

**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 Swiss Federal Act on Collective Investment Schemes ("**CISA**") and are neither subject to the authorisation nor the supervision by the Swiss Financial Market Supervisory Authority FINMA ("**FINMA**") and investors do not benefit from the specific investor protection provided under the CISA.

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

## AMENDED AND RESTATED FINAL TERMS



**BARCLAYS BANK PLC**

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

**Up to EUR 50,000,000 Securities due May 2027 under the Global Structured Securities Programme (the "Securities")  
Issue Price: 100.00 per cent**

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

This document constitutes the final terms of the Securities (the "**Final Terms**") described herein for the purposes of Article 8 of the EU Prospectus Regulation (as amended, the "**EU Prospectus Regulation**") and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Final Terms complete and should be read in conjunction with GSSP EU Base Prospectus which constitutes a base prospectus drawn up as separate documents (including the Registration Document dated 3 April 2024<sup>1</sup> and the Securities Note relating to the GSSP EU Base Prospectus dated 12 April 2024<sup>2</sup>) for the purposes of Article 8(6) of the EU Prospectus Regulation (the "**Base Prospectus**"), save in respect of the Terms and Conditions of the Securities which are extracted from the 2023 GSSP EU Base Prospectus dated 13 April 2023 (as supplemented on 26 September 2023, 17 October 2023, 16 November 2023 and on 13 December 2023) (the "**2023 GSSP EU Base Prospectus**") and which are incorporated by reference into the Base Prospectus.<sup>3</sup> Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to this Final Terms.

The Base Prospectus, and any supplements thereto, are available for viewing at <https://home.barclays/investor-relations/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-securities-prospectuses/#registrationdocument> and <https://home.barclays/investor-relations/structured-securities-prospectuses/#registrationdocumentsupplement>.

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

## **BARCLAYS**

### **Final Terms dated 2 April 2024**

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<sup>1</sup> Amended by the Second Amended and Restated Final Terms dated 20 May 2024.

<sup>2</sup> Amended by the Second Amended and Restated Final Terms dated 20 May 2024.

<sup>3</sup> Amended by the Second Amended and Restated Final Terms dated 20 May 2024.

## PART A – CONTRACTUAL TERMS

### *Provisions relating to the Securities*

1. (a) Series: NX00394740  
(b) Tranche: 1
2. Settlement Currency:
  - (a) Issue Currency: Euro (“EUR”)
  - (b) Settlement Currency: EUR
3. Securities: Notes
4. Notes: Applicable
  - (a) Aggregate Nominal Amount as at the Issue Date:
    - (i) Tranche: Up to EUR 50,000,000
    - (ii) Series: Up to EUR 50,000,000
  - (b) Specified Denomination: EUR 1,000
  - (c) Minimum Tradable Amount: EUR 1,000 (and EUR 1,000 thereafter)
5. Redeemable Certificates: Not Applicable
6. Calculation Amount: EUR 1,000 per Security
7. Issue Price: 100.00 per cent of the Specified Denomination  
  
The Issue Price includes a commission element payable by the Issuer to the Authorised Offeror which will be no more than 2 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: 22 May 2024
9. Scheduled Settlement Date: 24 May 2027, subject to adjustment in accordance with the Business Day Convention
10. Type of Security: Not Applicable
11. Relevant Annex(es) which apply to the Securities: None

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

12. Interest Type: In respect of each Interest Payment Date, Floating  
General Condition 13 (*Interest or Coupon*)
  - (a) Interest Payment Dates: Each of the dates set out in Table 1 below in the column entitled 'Interest Payment Date', subject to adjustment in accordance with the Business Day Convention
  - (b) Interest Determination Dates: In respect of each Interest Payment Date, each of the dates set out in Table 1 below in the column entitled 'Interest Determination Date'

Table 1

Interest Determination Date	Interest Period End Date:	Interest Payment Date
Mon 20-May-24	Thu 22-Aug-24	Thu 22-Aug-24

Tue 20-Aug-24	Fri 22-Nov-24	Fri 22-Nov-24
Wed 20-Nov-24	Mon 24-Feb-25	Mon 24-Feb-25
Thu 20-Feb-25	Thu 22-May-25	Thu 22-May-25
Tue 20-May-25	Fri 22-Aug-25	Fri 22-Aug-25
Wed 20-Aug-25	Mon 24-Nov-25	Mon 24-Nov-25
Thu 20-Nov-25	Mon 23-Feb-26	Mon 23-Feb-26
Thu 19-Feb-26	Fri 22-May-26	Fri 22-May-26
Wed 20-May-26	Mon 24-Aug-26	Mon 24-Aug-26
Thu 20-Aug-26	Mon 23-Nov-26	Mon 23-Nov-26
Thu 19-Nov-26	Mon 22-Feb-27	Mon 22-Feb-27
Thu 18-Feb-27	Mon 24-May-27	Mon 24-May-27

- (c) Interest Commencement Date      Issue Date
- (d) (i) Fixed Interest Type:              Not Applicable  
(ii) Fixed Interest Rate:              Not Applicable
- (e) Information relating to the Floating Rate:      Applicable
- (i) Floating Rate Determination – CMS      Not Applicable
- (ii) Floating Rate Determination – Reference Rate      Applicable
- Reference Rate (each a "Reference Asset"):      EURIBOR
- Compounding Method:      Not Applicable
- Designated Maturity:      3 Months
- Offered Quotation:      Applicable
- Arithmetic Mean:      Not Applicable
- Interest Determination Date:      Each of the dates set out in Table 1 above in the column entitled 'Interest Determination Date'.
- Relevant Screen Page:      Refinitiv Screen EURIBOR01 Page
- Relevant Screen Time:      11:00 a.m. (Brussels time)
- Relevant Interbank Market:      Eurozone interbank market
- Recommended Fallback Rate:      As defined in General Condition 43.1 (*Definitions*) in respect of EURIBOR
- Linear Interpolation      Not Applicable
- (f) Cap Rate:      3.75 per cent.
- (g) Floor Rate:      2.00 per cent.
- (h) Fixing Business Day:      As defined in Condition 43.1 (*Definitions*) of the Base Conditions
- (i) Interest Period End Date:      In respect of each Interest Payment Date, each of the dates set out in Table 1 above in the column entitled 'Interest period End Date', subject to adjustment in accordance with the Business Day Convention

- (j) Spread: Zero  
(k) Day Count Fraction: 30/360

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

13. Automatic Settlement (Autocall) or Automatic Settlement (Autocall) (bearish): Not Applicable  
General Condition 14 (*Automatic Settlement (Autocall)*)

***Provisions relating to Optional Early Redemption***

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

***Provisions relating to TARN Early Settlement Event***

16. TARN Early Settlement Event: Not Applicable  
General Condition 22 (*TARN Early Settlement Event*)

***Provisions relating to Final Settlement***

17. (a) Final Settlement Type: Fixed  
General Condition 16 (*Final Settlement*)
- (b) Settlement Method: Cash
- (c) Protection Level: 100.00 per cent.

