

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 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 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 domestic law by virtue of the EUWA and regulations made thereunder (the "**UK Prospectus Regulation**"). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of 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 EEA 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 European Economic Area. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, the "**EU MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of the EU MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "EU PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the EU PRIIPs Regulation.

AMENDED AND RESTATED FINAL TERMS



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

GBP 22,000,000 Equity Index Linked Securities due July 2026 (the "Securities") under the Global Structured Securities Programme, comprising:

- (1) GBP 10,000,000 Securities due July 2026, issued on 12 July 2019 (the "**Tranche 1 Securities**")
- (2) GBP 4,000,000 Securities due July 2026, issued on 16 October 2019 (the "**Tranche 2 Securities**")
- (3) GBP 4,000,000 Securities due July 2026, issued on 30 October 2019 (the "**Tranche 3 Securities**")
- (4) GBP 1,000,000 Securities due July 2026, issued on 15 July 2020 (the "**Tranche 4 Securities**")
- (5) GBP 3,000,000 Securities due July 2026 issued on 7 May 2021 (the "**Tranche 5 Securities**")

Price: 100 per cent.

This document constitutes the final terms of the Securities (the "**Final Terms**") described herein for the purposes of Article 8 of Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**") and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Final Terms is supplemental to and should be read in conjunction with the GSSP Base Prospectus 2 which constitutes a base prospectus drawn up as separate documents (including the Registration Document dated 5 March 2021 and the Securities Note relating to the GSSP Base

Prospectus 2 dated 26 August 2020 as supplemented on 17 February 2021 and 9 March 2021) for the purposes of Article 8(6) of the Prospectus Regulation, save in respect of the Terms and Conditions of the Securities which are extracted from the 2018 GSSP Base Prospectus 2 dated 20 August 2018 (the "**2018 GSSP Base Prospectus 2**") and which are incorporated by reference into 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 Final Terms and the Base Prospectus, save in respect of the Terms and Conditions of the Securities which are extracted from the 2018 GSSP Base Prospectus 2. A summary of the individual issue of the Securities is annexed to these Final Terms.

The Base Prospectus, any supplements to the Base Prospectus and the 2018 GSSP Base Prospectus 2 are available for viewing at <https://home.barclays/investor-relations/fixedincome-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. Words and expressions defined in the 2018 GSSP Base Prospectus 2 and not defined in the Final Terms shall bear the same meanings when used herein.

BARCLAYS

Amended and Restated Final Terms dated 30 November 2022 replacing the Final Terms dated 12 July 2019 (Tranche 1), 16 October 2019 (Tranche 2), 30 October 2019 (Tranche 3), 15 July 2020 (Tranche 4) and 7 May 2021 (Tranche 5)

PART A – CONTRACTUAL TERMS

1. (a) Series number: NX000231184
(b) Tranche number: 1, 2,3,4 and 5
The five Tranches of Securities were consolidated and formed a single series with effect from 1 December 2022.
 2. Settlement Currency: Pounds Sterling (“**GBP**”)
 3. Securities: Notes
 4. Notes: Applicable
(a) Aggregate Nominal Amount as at the Issue Date:
(i) Tranche: Tranche 1: GBP 10,000,000
Tranche 2: GBP 4,000,000
Tranche 3: GBP 4,000,000
Tranche 4: GBP 1,000,000
Tranche 5: GBP 3,000,000
(ii) Series: GBP 22,000,000
(b) Specified Denomination: GBP 1.00
(c) Minimum Tradable Amount: Not Applicable
 5. Certificates: Not Applicable
 6. Calculation Amount: Specified Denomination
 7. Issue Price: 100 per cent. of the Aggregate Nominal Amount
 8. Issue Date: Tranche 1: 12 July 2019
Tranche 2: 16 October 2019
Tranche 3: 30 October 2019
Tranche 4: 15 July 2020
Tranche 5: 7 May 2021
 9. Scheduled Redemption Date: 13 July 2026
 10. Underlying Performance Type: Worst-of
- Provisions relating to interest (if any) payable***
11. Interest Type: Phoenix without memory
 12. (a) Fixed Interest Type: Not Applicable
(b) Fixed Interest Rate: 3.10 per cent.
(c) CMS Rate Determination: Not Applicable
(d) Floating Rate Determination: Not Applicable
(e) Bank of England Base Rate Determination: Not Applicable
(f) Margin: Not Applicable
(g) Minimum/Maximum Interest Rate: Not Applicable
(h) Fixed Interest Determination Date(s): Not Applicable

