

United Kingdom Debt Management Office

Information Memorandum Issue, Stripping and Reconstitution of British Government Stock

30 December 2020

Introduction

This Memorandum relates to British Government Stock issued on behalf of Her Majesty's Treasury by the United Kingdom Debt Management Office ("DMO"), an Executive Agency of Her Majesty's Treasury on or after 1 January 2021, including further amounts of Stock first issued before that date (a list of Stocks with the amounts outstanding is available on request at the addresses set out below).

It sets out some of the important terms of such Stock and information relating to it, including information about public auctions of Stock conducted by the DMO. For further information on the DMO's operations in the market see the DMO's 'Official Operations in the Gilt Market - An Operational Notice', as amended from time to time, copies of which are available from the sources listed below.

This Memorandum also sets out the arrangements under which Stock, whenever issued, may be stripped and strips may be reconstituted into holdings of Stock, and the terms on which strips and Stock will be issued and exchanged under those arrangements.

This Memorandum supplements, and is subject to, the specific terms and information set out in the prospectus or notice relating to each particular issue of Stock. Where a further amount is issued of an existing Stock, this Memorandum is subject also to the provisions of the prospectus or notice under which the Stock was first issued. This Memorandum is issued in substitution for the Information Memorandum relating to the Issue, Stripping and Reconstitution of British Government Stock dated 31 March 2020.

The DMO's operations described in this Memorandum are aimed at advancing the Government's debt management objectives as issuer of Stock. The DMO is not a regulatory authority. Regulatory responsibility in the United Kingdom for the market for Stock falls to the Financial Conduct Authority and/or the Prudential Regulation Authority (and, in other jurisdictions, may fall to other regulatory authorities). All market participants must abide by, and are responsible for ensuring compliance with, all legal and regulatory restrictions and obligations applicable to them in all relevant jurisdictions.

Copies of this Information Memorandum are available from:

UK Debt Management Office, Eastcheap Court, 11 Philpot Lane, London EC3M 8UD (telephone 020 7862 6500; fax 020 7862 6509)

The Registrar - Computershare Investor Services PLC. Registered in England and Wales No. 3498808. Registered Office: The Pavilions, Bridgwater Road, Bristol BS13 8AE (telephone 0370 703 0143)

It is also available on the DMO's website at www.dmo.gov.uk.

1. General

1. British Government Stocks first issued before 1 April 2005 are titled as stocks and those first issued on or after 1 April 2005 are titled as gilts ("Gilts"). References to "Stock" in this Information Memorandum shall be construed as including references to such stocks and Gilts. For the avoidance of doubt all Gilts constitute 'stock' for the purposes of all relevant statutory provisions.

2. Stocks are issued pursuant to the provisions of section 12 of the *National Loans Act 1968*.

3. The principal of and interest on Stock and sums payable in respect of strips will be a charge on the National Loans Fund, with recourse to the Consolidated Fund of the United Kingdom of Great Britain and Northern Ireland.

4. The arrangements for the maintenance of registers of stockholders and holders of strips, for transfer of Stock and strips and for payment of amounts due in respect of Stock and strips will be governed by the applicable legislation. The current position is as follows:

- (i) Stock will be registered at the Registrar. For the purposes of this Memorandum, "the Registrar" means 'Her Majesty's Treasury's designated Registrar; currently Computershare Investor Services PLC'.
- (ii) Stock may be held in either certificated or uncertificated form. Uncertificated Stock will be registered at the Registrar, held by members of the CREST system ("CREST") and transferable pursuant to the Uncertificated Securities Regulations 2001¹ (as amended). Certificated Stock will be transferable by instrument in writing in accordance with the Stock Transfer Act 1963.
- (iii) The arrangements for the registration and transfer of strips are described in paragraphs 43 to 67 (both inclusive) below.
- 5. Stock and strips are transferable in multiples of one penny.
- 6. In the case of Stock other than Index-linked Stock:
 - (i) Stock may be issued at a price greater than, equal to, or less than the principal amount of that Stock. A price higher than the principal amount is known as a 'premium' and a price less than the principal amount is known as a 'discount'.
 - (ii) The interest rate on a Stock will be as stated in the prospectus for that Stock, and may be positive or zero.
 - (iii) Investors should be aware that a Stock may be sold at such a level of premium that the price of the Stock is greater than the net present value of future interest and principal payments on that Stock.

