

17 FEBRUARY 2021

SUPPLEMENT TO THE GSSP BASE PROSPECTUS 9

SUPPLEMENT 2/2020



BARCLAYS BANK IRELAND PLC
(Incorporated with limited liability in Ireland)

Pursuant to the Global Structured Securities Programme

Introduction

This supplement dated 17 February 2021 (the "**Supplement**") is supplemental to, and must be read in conjunction with, the Securities Note relating to the GSSP Base Prospectus 9 dated 4 September 2020 (as supplemented by a supplement dated 23 December 2020, the "**Base Prospectus 9 Securities Note**") as prepared by Barclays Bank Ireland PLC in its capacity as issuer (the "**Issuer**") which, together with the registration document dated 27 May 2020 (as supplemented by a supplement dated 4 August 2020 and as may be further supplemented and/or replaced from time to time, the "**Registration Document**"), constitutes a base prospectus drawn up as separate documents (the "**Base Prospectus**") for the purposes of Article 8 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") in respect of its Global Structured Securities Programme (the "**Programme**").

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

Prior to the "IP completion day" as defined under the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**"), the Base Prospectus (as supplemented up to 23 December 2020) has been approved by the CBI as competent authority under the EU Prospectus Regulation and notification of such approval has been made to the United Kingdom Financial Conduct Authority (the "**FCA**"). By virtue of Regulation 74 of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019 (as amended), the Base Prospectus shall be treated for the purposes of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA and regulations made thereunder (as amended, the "**UK Prospectus Regulation**") as if it had been approved by the FCA at the time when it was approved by the CBI. Such approval relates only to Securities which are to be admitted to trading on a UK regulated market for the purposes of Regulation (EU) No.600/2014 as it forms part of UK domestic law by virtue of the EUWA (as amended, "**UK MiFIR**") and/or which are to be offered to the public in the United Kingdom.

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

Terms defined in the Base Prospectus 9 Securities Note shall, unless the context otherwise requires, have the same meanings when used in this Supplement.

References to the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Supplement. The Issuer has taken all reasonable care to ensure that the information contained in the Base Prospectus, as supplemented by this 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 Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus is capable of affecting the assessment of securities issued pursuant to the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus (as supplemented at the date hereof) by the Issuer.

Purpose

The purposes of this Supplement are to:

- (1) update certain information on the front cover pages and in each of the "*Important Information*", "*Risk Factors*", "*General Description of the Programme*", "*Terms and Conditions of the Securities*", "*Form of Final Terms (Notes and Certificates)*", "*Form of Final Terms (Exercisable Certificates)*", "*Purchase and Sale*", "*Important Legal Information*" and "*General Information*" sections of the Base Prospectus 9 Securities Note following the passage of "IP completion day" as defined under the EUWA; and
- (2) amend (i) the section entitled "*Description of the Barclays Mutual Fund Indices*" of the Base Prospectus 9 Securities Note to update the description of how the index level in respect of certain Barclays Indices is calculated and (ii) each of the sections entitled "*Form of Final Terms (Notes and Certificates)*" and "*Form of Final Terms (Exercisable Certificates)*" of the Base Prospectus 9 Securities Note to make conforming changes to information relating to such Barclays Indices.

Updates, amendments and supplements

A) Amendments to the front cover pages

The front cover pages of the Base Prospectus 9 Securities Note shall be amended by:

- (i) deleting the subsection entitled "*What is this document?*" on page 1 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following text:

"What is this document?"

This securities note (the "**Securities Note**" or the "**Document**"), together with the Registration Document (as described below), constitutes a base prospectus drawn up as separate documents (the "**Base Prospectus**") for the purposes of Article 8 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"). The Base Prospectus is one of a number of base prospectuses of Barclays Bank Ireland PLC (the "**Issuer**") which relate to the Issuer's Global Structured Securities Programme (the "**Programme**"). The Base Prospectus (as may be supplemented from time to time) is valid for 12 months after its approval and will expire on 3 September 2021. The obligation to supplement a prospectus in the event of any significant new factor, material mistake or material inaccuracy relating to the information included in it does not apply when the prospectus is no longer valid.";

- (ii) deleting the subsection entitled "*What is the Registration Document?*" on page 1 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following text:

"What is the Registration Document?"

The Issuer's registration document dated 27 May 2020 (as supplemented by a supplement dated 4 August 2020 and as may be further supplemented and/or replaced from time to time,

the "**Registration Document**") has been approved by the Central Bank of Ireland (the "**CBI**") pursuant to the EU Prospectus Regulation. The Registration Document provides a description of the Issuer's business activities as well as certain financial information and material risks faced by the Issuer. The Registration Document and the supplements thereto are available for viewing at: <https://home.barclays/investor-relations/structured-securities-prospectuses/bbi-structured-securities-prospectuses/#regdoc> and <https://home.barclays/investor-relations/structured-securities-prospectuses/bbi-structured-securities-prospectuses/#regdocsupplement>"; and

- (iii) deleting the subsection entitled "*What are Excluded Securities?*" on pages 3 to 4 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following text:

"What are Excluded Securities?"

"Excluded Securities" are Securities: (i) for which no prospectus is required to be published for an offering or listing of such Securities in the European Economic Area ("**EEA**") under the EU Prospectus Regulation or in the United Kingdom under Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**") and regulations made thereunder (as amended, the "**UK Prospectus Regulation**"); (ii) which have terms (for example, payout terms) not strictly provided for under the terms herein but for which a separate prospectus (other than this Base Prospectus) is required to be published under the EU Prospectus Regulation for the public offering of such Securities in the EEA or the listing of such Securities on a regulated market in the EEA; or (iii) which have terms (for example, payout terms) not strictly provided for under the terms herein but for which a separate prospectus (other than this Base Prospectus) is required to be published under the UK Prospectus Regulation for the public offering of such Securities in the United Kingdom or the listing of such Securities on a regulated market in the United Kingdom. Excluded Securities shall be issued by way of a pricing supplement (the "**Pricing Supplement**") instead of Final Terms and, for such purpose, all references to "Final Terms" herein shall be deemed to be to "Pricing Supplement". In respect of Excluded Securities, each reference herein to "Base Prospectus" shall be construed instead to be to "Offering Memorandum". The Offering Memorandum does not constitute a base prospectus for the purposes of Article 8 of the EU Prospectus Regulation or Section 85 of the Financial Services and Markets Act 2000 (as amended, the "**FSMA**"). **None of the Central Bank of Ireland or the United Kingdom Financial Conduct Authority has approved or reviewed information contained herein in connection with Excluded Securities.** See "*Excluded Securities*" in the "*General Description of the Programme*" section below."

B) Amendments to the section entitled "Important Information"

The section entitled "*Important Information*" on pages 5 to 9 of the Base Prospectus 9 Securities Note shall be amended by:

- (i) deleting the subsection entitled "*Regulatory approval and passporting for the purposes of the Prospectus Regulation*" on page 5 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following text:

"Regulatory approval and passporting for the purposes of the EU Prospectus Regulation"

This Securities Note (and for the avoidance of doubt, the Base Prospectus) has been approved by the Central Bank of Ireland as competent authority under the EU Prospectus Regulation. The Central Bank of Ireland only approves the Securities Note as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation.

Such approval should not be considered as an endorsement of the Issuer or the quality of the securities that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

Notification of this approval has been made to the competent authorities of Belgium, the Czech Republic, Denmark, Finland, France, Hungary, Italy, Luxembourg, Malta, the Netherlands, Norway, Portugal, Romania, Slovakia, Spain and Sweden.

Such approval relates only to Securities which are to be admitted to trading on a regulated market for the purposes of Directive 2014/65/EU and Regulation (EU) No.600/2014 (as amended, "**MiFID II**") and/or which are to be offered to the public in any Member State of the European Economic Area.

Regulatory approval for the purposes of the UK Prospectus Regulation

Prior to the "IP completion day" as defined under the EUWA, this Securities Note and the supplement dated 23 December 2020 thereto have been approved by the Central Bank of Ireland as competent authority under the EU Prospectus Regulation and notification of such approval has been made to the United Kingdom Financial Conduct Authority (the "**FCA**"). By virtue of Regulation 74 of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019 (as amended), this Securities Note and the supplement dated 23 December 2020 thereto shall be treated for the purposes of the UK Prospectus Regulation as if they had been approved by the FCA at the time when they were approved by the Central Bank of Ireland. Such approval relates only to Securities which are to be admitted to trading on a UK regulated market for the purposes of Regulation (EU) No.600/2014 as it forms part of UK domestic law by virtue of the EUWA (as amended, "**UK MiFIR**") and/or which are to be offered to the public in the United Kingdom. The FCA shall be the competent authority for approving any further supplement to this Securities Note on or after the IP completion day for the purposes of the UK Prospectus Regulation. The Central Bank of Ireland has not approved or reviewed the information contained in this paragraph "*Regulatory approval and passporting in respect of the United Kingdom*".

- (ii) replacing the term "MiFIDII/MiFIR" in the last sentence of the last paragraph under the subsection heading "*Listing and admission to trading*" on page 5 of the Base Prospectus 9 Securities Note with the term "MiFID II";
- (iii) deleting the subsection entitled "*Brexit*" on page 8 of the Base Prospectus 9 Securities Note in its entirety;
- (iv) deleting the subsection entitled "*Use of a benchmark*" on page 9 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following text:

"Use of a benchmark

Amounts payable under the Securities or assets deliverable under the Securities may be calculated or otherwise determined by reference to an index or a combination of indices. Any such index may constitute a benchmark for the purposes of Regulation (EU) 2016/1011 (as amended, the "**EU Benchmarks Regulation**"). If any such index does constitute such a benchmark, the Final Terms will indicate whether or not the benchmark is provided by an administrator included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to Article 36 of the EU Benchmarks Regulation. Not every index will fall within the scope of the EU Benchmarks Regulation. Transitional provisions in the EU Benchmarks Regulation may have the result that the administrator of a particular benchmark is not required to appear in the register of administrators and benchmarks at the date of the applicable Final Terms. The registration status of any administrator under the EU Benchmarks Regulation is a matter of

public record and, save where required by applicable law, the Issuer does not intend to update the Final Terms to reflect any change in the registration status of the administrator.

