



Wealth and Investment Management

Investment Philosophy Portfolio Multiple Accounts Program Wrap Fee Program Brochure

This wrap fee program brochure (the “Brochure”) provides information about the qualifications and business practices of Barclays Wealth and Investment Management (“Barclays”), the wealth and investment management division of Barclays Bank PLC, which functions in the United States through Barclays Capital Inc. If you have any questions about the contents of this Brochure, please contact us at 800 253 4626 (or +1 212 526 5600 if dialing from outside the United States). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Investment adviser registration does not imply a certain level of skill or training.

Additional information about Barclays also is available on the SEC’s website at www.adviserinfo.sec.gov.

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Item 2 Material Changes

This Item 2 summarizes the material changes to the Brochure since the version of this brochure dated 31 March 2014. For more details on any matter, please see the item in this Brochure indicated below.

- **Fees:** Barclays, Investment Representatives and possibly other employees may have a financial incentive to recommend the Program over other Barclays programs and services, and to recommend or invest in strategies or products managed by Barclays instead of third parties. This brochure clarifies what is included when determining the value of assets in clients' accounts for billing purposes. (Item 4)
- **Pershing:** Barclays has entered into a clearing agreement with Pershing LLC, a wholly owned subsidiary of The Bank of New York Mellon Corporation ("Pershing"). Advisory clients' accounts are held by Barclays through Pershing as the clearing broker. Pershing performs many functions at Barclays' direction, including e.g., trade execution, trade settlement and sending client statements. In general, Pershing has custody of advisory clients' assets. (Items 4, 6 and 9)
- **Proxy Voting:** Barclays no longer accepts authority to vote client securities. (Item 6)
- **SEC Order:** On September 23, 2014, Barclays entered into a settlement with the Securities and Exchange Commission resulting in the SEC issuing an order. BCI consented to the entry of the order that finds that BCI willfully violated the Advisers Act Sections 204(a), 206(2), 206(3), 206(4) and 207 and Rules 204-2, 206(4)-2 and 206(4)-7 thereunder arising as a result of BCI's systemic failures after it acquired Lehman Brothers Inc.'s advisory business in September 2008. The order finds that when BCI integrated this advisory business into its existing business, it did not enhance its infrastructure to support the new business, did not adopt and implement written policies and procedures reasonably designed to prevent violations of the Advisers Act, and did not make and keep certain books and records. (Item 9)
- **Valuation:** Assets in a client's account are priced by Pershing or the client's third party custodian. (Item 9)
- **Review of Accounts:** We have removed the reference to the Investment Representative reviewing each account and portfolio on an ongoing basis (i.e., after account opening) and evaluating various factors considered in determining ongoing suitability. (Item 9)

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Item 4 Services, Fees and Compensation

Barclays Wealth and Investment Management (“Barclays”), the wealth and investment management division of Barclays Bank PLC operating through Barclays Capital Inc. (“BCI”) in the United States, offers a wide range of investment advisory services to meet the needs of clients with diverse investment objectives and goals. As described in “*Item 6: Portfolio Manager Selection and Evaluation – Advisory Business*” of this Brochure, Barclays offers a number of advisory programs and wrap fee programs. This Brochure relates to the Investment Philosophy Portfolio Multiple Accounts Program (the “Program”), a wrap fee program.

OVERVIEW OF THE PROGRAM

Through the Program, Barclays provides asset allocation and investment advice for client portfolios on a discretionary or non-discretionary (guided) basis. Program services may include

- (i) working with the client to develop an Investment Policy Statement,
- (ii) developing a strategic asset allocation with each client based on a five-year outlook that is tailored based on the client’s investment goals, risk tolerance, income goals, potential liquidity needs and other attributes, and that spans the following nine asset classes: (1) cash & short maturity bonds, (2) developed government bonds, (3) investment grade bonds, (4) high yield & emerging market bonds, (5) developed market equities, (6) emerging market equities, (7) commodities, (8) real estate and (9) alternative trading strategies,
- (iii) providing tactical advice based on a three to six month outlook to overweight, underweight or maintain those allocations and
- (iv) implementing, or recommending Investment Products to implement, the tactical advice. “Investment Products” are (i) the Wrap Programs (described in *Item 6: Advisory Business* below) (ii) exchange-traded funds (“ETFs”), mutual funds and other collective investment vehicles that may or may not be managed by Barclays, any of its affiliates and their respective directors, officers, employees and agents (each, a “Barclays Entity”) (iii) individual equity and fixed income instruments, (iv) structured products, (v) options and (vi) forms of cash and cash equivalents.

If an account is a guided account, the Investment Representative considers the tactical asset allocation, but may make recommendations that do not follow the tactical asset allocation. A client’s guided account may differ from the tactical asset allocation if the client accepts a recommendation that does not follow the tactical asset allocation or rejects a recommendation that follows the tactical asset allocation.

If the client’s account is a discretionary account, Barclays follows the tactical asset allocation to allocate the Program assets across asset classes.

As well as the factors described above relating to tactical asset allocations, asset classes in a portfolio may be higher or lower than the strategic asset allocation because of, e.g., cash inflows and outflows, and market movement. Barclays monitors accounts, using predetermined thresholds, to identify allocation drifts from the strategic asset allocation. If the asset allocation drifts too far, Barclays rebalances the portfolio (for discretionary accounts) or recommends transactions to rebalance the portfolio (for guided accounts) to bring the account back in line with the tactical asset allocation.

A client’s ability to impose reasonable restrictions on its Program assets depends on the nature of the underlying Investment Product. Clients may impose reasonable restrictions on the management of separate accounts, including by restricting particular securities or types of securities, so long as Barclays or the third party manager accepts those restrictions. Clients do not have the ability to restrict investments made by collective investment vehicles such as mutual funds and private investment funds. However, a client may choose to reasonably restrict the collective investment vehicles in which the client’s Program assets are invested.

Pershing LLC (“Pershing”), a wholly owned subsidiary of The Bank of New York Mellon Corporation and a registered broker dealer, acts as clearing firm and custodian for Barclays’ investment advisory programs. Pershing’s services generally include maintaining custody of clients’ assets and performing other customary custodial functions, settling transactions, and sending trade confirmations and account statements. Pershing does not provide clients with investment advice. Barclays reserves the right to terminate the delegation of any or all of these services to Pershing.

The Program includes custody, execution and other administrative services, which are provided to clients by Pershing and BCI. Barclays may, on an exception basis, permit clients to custody their assets with other qualified custodians, provided that such custodians are operationally capable of meeting Barclays’ reporting and other operational requirements. Clients should note that Barclays is not able to apply the same level of monitoring to assets that are not custodied with BCI or Pershing.

FEES

Clients pay a single fee (the “Program Fee”) that covers investment advisory services provided by Barclays as well as custodial, administrative and execution services provided by BCI and Pershing. The Program Fee is calculated as a percentage (the “Fee Rate”) of assets that are within the scope of the Program relationship subject to certain exclusions, including cash, cash alternatives and accrued interest on securities. We also take into account transactions that have been executed even if those transactions have not yet settled. Therefore in some cases, the month-end asset value we use to calculate the Program Fee may be different from the month-end value shown on a client’s statement because those statements only show transactions that have settled. We calculate the Program Fee for each quarter by multiplying the Fee Rate by the average of the three month-end values of the clients’ account in that quarter. If a client’s account is opened or closes during a billing quarter, we prorate the Program Fee for the number of days in the billing quarter that the account is open.