***Provisions relating to Drop Back***

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

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

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

***Provisions relating to Instalment Notes***

20. Instalment Notes: Not Applicable  
General Condition 24 (*Settlement by Instalments*)

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

21. Underlying Asset: Not Applicable
22. (a) Initial Price<sub>(Interest)</sub>: Not Applicable  
(b) Initial Valuation Date: Not Applicable
23. (a) Final Valuation Price: Not Applicable  
(b) Final Valuation Date: Not Applicable
24. Interim Valuation Price Not Applicable

***Provisions relating to disruption events***

25. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Equity Linked Condition 3 (*Consequences of Disrupted Days*)
- (a) Omission: Not Applicable
  - (b) Postponement: Not Applicable
  - (c) Modified Postponement: Not Applicable
26. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Fund Linked Condition 1 (*Adjustments to Valuation Dates and Reference Date*)
- (a) Omission: Not Applicable
  - (b) Postponement: Not Applicable
27. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Barclays Index Linked Condition 4 (*Consequences upon a Reference Date becoming a Reference Date*)
- (a) Omission: Not Applicable
  - (b) Postponement: Not Applicable
  - (c) Modified Postponement: Not Applicable
28. Additional Disruption Events:  
General Condition 43.1 (*Definitions*)
- (a) Change in Law: Applicable as per General Condition 43.1 (*Definitions*)
  - (b) Currency Disruption Event: Applicable as per General Condition 43.1 (*Definitions*)
  - (c) Hedging Disruption: Applicable as per General Condition 43.1 (*Definitions*)
  - (d) Issuer Tax Event: Applicable as per General Condition 43.1 (*Definitions*)
  - (e) Extraordinary Market Disruption: Applicable as per General Condition 43.1 (*Definitions*)
  - (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
29. Unlawfulness and Impracticability:	Limb (b) of Condition 32 of the General Conditions: Applicable
30. Early Cash Settlement Amount:	Market Value
31. Early Settlement Notice Period Number:	As specified in General Condition 43.1 ( <i>Definitions</i> )
32. Substitution of Shares:	Not Applicable
33. Entitlement Substitution:	Not Applicable
34. FX Disruption Event:	Not Applicable
35. Disruption Fallbacks:	Not Applicable
FX Linked Condition 1 ( <i>Consequences of FX Disruption Events (FX Linked Annex)</i> )	
36. Unwind Costs:	Applicable
37. Settlement Expenses:	Not Applicable
38. Local Jurisdiction Taxes and Expenses:	Applicable
39. Consequences of a Fund Event: Equity Linked Condition 3 ( <i>Consequences of a Fund Event</i> )	Not Applicable
<b>General provisions</b>	
40. Form of Securities:	Global Bearer Securities: Permanent Global Security TEFRA: Not Applicable
41. Trade Date:	26 March 2024
42. Taxation Gross Up:	Applicable
43. 871(m) Securities:	The Issuer has determined that Section 871(m) of the US Internal Revenue Code is not applicable to the Securities.
44. (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
45. Business Day:	As defined in General Condition 43.1
46. Business Day Convention:	Modified Following, subject to adjustment for Unscheduled Business Day Holiday
47. Determination Agent:	Barclays Bank PLC
48. Registrar:	Not Applicable
49. Transfer Agent:	Not Applicable
50. (a) Names and addresses of Manager:	Barclays Bank Ireland PLC
(b) Date of underwriting agreement:	Not Applicable
(c) Names and addresses of secondary trading	Not Applicable

intermediaries and main terms  
of commitment:

- |                          |  |
|--------------------------|--|
| 51. Registration Agent:  | Not Applicable   |
| 52. Governing Law:       | English law  |
| 53. Relevant Benchmarks: | Amounts payable under the Securities are calculated by reference to EURIBOR, which is provided by European Money Markets Institute (the " <b>Administrator</b> "). As at the date of this Final Terms, the Administrator appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority (" <b>ESMA</b> ") pursuant to Article 36 of Regulation (EU) 2016/1011 (as amended, the " <b>EU Benchmarks Regulation</b> "). |



## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to Trading: Application will be made to the Irish Stock Exchange plc trading as Euronext Dublin for the securities to be admitted to the official list and trading on its regulated market with effect from the Issue Date.
- (b) Estimate of total expenses related to admission to trading: EUR 1,000
- (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: Not Applicable
- (c) Estimated net proceeds: Up to EUR 50,000,000
- (d) Estimated total expenses: EUR 1,000. 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. HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Refinitiv Screen EURIBOR01 Page.

### 6. POST ISSUANCE INFORMATION

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

### 7. OPERATIONAL INFORMATION

- (a) ISIN: XS2742917888
- (b) Common Code: 274291788
- (c) Relevant Clearing System(s): Euroclear, Clearstream

- (d) Delivery: Delivery free of payment
- (e) Name and address of additional Paying Agent(s) Not Applicable

## 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:** Deutsche Bank Sociedad Anonima Espanola-Madrid Branch (the "**Initial Authorised Offeror(s)**") and each financial intermediary expressly named as an Authorised Offeror on the Issuer's website (<https://home.barclays/investor-relations/structured-securities-final-terms>)
- (ii) **General Consent:** Not Applicable
- (c) Jurisdiction(s) where the offer may take place (together, the "**Public Offer Jurisdictions(s)**"): Spain
- (d) Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s): From and including 2 April 2024 to and including 20 May 2024 (the "**Offer Period**")
- (e) Other conditions for use of the Base Prospectus by the Authorised Offeror(s): Not Applicable
- (f) Other terms and conditions of the offer
- (g) Offer Price: The Issue Price
- (h) Total amount of offer: Up to EUR 50,000,000
- (i) Conditions to which the offer is subject: The Issuer reserves the right to withdraw the offer for Securities at any time prior to the end of the Offer Period.

Following withdrawal of the offer, if any application has been made by any potential investor, each such

potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Authorised Offeror in accordance with the Authorised Offeror's usual procedures.

- (j) Time period, including any possible amendments, during which the offer will be open and description of the application process: The Offer Period.
- (k) Description of the application process: An offer of the Securities may be made by the Manager or the Authorised Offeror other than pursuant to Article 1(4) of the EU Prospectus Regulation in Spain (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 Prospectus Directive as implemented in such countries 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: Deutsche Bank Sociedad Anonima Espanola-Madrid Branch, Paseo De La Castellana 18, Madrid 28046, ES

## 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 EUR 50,000,000 Securities due May 2027 pursuant to the Global Structured Securities Programme (ISIN: XS2742917888) (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 Deutsche Bank Sociedad Anonima Espanola-Madrid Branch with its address at Paseo De La Castellana 18, Madrid 28046, ES (telephone number: +34 913 35 59 90) and its LEI is 529900SICIK5OVMVY186.

**Competent authority:** The Base Prospectus was approved on 12 April 2024<sup>4</sup> 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<sup>5</sup>***

Barclays is a diversified bank with five operating divisions comprising: Barclays UK, Barclays UK Corporate Bank, Barclays Private Bank and Wealth Management, Barclays Investment Bank and Barclays US Consumer Bank, supported by Barclays Execution Services Limited, the Group-wide service company providing technology, operations and functional services to business across the Group.

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, private bank and wealth management, 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?<sup>6</sup>

<sup>4</sup> Amended by the Second Amended and Restated Final Terms dated 20 May 2024.

<sup>5</sup> Amended by the Second Amended and Restated Final Terms dated 20 May 2024.

<sup>6</sup> Amended by the Second Amended and Restated Final Terms dated 20 May 2024.

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.

#### Consolidated Income Statement<sup>7</sup>

	As at 31 December	
	2023	2022
	(£m)	
Net interest income.....	6,653	5,398
Net fee and commission income.....	5,461	5,426
Credit impairment charges / (releases).....	(1,578)	(933)
Net trading income.....	5,980	7,624
Profit before tax.....	4,223	4,867
Profit after tax.....	3,561	4,382

#### Consolidated Balance Sheet<sup>8</sup>

	As at 31 December	
	2023	2022
	(£m)	
Total assets.....	1,185,166	1,203,537
Debt securities in issue.....	45,653	60,012
Subordinated liabilities.....	35,903	38,253
Loans and advances, debt securities at amortised cost.....	185,247	182,507
Deposits at amortised cost.....	301,798	291,579
Total equity.....	60,504	58,953

#### Certain Ratios from the Financial Statements<sup>9</sup>

	As at 31 December	
	2023	2022
	(%)	
Common Equity Tier 1 capital.....	12.1	12.7
Total regulatory capital.....	19.2	20.8
UK leverage ratio (sub-consolidated) <sup>1 2</sup> .....	6.0	-

<sup>1</sup> No comparatives are provided for leverage as this is the first reporting year for Barclays Bank PLC sub-consolidated.

<sup>2</sup> Although the leverage ratio is expressed in terms of T1 capital, the countercyclical leverage ratio buffer (CCLB) and 75% of the minimum requirement must be covered solely with CET1 capital. The CET1 capital held against the 0.2% CCLB was £1.8bn.

#### What are the key risks that are specific to the Issuer?<sup>10</sup>

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

<sup>7</sup> Amended by the Second Amended and Restated Final Terms dated 20 May 2024.

<sup>8</sup> Amended by the Second Amended and Restated Final Terms dated 20 May 2024.

<sup>9</sup> Amended by the Second Amended and Restated Final Terms dated 20 May 2024.