Amounts payable under the Securities or assets deliverable under the Securities may be calculated or otherwise determined by reference to an index or a combination of indices. Any such index may constitute a benchmark for the purposes of Regulation (EU) 2016/1011 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**") and regulations made thereunder (the "**UK Benchmarks Regulation**"). If any such index does constitute such a benchmark, the Final Terms will indicate whether or not the benchmark is provided by an administrator included in the register of administrators and benchmarks established and maintained by the United Kingdom Financial Conduct Authority ("**FCA**") pursuant to Article 36 of the UK Benchmarks Regulation. Not every index will fall within the scope of the UK Benchmarks Regulation. Transitional provisions in the UK Benchmarks Regulation may have the result that the administrator of a particular benchmark is not required to appear in the register of administrators and benchmarks at the date of the applicable Final Terms. The registration status of any administrator under the UK Benchmarks Regulation is a matter of public record and, save where required by applicable law, the Issuer does not intend to update the Final Terms to reflect any change in the registration status of the administrator."; and

- (v) inserting the following new subsection at the end of the section on page 9 of the Base Prospectus 9 Securities Note (including the footnotes thereto):

"Ratings

Notwithstanding any statement to the contrary as set forth in the Registration Document, the credit ratings included or referred to in this Base Prospectus or any document incorporated by reference will be treated for the purposes of Regulation (EC) No. 1060/2009 on credit rating agencies (as amended, the "**EU CRA Regulation**") as having been issued by S&P Global Ratings Europe Limited ("**Standard & Poor's**"). Standard & Poor's is established in the European Union and has been registered under the EU CRA Regulation.

As of the date of this Base Prospectus, the short-term unsecured obligations of the Issuer are rated A-1 by Standard & Poor's¹ and the long-term unsecured unsubordinated obligations of the Issuer are rated A by Standard & Poor's².

Notwithstanding any statement to the contrary as set forth in the Registration Document, the credit ratings included or referred to in this Base Prospectus or any document incorporated by reference will be treated for the purposes of Regulation (EC) No. 1060/2009 on credit rating agencies as it forms part of UK domestic law by virtue of the EUWA (as amended, the "**UK CRA Regulation**") as having been issued by Fitch Ratings Limited ("**Fitch**"). Fitch is established in the United Kingdom and has been registered under the UK CRA Regulation.

As of the date of this Base Prospectus, the short-term unsecured obligations of the Issuer are rated F1 by Fitch³ and the long-term unsecured unsubordinated obligations of the Issuer are rated A+ by Fitch⁴.

Notes on Issuer ratings: The information in these footnotes has been extracted from information made available by each rating agency (as at the date of this Base Prospectus) referred to below. The Issuer confirms that such information has been accurately reproduced and that, so far as the Issuer is aware, and is able to ascertain from information published by such rating agencies, no facts have been omitted which would render the reproduced information inaccurate or misleading.

1 A short-term obligation rated 'A-1' is rated in the highest category by S&P Global Ratings. The obligor's capacity to meet its financial commitments on the obligation is strong. Within this category, certain obligations are designated with a plus sign (+). This indicates that the obligor's capacity to meet its financial commitments on these obligations is extremely strong.

2 An obligation rated 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its

financial commitments on the obligation is still strong. Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories.

3 An 'F1' rating indicates the strongest intrinsic capacity for timely payment of financial commitments; may have an added "+" to denote any exceptionally strong credit feature.

4 'A' ratings denote strong prospects for ongoing viability. Fundamental characteristics are strong and stable, such that it is unlikely that the bank would have to rely on extraordinary support to avoid default. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings."

C) Amendments to the section entitled "Risk Factors"

The section entitled "*Risk Factors*" on pages 13 to 72 of the Base Prospectus 9 Securities Note shall be updated by:

- (i) deleting risk factor 4.6(b) (*Interest rates and constant maturity swap rate - Discontinuance of a Reference Rate*) on pages 37 to 40 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following:

"(b) **Discontinuance or determination of non-representativeness of a Reference Rate**

Despite the adoption of an industry-wide protocol and fallback provisions which deal with the discontinuance or determination of non-representativeness of reference rates in the OTC derivatives market, there is as yet no industry-wide approach for dealing with the discontinuance or determination of non-representativeness of reference rates in respect of products in the structured products market, including in respect of Securities linked to constant maturity swap rates. Under the Conditions, if (a) the administrator of the relevant reference rate announces that it has ceased or will cease to provide the reference rate permanently or indefinitely, (b) the central bank for the currency of the reference rate or the regulatory supervisor, an insolvency official, a resolution authority or a court having jurisdiction over the administrator of the reference rate announces that such administrator has ceased or will cease to provide the reference rate permanently or indefinitely, or (c) the regulatory supervisor for the administrator of the reference rate announces that it has determined that such reference rate is no longer, or as of a specified future date will no longer be, representative of the underlying market and economic reality that such reference rate is intended to measure and that representativeness will not be restored, the Determination Agent shall determine the applicable interest rate using alternative arrangements which will vary depending on the reference rate. See General Condition 8.4(d) (*Floating Rate*). In such case, the Conditions will require the exercise of discretion by the Issuer or the Determination Agent, as the case may be, and the making of potentially subjective judgments (including as to the occurrence or not of any events which may trigger amendments to the Conditions) and/or the amendment of the Conditions without the consent of Holders. The interests of the Issuer or the Determination Agent, as applicable, in making such determinations or amendments may be adverse to the interests of the Holders. See also risk factor 6.1 (*Risks associated with discretionary powers, or with respect to certain French Notes, decision-making powers, of the Issuer and the Determination Agent, including in relation to the Issuer's hedging arrangements*).

Where a Pre-nominated Index is specified:

- 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 Condition or term relevant to the settlement or payment under the Securities, as the Determination Agent determines appropriate to preserve the economics of the Securities 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 Holders or vice versa as a result of such replacement, including as a result of a different term structure or methodology). In making any adjustments to the Conditions or other

terms of the Securities, the Determination Agent may (but shall not be obliged to) take into account any adjustments in respect of applicable derivatives transactions.

Where no Pre-nominated Index is specified:

- *Reference Rate other than EONIA, SONIA, SOFR or USD LIBOR:* If a Pre-nominated Index has not been specified in the Final Terms and the reference rate is not Euro Overnight Index Average ("**EONIA**"), Sterling Overnight Index Average ("**SONIA**"), Secured Overnight Financing Rate ("**SOFR**") or USD LIBOR, 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, and the Determination Agent may adjust any term of the Securities (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.
- *Reference Rate is EONIA, SONIA or SOFR:* If a Pre-nominated Index has not been specified in the Final Terms and the reference rate is EONIA, SONIA or SOFR, the Determination Agent may identify an alternative reference rate that it determines represents the same or a substantially similar measure or benchmark as EONIA, SONIA or SOFR, and the Determination Agent may deem that successor reference rate to be the reference rate and adjust any term of the Securities (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. See also risk factor 4.7 (*The market continues to develop in relation to SONIA, SOFR, €STR and the other risk-free rates*).
- *Reference Rate is USD LIBOR:* If a pre-nominated Index has not been specified in the Final Terms and if the reference rate is USD LIBOR, if a Benchmark Transition Event occurs (meaning effectively that there has been a public announcement by the administrator or relevant regulator that the reference rate will be permanently discontinued or by the relevant regulator that the reference rate is, or as of a specified future date will be, no longer representative), and if the Determination Agent cannot determine the relevant USD LIBOR rate by means of interpolating from other tenors of USD LIBOR, then the next-available replacement option under the terms and conditions will apply to replace the relevant USD LIBOR floating rate under the Securities. In order, these replacement options are as follows:
 - (i) if a form of term SOFR has been selected or recommended by the relevant governmental authority, then the replacement rate shall be such term SOFR, together with an adjustment factor;
 - (ii) if (i) is not available, if a form of compounded SOFR rate has been selected or recommended by the relevant governmental authority, then the replacement rate shall be such compounded SOFR rate, together with an adjustment factor;
 - (iii) if (i) and (ii) are not available, if an alternative rate of interest has been selected or recommended by the relevant governmental authority, then the replacement rate shall be such alternative rate of interest, together with an adjustment factor;

- (iv) if (i), (ii) and (iii) are not available, then the replacement rate shall be the applicable fallback reference rate as determined by the International Swap Dealers Association (ISDA), together with an adjustment factor;
- (v) if (i), (ii), (iii) and (iv) are not available, then the Determination Agent shall determine the replacement reference rate.

In addition, the terms and conditions of the Securities expressly authorise the Determination Agent to make consequential changes to the terms and conditions with respect to, among other things, the determination of interest calculation periods or interest determination dates, as the case may be, and the timing and frequency of determining rates and making payments of interest.

The application of a replacement of a USD LIBOR rate under the Securities as described above could result in adverse consequences to the amount of interest accrued in respect of the Securities over an interest calculation period, which could adversely affect the return on, value of and market for the Securities. Further, there is no assurance that the characteristics of any such replacement rate will be similar to the then-current USD LIBOR rate that it is replacing, or that any such replacement will produce the economic equivalent of the then-current USD-LIBOR rate that it is replacing. See also risk factor 4.7 (*The market continues to develop in relation to SONIA, SOFR, ESTR and the other risk-free rates*).

Any such consequence of a rate discontinuance could have a material adverse effect on the value of and return on the Securities.";

- (ii) deleting risk factor 4.29 (*Impact of Brexit and the Benchmarks Regulation*) on pages 53 to 54 of the Base Prospectus Securities Note in its entirety and replacing it with the following:

"4.29 Impact of Brexit and the EU Benchmarks Regulation

Barclays Bank PLC is the Index Sponsor of the Barclays Indices. Following the expiry of the transition period stipulated under the Withdrawal Agreement between the United Kingdom and the European Union, the Index Sponsor was removed from the public register of benchmark administrators maintained by the European Securities and Markets Authority ("ESMA") pursuant to Regulation (EU) 2016/1011 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds (as amended, the "**EU Benchmarks Regulation**") from 1 January 2021 onwards. By virtue of such removal, the Index Sponsor has become a third-country administrator for purposes of the EU Benchmarks Regulation.

Pursuant to the Amendment Regulation of 8 November 2019 to the EU Benchmarks Regulation, benchmarks administered by third-country administrators may only be used in the European Union up to 31 December 2021. Beyond this date, such third-country benchmarks may only be used in the European Union if (a) the relevant benchmark administrators are allowed to access the European Union via the 'equivalence', 'recognition' or 'endorsement' procedures under the EU Benchmarks Regulation or (b) the relevant benchmarks are referenced in relevant contracts and instruments executed on or before 31 December 2021. The fact that a UK-incorporated administrator has been registered with the ESMA prior to 31 December 2020 does not necessarily imply that it will be given automatic access to the European Union under any of these procedures. In other words, there is a risk that the Index Sponsor may not be able to obtain access via any of the prescribed procedures for the Barclays Indices to be used in the European Union legally beyond 31 December 2021.

Pursuant to the terms and conditions of the Barclays Index Linked Securities, an Administrator/Benchmark Event will occur if the Index Sponsor ceases to be registered with the ESMA or if the Index Sponsor fails to be given access to the European Union as a third-country administrator (although this will not apply to Barclays Index Linked Securities

issued on or before 31 December 2021). When an Administrator/Benchmark Event occurs, unless a Pre-nominated Index is specified in the Final Terms (in which event the Barclays Index will be replaced by the Pre-nominated Index with necessary adjustments), your Securities will be early redeemed. Following early redemption, you may receive an Early Cash Settlement Amount instead of the return contemplated under the terms and conditions of the Barclays Index Linked Securities. Further, you will lose the opportunity to receive further return on your investments in the Barclays Index Linked Securities.