The Program Fee is generally payable quarterly in arrears. If Pershing is the custodian of the client’s assets, fees are automatically deducted directly from the client’s account, unless the client requests that Barclays sends it an invoice. If the custodian is another third party, the client generally arranges to have advisory fees deducted directly from the client’s account at the external custodian for credit to Barclays upon receipt of an invoice. The following table sets forth the maximum Program Fee rates:

Assets Under Management	Maximum Annual Program Fee Rate
US\$ 0 < 2.5m	2.00%
US\$ 2.5m < 5m	1.75%
US\$ 5m < 10m	1.25%
US\$ 10m < 20m	1.00%
US\$ 20m < 50m	0.85%
US\$ 50m < 100m	0.75%
US\$ 100m and above	negotiable

The Program Fee rate is negotiable and, therefore, a client may pay a different fee than as set forth above. Unless Barclays and the client agree otherwise, Barclays calculates advisory fees for each billing period by applying the same Program Fee rate to all assets in the account, rather than applying different Program Fee rates to different portions of the account as the asset level changes. The Program Fee rate may vary each billing period as the value of a client’s account fluctuates.

The primary service offered under the Program is customized multi asset class, multiple account investment advice provided by Barclays. No other Barclays program offers clients this customized asset allocation advice, but Barclays offers other programs through which clients' assets can be managed in a single account on a discretionary basis by third party managers or Barclays portfolio managers. The costs for participating in such programs may be higher or lower than the Program Fee. A client's total fees in a wrap fee program may be higher or lower than the amount a client would pay to purchase separately the services provided under the wrap fee program. The expected and/or historical size and volume of trading activity in the account could have a bearing on the wrap fee program in relation to the cost of similar services purchased separately. If a client selects a brokerage account instead of participating in a wrap fee program, that client would pay trading costs and expenses rather than an asset-based fee which does not vary as transaction volume changes. These trading costs and expenses could be lower than the wrap program fee. However, the client would not receive the same investment advice and investment management services. Other factors that affect the cost of a wrap program fee in relation to the cost of the similar services purchased separately include, among other things, the level of assets in the account, the investment strategy, and the exact advisory and other services provided.

The Program Fee does not cover, and clients pay, if applicable:

- commissions and other fees and charges for transactions executed by broker-dealers other than Pershing, including execution or service charges, mark-ups, mark-downs, spreads and odd-lot differentials
- fees charged by an investment product and which may be described in its prospectus, offering memorandum or other product documents, including fund investment management fees and redemption fees
- taxes relating to the account
- other fees charged by third parties including third party custodian fees, exchange fees, electronic fund transfer fees, ADR fees, auction fees, charges imposed by regulatory bodies and charges mandated by law
- Barclays' fees under a client's retirement plan account documents for opening or maintaining a retirement account
- Pershing's interest and fees on margin and other loans, or on debit balances in an account
- fees in connection with foreign exchange transactions or conversions.

As discussed in *Item 4: Overview of the Program*, investing in the Investment Products generally requires establishing multiple accounts. In addition to items listed above, the Program Fee also does not cover the fees clients pay for Investment Products in those underlying accounts. However, given that Barclays charges the Program Fee on all assets in the IPPMA relationship (including the assets in these underlying accounts) Barclays does not charge Program clients its standard fees for the Investment Products. Instead, those fees will be reduced or waived. Therefore, in IPPMA, the fee a Program client pays for an Investment Product (i.e., in addition to the Program Fee) will be less than the fee that Program client would pay for the same Investment Product if the client invested directly rather than through the IPPMA Program. Nonetheless, because the IPPMA Program Fee is charged in addition to the reduced fees for the Investment Products held in the underlying accounts, a client may pay more aggregate fees in the Program than that client would pay to purchase separately each Investment Product in its IPPMA portfolio. But that client would not receive the customized asset allocation advice provided to clients in the Program.

COMPENSATION FOR RECOMMENDING THE PROGRAM

Your Investment Representative will receive up to 55% of the Program Fee. A portion of the Program Fee may also be paid to BCI's affiliates if they introduce clients to the Program. Such payments may be made for the duration of a client's participation in the Program or for a shorter period of time. The amount of compensation received by Barclays and these persons may be greater if the client participates in the Program than it would be if the client paid separately for investment advice, brokerage and other services. This compensation may also be greater if, through the Program, the client invests in strategies or products managed by Barclays instead of in strategies or products managed by a third party (such as a third party manager in our Select Advisors program). Therefore, Barclays and these Investment Representatives and employees may have a financial incentive to recommend the Program over other Barclays programs and services, and to recommend or invest in strategies or products managed by Barclays instead of third parties. In addition, the amount of assets that Investment Representatives manage, and the corresponding revenues that such assets generate, are generally taken into account, among other factors, in determining Investment Representatives' compensation.

Additionally, certain Investment Representatives earn additional income from Barclays based on the year on year growth in the advisory fees paid to Barclays by clients of that Investment Representative. Therefore, Investment Representatives could make recommendations to clients based on the economic impact of those recommendations on the Investment Representative, rather than based on the client's best interests. We address this conflict by requiring supervisory review at the time of account opening to check that the recommended advisory programs and Investment Products are suitable for the client in light of the client's financial circumstances and investment objectives.

Cash in client accounts custodied at Pershing (except retirement accounts) may be invested in bank deposits or money market funds in respect of which Barclays receives compensation. As well as the conflict described in the previous paragraph, these payments may create an incentive to keep part of the account invested in cash. We address this conflict by disclosing it to you and requiring your written authorization when making or changing a cash "sweep" election, and by having limits on the proportion of an account that can be held in cash.

Item 5 Account Requirements and Types of Clients

Barclays' clients are generally high net worth individuals, banks, thrift institutions, pension and profit sharing plans, trusts, estates, charitable organizations, private funds, investment advisers, government entities, corporations and other business entities.

In general, there are no requirements to open or maintain an account in the Program; however the Investment Products in which a client's Program assets can be invested may have certain requirements. For example, in order for a client's Program assets to be invested in a BWAS Fund, the client must meet the qualification standards of that BWAS Fund which, generally, are that the client must be an accredited investor and a qualified purchaser.

Item 6 Portfolio Manager Selection and Evaluation

PORTFOLIO MANAGER SELECTION AND EVALUATION

Portfolios are managed by the Portfolio Consulting Group ("PCG"), an Investment Representative or a Barclays Portfolio Manager. PCG consists of analysts with expertise in building multi asset class, multi investment product portfolios. Based upon the information a client provides about its investment objectives,

investment horizon, risk tolerance and other relevant attributes, PCG or an Investment Representative may recommend to the client one or more of Barclays' advisory and wrap fee programs.

Barclays has determined that all of its programs described in *Item 6: Advisory Business* as well as certain other investments are suitable Investment Products for guided Program accounts. For discretionary Program accounts, assets can be invested in programs where Barclays acts as portfolio manager (except the Investment Advisor Representative program) and in products managed by unaffiliated managers who have undergone due diligence review by Barclays Manager Research and Selection. Clients will receive the ADV brochures that are relevant to each Investment Product held in the underlying accounts in their IPPMA portfolios. Clients should review those brochures to understand how the investment managers of those Investment Products are selected and reviewed.

Account performance is calculated by Barclays using the time-weighted rate of return methodology (which is an industry standard methodology). Account performance is provided to clients in their performance reports, if Barclays has agreed to provide them. Performance data is reviewed by the Client Reporting team and by the client's Investment Representative before being sent to the client.

