

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.

Neither the Base Prospectus nor these Final Terms or any other offering or marketing material relating to the Securities constitute a prospectus pursuant to the FinSA, and such documents may not be publicly distributed or otherwise made publicly available in Switzerland, unless the requirements of FinSA for such public distribution are complied with.

The Securities documented in these Final Terms are not being offered, sold or advertised, directly or indirectly, in Switzerland to retail clients (*Privatkundinnen und-kunden*) within the meaning of FinSA ("**Retail Clients**"). Neither these Final Terms nor any offering materials relating to the Securities may be available to Retail Clients in or from Switzerland. The offering of the Securities directly or indirectly, in Switzerland is only made by way of private placement by addressing the Securities (a) solely at investors classified as professional clients (*professionelle Kunden*) or institutional clients (*institutionelle Kunden*) within the meaning of FinSA ("**Professional or Institutional Clients**"), (b) at fewer than 500 Retail Clients, and/or (c) at investors acquiring securities to the value of at least CHF 100,000.

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 June 2030 under the Global Structured Securities Programme (the "Securities")
Issue Price: 105.00 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 implemented in the UK (or local equivalent, for example TLAC).

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 3 April 2024 as supplemented on 19 August 2024 and the Securities Note relating to the GSSP EU Base Prospectus dated 12 April 2024, as supplemented on 14 June 2024 and 31 October 2024) 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 these Amended and Restated Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to these Amended and Restated Final Terms.

The Base Prospectus, 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>.

These Notes are FinSA Exempt Securities as defined in the Base Prospectus.

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 17 December 2024

(replacing the Final Terms dated 7 November 2024)

PART A – CONTRACTUAL TERMS

Provisions relating to the Securities

1. (a) Series: NX00429705
(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: 105.00 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 5.72 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: 19 December 2024
9. Scheduled Settlement Date: 19 June 2030, subject to adjustment in accordance with the Business Day Convention
10. Type of Security: Index Linked Securities
11. Relevant Annex(es) which apply to the Securities: Equity Linked 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) or Automatic Settlement (Autocall) (bearish) or Automatic Settlement (Autocall) (range): Not Applicable
 General Condition 14 (*Automatic Settlement (Autocall)*)

Provisions relating to Optional Early Settlement Event

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: General Condition 16 (*Final Settlement*) Supertracker
- (b) Settlement Method: Cash
- (c) Additional OTM Call: Not Applicable
- (d) Protection Level: 100.00 per cent.
- (e) Participation_(Settlement): 144.00 per cent.¹
- (f) Downside FX Conversion: Not Applicable
- (g) Upside FX Conversion: Not Applicable
- (h) Upper Strike Percentage: 100.00 per cent.
- (i) Cap_(Settlement): Not Applicable
- (j) Floor: 0.00 per cent.
- (k) Downside: Not Applicable

Provisions relating to the Underlying Asset(s)

19. Underlying Asset(s): A "**Basket**" comprising the following:
 Underlying Asset 1 is OMX Stockholm 30 Index.
 Underlying Asset 2 is OBX Price Index.
 Underlying Asset 3 is OMX Helsinki 25 Index.
 Underlying Asset 4 is OMX Copenhagen 25 Index.
- (a) Initial Valuation Date: 9 December 2024

¹ Amended by the Amended and Restated Final Terms dated 17 December 2024.

- (b) Index: Each Index set out in Table 1 below in the column entitled 'Index'.
- (i) Exchange(s): Each Exchange set out in Table 1 below in the column entitled 'Exchange'.
- (ii) Related Exchange(s): Each Related Exchange set out in Table 1 below in the column entitled 'Related Exchange'.
- (iii) Underlying Asset Currency: Each Underlying Asset Currency set out in Table 1 below in the column entitled 'Underlying Asset Currency'.
- (iv) Bloomberg Screen(s): Each Bloomberg Screen set out in Table 1 below in the column entitled 'Bloomberg Screen'.
- (v) Refinitiv Screen(s): Not Applicable
- (vi) Index Sponsor(s): Each Index Sponsor set out in Table 1 below in the column entitled 'Index Sponsor'.
- (vii) Weight(s): Each Weight set out in Table 1 below in the column entitled 'Weight'.
- (viii) Pre-nominated Index: Not Applicable
- (ix) Scheduled Trading Days: As defined as per the Equity Linked Annex
- (x) Elections in respect of the Fund Component Linked Conditions: Not Applicable
- (xi) Decrement Adjustment Level: Not Applicable

Table 1

i	Index	Underlying Asset Currency	Bloomberg Screen	Exchange	Related Exchange	Index Sponsor	Weight
1	OMX Stockholm 30 Index	SEK	OMX	Multi-exchange	All Exchanges	Nasdaq OMX	25%
2	OBX Price Index	NOK	OBXP	Multi-exchange	All Exchanges	Euronext	25%
3	OMX Helsinki 25 Index	EUR	HEX25	Multi-exchange	All Exchanges	Nasdaq OMX	25%
4	OMX Copenhagen 25 Index	DKK	OMXC25	Multi-exchange	All Exchanges	Nasdaq OMX	25%

20. (a) Initial Price_(Settlement): Relevant Price: Closing Price

- (i) Averaging-in: Applicable
Averaging-in Dates: 9 December 2024, 9 January 2025, 10 February 2025, 10 March 2025.
- (ii) Min Lookback-in: Not Applicable
- (iii) Max Lookback-in: Not Applicable

