

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Securities are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

**PROHIBITION OF SALES TO SWISS RETAIL INVESTORS** – The Securities are not intended to be offered, sold or otherwise made available to and may not be offered, sold or otherwise made available to any retail investor in Switzerland. For these purposes a "retail investor" means a person who is not a professional or institutional client, as defined in article 4 para. 3, 4 and 5 and article 5 para. 1 and 2 of the Swiss Federal Act on Financial Services of 15 June 2018, as amended ("FinSA"). Consequently, no key information document required by FinSA for offering or selling the Securities or otherwise making them available to retail investors in Switzerland has been prepared and therefore, offering or selling the Securities or making them available to retail investors in Switzerland may be unlawful under FinSA.

None of the Securities constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes ("CISA") and are neither subject to the authorisation nor the supervision by the Swiss Financial Market Supervisory Authority FINMA ("FINMA") and investors do not benefit from the specific investor protection provided under the CISA.

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

## FINAL TERMS



**BARCLAYS BANK PLC**

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

**Legal Entity Identifier (LEI): G5GSEF7VJP5I7OUK5573**

**50,000 Worst-of European Barrier Autocallable Securities due May 2027 under the Global Structured Securities Programme (the "Tranche 1 Securities")**  
**Issue Price: EUR 100.00 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 amended.

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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 "**EU Prospectus Regulation**") and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Final Terms complete and should be read in conjunction with GSSP EU Base Prospectus which constitutes a base prospectus drawn up as separate documents (including the Registration Document dated 3 April 2024, and the Securities Note relating to the GSSP EU Base Prospectus dated 12 April 2024). 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. A summary of the individual issue of the Securities is annexed to these 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>.

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

**BARCLAYS**

**Final Terms dated 13 May 2024**

## PART A – CONTRACTUAL TERMS

### *Provisions relating to the Securities*

1	(a) Series:	NX00398480
	(b) Tranche:	1
2	Currencies:	
	(a) Issue Currency:	Euro (“EUR”)
	(b) Settlement Currency:	Euro (“EUR”)
3	Securities:	Redeemable Certificates
4	Notes:	Not Applicable
5	Redeemable Certificates:	Applicable
	(a) Number of Securities:	50,000 Securities
	(i) Tranche:	50,000 Securities
	(ii) Series:	50,000 Securities
	(b) Minimum Tradable Amount:	1 Security
6	Calculation Amount:	EUR 100 per Security
7	Issue Price:	EUR 100.00 per Security The Issue Price includes a fee payable by the Issuer to the Authorised Offeror which will be no more than 4.00% of the Issue Price relates to the commission. 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:	29 May 2024
9	Scheduled Settlement Date:	31 May 2027, subject to adjustment in accordance with the Business Day Convention
10	Type of Security:	Share Linked Securities
11	Relevant Annex(es) which apply to the Securities:	Equity Linked Annex
12	Underlying Performance Type <sub>(Autocall)</sub> :	Worst-of
13	Underlying Performance Type <sub>(Settlement)</sub> :	For the purpose of determination of the Final Performance: Worst-of
14	Downside Underlying Performance Type <sub>(Settlement)</sub> :	Not Applicable

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

15	Interest Type:	In respect of each Interest Valuation Date, Phoenix with memory
	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 Valuation Dates:	Each of the dates set out in Table 1 below in the column entitled 'Interest Valuation Date(s)'.

**Table 1**

Interest Valuation Date(s):	Interest Barrier Percentage(s):	Fixed Interest Rate(s):	Interest Ex-Date(s):	Interest Record Date(s):	Interest Payment Date(s):
24 June 2024	50.00%	1.0900%	27 June 2024	28 June 2024	01 July 2024
24 July 2024	50.00%	1.0900%	29 July 2024	30 July 2024	31 July 2024

26 August 2024	50.00%	1.0900%	29 August 2024	30 August 2024	02 September 2024
24 September 2024	50.00%	1.0900%	27 September 2024	30 September 2024	01 October 2024
24 October 2024	50.00%	1.0900%	29 October 2024	30 October 2024	31 October 2024
25 November 2024	50.00%	1.0900%	28 November 2024	29 November 2024	02 December 2024
27 December 2024	50.00%	1.0900%	02 January 2025	03 January 2025	06 January 2025
24 January 2025	50.00%	1.0900%	29 January 2025	30 January 2025	31 January 2025
24 February 2025	50.00%	1.0900%	27 February 2025	28 February 2025	03 March 2025
24 March 2025	50.00%	1.0900%	27 March 2025	28 March 2025	31 March 2025
24 April 2025	50.00%	1.0900%	29 April 2025	30 April 2025	02 May 2025
26 May 2025	50.00%	1.0900%	29 May 2025	30 May 2025	02 June 2025
24 June 2025	50.00%	1.0900%	27 June 2025	30 June 2025	01 July 2025
24 July 2025	50.00%	1.0900%	29 July 2025	30 July 2025	31 July 2025
25 August 2025	50.00%	1.0900%	28 August 2025	29 August 2025	01 September 2025
24 September 2025	50.00%	1.0900%	29 September 2025	30 September 2025	01 October 2025
24 October 2025	50.00%	1.0900%	29 October 2025	30 October 2025	31 October 2025
24 November 2025	50.00%	1.0900%	27 November 2025	28 November 2025	01 December 2025
29 December 2025	50.00%	1.0900%	02 January 2026	05 January 2026	06 January 2026
26 January 2026	50.00%	1.0900%	29 January 2026	30 January 2026	02 February 2026
24 February 2026	50.00%	1.0900%	27 February 2026	02 March 2026	03 March 2026
24 March 2026	50.00%	1.0900%	27 March 2026	30 March 2026	31 March 2026
24 April 2026	50.00%	1.0900%	29 April 2026	30 April 2026	04 May 2026
25 May 2026	50.00%	1.0900%	28 May 2026	29 May 2026	01 June 2026
24 June 2026	50.00%	1.0900%	29 June 2026	30 June 2026	01 July 2026
24 July 2026	50.00%	1.0900%	29 July 2026	30 July 2026	31 July 2026
24 August 2026	50.00%	1.0900%	27 August 2026	28 August 2026	31 August 2026
24 September 2026	50.00%	1.0900%	29 September 2026	30 September 2026	01 October 2026
26 October 2026	50.00%	1.0900%	29 October 2026	30 October 2026	02 November 2026
24 November 2026	50.00%	1.0900%	27 November 2026	30 November 2026	01 December 2026
28 December 2026	50.00%	1.0900%	31 December 2026	04 January 2027	05 January 2027
25 January 2027	50.00%	1.0900%	28 January 2027	29 January 2027	01 February 2027
24 February 2027	50.00%	1.0900%	01 March 2027	02 March 2027	03 March 2027
24 March 2027	50.00%	1.0900%	31 March 2027	01 April 2027	02 April 2027
26 April 2027	50.00%	1.0900%	29 April 2027	30 April 2027	03 May 2027
24 May 2027	50.00%	1.0900%	27 May 2027	28 May 2027	31 May 2027

- (c) (i) Fixed Interest Type: Not Applicable
- (ii) Fixed Interest Rate: Not Applicable
- (d) Information relating to the Floating Rate: Not Applicable

- (e) Fixing Business Day: Not Applicable
- (f) Interest Barrier Percentages: Each of the percentages set out in Table 1 above in the column entitled 'Interest Barrier Percentage(s)'.
- (g) Fixed Interest Rates: Each of the percentages set out in Table 1 above in the column entitled 'Fixed Interest Rate(s)'.

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

- 16 Automatic Settlement (Autocall) or Automatic Settlement (Autocall) (bearish) or Automatic Settlement (Autocall) (range): Automatic Settlement (Autocall) is Applicable
- General Condition 14 (*Automatic Settlement (Autocall)*)
- (a) Autocall Observation Type: Discrete
- (b) Autocall Barrier Percentages: Each of the percentages set out in Table 2 below in the column entitled 'Autocall Barrier Percentage(s)'.
- (c) Autocall Settlement Percentages: Each of the percentages set out in Table 2 below in the column entitled 'Autocall Settlement Percentage(s)'.
- (d) Autocall Valuation Dates: Each date set out in Table 2 below in the column entitled 'Autocall Valuation Date(s)'.
- (e) Autocall Settlement Dates: Each date set out in Table 2 below in the column entitled 'Autocall Settlement Date(s)', subject to adjustment in accordance with the Business Day Convention.
- (f) Autocall Valuation Price: The valuation price of the Underlying Asset on the Autocall Valuation Date.
- (i) Averaging-out: Not Applicable
- (ii) Min Lookback-out: Not Applicable
- (iii) Max Lookback-out: Not Applicable
- (g) Autocall Reset Event: Not Applicable
- (h) Worst-of Memorizer: Not Applicable

**Table 2**

<b>Autocall Valuation Date(s):</b>	<b>Autocall Barrier Percentage(s):</b>	<b>Autocall Settlement Percentage(s):</b>	<b>Autocall Settlement Date(s):</b>
25 November 2024	100.00%	100.00%	2 December 2024
27 December 2024	99.00%	100.00%	6 January 2025
24 January 2025	98.00%	100.00%	31 January 2025
24 February 2025	97.00%	100.00%	3 March 2025
24 March 2025	96.00%	100.00%	31 March 2025
24 April 2025	95.00%	100.00%	2 May 2025
26 May 2025	94.00%	100.00%	2 June 2025
24 June 2025	93.00%	100.00%	1 July 2025
24 July 2025	92.00%	100.00%	31 July 2025
25 August 2025	91.00%	100.00%	1 September 2025
24 September 2025	90.00%	100.00%	1 October 2025
24 October 2025	89.00%	100.00%	31 October 2025
24 November 2025	88.00%	100.00%	1 December 2025
29 December 2025	87.00%	100.00%	6 January 2026
26 January 2026	86.00%	100.00%	2 February 2026
24 February 2026	85.00%	100.00%	3 March 2026
24 March 2026	84.00%	100.00%	31 March 2026
24 April 2026	83.00%	100.00%	4 May 2026
25 May 2026	82.00%	100.00%	1 June 2026
24 June 2026	81.00%	100.00%	1 July 2026
24 July 2026	80.00%	100.00%	31 July 2026

24 August 2026	79.00%	100.00%	31 August 2026
24 September 2026	78.00%	100.00%	1 October 2026
26 October 2026	77.00%	100.00%	2 November 2026
24 November 2026	76.00%	100.00%	1 December 2026
28 December 2026	75.00%	100.00%	5 January 2027
25 January 2027	74.00%	100.00%	1 February 2027
24 February 2027	73.00%	100.00%	3 March 2027
24 March 2027	72.00%	100.00%	2 April 2027
26 April 2027	71.00%	100.00%	3 May 2027

**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 Not Applicable  
(TARN Early Settlement Event)

**Provisions relating to Final Settlement**

- 20 (a) Final Settlement Type: Capped  
General Condition 16  
(*Final Settlement*)
- (b) Settlement Method: Cash
- (c) Trigger Event Type: European (Final)
- (d) Strike Price Percentage: 100.00 per cent
- (e) Knock-in Barrier Type: European
- (f) Knock-in Trigger Event: Applicable
- (g) Knock-in Barrier Percentage: 50.00 per cent
- (h) Downside: Not Applicable
- (i) Unleveraged Put: Applicable

**Provisions relating to Drop Back**

- 21 Drop Back Payout: General Condition 13.42 and General Not Applicable  
Condition 16.27

**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 23 Not Applicable  
(*Settlement by Instalments*)

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

- 24 Underlying Asset(s)<sub>(Interest)</sub>/ Underlying Asset(s)<sub>(Autocall Settlement)</sub>/ Underlying Asset(s)<sub>(Final Settlement)</sub>/ Underlying Asset(s)<sub>(Downside)</sub>: A "**Basket**" comprising the following:  
Underlying Asset 1 is STMICROELECTRONICS NV.  
Underlying Asset 2 is STELLANTIS NV.  
Underlying Asset 3 is DIASORIN SPA.  
Underlying Asset 4 is BANCO BPM SPA.
- (a) Initial Valuation Date: 24 May 2024 - Individual Pricing
- (b) Share: Each Share set out in Table 3 below in the column entitled 'Share'.

- (i) Exchanges: Each Exchange set out in Table 3 below in the column entitled 'Exchange'.
- (ii) Related Exchanges: Each Related Exchange set out in Table 3 below in the column entitled 'Related Exchanges'.
- (iii) Underlying Asset Currencies: Each Underlying Asset Currency set out in Table 3 below in the column entitled 'Underlying Asset Currency'.
- (iv) Bloomberg Screens: The Bloomberg Screens set out in Table 3 below in the column entitled 'Bloomberg Screen'.
- (v) Refinitiv Screens: Each Refinitiv Screen set out in Table 3 below in the column entitled 'Refinitiv Screen'.
- (vi) Underlying Asset ISINs: Each Underlying Asset ISIN set out in Table 3 below in the column entitled 'Underlying Asset ISIN'.
- (vii) Weights: Not Applicable

**Table 3**

Share:	Relevant Price:	Exchange:	Related Exchange:	Underlying Asset Currency:	Bloomberg Screen:
STMICROELECTRONICS NV	Closing Price	Borsa Italiana S.p.A	All Exchanges	EUR	STMMI IM Equity
STELLANTIS NV	Closing Price	Borsa Italiana S.p.A	All Exchanges	EUR	STLAM IM Equity
DIASORIN SPA	Closing Price	Borsa Italiana S.p.A	All Exchanges	EUR	DIA IM Equity
BANCO BPM SPA	Closing Price	Borsa Italiana S.p.A	All Exchanges	EUR	BAMI IM Equity
Refinitiv Screen Page:	Underlying Asset ISIN:	Type:			
STMMI.MI	NL0000226223	Share			
STLAM.MI	NL00150001Q9	Share			
DIAS.MI	IT0003492391	Share			
BAMI.MI	IT0005218380	Share			

- 25 (a) Initial Price<sub>(Interest)</sub>: In respect of each Underlying Asset, the Relevant Price of the Underlying Asset on the Initial Valuation Date.
- (i) Averaging-in: Not Applicable
- (ii) Min Lookback-in: Not Applicable
- (iii) Max Lookback-in: Not Applicable
- (b) Initial Price<sub>(Settlement)</sub>: In respect of each Underlying Asset, the Relevant Price of the Underlying Asset on the Initial Valuation Date.
- (i) Averaging-in: Not Applicable
- (ii) Min Lookback-in: Not Applicable
- (iii) Max Lookback-in: Not Applicable
- (c) Initial Valuation Date: 24 May 2024
- 26 (a) Final Valuation Price: In respect of each Underlying Asset, 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: 24 May 2027

27	Interim Valuation Price:	Not Applicable
<b><i>Provisions relating to disruption events</i></b>		
28	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Equity Linked Condition 3 ( <i>Consequences of Disrupted Days</i> )	
	(a) Omission:	Not Applicable
	(b) Postponement:	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 ( <i>Adjustments to Valuation Dates and Reference Dates</i> )	Not Applicable
30	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Barclays Index Linked Condition 4 ( <i>Consequences upon a Reference Date becoming a Disrupted Day</i> )	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:	Substitution of Shares – Standard 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



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42	Consequences of a Fund Event: Equity Linked Condition 3 ( <i>Consequences of a Fund Event</i> )	Not Applicable
<b>General provisions</b>		
43	Form of Securities:	Global Bearer Securities: Permanent Global Security TEFRA: Not Applicable
44	Trade Date:	6 May 2024
45	Taxation Gross Up:	Applicable
46	871(m) Securities:	The Issuer has determined that Section 871(m) of the U.S. Internal Revenue Code of 1986, as amended, is not applicable to the Securities.
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:	Not Applicable

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## PART B – OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

(a) Listing and Admission to Trading:

Application will be made for listing on EuroTLX. The effectiveness of the offer is subject to the adoption of the resolution of admission to trading of the Securities on EuroTLX before the Issue Date. As such, the Issuer undertakes to file the application for the Securities to be admitted to trading on the EuroTLX in time for the adoption of such resolution.

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 de-listed 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

### RATINGS

2 Ratings:

The Securities have not been individually rated.

### 3 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(a) Reasons for the offer:

General funding

(b) Use of proceeds:

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

(c) Estimated net proceeds:

EUR 3,000,000

(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.

### 4 YIELD

Not Applicable

### 5 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: STMMI IM Equity, STLAM IM Equity, DIA IM Equity and BAMI IM Equity

Refinitiv Screen Page: STMMI.MI, STLAM.MI, DIAS.MI and BAMI.MI

### 6 POST ISSUANCE INFORMATION

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

## 7 OPERATIONAL INFORMATION

(a) ISIN:	XS2761994479
(b) Common Code:	276199447
(c) Relevant Clearing System(s):	Euroclear, Clearstream
(d) Delivery:	Delivery free of payment
(e) Green Structured Securities:	No
(f) Green Index Linked Securities:	No

## 8 TERMS AND CONDITIONS OF THE OFFER

### 8.1 Authorised Offer(s)

(a) Public Offer:	An offer of the Securities may be made, subject to the conditions set out below by the Authorised Offeror(s) (specified in (b) immediately below) other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Public Offer Jurisdiction(s) (specified in (c) immediately below) during the Offer Period (specified in (d) immediately below) subject to the conditions set out in the Base Prospectus and in (e) immediately below.
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(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 " <b>Authorised Offeror(s)</b> "):	Each financial intermediary specified in (i) and (ii) below: (i) <b>Specific consent:</b> Banca Sella Holding S.p.A. (the " <b>Initial Authorised Offeror(s)</b> ") and each financial intermediary expressly named as an Authorised Offeror on the Issuer's website <a href="https://home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-final-terms">https://home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-final-terms</a> ; and (ii) <b>General consent:</b> Not Applicable
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(c) Jurisdiction(s) where the offer may take place (together, the " <b>Public Offer Jurisdictions(s)</b> ")	Italy
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(d) Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s) (the " <b>Offer Period</b> "):	(i) In case of subscription at the office ( <i>filiali</i> ), from and including 13 May 2024 to and including 24 May 2024; and (ii) Door to Door selling: In case of door-to-door selling, from and including 13 May 2024 to and including 24 May 2024; and (iii) In case of placement by means of distance selling techniques, from and including 13 May 2024 to and including 24 May 2024. in each case, subject to any early termination of the Offer Period or withdrawal of the offer, as described below.
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(e) Other conditions for use of the Base Prospectus by the Authorised Offeror(s):	Not Applicable
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#### Other terms and conditions of the offer

(f) Offer Price:	The Issue Price
(g) Total amount of offer:	50,000 Securities
(h) Conditions to which the offer is subject:	In the event that during the 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.

