

23 December 2025

SUPPLEMENT 1/2025 TO THE GSSP PREFERENCE SHARE LINKED BASE PROSPECTUS



BARCLAYS BANK PLC
(Incorporated with limited liability in England and Wales)

Pursuant to the Global Structured Securities Programme

Introduction

This supplement (the "**Supplement**") is supplemental to, and must be read in conjunction with, the Base Prospectus (as defined below), comprising the Securities Note relating to the GSSP Base Prospectus dated 11 April 2025 (the "**Preference Share Linked Base Prospectus Securities Note**") as prepared by Barclays Bank PLC in its capacity as issuer (the "**Issuer**") for the purposes of Article 8 of Regulation (EU) 2017/1129 as it forms part of the UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**") and regulations thereunder (the "**UK Prospectus Regulation**"), and the Issuer's Registration Document 12/2025 dated 20 March 2025 (as supplemented on 30 July 2025 and as may be further supplemented from time to time, the "**Registration Document 12/2025**" or the "**Registration Document**"), which documents together constitute a base prospectus drawn up as separate documents for the purposes of Article 8 of the UK Prospectus Regulation (the "**Base Prospectus**") in respect of its Global Structured Securities Programme (the "**Programme**").

This Supplement constitutes a supplement in respect of the Base Prospectus for the purposes of Article 23 of the UK Prospectus Regulation. This Supplement has been approved as a supplementary prospectus by the United Kingdom Financial Conduct Authority as competent authority under the UK Prospectus Regulation. The Financial Conduct Authority only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the securities (the "**Securities**") that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Securities.

Terms defined in the Preference Share Linked Base Prospectus Securities Note shall, unless the context otherwise requires, have the same meanings when used in this Supplement. References to the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Supplement.

To the best of the knowledge of the Issuer, the information contained in the Base Prospectus, as supplemented by this Supplement is in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly.



The date of this Supplement is 23 December 2025

Purpose

The purpose of this Supplement is to make certain technical supplementary changes in the sections "*Cover pages*", "*Table of Contents*", "*General Description of the Programme*", "*Risk Factors*", "*Commonly Asked Questions about the Base Prospectus*", "*Form of Final Terms*", "*Information relating to Green and/or Social Notes and Barclays ESG Index Linked Securities*", "*Clearance and Settlement*", "*Terms and Conditions of the Preference Shares*", and "*General Information*" of the Preference Share Linked Base Prospectus Securities Note.

Updates and supplements

A) "*Cover pages*"

The cover pages on pages 1 to 3 of the Preference Share Linked Base Prospectus Securities Note shall be amended, updated and supplemented by:

- (a) replacing the third paragraph under the sub-section entitled "*What type of Securities may be offered under this Base Prospectus*" on page 1 of the Preference Share Linked Base Prospectus Securities Note in its entirety with the following:

"In addition, the Issuer may issue Sustainable Securities under this Base Prospectus. See "*Information relating to Sustainable Securities*" below."; and

- (b) replacing the words "Green and/or Social Notes (as defined in "*Information relating to Green and/or Social Notes and Barclays ESG Index Linked Securities*" below))" in the second and third line of the third paragraph under the sub-section entitled "*How do I use the Base Prospectus*" on page 2 of the Preference Share Linked Base Prospectus Securities Note with the words "Sustainable Securities (as defined in "*Information relating to Sustainable Securities*" below))".

B) "*Table of Contents*"

The section entitled "*Table of Contents*" on pages 8 to 10 of the Preference Share Linked Base Prospectus Securities Note shall be amended, updated and supplemented by:

- (a) replacing the title "INFORMATION RELATING TO GREEN AND/OR SOCIAL NOTES AND BARCLAYS ESG INDEX LINKED SECURITIES" on page 9 of the Preference Share Linked Base Prospectus Securities Note in its entirety with "INFORMATION RELATING TO SUSTAINABLE SECURITIES";
- (b) replacing the words "*Green Notes, Social Notes, Green and Social Notes and Barclays ESG Index Linked Securities*" in the paragraph below the existing title "INFORMATION RELATING TO GREEN AND/OR SOCIAL NOTES AND BARCLAYS ESG INDEX LINKED SECURITIES" on page 9 of the Preference Share Linked Base Prospectus Securities Note with the words "*Sustainable Securities*";
- (c) inserting the following new sub-items after the existing sub-item entitled "13. *Depositary Receipt Provisions*", entitled "14. *Local Jurisdiction Early Redemption Events*" and "15. *China Terms*" under sub-section (D) entitled "EQUITY LINKED CONDITIONS AND DISRUPTION EVENTS" under the section entitled "TERMS AND CONDITIONS OF THE PREFERENCE SHARES" on page 9 of the Preference Share Linked Base Prospectus Securities Note (and all subsequent sub-items (and cross-references thereto) shall be renumbered accordingly); and
- (d) inserting the following new sub-item after existing sub-item entitled "17. *FX Disruption Event*" (as renumbered above), entitled "18. *FX Inbound Valuation Disruption Event*" under sub-section (E) entitled "GENERAL PROVISIONS" under the section entitled "TERMS AND CONDITIONS OF THE PREFERENCE SHARES" on page 9 of the Preference Share Linked Base Prospectus Securities Note (and all subsequent sub-items (and cross-references thereto) shall be renumbered accordingly).

C) **"General Description of the Programme"**

The section entitled "*General Description of the Programme*" on pages 11 and 12 of the Preference Share Linked Base Prospectus Securities Note shall be amended, updated and supplemented by replacing the second paragraph under the sub-heading "*Type of Securities*" on page 11 of the Preference Share Linked Base Prospectus Securities Note in its entirety with the following:

"The Securities may be Sustainable Securities".

D) **"Risk Factors"**

The section entitled "*Risk Factors*" on pages 13 to 43 of the Preference Share Linked Base Prospectus Securities Note shall be amended, updated and supplemented by:

- (a) replacing the existing risk factor 3.8 entitled "*There are additional risks associated with Green and/or Social Notes*" (including the title) on pages 27 and 28 of the Preference Share Linked Base Prospectus Securities Note in its entirety with the following:

"3.8 There are additional risks associated with Sustainable Securities

There is currently no global framework or definition (legal, regulatory or otherwise) as to what constitutes, an "ESG" (Environmental, Social or Governance), "green", "social", "sustainable", "climate-friendly" or an equivalently-labelled product, or as to what precise attributes are required for a particular investment, product or asset to be defined as "ESG", "green", "social", "sustainable", "climate-friendly" or such other equivalent label nor can any assurance be given that such a clear global definition or consensus will develop over time. In the EU, the EU Taxonomy Regulation ("**EU Taxonomy**") (Regulation (EU) 2020/852) establishes a classification system (or taxonomy) which seeks to provide a common basis to identify whether or not a given economic activity should be considered "environmentally sustainable". Also, the Sustainable Finance Disclosure Regulation ("**SFDR**") (Regulation (EU) 2019/2088) sets out how financial market participants must disclose sustainability information including the criteria to qualify certain investment products or their holdings as "sustainable investments". However, this legislation is still developing (including through the passage of delegated acts) and Sustainable Securities do not take into account any of the EU criteria for environmentally sustainable investments as set out under the EU Taxonomy Regulation and do not qualify as "sustainable investments" under the SFDR. Further, whilst the European Commission has adopted a regulation on a voluntary European Green Bond Standard ("**EUGBS**"), the Issuer does not currently intend for any Sustainable Securities to qualify under the EUGBS. Investors should assume that – save for any recognised classification regime, certification, standard, guideline, taxonomy, label and/or other regulatory criteria or voluntary guidelines specified in the 'Use of Proceeds' section of the Final Terms – the Securities will not be subject to any other certification by Climate Bonds Initiative (an international, investor-focused not-for-profit organisation); qualify for the EUGBS; take into account any of the European Union criteria for environmentally sustainable investments, including as set out under the EU Taxonomy; or qualify for any other potential certification, label or taxonomy.

The allocation of the proceeds to the relevant Eligible Asset(s) in respect of Sustainable Securities may not satisfy, whether in whole or in part, any applicable present or future investor expectations or requirements as regards any investment criteria or guidelines with which an investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own articles of association or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, social or sustainability impact related to the relevant Eligible Asset(s).

Any failure of Sustainable Securities and/or the related Eligible Asset(s) to satisfy an investor's objectives, expectations or requirements with regard to sustainable investments

may result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose. For example, an investor may be obliged to divest such Securities (if possible) potentially at a loss and/or not be able to count such Securities towards its relevant portfolio, which could also result in a loss.

Whilst it is the intention of the Issuer to allocate an amount equal to the net proceeds of any issue of Sustainable Securities in, or substantially in, the manner described above and in the Final Terms, occasionally there may not be enough Eligible Assets for such amount equal to the net proceeds to be fully utilised. In such circumstances, any unallocated net proceeds will be invested, at the Issuer's own discretion, in cash and short-term liquid investments in accordance with its liquidity policy until sufficient Eligible Assets are available. Further, the withdrawal or amendment of any external party opinion or certification (whether or not solicited by the Issuer or Manager(s)) and/or the amendment of any criteria on which such opinion or certification was given, or any such external party opinion or certification stating that the Issuer is not complying or fulfilling relevant criteria, in whole or in part, with respect to any matters for which such opinion or certification is opining or certifying and/or the Sustainable Securities no longer being listed or admitted to trading on any dedicated "green", "environmental", "sustainable" or other equivalently-labelled segment of any stock exchange or securities market as aforesaid, will not constitute an Event of Default under the Securities.

Additionally, adverse environmental, social or other impacts may occur during the implementation of any eligible project, and any eligible project may become controversial or criticised by activist groups or other stakeholders. Other investments made by Barclays or other aspects of its business may also be criticised by activist groups or other stakeholders focused on sustainability issues.

Such events described above may result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose. For example, an investor may be obliged to divest such Securities (if possible) potentially at a loss and/or not be able to count such Securities towards its relevant portfolio, which could also result in a loss.";

- (b) replacing the existing risk factor 3.9 entitled "*There are additional risks associated with Barclays ESG Index Linked Securities or other Securities linked to an Underlying Preference Share which is, in turn, linked to an index that is marketed as having "green", "sustainable", "social", "ESG" or similar objectives*" (including the title) on page 28 of the Preference Share Linked Base Prospectus Securities Note in its entirety with the following:

"3.9 There are additional risks associated with Securities linked to an Underlying Preference Share which is, in turn, linked to an index that is marketed as reflecting "green", "sustainable", "social", "ESG" or similar considerations

There are a variety of approaches taken by market participants in the construction of sustainable indices and socially responsible index construction methodologies. These approaches reflect differing opinions and perspectives on the best approach to investing in environmental and/or social products and/or products, which reflect similar considerations and to respond to demand from investors with different sustainability considerations and mandates.