You should note that the provisions regarding Administrator/Benchmark Event will apply irrespective of which jurisdiction the Barclays Index Linked Securities are initially sold in or which jurisdiction any individual holder is a resident of. In other words, even though the Barclays Index Linked Securities are predominantly held by investors outside the European Union, an Administrator/Benchmark Event may still be triggered if the Index Sponsor loses its registration status or if it is unable to gain access to the European Union as a third-country administrator.";

- (iii) deleting risk factor 4.49 (*The Benchmarks Regulation*) (renumbered as risk factor 4.51 as a result of the Supplement dated 23 December 2020) on pages 63 to 64 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following:

"4.51 **The Benchmarks Regulations**

Regulation (EU) 2016/1011 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds (the "**EU Benchmarks Regulation**") and the EU Benchmarks Regulation as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended) and regulations made thereunder (the "**UK Benchmarks Regulation**", and together with the EU Benchmarks Regulation, the "**Benchmarks Regulations**") are a key element of the ongoing regulatory reform in, respectively, the European Union and the United Kingdom.

In addition to "critical benchmarks" such as LIBOR and EURIBOR, other interest rates, foreign exchange rates, and indices, including equity, commodity and "proprietary" indices or strategies, will in most cases be within scope of one or both of the Benchmarks Regulations as "benchmarks" where they are used to determine the amount payable under, or the value of, certain financial instruments (including (i) in the case of the EU Benchmarks Regulation, Securities listed on an EU regulated market or an EU multilateral trading facility ("**MTF**") and (ii) in the case of the UK Benchmarks Regulation, Securities listed on a UK recognised investment exchange or a UK MTF), and in a number of other circumstances.

The EU Benchmarks Regulation applies to the contribution of input data to a benchmark, the administration of a benchmark, and the use of a benchmark in the European Union. Amongst other things, the EU Benchmarks Regulation requires EU benchmark administrators to be authorised or registered as such and to comply with extensive requirements relating to benchmark administration. It also prohibits (subject to transitional provisions) certain uses by EU supervised entities (such as Barclays Bank Ireland PLC acting as Issuer and/or Determination Agent) of (a) benchmarks provided by EU administrators which are not authorised or registered in accordance with the EU Benchmarks Regulation and (b) benchmarks provided by non-EU administrators where (i) the administrator's regulatory regime has not been determined to be "equivalent" to that of the European Union, (ii) the administrator has not been recognised in accordance with the EU Benchmarks Regulation, and (iii) the benchmark has not been endorsed in accordance with the EU Benchmarks Regulation.

The UK Benchmarks Regulation contains substantially the same provisions as the EU Benchmarks Regulation, but has a narrower geographical scope. The UK Benchmarks Regulation applies to the contribution of input data to a benchmark, the administration of a

benchmark, and the use of a benchmark in the United Kingdom. In-scope entities include UK benchmark administrators and UK supervised entities (such as each of Barclays Bank PLC and Barclays Capital Securities Limited acting as Determination Agent).

ESMA maintains a public register of EU-approved benchmark administrators and non-EU benchmarks pursuant to the EU Benchmarks Regulation (the "**ESMA Register**"). Benchmarks and benchmark administrators which were approved by the Financial Conduct Authority ("**FCA**") prior to 31 December 2020 were removed from the ESMA Register on 1 January 2021.

From 1 January 2021 onwards, the FCA maintains a separate public register of FCA-approved benchmark administrators and non-UK benchmarks pursuant to the UK Benchmarks Regulation (the "**UK Register**"). The UK Register includes benchmark administrators and benchmarks which were approved by the FCA prior to 31 December 2020.

The EU Benchmarks Regulation and the UK Benchmarks Regulation could have a material adverse impact on the value of and return on Securities linked to a benchmark. For example:

- a rate or index which is a "benchmark" within the meaning of the EU Benchmarks Regulation may not be used in certain ways by an EU supervised entity if (subject to applicable transitional provisions) its administrator does not obtain authorisation or registration from its EU competent authority (or, if a non-EU entity, does not satisfy the "equivalence" conditions and is not "recognised" by an EU supervised entity, pending an equivalence decision, and does not have the relevant benchmark "endorsed" by an EU supervised entity). If the benchmark administrator does not obtain or maintain (as applicable) such authorisation or registration (or, if a non-EU entity, "equivalence" is not available and neither recognition nor endorsement is obtained), then (unless a Pre-nominated Index has been specified in the Final Terms to replace the relevant Underlying Asset) an Additional Disruption Event will occur and the Securities may be redeemed prior to maturity;
- similarly, a rate or index which is a "benchmark" within the meaning of the UK Benchmarks Regulation may not be used in certain ways by a UK supervised entity if (subject to applicable transitional provisions) its administrator does not obtain authorisation or registration from the FCA (or, if a non-UK entity, does not satisfy the "equivalence" conditions and is not "recognised" by a UK supervised entity, pending an equivalence decision, and does not have the relevant benchmark "endorsed" by a UK supervised entity). If the benchmark administrator does not obtain or maintain (as applicable) such authorisation or registration (or, if a non-UK entity, "equivalence" is not available and neither recognition nor endorsement is obtained), then (unless a Pre-nominated Index has been specified in the Final Terms to replace the relevant Underlying Asset) an Additional Disruption Event will occur and the Securities may be redeemed prior to maturity; and
- the methodology or other terms of the benchmark could be changed in order to comply with the requirements of the applicable Benchmarks Regulation, and such changes could reduce or increase the rate or level or affect the volatility of the published rate or level, and (depending on the type of Underlying Asset) could lead to adjustments to the terms of the Securities (including potentially determination by the Determination Agent of the rate or level in its discretion), or if no adjustments are made, the early redemption or cancellation of the Securities if an Additional Disruption Event has occurred.

See also risk factor 4.53 (*Additional risks in relation to the Benchmarks Regulations and reform*) below.";

- (iv) deleting risk factor 4.50 (*Discontinuance and replacement of Interbank Offered Rates*) (renumbered as risk factor 4.52 as a result of the Supplement dated 23 December 2020) on pages 64 to 65 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following:

"4.52 Discontinuance and replacement of Interbank Offered Rates

On 27 July 2017, and in subsequent communications, the FCA confirmed that it will no longer persuade or compel banks to submit rates for the calculation of any LIBOR rates after 2021. The announcements indicated that the continuation of LIBOR on the current basis cannot and will not be guaranteed after 2021. On 4 December 2020, the ICE Benchmark Administration ("**IBA**") published a consultation on its intention to cease the publication of (i) all GBP, EUR, CHF and JPY LIBOR settings, and the 1-week and 2-month USD LIBOR settings immediately following the LIBOR publication on 31 December 2021, and (ii) the overnight and 1, 3, 6 and 12-Month USD LIBOR settings immediately following the LIBOR publication on 30 June 2023, subject to any rights of the FCA to compel IBA to continue publication. The FCA has also advised that it plans to consult in the second half of 2021 on its proposed policy approach to the use of proposed new powers to prohibit some or all new use by supervised entities in the UK of a critical benchmark (such as LIBOR currency-tenor settings) where a benchmark administrator has confirmed its intention that the benchmark will cease. Accordingly, **you should anticipate that the majority of LIBOR rates are likely to be discontinued by, or soon after, 31 December 2021.** Further, because of the potential for LIBOR settings to cease and/or cease to be able to be used in interest rate swaps following 31 December 2021, there can be no certainty or guarantee that those constant maturity swap rate settings in respect of which LIBOR serves as the floating leg for the relevant interest rate swaps will be able to be published after that date or if they are published the methodology and reference rate settings which will be used. Any changes in the methodology could reduce the reference rate and thus have a negative impact on payments of interest under the Securities and on the value of the Securities.

With regard to certain so-called "tough legacy" contracts and instruments (effectively being existing contracts and instruments that do not have appropriate fallback terms and which cannot practicably be amended or transitioned) legislators and regulators in the UK, the EU and the US are considering various proposals to deal with the issue including (in the UK) the potential to change the methodology of the applicable LIBOR rate to create so-called "synthetic LIBOR" or "transition LIBOR" for limited use in tough legacy contracts and instruments and (in the EU and US) legislative remedies to replace the relevant LIBOR in "tough legacy" contracts and instruments through the operation of law. These initiatives are subject to ongoing legislative and regulatory consideration and will only apply to "tough legacy" contracts and instruments (however defined in the applicable legislation).

Regulatory authorities and central banks are strongly encouraging the transition away from IBORs, such as GBP LIBOR, USD LIBOR and EURIBOR, and have identified risk-free rates to replace such IBORs as primary benchmarks. This includes (amongst others) (i) for GBP LIBOR, SONIA, so that SONIA may be established as the primary sterling interest rate benchmark by the end of 2021, (ii) for USD LIBOR, SOFR to be eventually established as the primary US dollar interest rate benchmark, and (iii) for EONIA and EURIBOR, €STR as the new euro risk-free rate. The reform and eventual replacement of IBORs with risk-free rates may cause the relevant IBOR to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. These risk-free rates have a different methodology and other important differences from the IBORs they will eventually replace. Any of these developments could have a material adverse effect on the value of and return on Securities linked to any such rates. In summary, as at the date hereof with regard to the potential transition from IBORs to risk-free rates:

- GBP LIBOR: the Working Group on Sterling Risk-Free Rates is mandated by the Bank of England and the FCA to implement a broad based transition to SONIA across sterling bond, loan and derivative markets, so that SONIA is established as the primary sterling interest rate benchmark by the end of 2021. IBA launched GBP SONIA ICE Swap Rate as a benchmark for use by its licensees on 14 December 2020.
- USD LIBOR: On 22 June 2017, the Alternative Reference Rates Committee (the "ARRC"), convened by the Board of Governors of the Federal Reserve System and the Federal Reserve Bank of New York, identified SOFR, a broad U.S. treasuries repurchase financing rate published by the Federal Reserve Bank of New York, as the rate that, in the consensus view of the ARRC, represented best practice for use in certain new U.S. dollar derivatives and other financial contracts. SOFR is a broad measure of the cost of borrowing cash overnight collateralised by U.S. treasury securities and has been published by the Federal Reserve Bank of New York since April 2018.
- EURIBOR: EURIBOR has also been reformed such that it is based on a hybrid methodology. On 13 September 2018, the working group on euro risk-free rates recommended €STR as the new risk-free rate and the European Central Bank began publishing €STR from 2 October 2019. In addition, on 21 January 2019, the euro risk-free rate working group published a set of guiding principles for fall-back provisions in new euro denominated cash products (including bonds). The guiding principles indicate, among other things, that continuing to reference EURIBOR in relevant contracts may increase the risk to the euro area financial system.
- Other IBORs: Similar initiatives are currently underway in respect of IBOR rates in various other currencies – e.g. Japanese Yen (TIBOR), Hong Kong Dollar (HIBOR), Swiss franc (CHF LIBOR), Australian dollar (BBSW) and Canadian dollar (CDOR) – to transition over to identified alternative risk-free rates.

