
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.

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

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

MIFID II product governance / Retail investors, professional investors and ECPs target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities has led to the conclusion that: (i) the target market for the Securities is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "MiFID II") (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Securities to retail clients are appropriate - investment advice, portfolio management and non-advised sales, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Securities (a "Distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

The Securities and, as applicable, the Entitlements have not been and will not be, at any time, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or with any securities regulatory authority of any state or other jurisdiction of the United States. The Securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("Regulation S")) ("U.S. persons"), except in certain transactions exempt from the registration requirements of the Securities Act and applicable state securities laws.

The Securities are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S. Trading in the Securities and, as applicable, the Entitlements has not been approved by the U.S. Commodity Futures Trading Commission under the U.S. Commodity Exchange Act of 1936, as amended (the "**Commodity Exchange Act**") and the rules and regulations promulgated thereunder.

AMENDED AND RESTATED FINAL TERMS



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

Legal Entity Identifier (LEI): G5GSEF7VJP5I7OUK5573

20,000 Securities due June 2029 under the Global Structured Securities Programme (the "Tranche 1 Securities")
Issue Price: EUR 1,000.00 per Security

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

This document constitutes the amended and restated final terms of the Securities (the "**Final Terms**" or the "**Amended and Restated**" Final Terms) described herein for the purposes of Article 8 of the EU Prospectus Regulation and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Amended and Restated Final Terms complete and should be read in conjunction with GSSP EU Base Prospectus which constitutes a base prospectus drawn up as separate documents (including the Registration Document dated 3 April 2024, and the Securities Note relating to the GSSP EU Base Prospectus dated 12 April 2024 as supplemented on 14 June 2024¹) for the purposes of Article 8(6) of the EU Prospectus Regulation (the "**Base Prospectus**"). Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Amended and Restated Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to these Amended and Restated Final Terms.

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

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

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

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

BARCLAYS

¹ Amended by the Amended and Restated Final Terms dated 10 July 2024.

Amended and Restated Final Terms dated 10 July 2024
(replacing the Final Terms dated 10 June 2024)

PART A – CONTRACTUAL TERMS

Provisions relating to the Securities

1	(a) Series:	NX00401606	
	(b) Tranche:	1	
2	Currencies:		
	(a) Issue Currency:	Euro (“EUR”)	
	(b) Settlement Currency:	EUR	
3	Securities:	Redeemable Certificates	
4	Notes:	Not Applicable	
5	Redeemable Certificates:	Applicable	
	(a) Number of Securities:		
	(i) Tranche:	20,000 Securities	
	(ii) Series:	20,000 Securities	
	(b) Minimum Tradable Amount:	1 Security	
6	Calculation Amount:	EUR 1,000 per Security	
7	Issue Price:	EUR 1,000.00 per Security	The Issue Price includes a fee payable by the Issuer to the Initial Authorised Offeror which will be no more than 2.00% of the Issue Price and relates solely to the distribution of the Securities by the Initial Authorised Offeror during the Primary Offer Period. 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:	10 July 2024	
9	Scheduled Settlement Date:	29 June 2026, subject to adjustment in accordance with the Business Day Convention	
10	Type of Security:	Index Linked Securities	
11	Relevant Annex(es) which apply to the Securities:	Equity Linked Annex	
12	Underlying Performance Type _(Interest) :	Single Asset	
13	Underlying Performance Type _(Settlement) :	Single Asset	
<i>Provisions relating to interest (if any) payable</i>			
15	Interest Type:	Drop Back	
	General Condition 13 (<i>Interest</i>)		
	(a) Interest Payment Dates:	Each of the dates set out in Table 1 below in the column entitled 'Interest Payment Date(s)', subject to adjustment in accordance with the Business Day Convention.	
	(b) Interest Determination Dates:	Each of the dates set out in Table 1 below in the column entitled 'Interest Determination Date(s)'.	

Table 1

t	Interest Period Start Date(s):	Interest Period End Date(s):	Interest Determination Date(s)	Interest Payment Date(s)	Reinvestment Allocation _(i)
1	Initial Valuation Date	23 June 2025	23 June 2025	30 June 2025	25%

2	23 June 2025	Final Valuation Date	Final Valuation Date	Scheduled Settlement Date	25%
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- (c) Interest Commencement Date: The Issue Date
- (d) (i) Fixed Interest Type: Not Applicable
- (ii) Fixed Interest Rate: Not Applicable
- (e) Information relating to the Floating Rate: Not Applicable
- (f) Fixing Business Day: Not Applicable
- (g) Interest Period End Date: Each of the dates set out in Table 1 above in the column entitled 'Interest Period End Date'
- (h) Interest Rate: 4.14% per annum
- (h) FX Provisions: Not Applicable
- (g) FX Conversion: Not Applicable

Provisions relating to Automatic Settlement (Autocall)

- 16 Automatic Settlement (Autocall) or Automatic Settlement (Autocall) (bearish): Not Applicable
- General Condition 14 (*Automatic Settlement (Autocall)*)

Provisions relating to Optional Early Settlement Event

- 17 Optional Early Settlement Event: Not Applicable
- General Condition 15 (*Optional Early Settlement Event*)
- 18 Option Type: Not Applicable

Provisions relating to TARN Early Settlement Event

- 19 TARN Early Settlement Event: General Condition 22 (*TARN Early Settlement Event*) Not Applicable

Provisions relating to Final Settlement

- 20 (a) Final Settlement Type: Drop Back
- General Condition 16 (*Final Settlement*)
- (b) Settlement Method: Cash

Provisions relating to Drop Back

- 21 Drop Back Payout: General Condition 13.42 and General Condition 16.27 Applicable
- (a) Valuation Price Determination: Not Applicable
- (b) Reinvestment Trigger Barrier Determination: Applicable
- (c) Reinvestment Trigger Barrier and Reinvestment Allocation:
- | i | Reinvestment Trigger Barrier _(i) | Reinvestment Allocation _(i) |
|---|---|--|
| 1 | 90.00% | 25.00% |
| 2 | 85.00% | 25.00% |
| 3 | 80.00% | 25.00% |
| 4 | 75.00% | 25.00% |
- (d) Initial Investment Allocation:
- (e) Initial Equity Investment Allocation: 0.00%
- (f) Initial Cash Allocation: 100.00%

Provisions relating to Nominal Call Event Settlement

- 22 Nominal Call Event Settlement: Not Applicable
- General Condition 17 (*Nominal Call Event Settlement*)

Provisions relating to Instalment Notes

23 Instalment Notes: General Condition 24 (Settlement by Instalments) Not Applicable

Provisions relating to the Underlying Asset(s)

24	Underlying Asset(s) _(Interest) / Underlying Asset(s) _(Final Settlement)	FTSE MIB INDEX
	(a) Initial Valuation Date:	21 June 2024
	(b) Index:	FTSE MIB INDEX
	(i) Exchanges:	Borsa Italiana S.p.A.
	(ii) Related Exchanges:	All Exchanges
	(iii) Underlying Asset Currencies:	EUR
	(iv) Bloomberg Screens:	FTSEMIB
	(v) Refinitiv Screens:	.FTMIB
	(vi) Index Sponsors:	FTSE International Limited
	(vii) Weights:	Not Applicable
	(viii) Pre-nominated Indices:	Not Applicable
25	(a) Initial Price _(Interest) :	Not Applicable
	(i) Averaging-in:	Not Applicable
	(ii) Min Lookback-in:	Not Applicable
	(iii) Max Lookback-in:	Not Applicable
	(b) Initial Price _(Settlement) :	Relevant Price: Closing Price
	(i) Averaging-in:	Not Applicable
	(ii) Min Lookback-in:	Not Applicable
	(iii) Max Lookback-in:	Not Applicable
	(c) Initial Valuation Date:	21 June 2024
26	(a) Final Valuation Price:	The Valuation Price of the Underlying Asset on the Final Valuation Date
	(i) Averaging-out:	Not Applicable
	(ii) Min Lookback-out:	Not Applicable
	(iii) Max Lookback-out:	Not Applicable
	(b) Final Valuation Date:	22 June 2026
27	Interim Valuation Price:	Not Applicable

Provisions relating to disruption events

28	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
29	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Fund Linked Condition 1 (Adjustments to Valuation Dates and Reference Dates)	Not Applicable
30	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 Disrupted Day)	Not Applicable

31	Additional Disruption Events: General Condition 43.1 (<i>Definitions</i>)	
	(a) Change in Law:	Applicable as per General Condition 43.1 (<i>Definitions</i>)
	(b) Currency Disruption Event:	Applicable as per General Condition 43.1 (<i>Definitions</i>)
	(c) Hedging Disruption:	Applicable as per General Condition 43.1 (<i>Definitions</i>)
	(d) Issuer Tax Event:	Applicable as per General Condition 43.1 (<i>Definitions</i>)
	(e) Extraordinary Market Disruption:	Applicable as per General Condition 43.1 (<i>Definitions</i>)
	(f) Increased Cost of Hedging:	Not Applicable
	(g) Affected Jurisdiction Hedging Disruption:	Not Applicable
	(h) Affected Jurisdiction Increased Cost of Hedging:	Not Applicable
	(i) Increased Cost of Stock Borrow:	Not Applicable
	(j) Loss of Stock Borrow:	Not Applicable
	(k) Foreign Ownership Event:	Not Applicable
	(l) Fund Disruption Event:	Not Applicable
	(m) Fund Event:	Not Applicable
	(n) Potential Adjustment of Payment Event:	Not Applicable
	(o) Barclays Index Disruption:	Not Applicable
32	Unlawfulness and Impracticability:	Limb (b) of Condition 32 of the General Conditions: Applicable
33	Early Cash Settlement Amount:	Market Value
34	Early Settlement Notice Period Number:	As specified in General Condition 43.1 (<i>Definitions</i>)
35	Substitution of Shares:	Not Applicable
36	Entitlement Substitution:	Not Applicable
37	FX Disruption Event:	Not Applicable
38	Disruption Fallbacks: FX Linked Condition 1 (<i>Consequences of FX Disruption Events (FX) (FX Linked Annex)</i>)	Not Applicable
39	Unwind Costs:	Not Applicable
40	Settlement Expenses:	Not Applicable
41	Local Jurisdiction Taxes and Expenses:	Not Applicable
42	Consequences of a Fund Event: Equity Linked Condition 3 (<i>Consequences of a Fund Event</i>)	Not Applicable
General provisions		
43	Form of Securities:	Global Bearer Securities: Permanent Global Security TEFRA: Not Applicable
44	Trade Date:	29 May 2024
45	Taxation Gross Up:	Applicable
46	871(m) Securities:	The Issuer has determined that the Securities (without regard to any other transactions) should not be subject to U.S. withholding tax under Section 871(m) of the U.S. Internal Revenue Code of 1986, as amended, and regulations promulgated thereunder.
47	(i) Prohibition of Sales to EEA Retail Investors:	Not Applicable
	(ii) Prohibition of Sales to UK Retail Investors:	Applicable – see the cover page of these Final Terms
	(iii) Prohibition of Sales to Swiss Retail Investors:	Applicable – see the cover page of these Final Terms
48	Business Day:	As defined in General Condition 43.1

