

19 NOVEMBER 2018

PROSPECTUS SUPPLEMENT

SUPPLEMENT 3/2018



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

Pursuant to the Global Structured Securities Programme

This prospectus supplement dated 19 November 2018 (the "**Prospectus Supplement**") is supplemental to, and must be read in conjunction with, GSSP Base Prospectus 1 dated 28 August 2018 (as supplemented by Combined Supplement 2/2018 dated 12 November 2018) ("**Base Prospectus 1**") as prepared by Barclays Bank PLC in its capacity as issuer (the "**Issuer**") in respect of its Global Structured Securities Programme (the "**Programme**"). This Prospectus Supplement constitutes a base prospectus supplement in respect of Base Prospectus 1 for the purposes of Directive 2003/71/EC (and amendments thereto) and Section 87G of the UK Financial Services and Markets Act 2000 ("**FSMA**").

Terms defined in Base Prospectus 1, unless the context otherwise requires, have the same meanings when used in this Prospectus Supplement.

The purpose of this Prospectus Supplement is to update and amend the "Summary", "Risk Factors", "How the Return on Your Investment is Calculated", "Terms and Conditions of the Securities" and "Form of Final Terms" sections as set out below.

A) SUMMARY

The section entitled "Summary" on pages 11 to 40 of Base Prospectus 1 shall be amended by:

- (i) inserting a definition of "Floating Rate" into Element C.9 between the definition of "Curve Cap Rate" on page 19 and the definition of "Inverse Floating Rate Interest" on page 20 as follows:

"**Floating Rate**" means [the CMS Reference Rate (as defined below)] [the quotation for [●] [month/year] [LIBOR]/[EURIBOR]/[●] that appears on [Bloomberg Screen [●]] [Reuters Screen [●] Page] at [●] [a.m.] [p.m.] [●] time on the date for determining the floating rate]/[the arithmetic mean of the quotations for [●] [month/year] [LIBOR]/[EURIBOR]/[●] that appears on [Bloomberg Screen [●]] [Reuters Page [●] at [●] [a.m.] [p.m.] [●] time on the date for determining the floating rate] [the rate of return of a daily compound interest investment (with the [daily Sterling overnight reference rate]/[the arithmetic mean of the daily rates of the day-to-day Eurozone interbank euro money market] as reference rate for calculation of interest) determined by the Determination Agent in respect of the relevant interest calculation period.]"

- (ii) amending each of the existing definitions of "Floating Rate" throughout Element C.9, on pages 20, 22 and 24, respectively, of Base Prospectus 1 to add optionality for the different reference rates as follows:

"**Floating Rate**" means [the CMS Reference Rate (as defined below)] [the quotation for [●] [month/year] [LIBOR]/[EURIBOR]/[●] that appears on

[Bloomberg Screen [●]] [Reuters Screen [●] Page] at [●] [a.m.] [p.m.] [●] time on the date for determining the floating rate/[the arithmetic mean of the quotations for [●] [month/year] [LIBOR]/[EURIBOR]/[●] that appears on [Bloomberg Screen [●]] [Reuters Page [●] at [●] [a.m.] [p.m.] [●] time on the date for determining the floating rate] [the rate of return of a daily compound interest investment (with the [daily Sterling overnight reference rate]/[the arithmetic mean of the daily rates of the day-to-day Eurozone interbank euro money market] as reference rate for calculation of interest) determined by the Determination Agent in respect of the relevant interest calculation period.]"

- (iii) amending the definition of "Digital Rate 1" in Element C.9, on page 22 of Base Prospectus 1 to add optionality for the different reference rates as follows:

"**Digital Rate 1**" means the [CMS Reference Rate (as defined below)] [the quotation for [●] [month/year] [LIBOR]/[EURIBOR]/[●] that appears on [Bloomberg Screen] [Reuters Screen Page] [●] at [●] [a.m.] [p.m.] on the date for determining the floating rate]/[the arithmetic mean of the quotations for [●] [month/year] [LIBOR]/[EURIBOR]/[●] that appears on [Bloomberg Screen] [Reuters Page] [●] at [●] [a.m.] [p.m.] on the date for determining the floating rate] [the rate of return of a daily compound interest investment (with the [daily Sterling overnight reference rate]/[the arithmetic mean of the daily rates of the day-to-day Eurozone interbank euro money market] as reference rate for calculation of interest) determined by the Determination Agent in respect of the relevant interest calculation period.]"

- (iv) amending the definition of "Digital Rate 2" in Element C.9, on page 22 of Base Prospectus 1 to add optionality for the different reference rates as follows:

"**Digital Rate 2**" means the [CMS Reference Rate (as defined below)] [the quotation for [●] [month/year] [LIBOR]/[EURIBOR]/[●] that appears on [Bloomberg Screen] [Reuters Screen Page] [●] at [●] [a.m.] [p.m.] on the date for determining the floating rate]/[the arithmetic mean of the quotations for [●] [month/year] [LIBOR]/[EURIBOR]/[●] that appears on [Bloomberg Screen] [Reuters Page] [●] at [●] [a.m.] [p.m.] on the date for determining the floating rate] [the rate of return of a daily compound interest investment (with the [daily Sterling overnight reference rate]/[the arithmetic mean of the daily rates of the day-to-day Eurozone interbank euro money market] as reference rate for calculation of interest) determined by the Determination Agent in respect of the relevant interest calculation period.]"

- (v) amending the definition of "Spread-Linked Rate One_(t)" in Element C.9, on pages 22 to 23 of Base Prospectus 1 to add optionality for the different reference rates as follows:

"**Spread-Linked Rate One_(t)**" means [the CMS Reference Rate 1 (as defined below)] [the quotation for [●] [month/year] [LIBOR]/[EURIBOR]/[●] that appears on [Bloomberg Screen] [Reuters Screen Page] [●] at [●] [a.m.] [p.m.] [●] time on the date for determining the floating rate]/[the arithmetic mean of the quotations for [●] [month/year] [LIBOR]/[EURIBOR]/[●] that appears on [Bloomberg Screen] [Reuters Page] [●] at [●] [a.m.] [p.m.] [●] time on the date for determining the floating rate] [the rate of return of a daily compound interest investment (with the [daily Sterling overnight reference rate]/[the arithmetic mean of the daily rates of the day-to-day Eurozone interbank euro money market] as reference rate for calculation of interest) determined by the Determination Agent in respect of the relevant interest calculation period][, provided that such rate shall not be [greater than [the percentage set out under the heading 'Spread-Linked Rate One_(t) Cap (%)' below / [●]%] [and][or] [less than [the relevant percentage specified under 'Spread-Linked Rate One_(t) Floor (%)' below / [●]% [zero]]."

- (vi) amending the definition of "Spread-Linked Rate Two_(t)" in Element C.9, on page 23 of Base Prospectus 1 to add optionality for the different reference rates as follows:

"**Spread-Linked Rate Two_(t)**" means [the CMS Reference Rate 2 (as defined below)] [the quotation for [●] [month/year] [LIBOR]/[EURIBOR]/[●] that appears on [Bloomberg Screen] [Reuters Screen Page] [●] at [●] [a.m.] [p.m.] [●] time on the date for determining the floating rate]/[the arithmetic mean of the quotations for [●] [month/year] [LIBOR]/[EURIBOR]/[●] that appears on [Bloomberg Screen] [Reuters Page] [●] at [●] [a.m.] [p.m.] [●] time on the date for determining the floating rate] [the rate of return of a daily compound interest investment (with the [daily Sterling overnight reference rate]/[the arithmetic mean of the daily rates of the day-to-day Eurozone interbank euro money market] as reference rate for calculation of interest) determined by the Determination Agent in respect of the relevant interest calculation period][, provided that such rate shall not be [greater than [the percentage set out under the heading 'Spread-Linked Rate Two_(t) Cap (%)' below / [●]%] [and][or] [less than [the relevant percentage specified under 'Spread-Linked Rate Two_(t) Floor (%)' below / [●]% [zero]]."

B) RISK FACTORS

The section entitled "Risk Factors" on pages 41 to 74 of Base Prospectus 1 shall be amended by:

- (i) Deleting risk factor 7.1 (*Interest*) on pages 51 to 53 of Base Prospectus 1 in its entirety and replacing it with the following:

"7.1 Interest

The Securities may bear interest at a rate that is contingent upon the performance of one or more underlyings and may vary from one interest payment date to the next. The interest rate reflected by any given interest payment may be less than the rate that the Issuer (or any other bank or deposit-taking institution) may pay in respect of deposits for an equivalent period and the relevant interest payment may be as low as zero.

If interest payments are contingent upon the performance of one or more Underlying Assets, you should be aware of the risk that you may not receive any interest payments if the Underlying Asset(s) do not perform as anticipated. See also risk factor 7.2 (*There are risks relating to interest linked to one or more Underlying Asset(s)*).

The performance of floating interest rates is dependent upon a number of factors, including supply and demand on the international money markets, which are influenced by measures taken by governments and central banks, as well as speculations and other macroeconomic factors. This means that the interest amount payable over the term of the Securities may vary. If the relevant floating interest rate were to decline, the interest amount payable on the Securities would be correspondingly reduced. It is possible that the relevant floating interest rate could decline to less than zero; in that case, if such rate together with any margin under the terms of the Securities would otherwise be less than zero, under the terms and conditions of your Securities the interest amount would be deemed to be zero, and, therefore, no interest would be payable on the relevant interest payment date.

(a) Determination of a floating rate following a floating rate disruption

If, on any day on which a valuation or determination in respect of a reference rate is to be made, the relevant reference rate is not available, the Determination Agent shall determine the floating rate using one of a pre-determined set of methodologies to determine a substitute rate, which will vary depending on the designated maturity of the relevant reference rate and whether the reference rate is the Euro Overnight Index Average ("**EONIA**") or the Sterling Overnight Index Average ("**SONIA**").

For reference rates with a designated maturity of 12 months or less, the Determination Agent shall determine the floating rate using Linear Interpolation. If any of the rates to be used for Linear Interpolation is unavailable, the relevant floating rate shall be the last published offered quotation for the reference rate that appeared on the Relevant Screen Page, subject to a cut-off of five preceding business days from the relevant interest determination date. If no offered quotation is available during such five preceding business days, the relevant floating rate shall be determined using Linear Interpolation, save that the relevant interest determination date for such purpose will be deemed to be the immediately preceding business day on which the rates to be used for Linear Interpolation are both available, subject to a cut-off of five preceding business days. If any of the rates to be used for Linear Interpolation is unavailable the relevant floating rate will be some other rate determined by the Determination Agent.

For reference rates with a designated maturity of more than 12 months, the Determination Agent shall request four banks in the relevant market to provide an offered quotation for the relevant reference rate. If two or more quotations are obtained, such quotations shall be used to determine the floating rate to be used for calculating interest payable for the relevant period. If fewer than two quotations are obtained, the Determination Agent shall determine the floating rate by postponement of the interest determination date to the first business day on which the relevant reference rate is available, subject to a maximum of two business days. If the relevant reference rate remains unavailable for more than two consecutive business days, the relevant floating rate will be some other rate determined by the Determination Agent.

If the reference rate is EONIA, the Determination Agent shall determine the floating rate as the last published offered quotation for the reference rate that appeared on the Relevant Screen Page, subject to a cut-off of five preceding business days from the relevant interest determination date. If no offered quotation is available during such five preceding business days, the relevant floating rate will be some other rate determined by the Determination Agent.

If the reference rate is SONIA, the Determination Agent shall determine the floating rate as (i) the Bank of England's Bank Rate (the "**Bank Rate**") prevailing at the close of business on the London Business Day preceding the relevant London Business Day on which SONIA was to be determined by such number of days as specified in the Final Terms (the "**Bank Rate London Business Day**"); plus (ii) the mean of the spread of the SONIA reference rate to the Bank Rate over the five London Business Days prior to the Bank Rate London Business Day on which a SONIA reference rate has been published, excluding the highest spread (or, if there is more than one highest spread, one only of those highest spreads) and lowest spread (or, if there is more than one lowest spread, one only of those lowest spreads) to the Bank Rate. If the Determination Agent is unable to determine the floating rate in this way, the floating rate will be some other rate determined by the Determination Agent.

There is a risk that the determination of the floating rate using any of these methodologies may result in a lower interest amount payable to you than the use of other methodologies.

(b) **Reference rate discontinuance**

If the calculation and publication of the relevant reference rate is permanently discontinued, the Determination Agent shall determine the floating rate using alternative arrangements which will vary depending on the reference rate.

If a pre-nominated reference rate (the "**Pre-nominated Index**") has been specified in the Final Terms in respect of the discontinued reference rate, the Pre-nominated Index will be substituted for the discontinued reference rate for all purposes of the Securities, and the Determination Agent may adjust any variable described in this Base Prospectus (including, without limitation, any barrier to the reference rate) as, in good faith judgement of the Determination Agent, may be necessary to render the Pre-nominated Index comparable to the discontinued reference rate for the purposes of the Securities.

If a Pre-nominated Index has not been specified in the Final Terms and the reference rate is not EONIA or SONIA, the Determination Agent may identify an alternative rate that it determines represents the same or a substantially similar measure or benchmark as the relevant reference rate, and the Determination Agent may deem that rate (the "**Successor Rate**") to be the reference rate. If a Successor Rate is selected, that Successor Rate will be substituted for the discontinued reference rate for all purposes of the Securities, and the Determination Agent may adjust any variable described in this Base Prospectus (including, without limitation, any barrier to the reference rate), as, in the good faith judgement of the Determination Agent, may be necessary to render the Successor Rate comparable to the discontinued reference rate for purposes of the Securities. If no Successor Rate is available, then the Determination Agent will determine the floating rate on each subsequent date of determination using Linear Interpolation. If any of the rates to be used for Linear Interpolation is unavailable, or otherwise the Determination Agent does not determine the Floating Rate of interest, an Additional Disruption Event will be deemed to have occurred and the Determination Agent will adjust, redeem and/or cancel the Securities.

If the reference rate is EONIA or SONIA, the Determination Agent may identify an alternative reference rate that it determines represents the same or a substantially similar measure or benchmark as EONIA or SONIA, as the case may be, and the Determination Agent may deem that successor reference rate to be the reference rate. If a successor reference rate is selected, that successor reference rate will be substituted for the discontinued reference rate for all purposes of the Securities, and the Determination Agent may adjust any variable described in this Base Prospectus (including, without limitation, any barrier to the reference rate), as, in the good faith judgement of the Determination Agent, may be necessary to render the successor reference rate comparable to the discontinued reference rate for purposes of the Securities. If no successor reference rate is available, or otherwise the Determination Agent does not determine the Floating Rate of interest, an Additional Disruption Event will be deemed to have occurred and the Determination Agent will adjust, redeem and/or cancel the Securities.