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

Following withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Authorised Offeror in accordance with the Authorised Offeror's usual procedures.

The Authorised Offeror(s) are responsible for the notification of any withdrawal right applicable in relation to the offer of the Securities to potential investors.

The effectiveness of the offer is subject to the adoption of the resolution of admission to trading of the Securities on EuroTLX Market on or around the Issue Date. As such, the Issuer undertakes to file the application for the Securities to be admitted to trading on the EuroTLX Market in time for the adoption of such resolution.

(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:

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

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

Subscription at the offices (filiali) of the Distributor

Investors may apply for the subscription of the Securities during normal Italian banking hours at the offices (filiali) of any Authorised Offeror by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form (the "Acceptance Form") from (and including) 13 May 2024 to (and including) 24 May 2024, subject to any early closing of the Offer Period or cancellation of the Offer of the Securities. Acceptance forms are available at each Distributor's office.

Any application shall be made to the Distributor.

Door-to-door selling

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The Securities may also be distributed by the 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) 13 May 2024 to (and including) 24 May 2024 to any early closing of the Offer Period or cancellation of the Offer of the Securities.

The 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 relevant Authorised Offeror and/or financial advisor of their withdrawal without payment of any charge or commission.

Distance selling techniques

The Securities may also be distributed by the Distributor through distance selling techniques pursuant to Article 32 of the Italian Financial Services Act and Article 67-duodecies, Par. 4 of the Italian Legislative Decree 6 September 2005, No. 206 (the "Consumer Code") from (and including) 13 May 2024 to (and including) 24 May 2024. In respect of subscription of the Securities made by means of distance selling techniques, an investor that can be qualified as a consumer for the purposes of the Consumer Code is entitled to a fourteen-day period in which it can withdraw from the agreement without penalty and without giving any reason. Within such terms, the effects of the subscription agreements will be suspended and the investor can withdraw by means of a notice to the Issuer/Authorised Offeror without any expenses or other fees.

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

Applications for the Securities can be made in the Public Offer Jurisdiction through the Authorised Offeror during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offeror. Distribution will be in accordance with the Authorised

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	Offeror's usual procedures, notified to investors by the Authorised Offeror.
(k) Details of the minimum and/or maximum amount of application:	The minimum amount of application is EUR 5,000 (i.e. 50 Certificates) whereas the maximum amount of application from the Authorized Offeror will be notified to investors by the Authorized 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:	Offers may be made through the Authorised Offeror in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the EU Prospectus Regulation as implemented in such countries to publish a prospectus.
(q) Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:	Applicants will be notified directly by the Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date.
(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.
(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:	Banca Sella Holding S.p.A. Piazza Gaudenzio Sella, 1, Biella 13900, Italy and its LEI is 549300ABE4K96QOCEH37

## 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:** 50,000 Worst-of European Barrier Autocallable Securities due May 2027 pursuant to the Global Structured Securities Programme (ISIN: XS2761994479) (the "**Securities**").

**The Issuer:** The Issuer is Barclays Bank PLC. Its registered office is at 1 Churchill Place, London, E14 5HP, United Kingdom (telephone number: +44 (0)20 7116 1000) and its Legal Entity Identifier ("**LEI**") is G5GSEF7VJP5I7OUK5573.

**The Authorised Offeror:** The Authorised Offeror is Banca Sella Holding S.p.A. with its address at Piazza Gaudenzio Sella, 1, Biella 13900, Italy and its LEI is 549300ABE4K96QOCEH37.

**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 (BBPLC sub-consolidated) <sup>12</sup>	6.0	

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

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

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

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) 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 ("**LRR Risk**") 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?			
<b>Type and class of Securities being offered and admitted to trading, including security identification numbers</b>			
The Securities will be in the form of redeemable certificates and will be uniquely identified by: Series number: NX00398480; Tranche number: 1; ISIN: XS2761994479; Common Code: 276199447.			
The Securities will be cleared and settled through Euroclear Bank S.A./N.V. and/or Clearstream Banking <i>société anonyme</i> .			
<b>Currency, number of securities in a unit, issue size and term of the Securities</b>			
The Securities will be issued in EUR (the " <b>Issue Currency</b> ") and settled in the same currency (the " <b>Settlement Currency</b> "). The Securities are tradable in units and there (is/are) one Security in each unit. The issue size is 50,000 Securities. The issue price is EUR 100.00 per Security.			
The issue date is 29 May 2024 (the " <b>Issue Date</b> "). Subject to early termination, the Securities are scheduled to redeem on 31 May 2027 (the " <b>Scheduled Settlement Date</b> ").			
<b>Rights attached to the Securities</b>			
<b>Potential return:</b> 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 an Early Cash Settlement Amount instead.			
<b>Taxation:</b> 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.			
<b>Events of default:</b> 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.			
<b>Limitations on rights:</b>			
<b>Early redemption following certain disruption events or due to unlawfulness or impracticability:</b> 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 " <b>Early Cash Settlement Amount</b> " equal to the fair market value of the Securities prior to their redemption, unless the Issuer gives notice to the holders that they may elect to receive such whole number of the disrupted Underlying Asset which may be acquired by the Issuer in the open market with the Early Cash Settlement Amount and the relevant holder returns to the Issuer a duly completed settlement election notice requesting physical settlement by the applicable cut off time.			
<b>Certain additional limitations:</b>			
<ul style="list-style-type: none"><li>● 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).</li><li>● 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).</li><li>● 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.</li></ul>			
<b>Governing law</b>			
The Securities will be governed by English Law and the rights thereunder will be construed accordingly.			
<b>Description of the calculation of potential return on the Securities</b>			
<b>Underlying Assets:</b> The return on and value of the Securities is dependent on the performance of the following Underlying Asset(s):			
<b>Underlying Assets<sub>(Interest)</sub> / Underlying Assets<sub>(Autocall Settlement)</sub> / Underlying Assets<sub>(Final Settlement)</sub></b>	<b>Type</b>	<b>Initial Price<sub>(Interest)</sub> / Initial Price<sub>(Settlement)</sub></b>	<b>Initial Valuation Date</b>



STMICROELECTRONICS NV	Share	The closing price of an Underlying Asset on the Initial Valuation Date	24 May 2024
STELLANTIS NV	Share	The closing price of an Underlying Asset on the Initial Valuation Date	24 May 2024
DIASORIN SPA	Share	The closing price of an Underlying Asset on the Initial Valuation Date	24 May 2024
BANCO BPM SPA	Share	The closing price of an Underlying Asset on the Initial Valuation Date	24 May 2024

For the purposes of determining an Interest Amount, Underlying Assets shall mean the Underlying Assets<sup>(Interest)</sup>, for the purposes of determining Automatic Settlement (Autocall) Event, Underlying Assets shall mean the Underlying Assets<sup>(Autocall Settlement)</sup>, for the purposes of determining the Final Cash Settlement Amount, Underlying Assets shall mean the Underlying Assets<sup>(Final Settlement)</sup>.

**Calculation Amount:** Calculations in respect of amounts payable under the Securities are made by reference to the "**Calculation Amount**", being EUR 100 per Security.

**Indicative Amounts:** If the Securities are being offered by way of a Public Offer and any specified product values are not fixed or determined at the commencement of the Public Offer (including any amount, level, percentage, price, rate or other value in relation to the terms of the Securities which has not been fixed or determined by the commencement of the Public Offer), these specified product values will specify an indicative amount, an indicative minimum amount, an indicative maximum amount or any combination thereof. In such case, the relevant specified product value(s) shall be the value determined based on market conditions by the Issuer on or around the end of the Public Offer. Notice of the relevant specified product value will be published prior to the Issue Date.

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

#### A – Interest

During the term of the Securities, the Securities pay the Interest Type specified in the table below:

Interest Valuation Date(s)	Interest Type
24 June 2024	Phoenix with Memory
24 July 2024	Phoenix with Memory
26 August 2024	Phoenix with Memory
24 September 2024	Phoenix with Memory
24 October 2024	Phoenix with Memory
25 November 2024	Phoenix with Memory
27 December 2024	Phoenix with Memory
24 January 2025	Phoenix with Memory
24 February 2025	Phoenix with Memory
24 March 2025	Phoenix with Memory
24 April 2025	Phoenix with Memory
26 May 2025	Phoenix with Memory
24 June 2025	Phoenix with Memory
24 July 2025	Phoenix with Memory
25 August 2025	Phoenix with Memory
24 September 2025	Phoenix with Memory
24 October 2025	Phoenix with Memory
24 November 2025	Phoenix with Memory
29 December 2025	Phoenix with Memory
26 January 2026	Phoenix with Memory
24 February 2026	Phoenix with Memory
24 March 2026	Phoenix with Memory
24 April 2026	Phoenix with Memory
25 May 2026	Phoenix with Memory
24 June 2026	Phoenix with Memory
24 July 2026	Phoenix with Memory
24 August 2026	Phoenix with Memory
24 September 2026	Phoenix with Memory
26 October 2026	Phoenix with Memory
24 November 2026	Phoenix with Memory
28 December 2026	Phoenix with Memory
25 January 2027	Phoenix with Memory
24 February 2027	Phoenix with Memory
24 March 2027	Phoenix with Memory
26 April 2027	Phoenix with Memory
24 May 2027	Phoenix with Memory

Interest will be calculated in respect of the period from (and including) 29 May 2024 to (but excluding) the next succeeding Interest Period End Date and each successive period from (and including) an Interest Period End Date to (but excluding) the next succeeding Interest Period End Date, provided that if the Securities are to be redeemed prior to the Scheduled Settlement Date and prior to an Interest Period End Date then the final Interest Calculation Period shall end on (but exclude) the early redemption date (each such period, an "**Interest Calculation Period**"). The amount of interest (each an "**Interest Amount**") accrued over each Interest Calculation Period shall be payable on the Interest Payment Date immediately following the Interest Period End Date of such Interest Calculation Period. The table below sets out the respective dates:

Interest Period End Date(s)	Interest Payment Date(s), adjusted in accordance with the Modified Following business day convention
24 June 2024	01 July 2024
24 July 2024	31 July 2024
26 August 2024	02 September 2024
24 September 2024	01 October 2024
24 October 2024	31 October 2024
25 November 2024	02 December 2024
27 December 2024	06 January 2025
24 January 2025	31 January 2025
24 February 2025	03 March 2025
24 March 2025	31 March 2025
24 April 2025	02 May 2025
26 May 2025	02 June 2025
24 June 2025	01 July 2025
24 July 2025	31 July 2025
25 August 2025	01 September 2025

24 September 2025	01 October 2025
24 October 2025	31 October 2025
24 November 2025	01 December 2025
29 December 2025	06 January 2026
26 January 2026	02 February 2026
24 February 2026	03 March 2026
24 March 2026	31 March 2026
24 April 2026	04 May 2026
25 May 2026	01 June 2026
24 June 2026	01 July 2026
24 July 2026	31 July 2026
24 August 2026	31 August 2026
24 September 2026	01 October 2026
26 October 2026	02 November 2026
24 November 2026	01 December 2026
28 December 2026	05 January 2027
25 January 2027	01 February 2027
24 February 2027	03 March 2027
24 March 2027	02 April 2027
26 April 2027	03 May 2027
24 May 2027	31 May 2027

Each Security will only pay interest in respect of an Interest Valuation Date if the closing price 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 adding the sum of (1) and (2) below:

- (1) the Fixed Interest Rate (the percentage specified in the table below) multiplied by EUR 100; and
- (2) the number of previous Interest Valuation Dates in respect of which no interest was payable (since the last time interest was payable) multiplied by the Fixed Interest Rate multiplied by EUR 100.

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

Interest Valuation Date(s)*:	Interest Barrier Percentage(s):	Fixed Interest Rate(s):	Interest Ex-Date(s)	Interest Record Date(s)	Interest Payment Date(s):
24 June 2024	50.00%	1.0900%	27 June 2024	28 June 2024	01 July 2024
24 July 2024	50.00%	1.0900%	29 July 2024	30 July 2024	31 July 2024
26 August 2024	50.00%	1.0900%	29 August 2024	30 August 2024	02 September 2024
24 September 2024	50.00%	1.0900%	27 September 2024	30 September 2024	01 October 2024
24 October 2024	50.00%	1.0900%	29 October 2024	30 October 2024	31 October 2024
25 November 2024	50.00%	1.0900%	28 November 2024	29 November 2024	02 December 2024
27 December 2024	50.00%	1.0900%	02 January 2025	03 January 2025	06 January 2025
24 January 2025	50.00%	1.0900%	29 January 2025	30 January 2025	31 January 2025
24 February 2025	50.00%	1.0900%	27 February 2025	28 February 2025	03 March 2025
24 March 2025	50.00%	1.0900%	27 March 2025	28 March 2025	31 March 2025
24 April 2025	50.00%	1.0900%	29 April 2025	30 April 2025	02 May 2025
26 May 2025	50.00%	1.0900%	29 May 2025	30 May 2025	02 June 2025
24 June 2025	50.00%	1.0900%	27 June 2025	30 June 2025	01 July 2025
24 July 2025	50.00%	1.0900%	29 July 2025	30 July 2025	31 July 2025
25 August 2025	50.00%	1.0900%	28 August 2025	29 August 2025	01 September 2025
24 September 2025	50.00%	1.0900%	29 September 2025	30 September 2025	01 October 2025
24 October 2025	50.00%	1.0900%	29 October 2025	30 October 2025	31 October 2025
24 November 2025	50.00%	1.0900%	27 November 2025	28 November 2025	01 December 2025
29 December 2025	50.00%	1.0900%	02 January 2026	05 January 2026	06 January 2026
26 January 2026	50.00%	1.0900%	29 January 2026	30 January 2026	02 February 2026
24 February 2026	50.00%	1.0900%	27 February 2026	02 March 2026	03 March 2026
24 March 2026	50.00%	1.0900%	27 March 2026	30 March 2026	31 March 2026
24 April 2026	50.00%	1.0900%	29 April 2026	30 April 2026	04 May 2026
25 May 2026	50.00%	1.0900%	28 May 2026	29 May 2026	01 June 2026
24 June 2026	50.00%	1.0900%	29 June 2026	30 June 2026	01 July 2026
24 July 2026	50.00%	1.0900%	29 July 2026	30 July 2026	31 July 2026
24 August 2026	50.00%	1.0900%	27 August 2026	28 August 2026	31 August 2026
24 September 2026	50.00%	1.0900%	29 September 2026	30 September 2026	01 October 2026
26 October 2026	50.00%	1.0900%	29 October 2026	30 October 2026	02 November 2026
24 November 2026	50.00%	1.0900%	27 November 2026	30 November 2026	01 December 2026
28 December 2026	50.00%	1.0900%	31 December 2026	04 January 2027	05 January 2027
25 January 2027	50.00%	1.0900%	28 January 2027	29 January 2027	01 February 2027
24 February 2027	50.00%	1.0900%	01 March 2027	02 March 2027	03 March 2027
24 March 2027	50.00%	1.0900%	31 March 2027	01 April 2027	02 April 2027
26 April 2027	50.00%	1.0900%	29 April 2027	30 April 2027	03 May 2027
24 May 2027	50.00%	1.0900%	27 May 2027	28 May 2027	31 May 2027

\* The relevant Interest Payment Date may be postponed following the postponement of an Interest Valuation Date due to a disruption event.

Autocall Valuation Date(s)	Autocall Settlement Date(s)	Autocall Barrier Percentage(s)
25 November 2024	02 December 2024	100.00%
27 December 2024	06 January 2025	99.00%

24 January 2025	31 January 2025	98.00%
24 February 2025	03 March 2025	97.00%
24 March 2025	31 March 2025	96.00%
24 April 2025	02 May 2025	95.00%
26 May 2025	02 June 2025	94.00%
24 June 2025	01 July 2025	93.00%
24 July 2025	31 July 2025	92.00%
25 August 2025	01 September 2025	91.00%
24 September 2025	01 October 2025	90.00%
24 October 2025	31 October 2025	89.00%
24 November 2025	01 December 2025	88.00%
29 December 2025	06 January 2026	87.00%
26 January 2026	02 February 2026	86.00%
24 February 2026	03 March 2026	85.00%
24 March 2026	31 March 2026	84.00%
24 April 2026	04 May 2026	83.00%
25 May 2026	01 June 2026	82.00%
24 June 2026	01 July 2026	81.00%
24 July 2026	31 July 2026	80.00%
24 August 2026	31 August 2026	79.00%
24 September 2026	01 October 2026	78.00%
26 October 2026	02 November 2026	77.00%
24 November 2026	01 December 2026	76.00%
28 December 2026	05 January 2027	75.00%
25 January 2027	01 February 2027	74.00%
24 February 2027	03 March 2027	73.00%
24 March 2027	02 April 2027	72.00%
26 April 2027	03 May 2027	71.00%

### C – Final Settlement

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

The Scheduled Settlement Date may be postponed following the postponement of the Final Valuation Date due to a disruption event.

The Final Cash Settlement Amount is calculated as follows:

- (i) if a Knock-in Trigger Event has not occurred, 100% multiplied by the Calculation Amount;
- (ii) otherwise, an amount calculated by dividing the Final Performance by the Strike Price Percentage (being 100.00%) and multiplying the result by the Calculation Amount.

Where:

**"Knock-in Trigger Event"** shall be deemed to have occurred if the closing price or level of any Underlying Asset in respect of the Trigger Event Observation Date (being 24 May 2027) is below the Knock-in Barrier Price (Initial Price<sub>(Settlement)</sub> multiplied by the Knock-in Barrier Percentage (being 50.00%)) of such Underlying Asset.