49	Business Day Convention:	Modified Following, subject to adjustment for Unscheduled Business Day Holiday.
50	Determination Agent:	Barclays Bank PLC
51	Registrar:	Not Applicable
52	Transfer Agent:	Not Applicable
53	(a) Name of Manager:	Barclays Bank Ireland PLC
	(b) Date of underwriting agreement:	Not Applicable
	(c) Names and addresses of secondary trading intermediaries and main terms of commitment:	Not Applicable
54	Registration Agent:	Not Applicable
55	Governing Law:	English Law
56	Relevant Benchmarks:	<p>Amounts payable under the Securities are calculated by reference to FTSE MIB INDEX which is provided by FTSE International Limited (the “Administrator”). As at the date of this Final Terms, the Administrator does not appear on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority (“ESMA”) pursuant to article 36 of Regulation (EU) 2016/1011 (as amended, the “EU Benchmarks Regulation”).</p> <p>As far as the Issuer is aware, the transitional provisions in Article 51 of the EU Benchmarks Regulation apply, such that FTSE International Limited is not currently required to obtain authorisation or registration (or, if located outside the European Union, recognition, endorsement or equivalence).</p>

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to Trading: Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the EuroTLX Market, a multilateral trading facility organised and managed by Borsa Italiana S.p.A. (the "**EuroTLX Market**").
The Issuer has no duty to maintain the trading (if any) of the Securities on the relevant stock exchange(s) over their entire lifetime. The Securities may be suspended from trading and/or delisted at any time in accordance with applicable rules and regulations of the relevant stock exchange(s).
- (b) Estimate of total expenses related to admission to trading: Up to 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 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

The Issuer will pay the Initial Authorised Offeror a commission which will be no more than 2.00% of the Issue Price and relates solely to the distribution of the Securities by the Initial Authorised Offeror during the Primary Offer Period.

Furthermore, the Issuer shall also pay to Banca Generali S.p.A. a fee of 0.50 per cent (0.50%) of the Calculation Amount for each Security purchased on the EuroTLX Market during the Secondary Offer Period for the active marketing activity in relation to the Securities to be performed by Banca Generali S.p.A. during the Secondary Offer Period. Marketing fees can be revised down at the Issuer's discretion.

4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (a) Reasons for the offer: General funding
- (b) Use of proceeds: The net proceeds from each issue of Securities will be applied by the Issuer for its general corporate purposes, which include making a profit and/or hedging certain risks.
- (c) Estimated net proceeds: EUR 20,000,000
- (d) Estimated total expenses: Up to 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.

5 YIELD

Not Applicable

6 PAST AND FUTURE PERFORMANCE OF UNDERLYING ASSET(S), AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSET(S)

Details of the past and future performance and volatility of the Underlying Asset(s) may be obtained from:

Bloomberg Screen: FTSEMIB Index
Refinitiv Screen Page: .FTMIB
Index Disclaimers: See Schedule hereto

7 **POST ISSUANCE INFORMATION**

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

8 **OPERATIONAL INFORMATION**

(a) ISIN: XS2786445614
(b) Common Code: 278644561
(c) Relevant Clearing System(s): Euroclear, Clearstream
(d) Delivery: Delivery free of payment
(e) Green Structured Securities: No
(f) Green Index Linked Securities: No

9 **TERMS AND CONDITIONS OF THE OFFER**

9.1 **Authorised Offer(s)**

(a) Public Offer: An offer of the Securities may be made, subject to the conditions set out below by the Authorised Offerors (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 Offerors**"): In relation to the Primary Offer Period (specified in (d) immediately below), each financial intermediary specified in (i) and (ii) below:

(i) **Specific consent:** Banca Generali S.p.A. (the "**Initial Authorised Offeror(s)**") and each financial intermediary expressly named as an Authorised Offeror on the Issuer's website (<https://home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-final-terms>);

(ii) **General consent:** Not Applicable

In relation to the Secondary Offer Period (specified in (d) immediately below), each financial intermediary specified in (i) and (ii) below:

(i) **Specific consent:** Not Applicable; and

(ii) **General consent:** Applicable: each financial intermediary which (A) is authorised to make such offers under Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments (as amended, "**MiFID II**"), including under any applicable implementing measure in each relevant jurisdiction, and (B) accepts such offer by publishing on its website the Acceptance Statement.

(c) Jurisdiction(s) where the offer may take place (together, the "**Public Offer Jurisdictions(s)**") Italy

(d) Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s) (together the "Offer Period"):

Primary Offer Period

(i) In case of subscription at the office (*filiati*), from and including 10 June 2024 to and including 21 June 2024 (the "Primary Offer Period"); and

(ii) Door to Door Selling: In case of door-to-door selling, from and including 10 June 2024 to and including 21 June 2024; in each case, subject to any early termination of the Primary Offer Period or withdrawal of the offer, as described below.

Secondary Offer Period

Active marketing activities in respect of the Securities in the Public Offer Jurisdiction(s) (specified in (c) immediately above) will be carried out by Banca Generali S.p.A. in the period commencing on (and including) the day on which the Securities are admitted to trading on the EuroTLX Market and ending on (and including) the date on which Banca Generali S.p.A. ceases to carry on active marketing activities in respect of the Securities in the Public Offer Jurisdiction(s) (specified in (c) immediately above), which date is expected to fall on or around 29 June 2026, subject to early termination of the Securities (the "Secondary Offer Period").

(e) Other conditions for use of the Base Prospectus by the Authorised Offeror(s):

Not Applicable

Other terms and conditions of the offer

(f) Offer Price:

In relation to the Primary Offer Period, the Issue Price. The Issue Price includes a fee payable by the Issuer to the Initial Authorised Offeror which will be no more than 2.00% of the Issue Price and relates solely to the distribution of the Securities by the Initial Authorised Offeror during the Primary Offer Period.

In relation to the Secondary Offer Period, the Securities will be offered at the market price which will be determined by the Manager on a continuous basis in accordance with the market conditions then prevailing. Depending on market conditions, the Offer Price shall be equal, higher or lower than the Issue Price of the Securities. Equita SIM S.p.A. (in its capacity as appointed specialist under the EuroTLX Market rules) (the "Specialist") will publish offer prices (and bid prices) at which the Specialist is prepared to sell (and purchase) the Securities on the EuroTLX Market during the Secondary Offer Period.

(g) Total amount of offer:

20,000 Securities

(h) Conditions to which the offer is subject:

Primary Offer Period

In the event that during the Primary Offer Period, the requests exceed the amount of the offer to prospective investors, the Issuer will proceed to early terminate the Primary Offer Period and will immediately suspend the acceptances of further requests.

The Issuer reserves the right to withdraw the offer for Securities at any time prior to the end of the Primary Offer Period.

Following withdrawal of the offer during the Primary Offer Period, 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 relevant Authorised Offeror in relation to the Primary Offer Period in accordance with the relevant Authorised Offeror's usual procedures.

The Authorised Offerors in relation to the Primary Offer Period are responsible for the notification of any withdrawal right applicable in relation to the offer of the Securities to potential investors.

Secondary Offer Period

The Secondary Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations and any adjustments to such period will be set out in one or more notices to be made available on the Issuer's website.

(i) Time period, including any possible amendments, during which the offer will be open and description of the application process:

The Offer Period

(j) Description of the application process:

Primary Offer Period

An offer of the Securities may be made by the Authorised Offerors in relation to the Primary Offer Period other than pursuant to Article 1(4) of the EU Prospectus Regulation in Italy (the "**Public Offer Jurisdiction**") during the Primary Offer Period.

Applications for the Securities can be made in the Public Offer Jurisdiction through the Authorised Offerors in relation to the Primary Offer Period during the Primary Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offerors in relation to the Primary Offer Period. Distribution will be in accordance with the relevant Authorised Offeror's usual procedures, notified to investors by the Authorised Offeror in relation to the Primary Offer Period.

Subscription at the offices (*filiali*) of the *Authorised Offerors in relation to the Primary Offer Period*.

Investors may apply for the subscription of the Securities during normal Italian banking hours at the offices (*filiali*) of any Authorised Offeror in relation to the Primary Offer Period by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form (the "**Acceptance Form**") from (and including) 10 June 2024 to (and including) 21 June

2024, subject to any early closing of the Primary Offer Period or cancellation of the Offer of the Securities during the Primary Offer Period. Acceptance forms are available at each Distributor's office. Any application shall be made to the relevant Authorised Offerors in relation to the Primary Offer Period..

Door-to-door selling

The Securities may also be distributed by the Authorised Offerors in relation to the Primary Offer Period through door-to-door selling by means of tied agents, being financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Articles 30 and 31 of the Legislative Decree 24 February 1998, No. 58, as amended and supplemented (the "**Italian Financial Services Act**") from (and including) 10 June 2024 to (and including) 21 June 2024 subject to any early closing of the Primary Offer Period or cancellation of the Offer of the Securities during the Primary Offer Period.

The Authorised Offerors in relation to the Primary Offer intending to distribute the Securities through door-to-door selling (*fuori sede*) pursuant to Article 30 of the Italian Financial Services Act will collect the Acceptance Forms through the tied agents (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 31 of the Italian Financial Services Act

Pursuant to Article 30, paragraph 6, of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling is suspended for a period of 7 (seven) days beginning on the date of subscription by the relevant investor. Within such period investors may notify the relevant Authorised Offeror in relation to the Primary Offer Period and/or financial advisor of their withdrawal without payment of any charge or commission.

Secondary Offer Period

Active marketing activities in respect of the Securities in the Public Offer Jurisdiction will be carried out by Banca Generali S.p.A. commencing on (and including) the day on which the Securities are admitted to trading on the EuroTLX Market. Accordingly, an offer of the Securities may be made by the Manager or the Authorised Offerors in relation to the Secondary Offer Period other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Public Offer Jurisdiction during the Secondary Offer Period, i.e. the period commencing on (and including) the day on which the Securities are admitted to trading on the EuroTLX Market and ending on (and including) the date on which Banca Generali S.p.A. ceases to carry on active marketing activities in respect of the Securities in the Public Offer Jurisdiction, which date is expected to fall on or around 29 June 2026, subject to early termination of the Securities.