Notwithstanding these alternative arrangements, the discontinuance of the relevant reference rate may adversely affect the market value of the Securities."

- (ii) inserting a new risk factor 13.3 on page 68 of Base Prospectus 1 as follows:

"13.3 The market continues to develop in relation to SONIA as a reference rate

Investors should be aware that the market continues to develop in relation to SONIA as a reference rate in the capital markets and its adoption as an alternative to Sterling LIBOR. In particular, market participants and relevant working groups are exploring alternative reference rates based on SONIA, including term SONIA reference rates (which seek to measure the market's forward expectation of an average SONIA rate over a designated term). The market or a significant part

thereof may adopt an application of SONIA that differs significantly from that set out in the Conditions and used in relation to Securities that reference a SONIA rate issued under this Base Prospectus.

Interest on Securities which reference a SONIA rate is not determined until the end of the relevant interest calculation period. Therefore, investors may be unable to reliably estimate the amount of interest which will be payable on such Securities. Further, if the Securities become due and payable under General Condition 16 (*Events of Default*), the SONIA rate to be applied in determination of the Early Cash Settlement Amount shall be determined in respect of the date on which the Notes became due and payable and shall not be reset thereafter.

Investors should consider the above matters when making their investment decision with respect to any Securities that reference a SONIA rate."

- (iii) amending risk factor 15 (*Regulation and reform of benchmarks, including LIBOR, EURIBOR and other interest rate, equity, foreign exchange rate and other types of benchmarks*) on pages 69 to 71 of Base Prospectus 1 by inserting the following sentence at the end of the sixth paragraph:

"For further information on the risks relating to SONIA, see risk factor 13.3 (*The market continues to develop in relation to SONIA as a reference rate*)."

C) HOW THE RETURN ON YOUR INVESTMENT IS CALCULATED

The section entitled "How the Return on Your Investment is Calculated" on pages 81 to 125 of Base Prospectus 1 shall be amended by:

- (i) inserting the following (in alphabetical order) into the table under the heading "Key terminology for Worked Examples" on pages 82 to 83 of Base Prospectus 1:

SONIA means the rate of return of a daily compound interest investment (with the daily Sterling overnight reference rate as reference rate for the calculation of interest), calculated on the Interest Determination Date for a relevant Interest Calculation Period. By way of worked example, assuming that:

- the nominal amount per security is GBP 1,000;
- the issue price is 100% of the nominal amount;
- the Settlement Currency is GBP;
- the daily compounding SONIA rates are as follows:
 - compounding day 1: 4%;
 - compounding day 2: 4.5%; and
 - compounding day 3: 5%,
- the day count fraction is 'Actual/365 (Fixed)' basis, being in respect of any period the actual number of calendar days in such period, divided by a year (assumed under this convention to be 365 days); and
- the actual number of calendar days in the interest calculation period is assumed to be 3,

then for each Security that you hold the interest amount payable over such period on the interest payment date will be GBP 0.37, calculated as follows:

$$\begin{aligned} & \text{GBP } 1,000 \times \frac{3}{365} \times \left\{ \left[\left(1 + 4\% \times \frac{1}{365} \right) \times \left(1 + 4.5\% \times \frac{1}{365} \right) \times \left(1 + 5\% \times \frac{1}{365} \right) - 1 \right] \times \frac{365}{3} \right\} \\ & = \text{GBP } 1,000 \times \frac{3}{365} \times \left\{ [(1.000110) \times (1.000123) \times (1.000137) - 1] \times \frac{365}{3} \right\} \\ & = \text{GBP } 0.37. \end{aligned}$$

In practice, the interest calculation period will be longer than the above worked example, so the interest amount payable will continue to be compounded over the interest calculation period accordingly."

- (ii) replacing all references to the London Interbank Offered Rate ("**LIBOR**") in the sub-section headed "Floating Rate Interest" on pages 85 to 86 of Base Prospectus 1 with references to the Sterling Overnight Index Average ("**SONIA**") so that such sub-section now reads as follows:

"Floating Rate Interest

Securities that pay Floating Rate Interest pay interest that is tied to a floating rate, such as the Sterling Overnight Index Average (SONIA), multiplied by a number (participation) which determines the level of exposure to the reference rate (where a number greater than 1 will magnify the effect of gains and losses and a number less than 1 will reduce the effect of gains and losses), plus or minus a fixed percentage (fixed spread) and subject, in certain cases, to a maximum or minimum rate of interest.

The level of the participation depends on a number of economic factors and will be determined at the time of issuance by reference to market conditions relevant to the applicable reference rate at such time.

SONIA is an interest rate benchmark which reflects the rate of return of a daily compound interest investment (with the daily Sterling overnight reference rate as reference rate for the calculation of interest).

Unless your Securities are redeemed early, in respect of each Security and on each interest payment date to which Floating Rate Interest applies you will receive an amount calculated by applying the rate of interest for that interest payment date to the nominal amount, and then multiplying such amount by a fraction reflecting the number of days for which interest has accrued (day count fraction). The rate of interest for any interest payment date will be determined by multiplying the level of the interest rate benchmark (the reference rate) for such interest payment date by the applicable participation (being a number which determines the level of exposure to the reference rate, where 1 will give proportionate exposure, a number greater than 1 will multiply the effects of gains and losses and a number less than 1 will reduce the effects of gains and losses) and then adding or subtracting a fixed percentage (fixed spread). The result shall be subject to any maximum or minimum rate specified in the Final Terms.

WORKED EXAMPLE: Assuming, for the purpose of this worked example only, that:

- **the nominal amount per security is GBP 1,000;**
- **the issue price is 100% of the Aggregate Nominal Amount;**
- **the Settlement Currency is GBP;**
- **the reference rate is SONIA (the daily rates compounded up**

to the end of the interest calculation period);

- the participation is 1.1 (so, for every increase or decrease in the reference rate, the percentage to be added to the fixed spread to determine your rate of interest will increase or decrease by 110% of that);
 - the fixed spread (which has the effect of increasing, if positive, or decreasing, if negative, the reference rate) is 3%;
 - the rate of interest is subject to a minimum rate of 0% and a maximum rate of 7% per annum;
 - the day count fraction is 'Actual/365 (Fixed)' basis, being the actual number of calendar days in the interest calculation period, divided by a year (assumed under this convention to be 365 days); and
 - the actual number of calendar days in the interest calculation period is assumed to be 181,
- if the reference rate is set at 3.1%, for each Security that you hold the interest amount payable on the corresponding interest payment date will be equal to GBP 31.79 (rounded to two decimal places, with GBP 0.005 rounded upwards). This figure is calculated as $\text{GBP } 1,000 \times \text{rate of interest of } 6.41\% \times \text{day count fraction of } 181/365$. The rate of interest (6.41%) is calculated as the reference rate of 3.1% multiplied by the participation of 1.1 + 3% fixed spread, and is not subject to the minimum or maximum rate of interest. In this scenario you will therefore receive a positive interest return of GBP 31.79 on the interest payment date;
- if the reference rate is set at 4.52%, for each Security that you hold the interest amount payable on the corresponding interest payment date will be equal to GBP 34.71 (rounded to two decimal places, with GBP 0.005 rounded upwards). This figure is calculated as $\text{GBP } 1,000 \times \text{rate of interest of } 7\% \times \text{day count fraction of } 181/365$. The rate of interest (7%) is set as the maximum rate of interest because the reference rate of 4.52% multiplied by the participation of 1.1 + 3% fixed spread results in a rate of 7.972% and the rate of interest is capped at 7%. In this scenario you will therefore receive a positive interest return of GBP 34.71 on the interest payment date;
- if the reference rate is set at -4%, for each Security that you hold the interest amount payable on the corresponding interest payment date will be equal to GBP 0. This figure is calculated as $\text{GBP } 1,000 \times \text{rate of interest of } 0\% \times \text{day count fraction of } 181/365$. The rate of interest (0%) is set as the minimum rate of interest because the reference rate of -4% multiplied by the participation of 1.1 + 3% fixed spread, results in a rate of -1.4%. In this scenario you will therefore receive no interest return on the interest payment date."

- (iii) replacing all references to the London Interbank Offered Rate ("**LIBOR**") in the sub-section headed "Inverse Floating Rate Interest" on pages 87 to 88 of Base Prospectus 1 with references to the Sterling Overnight Index Average ("**SONIA**") so that such sub-section now reads as follows:

"Inverse Floating Rate Interest

Securities that pay Inverse Floating Rate Interest pay interest that is equal to a fixed percentage (fixed spread) minus a floating rate, such as the Sterling Overnight Index Average (SONIA), multiplied by a number (participation) which determines the level of exposure to the reference rate (where a number greater than 1 will magnify the effect of gains and losses and a number less than 1 will reduce the effect of gains and losses) and subject, in certain cases, to a maximum or minimum rate of interest.

The level of the participation depends on a number of economic factors and will be determined at the time of issuance by reference to market conditions relevant to the applicable reference rate at such time.

SONIA is an interest rate benchmark which reflects the rate of return of a daily compound interest investment (with the daily Sterling overnight reference rate as reference rate for the calculation of interest).

Note that the Interest Rate applicable to Inverse Floating Rate Interest is determined by subtracting the reference rate from a fixed percentage, whereas the Interest Rate applicable to Floating Rate Interest is determined by adding or subtracting a fixed percentage to or from the reference rate.

Unless your Securities are redeemed early, in respect of each Security and on each interest payment date to which Inverse Floating Rate Interest applies you will receive an amount calculated by applying the rate of interest for that interest payment date to the nominal amount, and then multiplying such amount by a fraction reflecting the number of days for which interest has accrued (day count fraction). The rate of interest for any interest payment date will be determined by multiplying the level of the interest rate benchmark (the reference rate) for such interest payment date by the applicable participation and then subtracting such rate from a fixed percentage (fixed spread). The result shall be subject to any maximum or minimum rate specified in the Final Terms.

WORKED EXAMPLE: Assuming, for the purpose of this worked example only, that:

- **the nominal amount per security is GBP 1,000;**
- **the issue price is 100% of the Aggregate Nominal Amount;**
- **the Settlement Currency is GBP;**
- **the reference rate is SONIA (the daily rates compounded up to the end of the interest calculation period);**
- **the participation is 1.1 (so, for every increase or decrease in the reference rate, the percentage to be deducted from the fixed spread to determine your rate of interest will increase or decrease by 110% of that);**
- **the fixed spread is 8%;**
- **the rate of interest is subject to a minimum rate of 0% and a maximum rate of 5% per annum;**
- **the day count fraction is 'Actual/365 (Fixed)' basis, being the actual number of calendar days in the interest calculation period, divided by a year (assumed under this convention to be 365 days); and**
- **the actual number of calendar days in the interest calculation**

period is assumed to be 181,

- if the reference rate is set at 3.1%, for each Security that you hold the interest amount payable on the corresponding interest payment date will be equal to GBP 22.76 (rounded to two decimal places, with GBP 0.005 rounded upwards). This figure is calculated as $\text{GBP } 1,000 \times \text{rate of interest of } 4.59\% \times \text{day count fraction of } 181/365$. The rate of interest (4.59%) is calculated as 8% fixed spread minus the result of (i) the reference rate of 3.1% multiplied by (ii) the participation of 1.1, and is not subject to the minimum or maximum rate of interest. In this scenario you will therefore receive a positive interest return of GBP 22.76 on the interest payment date;
- if the reference rate is set at 1.6%, for each Security that you hold the interest amount payable on the corresponding interest payment date will be equal to GBP 24.79 (rounded to two decimal places, with GBP 0.005 rounded upwards). This figure is calculated as $\text{GBP } 1,000 \times \text{rate of interest of } 5\% \times \text{day count fraction of } 181/365$. The rate of interest (5%) is set as the maximum rate of interest because the 8% fixed spread minus the result of (i) the reference rate of 1.6% multiplied by (ii) the participation of 1.1 results in a rate of 6.24 and the rate of interest is capped at 5%. In this scenario you will therefore receive a positive interest return of GBP 24.79 on the interest payment date;
- if the reference rate is set at 8.50%, for each Security that you hold the interest amount payable on the corresponding interest payment date will be equal to GBP 0. This figure is calculated as $\text{GBP } 1,000 \times \text{rate of interest of } 0\% \times \text{day count fraction of } 181/365$. The rate of interest (0%) is set as the minimum rate of interest because the 8% fixed spread minus the result of (i) the reference rate of 8.50% multiplied by (ii) the participation of 1.1 results in a rate of -1.35%. In this scenario you will therefore receive no interest return on the interest payment date."

(iv) amending the paragraphs under the heading "Application of the Range Accrual Factor" on page 97 of Base Prospectus 1 as follows:

(A) amending the first italicised paragraph to add a reference to "decompounded floating rate interest", so that such amended paragraph now reads as follows:

"The terms of any Securities that pay fixed rate, floating rate, inverse floating rate, Spread-Linked Interest and/or decompounded floating rate interest may provide that the amount of interest payable in respect of such Securities for any interest calculation period to which such interest types apply will be multiplied by the applicable range accrual factor."

(B) amending the fifth bullet point entitled "Inflation Range Accrual" to include a reference to "Year-on-Year", so that such amended paragraph now reads as follows:

- " • **Year-on-Year Inflation Range Accrual.** The Range Accrual Factor will be a fraction equal to (i) the number of calendar months in the interest calculation period in which a specified year-on-year inflation rate is determined to be a value equal

to or greater than the Lower Barrier and/or equal to or less than the Upper Barrier (as applicable), divided by (ii) the total number of calendar months in respect of such interest calculation period."