- (i) Floating Interest Determination Date(s): Not Applicable
- (j) Interest Valuation Date(s): The dates set out in Table 1 below in the column entitled 'Interest Valuation Date'.
- (k) Interest Payment Date(s): The dates set out in Table 1 below in the column entitled 'Interest Payment Date'.
- (l) T: Not Applicable
- (m) Observation Date(s): Not Applicable
- (n) Interest Barrier Percentage: 65 per cent.
- (o) Lower Barrier Percentage: Not Applicable
- (p) Upper Barrier: Not Applicable
- (q) Upper Barrier Percentage: Not Applicable
- (r) Knock-out Barrier Percentage: Not Applicable
- (s) Day Count Fraction: Not Applicable
- (t) Interest Period End Dates: Not Applicable
- (u) Interest Commencement Date: Not Applicable

Table 1

Interest Valuation Date:	Interest Payment Date:
30 December 2019	13 January 2020
29 June 2020	13 July 2020
29 December 2020	12 January 2021
28 June 2021	12 July 2021
29 December 2021	12 January 2022
28 June 2022	12 July 2022
28 December 2022	12 January 2023
28 June 2023	12 July 2023
28 December 2023	12 January 2024
28 June 2024	12 July 2024
30 December 2024	13 January 2025
30 June 2025	14 July 2025
29 December 2025	12 January 2026
29 June 2026	13 July 2026

Provisions relating to Automatic Redemption (Autocall)

13. Automatic Redemption (Autocall): Applicable
14. (a) Autocall Barrier Percentage: 100 per cent.

- (b) Autocall Valuation Date(s): Each date set out in Table 2 below in the column entitled 'Autocall Valuation Date'.
- (c) Autocall Redemption Date(s): Each date set out in Table 2 below in the column entitled 'Autocall Redemption Date'.

Table 2

Autocall Valuation Date:	Autocall Redemption Date:
28 June 2021	12 July 2021
28 June 2022	12 July 2022
28 June 2023	12 July 2023
28 June 2024	12 July 2024
30 June 2025	14 July 2025

Provisions relating to Final Redemption

15. (a) Redemption Type: European Barrier
- (b) Settlement Method: Cash
- (c) Trigger Event Type: Not Applicable
- (d) Final Barrier Percentage: Not Applicable
- (e) Strike Price Percentage: 100%
- (f) Knock-in Barrier Percentage: 65%
- (g) Knock-in Barrier Period Start Date: Not Applicable
- (h) Knock-in Barrier Period End Date: Not Applicable
- (i) Lower Strike Price Percentage: Not Applicable
- (j) Participation: Not Applicable
- (k) Cap: Not Applicable

Provisions relating to Nominal Call Event

16. Nominal Call Event: Not Applicable
- (a) Nominal Call Threshold Percentage: Not Applicable

Provisions relating to the Underlying Asset(s)

17. Underlying Asset:
- (a) Share: Not Applicable
- (b) Indices:
- (i) Exchange: The Indices set out in Table 3 below in the column entitled 'Index'.
- (ii) Related Exchange: The Exchanges set out in Table 3 below in the column entitled 'Exchange'.
- (iii) Underlying Asset Currency: All Exchanges
- (iv) Bloomberg Screen: The Underlying Asset Currencies set out in Table 3 below in the column entitled 'Underlying Asset Currency'.
- (v) Bloomberg Screen: The Bloomberg Screens set out in Table 3 below in the column entitled 'Bloomberg Screen'.

- (v) Reuters Screen Page: The Reuters Screen Pages set out in Table 3 below in the column entitled 'Reuters Screen Page'.
- (vi) Index Sponsor: The Index Sponsors set out in Table 3 below in the column entitled 'Index Sponsor'.