In relation to the Secondary Offer Period, Securities may be purchased from any Authorised Offeror in relation to the Secondary Offer Period approved and admitted to trading on the EuroTLX Market by Borsa Italiana S.p.A. (each, an "**Authorised Intermediary**"), and purchase and settlement of the Securities

	shall be in accordance with the usual rules of the EuroTLX Market.
(k) 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.
(l) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable
(m) 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.
(n) 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.
(o) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
(p) Whether tranche(s) have been reserved for certain countries:	In relation to the Primary Offer Period, offers may be made through the Authorised Offeror in relation to the Primary Offer Period in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offerors in relation to the Primary Offer Period pursuant to an exemption from the obligation under the EU Prospectus Regulation as implemented in such countries to publish a prospectus. In relation to the Secondary Offer Period, not applicable.
(q) Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:	In relation to the Primary Offer Period, 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. In relation to the Secondary Offer Period, not applicable. No dealings in the Securities may take place prior to the first day of trading of the Securities on the EuroTLX Market.
(r) 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. Expenses, taxes and other fees may be charged by the Authorised Offeror. Potential purchasers of Securities should check with the relevant Authorised Offeror.
(s) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	In relation to the Primary Offer Period: Banca Generali S.p.A., Via Machiavelli 4, 34132 Trieste, Italy and its LEI is 815600903231FA2E7698 In relation to the Secondary Offer Period, not applicable.

INDEX DISCLAIMERS

FTSE MIB (the "Index")

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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: 20,000 Securities due June 2026 pursuant to the Global Structured Securities Programme (ISIN: XS2786445614) (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: During the period from and including 10 June 2024 to and including 21 June 2024, the Authorised Offeror is Banca Generali S.p.A., with its address at Via Machiavelli 4, 34132 Trieste, Italy and its LEI is 815600903231FA2E7698. (the "Initial Authorised Offeror").

During the period commencing on (and including) the day on which the Securities are admitted to trading on the EuroTLX market, a multilateral trading facility organised and managed by Borsa Italiana S.p.A. (the "EuroTLX Market"), and ending on (and including) the date on which Banca Generali S.p.A. ceases to carry on active marketing activities in respect of the Securities in Italy, which date is expected to fall on or around 29 June 2026, each financial intermediary which (a) is authorised to make such offers under Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments (as amended, "MiFID II"), including under any applicable implementing measure in each relevant jurisdiction, and (b) accepts such offer by publishing on its website an "acceptance statement" (the "Authorised Intermediaries").

Competent authority: The Base Prospectus was approved on 12 April 2024 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (telephone number: +353 (0)1 224 6000).

KEY INFORMATION ON THE ISSUER

Who is the Issuer of the Securities?

Domicile and legal form of the Issuer: Barclays Bank PLC (the "Issuer") is a public limited company registered in England and Wales under number 1026167. The liability of the members of the Issuer is limited. It has its registered and head office at 1 Churchill Place, London, E14 5HP, United Kingdom (telephone number +44 (0)20 7116 1000). The Legal Entity Identifier (LEI) of the Issuer is G5GSEF7VJP5I7OUK5573.

Principal activities of the Issuer: 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" means Barclays PLC together with its subsidiaries and the term "Barclays Bank Group" means Barclays Bank PLC together with its subsidiaries.

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

Identity of the key managing directors of the Issuer: The key managing directors of the Issuer are C.S. Venkatakrishnan (Chief Executive and Executive Director) and Anna Cross (Executive Director).

Identity of the statutory auditors of the Issuer: The statutory auditors of the Issuer are KPMG LLP ("KPMG"), chartered accountants and registered auditors (a member of the Institute of Chartered Accountants in England and Wales), of 15 Canada Square, London E14 5GL, United Kingdom.

What is the key financial information regarding the Issuer?

The Issuer has derived the selected consolidated financial information included in the table below for the years ended 31 December 2023 and 31 December 2022 from the annual consolidated financial statements of the Issuer for the years ended 31 December 2023 and 2022 (the "Financial Statements"), which have each been audited with an unmodified opinion provided by KPMG.

Consolidated Income Statement

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

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

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) ^{1 2}	6.0	-

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

² 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?

The Barclays Bank Group has identified a broad range of risks to which its businesses are exposed. Material risks are those to which senior management pay particular attention and which could cause the delivery of the Barclays Bank Group's strategy, results of operations, financial condition and/or prospects to differ materially from expectations. Emerging risks are those which have unknown components, the impact of which could crystallise over a longer time period. In addition, certain other factors beyond the Barclays Bank Group's control, including escalation of global conflicts, acts of terrorism, natural disasters, pandemics and similar events, although not detailed below, could have a similar impact on the Barclays Bank Group.

- **Material existing and emerging risks potentially impacting more than one principal risk:** In addition to material and emerging risks impacting the principal risks set out below, there are also material existing and emerging risks that potentially impact more than one of these principal risks. These risks are: (i) potentially unfavourable global and local economic and market conditions, as well as geopolitical developments; (ii) the impact of interest rate changes on the Barclays Bank Group's profitability; (iii) the competitive environments of the banking and financial services industry; (iv) the regulatory change agenda and impact on business model; (v) the impact of benchmark interest rate reforms on the Barclays Bank Group; and (vi) change delivery and execution risks.
- **Climate risk:** Climate risk is the impact on financial (credit, market, treasury and capital) and operational risks arising from climate change through physical risks, 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 change in the value of the Barclays Bank Group's assets and liabilities from fluctuation in market variables.
- **Treasury and capital risk and the risk that the Issuer and the Barclays Bank Group are subject to substantial resolution powers:** There are three primary types of treasury and capital risk faced by the Barclays Bank Group which are (1) capital risk – the risk that the Barclays Bank Group has an insufficient level or composition of capital to support its normal business activities and to meet its regulatory capital requirements under normal operating environments and stressed conditions; (2) liquidity risk – the risk that the Barclays Bank Group is unable to meet its contractual or contingent obligations or that it does not have the appropriate amount of stable funding and liquidity to support its assets, which may also be impacted by credit rating changes; and (3) interest rate risk in the banking book – the risk that the Barclays Bank Group is exposed to capital or income volatility because of a mismatch between the interest rate exposures of its (non-traded) assets and liabilities. Under the Banking Act 2009, substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the United Kingdom Prudential Regulation Authority, the UK Financial Conduct Authority and HM Treasury, as appropriate as part of a special resolution regime. These powers enable the Bank of England (or any successor or replacement thereto and/or such other authority in the United Kingdom with the ability to exercise the UK Bail-in Power) (the "**Resolution Authority**") to implement various resolution measures and stabilisation options (including, but not limited to, the bail-in tool) with respect to a UK bank or investment firm and certain of its affiliates (as at the date of the Registration Document, including the Issuer) in circumstances in which the Resolution Authority is satisfied that the relevant resolution conditions are met.
- **Operational and model risks:** Operational risk is the risk of loss to the Barclays Bank Group from inadequate or failed processes or systems, human factors or due to external events where the root cause is not due to credit or market risks. Model risk is the potential for adverse consequences from decisions based on incorrect or misused model outputs and reports.
- **Compliance, reputation and legal risks and legal, competition and regulatory matters:** Compliance risk is the risk of poor outcomes for, or harm to customers, clients and markets, arising from the delivery of the Barclays Bank Group's products and services (conduct risk) and the risk to Barclays, its clients, customers or markets from a failure to comply with the Laws, Rules and Regulations applicable to the firm.. Reputation risk is the risk that an action, transaction, investment, event, decision or business relationship will reduce trust in the Barclays Bank Group's integrity and/or competence. The Barclays Bank Group conducts activities in a highly regulated global market which exposes it and its employees to legal risk arising from (i) the multitude of laws, rules and regulations that apply to the businesses it operates, which are highly dynamic, may vary between jurisdictions and/or conflict, and may be unclear in their application to particular circumstances especially in new and emerging areas; and (ii) the diversified and evolving nature of the Barclays Bank Group's businesses and business practices. In each case, this exposes the Barclays Bank Group and its employees to the risk of loss or the imposition of penalties, damages or fines from the failure of members of the Barclays Bank Group to meet applicable laws, rules, regulations or contractual requirements or to assert or defend their intellectual property rights. Legal risk may arise in relation to any number of the material existing and emerging risks summarised above.

KEY INFORMATION ON THE SECURITIES

What are the main features of the Securities?

Type and class of Securities being offered and admitted to trading, including security identification numbers

The Securities will be in the form of redeemable certificates and will be uniquely identified by: Series number: NX00401606; Tranche number: 1; ISIN: XS2786445614; Common Code: 278644561.

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

Currency, number of securities in a unit, issue size and term of the Securities

The Securities will be issued in EUR (the "**Issue Currency**") and settled in the same currency (the "**Settlement Currency**"). The Securities are tradable in units and there is one Security in each unit. The issue size is 20,000 Securities. The issue price is EUR 1,000.00 per Security.

The issue date is 10 July 2024 (the "**Issue Date**"). Subject to early termination, the Securities are scheduled to redeem on 29 June 2026 (the "**Scheduled Settlement Date**").

Rights attached to the Securities

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

Taxation: All payments in respect of the Securities shall be made without withholding or deduction for or on account of any UK taxes unless such withholding or deduction is required by law. In the event that any such withholding or deduction is required by law, the Issuer will, save in limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.

Events of default: If the Issuer fails to make any payment due under the Securities or breaches any other term and condition of the Securities in a way that is materially prejudicial to the interests of the holders (and such failure is not remedied within 30 calendar days, or, in the case of interest has not been paid within 14 calendar days of the due date), or the Issuer is subject to a winding-up order, then (subject, in the case of interest, to the Issuer being prevented from payment for a mandatory provision of law) the Securities will become immediately due and payable, upon notice being given by the holder.

Limitations on rights:

Early redemption following certain disruption events or due to unlawfulness or impracticability: The Issuer may redeem the Securities prior to their Scheduled Settlement Date following the occurrence of certain disruption events or extraordinary events concerning the Issuer, its hedging arrangements, the Underlying Asset(s), taxation or the relevant currency of the Securities, or if it determines that an unlawfulness or impracticability event has occurred. In such case, investors will receive an "**Early Cash Settlement Amount**" equal to the fair market value of the Securities prior to their redemption.

Certain additional limitations:

- Notwithstanding that the Securities are linked to the performance of the Underlying Asset(s), holders do not have any rights in respect of the Underlying Asset(s).
- The terms and conditions of the Securities permit the Issuer and the Determination Agent (as the case may be), on the occurrence of certain events and in certain circumstances, without the holders' consent, to make adjustments to the terms and conditions of the Securities, to redeem the Securities prior to maturity, to monetise the Securities, to postpone or obtain alternative valuation of the Underlying Asset(s) to postpone scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Underlying Asset(s), and to take certain other actions with regard to the Securities and the Underlying Asset(s).
- The Securities contain provisions for calling meetings of holders to consider matters affecting their interests generally and these provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.