	(b) Initial Valuation Date:	Not Applicable
21.	(a) Final Valuation Price:	As defined in the General Conditions
	(i) Averaging-out:	Applicable
		Averaging-out Dates: 11 June 2029, 11 July 2029, 13 August 2029, 11 September 2029, 11 October 2029, 12 November 2029, 11 December 2029, 11 January 2030, 11 February 2030, 11 March 2030, 11 April 2030, 13 May 2030, 11 June 2030.
	(ii) Min Lookback-out:	Not Applicable
	(iii) Max Lookback-out:	Not Applicable
	(b) Final Valuation Date:	Not Applicable
22.	Interim Valuation Price:	Not Applicable

Provisions relating to disruption events

23.	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Equity Linked Condition 3 (<i>Consequences of Disrupted Days</i>)	Postponement
24.	Additional Disruption Events: General Condition 43.1 (<i>Definitions</i>)	
	(a) Change in Law:	Applicable as per General Condition 43.1 (<i>Definitions</i>)
	(b) Currency Disruption Event:	Applicable as per General Condition 43.1 (<i>Definitions</i>)
	(c) Hedging Disruption:	Applicable as per General Condition 43.1 (<i>Definitions</i>)
	(d) Issuer Tax Event:	Applicable as per General Condition 43.1 (<i>Definitions</i>)
	(e) Extraordinary Market Disruption:	Applicable as per General Condition 43.1 (<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
25.	Unlawfulness and Impracticability:	Limb (b) of Condition 32 of the General Conditions: Applicable
26.	Early Cash Settlement Amount:	Market Value
27.	Early Settlement Notice Period Number:	As specified in General Condition 43.1 (<i>Definitions</i>)
28.	Unwind Costs:	Applicable
29.	Settlement Expenses:	Not Applicable
30.	Local Jurisdiction Taxes and Expenses:	Applicable

General provisions

31.	Form of Securities:	Uncertificated Securities in dematerialised book-entry form registered with Euronext VPS. TEFRA: Not Applicable
32.	Trade Date:	4 December 2024
33.	Taxation Gross Up:	Applicable
34.	871(m) Securities:	The Issuer has determined that the Securities (without regard to any other transactions) should not be subject to U.S. withholding tax under Section 871(m) of the U.S. Internal Revenue Code of 1986, as amended, and regulations promulgated thereunder.
35.	(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
36.	Business Day:	As specified in General Condition 43.1 (<i>Definitions</i>).
37.	Business Day Convention:	Modified Following, subject to adjustment for Unscheduled Business Day Holiday
38.	Determination Agent:	Barclays Bank PLC
39.	Registrar:	Not Applicable
40.	Transfer Agent:	Not Applicable
41.	(a) Name 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
42.	Registration Agent:	Not Applicable

43. Governing Law: English law
44. Relevant Benchmarks:
- Amounts payable under the Securities are calculated by reference to OMX Stockholm 30 Index, which is provided by Nasdaq OMX (the "**Administrator**"). As at the date of the Final Terms, the Administrator appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to Article 36 of Regulation (EU) 2016/1011 (as amended, the "**EU Benchmarks Regulation**").
- Amounts payable under the Securities are calculated by reference to OBX Price Index, which is provided by Euronext (the "**Administrator**"). As at the date of the Final Terms, the Administrator appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to Article 36 of Regulation (EU) 2016/1011 (as amended, the "**EU Benchmarks Regulation**").
- Amounts payable under the Securities are calculated by reference to OMX Helsinki 25 Index, which is provided by Nasdaq OMX (the "**Administrator**"). As at the date of the Final Terms, the Administrator appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to Article 36 of Regulation (EU) 2016/1011 (as amended, the "**EU Benchmarks Regulation**").
- Amounts payable under the Securities are calculated by reference to OMX Copenhagen 25 Index, which is provided by Nasdaq OMX (the "**Administrator**"). As at the date of the Final Terms, the Administrator appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to Article 36 of Regulation (EU) 2016/1011 (as amended, the "**EU Benchmarks Regulation**").

BARCLAYS BANK PLC

By: 

Name: Kim BERG

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 25,000
- (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 105,000,000
- (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 ASSETS, AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSETS

Details of the past and future performance and volatility of the Underlying Assets may be obtained from Bloomberg Screen: In respect of each Index, as specified in Table 1 in the column entitled “Bloomberg Screen”.

Index Disclaimers: See the Schedule hereto.

6. POST ISSUANCE INFORMATION

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

7. OPERATIONAL INFORMATION

- (a) ISIN: NO0013389486
- (b) Relevant Clearing System(s) and the relevant identification number(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 (SEB) (“**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.

8. TERMS AND CONDITIONS OF THE OFFER

8.1 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/fixed-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 "**Public Offer Jurisdictions(s)**"): Norway
- (d) Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s) (the "**Offer Period**"): From (and including) 7 November 2024 to (and including) 29 November 2024, can be closed earlier or extended at discretion of the Issuer due to market circumstances.
- (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.
- T (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
LEI: 549300SUPDLSXO6YWJ42

SCHEDULE - INDEX DISCLAIMERS

OMX STOCKHOLM 30 INDEX (the "Index")

These Securities are not in any way sponsored, endorsed, sold or promoted by OMX AB (publ) ("**OMX**") and OMX makes no warranty or representation whatsoever, express or implied, either as to the results to be obtained from the use of the Index and/or the figure at which the said Index stands at any particular time on any particular day or otherwise. The Index is compiled and calculated solely by an index calculator on behalf of OMX. However, neither OMX nor the index calculator shall be liable (whether in negligence or otherwise) to any person for any error in the Index and neither OMX nor the index calculator shall be under any obligation to advise any person of any error therein.