The risk-free rates described above have little, if any, historical track record. The level of any such risk-free rate during the term of the Securities may bear little or no relation to the historical actual or historical indicative data. Prior observed patterns, if any, in the behaviour of market variables and their relation to the risk-free rates, such as correlations, may change in the future. Such risk-free rates also have different calculation methodologies and other important differences from the IBORs that they are intended to replace. Market terms for securities linked to such risk-free rates (such as SONIA or SOFR), such as the spread over the rate reflected in interest rate provisions, may evolve over time, and trading prices of such securities may be lower than those of later-issued securities as a result.

Furthermore, as an overnight rate based on a large volume of interbank transactions or as a rate based on transactions secured by central banks' treasury securities, a risk-free rate (such as SONIA or SOFR) does not measure bank-specific credit risk and, as a result, is less likely to correlate with the unsecured short-term funding costs of banks. This may mean that market participants would not consider any such risk-free rate a suitable substitute or successor for all of the purposes for which LIBOR historically has been used (including, without limitation, as a representation of the unsecured short-term funding costs of banks), which may, in turn, lessen market acceptance of such risk-free rate. An established trading market for debt securities linked to the relevant risk-free rate may never develop or may not be very liquid. If the relevant risk-free rate does not prove to be widely used in the capital markets, the trading price of securities linked to risk-free rates may be lower than those of securities linked to rates that are more widely used. You may not be able to sell your Securities at all or may not be able to sell your Securities at prices that will provide you with a yield comparable to similar investments that have a developed secondary market, and may consequently suffer from increased pricing volatility and market risk. See also risk factors

4.7 (*The market continues to develop in relation to SONIA, SOFR, €STR and the other risk-free rates*) above and 4.53 (*Additional risks in relation to the Benchmarks Regulations and reform*) below."; and

- (v) replacing the term "Benchmarks Regulation" in the heading and the last sentence in the last paragraph of risk factor 4.51 (*Additional risks in relation to Benchmarks Regulation and reform*) (renumbered as risk factor 4.53 as a result of the Supplement dated 23 December 2020) on pages 65 to 66 of the Base Prospectus 9 Securities Note with the term "Benchmarks Regulations".

D) Amendments to the section entitled "General Description of the Programme"

The section entitled "*General Description of the Programme*" on pages 73 to 74 of the Base Prospectus 9 Securities Note shall be amended by deleting the item entitled "*Excluded securities*" on page 74 in its entirety and replacing it with the following:

"Excluded securities:

Excluded Securities are Securities: (i) for which no prospectus is required to be published for an offering or listing of such Securities in the EEA under the EU Prospectus Regulation or in the United Kingdom under the UK Prospectus Regulation; (ii) which have terms (for example, payout terms) not strictly provided for under the terms herein but for which a separate prospectus (other than this Base Prospectus) is required to be published under the EU Prospectus Regulation for the public offering of such Securities in the EEA or the listing of such Securities on a regulated market in the EEA; or (iii) which have terms (for example, payout terms) not strictly provided for under the terms herein but for which a separate prospectus (other than this Base Prospectus) is required to be published under the UK Prospectus Regulation for the public offering of such Securities in the United Kingdom or the listing of such Securities on a regulated market in the United Kingdom. Excluded Securities shall be issued by way of a pricing supplement (the "**Pricing Supplement**") instead of Final Terms and, for such purpose, all references to "Final Terms" herein shall be deemed to be to "Pricing Supplement". In respect of Excluded Securities, each reference herein to "Base Prospectus" shall be construed instead to be to "Offering Memorandum". The Offering Memorandum does not constitute a base prospectus for the purposes of Article 8 of the EU Prospectus Regulation or Section 85 of the FSMA. **None of the Central Bank of Ireland or the United Kingdom Financial Conduct Authority has approved or reviewed information contained herein in connection with Excluded Securities.**".

E) **Amendments to the section entitled "Terms and Conditions of the Securities"**

The section entitled "*Terms and Conditions of the Securities*" on pages 75 to 398 of the Base Prospectus 9 Securities Note shall be amended by:

- (i) deleting the sixth paragraph under the heading "*Introduction*" on page 78 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following text:

"Notwithstanding anything else, the issue specific details relating to Excluded Securities will be set out in a pricing supplement (the "**Pricing Supplement**") which shall complete, supplement and (if applicable) amend the General Conditions (the General Conditions, as so completed, supplemented and (if applicable) amended, the "**Conditions**", in respect of such Excluded Securities). For such purpose, each reference in these General Conditions to "Final Terms" shall be deemed to be to "Pricing Supplement". "**Excluded Securities**" are Securities: (i) for which no prospectus is required to be published for an offering or listing of such Securities in the EEA under Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**") or in the United Kingdom under Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended, and regulations made thereunder (as amended, the "**UK Prospectus Regulation**"); (ii) which have terms (for example, payout terms) not strictly provided for under the terms of the relevant base prospectus under the Programme but for which a separate prospectus is required to be published under the EU Prospectus Regulation for the public offering of such Securities in the EEA or the listing of such Securities on a regulated market in the EEA; or (iii) which have terms (for example, payout terms) not strictly provided for under the terms of the relevant base prospectus under the Programme but for which a separate prospectus (other than this Base Prospectus) is required to be published under the UK Prospectus Regulation for the public offering of such Securities in the United Kingdom or the listing of such Securities on a regulated market in the United Kingdom."; and

- (ii) deleting the definition of "*Benchmarks Regulation*" under Condition 65.1 (*Definitions*) on page 313 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following text:

""**Benchmarks Regulation**" means:

- (a) Regulation (EU) 2016/1011 of the European Parliament and the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending directives 2008/48/EC and 2014/17/EU and Regulation (EU) 596/2014 (as amended), including any subsidiary legislation or rules and regulations and associated guidance implemented in the European Union from time to time (the "**EU Benchmarks Regulation**"); or
- (b) Regulation (EU) 2016/1011 of the European Parliament and the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending directives 2008/48/EC and 2014/17/EU and Regulation (EU) 596/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended, including any subsidiary legislation or rules and regulations and associated guidance implemented in the United Kingdom from time to time (the "**UK Benchmarks Regulation**"),

as applicable in respect of the Securities."

F) **Amendments to the section entitled "Description of the Barclays Mutual Fund Indices"**

The section entitled "*Description of the Barclays Mutual Fund Indices*" on page 398 of the Base Prospectus 9 Securities Note (for the avoidance of doubt, incorporated into the Base Prospectus 9 Securities Note by way of the Supplement dated 23 December 2020) shall be amended by deleting section 6 (*Calculation of the Index Level*) in its entirety and replacing it with the following:

"6. **Calculation of the Index Level**

The initial Index Level of the Index on the index base date (the "**Index Base Date**") specified in the relevant Index Rules is 100.0000. On each Index Business Day thereafter, the Index Level will be an amount calculated as the *product* of (i) the Index Level on the immediately preceding Index Business Day, *multiplied* by (ii) the *sum* of the following:

- (a) one, *plus*
- (b) the *sum* of an amount for each Adjusted Fund calculated as the *product* of (I) the Actual Exposure in respect of the Index Business Day falling the number of Index Business Days equal to 1 *plus* the specified lag in respect of the relevant Fund (the "**Fund Lag**") immediately preceding such Index Business Day, *multiplied* by (II) the weighted performance of each Adjusted Fund, in each case being the *product* of (A) the weight value allocated to the relevant Fund, *multiplied* by (B) (x) the Adjusted NAV in respect of such Adjusted Fund on such Index Business Day *divided* by its Adjusted NAV on the immediately preceding Index Business Day, *minus* (y) 1, *plus*
- (c) if the Index is calculated on a total return basis, the *product* of (I) (A) 1 *minus* (B) the *sum* of an amount for each Adjusted Fund calculated as the *product* of (x) the Actual Exposure in respect of the Index Business Day falling the number of Index Business Days equal to 1 *plus* the Fund Lag in respect of the relevant Fund immediately preceding such Index Business Day *multiplied* by (y) the weight value allocated to the relevant Fund, *multiplied* by (iii) the cash reference rate in the Index Currency accrued from the immediately preceding Index Business Day to such Index Business Day, *minus*
- (d) the cost of rebalancing the positions in the Adjusted Funds as a result of a change in the Actual Exposure, being:
 - (i) in respect of the relevant Index Rules which specify $Cost_{Reb}$, the *product* of (I) the rebalancing cost specified in the relevant Index Rules, *multiplied* by (II) the absolute value of the difference between (A) the *sum* of an amount for each Adjusted Fund calculated as the *product* of (x) the Actual Exposure in respect of the Index Business Day falling the number of Index Business Days equal to 1 *plus* the Fund Lag in respect of the relevant Fund immediately preceding such Index Business Day, *multiplied* by (y) the weight value allocated to the relevant Fund, *minus* (B) the *sum* of an amount for each Adjusted Fund calculated as the *product* of (x) the Actual Exposure in respect of the Index Business Day falling the number of Index Business Days equal to the Fund Lag in respect of the relevant Fund immediately preceding such Index Business Day and (y) the weight value allocated to the relevant Fund, *or*
 - (ii) in respect of the relevant Index Rules which specify $Cost_{Rebi}$, the *sum* of an amount for each Adjusted Fund calculated as the *product* of (I) the specified rebalancing cost in respect of the relevant Fund, *multiplied* by (II) the weight value allocated to the relevant Fund, and further *multiplied* by (III) the absolute value of the *difference* between (A) the Actual Exposure in respect

of the Index Business Day falling the number of Index Business Days equal to 1 *plus* the Fund Lag in respect of the relevant Fund immediately preceding such Index Business Day, *minus* (B) the Actual Exposure in respect of the Index Business Day falling the number of Index Business Days equal to the Fund Lag in respect of the relevant Fund immediately preceding such Index Business Day, *minus*

- (e) the adjustment factor specified in the relevant Index Rules (the "**Adjustment Factor**"), accrued from the immediately preceding Index Business Day to such Index Business Day.

The Index Level will be published as soon as reasonably practicable on <https://indices.barclays> and any other generally available information source that the Index Sponsor may select from time to time. The Index Sponsor may, subject to reasonable prior notice published on such website, change the name of the Index, the place and time of the publication of the Index Level and the frequency of publication of the Index Level."