Governing law

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

Description of the calculation of potential return on the Securities

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

Underlying Assets _(Interest) / Underlying Assets _(Final Settlement)	Type	Initial Price _(Settlement)	Initial Valuation Date
FTSE MIB INDEX	Index	The closing price of an Underlying Asset on the Initial Valuation Date	21 June 2024

For the purposes of determining an Interest Amount, Underlying Assets shall mean the Underlying Assets_(Interest), and for the purposes of determining the Final Cash Settlement Amount, Underlying Assets shall mean the Underlying Assets_(Final Settlement).

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

t	Interest Period Start Date(s):	Interest Period End Date(s):	Interest Determination Date(s)	Interest Payment Date(s)	Interest Rate:
1	Initial Valuation Date	23 June 2025	23 June 2025	30 June 2025	4.14% per annum
2	23 June 2025	Final Valuation Date	Final Valuation Date	Scheduled Settlement Date	4.14% per annum

During the term of the Securities, the Securities pay Drop Back interest.

The "Interest Amount" payable on each Security on each Interest Payment Date is calculated by multiplying (a) the sum of (i) the Cash Allocation Interest Rate plus (ii) the Reinvestment Allocation Interest Rate by (b) the Calculation Amount

Where:

"Cash Allocation_(t)" means the cash allocation at the end of the relevant interest calculation period, expressed Cash Allocation_(t-1) minus the sum of Reinvestment Allocation_(t) that has been invested into the Underlying Asset due to a Reinvestment Trigger Event_(t) occurring on or after the relevant interest period start date but before the relevant interest period end date. The "Initial Cash Allocation" or "Cash Allocation_(t=0)" is 100.00 per cent. "Cash Allocation_(t-1)" is the Cash Allocation (t) in respect of the immediately preceding interest calculation period.

"Cash Allocation Interest Rate" means a rate calculated by multiplying (a) the Cash Allocation_(t) by (b) the Interest Rate and further by (c) the number of calendar days from (and including) the relevant interest period start date to (but excluding) the relevant interest period end date, divided by 365.

"Reinvestment Allocation Interest Rate" means a rate calculated as the sum of the product of (a) the relevant Reinvestment Allocation_(t) multiplied by (b) the Interest Rate and further multiplied by (c) the number of calendar days from (and including) the relevant interest period start date to (but excluding) the relevant Reinvestment Date_(t), divided by 365.

Please refer to the paragraph headed 'Final Settlement' below for the definitions of "Reinvestment Allocation_(t)", "Reinvestment Date_(t)" and "Reinvestment Trigger Event_(t)".

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 (a) the sum of (i) the Final Cash Allocation plus (ii) the Equity Allocation plus (iii) the Reinvestment Allocation by (b) the Calculation Amount.

Where:

"Asset Performance" means, in respect of an Underlying Asset, the quotient of (a) the Final Valuation Price of such Underlying Asset divided by (b) its Initial Price.

"Equity Allocation" means the product of (a) the Initial Equity Investment Allocation multiplied by (b) the Final Performance.

"Final Cash Allocation" means the Cash Allocation_(t) (as defined above) on the Final Valuation Date i.e. the Initial Cash Allocation minus the sum of all Reinvestment Allocations_(t) due to a Reinvestment Trigger Event_(t) having occurred.

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

"Final Valuation Date" means 22 June 2026, subject to adjustment.

"Final Valuation Price" means, in respect of the Underlying Asset, the closing level in respect of the Underlying Asset on the Final Valuation Date.

"Initial Equity Investment Allocation" means 0.00%.

"Reinvestment Allocation" means the sum of (a) the product of all Reinvestment Allocations_(t) multiplied by (b) the quotient of the Final Valuation Price of the Underlying Asset divided by its Reinvestment Price.

i	Reinvestment Trigger Barrier _(i)	Reinvestment Allocation _(i)
1	90.00%	25.00%
2	85.00%	25.00%
3	80.00%	25.00%
4	75.00%	25.00%

"Reinvestment Dates" means all dates on which an investment is made in the Underlying Asset upon the occurrence of a Reinvestment Trigger Event (and each date a "Reinvestment Date" and the relevant Reinvestment Date a "Reinvestment Date_(t)").

"Reinvestment Observation Period" means the period from (and excluding) the Initial Valuation Date to (and excluding) the Final Valuation Date.

"Reinvestment Price" means the product of the Initial Price multiplied by the relevant Reinvestment Trigger Barrier_(i).

"Reinvestment Trigger Event_(t)" means the closing level in respect of the Underlying Asset is at or below the relevant Reinvestment Trigger Barrier_(i) on any scheduled trading day during the Reinvestment Observation Period.

"Reinvestment Trigger Barrier_(i)" means the relevant percentage set out in the table above.

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 EuroTLX Market which is not a regulated market for the purposes of Directive 2014/65/EU and regulation (EU) No.600/2014

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

The Securities are subject to the following key risks:

- **You may lose some or all of your investment in the Securities:** Investors are exposed to the credit risk of Barclays Bank PLC. As the Securities do not constitute a deposit and are not insured or guaranteed by any government or agency or under the UK Government credit guarantee scheme, all payments or deliveries to be made by Barclays Bank PLC as Issuer under the Securities are subject to its financial position and its ability to meet its obligations. The Securities constitute unsubordinated and unsecured obligations of the Issuer and rank *pari passu* with each and all other current and future unsubordinated and unsecured obligations of the Issuer. The terms of the Securities do not provide for a scheduled minimum payment at maturity and as such, depending on the performance of the Underlying Asset(s), you may lose some or all of your investment. You may also lose some or all of your investment if: (a) you sell your Securities before their scheduled maturity or expiry; (b) your Securities are early redeemed in certain extraordinary circumstances; or (c) the terms and conditions of your Securities are adjusted such that the amount payable or property deliverable to you is less than your initial investment.
- **There are risks associated with the valuation, liquidity and offering of the Securities:** The market value of your Securities may be lower than the issue price since the issue price may take into account the Issuer's and/or distributor's profit margin and costs in addition to the fair market value of the Securities. The market value of your Securities may be affected by the volatility, level, value or price of the Underlying Asset(s) at the relevant time, changes in interest rates, the Issuer's financial condition and credit ratings, the supply of and demand for the Securities, the time remaining until the maturity or expiry of the Securities and other factors. The price, if any, at which you will be able to sell your Securities prior to maturity may be substantially less than the amount you originally invested. Your Securities may not have an active trading market and the Issuer may not be under any obligation to make a market or repurchase the Securities prior to redemption. The Issuer may withdraw the public offer at any time. In such case, where you have already paid or delivered subscription monies for the relevant Securities, you will be entitled to reimbursement of such amounts, but will not receive any remuneration that may have accrued in the period between their payment or delivery of subscription monies and the reimbursement of the Securities.
- **You are subject to risks associated with the determination of amount payable under the Securities:**

The Securities bear interest at a rate that is contingent upon the performance of the Underlying Asset(s) and may vary from one Interest Payment Date to the next. You may not receive any interest payments if the Underlying Asset(s) do not perform as anticipated.

The calculation of amount payable depends on the level, value or price of the Underlying Asset(s) reaching or crossing a 'barrier' during a specified period or specified dates during the term of the Securities. This means you may receive less (or, in certain cases, more) if the level, value or price of the Underlying Asset(s) crosses or reaches (as applicable) a barrier, than if it comes close to the barrier but does not reach or cross it (as applicable), and in certain cases you might receive no interest or coupon payments and/or could lose some or all of your investment.
- **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(s), substituting the Underlying Asset(s), 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. Further, the Issuer may early redeem the Securities. This feature may limit the market value of the Securities.
- **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. Since 'Entitlement Substitution' is applicable, the Issuer may elect to either (i) substitute the affected entitlement components and deliver substitute assets, or (ii) not deliver the affected entitlement components and to pay an amount in lieu thereof to Holders. This may result in you being exposed to the issuer or custodian of the substituted assets, being unable to sell such substituted assets for a specific price and/or being subject to documentary or stamp taxes and/or other charges.
- **Your Securities are subject to foreign exchange risks:** Payment under the Securities will be made in a Settlement Currency which is different from the currency of the Underlying Asset(s) and/or may be different from your home currency. You will be exposed to the risk of foreign exchange rate fluctuations between the Settlement Currency and your home currency and/or the Issue Currency. These fluctuations may decrease the value of the Securities.
- **Certain specific information in relation to the Securities is not known at the beginning of an offer period:** The terms and conditions of your Securities only provide an indicative amount. The actual amounts will be determined based on market conditions by the Issuer on or around the end of the offer period. There is a risk that the indicative amounts will not be same as the actual amount, in which case, the return on your Securities may be materially different from the expected return based on the indicative amount.
- **Risks relating to Underlying Asset(s) that are equity indices:** Equity indices are composed of a synthetic portfolio of shares and provide investment diversification opportunities, but will be subject to the risk of fluctuations in both equity prices and the value and volatility of the relevant equity index. The Securities are linked to equity indices, and as such may not participate in dividends or any other distributions paid on the shares which make up such indices. Accordingly, you may receive a lower return on the Securities than you would have received if you had invested directly in those shares. The index sponsor can add, delete or substitute the components of an equity index at its discretion, and may also alter the methodology used to calculate the level of such index. Equity indices may comprise index components of different types of asset classes. Each type of asset class may have a different set of valuation methodology and extraordinary events that differ from the other types of components within the index methodology and, in certain case, the determination agent may require to determine the price, value, level or other relevant measures of such component by adopting a valuation methodology and

making reference to a price source it deems appropriate or using the other applicable fallback valuation methodologies. These events may have a detrimental impact on the level of that index, which in turn could have a negative impact on the value of and return on the Securities.

- **The Underlying Asset(s) are 'benchmarks' for the purposes of the EU Benchmarks Regulation (Regulation (EU) 2016/1011, as amended):** Pursuant to the EU Benchmarks Regulation, an Underlying Asset may not be used in certain ways by an EU supervised entity after 31 December 2025 if its administrator does not obtain authorisation or registration (or, if a non-EU entity, does not satisfy the "equivalence" conditions and is not "recognised" pending an equivalence decision or is not "endorsed" by an EU supervised entity). If this happens, a disruption event will occur and the Securities may be early redeemed. Further, the methodology or other terms of an Underlying Asset could be changed in order to comply with the requirements of the EU Benchmarks Regulation, and such changes could reduce or increase the level or affect the volatility of the published level of such Underlying Asset, which may in turn lead to adjustments to the terms of the Securities or early redemption.

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

Terms and conditions of the Primary Offer Period:

An offer of the Securities may be made by the Initial Authorised Offeror other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Republic of Italy (the "**Public Offer Jurisdiction**") during the period from (and including) 10 June 2024 to (and including) 21 June 2024 (the "**Primary Offer Period**"), subject to any early closing of the Primary Offer Period or cancellation of the offer of the Securities during the Primary Offer Period.