¹ Uncertificated Securities Regulations 2001 (SI 2001/3755).

- 7. In the case of Index-linked Stock:
 - (i) Stock may be issued at an inflation-adjusted price greater than, equal to, or less than the inflation-adjusted principal amount of that Stock. An inflation-adjusted price higher than the inflation-adjusted principal amount is known as a 'premium' and an inflation-adjusted price less than the inflation-adjusted principal amount is known as a 'discount'.
 - (ii) The interest rate on a Stock will be calculated by reference to a coupon rate as stated in the prospectus for that Stock. The interest rate may be positive or zero.
 - (iii) Investors should be aware that a Stock may be sold at such a level of premium that the inflation-adjusted price of the Stock is greater than the net present value of future inflation-adjusted interest and principal payments on that Stock.

8. Payment of principal and interest on Stock and of sums payable in respect of strips will be made by credit to a bank or building society account or, in the case of CREST participants, into a CREST Cash Memorandum Account in accordance with the holder's instructions to the Registrar and, where applicable, to CREST, or, at the option of the holder, by warrant sent by post. In the absence of instructions from the holder, payment of interest on Stock will be made by interest warrant sent by post.

9. If the due date for any amount of principal or interest in respect of Stock or any amount payable in respect of a strip is not a business day then payment may not be made until the next succeeding business day and in such cases the holder of the Stock or strip will not be entitled to any further interest or other payment in respect of such delay. For these purposes, 'business day' means any day which is not a Saturday or Sunday, Good Friday, Christmas Day, or a day which is a bank holiday in England and Wales under the *Banking and Financial Dealings Act* 1971.

10. This Information Memorandum does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. No action has been taken or will be taken in any jurisdiction by or on behalf of Her Majesty's Treasury that would permit an offer or solicitation, or possession or distribution of any offering or publicity material, in any jurisdiction where action for that purpose is required.

2. Index-linked Stocks

11. For the avoidance of doubt, in the case of any conflict between the terms of the prospectus of an issue or further issue of an Index-linked Stock and the terms of this Memorandum, the terms of the prospectus shall take precedence. As at the date of this Memorandum, there are 28 Index-linked Stocks in existence:

1⁷/₈% Index-linked Treasury Gilt 2022 0¹/₈% Index-linked Treasury Gilt 2024 2¹/₂% Index-linked Treasury Stock 2024 0¹/₈% Index-linked Treasury Gilt 2026 1¹/₄% Index-linked Treasury Gilt 2027 0¹/₈% Index-linked Treasury Gilt 2029 4¹/₈% Index-linked Treasury Gilt 2029 4¹/₈% Index-linked Treasury Gilt 2032 0³/₄% Index-linked Treasury Gilt 2032 0³/₈% Index-linked Treasury Gilt 2034 2% Index-linked Treasury Gilt 2035 0¹/₈% Index-linked Treasury Gilt 2036 1¹/₈% Index-linked Treasury Gilt 2037 0⁵/₈% Index-linked Treasury Gilt 2037 01/8% Index-linked Treasury Gilt 2041 05/8% Index-linked Treasury Gilt 2042 01/8% Index-linked Treasury Gilt 2044 01/8% Index-linked Treasury Gilt 2046 03/4% Index-linked Treasury Gilt 2047 01/8% Index-linked Treasury Gilt 2048 01/2% Index-linked Treasury Gilt 2050 01/4% Index-linked Treasury Gilt 2052 11/4% Index-linked Treasury Gilt 2055 01/8% Index-linked Treasury Gilt 2058 01/8% Index-linked Treasury Gilt 2065 01/8% Index-linked Treasury Gilt 2065 01/8% Index-linked Treasury Gilt 2065

Paragraphs 12 to 42 (both inclusive) below set out the terms of the four different types of Indexlinked Stocks. These were first issued by the Bank of England in respect of the first two types and by the DMO in respect of the remaining two types.

