Reference Date becoming a Disrupted Day</i>)	
(a) Omission:	Not Applicable
(b) Postponement:	Not Applicable
(c) Modified Postponement:	Not Applicable
29. Additional Disruption Events: General Condition 42.1 (<i>Definitions</i>)	
(a) Change in Law:	Applicable as per General Condition 42.1 (<i>Definitions</i>)
(b) Currency Disruption Event:	Applicable as per General Condition 42.1 (<i>Definitions</i>)
(c) Hedging Disruption:	Applicable as per General Condition 42.1 (<i>Definitions</i>)
(d) Issuer Tax Event:	Applicable as per General Condition 42.1 (<i>Definitions</i>)
(e) Extraordinary Market Disruption:	Applicable as per General Condition 42.1 (<i>Definitions</i>)
(f) Increased Cost of Hedging:	Not Applicable
(g) Affected Jurisdiction Hedging Disruption:	Not Applicable
(h) Affected Jurisdiction Increased Cost of Hedging:	Not Applicable
(i) Increased Cost of Stock Borrow:	Not Applicable
(j) Loss of Stock Borrow:	Not Applicable
(k) Foreign Ownership Event:	Not Applicable

(l) Fund Disruption Event:	Not Applicable
(m) Fund Event:	Not Applicable
(n) Potential Adjustment of Payment Events:	Not Applicable
(o) Barclays Index Disruption:	Not Applicable
30. Unlawfulness and Impracticability:	Limb (ii) of Condition 31 of the General Conditions: Applicable
31. Early Cash Settlement Amount:	Market Value
32. Early Settlement Notice Period Number:	As specified in General Condition 42.1 (<i>Definitions</i>)
33. Substitution of Shares:	Substitution of Shares – Standard
34. Entitlement Substitution:	Not Applicable
35. FX Disruption Event:	Not Applicable
36. Disruption Fallbacks: FX Lined Condition 1 (<i>Consequences of FX Disruption Events (FX Linked Annex)</i>)	Not Applicable
37. Unwind Costs:	Applicable
38. Settlement Expenses:	Not Applicable
39. Local Jurisdiction Taxes and Expenses:	Applicable
40. Consequences of a Fund Event: Equity Linked Condition 3 (<i>Consequences of a Fund Event</i>)	Not Applicable

General provisions

41. Form of Securities:	Uncertificated Securities in dematerialised book-entry form registered with Euronext VPS. TEFRA: Not Applicable
42. Trade Date:	6 September 2023
43. Taxation Gross Up:	Applicable
44. 871(m) Securities:	The Issuer has determined that Section 871(m) of the U.S. Internal Revenue Code is not applicable to the Securities.
45. (a) Prohibition of Sales to EEA Retail Investors:	Not Applicable
(b) Prohibition of Sales to UK Retail Investors:	Applicable – see cover page of these Final Terms
(c) Prohibition of Sales to Swiss Retail Investors	Applicable – see cover page of these Final Terms
46. Business Day:	As specified in General Condition 42.1 (<i>Definitions</i>).

47. Business Day Convention:	Modified Following, subject to adjustment for Unscheduled Business Day Holiday
48. Determination Agent:	Barclays Bank PLC
49. Registrar:	Not Applicable
50. Transfer Agent:	Not Applicable
51. (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
52. Registration Agent:	Not Applicable
53. Governing Law:	English law
54. Relevant Benchmarks:	Not Applicable

BARCLAYS BANK PLC

By: 

Name: Erkki Rusi

Title: Director

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to Trading: Application will 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 NASDAQ Stockholm with effect from the Issue Date
- (b) Estimate of total expenses related to admission to trading: SEK 1,500
- (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: 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.
- (c) Estimated net proceeds: Up to NOK 100,000,000
- (d) Estimated total expenses: 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.

4. YIELD

Not Applicable

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

Details of the past and future performance and volatility of the Underlying Asset may be obtained from Bloomberg Screen: In respect of each Share, as specified in the Appendix under the column entitled “*Bloomberg Code (for identification purposes only)*”.

6. POST ISSUANCE INFORMATION

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

7. OPERATIONAL INFORMATION

- (a) ISIN: NO0012955121

- (b) Relevant Clearing System(s) Euronext VPS – identification number 200437519 The Securities are Norwegian Securities.
- (c) Delivery: Delivery free of payment
- (d) Name and address of additional Paying Agent(s): Skandinaviska Enskilda Banken AB (publ) (“**the Norwegian Issue and Paying Agent**”), a banking institution incorporated under the laws of Sweden whose registered office is at Kungsträdgårdsgatan 8, SE-106 40 Stockholm, Sweden, acting through its Oslo branch with registered office at Filipstad Brygge 1, 0252 Oslo, Norway, or such other issue and paying agent specified as an 'additional Paying Agent' in the Final Terms.
- (e) Green Structured Securities: No
- (f) Green Index Linked Securities: No
8. **GREEN AND/OR SOCIAL NOTES AND/OR BARCLAYS ESG INDEX LINKED SECURITIES:**
- (a) Green Notes: No
- (b) Social Notes: No
- (c) Green & Social Notes: No
- (d) Barclays ESG Index Linked Securities: No

9. TERMS AND CONDITIONS OF THE OFFER

9.1 Authorised Offer(s)

- (a) Public Offer: An offer of the Notes may be made, subject to the conditions set out below by the Authorised Offeror(s) (specified in (b) immediately below) other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Public Offer Jurisdiction(s) (specified in (c) immediately below) during the Offer Period (specified in (d) immediately below) subject to the conditions set out in the Base Prospectus and in (e) immediately below
- (b) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place (together the "**Authorised Offeror(s)**"): Each financial intermediary specified in (i) and (ii) below:
- (i) **Specific consent:** Garantum Fondkommission AB (the "**Initial Authorised Offeror(s)**") and each financial intermediary expressly named as an Authorised Offeror on the Issuer's website (<https://home.barclays/investor-relations/structured-income-investors/prospectus-and-documents/structured-securities-final-terms>); and
- (ii) **General consent:** Not Applicable
- (c) Jurisdiction(s) where the offer may take place (together, the Norway

"Public Offer Jurisdictions(s)":

- | | | |
|-----|---|---|
| (d) | Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s): | From and including 4 July 2023 to and including 1 September 2023 (the “ Offer Period ”) |
| (e) | Other conditions for use of the Base Prospectus by the Authorised Offeror(s): | Not Applicable |
| (f) | Other terms and conditions of the offer | |
| (g) | Offer Price: | The Issue Price |
| (h) | Total amount of offer: | Up to NOK 100,000,000 |
| (i) | Conditions to which the offer is subject: | The Issuer reserves the right to withdraw the offer for Securities at any time prior to the end of the Offer Period.

Following withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Authorised Offeror in accordance with the Authorised Offeror’s usual procedures. |
| (j) | Time period, including any possible amendments, during which the offer will be open and description of the application process: | The Offer Period |
| (k) | Description of the application process: | An offer of the Securities may be made by the Manager or the Authorised Offeror other than pursuant to Article 1(4) of the EU Prospectus Regulation in Norway (the “ Public Offer Jurisdiction ”) during the Offer Period.

Applications for the Securities can be made in the Public Offer Jurisdiction through the Authorised Offeror during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offeror. Distribution will be in accordance with the Authorised Offeror’s usual procedures, notified to investors by the Authorised Offeror. |
| (l) | Details of the minimum and/or maximum amount of application: | The minimum and maximum amount of application from the Authorised Offeror will be notified to investors by the Authorised Offeror. |
| (m) | Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: | Not Applicable |

- (n) Details of method and time limits for paying up and delivering the Securities: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
- (o) Manner in and date on which results of the offer are to be made public: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
- (p) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable
- (q) Whether tranche(s) have been reserved for certain countries: Offers may be made through the Authorised Offeror in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the EU Prospectus Regulation to publish a prospectus.
- (r) Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Applicants will be notified directly by the Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date.
- (s) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Prior to making any investment decision, investors should seek independent professional advice as they deem necessary.
- (t) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Garantum Fondkommission AB
Smålandsgatan 16, 111 46 Stockholm, Sweden

APPENDIX

i	Underlying Asset	Type	Bloomberg Code (for identification purposes only)	ISIN	Exchange	Related Exchange	Underlying Asset Currency	Weight
1	Telia Co AB	Share	TELIA SS	SE0000667925	OMX Nordic Exchange Stockholm	All Exchanges	SEK	12.5%
2	Volvo AB	Share	VOLVB SS	SE0000115446	OMX Nordic Exchange Stockholm	All Exchanges	SEK	12.5%
3	Swedbank AB	Share	SWEDA SS	SE0000242455	OMX Nordic Exchange Stockholm	All Exchanges	SEK	12.5%
4	Nordea Bank Abp	Share	NDA SS	FI4000297767	OMX Nordic Exchange Stockholm	All Exchanges	SEK	12.5%
5	Telefonaktiebolaget LM Ericsson	Share	ERICB SS	SE0000108656	OMX Nordic Exchange Stockholm	All Exchanges	SEK	12.5%
6	Skanska AB	Share	SKAB SS	SE0000113250	OMX Nordic Exchange Stockholm	All Exchanges	SEK	12.5%
7	Svenska Handelsbanken AB	Share	SHBA SS	SE0007100599	OMX Nordic Exchange Stockholm	All Exchanges	SEK	12.5%
8	Securitas AB	Share	SECUB SS	SE0000163594	OMX Nordic Exchange Stockholm	All Exchanges	SEK	12.5%

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 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: Up to NOK 100,000,000 Securities due March 2029 pursuant to the Global Structured Securities Programme (ISIN: NO0012955121) (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: The Authorised Offeror is Garantum Fondkommission AB with its address at Smålandsgatan 16, 111 46 Stockholm, Sweden (telephone number: +46 8 522 550 00) and its LEI is 549300SUPDLSXO6YWJ42.

