



Wealth and Investment Management

## **Portfolio Management Program (ETF Tactical Allocation Strategies) 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](http://www.adviserinfo.sec.gov).

**26 August 2015**

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## Item 2      Material Changes

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This Item 2 summarizes the material changes to the Brochure since the version of this brochure dated 31 March 2015. For more details, please see the item in this Brochure indicated below.

- **FX Settlements:** On May 20, 2015, as part of their industry-wide investigations into certain sales and trading practices in the Foreign Exchange (“FX”) market, Barclays PLC (“Barclays”) and Barclays Bank PLC (“BBPLC”) entered into settlements (the “FX Settlements”) with the U.S. Commodity Futures Trading Commission (“CFTC”), the New York State Department of Financial Services, the U.S. Department of Justice, the Board of Governors of the Federal Reserve System and the UK Financial Conduct Authority. As part of the FX Settlements, Barclays pled guilty to conspiracy to violate U.S. antitrust laws. Barclays Capital Inc., the registrant, was not named in any of the FX Settlements. (Item 9)
- **CFTC Order:** On May 20, 2015, the CFTC entered an order against Barclays, BBPLC and Barclays Capital Inc. pursuant to sections 6(c) and 6(d) of the Commodity Exchange Act in connection with the actions of certain employees in respect of transactions involving the interest rate benchmark, the U.S. Dollar International Swaps and Derivatives Association FIX. (Item 9)
- **Business Address:** Our business address is 745 Seventh Avenue, New York, NY 10019.

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## Item 4 Services, Fees and Compensation

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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 ETF Tactical Allocation Strategies in the Portfolio Management Program (the “Program”), a wrap fee program. The ETF Tactical Allocation Strategies are also known as the BETA Strategies.

### OVERVIEW OF THE PROGRAM

The Program offers clients a number of investment portfolios (“Portfolios”) that utilize primarily investments in unaffiliated, passive, index tracking exchange-traded funds (“ETFs”) to primarily replicate tactical asset allocations (“Tactical Asset Allocations”) developed by Barclays. Each Tactical Asset Allocation provides a target asset allocation for investors with a specific objective, risk tolerance and tax status. Accounts in the Program are managed by Barclays Portfolio Managers (“Portfolio Managers”).

ETFs are open-end investment companies registered with the SEC under the Investment Company Act of 1940; however, an ETF’s shares are purchased on an exchange rather than from the fund (as is the case with respect to shares of a mutual fund). Because of their unique structure, ETFs may offer lower operating expenses and greater investment flexibility than mutual funds and broader diversification opportunities than investments in individual stocks or other securities.

The Program uses 12 ETF-based Portfolios – 10 of which replicate specific Tactical Asset Allocations and two of which include equity only or primarily equity investments. The Portfolios are:

- Aggressive Portfolio for Federal Tax Payers
- Aggressive Portfolio for Exempt Tax Payers
- Moderately Aggressive Portfolio for Federal Tax Payers
- Moderately Aggressive Portfolio for Exempt Tax Payers
- Moderate Portfolio for Federal Tax Payers
- Moderate Portfolio for Exempt Tax Payers
- Moderately Conservative Portfolio for Federal Tax Payers
- Moderately Conservative Portfolio for Exempt Tax Payers
- Conservative Portfolio for Federal Tax Payers
- Conservative Portfolio for Exempt Tax Payers
- Equity Only Portfolio
- Equity Focused Portfolio

The tax status differentiation for the Portfolios is implemented mainly through the types of government bond ETFs used in the Portfolios. All Portfolios seek performance against an appropriate benchmark. Barclays may add new Portfolios at any time. Barclays may also remove a Portfolio from the Program after giving clients in that Portfolio reasonable advance notice.

A Barclays Investment Representative (“Investment Representative”) will determine whether the Program is suitable for a client based upon information obtained from the client during the account opening process about the client’s investment objectives, risk tolerance, financial situation and tax status. The Investment

Representative will also rely on this information when identifying an initial Portfolio for a client, and will continue to rely on this information during the time a client remains invested in a Portfolio. Therefore, it is important that the information a client provides to Barclays is accurate and complete, and updated on a timely basis when necessary. A client may request a change to a different Portfolio as a result of a change in its personal or financial situation or for other reasons. Barclays will exercise best efforts to minimize potential adverse tax consequences related thereto.

Clients in the Program grant Barclays full discretionary authority over their accounts. However, clients may impose reasonable restrictions on investing in specific securities. Barclays will not accept any restrictions that are unreasonable or inconsistent with the investment strategy or philosophy of the Program. If Barclays accepts a restriction on an account, the performance of that account may differ from similar unrestricted accounts.