**"Final Performance"** means the Final Valuation Price divided by the Initial Price<sub>(Settlement)</sub> each in respect of the Worst Performing Underlying Asset as calculated in respect of the Final Valuation Date.

**"Final Valuation Date"** means 24 May 2027, subject to adjustment.

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

**"Worst Performing Underlying Asset"** means, in respect of a scheduled trading day, the Underlying Asset with the lowest Asset Performance on such day.

**"Asset Performance"** means, in respect of an Underlying Asset and any day, the closing price of such Underlying Asset on such day divided by its Initial Price.

#### 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, a multilateral trading facility organised and managed by Borsa Italiana S.p.A. (the **"EuroTLX Market"**).

#### 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. Even though your Securities are repayable at par, you may lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meet its payment or delivery obligations. You may also lose some or all of your investment if: (a) you sell your Securities before their scheduled maturity or expiry; (b) your Securities are early redeemed in certain extraordinary circumstances; or (c) the terms and conditions of your Securities are adjusted such that the amount payable or property deliverable to you is less than your initial investment.
- **There are risks associated with the valuation, liquidity and offering of the Securities:** The market value of your Securities may be lower than the issue price since the issue price may take into account the Issuer's and/or distributor's profit margin and costs in addition to the fair market value of the Securities. The market value of your Securities may be affected by the volatility, level, value or price of the Underlying Asset(s) at the relevant time, changes in interest rates, the Issuer's financial condition and credit ratings, the supply of and demand for the Securities, the time remaining until the maturity or expiry of the Securities and other factors. The price, if any, at which you will be able to sell your Securities prior to maturity may be substantially less than the amount you originally invested. Your Securities may not have an active trading market and the Issuer may not be under any obligation to make a market or repurchase the Securities prior to redemption. The Issuer may withdraw the public offer at any time. In such case, where you have already paid or delivered subscription monies for the relevant Securities, you will be entitled to reimbursement of such amounts, but will not receive any remuneration that may have accrued in the period between their payment or delivery of subscription monies and the reimbursement of the Securities.
- **You are subject to risks associated with the determination of amount payable under the Securities:**  
The Interest Amount is conditional on the performance of Underlying Asset(s) and may be zero where the performance criteria are not met. In such case the Interest Amount may be deferred to the next interest payment that may be made, but it is possible that you will not receive any interest at all over the lifetime of 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 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.

As the Final Cash Settlement Amount is subject to a cap, the value of or return on your Securities may be significantly less than if you had purchased the Underlying Asset(s) directly.

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

The Securities reference a basket of Underlying Assets, each of which demonstrates unique risk characteristics. If the Underlying Assets are correlated, the performance of the Underlying Asset(s) in the basket can be expected to move in the same direction. If the performance of a basket gives a greater 'weight' to a basket constituent as compared to other basket constituents, the basket performance will be more affected by changes in the value of that particular basket constituent than a basket which apportions an equal weight to each basket constituent. The performance of basket constituents may be moderated or offset by one another. This means that, even in the case of a positive performance of one or more constituents, the performance of the basket as a whole may be negative if the performance of the other constituents is negative to a greater extent.

- **Your Securities are subject to adjustments and early redemption:** Pursuant to the terms and conditions of the Securities, following the occurrence of certain disruption events or extraordinary events concerning the Issuer, its hedging arrangements, the Underlying Asset(s), taxation or the relevant currency of the Securities, the Determination Agent or the Issuer may take a number of remedial actions, including estimating the price of the Underlying 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.
- **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 Securities linked to the basket of Underlying Asset(s):** The return payable on the Securities is linked to the change in value of the Underlying Asset(s) 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 common shares: The performance of common shares is dependent upon macroeconomic factors, such as interest and price levels on the capital markets, currency developments and political factors as well as company-specific factors such as earnings, market position, risk situation, shareholder structure and distribution policy. Any relevant share issuer may take actions without regard to the interests of any holders of the Securities, which could have a negative effect on the value of the Securities.
- **Taxation risks:** The levels and basis of taxation on the Securities and any reliefs for such taxation will depend on your individual circumstances and could change at any time over the life of the Securities. This could have adverse consequences for you and you should therefore consult your own tax advisers as to the tax consequences to you of transactions involving the Securities.

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

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

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

The Offer Price for subscriptions during the subscription period and on the Issue Date: EUR 100.00 per Security (of which 4.00 per cent (4.00%) will be payable to the Distributor as a commission).

The Securities are offered for subscription in Italy during the period from (and including) 13 May 2024 to 24 May 2024 (the "**Offer Period**") and such offer is subject to the following conditions:

- **Offer Price:** The Issue Price
- **Conditions to which the offer is subject:** In the event that during the 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 Offer Period. Following withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Authorised Offeror in accordance with the Authorised Offeror's usual procedures.

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

The effectiveness of the offer is subject to the adoption of the resolution of admission to trading of the Securities on the EuroTLX Market on or around the Issue Date. As such, the Issuer undertakes to file the application for the Securities to be admitted to trading on the EuroTLX Market in time for the adoption of such resolution.

- **Description of the application process:** Investors may apply for the subscription of the Securities during normal Italian banking hours at the offices (filiali) of any Authorised Offeror by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form (the "**Acceptance Form**") from (and including) 13 May 2024 to (and including) 24 May 2024, subject to any early closing of the Offer Period or cancellation of the Offer of the Securities. Acceptance forms are available at each Distributor's office. Any application shall be made to the Distributor.

**Door-to-door selling:** The Securities may also be distributed by the 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) 13 May 2024 to (and including) 24 May 2024 to any early closing of the Offer Period or cancellation of the Offer of the Securities.

The 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 relevant Authorised Offeror and/or financial advisor of their withdrawal without payment of any charge or commission.

**Distance selling techniques:** The Securities may also be distributed by the Distributor through distance selling techniques pursuant to Article 32 of the Italian Financial Services Act and Article 67-duodecies, Par. 4 of the Italian Legislative Decree 6 September 2005, No. 206 (the "Consumer Code") from (and including) 13 May 2024 to (and including) 24 May 2024. In respect of subscription of the Securities made by means of distance selling techniques, an investor that can be qualified as a consumer for the purposes of the Consumer Code is entitled to a fourteen-day period in which it can withdraw from the agreement without penalty and without giving any reason. Within such terms, the effects of the subscription agreements will be suspended and the investor can withdraw by means of a notice to the Issuer/Authorised Offeror without any expenses or other fees.

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

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

- **Details of the minimum and/or maximum amount of application:** The minimum and maximum amount of application from the Authorised Offeror will be notified to investors by the Authorised Offeror.
- **Details of the method and time limits for paying up and delivering the Securities:** Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
- **Manner in and date on which results of the offer are to be made public:** Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.

<ul style="list-style-type: none"> <li>• <b>Categories of holders to which the Securities are offered and whether Tranche(s) have been reserved for certain countries:</b> Offers may be made through the Authorised Offeror in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the EU Prospectus Regulation as implemented in such countries to publish a prospectus.</li> <li>• <b>Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:</b> 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.</li> <li>• <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:</b> Banca Sella Holding S.p.A., Piazza Gaudenzio Sella, 1, Biella 13900, Italy and its LEI is 549300ABE4K96QOCEH37.</li> </ul>
<p><b><i>Estimated total expenses of the issue and/or offer including expenses charged to investor by issuer/offeror</i></b></p> <p>The estimated total expenses of the issue and/or offer are up to EUR 1,000.00.</p> <p>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.</p>
<p><b>Who is the offeror and/or the person asking for admission to trading?</b></p> <p>See the item entitled "<b>The Authorised Offeror(s)</b>" above.</p> <p>The Issuer is the entity requesting for admission to trading of the Securities.</p>
<p><b>Why is the Prospectus being produced?</b></p>
<p><b><i>Use and estimated net amount of proceeds</i></b></p> <p>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.</p>
<p><b><i>Underwriting agreement on a firm commitment basis</i></b></p> <p>The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.</p>
<p><b><i>Description of any interest material to the issue/offer, including conflicting interests</i></b></p> <p>The Authorised Offeror may be paid fees in relation to the offer of Securities. Potential conflicts of interest may exist between the Issuer, determination agent, Authorised Offeror or their affiliates (who may have interests in transactions in derivatives related to the Underlying Asset(s) which may, but are not intended to, adversely affect the market price, liquidity or value of the Securities) and holders.</p> <p>The Authorised Offeror will be paid total fee equal to 4.00% of the Issue Price. Any Authorised Offeror and its affiliates may engage, and may in the future engage, in hedging transactions with respect to the Underlying Assets.</p>

NOTA DI SINTESI

INTRODUZIONE E AVVERTENZE																										
La presente Nota di Sintesi va letta quale introduzione al Prospetto. Qualsiasi decisione di investire nei Titoli dovrà basarsi sulla valutazione del Prospetto nel suo complesso da parte dell'investitore. In talune circostanze, l'investitore potrebbe subire la perdita della totalità o di parte del capitale investito. Qualora sia proposta un'azione legale avente ad oggetto le informazioni contenute nel Prospetto dinnanzi un tribunale, l'investitore ricorrente potrebbe, ai sensi di legge, essere tenuto a sostenere i costi di traduzione del Prospetto prima che l'azione legale abbia inizio. La responsabilità civile ricade unicamente sulle persone che hanno presentato la presente nota di sintesi, comprese eventuali traduzioni, unicamente nel caso in cui tale Nota di Sintesi risulti fuorviante, inesatta o incoerente, se letta congiuntamente alle altre parti del Prospetto oppure non contenga, se letta insieme con le altre parti del Prospetto, informazioni chiave che possano aiutare l'investitore a decidere se investire o meno nei Titoli. <i>Stare per acquistare un prodotto che non è semplice e che potrebbe essere di difficile comprensione.</i>																										
<b>Titoli:</b> Emissione di 50.000 Titoli Worst-of European Barrier Autocallable con scadenza maggio 2027 ai sensi del <i>Global Structured Securities Programme</i> (ISIN: XS2761994479) (i " <b>Titoli</b> ").																										
<b>Emittente:</b> L'Emittente è Barclays Bank PLC. La sua sede legale è in 1 Churchill Place, Londra, E14 5HP, Regno Unito (numero di telefono: +44 (0)20 7116 1000) e il suo <i>Legal Entity Identifier</i> (" <b>LEI</b> ") è G5GSEF7VJP5I7OUK5573.																										
<b>Offerente Autorizzato:</b> L'Offerente Autorizzato è Banca Sella Holding S.p.A. il cui indirizzo è Piazza Gaudenzio Sella, 1, Biella 13900, Italia e codice LEI 549300ABE4K96QOCEH37.																										
<b>Autorità Competente:</b> Il Prospetto di Base è stato approvato in data 12 Aprile 2024 dalla Banca Centrale di Irlanda in New Wapping Street, North Wall Quay, Dublino 1, D01 F7X3, Irlanda (numero di telefono: +353 (0)1 224 6000).																										
INFORMAZIONI CHIAVE SULL'EMITTENTE																										
Chi è l'Emittente dei Titoli?																										
<b>Sede legale e forma giuridica dell'Emittente:</b> Barclays Bank PLC (l'" <b>Emittente</b> ") è una public limited company registrata in Inghilterra e Galles con numero 1026167. La responsabilità dei soci dell'Emittente è limitata. Ha la propria sede legale e la propria sede principale in 1 Churchill Place, Londra, E14 5HP, Regno Unito (numero di telefono +44 (0)20 7116 1000). Il Legal Entity Identifier ( <i>LEI</i> ) dell'Emittente è G5BKIC2CB69PRJH1W31.																										
<b>Attività principali dell'Emittente:</b> Barclays è una banca diversificata con 5 divisioni operative: Barclays UK, Barclays UK Corporate Bank, Barclays Private Bank and Wealth Management, Barclays Investment Bank e Barclays US Consumer Bank, supportate da Barclays Execution Services Limited, la società di servizi del Gruppo che svolge servizi tecnologici, operativi e funzionali per tutto il Gruppo. Il Gruppo include Barclays PLC con le sue controllate, inclusa l'Emittente. L'attività principale dell'Emittente è l'offerta di prodotti e servizi indirizzati a società di dimensioni rilevanti, clienti <i>private bank e wealth management</i> , clienti professionali e bancari internazionali. Il termine " <b>Gruppo</b> " indica Barclays PLC con le sue controllate e il termine " <b>Gruppo Bancario Barclays</b> " indica Barclays Bank PLC con le sue controllate.																										
<b>Principali azionisti dell'Emittente:</b> L'intero capitale azionario ordinario dell'Emittente è di proprietà di Barclays PLC. Barclays PLC è la controllante ultima del Gruppo.																										
<b>Identità dei principali amministratori delegati dell'Emittente:</b> I principali amministratori delegati dell'Emittente sono C.S. Venkatakrishnan ( <i>Chief Executive</i> e Amministratore Delegato) e Anna Cross (Amministratore Delegato).																										
<b>Identità dei revisori legali dell'Emittente:</b> I revisori legali dell'Emittente sono KPMG LLP (" <b>KPMG</b> "), esperti contabili e revisori autorizzati (membri dell' <i>Institute of Chartered Accountants</i> in Inghilterra e Galles), con sede in 15 Canada Square, Londra E14 5GL, Regno Unito.																										
Quali sono le informazioni finanziarie principali dell'Emittente?																										
L'Emittente ha estratto le informazioni finanziarie consolidate selezionate incluse nella tabella che segue per gli anni terminati al 31 dicembre 2023 e 31 dicembre 2022 dal bilancio consolidato annuale dell'Emittente concluso al 31 dicembre 2023 e 2022 (le " <b>Informazioni Finanziarie</b> "), che sono state sottoposte a revisione contabile con un parere senza riserve fornito da parte di KPMG.																										
<div>Conto Economico Consolidato</div> <div>Al 31 dicembre</div> <table><tr><th></th><th>2023</th><th>2022</th></tr><tr><td></td><td colspan="2"> (£m) </td></tr><tr><td>Ricavo al netto di interessi</td><td>6.653</td><td>5.398</td></tr><tr><td>Ricavo al netto di tariffe e commissioni</td><td>5.461</td><td>5.426</td></tr><tr><td>Svalutazione (oneri)/rilasci di crediti</td><td>(1.578)</td><td>(933)</td></tr><tr><td>Ricavo al netto del trading</td><td>5.980</td><td>7.624</td></tr><tr><td>Profitto al lordo di imposte</td><td>4.223</td><td>4.867</td></tr><tr><td>Profitto al netto di imposte</td><td>3.561</td><td>4.382</td></tr></table>				2023	2022		(£m)		Ricavo al netto di interessi	6.653	5.398	Ricavo al netto di tariffe e commissioni	5.461	5.426	Svalutazione (oneri)/rilasci di crediti	(1.578)	(933)	Ricavo al netto del trading	5.980	7.624	Profitto al lordo di imposte	4.223	4.867	Profitto al netto di imposte	3.561	4.382
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<div>Stato Patrimoniale Consolidato</div> <div>Al 31 dicembre</div> <table><tr><th></th><th>2023</th><th>2022</th></tr><tr><td></td><td colspan="2"> (£m) </td></tr><tr><td>Totale attivo</td><td>1.185.166</td><td>1.203.537</td></tr><tr><td>Titoli di debito in emissione</td><td>45.653</td><td>60.012</td></tr><tr><td>Passività subordinate</td><td>35.903</td><td>38.253</td></tr><tr><td>Prestiti e anticipi a costi ammortizzati</td><td>185.247</td><td>182.507</td></tr><tr><td>Depositi a costi ammortizzati</td><td>301.798</td><td>291.579</td></tr><tr><td>Azioni totali</td><td>60.504</td><td>58.953</td></tr></table>				2023	2022		(£m)		Totale attivo	1.185.166	1.203.537	Titoli di debito in emissione	45.653	60.012	Passività subordinate	35.903	38.253	Prestiti e anticipi a costi ammortizzati	185.247	182.507	Depositi a costi ammortizzati	301.798	291.579	Azioni totali	60.504	58.953
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<div>Determinati Coefficienti per le Informazioni Finanziarie</div> <div>Al 31 dicembre</div> <table><tr><th></th><th>2023</th><th>2022</th></tr><tr><td></td><td colspan="2"> (%) </td></tr><tr><td>Capitale primario di classe 1 (<i>Common Equity Tier 1</i>o CET1)</td><td>12,1</td><td>12,7</td></tr><tr><td>Patrimonio di vigilanza totale</td><td>19,2</td><td>20,8</td></tr><tr><td>Coefficiente di Leva finanziaria UK (su base subconsolidata BBPLC)<sup>1 2</sup></td><td>6,0</td><td>-</td></tr></table>				2023	2022		(%)		Capitale primario di classe 1 ( <i>Common Equity Tier 1</i> o CET1)	12,1	12,7	Patrimonio di vigilanza totale	19,2	20,8	Coefficiente di Leva finanziaria UK (su base subconsolidata BBPLC) <sup>1 2</sup>	6,0	-									
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<sup>1</sup> Non sono indicati dati comparativi sulla leva in quanto questo è il primo esercizio in cui è fatta comunicazione per Barclays Bank PLC su base sub-consolidata.																										
<sup>2</sup> Sebbene il coefficiente di leva finanziaria sia espresso in termini di capitale di classe 1, la riserva di coefficiente di leva finanziaria anticiclica ( <i>countercyclical leverage ratio buffer</i> o CCLB) e il 75% del requisito minimo devono essere coperti esclusivamente con il capitale CET1. Il capitale CET1 detenuto a fronte dello 0,2% di CCLB è stato pari a £1.8 miliardi.																										