Competent authority: The Base Prospectus was approved on 13 April 2023 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 ON 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 full service, global corporate and investment bank. The Group comprises of Barclays PLC together with its subsidiaries, including the Issuer. The Issuer's principal activity is to offer products and services designed for larger corporate, wholesale and international banking clients.

The term the "Group" mean Barclays PLC together with its subsidiaries and the term "Barclays Bank Group" means Barclays Bank PLC together with its subsidiaries.

Major shareholders of the Issuer

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

Identity of the key managing directors of the Issuer

The key managing directors of the Issuer are C.S. Venkatakrishnan (Chief Executive and Executive Director) and Anna Cross (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 2022 and 31 December 2021 from the annual consolidated financial statements of the Issuer for the years ended 31 December 2022 and 2021 (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 2023 and 30 June 2022 was derived from the unaudited condensed consolidated interim financial statements of the Issuer in respect of the six months ended 30 June 2023 (the "Interim Results Announcement"). Certain of the comparative financial metrics included in the table below for the six months ended 30 June 2022 were restated in the Interim Results Announcement.³

Consolidated Income Statement⁴

	As at 30 June (unaudited)	As at 31 December
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³ Amended by the Amended and Restated Final Terms dated 22 September 2023.

⁴ Amended by the Amended and Restated Final Terms dated 22 September 2023.

	<u>2023</u>	<u>2022</u>	<u>2022</u>	<u>2021</u>
	(£m)		(£m)	
Net interest income	3,120	2,233	5,398	3,073
Net fee and commission income	2,806	2,839	5,426	6,587
Credit impairment charges / (releases)	(688)	(293)	(933)	277
Net trading income	3,853	5,026	7,624	5,788
Profit before tax	3,132	2,605	4,867	5,418
Profit after tax	2,607	2,129	4,382	4,588

Consolidated Balance Sheet⁵

	<u>As at 30 June</u>	<u>As at 31 December</u>	
	(unaudited)	<u>2022</u>	<u>2021</u>
	(£m)	(£m)	
Total assets	1,246,636	1,203,537	1,061,778
Debt securities in issue	58,377	60,012	48,388
Subordinated liabilities	36,325	38,253	32,185
Loans and advances at amortised cost	183,237	182,507	145,259
Deposits at amortised cost	307,820	291,579	262,828
Total equity	58,348	58,953	56,317

Certain Ratios from the Financial Statements⁶

	<u>As at 30 June</u>	<u>As at 31 December</u>	
	(unaudited)	<u>2022</u>	<u>2021</u>
	(%)	(%)	
Common Equity Tier 1 capital	12.5	12.7	12.9
Total regulatory capital	20.1	20.8	20.5
UK leverage ratio ²	5.9	4.6	3.7

¹ Capital, RWAs and leverage are calculated applying the transitional arrangements of the CRR as amended by CRR II. This includes IFRS 9 transitional arrangements and the grandfathering of CRR II non-compliant capital instruments.

² Leverage minimum requirements for Barclays Bank PLC were set at a sub-consolidated level effective from 1 January 2023. No comparatives are provided as this is the first reporting period for Barclays Bank PLC sub-consolidated leverage.

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 global conflicts, acts of terrorism, 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) potentially unfavourable global and local economic and market conditions, as well as geopolitical developments; (ii) the impact of COVID-19; (iii) the impact of interest rate changes on the Barclays Bank Group's profitability; (iv) the competitive environments of the banking and financial services industry; (v) the regulatory change agenda and impact on business model; (vi) the impact of benchmark interest rate reforms on the Barclays Bank Group; and (vii) change delivery and execution risks.
- **Climate risk:** Climate risk is the impact on financial and operational risks arising from climate change through physical risks, risks associated with transitioning to a lower carbon economy and connected risks arising as a result of second order impacts of these two drivers on portfolios.
- **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 for loans and advances due from borrowers and counterparties. 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

⁵ Amended by the Amended and Restated Final Terms dated 22 September 2023.

⁶ Amended by the Amended and Restated Final Terms dated 22 September 2023.

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 potential for adverse consequences from 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 poor outcomes for, or harm to customers, clients and markets, arising from the delivery of the Barclays Bank Group's products and services. 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/or competence. The Barclays Bank Group conducts activities in a highly regulated global 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/or conflict, and may be 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 obligations, including legal, regulatory or contractual requirements. Legal risk may arise in relation to any number of the material existing and emerging risks summarised above.

In Q2 2023, the "Conduct Risk" principal risk was expanded to include "Laws, Rules and Regulations (LRR) Risk" and consequently renamed "Compliance Risk". Reflecting this, the definition of compliance risk is: "The risk of poor outcomes for, or harm to, customers, clients and markets, arising from the delivery of the firm's products and services (also known as "Conduct Risk") and the risk to Barclays Bank Group, its clients, customers or markets from a failure to comply with the laws, rules and regulations applicable to the firm (also known as Laws, Rules and Regulations Risk "LRR Risk")." The definition of the "Legal Risk" principal risk was updated to: "The risk of loss or imposition of penalties, damages or fines from the failure of the firm to meet applicable laws, rules and regulations or contractual requirements or to assert or defend its intellectual property rights." The revised framework is in force from June 2023.⁷

KEY INFORMATION ON 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:** NX00369200 Tranche number: 1; **ISIN:** NO0012955121.

The Securities will be cleared and settled through *Verdipapirsentralen ASA*.

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

The Securities will be issued in Norwegian Krona ("NOK") (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 NOK 10,000. The issue size is up to NOK 100,000,000. The issue price is 100% of the Specified Denomination.

The issue date is 26 September 2023 (the "**Issue Date**"). Subject to early termination, the Securities are scheduled to redeem on 26 March 2029 (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: a Final Cash Settlement Amount, provided that if the Securities are early terminated, the potential return may be in the form of 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, in the case of interest has not been paid within 14 calendar days of 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 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 that an unlawfulness or impracticability event has occurred. In such case, investors will receive an "**Early Cash Settlement Amount**" equal to the fair market value of the Securities prior to their redemption, unless

⁷ Amended by the Amended and Restated Final Terms dated 22 September 2023.

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 monetise the Securities, to postpone or obtain alternative valuation of the Underlying Asset(s) to postpone scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Underlying Asset(s), to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Securities and the Underlying Asset(s).
- The Securities contain provisions for calling meetings of holders to consider matters affecting their interests generally and these provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.

Governing law

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

Description of the calculation of potential return on the Securities

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

Underlying Asset _(Final Settlement)	Type	Initial Price	Averaging-in Dates
Telia Co AB	Share	The arithmetic average of the Valuation Price of such Underlying Asset on each of the Averaging-in Dates as determined by the Determination Agent.	8 September 2023, 9 October 2023, 8 November 2023 and 8 December 2023
Volvo AB	Share	The arithmetic average of the Valuation Price of such Underlying Asset on each of the Averaging-in Dates as determined by the Determination Agent.	8 September 2023, 9 October 2023, 8 November 2023 and 8 December 2023
Swedbank AB	Share	The arithmetic average of the Valuation Price of such Underlying Asset on each of the Averaging-in Dates as determined by the Determination Agent.	8 September 2023, 9 October 2023, 8 November 2023 and 8 December 2023
Nordea Bank Abp	Share	The arithmetic average of the Valuation Price of such Underlying Asset on each of the Averaging-in Dates as determined by the Determination Agent.	8 September 2023, 9 October 2023, 8 November 2023 and 8 December 2023
Telefonaktiebolaget LM Ericsson	Share	The arithmetic average of the Valuation Price of such Underlying Asset on each of the Averaging-in Dates as determined by the Determination Agent.	8 September 2023, 9 October 2023, 8 November 2023 and 8 December 2023
Skanska AB	Share	The arithmetic average of the Valuation Price of such Underlying Asset on each of the Averaging-in Dates as determined by the Determination Agent.	8 September 2023, 9 October 2023, 8 November 2023 and 8 December 2023
Svenska Handelsbanken AB	Share	The arithmetic average of the Valuation Price of such Underlying Asset on each of the Averaging-in Dates as determined by the Determination Agent.	8 September 2023, 9 October 2023, 8 November 2023 and 8 December 2023
Securitas AB	Share	The arithmetic average of the Valuation Price of such Underlying Asset on each of the Averaging-in Dates as determined by the Determination Agent.	8 September 2023, 9 October 2023, 8 November 2023 and 8 December 2023

For the purposes of determining the Final Cash Settlement Amount, Underlying Asset shall mean the Underlying Asset_(Final Settlement).