The methodologies applied in respect of indices that are marketed as having "green", "sustainable", "social", "ESG" or similar considerations (as applicable) may not satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which an investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own articles of association or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, sustainability or social

impact related to such index or relevant investment. Any failure to satisfy an investor's objectives, expectations or requirements with regard to sustainable investments may negatively impact on the Issuer's reputation as an issuer of Sustainable Securities. This, in turn may result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose. For example, an investor may be obliged to divest such Securities (if possible) potentially at a loss and/or not be able to count such Securities towards its relevant portfolio, which could also result in a loss. Investors may potentially also suffer other adverse consequences such as reputational damages."; and

- (c) inserting the following new risk factors 4.10, 4.11 , 4.12, 4.13 and 4.14 immediately after the existing risk factor 4.9 entitled "*Risk factors relating specifically to different types of components of an index referenced by Underlying Preference Share(s) which are Equity Index Linked Preference Share*" on page 37 of the Preference Share Linked Base Prospectus Securities Note as follows (and all subsequent risk factors (and cross-references thereto) shall be renumbered accordingly):

"4.10 The Securities and the Underlying Preference Shares may be redeemed early following a failure to comply with an information request by the PRC Regulators

The Underlying Preference Shares may be redeemed prior to their scheduled maturity if the Issuer does not receive all necessary information from investors in response to information requests by PRC Regulators. In the event of early redemption of the Underlying Preference Shares due to the occurrence of such event, the Preference Share Issuer may, upon receipt of a notice from the Issuer of the relating Securities, elect to redeem the Underlying Preference Shares at their local jurisdiction early cash settlement amount.

The early redemption of the Underlying Preference Share(s) will result in a Preference Share Termination Event occurring under the Securities and may result in you receiving back less than your initial investment. See also risk factor 3.2 (*Your Securities and/or the Underlying Preference Share(s) may redeem early or may be adjusted following an 'Additional Disruption Event', 'Preference Share Termination Event', or early redemption for unlawfulness or impracticability*) above.

4.11 Risks associated with the occurrence of a China Connect Early Redemption Event

The Preference Share Confirmation may provide that 'China Connect Early Redemption Event' applies in respect of Securities that reference one or more Underlying Preference Share Reference Assets that are Shares listed on an exchange in the PRC (excluding Hong Kong, Macau and Taiwan) and have been or are available for trading under the China Connect Service or Equity Indices (which include constituents that are shares listed on an exchange in the PRC (excluding Hong Kong, Macau and Taiwan) and have been or are available for trading under the China Connect Service). In order to ensure compliance with the applicable PRC regulations, upon the occurrence of certain circumstances in relation to the holder, the Preference Share Issuer may elect to redeem the Underlying Preference Shares early at their local jurisdiction early cash settlement amount.

The early redemption of the Underlying Preference Share(s) will result in a Preference Share Termination Event occurring under the Securities and may result in you receiving back less than your initial investment See also risk factor 3.2 (*Your Securities and/or the Underlying Preference Share(s) may redeem early or may be adjusted following an 'Additional Disruption Event', 'Preference Share Termination Event', or early redemption for unlawfulness or impracticability*) above.

4.12 Risks associated with the occurrence of a China Early Redemption Event

The Preference Share Confirmation may provide that 'China Early Redemption Event' applies in respect of Securities that reference one or more Underlying Preference Share Reference Assets that are (i) Shares listed on an exchange in the PRC (excluding Hong Kong, Macau and Taiwan) that are (A) denominated and traded in Renminbi or (B) denominated in Renminbi but traded in a foreign currency, and issued in accordance with the Securities Law of the PRC (excluding Hong Kong, Macau and Taiwan) and the Rules for Onshore Listing of Foreign Funded Shares by Joint Stock Companies or (ii) Equity Indices (which include constituents that are shares listed on an exchange in the PRC (excluding Hong Kong, Macau and Taiwan) that are (A) denominated and traded in Renminbi or (B) denominated in Renminbi but traded in a foreign currency, and issued in accordance with the Securities Law of the PRC and the Rules for Onshore Listing of Foreign Funded Shares by Joint Stock Companies). In order to ensure compliance with the applicable PRC regulations, upon the occurrence of certain circumstances in relation to the holder, the Preference Share Issuer may elect to redeem the Underlying Preference Share early at their local jurisdiction early cash settlement amount.

The early redemption of the Underlying Preference Share(s) will result in a Preference Share Termination Event occurring under the Securities and may result in you receiving back less than your initial investment See also risk factor 3.2 (*Your Securities and/or the Underlying Preference Share(s) may redeem early or may be adjusted following an 'Additional Disruption Event', 'Preference Share Termination Event', or early redemption for unlawfulness or impracticability*) above.

4.13 **Risks associated with the occurrence of a China Restriction Early Redemption Event**

The Preference Share Confirmation may provide that 'China Restriction Early Redemption Event' applies in respect of Securities that reference one or more Underlying Preference Share Reference Assets that are Shares listed on an exchange in the PRC (excluding Hong Kong, Macau and Taiwan) or Equity Indices (which include constituents that are shares listed on an exchange in the PRC (excluding Hong Kong, Macau and Taiwan)). In order to ensure compliance with the applicable PRC restrictions in relation to the holder, its investment manager or investment advisor (if any) or any of the holder's Affiliates and/or any of their respective investment managers or investment advisors (if any), the Preference Share Issuer may elect to redeem the Underlying Preference Share early at their local jurisdiction early cash settlement amount.

The early redemption of the Underlying Preference Share(s) will result in a Preference Share Termination Event occurring under the Securities and may result in you receiving back less than your initial investment See also risk factor 3.2 (*Your Securities and/or the Underlying Preference Share(s) may redeem early or may be adjusted following an 'Additional Disruption Event', 'Preference Share Termination Event', or early redemption for unlawfulness or impracticability*) above.

4.14 **Risks associated with the occurrence of an FX Inbound Valuation Disruption Event**

The Preference Share Confirmation may specify 'FX Inbound Valuation Disruption Event' as applicable. An 'FX Inbound Valuation Disruption Event' is an event which has (or would have) the effect that the Preference Share Issuer or an Affiliate is unable, after using commercially reasonable efforts, through customary legal channels, to transfer, convert or obtain amounts in the Settlement Currency in certain circumstances. Upon the occurrence of an FX Inbound Valuation Disruption Event:

- the Preference Share Issuer may elect to postpone the relevant Valuation Date, Averaging Date and/or any other relevant date of determination or date for payment;
- the terms and conditions of the Preference Shares may be adjusted; and/or

- the Preference Shares may be redeemed early at their early cash settlement amount.

Any such postponement or adjustment may have a negative effect on the value of the Underlying Preference Share(s) and therefore on the value of and return on the Securities. Any early cash settlement amount received by investors may be less than their initial investment and could be zero.

The early redemption of the Underlying Preference Share(s) will result in a Preference Share Termination Event occurring under the Securities and may result in you receiving back less than your initial investment See also risk factor 3.2 (*Your Securities and/or the Underlying Preference Share(s) may redeem early or may be adjusted following an 'Additional Disruption Event', 'Preference Share Termination Event', or early redemption for unlawfulness or impracticability*) above."

E) "Commonly Asked Questions about the Base Prospectus"

The section entitled "*Commonly Asked Questions about the Base Prospectus*" on pages 47 to 58 of the Preference Share Linked Base Prospectus Securities Note shall be amended, updated and supplemented by replacing the fifth paragraph under question 2 entitled "*What type of Securities can be issued under this Base Prospectus*" on pages 48 and 49 of the Preference Share Linked Base Prospectus Securities Note in its entirety with the following:

"Securities may be Sustainable Securities under the Base Prospectus. See "*Information relating to Sustainable Securities*" below."

F) "Form of Final Terms"

The section entitled "*Form of Final Terms*" on pages 125 to 152 of the Preference Share Linked Base Prospectus Securities Note shall be amended, updated and supplemented by:

- replacing the eighth paragraph on the cover pages of the Form of Final Terms on page 126 of the Preference Share Linked Base Prospectus Securities Note in its entirety with the following:

"(Insert for Sustainable Securities and/or Securities linked to an Underlying Preference Share which is, in turn, linked to an index that is marketed as having "green", "sustainable", "social", "ESG" or similar considerations, amending as required:) [There is currently no universally accepted, global framework or definition (legal, regulatory or otherwise) as to what constitutes, an "ESG" (Environmental, Social or Governance), "green", "social", "sustainable", "climate-friendly" or an equivalently-labelled product, or as to what precise attributes are required for a particular investment, product or asset to be defined as "ESG", "green", "social", "sustainable", "climate-friendly" or such other equivalent label; nor can any assurance be given that such a globally accepted definition or consensus will develop over time. Save for any certification, standard, guideline, taxonomy, label and/or other regulatory or index inclusion criteria or voluntary guidelines specified in "*Use of proceeds*" below, the Securities are not intended to satisfy, in whole or in part, any present or future "ESG", "green", "sustainable", "climate-friendly" or equivalently-labelled certification, standard, guideline, taxonomy, label and/or other regulatory or index inclusion criteria or voluntary guidelines with which an investor or its investments may be expected to comply or otherwise seeks to have. For example and without limitation, the Securities do not take into account any of the EU criteria for environmentally sustainable investments, including as set out under the EU Taxonomy Regulation (Regulation (EU) 2020/852) (or any equivalent regime); nor] [do not qualify as "sustainable investments" as defined under the Sustainable Finance Disclosure Regulations (Regulation (EU) 2019/2088) (or any equivalent regime)].] *(Insert for Securities linked to an Underlying Preference Share which is, in turn, linked to an index that is marketed as having "green", "sustainable", "social", "ESG" or similar considerations), amending as required:)* [Further, investors should assume that the ind[ex]/[ices] [is]/[are] not intended to qualify as [an 'EU Climate Transition Benchmark'] [or] [an 'EU Paris-Aligned Benchmark'] [or] [a 'UK Climate

Transition Benchmark'] [or] [a 'UK Paris-Aligned Benchmark'] under the EU Benchmarks Regulation or UK Benchmarks Regulation, as applicable.]]";

- (b) replacing item 4(b) (*Use of proceeds*) under "Part B – Other Information" of the Form of Final Terms on pages 133 and 134 of the Preference Share Linked Base Prospectus Securities Note in its entirety with the following:

"(b) Use of proceeds:

[●] [Not Applicable] (*If there is more than one principal intended use, the proceeds shall be broken down into each intended use and presented in order of priority of such use*)

(*Complete the following for Sustainable Securities*)

[An amount of funding equal to the net proceeds of the issue of the Sustainable Securities (as at the date of issuance) will be allocated as funding for the financing and/or re-financing of assets ("**Eligible Assets**") within a combined pool of green and social assets ("**Eligible Asset Pool**") as described in Barclays Sustainability Issuance Framework (which is provided on the Barclays investor relations website (<https://home.barclays/investor-relations/fixed-income-investors/funding-and-liquidity/green-and-social-bonds> (or its successor website))).]