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OMX HELSINKI 25 INDEX (the "Index")

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OMX COPENHAGEN 25 INDEX (the "Index")

These Securities are not in any way sponsored, endorsed, sold or promoted by OMX AB (publ) ("**OMX**") and OMX makes no warranty or representation whatsoever, express or implied, either as to the results to be obtained from the use of the Index and/or the figure at which the said Index stands at any particular time on any particular day or otherwise. The Index is compiled and calculated solely by an index calculator on behalf of OMX. However, neither OMX nor the index calculator shall be liable (whether in negligence or otherwise) to any person for any error in the Index and neither OMX nor the index calculator shall be under any obligation to advise any person of any error therein.

All rights to the trademarks OMX™ and OMX COPENHAGEN 25 INDEX™ index are vested in OMX and are used under licence from OMX.

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 June 2030 pursuant to the Global Structured Securities Programme (ISIN: NO0013389486) (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 12 April 2024 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 a 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 2023 and 31 December 2022 from the annual consolidated financial statements of the Issuer for the years ended 31 December 2023 and 2022 (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 2024 and 30 June 2023 was derived from the unaudited condensed consolidated interim financial statements of the Issuer in respect of the six months ended 30 June 2024 (the "Interim Results Announcement"). Certain of the comparative financial metrics included in the table below for the six months ended 30 June 2023 were restated in the Interim Results Announcement.

Consolidated Income Statement				
	As at 30 June (unaudited)		As at 31 December	
	2024	2023	2023	2022
	<i>(£m)</i>		<i>(£m)</i>	
Net interest income.....	3,115	3,120	6,653	5,398
Net fee and commission income.....	3,248	2,806	5,461	5,426

Credit impairment charges /(releases)	(831)	(688)	(1,578)	(933)
Net trading income	3,302	3,853	5,980	7,624
Profit before tax.....	2,677	3,132	4,223	4,867
Profit after tax	2,157	2,607	3,561	4,382

Consolidated Balance Sheet

	As at 30 June (unaudited)		As at 31 December	
	2024	2023	2022	
	(£m)	(£m)		
Total assets	1,283,964	1,185,166	1,203,537	
Debt securities in issue	43,078	45,653	60,012	
Subordinated liabilities	37,849	35,903	38,253	
Loans and advances at amortised cost	190,572	185,247	182,507	
Deposits at amortised cost	324,012	301,798	291,579	
Total equity	59,110	60,504	58,953	

Certain Ratios from the Financial Statements

	As at 30 June (unaudited)		As at 31 December	
	2024	2023	2022	
	(%)	(%)		
Common Equity Tier 1 capital ^{1,2}	11.7	12.1	12.7	
Total regulatory capital	18.6	19.2	20.8	
UK leverage ratio (sub-consolidated) ³	5.6	6.0		

¹ Barclays Bank PLC's capital and RWAs are regulated by the Prudential Regulation Authority (PRA) on a solo-consolidated basis. The disclosure above provides a capital metric for Barclays Bank PLC solo-consolidated.

²The CET1 ratio is calculated applying the IFRS 9 transitional arrangements under Regulation (EU) No 575/2013 (the Capital Requirements Regulation), as amended, as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended (UK CRR).

³ Leverage minimum requirements for Barclays Bank PLC are set at sub-consolidated level and as a result, the leverage disclosure above is for Barclays Bank PLC sub-consolidated.

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 interest rate changes on the Barclays Bank Group's profitability; (iii) the competitive environments of the banking and financial services industry; (iv) the regulatory change agenda and impact on business model; (v) the impact of benchmark interest rate reforms on the Barclays Bank Group; and (vi) change delivery and execution risks.
- **Climate risk:** Climate risk is the impact on financial (credit, market, treasury and capital) and operational risks arising from climate change through physical risks and risks associated with transitioning to a lower carbon economy.
- **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 changes 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) capital risk – the risk that the Barclays Bank Group has an insufficient level or composition of capital to support its normal business activities and to meet its regulatory capital requirements under normal operating environments and stressed conditions; (2) liquidity risk – the risk that the Barclays Bank Group is unable to meet its contractual or contingent obligations or that it does not have the appropriate amount of stable funding and liquidity to support its assets, which may also be impacted by credit rating changes; 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.

Compliance, reputation and legal risks and legal, competition and regulatory matters: Compliance 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 (conduct risk) and the risk to Barclays, its clients, customers or markets from a failure to comply with the Laws, Rules and Regulations applicable to the firm. 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, rules 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 applicable laws, rules, regulations or contractual requirements or to assert or defend their intellectual property rights. Legal risk may arise in relation to any number of the material existing and emerging risks summarised above.

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: NX00429705, Tranche number: 1; ISIN: NO0013389486.

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 Krone ("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 105.00% of the Specified Denomination.

The issue date is 19 December 2024 (the "Issue Date"). Subject to early termination, the Securities are scheduled to redeem on 19 June 2030 (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 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.

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 Assets _(Final Settlement)	Type	Initial Price _(Settlement)	Averaging-in Dates
OMX Stockholm 30 Index	Index	The arithmetic average of the closing level of such Underlying Asset on each of the Averaging-in Dates as determined by the Determination Agent.	9 December 2024, 9 January 2025, 10 February 2025, 10 March 2025.
OBX Price Index	Index	The arithmetic average of the closing level of such Underlying Asset on each of the Averaging-in Dates as determined by the Determination Agent.	9 December 2024, 9 January 2025, 10 February 2025, 10 March 2025.
OMX Helsinki 25 Index	Index	The arithmetic average of the closing level of such Underlying Asset on each of the Averaging-in Dates as determined by the Determination Agent.	9 December 2024, 9 January 2025, 10 February 2025, 10 March 2025.
OMX Copenhagen 25 Index	Index	The arithmetic average of the closing level of such Underlying Asset on each of the Averaging-in Dates as determined by the Determination Agent.	9 December 2024, 9 January 2025, 10 February 2025, 10 March 2025.