Calculation Amount: Calculations in respect of amounts payable under the Securities are made by reference to the "Calculation Amount", being NOK 10,000 per Security.

Indicative amounts: If the Securities are being offered by way of a Public Offer and any specified product values are not fixed or determined at the commencement of the Public Offer (including any amount, level, percentage, price, rate or other value in relation to the terms of the Securities which has not been fixed or determined by the commencement of the Public Offer), these specified product values will specify an indicative amount, indicative minimum amount, an indicative maximum amount or indicative amount or any combination thereof. In such case, the relevant specified product value(s)

shall be the value determined based on market conditions by the Issuer on or around the end of the Public Offer. Notice of the relevant specified product value will be published prior to the Issue Date.

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) the Protection Level (being 100%) multiplied by the Calculation Amount;

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, 148%⁸) multiplied by the amount equal to the Final Performance minus the Upper Strike Percentage (being 100%); or

(b) otherwise, zero.

"**Final Performance**" means the sum of the Weighted Final Asset Performance.

"**Weighted Final Asset Performance**" means, in relation to each Underlying Asset: Weight multiplied by the Final Valuation Price divided by the Initial Price_(Settlement) as calculated in respect of the Final Valuation Date.

"**Weight**" means, in relation to each Underlying Asset respectively:

i	Underlying Asset (Share)	Weight
1	Telia Co AB	12.5%
2	Volvo AB	12.5%
3	Swedbank AB	12.5%
4	Nordea Bank Abp	12.5%
5	Telefonaktiebolaget LM Ericsson	12.5%
6	Skanska AB	12.5%
7	Svenska Handelsbanken AB	12.5%
8	Securitas AB	12.5%

"**Final Valuation Date**" means 8 March 2029 subject to adjustment.

"**Final Valuation Price**" means, in respect of an Underlying Asset, the arithmetic average of the closing level of the Underlying Asset in respect of each of 8 March 2028, 10 April 2028, 8 May 2028, 8 June 2028, 10 July 2028, 8 August 2028, 8 September 2028, 9 October 2028, 8 November 2028, 8 December 2028, 8 January 2029, 8 February 2029 and 8 March 2029.

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

⁸ Amended by the Amended and Restated Final Terms dated 22 September 2023.

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 NASDAQ Stockholm.

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

The Securities are subject to the following key risks:

- **You may lose some or all of your investment in the Securities:** The terms of the Securities do not provide for a scheduled minimum payment at maturity and as such, depending on the performance of the Underlying Asset(s), you may lose some or all of your investment. You may also lose some or all of your investment if: (a) you sell your Securities before their scheduled maturity or expiry; (b) your Securities are early redeemed in certain extraordinary circumstances; or (c) the terms and conditions of your Securities are adjusted such that the amount payable or property deliverable to you is less than your initial investment.
- **There are risks associated with the valuation, liquidity and offering of the Securities:** The market value of your Securities may be lower than the issue price since the issue price may take into account the Issuer's and/or distributor's profit margin and costs in addition to the fair market value of the Securities. The market value of your Securities may be affected by the volatility, level, value or price of the Underlying Asset(s) at the relevant time, changes in interest rates, the Issuer's financial condition and credit ratings, the supply of and demand for the Securities, the time remaining until the maturity or expiry of the 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: The calculation of amount payable depends on the level, value or price of the Underlying Asset(s) reaching or crossing a 'barrier' during a specified period or specified dates during the term of the Securities. This means you may receive less (or, in certain cases, more) if the level, value or price of the Underlying Asset(s) crosses or reaches (as applicable) a barrier, than if it comes close to the barrier but does not reach or cross it (as applicable), and in certain cases you might receive no interest or coupon payments and/or could lose some or all of your investment.
The amount payable on your Securities will be calculated based on an initial price and final price which is the arithmetic average of the applicable levels, prices or other applicable values of the Underlying Asset(s) on the specified averaging dates, rather than on one initial valuation date or final valuation date. This means that if the applicable level, price or value of the Underlying Asset(s) dramatically changes on one or more of the averaging dates, the amount payable on your Securities may be significantly less than it would have been if the amount payable had been calculated by reference to a single value taken on an initial valuation date or final valuation date.
The Securities reference a basket of Underlying Assets, each of which demonstrates unique risk characteristics. If the Underlying Assets are correlated, the performance of the Underlying Asset(s) in the basket can be expected to move in the same direction. If the performance of a basket gives a greater 'weight' to a basket constituent as compared to other basket constituents, the basket performance will be more affected by changes in the value of that particular basket constituent than a basket which apportions an equal weight to each basket constituent. The performance of basket constituents may be moderated or offset by one another. This means that, even in the case of a positive performance of one or more constituents, the performance of the basket as a whole may be negative if the performance of the other constituents is negative to a greater extent.

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 price of the Underlying Assets, substituting the Underlying Assets, 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 an unlawfulness or impracticability event has occurred, the Issuer may early redeem the Securities by payment of an Early Cash Settlement Amount. If early redemption occurs, you may lose some or all of your investment because the Early Cash Settlement Amount may be lower than the price at which you purchase the Securities, or may even be zero. You will also lose the opportunity to participate in any subsequent positive performance of the Underlying Asset(s) and be unable to realise any potential gains in the value of the Securities. You may not be able to reinvest the proceeds from an investment at a comparable return and/or with a comparable interest or coupon rate for a similar level of risk.
- **Settlement is subject to conditions and may be impossible in certain circumstances:** Payment of the amount payable to you will not take place until all conditions to settlement have been satisfied in full. No additional amounts will be payable to you by the Issuer because of any resulting delay or postponement. Certain settlement disruption events may occur which could restrict the Issuer's ability to make payments, and the date of settlement could be delayed accordingly.
- **Risks relating to Underlying Asset(s) that are 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.
- **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

The terms and conditions of any offer of Securities to the public may be determined by agreement between the Issuer and the Authorised Offeror at the time of each issue.

The Securities are offered for subscription in Norway during the period from (and including) 4 July 2023 to (and including) 1 September 2023 (the "**Offer Period**") and such offer is subject to the following conditions:

- Offer Price: The Issue Price
- Conditions to which the offer is subject: The Issuer reserves the right to withdraw the offer for Securities at any time prior to the end of the Offer Period. Following withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Authorised Offeror in accordance with the Authorised Offeror's usual procedures.
- Description of the application process: An offer of the Securities may be made by the Manager or the Authorised Offeror other than pursuant to Article 1(4) of the EU Prospectus Regulation in Norway (the "**Public Offer Jurisdiction**") during the Offer Period. Applications for the Securities can be made in the Public Offer Jurisdiction through the Authorised Offeror during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offeror. Distribution will be in accordance with the Authorised Offeror's usual procedures, notified to investors by the Authorised Offeror.
- Details of the minimum and/or maximum amount of application: The minimum and maximum amount of application from the Authorised Offeror will be notified to investors by the Authorised Offeror.
- Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable
- Details of the method and time limits for paying up and delivering the Securities: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
- Manner in and date on which results of the offer are to be made public: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
- Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable.
- Categories of holders to which the Securities are offered and whether Tranche(s) have been reserved for certain countries: Offers may be made through the Authorised Offeror in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the Prospectus Regulation to publish a prospectus.
- Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Applicants will be notified directly by the Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date.
- Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: the Authorised Offeror

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

The estimated total expenses of the issue and/or offer are 9.50% of the Issue Price.

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.

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

The Issuer is the entity offering and requesting for admission to trading of the Securities.

See also the item entitled "The Authorised Offeror(s)" above.

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 100% 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

The Authorised Offeror may be paid fees in relation to the offer of Securities. Potential conflicts of interest may exist between the Issuer, Determination Agent, Authorised Offeror 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.

The Authorised Offeror will be paid aggregate commissions equal to no more than 6.00% of the Issue Price. Any Authorised Offeror and its affiliates may engage, and may in the future engage, in hedging transactions with respect to the Underlying Assets.