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 certain custody and other administrative and related services, which are provided to clients by Pershing or BCI.

Barclays will make all reasonable efforts to accommodate client requests to engage in transactions intended to offset capital gains tax liability (“tax loss harvesting”). An account will be subject to certain trading restrictions for a period of time after effecting tax loss harvesting trades, which may cause the performance of that account to differ from similar accounts for which tax loss harvesting trades were not executed. In addition, certain securities transactions outside of the client’s account may materially affect the client’s ability to benefit from tax loss harvesting for income tax purposes, but such outside securities transactions will not be included, or otherwise be accounted for, in the tax loss harvesting. The tax effects of any outside securities transactions are solely the client’s responsibility. As neither Barclays nor its affiliates are tax advisors, clients must consult their tax advisors for specific tax planning advice pertaining to their situation.

**IMPORTANT TAX DISCLOSURES:** BCI and its affiliates do not provide tax advice. Any discussion of U.S. tax matters contained in this Brochure cannot be used by a client for the purpose of avoiding tax penalties. This Brochure was written to describe the matters addressed herein. Clients should seek advice based on their particular circumstances from an independent tax advisor.

## **FEES**

Clients pay a single fee asset-based 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 specified percentage (the “Fee Rate”) of assets under management in the account, 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. The Fee Rate applicable to a client’s account is based on the value of the client’s account at its initial funding. 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 and deducted directly from a client's account unless Barclays and the client agree otherwise. The current fee schedule is set forth below:

Initial Investment	Maximum Annual Program Fee Rate
US\$ < 1m	1.50%
US\$ 1m < 2m	1.25%
US\$ 2m < 5m	1.00%
US\$ 5m < 10m	0.75%
US\$ 10m and above	negotiable

The Program Fee rate is negotiable and, therefore, a client may pay a different fee than as set forth above. In addition, the assets of certain related accounts may be aggregated for purposes of determining the fee rate applicable to each account. Further, if a client opens a Program account as part of its Investment Philosophy Portfolio Multiple Accounts ("IPPMA") Program relationship with Barclays, the Program Fee will be reduced. The client will also pay a fee for the IPPMA program services, and that IPPMA fee will be calculated based on all assets within the scope of the IPPMA relationship, including the Program account.

A portion of the Program Fee is paid to Investment Representatives. See "*Compensation for Recommending the Program*" below. Portfolio Managers do not directly receive a portion of the Program Fee; however, the amount of assets and the nature of the strategies that Portfolio Managers manage, and the corresponding revenues that such assets and strategies generate, are generally taken into account, among other factors, in determining Portfolio Managers' compensation.

The Program Fee may be higher or lower than the amount a client would pay to purchase separately the services provided under the Program. The expected and/or historical size and volume of trading activity in the account could have a bearing on the Program Fee in relation to the cost of similar services purchased separately. If a client selects a brokerage account instead of participating in the Program, that client would pay trading costs and expenses rather than the asset-based Program Fee which does not vary as transaction volume changes. These trading costs and expenses could be lower than the Program Fee. However, the client would not receive the active investment management services Barclays provides, which is a key part of the Program service. Other factors that affect the 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.

#### COMPENSATION FOR RECOMMENDING THE PROGRAM

A portion of the Program Fee is paid to Investment Representatives and may 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 the client participates in the Program instead of in an account 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. In addition, the assets of an Investment Representative's customers, and the corresponding revenues that such assets generate, are generally taken into account, among other factors, in determining that Investment Representative's 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. These payments may create an incentive to keep part of the account invested in cash. Barclays has an additional conflict of interest in that the banks that offer deposit sweeps include Barclays' affiliates. These affiliates will earn additional revenue when clients choose their deposit sweeps.

We address these conflicts by disclosing them to you, and requiring supervisory review at the time of account opening to check that the recommended Portfolios are suitable for the client in light of the client's financial circumstances and investment objectives. We also require your written authorization when making or changing a cash "sweep" election, and we impose limits on the proportion of an account that can be held in cash.

## Item 5 Account Requirements and Types of Clients

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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, the minimum account size in the Program is \$50,000. Barclays reserves the right to make exceptions to this requirement on a case-by-case basis.

## Item 6 Portfolio Manager Selection and Evaluation

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### PORTFOLIO MANAGER SELECTION AND EVALUATION

Accounts are managed by Portfolio Managers and not by third party managers.