The Securities are offered for subscription in Italy during the following ("**Primary Offer Period**")

- (i) In case of subscription at the office (*filiali*), from and including 10 June 2024 to and including 21 June 2024; and
- (ii) In case of door-to-door selling, from and including 10 June 2024 to and including 21 June 2024;

in each case, subject to any early termination of the Primary Offer Period or withdrawal of the offer, as described below.

Such offer is subject to the following conditions:

- **Offer Price:** EUR 1,000.00 per Security (of which up to 2.00 per cent (2.00%) will be payable to the Initial Authorised Offeror as a commission for the distribution of the Securities by the Initial Authorised Offeror during the Primary Offer Period).
- **Conditions to which the offer is subject:** In the event that during the Primary Offer Period, the requests exceed the amount of the offer to prospective investors, the Issuer will proceed to early terminate the Offer Period and will immediately suspend the acceptances of further requests. The Issuer reserves the right to withdraw the offer for Securities at any time prior to the end of the Primary 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 Initial Authorised Offeror in accordance with the Initial Authorised Offeror's usual procedures.

The Initial Authorised Offeror is responsible for the notification of any withdrawal right applicable in relation to the offer of the Securities to potential investors.

- **Description of the application process:** Investors may apply for the subscription of the Securities during normal Italian banking hours at the offices (*filiali*) of the Initial Authorised Offeror by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form (the "**Acceptance Form**") from (and including) 10 June 2024 to (and including) 21 June 2024, subject to any early closing of the Primary Offer Period or cancellation of the Offer of the Securities during the Primary Offer Period. Acceptance forms are available at the Initial Authorised Offeror's office. Any application shall be made to the Initial Authorised Offeror.

Door-to-door selling: The Securities may also be distributed by the Initial Authorised Offeror through door-to-door selling by means of tied agents, being financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Articles 30 and 31 of the Legislative Decree 24 February 1998, No. 58, as amended and supplemented (the "**Italian Financial Services Act**") from (and including) 10 June 2024 to (and including) 21 June 2024 subject to any early closing of the Primary Offer Period or cancellation of the Offer of the Securities during the Primary Offer Period.

The Initial Authorised Offeror intending to distribute the Securities through door-to-door selling (*fuori sede*) pursuant to Article 30 of the Italian Financial Services Act will collect the Acceptance Forms through the tied agents (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 31 of the Italian Financial Services Act.

Pursuant to Article 30, paragraph 6, of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling is suspended for a period of 7 (seven) days beginning on the date of subscription by the relevant investor. Within such period investors may notify the Initial Authorised Offeror and/or financial advisor of their withdrawal without payment of any charge or commission.

- **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 Initial Authorised Offeror in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Initial Authorised Offeror pursuant to an exemption from the obligation under the EU Prospectus Regulation as implemented in such countries to publish a prospectus.

Terms and conditions of the Secondary Offer Period:

Active marketing activities in respect of the Securities in the Public Offer Jurisdiction will be carried out by Banca Generali S.p.A. commencing on (and including) the day on which the Securities are admitted to trading on the EuroTLX Market. Accordingly, an offer of the Securities may be made by the Manager or the Authorised Intermediaries other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Public Offer Jurisdiction during the period commencing on (and including) the day on which the Securities are admitted to trading on the EuroTLX Market and ending on (and including) the date on which Banca Generali S.p.A. ceases to carry on active marketing activities in respect of the Securities in the Public Offer Jurisdiction, which date is expected to fall on or around 29 June 2026, subject to early termination of the Securities (the "**Secondary Offer Period**").

Such offer is subject to the following conditions:

- **Offer Price:** The Securities will be offered at the market price which will be determined by Barclays Bank Ireland PLC (the "**Manager**") on a continuous basis in accordance with the market conditions then prevailing. Depending on market conditions, the Offer Price shall be equal, higher or lower than the Issue Price of the Securities. Equita Sim S.p.A. (in its capacity as appointed specialist under the EuroTLX Market rules) (the "**Specialist**") will publish offer prices (and bid prices) at which the Specialist is prepared to sell (and purchase) the Securities on the EuroTLX Market during the Secondary Offer Period.
- **Conditions to which the offer is subject:** The Secondary Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations and any adjustments to such period will be set out in one or more notices to be made available on the Issuer's website.
- **Description of the application process:** An offer of the Securities may be made by the Manager or the Authorised Intermediaries other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Public Offer Jurisdiction during the Secondary Offer Period.

The Manager is Barclays Bank Ireland PLC with its address at One Molesworth Street, Dublin 2, Ireland D02 RF29 incorporated as a public company limited by shares under the laws of Ireland in Ireland. Securities may be purchased from any Authorised Intermediaries approved and admitted to trading on the EuroTLX Market by Borsa Italiana S.p.A., and purchase and settlement of the Securities shall be in accordance with the usual rules of the EuroTLX Market.

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 up to EUR 1,000.00.

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 requesting for admission to trading of the Securities on the EuroTLX Market.

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.

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 Issuer will pay the Initial Authorised Offeror a commission which will be no more than 2.00% of the Issue Price and relates solely to the distribution of the Securities by the Initial Authorised Offeror during the Primary Offer Period.

Furthermore, the Issuer shall also pay to Banca Generali S.p.A. a fee of 0.50 per cent (0.50%) of the Calculation Amount for each Security purchased on the EuroTLX Market during the Secondary Offer Period for the active marketing activity in relation to the Securities to be performed by Banca Generali S.p.A. during the Secondary Offer Period. Marketing fees can be revised down at the Issuer's discretion.

The Authorised Offerors may be paid fees in relation to the offer of Securities. Potential conflicts of interest may exist between the Issuer, determination agent, Authorised Offerors or their affiliates (who may have interests in transactions in derivatives related to the Underlying Asset(s) which may, but are not intended to, adversely affect the market price, liquidity or value of the Securities) and holders.

Any Authorised Offeror and its affiliates may engage, and may in the future engage, in hedging transactions with respect to the Underlying Asset.

in conflitto, e possono essere poco chiari nella loro applicazione a particolari circostanze specialmente in aree nuove ed emergenti; e (ii) la natura diversificata e mutevole delle attività e prassi di attività del Gruppo Bancario Barclays. In ogni caso, questo espone il Gruppo Bancario Barclays al rischio di perdita o di imposizione di penali, danni o sanzioni derivanti dall'incapacità di membri del Gruppo Bancario Barclays di rispettare applicabili leggi, norme e regolamenti e obbligazioni contrattuali e di difendere i propri diritti di proprietà intellettuale. Il rischio legale può emergere in conseguenza di un numero di fattori di rischio, come sopra riassunti.

INFORMAZIONI PRINCIPALI SUI TITOLI

Quali sono le caratteristiche principali dei Titoli?

Tipologia e categoria dei Titoli offerti e ammessi a negoziazione, inclusi numeri di identificazione dei Titoli

I Titoli avranno forma di certificati rimborsabili e saranno identificati in maniera univoca da: Numero di serie: NX00401606; Numero di tranches: 1; Codice ISIN: XS2786445614; Common Code: 278644561.

I Titoli saranno liquidati e regolati tramite Euroclear Bank S.A./N.V. e/o Clearstream Banking *société anonyme*.

Valuta, numero di titoli in una unità, volume di emissione e termine dei Titoli

I Titoli saranno emessi in EUR (la "**Valuta di Emissione**") e regolati nella stessa valuta (la "**Valuta di Regolamento**"). I Titoli sono negoziabili in unità e c'è un Titolo in ogni unità. L'emissione ammonta a 20.000 Titoli. Il Prezzo di Emissione è pari a 1.000 EUR per Titolo.

La data di emissione è il 10 luglio 2024 (la "**Data di Emissione**"). Salvo che in caso di estinzione anticipata, i Titoli sono programmati per essere rimborsati il 29 giugno 2026 (la "**Data di Regolamento Programmata**").

Diritti connessi ai Titoli

Rendimento potenziale: I Titoli conferiranno a ciascun investitore il diritto di ottenere un rendimento potenziale sui Titoli, insieme a certi diritti accessori, quali ad esempio il diritto essere informati in merito a determinate decisioni ed eventi e il diritto di votare su alcune modifiche (ma non tutte) al regolamento dei Titoli. Il rendimento potenziale sarà nella forma di (i) uno o più Importi degli Interessi e/o (iii) un Importo di Regolamento Finale in Contanti, restando inteso che, in caso di estinzione anticipata dei Titoli, il potenziale rendimento potrà invece essere in forma di un Importo di Regolamento Anticipato in Contanti.

Tassazione: Tutti i pagamenti relativi ai Titoli saranno effettuati senza ritenute o detrazioni per o a causa di eventuali imposte del Regno Unito, a meno che tali ritenute o detrazioni non siano richieste dalla legge. Nel caso in cui tale ritenuta o deduzione sia richiesta dalla legge, l'Emittente, salvo limitate circostanze, sarà tenuto a pagare importi aggiuntivi per coprire gli importi così trattenuti o dedotti.

Eventi di inadempimento: Se l'Emittente non effettua alcun pagamento dovuto ai sensi dei Titoli o viola qualsiasi altro termine e condizione dei Titoli in modo materialmente pregiudizievole per gli interessi dei portatori (e tale inadempimento non venga sanata entro 30 giorni di calendario, o, nel caso di interessi che non siano stati pagati entro 14 giorni di calendario dalla data prevista), o l'Emittente è soggetto ad una ordinanza di liquidazione, allora (subordinatamente, in caso di interessi, all'impossibilità per l'Emittente di pagare in virtù di una disposizione di legge obbligatoria) i Titoli diventeranno immediatamente esigibili e pagabili, previa comunicazione da parte del portatore.

Limitazioni dei diritti

Rimborso anticipato in seguito a determinati eventi di turbativa o a causa di illegittimità o impraticabilità: L'Emittente può rimborsare i Titoli prima della loro Data di Regolamento Programmata a seguito del verificarsi di determinati eventi di turbativa o eventi straordinari riguardanti l'Emittente, i suoi accordi di copertura, la(e) Attività Sottostante(i), la tassazione o la relativa valuta dei Titoli, o se determina che si è verificato un evento di illiceità o di impraticabilità. In tal caso, gli investitori riceveranno un "**Importo di Regolamento Anticipato in Contanti**" pari al valore equo di mercato dei Titoli prima del loro rimborso.