SAMMENDRAG

INNLEDNING OG ADVARSLER

Sammendraget bør leses som en introduksjon til Prospektet. Eventuell beslutning om å investere i Verdipapirene bør baseres på en vurdering av Prospektet som helhet fra investorens side. Under visse omstendigheter kan investoren tape hele eller deler av den investerte kapitalen. Dersom et krav knyttet til informasjonen i Prospektet bringes inn for en domstol, kan den saksøkende investoren i henhold til nasjonal lovgivning måtte bære kostnadene ved å oversette Prospektet før rettssaken innledes. Det sivilrettslige ansvaret påhviler bare de personene som har avgitt Sammendraget, herunder eventuelle oversettelser av dette, men bare dersom Sammendraget er villedende, uriktig eller selvmotsigende når det leses sammen med de andre delene av Prospektet, eller dersom det, når det leses sammen med de andre delene av Prospektet, ikke gir nøkkelinformasjon for å hjelpe investorene når de vurderer om de skal investere i Verdipapirene.

Du er i ferd med å kjøpe et produkt som ikke er enkelt og som kan være vanskelig å forstå.

Verdipapirer: Inntil NOK 100 000 000 i Verdipapirer med forfall i mars 2029 i henhold til globalt strukturert verdipapirprogram (ISIN: NO0012955121) ("Verdipapirene").

Utsteder: Utsteder er Barclays Bank PLC. Dens forretningsadresse er 1 Churchill Place, London, E14 5HP, Storbritannia (telefonnummer: +44 (0)20 7116 1000) og dens identifiseringskode for juridiske personer ("LEI") er G5GSEF7VJP5I7OUK5573.

Autorisert Tilbyder: Autorisert Tilbyder er Garantum Fondkomisjon AB med adresse Smålandsgatan 16, 111 46 Stockholm, Sverige (telefonnummer: +46 8 522 550 00) og LEI 549300SUPDLSXO6YWJ42.

Vedkommende myndighet: Grunnprospektet ble godkjent 13. april 2023 av den irske sentralbanken (Central Bank of Ireland), New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Irland (telefonnummer: +353 (0)1 224 6000).

NØKKELINFORMASJON OM UTSTEDER

Hvem er Utsteder av Verdipapirene?

Utsteders hjemsted og juridiske form

Barclays Bank PLC ("Utsteder") er et allmennaksjeselskap registrert i England og Wales med nummer 1026167. Utsteders aksjeeiere har begrenset ansvar. Dens forretningsadresse er 1 Churchill Place, London, E14 5HP, Storbritannia (telefonnummer +44 (0)20 7116 1000). Utsteders identifiseringskode for juridiske personer (LEI) er G5GSEF7VJP5I7OUK5573.

Utsteders hovedvirksomhet

Konsernets virksomhet omfatter forbrukerbank- og betalingsvirksomhet verden over, samt en fulldekkende global forretnings- og investeringsbank. Konsernet består av Barclays PLC og dets datterselskaper, herunder Utsteder. Utsteders hovedvirksomhet er å tilby produkter og tjenester som er utformet for større bedrifts-, engros- og internasjonale bankkunder..

Begrepet "**Konsernet**" betyr Barclays PLC og dets datterselskaper, og begrepet "**Barclays Bank-konsernet**" betyr Barclays Bank PLC og dets datterselskaper.

Utsteders hovedaksjonærer

Barclays PLC er reell eier av hele Utsteders utstedte ordinære aksjekapital. Barclays PLC er Konsernets konsernspiss.

Identiteten til nøkkelpersoner i Utsteders ledelse

Nøkkelpersoner i Utsteders ledelse er C.S. Venkatakrishnan (Chief Executive og Executive Director) og Anna Cross (Executive Director).

Identiteten til Utsteders lovpålagte revisor

Utsteders lovpålagte revisor er KPMG LLP ("KPMG"), statsautoriserte revisorer og registrerte revisorer (medlem av Institute of Chartered Accountants i England og Wales), 15 Canada Square, London E14 5GL, Storbritannia.

Hva er den viktigste regnskapsinformasjonen om Utsteder?

Utsteder har utledet den valgte konsoliderte finansielle informasjonen som er inkludert i tabellen nedenfor for årene som ble avsluttet 31. desember 2022 og 31. desember 2021 fra det årlige konsernregnskapet til utsteder for årene som ble avsluttet 31. desember 2022 og 2021 ("**Regnskapet**"), som hver er revidert med en umodifisert konklusjon fra KPMG. Den utvalgte finansielle informasjonen som er inkludert i tabellen nedenfor for de seks månedene som ble avsluttet 30. juni 2023 og 30. juni 2022, er hentet fra det ureviderte konsoliderte delårsregnskapet til utsteder for de seks månedene som ble avsluttet 30. juni 2023 ("**delårsresultatkunngjøringen**"). Enkelte av de komparative økonomiske beregningene som er inkludert i tabellen nedenfor for de seks månedene som ble avsluttet 30. juni 2022, ble omarbeidet i mellomresultatkunngjøringen.⁹

Konsernresultatregnskap¹⁰

	Per 30. juni (unaudited)	Per 31. desember
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⁹ Amended by the Amended and Restated Final Terms dated 22 September 2023.

¹⁰ Amended by the Amended and Restated Final Terms dated 22 September 2023.

	<u>2023</u>	<u>2022</u>	<u>2022</u>	<u>2021</u>
	<i>(GBP mill.)</i>		<i>(GBP mill.)</i>	
Netto renteinntekter	3 120	2 233	5 398	3 073
Netto gebyr- og provisjonsinntekter	2 806	2 839	5 426	6 587
Reduksjon/(økning) i avsetning til tap på fordringer	(688)	(293)	(933)	277
Netto handelsinntekter	3 853	5 026	7 624	5 788
Resultat før skatt	3 132	2 605	4 867	5 418
Resultat etter skatt.....	2 607	2 129	4 382	4 588

Konsernbalanse¹¹

	<u>Per 30. juni</u>		<u>Per 31. desember</u>	
	<u>(unaudited)</u>			
	<u>2023</u>		<u>2021</u>	<u>2020</u>
	<i>(GBP mill.)</i>		<i>(GBP mill.)</i>	
Sum eiendeler	1 246 636		1 203 537	1 061 778
Utstedte gjeldspapirer	58 377		60 012	48 388
Ansvarlig lånekapital	36 325		38 253	32 185
Utlån og forskudd til amortisert kost	183 237		182 507	145 259
Innskudd til amortisert kost	307 820		291 579	262 828
Sum egenkapital	58 348		58 953	56 317

Visse forholdstall fra Regnskapet¹²

	<u>Per 30. juni</u>		<u>Per 31.</u>	
	<u>(unaudited)</u>		<u>desember</u>	
	<u>2023</u>		<u>2021</u>	<u>2020</u>
	<i>(%)</i>		<i>(%)</i>	
Ren kjernekapital	12.5		12.7	12.9
Sum regulatorisk kapital	20.1		20.8	20.5
UK gjeldsgrad ²	5.9		4.6	3.7

¹ Kapital, RWA og gearing beregnes ved å bruke overgangsordningene i CRR som endret av CRR II. Dette inkluderer overgangsordninger i henhold til IFRS 9 og godkjenning av CRR II ikke-samsvarende kapitalinstrumenter.

² Minimumskravene til gjeldsgrad for Barclays Bank PLC ble satt til et underkonsolidert nivå med virkning fra 1. januar 2023. Ingen sammenligninger er gitt da dette er den første rapporteringsperioden for Barclays Bank PLC sub-konsolidert gearing.

Hva er de viktigste risikoene som er spesifikke for Utsteder?

Barclays Bank-konsernet har identifisert et bredt spekter av risikoer som virksomheten er eksponert for. Vesentlige risikoer er risikoer som toppledelsen er særlig oppmerksom på, og som kan føre til at Barclays Bank-konsernets strategi, driftsresultater, finansielle stilling og/eller utsikter avviker vesentlig fra forventningene. Fremvoksende risikoer er de som har ukjente komponenter, hvis virkninger kan utkrystallisere seg over en lengre tidsperiode. I tillegg kan visse andre faktorer utenfor Barclays Bank-konsernets kontroll, herunder økende globale konflikter, terrorhandlinger, naturkatastrofer, pandemier og lignende hendelser, selv om disse ikke er beskrevet nedenfor, ha en lignende innvirkning på Barclays Bank-konsernet.