Quali sono i principali rischi specifici dell'Emittente?
<p>I rischi materiali sono quelli a cui l'alta dirigenza presta particolare attenzione e che possono comportare che i risultati dell'Emittente in fatto di realizzazione della strategia, dei risultati delle operazioni, delle condizioni finanziarie e/o prospettive differiscano significativamente dalle aspettative. I rischi emergenti sono quelli che hanno componenti sconosciute, il cui impatto potrebbe cristallizzarsi in un più lungo periodo di tempo. In aggiunta, certi altri fattori che sono oltre il controllo del Gruppo Bancario Barclays, ivi incluso un aumento di conflitti globali, atti di terrorismo, disastri naturali, pandemie ed eventi simili, ancorché non elencati di seguito, possano avere un simile impatto sul Gruppo Bancario Barclays.</p> <ul style="list-style-type: none"><li>● <b>Rischi materialmente esistenti ed emergenti che possano potenzialmente impattare più di un rischio principale:</b> In aggiunta ai rischi materiali ed emergenti che possono impattare i principali rischi elencati di seguito, vi sono anche rischi materiali ed emergenti che potrebbero impattare più di uno di tali rischi principali. Tali rischi sono: (i) condizioni potenzialmente sfavorevoli dell'economia globale e locale e condizioni di mercato, così come gli sviluppi geopolitici; (ii) l'impatto dei cambiamenti dei tassi di interesse sui profitti del Gruppo Bancario Barclays; (iii) gli ambienti competitivi dell'industria dei servizi bancari e finanziari; (iv) i programmi di modifica nell'ambito regolamentare e l'impatto sul modello di business; (v) l'impatto delle riforme dei tassi di interesse benchmark sul Gruppo Bancario Barclays; e (vi) rischi di consegna e di esecuzione dei cambiamenti.</li><li>● <b>Rischio climatico:</b> Il rischio climatico è l'impatto sui rischi finanziari (di credito, di mercato, di tesoreria e di capitale) e operativi derivanti dal cambiamento climatico attraverso i rischi fisici, i rischi associati alla transizione verso un'economia a basse emissioni di carbonio.</li><li>● <b>Rischio di Credito e di Mercato:</b> Il rischio di credito è il rischio di perdita del Gruppo Bancario Barclays derivante dall'incapacità di clienti, consumatori o controparti, di onorare a pieno gli obblighi presi nei confronti di membri del Gruppo Bancario Barclays. Il Gruppo Bancario Barclays è soggetto a rischi derivanti da cambiamenti nella qualità del credito e nei tassi di recupero dei prestiti e degli anticipi dovuti dai prenditori e dalle controparti in un qualsiasi portafoglio specifico. Il rischio di mercato consiste nel rischio di perdita derivante dal potenziale cambiamento in negativo del valore delle attività e delle passività del Gruppo Bancario Barclays derivanti da fluttuazioni delle variabili di mercato.</li><li>● <b>Rischio di tesoreria e di capitale ed il rischio che l'Emittente ed il Gruppo Bancario Barclays siano soggetti a poteri di risoluzione significativi:</b> Ci sono tre tipi principali di rischi di capitale e tesoreria che deve affrontare il Gruppo Bancario Barclays, che sono (1) il rischio di capitale – il rischio che il Gruppo Bancario Barclays abbia un livello o una composizione di capitale non sufficienti per sostenere le attività commerciali e rispettare i requisiti regolamentari di capitale ad esso applicabili, in condizioni operative normali e in condizioni di stress; (2) il rischio di liquidità – il rischio che il Gruppo Bancario Barclays non sia in grado di rispettare le proprie obbligazioni contrattuali o condizionate o che non disponga di sufficienti importi per una stabile dotazione finanziaria e liquidità tale da supportare le proprie attività, che potrebbe anche essere impattato da modifiche alla valutazione del credito; e (3) il rischio di tasso di interesse nei libri bancari – il rischio che il Gruppo Bancario Barclays sia esposto a volatilità del capitale o dei ricavi a causa di un disallineamento tra le esposizioni dei tassi di interesse delle sue attività (non commercializzate) e passività. Ai sensi del Banking Act 2009, sono concessi poteri sostanziali alla Banca d'Inghilterra (o, in determinate circostanze, <i>al HM Treasury</i>), di concerto con la <i>United Kingdom Prudential Regulation Authority</i>, la <i>UK Financial Conduct Authority</i> e il <i>HM Treasury</i>, ove opportuno, nell'ambito di un regime di risoluzione speciale. Tali poteri rendono possibile alla Banca d'Inghilterra (o qualsiasi successore o sostituto della stessa e/o altra autorità nel Regno Unito avente facoltà di esercitare il Potere di Bail-in) (<b>"Autorità di Risoluzione"</b>) di porre in essere varie misure di risoluzione e opzioni di stabilizzazione (incluso, ma non solo, lo strumento di bail-in) nei confronti di una banca nel Regno Unito o di una società di investimento e di talune delle sue collegate (alla data del Documento di Registrazione, incluso l'Emittente) nei casi in cui l'Autorità di Risoluzione ritiene che le relative condizioni di risoluzione sono soddisfatte.</li><li>● <b>Rischio operativo e rischio di modello:</b> Il rischio operativo consiste nel rischio di perdita per il Gruppo Bancario Barclays, derivante da processi e sistemi inadeguati o difettosi, fattori umani, o dovuti ad eventi esterni la cui causa principale non è riconducibile al rischio di credito o di mercato. Il rischio di modello deriva da potenziali conseguenze negative ad esito di decisioni basate su modelli di rendimento e di relazione sbagliati o usati in modo improprio.</li><li>● <b>Rischio di compliance, rischio reputazionale, nonché rischio legale e questioni legali, di concorrenza e regolamentari:</b> Il rischio di compliance è il rischio di risultati scadenti per clienti e mercati, o danni agli stessi, derivanti dalla consegna dei prodotti e servizi del Gruppo Bancario Barclays (rischio di condotta) e il rischio verso Barclays, i suoi clienti, i committenti o i mercati derivante del mancato rispetto di leggi, norme e regolamenti applicabili all'azienda. Il rischio reputazionale è il rischio che un'azione, una transazione, un investimento, un evento, una decisione o relazione di business riduca la fiducia nella integrità e/o nelle capacità del Gruppo Bancario Barclays. Il Gruppo Bancario Barclays svolge attività in un mercato globale altamente regolamentato e perciò è esposto al rischio legale derivante da (i) una moltitudine di leggi e regolamenti che si applicano alle attività che svolge, che sono molto dinamici, possono variare da giurisdizione a giurisdizione, e/o essere 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 le leggi, le norme, i regolamenti o i requisiti contrattuali applicabili o per accertare o difendere i propri diritti in materia di proprietà intellettuale. Il rischio legale può emergere in conseguenza di un numero di fattori di rischio, come sopra riassunti.</li></ul>
INFORMAZIONI PRINCIPALI SUI TITOLI
Quali sono le caratteristiche principali dei Titoli?
<p><b>Tipologia e categoria dei Titoli offerti e ammessi a negoziazione, inclusi numeri di identificazione dei Titoli</b></p> <p>I Titoli avranno forma di certificati rimborsabili e saranno identificati in maniera univoca da: Numero di serie: NX00398480; Numero di tranche: 1; Codice ISIN: XS2761994479; Common Code: 276199447.</p> <p>I Titoli saranno liquidati e regolati tramite Euroclear Bank S.A./N.V. e/o Clearstream Banking <i>société anonyme</i>.</p>
<p><b>Valuta, numero di titoli in una unità, volume di emissione e termine dei Titoli</b></p> <p>I Titoli saranno emessi in EUR (la "<b>Valuta di Emissione</b>") e regolati nella stessa valuta (la "<b>Valuta di Regolamento</b>"). I Titoli sono negoziabili in unità e c'è un Titolo in ogni unità. L'emissione ammonta a 50.000 Titoli. Il Prezzo di Emissione è pari a 100 EUR per Titolo.</p> <p>La data di emissione è il 29 maggio 2024 (la "<b>Data di Emissione</b>"). Salvo che in caso di estinzione anticipata, i Titoli sono programmati per essere rimborsati il 31 maggio 2027 (la "<b>Data di Regolamento Programmata</b>").</p>
<p><b>Diritti connessi ai Titoli</b></p> <p><b>Rendimento potenziale:</b> 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 (ii) un Importo di Regolamento in Contanti Autocall 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.</p> <p><b>Tassazione:</b> 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.</p> <p><b>Eventi di inadempimento:</b> 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 inadempienza 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.</p> <p><b>Limitazioni dei diritti</b></p> <p><b>Rimborso anticipato in seguito a determinati eventi di turbativa o a causa di illegittimità o impraticabilità:</b> L'Emittente può rimborsare i Titoli prima della loro Data di Regolamento Programmata a seguito dei 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 "<b>Importo di Regolamento Anticipato in Contanti</b>" pari al valore equo di mercato dei Titoli prima del loro rimborso, a meno che l'Emittente non comunichi ai portatori che possono scegliere di ricevere il numero intero dell'Attività Sottostante oggetto di turbativa che può essere acquistato dall'Emittente sul mercato con l'Importo di Regolamento Anticipato in Contanti e il relativo portatore restituisca all'Emittente un avviso di scelta di regolamento debitamente compilato entro il termine rilevante.</p> <p><b>Alcune limitazioni ulteriori:</b></p> <ul style="list-style-type: none"><li>● 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).</li><li>● 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).</li><li>● 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.</li></ul>

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) <sub>(Interesse)</sub> / Attività Sottostante(i) <sub>(Regolamento Autocall)</sub> / Attività Sottostante(i) <sub>(Regolamento Finale)</sub>	Tipo	Prezzo Iniziale <sub>(Interesse)</sub> / Prezzo Iniziale <sub>(Regolamento)</sub>	Data di Valutazione Iniziale
STMICROELECTRONICS NV	Azione	Il prezzo di chiusura di un’Attività Sottostante alla Data di Valutazione Iniziale	24 maggio 2024
STELLANTIS NV	Azione	Il prezzo di chiusura di un’Attività Sottostante alla Data di Valutazione Iniziale	24 maggio 2024
DIASORIN SPA	Azione	Il prezzo di chiusura di un’Attività Sottostante alla Data di Valutazione Iniziale	24 maggio 2024
BANCO BPM SPA	Azione	Il prezzo di chiusura di un’Attività Sottostante alla Data di Valutazione Iniziale	24 maggio 2024

Al fine di determinare un Importo degli Interessi, per Attività Sottostante(i) si intende l’(le) Attività Sottostante(i)<sub>(Interesse)</sub>, al fine di determinare l’Evento di Regolamento Automatico(Autocall), per Attività Sottostante(i) si intende l’(le) Attività Sottostante(i)<sub>(Regolamento Autocall)</sub>, al fine di determinare l’Importo del Regolamento Finale in Contanti, per Attività Sottostante(i) si intende l’(le) Attività Sottostante(i)<sub>(Regolamento Finale)</sub>.

Importo di Calcolo: I calcoli relativi agli importi dovuti in relazione ai Titoli sono svolti in riferimento all’"Importo di Calcolo", pari a 100 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

Durante la vita dei Titoli, i Titoli pagano il Tipo di Interessi specificato nella tabella seguente:

Data(e) di Valutazione degli Interessi	Tipo di Interessi
24 giugno 2024	Phoenix con Memory
24 luglio 2024	Phoenix con Memory
26 agosto 2024	Phoenix con Memory
24 settembre 2024	Phoenix con Memory
24 ottobre 2024	Phoenix con Memory
25 novembre 2024	Phoenix con Memory
27 dicembre 2024	Phoenix con Memory
24 gennaio 2025	Phoenix con Memory
24 febbraio 2025	Phoenix con Memory
24 marzo 2025	Phoenix con Memory
24 aprile 2025	Phoenix con Memory
26 maggio 2025	Phoenix con Memory
24 giugno 2025	Phoenix con Memory
24 luglio 2025	Phoenix con Memory
25 agosto 2025	Phoenix con Memory
24 settembre 2025	Phoenix con Memory
24 ottobre 2025	Phoenix con Memory
24 novembre 2025	Phoenix con Memory
29 dicembre 2025	Phoenix con Memory
26 gennaio 2026	Phoenix con Memory
24 febbraio 2026	Phoenix con Memory
24 marzo 2026	Phoenix con Memory
24 aprile 2026	Phoenix con Memory
25 maggio 2026	Phoenix con Memory
24 giugno 2026	Phoenix con Memory
24 luglio 2026	Phoenix con Memory
24 agosto 2026	Phoenix con Memory
24 settembre 2026	Phoenix con Memory
26 ottobre 2026	Phoenix con Memory
24 novembre 2026	Phoenix con Memory
28 dicembre 2026	Phoenix con Memory
25 gennaio 2027	Phoenix con Memory
24 febbraio 2027	Phoenix con Memory
24 marzo 2027	Phoenix con Memory
26 aprile 2027	Phoenix con Memory
24 maggio 2027	Phoenix con Memory

L’interesse sarà calcolato rispetto al periodo dal (e incluso) 29 maggio 2024 alla (esclusa) Data Finale del Periodo di Interessi immediatamente successivo e ciascun periodo successivo che inizia alla (inclusa) Data Finale del Periodo di Interessi e si conclude alla (esclusa) Data Finale del Periodo di Interessi immediatamente successivo, ammesso che se i Titoli saranno rimborsabili prima della Data di Regolamento Programmata e prima di una Data Finale del Periodo di Interessi, il Periodo di Calcolo degli Interessi finale si concluderà alla (esclusa) data di rimborso anticipata (ciascuno di tale periodo, un “Periodo di Calcolo degli Interessi”). L’importo degli interessi (ciascuno “L’importo degli Interessi”) maturato durante ciascun Periodo di Calcolo degli Interessi sarà pagabile alla Data di Pagamento degli Interessi immediatamente successiva alla Data Finale del Periodo di Interessi di tale Periodo di Calcolo degli Interessi. La Tabella che segue riporta le relative date:

Data(e) Finale(i) del Periodo di Interessi	Data(e) di Pagamento degli Interessi, aggiustata secondo la convenzione di calcolo Modified Following
24 giugno 2024	1 luglio 2024
24 luglio 2024	31 luglio 2024
26 agosto 2024	2 settembre 2024
24 settembre 2024	1 ottobre 2024



24 ottobre 2024	31 ottobre 2024
25 novembre 2024	2 dicembre 2024
27 dicembre 2024	6 gennaio 2025
24 gennaio 2025	31 gennaio 2025
24 febbraio 2025	3 marzo 2025
24 marzo 2025	31 marzo 2025
24 aprile 2025	2 maggio 2025
26 maggio 2025	2 giugno 2025
24 giugno 2025	1 luglio 2025
24 luglio 2025	31 luglio 2025
25 agosto 2025	1 settembre 2025
24 settembre 2025	1 ottobre 2025
24 ottobre 2025	31 ottobre 2025
24 novembre 2025	1 dicembre 2025
29 dicembre 2025	6 gennaio 2026
26 gennaio 2026	2 febbraio 2026
24 febbraio 2026	3 marzo 2026
24 marzo 2026	31 marzo 2026
24 aprile 2026	4 maggio 2026
25 maggio 2026	1 giugno 2026
24 giugno 2026	1 luglio 2026
24 luglio 2026	31 luglio 2026
24 agosto 2026	31 agosto 2026
24 settembre 2026	1 ottobre 2026
26 ottobre 2026	2 novembre 2026
24 novembre 2026	1 dicembre 2026
28 dicembre 2026	5 gennaio 2027
25 gennaio 2027	1 febbraio 2027
24 febbraio 2027	3 marzo 2027
24 marzo 2027	2 aprile 2027
26 aprile 2027	3 maggio 2027
24 maggio 2027	31 maggio 2027

Ciascun Titolo pagherà gli interessi in relazione a una Data di Valutazione degli Interessi solo se il prezzo di chiusura di ogni Attività Sottostante in tale Data di Valutazione degli Interessi è maggiore o uguale alla corrispondente Barriera degli Interessi. In tal caso, l'importo degli interessi pagabile rispetto a tale Data di Valutazione degli Interessi viene calcolato aggiungendo la somma di (1) e (2) come segue:

- (1) il Tasso di Interesse Fisso (la percentuale specificata nella tabella sotto) moltiplicato per 100 EUR; e
- (2) il numero di precedenti Date di Valutazione degli Interessi per le quali non è stato possibile pagare alcun interesse (dall'ultima volta in cui è stato possibile pagare l'interesse) moltiplicato per il Tasso di Interesse Fisso moltiplicato per 100 EUR.