D) TERMS AND CONDITIONS OF THE SECURITIES

The section entitled "Terms and Conditions of the Securities" on pages 126 to 241 of Base Prospectus 1 shall be amended as follows:

- (i) amending General Condition 6.2(e) (*Relevant Defined Terms*) on pages 147 to 148 of Base Prospectus 1 by correcting the formula set out in limb (iii) of the definition of "Reference Index", so that such amended definition now reads as follows:

"**Reference Index**" means:

- (i) if the Final Terms specifies 'single rate' to be 'Applicable', the amount calculated in accordance with the following formula:

$$\text{Multiplier} \times \text{Reference Rate}$$

- (ii) if the Final Terms specifies 'spread rate' to be 'Applicable', the amount calculated in accordance with the following formula:

$$(\text{Multiplier 1} \times \text{Reference Rate 1}) - (\text{Multiplier 2} \times \text{Reference Rate 2})$$

- (iii) if the Final Terms specifies 'combined rate' to be 'Applicable', the amount calculated in accordance with the following formula:

$$(\text{Multiplier 1} \times \text{Reference Rate 1}) + (\text{Multiplier 2} \times \text{Reference Rate 2})$$

where:

- "**Multiplier**", "**Multiplier 1**" and "**Multiplier 2**" each means the percentage specified as such in the Final Terms, which shall be preceded by either a 'plus' or a 'minus' (provided that, if the Final Terms specifies 'Multiplier', 'Multiplier 1' and/or 'Multiplier 2' to be 'Not Applicable', each such value as so specified shall be deemed to be one).
 - "**Reference Rate**", "**Reference Rate 1**" and "**Reference Rate 2**" each means the Reference Rate specified as such in the Final Terms."
- (ii) amending General Condition 6.5 (*Digital Interest*) on pages 157 to 161 of Base Prospectus 1 as follows:
- (A) deleting the definition of "Interest Determination Date" under General Condition 6.5(e) (*Relevant defined terms*) on page 160 of Base Prospectus 1 in its entirety and replacing it with the following:
- "**Interest Determination Date**" means any of the following, as applicable:
 - (i) with respect to a Relevant Interest Calculation Period and a Reference Rate other than EONIA or SONIA, the date specified as such in the Final Terms or, if none is so specified:
 - (A) the first day of such Relevant Interest Calculation Period, if the relevant currency is sterling or Hong Kong dollar;

- (B) the date falling two TARGET Business Days prior to the first day of such Relevant Interest Calculation Period, if the relevant currency is euro; or
 - (C) in any other case, the date falling two London Business Days prior to the first day of such Relevant Interest Calculation Period;
 - (ii) with respect to a Relevant Interest Calculation Period and EONIA, unless specified otherwise in the Final Terms, the last TARGET Business Day of such Interest Calculation Period; and
 - (iii) with respect to a Relevant Interest Calculation Period and SONIA, unless specified otherwise in the Final Terms, the last London Business Day of such Interest Calculation Period."
- (iii) amending General Condition 6.8 (*Determination of a Floating Rate*) on pages 169 to 175 of Base Prospectus 1 as follows:

- (A) deleting General Condition 6.8(b)(i) on page 170 of Base Prospectus 1 in its entirety and replacing it with the following:

"(i) If the Reference Rate is a floating interest rate other than EONIA or SONIA, the relevant Floating Rate of interest will, subject as provided below, be either:

- (A) the offered quotation (where the Final Terms specifies 'Offered Quotation' to be 'Applicable'); or
- (B) the arithmetic mean of the offered quotations (where the Final Terms specifies 'Arithmetic Mean' to be 'Applicable'),

in each case expressed as a percentage rate per annum, for the Reference Rate of the relevant Designated Maturity which appear(s) on the Relevant Screen Page as of the Relevant Time on the Interest Determination Date relating to such Interest Payment Date, as determined by the Determination Agent. In the case of (B) above only, if five or more of such offered quotations are available on the Relevant Screen Page, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, one only of such quotations) shall be disregarded by the Determination Agent for the purpose of determining the arithmetic mean of such offered quotations.

If the Final Terms specifies 'Linear Interpolation' to be 'Applicable', then, in respect of any short or long Interest Calculation Period as specified in the Final Terms, the Determination Agent will determine the relevant Floating Rate of interest using Linear Interpolation."

- (B) inserting a new General Condition 6.8(b)(iii) on page 171 of Base Prospectus 1 as follows:

"(iii) If the Final Terms specifies 'Reference Rate' to be 'SONIA', the relevant Floating Rate of interest will be the rate of return of a daily compound interest investment (with the daily Sterling overnight reference rate as reference rate for the calculation of interest) and which will be calculated by the Determination Agent on the Interest Determination Date, as follows, and the resulting percentage will be rounded, if necessary, to the nearest one ten-thousandth of a percentage point, with 0.00005 being rounded upwards ("**SONIA**"):

$$\left[\prod_{i=1}^{d_0} \left(1 + \frac{\text{SONIA}_{i-p\text{LBD}} \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

"**d₀**" means in respect of the Relevant Interest Calculation Period, the number of London Business Days in the Relevant Interest Calculation Period;

"**i**" means in respect of the Relevant Interest Calculation Period, a series of whole numbers from one to **d₀**, each representing a relevant London Business Day in chronological order from, and including, the first London Business Day in the Relevant Interest Calculation Period to, and including, the last London Business Day in the Relevant Interest Calculation Period;

"**n_i**" means in respect of any London Business Day "i", the number of calendar days from, and including, such London Business Day "i" to but excluding the earlier of (a) the next London Business Day and (b) the last day of the Relevant Interest Calculation Period on which the SONIA reference rate is SONIA_{i-pLBD};

"**p**" means, in respect of the Relevant Interest Calculation Period, the number of London Business Days specified in the Final Terms, being the length of the look-back period immediately preceding a London Business Day "i" falling in such Relevant Interest Calculation Period on which the SONIA reference rate is to be determined. For the avoidance of doubt, if "p" is specified in the Final Terms to be zero, there shall be no look-back period in respect of any London Business Day "i".

"**SONIA_{i-pLBD}**" means, in respect of any London Business Day "i" falling in the Relevant Interest Calculation Period, the SONIA reference rate in respect of the London Business Day falling "p" London Business Days prior to such London Business Day "i";

the "**SONIA reference rate**", in respect of any London Business Day, means a reference rate equal to the daily Sterling Overnight Index Average ("**SONIA**") rate for such London Business Day as provided by the administrator of SONIA to authorised distributors and as then published on the Relevant Screen Page or, if the Relevant Screen Page is unavailable, as otherwise published by such authorised distributors, in each case on the London Business Day immediately following such London Business Day; and

"**d**" is the number of calendar days in the Relevant Interest Calculation Period."

- (C) deleting General Condition 6.8(d) (*Floating Rate Disruption*) on pages 171 to 173 of Base Prospectus 1 in its entirety and replacing it with the following:

"(d) **Floating Rate Disruption**

Unless a Reference Rate Discontinuance (as defined below) has occurred, in which case General Condition 6.8(e) (Reference Rate Discontinuance) shall apply, if, on any Interest Determination Date, the Relevant Screen Page for the Reference Rate (or EONIA_i or SONIA_{i-pLBD}) is not available, or (in the case of General Condition 6.8(b)(i)(A) above) no such offered quotation appears on the Relevant Screen Page or (in the case of General Condition 6.8(b)(i)(B) above) fewer than three such offered quotations appear on the Relevant Screen Page, in each case as of the Relevant Time, or on any TARGET Business Day

pursuant to Condition 6.8(b)(ii) above EONIA_i is not available on the Relevant Screen Page or on any London Business Day pursuant to Condition 6.8(b)(iii) above SONIA_{i-PLBD} is not available on the Relevant Screen Page (such Reference Rate, a "Disrupted Reference Rate" and each such event, a "Floating Rate Disruption"), the Determination Agent shall determine the Floating Rate of interest in respect of such Interest Determination Date (or EONIA_i, in respect of the relevant TARGET Business Day, or SONIA_{i-PLBD}, in respect of the relevant London Business Day as applicable) in accordance with the following methodologies, as applicable depending on the Designated Maturity of the relevant Reference Rate or whether the Disrupted Reference Rate is EONIA or SONIA, as the case may be:

- (i) If the Designated Maturity of the relevant Reference Rate is 12 months or less:
 - (A) the Determination Agent shall determine the Floating Rate in respect of such Interest Determination Date using Linear Interpolation;
 - (B) if the Determination Agent determines that one or both of the rates to be used for the purposes of Linear Interpolation in accordance with sub-paragraph (A) immediately above are unavailable, the Floating Rate in respect of such Interest Determination Date shall be the last published offered quotation(s) for the Reference Rate that appeared on the Relevant Screen Page, provided that the last published quotation(s) may not be earlier than the fifth Business Day prior to the Interest Determination Date;
 - (C) if the Determination Agent determines that no offered quotation was published (or, in the case of General Condition 6.8(b)(i)(B) above, fewer than three such offered quotations were published) for the Reference Rate in accordance with and during the period provided in sub-paragraph (B) immediately above, the Floating Rate in respect of the relevant Interest Determination Date shall be determined using Linear Interpolation save that the Interest Determination Date for such purpose will be deemed to be the immediately preceding Business Day on which the rates to be used for Linear Interpolation are both available on the Relevant Screen Page, provided that the last published rate for such purpose may not be earlier than the fifth Business Day prior to the Interest Determination Date;
 - (D) if the Determination Agent determines that the rates to be used for the purposes of Linear Interpolation in accordance with and during the period provided in sub-paragraph (C) immediately above are unavailable, the Floating Rate for such Interest Payment Date shall be such other rate as determined by the Determination Agent in its discretion.
- (ii) If the Designated Maturity of the relevant Reference Rate is more than 12 months:
 - (A) the Determination Agent shall request each of the Reference Banks to provide the Determination Agent with its offered quotation (expressed as a percentage rate per annum) for the Reference Rate of the relevant Designated Maturity as soon as practicable after the Relevant Time on the Interest Determination Date in question. If two or

more of the Reference Banks provide the Determination Agent with such offered quotations, the Floating Rate in respect of such Interest Payment Date shall be the arithmetic mean of such offered quotations as determined by the Determination Agent in its discretion;

- (B) if the Determination Agent determines that fewer than two Reference Banks are providing offered quotations in accordance with sub-paragraph (A) immediately above, the Floating Rate in respect of such Interest Determination Date shall be determined by postponing the relevant Interest Determination Date to the first succeeding Business Day on which the Floating Rate Disruption ceases to exist, provided that for such purpose the Interest Determination Date shall not be postponed for more than two Business Days after the date on which the Interest Determination Date was originally scheduled to fall;
 - (C) if the Determination Agent determines that it is unable to determine the Floating Rate in accordance with and during the period provided in sub-paragraph (B) immediately above, the Floating Rate in respect of such Interest Determination Date shall be such other rate as determined by the Determination Agent in its discretion.
- (iii) If the Disrupted Reference Rate is EONIA:
- (A) EONIA_i in respect of the relevant TARGET Business Day shall be determined by the Determination Agent as the last published offered quotation for EONIA_i that appeared on the Relevant Screen Page, provided that the last published quotation may not be earlier than the fifth Business Day prior to the relevant TARGET Business Day;
 - (B) if the Determination Agent determines that no offered quotation was published for EONIA_i in accordance with and during the period provided in sub-paragraph (A) immediately above, EONIA_i in respect of the relevant TARGET Business Day shall be such other rate as determined by the Determination Agent.
- (iv) If the Disrupted Reference Rate is SONIA:
- (A) SONIA_{i-pLBD} in respect of the relevant London Business Day "i" shall be determined by the Determination Agent as the (i) the Bank of England's Bank Rate (the "**Bank Rate**") prevailing at the close of business on the "**Bank Rate London Business Day**" (being the London Business Day falling "p" London Business Days prior to the relevant London Business Day "i"); plus (ii) the mean of the spread of the SONIA reference rate to the Bank Rate over the five days prior to the Bank Rate London Business Day on which a SONIA reference rate has been published, excluding the highest spread (or, if there is more than one highest spread, one only of those highest spreads) and lowest spread (or, if there is more than one lowest spread, one only of those lowest spreads) to the Bank Rate;
 - (B) if the Determination Agent determines that it is unable to determine SONIA_{i-pLBD} in accordance with sub-paragraph (B) immediately above, SONIA_{i-pLBD} in respect of the

relevant London Business Day shall be such other rate as determined by the Determination Agent."

- (D) deleting General Condition 6.8(e) (*Reference Rate Discontinuance*) on pages 173 to 175 of Base Prospectus 1 in its entirety and replacing it with the following:

"(e) **Reference Rate Discontinuance**

If on (or prior to) any Interest Determination Date, the Determination Agent determines that the relevant Reference Rate has been discontinued or has otherwise ceased to exist (such Reference Rate, a "**Discontinued Reference Rate**" and such event, a "**Reference Rate Discontinuance**"), the Determination Agent shall determine the Floating Rate of interest for the Relevant Interest Payment Date in accordance with the following methodologies, as applicable:

- (i) If a Pre-nominated Index has been specified in the Final Terms in respect of the relevant Reference Rate (or EONIA_i or SONIA_{i-pLBD}), the relevant Reference Rate (or EONIA_i or SONIA_{i-pLBD}) shall be replaced by such Pre-nominated Index with effect from the date as determined by the Determination Agent and the Pre-nominated Index will be deemed to be the Reference Rate (or EONIA_i or SONIA_{i-pLBD}) with effect from such date. The Determination Agent may make such adjustments that it determines to be appropriate, if any, to any one or more of the Conditions or other terms of the Securities, including without limitation, any Condition or term relevant to the settlement or payment under the Securities, as the Determination Agent determines appropriate to account for such replacement (including, without limitation, any adjustment which the Determination Agent determines is appropriate in order to reduce or eliminate to the extent reasonably practicable any transfer of economic value from the Issuer to the Securityholders or vice versa as a result of such replacement, including as a result of a different term structure or methodology);
- (ii) If a Pre-nominated Index has not been specified in the Final Terms and if the Discontinued Reference Rate is not EONIA or SONIA:
- (A) the Determination Agent shall select a substitute or Successor Rate of interest that it determines is comparable to the Discontinued Reference Rate to replace such Discontinued Reference Rate, and shall replace the Discontinued Reference Rate by such substitute or Successor Rate of interest with effect from the date as determined by the Determination Agent and such substitute or successor reference rate will be deemed to be the Reference Rate with effect from such date. The Determination Agent may make such adjustments that it determines to be appropriate, if any, to any one or more of the Conditions or other terms of the Securities, including, without limitation, any Condition or term relevant to the settlement or payment under the Securities, as the Determination Agent determines appropriate to account for such replacement (including, without limitation, any adjustment which the Determination Agent determines is appropriate in order to reduce or eliminate to the extent reasonably practicable any transfer of economic value from the Issuer to the Securityholders or vice versa as a result of such

replacement, including as a result of a different term structure or methodology);