- **Vesentlige eksisterende og fremvoksende risikoer som potensielt påvirker mer enn én hovedrisiko:** I tillegg til vesentlige og fremvoksende risikoer som påvirker hovedrisikoene angitt nedenfor, er det også vesentlige eksisterende og fremvoksende risikoer som potensielt påvirker mer enn én av disse hovedrisikoene. Disse risikoene er (i) potensielt ugunstige globale og lokale økonomiske og markedsmessige forhold, samt geopolitisk utvikling, (ii) virkningen av Covid-19, (iii) virkningen av renteendringer på Barclays Bank-konsernets lønnsomhet, (iv) konkurransesituasjonen i bank- og finansnæringen, (v) den regulatoriske endringsagendaen og dens innvirkning på forretningsmodellen, (vi) virkningen av referanserentereformer på Barclays Bank-konsernet og (vii) endringer i leverings- og gjennomføringsrisiko.
- **Klimarisiko:** Klimarisiko er innvirkningen på finansielle og operasjonelle risikoer som oppstår som følge av klimaendringer, gjennom fysiske risikoer, risikoer knyttet til overgangen til en økonomi med lavere karbonavtrykk og tilknyttede risikoer som oppstår som følge av andreordensvirkninger av disse to drivkreftene på porteføljer.
- **Kreditt- og markedsrisiko:** Kredittrisiko er risikoen for tap i Barclays Bank-konsernet som følge av at klienter, kunder eller motparter ikke fullt ut oppfyller sine forpliktelser overfor medlemmer av Barclays Bank-konsernet. Barclays Bank-konsernet er utsatt for risiko som følge av endringer i kredittkvaliteten og inndrivelsesgraden for lån og forskudd fra låntakere og motparter. Markedsrisiko er risikoen for tap som følge av potensielle negative endringer i verdien av Barclays Bank-konsernets eiendeler og gjeld på grunn av svingninger i markedsvariable.

¹¹ Amended by the Amended and Restated Final Terms dated 22 September 2023.

¹² Amended by the Amended and Restated Final Terms dated 22 September 2023.

- **Likviditets- og kapitalrisiko og risikoen for at Utsteder og Barclays Bank-konsernet underlegges betydelige krisehåndteringsbeføyelser:** De tre hovedtypene likviditets- og kapitalrisiko som Barclays Bank-konsernet står overfor er (1) likviditetsrisiko – risikoen for at Barclays Bank-konsernet ikke er i stand til å oppfylle sine kontraktsmessige eller betingede forpliktelser, eller at den ikke har tilstrekkelig stabil finansiering og likviditet til å oppbære sine eiendeler, som også kan påvirkes av endringer i kredittvurderingen, (2) kapitalrisiko – risikoen for at Barclays Bank-konsernets kapitalnivå eller -sammensetning er utilstrekkelig, og (3) renterisiko i bankvirksomheten – risikoen for at Barclays Bank-konsernet er eksponert for kapital- eller inntektssvingninger på grunn av manglende samsvar mellom renteesponeringen i dets (ikke-handledte) eiendeler og gjeld. Den britiske Banking Act 2009 gir den britiske sentralbanken (Bank of England) (eller, under visse omstendigheter, det britiske finansdepartementet (HM Treasury)) betydelige fullmakter, i samråd med det britiske finansstilsynet (Financial Conduct Authority) og HM Treasury, i den grad hensiktsmessig som ledd i et særskilt krisehåndteringsregime. Disse fullmaktene gjør det mulig for Bank of England (eller en eventuell etterfølger eller erstatning for denne og/eller en annen myndighet i Storbritannia som kan utøve den britiske fullmakten til å pålegge intern oppkapitalisering) ("**Krisehåndteringsmyndigheten**") å iverksette ulike krisehåndteringstiltak og stabiliseringsalternativer (herunder, men ikke begrenset til, intern oppkapitalisering) overfor britiske banker eller verdipapirforetak og visse av deres nærstående (per Registreringsdokumentets dato, inkludert Utsteder) under omstendigheter der Krisehåndteringsmyndigheten finner at de relevante krisehåndteringsbetingelsene er oppfylt.
- **Operasjonell risiko og modellrisiko:** Operasjonell risiko er risikoen for tap for Barclays Bank-konsernet på grunn av utilstrekkelige eller sviktende prosesser eller systemer, menneskelige faktorer eller eksterne hendelser hvis underliggende årsak ikke er kreditt- eller markedsrisiko. Modellrisiko er risikoen for potensielle negative konsekvenser av beslutninger basert på feilaktige eller misbrukte modellresultater og -rapporter.
- **Atferds-, omdømme- og juridiske risikoer, samt juridiske, konkurransemessige og regulatoriske forhold:** Atferdsrisiko er risikoen for dårlige resultater for, eller skade på, kunder, klienter og markeder som følge av levering av Barclays Bank-konsernets produkter og tjenester. Omdømmerisiko er risikoen for at en handling, transaksjon, investering, hendelse, beslutning eller forretningsforbindelse vil redusere tilliten til Barclays Bank-konsernets integritet og/eller kompetanse. Barclays Bank-konsernet driver virksomhet i et høyst regulert globalt marked som utsetter Konsernet og dets ansatte for juridisk risiko som følge av (i) de mange lovene og forskriftene som gjelder for virksomhetene det driver, som er svært dynamiske, kan variere fra jurisdiksjon til jurisdiksjon og/eller være i motstrid med hverandre, og som kan være uklare i sin anvendelse på bestemte forhold, særlig innen nye og fremvoksende områder, og (ii) Barclays Bank-konsernets virksomhets og forretningspraksis' diversifiserte og dynamiske karakter. I hvert tilfelle utsetter dette Barclays Bank-konsernet og dets ansatte for risiko for tap eller illeggelse av sanksjoner, erstatningsansvar eller bøter som følge av at medlemmer av Barclays Bank-konsernet ikke oppfyller sine respektive juridiske forpliktelser, herunder rettslige, regulatoriske eller kontraktsfestede krav. Juridisk risiko kan oppstå i forbindelse med hvilke som helst av de vesentlige eksisterende og fremvoksende risikoene som er oppsummert ovenfor.

I Q2 2023 ble hovedrisikoen "Conduct Risk" utvidet til å omfatte "Laws, Rules and Regulations (LRR) Risk" og dermed omdøpt til "Compliance Risk". Som gjenspeiling av dette er definisjonen definisjonen av compliance risk: "Risikoen for dårlige utfall for, eller skade på, kunder, klienter og markeder, som følge av levering av firmaets produkter og tjenester (også kjent som "Conduct Risk") og risikoen for Barclays Bank Group, dets kunder, kunder eller markeder fra manglende overholdelse av lover, regler og forskrifter som gjelder for firmaet (også kjent som Laws, Rules and Regulations Risk "LRR-risiko)"."Definisjonen av hovedrisikoen "juridisk risiko" ble oppdatert til: "Risikoen for tap eller illeggelse av straffer, skader eller bøter som følge av at firmaet ikke oppfyller gjeldende lover, regler og forskrifter eller kontraktskrav eller hevder eller forsvarer sine immaterielle rettigheter." Det reviderte rammeverket trer i kraft fra juni 2023.¹³

NØKKELINFORMASJON OM VERDIPAPIRENE

Hva er Verdipapires hovedtrekk?

Type og klasse Verdipapirer som tilbys og noteres, herunder verdipapiridentifikasjonsnumre

Verdipapirene vil være i form av obligasjoner og vil bli entydig identifisert ved: **Serienummer:** [TBC], Transjenummer: 1, ISIN: NO0012955121. Verdipapirene vil bli avregnet og gjort opp gjennom *Verdipapirsentralen ASA*.

Verdipapires valuta, angitte pålydende, emisjonsbeløp og løpetid

Verdipapirene utstedes i norske kroner ("**NOK**") ("**Utstedelsesvaluta**") og gjøres opp i samme valuta ("**Oppgjørvaluta**"). Verdipapirene er omsettelige til pålydende og angitt pålydende per Verdipapir er NOK 10 000. Emisjonsbeløpet er inntil NOK 100 000 000. Emisjonskurs er 100 % av Angitt Pålydende.

Emisjonsdato er 26. september 2023 ("**Emisjonsdato**"). Med forbehold om førtidig oppsigelse er Verdipapirene planlagt innløst 26. mars 2029 ("**Planlagt Oppgjør dato**").

Rettinger knyttet til Verdipapirene

Potensiell avkastning: Verdipapirene vil gi hver eier av Verdipapirer rett til å motta potensiell avkastning på Verdipapirene, sammen med visse tilknyttede rettigheter, som retten til å motta varsel om visse avgjørelser og hendelser og retten til å stemme over enkelte (men ikke alle) endringer i Verdipapires vilkår. Den potensielle avkastningen vil være i form av: et Endelig Kontantoppgjørsbeløp, men dersom Verdipapirene sies opp førtidig kan den potensielle avkastningen i stedet være i form av et Tidlig Kontantoppgjørsbeløp.

Beskatning: Alle betalinger i forbindelse med Verdipapirene skal foretas uten tilbakehold eller fradrag for eller på grunn av noen britisk skatt eller avgift, med mindre slikt tilbakehold eller fradrag er påkrevd ved lov. Dersom slikt tilbakehold eller fradrag er påkrevd ved lov vil Utsteder, bortsett fra under begrensede omstendigheter, bli pålagt å betale ytterligere beløp for å dekke beløpene som er holdt tilbake eller trukket fra.