Portfolio Managers must obtain appropriate industry certifications and registrations and must have prior portfolio management experience or substantial investment expertise. Before a Portfolio Manager may manage accounts through the Program, the Portfolio Manager needs approval from the Portfolio Management Investment Committee (the “PM Committee”), which is comprised of business, legal, compliance, research and risk personnel. Portfolio Managers are not members of the PM Committee. In addition to approving the inclusion of Portfolio Managers in the Program, the PM Committee is responsible for overseeing Portfolio Managers, including oversight of whether each Portfolio Manager is implementing each Portfolio consistently with the stated process and approach.

Barclays may cease to offer Portfolio Managers and Portfolios in the Program for any reason, and at any time.

Clients considering participating in the Program will be assisted by an Investment Representative who will help identify the client’s investment objectives, risk tolerance, investment time horizons and other factors, and will identify suitable Portfolios based on those attributes. Clients are urged to discuss with their Investment Representatives any changes in investment objectives, risk tolerance or investment time horizons, so that they can consider whether to remain invested in the Portfolio or switch to another Portfolio available in the Program or in another program.

Portfolio Managers make decisions for clients based on the Portfolio or Portfolios selected by those clients. In doing so, as a result of similarities or differences in their investment mandates or otherwise, Portfolio Managers have potential conflicts in connection with the investments of, and transactions effected for, clients in the Program, other clients of Barclays and Barclays personnel with an interest in the same securities. From time to time, Portfolio Managers may be restricted from purchasing or selling securities on behalf of clients because of regulatory and legal requirements or Barclays’ internal policies. Clients not advised by Barclays may not be subject to the same restrictions.

On a quarterly basis, the PM Committee reviews performance for all Portfolios. Portfolios that have unsatisfactory performance for a significant period will be brought to the attention of senior management for further review and discussion to determine whether any changes should be implemented, including whether that particular Portfolio should continue in the Program.

Performance for each Portfolio is calculated using asset-weighted monthly performance returns for Portfolio Managers’ composite data. Accounts are assigned to composites based on the composite construction requirements of the Global Investment Performance Standards (“GIPS”) created by the CFA Institute. Periodically, Portfolio Managers’ supervisors review this data to check for consistency between accounts invested in the same Portfolio. Management reviews any outlier accounts in each Portfolio to determine the reason for the deviation from the average returns. Ashland Partners & Co., LLP verifies compliance with GIPS by reviewing a sample of our quarterly performance composites.

### RELATED PORTFOLIO MANAGERS

In the Program described in this Brochure, Barclays Portfolio Managers act as portfolio managers. No other related persons act as portfolio managers. Barclays has a conflict of interest in using the services of its Portfolio Managers to manage client accounts because doing so results in more compensation to Barclays than if unaffiliated portfolio managers were used. This conflict of interest is addressed (i) by disclosing to clients that the conflict exists, (ii) by disclosing to clients the availability of other Barclays-sponsored wrap



programs that utilize the services of unaffiliated portfolio managers, and (iii) by enforcing a standardized suitability review during the account opening process.

## ADVISORY BUSINESS

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

*Portfolio Management Program (Equity and Fixed Income Strategies).* Clients invest pursuant to one or more equity or fixed income 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.

*Investment Philosophy Portfolio Multiple Accounts Program ("IPPMA").* Barclays provides asset allocation and investment advice for client portfolios on a discretionary or non-discretionary basis.

*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](http://www.adviserinfo.sec.gov)) and is briefly summarized below:

*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.

*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.

*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.

Barclays' wrap programs and advisory 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 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 because the Program Fee paid by clients does not cover, and clients will pay separately, execution costs for trades executed through broker dealers other than 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. Barclays historically has not executed trades with those other brokers.

- *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 and the Portfolio Managers do not manage any other accounts for which a performance-based fee is charged.

## METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

**Methods of Analysis and Investment Strategies:** The Tactical Asset Allocations are developed for U.S. investors by the Tactical Asset Allocation Committee (“TAC”) based on Barclays’ market and economic analyses. TAC is comprised of regional strategists, senior research and practitioners who specialize in analyzing various asset classes including equities, fixed income and alternative products from within and outside the U.S. TAC determines when and how changes to the Tactical Asset Allocations will be adjusted by actively monitoring certain factors that they believe influence market cycles. These factors include, but are not limited to, economic factors such as growth rates and inflation rates, the geopolitical environment and monetary and fiscal policies, and securities market factors such as corporate profits, valuation levels, yields of short-term and long-term bonds and technical conditions.

Barclays identifies ETFs for the Program using various qualitative and quantitative measures, including tracking error, liquidity, trading volume and fees. The Portfolio Managers’ construction of the Portfolios generally will be driven by finding the approved ETF(s) that best replicates and represents the performance and risk of each asset class and/or sub asset class within the relevant Tactical Asset Allocation. The Portfolio Managers include ETFs in a Portfolio according to the weights provided in the relevant Tactical Asset Allocation and will periodically adjust each Portfolio as needed. The Portfolio Managers have final discretion for the construction and management of the Portfolios.