RELATED PORTFOLIO MANAGERS

In the Program, PCG, an Investment Representative or a Barclays Portfolio Manager acts the portfolio manager. No other related persons act as portfolio managers. Barclays has a potential conflict of interest in using the services of PCG and Investment Representatives to manage client accounts because doing so could result in more compensation to Barclays than if unaffiliated portfolio managers were used. This conflict of interest is addressed (i) by disclosing to clients that it exists and (ii) by disclosing to clients the availability of other Barclays-sponsored wrap programs that utilize the services of unaffiliated portfolio managers.

Clients who have guided accounts in the Program should understand that their Investment Representatives may also manage accounts on a discretionary basis. That Investment Representative may buy or sell a security for its discretionary accounts at the same time that he or she recommends the same transaction to its clients with guided accounts. Because the Investment Representative must wait for guided accountholders to accept or decline the recommendation, transactions will generally be executed for discretionary accounts before the same transaction is executed for guided accounts and this could negatively impact the performance of guided accounts.

ADVISORY BUSINESS

In addition to the Program, Barclays sponsors several other wrap fee programs ("Wrap Programs"), each of which is fully described in its wrap fee program brochure (available on the SEC's website at www.adviserinfo.sec.gov) and is briefly summarized below:

Portfolio Management Program (Equity, Fixed Income and ETF Tactical Allocation Strategies).

Clients invest pursuant to one or more investment strategies managed by Barclays portfolio managers.

Investment Advisor Representative Program ("IAR"). IAR is designed to provide clients with customized investment advice from a Barclays Investment Advisor Representative on a discretionary or non-discretionary basis.

Select Advisors Program. Barclays maintains an approved list of investment managers and assists clients in identifying one or more that are best suited to the client's goals.

Accommodation Manager Program. Clients independently select and retain third party investment managers while Barclays provides certain reporting and other services.

Barclays also offers several advisory programs, each of which is fully described in Barclays' ADV brochure (available on the SEC's website at www.adviserinfo.sec.gov) and is briefly summarized below:

Portfolio Management Program (Options Overlay Strategies). Clients select an options-based strategy to seek to enhance existing investment portfolios or generate returns with low correlations to traditional and alternative asset classes.

Barclays Wealth Advisor Series Funds. Barclays sponsors a series of private investment funds for which it either serves as investment adviser or has delegated investment discretion and portfolio management responsibilities to an unaffiliated manager selected by Barclays.

Customized Client Solutions. Barclays advises clients on a non-discretionary basis on asset allocation or on the merit of individual holdings within a portfolio, or provides asset allocation models that reflect Barclays' investment views regarding strategic asset allocation.

These programs generally offer some level of customization for individual clients based on their particular circumstances. Depending on the program, clients may also be able to impose reasonable restrictions on investing in particular securities or types of securities.

DIFFERENCES BETWEEN PROGRAM ACCOUNTS AND OTHER ACCOUNTS

The following describes differences between the treatment of Program accounts and other accounts managed by Barclays:

- *Selection of Broker-Dealers.* Generally, the fee paid by Program clients covers Barclays' investment advisory services as well as execution costs for transactions. As an investment adviser to the Program accounts, Barclays has an obligation to seek best execution. Consistent with that duty, Barclays typically routes trades for Program accounts through Pershing, acting as BCI's clearing broker, because the fee paid by Program clients covers execution costs only for trades executed through BCI, its affiliates or Pershing. Such execution costs may not be covered by the fee for trades executed by other brokers or for other Barclays advisory programs.

However, consistent with its duty to seek best execution, Barclays has the discretion to select other broker-dealers from time to time when it determines that doing so would be appropriate taking into account the net price (after giving effect to brokerage commissions and other costs) as well as other factors such as the nature of the security being traded; the size and complexity of the transaction; the desired timing of the trade; the activity existing and expected in the market for the particular securities; and the execution, clearance and settlement capabilities and other relevant factors.

- *Tax loss harvesting.* While Barclays will make all reasonable efforts to accommodate Program client requests to engage in transactions intended to offset capital gains tax liability ("tax loss harvesting"), this service is typically not provided to other advisory program accounts where Barclays is the investment adviser.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

The Program does not charge performance-based fees. The Portfolio Managers do not manage other accounts for which a performance-based fee is charged.

An investment adviser faces conflicts in simultaneously managing accounts that are charged a performance-based fee and accounts that are not because the investment adviser may receive greater compensation from its performance-based fee accounts and is therefore incentivized to favor those accounts. Therefore, if any of a client's Program assets are managed by a third party manager, the client should review that manager's ADV brochure to determine if the manager charges a performance fee on any accounts that it manages and, if so, the conflicts that such manager faces in simultaneously managing accounts that are charged a performance fee and those that are not, and how those conflicts of interest are resolved.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis and Investment Strategies: Strategic asset allocations are developed for clients based on proprietary risk measurement techniques as well as proprietary asset allocation models. Barclays actively monitors global markets and uses intelligence to formulate specific strategy and investment recommendations. The collective judgment of the firm's senior asset allocation and investment specialists determines the view of how the current market environment may affect asset class returns in the near to medium term. These views form the basis for tactical allocation recommendations which are then assessed locally and customized for clients.

Significant, Material or Unusual Risks: Clients should understand that all investment strategies and the investments made as a result of implementing those investment strategies involve risk of loss that clients should be prepared to bear. The investment performance and the success of any investment strategy or particular investment can never be predicted or guaranteed, and the value of a client's investments will fluctuate due to market conditions and other factors. The investment decisions made and the actions taken for advisory accounts will be subject to various risks including market, liquidity, currency, economic and political risks, and will not necessarily be profitable. This Brochure discusses general investment risks and the material risks associated with the asset classes in which clients' accounts may invest. However, it is not intended to disclose every potential risk applicable to a client. Clients should carefully review any risk disclosures provided to them. In particular, if a client's Program assets are invested in another program sponsored by Barclays, Barclays gives the client the ADV brochure for that program. Similarly, if any portion of a client's Program assets is managed by a third party registered investment adviser, the client will receive that investment adviser's ADV brochure. Clients should review these ADV brochures.

Risk of Loss. All investments risk the loss of capital and investment performance of any kind is not guaranteed.

Management Risk. The Program is subject to management risk. The Program may not achieve its objectives if Barclays' expectations regarding securities or markets are not met. In addition, the departure of any key personnel from Barclays' employ may affect the performance of the Program.

Economic Environment. Unforeseeable events may cause sharp market fluctuations, which could adversely affect a client's investments. Changes in economic conditions, including, for example, interest rates, inflation rates, unemployment, wage growth, availability and cost of credit, structuring models, performance models, industry conditions, competition, technological developments, political events and trends, changes to tax laws and innumerable other factors, can substantially and adversely affect the performance of a client's investments.

Issuer Risk: An account's performance depends on the performance of individual securities in which the account invests. Changes to the financial condition or credit rating of an issuer of those securities may cause the value of the securities to decline or even become worthless. Barclays does not guarantee in any way the obligations or the financial condition or credit rating of any issuer or the accuracy of any financial information provided by any issuer in which an account may be invested.

Risks Associated with Asset Allocation Advice:

Client Information. Asset allocation advice is based on Barclays' understanding of a client's investment goals, risk tolerance, financial circumstances and other attributes. The overall asset allocation advice and other recommendations provided by Barclays may be materially affected by even small changes in a client's individual circumstances. Therefore, a client's failure or tardiness in informing Barclays of changes in its circumstances could affect the performance of its account.

Allocation of Assets. The overall investment performance of any asset allocation strategy depends in part on the decisions Barclays makes with respect to the allocation of assets among various asset classes, sub-asset classes and Investment Products. Barclays may make asset allocation decisions that result in underperformance of the account relative to a client's expectations or similar programs, and there is no guarantee that a given asset allocation will produce the desired results.