G) Amendments to the section entitled "Form of Final Terms (Notes and Certificates)"

The section entitled "*Form of Final Terms (Notes and Certificates)*" on pages 399 to 440 of the Base Prospectus 9 Securities Note shall be amended by:

- (i) deleting the legend entitled "*Prohibition of Sales to EEA and UK Retail Investors*" on page 399 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the two legends as follows:

"[PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97 as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.]

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

the United Kingdom has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.]"

- (ii) deleting the first opening paragraph immediately under the securities heading on page 400 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following text and footnotes:

"This document constitutes the final terms of the Securities (the "**Final Terms**") described herein [for the purposes of Article 8 of [the EU Prospectus Regulation] [Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**")]]¹ [for the purposes of Article 8 of [the UK Prospectus Regulation] [Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended) and regulations made thereunder (as amended, the "**UK Prospectus Regulation**")]]² and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank Ireland PLC (the "**Issuer**"). These Final Terms complete and should be read in conjunction with GSSP Base Prospectus 9 which constitutes a base prospectus drawn up as separate documents (including the Registration Document dated 27 May 2020 [as supplemented on 4 August 2020[,][and] [●]] and the Securities Note relating to the GSSP Base Prospectus 9 dated 4 September 2020 [as supplemented on 23 December 2020 [and [●]])] [for the purposes of Article 8(6) of the [EU Prospectus Regulation] [UK Prospectus Regulation]] (the "**Base Prospectus**"). Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to this Final Terms.

1. Only include the language in square brackets if the Final Terms are prepared for the purposes of the EU Prospectus Regulation.

2. Only include the language in square brackets if the Final Terms are prepared for the purposes of the UK Prospectus Regulation.";

- (iii) deleting item 42 (*Prohibition of Sales to EEA and UK Retail Investors*) in Part A (*Contractual Terms*) on page 431 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following:

"42. (i)	Prohibition of Sales to EEA Retail Investors:	[Applicable – see the cover page of these Final Terms] [Not Applicable]
		<i>(If the Securities clearly do not constitute “packaged” products or the Securities do constitute “packaged” products and a key information document will be prepared in the EEA, “Not Applicable” should be specified. If the Securities may constitute “packaged” products and no key information document will be prepared, “Applicable” should be specified.)</i>
(ii)	Prohibition of Sales to UK Retail Investors:	[Applicable – see the cover page of these Final Terms] [Not Applicable]
		<i>(If the Securities clearly do not constitute “packaged” products or the Securities do constitute “packaged” products and a key information document will be prepared in the UK, “Not Applicable” should be specified. If the Securities may constitute “packaged” products and no key</i>

information document will be prepared, "Applicable" should be specified.)";

- (iv) deleting item 53 (*Relevant Benchmark[s]*) in Part A (*Contractual Terms*) on page 432 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following:

"54. Relevant Benchmark[s]: [Amounts payable under the Securities are calculated by reference to [*specify benchmark*], which is provided by [*administrator legal name*] (the "**Administrator**"). As at the date of this Final Terms, the Administrator [*appears*][*does not appear*] on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to Article 36 of Regulation (EU) 2016/1011 (as amended, the "**EU Benchmarks Regulation**").]

(Additional explanatory language where the statement is negative:) [As far as the Issuer is aware, [[*administrator legal name*], as administrator of [*specify benchmark*] (*repeat as necessary*) [*is/are*] not required to be registered by virtue of Article 2 of the EU Benchmarks Regulation.] OR [the transitional provisions in Article 51 of the EU Benchmarks Regulation apply, such that [*insert names(s) of administrator(s)*] [*is/are*] not currently required to obtain authorisation or registration (or, if located outside the European Union, recognition, endorsement or equivalence).]]

[Amounts payable under the Securities may be calculated by reference to [*specify benchmark*], which is provided by [*administrator legal name*] (the "**Administrator**"). As at the date of this Prospectus, the Administrator [*appears*][*does not appear*] on the register of administrators and benchmarks established and maintained by the Financial Conduct Authority ("**FCA**") pursuant to Article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011) as it forms part of UK domestic law by virtue of the European (Withdrawal) Act 2018 (as amended) (as amended, the "**UK Benchmarks Regulation**").]

(Additional explanatory language where the statement is negative:) [As far as the Issuer is aware, [[*administrator legal name*], as administrator of [*specify benchmark*] (*repeat as necessary*) [*is/are*] not required to be registered by virtue of Article 2 of the UK Benchmarks Regulation.] OR [the transitional provisions in Article 51 of the UK Benchmarks Regulation apply, such that [*insert names(s) of administrator(s)*] [*is/are*] not currently required to obtain authorisation or registration (or, if located outside the United Kingdom, recognition, endorsement or equivalence).]]

[Not Applicable]";

- (v) deleting the information in respect of and following the guidance note "[Insert if one or more Underlying Assets is a Barclays Mutual Funds Index:" under item 6 ([PAST AND FUTURE PERFORMANCE OF UNDERLYING ASSET(S), AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSET(S)]) of Part B (Other Information) on page 435 of the Base Prospectus 9 Securities Note (for the avoidance of doubt, incorporated into the Base Prospectus 9 Securities Note by way of the supplement dated 23 December 2020 and such item renumbered as item 7 accordingly) in its entirety and replacing it with the following:

"[Insert if one or more Underlying Assets is a Barclays Mutual Funds Index:

Additional Information relating to [insert name of index]

1. The Fund[s] included in the [insert name of index] and [its weight]/[their respective weights] and other relevant information are as specified in the table below:

	Fund	Bloomberg ticker	Fund Lag	Weight	[Rebalancing Cost (each, a "Cost_{Rebi}") (include where the relevant Index Rules specify Cost_{Rebi})]	Fixed rate of deduction
1.	[●]	[●]	[●]	[●]	[●]	[●]

[Repeat for each Fund]

2. Type: [Excess Return]/[Total Return]
3. Index Currency: [●]
4. Target Volatility: [●]
5. Cap: [●]
6. Adjustment Factor: [●]
7. Dividend Indicator: [0]/[1]
8. Index Base Date: [●]
9. Actual Exposure: [Type 1: No Threshold]/[Type 2: Absolute Threshold]/[Type 3: Relative Threshold]
10. Rebalancing threshold ("T"): [●]
11. Realised Volatility: [Type A]/[Type B]/[Type C]
12. [Rebalancing Cost: [●] (the "Cost_{Reb}") (include where the relevant Index Rules specify Cost_{Reb})]

(Repeat for each Underlying Asset)"; and

- (vi) deleting items 8.1(a) and 8.1(b) (renumbered as items 9.1(a) and 9.1(b) respectively as a result of the Supplement dated 23 December 2020) in Part B (*Other Information*) on page 436 of the Base Prospectus 9 Securities Note in their entirety and replacing them with the following:

- "(a) Public Offer: [Not Applicable]
- (Insert for Public Offer for the purposes of the EU Prospectus Regulation)* [An offer of the Securities may be made, subject to the conditions set out below by the Authorised Offeror(s) (specified in (b) immediately below) other than pursuant to Article 1(4) of the EU Prospectus Regulation) during the Offer Period (specified in (d) immediately below) subject to the conditions set out in the Base Prospectus and in (e) immediately below]
- (Insert for Public Offer for the purposes of the FSMA)* [An offer of the Securities may be made, subject to the conditions set out below by the Authorised Offeror(s) (specified in (b) immediately below) other than pursuant to section 86 of the FSMA) during the Offer Period (specified in (d) immediately below) subject to the conditions set out in the Base Prospectus and in (e) immediately below]
- (b) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place (together the "**Authorised Offeror(s)**"): Each financial intermediary specified in (i) and (ii) below:
- (i) **Specific consent:** [[●] (the "**Initial Authorised Offeror(s)**") [and each financial intermediary expressly named as an Authorised Offeror on the Issuer's website (<https://home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-final-terms>)]; and
- (ii) **General consent:** [Not Applicable] / [Applicable: each financial intermediary which (A) is authorised to make such offers under Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments (as amended, "**MiFID II**"), including under any applicable implementing measure in each relevant jurisdiction, and (B) accepts such offer by publishing on its website the Acceptance Statement] [Applicable: each financial intermediary which (A) is authorised to make such offers under the FSMA), and (B) accepts such offer by publishing on its website the Acceptance Statement]".

H) Amendments to the section entitled "Form of Final Terms (Exercisable Certificates)"

The section entitled "*Form of Final Terms (Exercisable Certificates)*" on pages 441 to 477 of the Base Prospectus 9 Securities Note shall be amended by:

- (i) deleting the legend entitled "*Prohibition of Sales to EEA and UK Retail Investors*" on page 441 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the two legends as follows:

"[PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"; (ii) a customer within the meaning of Directive (EU) 2016/97 as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.]

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

- (ii) deleting the first opening paragraph immediately under the securities heading on page 442 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following text:

"This document constitutes the final terms of the Securities (the "**Final Terms**") described herein [for the purposes of Article 8 of [the EU Prospectus Regulation] [Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**")]]¹ [for the purposes of Article 8 of [the UK Prospectus Regulation] [Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended) and regulations made thereunder (as amended, the "**UK Prospectus Regulation**")]]² and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank Ireland PLC (the "**Issuer**"). These Final Terms complete and should be read in conjunction with GSSP Base Prospectus 9 which constitutes a base prospectus drawn up as separate documents (including the Registration Document dated 27 May 2020 [as supplemented on 4 August 2020[,][and] [●]] and the Securities Note relating to the GSSP Base Prospectus 9 dated 4 September 2020 [as supplemented on 23 December 2020 [and] [●]]) [for the purposes of Article 8(6) of the [EU Prospectus Regulation] [UK Prospectus Regulation]] (the "**Base Prospectus**"). Full information on the Issuer and the offer of the

Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to this Final Terms.

1. Only include the language in square brackets if the Final Terms are prepared for the purposes of the EU Prospectus Regulation.

2. Only include the language in square brackets if the Final Terms are prepared for the purposes of the UK Prospectus Regulation.";

- (iii) deleting item 43 (*Prohibition of Sales to EEA and UK Retail Investors*) in Part A (*Contractual Terms*) on page 470 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following:

"43. (i) Prohibition of Sales to EEA Retail Investors: [Applicable – see the cover page of these Final Terms] [Not Applicable]

(If the Securities clearly do not constitute “packaged” products or the Securities do constitute “packaged” products and a key information document will be prepared in the EEA, “Not Applicable” should be specified. If the Securities may constitute “packaged” products and no key information document will be prepared, “Applicable” should be specified.)