Mislighold: Dersom Utsteder unnlater å foreta en betaling som forfaller i henhold til Verdipapirene eller bryter andre av Verdipapires vilkår på en måte som er til vesentlig skade for eierens interesser (og denne unnlatsen ikke avhjelpes innen 30 kalenderdager eller, hva angår renter, ikke er betalt innen 14 kalenderdager etter forfall), eller Utsteder er gjenstand for en avviklingsordre, vil Verdipapirene (med mindre, hva angår renter, Utsteder er forhindret fra å betale på grunn av en uforutsett lovbestemmelse) umiddelbart forfalle til betaling etter varsel fra eieren..

Begrensninger i rettigheter

¹³ Amended by the Amended and Restated Final Terms dated 22 September 2023.

Tidlig innløsning etter visse forstyrrelshendelser eller på grunn av ulovlighet eller umulighet: Utsteder kan innløse Verdipapirene før Planlagt Oppgjørsdato etter at det har inntruffet visse forstyrrelshendelser eller ekstraordinære hendelser som gjelder Utsteder, dens sikringsordninger, Underliggende Eiendel(er), beskatning eller Verdipapirenes relevante valuta, eller hvis den fastslår at en ulovlig eller umuliggjørende hendelse har inntruffet. I slike tilfeller vil investorene motta et "**Tidlig Kontantoppgjørsbeløp**" lik Verdipapirenes markedsverdi før innløsningen, med mindre Utsteder varsler eierne om at de kan velge å motta det hele antall av den forstyrrede Underliggende Eiendel som kan erverves av Utsteder i det åpne markedet med Tidlig Kontantoppgjørsbeløp, og den relevante eieren returnerer en behørig utfylt oppgjørsvalgmelding til Utsteder med forespørsel om fysisk oppgjør innen gjeldende frist.

Visse ytterligere begrensninger:

- Til tross for at Verdipapirene er knyttet til Underliggende Eiendel(er)s resultater har eierne ingen rettigheter med hensyn til Underliggende Eiendel(er).
- Verdipapirenes vilkår innebærer at Utsteder og Fastsettellesagent (alt etter omstendighetene), ved inntreden av visse hendelser og under visse omstendigheter, og uten eierens samtykke, kan foreta justeringer i Verdipapirenes vilkår, innløse Verdipapirene før forfall, monetisere Verdipapirene, utsette eller få alternativ verdsettelsen av Underliggende Eiendel(er) for å utsette planlagte betalinger i henhold til Verdipapirene, endre Verdipapirenes pålydende valuta, endre Underliggende Eiendel(er), endre Utsteder til en annen tillatt enhet på visse vilkår, og iverksette visse andre tiltak med hensyn til Verdipapirene og Underliggende Eiendel(er).
- Verdipapirene inneholder bestemmelser om å innkalle til møter for eiere for å behandle saker som berører deres interesser generelt, og disse bestemmelsene tillater definerte flertall å binde alle eiere, inkludert eiere som ikke deltok og stemte på det aktuelle møtet og eiere som stemte på en annen måte enn flertallet.

Lovvalg

Verdipapirene vil være underlagt engelsk rett, og rettighetene i henhold til disse vil bli tolket i samsvar med dette.

Beskrivelse av beregningen av potensiell avkastning på Verdipapirene

Underliggende Eiendeler: Verdipapirenes avkastning og verdi er avhengig av følgende Underliggende Eiendeler resultater:

Underliggende Eiendel (Endelig Oppgjør)	Type	Inngangskurs	Gjennomsnittsberegningsdato
Telia Co AB	Aksje	Det aritmetiske gjennomsnittet av vedkommende Underliggende Eiendels Verdsettelseskurs på hver Gjennomsnittsberegningsdato som fastsatt av Fastsettellesagent.	8. september 2023, 9. oktober 2023, 8. november 2023 og 8. desember 2023
Volvo AB	Aksje	Det aritmetiske gjennomsnittet av vedkommende Underliggende Eiendels Verdsettelseskurs på hver Gjennomsnittsberegningsdato som fastsatt av Fastsettellesagent.	8. september 2023, 9. oktober 2023, 8. november 2023 og 8. desember 2023
Swedbank AB	Aksje	Det aritmetiske gjennomsnittet av vedkommende Underliggende Eiendels Verdsettelseskurs på hver Gjennomsnittsberegningsdato som fastsatt av Fastsettellesagent.	8. september 2023, 9. oktober 2023, 8. november 2023 og 8. desember 2023
Nordea Bank Abp	Aksje	Det aritmetiske gjennomsnittet av vedkommende Underliggende Eiendels Verdsettelseskurs på hver Gjennomsnittsberegningsdato som fastsatt av Fastsettellesagent.	8. september 2023, 9. oktober 2023, 8. november 2023 og 8. desember 2023
Telefonaktiebolaget LM Ericsson	Aksje	Det aritmetiske gjennomsnittet av vedkommende Underliggende Eiendels Verdsettelseskurs på hver Gjennomsnittsberegningsdato som fastsatt av Fastsettellesagent.	8. september 2023, 9. oktober 2023, 8. november 2023 og 8. desember 2023
Skanska AB	Aksje	Det aritmetiske gjennomsnittet av vedkommende Underliggende Eiendels Verdsettelseskurs på hver Gjennomsnittsberegningsdato som fastsatt av Fastsettellesagent.	8. september 2023, 9. oktober 2023, 8. november 2023 og 8. desember 2023
Svenska Handelsbanken AB	Aksje	Det aritmetiske gjennomsnittet av vedkommende Underliggende Eiendels Verdsettelseskurs på hver Gjennomsnittsberegningsdato som fastsatt av Fastsettellesagent.	8. september 2023, 9. oktober 2023, 8. november 2023 og 8. desember 2023

Securitas AB	Aksje	Det aritmetiske gjennomsnittet av vedkommende Underliggende Eiendels Verdsettelseskurs på hver Gjennomsnittsberegningsdato som fastsatt av Fastsettelsesagent.	8. september 2023, 9. oktober 2023, 8. november 2023 og 8. desember 2023
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Ved fastsettelse av Endelig Kontantoppgjørsbeløp skal Underliggende Eiendel bety Underliggende Eiendel (Endelig Oppgjør).

Beregningsbeløp: Beregninger med hensyn til beløp som skal betales i henhold til Verdipapirene foretas med referanse til "**Beregningsbeløp**", som er NOK 10 000 per Verdipapir.

Veiledende beløp: Hvis Verdipapirene tilbys gjennom et Offentlig Tilbud og eventuelle spesifiserte produktverdier ikke er fastsatt eller bestemt når Offentlig Tilbud påbegynnes (herunder beløp, nivå, prosentandel, pris, kurs eller annen verdi i forhold til Verdipapirenes vilkår som ikke er fastsatt eller bestemt når Offentlig Tilbud påbegynnes), vil disse spesifiserte produktverdiene angi et veiledende beløp, veiledende minstebeløp, veiledende maksimalbeløp eller en kombinasjon av slike. I så tilfelle skal de(n) relevante spesifiserte produktverdien(e) være verdien fastsatt av Utsteder på grunnlag av markedsforholdene på eller rundt Offentlig Tilbuds avslutning. Melding om den relevante spesifiserte produktverdien vil bli offentliggjort før Emisjonsdato.

Fastsettelsesagent: Barclays Bank PLC vil bli oppnevnt til å foreta beregninger og fastsettelser med hensyn til Verdipapirene.

A - Endelig Oppgjør

Dersom Verdipapirene ikke er innløst på annen måte vil hvert Verdipapir bli innløst på Planlagt Oppgjørsdato ved betaling av Endelig Kontantoppgjørsbeløp.

Planlagt Oppgjørsdato kan bli utsatt etter utsettelse av Endelig Verdsettelsesdato på grunn av en forstyrrelshendelse.

Endelig Kontantoppgjørsbeløp beregnes som følger, som summen av:

- (i) Beskyttelsesnivå (som er 100 %) multiplisert med Beregningsbeløp,

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- (ii) hvis:

- (a) Endelig Resultat er større enn eller lik Øvre Innløsningsprosent (som er 100 %), et beløp som er lik produktet av Beregningsbeløp og det høyeste av (I) Bunnivå (som er 0 %) og (II) Deltakelse_(Oppgjør) (som er 148 %¹⁴) multiplisert med beløpet som er lik Endelig Resultat minus Øvre Innløsningsprosent (som er 100 %), eller

- (b) ellers null.

"Endelig Resultat" betyr summen av Vektet Endelig Eiendelsresultat.

"Vektet Endelig Eiendelsresultat" betyr, i forhold til hver Underliggende Eiendel: Vekt multiplisert med Endelig Verdsettelseskurs dividert med Opprinnelig Kurs_(Oppgjør) som beregnet med hensyn til Endelig Verdsettelsesdato.