[Please see "**8. Sustainable Securities**" below for more information]";

- (c) deleting paragraphs (f) (*Green Structured Securities*) and (g) (*Green Index Linked Securities*) from item 7 (*OPERATIONAL INFORMATION*) under "Part B – Other Information" of the Form of Final Terms on page 135 of the Preference Share Linked Base Prospectus Securities Note in their entirety;
- (d) replacing item 8 (*GREEN AND/OR SOCIAL NOTES AND/OR BARCLAYS ESG INDEX LINKED SECURITIES*) under "Part B – Other Information" of the Form of Final Terms on page 136 of the Preference Share Linked Base Prospectus Securities Note in its entirety with the following:

"8. **[SUSTAINABLE SECURITIES:**

[The Eligible Assets are selected based on the relevant Eligible Activities set out in the Sustainability Issuance Framework, and which were originated or refinanced up to 36 months prior to inclusion in the combined Eligible Asset Pool.]

[The Eligible Assets criteria have been designed by or on behalf of the Issuer to meet the International Capital Market Association ("**ICMA**") [Green Bond Principles] [Social Bond Principles] [Sustainability Bond Guidelines] [, the United Nations Sustainable Development Goals] as at the date of issuance of the Securities.]

[[The Issuer will apply an amount equal to all of the net proceeds from the issuance of the Sustainable Securities in the financing and/or refinancing of Eligible Assets as soon as reasonably practicable,] [●]. [However, if it is unable to, any shortfall will be invested (at the Issuer's own discretion) in cash and short-term and liquid investments in accordance with its liquidity policy until additional Eligible Assets are available] [●]. The amount and asset types to which proceeds from the issuance of the Sustainable Securities will be

applied to will be disclosed on the Barclays investor relations website (<https://home.barclays/investor-relations/fixed-income-investors/funding-and-liquidity/green-and-social-bonds/> (or its successor website)).]

[[Sustainalytics GmbH] [●] has provided [a second party opinion] [●] in which they have stated their belief that the Sustainability Issuance Framework complies with the core principles and key recommendations of the ICMA [Green Bond Principles] [Social Bond Principles] [Sustainability Bond Guidelines] (applicable as at the date of issuance of the Securities).]

[The Issuer will publish an investor report at least annually to include all outstanding applicable Securities on the Barclays investor relations website (<https://home.barclays/investor-relations/fixed-income-investors/funding-and-liquidity/green-and-social-bonds/> (or its successor website)).]

[insert other or further information (if any) on the use of proceeds for Sustainable Securities: [●]]";

- (e) amending item 20 "FX Disruption Event: (Preference Share General Condition 17 (FX Disruption Event))" from the section entitled "Form of Preference Share Confirmation" of the Form of Final Terms on page 148 of the Preference Share Linked Base Prospectus Securities Note as follows:

- "20. FX Disruption Event: (Preference Share General Condition 17 (FX Disruption Event)) [Applicable] [Not Applicable]
(if not applicable, delete the remaining subparagraphs of this paragraph)
- (a) [Specified Currency: [As defined in Preference Share General Condition 34 (Definitions and interpretation)[, but as further amended by Preference Share General Condition 15 (China Terms)]] [●] [Not Applicable]]
- (b) [Specified Jurisdiction: [As defined in Preference Share General Condition 34 (Definitions and interpretation)[, but as further amended by Preference Share General Condition 15 (China Terms)]] [●] [Not Applicable]]
- (c) [Funding Currency: [Applicable] [Not Applicable]]"; and

- (f) inserting the following new item 21 immediately after the existing item 20 "FX Disruption Event: (Preference Share General Condition 17 (FX Disruption Event))" from the section entitled "Form of Preference Share Confirmation" of the Form of Final Terms on page 148 of the Preference Share Linked Base Prospectus Securities Note as follows (and all subsequent items (and cross-references thereto) shall be renumbered accordingly):

- "21. FX Inbound Valuation Disruption Event: (Preference Share General Condition 18 (FX Inbound Valuation Disruption Event)) [Applicable] [Not Applicable]
(if not applicable, delete the remaining subparagraphs of this paragraph)
- (a) [Specified Currency: [As defined in Preference Share General Condition 34 (Definitions and interpretation)[, but as further amended by Preference Share General Condition 15 (China Terms)]] [●] [Not Applicable]]
- (b) [Specified Jurisdiction: [As defined in Preference Share General Condition 34 (Definitions and interpretation)[, but as further

amended by Preference Share General Condition 15
(*China Terms*))] [●] [Not Applicable]]

(c) [Funding Currency: [Applicable] [Not Applicable]]"; and

- (g) inserting the following new items 23(k) to 23(q) immediately after item 23(j) "*Foreign Ownership Event*" from the section entitled "*Form of Preference Share Confirmation*" of the Form of Final Terms on page 149 of the Preference Share Linked Base Prospectus Securities Note as follows (and all subsequent items (and cross-references thereto) shall be renumbered accordingly):

- " (k) [China Connect Early Applicable]
Redemption Event:
- (l) [China Early Redemption Applicable]
Event:
- (m) [China Regulatory Applicable]
Disruption Event:
- (n) [China Restriction Early Applicable]
Redemption Event:
- (o) [Local Jurisdiction Taxes Applicable]
and Expenses (Preference
Share General Condition
15 (*China Terms*));
- (p) [China Connect Service: Applicable]
- (q) [PRC Regulator Applicable]
Information Request Early
Redemption Event:

G) "*Information relating to Green and/or Social Notes and Barclays ESG Index Linked Securities*"

The section entitled "*Information relating to Green and/or Social Notes and Barclays ESG Index Linked Securities*" on pages 153 to 160 of the Preference Share Linked Base Prospectus Securities Note shall be amended, updated and supplemented by replacing it (including the title of such section) in its entirety with the information provided under the Annex attached hereto.

H) "*Clearance and Settlement*"

This section entitled "*Clearance and Settlement*" on page 161 of the Preference Share Linked Base Prospectus Securities Note shall be amended, updated and supplemented by inserting a new sub-section immediately after the existing sub-section entitled "*Definitive Securities*" on page 161 of the Preference Share Linked Base Prospectus Securities Note as follows:

"Transfer Restrictions in respect of Products applicable to China Terms

Each purchaser of Securities linked to Share Linked Preference Shares or Equity Index Linked Preference Shares that (i) refer to Reference Assets that are Shares listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) or Equity Indices to which any of its Components are listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) or (ii) are CCS Equity Linked Preference Shares, and each subsequent purchaser of such Securities for re-sale to any investor, by accepting delivery of this Base Prospectus and the Securities, will be deemed to have represented, agreed and acknowledged that (terms used in this paragraph that are defined in the China Terms are used herein as defined therein):

- (a) **Information Request by PRC Regulators**

If the Issuer and/or its Affiliates receives a PRC Regulator Information Request from the PRC Regulators, each purchaser of the Securities or if it is acting for the account or benefit of an investor, such investor:

- (i) consents to the provision of information in relation to a PRC Regulator Information Request that is already in the Issuer and/or its Affiliates' possession, and confirms that it is not subject to any law which prohibits such disclosure;
- (ii) undertakes and agrees to provide such additional information and documents relating to the Securities and/or the Holder(s), any purchaser and/or any investor, as may be requested by the Issuer and/or its Affiliates, in order for the Issuer and/or its Affiliates to comply with a PRC Regulator Information Request; and
- (iii) acknowledges and agrees that, the Issuer may notify the Preference Share Issuer to declare a Local Jurisdiction Early Redemption Event and redeem the Preference Shares in whole at their Local Jurisdiction Early Cash Settlement Amount, which in turn will result in early redemption of the Securities and, in such case, the purchaser may receive back less than the initial investment.

(b) **China Market Access Products:**

The purchaser of the Securities is not, nor is it acting for the account or benefit of an investor who is:

- (i) a Domestic Investor;
- (ii) purchasing the Securities as trustee for a trust, where interests in the trust are majority-owned by, or the management decision over the trust is controlled by, one or more Domestic Investor(s). For the avoidance of doubt, in the case only where a trust's investments are being managed on a discretionary basis by an investment manager, such investment manager shall not be deemed to control such trust for the purposes of this representation by reason only of it being able to control the decision-making in relation to the trust's financial, investment and/or operating policies;
- (iii) making payments in relation to the Securities involving moneys financed by or sourced from any Domestic Investor in contravention of the laws and regulations of the PRC; or
- (iv) purchasing the Securities as an agent of any person or entity rather than as principal.

(c) **China Connect**

The purchaser of the Securities is, or it is acting for the account or benefit of an investor who is:

- (i) not (A) a PRC Citizen resident in the PRC (excluding Hong Kong, Macau and Taiwan); or (B) a legal entity incorporated or registered in the PRC (excluding Hong Kong, Macau and Taiwan); or
- (ii) using assets located outside of the PRC (excluding Hong Kong, Macau and Taiwan) to purchase, redeem or make any other payments in relation to the Securities."

I) "Terms and Conditions of the Preference Shares"

The section entitled "*Terms and Conditions of the Preference Shares*" on pages 167 to 285 of the Preference Share Linked Base Prospectus Securities Note shall be amended, updated and supplemented by:

- (a) inserting the following new sub-items after the existing sub-item entitled "13. *Depositary Receipt Provisions*", entitled "14. *Local Jurisdiction Early Redemption Events*" and "15. *China Terms*" under sub-section (D) entitled "EQUITY LINKED CONDITIONS AND DISRUPTION EVENTS" under the section entitled "TERMS AND CONDITIONS OF THE PREFERENCE SHARES" on

page 166 of the Preference Share Linked Base Prospectus Securities Note (and all subsequent sub-items (and cross-references thereto) shall be renumbered accordingly);

- (b) inserting the following new sub-item after existing sub-item entitled "17. *FX Disruption Event*" (as renumbered above), entitled "18. *FX Inbound Valuation Disruption Event*" under sub-section (E) entitled "GENERAL PROVISIONS" under the section entitled "TERMS AND CONDITIONS OF THE PREFERENCE SHARES" on page 166 of the Preference Share Linked Base Prospectus Securities Note (and all subsequent sub-items (and cross-references thereto) shall be renumbered accordingly);
- (c) inserting the following new Preference Share General Condition 14 and Preference Share General Condition 15 immediately after the existing Preference Share General Condition 13 entitled "*Depositary Receipt Provisions*" on pages 248 to 253 of the Preference Share Linked Base Prospectus Securities Note as follows (and all subsequent Preference Share General Conditions (and cross-references thereto) shall be renumbered accordingly):

"14. Local Jurisdiction Early Redemption Events

14.1 China Connect Early Redemption Event

In respect of (i) Share Linked Preference Shares that reference one or more Reference Assets that are Shares listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) and have been or are available for trading under the China Connect Service or (ii) Equity Index Linked Preference Shares that reference one or more Reference Assets that are Equity Indices to which any of its constituents are Shares listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) and have been or are available for trading under the China Connect Service and in relation to which 'China Connect Early Redemption Event' is specified as applicable in the Preference Share Confirmation, in addition to the Preference Share Issuer's rights in relation to early redemption of the Preference Shares as set out in the Preference Share General Conditions, the Preference Share Issuer may redeem the Preference Shares early upon the occurrence of a China Connect Early Redemption Event.