The Portfolio Managers may decide to buy or sell investments for various reasons, including to remain consistent with the Tactical Asset Allocation or to reflect a change in a client’s personal or financial situation which might warrant a change in the client’s recommended Portfolio.

**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 of investing in the Program. However, it is not intended to disclose every potential risk applicable to a client participating in the Program. Clients should carefully review any risk disclosures provided to them.

*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.

*Risks Relating to 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 Investing in 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.

*Risks Associated with Investing in ETFs:* ETFs represent an investment in a pooled investment vehicle that is subject to its own fees and expenses. ETFs pay fees to the service providers of the funds that will be indirectly borne by shareholders. The actual returns of an ETF investment will be reduced by those fees and expenses. Investing in ETFs involves risk, including possible loss of principal. There is no guarantee that the investments will appreciate during the time they are held or that ETF shareholders will benefit from greater asset diversification. The risks for each ETF investment will vary depending on the ETF's investment objective and underlying investments. In addition, because ETF shares often trade on an exchange and generally are not individually redeemable, shares in ETFs may not be as liquid as open-end mutual funds. In addition, the price of these securities trading on an exchange can move independently of, and at a discount to, the net asset value of the securities comprising the fund's portfolio. Certain ETFs employ leverage, which can magnify losses.

## VOTING CLIENT SECURITIES

Barclays does not accept authority to vote client securities. Pershing or the client's third party custodian, as applicable, will arrange for proxies and other solicitations to be sent to the client.

Barclays will not 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

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The Investment Representative obtains information from the client during the account opening process, such as the client's investment objectives, investment horizon and risk tolerance, and well as any desired account constraints or restrictions. The Investment Representative uses this information to determine whether the Program is suitable for a client and which Strategy is suitable for a client. Clients are asked to confirm or revise this information 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. Portfolio Managers are informed of client-imposed investment restrictions and any customizations of the Portfolio to be used for managing the client's account.

## Item 8 Client Contact with Portfolio Managers

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Investment Representatives serve as the primary point of contact for clients. Clients have a direct relationship with their Investment Representatives and are not restricted in their ability to contact and consult with their Investment Representatives. Upon a client's request, Barclays will use reasonable efforts to facilitate contact between the client and Portfolio Managers (or their representatives who are knowledgeable about the client's account and its management).

## Item 9 Additional Information

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### 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](http://www.adviserinfo.sec.gov).

- On May 20, 2015, the U.S. Department of Justice (the "DOJ") filed a one-count criminal information (the "Information") in the United States District Court for the District of Connecticut ("District Court") against

Barclays PLC (“Barclays”). The DOJ’s Information charged Barclays with participating in a combination and conspiracy to fix, stabilize, maintain, increase or decrease the price of, and rig bids and offers for, the euro/U.S. dollar (“EUR/USD”) currency pair exchanged in the foreign currency exchange spot market by agreeing to eliminate competition in the purchase and sale of the EUR/USD currency pair in the United States and elsewhere, in violation of the Sherman Antitrust Act, 15 U.S.C. § 1. Under the plea agreement with the DOJ (the “Plea Agreement”), Barclays pled guilty to the charge set out in the Information. Barclays expects that the District Court will enter a judgment against Barclays that will require remedies that are materially the same as set forth in the Plea Agreement.

Barclays also agreed to pay a criminal fine of \$710 million to the DOJ, of which \$650 million is attributable to the charge set out in the Information. The remaining \$60 million is attributable to a finding by the DOJ that the conduct described in the Plea Agreement continued after Barclays Bank PLC and its parent, subsidiaries and affiliates entered into a non-prosecution agreement with the DOJ on June 26, 2012, related to submissions of benchmark interest rates, including the London InterBank Offered Rate (known as LIBOR). In addition, Barclays Bank PLC, a wholly-owned subsidiary of Barclays, entered into a settlement agreement with the U.K. Financial Conduct Authority to pay a monetary penalty of £284.432 million (\$440.9 million).