Gli interessi saranno pagabili alla corrispondente Data di Pagamento degli Interessi riportata nella tabella seguente. Ciascuna Data di Valutazione degli Interessi e Barriera(e) degli Interessi è la seguente:

Data(e) di Valutazione degli Interessi*:	Barriera(e) degli Interessi:	Tasso(i) di Interesse Fisso:	Data(e) di Stacco degli Interessi:	Record Data(e) degli Interessi:	Data(e) di Pagamento degli Interessi:
24 giugno 2024	50,00%	1,0900%	27 giugno 2024	28 giugno 2024	01 luglio 2024
24 luglio 2024	50,00%	1,0900%	29 luglio 2024	30 luglio 2024	31 luglio 2024
26 agosto 2024	50,00%	1,0900%	29 agosto 2024	30 agosto 2024	02 settembre 2024
24 settembre 2024	50,00%	1,0900%	27 settembre 2024	30 settembre 2024	01 ottobre 2024
24 ottobre 2024	50,00%	1,0900%	29 ottobre 2024	30 ottobre 2024	31 ottobre 2024
25 novembre 2024	50,00%	1,0900%	28 novembre 2024	29 novembre 2024	02 dicembre 2024
27 dicembre 2024	50,00%	1,0900%	02 gennaio 2025	03 gennaio 2025	06 gennaio 2025
24 gennaio 2025	50,00%	1,0900%	29 gennaio 2025	30 gennaio 2025	31 gennaio 2025
24 febbraio 2025	50,00%	1,0900%	27 febbraio 2025	28 febbraio 2025	03 marzo 2025
24 marzo 2025	50,00%	1,0900%	27 marzo 2025	28 marzo 2025	31 marzo 2025
24 aprile 2025	50,00%	1,0900%	29 aprile 2025	30 aprile 2025	02 maggio 2025
26 maggio 2025	50,00%	1,0900%	29 maggio 2025	30 maggio 2025	02 giugno 2025
24 giugno 2025	50,00%	1,0900%	27 giugno 2025	30 giugno 2025	01 luglio 2025
24 luglio 2025	50,00%	1,0900%	29 luglio 2025	30 luglio 2025	31 luglio 2025
25 agosto 2025	50,00%	1,0900%	28 agosto 2025	29 agosto 2025	01 settembre 2025
24 settembre 2025	50,00%	1,0900%	29 settembre 2025	30 settembre 2025	01 ottobre 2025
24 ottobre 2025	50,00%	1,0900%	29 ottobre 2025	30 ottobre 2025	31 ottobre 2025
24 novembre 2025	50,00%	1,0900%	27 novembre 2025	28 novembre 2025	01 dicembre 2025
29 dicembre 2025	50,00%	1,0900%	02 gennaio 2026	05 gennaio 2026	06 gennaio 2026
26 gennaio 2026	50,00%	1,0900%	29 gennaio 2026	30 gennaio 2026	02 febbraio 2026
24 febbraio 2026	50,00%	1,0900%	27 febbraio 2026	02 marzo 2026	03 marzo 2026
24 marzo 2026	50,00%	1,0900%	27 marzo 2026	30 marzo 2026	31 marzo 2026
24 aprile 2026	50,00%	1,0900%	29 aprile 2026	30 aprile 2026	04 maggio 2026
25 maggio 2026	50,00%	1,0900%	28 maggio 2026	29 maggio 2026	01 giugno 2026
24 giugno 2026	50,00%	1,0900%	29 giugno 2026	30 giugno 2026	01 luglio 2026
24 luglio 2026	50,00%	1,0900%	29 luglio 2026	30 luglio 2026	31 luglio 2026
24 agosto 2026	50,00%	1,0900%	27 agosto 2026	28 agosto 2026	31 agosto 2026
24 settembre 2026	50,00%	1,0900%	29 settembre 2026	30 settembre 2026	01 ottobre 2026
26 ottobre 2026	50,00%	1,0900%	29 ottobre 2026	30 ottobre 2026	02 novembre 2026
24 novembre 2026	50,00%	1,0900%	27 novembre 2026	30 novembre 2026	01 dicembre 2026
28 dicembre 2026	50,00%	1,0900%	31 dicembre 2026	04 gennaio 2027	05 gennaio 2027
25 gennaio 2027	50,00%	1,0900%	28 gennaio 2027	29 gennaio 2027	01 febbraio 2027
24 febbraio 2027	50,00%	1,0900%	01 marzo 2027	02 marzo 2027	03 marzo 2027
24 marzo 2027	50,00%	1,0900%	31 marzo 2027	01 aprile 2027	02 aprile 2027
26 aprile 2027	50,00%	1,0900%	29 aprile 2027	30 aprile 2027	03 maggio 2027
24 maggio 2027	50,00%	1,0900%	27 maggio 2027	28 maggio 2027	31 maggio 2027

\* La relativa Data di Pagamento degli Interessi potrebbe essere posticipata a seguito del differimento di una Data di Valutazione degli Interessi a causa di un evento di turbativa.

B – Regolamento Automatico (Autocall)

I Titoli saranno automaticamente rimborsati se ogni prezzo di chiusura dell’Attività Sottostante diviso per il suo Prezzo Iniziale è pari o superiore alla corrispondente Percentuale di Barriera Autocall con riferimento a qualsiasi Data di Valutazione Autocall. In tal caso, riceverete un Importo di Regolamento Autocall in Contanti pari all’Importo di Calcolo moltiplicato per il 100% pagabile alla Data di Regolamento Autocall corrispondente a tale Data di Valutazione Autocall. La rilevante Data di Regolamento Autocall potrà essere posticipata in seguito al posticipo di una Data di Valutazione Autocall a causa di un evento di turbativa.

Data(e) di Valutazione Autocall	Data(e) di Regolamento Autocall	Percentuale(i) di Barriera Autocall
25 novembre 2024	02 dicembre 2024	100,00%
27 dicembre 2024	06 gennaio 2025	99,00%
24 gennaio 2025	31 gennaio 2025	98,00%
24 febbraio 2025	03 marzo 2025	97,00%
24 marzo 2025	31 marzo 2025	96,00%
24 aprile 2025	02 maggio 2025	95,00%
26 maggio 2025	02 giugno 2025	94,00%
24 giugno 2025	01 luglio 2025	93,00%
24 luglio 2025	31 luglio 2025	92,00%
25 agosto 2025	01 settembre 2025	91,00%
24 settembre 2025	01 ottobre 2025	90,00%
24 ottobre 2025	31 ottobre 2025	89,00%
24 novembre 2025	01 dicembre 2025	88,00%
29 dicembre 2025	06 gennaio 2026	87,00%
26 gennaio 2026	02 febbraio 2026	86,00%
24 febbraio 2026	03 marzo 2026	85,00%
24 marzo 2026	31 marzo 2026	84,00%
24 aprile 2026	04 maggio 2026	83,00%
25 maggio 2026	01 giugno 2026	82,00%
24 giugno 2026	01 luglio 2026	81,00%
24 luglio 2026	31 luglio 2026	80,00%
24 agosto 2026	31 agosto 2026	79,00%
24 settembre 2026	01 ottobre 2026	78,00%
26 ottobre 2026	02 novembre 2026	77,00%
24 novembre 2026	01 dicembre 2026	76,00%
28 dicembre 2026	05 gennaio 2027	75,00%
25 gennaio 2027	01 febbraio 2027	74,00%
24 febbraio 2027	03 marzo 2027	73,00%
24 marzo 2027	02 aprile 2027	72,00%
26 aprile 2027	03 maggio 2027	71,00%

C – 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 di Regolamento Finale in Contanti è calcolato nel seguente modo:

- (i) se un Evento Trigger Knock-in non si è verificato, il 100% moltiplicato per l'Importo di Calcolo;
- (ii) altrimenti, un importo calcolato dividendo la Performance Finale per la Percentuale del Prezzo Strike (pari al(all') 100,00%) e moltiplicando il risultato per l'Importo di Calcolo.

Dove:

"**Evento Trigger Knock-in**" si considererà verificato qualora il prezzo o livello di qualsiasi Attività Sottostante con riferimento alla Data di Osservazione dell'Evento Trigger (ovvero 24 maggio 2027) è inferiore al Prezzo della Barriera Knock-in (Prezzo Iniziale(Regolamento) moltiplicato per la Percentuale della Barriera Knock-in (pari al(all') 50,00%)) di tale Attività Sottostante.

"**Performance Finale**" indica il Prezzo di Valutazione Finale diviso per il Prezzo Iniziale(Regolamento) ciascuno in relazione all'Attività Sottostante con la Performance Peggiora calcolato in relazione alla Data di Valutazione Finale.

"**Data di Valutazione Finale**" indica il 24 maggio 2027, soggetto a rettifica.

"**Prezzo di Valutazione Finale**" indica, con riferimento ad un'Attività Sottostante, il prezzo di chiusura relativo all'Attività Sottostante alla Data di Valutazione Finale.

"**Attività Sottostante con la Performance Peggiora**" indica, in relazione a qualsiasi giorno di negoziazione programmato, l'Attività Sottostante con la Performance dell'Attività più bassa in tale giorno.

"**Performance dell'Attività**" indica, in relazione ad un'Attività Sottostante e qualsiasi giorno, il prezzo di chiusura di tale Attività Sottostante in tale giorno diviso per il suo Prezzo Iniziale.

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) su EuroTLX, un sistema multilaterale di negoziazione organizzato e gestito da Borsa Italiana S.p.A.

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. Anche qualora i vostri Titoli siano pagabili alla pari, potreste perdere l'intero valore del vostro investimento se l'Emittente fallisce o non è altrimenti in grado di far fronte ai suoi pagamento o ad adempiere alle sue obbligazioni. 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 prezzo, 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:**

L'Importo di Interessi è condizionato dall'andamento della(e) Attività Sottostante(i) e potrebbe essere zero ove i criteri relativi all'andamento non fossero soddisfatti. In tal caso l'Importo degli Interessi potrebbe essere posticipato al successivo pagamento degli interessi che potrebbe essere fatto, ma è possibile che non percepiate alcun interesse per tutta la durata 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.

L'Importo di Regolamento Finale in Contanti si basa sull'andamento della(e) Attività Sottostante(i) solo alla Data di Valutazione Finale (piuttosto che rispetto a periodi multipli durante la vita dei Titoli). Ciò significa che potreste non beneficiare di movimenti nel prezzo della(e) Attività Sottostante(i) durante la vita dei Titoli che non sia mantenuto nell'andamento finale alla Data di Valutazione Finale. Siccome l'Importo di Regolamento Finale in Contanti è soggetto ad un cap, il valore o il rendimento dei vostri Titoli potrebbe essere significativamente inferiore al caso in cui aveste acquistato direttamente la(e) Attività Sottostante(i).

Siete esposti all'andamento di ogni Attività Sottostante. A prescindere dall'andamento di altre Attività Sottostanti, se una o più delle Attività Sottostanti non raggiunge una soglia o barriera rilevante per il pagamento di un interesse o il calcolo di qualsiasi importo di rimborso, potreste non ricevere alcun pagamento di interesse e/o potreste perdere tutto o parte del vostro investimento iniziale.

Il calcolo dell'importo pagabile dipende dal fatto che il livello, valore o prezzo 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, valore o prezzo 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 titoli fanno riferimento ad un paniere di Attività Sottostanti , ciascuna delle quali dimostra caratteristiche di rischio uniche. Se le Attività Sottostanti sono correlate, ci si aspetta che l'andamento delle Attività Sottostanti nel paniere vada nella medesima direzione.

Se la performance di un paniere attribuisce un maggiore "peso" ad un costituente del paniere rispetto ad altri, l'andamento del paniere sarà maggiormente influenzato da variazioni di valore di quel particolare costituente del paniere rispetto ad un paniere che attribuisce eguale peso a ciascun costituente del paniere. L'andamento dei costituenti del paniere può essere moderato o compensato tra di loro. Ciò significa che, anche nel caso di performance positiva di uno o più costituenti il paniere, l'andamento del paniere nel suo complesso potrebbe essere negativo se la performance di altri costituenti è negativa in misura maggiore.
- **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 prezzo 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 prezzo 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 prezzo 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.
- **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 a Titoli connessi ad un Paniere di Attività Sottostante(i):** Il rendimento pagabile sui Titoli è legato alla variazione di valore delle Attività Sottostanti durante la vita dei Titoli. Qualsiasi informazione sull'andamento passato di qualsiasi Attività Sottostante non deve essere considerata un'indicazione di come i prezzi cambieranno in futuro. Non avrete alcun diritto di proprietà, inclusi, a titolo esemplificativo, eventuali diritti di voto o diritti a ricevere dividendi, in relazione a qualsiasi Attività Sottostante.
- **Rischi relativi ad Attività Sottostante(i) che sono azioni ordinarie:** L'andamento delle azioni ordinarie dipende da fattori macroeconomici, quali i livelli di interesse e di prezzo sui mercati dei capitali, l'andamento valutario e i fattori politici, nonché da fattori specifici della società, quali gli utili, la posizione di mercato, la situazione del rischio, la struttura dell'azionariato e la politica di distribuzione. Ogni emittente di azioni può agire senza tener conto degli interessi dei portatori dei Titoli, che potrebbero avere un effetto negativo sul valore dei Titoli.
- **Rischi fiscali:** I livelli e la base della tassazione sui Titoli e gli eventuali sgravi per tale tassazione dipenderanno dalle circostanze individuali e potrebbero cambiare in qualsiasi momento nel corso della vita dei Titoli. Ciò potrebbe avere conseguenze negative per voi e dovrete quindi consultare i vostri consulenti fiscali per quanto riguarda le conseguenze fiscali per voi delle transazioni che coinvolgono i Titoli.

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?
<p><b>Termini e condizioni dell’offerta</b></p> <p>Il Prezzo di Offerta per le sottoscrizioni durante il periodo di sottoscrizione e alla Data di Emissione: 100 EUR per Titolo (di cui il 4,00 per cento (4,00%) sarà pagabile al Distributore a titolo di commissione).</p> <p>I Titoli sono offerti in sottoscrizione in Italia durante il seguente periodo (il "<b>Periodo di Offerta</b>"):</p> <p>(i) In caso di sottoscrizione presso le filiali, dal(dall’) 13 maggio 2024 (incluso) al(all’) 24 maggio 2024 (incluso); e</p> <p>(ii) Offerta Fuori Sede: In caso di offerta fuori sede, dal(dall’) 13 maggio 2024 (incluso) al(all’) 24 maggio 2024 (incluso); e</p> <p>(iii) In caso di sottoscrizione mediante tecniche di vendita a distanza, dal (e incluso) 13 maggio 2024 (incluso) al(all’) 24 maggio 2024 (incluso).</p> <p>in ogni caso, fatta salva l'eventuale chiusura anticipata del Periodo di Offerta o il ritiro dell'offerta, come descritto di seguito. Tale offerta è soggetta alle seguenti condizioni:</p> <ul style="list-style-type: none"><li>● <b>Prezzo d’offerta:</b> Il Prezzo di Emissione</li><li>● <b>Condizioni alle quali l’offerta è soggetta:</b> Nel caso in cui, durante il Periodo di Offerta, le richieste superino l’ammontare dell’offerta ai potenziali investitori, l’Emittente procederà alla chiusura anticipata del Periodo di Offerta 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. 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 in conformità con le procedure abituali dell’Offerente Autorizzato.</li></ul> <p>L’Offerente Autorizzato è responsabile di notificare a potenziali investitori qualunque diritto di ritirare l’offerta applicabile all’offerta dei Titoli.</p> <p>L’efficacia dell’offerta è subordinata all’adozione della delibera di ammissione alla negoziazione dei Titoli su EuroTLX prima della Data di Emissione. In tal senso, l’Emittente si impegna a presentare domanda di ammissione dei Titoli alla negoziazione su EuroTLX in tempo utile per l’adozione di tale delibera.</p> <ul style="list-style-type: none"><li>● <b>Descrizione del processo di richiesta:</b> Gli investitori possono richiedere la sottoscrizione dei Titoli durante il normale orario di apertura delle banche italiane presso le filiali di qualsiasi Offerente Autorizzato compilando, sottoscrivendo debitamente (anche da parte di appositi procuratori) e consegnando un apposito modulo di adesione (il "<b>Modulo di Adesione</b>") a partire dal(dall’) (e incluso) 13 maggio 2024 al(all’) (e incluso) 24 maggio 2024, fatta salva l’eventuale chiusura anticipata del Periodo di Offerta o la cancellazione dell’Offerta dei Titoli. I moduli di adesione sono disponibili presso gli uffici di ciascun Distributore. Qualsiasi richiesta deve essere fatta al Distributore.</li></ul>

<p><i>Offerta Fuori Sede:</i> I Titoli potranno essere distribuiti dall'Offerente Autorizzato 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 "<b>Testo Unico della Finanza</b>") dal(dall') (e incluso) 13 maggio 2024 al(all') (e incluso) 24 maggio 2024, fatta salva l'eventuale chiusura anticipata del Periodo di Offerta o la cancellazione dell'Offerta dei Titoli.</p> <p>L'Offerente Autorizzato 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.</p> <p>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 e/o al consulente finanziario di riferimento senza il pagamento di alcuna spesa o commissione.</p> <p><i>Vendita a distanza:</i> i Titoli possono anche essere distribuiti dal Collocatore mediante tecniche di vendita a distanza ai sensi dell'Articolo 32 del Testo Unico della Finanza e Articolo 67-duodecies, Par. 4 del Decreto Legislativo 6 settembre 2005, n. 206 (il "Codice del Consumo") dal 13 maggio 2024 al(all') (e incluso) 24 maggio 2024 (compreso). In rispetto alla sottoscrizione dei Titoli effettuata mediante tecniche di vendita a distanza, un investitore qualificabile come consumatore ai sensi del Codice del Consumo ha diritto a un termine di quattordici giorni nei quali puo' recedere dal contratto senza alcuna penalità e senza fornire alcuna motivazione. Entro tale termine, gli effetti dei contratti di sottoscrizione saranno sospesi e l'investitore puo' recedere per mezzo di notifica all'Emittente/Offerente Autorizzato senza alcuna spesa o altra commissione.</p> <ul style="list-style-type: none"><li>● <b>Dettagli dell'importo minimo e/o massimo della domanda:</b> L'importo minimo e massimo della domanda che può essere presentata all'Offerente Autorizzato sarà comunicato agli investitori dall'Offerente Autorizzato.</li><li>● <b>Dettagli del metodo e dei termini per il pagamento e la consegna dei Titoli:</b> Gli investitori saranno informati dall'Offerente Autorizzato delle loro assegnazioni di Titoli e delle modalità di regolamento in relazione agli stessi.</li><li>● <b>Modalità e data in cui i risultati dell'offerta devono essere resi pubblici:</b> Gli investitori saranno informati dall'Offerente Autorizzato delle loro assegnazioni di Titoli e delle modalità di regolamento in relazione agli stessi.</li><li>● <b>Categorie di portatori a cui vengono offerti i Titoli e se la(e) Tranche è(sono) stata(e) riservata(e) ad alcuni paesi:</b> Le offerte possono essere fatte tramite l'Offerente Autorizzato nella Giurisdizione dell'Offerta Pubblica a qualsiasi soggetto. Le (eventuali) offerte in altri paesi del SEE saranno effettuate solo tramite l'Offerente Autorizzato in virtù di un'esenzione dall'obbligo di pubblicare un prospetto ai sensi del Regolamento Prospetti Europeo come attuata in tali paesi.</li><li>● <b>Processo di notifica ai richiedenti dell'importo assegnato e indicazione dell'eventuale possibilità di iniziare le negoziazioni prima della notifica:</b> I richiedenti saranno informati direttamente dall'Offerente Autorizzato dell'esito della loro domanda. Nessuna negoziazione dei Titoli può avere luogo prima della Data di Emissione.</li><li>● <b>Nome/i e indirizzo/i, per quanto noto all'Emittente, dei collocatori nei vari paesi in cui ha luogo l'offerta:</b> Banca Sella Holding S.p.A., Piazza Gaudenzio Sella, 1, Biella 13900, Italia e il suo LEI è 549300ABE4K96QCEH37.</li></ul>
<p><i><b>Stima delle spese totali dell'emissione e/o dell'offerta, incluse le spese addebitate all'investitore dall'emittente/offerente</b></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><b>Chi è l'offerente e/o il soggetto che chiede l'ammissione alla negoziazione?</b></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.</p>
<p><b>Perché viene redatto il Prospetto Informativo?</b></p>
<p><i><b>Utilizzo e stima dell'importo netto dei ricavi</b></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><b>Accordo di sottoscrizione con acquisto a fermo</b></i></p> <p>L'offerta dei Titoli non è soggetta ad un accordo di sottoscrizione con acquisto a fermo.</p>
<p><i><b>Descrizione di eventuali interessi rilevanti per l'emissione/offerta, compresi i conflitti di interesse</b></i></p> <p>L'Offerente Autorizzato può ricevere il pagamento di commissioni in relazione all'offerta di Titoli. Potenziali conflitti di interesse possono esistere tra Emittente, agente di determinazione, Offerente Autorizzato o le loro affiliate (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>All'Offerente Autorizzato sarà corrisposta una commissione totale pari al 4,00% del Prezzo di Emissione. Ogni Offerente Autorizzato e le sue affiliate possono essere coinvolte, e possono in futuro essere coinvolte, in operazioni di copertura rispetto alle Attività Sottostanti.</p>

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**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Securities are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

**PROHIBITION OF SALES TO SWISS RETAIL INVESTORS** – The Securities are not intended to be offered, sold or otherwise made available to and may not be offered, sold or otherwise made available to any retail investor in Switzerland. For these purposes a "retail investor" means a person who is not a professional or institutional client, as defined in article 4 para. 3, 4 and 5 and article 5 para. 1 and 2 of the Swiss Federal Act on Financial Services of 15 June 2018, as amended ("FinSA"). Consequently, no key information document required by FinSA for offering or selling the Securities or otherwise making them available to retail investors in Switzerland has been prepared and therefore, offering or selling the Securities or making them available to retail investors in Switzerland may be unlawful under FinSA.