Table 3

Index:	Exchange:	Bloomberg Screen:	Reuters Screen Page:	Underlying Asset Currency:	Index Sponsor:
S&P 500® Index	Each of the New York Stock Exchange and the NASDAQ Stock Market LLC	SPX <Index>	.SPX	USD	S&P Dow Jones Indices LLC
FTSE™ 100 Index	London Stock Exchange	UKX <Index>	.FTSE	GBP	FTSE International Limited

- (vii) Pre-nominated Index: Not Applicable
18. Initial Price: The Valuation Prices of the Underlying Assets on the Initial Valuation Date for such Underlying Asset
- (a) Averaging-in: Not Applicable
- (b) Min Lookback-in: Not Applicable
- (c) Max Lookback-in: Not Applicable
- (d) Initial Valuation Date: 28 June 2019
19. Final Valuation Price: The Valuation Price of the Underlying Assets on the Final Valuation Date
- (a) Averaging-out: Not Applicable
- (b) Min Lookback-out: Not Applicable
- (c) Max Lookback-out: Not Applicable
- (d) Final Valuation Date: 29 June 2026

Provisions relating to disruption events and taxes and expenses

20. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Not Applicable
21. Additional Disruption Event:
- (a) Change in Law: Applicable as per General Condition 35.1 (Definitions)
- (b) Currency Disruption Event: Applicable as per General Condition 35.1 (Definitions)
- (c) Issuer Tax Event: Applicable as per General Condition 35.1 (Definitions)

(d)	Extraordinary Market Disruption:	Applicable as per General Condition 35.1 (Definitions)
(e)	Hedging Disruption:	Applicable as per General Condition 35.1 (Definitions)
(f)	Increased Cost of Hedging:	Not Applicable as per General Condition 35.1 (Definitions)
(g)	Affected Jurisdiction Hedging Disruption:	Not Applicable as per General Condition 35.1 (Definitions)
(h)	Affected Jurisdiction Increased Cost of Hedging:	Not Applicable as per General Condition 35.1 (Definitions)
(i)	Increased Cost of Stock Borrow:	Not Applicable as per General Condition 35.1 (Definitions)
(j)	Loss of Stock Borrow:	Not Applicable as per General Condition 35.1 (Definitions)
(k)	Foreign Ownership Event:	Not Applicable as per General Condition 35.1 (Definitions)
(l)	Fund Disruption Event:	Not Applicable as per General Condition 35.1 (Definitions)
22.	Early Cash Settlement Amount:	Market Value
23.	Early Redemption Notice Period Number:	As set out in General Condition 35.1 (Definitions)
24.	Unwind Costs:	Not Applicable
25.	Settlement Expenses:	Not Applicable
26.	FX Disruption Event:	Not Applicable
27.	Local Jurisdiction Taxes and Expenses:	Not Applicable

General provisions

28.	Form of Securities:	Global Bearer Securities: Permanent Global Security NGN Form: Not Applicable Held under the NSS: Not Applicable CGN Form: Applicable CDIs: Not Applicable
29.	Trade Date:	Tranche 1: 18 June 2019 Tranche 2: 9 October 2019 Tranche 3: 23 October 2019 Tranche 4: 8 July 2020 Tranche 5: 29 April 2021
30.	871(m) Securities:	The Issuer has determined that the Securities (without regard to any other transactions) should not be subject to US withholding tax under Section 871(m) of the US Internal Revenue Code and regulations promulgated thereunder.

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|-----|---|---|
| 31. | (i) Prohibition of Sales to UK Retail Investors: | Applicable – see the cover page of these Final Terms |
| | (ii) Prohibition of Sales to EEA Retail Investors: | Applicable – see the cover page of these Final Terms |
| 32. | Additional Business Centre(s): | Not Applicable |
| 33. | Business Day Convention: | Following |
| 34. | Determination Agent: | Barclays Bank PLC |
| 35. | Registrar: | Not Applicable |
| 36. | CREST Agent: | Not Applicable |
| 37. | Transfer Agent: | Not Applicable |
| 38. | (a) Name of Manager: | Barclays Bank PLC |
| | (b) Date of underwriting agreement: | Not Applicable |
| | (c) Names and addresses of secondary trading intermediaries and main terms of commitment: | Not Applicable |
| 39. | Governing Law: | English law |
| 40. | Relevant Benchmark: | <p>Amounts payable under the Securities may be calculated by reference to FTSE 100 Index, which is provided by FTSE International Limited (the "Administrator"). As at the date of this Final Terms, the Administrator appears on the register of administrators and benchmarks established and maintained by the Financial Conduct Authority ("FCA") pursuant to Article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011) as it forms part of UK domestic law by virtue of the European (Withdrawal) Act 2018 (as amended) (as amended, the "UK Benchmarks Regulation").</p> |

Amounts payable under the Securities may be calculated by reference to S&P 500 Index, which is provided by Standard and Poors (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 Financial Conduct Authority ("**FCA**") pursuant to Article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011) as it forms part of UK domestic law by virtue of the European (Withdrawal) Act 2018 (as amended) (as amended, the "**UK Benchmarks Regulation**").