If a China Connect Early Redemption Event occurs, the Preference Share Issuer may declare a Local Jurisdiction Early Redemption Event and redeem the Preference Shares in whole at their Local Jurisdiction Early Cash Settlement Amount.

14.2 China Early Redemption Event

In respect of (i) Share Linked Preference Shares that reference one or more Reference Assets that are Shares listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) that are (A) denominated and traded in Renminbi or (B) denominated in Renminbi but traded in a foreign currency, and issued in accordance with the Securities Law of the PRC (excluding Hong Kong, Macau, and Taiwan) and the Rules for Onshore Listing of Foreign Funded Shares by Joint Stock Companies or (ii) Equity Index Linked Preference Shares that reference one or more Reference Assets that are Equity Indices to which any of its constituents are Shares listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) that are (A) denominated and traded in Renminbi or (B) denominated in Renminbi but traded in a foreign currency, and issued in accordance with the Securities Law of the PRC (excluding Hong Kong, Macau, and Taiwan) and the Rules for Onshore Listing of Foreign Funded Shares by Joint Stock Companies, and in relation to which 'China Early Redemption Event' is specified as applicable in the Preference Share Confirmation, in addition to the Preference Share Issuer's rights in relation to early redemption of the Preference Shares as set out in the Preference Share General Conditions, the Preference Share Issuer may redeem the Preference Shares early upon the occurrence of a China Early Redemption Event.

If a China Early Redemption Event occurs, the Preference Share Issuer may declare a Local Jurisdiction Early Redemption Event and redeem the Preference Shares in whole at their Local Jurisdiction Early Cash Settlement Amount.

14.3 China Restriction Early Redemption Event

In respect of Share Linked Preference Shares or Equity Index Linked Preference Shares that (i) reference one or more Reference Assets that are Shares listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) or Equity Indices to which any of its Components are Shares listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) or (ii) are CCS Equity Linked Preference Shares (as defined in the China Terms), and in relation to which 'China Restriction Early Redemption Event' is specified as applicable in the Preference Share Confirmation, in addition to the Preference Share Issuer's rights in relation to early redemption of the Preference Shares as set out in the Preference Share General Conditions, the Preference Share Issuer may redeem the Preference Shares early upon the occurrence of a China Restriction Early Redemption Event.

If a China Restriction Early Redemption Event occurs, the Preference Share Issuer may declare a Local Jurisdiction Early Redemption Event and redeem the Preference Shares in whole at their Local Jurisdiction Early Cash Settlement Amount.

14.4 PRC Regulator Information Request Early Redemption Event

In respect of (i) Share Linked Preference Shares that reference one or more Reference Assets that are Shares listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) that are (A) denominated and traded in Renminbi or (B) denominated in Renminbi but traded in a foreign currency, and issued in accordance with the Securities Law of the PRC (excluding Hong Kong, Macau, and Taiwan) and the Rules for Onshore Listing of Foreign Funded Shares by Joint Stock Companies or (ii) Equity Index Linked Preference Shares that reference one or more Reference Assets that are Equity Indices to which any of its constituents are Shares listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) that are (A) denominated and traded in Renminbi or (B) denominated in Renminbi but traded in a foreign currency, and issued in accordance with the Securities Law of the PRC (excluding Hong Kong, Macau, and Taiwan) and the Rules for Onshore Listing of Foreign Funded Shares by Joint Stock Companies, and in relation to which 'PRC Regulator Information Request Early Redemption Event' is specified as applicable in the Preference Share Confirmation, in addition to the Preference Share Issuer's rights in relation to early redemption of the Preference Shares as set out in the Preference Share General Conditions, the Preference Share Issuer may, upon receipt of a notice from the Issuer of the relating Securities, redeem the Preference Shares early upon the occurrence of a PRC Regulator Information Request Early Redemption Event.

If a PRC Regulator Information Request Early Redemption Event occurs, the Issuer may notify the Preference Share Issuer to declare a Local Jurisdiction Early Redemption Event and redeem the Preference Shares in whole at their Local Jurisdiction Early Cash Settlement Amount.

15. China Terms

In respect of Share Linked Preference Shares or Equity Index Linked Preference Shares that (i) refer to Reference Assets that are Shares listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) or Equity Indices to which any of its Components are listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) or (ii) are CCS Equity Linked Preference Shares, the terms and definitions as set out below shall supplement the Equity Linked Conditions and apply to the Preference

Shares, unless in the case of (i), the Determination Agent determines they are not relevant or material to such Preference Shares.

In the event of any inconsistency between (i) these China Terms and (ii) the Equity Linked Conditions, the China Terms shall prevail and apply to such Preference Shares.

15.1 **Scheduled Trading Day**

The definition of "Scheduled Trading Day" in Preference Share General Condition 34 (*Definitions and interpretation*) shall be deleted and replaced with the following:

""**Scheduled Trading Day**" means any day on which (i) each Exchange and each Related Exchange are scheduled to be open for trading for their respective regular trading sessions; and (ii) the China Connect Service is scheduled to be open for order-routing for its regular order-routing sessions."

15.2 **Exchange Business Day**

The definition of "Exchange Business Day" in Preference Share General Condition 34 (*Definitions and interpretation*) shall be deleted and replaced with the following:

""**Exchange Business Day**" means any Scheduled Trading Day (i) on which each Exchange and each Related Exchange are open for trading during their respective regular trading sessions, notwithstanding any such Exchange or Related Exchange closing prior to its Scheduled Closing Time and (ii) which is a China Connect Business Day."

15.3 **Additional provisions relating to Market Disruption Event**

Paragraph (a) definition of "Market Disruption Event" in Preference Share General Condition 34 (*Definitions and interpretation*) shall be amended by inserting the following new sub-paragraphs (v) and (vi) immediately after the existing sub-paragraph (iv):

"(v) a China Connect Disruption, which the Determination Agent determines is material; or

(vi) a China Connect Early Closure, which the Determination Agent determines is material; or"

15.4 **Scheduled Closing Time**

The definition of "Scheduled Closing Time" in Preference Share General Condition 34 (*Definitions and interpretation*) shall be deleted and replaced with the following:

""**Scheduled Closing Time**" means, in respect of an Exchange, Related Exchange or the China Connect Service and a Scheduled Trading Day, the scheduled weekday closing time of such Exchange, Related Exchange or the China Connect Service on such Scheduled Trading Day, without regard (in the case of any Exchange or Related Exchange) to after hours or any other trading outside of the regular trading session hours or (in the case of the China Connect Service) any after-hours or any other order-routing outside of the regular order-routing session hours."

15.5 **Additional provisions relating to Disrupted Day**

The definition of "Disrupted Day" in Preference Share General Condition 34 (*Definitions and interpretation*) shall be amended by inserting the following new words in paragraph (a) immediately after the words "regular trading session":

", or on which the China Connect Service fails to open for order-routing during its regular order-routing session,"

15.6 Additional Disruption Event

The definition of "Additional Disruption Event" in Preference Share General Condition 34 (*Definitions and interpretation*) shall be amended by inserting a new limb (h) under the existing limb (g) as follows:

"(h) if the Preference Shares are (A) Share Linked Preference Shares that reference one or more Reference Assets that are Shares listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) and have been or are available for trading under the China Connect Service or (B) Equity Index Linked Preference Shares that reference one or more Reference Assets that are Equity Indices to which any of its constituents are Shares listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) and have been or are available for trading under the China Connect Service, each of a China Connect Share Disqualification Event, a China Connect Service Termination Event and a China Regulatory Disruption Event."

15.7 Additional provisions relating to Potential Adjustment Events

The following words shall be inserted at the end of the first paragraph of Preference Share General Condition 10.1 (*Potential Adjustment Events*):

"Further, the Determination Agent may (but need not) take into account any requirement, adjustment and/or limitation that may be imposed by the China Connect Service or any action or inaction by any one or more of the Exchange, SEHK, CSDCC and HKSCC in relation to such Potential Adjustment Event in respect of Shares held through the China Connect Service."

15.8 Additional provisions relating to Merger Events, Nationalisation, Insolvency, Insolvency Filing, Delisting and Tender Offers

Preference Share General Condition 10.2 (*Merger Events, Nationalisation, Insolvency, Insolvency Filing, Delisting and Tender Offers*) shall be amended by inserting the following words at the end of the paragraph before the full stop:

"provided that in the case of a Merger Event or Tender Offer, in its determinations of any adjustments to the terms of the Preference Shares to account for the economic effect on the Preference Shares of the Merger Event or the Tender Offer (as the case may be), the Determination Agent may (but need not) take into account any requirement, adjustment and/or limitation that may be imposed by the China Connect Service or any action or inaction by any one or more of the Exchange, SEHK, CSDCC and HKSCC in relation to such Merger Event or Tender Offer (as the case may be) in respect of Shares held through the China Connect Service."

15.9 China Connect Share Disqualification Event

A "**China Connect Share Disqualification Event**" shall occur if, in the determination of the Determination Agent, the occurrence of any event, issuance of any announcement, publication or notification, in each case on or after the Trade Date where the Shares will cease or have ceased to be accepted as 'China Connect Securities' (as defined in the rules of the exchange of SEHK) for the purpose of the China Connect Service.

15.10 China Connect Service Termination Event

A "**China Connect Service Termination Event**" shall occur if, in the determination of the Determination Agent, the occurrence of any announcement, on or after the Trade Date, by one or more of the Exchange, SEHK, the CSDCC, HKSCC or any regulatory authority with competent jurisdiction of a suspension or termination of the China Connect Service or a part thereof for any reason which materially affects the routing of orders in respect of, or holding of, the Shares through the China Connect Service and the Determination Agent determines that there is a reasonable likelihood that such suspension or termination is not, or will not be, temporary.