"Vekt" betyr, i forhold til hver enkelt Underliggende Eiendel:

i	Underliggende Eiendel (Aksje)	Vekt
1	Telia Co AB	12,5 %
2	Volvo AB	12,5 %
3	Swedbank AB	12,5 %
4	Nordea Bank Abp	12,5 %
5	Telefonaktiebolaget LM Ericsson	12,5 %
6	Skanska AB	12,5 %
7	Svenska Handelsbanken AB	12,5 %
8	Securitas AB	12,5 %

¹⁴ Amended by the Amended and Restated Final Terms dated 22 September 2023.

<p>"Endelig Verdsattelsesdato" betyr 8. mars 2029, med forbehold om justering.</p> <p>"Endelig Verdsattelseskurs" betyr, med hensyn til en Underliggende Eiendel, det aritmetiske gjennomsnittet av Underliggende Eiendels sluttkurs på hver av følgende datoer: 8. mars 2028, 10. april 2028, 8. mai 2028, 8. juni 2028, 10. juli 2028, 8. august 2028, 8. september 2028, 9. oktober 2028, 8. november 2028, 8. desember 2028, 8. januar 2029, 8. februar 2029 og 8. mars 2029.</p>
<p>Verdipapirenes status</p> <p>Verdipapirene er direkte, ikke-ansvarlige og usikrede forpliktelser for Utsteder og har lik innbyrdes prioritet.</p>
<p>Beskrivelse av begrensninger i Verdipapirenes frie omsettelighet</p> <p>Verdipapirene tilbys og selges utenfor USA til ikke-amerikanske personer i henhold til Regulation S under den amerikanske Securities Act og må etterleve overdragsrestriksjoner med hensyn til USA. Verdipapirer som inngår i et clearingsystem vil bli overdratt i henhold til dette clearingsystemets regler, rutiner og bestemmelser. Med disse forbehold vil Verdipapirene være fritt omsettelige.</p>
<p style="text-align: center;">Hvor vil Verdipapirene omsettes?</p>
<p>Det forventes at søknad vil bli inngitt av Utsteder (eller på vegne av Utsteder) om notering av Verdipapirene på det regulerte markedet NASDAQ Stockholm.</p>
<p style="text-align: center;">Hva er de viktigste risikoene som er spesifikke for Verdipapirene?</p>
<p>Verdipapirene er utsatt for følgende viktige risikoer:</p> <ul style="list-style-type: none"> <p>Du kan tape deler av eller hele investeringen i Verdipapirene: Verdipapirenes vilkår fastsetter ikke noen planlagt minsteutbetaling ved forfall, og følgelig kan du, avhengig av resultatene til Underliggende Eiendel(er), tape deler av eller hele investeringen. Du kan også tape deler av eller hele investeringen dersom: (a) du selger Verdipapirene dine før deres planlagte forfall eller utløp, (b) Verdipapirene dine innløses tidlig under visse ekstraordinære omstendigheter, eller (c) Verdipapirenes vilkår justeres slik at beløpet som skal betales eller eiendelene som kan leveres til deg er mindre enn din opprinnelige investering.</p> <p>Det er risikoer forbundet med Verdipapirenes verdsattelse, likviditet og tilbud: Dine Verdipapirers markedsverdi kan være lavere enn emisjonskursen siden emisjonskursen kan ta hensyn til Utstедers og/eller distributørens fortjenestemargin og kostnader i tillegg til Verdipapirenes markedsverdi. Dine Verdipapirers markedsverdi kan påvirkes av Underliggende Eiendel(er)s volatilitet, nivå, verdi eller kurs på det aktuelle tidspunktet, renteendringer, Utstедers finansielle stilling og kredittvurdering, tilbud og etterspørsel etter Verdipapirene, gjenstående tid til Verdipapirenes forfall eller utløp, samt andre faktorer. Kursen, om noen, som du vil kunne selge Verdipapirene til før forfall kan være vesentlig lavere enn beløpet du opprinnelig investerte. Det er ikke nødvendigvis noe aktivt omsetningsmarked for Verdipapirene, og Utsteder er ikke nødvendigvis forpliktet til å stille kurser eller kjøpe tilbake Verdipapirene før innløsning. Utsteder kan når som helst trekke tilbake offentlig tilbud. I slike tilfeller vil du, dersom du allerede har betalt eller levert tegningsbeløp for de relevante Verdipapirene, ha rett til tilbakebetaling av slike beløp, men vil ikke motta noen godtgjørelse som måtte ha påløpt i perioden mellom betaling eller levering av tegningsbeløp og tilbakebetaling for Verdipapirene.</p> <p>Du er gjenstand for risiko knyttet til fastsettelsen av beløpet som skal betales i henhold til Verdipapirene: Beregningen av beløpet som skal betales avhenger av at Underliggende Eiendel(er)s nivå, verdi eller kurs når eller krysser en "terskel" i løpet av en spesifisert periode eller på spesifiserte datoer i Verdipapirenes løpetid. Dette betyr at du kan motta mindre (eller, i visse tilfeller, mer) dersom Underliggende Eiendel(er)s nivå, verdi eller kurs henholdsvis krysser eller når en terskel, enn hvis den kommer nær terskelen, men ikke henholdsvis når eller krysser denne, og i visse tilfeller vil du ikke nødvendigvis motta noen rentebetalinger og/eller kan du tape deler av eller hele investeringen. Beløpet som skal betales for Verdipapirene dine vil bli beregnet på grunnlag av en startkurs og sluttkurs som er det aritmetiske gjennomsnittet av Underliggende Eiendel(er)s gjeldende nivåer, kurser eller andre gjeldende verdier på de angitte gjennomsnittsberegningsdatoene, i stedet for på én opprinnelig verdsattelsesdato eller endelig verdsattelsesdato. Dette innebærer at dersom Underliggende Eiendel(er)s gjeldende nivå, kurs eller verdi endres dramatisk på en eller flere av gjennomsnittsberegningsdatoene kan beløpet som skal betales på Verdipapirene dine være betydelig mindre enn det ville ha vært dersom beløpet som skulle betales hadde blitt beregnet med henvisning til en enkelt verdi innhentet på en opprinnelig verdsattelsesdato eller endelig verdsattelsesdato. Verdipapirene gjenspeiler en kurv av Underliggende Eiendeler, som hver har unike risikoegenskaper. Dersom Underliggende Eiendeler er korrelert kan det forventes at kurvens Underliggende Eiendel(er)s resultater vil bevege seg i samme retning. Dersom en kurvs resultater gir mer "vekt" til en kurvkomponent enn til andre kurvkomponenter vil kurvens resultat bli mer påvirket av endringer i verdien av vedkommende kurvkomponent enn i en kurv som gir hver kurvkomponent lik vekt. Kurvkomponentenes resultater kan modereres eller utlignes av hverandre. Dette innebærer at selv om en eller flere komponenter gir positivt resultat kan kurvens resultat som helhet være negativt dersom de øvrige komponentenes resultat er negativt i større grad.</p> <p>Verdipapirene dine kan bli gjenstand for justeringer og førtidig innløsning: I henhold til Verdipapirenes vilkår kan Fastsettelsesagent eller Utsteder, etter at det har oppstått visse forstyrrelshendelser eller ekstraordinære hendelser vedrørende Utsteder, dens sikringsordninger, Underliggende Eiendel(er), beskatning eller Verdipapirenes relevante valuta, iverksette en rekke avhjelpende tiltak, herunder estimering av Underliggende Eiendeler kurs, utskifting av Underliggende Eiendeler og justering av Verdipapirenes vilkår. Ethvert slikt avhjelpende tiltak kan endre Verdipapirenes økonomiske egenskaper og ha en vesentlig negativ virkning på Verdipapirenes verdi og avkastning. Hvis ingen avhjelpende tiltak kan iverksettes, eller hvis det fastslås at en ulovlig eller umuliggjørende hendelse har inntruffet, kan Utsteder innløse Verdipapirene førtidig ved å betale et Tidlig Kontantoppgjørsbeløp. Dersom tidlig innløsning finner sted kan du tape deler av eller hele investeringen fordi Tidlig Kontantoppgjørsbeløp kan være lavere enn kursen du kjøpte Verdipapirene til, eller til og med være null. Du vil også tape muligheten til å ta del i eventuelle påfølgende positive resultater i Underliggende Eiendel(er) og vil ikke kunne realisere eventuelle økninger i Verdipapirenes verdi. Du vil ikke nødvendigvis kunne reinvestere provenyet fra en investering til en sammenlignbar avkastning og/eller med en sammenlignbar rente, med et tilsvarende risikonivå.</p> <p>Oppgjør er underlagt betingelser og kan under visse omstendigheter være umulig: Utbetaling av beløpet som skal betales til deg vil ikke finne sted før alle oppgjørsbetingelser er oppfylt i sin helhet. Utsteder vil ikke utbetale noe ytterligere beløp til deg som følge av eventuelle forsinkelser</p>

eller utsettelse dette måtte innebære. Det kan oppstå visse oppgjørstyrrelseshendelser som kan begrense Utsteders evne til å foreta utbetalinger, og oppgjørsdato kan følgelig bli forsinket.