(ii) Prohibition of Sales to UK Retail Investors: [Applicable – see the cover page of these Final Terms] [Not Applicable]

(If the Securities clearly do not constitute “packaged” products or the Securities do constitute “packaged” products and a key information document will be prepared in the UK, “Not Applicable” should be specified. If the Securities may constitute “packaged” products and no key information document will be prepared, “Applicable” should be specified.)”;

- (iv) deleting item 52 (*Relevant Benchmark[s]*) in Part A (*Contractual Terms*) on page 470 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following:

"52. Relevant Benchmark[s]: [Amounts payable under the Securities are calculated by reference to [specify benchmark], which is provided by [administrator legal name] (the "Administrator"). As at the date of this Final Terms, the Administrator [appears][does not appear] on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("ESMA") pursuant to Article 36 of Regulation (EU) 2016/1011 (as amended, the "EU Benchmarks Regulation").]

(Additional explanatory language where the statement is negative:) [As far as the Issuer is aware, [[administrator legal name], as administrator of [specify benchmark] (repeat as necessary) [is/are] not required to be registered by virtue of Article 2 of

the EU Benchmarks Regulation.] OR [the transitional provisions in Article 51 of the EU Benchmarks Regulation apply, such that *[insert names(s) of administrator(s)]* [is/are] not currently required to obtain authorisation or registration (or, if located outside the European Union, recognition, endorsement or equivalence).]]

[Amounts payable under the Securities may be calculated by reference to *[specify benchmark]*, which is provided by *[administrator legal name]* (the "**Administrator**"). As at the date of this Final Terms, the Administrator [appears][does not appear] on the register of administrators and benchmarks established and maintained by the Financial Conduct Authority ("**FCA**") pursuant to Article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011) as it forms part of UK domestic law by virtue of the European (Withdrawal) Act 2018 (as amended) (as amended, the "**UK Benchmarks Regulation**").]

(Additional explanatory language where the statement is negative:) [As far as the Issuer is aware, *[[administrator legal name]*, as administrator of *[specify benchmark]* *(repeat as necessary)* [is/are] not required to be registered by virtue of Article 2 of the UK Benchmarks Regulation.] OR [the transitional provisions in Article 51 of the UK Benchmarks Regulation apply, such that *[insert names(s) of administrator(s)]* [is/are] not currently required to obtain authorisation or registration (or, if located outside the United Kingdom, recognition, endorsement or equivalence).]]

[Not Applicable]";

- (v) deleting the information in respect of and following the guidance note "*[Insert if one or more Underlying Assets is a Barclays Mutual Funds Index:]"* under item 5 (*[PAST AND FUTURE PERFORMANCE OF UNDERLYING ASSET(S), AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSET(S)]*) of Part B (*Other Information*) on page 473 of the Base Prospectus 9 Securities Note (for the avoidance of doubt, incorporated into the Base Prospectus 9 Securities Note by way of the supplement dated 23 December 2020 and such item renumbered as item 6 accordingly) in its entirety and replacing it with the following:

"[Insert if one or more Underlying Assets is a Barclays Mutual Funds Index:

Additional Information relating to *[insert name of index]*

1. The Fund[s] included in the *[insert name of index]* and [its weight]/[their respective weights] and other relevant information are as specified in the table below:

	Fund	Bloomberg ticker	Fund Lag	Weight	[Rebalancing Cost ([each,] a " Cost_{Rebi} ") (include	Fixed rate of deduction

					where the relevant Index Rules specify $Cost_{Rebi}$]	
1.	[●]	[●]	[●]	[●]	[●]	[●]

[Repeat for each Fund]

2. Type: [Excess Return]/[Total Return]
3. Index Currency: [●]
4. Target Volatility: [●]
5. Cap: [●]
6. Adjustment Factor: [●]
7. Dividend Indicator: [0]/[1]
8. Index Base Date: [●]
9. Actual Exposure: [Type 1: No Threshold]/[Type 2: Absolute Threshold]/[Type 3: Relative Threshold]
10. Rebalancing threshold ("T"): [●]
11. Realised Volatility: [Type A]/[Type B]/[Type C]
12. [Rebalancing Cost: [●] (the " $Cost_{Reb}$ ") (include where the relevant Index Rules specify $Cost_{Reb}$)]

(Repeat for each Underlying Asset)"; and

- (vi) deleting items 7.1(a) and 7.1(b) (renumbered as items 8.1(a) and 8.1(b) respectively as a result of the Supplement dated 23 December 2020) in Part B (*Other Information*) on pages 473 to 474 of the Base Prospectus 9 Securities Note in their entirety and replacing them with the following:

"(a) Public Offer:

[Not Applicable]

(Insert for Public Offer for the purposes of the EU Prospectus Regulation) [An offer of the Securities may be made, subject to the conditions set out below by the Authorised Offeror(s) (specified in (b) immediately below) other than pursuant to Article 1(4) of the EU Prospectus Regulation) during the Offer Period (specified in (d) immediately below) subject to the conditions set out in the Base Prospectus and in (e) immediately below]

(Insert for Public Offer for the purposes of the FSMA) [An offer of the Securities may be made, subject to the conditions set out below by the Authorised Offeror(s) (specified in (b) immediately below) other than pursuant to section 86 of the FSMA) during the Offer Period (specified in (d)

immediately below) subject to the conditions set out in the Base Prospectus and in (e) immediately below]

- (b) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place (together the "Authorized Offeror(s)"): Each financial intermediary specified in (i) and (ii) below:
- (i) **Specific consent:** [[●] (the "Initial Authorized Offeror(s)")] [and each financial intermediary expressly named as an Authorized Offeror on the Issuer's website (<https://home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-final-terms>)]]; and
 - (ii) **General consent:** [Not Applicable] / [Applicable: each financial intermediary which (A) is authorised to make such offers under Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments (as amended, "MiFID II"), including under any applicable implementing measure in each relevant jurisdiction, and (B) accepts such offer by publishing on its website the Acceptance Statement] [Applicable: each financial intermediary which (A) is authorised to make such offers under the FSMA), and (B) accepts such offer by publishing on its website the Acceptance Statement]".

I) Amendments to the section entitled "Purchase and Sale"

The section entitled "*Purchase and Sale*" on pages 529 to 539 of the Base Prospectus 9 Securities Note shall be amended by:

- (i) deleting the third opening paragraph on page 529 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following text:

"No representation is made that any action has been or will be taken by the Issuer or the Managers in any jurisdiction that would permit a public offering of any of the Securities or possession or distribution of the Base Prospectus or any other offering material or any Final Terms in relation to any Securities in any country or jurisdiction where action for that purpose is required (other than actions by the Issuer to meet the requirements of the EU Prospectus Regulation or the UK Prospectus Regulation, as applicable, for offerings contemplated in the Base Prospectus and/or the Final Terms). No offers, sales, resales or deliveries of any Securities, or distribution of any offering material relating to any Securities, may be made in or from any jurisdiction and/or to any individual or entity except in circumstances which will result in compliance with any applicable laws and regulations and which will not impose any obligation on the Issuer and/or the Managers.";
- (ii) deleting the selling restrictions headed "Belgium" on page 530 in their entirety and replacing them with the following:

"Belgium"

For selling restrictions in respect of Belgium, please see "*Public Offer Selling Restrictions Under The EU Prospectus Regulation*" below.

This Base Prospectus has not been submitted for approval to the Financial Services and Markets Authority. Accordingly, investments instruments (as defined in the law of 11 July 2018 on offerings to the public of investment instruments and the admission of investment instruments to trading on regulated markets, as amended or replaced from time to time (the "**Prospectus Law**")) that do not qualify as securities (as defined in the EU Prospectus Regulation), including Securities that have a maturity of less than 12 months and qualify as money market instruments, and that therefore fall outside the scope of the EU Prospectus Regulation, may not be distributed in Belgium by way of an offering to the public, as defined in and subject to the exemptions set out in the Prospectus Law.

Any offeror of Securities will be required to represent and agree that it will not offer for sale, sell or market Securities to any person qualifying as a consumer within the meaning of Article I.1.2 of the Belgian Code of Economic Law, as amended from time to time, unless such offer, sale or marketing is made in compliance with this Code and its implementing regulation.";

- (iii) deleting the selling restrictions headed "*France*" on pages 530 to 531 of the Base Prospectus 9 Securities Note in their entirety and replacing them with the following:

"France"

This Base Prospectus has not been approved by the *Autorité des marchés financiers*.

Each Manager and the relevant Issuer has represented and agreed, and each further Manager appointed under the Programme will be required to represent and agree, that:

- (a) *Offer to the public non exempted from the obligation to publish a prospectus in France*: it has only made and will only make an offer of Securities to the public non exempted from the obligation to publish a prospectus in France in the period beginning (i) when a prospectus in relation to those Securities has been approved by the *Autorité des marchés financiers* ("**AMF**"), on the date of such publication or, (ii) when a prospectus has been approved by the competent authority of another Member State of the EEA in accordance with the (EU) 2017/1129 (as amended, "**EU Prospectus Regulation**"), on the date of notification of such approval to the AMF in accordance with Article 25 of the EU Prospectus Regulation, and ending at the latest on the date which is 12 months after the date of approval of the prospectus, all in accordance with Articles 3 and 12 of the EU Prospectus Regulation, Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* ("**CMF**") and the *Règlement général* of the AMF ("**RG AMF**") ; or
- (b) *Offer to the public exempted from the obligation to publish a prospectus (Private placement) in France*: it has not offered or sold and will not offer or sell, directly or indirectly, Securities to the public in France, and has not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in France, the Base Prospectus, the relevant Final Terms or any other offering material relating to the Securities. Such offers, sales and distributions have been and will be made in France only in circumstances that do constitute an offer to the public exempted from the obligation to publish a prospectus pursuant to Articles L.411-2 and L.411-2-1 of the CMF and more particularly to (a) a restricted circle of investors (*cercle restreint d'investisseurs*), other than qualified investors, acting for their own account; in accordance with Articles L. 411-2 1° and D.411-4 of the CMF and/or (b) qualified investors (*investisseurs qualifiés*), as defined in, and in accordance with Article L. 411-2 1° of the CMF and Article 2(e) of the EU Prospectus Regulation and/or (c) investors who acquire Securities for a total consideration of at least EUR 100,000 (or

its equivalent in another currency) per investor, for each separate offer in accordance with Article L. 411-2-1 2° of the CMF and Article 211-2 II of the RG AMF and/or (d) Securities whose nominal amount or equivalent amounts is at least EUR 100,000 (or its equivalent in another currency) in accordance with Article L. 411-2-1 3° of the CMF and Article 211-2 III of the RG AMF.