- (B) if the Determination Agent determines that no substitute or Successor Rate is available for the purpose of sub-paragraph (A) immediately above, then, with effect from and including the date on which the relevant Reference Rate has been discontinued or has otherwise ceased to exist, the Floating Rate in respect of such Interest Determination Date, and any subsequent Interest Determination Date, shall be determined using Linear Interpolation;
 - (C) if the Determination Agent determines that one or both of the rates to be used for the purpose of Linear Interpolation in accordance with (ii) immediately above are unavailable, or otherwise does not determine the Floating Rate of interest in accordance with the foregoing, an Additional Disruption Event shall be deemed to have occurred for the purposes of these provisions and the Determination Agent shall adjust, redeem, cancel and/or take any other necessary action in accordance with the applicable provisions of General Condition 12 (*Adjustment or early redemption following an Additional Disruption Event*) or General Condition 13 (*Early Redemption following an unscheduled early redemption event - Belgian Securities*), as the case may be, in respect of the Securities.
- (iii) Otherwise, if a Pre-nominated Index has not been specified in the Final Terms and if the Discontinued Reference Rate is EONIA_i or SONIA_{i-pLBD};
- (A) the Determination Agent shall select a substitute or successor reference rate that it determines is comparable to the Discontinued Reference Rate to replace such Discontinued Reference Rate, and shall replace the Discontinued Reference Rate by such substitute or successor reference rate with effect from the date as determined by the Determination Agent and such substitute or successor reference rate will be deemed to be the Reference Rate with effect from such date. The Determination Agent may make such adjustments that it determines to be appropriate, if any, to any one or more of the Conditions or other terms of the Securities, including, without limitation, any Condition or term relevant to the settlement or payment under the Securities, as the Determination Agent determines appropriate to account for such replacement (including, without limitation, any adjustment which the Determination Agent determines is appropriate in order to reduce or eliminate to the extent reasonably practicable any transfer of economic value from the Issuer to the Securityholders or vice versa as a result of such replacement, including as a result of a different term structure or methodology);
 - (B) if the Determination Agent determines that no substitute or successor reference rate is available for the purpose of sub-paragraph (A) immediately above, or otherwise does not determine the Floating Rate of interest in accordance with the foregoing, an Additional Disruption Event shall be deemed to have occurred for the purposes of these provisions and the Determination Agent shall adjust,

redeem, cancel and/or take any other necessary action in accordance with the applicable provisions of General Condition 12 (*Adjustment or early redemption following an Additional Disruption Event*) or General Condition 13 (*Early Redemption following an unscheduled early redemption event - Belgian Securities*), as the case may be, in respect of the Securities.

(iv) **Changes in reference rate**

If the methodology or formula for the rate comprising the Reference Rate (the "**Original Reference Rate**") in respect of any Securities or any other means of calculating the Reference Rate is changed (irrespective of the materiality of any such change or changes), then for the avoidance of doubt references to the Reference Rate in respect of such Securities shall remain as the Original Reference Rate notwithstanding such changes."

- (E) deleting the definition of "Interest Determination Date" under General Condition 6.8(g) (*Relevant defined terms*) on page 175 of Base Prospectus 1 in its entirety and replacing it with the following:

"Interest Determination Date" means any of the following, as applicable:

- (i) with respect to an Interest Calculation Period and a Reference Rate other than EONIA or SONIA, the date specified as such in the Final Terms or, if none is so specified:
 - (A) the first day of such Interest Calculation Period, if the relevant currency is sterling or Hong Kong dollar;
 - (B) the date falling two TARGET Business Days prior to the first day of such Interest Calculation Period, if the relevant currency is euro; or
 - (C) in any other case, the date falling two London Business Days prior to the first day of such Interest Calculation Period;
- (ii) with respect to an Interest Calculation Period and EONIA, unless specified otherwise in the Final Terms, the last TARGET Business Day of such Interest Calculation Period; and
- (iii) with respect to an Interest Calculation Period and SONIA, unless specified otherwise in the Final Terms, the last London Business Day of such Interest Calculation Period.

"Relevant Screen Page" means such screen page as specified in the Final Terms (or the Relevant Screen Page of such other service or services as may be nominated as the information vendor for the purpose of displaying comparable rates in succession thereto) or such other equivalent information vending service as is so specified.

"Relevant Time" means the time (in the place) specified in the Final Terms."

- (iv) amending General Condition 6.9(c) (*Determination of Accrual Condition*) on pages 176 to 179 of Base Prospectus 1 to correct a typographical error in limb (A) of the definition of "Observation Period" on page 178 of Base Prospectus 1, such that the amended definition reads as follows:

- **"Observation Period"** means, in respect of an Interest Payment Date:
 - (A) where the Final Terms specifies that 'Accrual Condition Type' is Single Rate Range Accrual, Spread Range Accrual, Dual Rate

Range Accrual or Dual Spread Range Accrual, the period beginning on (and including) the day that falls the Observation Number of Business Days prior to the immediately preceding Interest Payment Date (or, if none, the Interest Commencement Date) and ending on (but excluding) the day that falls the Observation Number of Business Day prior to such Interest Payment Date; or

- (B) where the Final Terms specifies that 'Accrual Condition Type' is Year-on-Year Inflation Range Accrual, the period ending on and including the calendar month ("Range Accrual Reference Month") specified in the Final Terms as corresponding to the Relevant Interest Payment Date, from but excluding the Range Accrual Reference Month in respect of the preceding Interest Payment Date."
- (v) amending General Condition 8.2 (*Inflation-Linked Redemption*) on pages 189 to 191 to correct the formula in General Condition 8.2(b)(*Final Cash Settlement Amount*) on page 190, so that the amended provision now reads as follows:

"(b) **Final Cash Settlement Amount**

Unless previously redeemed or purchased and surrendered for cancellation, each Security (representing a nominal amount equal to the Calculation Amount) will be redeemed by the Issuer by payment on the Scheduled Redemption Date of a cash amount (the "**Final Cash Settlement Amount**"), determined on the Final Valuation Date by the Determination Agent as the Calculation Amount (in the case of Securities having a Settlement Currency different to the Issue Currency, converted into the Settlement Currency by applying the applicable Exchange Rate as at the Fixing Time – Redemption on the Fixing Date – Redemption), multiplied by the amount (the "**Final Inflation Factor**") that is determined by dividing:

- (i) the Inflation Index Level for the calendar month ("**Reference Month**") specified in the Final Terms as corresponding to the Scheduled Redemption Date ("**Inflation Index (final)**"); by
- (ii) the Inflation Index Level for the Reference Month specified in the Final Terms as corresponding to the Initial Valuation Date ("**Inflation Index (initial)**"),

provided that, if the Final Terms specifies 'Final Redemption Floor' to be 'Applicable', if the above calculation would result in the Final Inflation Factor being less than the Final Redemption Floor, then the Final Inflation Factor shall be deemed to be equal to the Final Redemption Floor. If applicable, the "**Final Redemption Floor**" means 1, unless another amount is specified in the Final Terms.

The Final Inflation Factor (subject to the Final Redemption Floor, if applicable) calculation can also be expressed formulaically as:

$$\left(\frac{\text{Inflation Index (final)}}{\text{Inflation Index (initial)}} \right)$$

If the Initial Valuation Date or the Scheduled Redemption Date does not fall on the first calendar day of a month, and the Final Terms specifies that the Reference Month corresponding to such Initial Valuation Date or Scheduled Redemption Date is subject to linear interpolation, the

relevant Inflation Index Level corresponding to such Initial Valuation Date or Scheduled Redemption Date shall be calculated using linear interpolation between (x) the Inflation Index Level for the Reference Month corresponding to such Initial Valuation Date or Scheduled Redemption Date and (y) the Inflation Index Level for the calendar month following such Reference Month."

(vi) amending General Condition 30.1 (*Definitions*) on pages 212 to 241 of Base Prospectus 1 as follows:

(A) by correcting the numbering in the definition of "Administrator/Benchmark Event" on pages 213 to 214 of Base Prospectus 1, such that the amended definition reads as follows:

"Administrator/Benchmark Event" means, in respect of any Securities and a Relevant Benchmark, the occurrence or existence, as determined by the Determination Agent, of any of the following events in respect of such Relevant Benchmark:

(a) a **"Non-Approval Event"**, being any of the following:

- (i) any authorisation, registration, recognition, endorsement, equivalence decision or approval in respect of the Relevant Benchmark or the administrator or sponsor of the Relevant Benchmark is not obtained;
- (ii) the Relevant Benchmark or the administrator or sponsor of the Relevant Benchmark is not included in an official register; or
- (iii) the Relevant Benchmark or the administrator or sponsor of the Relevant Benchmark does not fulfil any other legal or regulatory requirement applicable to the Securities or the Relevant Benchmark,

in each case, if required in order for the Issuer or the Determination Agent to perform its or their respective obligations in respect of the Securities in compliance with the Benchmark Regulation. For the avoidance of doubt, a Non-Approval Event shall not occur if the Relevant Benchmark or the administrator or sponsor of the Relevant Benchmark is not included in an official register because its authorisation, registration, recognition, endorsement, equivalence decision or approval is suspended if, at the time of such suspension, the continued provision and use of the Relevant Benchmark is permitted in respect of the Securities under the Benchmark Regulation during the period of such suspension;

(b) a **"Rejection Event"**, being the relevant competent authority or other relevant official body rejects or refuses any application for authorisation, registration, recognition, endorsement, an equivalence decision, approval or inclusion in any official register which, in each case, is required in relation to the Relevant Benchmark or the administrator or sponsor of the Relevant Benchmark for the Issuer or the Determination Agent to perform its or their respective obligations in respect of the Securities in compliance with the Benchmark Regulation; or

(c) a **"Suspension/Withdrawal Event"**, being any of the following:

- (i) the relevant competent authority or other relevant official body suspends or withdraws any authorisation, registration, recognition, endorsement, equivalence decision or approval in relation to the Relevant Benchmark or the administrator or

sponsor of the Relevant Benchmark which is required in order for the Issuer or the Determination Agent to perform its or their respective obligations in respect of the Securities in compliance with the Benchmark Regulation; or

- (ii) the Relevant Benchmark or the administrator or sponsor of the Relevant Benchmark is removed from any official register where inclusion in such register is required in order for the Issuer or the Determination Agent to perform its or their respective obligations in respect of the Securities in compliance with the Benchmark Regulation.

For the avoidance of doubt, a Suspension/Withdrawal Event shall not occur if such authorisation, registration, recognition, endorsement, equivalence decision or approval is suspended or where inclusion in any official register is withdrawn if, at the time of such suspension or withdrawal, the continued provision and use of the Relevant Benchmark is permitted in respect of the Securities under the Benchmark Regulation during the period of such suspension or withdrawal."

- (B) by deleting the definition of "Early Cash Settlement Amount" on pages 222 to 223 of Base Prospectus 1 and replacing it with the following:

"Early Cash Settlement Amount" means, in relation to the relevant event leading to early redemption of the Securities on any day:

- (a) if the Final Terms specifies 'Par', an amount equal to the outstanding nominal amount of such Security; or
- (b) if the Final Terms specifies 'Amortised Face Amount', an amount equal to the Amortised Face Amount of each Security; or
- (c) if the Final Terms specifies 'Market Value', an amount equal to the market value of such Security following the event triggering the early redemption (subject to or as provided in General Condition 16 (*Events of Default*) following an Event of Default). Such amount shall be determined as soon as reasonably practicable following the event giving rise to the early redemption of the Securities and by reference to such factors as the Determination Agent considers to be appropriate including, without limitation:
 - (i) market prices or values for any rate or index to which the Securities are linked and other relevant economic variables (such as interest rates and, if applicable, exchange rates) at the Relevant Time;
 - (ii) the remaining life of the Securities had they remained outstanding to scheduled maturity;
 - (iii) the value at the Relevant Time of any minimum redemption or cancellation amount which would have been applicable had the Securities remained outstanding to scheduled maturity and/or any scheduled early redemption date;
 - (iv) internal pricing models; and
 - (v) prices at which other market participants might bid for securities similar to the Securities, where, in the case of Securities having a Settlement Currency that is different from the Issue Currency, such amount is converted into the Settlement Currency by applying the applicable Exchange Rate on the Early Cash Redemption Date; or

- (d) if the Final Terms specifies 'Greater of Market Value and Par', an amount in respect of each Calculation Amount for each Security in the Settlement Currency equal to the greater of (i) the Market Value and (ii) the Calculation Amount;
- (e) if the Final Terms specifies 'Greater of Market Value and Redemption Floor', an amount in respect of each Calculation Amount for each Security in the Settlement Currency equal to:
 - (i) if (I) the 'Market Value', is greater than or equal to (II) the product of the Calculation Amount multiplied by the Redemption Floor, the Market Value; or
 - (ii) if the Market Value is less than the product of the Calculation Amount multiplied by the Redemption Floor (such event being a "**Redemption Floor Postponement Event**"), an amount to be paid on the Scheduled Redemption Date equal to the greater of (I) the Market Value of the Security (in respect of such Calculation Amount) as determined in accordance with paragraph (b) above save that such determination shall be made on or around the second Business Day prior to the Scheduled Redemption Date and, (II) the product of the Calculation Amount multiplied by the Redemption Floor,

provided that, in relation to any of paragraphs (a), (b), (c), (d) or (e) above, if the Final Terms specifies 'Unwind Costs' to be 'Not Applicable', the Determination Agent shall not take into account deductions for any costs, charges, fees, accruals, losses, withholdings and expenses, which are or will be incurred by the Issuer or its Affiliates in connection with the unwinding of any Hedge Positions and/or related funding arrangements, when determining such market value; or

- (f) If the Final Terms specifies 'Early Cash Settlement Amount (Belgian Securities)', any of the following (as applicable):
 - (i) 'Early Cash Settlement Amount (FMV)': Early Cash Settlement Amount means 'Early Cash Settlement Amount (FMV)' where (a) 'Early Cash Settlement Amount (FMV)' is specified to be applicable in the relevant Condition, (b) for purposes of General Condition 16 (*Events of Default*) or (c) if the relevant Condition does not specify which of paragraph (i), (ii) or (iii) applies in respect of the Early Cash Settlement Amount; or
 - (ii) 'Early Cash Settlement Amount (FMV + Issuer Cost Reimbursement)': Early Cash Settlement Amount means 'Early Cash Settlement Amount (FMV + Issuer Cost Reimbursement)' where 'Early Cash Settlement Amount (FMV + Issuer Cost Reimbursement)' is specified to be applicable in the relevant Condition; or
 - (iii) 'Early Cash Settlement Amount (Best of Amount)': Early Cash Settlement Amount means 'Early Cash Settlement Amount (Best of Amount)' where 'Early Cash Settlement Amount (Best of Amount)' is specified to be applicable in the relevant Condition,

where, the following terms have the following meanings:

"**Early Cash Settlement Amount (FMV)** " means, in respect of any relevant early redemption or cancellation of the Securities, an amount per Calculation Amount in the Settlement Currency

determined as the pro rata proportion of the market value of the Security following the event triggering the early redemption (including the value of accrued interest (if applicable)). Such amount shall be determined as soon as reasonably practicable following the relevant event giving rise to the early redemption of the Securities by reference to such factors as the Determination Agent considers to be appropriate including, without limitation:

- (i) 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;
- (ii) the remaining term of the Securities had they remained outstanding to scheduled maturity or expiry and/or any scheduled early redemption or exercise date;
- (iii) the value at the relevant time of any minimum redemption or cancellation amount which would have been payable had the Securities remained outstanding to scheduled maturity or expiry and/or any scheduled early redemption or exercise date;
- (iv) internal pricing models; and
- (v) prices at which other market participants might bid for securities similar to the Securities;

"Early Cash Settlement Amount (FMV + Issuer Cost Reimbursement)" means, in respect of any relevant early redemption or cancellation of the Securities, an amount per Calculation Amount in the Settlement Currency calculated in accordance with the following formula:

Early Cash Settlement Amount (FMV)+Pro Rata Issuer Cost Reimbursement
; and

"Early Cash Settlement Amount (Best of Amount)" means, in respect of any relevant early redemption or cancellation of the Securities, an amount per Calculation Amount in the Settlement Currency calculated in accordance with the following formula:

Max [Minimum Payment Amount;Early Cash Settlement Amount (FMV)
+ Issuer Cost Reimbursement

Where

"Max" followed by a series of amounts inside brackets, means whichever is the greater of the amounts separated by a semi-colon inside those brackets. For example, "Max(x;y)" means the greater of component x and component y."

- (C) by deleting the definition of "Reference Rate" on page 236 of Base Prospectus 1 in its entirety and replacing it with the following:

"Reference Rate" means, in respect of any relevant period or day, any of the following as specified in the Final Terms: (a) a floating interest rate, (b) an inflation index, (c) a swap rate, (d) EONIA or (e) SONIA. Where the Final Terms specifies 'CMS Rate Determination' to be applicable (where applicable, in relation to the relevant Reference Rate), 'Reference Rate' shall be construed to include a CMS Reference Rate. If more than one Reference Rate is specified, 'Reference Rate' shall be construed to refer to each rate defined or specified as such, or

determined, in respect of the relevant period or day as specified in the Final Terms."

E) FORM OF FINAL TERMS

The section entitled "Form of Final Terms" on pages 242 to 293 of Base Prospectus 1 shall be amended so that (a) the Sterling Overnight Index Average ("**SONIA**") is added as an option to the "Reference Rate" line item and a new "p" line item is added to each of the relevant items and paragraphs and (b) a new line item "Pre-nominated Index" is added as paragraph 18(g) as follows:

- (i) item 15 (*Fixed Rate Interest provisions*) of Part A – Contractual Terms on pages 245 to 249 of Base Prospectus 1 shall be deleted in its entirety and replaced with the following:

15. Fixed Rate Interest provisions: [Applicable] [Applicable subject to exercise of Switch Option] [Applicable following exercise of Switch Option] [Applicable in respect of the period from and including [the Issue Date/the Interest Payment Date falling in [●]]] to but excluding the Interest Payment Date falling in [●]] [Applicable in respect of applicable Conversion Period(s) following exercise of Conversion Option] [Not Applicable]
- (a) [Fixed Rate: [●]]%
 [Interest Payment Date:] [Fixed Rate (%):]
 [●] [●]
- (b) Day Count Fraction: [Actual/Actual (ICMA)] [Act/Act (ICMA)] [Actual/Actual] [Actual/Actual (ISDA)] [Actual/365 (Fixed)] [Actual/360] [30/360] [360/360] [Bond Basis] [30E/360] [Eurobond Basis] [30E/360 (ISDA)]
- (c) Range Accrual: [Applicable] [Not Applicable]
- (i) [Accrual Condition Type:] [Year-on-Year Inflation Range Accrual] [Single Rate Range Accrual] [Spread Range Accrual] [Dual Rate Range Accrual] [Dual Spread Range Accrual]
- (ii) Year-on-Year Inflation Range Accrual: [Applicable] [Not Applicable]
- [- Inflation Index: [●]]
- Inflation Index Sponsor: [●]
- Range Accrual Reference Month: The calendar month falling [●] month[s] prior to the Relevant Interest Payment Date [subject to linear interpolation].
- [Range Accrual Reference Month:] [Interest Payment Date:]

- [•] [•]
- Related Bond: [•] [As specified in the Conditions]
- Lower Barrier: [•]
- Upper Barrier: [•]
- Pre-nominated Index: [•] [Not Applicable]
- (iii) Single Rate Range [Applicable] [Not Applicable]
Accrual:
- Floating Rate Determination: [Floating Interest Rate Determination]
[CMS Rate Determination]
- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][•]]
- [- Specified Swap Rate: [•]
- Reference Currency: [•]
- [- Designated Maturity: [•]
- Relevant Screen Page: [•]
- Relevant Time: [•]
- [- "p": [•]
- Lower Barrier: [•]
- Upper Barrier: [•]
- Pre-nominated Index: [•] [Not Applicable]
- (iv) Spread Range [Applicable] [Not Applicable]
Accrual:
- (A) [Range Accrual Floating Rate 1:
- Floating Rate Determination: [Floating Interest Rate Determination]
[CMS Rate Determination]
- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][•]]
- [- Specified Swap Rate: [•]
- Reference Currency: [•]
- [- Designated Maturity: [•]

- Relevant Screen Page: [●]
- Relevant Time: [●]
- [- "p": [●]
- Pre-nominated Index [●] [Not Applicable]

(B) Range Accrual Floating Rate 2:

- Variable: [[plus] [minus] [●]] [Not Applicable]
- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]
- [- Specified Swap Rate: [●]
- Reference Currency: [●]
- [- Designated Maturity: [●]
- Relevant Screen Page: [●]
- Relevant Time: [●]
- [- "p": [●]
- Pre-nominated Index: [●] [Not Applicable]

(C) Lower Barrier [●]

(D) Upper Barrier [●]

(v) Dual Rate Range Accrual: [Applicable] [Not Applicable]

(A) [Range Accrual Floating Rate 1:

- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]
- [- Specified Swap Rate: [●]

- Reference Currency: [●]
- [- Designated Maturity: [●]
- Relevant Screen Page: [●]
- Relevant Time: [●]
- [- "p": [●]
- Lower Barrier 1: [●]
- Upper Barrier 1: [●]
- Pre-nominated Index: [●] [Not Applicable]

(B) Range Accrual Floating Rate 2:

- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]
- [- Specified Swap Rate: [●]
- Reference Currency: [●]
- [- Designated Maturity: [●]
- Relevant Screen Page: [●]
- Relevant Time: [●]
- [- "p": [●]
- Lower Barrier 2: [●]
- Upper Barrier 2: [●]
- Pre-nominated Index: [●] [Not Applicable]

(vi) Dual Spread Range Accrual: [Applicable] [Not Applicable]

(A) [Range Accrual
Floating Rate 1:

- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
 - [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
 - [- Specified Swap Rate: [●]]
- Reference Currency: [●]
- [- Designated Maturity: [●]]
- Relevant Screen Page: [●]
- Relevant Time: [●]
- [- "p": [●]]
- Pre-nominated Index: [●] [Not Applicable]

(B) Range Accrual
Floating Rate 2:

- Variable: [[plus] [minus] [●]] [Not Applicable]
- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
 - [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
 - [- Specified Swap Rate: [●]]
- Reference Currency: [●]
- [- Designated Maturity: [●]]
- Relevant Screen Page: [●]
- Relevant Time: [●]
- [- "p": [●]]
- Lower Barrier 1: [●]
- Upper Barrier 1: [●]

- Barrier 1:
- Pre-nominated Index: [●] [Not Applicable]
- (C) Range Accrual Floating Rate 3:
- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
 - [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
 - [- Specified Swap Rate: [●]]
 - Reference Currency: [●]
 - [- Designated Maturity: [●]]
 - Relevant Screen Page: [●]
 - Relevant Time: [●]
 - [- "p": [●]]
 - Lower Barrier 2: [●]
 - Upper Barrier 2: [●]
 - Pre-nominated Index: [●] [Not Applicable]
- (vii) Observation Number of Business Days: [●] [As specified in the Conditions] [Not Applicable]]
- (d) Global Floor: [Applicable] [Applicable (subject to change following the exercise of the [Switch Option][Conversion Option])] [Not Applicable]
- [- Global Floor Percentage: [●]%
- (ii) item 16 (*Floating Rate Interest provisions*) of Part A – Contractual Terms on pages 249 to 255 of Base Prospectus 1 shall be deleted in its entirety and replaced with the following:
16. Floating Rate Interest provisions: [Applicable] [Applicable subject to exercise of Switch Option] [Applicable following exercise of Switch Option] [Applicable in respect of the period from and including [the Issue

Date/the Interest Payment Date falling in [●
]] to but excluding the Interest Payment Date
 falling in [●]] [Not Applicable]

- (a) Floating Interest Rate Determination: [Applicable] [Not Applicable]
- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]
 - [- Designated Maturity: [●] [Month[s]] [Year[s]] [Not Applicable]
 - Offered Quotation: [Applicable] [Not Applicable]
 - Arithmetic Mean: [Applicable] [Not Applicable]
 - Interest Determination Date: [●] [Not Applicable]
 - Relevant Screen Page: [●]
 - Relevant Time: [a.m.]/[p.m.] [●] time]
 - [- "p": [●]]
 - Pre-nominated Index: [●] [Not Applicable]
- (b) CMS Rate Determination: [Applicable] [Not Applicable]
- [- Specified Swap Rate: [●]
 - Reference Currency: [●]
 - Designated Maturity: [●]
 - Relevant Screen Page: [●]
 - Relevant Time: [a.m.]/[p.m.] [●] time]
 - Pre-nominated Index: [●] [Not Applicable]
- (c) Cap Rate: [Not Applicable] [[●]%]
- [Interest Payment Date:] [Cap Rate (%):]
- [●] [●] [Not Applicable]
- (d) Curve Cap: [Not Applicable] [Applicable]
- [[Interest Payment Date: [Not Applicable]
- Factor: [[plus] [minus] [●]%%] [Not Applicable]
- Margin: [[plus] [minus] [●]%%] [Not Applicable]
- Reference Index: [single rate]
- Multiplier: [[●]%%] [Not Applicable]
- Reference Rate: [●]
- [[spread rate] [combined rate]

- Multiplier 1: [[●]%] [Not Applicable]
- Reference Rate 1: [●]
- Multiplier 2: [[●]%] [Not Applicable]
- Reference Rate 2: [●]
- Upper Limit: [●]%
- [[Reference Rate [1] [2]:
- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
 - [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
 - [- Specified Swap Rate: [●]
 - Reference Currency: [●]
 - Designated Maturity: [●]
 - Interest Determination Date: [●]
 - Relevant Screen Page: [●]
 - Relevant Time: [●]]
 - [- "p": [●]]
 - Pre-nominated Index: [●] [Not Applicable]]
- (e) Floor Rate: [Not Applicable] [[●]%]
- [Interest Payment Date:] [Floor Rate (%):]
- [●] [●] [Not Applicable]
- (f) Participation: [[●]] [As specified in the Conditions]
- [Interest Payment Date:] [Participation:]
- [●] [●] [As specified in the Conditions]
- (g) Spread: [zero][[plus] [minus] [●]%]
- [Interest Payment Date:] [Spread (%):]
- [●] [plus] [minus] [●]
- (h) Day Count Fraction: [Actual/Actual (ICMA)] [Act/Act (ICMA)]
 [Actual/Actual] [Actual/Actual (ISDA)]
 [Actual/365 (Fixed)] [Actual/360] [30/360]
 [360/360] [Bond Basis] [30E/360] [Eurobond Basis] [30E/360 (ISDA)]
- (i) Details of any short or long Interest Calculation [●] [Not Applicable] Linear Interpolation: [Applicable] [Not Applicable]

Period:

- (j) Range Accrual: [Applicable] [Not Applicable]
- (i) [Accrual Condition Type: [Single Rate Range Accrual] [Spread Range Accrual] [Dual Rate Range Accrual] [Dual Spread Range Accrual]
- (ii) Single Rate Range Accrual: [Applicable] [Not Applicable]
- [Range Accrual Floating Rate 1:
- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
 - [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
 - [- Specified Swap Rate: [●]]
 - Reference Currency: [●]]
 - [- Designated Maturity: [●]]
 - Relevant Screen Page: [●]]
 - Relevant Time: [●]]
 - [- "p": [●]]
 - Lower Barrier: [●]]
 - Upper Barrier: [●]]
 - Pre-nominated Index: [●] [Not Applicable]]
- (iii) Spread Range Accrual [Applicable] [Not Applicable]
- (A) [Range Accrual Floating Rate 1:
- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
 - [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
 - [- Specified Swap Rate: [●]]
 - Reference [●]]

Currency:

- [– Designated Maturity: [●]
- Relevant Screen Page: [●]
- Relevant Time: [●]
- [– "p": [●]
- Pre-nominated Index: [●] [Not Applicable]

(B) Range Accrual Floating Rate 2:

- Variable: [[plus] [minus] [●]] [Not Applicable]
- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
- [– Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]
- [– Specified Swap Rate: [●]
- Reference Currency: [●]
- [– Designated Maturity: [●]
- Relevant Screen Page: [●]
- Relevant Time: [●]
- [– "p": [●]
- Pre-nominated Index: [●] [Not Applicable]

(C) Lower Barrier: [●]

(D) Upper Barrier: [●]

(iv) Dual Rate Range Accrual: [Applicable] [Not Applicable]

(A) [Range Accrual Floating Rate 1: [●]

- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
- [– Reference [LIBOR][EURIBOR][EONIA][SONIA][●]

Rate:

- [– Specified Swap Rate: [●]
- Reference Currency: [●]
- [– Designated Maturity: [●]
- Relevant Screen Page: [●]
- Relevant Time: [●]
- [– "p": [●]
- Lower Barrier 1: [●]
- Upper Barrier 1: [●]
- Pre-nominated Index: [●] [Not Applicable]

(B) Range Accrual Floating Rate 2:

- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
- [– Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]
- [– Specified Swap Rate: [●]
- Reference Currency: [●]
- [– Designated Maturity: [●]
- Relevant Screen Page: [●]
- Relevant Time: [●]
- [– "p": [●]
- Lower Barrier 2: [●]
- Upper Barrier 2: [●]
- Pre-nominated [●] [Not Applicable]

Index:

- (v) Dual Spread Range [Applicable] [Not Applicable]
Accrual:
- (A) Range Accrual
Floating Rate 1:
- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
 - [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
 - [- Specified Swap Rate: [●]]
 - Reference Currency: [●]
 - [- Designated Maturity: [●]]
 - Relevant Screen Page: [●]
 - Relevant Time: [●]
 - [- "p": [●]]
 - Pre-nominated Index: [●] [Not Applicable]
- (B) Range Accrual
Floating Rate 2:
- Variable: [[plus] [minus] [●]] [Not Applicable]
 - Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
 - [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
 - [- Specified Swap Rate: [●]]
 - Reference Currency: [●]
 - [- Designated Maturity: [●]]
 - Relevant Screen Page: [●]
 - Relevant Time: [●]
 - [- "p": [●]]

- Lower Barrier 1: [●]
- Upper Barrier 1: [●]
- Pre-nominated Index: [●] [Not Applicable]

(C) Range Accrual Floating Rate 3:

- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
- [- Specified Swap Rate: [●]
- Reference Currency: [●]
- [- Designated Maturity: [●]
- Relevant Screen Page: [●]
- Relevant Time: [●]
- [- "p": [●]
- Lower Barrier 2: [●]
- Upper Barrier 2: [●]
- Pre-nominated Index: [●] [Not Applicable]

(vi) Observation Number of Business Days: [●][As specified in the Conditions]

(k) Global Floor: [Applicable] [Applicable (subject to change following the exercise of the [Switch Option][Conversion Option])] [Not Applicable]

[- Global Floor Percentage: [●]%]

(iii) item 17 (*Inverse Floating Rate Interest provisions*) of Part A – Contractual Terms on pages 255 to 260 of Base Prospectus 1 shall be deleted in its entirety and replaced with the following:

17. Inverse Floating Rate Interest provisions: [Applicable] [Applicable subject to exercise of Switch Option] [Applicable following exercise of Switch Option] [Applicable in respect of the period from and including [the Issue Date/the Interest Payment Date falling in [●]] to but excluding the Interest Payment Date falling in [●] [Not Applicable]
- (a) Floating Interest Rate Determination: [Applicable] [Not Applicable]
- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]
 - [- Designated Maturity: [●] [Month[s]] [Year[s]] [Not Applicable]
 - Offered Quotation: [Applicable] [Not Applicable]
 - Arithmetic Mean: [Applicable] [Not Applicable]
 - Interest Determination Date: [●] [Not Applicable]
 - Relevant Screen Page: [●]
 - Relevant Time: [a.m.]/[p.m.] [●] time]]
 - [- "p": [●]]
 - Pre-nominated Index: [●] [Not Applicable]
- (b) CMS Rate Determination: [Applicable] [Not Applicable]
- [- Specified Swap Rate: [●]
 - Reference Currency: [●]
 - Designated Maturity: [●]
 - Relevant Screen Page: [●]
 - Relevant Time: [a.m.]/[p.m.] [●] time
 - Interest Determination Date(s): [●]]
 - Pre-nominated Index: [●] [Not Applicable]
- (c) Cap Rate: [Not Applicable] [[●]%]
- [Interest Payment Date:] [Cap Rate (%):]
- [●] [●] [Not Applicable]
- (d) Curve Cap: [Not Applicable] [Applicable]
- [[Interest Payment Date: [●]] [Not Applicable]
- Factor: [[plus] [minus] [●]%%]

		[Not Applicable]
Margin:	[[plus] [minus] [●]%%]	[Not Applicable]
Reference Index:	[single rate	
	Multiplier: [[●]%%]	[Not Applicable]
	[[spread rate] [combined rate]	
	Multiplier 1: [[●]%%]	[Not Applicable]
	Multiplier 2: [[●]%%]	[Not Applicable]
Upper Limit:	[●]%	
[[Reference Rate [1] [2]:		
- Floating Rate Determination :	[Floating Rate Determination] [CMS Rate Determination]	
[- Reference Rate:	[LIBOR] [EURIBOR][EONIA] [SONIA][●]	
[- Specified Swap Rate:	[●]	
- Reference Currency:	[●]	
- Designated Maturity:	[●]	
- Interest Determination Date:	[●]	
- Relevant Screen Page:	[●]	
- Relevant Time:	[●]]]	
[- "p":	[●]	
- Pre-nominated Index	[●] [Not Applicable]	
(e) Floor Rate:	[Not Applicable] [[●]%%]	
	[Interest Payment Date:]	[Floor Rate (%):]
	[●]	[●] [Not Applicable]
(f) Participation:	[[●]]	[As specified in the Conditions]

- [Interest Payment Date:] [Participation:]
- [•] [•] [As specified in the Conditions]
- (g) Spread: [zero] [[plus] [minus] [•]]%
- [Interest Payment Date:] [Spread (%):]
- [•] [plus] [minus] [•]
- (h) Day Count Fraction: [Actual/Actual (ICMA)] [Act/Act (ICMA)] [Actual/Actual] [Actual/Actual (ISDA)] [Actual/365 (Fixed)] [Actual/360] [30/360] [360/360] [Bond Basis] [30E/360] [Eurobond Basis] [30E/360 (ISDA)]
- (i) Details of any short or long Interest Calculation Period: [•] [Not Applicable]
- Linear Interpolation: [Applicable] [Not Applicable]
- (j) Range Accrual: [Applicable] [Not Applicable]
- (i) [Accrual Condition Type:] [Single Rate Range Accrual] [Spread Range Accrual] [Dual Rate Range Accrual] [Dual Spread Range Accrual]
- [Range Accrual Floating Rate 1:]
- (ii) Single Rate Range Accrual: [Applicable] [Not Applicable]
- [Range Accrual Floating Rate 1:]
- [- Reference Rate:] [LIBOR][EURIBOR][EONIA][SONIA][•][Not Applicable]]
- Specified Swap Rate: [•] [Not Applicable]
- Reference Currency: [•] [Not Applicable]
- Designated Maturity: [•]
- Relevant Screen Page: [•]
- Relevant Time: [•]
- [- "p": [•]]
- Lower Barrier: [•]

- Upper Barrier: [●]
 - Pre-nominated Index: [●] [Not Applicable]
- (iii) Spread Accrual Range [Applicable] [Not Applicable]
- (A) [Range Accrual Floating Rate 1:
- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
 - [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]
 - [- Specified Swap Rate: [●]
 - Reference Currency: [●]
 - [- Designated Maturity: [●]
 - Relevant Screen Page: [●]
 - Relevant Time: [●]
 - [- "p": [●]
 - Pre-nominated Index: [●] [Not Applicable]
- (B) Range Accrual Floating Rate 2:
- Variable: [[plus] [minus] [●]] [Not Applicable]
 - Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
 - [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]
 - [- Specified Swap Rate: [●]
 - Reference Currency: [●]
 - [- Designated Maturity: [●]
 - Relevant Screen Page: [●]

- Relevant Time: [●]
- [- "p": [●]
- Pre-nominated Index: [●] [Not Applicable]
- (C) Lower Barrier: [●]
- (D) Upper Barrier: [●]
- (iv) Dual Rate Range Accrual [Applicable] [Not Applicable]
- (A) Range Accrual Floating Rate 1:
- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]
- [- Specified Swap Rate: [●]
- Reference Currency: [●]
- [- Designated Maturity: [●]
- Relevant Screen Page: [●]
- Relevant Time: [●]
- [- "p": [●]
- Lower Barrier 1: [●]
- Upper Barrier 1: [●]
- Pre-nominated Index: [●] [Not Applicable]
- (B) Range Accrual Floating Rate 2:
- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]
- [- Specified Swap Rate: [●]

- Reference Currency [●]
 - [- Designated Maturity: [●]
 - Relevant Screen Page: [●]
 - Relevant Time: [●]
 - [- "p": [●]
 - Lower Barrier 2: [●]
 - Upper Barrier 2: [●]
 - Pre-nominated Index: [●] [Not Applicable]
- (v) Dual Spread Range Accrual: [Applicable] [Not Applicable]
- (A) Range Accrual Floating Rate 1:
- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
 - [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]
 - [- Specified Swap Rate: [●]
 - Reference Currency [●]
 - [- Designated Maturity: [●]
 - Relevant Screen Page: [●]
 - Relevant Time: [●]
 - [- "p": [●]
 - Pre-nominated Index: [●] [Not Applicable]
- (B) Range Accrual Floating Rate 2:
- Variable: [[plus] [minus] [●]] [Not Applicable]

- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
- [- Specified Swap Rate: [●]]
- Reference Currency: [●]
- [- Designated Maturity: [●]]
- Relevant Screen Page: [●]
- Relevant Time: [●]
- [- "p": [●]]
- Lower Barrier 1: [●]
- Upper Barrier 1: [●]
- Pre-nominated Index: [●] [Not Applicable]

(C) Range Accrual Floating Rate 3:

- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
- Specified Swap Rate: [●]
- Reference Currency: [●] [Not Applicable]
- Designated Maturity: [●]
- Relevant Screen Page: [●]
- Relevant Time: [●]
- [- "p": [●]]
- Lower Barrier 2: [●]
- Upper Barrier 2: [●]
- Pre-nominated: [●] [Not Applicable]

Index:

- (vi) Observation Number of Business Days: [●][As specified in the Conditions]]
- (k) Global Floor: [Applicable] [Applicable (subject to change following the exercise of the [Switch Option][Conversion Option])] [Not Applicable]
- [- Global Percentage: Floor [●]%]
- (iv) item 18 (*Inflation-Linked Interest provisions*) of Part A – Contractual Terms on pages 260 to 262 of Base Prospectus 1 shall be deleted in its entirety and replaced with the following:
18. Inflation-Linked Interest provisions: [Applicable:] [Applicable subject to exercise of Switch Option] [Applicable following exercise of Switch Option] [Applicable in respect of the period from and including [the Issue Date/the Interest Payment Date falling in [●]] to but excluding the Interest Payment Date falling in [●]] [Not Applicable]
- (a) Inflation Factor: [Inflation Factor (Cumulative)] [Inflation Factor (Year-on-Year)]
- (b) Inflation Index: [●]
- (c) Inflation Index Sponsor: [●]
- (d) Initial Valuation Date: [Not Applicable][●]
- (e) Reference Month: [(i) Initial Valuation Date: the calendar month falling [●] month[s] prior to the Initial Valuation Date [subject to linear interpolation].
(ii) Interest Payment Date(s): the calendar month falling [●] month[s] prior to the Relevant Interest Payment Date [subject to linear interpolation].]
[The calendar month falling [●] month[s] prior to the Relevant Interest Payment Date [subject to linear interpolation].]
[Reference [Interest Payment Date:] Month:]
[●] [subject to [●] linear interpolation]
- (f) Related Bond: [●] [As specified in the Conditions]
- (g) Pre-nominated Index: [●] [Not Applicable]
- (h) Fixed Percentage: [[●] [As specified in the Conditions]
[Interest [Fixed Percentage:]

	Payment Date:]	
	[●]	[●] [As specified in the Conditions]]
(i) Spread:	[Not Applicable] [[zero] [[plus] [minus] [●]]%]	
	[Interest Payment Date:]	[Spread (%):]
	[●]	[●]]
(j) Cap Rate:	[Not Applicable][[●]]%	
	[Interest Payment Date:]	[Cap Rate (%):]
	[●]	[●] [Not Applicable]
(k) Curve Cap:	[Not Applicable] [Applicable]	
	[[Interest Payment Date: [●]]	[Not Applicable]
	Factor:	[[plus] [minus] [●]]%] [Not Applicable]
	Margin:	[[plus] [minus] [●]]%] [Not Applicable]
	Reference Index:	[single rate Multiplier: [[●]]% [Not Applicable] [[spread rate] [combined rate] Multiplier 1: [[●]]% [Not Applicable] Multiplier 2: [[●]]% [Not Applicable]
	Upper Limit:	[●] %
	[[Reference Rate [1] [2]:	
	- Rate Determination :	[Floating Interest Rate Determination] [CMS Rate Determination]
	[- Reference Rate:	[LIBOR] [EURIBOR][EONIA][SONIA][●]]
	[- Specified Swap Rate:	[●]
	- Reference Currency:	[●]]

- Designated Maturity: [●]
 - Interest Determination Date: [●]
 - Relevant Screen Page: [●]
 - Relevant Time: [●]]]
 - [- "p": [●]]
 - Pre-nominated Index [●] [Not Applicable]
- (l) Floor Rate: [Not Applicable] [[●]%]
 [Interest Payment Date:] [Floor Rate (%):]
 [●] [●] [Not Applicable]
- (m) Day Count Fraction: [Actual/Actual (ICMA)] [Act/Act (ICMA)]
 [Actual/Actual] [Actual/Actual (ISDA)]
 [Actual/365 (Fixed)] [Actual/360] [30/360]
 [360/360] [Bond Basis] [30E/360] [Eurobond Basis] [30E/360 (ISDA)]
- (n) Global Floor: [Applicable] [Applicable (subject to change following the exercise of the [Switch Option][Conversion Option])] [Not Applicable]
 [- Global Percentage: Floor [●]%]
- (v) item 19 (*Digital Interest Provisions*) of Part A – Contractual Terms on pages 262 to 269 of Base Prospectus 1 shall be deleted in its entirety and replaced with the following:
19. Digital Interest Provisions: [Applicable] [Applicable subject to exercise of Switch Option] [Applicable following exercise of Switch Option] [Applicable in respect of the period from and including [the Issue Date/the Interest Payment Date falling in [●]] to but excluding the Interest Payment Date falling in [●]] [Not Applicable]
- (a) Digital Rate 1:
 (i) Fixed Rate: [[●]%][Not Applicable]
 [Interest Payment Date:] [Fixed Rate (%):]