Performance of Underlying Investment Products. The investment performance of any account or Investment Product is not guaranteed and past performance does not guarantee or predict future performance. The investment objectives and goals for an Investment Product, and a client's investment objectives, goals and expectations, may not be achieved. Any benchmarks used to measure the performance of Investment Products are targets only, and investment results may fail to achieve or outperform any such benchmarks.

Diversification. While asset allocation is intended to provide diversification of investment risk, no assurance can be given that such diversification will occur, or that, if it does, it will increase, rather than reduce, a client's investment return.

Risks Associated with each Asset Class. There are risks associated with each of the key asset classes, including:

Bonds. Bonds are subject to market, interest rate and credit risk, and are also subject to availability and market conditions. Generally, the higher the interest rate the greater the risk. Bond values will decline as interest rates rise. Government bonds are subject to federal taxes. Municipal bond interest may be subject to the alternative minimum tax; other state and local taxes may apply. High yield bonds, also known as "junk bonds" are subject to additional risks such as the increased risk of default.

Commodities. Commodities are assets that have tangible properties, such as oil, metals, and agricultural products. Commodity asset classes tend to have higher volatility and downside risk compared to traditional asset classes like bonds and equities. The levels, values or prices of commodities can fluctuate widely due to supply and demand disruptions in major producing or consuming regions. Commodities prices are highly volatile and are affected by overall market movements and numerous other factors that affect the value of a particular industry or commodity in addition to economic activity. These include political events, weather, labor activity, direct government intervention, such as embargos, and supply disruptions in major producing or consuming regions. Those events tend to affect prices worldwide, regardless of the location of the event. Market expectations about these events and speculative activity also cause prices to fluctuate. Commodities are volatile investments and should only form a small part of a diversified portfolio. Diversification does not ensure against loss.

Equity Securities. Stocks and other equity-related instruments may be subject to various types of risk, including market risk, liquidity risk, counterparty credit risk, legal risk and operations risk. In addition, equity-related instruments can involve significant economic leverage and may, in some cases, involve significant risk of loss. Equity securities fluctuate in value and such fluctuations can be pronounced. In general, stock values fluctuate in response to the activities of individual companies and in response to general market and economic conditions. Accordingly, the value of the stocks and other securities and instruments may decline over short or extended periods of time. The stock

markets tend to be cyclical, with periods when stock prices generally rise and periods when stock prices generally decline.

Emerging Markets. Emerging markets tend to be more volatile than established markets due to the inexperience of financial intermediaries, the lack of modern technology, the lack of a sufficient capital base to expand business operations, and the possibility of temporary or permanent termination of trading. Political and economic structures in many emerging markets may be undergoing significant evolution and rapid development, and emerging markets may lack the social, political and economic stability characteristics of more developed countries. The small size of securities markets in such countries and the low volume of trading also may result in a lack of liquidity and in substantially greater price volatility.

Real Estate. Real estate is subject to various risks including, fluctuation in underlying property values, expenses and income and environmental liabilities.

Alternative Trading Strategies. Alternative trading strategies involve a high degree of risk and the value of investments made pursuant to such strategies may be highly volatile.

Structured Products. Structured products are financial instruments that are generally derived from or based on a single security, basket of securities, an index, one or more interest rates, a commodity or basket of commodities, a debt issuance, a foreign currency or basket of currencies and/or an actively or passively managed fund or collection of funds. Structured products require the investor to assess several characteristics and risks that may not be present in other forms of investments, including structure risks (risks related to movements in the underlying asset and the effect of such movements on payouts under the structured products), price volatility, currency risks, liquidity risks, counterparty credit risks and other types of risks.

Risks Associated with the Use of Third Party Managers

Reliance on the Investment Strategies of Each Manager. The success of Barclays' manager selection process depends upon, among other things, the managers' ability to develop and successfully implement trading strategies that achieve their investment objectives. Different investment styles tend to perform differently depending upon market and economic conditions and investor sentiment. Client accounts may outperform or underperform other accounts that invest in similar assets but employ different investment styles.

Manager Selection. Barclays' selection of managers is inherently based on subjective criteria with the result that the true performance and abilities of any particular manager may be difficult to assess. The historical performance of a manager is not indicative of its future performance, which can vary considerably.

Reliance on the Skill of the Managers' Key Personnel. Barclays does not have a role in the day-to-day management of the investments managed by third party managers. Consequently, the performance of such investments is substantially dependent on the skill and acumen of key employees of the managers. If such employees cease to participate in the manager's business, the manager's ability to select attractive investments and manage its portfolio could be impaired.

Reliance on Information Provided by Managers. Barclays relies to a great extent on information provided by the managers and may have limited access to other information regarding the managers' portfolios and operations. There is a risk that a manager may knowingly, negligently or otherwise withhold or misrepresent information, including instances of fraud or similar activities. Barclays is not able to guarantee that its ongoing monitoring would detect instances of fraudulent or similar activity.

Use of Multiple Managers. Managers may have similar or divergent investment views and strategies. Consequently, a client whose assets are managed by more than one manager may at times hold

economically offsetting positions in its overall portfolio, and could indirectly incur transaction costs without accomplishing any net investment result, or may compete with its own accounts for the same positions in one or more markets. Where managers hold similar views or employ similar trading strategies, a client's overall portfolio may hold large positions in a relatively limited number of the same or similar investments. Greater concentration of positions across multiple managers will increase the adverse effect of any unfavorable conditions in the market, sector, or industry in which the positions are concentrated.

In addition, if any of a client's Program assets are managed by a third party manager, the client receives that manager's ADV brochure. The client should review that manager's ADV brochure to understand the manager's methods of analysis and investment strategies as well as the material risks that may be applicable to the Program assets managed by that manager.

VOTING CLIENT SECURITIES

Barclays does not accept authority to vote client securities, nor does Barclays respond to corporate actions on a client's behalf. Depending on the terms of a client's advisory agreement, authority to vote client securities may be granted to a third party manager or retained by the client.

When proxy voting authority has been delegated to a third party manager, that manager votes proxies and responds to corporate actions in accordance with its policies and procedures. Proxies or other solicitations will generally be sent directly from Pershing or from the third party custodian to the third party manager, at the client's instruction. Clients should consult the third party manager's proxy voting policies and procedures for instructions on how they may obtain information on proxy votes cast on their behalf.

If a client retains proxy voting authority and has its assets custodied at Pershing, Pershing will arrange for proxies and other solicitations to be sent to the client. Barclays will not advise a client on proxy voting matters.

Neither Barclays nor any third party will advise or take action on legal notices or legal proceedings relating to securities in clients' accounts. Clients will be fully responsible for acting with respect to such matters.

Item 7 Client Information Provided to Portfolio Managers

The Investment Representative obtains information from the client during the account opening process, such as the client's investment objectives, investment time horizon and risk tolerance, and well as any reasonable account restrictions. The Investment Representative uses this information to determine whether the Program is suitable for a client and which strategic asset allocation is suitable for a client. Clients in the Program are asked to confirm or revise their account restrictions at least annually. In addition, clients with a discretionary account in the Program are asked to confirm or revise their investment horizon at least annually. Barclays will continue to rely on this information during the time a client remains invested in the Program. Clients are therefore required to inform Barclays timely of any changes in this information

Item 8 Client Contact with Portfolio Managers

Clients have a direct relationship with their Investment Representatives and are not restricted in their ability to contact and consult with their Investment Representatives.

Item 9 Additional Information

DISCIPLINARY INFORMATION

Below are summaries of certain legal or disciplinary events that may be material to a client's decision whether to retain Barclays. Additional information regarding these legal and disciplinary events is in Part 1A of BCI's Form ADV which is available at www.adviserinfo.sec.gov.