2.1 Further issues of Index-linked Stocks first issued by the Bank of England

A. First Issued between October 1983 and December 1986

Paragraphs 12 to 18 (both inclusive) below set out the terms of Index-linked Stocks first issued between October 1983 and December 1986 and references to "Stock" in such paragraphs are to the Stock as set out immediately below:

21/2% Index-linked Treasury Stock 2024

<u>Maturity</u>

12. If not previously redeemed under the provisions of paragraph 18, a Stock will be repayable on the date specified in the relevant prospectus. The value of the principal on redemption will be related, subject to the terms of this Memorandum, to the movement, during the life of that Stock, of the United Kingdom General Index of Retail Prices maintained by the Office for National Statistics, or any Index which may replace that Index for the purpose of this Memorandum, such movement being indicated by the Index figure issued monthly and subsequently published in the London Gazette.

13. The amount due on repayment, per £100 nominal of Stock, will be £100 multiplied by the Index ratio applicable to the month in which repayment takes place. This amount, expressed in pounds sterling to four places of decimals rounded to the nearest figure below, will be announced by the Bank of England not later than the business day immediately preceding the date of the penultimate interest payment.

Indexation

14. For the purposes of this Memorandum, the Index figure applicable to any month will be the Index figure issued seven months prior to the relevant month and relating to the month before that prior month; "month" means calendar month; and the Index ratio applicable to any month will be equal to the Index figure applicable to that month divided by the Base Index figure applicable to that Stock and stated in the relevant prospectus.

<u>Interest</u>

15. Interest is payable half-yearly on the dates stated in the prospectus for a particular Stock and will be indexed in the same manner as the payment of principal as set out in paragraph 12 above. Each half-yearly interest payment will be made at a rate, per £100 nominal of Stock, based on the coupon rate stated in the prospectus for that Stock and determined as follows:

 $\left(\frac{Coupon \ rate \ of \ stock}{2}\right) \times Index \ ratio \ applicable \ to \ the \ month \ in \ which \ the \ payment \ falls \ due$

The rate of interest for each interest payment, expressed as a percentage in pounds sterling to four places of decimals rounded to the nearest figure below, will be announced by the Bank of England not later than the business day immediately preceding the date of the previous interest payment.

Revisions to the Index

16. If the Index is revised to a new base after a Stock is issued, it will be necessary, for the purposes of paragraphs 12 to 15 (both inclusive) above, to calculate and use a notional Index figure in substitution for the Index figure applicable to the month in which repayment takes place and/or an interest payment falls due (the "month of payment"). This notional Index figure will be calculated by multiplying the actual Index figure applicable to the month of payment by the Index figure on the old base for the month on which the revised Index is based and dividing the product by the new base figure for the same month. This procedure will be used for each occasion on which a revision is made during the life of a Stock.

17. If the Index is not published for a month for which it is relevant for the purposes of this Memorandum, the Bank of England, after consultation with the relevant Government Department, will publish a substitute Index figure which shall be an estimate of the Index figure which would have been applicable to the month of payment, and such substitute Index figure shall be used for all purposes for which the actual Index figure would have been relevant. The calculation by the Bank of England of the amounts of principal and/or interest payable on the basis of a substitute Index figure shall be conclusive and binding upon all stockholders. No subsequent adjustments to such amounts will be made in the event of subsequent publication of the Index figure which would have been applicable to the month of payment.