For the purposes of determining the Final Cash Settlement Amount, Underlying Assets shall mean the Underlying Assets_(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 100.00%) multiplied by the Calculation Amount;

PLUS

- (ii) if:
- (a) the Final Performance is greater than or equal to the Upper Strike Percentage (being 100.00%), an amount equal to the product of the Calculation Amount and the greater of (I) the Floor (being 0.00%) and (II) the Participation_(Settlement) (being: $144.00\%^2$), multiplied by the amount equal to the Final Performance *minus* the Upper Strike Percentage (being 110.00%); or
- (b) otherwise, zero.

"Final Performance" means the sum of each Weighted Final Asset Performance_(Settlement).

² Amended by the Amended and Restated Final Terms dated 17 December 2024.

"Final Valuation Date" means 11 June 2030, 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 11 June 2029, 11 July 2029, 13 August 2029, 11 September 2029, 11 October 2029, 12 November 2029, 11 December 2029, 11 January 2030, 11 February 2030, 11 March 2030, 11 April 2030, 13 May 2030, 11 June 2030.

"Weight" means, in respect of an Underlying Asset, respectively:

i	Underlying Asset (Index)	Weight
1	OMX Stockholm 30 Index	25.00%
2	OBX Price Index	25.00%
3	OMX Helsinki 25 Index	25.00%
4	OMX Copenhagen 25 Index	25.00%

"Weighted Final Asset Performance" means, in respect of an Underlying Asset and the Final Valuation Date, the Weight of such Underlying Asset multiplied by the Final Valuation Price and divided by the Initial Price_(Settlement) of such Underlying Asset.

Status of the Securities

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

Description of restrictions on free transferability of the Securities

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

Where will the Securities be traded?

Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the regulated market of 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:** Investors are exposed to the credit risk of Barclays Bank PLC. As the Securities do not constitute a deposit and are not insured or guaranteed by any government or agency or under the UK Government credit guarantee scheme, all payments or deliveries to be made by Barclays Bank PLC as Issuer under the Securities are subject to its financial position and its ability to meet its obligations. The Securities constitute unsubordinated and unsecured obligations of the Issuer and rank *pari passu* with each and all other current and future unsubordinated and unsecured obligations of the Issuer. 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 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 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 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 equity indices:** Equity indices are composed of a synthetic portfolio of shares and provide investment diversification opportunities, but will be subject to the risk of fluctuations in both equity prices and the value and volatility of the relevant equity index. The Securities are linked to equity indices, and as such may not participate in dividends or any other distributions paid on the shares which make up such indices. Accordingly, you may receive a lower return on the Securities than you would have received if you had invested directly in those shares. The index sponsor can add, delete or substitute the components of an equity index at its discretion, and may also alter the methodology used to calculate the level of such index. These events may have a detrimental impact on the level of that index, which in turn could have a negative impact on the value of and return on the Securities.
- **Certain specific information in relation to the Securities is not known at the beginning of an offer period:** The terms and conditions of your Securities only provide an indicative amount. The actual amounts will be determined based on market conditions by the Issuer on or around the end of the offer period. There is a risk that the indicative amounts will not be same as the actual amount, in which case, the return on your Securities may be materially different from the expected return based on the indicative amount.
- **The Underlying Asset(s) are 'benchmarks' for the purposes of the EU Benchmarks Regulation (Regulation (EU) 2016/1011, as amended):** Pursuant to the EU Benchmarks Regulation, an Underlying Asset may not be used in certain ways by an EU supervised entity after 31 December 2025 if its administrator does not obtain authorisation or registration (or, if a non-EU entity, does not satisfy the "equivalence" conditions and is not "recognised" pending an equivalence decision or is not "endorsed" by an EU supervised entity). If this happens, a disruption event will occur and the Securities may be early redeemed. Further, the methodology or other terms of an Underlying Asset could be changed in order to comply with the requirements of the EU Benchmarks Regulation, and such changes could reduce or increase the level or affect the volatility of the published level of such Underlying Asset, which may in turn lead to adjustments to the terms of the Securities or early redemption.
- **Taxation risks:** The levels and basis of taxation on the Securities and any reliefs for such taxation will depend on your individual circumstances and could change at any time over the life of the Securities. This could have adverse consequences for you and you should therefore consult your own tax advisers as to the tax consequences to you of transactions involving the Securities.

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

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

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 (and including) 7 November 2024 to (and including) 29 November 2024 (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 Barclays Bank PLC ("**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 8.10% 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?

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

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

Why is the Prospectus being produced?

Use and estimated net amount of proceeds

The net proceeds from each issue of Securities will be applied by the Issuer for its general corporate purposes, which include making a profit and/or hedging certain risks.

The estimated net proceeds are 105.00% 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 5.72% 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 juni 2030 i henhold til globalt strukturert verdipapirprogram (ISIN: NO0013389486) ("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 12. april 2024 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 global forretnings- og investeringsbank. Konsernet består av Barclays PLC sammen med dets datterselskaper, inkludert Utsteder. Utsteders hovedvirksomhet er å tilby produkter og tjenester tilpasset større bedrifts-, engros og internasjonale bankkunder.