- On September 23, 2014, Barclays Capital Inc. ("BCI") entered into a settlement with the Securities and Exchange Commission ("SEC") resulting in the SEC issuing an order. BCI consented to the entry of the order that finds that BCI willfully violated the Advisers Act Sections 204(a), 206(2), 206(3), 206(4) and 207 and Rules 204-2, 206(4)-2 and 206(4)-7 thereunder arising as a result of BCI's systemic failures after it acquired Lehman Brothers Inc.'s advisory business in September 2008. The order finds that when BCI integrated this advisory business into its existing business, it did not enhance its infrastructure to support the new business, did not adopt and implement written policies and procedures reasonably designed to prevent violations of the Advisers Act, and did not make and keep certain books and records.

The order also finds these deficiencies contributed to other violations – specifically, that BCI:

- executed more than 1,500 principal transactions with its advisory client accounts without required written disclosures or client consent
- charged commissions and fees, and earned revenues, that were inconsistent with its disclosures to 2,785 advisory client accounts
- violated custody provisions of the Advisers Act and
- underreported its assets under management in its March 31, 2011 amendment to its Form ADV by \$754 million.

Solely for the purpose of settling these proceedings, BCI consented to the order without admitting or denying the matters in it (except the SEC's jurisdiction). The order requires BCI to cease and desist from committing or causing any violations and any future violations of Advisers Act Sections 204(a), 206(2), 206(3), 206(4) and 207 and Rules 204-2, 206(4)-2 and 206(4)-7; censures BCI; and requires BCI to pay a civil monetary penalty of \$15,000,000. BCI must also comply with certain undertakings, including retaining an independent compliance consultant, notify existing and prospective clients of the order, and keep records of BCI's compliance with the undertakings.

You can view the order on BCI's website at wealth.barclays.com/americas. If you would like a copy of the order, please contact your Investment Representative.

- On 26 December 2013, Barclays Capital Inc. ("BCI"), without admitting or denying FINRA's findings, agreed to a censure and a fine of US\$3.75 million related to FINRA's allegations that BCI did not: (i) preserve certain electronic records in the format required under the Securities Exchange Act of 1934 (the "Exchange Act"); (ii) preserve certain electronic communications; and (iii) establish and maintain a supervisory system and written procedures reasonably designed to achieve compliance with the relevant laws, regulations and rules and to timely detect and fix deficiencies. FINRA alleged that these failures resulted in the violation of Section 17(a) and Rule 17a-4 under the Exchange Act, NASD Rules 2110, 3010 and 3110 and FINRA Rules 4511 and 2010.
- On 27 June 2012, the Commodity Futures Trading Commission ("CFTC") and Barclays PLC, Barclays Bank PLC and Barclays Capital Inc. (collectively, the "Barclays Companies") entered into a settlement agreement through which the Barclays Companies consented to the entry of an Order Instituting Proceedings Pursuant to Sections 6(c), 6(d) and 9(a)(2) of the Commodity Exchange Act, as amended, Making Findings and Imposing Remedial Sanctions (the "Order"). Following is a summary of the CFTC's findings in the Order:

Over a period of several years beginning at least as early as 2005, the Barclays Companies, by and through its agents, officers and employees located in at least New York, London and Tokyo, attempted to manipulate,

and made false, misleading or knowingly inaccurate submissions concerning, two global benchmark interest rates, LIBOR and EURIBOR.

During the period from at least mid-2005 through the fall of 2007, and sporadically thereafter into 2009, the Barclays Companies based their LIBOR submissions for U.S. Dollar (and at limited times other currencies) on the requests of current and former Barclays Companies swaps traders who were attempting to affect the official LIBOR rate in order to benefit their derivatives trading positions. This same conduct occurred with respect to the Barclays Companies' EURIBOR submissions during the period of at least mid-2005 through mid-2009.

During the period from approximately mid-2005 through at least mid-2008, certain Barclays Companies Euro swaps traders coordinated with and aided and abetted traders at certain other banks to influence the EURIBOR submissions of multiple banks, including the Barclays Companies, in order to affect the official EURIBOR rate and thereby benefit their respective derivatives trading positions.

During the financial crisis of late August 2007 through early 2009, the Barclays Companies lowered their LIBOR submissions in order to manage what it believed to be an inaccurate and negative public and media perception that the Barclays Companies had a liquidity problem, based in part on their high LIBOR submissions relative to submissions of other banks that the Barclays Companies believed were too low given market conditions. Pursuant to a directive by certain members of the Barclays Companies' senior management, the Barclays Companies submitted lower rates for U.S. Dollar LIBOR, and at limited times Yen and Sterling LIBOR, than what they had determined to be the appropriate rates.

The Barclays Companies' lack of specific internal controls and procedures concerning their submission processes for LIBOR and EURIBOR and their inadequate supervision of trading desks allowed this conduct to occur.

The CFTC ordered the Barclays Companies to cease and desist from violating Sections 6(c), 6(d) and 9(a)(2) of the Commodity Exchange Act and imposed a civil monetary penalty of US\$200 million against Barclays PLC, Barclays Bank PLC and Barclays Capital Inc., jointly and severally.

In its consent to the Order, the Barclays Companies agreed to undertake the following: (1) to ensure the integrity and reliability of their Benchmark Interest Rate Submission(s); and (2) to identify, construct and promote effective methodologies and processes of setting Benchmark Interest Rates, in coordination with efforts by Benchmark Publishers, in order to ensure the integrity and reliability of such rates.

The Barclays Companies further represented and agreed to undertake that each Benchmark Interest Rate Submission by Barclays shall be based upon a rigorous and honest assessment of information, and shall not be influenced by internal or external conflicts of interest, or other factors or information extraneous to any rules applicable to the setting of a Benchmark Interest Rate.

The Barclays Companies also agreed to certain processes and procedures in furtherance of these undertakings.

In anticipation of an administrative proceeding, the Barclays Companies submitted an Offer of Settlement to the CFTC, which the CFTC accepted on 27 June 2012 when the CFTC issued the Order. Without admitting or denying the findings or conclusions set forth in the Order, except to the extent the Barclays Companies admit those findings in any related action against the Barclays Companies by, or any agreement with, the Department of Justice or any other governmental agency or office, the Barclays Companies consented to entry of the Order.

The CFTC expressly noted the Barclays Companies' significant cooperation during the investigation.

In a Final Notice ("Notice") dated 27 June 2012, the U.K. Financial Services Authority ("FSA") describes the settlement of its investigation of Barclays Bank PLC ("BBPLC"), the parent company of the registrant, BCI, in

accordance with section 206 of the Financial Services and Markets Act 2000. The FSA's reasons for its issuance of the Notice, as set forth more fully in the Notice, are summarized below.

BBPLC acted inappropriately and breached Principle 5 of the FSA's Principles for Business on numerous occasions between January 2005 and July 2008 by making US dollar LIBOR and EURIBOR submissions that took into account requests made by its interest rate derivatives traders. At times these included requests made on behalf of derivatives traders at other banks.

BBPLC also breached Principle 5 on numerous occasions between February 2006 and October 2007 by seeking to influence the EURIBOR and (to a much lesser extent) the US dollar LIBOR, submissions of other banks. As a result of this conduct, there was a risk that the published LIBOR and EURIBOR rates would be manipulated.

BBPLC acted inappropriately and breached Principle 5 on numerous occasions between September 2007 and May 2009 by making LIBOR submissions that took into account concerns expressed by senior management of BBPLC that high LIBOR submissions from BBPLC would cause negative media perception of BBPLC's LIBOR submissions. This resulted in instructions being given by less senior managers to reduce LIBOR submissions in order to avoid negative media comment.