18. If any change should be made to the coverage or the basic calculation of the Index which, in the opinion of the Bank of England, constitutes a fundamental change in the Index which would be materially detrimental to the interests of the stockholders, Her Majesty's Treasury will publish a notice in the London, Edinburgh and Belfast Gazettes immediately following the announcement by the relevant Government Department of the change, informing stockholders and offering them the right to require Her Majesty's Treasury to redeem their Stock. For the purposes of this paragraph, repayment to stockholders who exercise this right will be effected, on a date to be chosen by Her Majesty's Treasury, not later than seven months from the last month of publication of the old Index. The amount of principal due on repayment

and of any interest which has accrued will be calculated on the basis of the Index ratio applicable to the month in which repayment takes place. A notice setting out the administrative arrangements will be sent to stockholders at their registered address by the Registrar at the appropriate time.

B. First issued in June 1992

Paragraphs 19 to 25 (both inclusive) below set out the terms of Index-linked Stock first issued in June 1992 and references to "Stock" in such paragraphs are to the Stock as set out immediately below:

4¹/₈% Index-linked Treasury Stock 2030

<u>Maturity</u>

19. If not previously redeemed under the provisions of paragraph 25 below, the Stock will be repayable on the date specified in the relevant prospectus. The value of the principal on redemption will be related, subject to the terms of this Memorandum, to the movement, during the life of the Stock, of the United Kingdom General Index of Retail Prices maintained by the Office for National Statistics, or any Index which may replace that Index for the purpose of this Memorandum, such movement being indicated by the Index figure issued monthly and subsequently published in the London Gazette.

20. The amount due on repayment, per £100 nominal of Stock, will be £100 multiplied by the Index ratio applicable to the month in which repayment takes place. This amount, expressed in pounds sterling to four places of decimals rounded to the nearest figure below, will be announced by the Bank of England not later than the business day immediately preceding the date of the penultimate interest payment.

Indexation

21. For the purposes of this Memorandum, the Index figure applicable to any month will be the Index figure issued seven months prior to the relevant month and relating to the month before that prior month; "month" means calendar month; and the Index ratio applicable to any month will be equal to the Index figure applicable to that month divided by the Base Index figure applicable to the Stock and stated in the relevant prospectus.

Interest

22. Interest is payable half-yearly on the dates stated in the prospectus for the Stock and will be indexed in the same manner as the payment of principal as set out in paragraph 19 above. Each half-yearly interest payment will be made at a rate, per £100 nominal of Stock, based on the coupon rate stated in the prospectus for the Stock and determined as follows:

$$\left(\frac{Coupon \ rate \ of \ stock}{2}\right) \times Index \ ratio \ applicable \ to \ the \ month \ in \ which \ the \ payment \ falls \ due$$

The rate of interest for each interest payment, expressed as a percentage in pounds sterling to four places of decimals rounded to the nearest figure below, will be announced by the Bank of England not later than the business day immediately preceding the date of the previous interest payment.

Revisions to the Index

23. If the Index is revised to a new base after the Stock is issued, it will be necessary, for the purposes of paragraphs 19 to 22 (both inclusive) above, to calculate and use a notional index figure in substitution for the Index figure applicable to the month in which repayment takes place and/or an interest payment falls due (the "month of payment"). This notional index figure will be calculated by multiplying the actual Index figure applicable to the month of payment by the Index figure on the old base for the month on which the revised Index is based and dividing the product by the new base figure for the same month. This procedure will be used for each occasion on which a revision is made during the life of the Stock.

24. If the Index is not published for a month for which it is relevant for the purposes of this Memorandum, the Bank of England will nominate a substitute Index figure which shall be an index figure applicable to the month of payment, published as a substitute figure by the Office for National Statistics, and such substitute Index figure shall be used for all purposes for which the actual Index figure would have been relevant. The calculation by the Bank of England of the amounts of principal and/or interest payable on the basis of a substitute Index figure shall be conclusive and binding upon all stockholders.