None of the Securities constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes ("CISA") and are neither subject to the authorisation nor the supervision by the Swiss Financial Market Supervisory Authority FINMA ("FINMA") and investors do not benefit from the specific investor protection provided under the CISA.

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

## PRICING SUPPLEMENT



**BARCLAYS BANK PLC**

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

**Legal Entity Identifier (LEI): G5GSEF7VJP5I7OUK5573**

**5,000 European Barrier Autocallable Securities due May 2026 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 amended.



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This document constitutes the pricing supplement of the Securities (the "**Pricing Supplement**") described herein and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). This Pricing Supplement completes and should be read in conjunction with GSSP EU Offering Memorandum 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 Offering Memorandum dated 12 April 2024) (the "**Offering Memorandum**"). Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of this Pricing Supplement and the Offering Memorandum.

THE OFFERING MEMORANDUM HAS NOT BEEN SUBMITTED TO, REVIEWED BY OR APPROVED BY, THE UNITED KINGDOM FINANCIAL CONDUCT AUTHORITY IN ITS CAPACITY AS COMPETENT AUTHORITY UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED, THE "**FSMA**") OR BY THE CENTRAL BANK OF IRELAND IN ITS CAPACITY AS COMPETENT AUTHORITY UNDER REGULATION (EU) 2017/1129 (AS AMENDED, THE "**EU PROSPECTUS REGULATION**") OR BY ANY OTHER COMPETENT AUTHORITY IN THE EUROPEAN UNION OR BY ANY STOCK EXCHANGE WHICH CONSTITUTES A UK REGULATED MARKET FOR THE PURPOSES OF REGULATION (EU) NO 600/2014 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (AS AMENDED, THE "**EUWA**") (AS AMENDED, "**UK MiFIR**") OR A REGULATED MARKET FOR THE PURPOSES OF DIRECTIVE 2014/65/EU (AS AMENDED, "**MiFID II**").

THIS MEANS THAT THE OFFERING MEMORANDUM DOES NOT COMPRISE (I) A BASE PROSPECTUS FOR THE PURPOSES OF (A) REGULATION (EU) 2017/1129 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUWA (AS AMENDED, THE "**UK PROSPECTUS REGULATION**") OR (B) ARTICLE 8 OF THE EU PROSPECTUS REGULATION OR (II) LISTING PARTICULARS FOR THE PURPOSES OF (A) SECTION 79 OF THE FSMA OR (B) ANY RULES OR REGULATIONS RELATED TO A LISTING ON ANY REGULATED MARKET UNDER MiFID II.

As a result of the Offering Memorandum not having been approved by any regulatory authority in its capacity as a competent authority, you should be aware that:

1. the Offering Memorandum may not include the type, level and detail of disclosure required by the UK Prospectus Regulation, the EU Prospectus Regulation or other UK or EU legislation concerning disclosure requirements; and
2. if you acquire Securities to which the Offering Memorandum relates you will not have any recourse to the Issuer under the liability regime relating to the UK Prospectus Regulation or the EU Prospectus Regulation, including but not limited to provisions for compensation arising under Section 90 of the FSMA, Section 1349 of the Irish Companies Act 2014 (as amended) or any similar legislation of the relevant Member States of the European Economic Area.

The Offering Memorandum has been prepared on the basis that (a) any offer of Securities in the United Kingdom will be made under an exemption in the UK Prospectus Regulation from the requirement to publish a prospectus for offers of such Securities and (b) any offer of Securities in a Member State of the European Economic Area will be made under an exemption in the EU Prospectus Regulation from the requirement to publish a prospectus for offers of such Securities. Accordingly, if you are making or intending to make an offer of Securities to which the Offering Memorandum as supplemented from time to time (by any supplement to the Offering Memorandum) relates, as amended or supplemented by the Pricing Supplement in the United Kingdom or any Member State of the European Economic Area, you must only do so in circumstances where no obligation to publish a prospectus under Section 85 of the FSMA or Article 3 of the EU Prospectus Regulation, as the case may be, arises. The Issuer has not authorised and will not authorise any offer of Securities which would require the Issuer or any other entity to publish a prospectus in respect of such offer.

The Offering Memorandum, 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>.

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Words and expressions defined in the EU Offering Memorandum and not defined in the Pricing Supplement shall bear the same meanings when used herein.

**BARCLAYS**

**Pricing Supplement dated 29 May 2024**

## PART A – CONTRACTUAL TERMS

### *Provisions relating to the Securities*

1	(a) Series:	NX00399781
	(b) Tranche:	1
2	Currencies:	
	(a) Issue Currency:	Euro (“EUR”)
	(b) Settlement Currency:	Euro (“EUR”)
3	Securities:	Redeemable Certificates
4	Notes:	Not Applicable
5	Redeemable Certificates:	Applicable
	(a) Number of Securities:	5,000 Securities
	(i) Tranche:	5,000 Securities
	(ii) Series:	5,000 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 Banca Generali S.p.A. as distributor which will be no more than 1.00% of the Issue Price and relates solely to the commission for the distribution of the Securities. 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:	29 May 2024
9	Scheduled Settlement Date:	25 May 2026, subject to adjustment in accordance with the Business Day Convention
10	Type of Security:	Share Linked Securities
11	Relevant Annex(es) which apply to the Securities:	Equity Linked Annex
12	Underlying Performance Type <sub>(Autocall)</sub> :	Single Asset
13	Underlying Performance Type <sub>(Settlement)</sub> :	For the purpose of determination of the Final Performance: Single Asset
14	Downside Underlying Performance Type <sub>(Settlement)</sub> :	Not Applicable

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

15	Interest Type:	In respect of each Interest Determination Date <sub>(i)</sub> as specified in the table below, Fixed
	General Condition 13 ( <i>Interest</i> )	In respect of each Interest Valuation Date <sub>(i)</sub> , as specified in the table below, Phoenix with Memory
	(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 Valuation Dates:	Each of the dates set out in Table 1 below in the column entitled 'Interest Valuation Date(s)'.
	(c) Interest Determination Dates:	Each of the dates set out in Table 1 below in the column entitled 'Interest Determination Date(s)'.



(i) In Period Setting:	Not Applicable
(ii) Advance Setting:	Not Applicable
(iii) Arrears Setting:	Not Applicable
(iv) Fixing Business Day:	Not Applicable

**Table 1**

(i)	Interest Determination Date(s):	Interest Valuation Date(s):	Interest Barrier Percentage(s):	Fixed Interest Rate(s):		Interest Ex-Date(s):	Interest Record Date(s):	Interest Payment Date(s):
				Fixed Amount	Phoenix with Memory			
1	17 June 2024	N/A	N/A	0.6700%	N/A	26 June 2024	27 June 2024	28 June 2024
2	17 July 2024	N/A	N/A	0.6700%	N/A	25 July 2024	26 July 2024	29 July 2024
3	19 August 2024	N/A	N/A	0.6700%	N/A	27 August 2024	28 August 2024	29 August 2024
4	17 September 2024	N/A	N/A	0.6700%	N/A	26 September 2024	27 September 2024	30 September 2024
5	17 October 2024	N/A	N/A	0.6700%	N/A	25 October 2024	28 October 2024	29 October 2024
6	18 November 2024	N/A	N/A	0.6700%	N/A	27 November 2024	28 November 2024	29 November 2024
7	N/A	17 December 2024	70.00%	N/A	0.6700%	24 December 2024	27 December 2024	30 December 2024
8	N/A	17 January 2025	70.00%	N/A	0.6700%	27 January 2025	28 January 2025	29 January 2025
9	N/A	17 February 2025	70.00%	N/A	0.6700%	26 February 2025	27 February 2025	28 February 2025
10	N/A	17 March 2025	70.00%	N/A	0.6700%	27 March 2025	28 March 2025	31 March 2025
11	N/A	17 April 2025	70.00%	N/A	0.6700%	25 April 2025	28 April 2025	29 April 2025
12	N/A	19 May 2025	70.00%	N/A	0.6700%	27 May 2025	28 May 2025	29 May 2025
13	N/A	17 June 2025	70.00%	N/A	0.6700%	26 June 2025	27 June 2025	30 June 2025
14	N/A	17 July 2025	70.00%	N/A	0.6700%	25 July 2025	28 July 2025	29 July 2025
15	N/A	18 August 2025	70.00%	N/A	0.6700%	27 August 2025	28 August 2025	29 August 2025
16	N/A	17 September 2025	70.00%	N/A	0.6700%	25 September 2025	26 September 2025	29 September 2025
17	N/A	17 October 2025	70.00%	N/A	0.6700%	27 October 2025	28 October 2025	29 October 2025
18	N/A	17 November 2025	70.00%	N/A	0.6700%	26 November 2025	27 November 2025	28 November 2025
19	N/A	17 December 2025	70.00%	N/A	0.6700%	23 December 2025	24 December 2025	29 December 2025
20	N/A	19 January 2026	70.00%	N/A	0.6700%	27 January 2026	28 January 2026	29 January 2026
21	N/A	17 February 2026	70.00%	N/A	0.6700%	25 February 2026	26 February 2026	27 February 2026
22	N/A	17 March 2026	70.00%	N/A	0.6700%	26 March 2026	27 March 2026	30 March 2026
23	N/A	17 April 2026	70.00%	N/A	0.6700%	27 April 2026	28 April 2026	29 April 2026
24	N/A	18 May 2026	70.00%	N/A	0.6700%	21 May 2026	22 May 2026	25 May 2026

(d)	(i)	Fixed Interest Type:	Fixed Amount
	(ii)	Fixed Interest Rate:	Each of the percentages set out in Table 1 above in the column entitled 'Fixed Interest Rate(s)'.
(e)	Information relating to the Floating Rate:		Not Applicable
(f)	Fixing Business Day:		Not Applicable
(g)	Interest Period End Dates:		Each Interest Payment Date, subject to adjustment in accordance with the Business Day Convention
(h)	Interest Barrier Percentages:		Each of the percentages set out in Table 1 above in the column entitled 'Interest Barrier Percentage(s)'.

- (i) Fixed Interest Rates: Each of the percentages set out in Table 1 above in the column entitled 'Fixed Interest Rate(s)'.

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

- 16 Automatic Settlement (Autocall) or Automatic Settlement (Autocall) (bearish) or Automatic Settlement (Autocall) (range): Automatic Settlement (Autocall) is Applicable  
General Condition 14 (*Automatic Settlement (Autocall)*)
- (a) Autocall Observation Type: Discrete
- (b) Autocall Barrier Percentages: Each of the percentages set out in Table 2 below in the column entitled 'Autocall Barrier Percentage(s)'.
- (c) Autocall Settlement Percentages: Each of the percentages set out in Table 2 below in the column entitled 'Autocall Settlement Percentage(s)'.
- (d) Autocall Valuation Dates: Each date set out in Table 2 below in the column entitled 'Autocall Valuation Date(s)'.
- (e) Autocall Settlement Dates: Each date set out in Table 2 below in the column entitled 'Autocall Settlement Date(s)', subject to adjustment in accordance with the Business Day Convention.
- (f) Autocall Valuation Price: The valuation price of the Underlying Asset on the Autocall Valuation Date.
- (i) Averaging-out: Not Applicable
- (ii) Min Lookback-out: Not Applicable
- (iii) Max Lookback-out: Not Applicable
- (g) Autocall Reset Event: Not Applicable
- (h) Worst-of Memorizer: Not Applicable

**Table 2**

<b>Autocall Valuation Date(s):</b>	<b>Autocall Barrier Percentage(s):</b>	<b>Autocall Settlement Percentage(s):</b>	<b>Autocall Settlement Date(s):</b>
18 November 2024	100.00%	100.00%	29 November 2024
17 December 2024	100.00%	100.00%	30 December 2024
17 January 2025	100.00%	100.00%	29 January 2025
17 February 2025	100.00%	100.00%	28 February 2025
17 March 2025	100.00%	100.00%	31 March 2025
17 April 2025	100.00%	100.00%	29 April 2025
19 May 2025	95.00%	100.00%	29 May 2025
17 June 2025	95.00%	100.00%	30 June 2025
17 July 2025	95.00%	100.00%	29 July 2025
18 August 2025	95.00%	100.00%	29 August 2025
17 September 2025	95.00%	100.00%	29 September 2025
17 October 2025	95.00%	100.00%	29 October 2025
17 November 2025	90.00%	100.00%	28 November 2025
17 December 2025	90.00%	100.00%	29 December 2025
19 January 2026	90.00%	100.00%	29 January 2026
17 February 2026	90.00%	100.00%	27 February 2026
17 March 2026	90.00%	100.00%	30 March 2026
17 April 2026	90.00%	100.00%	29 April 2026

**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
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**Provisions relating to Final Settlement**

20	(a) Final Settlement Type: General Condition 16 (Final Settlement)	Capped
	(b) Settlement Method:	Cash or Physical
	(c) Trigger Event Type:	European (Final)
	(d) Strike Price Percentage:	100.00 per cent
	(e) Knock-in Barrier Type:	European
	(f) Knock-in Trigger Event:	Applicable
	(g) Knock-in Barrier Percentage:	70.00 per cent
	(h) Downside:	Not Applicable
	(i) Unleveraged Put:	Applicable

**Provisions relating to Drop Back**

21	Drop Back Payout: General Condition 13.42 and General Condition 16.27	Not Applicable
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**Provisions relating to Nominal Call Event Settlement**

22	Nominal Call Event Settlement: General Condition 17 (Nominal Call Event Settlement)	Not Applicable
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**Provisions relating to Instalment Notes**

23	Instalment Notes: General Condition 23 (Settlement by Instalments)	Not Applicable
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**Provisions relating to the Underlying Asset(s)**

24	Underlying Asset(s) <sub>(Interest)</sub> / Underlying Asset(s) <sub>(Autocall Settlement)</sub> / Underlying Asset(s) <sub>(Final Settlement)</sub> / Underlying Asset(s) <sub>(Downside)</sub> :	PERNOD RICARD SA (the "Underlying Asset")
	(a) Initial Valuation Date:	17 May 2024
	(b) Share:	PERNOD RICARD SA
	(i) Exchange:	Euronext Paris
	(ii) Related Exchanges:	All Exchanges
	(iii) Underlying Asset Currency:	EUR
	(iv) Bloomberg Screen:	RI FP Equity
	(v) Refinitiv Screen:	PERP.PA
	(vi) Underlying Asset ISIN:	FR0000120693
	(vii) Weight:	Not Applicable
25	(a) Initial Price <sub>(Interest)</sub> :	Relevant Price: Closing Price The Relevant Price of the Underlying Asset on the Initial Valuation Date.
	(i) Averaging-in:	Not Applicable
	(ii) Min Lookback-in:	Not Applicable
	(iii) Max Lookback-in:	Not Applicable
	(b) Initial Price <sub>(Settlement)</sub> :	Relevant Price: Closing Price The Relevant Price of the Underlying Asset on the Initial Valuation Date.

	(i)	Averaging-in:	Not Applicable
	(ii)	Min Lookback-in:	Not Applicable
	(iii)	Max Lookback-in:	Not Applicable
	(c)	Initial Valuation Date:	17 May 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:	18 May 2026
27		Interim Valuation Price:	Not Applicable
<b>Provisions relating to disruption events</b>			
28	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Equity Linked Condition 3 ( <i>Consequences of Disrupted Days</i> )		
	(a)	Omission:	Not Applicable
	(b)	Postponement:	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 ( <i>Adjustments to Valuation Dates and Reference Dates</i> )		
30	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Barclays Index Linked Condition 4 ( <i>Consequences upon a Reference Date becoming a Disrupted Day</i> )		
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		

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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:	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
<b>General provisions</b>		
43	Form of Securities:	Global Bearer Securities: Permanent Global Security TEFRA: Not Applicable
44	Trade Date:	14 May 2024
45	Taxation Gross Up:	Applicable
46	871(m) Securities:	The Issuer has determined that Section 871(m) of the U.S. Internal Revenue Code of 1986, as amended, is not applicable to the Securities.
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 this Pricing Supplement
	(iii) Prohibition of Sales to Swiss Retail Investors:	Applicable – see the cover page of this Pricing Supplement
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

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## 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. MOT (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 de-listed 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

### RATINGS

2 Ratings: The Securities have not been individually rated.

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

The Issue Price includes a fee payable by the Issuer to Banca Generali S.p.A. as distributor which will be no more than 1.00% of the Issue Price and relates solely to the commission for the distribution of the Securities.