BBPLC breached Principle 3 from January 2005 until June 2010 by failing to have adequate risk management systems or effective controls in place in relation to its LIBOR and EURIBOR submissions processes. BBPLC had no specific systems and controls in place relating to its LIBOR and EURIBOR submissions processes until December 2009 (when BBPLC started to improve its systems and controls). BBPLC's misconduct was exacerbated by these inadequate systems and controls and by failures to review whether its systems and controls were adequate.

BBPLC breached Principle 2 by failing to conduct its business with due skill, care and diligence when considering issues raised internally in relation to its LIBOR submissions. On three occasions during 2007 and 2008, LIBOR issues were escalated to BBPLC's Investment Banking compliance function, which failed in each case to assess and address the issues effectively. These compliance failures allowed BBPLC's breaches of Principles 5 and 3 to continue and also led to unclear and insufficient communication about issues to the FSA.

The FSA imposed a financial penalty of £59.5 million on BBPLC.

As set forth more fully in the Notice, in determining the appropriate level of the penalty to be paid by BBPLC, the FSA considered the nature and extent of the cooperation provided by BBPLC during the course of its investigation. The FSA acknowledged that BBPLC "provided extremely good co-operation", in particular in providing access to evidence and facilitating voluntary witness interviews which were conducted by the FSA together with other authorities.

In a related matter, under a Non-Prosecution Agreement ("NPA") dated 26 June 2012 with the U.S. Department of Justice Criminal Division, Fraud Section ("DOJ"), Barclays Bank PLC and its parent, subsidiaries and affiliates (collectively, "Barclays Group") admit, accept and acknowledge responsibility for the conduct set forth by the Department of Justice in the Statement of Facts ("Statement") attached to the NPA. Following is a summary of the Statement:

From approximately 2005 through 2007, and occasionally thereafter through approximately 2009, certain Barclays Group swaps traders requested that certain Barclays Group LIBOR and EURIBOR submitters submit LIBOR and EURIBOR contributions that would benefit the traders' trading positions, rather than rates that complied with the definitions of LIBOR and EURIBOR. The submitters accommodated these requests on numerous occasions. In addition, in some instances from at least as early as August 2006 through approximately January 2007, and then on another occasion in or about June 2009, Barclays Group Yen swaps traders made requests to Barclays Group Yen LIBOR submitters for favorable Yen LIBOR settings. Barclays Group Yen LIBOR submitters accommodated those requests on some occasions. The purpose of this activity was to manipulate Barclays Group's Dollar and Yen LIBOR contributions and its EURIBOR contributions and to

influence the resulting LIBOR and EURIBOR fixes. Also, from at least approximately August 2005 through at least approximately May 2008, certain Barclays Group swaps traders made requests of swaps traders at other financial institutions for favorable LIBOR and EURIBOR contributions. Submissions by Barclays Group that took into account requests from swaps traders for favorable treatment were false and misleading.

From approximately August 2007 through at least approximately January 2009, Barclays Group often submitted inaccurate Dollar LIBORs that under-reported its perception of its borrowing costs and its assessment of an appropriate Dollar LIBOR submission, and were nearer to the expected rate contributions of other banks, at the direction of certain members of management of Barclays Group, including senior managers in the treasury department and managers of the money markets desk. Such rates were false because they were lower than what Barclays Group otherwise would have submitted and contrary to the definition of LIBOR. This was done to protect Barclays Group's reputation against media and market perceptions that Barclays Group had a liquidity problem based in part on its high LIBOR submissions relative to the submissions of other banks, which Barclays Group believed were too low given market conditions.

The manipulation of Barclays' submissions affected the fixed rates on some occasions.

Barclays Group agreed to pay a monetary penalty of US\$160 million to the United States Treasury.

In the NPA, the DOJ expressly noted Barclays Group's thorough and timely cooperation and commitment to future cooperation with the DOJ and other government authorities in the United States and United Kingdom.

- On 22 December 2011, Barclays Capital Inc. ("BCI"), without admitting or denying FINRA's allegations and findings, voluntarily agreed to a censure and to pay a fine of US\$3 million related to FINRA allegations that BCI failed to supply investors with accurate information with respect to certain mortgage-backed securitizations on the website maintained by BCI pursuant to the requirements of Securities and Exchange Commission Regulation AB ("Reg AB Website"). FINRA alleged that BCI's failure to maintain accurate information on its Reg AB Website resulted in the violation of National Association of Securities Dealers Rules 3010 and 2110, and FINRA Rule 2010.
- On 14 January 2011, Barclays Bank PLC ("BBPLC") reached a settlement with the U. K. Financial Services Authority ("FSA") in which the FSA alleged that BBPLC violated Principle 9 and rules COB 5.3.5 R and COBS 9.2.1 R because it failed to take reasonable care to ensure the suitability of the advice it gave with respect to two funds that it sold, the Aviva Global Balanced Income Fund and the Aviva Global Cautious Income Fund. BBPLC agreed to a fine of approximately US\$12 million, to pay restitution to any customers whose sales were deemed unsuitable and to enhance its sales processes.
- Barclays Bank PLC ("BBPLC") has disclosed in annual results announcements, annual reports and accounts and Forms 20-F and other publicly available filings since 2007 that it has been conducting an internal review of its conduct with respect to U.S. dollar payments made between 1 January 2000 and 31 July 2007, involving countries, persons and entities subject to U.S. economic sanctions and that it has been reporting the results of that review to the U.S. Authorities (as defined below). BBPLC announced on 18 August 2010 that it had reached settlements (the "Settlements") with the United States Department of Justice, the Manhattan District Attorney's Office, and the US Department Of Treasury's Office of Foreign Assets Control ("OFAC") (together the "U.S. Authorities") in relation to the investigation by those agencies into compliance with U.S. sanctions and U.S. dollar payment practices. In addition, an Order to Cease and Desist has been issued upon consent by the Federal Reserve Bank of New York and the New York State Banking Department. BBPLC agreed to a total penalty of US\$298 million and has entered into Deferred Prosecution Agreements covering a period of 24 months. The Deferred Prosecution Agreements mean that no further action will be taken against BBPLC by the U.S. Authorities if, as is BBPLC's intention, for the duration of the defined period it meets the conditions set forth in its agreements with the U.S. Authorities. The Settlements did not involve the Wealth and Investment Management division of Barclays or its investment advisory activities and the Settlements will not have any impact on clients' account or the services that Barclays provides to clients.

- On 6 June 2007, Barclays Bank PLC (“BBPLC”), without admitting or denying the findings contained therein, consented to the issuance of a court order in which the SEC found that BBPLC violated Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Exchange Act Rule 10b-5 by engaging in the purchase and sale of certain distressed debt securities while aware of material non-public information concerning such debt issuers and not enforcing trading restrictions when in possession of material non-public information. Based on these findings, BBPLC agreed to a fine of US\$6 million, disgorgement of approximately US\$4 million and prejudgment interest of approximately US\$1 million.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

In addition to its registration with the SEC as an investment adviser, BCI is registered with the SEC and the Financial Industry Regulatory Authority as a securities broker-dealer and with the National Futures Association and CFTC as a futures commission merchant (an “FCM”), commodity pool operator (a “CPO”) and commodity trading advisor (a “CTA”). BCI is also registered with the SEC and the Municipal Securities Rulemaking Board (“MSRB”) as a municipal advisor. BCI is also a primary dealer in U.S. government securities. BCI is controlled by Barclays Bank PLC, which is a bank and both a non-U.S. broker-dealer and non-U.S. investment adviser with a license to provide investment and banking products in various jurisdictions. In addition, certain of Barclays’ management persons are registered as registered representatives of BCI (in its capacity as a registered broker-dealer) and associated persons of BCI (in its capacity as a registered FCM, CPO or CTA).