25. If any change should be made to the coverage or the basic calculation of the Index which, in the opinion of the Bank of England, constitutes a fundamental change in the Index which would be materially detrimental to the interests of the stockholders, Her Majesty's Treasury will publish a notice in the London, Edinburgh and Belfast Gazettes immediately following the announcement by the relevant Government Department of the change, informing stockholders and offering them the right to require Her Majesty's Treasury to redeem their holdings of the Stock. For the purposes of this paragraph, repayment to stockholders who exercise this right will be effected, on a date to be chosen by Her Majesty's Treasury, not later than seven months from the last month of publication of the old Index. The amount of principal due on repayment and of any interest which has accrued will be calculated on the basis of the Index ratio applicable to the month in which repayment takes place. A notice setting out the administrative arrangements will be sent to stockholders at their registered address by the Registrar at the appropriate time.

2.2 New issues of Index-linked Stocks and further issues of Index-linked Stocks first issued by the DMO

A. First issued in July 2002

Paragraphs 26 to 31 (both inclusive) below set out the terms of Index-linked Stock first issued in July 2002 and references to "Stock" in such paragraphs are to the Stock as set out immediately below:

2% Index-linked Treasury Stock 2035

Maturity

26. The Stock will be repayable on the date specified in the relevant prospectus. The value of the principal on redemption will be related, subject to the terms of this Memorandum, to the movement during the life of the Stock of the United Kingdom General Index of Retail Prices (RPI), or any subsequent index that, in the opinion of the Chancellor of the Exchequer after consultation with a body that the Chancellor of the Exchequer considers to be independent and to have recognised expertise in the construction of price indices, continues the function of

measuring changes in the level of UK retail prices. The selection of the new index by the Chancellor of the Exchequer shall be conclusive and binding on all stockholders.

27. The amount due on repayment, per £100 nominal of Stock, will be £100 multiplied by the Index ratio applicable to the month in which repayment takes place. This amount, expressed in pounds sterling to six places of decimals rounded to the nearest figure, will be announced by Her Majesty's Treasury's designated debt manager (currently the DMO) not later than the business day immediately preceding the date of the penultimate interest payment.

Indexation

28. For the purposes of this Memorandum, the Index figure applicable to any month will be the Index figure issued seven months prior to the relevant month and relating to the month before that prior month; "month" means calendar month; and the Index ratio applicable to any month will be equal to the Index figure applicable to that month divided by the Base Index figure applicable to the Stock and stated in the relevant prospectus.

Interest

29. Interest is payable half-yearly on the dates stated in the prospectus for the Stock and will be indexed in the same manner as the payment of principal as set out in paragraph 26 above. Each half-yearly interest payment will be made at a rate, per £100 nominal of Stock, based on the coupon rate stated in the prospectus for the Stock and determined as follows:

 $\left(\frac{Coupon \ rate \ of \ stock}{2}\right) \times Index \ ratio \ applicable \ to \ the \ month \ in \ which \ the \ payment \ falls \ due$

The rate of interest for each interest payment, which will be announced by Her Majesty's Treasury's designated debt manager (currently the DMO) not later than the business day immediately preceding the date of the previous interest payment, will be expressed as a percentage in pounds sterling to six places of decimals rounded to the nearest figure.

Revisions to the Index

30. If the Index is revised to a new base after the Stock is issued, it will be necessary, for the purposes of paragraphs 26 to 29 (both inclusive) above, to calculate and use a notional index figure in substitution for the Index figure applicable to the month in which repayment takes place and/or an interest payment falls due (the "month of payment"). This notional Index figure will be calculated by multiplying the actual Index figure applicable to the month of payment by the Index figure on the old base for the month on which the revised Index is based and dividing the product by the new base figure for the same month. This procedure will be used for each occasion on which a revision is made during the life of the Stock.