As part of the settlement, Barclays Bank PLC also consented to the entry of an Order Instituting Proceedings Pursuant to Sections 6(c)(4)(A) and 6(d) of the Commodity Exchange Act, Making Findings, and Imposing Remedial Sanctions by the Commodity Futures Trading Commission (“CFTC”) imposing a civil monetary penalty of \$400 million (the “CFTC Order”). In addition, Barclays Bank PLC and its New York branch consented to the entry of an Order to Cease and Desist and Order of Assessment of a Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as Amended, by the Board of Governors of the Federal Reserve System (the “Federal Reserve”) imposing a civil money penalty of \$342 million (the “Board Order”). Barclays Bank PLC and its New York branch also consented to the entry of a Consent Order under New York Banking Law §§ 44 and 44-a by the New York Department of Financial Services (“DFS”) imposing a civil monetary penalty of \$485 million (the “DFS Order” and, together with the Plea Agreement, the CFTC Order and the Board Order, the “FX Settlements”).

The Registrant, Barclays Capital Inc., was not named in any of the FX Settlements.

- On May 20, 2015, Barclays Capital Inc. (“BCI”), along with Barclays PLC and Barclays Bank PLC (collectively, the “Respondents”), consented to the entry of an Order Instituting Proceedings Pursuant to Sections 6(c)(4)(A) and 6(d) of the Commodity Exchange Act, Making Findings, and Imposing Remedial Sanctions by the CFTC (the “Order”), alleging that from at least as early as January 2007 and continuing through June 2012 (the “Relevant Period”), the Respondents, by and through certain of their traders in New York, at times attempted to manipulate the U.S. Dollar International Swaps and Derivatives Association Fix (“ISDAFIX”).

The Order identifies the numerous steps already undertaken by the Respondents to make reasonable efforts to ensure the integrity of any submission to, and trading in connection with, certain benchmarks to which the Respondents submit or submitted, including ISDAFIX and its successor benchmark, including, among other things, enhanced controls around the ISDAFIX submission process, mandating at least annual training for all employees on the submitting and trading desks relevant to ISDAFIX concerning appropriate market conduct and reviewing their business practices and systems and controls, including remedial efforts across the bank, Compliance and front office levels.

Under the Order, the Respondents were required to pay a civil monetary penalty of \$115 million and to continue implementing and improving their internal controls and procedures in a manner reasonably designed to ensure the integrity of the fixing of any interest-rate swap benchmark, including measures to identify and address internal or external conflicts of interest. BCI is committed to continuing to implement these remedial steps and to observing the highest standards of integrity and regulatory compliance in all aspects of its work.

- 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](http://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 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.

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

Following is a description of Barclays’ code of ethics and related practices and certain conflicts of interest Barclays faces when acting as Portfolio Manager for clients.

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 and for 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:

**Recommending Affiliated Investment Products:** Barclays may recommend to advisory clients Investment Products or other securities with respect to which a Barclays Entity is the sponsor, manager, or issuer. Barclays and its affiliates have a financial interest, and the recommendation raises a conflict of interest for Barclays, because an advisory client's investment in the particular Investment Product or security will result in increased compensation or other benefits to Barclays or one or more of its affiliates. Barclays has a corresponding conflict of interest if it makes a negative recommendation with respect to the Investment Product or security because doing so would result in decreased compensation or other benefits to one or more of Barclays' affiliates. For example, Barclays has a financial interest in the following products or services that might be recommended to advisory clients: (i) an investment in a Barclays Wealth Advisor Series Fund, or (ii) an investment in a Barclays-sponsored wrap program. 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.

**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, 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:** Barclays’ investment advisory personnel might have financial interests in securities they recommend, purchase or sell for advisory 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**

Investment Representatives are responsible for reviewing accounts at account opening in order to assess whether the Portfolios are appropriate to meet clients' investment objectives, and for conducting similar account reviews periodically after that. In addition, an account review may be triggered: (i) if a client contacts Barclays to request changes to its investment objectives, (ii) if there are significant changes to the Portfolio or the account, or (iii) in conjunction with a broader review of a particular Portfolio.

Clients generally receive written confirmations of all portfolio trades, should they elect to receive such confirmations. Clients also receive quarterly written statements, and a monthly written statement for each month in which there is portfolio activity. 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.

Clients also receive quarterly written performance reports that show performance results for the current quarter, calendar year to date and since inception of the account. Where applicable, clients' performance reports may also include comparative performance of a blend of relevant benchmarks. A client may not begin receiving quarterly performance reports until the first full calendar quarter following the client's initial investment. Clients should carefully review their statements and reports notify their Investment Representative promptly of any discrepancies.

## **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 745 Seventh Avenue, New York, New York 10019. Member FINRA and SIPC. Barclays Bank PLC is registered in England and authorized by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. Registered No. 1026167. Registered Office: 1 Churchill Place, London E14 5HP. The wealth management products offered by Barclays in the United States clear through, and where applicable, assets are custodied by, Pershing LLC, a subsidiary of the Bank of New York Mellon Corporation. Pershing LLC is a member of FINRA, NYSE and SIPC.