The direct or indirect resale of Securities which have been acquired in with respect to an offer to the public exempted from the obligation to publish a prospectus shall be subject to the same restrictions and shall only be made in accordance with Articles L.411-2, L.411-2-1, L.412.1 and L.621-8 of the French *Code monétaire et financier*.";

- (iv) deleting the first sentence in the selling restrictions headed "*Italy*" on page 531 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following:

"In addition to the requirements set out under "*Public Offer Selling Restrictions Under The EU Prospectus Regulation*", any offer, sale or delivery of the Securities or distribution of copies of the Base Prospectus or any other document relating to the Securities in the Republic of Italy must be:";

- (v) deleting the selling restrictions headed "*The Netherlands*" on page 533 of the Base Prospectus 9 Securities Note in their entirety and replacing them with the following:

"The Netherlands

- (a) **Specific Dutch selling restriction for exempt offers:** Each Manager has represented and agreed and each further Manager appointed under the Programme will be required to represent and agree that it will not make an offer of Securities which are the subject of the offering contemplated by this Base Prospectus as completed by the issue terms or securities note in relation thereto to the public in the Netherlands in reliance on Article 1(4) of the EU Prospectus Regulation unless:
 - (i) such offer is made exclusively to persons or legal entities which are qualified investors (as defined in the Dutch Financial Supervision Act (*Wet op het financieel toezicht*, the "**FSA**") and which includes authorised discretionary asset managers acting for the account of retail investors under a discretionary investment management contract) in the Netherlands; or
 - (ii) standard exemption logo and wording are disclosed as required by article 5:20(5) of the FSA; or
 - (iii) such offer is otherwise made in circumstances in which article 5:20(5) of the FSA is not applicable,

provided that no such offer of Securities shall require any Issuer or any Manager to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation.

For the purposes of this provision, the expressions (i) an 'offer of Securities to the public' in relation to any Securities in the Netherlands and (ii) 'EU Prospectus Regulation' have the meaning given to them above in the paragraph entitled "*Public Offer Selling Restrictions Under The EU Prospectus Regulation*".

- (b) **Regulatory capacity to offer Securities in the Netherlands:** Each Manager under the Programme, and each further Manager appointed under the Programme, that did not and does not have the requisite Dutch regulatory capacity to make offers or sales of financial instruments in the Netherlands has represented and agreed or, in the case of further Managers, will be required to represent and agree with the Issuer that it has

not offered or sold and will not offer or sell any of the Securities of the Issuer in the Netherlands, other than through one or more investment firms acting as principals and having the Dutch regulatory capacity to make such offers or sales.

- (c) **Compliance with Dutch Savings Certificate Act:** In addition and without prejudice to the relevant restrictions set out under "*Public Offer Selling Restrictions Under The EU Prospectus Regulation*" below, Zero Coupon Securities (as defined below) in definitive form may only be transferred and accepted, directly or indirectly, within, from or into the Netherlands through the mediation of either the Issuer or a member firm of Euronext Amsterdam N.V., admitted in a function on one or more markets or systems held or operated by Euronext Amsterdam N.V., in accordance with the Dutch Savings Certificates Act (*Wet inzake spaarbewijzen*) of 21 May 1985 (as amended).

No such mediation is required in respect of: (i) the transfer and acceptance of rights representing an interest in a Zero Coupon Security in global form; (ii) the initial issue of Zero Coupon Securities in definitive form to the first Holders thereof; (iii) the transfer and acceptance of Zero Coupon Securities in definitive form between individuals not acting in the conduct of a business or profession; or (iv) the transfer and acceptance of such Zero Coupon Securities within, from or into the Netherlands if all Zero Coupon Securities (either in definitive form or as rights representing an interest in a Zero Coupon Security in global form) of any particular Series or Tranche of Securities are issued outside the Netherlands and are not distributed into the Netherlands in the course of initial distribution or immediately thereafter. In the event that the Savings Certificates Act applies, certain identification requirements in relation to the issue and transfer of, and payments on, Zero Coupon Securities have to be complied with.

As used herein 'Zero Coupon Securities' are Securities that are in bearer form and that constitute a claim for a fixed sum against the Issuer and on which interest does not become due during their tenor or on which no interest is due whatsoever.";

- (vi) deleting the selling restrictions headed "*Portugal*" on pages 533 to 534 of the Base Prospectus 9 Securities Note in their entirety and replacing them with the following:

"Portugal

Each Manager has represented and agreed, and each further Manager appointed pursuant to the Programme will be required to represent and agree, that the Securities may not be and will not be offered to the public in Portugal under circumstances which are deemed to be a public offering (*oferta pública*) under the Portuguese Securities Code (*Código dos Valores Mobiliários*) approved by Decree-Law 486/99, of 13 November 1999 (as amended and restated from time to time), unless (i) the requirements and provisions applicable to public offerings in Portugal are met, (ii) the relevant registration, filing, approval or recognition with or by the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários*, the "CMVM") is made or obtained and (iii) compliance with all laws and regulations applicable in Portugal to such offering is ensured.

Each Manager has also represented and agreed, and each further Manager appointed pursuant to the Programme will be required to represent and agree, that the Securities may not be and will not be offered to retail investors (as defined in Regulation (EU) No 1286/2014 ("EU PRIIPs Regulation")) in Portugal unless (i) the Final Terms specify the "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", (ii) any key information document required under the EU PRIIPs Regulation, the PRIIPs legal framework approved by Decree-Law 35/2018 and the CMVM Regulation 8/2018 (collectively the "PRIIPs Rules") are prepared and delivered to the investors, (iii) any required registration, filing, approval or recognition of such document or any advertising material with or by the CMVM is made or obtained and (iv) compliance with all laws and regulations applicable in Portugal to such offering is ensured.

In addition, each Manager has represented and agreed, and each further Manager appointed pursuant to the Programme will be required to represent and agree, that:

- (a) it has not, directly or indirectly, distributed, made available or caused to be distributed this Base Prospectus and/or any related offering or advertising material or otherwise offered, advertised, marketed, invited to subscribe, gathered investment intentions, sold, re-sold, re-offered or delivered any Securities in Portugal and/or towards any individuals or entities resident in Portugal or having a permanent establishment located in Portuguese territory ("**Portuguese Investors**"); and
 - (b) it will not, directly or indirectly, take any of the actions mentioned in (a) in the future, other than in compliance with all applicable provisions of the Portuguese Securities Code (*Código dos Valores Mobiliários*), the Credit Institutions and Financial Companies Legal Framework (*Regime Geral das Instituições de Crédito e Sociedades Financeiras*), Regulation (EC) No 809/2004 of 29 April 2004 (as amended from time to time), the PRIIPS Rules and any applicable CMVM regulations and all other Portuguese securities laws and regulations which, in any such case, may be applicable to any offer or sale of Securities in Portugal and/or to any Portuguese Investors.";
- (vii) deleting the selling restrictions headed "*Public Offer Selling Restrictions Under The Prospectus Regulation*" on pages 534 to 535 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following:

"Public Offer Selling Restrictions Under The EU Prospectus Regulation

Prohibition of sales to EEA Retail Investors: Unless the Final Terms in respect of any Securities specifies the "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", each Manager has represented and agreed, and each further Manager appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Securities which are the subject of the offering contemplated by this Base Prospectus as completed by the Final Terms in relation thereto to any retail investor in the European Economic Area.

For the purposes of this provision:

- (c) the expression "**retail investor**" means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or
 - (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
 - (iii) not a qualified investor as defined in the EU Prospectus Regulation; and
- (d) the expression an "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Securities.

If the Final Terms in respect of any Securities specifies "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", in relation to each Member State of the European Economic Area (each, a "**Member State**"), each Manager has represented and agreed, and each further Manager appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Securities which are the subject of the offering contemplated by this Base Prospectus as completed by the Final Terms in relation thereto to

the public in that Member State except that it may, make an offer of such Securities to the public in that Member State:

- (a) if the Final Terms in relation to the Securities specifies that an offer of those Securities may be made other than pursuant to Article 1(4) of the EU Prospectus Regulation in that Member State (a "**Public Offer**"), following the date of publication of a prospectus in relation to such Securities which has been approved by the competent authority in that Member State or, where appropriate, approved in another Member State and notified to the competent authority in that Member State, provided that any such prospectus has subsequently been completed by the Final Terms contemplating such Public Offer, in accordance with the EU Prospectus Regulation, in the period beginning and ending on the dates specified in such prospectus or Final Terms, as applicable, and the Issuer has consented in writing to its use for the purpose of that Public Offer;
- (b) at any time to any legal entity which is a qualified investor as defined in the EU Prospectus Regulation;
- (c) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulation), subject to obtaining the prior consent of the relevant Manager or Managers nominated by the Issuer for any such offer; or
- (d) at any time in any other circumstances falling within Article 1(4) of the EU Prospectus Regulation,

provided that no such offer of Securities referred to in (b) to (c) (inclusive) above shall require the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation.

For the purposes of this provision, the expression an "**offer of Securities to the public**" in relation to any Securities in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Securities and the expression "**EU Prospectus Regulation**" means Regulation (EU) 2017/1129, as amended."; and

- (viii) deleting the selling restrictions headed "*United Kingdom*" on page 537 of the Base Prospectus 9 Securities Note in their entirety and replacing them with the following:

"United Kingdom

Prohibition of sales to UK Retail Investors: Unless the Final Terms in respect of any Securities specifies the "Prohibition of Sales to UK Retail Investors" as "Not Applicable", each Manager has represented and agreed, and each further Manager appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Securities which are the subject of the offering contemplated by this Base Prospectus as completed by the Final Terms in relation thereto to any retail investor in the United Kingdom.

For the purposes of this provision:

- (a) the expression "**retail investor**" means a person who is one (or more) of the following:
 - (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 of the United Kingdom (as amended, the "**EUWA**"); or

- (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 of the United Kingdom (as amended, the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or
 - (iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation; and
- (b) the expression an "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Securities.

If the Final Terms in respect of any Securities specifies "Prohibition of Sales to UK Retail Investors" as "Not Applicable", each Manager has represented and agreed, and each further Manager appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Securities which are the subject of the offering contemplated by this Base Prospectus as completed by the Final Terms in relation thereto to the public in the United Kingdom except that it may make an offer of such Securities to the public in the United Kingdom:

- (a) if the Final Terms in relation to the Securities specify that an offer of those Securities may be made other than pursuant to section 86 of the FSMA (a "**Public Offer**"), following the date of publication of a prospectus in relation to such Securities which either (i) has been approved by the Financial Conduct Authority, or (ii) is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provision in Regulation 74 of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019, provided that any such prospectus has subsequently been completed by final terms contemplating such Public Offer, in the period beginning and ending on the dates specified in such prospectus or final terms, as applicable, and the Issuer has consented in writing to its use for the purpose of that Public Offer;
- (b) at any time to any legal entity which is a qualified investor as defined in Article 2 of the UK Prospectus Regulation;
- (c) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in Article 2 of the UK Prospectus Regulation) in the United Kingdom subject to obtaining the prior consent of the relevant Manager or Managers nominated by the Issuer for any such offer; or
- (d) at any time in any other circumstances falling within section 86 of the FSMA,

provided that no such offer of Securities referred to in (b) to (d) above shall require the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression an "**offer of Securities to the public**" in relation to any Securities means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Securities and the expression "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA and regulations made thereunder.