Furthermore, active marketing activities in respect of the Securities in Italy 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 Italy, which date is expected to fall on or around the Final Valuation Date (the "Marketing Period"). The Issuer shall 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 Marketing Period for the active marketing activity in relation to the Securities to be performed by Banca Generali S.p.A. during the Marketing 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:	Not Applicable
(c) Estimated net proceeds:	Not Applicable
(d) Estimated total expenses:	Not Applicable

### 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:

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Bloomberg Screen: RI FP Equity  
Refinitiv Screen Page: PERP.PA

**7 POST ISSUANCE INFORMATION**

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

**8 OPERATIONAL INFORMATION**

(a) ISIN:	XS2772490814
(b) Common Code:	277249081
(c) Relevant Clearing System(s):	Euroclear, Clearstream
(d) Delivery:	Delivery free of payment
(e) Green Structured Securities:	No
(f) Green Index Linked Securities:	No





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**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Securities are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

**PROHIBITION OF SALES TO SWISS RETAIL INVESTORS** – The Securities are not intended to be offered, sold or otherwise made available to and may not be offered, sold or otherwise made available to any retail investor in Switzerland. For these purposes a "retail investor" means a person who is not a professional or institutional client, as defined in article 4 para. 3, 4 and 5 and article 5 para. 1 and 2 of the Swiss Federal Act on Financial Services of 15 June 2018, as amended ("FinSA"). Consequently, no key information document required by FinSA for offering or selling the Securities or otherwise making them available to retail investors in Switzerland has been prepared and therefore, offering or selling the Securities or making them available to retail investors in Switzerland may be unlawful under FinSA.

None of the Securities constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes ("CISA") and are neither subject to the authorisation nor the supervision by the Swiss Financial Market Supervisory Authority FINMA ("FINMA") and investors do not benefit from the specific investor protection provided under the CISA.

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

## PRICING SUPPLEMENT



**BARCLAYS BANK PLC**

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

**Legal Entity Identifier (LEI): G5GSEF7VJJP5I7OUK5573**

**5,000 European Barrier Quanto Autocallable Securities due May 2026 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 amended.

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This document constitutes the pricing supplement of the Securities (the "**Pricing Supplement**") described herein and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). This Pricing Supplement completes and should be read in conjunction with GSSP EU Offering Memorandum 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 Offering Memorandum dated 12 April 2024) (the "**Offering Memorandum**"). Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of this Pricing Supplement and the Offering Memorandum.

THE OFFERING MEMORANDUM HAS NOT BEEN SUBMITTED TO, REVIEWED BY OR APPROVED BY, THE UNITED KINGDOM FINANCIAL CONDUCT AUTHORITY IN ITS CAPACITY AS COMPETENT AUTHORITY UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED, THE "**FSMA**") OR BY THE CENTRAL BANK OF IRELAND IN ITS CAPACITY AS COMPETENT AUTHORITY UNDER REGULATION (EU) 2017/1129 (AS AMENDED, THE "**EU PROSPECTUS REGULATION**") OR BY ANY OTHER COMPETENT AUTHORITY IN THE EUROPEAN UNION OR BY ANY STOCK EXCHANGE WHICH CONSTITUTES A UK REGULATED MARKET FOR THE PURPOSES OF REGULATION (EU) NO 600/2014 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (AS AMENDED, THE "**EUWA**") (AS AMENDED, "**UK MiFIR**") OR A REGULATED MARKET FOR THE PURPOSES OF DIRECTIVE 2014/65/EU (AS AMENDED, "**MiFID II**").

THIS MEANS THAT THE OFFERING MEMORANDUM DOES NOT COMPRISE (I) A BASE PROSPECTUS FOR THE PURPOSES OF (A) REGULATION (EU) 2017/1129 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUWA (AS AMENDED, THE "**UK PROSPECTUS REGULATION**") OR (B) ARTICLE 8 OF THE EU PROSPECTUS REGULATION OR (II) LISTING PARTICULARS FOR THE PURPOSES OF (A) SECTION 79 OF THE FSMA OR (B) ANY RULES OR REGULATIONS RELATED TO A LISTING ON ANY REGULATED MARKET UNDER MiFID II.

As a result of the Offering Memorandum not having been approved by any regulatory authority in its capacity as a competent authority, you should be aware that:

1. the Offering Memorandum may not include the type, level and detail of disclosure required by the UK Prospectus Regulation, the EU Prospectus Regulation or other UK or EU legislation concerning disclosure requirements; and
2. if you acquire Securities to which the Offering Memorandum relates you will not have any recourse to the Issuer under the liability regime relating to the UK Prospectus Regulation or the EU Prospectus Regulation, including but not limited to provisions for compensation arising under Section 90 of the FSMA, Section 1349 of the Irish Companies Act 2014 (as amended) or any similar legislation of the relevant Member States of the European Economic Area.

The Offering Memorandum has been prepared on the basis that (a) any offer of Securities in the United Kingdom will be made under an exemption in the UK Prospectus Regulation from the requirement to publish a prospectus for offers of such Securities and (b) any offer of Securities in a Member State of the European Economic Area will be made under an exemption in the EU Prospectus Regulation from the requirement to publish a prospectus for offers of such Securities. Accordingly, if you are making or intending to make an offer of Securities to which the Offering Memorandum as supplemented from time to time (by any supplement to the Offering Memorandum) relates, as amended or supplemented by the Pricing Supplement in the United Kingdom or any Member State of the European Economic Area, you must only do so in circumstances where no obligation to publish a prospectus under Section 85 of the FSMA or Article 3 of the EU Prospectus Regulation, as the case may be, arises. The Issuer has not authorised and will not authorise any offer of Securities which would require the Issuer or any other entity to publish a prospectus in respect of such offer.

The Offering Memorandum, 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>.

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Words and expressions defined in the EU Offering Memorandum and not defined in the Pricing Supplement shall bear the same meanings when used herein.

**BARCLAYS**

**Pricing Supplement dated 29 May 2024**

## PART A – CONTRACTUAL TERMS

### *Provisions relating to the Securities*

1	(a) Series:	NX00399785
	(b) Tranche:	1
2	Currencies:	
	(a) Issue Currency:	Euro (“EUR”)
	(b) Settlement Currency:	Euro (“EUR”)
3	Securities:	Redeemable Certificates
4	Notes:	Not Applicable
5	Redeemable Certificates:	Applicable
	(a) Number of Securities:	5,000 Securities
	(i) Tranche:	5,000 Securities
	(ii) Series:	5,000 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 Banca Generali S.p.A. as distributor which will be no more than 1.00% of the Issue Price and relates solely to the commission for the distribution of the Securities. 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:	29 May 2024
9	Scheduled Settlement Date:	25 May 2026, subject to adjustment in accordance with the Business Day Convention
10	Type of Security:	Share Linked Securities
11	Relevant Annex(es) which apply to the Securities:	Equity Linked Annex
12	Underlying Performance Type <sub>(Autocall)</sub> :	Single Asset
13	Underlying Performance Type <sub>(Settlement)</sub> :	For the purpose of determination of the Final Performance: Single Asset
14	Downside Underlying Performance Type <sub>(Settlement)</sub> :	Not Applicable

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

15	Interest Type:	In respect of each Interest Determination Date <sub>(i)</sub> as specified in the table below, Fixed
	General Condition 13 ( <i>Interest</i> )	In respect of each Interest Valuation Date <sub>(i)</sub> , as specified in the table below, Phoenix with Memory
	(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 Valuation Dates:	Each of the dates set out in Table 1 below in the column entitled 'Interest Valuation Date(s)'.
	(c) Interest Determination Dates:	Each of the dates set out in Table 1 below in the column entitled 'Interest Determination Date(s)'.

(i) In Period Setting:	Not Applicable
(ii) Advance Setting:	Not Applicable
(iii) Arrears Setting:	Not Applicable
(iv) Fixing Business Day:	Not Applicable

**Table 1**

(i)	Interest Determination Date(s):	Interest Valuation Date(s):	Interest Barrier Percentage(s):	Fixed Interest Rate(s):		Interest Ex-Date(s):	Interest Record Date(s):	Interest Payment Date(s):
				Fixed Amount	Phoenix with Memory			
1	17 June 2024	N/A	N/A	0.9600%	N/A	26 June 2024	27 June 2024	28 June 2024
2	17 July 2024	N/A	N/A	0.9600%	N/A	25 July 2024	26 July 2024	29 July 2024
3	19 August 2024	N/A	N/A	0.9600%	N/A	27 August 2024	28 August 2024	29 August 2024
4	17 September 2024	N/A	N/A	0.9600%	N/A	26 September 2024	27 September 2024	30 September 2024
5	17 October 2024	N/A	N/A	0.9600%	N/A	25 October 2024	28 October 2024	29 October 2024
6	18 November 2024	N/A	N/A	0.9600%	N/A	27 November 2024	28 November 2024	29 November 2024
7	N/A	17 December 2024	70.00%	N/A	0.9600%	24 December 2024	27 December 2024	30 December 2024
8	N/A	17 January 2025	70.00%	N/A	0.9600%	27 January 2025	28 January 2025	29 January 2025
9	N/A	18 February 2025	70.00%	N/A	0.9600%	26 February 2025	27 February 2025	28 February 2025
10	N/A	17 March 2025	70.00%	N/A	0.9600%	27 March 2025	28 March 2025	31 March 2025
11	N/A	17 April 2025	70.00%	N/A	0.9600%	25 April 2025	28 April 2025	29 April 2025
12	N/A	19 May 2025	70.00%	N/A	0.9600%	27 May 2025	28 May 2025	29 May 2025
13	N/A	17 June 2025	70.00%	N/A	0.9600%	26 June 2025	27 June 2025	30 June 2025
14	N/A	17 July 2025	70.00%	N/A	0.9600%	25 July 2025	28 July 2025	29 July 2025
15	N/A	18 August 2025	70.00%	N/A	0.9600%	27 August 2025	28 August 2025	29 August 2025
16	N/A	17 September 2025	70.00%	N/A	0.9600%	25 September 2025	26 September 2025	29 September 2025
17	N/A	17 October 2025	70.00%	N/A	0.9600%	27 October 2025	28 October 2025	29 October 2025
18	N/A	17 November 2025	70.00%	N/A	0.9600%	26 November 2025	27 November 2025	28 November 2025
19	N/A	17 December 2025	70.00%	N/A	0.9600%	23 December 2025	24 December 2025	29 December 2025
20	N/A	20 January 2026	70.00%	N/A	0.9600%	27 January 2026	28 January 2026	29 January 2026
21	N/A	17 February 2026	70.00%	N/A	0.9600%	25 February 2026	26 February 2026	27 February 2026
22	N/A	17 March 2026	70.00%	N/A	0.9600%	26 March 2026	27 March 2026	30 March 2026
23	N/A	17 April 2026	70.00%	N/A	0.9600%	27 April 2026	28 April 2026	29 April 2026
24	N/A	18 May 2026	70.00%	N/A	0.9600%	21 May 2026	22 May 2026	25 May 2026

(d)	(i)	Fixed Interest Type:	Fixed Amount
	(ii)	Fixed Interest Rate:	Each of the percentages set out in Table 1 above in the column entitled 'Fixed Interest Rate(s)'.
(e)	Information relating to the Floating Rate:		Not Applicable
(f)	Fixing Business Day:		Not Applicable
(g)	Interest Period End Dates:		Each Interest Payment Date, subject to adjustment in accordance with the Business Day Convention
(h)	Interest Barrier Percentages:		Each of the percentages set out in Table 1 above in the column entitled 'Interest Barrier Percentage(s)'.

- (i) Fixed Interest Rates: Each of the percentages set out in Table 1 above in the column entitled 'Fixed Interest Rate(s)'.

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

- 16 Automatic Settlement (Autocall) or Automatic Settlement (Autocall) (bearish) or Automatic Settlement (Autocall) (range): Automatic Settlement (Autocall) is Applicable  
General Condition 14 (*Automatic Settlement (Autocall)*)
- (a) Autocall Observation Type: Discrete
- (b) Autocall Barrier Percentages: Each of the percentages set out in Table 2 below in the column entitled 'Autocall Barrier Percentage(s)'.
- (c) Autocall Settlement Percentages: Each of the percentages set out in Table 2 below in the column entitled 'Autocall Settlement Percentage(s)'.
- (d) Autocall Valuation Dates: Each date set out in Table 2 below in the column entitled 'Autocall Valuation Date(s)'.
- (e) Autocall Settlement Dates: Each date set out in Table 2 below in the column entitled 'Autocall Settlement Date(s)', subject to adjustment in accordance with the Business Day Convention.
- (f) Autocall Valuation Price: The valuation price of the Underlying Asset on the Autocall Valuation Date.
- (i) Averaging-out: Not Applicable
- (ii) Min Lookback-out: Not Applicable
- (iii) Max Lookback-out: Not Applicable
- (g) Autocall Reset Event: Not Applicable
- (h) Worst-of Memorizer: Not Applicable

**Table 2**

<b>Autocall Valuation Date(s):</b>	<b>Autocall Barrier Percentage(s):</b>	<b>Autocall Settlement Percentage(s):</b>	<b>Autocall Settlement Date(s):</b>
18 November 2024	100.00%	100.00%	29 November 2024
17 December 2024	100.00%	100.00%	30 December 2024
17 January 2025	100.00%	100.00%	29 January 2025
18 February 2025	100.00%	100.00%	28 February 2025
17 March 2025	100.00%	100.00%	31 March 2025
17 April 2025	100.00%	100.00%	29 April 2025
19 May 2025	95.00%	100.00%	29 May 2025
17 June 2025	95.00%	100.00%	30 June 2025
17 July 2025	95.00%	100.00%	29 July 2025
18 August 2025	95.00%	100.00%	29 August 2025
17 September 2025	95.00%	100.00%	29 September 2025
17 October 2025	95.00%	100.00%	29 October 2025
17 November 2025	90.00%	100.00%	28 November 2025
17 December 2025	90.00%	100.00%	29 December 2025
20 January 2026	90.00%	100.00%	29 January 2026
17 February 2026	90.00%	100.00%	27 February 2026
17 March 2026	90.00%	100.00%	30 March 2026
17 April 2026	90.00%	100.00%	29 April 2026

**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

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**Provisions relating to TARN Early Settlement Event**

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

**Provisions relating to Final Settlement**

- 20 (a) Final Settlement Type: Capped  
General Condition 16  
(Final Settlement)
- (b) Settlement Method: Cash or Physical
- (c) Trigger Event Type: European (Final)
- (d) Strike Price Percentage: 100.00 per cent
- (e) Knock-in Barrier Type: European
- (f) Knock-in Trigger Event: Applicable
- (g) Knock-in Barrier Percentage: 70.00 per cent
- (h) Downside: Not Applicable
- (i) Unleveraged Put: Applicable

**Provisions relating to Drop Back**

- 21 Drop Back Payout: General Condition 13.42 and General Not Applicable  
Condition 16.27

**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 23 Not Applicable  
(Settlement by Instalments)

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

- 24 Underlying Asset(s)<sub>(Interest)</sub>/ Underlying Asset(s)<sub>(Autocall Settlement)</sub>/ Underlying Asset(s)<sub>(Final Settlement)</sub>/ Underlying Asset(s)<sub>(Downside)</sub>: DOLLAR GENERAL CORP (the "Underlying Asset")
- (a) Initial Valuation Date: 17 May 2024
- (b) Share: DOLLAR GENERAL CORP
- (i) Exchange: New York Stock Exchange
- (ii) Related Exchanges: All Exchanges
- (iii) Underlying Asset Currency: USD
- (iv) Bloomberg Screen: DG UN Equity
- (v) Refinitiv Screen: DG.N
- (vi) Underlying Asset ISIN: US2566771059
- (vii) Weight: Not Applicable
- 25 (a) Initial Price<sub>(Interest)</sub>: Relevant Price: Closing Price  
The Relevant Price of the Underlying Asset on the Initial Valuation Date.
- (i) Averaging-in: Not Applicable
- (ii) Min Lookback-in: Not Applicable
- (iii) Max Lookback-in: Not Applicable
- (b) Initial Price<sub>(Settlement)</sub>: Relevant Price: Closing Price  
The Relevant Price of the Underlying Asset on the Initial Valuation Date.

	(i)	Averaging-in:	Not Applicable
	(ii)	Min Lookback-in:	Not Applicable
	(iii)	Max Lookback-in:	Not Applicable
	(c)	Initial Valuation Date:	17 May 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:	18 May 2026
27		Interim Valuation Price:	Not Applicable
<b>Provisions relating to disruption events</b>			
28	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Equity Linked Condition 3 ( <i>Consequences of Disrupted Days</i> )		
	(a)	Omission:	Not Applicable
	(b)	Postponement:	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 ( <i>Adjustments to Valuation Dates and Reference Dates</i> )		
30	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Barclays Index Linked Condition 4 ( <i>Consequences upon a Reference Date becoming a Disrupted Day</i> )		
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		



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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:	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
<b>General provisions</b>		
43	Form of Securities:	Global Bearer Securities: Permanent Global Security TEFRA: Not Applicable
44	Trade Date:	14 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 this Pricing Supplement
	(iii) Prohibition of Sales to Swiss Retail Investors:	Applicable – see the cover page of this Pricing Supplement
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

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## 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. MOT (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 de-listed 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

### RATINGS

2 Ratings: The Securities have not been individually rated.

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

The Issue Price includes a fee payable by the Issuer to Banca Generali S.p.A. as distributor which will be no more than 1.00% of the Issue Price and relates solely to the commission for the distribution of the Securities.