15.11 China Regulatory Disruption Event

A "**China Regulatory Disruption Event**" shall occur if, on or after the Trade Date, due to:

- (a) the adoption of or any change in any applicable law or regulation (including, without limitation, any tax law); or
- (b) the promulgation of, or any change in the formal or informal interpretation by any court, tribunal, government or regulatory authority with competent jurisdiction of, any relevant law or regulation (including any action taken by a taxing authority); and/or
- (c) the public or private statement or action by any court, tribunal, government, regulatory authority (including a taxing authority) or exchange or any official or representative of any such party (in each case, acting in an official capacity),

the Determination Agent determines in good faith that:

- (i) it will or there is a substantial likelihood that it will become or it has become, illegal, for the Preference Share Issuer and/or its Affiliates; or
- (ii) the Preference Share Issuer and/or its Affiliates will or there is a substantial likelihood that the Preference Share Issuer and/or its Affiliates will suffer or has suffered, a material adverse consequence, material obstacle or material burden,

to (x) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any Hedge Positions or futures contracts related to the Preference Shares, (y) freely realise, recover, receive, repatriate, remit or transfer the proceeds of, or any amounts in connection with, any Hedge Positions, futures contracts related to the Hedge Positions or the Preference Shares themselves or (z) satisfy the Preference Share Issuer's obligations under the Preference Shares.

15.12 Additional provisions relating to Affected Jurisdiction Hedging Disruption

For the avoidance of doubt, in respect of CCS Equity Linked Preference Shares only, the words 'using commercially reasonable efforts' to hedge the risks with respect to the Preference Shares, as used in the definition of "Affected Jurisdiction Hedging Disruption" in Preference Share General Condition 34 (*Definitions and interpretation*), does not include the use of any quota granted to the Preference Share Issuer or its Affiliates under the Qualified Foreign Institutional Investor (QFII) or Renminbi Qualified Foreign Institutional Investor (RQFII) schemes.

15.13 Additional provisions for FX Disruption Event

'FX Disruption Event' is as defined in Preference Share General Condition 15.15 (*China Definitions*) below, provided that references to:

- (a) 'inside the Specified Jurisdiction' means:
 - (i) in the case of Offshore CNY, 'within Hong Kong'; and
 - (ii) in the case of CNY, 'within the PRC (excluding Hong Kong, Macau and Taiwan)';
- (b) 'outside the Specified Jurisdiction' means:
 - (i) in the case of Offshore CNY, 'outside Hong Kong and the PRC (excluding Hong Kong, Macau and Taiwan)'; and
 - (ii) in the case of CNY, 'outside the PRC (excluding Hong Kong, Macau and Taiwan)'; and
- (c) in the case of Offshore CNY, 'customary legal channels' and 'commercially reasonable rate' shall exclude any channel or rate, respectively, applicable to any purchase or sale of CNY where such CNY is required by relevant laws or regulations for settlement of any cross-border trade transaction with an entity in the PRC (excluding Hong Kong, Macau and Taiwan), or any purchase or sale of CNY for personal customers residing in Hong Kong.

Further, for the purpose of sub-paragraphs (iv) and (v) of the definition of 'FX Disruption Event', a segregated Chinese Renminbi fiduciary cash account with the People's Bank of China and operated by Bank of China (Hong Kong) Limited shall be deemed to be an account within Hong Kong.

15.14 **Additional provisions for FX Inbound Valuation Disruption Event**

'FX Inbound Valuation Disruption Event' is as defined in Preference Share General Condition 15.15 (*China definitions*) below, provided that references to:

- (a) 'within that Specified Jurisdiction' means:
 - (i) in the case of Offshore CNY, 'within Hong Kong'; and
 - (ii) in the case of CNY, 'within the PRC (excluding Hong Kong, Macau and Taiwan)';
- (b) 'outside any Specified Jurisdiction' means:
 - (i) in the case of Offshore CNY, 'outside Hong Kong and the PRC (excluding Hong Kong, Macau and Taiwan)'; and
 - (ii) in the case of CNY, 'outside the PRC (excluding Hong Kong, Macau and Taiwan)'; and
- (c) in the case of Offshore CNY, references to 'customary legal channels' and 'commercially reasonable rate' shall exclude any channel or rate, respectively, applicable to any purchase or sale of CNY where such CNY is required by relevant laws or regulations for settlement of any cross-border trade transaction with an entity in the PRC (excluding Hong Kong, Macau and Taiwan), or any purchase or sale of CNY for personal customers residing in Hong Kong; and
- (d) a new sub-paragraph (d) and sub-paragraph (e) shall be inserted after the end of sub-paragraph (c) before the word 'in':
 - "(d) transfer any amounts denominated in Offshore CNY between accounts within Hong Kong; and
 - (e) transfer any amounts denominated in CNY between accounts within the PRC (excluding Hong Kong, Macau and Taiwan)."

Further, for the purpose of sub-paragraphs (a) and (d) of the definition of 'FX Inbound Valuation Disruption Event', a segregated Chinese Renminbi fiduciary cash account with the People's Bank of China and operated by Bank of China (Hong Kong) Limited shall be deemed to be an account within Hong Kong.

15.15 **China definitions**

In respect of Share Linked Preference Shares or Equity Index Linked Preference Shares that (i) refer to Reference Assets that are Shares listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) or Equity Indices to which any of its Components are listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) or (ii) are CCS Equity Linked Preference Shares, the definitions as set out below shall apply to the Preference Shares:

"Affected Jurisdiction" means Hong Kong and/or the PRC (excluding Hong Kong, Macau and Taiwan), as determined by the Determination Agent.

"CCS Equity Linked Preference Share(s)" means Share Linked Preference Shares and Equity Index Linked Preference Shares that refer to Reference Assets that are Shares listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) or Equity Indices to which any of its Components are listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan) and in relation to which 'China Connect Service' is specified as applicable in the Preference Share Confirmation.

"China Connect Business Day" means any Scheduled Trading Day on which the China Connect Service is open for order-routing during its regular order-routing sessions, notwithstanding the China Connect Service closing prior to its Scheduled Closing Time.

"China Connect Disruption" means (i) any suspension of or limitation imposed on routing of orders (including in respect of buy orders only, sell orders only or both buy and sell orders) through the China Connect Service, relating to the Share on the Exchange; or (ii) any event (other than a China Connect Early Closure) that disrupts or impairs the ability of the market participants in general to enter orders in respect of Shares through the China Connect Service.

"China Connect Early Closure" means the closure on any China Connect Business Day of the China Connect Service prior to its Scheduled Closing Time.

"China Connect Early Redemption Event" means the occurrence of any of the following events in the determination of the Determination Agent:

- (a) a purchaser of a Relevant Financial Product is, or it is acting for the account or benefit of an investor who is (i) a PRC Citizen resident in the PRC (excluding Hong Kong, Macau and Taiwan); or (ii) a legal entity incorporated or registered in the PRC (excluding Hong Kong, Macau and Taiwan); or
- (b) a purchaser of a Relevant Financial Product is, or it is acting for the account or benefit of an investor who is, not using assets located outside of the PRC (excluding Hong Kong, Macau and Taiwan) to purchase, redeem or make any other payments in relation to a Relevant Financial Product.

"China Connect Service" means the securities trading and clearing links programme developed by the **Exchange**, SEHK, the CSDCC and HKSCC, through which (i) SEHK and/or its Affiliates provides order-routing and other related services for certain eligible securities traded on the Exchange and (ii) CSDCC and HKSCC provides clearing, settlement, depository and other services in relation to such securities.

"China Early Redemption Event" means the occurrence of any of the following events in the determination of the Determination Agent:

- (a) a purchaser of a Relevant Financial Product is, or it is acting for the account or benefit of an investor who is (i) a PRC Citizen resident in the PRC (excluding Hong Kong, Macau and Taiwan) or a holder of a joint bank account for which one of the holders is a PRC Citizen resident in the PRC; (ii) a PRC Citizen resident outside the PRC who is not a permanent resident of another country or permanent resident of Hong Kong, Macau or Taiwan; or (iii) a Legal Person Registered in the PRC (excluding Hong Kong, Macau and Taiwan) (each a **"Domestic Investor"**);
- (b) a purchaser of a Relevant Financial Product is, or it is acting for the account or benefit of an investor who is, acting as trustee for a trust, where interests in the trust are majority-owned by, or the management decision over the trust is controlled by, one or more Domestic Investor(s). For the avoidance of doubt, in the case only where a trust's investments are being managed on a discretionary basis by an investment manager, such investment manager shall not be deemed to control such trust for the purposes of this representation by reason only of it being able to control the decision-making in relation to the trust's financial, investment and/or operating policies; or
- (c) any payments made by a purchaser of a Relevant Financial Product or an investor for whom it acts in relation to a Relevant Financial Product involve moneys financed by or sourced from any Domestic Investor in contravention of the laws and regulations of the PRC.

For the purposes of the definition of 'China Early Redemption Event', the terms below shall have the following meanings:

"Legal Person Registered in the PRC" means an entity incorporated or organised in the PRC (excluding Hong Kong, Macau and Taiwan).

"trust" includes a trust fund or any similar arrangement where the legal title to the trust assets are held by a trustee or legal representative but the beneficial interests in the trust assets are held by beneficiaries; and **"trustee"** shall be construed accordingly.

"Chinese Renminbi", **"CNY"** and **"Renminbi"** each means the lawful currency of the PRC.

"China Restriction Early Redemption Event" means that, on or after the Trade Date, any announcement by one or more of the Exchange, SEHK, the CSDCC, HKSCC or any regulatory authority with competent jurisdiction, of a suspension or restriction of the China Connect Service or a part thereof (whether temporary or otherwise), or a suspension or restriction in respect of Shares or Components that are listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan), that relates to a purchaser of a Relevant Financial Product or an investor for whom it acts, such purchaser's or investor's investment manager or advisor (if any) and/or any of such purchaser's or investor's Affiliates and/or any of their respective investment manager or advisors (if any), including, any suspension or restriction that materially affects the ability of such entities to hold, acquire or dispose of Shares or Components that are listed on an Exchange in the PRC (excluding Hong Kong, Macau and Taiwan).

"CSDCC" means the China Securities Depository and Clearing Corporation.

"Exchange Rate" means, in respect of a day, the applicable rate of exchange for conversion of any amount into the Settlement Currency as determined by the Determination Agent, provided that in respect of CCS Equity Linked Preference Shares, the rate of exchange for Offshore CNY shall be used for any conversions relating to CNY.

"Funding Currency" means, if specified as 'Applicable' in the Preference Share Confirmation, the currency of the fund obtained by the Hedging Provider to acquire, establish, re-establish, substitute or maintain of its position in any Reference Asset.