Begrepet "**Konsernet**" betyr Barclays PLC og dets datterselskaper. Begrepet "**Barclays Bank Konsernet**" betyr Barclays Bank PLC og dets datterselskaper.

Utsteders hovedaksjonærer

Barclays PLC er reell eier av Barclay Bank PLCs utstedte ordinære aksjekapital. Barclays PLC er det ultimate morselskapet i Konsernet.

Identiteten til nøkkelpersoner i Utsteders ledelse

Nøkkelpersoner i Utsteders ledelse er C.S. Venkatakrishnan (Chief Executive Officer 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 and Wales), 15 Canada Square, London E14 5GL, Storbritannia.

Hva er den viktigste regnskapsinformasjonen om Utsteder?

Utsteder har hentet den utvalgte konsernregnskapsinformasjonen i tabellen nedenfor for regnskapsårene som ble avsluttet 31. desember 2023 og 31. desember 2022 fra Utsteders konsernårsregnskap for regnskapsårene 2023 og 2022 ("**Regnskapene**"). Regnskapene er revidert uten anmerkning fra KPMG. Den utvalgte regnskapsinformasjonen i tabellen nedenfor for de seks månedene som ble avsluttet 30. juni 2024 og 30. juni 2023 er hentet fra Utsteders ureviderte og forkortede konserndelårsregnskap for de seks månedene som ble avsluttet 30. juni 2024 ("**Kunngjort Delårsregnskap**"). Enkelte av de sammenlignende regnskapsparametrene i tabellen nedenfor for de seks månedene som ble avsluttet 30. juni 2023 ble endret i Kunngjort Delårsregnskap.

	Konsernresultatregnskap			
	Per 30. juni (urevidert)		Per 31. desember	
	2024	2023	2023	2022
	<i>(GBP mill.)</i>		<i>(GBP mill.)</i>	
Netto renteinntekter	3 155	3 120	6 653	5 398
Netto gebyr- og provisjonsinntekter.....	3 248	2 806	5 461	5 426

Avsetning til tap på fordringer.....	(831)	(688)	(1 578)	(933)
Netto handelsinntekter.....	3 302	3 853	5 980	7 624
Resultat før skatt.....	2 677	3 132	4 223	4 867
Resultat etter skatt.....	2 157	2 607	3 561	4 382
Konsernbalanse				
	Per 30. juni (urevidert)		Per 31. desember	
	2024	2023	2022	
	<i>(GBP mill.)</i>		<i>(GBP mill.)</i>	
Sum eiendeler.....	1 283 964	1 185 166	1 203 537	
Utstedte gjeldspapirer.....	43 078	45 653	60 012	
Ansvarlig lånekapital.....	37 849	35 903	38 253	
Lån og fordringer til amortisert kostnad.....	190 572	185 247	182 507	
Innskudd til amortisert kostnad.....	324 012	301 798	291 579	
Sum egenkapital.....	59 110	60 504	58 953	
Visse forholdstill fra Regnskapene				
	Per 30. juni (urevidert)		Per 31. desember	
	2023	2023	2022	
	<i>(%)</i>		<i>(%)</i>	
Ren kjernekapital ^{1, 2}	11,7	12,1	12,7	
Sum regulatorisk kapital.....	18,6	19,2	20,8	
UK-gjeldsgrad (underkonsolidert nivå) ³	5,6	6,0	-	
<p>¹Barclays Bank PLC sin kapital, RWA og gjeldsgrad er regulert av den britiske tilsynsmyndigheten Prudential Regulation Authority (PRA) på solo-konsolidert basis. Informasjonen ovenfor gir et kapitalmål for Barclays Bank PLC på et solo-konsolidert nivå.</p> <p>²Ren kjernekapitalandel (CET1 ratio) er beregnet ved bruk av IFRS 9-overgangsordninger i forordning (EU) nr. 648/2012 (<i>Capital Requirements Regulation</i>), slik denne er endret. Dette fordi forordningen er del av britisk lov i medhold av European Union (Withdrawal) Act 2018, slik denne er endret (<i>UK CRR</i>).</p> <p>³Minstekrav med hensyn til gjeldsgrad for Barclays Bank PLC ble fastsatt på underkonsolidert nivå. Som en konsekvens er informasjonen om gjeldsgrad ovenfor på et underkonsolidert nivå.</p>				

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 rentendringer på Barclays Bank Konsernets lønnsomhet, (iii) konkurransesituasjonen i bank- og finansnæringen, (iv) den regulatoriske endringsagendaen og dens innvirkning på forretningsmodellen, (v) virkningen av referanserentereformer på Barclays Bank Konsernet og (vi) endringer i leverings- og gjennomføringsrisiko.
- **Klimarisiko:** Klimarisiko er innvirkningen på finansielle (kreditt, marked, finans og kapital) og operasjonelle risikoer som oppstår som følge av klimaendringer, gjennom fysiske risikoer og risikoer knyttet til overgangen til en økonomi med lavere karbonavtrykk.
- **Kreditt- og markedsrisiko:** Kredittisiko er risikoen for tap for 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.
- **Likviditets- og kapitalrisiko og risikoen for at Utsteder og Barclays Bank Konsernet underlegges betydelige krisehåndteringsbeføyelser:** De tre hovedtypene likviditets- og kapitalrisiko Barclays Bank Konsernet står overfor er (1) kapitalrisiko – risikoen for at Barclays Bank Konsernets kapitalnivå og/eller kapital sammensetning er utilstrekkelig for å støtte den normale forretningsvirksomheten og oppfylle regulatoriske kapitalkrav under normale driftsforhold og stressede forhold, (2) likviditetsrisiko – risikoen for at Barclays Bank Konsernet ikke er i stand til å oppfylle sine kontraktmessige eller betingede forpliktelser, eller at den ikke har tilstrekkelig stabil finansiering og likviditet til å oppbevare sine eiendeler, som også kan påvirkes av endringer i kredittvurderingen, og (3) renterisiko i bankvirksomheten – risikoen for at Barclays Bank Konsernet er eksponert for kapital- eller inntektssvingninger på grunn av manglende samsvar mellom renteeksponeringen i dens (ikke-handlede) eiendeler og gjeld. Det britiske krisehåndteringsregelverket i Banking Act av 2009, gir Bank of England (eller, under visse omstendigheter HM Treasury), i samråd med United Kingdom Prudential Regulation Authority, UK Financial Conduct Authority og HM Treasury, betydelige fullmakter til å iverksette ulike