As far as the Issuer is aware, the transitional provisions in Article 51 of the UK Benchmarks Regulation apply, such that Standard and Poors is

not currently required to obtain authorisation or registration (or, if located outside the United Kingdom, recognition, endorsement or equivalence).

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to Trading: Application is expected to be made by the Issuer (or on its behalf) for the Securities to be listed on the official list and admitted to trading on the regulated market of the London Stock Exchange with effect from the Tranche 5 Issue Date.
- (b) Estimate of total expenses related to GBP 395 admission to trading:

2. RATINGS

Ratings: The Securities have not been individually rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Manager and save as discussed in risk factor 18 (*Risks associated with conflicts of interest*), so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the issue.

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

Reasons for the offer: General Funding

5. PERFORMANCE OF UNDERLYING ASSETS, AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSETS

Information on the Underlying Assets can be found on:
Bloomberg Screen: SPX <Index> and UKX <Index>; and
<http://eu.spindices.com/indices/equity/sp-500> and <http://www.ftse.com>
Index Disclaimers: S&P 500® Index and FTSE 100 Index

6. OPERATIONAL INFORMATION

- (a) ISIN: XS1962298847
- (b) Common Code: 196229884
- (c) Relevant Clearing System(s): Euroclear, Clearstream
- (d) Delivery: Delivery free of payment.
- (e) Name and address of additional Paying Agent(s): Not Applicable

- (f) Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of this Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the Securities are capable of meeting them the Securities may then be deposited with one of the International Central Securities Depositories ("ICSDs") as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper). Note that this does not necessarily mean that the Securities will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

SUMMARY

INTRODUCTION AND WARNINGS
<p>The Summary should be read as an introduction to the Prospectus. Any decision to invest in the Securities should be based on consideration of the Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p> <p><i>You are about to purchase a product that is not simple and may be difficult to understand.</i></p>
<p>Securities: GBP 22,000,000 Securities due July 2026 pursuant to the Global Structured Securities Programme (ISIN: XS1962298847) (the "Securities"), comprising:</p> <ol style="list-style-type: none"> (1) GBP 10,000,000 Securities due July 2026, issued on 12 July 2019 (the "Tranche 1 Securities") (2) GBP 4,000,000 Securities due July 2026, issued on 16 October 2019 (the "Tranche 2 Securities") (3) GBP 4,000,000 Securities due July 2026, issued on 30 October 2019 (the "Tranche 3 Securities") (4) GBP 1,000,000 Securities due July 2026, issued on 15 July 2020 (the "Tranche 4 Securities") (5) GBP 3,000,000 Securities due July 2026 issued on 7 May 2021 (the "Tranche 5 Securities").
<p>The Issuer: The Issuer is Barclays Bank PLC. Its registered office is at 1 Churchill Place, London, E14 5HP, United Kingdom (telephone number: +44 (0)20 7116 1000) and its Legal Entity Identifier ("LEI") is G5GSEF7VJP517OUK5573</p>
<p>The Authorised Offeror: Not Applicable.</p>
<p>Competent authority: The Base Prospectus was approved on 26 August 2020 by the United Kingdom Financial Conduct Authority of 12 Endeavour Square, London, E20 1JN, United Kingdom (telephone number: +44 (0)20 7066 1000).</p>
KEY INFORMATION ON THE ISSUER
Who is the Issuer of the Securities?
<p>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 G5GSEF7VJP517OUK5573.</p>
<p>Principal activities of the Issuer: The Group's businesses include consumer banking and payments operations around the world, as well as a top-tier, full service, global consumer and investment bank. The Group comprises of Barclays PLC together with its subsidiaries, including the Issuer. The Issuer's principal activity is to offer products and services designed for larger corporate, wholesale and international banking clients.</p> <p>The term the "Group" mean Barclays PLC together with its subsidiaries and the term "Barclays Bank Group" means Barclays Bank PLC together with its subsidiaries.</p>
<p>Major shareholders of the Issuer: The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC. Barclays PLC is the ultimate holding company of the Group.</p>
<p>Identity of the key managing directors of the Issuer: The key managing directors of the Issuer are James Staley (Chief Executive Officer and Executive Director) and Tushar Morzaria (Executive Director).</p>
<p>Identity of the statutory auditors of the Issuer: 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.</p>
What is the key financial information regarding the Issuer?
<p>The Issuer has derived the selected consolidated financial information included in the table below for the years ended 31 December 2020 and 31 December 2019 from the annual consolidated financial statements of the Issuer for the years ended 31 December 2020 and 2019 (the "Financial Statements"), which have each been audited with an unmodified opinion provided by KPMG.</p>