"FX Disruption Event" means the occurrence of any of the following events:

- (a) the determination by the Determination Agent of the occurrence of any event on or prior to the relevant payment date that has or would have the effect of preventing or delaying the Hedging Provider directly or indirectly from, through customary legal channels:
 - (i) converting the Specified Currency into the Settlement Currency or, if applicable, either converting the Specified Currency into the Funding Currency or converting the Funding Currency into the Settlement Currency;
 - (ii) converting the Specified Currency into the Settlement Currency or, if applicable, either converting the Specified Currency into the Funding Currency or converting the Funding Currency into the Settlement Currency, in each case at a rate at least as favourable as the rate for domestic institutions located in the Specified Jurisdiction;
 - (iii) converting the Specified Currency into the Settlement Currency or, if applicable, either converting the Specified Currency into the Funding Currency or converting the Funding Currency into the Settlement Currency, in each case at a commercially reasonable rate;
 - (iv) delivering the Settlement Currency from accounts inside the Specified Jurisdiction to accounts outside the Specified Jurisdiction or between accounts inside the Specified Jurisdiction or to a party that is a non-resident of the Specified Jurisdiction;
 - (v) delivering the Specified Currency from accounts inside the Specified Jurisdiction to accounts outside the Specified Jurisdiction or between accounts inside the Specified Jurisdiction or to a party that is a non-resident of the Specified Jurisdiction; or
 - (vi) if applicable, delivering the Funding Currency from accounts inside the Specified Jurisdiction to accounts outside the Specified Jurisdiction or between accounts inside the Specified Jurisdiction or to a party that is a non-resident of the Specified Jurisdiction; or
- (b) the Determination Agent determines that the government of the Specified Jurisdiction has given public notice of its intention to impose any capital controls which the Determination Agent determines are likely to materially affect the Hedging Provider's ability to hedge its obligations with respect to the Preference Shares, maintain such hedge or to unwind such hedge and/or its ability to maintain, replace, transfer, unwind, liquidate or recover any futures contracts related to such hedge.

"FX Inbound Valuation Disruption Event" means, in the determination of the Determination Agent, the occurrence of any event on or after the Trade Date whereby the Hedging Provider is unable, after using commercially reasonable efforts, through customary legal channels to:

- (a) transfer any amounts denominated in the Settlement Currency or, if applicable, the Funding Currency from one or more accounts outside any Specified Jurisdiction to one or more accounts within that Specified Jurisdiction;

- (b) convert any amounts denominated in the Settlement Currency or, if applicable, the Funding Currency at a commercially reasonable rate into a Specified Currency; and/or
- (c) obtain a commercially reasonable rate to convert an amount denominated in the Settlement Currency or, if applicable, the Funding Currency into a Specified Currency,

in each case, for the purposes of establishing, maintaining, transferring, unwinding, disposing, or recovering one or more Hedge Positions and/or futures contracts related to such Hedge Positions or the proceeds of such Hedge Positions or related futures contracts to determine a relevant payment obligation in relation to a Class of Preference Shares.

"**HKSCC**" means the Hong Kong Securities Clearing Company Limited.

"**Local Jurisdiction Early Cash Settlement Amount**" means an amount per Calculation Amount in the Settlement Currency determined as the pro rata proportion of the market value of the Preference Shares. Such amount shall be determined on or about the Business Day following the date the Local Jurisdiction Early Redemption Event is declared by the Preference Share Issuer by reference to such factors as the Determination Agent considers to be appropriate including, without limitation, as soon as reasonably practicable following the event giving rise to the early redemption of the Preference Shares and by reference to such factors as the Determination Agent considers to be appropriate including, without limitation:

- (a) market prices or values for the Reference Asset(s) and other relevant economic variables (such as interest rates and, if applicable, Exchange Rates) at the relevant time;
- (b) the remaining term of the Preference Shares had they remained outstanding to scheduled maturity and/or any scheduled early redemption;
- (c) the value at the relevant time of any minimum redemption amount which would have been payable had the Preference Shares remained outstanding to scheduled maturity and/or any scheduled early redemption;
- (d) internal pricing models; and
- (e) prices at which other market participants might bid for securities similar to the Preference Shares,

provided that the Determination Agent may adjust such amount to take into account deductions for any costs (including Local Jurisdiction Regulatory Costs), charges, fees, accruals, losses, withholdings and expenses (including Local Jurisdiction Taxes and Expenses), which are or will be incurred by the Preference Share Issuer or its Affiliates in connection with the unwinding of any Hedge Positions and/or related funding arrangements, when determining such market value.

"**Local Jurisdiction Regulatory Costs**" means, in respect of an early redemption event, any costs, losses or expenses incurred by the Preference Share Issuer or any of its Affiliates in relation to any inquiry or investigation by the applicable regulatory authority, or any discussion between the Preference Share Issuer or any of its Affiliates and any such regulatory authority, which arises or becomes necessary as a result of such early redemption event, including, without limitation, any fines, sanctions or penalties imposed or expected to be imposed on the Preference Share Issuer or any of its Affiliates or any legal costs incurred or expected to be incurred by the Preference Share Issuer or any of its Affiliates in connection with any such regulatory inquiries, investigations or discussions.

"Local Jurisdiction Taxes and Expenses" means, in respect of each Preference Share, Local Market Expenses and all present, future or contingent Taxes, together with interest, additions to Taxes or penalties, which are (or may be) or were (or may have been) withheld or payable or otherwise incurred under the laws, regulations or administrative practices of the jurisdiction of the Shares (in the case of Share Linked Preference Shares) or a Component comprised in an Equity Index (in the case of Equity Index Linked Preference Shares) or any other state (or political subdivision or authority thereof or therein) (the **"Local Jurisdiction"**) in respect of:

- (a) the issue, transfer, redemption, unwind or enforcement of the Preference Shares;
- (b) any payment to such Shareholder(s);
- (c) a person (not resident in the Local Jurisdiction) or its agent's Shares (in the case of Share Linked Preference Shares) or a Component comprised in an Equity Index (in the case of Equity Index Linked Preference Shares) or any rights, distributions or dividends appertaining to such Shares (in the case of Share Linked Preference Shares) or a Component comprised in an Equity Index (in the case of Equity Index Linked Preference Shares) (had such an investor (or agent) purchased, owned, held, realised, sold or otherwise disposed of Shares (in the case of Share Linked Preference Shares) or a Component comprised in an Equity Index (in the case of Equity Index Linked Preference Shares)) in such a number as the Determination Agent may determine to be appropriate as a hedge or related trading position in connection with the Preference Shares; or
- (d) any of the Preference Share Issuer's (or any Affiliates') other hedging arrangements in connection with the Preference Shares.

"Local Market Expenses" means (a) all costs, charges, fees, accruals, withholdings and expenses incurred in the local market of the Reference Asset or any Hedge Position, and (b) all costs, losses and expenses incurred as a result of any foreign exchange suspension or settlement delays or failures in the local market of the Reference Asset or any Hedge Position. In determining such Local Market Expenses, the Determination Agent may take into account (i) the amount and timing of payments that the Preference Share Issuer or its Affiliates (as the case may be) would receive under its Hedge Position(s), (ii) whether the Hedge Positions include illiquid or non-marketable assets (which may be valued at zero) or synthetic hedges (where the mark-to-market may be zero or in-the-money to the relevant counterparty to the Hedge Positions) and (iii) whether the Preference Share Issuer or its Affiliates would be subject to contingent liabilities, including any requirement to return any distributions or otherwise make any payments.

"Offshore CNY" means the lawful currency of the PRC settled solely by transfer to a Renminbi bank account maintained in accordance with applicable laws and regulations in Hong Kong.

"PRC" means People's Republic of China.

"PRC Citizen" means any person holding a resident identification card or other equivalent government-issued identification of the PRC (excluding Hong Kong, Macau and Taiwan).

"PRC Regulator Information Request Early Redemption Event" means that, on or after the Trade Date, the Issuer and/or its Affiliates receives a request by the China Securities Regulatory Commission, the People's Bank of China, the State Administration of Foreign Exchange and/or any other relevant governmental, regulatory or listing authority of the People's Republic of China (excluding Hong Kong, Macau and Taiwan) (together, the **"PRC Regulators"**) to provide information regarding a Relevant Financial Product, including (without limitation) details of the identity of the holder(s), the

distributor(s) of a Relevant Financial Product and/or the purchaser(s) to whom a Relevant Financial Product has been sold and/or distributed (such request, a "**PRC Regulator Information Request**"), and the Issuer and/or its Affiliates are unable to comply with this PRC Regulator Information Request as a result of the holder(s), distributor(s) and/or purchaser(s) failing to provide the relevant information to the Issuer and/or its Affiliates.

"**Relevant Financial Product**" means any financial product the return on which is directly dependent on the value of the relevant Class of Preference Shares.

"**SEHK**" means The Stock Exchange of Hong Kong Limited.

"**Specified Currency**" means, in respect of a Share (in the case of Share Linked Preference Shares), the currency of denomination for such Share or, in respect of a Component or an Equity Index (in the case of Equity Index Linked Preference Shares), the currency of denomination of such Component or Index, unless otherwise specified in the Preference Share Confirmation.

"**Specified Currency**" means CNY or Offshore CNY, as determined by the Determination Agent.

"**Specified Jurisdiction**" means Hong Kong and/or the PRC (excluding Hong Kong, Macau and Taiwan), as determined by the Determination Agent.";

- (d) inserting the following new Preference Share General Condition 18 immediately after the existing Preference Share General Condition 17 entitled "*FX Disruption Event*" (as renumbered above) on page 254 of the Preference Share Linked Base Prospectus Securities Note as follows (and all subsequent Preference Share General Conditions (and cross-references thereto) shall be renumbered accordingly):

"18. **FX Inbound Valuation Disruption Event**

The following provisions of this Preference Share General Condition 18 will apply to all Share Linked Preference Shares and Equity Index Linked Preference Shares.