krisehåndteringstiltak og stabiliseringsalternativer ovenfor en britisk bank eller et britisk verdipapirforetak og enkelte av slike banker/foretaks datterselskaper (som inkluderer utsteder og Barclays Bank Konsernet). Krisehåndteringstiltakene og stabiliseringsalternativer som kan benyttes inkluderer, men er ikke begrenset til, intern oppkapitaliseringsfullmakt ("**UK Bail-in Power**"), som gir Bank of England (eller enhver etterfølger, erstatning og/eller annen myndighet i Storbritannia som er gitt en slik fullmakt) (samlet "**Relevante Krisehåndteringsmyndigheter**") mulighet til å nedskrive visse krav fra usikrede kreditorer i en sviktende relevant enhet (og slik nedskrivning kan føre til at slike krav reduseres til null) og til å konvertere visse usikrede gjeldskrav til egenkapital eller andre eierinstrumenter) under omstendigheter der Relevant Krisehåndteringsmyndighet 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 potensialet for negative konsekvenser av beslutninger basert på feilaktige eller misbrukte modellresultater og -rapporter.
- **Etterlevels-, omdømme- og juridisk risiko, samt juridiske, konkurransemessige og regulatoriske forhold:** Etterlevelsrisiko er risikoen for skade på kunder, klienter, markedsintegritet, effektiv konkurranse eller Barclays Bank Konsernet som følge av utilbørlig levering av finansielle tjenester (atferdsrisiko), samt risikoen for at Barclays Bank Konsernet, dets klienter, kunder eller markeder skades som følge av manglende etterlevelse av lover, regler og forskrifter som gjelder for selskapet. Omdømmerisiko er risikoen for at en handling, transaksjon, investering, hendelse, beslutning eller forretningsforbindelse vil redusere tilliten til Barclays Bank Konsernet integritet og/eller kompetanse. Barclays Bank Konsernet driver virksomhet i et høyst regulert marked som utsetter Barclays Bank Konsernet for juridisk risiko som følge av (i) de mange lovene, reglene og forskriftene som gjelder for virksomhetene det driver, som er svært dynamiske, kan variere fra jurisdiksjon til jurisdiksjon og kan være uklare i sin anvendelse på bestemte forhold, særlig innen nye og fremvoksende områder, og (ii) Barclays Bank Konsernet virksomheters og forretningspraksis' diversifiserte og dynamiske karakter. I hvert tilfelle utsetter dette Barclays Bank Konsernet og dets ansatte for risiko for tap eller ileggelse av sanksjoner, erstatningsansvar eller bøter som følge av at medlemmer av Barclays Bank Konsernet ikke oppfyller lover, regler, forskrifter eller kontraktsfestede krav, eller ikke hevder eller forsvarer sine immaterielle rettigheter. Juridisk risiko kan oppstå i forbindelse med hvilke som helst av risikofaktorene oppsumert ovenfor.

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: NX00429705 , Transjenummer: 1, ISIN: NO0013389486.

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 ("**Oppgjørsvaluta**"). Verdipapirene er omsettelige til pålydende og angitt pålydende per Verdipapir er NOK 10 000. Emisjonsbeløpet er inntil NOK 100 000 000. Emisjonskurs er 105,00 % av Angitt Pålydende.

Emisjonsdato er 19. desember 2024 ("**Emisjonsdato**"). Med forbehold om førtidig oppsigelse er Verdipapirene planlagt å bli innløst 19. juni 2030 ("**Planlagt Oppgjørsdato**").

Rettigheter 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 Kontantoppgjørbeløp, men dersom Verdipapirene sies tidlig kan den potensielle avkastningen i stedet være i form av et Tidlig Kontantoppgjørbeløp.

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 avhjelpest innen 30 kalenderdager, eller, hva angår renter, ikke er betalt innen 14 kalenderdager etter forfallsdato), eller Utsteder er gjenstand for en avviklingsordre, vil Verdipapirene (med mindre, hva angår renter, Utsteder er forhindret fra å betale på grunn av en ufravikelig lovbestemmelse) umiddelbart forfalle til betaling etter varsel fra eieren.

Toppnivåer i rettigheter

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 Verdipapires relevante valuta, eller hvis den fastslår at en ulovlig eller umuliggjørende hendelse har inntruffet. I slike tilfeller vil investorene motta et "**Tidlig Kontantoppgjørbeløp**" lik Verdipapires markedsverdi før innløsning.