- [●] [●]
- (ii) Floating Rate: [Applicable] [Not Applicable]
- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]
- [- Designated Maturity: [●] [Not Applicable]
- Offered Quotation: [Applicable] [Strike (%):] [Not Applicable]
- Arithmetic Mean: [Applicable] [●] [Not Applicable]
- Interest Determination Date: [●] [Not Applicable]
- Relevant Screen Page: [●]
- Relevant Time: [●]]]
- [- "p": [●]]
- Pre-nominated Index: [●] [Not Applicable]
- (iii) CMS reference rate: [Applicable] [Not Applicable]
- [- Specified Swap Rate: [●]
- Reference Currency: [●]
- Designated Maturity: [●]
- Relevant Screen Page: [●]
- Relevant Time: [a.m.]/[p.m.] [●] time
- Interest Determination Date(s): [●]]
- Pre-nominated Index: [●] [Not Applicable]
- (iv) Cap Rate: [Not Applicable][[●]%]
- [Interest Payment Date:] [Cap Rate (%):] [●] [●] [Not Applicable]
- (v) Curve Cap: [Not Applicable][Applicable]
- [[Interest Payment Date:] [Not Applicable] [●]

]]

Factor: [[plus] [minus] [●]%%]
[Not Applicable]

Margin: [[plus] [minus] [●]%%]
[Not Applicable]

Reference Index: [single rate
Multiplier: [[●]%%] [Not Applicable]
[[spread rate]
[combined rate]
Multiplier 1: [[●]%%] [Not Applicable]
Multiplier 2: [[●]%%] [Not Applicable]

Upper Limit: [●]%

[[Reference Rate
[1] [2]:

- Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]

[- Reference Rate: [LIBOR]
[EURIBOR][EONIA]
[SONIA][●]]

[- Specified Swap Rate: [●]

- Reference Currency: [●]]

- Designated Maturity: [●]

- Interest Determination Date: [●]

- Relevant Screen Page: [●]

- Relevant Time [●]]]]

[- "p": [●]]

- Pre-nominated Index: [●] [Not Applicable]

(vi) Floor Rate: [Not Applicable] [[●]%%]
[Interest Payment Date:] [Floor Rate (%):]
[●] [●] [Not Applicable]

(b) Digital Rate 2:

- (i) Fixed Rate: % [Not Applicable]
- [Interest Payment Date:] [Fixed Rate (%):]
-
- (ii) Floating Rate: [Applicable] [Not Applicable]
- [- Reference Rate: [LIBOR] [EURIBOR] [EONIA] [SONIA]]
- [- Designated Maturity: [Not Applicable]
- Offered Quotation: [Applicable] [Not Applicable] [Strike (%):]
- Arithmetic Mean: [Applicable] [Not Applicable]]
- Interest Determination Date: [Not Applicable]
- Relevant Screen Page:
- Relevant Time:
- [- "p":
- Pre-nominated Index: [Not Applicable]
- (iii) CMS reference rate: [Applicable] [Not Applicable]
- [- Specified Swap Rate:
- Reference Currency:
- Designated Maturity:
- Relevant Screen Page:
- Relevant Time: [a.m.]/[p.m.] time
- Interest Determination Date(s):
- Pre-nominated Index: [Not Applicable]
- (iv) Cap Rate: [Not Applicable] %
- [Interest Payment Date:] [Cap Rate (%):]

(v) Curve Cap:

[•] [Not Applicable]

[Not Applicable][Applicable]

[[Interest Payment Date: [•]] [Not Applicable]

Factor: [[plus] [minus] [•]%%] [Not Applicable]

Margin: [[plus] [minus] [•]%%] [Not Applicable]

Reference Index: [single rate]

Multiplier: [[•]%%] [Not Applicable]

[[spread rate] [combined rate]]

Multiplier 1: [[•]%%] [Not Applicable]

Multiplier 2: [[•]%%] [Not Applicable]

Upper Limit: [•]%

[[Reference Rate [1] [2]:

- Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]

[- Reference Rate: [LIBOR] [EURIBOR][EONIA] [SONIA][•]]

[- Specified Swap Rate: [•]

- Reference Currency: [•]]

- Designated Maturity: [•]

- Interest Determination Date: [•]

- Relevant Screen Page: [•]

- Relevant Time: [•]]]]

[- "p": [•]]

- Pre-nominated Index: [•] [Not Applicable]

- (vi) Floor Rate: [Not Applicable] []%
 [Interest Payment [Floor Rate (%):]
 Date:]
 [] [Not Applicable]
- (c) Day Count Fraction: [Actual/Actual (ICMA)] [Act/Act (ICMA)]
 [Actual/Actual] [Actual/Actual (ISDA)]
 [Actual/365 (Fixed)] [Actual/360] [30/360]
 [360/360] [Bond Basis] [30E/360] [Eurobond
 Basis] [30E/360 (ISDA)]
- (d) Floating Rate:
- (i) Strike: [] per cent.
 [Interest Payment [Strike (%):]
 Date:]
 []
- (ii) Floating Interest Rate Determination: [Applicable] [Not Applicable]
 [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][]
 [- Designated Maturity: [] [Not Applicable]
 - Offered Quotation: [Applicable] [Not Applicable]
 - Arithmetic Mean: [Applicable] [Not Applicable]
 - Interest Determination Date: [] [Not Applicable]
 - Relevant Screen Page: []
 - Relevant Time: []]
 [- "p": []
 - Pre-nominated Index: [] [Not Applicable]
- (iii) CMS Rate Determination: [Applicable] [Not Applicable]
 [- Specified Swap Rate: []
 - Reference Currency: []
 - Designated Maturity: []
 - Relevant Screen Page: []

- Relevant Time: [a.m.]/[p.m.] [●] time
 - Interest Determination Date(s): [●]
 - Pre-nominated Index: [●] [Not Applicable]
- (iv) Cap Rate: [Not Applicable][[●]%]
- [Interest Payment Date:] [Cap Rate (%):]
[●] [Not Applicable]
- (v) Curve Cap: [Not Applicable][Applicable]
- [[Interest Payment Date: [●]] [Not Applicable]
- Factor: [[plus] [minus] [●]%%] [Not Applicable]
- Margin: [[plus] [minus] [●]%%] [Not Applicable]
- Reference Index: [single rate]
- Multiplier: [[●]%%] [Not Applicable]
- [[spread rate] [combined rate]]
- Multiplier 1: [[●]%%] [Not Applicable]
- Multiplier 2: [[●]%%] [Not Applicable]
- Upper Limit: [●]%
- [[Reference Rate [1] [2]:
- Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
 - [- Reference Rate: [LIBOR] [EURIBOR][EONIA] [SONIA][●]]
 - [- Specified Swap Rate: [●]
 - Reference Currency: [●]
 - Designated Maturity: [●]

- Interest Determination Date: [●]
 - Relevant Screen Page: [●]
 - Relevant Time: [●]]]]
 - [- "p": [●]]
 - Pre-nominated Index: [●] [Not Applicable]
- (vi) Floor Rate: [Not Applicable] [[●]]%
- [Interest Payment Date:] [Floor Rate (%):]
- [●] [●] [Not Applicable]
- (e) Details of any short or long Interest Calculation Period: [●] [Not Applicable]
- Linear Interpolation: [Applicable] [Not Applicable]
- (f) Global Floor: [Applicable] [Applicable (subject to change following the exercise of the [Switch Option][Conversion Option])] [Not Applicable]
- [- Global Floor Percentage: [●]]%
- (vi) item 20 (*Spread-Linked Interest Provisions*) of Part A – Contractual Terms on pages 269 to 276 of Base Prospectus 1 shall be deleted in its entirety and replaced with the following:
20. Spread-Linked Interest Provisions: [Applicable] [Applicable subject to exercise of Switch Option] [Applicable following exercise of Switch Option] [Applicable in respect of the period from and including [the Issue Date/the Interest Payment Date falling in [●]] to but excluding the Interest Payment Date falling in [●]] [Not Applicable]
- (a) [Floating Rate Interest provisions applicable to the determination of Spread-Linked Rate One_(t) and Spread-Linked Rate Two_(t):
- | | | | |
|-------------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| (i) Floating Interest Rate Determination: | [Applicable] [Not Applicable] | [Not Applicable] | [Applicable] [Not Applicable] |
| - Reference Rate: | [LIBOR][EURIBOR][EONIA][SONIA][●] | [LIBOR][EURIBOR][EONIA][SONIA][●] | [LIBOR][EURIBOR][EONIA][SONIA][●] |

- Designated Maturity:	[●][Not Applicable]	[●][Not Applicable]
- Offered Quotation:	[Applicable][Not Applicable]	[Applicable][Not Applicable]
- Arithmetic Mean:	[Applicable][Not Applicable]	[Applicable][Not Applicable]
- Interest Determination Date:	[●][Not Applicable]	[●][Not Applicable]
- Relevant Screen Page:	[●]	[●]
- Relevant Time:	[●]	[●]
[- "p":	[●]	[●]
- Pre-nominated Index:	[●] [Not Applicable]	[●] [Not Applicable]
- Spread-Linked Rate One _(t) Cap:	[Not Applicable] [[●]]%]	[●][Not Applicable]
	[Interest Payment Date:]	[Spread-Linked Rate One _(t) Cap (%):]
		[●][Not Applicable]
- Spread-Linked Rate One _(t) Floor:	[Not Applicable] [[●]]%]	[●][Not Applicable]
	[Interest Payment Date:]	[Spread-Linked Rate One _(t) Floor (%):]
	[●]	[●][Not Applicable]
- Spread-Linked Rate Two _(t) Cap:		[Not Applicable] [[●]%]
		[Interest Payment Date:]
		[Spread-Linked Rate Two _(t) Cap (%):]

			[●]	[●][Not Applicable]
	- Spread-Linked Rate Two _(t) Floor:		[Not Applicable]	[[●]%]
			[Interest Payment Date:]	[Spread-Linked Rate Two _(t) Floor (%):]
			[●]	[●][Not Applicable]
(ii)	CMS Rate Determination:	[Applicable][Not Applicable]	[Applicable][Not Applicable]	[Applicable][Not Applicable]
		[CMS Reference Rate 1	[CMS Reference Rate 2	
	- Specified Swap Rate:	[●]	[●]	
	- Reference Currency:	[●]	[●]	
	- Designated Maturity:	[●]	[●]	
	- Relevant Screen Page:	[●]	[●]	
	- Relevant Time:	[a.m.]/[p.m.]	[●]	[a.m.]/[p.m.] [●] time
	- Interest Determination Date(s):	[●]	[●]	
	- Pre-nominated Index:	[●] [Not Applicable]	[●] [Not Applicable]	
	- Spread-Linked Rate One _(t) Cap:	[Not Applicable]	[[●] %]	
		[Interest Payment Date:]	[Spread-Linked Rate One _(t) Cap (%):]	
		[●]	[●][Not Applicable]	
	- Spread-Linked Rate One _(t) Floor:	[Not Applicable]	[[●] %]	
		[Interest Payment Date:]	[Spread-Linked Rate	

		One _(t) Floor (%):]
	[●]	[●][Not Applicable]
- Spread- Linked Rate Two _(t) Cap:		[Not Applicable] [[●]%]
		[Interest Payment Date:] [Spread- Linked Rate Two _(t) Cap (%):]
	[●]	[●][Not Applicable]
- Spread- Linked Rate Two _(t) Floor:		[Not Applicable] [[●]%]
		[Interest Payment Date:] [Spread- Linked Rate Two _(t) Floor (%):]
	[●]	[Not Applicable]
(b) Cap Rate:		[Not Applicable] [[●]%]
		[Interest Payment Date:] [Cap Rate (%):]
	[●]	[●] [Not Applicable]
(c) Curve Cap:		[Not Applicable] [Applicable]
		[[Interest Payment Date: [●]] [Not Applicable]
	Factor:	[[plus] [minus] [●]%%] [Not Applicable]
	Margin:	[[plus] [minus] [●]%%] [Not Applicable]
	Reference Index:	[single rate]
		Multiplier: [[●]%] [Not Applicable]
		Reference Rate: [●]
		[[spread rate] [combined rate]
		Multiplier 1: [[●]%] [Not Applicable]
		Reference Rate 1: [●]
		Multiplier 2: [[●]%] [Not

Applicable]

Reference Rate 2: [●]]

Upper Limit: [●]%

[[Reference Rate [1]
[2]:

- Floating Rate [Floating Rate
Determination: Determination] [CMS
Rate Determination]

[-Reference Rate: [LIBOR]
[EURIBOR][EONIA][SON
IA][●]]

[-Specified Swap [●]
Rate:

- Reference [●]
Currency:

- Designated [●]
Maturity:

- Relevant Screen [●]
Page:

- Relevant Time: [●]]]

[-"p": [●]]

- Pre-nominated [●] [Not Applicable]
Index

(d) Floor Rate: [Not Applicable] [[●]]%

[Interest Payment [Floor Rate (%):]
Date:]

[●] [●] [Not Applicable]

(e) Leverage: [Applicable] [Not Applicable]

[Interest Payment [Leverage:]
Date:]

[●] [[plus] [minus] [●]]
[Not Applicable]

(f) Participation: [[●]] [As specified in the Conditions]

[Interest Payment [Participation:]
Date:]

[●] [●] [As specified in the
Conditions]

(g) Spread: [zero] [[plus] [minus] [●]]%

[Interest Payment [Spread (%):]
Date:]

[●] [●]

- (h) Day Count Fraction: [Actual/Actual (ICMA)] [Act/Act (ICMA)]
 [Actual/Actual] [Actual/Actual (ISDA)]
 [Actual/365 (Fixed)] [Actual/360] [30/360]
 [360/360] [Bond Basis] [30E/360] [Eurobond
 Basis] [30E/360 (ISDA)]
- (i) Details of any short or long Interest Calculation Period: [●] [Not Applicable]
- Linear Interpolation: [Applicable] [Not Applicable]
- (j) Range Accrual: [Applicable] [Not Applicable]
- (i) [Accrual Condition Type: [Single Rate Range Accrual] [Spread Range Accrual] [Dual Rate Range Accrual] [Dual Spread Range Accrual]
- (ii) Single Rate Range Accrual: [Applicable] [Not Applicable]
- [Range Accrual Floating Rate 1:
- Floating Rate Determination [Floating Interest Rate Determination] [CMS Rate Determination]
 :
- [– Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
- [– Specified Swap Rate: [●]
- Reference Currency: [●]]
- [– Designated Maturity: [●]
- Relevant Screen Page: [●]
- Relevant Time: [●]
- [– "p": [●]]
- Lower Barrier: [●]
- Upper Barrier: [●]]
- Pre-nominated Index: [●] [Not Applicable]
- (iii) Spread Range Accrual: [Applicable] [Not Applicable]