Consolidated Income Statement

	As at 31 December	
	2020	2019
	(£m)	
Net interest income	3,160	3,907
Net fee and commission income	5,659	5,672
Credit impairment charges	(3,377)	(1,202)
Net trading income	7,076	4,073
Profit before tax	3,075	3,112
Profit/(loss) after tax	2,451	2,780

Consolidated Balance Sheet

	As at 31 December	
	2020	2019
	(£m)	
Total assets	1,059,731	876,672
Debt securities in issue	29,423	33,536
Subordinated liabilities	32,005	33,425
Loans and advances at amortised cost	134,267	141,636
Deposits at amortised cost	244,696	213,881
Total equity	53,710	50,615

Certain Ratios from the Financial Statements

	As at 31 December	
	2020	2019
	(%)	
Common Equity Tier 1 capital	14.2	13.9
Total regulatory capital	21.0	22.1
CRR leverage ratio	3.9	3.9

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

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

- Material existing and emerging risks potentially impacting more than one principal risk:** In addition to material and emerging risks impacting the principal risks set out below, there are also material existing and emerging risks that potentially impact more than one of these principal risks. These risks are: (i) the impact of COVID-19; (ii) potentially unfavourable global and local economic and market conditions, as well as geopolitical developments; (iii) weakened global gross domestic product growth, (iv) the UK's withdrawal from the EU; (v) the impact of interest rate changes on the Barclays Bank Group's profitability; (vi) the competitive environments of the banking and financial services industry; (vii) the regulatory change agenda and impact on business model; (viii) the impact of climate change on the Barclays Bank Group's business; and (ix) the impact of benchmark interest rate reforms on the Barclays Bank Group.
- Credit and Market risks:** Credit risk is the risk of loss to the Barclays Bank Group from the failure of clients, customers or counterparties, to fully honour their obligations to members of the Barclays Bank Group. The Barclays Bank Group is subject to risks arising from changes in credit quality and recovery rates of loans and advances due from borrowers and counterparties in any specific portfolio. Market risk is the risk of loss arising from potential adverse change in the value of the Barclays Bank Group's assets and liabilities from fluctuation in market variables.
- Treasury and capital risk and the risk that the Issuer and the Barclays Bank Group are subject to substantial resolution powers:** There are three primary types of treasury and capital risk faced by the Barclays Bank Group which are (1) liquidity risk – the risk that the Barclays Bank Group is unable to meet its contractual or contingent obligations or that it does not have the appropriate amount of stable funding and liquidity to support its assets, which may also be impacted by credit rating changes; (2) capital risk – the risk that the Barclays Bank Group has an insufficient level or composition of capital; and (3) interest rate risk in the banking book – the risk that the Barclays Bank Group is exposed to capital or income volatility because of a mismatch between the interest

rate exposures of its (non-traded) assets and liabilities. Under the Banking Act 2009, substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the United Kingdom Prudential Regulation Authority, the UK Financial Conduct Authority and HM Treasury, as appropriate as part of a special resolution regime. These powers enable the Bank of England (or any successor or replacement thereto and/or such other authority in the United Kingdom with the ability to exercise the UK Bail-in Power) (the "**Resolution Authority**") to implement various resolution measures and stabilisation options (including, but not limited to, the bail-in tool) with respect to a UK bank or investment firm and certain of its affiliates (as at the date of the Registration Document, including the Issuer) in circumstances in which the Resolution Authority is satisfied that the relevant resolution conditions are met.

- **Operational and model risks:** Operational risk is the risk of loss to the Barclays Bank Group from inadequate or failed processes or systems, human factors or due to external events where the root cause is not due to credit or market risks. Model risk is the risk of potential adverse consequences from financial assessments or decisions based on incorrect or misused model outputs and reports.
- **Conduct, reputation and legal risks and legal, competition and regulatory matters:** Conduct risk is the risk of detriment to customers, clients, market integrity, effective competition or the Barclays Bank Group from the inappropriate supply of financial services, including instances of wilful or negligent misconduct. Reputation risk is the risk that an action, transaction, investment, event, decision or business relationship will reduce trust in the Barclays Bank Group's integrity and competence. The Barclays Bank Group conducts activities in a highly regulated market which exposes it to legal risk arising from (i) the multitude of laws and regulations that apply to the businesses it operates, which are highly dynamic, may vary between jurisdictions, and are often unclear in their application to particular circumstances especially in new and emerging areas; and (ii) the diversified and evolving nature of the Barclays Bank Group's businesses and business practices. In each case, this exposes the Barclays Bank Group to the risk of loss or the imposition of penalties, damages or fines from the failure of members of the Barclays Bank Group to meet their respective legal obligations, including legal or contractual requirements. Legal risk may arise in relation to a number of the risk factors summarised above.