- **Risikoer knyttet til Underliggende Eiendel(er) som er ordinære aksjer:** Ordinære aksjers resultater er avhengig av makroøkonomiske faktorer, som rente- og kursnivåer i kapitalmarkedene, valutautvikling og politiske faktorer, samt selskapsespesifikke faktorer som fortjeneste, markedsposisjon, risikosituasjon, aksjonærstruktur og utbyttepolitikk. Enhver relevant aksjeutsteder kan treffe tiltak uten å ta hensyn til interessene til noen av Verdipapirenes eiere, hvilket kan ha en negativ virkning på Verdipapirenes verdi.
- **Beskatningsrisikoer:** Nivået og grunnlaget for beskatning av Verdipapirene og eventuelle fritak fra slik beskatning vil avhenge av dine individuelle omstendigheter og kan endres når som helst i løpet av Verdipapirenes løpetid. Dette kan ha negative konsekvenser for deg, og du bør derfor rådføre deg med dine egne skatterådgivere om de skattemessige konsekvensene for deg av transaksjoner som involverer Verdipapirene.
- **Potensielle interessekonflikter:** Det kan foreligge interessekonflikter der Barclays Bank PLC eller dens nærstående: (i) opptrer i flere roller med hensyn til Verdipapirene (f.eks. som utsteder, tilrettelegger og fastsettelsesagent), (ii) inngår sikringstransaksjoner for å dekke Utsteders eksponering mot de relevante kontantbeløpene som skal betales eller eiendelene som skal leveres i henhold til Verdipapirene når disse forfaller, og (iii) bruker prisbidrag fra sine meglerbord som en prisingskilde for en Underliggende Eiendel. I lys av slike konflikter vil ikke nødvendigvis handlingene eller fastsettelsene foretatt av Barclays Bank PLC i tilknytning til Verdipapirene alltid være i eiernes beste interesse. I tillegg til sikringstransaksjoner vil Barclays Bank PLC kunne handle i Underliggende Eiendel(er) som ledd i sin ordinære virksomhet. Slik handel kan påvirke Underliggende Eiendel(er)s markedslurs, hvilket igjen kan ha vesentlig negativ innvirkning på dine Verdipapirers verdi og avkastning.

NØKKELINFORMASJON OM OFFENTLIG TILBUD OM TEGNING AV VERDIPAPIRER OG/ELLER NOTERING PÅ ET REGULERT MARKED

På hvilke vilkår og etter hvilken tidsplan kan jeg investere i disse Verdipapirene?

Tilbudsvilkårene

Vilkårene for ethvert offentlig tilbud om tegning av Verdipapirer kan fastsettes ved avtale mellom Utsteder og Autorisert Tilbyder på tidspunktet for hver emisjon.

Verdipapirene tilbys for tegning i Norge i perioden fra (og med) 4. juli 2023 til (og med) 1. september 2023 ("**Tilbudsperioden**"), og tilbudet er underlagt følgende vilkår:

- Tilbudskurs: Emisjonskurs
- Betingelser for gjennomføring av tilbudet: Utsteder forbeholder seg retten til å trekke tilbake tilbudet om Verdipapirer når som helst før utløpet av Tilbudsperioden. Etter tilbaketrekking av tilbudet skal, dersom noen tegningsanmodning er inngitt av noen potensiell investor, hver slik potensiell investor ikke ha rett til å tegne eller på annen måte erverve Verdipapirene, og eventuelle tegningsanmodninger vil automatisk bli avslått og eventuelle tegningsbeløp vil bli refundert av Autorisert Tilbyder til personene som har inngitt tegningsanmodning, i samsvar med Autorisert Tilbyders vanlige rutiner.
- Beskrivelse av tegningsprosessen: Et tilbud om tegning av Verdipapirene kan fremsettes av Tilrettelegger eller Autorisert Tilbyder på annen måte enn i henhold til EUs prospektforordnings artikkel 1(4) i Norge ("**Offentlig Tilbudsjurisdiksjon**") i Tilbudsperioden. Anmodning om tegning av Verdipapirene kan inngis i Offentlig Tilbudsjurisdiksjon gjennom Autorisert Tilbyder i Tilbudsperioden. Verdipapirene vil bli tildelt i Offentlig Tilbudsjurisdiksjon av Autorisert Tilbyder. Distribusjon vil skje i samsvar med Autorisert Tilbyders vanlige rutiner, som vil bli meddelt investorene av Autorisert Tilbyder.
- Nærmere opplysninger om minste- og/eller maksimalbeløpet for tegningsanmodning: Minste- og maksimalbeløpet for tegningsanmodning fra Autorisert Tilbyder vil bli meddelt investorene av Autorisert Tilbyder.
- Beskrivelse av muligheten for å redusere tegninger og hvordan overskytende beløp som er innbetalt av personer som har inngitt tegningsanmodning skal refunderes: Ikke relevant
- Nærmere opplysninger om hvordan og innen hvilke frister betaling av tegningsbeløp og levering av Verdipapirene skal finne sted: Investorer vil bli underrettet av Autorisert Tilbyder om deres tildelinger av Verdipapirer og oppgjørsopplegget for disse.
- Hvordan og på hvilken dato resultatene av tilbudet skal offentliggjøres: Investorer vil bli underrettet av Autorisert Tilbyder om deres tildelinger av Verdipapirer og oppgjørsopplegget for disse.
- Prosedyre for utøvelse av forkjøpsrett, tegningsretters omsettelighet og behandling av tegningsretter som ikke utøves: Ikke relevant.
- Kategorier av eiere som Verdipapirene tilbys til, og hvorvidt Transje(r) er reservert for visse land: Tilbud kan fremsettes gjennom Autorisert Tilbyder i Offentlig Tilbudsjurisdiksjon til enhver person. Tilbud (hvis noe) i andre EØS-land vil kun bli fremsatt gjennom Autorisert Tilbyder i henhold til et unntak fra plikten til å offentliggjøre et prospekt i henhold til prospektforordningen.
- Prosess for underretning til personer som har inngitt tegningsanmodning om det tildelte beløpet og angivelse av om omsetning kan påbegynnes før underretning er gitt: Personer som har inngitt tegningsanmodning vil bli underrettet direkte av Autorisert Tilbyder om hvorvidt deres tegningsanmodning er innvilget. Ingen omsetning av Verdipapirene kan finne sted før Emisjonsdato.
- Navn og adresse(r), i den utstrekning dette er kjent for Utsteder, på personene som foretar tildeling i de ulike landene tilbudet fremsettes i: Autorisert Tilbyder

Emisjonens og/eller tilbudets anslåtte totalutgifter, inkludert utgifter som utsteder/tilbyder belaster investorene med

Emisjonens og/eller tilbudets anslåtte totalutgifter utgjør 9,50 % av Emisjonskurs.

Utsteder vil ikke belaste eiere med noen utgift i forbindelse med emisjon av Verdipapirer. Tilbydere kan imidlertid belaste eiere med utgifter. Slike utgifter (hvis noen) vil bli fastsatt etter avtale mellom tilbyder og eierne på tidspunktet for hver emisjon.

Hvem er tilbyder og/eller personen som søker om notering?

Utsteder er enheten som tilbyr og søker om notering av Verdipapirene.

Se også punktet "Autorisert(e) Tilbyder(e)" ovenfor.

Hvorfor utarbeides Prospektet?

Anslått nettoproveny og bruk av nettoproveny

Nettoprovenyet fra hver emisjon av Verdipapirer vil bli brukt av Utsteder til dens generelle selskapsformål, som inkluderer å oppnå fortjeneste og/eller sikre visse risikoer.

Anslått nettoproveny er 100 % av emisjonsbeløpet.

Bindende tegningsgaranti

Tilbudet om tegning av Verdipapirene er ikke gjenstand for noen bindende tegningsgaranti.

Beskrivelse av eventuelle interesser av vesentlig betydning for emisjonen/tilbudet, herunder interessekonflikter

Autorisert Tilbyder kan motta honorarer i forbindelse med tilbudet om tegning av Verdipapirer. Potensielle interessekonflikter kan eksistere mellom Utsteder, Fastsettelsesagent, Autorisert Tilbyder eller deres nærstående (som kan ha interesser i transaksjoner i derivater knyttet til Underliggende Eiendel som kan, men ikke er ment å, ha en negativ innvirkning på Verdipapirenes markedskurs, likviditet eller verdi) og eiere.

Autorisert Tilbyder vil motta en samlet provisjon på lik ikke mer enn 6,00 % av Emisjonskurs. Enhver Autorisert Tilbyder og dens nærstående kan foreta, og kan i fremtiden foreta, sikringstransaksjoner med hensyn til Underliggende Eiendeler..