Advisory clients should be aware of the following:

- BCI’s principal business is that of a registered broker-dealer and provider of investment banking services. Generally, Barclays Wealth and Investment Management’s advisory clients have a brokerage relationship with BCI. BCI’s obligations to a client are different when it acts as an adviser through Barclays Wealth and Investment Management as compared to when it acts as a broker-dealer. When BCI acts as broker-dealer, its primary role is to execute trades. BCI receives compensation, including commissions, when it executes such transactions and typically is not acting as a fiduciary with respect to its broker-dealer activities. When BCI acts as an investment adviser through Barclays Wealth and Investment Management, its primary role is to provide investment advice. It receives advisory fees from its advisory clients and has a fiduciary obligation to such clients. However, this does not mean that BCI is acting as an investment adviser or fiduciary with respect to the totality of that client relationship. Barclays is likely to earn more compensation if a client opens an investment advisory account instead of a brokerage account (although you would not receive the same services in a brokerage account). This creates a conflict of interest because Barclays has a financial incentive to recommend that clients open investment advisory accounts. Barclays addresses this conflict by disclosing it to clients and by requiring Investment Representatives and Regional Managers (or a delegate) to review each client’s account when opened to check that it is suitable for the client in light of the client’s financial circumstances and investment objectives.
- Barclays generally executes client transactions through Pershing, its clearing broker. If BCI executes transactions itself, it may receive compensation relating to those transactions including, but not limited to, commissions.
- Barclays may be prohibited from freely exercising its investment discretion for the benefit of clients as a result of restrictions arising from Barclays’ affiliations. For example, in the course of their financial services activities, Barclays’ affiliates may acquire confidential or material non-public information about an issuer and as a result Barclays may be prohibited from effecting transactions in that issuer’s securities on behalf of clients, even in situations where doing so would be a suitable and prudent investment for its clients. In addition, Barclays may be subject to regulatory requirements or policy mandates that exist as a result of its affiliation with Barclays PLC and its subsidiaries (the “Barclays Group”), and such

requirements and mandates may restrict Barclays' investment discretion. For example, such requirements may prohibit Barclays from recommending, purchasing or selling certain securities for clients' accounts that it would have in the absence of such restrictions. Barclays addresses this conflict by disclosing it to clients in this Brochure.

- Certain management persons of Barclays also hold positions with the affiliates discussed in the foregoing paragraphs. In carrying out their responsibilities, these management persons may have some responsibility for the business of those affiliates and their compensation may be based, in part, on the profitability of such affiliates. Therefore, the management persons face the same conflicts of interest that exist between Barclays Wealth and Investment Management and those affiliates. Barclays addresses this conflict by disclosing it to clients in this Brochure.
- In the normal course of business, BCI and its affiliates may provide investment advisory, distribution, placement, administration, shareholder servicing, or other services to an exchange traded product ("ETP") or mutual fund, and may be compensated for those services. That compensation may be asset based. Therefore, if an Investment Manager recommends that a client's Program assets be invested in an ETP or mutual fund for which Barclays provides services and receives asset-based revenue, Barclays or its affiliates will receive additional compensation. Barclays may also receive compensation from mutual funds in connection with clients' investments in those funds. In addition, certain mutual funds may pay Pershing for performing operational services for the funds such as subaccounting services, dividend calculation and posting, reconciliations and mailings. Barclays may share in this revenue. Barclays therefore has a financial incentive to recommend mutual funds from which it receives these revenues over those from which it does not. Other than with respect to 12b-1 fees, Barclays does not rebate or credit any portion of this compensation to Program clients who have invested in these mutual funds. Clients should review their mutual fund prospectuses and statements of additional information for details of payments their mutual funds make to third parties.

CONFLICTS OF INTEREST RELATING TO OTHER INVESTMENT ADVISERS

Barclays does not receive compensation directly from other investment advisers for recommending or selecting the services of those investment advisers for Barclays' advisory clients. However, BCI, by virtue of its other financial industry activities, may receive compensation from such investment advisers in the course of other business dealings. For example, BCI may provide prime brokerage or execution services to those investment advisers and will be compensated for such services. BCI's interests and business relationships with these investment advisers may create conflicts of interest for Barclays in its selection and recommendation of these investment advisers. However, Barclays has adopted policies and procedures relating to the selection of third party managers that establish objective criteria for the selection of managers and requires that all third party managers be approved by Barclays' Alternative Investment Manager Selection Committee or the Americas Long-Only Manager Selection Committee.

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

The Barclays Wealth and Investment Management Investment Adviser Code of Ethics (the "Code") applies to all employees ("Supervised Persons"). The Code sets forth the general standards of conduct to which Supervised Persons must adhere as well as specific standards of business with respect to (among other things) personal trading, giving and receiving of gifts and entertainment, insider trading, outside business activities, and rules for dealing with government officials and political contributions. The Code requires Supervised Persons at all times to place the interest of clients first, to refrain from taking advantage of their positions inappropriately, and to comply with federal securities laws and regulations and escalate actual and perceived violations. Each Supervised Person is required to certify upon hiring that he or she has received the

Code, and annually thereafter is required to certify that he or she has received the Code with any amendments.

Personal investment activities raise a number of potential conflicts of interest and create opportunities for employees to take advantage of their positions inappropriately. Among other examples of manipulative trading practices, (i) an employee may trade ahead in his or her personal account on the knowledge of transactions that are being contemplated for advisory accounts; or (ii) an employee may effect transactions in advisory accounts for the sole purpose of manipulating the prices of securities in which the employee has a financial interest.

Upon joining the firm, Supervised Persons are required to disclose and seek approval for their brokerage accounts, managed advisory accounts and private investments. After joining the firm, employees are required to seek approval for: opening a personal account; certain transactions depending on the type of security transacted and the type of account in which the transaction occurs. Employees are also required to maintain their personal accounts with designated brokers. Barclays Capital Inc. strongly discourages short-term personal account dealings and to this end, requires a minimum holding period for all personal account transactions. For Supervised Persons who are also “access persons” under Rule 204A-1 of the Advisers Act, the firm has implemented trading restrictions designed to help avoid the conflicts of interest that arise when access persons effect transactions in client accounts and their personal accounts in the same security.

Clients and prospective clients may obtain a copy of the Code upon request.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

Barclays and its affiliates (including its employees) provide a wide variety of financial services and participate in the financial markets in a number of different capacities on behalf of themselves or their clients. Among other roles, Barclays and its affiliates may act as an investment banker, investment adviser, distributor, underwriter, broker-dealer, prime broker, agent or principal. As a consequence of these activities, Barclays and its affiliates may have a direct or indirect financial or other interest in Investment Products or other securities that Barclays recommends, buys or sells for advisory clients, which presents a conflict of interest. Barclays has also adopted policies and procedures that impose certain conditions and restrictions on proprietary transactions and those executed on behalf of advisory clients. Various information barriers exist within or between Barclays Wealth and Investment Management, BCI and other members of the Barclays Group. Such policies and procedures are reasonably designed to detect and prevent, among other things, any improper or abusive conduct wherever any potential material conflict of interest may exist with respect to an advisory client. Advisory clients should be aware of the following:

Investing in Securities Recommended to Clients: In the normal course of business, Barclays and its affiliates may have a financial interest in securities that Barclays recommends to advisory clients, or may acquire a financial interest in securities about the same time that Barclays recommends those securities to advisory clients. In these situations, Barclays’ and its affiliates’ investing activities for their own accounts may affect the prices of securities that Barclays’ advisory clients also hold. Further, Barclays and its affiliates may take action with respect to such securities that may disadvantage advisory clients (for example, where Barclays and its affiliates on the one hand, and advisory clients on the other, invest in different parts of the capital structure of the same issuer or in different classes of securities of the same issuer). Barclays may take action or give advice with respect to its own accounts, or other clients’ accounts, that differs from the timing or nature of the action with respect to clients’ accounts. There are information barriers between Barclays’ investment advisory business and its proprietary trading function that are designed to safeguard the information and research on which investment decisions are made and prevent Barclays and its affiliates’ proprietary trading personnel from front running.