KEY INFORMATION ON THE SECURITIES

What are the main features of the Securities?

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

The Securities are in the form of notes and will be uniquely identified by: Series number: NX000231184; ISIN: XS1962298847; Common Code: 196229884; SEDOL: BKKJHF0.

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

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

The Securities will be issued in pounds sterling ("**GBP**") (the "**Issue Currency**") and settled in the same currency (the "**Settlement Currency**"). The Securities are tradable in nominal and the specified denomination per Security is GBP 1.00. The issue size is GBP 22,000,00. The issue price is 100% of the Specified Denomination.

The issue dates in respect of each Tranche are: 12 July 2019 (Tranche 1), 16 October 2019 (Tranche 2), 30 October 2019 (Tranche 3), 15 July 2020 (Tranche 4) and 7 May 2021 (Tranche 5). Subject to early termination, the Securities are scheduled to redeem on 13 July 2026 (the "**Scheduled Redemption 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, (ii) an Autocall Cash Settlement Amount, and/or (iii) a Final Cash Settlement Amount, provided that if the Securities are early terminated, the potential return may be in the form of (i) an Early Cash Settlement Amount instead.

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

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

Limitations on rights

Early redemption following certain disruption events or due to unlawfulness or impracticability: The Issuer may redeem the Securities prior to their Scheduled Redemption Date following the occurrence of certain disruption events or extraordinary events concerning the Issuer, its hedging arrangements, the Underlying Asset(s), taxation or the relevant currency of the Securities, or if it determines that the performance of any of its obligations under the Securities is unlawful or physically impracticable. If this occurs, investors will receive an "**Early Cash Settlement Amount**" equal to the fair market value of the Securities prior to their redemption (adjusted to take into account relevant costs, losses and expenses).

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

Governing law

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

Description of the calculation of potential return on the Securities

Underlying Assets: The return on, and value of, Securities will be linked to the performance of one or more specified equity indices, shares, depository receipts or exchange traded funds or a combination of these. The underlying assets for the Securities are: FTSE 100 Index and S&P 500 Index (each, an "**Underlying Asset**").

Calculation Amount: Calculations in respect of amounts payable under the Securities are made by reference to a "**Calculation Amount**", being GBP 1.00. Where the Calculation Amount is different from the specified denomination of the Securities, the amount payable will be scaled accordingly.

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

A – Interest

Each Security will only pay interest in respect of an Interest Valuation Date if the closing price or level of every Underlying Asset on such Interest Valuation Date is greater than or equal to its corresponding Interest Barrier. If this occurs, the amount of interest payable with respect to that Interest Valuation Date is calculated by multiplying the fixed rate of 3.10% by GBP 1.00.

Interest will be payable on the corresponding Interest Payment Date set out in the table below. Each Interest Valuation Date and Interest Barriers is as follows:

Interest Valuation Date	Interest Barriers	Interest Payment Date
30 December 2019	65% of the Initial Price	13 January 2020
29 June 2020	65% of the Initial Price	13 July 2020
29 December 2020	65% of the Initial Price	12 January 2021
28 June 2021	65% of the Initial Price	12 July 2021
29 December 2021	65% of the Initial Price	12 January 2022
28 June 2022	65% of the Initial Price	12 July 2022

28 December 2022	65% of the Initial Price	12 January 2023
28 June 2023	65% of the Initial Price	12 July 2023
28 December 2023	65% of the Initial Price	12 January 2024
28 June 2024	65% of the Initial Price	12 July 2024
30 December 2024	65% of the Initial Price	13 January 2025
30 June 2025	65% of the Initial Price	14 July 2025
29 December 2025	65% of the Initial Price	12 January 2026
29 June 2026	65% of the Initial Price	13 July 2026

B – Automatic Redemption (Autocall)

The Securities will automatically redeem prior to their Scheduled Redemption Date if the closing price or level of every Underlying Asset is at or above its corresponding Autocall Barrier on any Autocall Valuation Date (an "**Automatic Redemption (Autocall) Event**"). If this occurs, you will receive a cash payment equal to the nominal amount of your Securities payable on the Autocall Redemption Date corresponding to such Autocall Valuation Date.