Alcune limitazioni ulteriori:

- Nonostante i Titoli siano legati alla performance della(e) Attività Sottostante(i), i portatori non hanno alcun diritto in relazione alla(e) Attività Sottostante(i).
- Il regolamento dei Titoli consente all'Emittente e all'Agente per la Determinazione (a seconda dei casi), al verificarsi di determinati eventi e in determinate circostanze, senza il consenso dei portatori, di apportare modifiche al regolamento dei Titoli, di rimborsare i Titoli prima della scadenza, monetizzare i Titoli, ottenere alternative valutazioni della(e) Attività Sottostante(i) o di pagamenti programmati ai sensi dei Titoli, cambiare la valuta in cui sono denominati i Titoli, sostituire la(e) Attività Sottostante(i), e intraprendere alcune altre azioni con riferimento ai Titoli e alla(e) Attività Sottostante(i).
- I Titoli contengono disposizioni per la convocazione di assemblee dei portatori di titoli per esaminare questioni che riguardano i loro interessi in generale e tali disposizioni consentono di vincolare tutti i portatori compresi i portatori che non hanno partecipato e votato all'assemblea in questione e i portatori che hanno votato in modo contrario alla maggioranza.

Legge applicabile

I Titoli saranno disciplinati dal diritto inglese e i relativi diritti saranno interpretati di conseguenza.

Descrizione del calcolo del rendimento potenziale dei Titoli

Attività Sottostante(i): Il rendimento e il valore dei Titoli dipendono dall'andamento della(e) seguente(i) Attività Sottostante(i):

Attività Sottostante(i) _{(Interesse)/} Attività Sottostante(i) _{(Regolamento} Finale)	Tipo	Prezzo Iniziale _(Regolamento)	Data di Valutazione Iniziale
FTSE MIB INDEX	Indice	Il prezzo di chiusura di un'Attività Sottostante alla Data di Valutazione Iniziale	21 giugno 2024

Al fine di determinare un Importo degli Interessi, per Attività Sottostante(i) si intende l'(le) Attività Sottostante(i)_(Interesse), al fine di determinare l'Importo del Regolamento Finale in Contanti, per Attività Sottostante(i) si intende l'(le) Attività Sottostante(i)_(Regolamento Finale).

Importo di Calcolo: I calcoli relativi agli importi dovuti in relazione ai Titoli sono svolti in riferimento all'"**Importo di Calcolo**", pari a 1.000 EUR per Titolo.

Importi Indicativi: Se i Titoli sono offerti mediante offerta pubblica e qualsiasi valore del prodotto specificato non sia fisso o determinato all'inizio dell'offerta pubblica (compreso qualsiasi importo, livello, percentuale, prezzo, tasso o altro valore in relazione ai termini dei Titoli che non sia stato fissato o determinato entro l'inizio dell'offerta pubblica), tale valore del prodotto specificato indicherà un importo indicativo, importo minimo indicativo, un importo massimo indicativo o qualsiasi combinazione dei medesimi. In tal caso, il valore dei prodotti rilevante specificato sarà il valore determinato sulla base delle condizioni di mercato dall'Emittente al o attorno al termine dell'offerta pubblica. L'avviso del valore del prodotto specificato rilevante sarà pubblicato prima della Data di Emissione.

Agente per la Determinazione: Barclays Bank PLC verrà incaricato di effettuare i calcoli e le determinazioni relativamente ai Titoli.

A – Interessi

t	Data(e) di Inizio del	Data(e) di Fine del Periodo	Data(e) di Determinazione	Data(e) di Pagamento	Tasso di Interesse:
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	Periodo di Interesse:	di Interesse:	degli Interessi	degli Interessi:	
1	Data di Valutazione Iniziale	23 giugno 2025	23 giugno 2025	30 giugno 2025	4.14,00% annuo
2	23 giugno 2025	Data di valutazione finale	Data di valutazione finale	Data di Regolamento Programmata	4.14,00% annuo

Durante la vita dei Titoli, i Titoli pagano Drop Back interesse.

L' "Importo degli Interessi" pagabili su ciascun Titolo a ciascuna Data di Pagamento degli Interessi è calcolato moltiplicando (a) la somma di (i) il Tasso di Interesse di Allocazione in Contanti più (ii) il Tasso di Interesse di Allocazione del Reinvestimento per (b) l'Importo di Calcolo.

Dove:

"Allocazione in Contanti_(t)" indica l'allocazione in contanti alla fine del relativo periodo di calcolo degli interessi, espressa in Allocazione in Contanti_(t-1) meno la somma dell'Allocazione del Reinvestimento_(t) che è stata investita nell'Attività Sottostante a causa di un Evento *Trigger* del Reinvestimento_(t) verificatosi alla o dopo la data di inizio del relativo periodo di interessi ma prima della data di fine del relativo periodo di interessi. L' "Allocazione Iniziale in Contanti" o "Allocazione in Contanti_(t=0)" è pari all' 100,00 per cento. L' "Allocazione in Contanti_(t-1)" è l'Allocazione in Contanti (t) relativa al periodo di calcolo degli interessi immediatamente precedente.

"Tasso di Interesse dell'Allocazione in Contanti" indica un tasso calcolato moltiplicando (a) l'Allocazione in Contanti_(t) per (b) il Tasso di Interesse e ulteriormente per (c) il numero di giorni di calendario dalla (e inclusa) data di inizio del relativo periodo di interesse alla (ma esclusa) data di fine del relativo periodo di interesse, diviso per 365.

"Tasso di Interesse dell'Allocazione del Reinvestimento" indica un tasso calcolato come la somma del prodotto di (a) la relativa Allocazione del Reinvestimento_(t) moltiplicata per (b) il Tasso di Interesse e ulteriormente moltiplicata per (c) il numero di giorni di calendario dalla (e inclusa) data di inizio del relativo periodo di interessi alla (ma esclusa) relativa Data di Reinvestimento_(t), divisa per 365.

Si prega di fare riferimento al paragrafo intitolato 'Regolamento Finale' per le definizioni di "Allocazione del Reinvestimento_(t)", "Data di Reinvestimento_(t)" e "Evento Trigger del Reinvestimento_(t)".

B – Regolamento Finale

Qualora i Titoli non siano stati rimborsati altrimenti, ogni Titolo sarà rimborsato alla Data di Regolamento Programmata mediante pagamento di un Importo di Regolamento Finale in Contanti.

La Data di Regolamento Programmata potrà essere posticipata in seguito al posticipo della Data di Valutazione Finale a causa di un evento di turbativa.

L' "Importo Regolamento Finale in Contanti" è calcolato moltiplicando (a) la somma di (i) l'Allocazione Finale in Contanti più (ii) l'Allocazione Azionaria più (iii) l'Allocazione del Reinvestimento per (b) l'Importo di Calcolo.

Dove:

"Performance dell'Attività" indica, rispetto ad un'Attività Sottostante il quoziente di (a) il Prezzo di Valutazione Finale di tale Attività Sottostante diviso per (b) il suo Prezzo Iniziale..

"Allocazione Azionaria" indica il prodotto di (a) l'Allocazione Iniziale dell'Investimento Azionario moltiplicato per (b) la Performance Finale.

"Allocazione Finale in Contanti" indica l'Allocazione in Contanti_(t) (come definita in precedenza) alla Data di Valutazione Finale, ossia l'Allocazione Iniziale in Contanti meno la somma di tutte le Allocazioni di Reinvestimento_(t) dovute al verificarsi di un Evento *Trigger* di Reinvestimento_(t).

"Performance Finale" indica il Prezzo di Valutazione Finale diviso per il Prezzo Iniziale_(Regolamento).

"Data di valutazione finale" indica il 22 giugno 2026, soggetto a rettifica.

"Prezzo di Valutazione Finale" indica, in relazione all'Attività Sottostante, il livello di chiusura rispetto all'Attività Sottostante alla Data di Valutazione Finale.

"Allocazione Iniziale dell'Investimento Azionario" indica 0,00%.

"Allocazione del Reinvestimento" indica la somma di (a) il prodotto di tutte le Allocazioni di Reinvestimento_(t) moltiplicato per (b) il quoziente del Prezzo di Valutazione Finale dell'Attività Sottostante diviso per il suo Prezzo di Reinvestimento.

i	Barriera <i>Trigger</i> del Reinvestimento _(t)	Allocazione del Reinvestimento _(t)
1	90,00%	25.00%
2	85,00%	25.00%
3	80,00%	25.00%
4	75,00%	25.00%

"Date di Reinvestimento" indica tutte le date in cui viene effettuato un investimento nell'Attività Sottostante al verificarsi di un Evento *Trigger* del Reinvestimento (e ogni data una "Data di Reinvestimento" e la relativa Data di Reinvestimento una "Data di Reinvestimento_(t)").

"Periodo di Osservazione del Reinvestimento" indica il periodo compreso tra (ed esclusa) la Data di Valutazione Iniziale e (ed esclusa) la Data di Valutazione Finale.

"Prezzo di Reinvestimento" indica il prodotto del Prezzo Iniziale moltiplicato per la relativa Barriera *Trigger* del Reinvestimento_(t).

"Evento *Trigger* del Reinvestimento_(t)" indica il livello di chiusura rispetto all'Attività Sottostante è pari o inferiore alla relativa Barriera *Trigger* del Reinvestimento_(t) in qualsiasi giorno di negoziazione programmato durante il Periodo di Osservazione del Reinvestimento.

"Barriera *Trigger* del Reinvestimento_(t)" indica la percentuale pertinente indicata nella tabella precedente.

Status dei Titoli

I Titoli sono obbligazioni contrattuali dirette, chirografarie e non subordinate dell'Emittente e di pari grado tra loro.

Descrizione di restrizioni alla libera trasferibilità dei Titoli

I Titoli sono offerti e venduti al di fuori degli Stati Uniti a *non-U.S. persons* in ottemperanza al *Regulation S* ai sensi del *Securities Act* e devono essere conformi alle limitazioni sul trasferimento con riferimento agli Stati Uniti. I Titoli detenuti in un Sistema di Compensazione saranno trasferiti ai sensi delle regole, procedure e regolamenti

di tale Sistema di Compensazione. Fatto salvo quanto precede, i Titoli saranno liberamente trasferibili.

Dove saranno negoziati i Titoli?

Si prevede che una domanda di ammissione dei titoli sarà presentata dall'Emittente (o per suo conto) sul Mercato EuroTLX che è un/dei mercato non regolamentato ai sensi della Direttiva 2014/65/EU e il Regolamento (EU) No.600/2014

Quali sono gli specifici rischi chiave dei Titoli?