Principal Transactions: Principal transactions occur when BCI, for its own account, buys securities from or sells securities to an advisory client. This creates a conflict of interest because BCI is buying securities from or selling securities to clients, and therefore has an incentive to buy at a low price or sell at a high price. To address this conflict, BCI generally prohibits principal trades in advisory accounts. If permitted in specific

instances, Barclays will comply with applicable law, which requires disclosure and client consent before completing the transaction. In addition, BCI has post-execution monitoring tools to identify and review principal transactions.

Agency Cross Transactions: When appropriate and permitted by law, BCI or an affiliate of BCI may act as broker for, and receives a commission from, an advisory client on one side of a transaction and the party on the other side of the same transaction (an “agency cross transaction”). BCI will have a potentially conflicting division of loyalties and responsibilities. Barclays addresses this conflict by generally prohibiting agency cross transactions and by obtaining written consent from advisory clients prospectively for agency cross transactions and conducts such transactions in accordance with Rule 206(3)-2 of the Advisers Act. An advisory client may revoke its written consent at any time by written notice to Barclays.

Cross Transactions: Cross transactions occur when Barclays causes an advisory account to buy securities from or sell securities to another advisory account without involving a broker-dealer or sending the orders to the market (a “cross trade”). In a cross trade, Barclays may have a potentially conflicting division of loyalties and responsibilities to both sides of the cross trade. To address this conflict, Barclays generally prohibits cross transactions. If permitted in specific instances, Barclays will only execute cross trades to the extent consistent with best execution and so long as no advisory client is disfavored.

Breadth of Advisory Activities: The strategies offered within Barclays’ advisory programs may be managed by independent teams within Barclays who are not required to develop and follow complementary investment strategies. Consequently, advisory accounts can have investment objectives or portfolios that are opposed to each other. Different advisory accounts may also invest in different parts of the capital structure of the same issuer and may therefore have divergent interests in certain situations. As a result of the foregoing, when Barclays recommends, purchases or sells a security for an advisory account, Barclays may already have an interest in that security as a result of services rendered to another advisory account, and in some instances those interests might conflict. Barclays addresses this conflict by disclosing it to clients.

Margin Loans: Investment advisory clients may, in some circumstances, be able to margin their investment advisory accounts. When a client margins an account, Pershing is the lender and receives margin interest. Barclays receives a portion of that margin interest and also reimburses Pershing for any credit losses Pershing incurs. Both Barclays and Pershing can take action to protect the collateral. If the value of assets designated as collateral falls below Barclays’ or Pershing’s requirements, Barclays or Pershing may sell securities. Accordingly, while Barclays is still the client’s investment adviser, it has a conflict of interest because it may exercise its right to sell securities to avoid Barclays incurring a loss even though this harms the client’s interests. We address this conflict by disclosing it to clients both in this Brochure and in the margin documents clients receive. In addition, if the principal balance of a margin loan is held outside the Program account, that balance is not netted against the value of assets in the Program account for purposes of calculating the Program Fee even if (i) proceeds of the loan are held, or were used to purchase securities held, in the Program account or (ii) Program assets are used to secure or collateralize the loan. Barclays and Investment Representatives therefore have a financial incentive to encourage a client to purchase securities on margin because Barclays receives a portion of the margin interest the client pays to Pershing, and the market value of the Program account will increase which results in a higher Program Fee. Clients should also understand that any interest and fees paid in connection with a margin loan held outside the Program account will not be taken into account when calculating the investment performance of the client’s Program account.

Participation in the Underwriting of Securities Offerings: BCI may serve as a market-maker, manager or co-manager or other participant in the underwriting of initial and secondary public offerings of securities, or may provide other services to the issuer of such a security (such as merger and acquisition strategy or corporate finance). If Barclays directs its advisory clients to transact in that security, such transactions could impact the security’s price, which may indirectly benefit (or act to the detriment of) BCI. Further, if an advisory client purchases the security from BCI or its affiliates when they act as an underwriter or dealer in a distribution, the transaction will be effected at the public offering price and BCI or its affiliates will receive an

underwriting fee or selling concession with respect to the transaction. As such, Barclays has a conflict of interest because its recommendation with respect to that security could affect the revenues earned by BCI. Barclays addresses this conflict by disclosing it to clients.

Personal Transactions: Investment Representatives might have financial interests in securities they recommend, purchase or sell for Program accounts. See “*Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading*” above for a description of the attendant conflicts of interest and how they are addressed.

REVIEW OF ACCOUNTS

The client’s Investment Representative and a Regional Manager (or delegate) are responsible at account opening for reviewing each account to assess whether the investment strategy is suitable for the client. The Investment Representative then reviews each client’s accounts and portfolio quarterly against the recommended tactical asset allocation.. If the client’s portfolio has deviated from the recommended allocation in excess of predetermined thresholds, the Investment Representative either rebalances the portfolio (if the account is discretionary) or recommends to the client transactions to rebalance the portfolio (if the account is guided).

In certain cases, Barclays may permit a client to to custody their funds and securities with qualified custodians other than Pershing. Clients who elect to do so should be aware that operational limitations on the part of the custodians might prevent Barclays from being able to monitor the accounts for compliance with contractual obligations.

In addition, an account may also be reviewed (i) if a client contacts Barclays to request changes to his or her investment objectives, (ii) if there are significant changes to the strategy pursuant to which the account is managed, (iii) if there are significant changes to the account, or (iv) in conjunction with a broader review of a particular investment strategy.

Clients receive a quarterly account statement. Clients also generally receive a monthly written statement for each month in which there is portfolio activity and written confirmations of all portfolio trades. The security valuations shown on those statements are determined by Pershing, except that if a client uses a third party custodian and Pershing is unable to price a security held in that client’s account, the statement will reflect the third party custodian’s valuation.

If Barclays has agreed to provide them, clients also receive periodic written performance reports that show performance results for the current quarter, calendar year to date and since inception of the account. A client’s reports may include information about the client’s asset allocation and the performance of relevant benchmarks.

CLIENT REFERRALS AND OTHER COMPENSATION

Barclays may enter into third party solicitation agreements under which third parties may solicit and refer clients to Barclays and receive compensation. The compensation is a negotiated amount, typically a percentage of Barclays’ investment advisory fees (excluding third party manager payments) earned from investment advisory accounts opened by referred clients. All compensation paid to the third party referring the client will be disclosed to the client as required by applicable law.

FINANCIAL INFORMATION

Not applicable.

Barclays offers wealth management products and services to its clients through Barclays Bank PLC ("BBPLC") and functions in the United States through Barclays Capital Inc. ("BCI"), an affiliate of BBPLC. BCI is a registered broker dealer and investment adviser, regulated by the U.S. Securities and Exchange Commission, with offices at 200 Park Avenue, New York, New York 10166. Member FINRA and SIPC.

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