<sup>10</sup> Amended by the Second Amended and Restated Final Terms dated 20 May 2024.

change through physical risks, 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:** Conduct risk is the risk of poor outcomes for, or harm to customers, clients and markets, arising from the delivery of the Barclays Bank Group's products and services (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: NX00394740; Tranche number: 1; ISIN: XS2742917888; Common Code: 274291788.

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

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

The Securities will be issued in Euro ("**EUR**") (the "**Issue Currency**") and settled in the same currency (the "**Settlement Currency**"). The Securities are tradable in nominal and the specified denomination per Security is EUR 1,000. The issue size is up to EUR 50,000,000. The issue price is 100% of the Specified Denomination.

The issue date is 22 May 2024 (the "**Issue Date**"). Subject to early termination, the Securities are scheduled to redeem on 24 May 2027 (the "**Scheduled Settlement Date**").

#### *Rights attached to the Securities*

**Potential return:** The Securities will give each holder of Securities the right to receive potential return on the Securities, together with certain ancillary rights such as the right to receive notice of certain determinations and events and the right to vote on some (but not all) amendments to the terms and conditions of the Securities. The potential return will be in the forms of: (i) one or more Interest Amounts, and (ii) a Final Cash Settlement Amount, provided that if the Securities are early terminated, the potential return may be in the form of (i) an Early Cash Settlement Amount 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 (adjusted to take into account relevant costs, losses and expenses).

**Certain additional limitations:**

- 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) or to postpone scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Securities 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**

**Calculation Amount:** Calculations in respect of amounts payable under the Securities are made by reference to the "**Calculation Amount**", being EUR 1,000 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, an indicative minimum amount, an indicative maximum 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 – Interest**

During the term of the Securities, the Securities pay Floating interest.

Interest will be calculated in respect of the period from (and including) the Issue Date to (but excluding) the next succeeding Interest Period End Date and each successive period from (and including) an Interest Period End Date to (but excluding) the next succeeding Interest Period End Date, provided that if the Securities are to be redeemed prior to the Scheduled Settlement Date and prior to an Interest Period End Date then the final Interest Calculation Period shall end on (but exclude) the early redemption date (each such period, an "**Interest Calculation Period**").

The Interest Amount payable on each Security on each Interest Payment Date will be calculated by multiplying the applicable Rate of Interest by the Calculation Amount and then by a Day Count Fraction representing the number of days in the relevant interest calculation period over which interest has accrued. The "**Rate of Interest**" for each interest calculation period will be equal to the sum of (i) a floating rate, as determined on the Interest Determination Date for such interest calculation period, and (ii) the "**Spread**", which is 0%. The Rate of Interest may not be less than zero and may not be less than the Floor Rate (being 2.00%) and may not be greater than the relevant Cap Rate (being 3.75%).

The floating rate in respect of an interest calculation period will be the offered quotation for EURIBOR in EUR with a maturity of 3 months that appears on Refinitiv Screen Page EURIBOR01 at 11:00 a.m. (Brussels Time) on the Interest Determination Date for such interest calculation period.

Interest Determination Date	Interest Period End Date	Interest Payment Date	Day Count Fraction
Mon 20-May-24	Thu 22-Aug-24	Thu 22-Aug-24	30/360
Tue 20-Aug-24	Fri 22-Nov-24	Fri 22-Nov-24	30/360



Wed 20-Nov-24	Mon 24-Feb-25	Mon 24-Feb-25	30/360
Thu 20-Feb-25	Thu 22-May-25	Thu 22-May-25	30/360
Tue 20-May-25	Fri 22-Aug-25	Fri 22-Aug-25	30/360
Wed 20-Aug-25	Mon 24-Nov-25	Mon 24-Nov-25	30/360
Thu 20-Nov-25	Mon 23-Feb-26	Mon 23-Feb-26	30/360
Thu 19-Feb-26	Fri 22-May-26	Fri 22-May-26	30/360
Wed 20-May-26	Mon 24-Aug-26	Mon 24-Aug-26	30/360
Thu 20-Aug-26	Mon 23-Nov-26	Mon 23-Nov-26	30/360
Thu 19-Nov-26	Mon 22-Feb-27	Mon 22-Feb-27	30/360
Thu 18-Feb-27	Mon 24-May-27	Mon 24-May-27	30/360

### B – Final Settlement

If the Securities have not otherwise redeemed, each Security will be redeemed on the Scheduled Settlement Date by payment of the Final Cash Settlement Amount.

The 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 by multiplying the Protection Level (being 100%) by the Calculation Amount.

#### *Status of the Securities*

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

#### *Description of restrictions on free transferability of the Securities*

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

#### **Where will the Securities be traded?**

Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the regulated market of the Irish Stock Exchange Trading plc as Euronext Dublin.

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

The Securities are subject to the following key risks:

- **You may lose some or all of your investment in the Securities:** 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. Even though your Securities are repayable at par, you may lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meet its payment or delivery obligations. You may also lose some or all of your investment if: (a) you sell your Securities before their scheduled maturity or expiry; (b) your Securities are early redeemed in certain extraordinary circumstances; or (c) the terms and conditions of your Securities are adjusted such that the amount payable or property deliverable to you is less than your initial investment.
- **There are risks associated with the valuation, liquidity and offering of the Securities:** The market value of your Securities may be lower than the issue price since the issue price may take into account the Issuer's and/or distributor's profit margin and costs in addition to the fair market value of the Securities. The market value of your Securities may be affected by the volatility, 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:**

In order to receive the scheduled minimum amount at maturity, you must hold them until maturity. If the Securities are early redeemed, they may return less than the scheduled minimum amount, or even zero.

- **Your Securities are subject to adjustments and early redemption:** Pursuant to the terms and conditions of the Securities, following the occurrence of certain disruption events or extraordinary events concerning the Issuer, its hedging arrangements, the Underlying Asset(s), taxation or the relevant currency of the Securities, the Determination Agent or the Issuer may take a number of remedial actions, including estimating the level of the Underlying Asset, substituting the Underlying Asset, and making adjustments to the terms and conditions of the Securities. Any of such remedial action may change the economic characteristics of the Securities and have a material adverse effect on the value of and return on the Securities. If no remedial action can be taken, or it is determined that 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 floating interest rate:** The Interest Amount payable over the term of the Securities may vary and many extrinsic factors could affect the performance of the floating interest rate, which could fluctuate up or down. Fluctuations that have occurred in the past should not be taken as an indication of future performance. Further, the occurrence of a discontinuance and/or declared non-representativeness of the floating interest rate may lead to the replacement of such rate in accordance with the specified alternative methodologies (in which case, the economic characteristics of the Securities may change in a materially negative manner) or the early redemption of the Securities (in which case, the holders will lose all future interest payments).
- **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 2023 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 rate or affect the volatility of the published rate 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.
- **Potential conflicts of interest:** Conflicts of interest may exist where Barclays Bank PLC or its affiliate: (i) acts in multiple capacities with respect to the Securities (e.g. acting as issuer, manager and determination agent); (ii) enters into hedging transactions to cover the Issuer's exposure to the relevant cash amounts to be paid or assets to be delivered under the Securities as these fall due; and (iii) uses price contributions from its trading desks as a pricing source for an Underlying Asset. In light of such conflicts, the actions taken or determinations made by Barclays Bank PLC in relation to the Securities may not always be in the best interest of the holders. In addition to hedging transactions, Barclays Bank PLC may trade on the Underlying Asset(s) in the ordinary course of its business. Such trading could affect the market price of the Underlying Asset(s), which may in turn materially adversely affect the value and return on your Securities.

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

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

#### *Terms and conditions of the offer*

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

The Securities are offered for subscription in Spain during the period from (and including) 2 April 2024 to (and including) 20 May 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: Conditions to which the offer is subject: The Issuer reserves the right to withdraw the offer for Securities at any time prior to the end of the Offer Period. Following withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Authorised Offeror in accordance with the Authorised Offeror's usual procedures.
- Description of the application process: An offer of the Securities may be made by the Manager or the Authorised Offeror other than pursuant to Article 1(4) of the EU Prospectus Regulation in Spain (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 EUR 1,000.

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 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 is 100 per cent. of the issue size.