Each Autocall Valuation Date and the corresponding Autocall Barriers is as follows:

Autocall Valuation Date	Autocall Redemption Date	Autocall Barriers
28 June 2021	12 July 2021	100% of the Initial Price
28 June 2022	12 July 2022	100% of the Initial Price
28 June 2023	12 July 2023	100% of the Initial Price
28 June 2024	12 July 2024	100% of the Initial Price
30 June 2025	14 July 2025	100% of the Initial Price

C – Final Settlement

If the Securities have not redeemed early they will redeem on the Scheduled Redemption Date at an amount that is dependent on each of the following:

- the 'Initial Price' of the Worst Performing Underlying Asset, which reflects the price or level of that asset near the issue date of the Securities;
- the 'Final Valuation Price' of the Worst Performing Underlying Asset, which reflects the price or level of that asset near the Scheduled Redemption Date;
- the 'Strike Price' of the Worst Performing Underlying Asset, which is calculated as 100% multiplied by the Initial Price of that asset;
- the 'Knock-in Barrier Price' of the Worst Performing Underlying Asset, which is calculated as 65% multiplied by the Initial Price of that asset.

Initial Price: The Initial Price of each Underlying Asset is the closing price or level of such Underlying Asset on 28 June 2019.

Final Valuation Price: The Final Valuation Price of each Underlying Asset is the closing price or level of such Underlying Asset on 29 June 2026 the "**Final Valuation Date**".

Worst Performing Underlying Asset: The Final Valuation Price and Strike Price to be considered for the purposes of determining the final redemption amount will be the Final Valuation Price or Strike Price of the Underlying Asset with the lowest Performance. The 'Performance' of each Underlying Asset is calculated by dividing the Final Valuation Price of an asset by its Initial Price.

* * * *

European Barrier redemption: If the Final Valuation Price is greater than or equal to the Knock-in Barrier Price, you will receive a cash amount per Calculation Amount equal to GBP 1.00. Otherwise:

you will receive a cash amount per Calculation Amount, calculated by dividing the Final Valuation Price by the Strike Price and multiplying the result by the Calculation Amount.

Status of the Securities

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

Description of restrictions on free transferability of the Securities

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

Where will the Securities be traded?

Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the regulated market of the London Stock Exchange.

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

The Securities are subject to the following key risks:

- **You may lose some or all of your investment in the Securities:** The terms of the Securities do not provide for a scheduled minimum payment at maturity and as such, depending on the performance of the Underlying Asset(s), you may lose some or all of your investment. You may also lose some or all of your investment if: (a) you sell your Securities before their scheduled maturity; (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 of the Securities and other factors. The price, if any, at which you will be able to sell your Securities prior to maturity may be substantially less than the amount you originally invested. Your Securities may not have an active trading market and the Issuer may not be under any obligation to make a market or repurchase the Securities prior to redemption.

- **You are subject to risks associated with the determination of amount payable under the Securities:**

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

The Final Cash Settlement Amount is based on the performance of the Underlying Asset(s) as at the final valuation date only (rather than in respect of multiple periods throughout the term of the Securities). This means you may not benefit from any movement in price of the Underlying Asset(s) during the term of the Securities that is not maintained in the final performance as at the final valuation date.

You are exposed to the performance of every Underlying Asset. Irrespective of how the other Underlying Assets perform, if any one or more Underlying Assets fail to meet a relevant threshold or barrier for the payment of interest or the calculation of any redemption amount, you might receive no interest payments and/or could lose some or all of your initial investment.

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 payments and/or could lose some or all of your investment.

The Securities reference a basket of Underlying Assets, each of which demonstrates unique risk characteristics. If the Underlying Assets are correlated, the performance of the Underlying Asset(s) in the basket can be expected to

move in the same direction. If the performance of a basket gives a greater 'weight' to a basket constituent as compared to other basket constituents, the basket performance will be more affected by changes in the value of that particular basket constituent than a basket which apportions an equal weight to each basket constituent. The performance of basket constituents may be moderated or offset by one another. This means that, even in the case of a positive performance of one or more constituents, the performance of the basket as a whole may be negative if the performance of the other constituents is negative to a greater extent.