Other regulatory restrictions: Each Manager has represented and agreed, and each further Manager appointed under this Programme will be required to represent and agree, that:

- (a) *Securities with maturity of less than one year:* in relation to any Securities which have a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent)

for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any Securities other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Securities would otherwise constitute a contravention of Section 19 of the FSMA by the Issuer;

- (b) *Financial Promotion*: it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Securities in circumstances in which section 21(1) of the FSMA does not apply to the Issuer; and
- (c) *General Compliance*: it has complied and will comply with all applicable provisions of the FSMA and the Financial Conduct Authority Handbook with respect to anything done by it in relation to any Securities in, from or otherwise involving the United Kingdom."

J) Amendments to the section entitled "Important Legal Information"

The section entitled "*Important Legal Information*" on pages 540 to 541 of the Base Prospectus 9 Securities Note shall be amended by:

- (i) deleting the heading and the first paragraph of the sub-sub-section entitled "*Public Offers and Consent – Public Offers*" on page 540 of the Base Prospectus 9 Securities Note in their entirety and replacing them with the following text:

"Public Offers for the purposes of the EU Prospectus Regulation

Certain tranches of Securities may, subject as provided below, be subsequently resold, finally placed or otherwise offered by financial intermediaries in circumstances where there is no exemption from the requirement to publish a prospectus under the EU Prospectus Regulation. Any such resale, placement or offer is referred to in the Base Prospectus as a 'Public Offer'. Any person making or intending to make a Public Offer of Securities must do so only with the consent of the Issuer and subject to and in accordance with the relevant conditions to such consent – see '*Consent to the use of the Base Prospectus for the purposes of the EU Prospectus Regulation*' below.";

- (ii) in respect of the sub-sub-section entitled "*Public Offers and Consent – Consent to the use of the Base Prospectus*" on pages 540 to 541 of the Base Prospectus 9 Securities Note:
 - (1) replacing the heading of such sub-sub-section with the new heading "*Public Offers and Consent – Consent to the use of the Base Prospectus for the purposes of the EU Prospectus Regulation*";
 - (2) deleting the first paragraph in such sub-sub-section in its entirety and replacing it with the following:

"In connection with a Public Offer of Securities in a Public Offer Jurisdiction during the Offer Period as described in the Final Terms, the Issuer consents or (in the case of (b) (General Consent)) offers to grant its consent to the use of the Base Prospectus (as supplemented from time to time) and Final Terms (and accepts responsibility for the information contained in the Base Prospectus (as supplemented from time to time) and Final Terms in relation to any person who purchases Securities in such Public Offer made by an Authorised Offeror), by or to (as applicable) each of the following financial intermediaries, in each case subject to compliance by such financial

intermediary with the Conditions to Consent (as described below) (each, an **"Authorised Offeror"**);"; and

- (3) replacing the list of Public Offer Jurisdictions set forth in paragraph (a) (*Public Offer Jurisdiction(s)*) with the following:

"(a) **Public Offer Jurisdiction(s)**: the Public Offer is only made in Belgium, the Czech Republic, Denmark, Finland, France, Hungary, Ireland, Italy, Luxembourg, Malta, the Netherlands, Norway, Portugal, Romania, Slovakia, Spain and/or Sweden, as specified in the Final Terms (the **"Public Offer Jurisdiction(s)"**);"; and

- (iii) inserting the following new sub-sub-sections immediately after the sub-sub-section entitled "*Public Offers and Consent – Consent to the use of the Base Prospectus*" on page 541 of the Base Prospectus 9 Securities Note:

"Public Offers for the purposes of the FSMA

Certain tranches of Securities may, subject as provided below, be subsequently resold, finally placed or otherwise offered by financial intermediaries in circumstances where there is no exemption from the requirement to publish a prospectus under the FSMA. Any such resale, placement or offer is referred to in the Base Prospectus as a 'Public Offer'. Any person making or intending to make a Public Offer of Securities must do so only with the consent of the Issuer and subject to and in accordance with the relevant conditions to such consent – see '*Consent to the use of the Base Prospectus for the purposes of the FSMA*' below.

Other than as set out immediately below, neither the Issuer nor any of the Managers has authorised (nor do they authorise or consent to the use of the Base Prospectus (or Final Terms) in connection with) the making of any Public Offer of Securities by any person in any circumstances. Any such unauthorised offers are not made on behalf of the Issuer or any of the Managers or Authorised Offerors (as defined below) and none of the Issuer or any of the Managers or Authorised Offerors has any responsibility or liability for the actions of any person making such offers. Any Public Offer made without the consent of the Issuer is unauthorised and none of the Issuer or any of the Managers or Authorised Offerors accepts any responsibility or liability for the actions of the persons making any such unauthorised offer. Any persons to whom an offer of any Securities is made should enquire whether a financial intermediary is an Authorised Offeror.

Consent to the use of the Base Prospectus for the purposes of the FSMA

In connection with a Public Offer of Securities in the United Kingdom during the Offer Period as described in the Final Terms, the Issuer consents or (in the case of (b) (*General Consent*)) offers to grant its consent to the use of the Base Prospectus (as supplemented from time to time) and Final Terms (and accepts responsibility for the information contained in the Base Prospectus (as supplemented from time to time) and Final Terms in relation to any person who purchases Securities in such Public Offer made by an Authorised Offeror), by or to (as applicable) each of the following financial intermediaries, in each case subject to compliance by such financial intermediary with the Conditions to Consent (as described below) (each, an **"Authorised Offeror"**):

- (a) **Specific Consent**: each financial intermediary which either:
- (i) is expressly named as an Initial Authorised Offeror in the Final Terms; or
 - (ii) is expressly named as an Authorised Offeror on the Issuer's website: (<https://www.home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-final-terms>) (in which case, its name and address will be published on the Issuer's website); and

- (b) **General Consent:** if Part B of the Final Terms specifies 'General Consent' as applicable, each financial intermediary which both:
- (i) is authorised to make such offers under the FSMA; and
 - (ii) accepts the offer by the Issuer by publishing on its website the following statement (with the information in square brackets duly completed with the relevant information) (the "**Acceptance Statement**"):

*"We, [specify name of financial intermediary], refer to the offer of [specify title of securities] (the "**Securities**") described in the Final Terms dated [specify date] (the "**Final Terms**") published by Barclays Bank Ireland PLC (the "**Issuer**"). In consideration of the Issuer offering to grant its consent to our use of the Base Prospectus (as defined in the Final Terms) in connection with the Public Offer of the Securities in the United Kingdom during the Offer Period and subject to and in accordance with the conditions set out in the Final Terms and Base Prospectus, we accept the offer by the Issuer. We confirm that we are authorised under the FSMA to make, and are using the Base Prospectus in connection with, the Public Offer accordingly. Terms used herein and otherwise not defined shall have the same meaning as given to such terms in the Base Prospectus and Final Terms."*

The consent of the Issuer referred to in (a) and (b) above is subject to compliance by the relevant financial intermediary with the following conditions (the "**Conditions to Consent**"):

- (a) **Public Offer Jurisdiction(s):** the Public Offer is only made in the United Kingdom, as specified in the Final Terms (the "**Public Offer Jurisdiction(s)**");
- (b) **Offer Period:** the Public Offer is only made during the offer **period** specified in the Final Terms (the "**Offer Period**"); and
- (c) **Other:** each of the other conditions (if any) provided in the Final Terms.

The consent referred to above relates to Offer Periods occurring within 12 months from the date of the Base Prospectus.

The Issuer may give consent to one or more additional Authorised Offerors in respect of a Public Offer after the date of the Final Terms, discontinue or change the Offer Period, and/or remove or add conditions to consent and, if it does so, such information will be published at: (<https://www.home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-final-terms>). Any new information with respect to Authorised Offerors unknown at the time of the approval of the Base Prospectus or the filing of the Final Terms will be published and can be found at: (<https://www.home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-final-terms>).

Neither the Issuer nor any Manager has any responsibility for any of the actions of any Authorised Offeror, including their compliance with applicable conduct of business rules or other local regulatory requirements or other securities law requirements in relation to an offer.

Any offer or sale of Securities to an investor by an Authorised Offeror will be made in accordance with any terms and other arrangements in place between such Authorised Offeror and such investor, including as to price, allocations and settlement arrangements. Where such information is not contained in the Base Prospectus or Final Terms, it will be the responsibility of the applicable financial intermediary at the time of such offer to provide the investor with that information and neither the Issuer nor any Manager or other Authorised Offeror has any responsibility or liability for such information.

Any Authorised Offeror falling within (b) (*General Consent*) above using the Base Prospectus in connection with a Public Offer is required, for the duration of the relevant Offer Period, to publish on its website the Acceptance Statement."

K) Amendments to the section entitled "General Information"

The section entitled "*General Information*" on pages 542 to 548 of the Base Prospectus 9 Securities Note shall be amended by deleting the subsection entitled "*Base Prospectus and supplements*" on page 542 of the Base Prospectus 9 Securities Note in its entirety and replacing it with the following text:

"Base Prospectus and supplements

This Base Prospectus may be used for a period of one year from its date in connection with a public offer of Securities in the EEA, or for the listing and for any admission to trading of a Series. A revised Base Prospectus will be prepared in connection with the listing of any Series issued after such period.

If at any time the Issuer shall be required to prepare a supplement to the Base Prospectus pursuant to Article 23 of the EU Prospectus Regulation, the Issuer will prepare and make available an appropriate supplement to the Base Prospectus or a further base prospectus which, in respect of any subsequent issue of Securities to be offered to the public or to be admitted to trading on the regulated market of the Irish Stock Exchange plc trading as Euronext Dublin, or of any other Relevant Stock Exchange, shall constitute a supplement to the base prospectus as required by Article 23 of the EU Prospectus Regulation.

By virtue of Regulation 74 of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019 (as amended), this Base Prospectus may continue to be used from the "IP completion day" as defined under the EUWA to the anniversary of the date of its approval by the Central Bank of Ireland in connection with a public offer of Securities in the United Kingdom, or for the listing and for any admission to trading of a Series.

If at any time on or after the "IP completion day" the Issuer shall be required to prepare a supplement to the Base Prospectus pursuant to Article 23 of the UK Prospectus Regulation, the Issuer will prepare and make available an appropriate supplement to the Base Prospectus which, in respect of any subsequent issue of Securities to be offered to the public or to be admitted to trading on the regulated market in the United Kingdom, shall constitute a supplement to the base prospectus as required by Article 23 of the UK Prospectus Regulation."

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

In accordance with Article 23(2) of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the Base Prospectus before this Supplement is published have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 19 February 2021.

In accordance with Article 23 of the UK Prospectus Regulation and Rule 3.4.1 of the UK Prospectus Regulation Rules, investors who have already agreed to purchase or subscribe for securities pursuant to the Base Prospectus before this Supplement is published have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such

securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 19 February 2021.



The date of this Supplement is 17 February 2021