***Underwriting agreement on a firm commitment basis***

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

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

The Manager or Authorised Offeror may be paid fees in relation to the issue or offer of Securities. Potential conflicts of interest may exist between the Issuer, Determination Agent, Manager and 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 2% 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 Asset.

## NOTA DE SÍNTESIS

### INTRODUCCIÓN Y ADVERTENCIAS OPORTUNAS

La presente Nota de Síntesis debe leerse como una introducción al Folleto de Base. Toda decisión de invertir en los Valores deberá basarse en la consideración del conjunto del Folleto de Base por parte del inversor. En determinadas circunstancias, el inversor puede perder la totalidad o parte del capital invertido. En caso de presentación ante un tribunal de una demanda relacionada con la información contenida en el Folleto de Base, el inversor demandante podría, en virtud del Derecho nacional del Estado Miembro en cuestión, tener que soportar los gastos de la traducción del Folleto de Base antes de iniciar el procedimiento judicial. La responsabilidad civil sólo se exigirá a aquellas personas que hayan presentado la Nota de Síntesis, incluida cualquier traducción de esta, pero únicamente si esta Nota de Síntesis es engañosa, inexacta o incoherente con las demás partes del Folleto de Base, o si leída conjuntamente con el resto del Folleto de Base, omite información fundamental para ayudar a los inversores a decidir si deben invertir o no en los Valores.

**Está a punto de adquirir un producto que no es sencillo y que puede ser difícil de comprender.**

**Valores:** Hasta EUR 50.000.000 Valores con vencimiento mayo del 2027 en conformidad con el Programa Global de Valores Estructurados ("*Global Structured Securities Programme*") (ISIN: XS2742917888) (los "Valores").

**El Emisor:** El Emisor es Barclays Bank PLC. Su domicilio social se encuentra en 1 Churchill Place, Londres, E14 5HP, Reino Unido (número de teléfono: +44 (0)20 7116 1000) y su Identificador de Entidad Jurídica ("**LEI**") es G5GSEF7VJP517OUK5573

**El Oferente Autorizado:** El Oferente Autorizado es Deutsche Bank Sociedad Anonima Espanola-Madrid Branch con dirección en Paseo De La Castellana 18, Madrid 28046, ES (número de teléfono: +34 913 35 59 90) y su código LEI es 529900SICIK5OVMVY186.

**Autoridad competente:** El Folleto de Base fue aprobado el 12 de abril del 2024<sup>11</sup> por el Banco Central de Irlanda ("*Central Bank of Ireland*") en New Wapping Street, North Wall Quay, Dublín 1, D01 F7X3, Irlanda (número de teléfono: +353 (0)1 224 6000).

### INFORMACIÓN FUNDAMENTAL SOBRE EL EMISOR

#### ¿Quién es el emisor de los Valores?

##### **Domicilio y forma jurídica del Emisor**

Barclays Bank PLC (el "**Emisor**") es una sociedad anónima (*public limited company*) inscrita en Inglaterra y Gales bajo el número 1026167. La responsabilidad de los miembros del Emisor es limitada. Tiene su domicilio social y administración central en 1 Churchill Place, Londres, E14 5HP, Reino Unido (número de teléfono +44 (0)20 7116 1000). El código LEI del Emisor es G5GSEF7VJP517OUK5573.

##### **Actividades principales del Emisor<sup>12</sup>**

Barclays es un banco diversificado con cinco divisiones operativas que comprenden: Barclays UK, Barclays UK Corporate Bank, Barclays Private Bank and Wealth Management, Barclays Investment Bank y Barclays US Consumer Bank, apoyados por Barclays Execution Services Limited, la empresa de servicios del Grupo que proporciona tecnología, operaciones y servicios funcionales a los negocios del Grupo. El Grupo está formado por Barclays PLC junto con sus filiales, incluido el Emisor. La actividad principal del Emisor es ofrecer productos y servicios concebidos para los principales clientes de banca corporativa, banca privada y gestión de patrimonios, banca mayorista e internacional.

El término "**Grupo**" hace referencia a Barclays PLC junto con sus filiales y el término "**Grupo Barclays Bank**" hace referencia a Barclays Bank PLC junto con sus filiales.

El término "**Grupo**" hace referencia a Barclays PLC junto con sus filiales y el término "**Grupo Bancario Barclays**" hace referencia a Barclays Bank PLC junto con sus filiales.

##### **Principales accionistas del Emisor**

Barclays PLC, que es la sociedad holding última del Grupo bancario, es la titular efectiva de la totalidad de las acciones ordinarias emitidas del Emisor.

##### **Identidad de los directores más importantes del Emisor**

Los principales directores del Emisor son C.S. Venkatakrishnan (Director General y Director Ejecutivo) y Anna Cross (Directora Ejecutiva).

##### **Identidad de los auditores legales del Emisor**

Los auditores legales del Emisor son KPMG LLP ("**KPMG**"), auditores de cuentas y auditores registrados (miembro del Instituto de Auditores de Cuentas (*Institute of Chartered Accountants*) de Inglaterra y Gales), en 15 Canada Square, Londres E14 5GL, Reino Unido.

#### ¿Cuál es la información financiera fundamental relativa al Emisor?

<sup>11</sup> Amended by the Second Amended and Restated Final Terms dated 20 May 2024.

<sup>12</sup> Amended by the Second Amended and Restated Final Terms dated 20 May 2024.

El Emisor ha obtenido la información financiera consolidada seleccionada, incluida en el cuadro que figura a continuación, para los ejercicios finalizados el 31 de diciembre de 2023 y el 31 de diciembre de 2022 a partir de los estados financieros consolidados anuales del Emisor para los ejercicios finalizados el 31 de diciembre de 2023 y 2022 (los "Estados Financieros"), cada uno de los cuales ha sido auditado sin salvedades por KPMG.

<b>Estado de Resultados Consolidado (Consolidated Income Statement)</b>		
	<b>A 31 de diciembre</b>	
	<b>2023</b>	<b>2022</b>
	<b>(£m)</b>	
Ingresos netos por intereses ( <i>Net interest income</i> )	6.653	5.398
Ingresos netos por comisiones ( <i>Net fee and commission income</i> )	5.461	5.426
Cargos por deterioro de crédito / (liberalizaciones) ( <i>Credit impairment charges / (releases)</i> )	(1.578)	(933)
Resultados de operaciones financieras ( <i>Net trading income</i> )	5.980	7.624
Beneficios antes de impuestos ( <i>Profit before tax</i> )	4.223	4.867
Beneficios después de impuestos ( <i>Profit after tax</i> )	3.561	4.382
<b>Balance Consolidado (Consolidated Balance Sheet)</b>		
	<b>A 31 de diciembre</b>	
	<b>2023</b>	<b>2022</b>
	<b>(£m)</b>	
Activos totales ( <i>Total assets</i> )	1.185.166	1.203.537
Valores representativos de deuda emitidos ( <i>Debt securities in issue</i> )	45.653	60.012
Pasivos subordinados ( <i>Subordinated liabilities</i> )	35.903	38.253
Préstamos y anticipos, valores representativos de deuda a coste amortizado ( <i>Loans and advances, debt securities at amortised cost</i> )	185.247	182.507
Depósitos a coste amortizado ( <i>Deposits at amortised cost</i> )	301.798	291.579
Patrimonio neto ( <i>Total equity</i> )	60.504	58.953
<b>Ciertos Ratios de los Estados Financieros (Certain Ratios from the Financial Statements)</b>		
	<b>A 31 de diciembre</b>	
	<b>2023</b>	<b>2022</b>
	<b>(%)</b>	
Capital de nivel 1 ordinario (CET 1) ( <i>Common Equity Tier 1 capital</i> )	12,1	12,7
Capital regulatorio total ( <i>Total regulatory capital</i> )	19,2	20,8
Ratio de apalancamiento Reino Unido (BBPLC en base subconsolidada) ( <i>UK leverage ratio (BBPLC sub-consolidated)</i> ) <sup>1 2</sup>	6,0	-

<sup>1</sup> No se proporciona una comparativa para el apalancamiento, dado que este es el primer año de informe en base subconsolidada para Barclays Bank PLC.