I Titoli sono soggetti ai seguenti rischi chiave:

- **Potete perdere tutto o parte del vostro investimento nei Titoli:** Gli investitori sono esposti al rischio di credito di Barclays Bank PLC. Poiché i Titoli non costituiscono un deposito e non sono assicurati o garantiti da alcun governo o agenzia o ai sensi del programma di garanzia del credito del governo britannico, tutti i pagamenti o le consegne che Barclays Bank PLC deve effettuare in qualità di Emittente ai sensi dei Titoli sono soggetti alla sua posizione finanziaria e alla sua capacità di far fronte ai propri obblighi. I Titoli costituiscono obbligazioni non subordinate e non garantite dell'Emittente e hanno pari rango rispetto a tutte le altre obbligazioni non subordinate e non garantite attuali e future dell'Emittente. I termini degli Strumenti Finanziari non prevedono un pagamento minimo programmato a scadenza e pertanto, a seconda dell'andamento della(e) Attività Sottostante(i), potete perdere tutto o parte del vostro investimento. Potete anche perdere tutto o parte del vostro investimento se: (a) vendete i vostri Strumenti Finanziari prima della loro data di scadenza o maturazione prevista; (b) i vostri Strumenti Finanziari sono rimborsati anticipatamente in certe circostanze straordinarie; o (c) il regolamento dei vostri Strumenti Finanziari sono modificati in modo che l'importo pagabile o il bene consegnabile a voi siano inferiori rispetto al vostro investimento iniziale.
- **Ci sono rischi connessi alla valutazione, liquidità e offerta dei Titoli:** Il valore di mercato dei vostri Titoli potrebbe essere inferiore al prezzo di emissione dal momento che il prezzo di emissione può tenere in conto un margine di profitto dell'Emittente o del distributore o costi aggiuntivi rispetto al valore equo di mercato dei Titoli. Il valore di mercato dei vostri Titoli potrebbe essere influenzato dalla volatilità, dal livello, valore o prezzo delle Attività Sottostante(i) al momento rilevante, cambiamenti nei tassi di interesse, la posizione finanziaria ed il rating creditizio dell'Emittente, l'offerta e la domanda di Titoli, il tempo residuo sino alla scadenza o termine dei Titoli ed altri fattori. Il prezzo, ove esistente, a cui potrete vendere i vostri Titoli prima della scadenza potrebbe essere sostanzialmente inferiore al valore che avete investito in origine. I vostri Titoli potrebbero non avere un mercato attivo di negoziazione e l'Emittente potrebbe non avere un obbligo di creare un mercato o di riacquistare i Titoli prima del rimborso. L'Emittente potrebbe ritirare l'offerta pubblica in ogni momento. In tal caso, ove abbiate già pagato o consegnato il corrispettivo per la sottoscrizione dei Titoli, avrete diritto al rimborso di tali importi, ma non riceverete alcuna remunerazione eventualmente maturata nel periodo tra il pagamento o la consegna del corrispettivo per la sottoscrizione ed il rimborso dei Titoli.
- **Siete esposti a rischi connessi alla determinazione dell'importo pagabile ai sensi dei Titoli:** I Titoli maturano interessi che sono condizionati dall'andamento della(e) Attività Sottostante(i) e potrebbero variare da una Data di Pagamento degli Interessi alla successiva. Potreste non ricevere alcun pagamento di interessi se l'andamento della(e) Attività Sottostante(i) è diverso dalle previsioni. Il calcolo dell'importo pagabile dipende dal fatto che il livello della(e) Attività Sottostante(i) raggiunga o superi una 'barriera' durante un periodo specificato o in date specificate durante la vita dei Titoli. Ciò significa che potreste ricevere meno (o, in certi casi, di più) se il livello della(e) Attività Sottostante(i) supera o raggiunge (a seconda dei casi) una barriera, rispetto ad una situazione in cui si avvicina alla barriera ma non la raggiunge o supera (a seconda dei casi), e in certi casi potreste non ricevere alcun pagamento di interessi o cedole e/o potreste perdere tutto o parte del vostro investimento.
- **I vostri Titoli sono soggetti a rettifiche e al rimborso anticipato:** Ai sensi del regolamento dei Titoli, a seguito del verificarsi di determinati eventi di turbativa o eventi straordinari riguardanti l'Emittente, i suoi accordi di copertura, la(e) Attività Sottostante(i), la tassazione o la relativa valuta dei Titoli, l'Agente di Determinazione o l'Emittente possono adottare una serie di azioni correttive, inclusa la stima del livello della(e) Attività Sottostante(i), la sostituzione della(e) Attività Sottostante(i) e l'effettuazione di rettifiche al regolamento dei Titoli. Ognuna di tali azioni correttive può modificare le caratteristiche economiche dei Titoli e avere un effetto negativo rilevante sul valore e sul rendimento dei Titoli. Se non è possibile intraprendere alcuna azione correttiva, o se si determina che si è verificato un evento di illiceità o di impraticabilità l'Emittente può rimborsare anticipatamente i Titoli mediante il pagamento di un Importo di Liquidazione Anticipata in Contanti. Se si verifica un rimborso anticipato, potreste perdere tutto o parte del vostro investimento perché l'Importo di Liquidazione Anticipata in Contanti potrebbe essere inferiore al livello al quale avete acquistato i Titoli, o potrebbe anche essere pari a zero. Perderete anche l'opportunità di partecipare a qualsiasi successiva performance positiva dell'Attività Sottostante e non potrete realizzare alcun potenziale guadagno nel valore dei Titoli. Potreste non essere in grado di reinvestire i proventi di un investimento ad un rendimento comparabile e/o con un tasso di interesse o cedola comparabile per un livello di rischio simile. Inoltre l'Emittente potrebbe riscattare i Titoli anticipatamente. Tale aspetto potrebbe limitare il valore di mercato dei Titoli.
- **Il regolamento è soggetto a condizioni e potrebbe in certe circostanze essere impossibile:** il pagamento dell'importo dovuto non avrà luogo fino a quando tutte le condizioni per il regolamento non saranno state soddisfatte per intero. Nessun importo aggiuntivo sarà dovuto dall'Emittente a causa di eventuali ritardi o rinvii. Potrebbero verificarsi alcuni eventi di turbativa del regolamento che potrebbero limitare la capacità dell'Emittente di effettuare pagamenti o, e la data di regolamento potrebbe essere posticipata di conseguenza. Poiché è applicabile la "sostituzione del diritto", l'Emittente può scegliere di (i) sostituire componenti dei diritti interessati e consegnare beni sostitutivi, o (ii) non consegnare i componenti dei diritti interessati e pagare un importo in sostituzione ai Titolari. Ciò potrebbe comportare l'esposizione dell'investitore all'emittente o al custode dei beni sostituiti, l'impossibilità di vendere tali beni sostituiti a un prezzo specifico e/o l'essere soggetti a tasse documentarie o di bollo e/o altri oneri.
- **I vostri Titoli sono soggetti a rischi di cambio:** Il pagamento ai sensi dei Titoli sarà effettuato in una Valuta di Regolamento che è diversa dalla valuta della(e) Attività Sottostante(i) e/o può essere diversa dalla vostra valuta nazionale. Sarete esposti al rischio di fluttuazioni del tasso di cambio tra la Valuta di Regolamento e la vostra valuta nazionale e/o la Valuta di Emissione. Tali fluttuazioni possono diminuire il valore dei Titoli.
- **Certe specifiche informazioni in relazione ai Titoli non sono conosciute all'inizio del periodo d'offerta:** I termini e le condizioni dei vostri Titoli forniscono solo un importo indicativo. Gli importi effettivi saranno determinati in base alle condizioni di mercato dall'Emittente al termine o in prossimità della fine del periodo di offerta. Esiste il rischio che gli importi indicativi non corrispondano all'importo effettivo, nel qual caso il rendimento dei Titoli potrebbe essere sostanzialmente diverso dal rendimento atteso in base all'importo indicativo.
- **Rischi relativi ad Attività Sottostante(i) che sono indici azionari:** Gli indici azionari sono composti da un portafoglio sintetico di azioni e forniscono opportunità di diversificazione degli investimenti, ma saranno soggetti al rischio di fluttuazioni sia dei prezzi azionari sia del valore e della volatilità del relativo indice azionario. I Titoli sono collegati a indici azionari, e come tali non possono partecipare ai dividendi o a qualsiasi altra distribuzione pagata sulle azioni che compongono tali indici. Di conseguenza, potreste ricevere un rendimento sui Titoli inferiore a quello che avreste ricevuto se aveste investito direttamente in quelle azioni. Lo sponsor dell'indice può aggiungere, cancellare o sostituire le componenti di un indice azionario a sua discrezione, e può anche modificare la metodologia utilizzata per calcolare il livello di tale indice. Questi eventi possono avere un impatto negativo sul livello di tale indice, che a sua volta potrebbe avere un impatto negativo sul valore e sul rendimento dei Titoli.
- **La/le Attività Sottostante/i sono "indici di riferimento" ai fini del Regolamento UE sugli indici di riferimento ("Regolamento Benchmark") (Regolamento (UE) 2016/1011, come modificato):** Ai sensi del Regolamento Benchmark, un'Attività Sottostante non può essere utilizzata in determinati modi da un Soggetto vigilato UE dopo il 31 dicembre 2025 se il suo amministratore non ottiene l'autorizzazione o la registrazione (o, se soggetto extra UE, non soddisfa le condizioni di "equivalenza" e non è "riconosciuto" in attesa di una decisione di equivalenza o non è "approvato" da un soggetto vigilato dell'UE). In tal caso, si verificherà un evento di turbativa e i Titoli potranno essere rimborsati anticipatamente. Inoltre, la metodologia o altri termini di un'Attività Sottostante potrebbero essere modificati al fine di soddisfare i requisiti del Regolamento Benchmark e tali modifiche potrebbero ridurre o aumentare il livello o influenzare la volatilità del livello pubblicato di tale Attività Sottostante, che può a sua volta portare ad adeguamenti dei termini dei Titoli o al rimborso anticipato.

INFORMAZIONI PRINCIPALI SULL'OFFERTA AL PUBBLICO DI TITOLI E/O SULL'AMMISSIONE ALLA NEGOZIAZIONE IN UN MERCATO REGOLAMENTATO

A quali condizioni e secondo quali tempistiche posso investire in questi Titoli?

Termini e condizioni dell'offerta

Termini e condizioni del Periodo di Offerta sul Primario:

Un'offerta dei Titoli può essere effettuata dall'Offerente Autorizzato Iniziale con procedura diversa da quanto previsto ai sensi dell'Articolo 1(4) del Regolamento Prospetti UE nella Repubblica Italiana (la "Giurisdizione dell'Offerta al Pubblico") durante il periodo che inizia il 10 giugno 2024 (compreso) e termina il 21 giugno 2024 (compreso) (il "Periodo di Offerta sul Primario"), salvo una chiusura anticipata del Periodo di Offerta sul Primario o la cancellazione dell'Offerta dei Titoli durante il Periodo di Offerta sul Primario.

I Titoli sono offerti in sottoscrizione in Italia durante il Periodo di Offerta sul Primario: (i) in caso di sottoscrizione presso le filiali, dal(dall') 10 giugno 2024 (incluso) al(all') 21 giugno 2024 (incluso), e (ii) in caso di offerta fuori sede, dal(dall') 10 giugno 2024 (incluso) al(all') 21 giugno 2024 (incluso), in ogni caso, fatta salva l'eventuale chiusura anticipata del Periodo di Offerta sul Primario o il ritiro dell'offerta, come descritto di seguito.