31. If the Index is not published for a month for which it is relevant for the purposes of this Memorandum, the DMO will nominate a substitute Index figure which shall be an Index figure applicable to the month of payment published as a substitute figure by the Office for National Statistics, and such substitute Index figure shall be used for all purposes for which the actual Index figure would have been relevant. The calculation by Her Majesty's Treasury's designated debt manager (currently the DMO) of the amounts of principal and/or interest payable on the basis of a substitute Index figure shall be conclusive and binding on all stockholders. No subsequent adjustment to such amounts will be made in the event of subsequent publication of the Index figure which would have been applicable to the month of payment.

B. First issued from September 2005

Paragraphs 32 to 42 (both inclusive) below set out the terms of Index-linked Gilts first issued from September 2005 and, as at the date of this Memorandum, references to "Gilt" in such paragraphs include the Gilts as set out immediately below:

1⁷/₈% Index-linked Treasury Gilt 2022 0⁷/₈% Index-linked Treasury Gilt 2024 0⁷/₈% Index-linked Treasury Gilt 2026 1⁷/₈% Index-linked Treasury Gilt 2028 0⁷/₈% Index-linked Treasury Gilt 2029 1⁷/₈% Index-linked Treasury Gilt 2032 0³/₈% Index-linked Treasury Gilt 2034 0⁷/₈% Index-linked Treasury Gilt 2036 1⁷/₈% Index-linked Treasury Gilt 2037 0⁵/₈% Index-linked Treasury Gilt 2040 0⁷/₈% Index-linked Treasury Gilt 2040 0⁷/₈% Index-linked Treasury Gilt 2041 01/8% Index-linked Treasury Gilt 2044 01/8% Index-linked Treasury Gilt 2046 03/4% Index-linked Treasury Gilt 2047 01/8% Index-linked Treasury Gilt 2048 01/2% Index-linked Treasury Gilt 2050 01/4% Index-linked Treasury Gilt 2055 01/8% Index-linked Treasury Gilt 2056 01/8% Index-linked Treasury Gilt 2058 03/8% Index-linked Treasury Gilt 2062 01/8% Index-linked Treasury Gilt 2065 01/8% Index-linked Treasury Gilt 2065 01/8% Index-linked Treasury Gilt 2065 01/8% Index-linked Treasury Gilt 2065

Maturity

32. A Gilt will be repayable on the date specified in the relevant prospectus.

33. The value of the principal on redemption will be related, subject to the terms of this Memorandum, to the movement during the life of that Gilt of the Index. The "Index" means the United Kingdom General Index of Retail Prices (RPI), or if the existing Index ceases to be published any replacement Index existing at that date which, in the opinion of the Chancellor of the Exchequer after consultation with a body that the Chancellor of the Exchequer considers to be independent and to have recognised expertise in the construction of price indices (the "Consultant Body"), continues the function of being an officially recognised index measuring changes in the level of UK retail prices. The selection of the replacement Index by the Chancellor of the Exchequer (together with such consequential changes to the calculation of the Index Ratio (as defined below) as the Chancellor of the Exchequer may, after consultation with the Consultant Body, consider to be just and equitable having regard to the interests of Her Majesty's Treasury (as issuer of the Gilt) and of holders of that Gilt) shall be conclusive and binding on all holders of that Gilt. If a replacement Index is selected in accordance with this paragraph, the Index figure used for the purposes of paragraph 35 below will be determined by reference to the replacement Index with effect from the first month for which the existing Index figure is no longer published.