<sup>2</sup> Aunque la ratio de apalancamiento se expresa en términos de capital T1, el colchón de apalancamiento contracíclico (CCLB, por sus siglas en inglés) y el 75% del requerimiento mínimo deben estar cubiertos únicamente con capital CET1. El capital CET1 frente el CCLB del 0,2% fue de 1,8 mil millones de libras.

### ¿Cuáles son los principales riesgos específicos del Emisor?

El Grupo Barclays Bank ha identificado una amplia gama de riesgos a los que están expuestos sus negocios. Los riesgos materiales son aquellos a los que la alta dirección presta especial atención y que podrían hacer que la estrategia, los resultados de las operaciones, la situación financiera y/o las perspectivas del Grupo Barclays Bank difieran materialmente de las expectativas. Los riesgos emergentes son aquellos que tienen componentes desconocidos, cuyo impacto podría materializarse en un periodo de tiempo más largo. Además, algunos otros factores que se escapan del control del Grupo Barclays Bank, como la escalada de conflictos mundiales, actos terroristas, los desastres naturales, las pandemias y otros acontecimientos similares, aunque no se detallan a continuación, pueden tener un impacto similar en el Grupo Barclays Bank.

- **Riesgos materiales existentes y emergentes que pueden afectar a más de un riesgo principal:** Además de los riesgos materiales y emergentes que afectan a los riesgos principales que se exponen a continuación, también hay riesgos materiales existentes y emergentes que pueden afectar a más de uno de esos riesgos principales. Estos riesgos son (i) condiciones económicas y de mercado potencialmente desfavorables a nivel mundial y local, así como la evolución geopolítica; (ii) el impacto las variaciones de los tipos de interés en la rentabilidad del Grupo Barclays Bank; (iii) los entornos competitivos del sector de la banca y los servicios financieros; (iv) la agenda de cambios regulatorios y su impacto en el modelo de negocio; (v) el impacto de las reformas de los tipos de interés de referencia en el Grupo Barclays Bank; y (vi) riesgos de entrega y ejecución de cambios.
- **Riesgo climático:** El Riesgo Climático es el impacto en los riesgos financieros (crédito, mercado, tesorería y capital) y operativos derivados del cambio climático a través de los riesgos físicos y los riesgos asociados a la transición a una economía más baja en emisiones de carbono.
- **Riesgos Crediticios y de Mercado:** El riesgo crediticio es el riesgo de pérdida para el Grupo Barclays Bank por el hecho de que los clientes o contrapartes no cumplan plenamente sus obligaciones con los miembros del Grupo Barclays Bank. El Grupo Barclays Bank está sujeto a riesgos derivados de los cambios en la calidad crediticia y las tasas de recuperación de préstamos y

anticipos adeudados por los prestatarios y contrapartes en cualquier cartera específica. El riesgo de mercado es el riesgo de pérdida derivado de posibles cambios adversos en el valor de los activos y pasivos del Grupo Barclays Bank por la fluctuación de las variables de mercado.

- **Riesgos de Tesorería y Capital y el riesgo de que el Emisor y el Grupo Barclays Bank estén sujetos a importantes poderes de resolución:** Hay tres tipos principales de riesgo de tesorería y capital a los que se enfrenta el Grupo Barclays Bank, que son (1) riesgo de capital - riesgo de que el Grupo Barclays Bank tenga un nivel o composición de capital insuficiente para respaldar sus actividades comerciales habituales y para cumplir con sus requerimientos de capital regulatorio en condiciones operativas normales y situaciones de estrés; (2) riesgo de liquidez - riesgo de que el Grupo Barclays Bank sea incapaz de cumplir sus obligaciones contractuales o contingentes o de que no disponga del importe adecuado de financiación y liquidez estables para respaldar sus activos, que también pueden verse afectados por cambios en la calificación crediticia; y (3) riesgo de tasa de interés en el libro bancario - riesgo de que el Grupo Barclays Bank esté expuesto a la volatilidad del capital o de la renta debido a un desajuste entre la exposición a los tipos de interés de los activos y pasivos (no negociados). En virtud de la Ley Bancaria 2009 (*Banking Act 2009*), se conceden importantes competencias al Banco de Inglaterra (*Bank of England*) (o, en determinadas circunstancias, al Tesoro de su Majestad (*HM Treasury*)), en consulta con la Autoridad de Regulación Prudencial del Reino Unido (*United Kingdom Prudential Regulation Authority*), la Autoridad de Conducta Financiera del Reino Unido (*UK Financial Conduct Authority*) y al Tesoro de su Majestad (*HM Treasury*), según proceda, como parte de un régimen especial de resolución. Estas facultades permiten al Banco de Inglaterra (*Bank of England*) (o a cualquier sucesor o sustituto del mismo y/o a cualquier otra autoridad del Reino Unido con capacidad para ejercer Poder de Recapitalización Interna del Reino Unido (*UK Bail-in Power*)) (la "**Autoridad de Resolución**") implementar diversas medidas de resolución y opciones de estabilización (incluido, entre otras cosas, el proceso de recapitalización (*bail-in tool*)) con respecto a un banco o empresa de inversión del Reino Unido y a algunas de sus filiales (en la fecha del Documento de Registro, incluido el Emisor) en circunstancias en las que la Autoridad de Resolución esté convencida de que se cumplen las condiciones de resolución pertinentes.
- **Riesgos operativos y de modelo:** El Riesgo Operativo es el riesgo de pérdida para el Grupo Barclays Bank por procesos o sistemas inadecuados o fallidos, por factores humanos o por acontecimientos externos cuya causa principal no se deba a los riesgos crediticios o de mercado. El riesgo de modelo es el riesgo de posibles consecuencias adversas derivadas de evaluaciones o decisiones basadas en resultados e informes de modelos incorrectos o mal utilizados.
- **Riesgo de cumplimiento, reputación y legal y materias legales, regulatorias y de competencia:** Riesgo de cumplimiento es el riesgo de provocar malos resultados o perjuicios a los compradores, a los clientes, o a los mercados procedente de la incorrecta prestación de productos y servicios financieros por parte del Grupo Barclays Bank (riesgo de conducta) y el riesgo para Barclays, sus clientes, sus consumidores o los mercados de un incumplimiento de las leyes, normas y regulación aplicables a la entidad. Riesgo Reputacional es el riesgo de que una acción, operación, inversión, suceso, decisión o relación comercial reduzca la confianza en la integridad y/o competencia del Grupo Barclays Bank. El Grupo Barclays Bank realiza actividades en un mercado global altamente regulado que lo expone a un riesgo jurídico derivado de: (i) la multitud de leyes, normas y regulación que se aplican a los negocios en los que opera, que son muy dinámicos, pueden variar y/o entrar en conflicto entre jurisdicciones y pueden no ser claros en su aplicación a circunstancias particulares, especialmente en áreas nuevas y emergentes; y (ii) la naturaleza diversificada y en evolución de los negocios y prácticas comerciales del Grupo Barclays Bank. En cada caso, esto expone al Grupo Barclays Bank y a sus trabajadores al riesgo de pérdida o de imposición de sanciones, daños y multas por el incumplimiento de los miembros del Grupo Barclays Bank de las leyes, normas, regulaciones aplicables, obligaciones contractuales o para establecer o defender sus derechos de propiedad intelectual. El riesgo legal puede originarse en virtud de varios de los factores de riesgo resumidos anteriormente.

## INFORMACIÓN FUNDAMENTAL SOBRE LOS VALORES

### ¿Cuáles son las principales características de los Valores?

#### **Tipo y clase de Valores ofertados emitidos y admitidos a cotización, incluidos números de identificación de seguridad**

Los Valores tendrán la forma de notas y se identificarán de manera única por: Número de serie: NX00394740; Número de tramo: 1; ISIN: XS2742917888; Código Común: 274291788.

Los Valores serán compensados y liquidados a través de Euroclear Bank S.A./N.V. y Clearstream Banking *société anonyme*.

#### **Moneda, denominación específica, tamaño de la emisión y vencimiento de los Valores**

Los Valores serán emitidos en Euros ("**EUR**") (la "**Moneda de Emisión**") y liquidados en la misma moneda (la "**Moneda de Liquidación**"). Los Valores son negociables en nominal y la denominación especificada por Valor es EUR 1.000. El tamaño de la emisión es de hasta EUR 50.000.000,00.