Tale offerta è soggetta alle seguenti condizioni:

- **Prezzo d'offerta:** 1.000 EUR per Titolo (di cui fino al 2,00 per cento (2,00%) sarà pagabile all'Offerente Autorizzato Iniziale a titolo di commissione per il collocamento dei Titoli da parte dell' Offerente Autorizzato Iniziale durante il Periodo di Offerta sul Primario).
- **Condizioni alle quali l'offerta è soggetta:** Nel caso in cui, durante il Periodo di Offerta sul Primario, le richieste superino l'ammontare dell'offerta ai potenziali investitori, l'Emittente procederà alla chiusura anticipata del Periodo di Offerta sul Primario e sospenderà immediatamente le accettazioni di ulteriori richieste. L'Emittente si riserva il diritto di ritirare l'offerta di Titoli in qualsiasi momento prima della fine del Periodo di Offerta sul Primario. A seguito del ritiro dell'offerta, se è stata presentata qualsiasi domanda da parte di qualsiasi potenziale investitore, tale potenziale investitore non avrà diritto di sottoscrivere o altrimenti acquisire i Titoli e qualsiasi domanda sarà automaticamente cancellata e qualsiasi importo di acquisto sarà rimborsato al richiedente dall'Offerente Autorizzato Iniziale in conformità con le procedure abituali dell'Offerente Autorizzato Iniziale. L'Offerente Autorizzato Iniziale è responsabile di notificare a potenziali investitori qualunque diritto di ritirare l'offerta applicabile all'offerta dei Titoli.
- **Descrizione del processo di richiesta:** Gli investitori possono richiedere la sottoscrizione dei Titoli durante il normale orario di apertura delle banche italiane presso le filiali dell'Offerente Autorizzato Iniziale compilando, sottoscrivendo debitamente (anche da parte di appositi procuratori) e consegnando un apposito modulo di adesione (il "Modulo di Adesione") a partire dal (e incluso) 10 giugno 2024 al (e incluso) 21 giugno 2024, fatta salva l'eventuale chiusura anticipata del Periodo di Offerta sul Primario o la cancellazione dell'Offerta dei Titoli durante il Periodo di Offerta sul Primario. I moduli di adesione sono disponibili presso gli uffici dell'Offerente Autorizzato Iniziale. Qualsiasi richiesta deve essere fatta all'Offerente Autorizzato Iniziale.
Offerta Fuori Sede: I Titoli potranno essere distribuiti dall'Offerente Autorizzato Iniziale anche mediante offerta fuori sede a mezzo di consulenti finanziari abilitati all'offerta fuori sede ai sensi degli articoli 30 e 31 del Decreto Legislativo 24 febbraio 1998, n. 58, come modificato ed integrato (il "Testo Unico della Finanza") dal (e incluso) 10 giugno 2024 al (e incluso) 21 giugno 2024, fatta salva l'eventuale chiusura anticipata del Periodo di Offerta sul Primario o la cancellazione dell'Offerta dei Titoli durante il Periodo di Offerta sul Primario.

L'Offerente Autorizzato Iniziale che intende distribuire i Titoli attraverso l'offerta fuori sede ai sensi dell'Articolo 30 del Testo Unico Finanziario raccoglierà i Moduli di Adesione attraverso i consulenti finanziari abilitati all'offerta fuori sede ai sensi dell'Articolo 31 del Testo Unico Finanziario.

Ai sensi dell'articolo 30, comma 6, del Testo Unico della Finanza, la validità e l'efficacia dei contratti stipulati attraverso l'offerta fuori sede è sospesa per un periodo di 7 (sette) giorni a partire dalla data di sottoscrizione da parte del rilevante investitore. Entro tale periodo gli investitori possono comunicare il proprio recesso all'Offerente Autorizzato Iniziale e/o al consulente finanziario di riferimento senza il pagamento di alcuna spesa o commissione.

- **Categorie di portatori a cui vengono offerti i Titoli e se la(e) Tranche è(sono) stata(e) riservata(e) ad alcuni paesi:** Le offerte possono essere fatte tramite l'Offerente Autorizzato Iniziale nella Giurisdizione dell'Offerta al Pubblico a qualsiasi soggetto. Le (eventuali) offerte in altri paesi del SEE saranno effettuate solo tramite l'Offerente Autorizzato Iniziale in virtù di un'esenzione dall'obbligo di pubblicare un prospetto ai sensi del Regolamento Prospetti UE come attuata in tali paesi.

Termini e condizioni del Periodo di Offerta sul Secondario:

Banca Generali S.p.A. svolgerà attività di *marketing attivo (active marketing activities)* dei Titoli nella Giurisdizione dell'Offerta al Pubblico a partire dal (e incluso) il giorno in cui i Titoli saranno ammessi alle negoziazioni sul Mercato EuroTLX. Pertanto, un'offerta di Titoli può essere effettuata dal Manager o dagli Intermediari Autorizzati con procedura diversa rispetto a quanto previsto dall'Articolo 1(4) del Regolamento Prospetti UE nella Giurisdizione dell'Offerta al Pubblico durante il periodo che inizia (e include) il giorno in cui i Titoli sono ammessi alle negoziazioni sul Mercato EuroTLX, e che termina (e include) il giorno in cui Banca Generali S.p.A. cessa di svolgere attività di *marketing attivo (active marketing activities)* con riferimento ai Titoli nella Giurisdizione dell'Offerta al Pubblico, data che si prevede cada il o intorno al 29 giugno 2026, soggetto a terminazione anticipata dei Titoli (il "Periodo di Offerta sul Secondario").

Tale offerta è soggetta alle seguenti condizioni:

- **Prezzo d'offerta:** i Titoli saranno offerti al prezzo di mercato che sarà determinato da Barclays Bank Ireland PLC (il "Manager") su base continuativa in conformità alle condizioni di mercato in quel momento prevalenti. A seconda delle condizioni di mercato, il Prezzo di Offerta sarà uguale, superiore o inferiore al Prezzo di Emissione dei Titoli. Equita Sim S.p.A. (in qualità di *specialist* nominato ai sensi del regolamento del Mercato EuroTLX) (lo "Specialist") pubblicherà i prezzi di offerta (e i prezzi *bid*) ai quali lo Specialist è disposto a vendere (e acquistare) i Titoli sul Mercato EuroTLX durante il Periodo di Offerta sul Secondario.
- **Condizioni alle quali l'offerta è soggetta:** Il Periodo di Offerta sul Secondario è soggetto ad aggiustamenti da parte o per conto dell'Emittente in conformità alla normativa applicabile e qualsiasi aggiustamento di tale periodo sarà indicato in uno o più avvisi che saranno resi disponibili sul sito web dell'Emittente.
- **Descrizione del processo di richiesta:** Un'offerta dei titoli può essere effettuata dal Manager o dagli Intermediari Autorizzati con procedura diversa rispetto a quanto previsto dall'Articolo 1(4) del Regolamento Prospetti UE nella Giurisdizione dell'Offerta al Pubblico durante il Periodo di Offerta sul Secondario. Il Manager è Barclays Bank Ireland PLC con sede in One Molesworth Street, Dublino 2, Irlanda D02 RF29, società per azioni di diritto irlandese.

- I Titoli possono essere acquistati da ciascun Intermediario Autorizzato approvato e ammesso alla negoziazione sul Mercato EuroTLX da parte di Borsa Italiana S.p.A. e

<p>l'acquisto ed il regolamento dei Titoli deve essere effettuato in conformità alle normali regole del Mercato EuroTLX.</p>
<p><i>Stima delle spese totali dell'emissione e/o dell'offerta, incluse le spese addebitate all'investitore dall'emittente/offerdente</i></p> <p>Le spese totali stimate dell'emissione e/o offerta possono arrivare a raggiungere una cifra fino a EUR 1.000.</p> <p>L'Emittente non addebiterà alcuna spesa ai portatori in relazione ad alcuna emissione dei Titoli. Gli offerenti possono, tuttavia, addebitare spese ai portatori. Tali spese (eventuali) saranno determinate in base ad accordo tra l'offerente ed i portatori al momento di ogni emissione.</p>
<p>Chi è l'offerente e/o il soggetto che chiede l'ammissione alla negoziazione?</p>
<p>Si veda la sezione denominata "Offerente Autorizzato" di cui sopra.</p> <p>L'Emittente è l'entità che richiede l'ammissione alla negoziazione dei Titoli sul Mercato EuroTLX.</p>
<p>Perché viene redatto il Prospetto Informativo?</p>
<p><i>Utilizzo e stima dell'importo netto dei ricavi</i></p> <p>I ricavi netti di ogni emissione di Titoli saranno applicati dall'Emittente per i suoi scopi societari generali, che includono la realizzazione di un profitto e/o la copertura di determinati rischi.</p>
<p><i>Accordo di sottoscrizione con acquisto a fermo</i></p> <p>L'offerta dei Titoli non è soggetta ad un accordo di sottoscrizione con acquisto a fermo.</p>
<p><i>Descrizione di eventuali interessi rilevanti per l'emissione/offerta, compresi i conflitti di interesse</i></p> <p>L'Emittente pagherà all'Offerente Autorizzato Iniziale una commissione pari fino al 2,00 per cento (2,00%) del Prezzo di Emissione relativamente solo al collocamento dei Titoli da parte dell'Offerente Autorizzato Iniziale durante il Periodo di Offerta sul Primario.</p> <p>Inoltre, l'Emittente pagherà a Banca Generali S.p.A. una commissione pari allo 0,50 per cento (0,50%) dell'Importo di Calcolo per ciascun Titoli acquistato sul Mercato EuroTLX durante il Periodo di Offerta sul Secondario per le attività di <i>marketing</i> attivo (<i>active marketing activities</i>) in relazione ai Titoli che sarà svolta da Banca Generali S.p.A. durante il Periodo di Offerta sul Secondario.</p> <p>Gli Offerenti Autorizzati possono ricevere il pagamento di commissioni in relazione all'offerta di Titoli. Potenziali conflitti di interesse possono esistere tra Emittente, agente di determinazione, gli Offerenti Autorizzati o le loro società controllate, collegate o sottoposte a comune controllo (che possono avere interessi in operazioni in derivati relativi all'(e) Attività Sottostante(i) che possono, ma non sono pensate per, influenzare negativamente il prezzo di mercato, la liquidità o il valore dei Titoli) e i portatori.</p> <p>Ogni Offerente Autorizzato e le sue società controllate, collegate o sottoposte a comune controllo possono essere coinvolte, e possono in futuro essere coinvolte, in operazioni di copertura rispetto alle Attività Sottostanti.</p>