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).
- Verdipapires 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 Verdipapires 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 Verdipapires 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 Eiendeler (Endelig Oppgjør)	Type	Inngangskurs (Oppgjør)	Inngående Gjennomsnittsberegningsdatoene
OMX Stockholm 30 Index	Indeks	Det aritmetiske gjennomsnittet av slutt-nivå for denne Underliggende Eiendel for hver av Inngående Gjennomsnittsberegningsdatoene som fastsatt av Fastsettelsesagent.	9. desember 2024, 9. januar 2025, 10. februar 2025, 10. mars 2025
OBX Price Index	Indeks	Det aritmetiske gjennomsnittet av slutt-nivå for denne Underliggende Eiendel for hver av Inngående Gjennomsnittsberegningsdatoene som fastsatt av Fastsettelsesagent.	9. desember 2024, 9. januar 2025, 10. februar 2025, 10. mars 2025
OMX Helsinki 25 Index	Indeks	Det aritmetiske gjennomsnittet av slutt-nivå for denne Underliggende Eiendel for hver av Inngående Gjennomsnittsberegningsdatoene som fastsatt av Fastsettelsesagent.	9. desember 2024, 9. januar 2025, 10. februar 2025, 10. mars 2025
OMX Copenhagen 25 Index	Indeks	Det aritmetiske gjennomsnittet av slutt-nivå for denne Underliggende Eiendel for hver av Inngående Gjennomsnittsberegningsdatoene som fastsatt av Fastsettelsesagent.	9. desember 2024, 9. januar 2025, 10. februar 2025, 10. mars 2025

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 100,00 %) multiplisert med Beregningsbeløp,

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- (ii) hvis:

- (a) Endelig Resultat er høyere enn eller lik Øvre Innløsningsprosent (som er 100,00 %), et beløp som er lik produktet av Beregningsbeløp og det høyeste av (I) Bunnivå (som er 0,00 %) og (II) Deltakelse (Oppgjør) (som veiledende er 144,00 %³) multiplisert med beløpet som er lik Endelig Resultat minus Øvre Innløsningsprosent (som er 110,00 %), eller

³ Endret av de endrede og omarbeidede endelige vilkårene datert 17 Desember 2024.

(b) ellers null.

"**Endelig Resultat**" betyr summen av Vektet Endelig Eiendelsresultat.

"**Endelig Verdsattelsesdato**" betyr 11. juni 2030⁴., med forbehold om justering

"**Endelig Verdsattelseskurs**" betyr, med hensyn til en Underliggende Eiendel, det aritmetiske gjennomsnittet av slutt-nivå for Underliggende Eiendel for hver av: 11. juni 2029, 11. juli 2029, 13. august 2029, 11. september 2029, 11. oktober 2029, 12. november 2029, 11. desember 2029, 11. januar 2030, 11. februar 2029, 11. mars 2030, 11. april 2030, 13. mai 2030, 11. juni 2030.

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

i	Underliggende Eiendel (Indeks)	Vekt
1	OMX Stockholm 30 Index	25,00 %
2	OBX Price Index	25,00 %
3	OMX Helsinki 25 Index	25,00 %
4	OMX Copenhagen 25 Index	25,00 %

"**Vektet Endelig Eiendelsresultat**" betyr, med hensyn til en Underliggende Eiendel og den Endelige Verdsattelsesdatoen, vekten av en slik Underliggende Eiendel multiplisert med den Endelig Verdsattelseskurs og delt på den Inngangskurs(Oppgjør) for en slik Underliggende Eiendel.

Verdipapirenes status

Verdipapirene er direkte, ikke-ansvarlige og usikrede forpliktelser for Utsteder og har lik innbyrdes prioritet.

Beskrivelse av begrensninger i Verdipapirenes frie omsettelighet

Verdipapirene tilbys og selges utenfor USA til ikke-amerikanske personer i henhold til Regulation S under den amerikanske Securities Act og må etterleve overdragelsesrestriksjoner 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.

Hvor vil Verdipapirene omsettes?

Søknad forventes å bli inngitt av Utsteder (eller på vegne av Utsteder) om notering av Verdipapirene på det regulerte markedet NASDAQ Stockholm.

Hva er de viktigste risikoene som er spesifikke for Verdipapirene?

Verdipapirene er utsatt for følgende viktige risikoer:

- **Du kan tape deler av eller hele investeringen i Verdipapirene:** Investorer er eksponert for kredittrisikoen forbundet med Barclays Bank PLC. Siden Verdipapirene ikke utgjør noe innskudd og ikke er forsikret eller garantert av noen myndighet eller noe organ eller under britiske myndigheters kredittgarantiordning, er alle betalinger eller leveranser som skal foretas av Barclays Bank PLC som Utsteder under Verdipapirene betinget av dens økonomiske stilling og dens evne til å oppfylle sine forpliktelser. Verdipapirene utgjør ikke-ansvarlige og usikrede forpliktelser for Utsteder og er likestilt med hverandre og alle andre nåværende og fremtidige ikke-ansvarlige og usikrede forpliktelser for Utsteder. Verdipapirenes vilkår fastsetter ikke noen planlagt minimumsbetaling 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.
- **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.

Du er gjenstand for risikoer knyttet til fastsettelsen av beløpet som skal betales i henhold til Verdipapirene:

Beløpet som skal betales på Verdipapirene dine vil bli beregnet basert på en inngangskurs og sluttkurs som er et aritmetisk gjennomsnitt av gjeldende nivåer, kurser eller andre gjeldende verdier for Underliggende Eiendel(er) på angitte gjennomsnittsberegningsdatoer, i stedet for på én opprinnelig verdsattelsesdato eller endelig verdsattelsesdato. Dette betyr at hvis gjeldende Underliggende Eiendel(er)s nivå, kurs eller verdi endres dramatisk på en eller flere av gjennomsnittsberegningsdatoene, kan beløp som skal betales på Verdipapirene dine være betydelig lavere enn det/den ville ha

⁴ Endret av de endrede og omarbeidede endelige vilkårene datert 17 Desember 2024.

vært hvis beløp som skal betales hadde blitt beregnet med henvisning til en enkelt verdi på en opprinnelig verdsettelsesdato eller endelig verdsettelsesdato.