La fecha de emisión es 22 de mayo del 2024 (la "**Fecha de Emisión**"). Sujeto a terminación anticipada, los Valores están programados para amortizarse el 24 de mayo del 2027 (la "**Fecha de Liquidación Programada**").

#### **Derechos inherentes a los Valores**

**Rentabilidad potencial:** Los Valores darán a cada titular de los Valores el derecho a recibir una rentabilidad potencial de los mismos, junto con ciertos derechos auxiliares como el derecho a recibir notificación de ciertas decisiones y eventos y el derecho a votar algunas (pero no todas) modificaciones a los términos y condiciones de los Valores. La rentabilidad potencial será en la forma(s) de: (i) uno o más Importes de Interés y (ii) un Importe de Liquidación en Efectivo Liquidable Automáticamente siempre y cuando si los Valores son objeto de terminación anticipada, la rentabilidad potencial puede ser en la forma de (i) un Importe de Liquidación Anticipada en Efectivo en su lugar.

**Fiscalidad:** Todos los pagos relativos a los Valores se harán sin retención o deducción por o a cuenta de cualquier impuesto del Reino Unido, a menos que dicha retención o deducción sea requerida por la ley. En caso de que dicha retención o deducción sea exigida por la ley, el Emisor deberá, salvo en circunstancias limitadas, pagar importes adicionales para cubrir las cantidades así retenidas o deducidas.

**Eventos de incumplimiento:** Si el Emisor no hace cualquiera de los pagos adeudados en virtud de los Valores o incumple cualquier otro término y condición de los Valores de manera que sea materialmente perjudicial para los intereses de los tenedores (y dicho incumplimiento no se remedia en un plazo de 30 días, o, en el caso de intereses, 14 días), o el Emisor está sujeto a una orden judicial de liquidación, entonces (sujeto, en el caso de intereses, a que el Emisor se vea imposibilitado de pagar por una disposición legal obligatoria) los Valores serán inmediatamente exigibles y pagaderos, previa notificación por el titular.

#### **Limitación de los derechos**

**Amortización anticipada después de un evento de interrupción o debido a ilegalidad o impracticabilidad:** El Emisor puede amortizar los Valores antes de su Fecha de Liquidación Programada si ocurre en ciertos eventos de interrupción o eventos extraordinarios sobre el Emisor, sus disposiciones de apalancamiento, el(los) activo(s) subyacente(s), la fiscalidad o la moneda correspondiente de los Valores, o si se determina que ha ocurrido una ilegalidad o impracticabilidad. Si esto ocurre, recibirá un "**Importe de Liquidación en Efectivo por Evento de Rescate Nominal**" igual al valor de mercado de sus Valores (ajustado para tener en cuenta los costes, pérdidas y gastos correspondientes).

#### **Ciertas limitaciones adicionales:**

- Los términos y condiciones de los Valores permiten al Emisor y al Agente de Cálculo (según sea el caso), al ocurrir ciertos eventos y en ciertas circunstancias, sin el consentimiento de los tenedores, hacer ajustes a los términos y condiciones de los Valores, para amortizar los Valores antes del vencimiento, monetizar los Valores, posponer la valoración del(de los) Activo(s) Subyacente(s) o los pagos programados en virtud de los Valores, cambiar la moneda en la que están denominados los Valores, sustituir el(los) Activo(s) Subyacente(s), sustituir al Emisor por otra entidad permitida con sujeción a determinadas condiciones, y adoptar otras medidas en relación con los Activo(s) Subyacente(s).
- Los valores contienen disposiciones para convocar reuniones de titulares para examinar cuestiones que afectan a sus intereses en general y esas disposiciones permiten que las mayorías definidas obliguen a todos los titulares, incluidos los titulares que no asistieron y votaron en la reunión correspondiente y los titulares que votaron de manera contraria a la mayoría.

#### **Ley aplicable**

Los Valores se regirán por la ley inglesa y los derechos correspondientes se interpretarán en consecuencia.

#### **Descripción del cálculo del potencial rendimiento de los Valores**

**Importe de Cálculo:** Los cálculos respecto a importes pagaderos con relación a los Valores se realizan por referencia al "**Importe de Cálculo**", el cual es EUR 1,000 por Valor.

**Importes indicativos (Indicative amounts):** Si los Valores se ofrecen en forma de Oferta Pública y ningún valor especificado de producto está fijado o determinado al comienzo de la Oferta Pública (incluidos cualesquiera importes, niveles, porcentaje, precio, tipo u otro valor relativo a las condiciones de los Valores que no se haya fijado o establecido al inicio de la Oferta Pública), estos valores especificados de producto expresarán un importe indicativo, un importe mínimo indicativo, un importe máximo indicativo o cualquier combinación de los mismos. En este caso, los valores de producto especificados correspondientes serán el valor determinado según las condiciones de mercado por el Emisor al final o en torno al final de la Oferta Pública. Antes de la Fecha de Emisión se publicará un aviso del correspondiente valor de producto especificado.

**Agente de Cálculo:** Barclays Bank PLC será nombrado para que realice los cálculos relacionados con los Valores.

#### **A – Interés**

Durante la vigencia de los Valores, los Valores pagan interés Variable.

Los intereses se calcularán con respecto al periodo comprendido entre (e incluyendo) la Fecha de Emisión y (pero excluyendo) la siguiente Fecha de Finalización de Intereses y cada periodo sucesivo comprendido entre (e incluyendo) una Fecha de Finalización de la Valoración de Intereses y (pero excluyendo) la siguiente Fecha de Finalización de la Valoración de Intereses, con la condición de que si los Valores se van a amortizar antes de la Fecha de Liquidación Programada y antes de una Fecha de Finalización del Periodo de Intereses, la Fecha de Valoración de Intereses finalizará en (pero excluyendo) la fecha de amortización anticipada (cada uno de dichos periodos, una "**Fecha de Valoración de Intereses**").

El Importe de Intereses pagadero por cada Valor en cada Fecha de Pago de Intereses se calculará multiplicando el Tipo de Interés aplicable por el Importe de Cálculo y luego por una Fracción de Recuento de Días que represente el número de días del periodo de cálculo de intereses correspondiente en el que se ha generado el interés. El "**Tipo de Interés**" de cada periodo de cálculo de intereses será igual a la suma de (i) un tipo de interés variable, determinado en la Fecha de Determinación de Intereses de dicho periodo de cálculo de intereses, y el "**Margen**", que es 0%, siempre que la suma resultante no sea mayor que el límite máximo porcentual (que es 3.75%) o menor que el límite mínimo porcentual (que es 2.00%).

El tipo de interés variable con respecto a un periodo de cálculo de interés será la cotización ofrecida del EURIBOR en EUR con vencimiento de 3 meses que aparece en Página de *Refinitiv Screen* EURIBOR01 a las 11 a.m. (hora de Bruselas) en la Fecha de Determinación de Intereses para dicho periodo de cálculo de intereses.

<b>Fecha de Determinación de Intereses</b>	<b>Fecha de Finalización de Intereses</b>	<b>Fecha de Pago de Intereses</b>	<b>Fracción de Recuento de Días</b>
Mon 20-May-24	Thu 22-Aug-24	Thu 22-Aug-24	30/360

Tue 20-Aug-24	Fri 22-Nov-24	Fri 22-Nov-24	30/360
Wed 20-Nov-24	Mon 24-Feb-25	Mon 24-Feb-25	30/360
Thu 20-Feb-25	Thu 22-May-25	Thu 22-May-25	30/360
Tue 20-May-25	Fri 22-Aug-25	Fri 22-Aug-25	30/360
Wed 20-Aug-25	Mon 24-Nov-25	Mon 24-Nov-25	30/360
Thu 20-Nov-25	Mon 23-Feb-26	Mon 23-Feb-26	30/360
Thu 19-Feb-26	Fri 22-May-26	Fri 22-May-26	30/360
Wed 20-May-26	Mon 24-Aug-26	Mon 24-Aug-26	30/360
Thu 20-Aug-26	Mon 23-Nov-26	Mon 23-Nov-26	30/360
Thu 19-Nov-26	Mon 22-Feb-27	Mon 22-Feb-27	30/360
Thu 18-Feb-27	Mon 24-May-27	Mon 24-May-27	30/360

### B –Liquidación Final

Si los Valores no hubieran sido cancelados anticipadamente, cada uno de los Valores será cancelado en la Fecha de Liquidación Programada (*Scheduled Settlement Date*) en virtud del pago del Importe de Liquidación Final en Efectivo

La Fecha de Liquidación Programada puede posponerse después del aplazamiento de la Fecha de Valoración Final debido a un evento de interrupción.