Indexation

34. For the purposes of this Memorandum, an Index Ratio will be applied to calculate the interest payments and the redemption payment. The Index Ratio for a given date is defined as the ratio of the Reference Index (as described in paragraph 35 below) applicable to that date ("Ref Index _{Date}") divided by the Reference Index applicable to the first issue date of the Gilt ("Ref Index _{First Issue Date}"), rounded to the nearest 5th decimal place.

$$Index \ Ratio_{Date} = \left[\frac{Ref \ Index_{Date}}{Ref \ Index_{First \ Issue \ Date}}\right], rounded \ to \ the \ nearest \ 5th \ decimal \ place$$

35. The Reference Index for the first calendar day of any calendar month shall be the Index figure for the calendar month falling three calendar months earlier. For example, the Reference Index for 1 June corresponds to the Index figure for March, the Reference Index for 1 July corresponds to the Index figure for April, etc. The Reference Index for any other day in the month shall be calculated by linear interpolation between the Reference Index applicable to the first calendar day of the month in which the day falls and the Reference Index applicable to the first calendar day of the month immediately following. Interpolated values for Ref Index _{Date} should be rounded to the nearest 5th decimal place.

36. The formula used to calculate Ref Index _{Date} can be expressed as follows:

$$Ref Index_{Date} = Ref Index_{M} + \left(\frac{T-1}{D}\right)(Ref Index_{M+1} - Ref Index_{M})$$

where:

D T	 The number of days in the calendar month in which the given date falls. The calendar day corresponding to the given date.
Ref Index M	= Reference Index for the first day of the calendar month in which the given date falls.
Ref Index M+1	= Reference Index for the first day of the calendar month immediately following the given date.

Interest

37. Interest is payable half-yearly on the dates stated in the prospectus for a particular Gilt (each date a "Dividend Date") and will be indexed by reference to the Index Ratio on the relevant Dividend Date. For the Gilt the semi-annual interest payments per £100 nominal shall be calculated as the product of the stated coupon per £100 nominal and the relevant value of the Index Ratio:

$$Interest Payment_{Dividend Date} = \frac{c}{2} \times Index Ratio_{Dividend Date}$$

where

c = Stated annual coupon per £100 nominal.

Interest payments will be rounded to the nearest 6th decimal place per £100 nominal.

38. The rate of interest for each interest payment will be announced by Her Majesty's Treasury's designated debt manager (currently the DMO) not later than the business day immediately preceding the first date on which, in accordance with then current market practice, the Gilt is traded (in unstripped form) without the benefit of the interest payment, and expressed as a percentage in pounds sterling to six places of decimals rounded to the nearest figure.

Calculation of the redemption payment

39. The redemption payment per £100 nominal shall be calculated as follows:

Redemption Payment =
$$100 \times Index Ratio_{Redemption Date}$$

The redemption payment per £100 nominal will be announced by Her Majesty's Treasury's designated debt manager (currently the DMO) not later than the business day immediately preceding the first date on which, in accordance with then current market practice, the Gilt is traded (in unstripped form) without the benefit of the interest payment due on the redemption

date, and expressed as a percentage in pounds sterling to six places of decimals rounded to the nearest figure.

40. No deflation floor will be applied when calculating the redemption payment of the Gilt (i.e. the redemption payment for an Index-linked Gilt would fall below £100 per £100 nominal if Ref Index Redemption Date were less than Ref Index First Issue Date).

Revisions to the Index

41. If the Index is revised to a new base after a Gilt is issued, it will be necessary, for the purposes of paragraphs 34 to 39 (both inclusive) above, to calculate and use notional Index figures in substitution for the Index figures used to determine the Reference Index figure applicable to the date on which repayment takes place and/or an interest payment falls due. These notional Index figures will be calculated by multiplying the appropriate actual Index figures by the Index figure on the old base for the month on which the revised Index is based and dividing the product by the new base figure for the same month. The un-rounded notional Index figures will then be used to calculate the relevant Reference Index figure as described in paragraphs 35 and 36 above. This procedure will be used for each occasion on which a revision is made during the life of a Gilt. The calculation of the notional Index figures by Her Majesty's Treasury's designated debt manager (currently the DMO) shall be conclusive and binding on all holders of that Gilt.