Beregningen av beløpet som skal betales avhenger av at Underliggende Eiendel(er)s nivå, verdi eller kurs når eller krysser en "grense" i løpet av en angitt periode eller angitte 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 grense, enn hvis den kommer nær grensen, men ikke henholdsvis når eller krysser denne, og i visse tilfeller vil du ikke nødvendigvis motta noen rente- eller kupongrentebetalinger og/eller kan du tape deler av eller hele investeringen.

Verdipapirene henviser til en kurv av Underliggende Eiendeler som hver for seg har unike risikoegenskaper. Hvis Underliggende Eiendeler er korrelert, kan det forventes at resultatene til Underliggende Eiendel(er) i kurven vil bevege seg i samme retning. Hvis en kurvs resultater gir en større "vekt" til en kurvkomponent enn til andre kurvkomponenter, vil kurvens resultater bli mer påvirket av endringer i verdien av denne bestemte kurvkomponenten enn en kurv som gir hver kurvkomponent lik vekt. Resultatene til kurvkomponentene kan modereres eller utlignes av hverandre. Dette betyr at selv om en eller flere komponenter har et positivt resultat, kan resultatet for kurven som helhet være negativt dersom resultatet for de andre komponentene er negativt i større grad.

- **Verdipapirene dine kan bli gjenstand for justeringer og tidlig innløsning:** I henhold til Verdipapirenes vilkår kan Fastsettelsesagent eller Utsteder, etter at det har oppstått visse forstyrrelseshendelser eller ekstraordinære hendelser vedrørende Utsteder, dens sikringsordninger, Underliggende Eiendel(er), beskatning eller Verdipapirenes relevante valuta, iverksette en rekke avhjelpende tiltak, herunder estimering av Underliggende Eiendelers 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.
- **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 eller utsettelse dette måtte innebære. Det kan oppstå visse oppgjørsforstyrrelseshendelser som kan begrense Utsteders evne til å foreta utbetalinger, og oppgjørsdato kan følgelig bli forsinket.
- **Visse spesifikke opplysninger om Verdipapirene er ikke kjent ved begynnelsen av en tilbudsperiode:** Verdipapirenes vilkår gir bare et veiledende beløp. Faktiske beløp vil bli fastsatt basert på markedsforholdene av Utsteder på eller rundt utgangen av tilbudsperioden. Det er en risiko for at veiledende beløp ikke vil være de samme som faktiske beløp, og i så fall kan avkastningen på Verdipapirene dine være vesentlig forskjellig fra forventet avkastning basert på veiledende beløp.
- **Risikoer knyttet til Underliggende Eiendel(er) som er aksjeindekser:** Aksjeindekser består av en syntetisk portefølje av aksjer og gir diversifiseringsmuligheter, men vil være gjenstand for risikoer for svingninger i både aksjekurser og verdien og volatiliteten til relevant aksjeindeks. Verdipapirene er knyttet til aksjeindekser, og kan som sådan ikke delta i utbytte eller andre utdelinger som betales på aksjene som inngår i slike indekser. Følgelig kan du motta en lavere avkastning på Verdipapirene enn du ville ha mottatt hvis du hadde investert direkte i disse aksjene. Indeksponsor kan legge til, slette eller erstatte komponentene i en aksjeindeks etter eget skjønn, og kan også endre metoden som brukes til å beregne nivået på en slik indeks. Disse hendelsene kan ha en negativ innvirkning på nivået på denne indeksen, noe som igjen kan ha en negativ innvirkning på Verdipapirenes verdi og avkastning.
- **Underliggende Eiendel(er) er "referanseverdier" som definert i EUs referanseverdiforordning (forordning (EU) 2016/1011, som endret):** I henhold til EUs referanseindeksforordning kan en Underliggende Eiendel ikke brukes på visse måter av en enhet under tilsyn i EU etter 31. desember 2023 dersom dens administrator ikke oppnår tillatelse eller registrering (eller, hvis det er en ikke-EU enhet, den ikke oppfyller vilkårene for "ekvivalens" og ikke er "anerkjent" i påvente av en ekvivalensbeslutning eller ikke er "godkjent" av en enhet under tilsyn i EU). Hvis dette skjer, vil en forstyrrelseshendelse inntreffe og Verdipapirene kan bli tidlig innløst. Videre kan metoden eller andre vilkår for en Underliggende Eiendel bli endret for å oppfylle kravene i EUs referanseindeksforordning, og slike endringer kan redusere eller øke denne Underliggende Eiendels nivå eller påvirke volatiliteten til dens offentliggjorte nivå, noe som igjen kan føre til justeringer av Verdipapirenes vilkår eller tidlig innløsning.
- **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.

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) 7. november 2024 til (og med) 29. november 2024 ("**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 Barclays Bank Ireland PLC («**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 er 8,10 % 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?

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

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

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 105,00 % 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 5,72 % av Emisjonskurs. Enhver Autorisert Tilbyder og dens nærstående kan foreta, og kan i fremtiden foreta, sikringstransaksjoner med hensyn til Underliggende Eiendeler.