(A) Range
Accrual
Floating Rate
1:

- Floating Rate Determination [Floating Interest Rate Determination] [CMS Rate Determination]
:
 - [– Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
 - [– Specified Swap Rate: [●]]
 - Reference Currency: [●]]
 - [– Designated Maturity: [●]]
 - Relevant Screen Page: [●]]
 - Relevant Time: [●]]]
 - [– "p": [●]]
 - Pre-nominated Index: [●] [Not Applicable]

(B) Range
Accrual
Floating Rate
2:

- Variable: [[plus] [minus] [●]] [Not Applicable]
- Floating Rate Determination [Floating Interest Rate Determination] [CMS Rate Determination]
:
 - [– Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
 - [– Specified Swap Rate: [●]]
 - Reference Currency: [●]]
 - [– Designated Maturity: [●]]
 - Relevant Screen Page: [●]]
 - Relevant Time: [●]]

- [– "p": [●]]
- Pre-nominated Index: [●] [Not Applicable]
- (C) Lower Barrier: [●]
- (D) Upper Barrier: [●]
- (iv) Dual Rate Range Accrual: [Applicable] [Not Applicable]
 - (A) [Range Accrual Floating Rate 1:
 - Floating Rate Determination : [Floating Interest Rate Determination] [CMS Rate Determination]
 - [– Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
 - [– Specified Swap Rate: [●]]
 - Reference Currency: [●]]
 - [– Designated Maturity: [●]]
 - Relevant Screen Page: [●]
 - Relevant Time: [●]
 - [– "p": [●]]
 - Lower Barrier 1: [●]
 - Upper Barrier 1: [●]]
 - Pre-nominated Index: [●] [Not Applicable]
 - (B) Range Accrual Floating Rate 2:
 - Floating Rate Determination : [Floating Interest Rate Determination] [CMS Rate Determination]

- [– Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
 - [– Specified Swap Rate: [●]]
 - Reference Currency: [●]]
 - [– Designated Maturity: [●]]
 - Relevant Screen Page: [●]]
 - Relevant Time: [●]]
 - [– "p": [●]]
 - Lower Barrier 2: [●]]
 - Upper Barrier 2: [●]]
 - Pre-nominated Index: [●] [Not Applicable]
- (v) Dual Spread Range Accrual: [Applicable] [Not Applicable]
- (A) [Range Accrual Floating Rate 1:
- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
- [– Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
 - [– Specified Swap Rate: [●]]
 - Reference Currency: [●]]
 - [– Designated Maturity: [●]]
 - Relevant Screen Page: [●]]
 - Relevant Time: [●]]
 - [– "p": [●]]

- Pre-nominated Index: [●] [Not Applicable]

(B) Range
Accrual
Floating Rate
2:

- Variable: [[plus] [minus] [●]] [Not Applicable]
- Floating Rate Determination : [Floating Interest Rate Determination] [CMS Rate Determination]
- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
- [- Specified Swap Rate: [●]]
- Reference Currency: [●]]
- [- Designated Maturity: [●]]
- Relevant Screen Page: [●]]
- Relevant Time: [●]]
- [- "p": [●]]
- Lower Barrier 1: [●]]
- Upper Barrier 1: [●]]
- Pre-nominated Index: [●] [Not Applicable]

(C) Range
Accrual
Floating Rate
3:

- Floating Rate Determination : [Floating Interest Rate Determination] [CMS Rate Determination]
- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
- [- Specified Swap Rate: [●]]
- Reference Currency: [●]]

- [- Designated Maturity: [●]
 - Relevant Screen Page: [●]
 - Relevant Time: [●]
 - [- "p": [●]]
 - Lower Barrier 2: [●]
 - Upper Barrier 2: [●]]
 - Pre-nominated Index: [●] [Not Applicable]
 - (vi) Observation Number of Business Days: [●][As specified in the Conditions]]
 - (k) Global Floor: [Applicable] [Applicable (subject to change following the exercise of the [Switch Option][Conversion Option])] [Not Applicable]
 - [- Global Floor Percentage: [●]%]
- (vii) item 21 (*Decompounded Floating Rate Interest provisions*) of Part A – Contractual Terms on pages 276 to 282 of Base Prospectus 1 shall be deleted in its entirety and replaced with the following:
21. Decompounded Floating Rate Interest provisions: [Applicable] [Applicable subject to exercise of Switch Option] [Applicable following exercise of Switch Option] [Applicable in respect of the period from and including [the Issue Date/the Interest Payment Date falling in [●]] to but excluding the Interest Payment Date falling in [●] [Not Applicable]
- (a) Compounding Number: Period [●]
 - (b) Decompounded Cap: [●] [Not Applicable]
 - (c) Floating Interest Rate Determination: [Applicable] [Not Applicable]
 - [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]]
 - [- Designated Maturity: [●] [Month[s]] [Year[s]] [Not Applicable]
 - Offered Quotation: [Applicable] [Not Applicable]
 - Arithmetic Mean: [Applicable] [Not Applicable]
 - Interest [●] [Not Applicable]

- Determination Date:
- Relevant Screen Page: [●]
 - Relevant Time: [a.m.]/[p.m.] [● time]
 - [- "p": [●]]
 - Pre-nominated Index: [●] [Not Applicable]
- (d) CMS Rate Determination: [Applicable] [Not Applicable]
- [- Specified Swap Rate: [●]
 - Reference Currency: [●]
 - Designated Maturity: [●]
 - Relevant Screen Page: [●]
 - Relevant Time: [a.m.]/[p.m.] [● time]
 - Interest Determination Date(s): [●]
 - Pre-nominated Index: [●] [Not Applicable]
- (e) Cap Rate: [Not Applicable] [[●]%]
- [Interest Payment Date:] [Cap Rate (%):]
- [●] [●] [Not Applicable]
- (f) Curve Cap: [Not Applicable] [Applicable]
- [[Interest Payment Date: [●]] [Not Applicable]
- Factor: [[plus] [minus] [●]%] [Not Applicable]
- Margin: [[plus] [minus] [●]%] [Not Applicable]
- Reference Index: [single rate]
- Multiplier: [[●]%] [Not Applicable]
- [[spread rate] [combined rate]
- Multiplier 1: [[●]%] [Not Applicable]
- Multiplier 2: [[●]%] [Not Applicable]
- Upper Limit: [●]%

- [[Reference Rate
[1] [2]:
- Floating Rate Determination: [Floating Rate Determination] [CMS Rate Determination]
 - [-Reference Rate: [LIBOR]
[EURIBOR][EONIA]
[SONIA][●]]
 - [-Specified Swap Rate: [●]]
 - Reference Currency: [●]]
 - Designated Maturity: [●]]
 - Interest Determination Date: [●]]
 - Relevant Screen Page: [●]]
 - Relevant Time: [●]]]]
 - [-"p": [●]]
 - Pre-nominated Index: [●] [Not Applicable]
- (g) Floor Rate: [Not Applicable] [[●]]%
- [Interest Payment Date:] [Floor Rate (%):]
[●] [●] [Not Applicable]
- (h) Spread: [zero] [[plus] [minus] [●]]%
- [Interest Payment Date:] [Spread (%):]
[●] [●]
- (i) Day Count Fraction: [Actual/Actual (ICMA)] [Act/Act (ICMA)]
[Actual/Actual] [Actual/Actual (ISDA)]
[Actual/365 (Fixed)] [Actual/360] [30/360]
[360/360] [Bond Basis] [30E/360] [Eurobond Basis] [30E/360 (ISDA)]
- (j) Details of any short or long Interest Calculation Period: [●] [Not Applicable]
- Linear Interpolation: [Applicable] [Not Applicable]
- (k) Range Accrual: [Applicable] [Not Applicable]
- (i) [Accrual Type] Condition [Single Rate Range Accrual] [Spread Range Accrual] [Dual Rate Range Accrual] [Dual

Spread Range Accrual]

[Range Accrual
Floating Rate 1:

(ii) Single Rate Range [Applicable] [Not Applicable]
Accrual:

[Range Accrual
Floating Rate 1:

[- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●][Not
Applicable]

- Specified Swap [●] [Not Applicable]
Rate:

- Reference [●] [Not Applicable]
Currency:

- Designated [●]
Maturity:

- Relevant Screen [●]
Page:

- Relevant Time: [●]

[- "p": [●]]

- Lower Barrier: [●]

- Upper Barrier: [●]]

- Pre-nominated [●] [Not Applicable]
Index:

(iii) Spread Range [Applicable] [Not Applicable]
Accrual

(A)[Range Accrual
Floating Rate 1:

- Floating Rate [Floating Interest Rate Determination] [CMS
Rate Determination]

[- Reference [LIBOR][EURIBOR][EONIA][SONIA][●]
Rate:

[- Specified [●]
Swap Rate:

- Reference [●]
Currency:

[- Designated [●]
Maturity:

- Relevant [●]
Screen Page:

- Relevant [●]
Time:

[- "p": [●]]

- Pre-nominated Index: [Not Applicable]
- (B) Range Accrual Floating Rate 2:
 - Variable: [plus] [minus] [Not Applicable]
 - Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
 - [- Reference Rate: [LIBOR] [EURIBOR] [EONIA] [SONIA] [●]]
 - [- Specified Swap Rate: [●]]
 - Reference Currency: [●]]
 - [- Designated Maturity: [●]]
 - Relevant Screen Page: [●]]
 - Relevant Time: [●]]
 - [- "p": [●]]
 - Pre-nominated Index: [Not Applicable]
- (C) Lower Barrier: [●]
- (D) Upper Barrier: [●]]
- (iv) Dual Rate Range Accrual [Applicable] [Not Applicable]
 - (A)[Range Accrual Floating Rate 1:
 - Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
 - [- Reference Rate: [LIBOR] [EURIBOR] [EONIA] [SONIA] [●]]
 - [- Specified Swap Rate: [●]]
 - Reference Currency: [●]]
 - [- Designated Maturity: [●]]
 - Relevant Screen Page: [●]]

- Relevant Time: [●]
- [- "p": [●]
- Lower Barrier 1: [●]
- Upper Barrier 1: [●]
- Pre-nominated Index: [●] [Not Applicable]

(B) Range Accrual Floating Rate 2:

- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]
- [- Specified Swap Rate: [●]
- Reference Currency [●]
- [- Designated Maturity: [●]
- Relevant Screen Page: [●]
- Relevant Time: [●]
- [- "p": [●]
- Lower Barrier 2: [●]
- Upper Barrier 2: [●]
- Pre-nominated Index: [●] [Not Applicable]

(v) Dual Spread Range Accrual: [Applicable] [Not Applicable]

(A)[Range Accrual Floating Rate 1:

- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
- [- Reference Rate: [LIBOR][EURIBOR][EONIA][SONIA][●]
- [- Specified [●]

Swap Rate:

- Reference Currency
- Designated Maturity:
- Relevant Screen Page:
- Relevant Time:
- "p":
- Pre-nominated Index: [Not Applicable]

(B) Range Accrual Floating Rate 2:

- Variable: [plus] [minus] [Not Applicable]
- Floating Rate Determination: [Floating Interest Rate Determination] [CMS Rate Determination]
- Reference Rate: [LIBOR] [EURIBOR] [EONIA] [SONIA]
- Specified Swap Rate:
- Reference Currency:
- Designated Maturity:
- Relevant Screen Page:
- Relevant Time:
- "p":
- Lower Barrier 1:
- Upper Barrier 1:
- Pre-nominated Index: [Not Applicable]

(C) Range Accrual Floating Rate 3:

- Reference Rate: [LIBOR] [EURIBOR] [EONIA] [SONIA]
- Specified

Swap Rate:

- Reference Currency: [●] [Not Applicable]
- Designated Maturity: [●]
- Relevant Screen Page: [●]
- Relevant Time: [●]
- [- "p": [●]]
- Lower Barrier 2: [●]
- Upper Barrier 2: [●]
- Pre-nominated Index: [●] [Not Applicable]

(vi) Observation Number of Business Days: [●][As specified in the Conditions]]

(l) Global Floor: [Applicable] [Applicable (subject to change following the exercise of the [Switch Option][Conversion Option])] [Not Applicable]

[- Global Floor Percentage: [●]%]

(viii) item 6 (*Historic Interest Rates*) of Part B – Other Information on page 289 of Base Prospectus 1 shall be deleted in its entirety and replaced with the following:

[6.] **[HISTORIC INTEREST RATES]**

[Details of historic [LIBOR/EURIBOR/EONIA/SONIA/[●]] rates can be obtained from [Bloomberg Screen [●]] [Reuters Screen [●] Page] [●].]

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement (in relation to Base Prospectus 1) and (b) any other statement in, or incorporated by reference in Base Prospectus 1, the statements in (a) above shall prevail.

Investors should be aware of their rights under Section 87Q(4) to (6) of the Financial Services and Markets Act 2000. Investors who have agreed to purchase or subscribe for Securities before this Prospectus Supplement was published have the right, exercisable within two working days after the date on which this Prospectus Supplement is published, to withdraw their acceptances. This right is exercisable up to, and including 21 November 2018. Investors should contact the distributor from which they agreed to purchase or subscribe the Securities in order to exercise their withdrawal rights.

References to Base Prospectus 1 shall hereafter mean Base Prospectus 1 as supplemented by this Prospectus Supplement. The Issuer has taken all reasonable care to ensure that the information

contained in Base Prospectus 1, as supplemented by this Prospectus Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly. Save as disclosed in this Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in Base Prospectus 1 is capable of affecting the assessment of securities issued pursuant to Base Prospectus 1 has arisen or been noted, as the case may be, since the publication of Base Prospectus 1 (as supplemented at the date hereof) by the Issuer.

This Prospectus Supplement has been approved by the United Kingdom Financial Conduct Authority, which is the United Kingdom competent authority for the purposes of the Prospectus Directive and the relevant implementing measures in the United Kingdom, as a prospectus supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of securities under the Programme.



The date of this Prospectus Supplement is 19 November 2018