El Importe de Liquidación Final en Efectivo se calcula multiplicando el Nivel de Protección (siendo 100%) por el Importe de Cálculo.

#### *Status de los Valores*

Los Valores son obligaciones directas, no subordinadas y no garantizadas del emisor y tienen el mismo rango entre sí.

#### *Descripción de las restricciones a la libre negociabilidad de los Valores*

Los Valores se ofertados y se venden fuera de los Estados Unidos a personas no consideradas *U.S. person* en virtud de la Regulación S (*Regulation S*) bajo la Ley de Valores (*Securities Act*) y deben cumplir las restricciones de negociabilidad con respecto a los Estados Unidos. Los Valores mantenidos en un sistema de compensación se transferirán de conformidad con las normas, procedimientos y reglamentos de ese sistema de compensación. Con sujeción a lo anterior, los Valores serán libremente transferibles.

#### **¿Dónde se negociarán los Valores?**

La solicitud se espera que sea realizada por el Emisor (o en su nombre) para que los Valores sean admitidos a negociación en el mercado regulado *Irish Stock Exchange Trading plc* como *Euronext Dublin*.

#### **¿Cuáles son los principales riesgos específicos de los Valores?**

Los Valores estarán sujetos a los siguientes riesgos clave:

- **Usted puede perder parte o la totalidad de su inversión en los Valores:** Los inversores están expuestos al riesgo de crédito de Barclays Bank PLC. Dado que los Valores no constituyen un depósito y no están asegurados ni garantizados por ningún gobierno o agencia o bajo el esquema de garantía crediticia del Gobierno del Reino Unido, todos los pagos o entregas a realizar por Barclays Bank PLC como que debe realizar Barclays Bank PLC como Emisor en virtud de los Valores están sujetos a su situación financiera y a su capacidad para cumplir con sus obligaciones. Los Valores constituyen obligaciones no subordinadas y no garantizadas del Emisor y ranquean *pari passu* con todas y cada una de las demás obligaciones actuales y futuras no subordinadas y no garantizadas del Emisor. Aunque sus Valores son reembolsables a la par, usted puede perder hasta el valor total de su inversión si el Emisor incumple o no puede hacer frente a sus obligaciones de pago o entrega. Usted también puede perder parte o toda su inversión si: (a) vende sus Valores antes de su vencimiento o expiración programada; (b) sus Valores son amortizados anticipadamente en ciertas circunstancias extraordinarias; o (c) los términos y condiciones de sus Valores se ajustan de tal manera que la cantidad a pagar o la propiedad a entregarle es menor que su inversión inicial.
- **Hay riesgos asociados con la valoración, la liquidez y la oferta de los Valores:** El valor de mercado de sus Valores puede ser inferior al precio de emisión, ya que el precio de emisión puede tener en cuenta el margen de beneficio y los costes del Emisor y/o distribuidor, además del valor de mercado de los Valores. El valor de mercado de sus Valores puede verse afectado por la volatilidad, el nivel, el valor o el precio de los Activos Subyacentes en algún momento pertinente, los cambios en los tipos de interés, la situación financiera y las calificaciones crediticias del Emisor, la oferta y la demanda de los Valores, el tiempo restante hasta el vencimiento o la expiración de los Valores y otros factores. El precio, si lo hubiera, al que podrá vender sus Valores antes del vencimiento puede ser sustancialmente menor que la cantidad que invirtió inicialmente. Es posible que sus Valores no tengan un mercado de negociación activo y que el Emisor no tenga ninguna obligación de crear un mercado o recomprar los Valores antes de la amortización. El Emisor puede retirar la oferta pública en cualquier momento. En tal caso, si ya ha pagado o entregado el dinero de la suscripción de los Valores



correspondientes, tendrá derecho al reembolso de dichos importes, pero no recibirá ninguna remuneración que pueda haberse acumulado en el período comprendido entre su pago o entrega del dinero de la suscripción y el reembolso de los Valores

- **Usted está sujeto a los riesgos asociados con la fijación de la cantidad a pagar en virtud de los Valores:** Para recibir el importe mínimo programado al vencimiento, debe mantenerlos hasta el vencimiento. Si los Valores son amortizados anticipadamente, pueden retornar menos que el importe mínimo programado, o incluso cero.
- **Sus valores están sujetos a ajustes y a una amortización anticipada:** De conformidad con los términos y condiciones de los Valores, después de la ocurrencia de ciertos eventos de interrupción o eventos extraordinarios relacionados con el Emisor, el/los Activo(s) Subyacente(s), los impuestos o la divisa pertinente de los Valores, el Agente de Cálculo o el Emisor pueden tomar una serie de medidas correctivas, incluyendo la estimación del nivel del/los Activo(s) Subyacente(s), la sustitución del/los Activo(s) Subyacente(s), y la realización de ajustes a los términos y condiciones de los Valores. Cualquiera de esas medidas correctivas puede cambiar las características económicas de los Valores y tener un efecto adverso importante en el valor y el rendimiento de los Valores. Si no se puede tomar ninguna medida correctiva, o se establece que habrá ocurrido un evento de ilegalidad o impracticabilidad, el Emisor puede amortizar anticipadamente los Valores mediante el pago de un Importe de Liquidación Anticipada en Efectivo. Si se produce una amortización anticipada, puede perder parte o la totalidad de su inversión porque el Importe de Liquidación Anticipada en Efectivo puede ser inferior al precio al que compra los Valores, o incluso puede ser cero. También perderá la oportunidad de participar en cualquier rendimiento positivo posterior de los Activos Subyacentes y no podrá obtener ninguna ganancia potencial en el valor de los Valores. Es posible que no pueda reinvertir las ganancias de una inversión con un rendimiento semejante y/o con un tipo de interés o cupón semejante para un nivel de riesgo similar.
- **El Acuerdo está sujeto a condiciones y puede ser imposible en ciertas circunstancias:** El pago de la cantidad a pagar a usted no tendrá lugar hasta que todas las condiciones del acuerdo se hayan cumplido en su totalidad. El Emisor no le pagará ninguna cantidad adicional por cualquier retraso o aplazamiento resultante. Pueden ocurrir ciertos eventos de interrupción del acuerdo que podrían restringir la capacidad del Emisor para realizar pagos, y por tanto, la fecha de liquidación podría retrasarse.
- **Riesgos relacionados con el tipo de interés variable:** El Importe del Interés pagadero durante el plazo de los Valores puede variar y muchos factores **extrínsecos** podrían afectar al rendimiento del tipo de interés variable, que podría fluctuar al alza o a la baja. Las fluctuaciones que se han producido en el pasado no deben tomarse como una indicación del rendimiento futuro. Además, el hecho de que se produzca una interrupción y/o una falta de representatividad declarada del tipo de interés variable puede dar lugar a la sustitución de dicho tipo de acuerdo con las metodologías alternativas especificadas (en cuyo caso, las características económicas de los Valores pueden cambiar de forma sustancialmente negativa) o a la amortización anticipada de los Valores (en cuyo caso, los titulares perderán todos los pagos futuros de intereses).
- **Los Activos Subyacentes son "índices" a los efectos del Reglamento de la UE sobre los Índices de Referencia (Reglamento (UE) 2016/1011, tal y como ha sido enmendado):** De conformidad con el Reglamento (UE) de Índices de Referencia, un Activo Subyacente no podrá ser utilizado de determinadas formas por una entidad supervisada de la UE después del 31 de diciembre de 2023 si su administrador no obtiene autorización o registro (o, si se trata de una entidad no perteneciente a la UE, no satisface las condiciones de "equivalencia" y no es "reconocido" a la espera de una decisión de equivalencia o no es "validado" por una entidad supervisada de la UE).. Si esto ocurre, se producirá un evento de interrupción y los Valores podrán ser amortizados anticipadamente. Además, la metodología u otros términos de un Activo Subyacente podrían cambiarse para cumplir con los requisitos del Reglamento (UE) de Índices de Referencia, y dichos cambios podrían reducir o aumentar el tipo o afectar a la volatilidad del tipo publicado de dicho Activo Subyacente, lo que a su vez podría dar lugar a ajustes en los términos de los Valores o a una amortización.
- **Riesgos fiscales:** Los niveles y la base de los impuestos sobre los Valores y cualquier exención de dichos impuestos dependerán de sus circunstancias individuales y podrían cambiar en cualquier momento durante la vida de los Valores. Esto podría tener consecuencias adversas para usted y, por lo tanto, debe consultar a sus propios asesores fiscales en cuanto a las consecuencias fiscales para usted de las transacciones relacionadas con los Valores.
- **Posibles conflictos de intereses:** Pueden existir conflictos de intereses en el caso de Barclays Bank PLC o su filial: (i) actúa en múltiples capacidades con respecto a los Valores (por ejemplo, actuando como emisor, gestor y agente de cálculo); (ii) realiza operaciones de cobertura para cubrir la exposición del Emisor a los importes en efectivo pertinentes que deben pagarse o a los activos que deben entregarse en virtud de los Valores a medida que éstos lleguen a su vencimiento; y (iii) utiliza las contribuciones de precios de sus mesas de operaciones como fuente de precios para un Activo Subyacente. A la luz de estos conflictos, las acciones tomadas o las determinaciones realizadas por Barclays Bank PLC en relación con los Valores pueden no ser siempre en el mejor interés de los titulares. Además de las operaciones de cobertura, Barclays Bank PLC puede negociar con el/los Activo(s) Subyacente(s) en el curso ordinario de su actividad. Dicha negociación podría afectar al precio de mercado del/los Activo(s) Subyacente(s), lo que a su vez podría afectar negativamente al valor y al rendimiento de sus Valores.