Furthermore, active marketing activities in respect of the Securities in Italy 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 Italy, which date is expected to fall on or around the Final Valuation Date (the "**Marketing Period**"). The Issuer shall 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 Marketing Period for the active marketing activity in relation to the Securities to be performed by Banca Generali S.p.A. during the Marketing 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: Not Applicable  
(c) Estimated net proceeds: Not Applicable  
(d) Estimated total expenses: Not Applicable

### 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: DG UN Equity

**7 POST ISSUANCE INFORMATION**

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

**8 OPERATIONAL INFORMATION**

(a) ISIN:	XS2772491036
(b) Common Code:	277249103
(c) Relevant Clearing System(s):	Euroclear, Clearstream
(d) Delivery:	Delivery free of payment
(e) Green Structured Securities:	No
(f) Green Index Linked Securities:	No



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**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Securities are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

**PROHIBITION OF SALES TO SWISS RETAIL INVESTORS** – The Securities are not intended to be offered, sold or otherwise made available to and may not be offered, sold or otherwise made available to any retail investor in Switzerland. For these purposes a "retail investor" means a person who is not a professional or institutional client, as defined in article 4 para. 3, 4 and 5 and article 5 para. 1 and 2 of the Swiss Federal Act on Financial Services of 15 June 2018, as amended ("FinSA"). Consequently, no key information document required by FinSA for offering or selling the Securities or otherwise making them available to retail investors in Switzerland has been prepared and therefore, offering or selling the Securities or making them available to retail investors in Switzerland may be unlawful under FinSA.

None of the Securities constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes ("CISA") and are neither subject to the authorisation nor the supervision by the Swiss Financial Market Supervisory Authority FINMA ("FINMA") and investors do not benefit from the specific investor protection provided under the CISA.

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

## PRICING SUPPLEMENT



**BARCLAYS BANK PLC**

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

**Legal Entity Identifier (LEI): G5GSEF7VJJP5I7OUK5573**

**5,000 European Barrier Quanto Autocallable Securities due May 2026 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 amended.

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This document constitutes the pricing supplement of the Securities (the "**Pricing Supplement**") described herein and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). This Pricing Supplement completes and should be read in conjunction with GSSP EU Offering Memorandum 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 Offering Memorandum dated 12 April 2024) (the "**Offering Memorandum**"). Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of this Pricing Supplement and the Offering Memorandum.

THE OFFERING MEMORANDUM HAS NOT BEEN SUBMITTED TO, REVIEWED BY OR APPROVED BY, THE UNITED KINGDOM FINANCIAL CONDUCT AUTHORITY IN ITS CAPACITY AS COMPETENT AUTHORITY UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED, THE "**FSMA**") OR BY THE CENTRAL BANK OF IRELAND IN ITS CAPACITY AS COMPETENT AUTHORITY UNDER REGULATION (EU) 2017/1129 (AS AMENDED, THE "**EU PROSPECTUS REGULATION**") OR BY ANY OTHER COMPETENT AUTHORITY IN THE EUROPEAN UNION OR BY ANY STOCK EXCHANGE WHICH CONSTITUTES A UK REGULATED MARKET FOR THE PURPOSES OF REGULATION (EU) NO 600/2014 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (AS AMENDED, THE "**EUWA**") (AS AMENDED, "**UK MiFIR**") OR A REGULATED MARKET FOR THE PURPOSES OF DIRECTIVE 2014/65/EU (AS AMENDED, "**MiFID II**").

THIS MEANS THAT THE OFFERING MEMORANDUM DOES NOT COMPRISE (I) A BASE PROSPECTUS FOR THE PURPOSES OF (A) REGULATION (EU) 2017/1129 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUWA (AS AMENDED, THE "**UK PROSPECTUS REGULATION**") OR (B) ARTICLE 8 OF THE EU PROSPECTUS REGULATION OR (II) LISTING PARTICULARS FOR THE PURPOSES OF (A) SECTION 79 OF THE FSMA OR (B) ANY RULES OR REGULATIONS RELATED TO A LISTING ON ANY REGULATED MARKET UNDER MiFID II.

As a result of the Offering Memorandum not having been approved by any regulatory authority in its capacity as a competent authority, you should be aware that:

1. the Offering Memorandum may not include the type, level and detail of disclosure required by the UK Prospectus Regulation, the EU Prospectus Regulation or other UK or EU legislation concerning disclosure requirements; and
2. if you acquire Securities to which the Offering Memorandum relates you will not have any recourse to the Issuer under the liability regime relating to the UK Prospectus Regulation or the EU Prospectus Regulation, including but not limited to provisions for compensation arising under Section 90 of the FSMA, Section 1349 of the Irish Companies Act 2014 (as amended) or any similar legislation of the relevant Member States of the European Economic Area.

The Offering Memorandum has been prepared on the basis that (a) any offer of Securities in the United Kingdom will be made under an exemption in the UK Prospectus Regulation from the requirement to publish a prospectus for offers of such Securities and (b) any offer of Securities in a Member State of the European Economic Area will be made under an exemption in the EU Prospectus Regulation from the requirement to publish a prospectus for offers of such Securities. Accordingly, if you are making or intending to make an offer of Securities to which the Offering Memorandum as supplemented from time to time (by any supplement to the Offering Memorandum) relates, as amended or supplemented by the Pricing Supplement in the United Kingdom or any Member State of the European Economic Area, you must only do so in circumstances where no obligation to publish a prospectus under Section 85 of the FSMA or Article 3 of the EU Prospectus Regulation, as the case may be, arises. The Issuer has not authorised and will not authorise any offer of Securities which would require the Issuer or any other entity to publish a prospectus in respect of such offer.

The Offering Memorandum, 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>.

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Words and expressions defined in the EU Offering Memorandum and not defined in the Pricing Supplement shall bear the same meanings when used herein.

**BARCLAYS**

**Pricing Supplement dated 29 May 2024**

## PART A – CONTRACTUAL TERMS

### *Provisions relating to the Securities*

1	(a) Series:	NX00399786
	(b) Tranche:	1
2	Currencies:	
	(a) Issue Currency:	Euro (“EUR”)
	(b) Settlement Currency:	Euro (“EUR”)
3	Securities:	Redeemable Certificates
4	Notes:	Not Applicable
5	Redeemable Certificates:	Applicable
	(a) Number of Securities:	5,000 Securities
	(i) Tranche:	5,000 Securities
	(ii) Series:	5,000 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 Banca Generali S.p.A. as distributor which will be no more than 1.00% of the Issue Price and relates solely to the commission for the distribution of the Securities. 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:	29 May 2024
9	Scheduled Settlement Date:	25 May 2026, subject to adjustment in accordance with the Business Day Convention
10	Type of Security:	Share Linked Securities
11	Relevant Annex(es) which apply to the Securities:	Equity Linked Annex
12	Underlying Performance Type <sub>(Autocall)</sub> :	Single Asset
13	Underlying Performance Type <sub>(Settlement)</sub> :	For the purpose of determination of the Final Performance: Single Asset
14	Downside Underlying Performance Type <sub>(Settlement)</sub> :	Not Applicable

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

15	Interest Type:	In respect of each Interest Determination Date <sub>(i)</sub> as specified in the table below, Fixed
	General Condition 13 ( <i>Interest</i> )	In respect of each Interest Valuation Date <sub>(i)</sub> , as specified in the table below, Phoenix with Memory
	(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 Valuation Dates:	Each of the dates set out in Table 1 below in the column entitled 'Interest Valuation Date(s)'.
	(c) Interest Determination Dates:	Each of the dates set out in Table 1 below in the column entitled 'Interest Determination Date(s)'.



(i) In Period Setting:	Not Applicable
(ii) Advance Setting:	Not Applicable
(iii) Arrears Setting:	Not Applicable
(iv) Fixing Business Day:	Not Applicable

**Table 1**

(i)	Interest Determination Date(s):	Interest Valuation Date(s):	Interest Barrier Percentage(s):	Fixed Interest Rate(s):		Interest Ex-Date(s):	Interest Record Date(s):	Interest Payment Date(s):
				Fixed Amount	Phoenix with Memory			
1	17 June 2024	N/A	N/A	0.5700%	N/A	26 June 2024	27 June 2024	28 June 2024
2	17 July 2024	N/A	N/A	0.5700%	N/A	25 July 2024	26 July 2024	29 July 2024
3	19 August 2024	N/A	N/A	0.5700%	N/A	27 August 2024	28 August 2024	29 August 2024
4	17 September 2024	N/A	N/A	0.5700%	N/A	26 September 2024	27 September 2024	30 September 2024
5	17 October 2024	N/A	N/A	0.5700%	N/A	25 October 2024	28 October 2024	29 October 2024
6	18 November 2024	N/A	N/A	0.5700%	N/A	27 November 2024	28 November 2024	29 November 2024
7	N/A	17 December 2024	70.00%	N/A	0.5700%	24 December 2024	27 December 2024	30 December 2024
8	N/A	17 January 2025	70.00%	N/A	0.5700%	27 January 2025	28 January 2025	29 January 2025
9	N/A	18 February 2025	70.00%	N/A	0.5700%	26 February 2025	27 February 2025	28 February 2025
10	N/A	17 March 2025	70.00%	N/A	0.5700%	27 March 2025	28 March 2025	31 March 2025
11	N/A	17 April 2025	70.00%	N/A	0.5700%	25 April 2025	28 April 2025	29 April 2025
12	N/A	19 May 2025	70.00%	N/A	0.5700%	27 May 2025	28 May 2025	29 May 2025
13	N/A	17 June 2025	70.00%	N/A	0.5700%	26 June 2025	27 June 2025	30 June 2025
14	N/A	17 July 2025	70.00%	N/A	0.5700%	25 July 2025	28 July 2025	29 July 2025
15	N/A	18 August 2025	70.00%	N/A	0.5700%	27 August 2025	28 August 2025	29 August 2025
16	N/A	17 September 2025	70.00%	N/A	0.5700%	25 September 2025	26 September 2025	29 September 2025
17	N/A	17 October 2025	70.00%	N/A	0.5700%	27 October 2025	28 October 2025	29 October 2025
18	N/A	17 November 2025	70.00%	N/A	0.5700%	26 November 2025	27 November 2025	28 November 2025
19	N/A	17 December 2025	70.00%	N/A	0.5700%	23 December 2025	24 December 2025	29 December 2025
20	N/A	20 January 2026	70.00%	N/A	0.5700%	27 January 2026	28 January 2026	29 January 2026
21	N/A	17 February 2026	70.00%	N/A	0.5700%	25 February 2026	26 February 2026	27 February 2026
22	N/A	17 March 2026	70.00%	N/A	0.5700%	26 March 2026	27 March 2026	30 March 2026
23	N/A	17 April 2026	70.00%	N/A	0.5700%	27 April 2026	28 April 2026	29 April 2026
24	N/A	18 May 2026	70.00%	N/A	0.5700%	21 May 2026	22 May 2026	25 May 2026

(d)	(i)	Fixed Interest Type:	Fixed Amount
	(ii)	Fixed Interest Rate:	Each of the percentages set out in Table 1 above in the column entitled 'Fixed Interest Rate(s)'.
(e)	Information relating to the Floating Rate:		Not Applicable
(f)	Fixing Business Day:		Not Applicable
(g)	Interest Period End Dates:		Each Interest Payment Date, subject to adjustment in accordance with the Business Day Convention
(h)	Interest Barrier Percentages:		Each of the percentages set out in Table 1 above in the column entitled 'Interest Barrier Percentage(s)'.

- (i) Fixed Interest Rates: Each of the percentages set out in Table 1 above in the column entitled 'Fixed Interest Rate(s)'.

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

- 16 Automatic Settlement (Autocall) or Automatic Settlement (Autocall) (bearish) or Automatic Settlement (Autocall) (range): Automatic Settlement (Autocall) is Applicable  
General Condition 14 (*Automatic Settlement (Autocall)*)
- (a) Autocall Observation Type: Discrete
- (b) Autocall Barrier Percentages: Each of the percentages set out in Table 2 below in the column entitled 'Autocall Barrier Percentage(s)'.
- (c) Autocall Settlement Percentages: Each of the percentages set out in Table 2 below in the column entitled 'Autocall Settlement Percentage(s)'.
- (d) Autocall Valuation Dates: Each date set out in Table 2 below in the column entitled 'Autocall Valuation Date(s)'.
- (e) Autocall Settlement Dates: Each date set out in Table 2 below in the column entitled 'Autocall Settlement Date(s)', subject to adjustment in accordance with the Business Day Convention.
- (f) Autocall Valuation Price: The valuation price of the Underlying Asset on the Autocall Valuation Date.
- (i) Averaging-out: Not Applicable
- (ii) Min Lookback-out: Not Applicable
- (iii) Max Lookback-out: Not Applicable
- (g) Autocall Reset Event: Not Applicable
- (h) Worst-of Memorizer: Not Applicable

**Table 2**

<b>Autocall Valuation Date(s):</b>	<b>Autocall Barrier Percentage(s):</b>	<b>Autocall Settlement Percentage(s):</b>	<b>Autocall Settlement Date(s):</b>
18 November 2024	100.00%	100.00%	29 November 2024
17 December 2024	100.00%	100.00%	30 December 2024
17 January 2025	100.00%	100.00%	29 January 2025
18 February 2025	100.00%	100.00%	28 February 2025
17 March 2025	100.00%	100.00%	31 March 2025
17 April 2025	100.00%	100.00%	29 April 2025
19 May 2025	95.00%	100.00%	29 May 2025
17 June 2025	95.00%	100.00%	30 June 2025
17 July 2025	95.00%	100.00%	29 July 2025
18 August 2025	95.00%	100.00%	29 August 2025
17 September 2025	95.00%	100.00%	29 September 2025
17 October 2025	95.00%	100.00%	29 October 2025
17 November 2025	90.00%	100.00%	28 November 2025
17 December 2025	90.00%	100.00%	29 December 2025
20 January 2026	90.00%	100.00%	29 January 2026
17 February 2026	90.00%	100.00%	27 February 2026
17 March 2026	90.00%	100.00%	30 March 2026
17 April 2026	90.00%	100.00%	29 April 2026

**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

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**Provisions relating to TARN Early Settlement Event**

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

**Provisions relating to Final Settlement**

- 20 (a) Final Settlement Type: Capped  
General Condition 16  
(Final Settlement)
- (b) Settlement Method: Cash or Physical
- (c) Trigger Event Type: European (Final)
- (d) Strike Price Percentage: 100.00 per cent
- (e) Knock-in Barrier Type: European
- (f) Knock-in Trigger Event: Applicable
- (g) Knock-in Barrier Percentage: 60.00 per cent
- (h) Downside: Not Applicable
- (i) Unleveraged Put: Applicable

**Provisions relating to Drop Back**

- 21 Drop Back Payout: General Condition 13.42 and General Not Applicable  
Condition 16.27

**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 23 Not Applicable  
(Settlement by Instalments)

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

- 24 Underlying Asset(s)<sub>(Interest)</sub>/ Underlying Asset(s)<sub>(Autocall Settlement)</sub>/ Underlying Asset(s)<sub>(Final Settlement)</sub>/ Underlying Asset(s)<sub>(Downside)</sub>: NEXTERA ENERGY INC (the "Underlying Asset")
- (a) Initial Valuation Date: 17 May 2024
- (b) Share: NEXTERA ENERGY INC
- (i) Exchange: New York Stock Exchange
- (ii) Related Exchanges: All Exchanges
- (iii) Underlying Asset Currency: USD
- (iv) Bloomberg Screen: NEE UN Equity
- (v) Refinitiv Screen: NEE.N
- (vi) Underlying Asset ISIN: US65339F1012
- (vii) Weight: Not Applicable
- 25 (a) Initial Price<sub>(Interest)</sub>: Relevant Price: Closing Price  
The Relevant Price of the Underlying Asset on the Initial Valuation Date.
- (i) Averaging-in: Not Applicable
- (ii) Min Lookback-in: Not Applicable
- (iii) Max Lookback-in: Not Applicable
- (b) Initial Price<sub>(Settlement)</sub>: Relevant Price: Closing Price  
The Relevant Price of the Underlying Asset on the Initial Valuation Date.

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	(i)	Averaging-in:	Not Applicable
	(ii)	Min Lookback-in:	Not Applicable
	(iii)	Max Lookback-in:	Not Applicable
	(c)	Initial Valuation Date:	17 May 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:	18 May 2026
27		Interim Valuation Price:	Not Applicable
<b><i>Provisions relating to disruption events</i></b>			
28	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Equity Linked Condition 3 ( <i>Consequences of Disrupted Days</i> )		
	(a)	Omission:	Not Applicable
	(b)	Postponement:	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 ( <i>Adjustments to Valuation Dates and Reference Dates</i> )		
30	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date): Barclays Index Linked Condition 4 ( <i>Consequences upon a Reference Date becoming a Disrupted Day</i> )		
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		

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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:	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:	14 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 this Pricing Supplement
	(iii) Prohibition of Sales to Swiss Retail Investors:	Applicable – see the cover page of this Pricing Supplement
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

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## 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. MOT (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 de-listed 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

### RATINGS

2 Ratings: The Securities have not been individually rated.

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

The Issue Price includes a fee payable by the Issuer to Banca Generali S.p.A. as distributor which will be no more than 1.00% of the Issue Price and relates solely to the commission for the distribution of the Securities.

Furthermore, active marketing activities in respect of the Securities in Italy 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 Italy, which date is expected to fall on or around the Final Valuation Date (the "Marketing Period"). The Issuer shall 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 Marketing Period for the active marketing activity in relation to the Securities to be performed by Banca Generali S.p.A. during the Marketing 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:	Not Applicable
(c) Estimated net proceeds:	Not Applicable
(d) Estimated total expenses:	Not Applicable

### 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: NEE UN Equity

**7 POST ISSUANCE INFORMATION**

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

**8 OPERATIONAL INFORMATION**

(a) ISIN:	XS2772491119
(b) Common Code:	277249111
(c) Relevant Clearing System(s):	Euroclear, Clearstream
(d) Delivery:	Delivery free of payment
(e) Green Structured Securities:	No
(f) Green Index Linked Securities:	No