- 18.1 If the Preference Share Confirmation specifies 'FX Inbound Valuation Disruption Event' to be 'Applicable', upon the occurrence of an FX Inbound Valuation Disruption Event, the Preference Share Issuer may take any one or more of the following actions:

- (a) (i) postpone the relevant Valuation Date, Averaging Date or any other relevant date of determination until, in the determination of the Determination Agent, an FX Inbound Valuation Disruption Event is no longer subsisting; and
- (ii) request that the Determination Agent determines whether an appropriate adjustment can be made to the Preference Share General Conditions and any other provisions relating to the Preference Shares to account for such postponement. If the Determination Agent determines that such adjustment(s) can be made, the Preference Share Issuer shall determine the effective date of such adjustment(s) and take the necessary steps to effect such adjustment(s). The Preference Share Issuer shall notify Shareholders of any such adjustment(s) of the Preference Share General Conditions as soon as reasonably practicable after the nature and effective date of the adjustments are determined. If the Determination Agent determines that no adjustment that could be made would produce a commercially reasonable result, it shall notify the Preference Share Issuer of such determination and no adjustment(s) shall be made. None of the Determination Agent, the Preference Share Issuer or any other party shall

be liable to any holder, Shareholder or any other person for any determination and/or adjustment made by the Determination Agent and/or the Preference Share Issuer pursuant to this Preference Share General Condition 14.1(a)(ii); and

(iii) the date for payment of the payment obligations to which the FX Inbound Valuation Disruption Event relates (including a Scheduled Redemption Date, Optional Cash Redemption Date, Early Cash Redemption Date and/or date of payment of any other amount payable by the Preference Share Issuer pursuant to the Preference Share General Conditions) will be postponed accordingly; or

(b) on giving not less than ten Business Days' irrevocable notice to Shareholders (or such other notice period as may be specified in the Preference Share Confirmation) (such period the "**Early Redemption Notice Period**"), redeem all of the Preference Shares of the relevant Series in whole, subject to Preference Share General Condition 6 (*Final Redemption*), Preference Share General Condition 3 (*Calculations and publication*) and Preference Share General Condition 4 (*Payments*), at their Early Cash Settlement Amount on the Early Cash Redemption Date.

18.2 Upon the occurrence of an FX Inbound Valuation Disruption Event, the Preference Share Issuer shall give notice as soon as practicable to the Shareholders stating the occurrence of the FX Inbound Valuation Disruption Event, giving details thereof and the action proposed to be taken in relation thereto."; and

(e) inserting the words ", Local Jurisdiction Early Cash Settlement Amount" immediately after the words "the Early Cash Settlement Amount" in the definition of "Settlement Amount" in the Preference Share General Condition 34 entitled "*Definitions and interpretation*" on page 282 of the Preference Share Linked Base Prospectus Securities Note.

J) "General Information"

The section entitled "*General Information*" on pages 306 to 310 of the Preference Share Linked Base Prospectus Securities Note shall be amended, updated and supplemented by replacing the sub-section entitled "*Use of proceeds*" on page 306 of the Preference Share Linked Base Prospectus Securities Note in its entirety with the following:

"The Issuer intends to apply the net proceeds from the sale of any Securities either for hedging purposes or for general corporate purposes unless otherwise specified in the Final Terms relating to a particular Security or Series. If, in respect of an issue of Securities, there is a particular identified use of proceeds (for example, if the proceeds will be used to finance and/or refinance Eligible Assets in respect of Sustainable Securities, this will be specified in the Final Terms (for example, see "*Information relating to Sustainable Securities*")."

Inconsistencies

To the extent that there is any inconsistency between (a) any statement in this Supplement (in relation to the Base Prospectus) and (b) any other statement in, or incorporated by reference in the Base Prospectus, the statements in (a) above shall prevail.

Withdrawal rights

In accordance with Article 23 of the UK Prospectus Regulation and Rule 3.4.1 of the UK Prospectus Regulation Rules, investors who have already agreed to purchase or subscribe for securities pursuant to the Base Prospectus before this Supplement is published, and for whom any of the information in this Supplement relates to the issue of the relevant Securities (within Article 23(4) of the UK Prospectus Regulation) have the right, exercisable within

two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 29 December 2025.

ANNEX

INFORMATION RELATING TO SUSTAINABLE SECURITIES

Sustainable Securities

Introduction

The Final Terms in respect of Securities may specify that such Securities are 'Sustainable Securities'. These terms reflect that such Securities are issued in accordance with the applicable criteria set out in the Barclays Sustainability Issuance Framework (the "**Sustainability Issuance Framework**"). The criteria for Eligible Assets (as defined below) in respect of Sustainable Securities are consistent with the broader Barclays Sustainable Finance Framework (the "**Sustainable Finance Framework**"), which sets out the methodologies for classifying financing as sustainable for purposes of tracking and disclosing Barclays' performance against its sustainable finance targets. Barclays intends to periodically review the Sustainability Issuance Framework to ensure that it is aligned with evolving market practices and applicable guidelines and, therefore, it is subject to change. Potential investors in Sustainable Securities should review the latest version of the Sustainability Issuance Framework, which is provided on the Barclays investor relations website (<https://home.barclays/investor-relations/fixed-income-investors/funding-and-liquidity/green-and-social-bonds/>) (or its successor website) and, for the avoidance of doubt, is not incorporated by reference in the Base Prospectus).

Barclays intends that the Sustainable Securities issued under the Sustainability Issuance Framework will align as at their issue date with the industry guidelines and principles including the United Nations Sustainable Development Goals ("**UN SDGs**") and United Nations Environment Programme Finance Initiative's, 'The Principles for Positive Impact Finance' ("**UNEP FI's**"), and aligning to the International Capital Market Association's ("**ICMA**") Green Bond Principles ("**GBP**"), Social Bond Principles ("**SBP**"), and Sustainability Bond Guidelines ("**SBG**") as amended from time to time.

Each of the ICMA principles and guidelines described immediately above (collectively, the "**Principles**") are voluntary guidelines that were developed by an industry working group administered by the International Capital Markets Association. The Principles are intended to promote integrity in the sustainable securities market through recommendations relating to transparency, disclosure and reporting.

Use of Proceeds

Eligible Assets Criteria

An amount equal to the net proceeds from the Sustainable Security will be used to finance and/or refinance assets from a combined pool of green and social assets ("**Eligible Asset Pool**").

Assets which are eligible for the Eligible Asset Pool ("**Eligible Assets**") are consistent with the Barclays Sustainable Finance Framework, which is provided on the Barclays investor relations website (<https://home.barclays/investor-relations/fixed-income-investors/funding-and-liquidity/green-and-social-bonds/>) (or its successor website) and, for the avoidance of doubt, is not incorporated by reference in the Base Prospectus).

Eligible Assets are those which fall into the following eligible activity categories (and related sub-categories), and which were originated or refinanced up to 36 months prior to inclusion in the combined Eligible Asset Pool:

Green Eligible Activities	Energy Efficiency	<ul style="list-style-type: none">Commercial and residential buildingsPublic ServicesTransmission and distribution systemsIndustrial processes and supply chainsEnergy efficiency technologiesInformation and Communications Technology
----------------------------------	-------------------	--

	Renewable Energy	<ul style="list-style-type: none"> ▪ Electricity generation ▪ Transmission and distribution of electricity ▪ Energy storage ▪ Renewable energy technologies ▪ Heat production and thermal energy
	Sustainable Transport	<ul style="list-style-type: none"> ▪ Zero-emissions passenger transportation ▪ Urban transportation systems and infrastructure ▪ Freight transport
	Sustainable Food, Agriculture, Forestry	<ul style="list-style-type: none"> ▪ Sustainable forestry ▪ Sustainable food and agriculture ▪ Sustainable land use and biodiversity conservation
	Pollution Prevention and Control	<ul style="list-style-type: none"> ▪ Sustainable waste management ▪ GHG emission reduction ▪ Reduction of (non-GHG) air emissions ▪ Soil remediation
	Resource Efficiency and Circular Economy	<ul style="list-style-type: none"> ▪ Circular economy
	Sustainable Water	<ul style="list-style-type: none"> ▪ Sustainable water management ▪ Sustainable wastewater management
	Climate Change Adaptation	<ul style="list-style-type: none"> ▪ Climate change adaptation
	Carbon Financing	<ul style="list-style-type: none"> • Carbon financing
	Nature-based Solutions	<ul style="list-style-type: none"> ▪ Nature-based solutions
	Cross-theme	<ul style="list-style-type: none"> ▪ Financing charities and non-profit institutes
Social Eligible Activities	Affordable Housing	<ul style="list-style-type: none"> ▪ Development and provision of affordable housing ▪ Housing improvements
	Affordable Basic Infrastructure	<ul style="list-style-type: none"> ▪ Telecommunication infrastructure and services ▪ Transportation infrastructure ▪ Other basic infrastructure

	Access to Essential Services	<ul style="list-style-type: none"> ▪ Access to credit and financing ▪ Accessible and affordable healthcare ▪ Regeneration of and access to public spaces ▪ Access to affordable and quality education ▪ Emergency services
	Food Security and Sustainable Food Systems	<ul style="list-style-type: none"> ▪ Food and water security ▪ Sustainable food systems
	Cross-theme	<ul style="list-style-type: none"> ▪ Financing charities and non-profit institutions ▪ Development banks, intergovernmental and supranational organisations
	Employment Generation	<ul style="list-style-type: none"> ▪ Employment generation

A description of each of these categories (and sub-categories) is set out in the Sustainability Issuance Framework (accessible on the Barclays investor relations website (<https://home.barclays/investor-relations/fixed-income-investors/funding-and-liquidity/green-and-social-bonds/>) (or its successor website) and, for the avoidance of doubt, is not incorporated by reference in the Base Prospectus).

Eligible Assets may be used as collateral in Barclays' retained securitisation and repackaging programmes. The Securities issued by such retained securitisation and repackaging programmes may be used in external funding transactions. Any such retained securitisation and repackaging programmes, or external funding transactions in which they are used, will not be labelled as green, social or sustainable.

The Eligible Assets criteria will be updated from time to time in alignment with the Barclays Sustainable Finance Framework and therefore is subject to change in accordance with evolving laws and regulations, industry standards and market practices.

Process for Project Evaluation and Selection

Eligible Assets will be reviewed and approved by an internal Barclays Sustainable Issuance Oversight Forum (the "**Forum**") with oversight responsibility for the respective entity or business line which issues the Sustainable Securities.

Approved Eligible Assets will be added to the Eligible Asset Pool and shared with an independent assurance provider for Sustainable Securities for review against the eligibility criteria at least annually, the review of which will be published on the Barclays' investor relations website.

The Forum is also responsible for ongoing oversight of the eligibility of assets for inclusion in the Eligible Asset Pool and for the exclusion of previously approved assets if criteria or circumstances change.

Management of proceeds

An amount equal to the net proceeds of the Sustainable Securities will be used to finance and/or refinance Eligible Assets.

The Issuer will invest all of the net proceeds from Sustainable Securities in the financing and/or refinancing of Eligible Assets as soon as reasonably practicable, unless otherwise described in the Final Terms. However, if it is unable to, any shortfall will be invested (at Barclays' own discretion) in cash and short-term and liquid investments in accordance with its liquidity policy until additional Eligible Assets are available for as long as the Sustainable Securities remain outstanding, unless otherwise described in the Final Terms. The amount and asset types invested in will be disclosed on the Barclays investor relations website (<https://home.barclays/investor-relations/fixed->

[income-investors/funding-and-liquidity/green-and-social-bonds/](https://home.barclays/investor-relations/fixed-income-investors/funding-and-liquidity/green-and-social-bonds/) (or its successor website) which, for the avoidance of doubt, is not incorporated by reference in the Base Prospectus).

