

UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (COBS), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of English law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the UK MiFIR Product Governance Rules) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Final Terms dated 1 March 2024

THE GOVERNOR AND COMPANY OF THE BANK OF ENGLAND

Issue of U.S.\$2,000,000,000 4.500 per cent. Notes due 2027

under the

Debt Issuance Programme

This document constitutes the Final Terms relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 26 February 2024. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Prospectus.

1.	(i)	Issuer:	The Governor and Company of the Bank of England (the " Bank of England ")
2.	(i)	Series Number:	18
	(ii)	Tranche Number:	1
3.		Specified Currency or Currencies:	United States dollars ("U.S.\$ ")
4.		Aggregate Principal Amount:	
	(i)	Series:	U.S.\$2,000,000,000
	(ii)	Tranche:	U.S.\$2,000,000,000
5.		Issue Price:	99.762 per cent. of the Aggregate Principal Amount
6.		Specified Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
7.	(i)	Issue Date:	5 March 2024
	(ii)	Interest Commencement Date:	Issue Date
	(iii)	Trade Date:	27 February 2024
8.		Maturity Date:	5 March 2027
9.		Interest Basis:	4.500 per cent. per annum Fixed Rate
10.		Redemption/Payment Basis:	Redemption at par
11.		Status of the Notes:	Senior

12. Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST PAYABLE

13. (i) Rate of Interest: 4.500 per cent. per annum payable semi-annually in arrear
- (ii) Interest Payment Date(s): 5 March and 5 September in each year commencing on 5 September 2024
- (iii) Fixed Coupon Amount: U.S.\$22.50 per U.S.\$1,000 in principal amount of Notes
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: 30/360
- (vi) Unmatured Coupons Void: Condition 7(f) is Not Applicable
- (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable

PROVISIONS RELATING TO REDEMPTION

14. **Final Redemption Amount of each Note** U.S.\$1,000 per U.S.\$1,000 in principal amount of Notes

15. **Early Redemption Amount**

Early Redemption Amount(s) of each Note payable on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions): Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

16. Form of Notes: Registered Notes
17. Bearer Notes: Not Applicable
18. Registered Notes: Applicable
- (i) Registrar and Transfer Agents: The Bank of New York Mellon, New York Branch
240 Greenwich Street
New York, NY 10286
United States of America
- (ii) DTC Application: Yes
- (iii) Form of Registered Notes: Restricted Global Note Certificate and Unrestricted Global Note Certificate
- (iv) Details of exchange of interests in Registered Notes: Global Note Certificate exchangeable for Individual Note Certificates in the limited circumstances specified in the Global Note Certificate
19. New Global Note Form: Not Applicable

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| 20. | New Safekeeping Structure: | Not Applicable |
| 21. | Additional Financial Centre(s) or other special provisions relating to Payment Business Days: | London |
| 22. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 23. | Other terms or special conditions: | Not Applicable |

DISTRIBUTION

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| 24. | (i) If syndicated, names of Managers: | Joint Lead Managers

BNP Paribas
Citigroup Global Markets Limited
J.P. Morgan Securities plc
RBC Capital Markets, LLC |
| | (ii) Stabilisation Manager(s) (if any): | Not Applicable |
| 25. | If non-syndicated, name and address of Manager: | Not Applicable |
| 26. | TEFRA: | Not Applicable |
| 27. | Additional selling restrictions: | Not Applicable |

OPERATIONAL INFORMATION

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| 28. | ISIN Code: | Notes sold under Regulation S: XS2778374806

Notes sold under Rule 144A: US38376HAK41 |
| 29. | Common Code: | Notes sold under Regulation S: 277837480
Notes sold under Rule 144A: 277896753 |
| 30. | CFI Code: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| 31. | FISN Code: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| 32. | CUSIP: | Notes sold under Rule 144A: 38376H AK4 |
| 33. | Intended to be held in a manner which would allow Eurosystem eligibility: | Not Applicable |
| 34. | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): | DTC (for Rule 144A Notes) |
| 35. | Delivery: | Delivery free of payment |

ADMISSION TO TRADING

These Final Terms comprise the final terms required for the Notes described herein to be admitted to the official list of the Financial Conduct Authority under the Financial Services and Markets Act 2000, as amended and to trading on the Main Market of the London Stock Exchange pursuant to the Debt Issuance Programme of the Bank of England.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:

Duly authorised