## INFORMACIÓN FUNDAMENTAL SOBRE LA OFERTA PÚBLICA DE VALORES O SOBRE SU ADMISIÓN A COTIZACIÓN EN UN MERCADO REGULADO

### ¿En qué condiciones y plazos puedo invertir en este Valor?

#### *Términos y condiciones de la oferta*

Los términos y condiciones de cualquier oferta de Valores al público pueden ser determinados por acuerdo entre el Emisor y el Gestor en el momento de cada emisión.

Los Valores se ofrecen para su suscripción en España durante el periodo comprendido entre (e incluyendo) el 2 de abril del 2024 (e incluyendo) el 20 de mayo del 2024 (el "**Periodo de Oferta**") y dicha oferta está sujeta a las siguientes condiciones:

- Precio de Oferta: El Precio de Emisión
- Condiciones a las que está sujeta la oferta: El Emisor se reserva el derecho a retirar la oferta de los Valores en cualquier momento antes del final del Periodo de Oferta. Después de la retirada de la oferta, si se ha hecho alguna solicitud por parte de algún inversor potencial, cada uno de dichos inversores potenciales no tendrá derecho a suscribir ni de ninguna otra manera adquirir los Valores, y toda solicitud

será cancelada automáticamente y el dinero de la compra será reembolsado al solicitante por parte del Oferente Autorizado de acuerdo con los procedimientos habituales del Oferente Autorizado.

- Descripción del proceso de solicitud: Se puede hacer una oferta de los Valores por parte del Gestor o del Oferente Autorizado distinta a la de en virtud del Artículo 1(4) de la Norma del Folleto de la UE en España (la “Jurisdicción de Oferta Pública”) durante el Periodo de Oferta. Las solicitudes de Valores pueden hacerse en la Jurisdicción de Oferta Pública a través del Oferente Autorizado durante el Periodo de Oferta. Los Valores se colocarán en la Jurisdicción de Oferta Pública por parte del Oferente Autorizado. La distribución se hará de acuerdo con los procedimientos habituales del Oferente Autorizado y se notificará a los inversores por parte del Oferente Autorizado.
- Detalles de la cantidad mínima y/o máxima de solicitud: El importe mínimo y máximo de solicitud del Oferente Autorizado será notificado a los inversores por parte del Oferente Autorizado.
- Descripción de la posibilidad de reducir la suscripción y la manera de devolver el importe sobrante de la cantidad pagada por los solicitantes: No aplicable
- Detalles del método y plazos para el pago de los Valores y la entrega de los mismos: Los Inversores serán notificados por parte del Oferente Autorizado sobre sus asignaciones de los valores y de las disposiciones de liquidación con respecto a los mismos.
- Manera y fecha en la que se deben hacer públicos los resultados de la oferta: Los Inversores serán notificados por parte del Oferente Autorizado sobre sus asignaciones de los valores y de las disposiciones de liquidación con respecto a los mismos.
- Procedimiento para el ejercicio de cualquier derecho preferente, negociabilidad de los derechos de suscripción y tratamiento de los derechos de suscripción no ejercitados: No aplicable
- Categorías de titulares a los que se ofrecen los Valores y si el(los) Tramo(s) (*Tranche*) reservado(s) para determinados países: Las ofertas pueden hacerse a través del Oferente Autorizado en la Jurisdicción de Oferta Pública a cualquier persona. Las ofertas (en su caso) en otros países del EEE únicamente se harán a través del Oferente Autorizado en virtud de una exención de la obligación según la Normativa del Folleto de publicar un folleto.
- Procedimiento de notificación a los suscriptores del importe adjudicado e indicación de si podrá iniciarse la contratación antes de efectuarse la notificación: Los Solicitantes serán notificados directamente por el Oferente Autorizado sobre el éxito de su solicitud. No se puede realizar ninguna operación de los Valores antes de la Fecha de Emisión.
- Nombre(s) y dirección(es), en la medida en que lo sepa el Emisor, de los colocadores en los diversos países en los que tiene lugar la oferta: el Oferente Autorizados

#### ***Gastos totales estimados de la emisión y/u oferta incluidos los gastos cobrados al inversor por el emisor/oferente***

Los gastos totales estimados de la emisión y/u oferta son EUR 1,000.

El Emisor no cobrará ningún gasto a los titulares en relación con cualquier emisión de Valores. Los oferentes pueden, sin embargo, cobrar gastos a los titulares. Tales gastos (si los hubiera) se determinarán por acuerdo entre el oferente y los titulares en el momento de cada emisión.

#### ***¿Quién es el oferente o persona que solicita admisión a cotización?***

Véase el apartado titulado "El(los) Oferente(s) Autorizado(s)" más arriba.

El Emisor es la entidad que ofrece y solicita su admisión para operar los Valores.

#### ***¿Por qué se ha elaborado este Folleto?***

##### ***Destino que se dará a los fondos captados y el importe neto estimado de los mismos***

Los ingresos netos de cada emisión de Valores los empleará el Emisor para sus fines societarios generales, que incluyen la obtención de beneficios y/o la cobertura de ciertos riesgos.

Los ingresos netos estimados son el 100 por ciento del tamaño de la emisión.

##### ***Acuerdo de suscripción sobre la base de una suscripción en firme***

La oferta de los Valores no está sujeta a un acuerdo de suscripción sobre la base de una suscripción en firme.

##### ***Descripción de cualquier interés significativo para la emisión/oferta, incluyendo conflicto de intereses***

El Gestor u Oferente Autorizado podrá recibir comisiones en relación con la emisión u oferta de Valores. Pueden existir potenciales conflictos de interés entre el Emisor, el Agente de Cálculo, el Gestor y el Oferente Autorizado o sus filiales (que pueden tener intereses en operaciones de derivados relacionados con el Activo Subyacente que pueden, pero no pretenden, afectar negativamente al precio de mercado, a la liquidez o al valor de los Valores) y los titulares.

El Oferente Autorizado recibirá comisiones agregadas iguales a no más del 2% del precio de emisión. Cualquier Oferente Autorizado y sus filiales podrán participar, y podrán en el futuro participar, en operaciones de cobertura con respecto al Activo Subyacente.