- **Your Securities are subject to adjustments and early redemption:** Pursuant to the terms and conditions of the Securities, following the occurrence of certain disruption events or extraordinary events concerning the Issuer, its hedging arrangements, the Underlying Asset(s), taxation or the relevant currency of the Securities, the Determination Agent or the Issuer may take a number of remedial actions, including estimating the price of the Underlying Assets, substituting the Underlying Assets, and making adjustments to the terms and conditions of the Securities. Any of such remedial action may change the economic characteristics of the Securities and have a material adverse effect on the value of and return on the Securities. If no remedial action can be taken, or it is determined that the performance of any of the Issuer's obligations under the Securities is unlawful or physically impracticable, 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 rate for a similar level of risk.

Your Securities are subject to foreign exchange risks: Payment under the Securities will be made in a Settlement Currency which is different from the currency of the Underlying Asset(s) and/or may be different from your home currency. You will be exposed to the risk of foreign exchange rate fluctuations between the Settlement Currency and the currency of the Underlying Asset(s). These fluctuations may decrease the value of the Securities.

- **Risks relating to Securities linked to the basket of Underlying Assets:** The return payable on the Securities is linked to the change in value of the Underlying Assets over the life of the Securities. Any information about the past performance of any Underlying Asset should not be taken as an indication of how prices will change in the future. You will not have any rights of ownership, including, without limitation, any voting rights or rights to receive dividends, in respect of any Underlying Asset.

Risks relating to Underlying Asset(s) that are equity indices: Equity indices are composed of a synthetic portfolio of shares and provide investment diversification opportunities, but will be subject to the risk of fluctuations in both equity prices and the value and volatility of the relevant equity index. The Securities are linked to equity indices, and as such may not participate in dividends or any other distributions paid on the shares which make up such indices. Accordingly, you may receive a lower return on the Securities than you would have received if you had invested directly in those shares. The index sponsor can add, delete or substitute the components of an equity index at its discretion, and may also alter the methodology used to calculate the level of such index. These events may have a detrimental impact on the level of that index, which in turn could have a negative impact on the value of and return on the Securities.

The Underlying Asset(s) are 'benchmarks' for the purposes of the UK Benchmarks Regulation (Regulation (EU) 2016/1011 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended)): Pursuant to the UK Benchmarks Regulation, an Underlying Asset may not be used in certain ways by a UK supervised entity after 31 December 2021 if its administrator does not obtain authorisation or registration (or, if a non-UK entity, does not satisfy the "equivalence" conditions and is not "recognised" pending an equivalence decision or is not "endorsed" by a UK supervised entity). If this happens, the Underlying Asset will be replaced by a pre-nominated substitute Underlying Asset, and the economic characters of the Securities may change in a materially negative manner. Further, the methodology or other terms of an Underlying Asset could be changed in order to comply with the requirements of the UK Benchmarks Regulation, and such changes could reduce or increase the level or affect the volatility of the published level of such Underlying Asset, which may in turn lead to adjustments to the terms of the Securities or early redemption.

- **Taxation risks:** The levels and basis of taxation on the Securities and any reliefs for such taxation will depend on your individual circumstances and could change at any time over the life of the Securities. This could have adverse consequences for you and you should therefore consult your own tax advisers as to the tax consequences to you of transactions involving the Securities.
- **Potential conflicts of interest:** Conflicts of interest may exist where Barclays Bank PLC or its affiliate: (i) acts in multiple capacities with respect to the Securities (e.g. acting as issuer, manager and determination agent); (ii) enters into hedging transactions to cover the Issuer's exposure to the relevant cash amounts to be paid or assets to be delivered under the Securities as these fall due; and (iii) uses price contributions from its trading desks as a pricing source for an Underlying Asset. In light of such conflicts, the actions taken or determinations made by Barclays

Bank PLC in relation to the Securities may not always be in the best interest of the holders. In addition to hedging transactions, Barclays Bank PLC may trade on the Underlying Asset(s) in the ordinary course of its business. Such trading could affect the market price of the Underlying Asset(s), which may in turn materially adversely affect the value and return on your Securities.

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

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

Terms and conditions of the offer

Not Applicable: the Securities have not been offered to the public.

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

Not Applicable: no expenses will be charged to the holder by the issuer or the offeror.

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

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

Why is the Prospectus being produced?

Use and estimated net amount of proceeds

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

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

Not Applicable: no person involved in the issue has any interest, or conflicting interest, that is material to the issue of Securities.