The Forum is responsible for monitoring the allocation of proceeds against outstanding Sustainability Issuance Products to ensure Eligible Asset balances are updated. As the portfolio of assets within the Eligible Asset Pool is expected to vary as assets mature, amortize, redeem or refinance, Barclays will aim on a best efforts basis, to replace any assets which are redeemed or no longer eligible, as soon as possible.

Compliance with the management of Sustainable Securities proceeds will be verified by a third party assurance provider, as specified in the Final Terms in respect of the relevant Sustainable Securities.

External Review

A. Second Party Opinion

A second party opinion from a suitably qualified independent assurance provider will be published on the Barclays investor relations website (<https://home.barclays/investor-relations/fixed-income-investors/funding-and-liquidity/green-and-social-bonds/>) (or its successor website) which, for the avoidance of doubt, is not incorporated by reference in the Base Prospectus) to confirm the alignment of the Sustainability Issuance Framework to certain guidelines and principles published by ICMA together with other matters. The Final Terms in respect of the relevant Sustainable Securities will identify the independent assurance provider and the scope of the opinion provided.

B. Annual Reporting

Barclays will publish a limited or reasonable assurance report at least annually to verify compliance of all applicable Sustainable Securities and Eligible Asset evaluation against the requirements set out by the Sustainable Issuance Framework on the Barclays investor relations website (<https://home.barclays/investor-relations/fixed-income-investors/funding-and-liquidity/green-and-social-bonds/>) (or its successor website) which, for the avoidance of doubt, is not incorporated by reference in the Base Prospectus) for as long as the Sustainable Securities remain outstanding. The report will contain details including in relation to allocation reporting and impact reporting, which reporting will be subject to verification from an external auditor or any other appointed independent third party (such external auditor or independent third party and the scope of the opinion provided will be specified in the Final Terms in respect of the relevant Sustainable Securities).

Important information regarding Sustainable Securities and Securities linked to an Underlying Preference Share which is, in turn, linked to an index that is marketed as reflecting "green", "sustainable", "social", "ESG" or similar considerations

Classification Regimes

There is currently no global framework or definition (legal, regulatory or otherwise) as to what constitutes, an "ESG" (Environmental, Social or Governance), "green", "social", "sustainable", "climate-friendly" or an equivalently-labelled product, or as to what precise attributes are required for a particular investment, product or asset to be defined as "ESG", "green", "social", "sustainable", "climate-friendly" or such other equivalent label nor can any assurance be given that such a global definition or consensus will develop over time. In the EU, the EU Taxonomy Regulation ("**EU Taxonomy**") (Regulation (EU) 2020/852) establishes a classification system (or taxonomy) which seeks to provide a common basis to identify whether or not a given economic activity should be considered "environmentally sustainable". Also, the Sustainable Finance Disclosure Regulation ("**SFDR**") (Regulation (EU) 2019/2088) sets out how financial market participants must disclose sustainability information including the criteria to qualify certain investment products or their holdings as "sustainable investments". However, this legislation is still developing (including through the passage of delegated acts) and Sustainable Securities do not take into account any of the EU criteria for environmentally sustainable investments as set out under the EU Taxonomy Regulation and do not qualify as "sustainable investments" under the SFDR. Further, whilst the European Commission has adopted a regulation on a voluntary European Green Bond Standard ("**EUGBS**"), the Issuer does not currently intend for any Sustainable Securities to qualify under the EUGBS. The information in relation to Sustainable Securities in this document is being provided in order to assist potential investors with regard to Barclays' own current position in view of the possibility of different interpretations of these terms to develop over time. Any references to "sustainable issuance", "sustainable investments", "ESG" or similar terms in this Framework are intended as references to the internally defined criteria of Barclays or its businesses only, as applicable. Any information contained or referred to herein (or in the Sustainability Issuance Framework or the Barclays Sustainable Finance Framework), in relation to any actual or potential ESG objective, issue or consideration is not intended to be relied upon for SFDR classification purposes, EU Taxonomy

classification purposes, or equivalent classification regimes ("**Classification Regimes**"). While Barclays has obtained information from sources considered to be reliable, Barclays neither represents that any third-party ESG information or data is accurate or complete, nor that Barclays has (itself or via a third party) taken any steps to independently or otherwise verify such information and data. Accordingly, Barclays does not accept any liability whatsoever for any direct, indirect or consequential loss arising from any actions or inactions undertaken in reliance on third party information or any other content contained herein or in relation to determinations made under the Classification Regimes by investors, users and other relevant persons. Investors, users and other relevant persons are reminded that differences in interpretation are possible. Different persons (including third-party data providers, investors and other financial institutions) may apply different interpretations, standards and criteria, including through use of internal methodologies, and arrive at different conclusions. Investors, users and other relevant persons are advised to obtain their own independent financial, legal, regulatory, tax or other advice as necessary in order to make their own investment decision as to whether an index, investment, product or asset meets their ESG needs, including ESG performance, ESG alignment, and alignment to or compliance with any regulatory regime (including without limitation, the Classification Regimes).

With regard to Sustainable Securities, unless the Final Terms specifically provides that the Sustainable Securities qualify for the EU Green Bond label (when available) or any other applicable Classification Regime or certification, standard, guideline, taxonomy, label and/or other regulatory or index inclusion criteria or voluntary guidelines, then investors should assume that such Securities are not subject to any such certification, standard, guideline, taxonomy, label and/or other regulatory or index inclusion criteria or voluntary guidelines and do not qualify for such.

With regard to Securities linked to an Underlying Preference Share which is, in turn, linked to an index that is marketed as reflecting "green", "sustainable", "social", "ESG" or similar considerations, unless the Final Terms specifically provides otherwise, investors should assume that the index is not intended to qualify as an 'EU Climate Transition Benchmark' or an 'EU Paris-Aligned Benchmark' or a 'UK Climate Transition Benchmark' or a 'UK Paris-Aligned Benchmark' under the EU Benchmarks Regulation or the UK Benchmarks Regulation, as applicable.

No assurance in regard to an investor's environmental, social or sustainability impact related expectations or requirements

No assurance is given by the Issuer or the Manager(s) that the allocation of such amounts for any Eligible Asset(s) will satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which an investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own articles of association or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, social or sustainability impact related to the relevant Eligible Asset(s).

Application of proceeds and Barclays discretion

The cash proceeds from Sustainable Securities will not be segregated from other funds of Barclays. Barclays intends to invest an amount equal to the net proceeds of the issue (as at the date of issuance of such Securities) to finance and/or refinance Eligible Assets. Barclays has significant flexibility in allocating the net proceeds from the Sustainable Securities, including determining in its discretion what constitutes an Eligible Asset (subject to being satisfied that the relevant asset is consistent with the criteria for Eligible Assets set out in the Barclays Sustainability Issuance Framework), whether to apply proceeds against new Eligible Assets or those originated or refinanced up to 36 months prior to the issue date of the relevant Sustainable Securities, and whether to re-allocate net proceeds away from Eligible Assets when such investments mature or are divested to other Eligible Assets.

Performance of the Sustainable Securities not linked to the performance of the relevant Eligible Assets

The performance of the Sustainable Securities is not linked to the performance of the relevant Eligible Assets or the performance of the Issuer in respect of any environmental or similar targets. Consequently, neither payments of principal and/or interest (if any) on the Sustainable Securities nor any rights of Holders shall depend on the performance of the relevant Eligible Assets or the performance of the Issuer in respect of any such environmental or similar targets.

Third party opinions and certifications

If any opinion or certification of any external party (whether or not solicited by the Issuer) is made in connection with any Sustainable Securities and in particular whether any Eligible Asset fulfils or any environmental,

sustainability, social and/or other criteria, investors should be aware that (i) any such opinion or certification is not, nor shall it be deemed to be, a recommendation by the Issuer, the Manager(s) or any other person to buy, sell or hold the relevant Sustainable Securities; (ii) any such opinion or certification is only current as of the date that opinion or certification was initially issued and the criteria and/or considerations that underlie such opinion or certification provider may change at any time; (iii) the providers of such opinions and certifications are not subject to any specific regulatory or other regime or oversight (however, the European Commission has published a proposal which, if eventually passed in its proposed form, would require such providers in the EU to be authorised by a European competent authority and be subject to a number of other obligations and requirements); and (iv) any such opinion or certification is not, nor shall it be deemed to be, incorporated in and/or form part of the Base Prospectus and Holders of Sustainable Securities will have no recourse against the Issuer, the Manager(s) or the provider of any such opinion or certification for the contents of any such opinion or certification.

Not an Event of Default

Whilst it is the intention of the Issuer to allocate an amount equal to the net proceeds of any issue of Sustainable Securities in, or substantially in, the manner described above and in the Final Terms, occasionally there may not be enough Eligible Assets for such amount equal to the net proceeds to be fully utilised. In such circumstances, any unallocated net proceeds will be invested, at the Issuer's own discretion, in cash and short-term liquid investments in accordance with its liquidity policy until sufficient Eligible Assets are available. Further, the withdrawal or amendment of any external party opinion or certification (whether or not solicited by the Issuer or Manager(s)) in respect of any Sustainable Securities and/or the amendment of any criteria on which such opinion or certification was given, or any such external party opinion or certification stating that the Issuer is not complying or fulfilling relevant criteria, in whole or in part, with respect to any matters for which such opinion or certification is opining or certifying will not constitute a covenant breach or an Event of Default under the Sustainable Securities.

Listing

In the event that any Sustainable Securities are listed or admitted to trading on any dedicated "green", "environmental", "sustainable" or other equivalently-labelled segment of any stock exchange or securities market (whether or not regulated), no representation or assurance is given by the Issuer, the Manager(s) or any other person that such listing or admission satisfies, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, sustainability or social impact related to any Eligible Asset. Further, it should be noted that the criteria for any such listings or admission to trading may vary from one stock exchange or securities market to another. Nor is any representation or assurance given or made by the Issuer, the Manager(s) or any other person that any such listing or admission to trading will be obtained in respect of any Sustainable Securities or, if obtained, that any such listing or admission to trading will be maintained during the term of such Sustainable Securities. If the relevant Sustainable Securities are no longer listed or admitted to trading on any stock exchange or securities market, this may have a material adverse effect on the value of such Sustainable Securities and/or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for sustainable purposes.

Risk factors

Investors should also carefully review the information in risk factor 3.9 (*There are additional risks associated with Securities linked to an Underlying Preference Share which is, in turn, linked to an index that is marketed as reflecting "green", "sustainable", "social", "ESG" or similar considerations*).