42. If the Index is not published for any month for which it is relevant for the purposes of this Memorandum, Her Majesty's Treasury's designated debt manager (currently the DMO) will nominate a substitute Index figure which shall be an Index figure applicable to the month of payment published as a substitute figure by the Office for National Statistics or any replacement body, and such substitute Index figure shall be used for all purposes for which the actual Index figure would have been relevant. If the Office for National Statistics or any replacement body does not publish such a figure, Her Majesty's Treasury's designated debt manager (currently the DMO) shall nominate in good faith a substitute Index figure which shall be used for all purposes for which the actual Index figure would have been relevant. The nomination of the substitute Index figure and the calculation by Her Majesty's Treasury's designated debt manager (currently the DMO) of the amounts of principal and/or interest payable on the basis of a substitute Index figure shall be conclusive and binding on all holders of that Gilt. No subsequent adjustment to such amounts will be made in the event of subsequent publication of the Index figure which would have been applicable to the month of payment.

3. Strips

3.1 Stock which may be stripped and reconstituted

43. Stocks which may be stripped under the arrangements described in this Memorandum are:

- (i) any Stocks issued on terms that they may be stripped, and that holdings of them may be reconstituted;
- (ii) any Stock issued as zero-coupon Stock and on terms that such Stock shall be deemed to be treated for the purposes of reconstitution as coupon strips² or principal strips as may be designated on issue by the DMO; and
- (iii) any other Stocks specified as Stocks which may be stripped, and of which holdings may be reconstituted, in notices issued by, or on behalf of, Her Majesty's Treasury or the DMO, whether before or after the date of this Memorandum.

44. A list is available, on request to the DMO or on its website, of the Stocks that may be stripped at that time.

45. The expression "eligible Stock" is used in this Memorandum to refer to Stock falling within paragraph 43 above.

3.2 Who may hold strips; who may strip and reconstitute Stock

46. Strips may be held only by a CREST member (subject to the CREST Reference Manual, as amended from time to time), Her Majesty's Treasury or the Bank of England. Like any other government securities, strips may be held by one person on behalf of another. Any person may therefore own strips beneficially by making arrangements to hold them through a CREST member.

47. Only a Gilt-edged Market Maker (a "GEMM"), Her Majesty's Treasury or the Bank of England may strip and reconstitute Stock.

3.3 Stripping of Stock

48. Subject to the terms of this Memorandum, an amount of eligible Stock of any description may be exchanged for:

 (i) an individual security or individual securities consisting of one such security for each outstanding interest payment³ in respect of that amount of Stock, each such security conferring the right to receive on the due date of the relevant interest payment a sum equal to that of the relevant interest payment; and

² A reference to strips or a strip is a reference to STRIPS – 'Separate Trading of Registered Interest and Principal Securities'.

³ For this purpose, an "outstanding" interest payment means an interest payment for which the record date (that is, the date on which a balance is struck for payment of that interest payment under section 2 of the *National Debt* (*Stockholders Relief*) Act 1892) has not passed at the time the right to strip is exercised.

- (ii) a security conferring the right to receive, on the due date for the repayment of that Stock, a sum equal to the sum payable in respect of principal on the repayment of that amount of Stock.
- 49. In this Memorandum:
 - (i) the process of exchange described in paragraph 48 above is referred to as the "stripping" of the relevant amount of Stock;
 - (ii) securities of the kinds described in paragraph 48(i) and (ii) above are referred to as "strips";
 - (iii) a security of the kind described in paragraph 48(i) above is referred to as a "coupon strip";
 - (iv) a security of the kind described in paragraph 48(ii) above is referred to as a "principal strip"; and
 - (v) any reference (in whatever terms) to strips of any description held by a person is a reference to the balance of such strips held by that person at the relevant time, taking account of all exchanges made under paragraph 48 above or paragraphs 59 to 66 below and all transfers made as described in paragraph 56 below.

50. Unless expressly specified in the relevant prospectus or in a notice issued by the DMO Stock may only be stripped or reconstituted in a minimum amount of £10,000 nominal and in multiples of £10,000 nominal thereafter other than Stock issued as a further issue of Stock where the first interest payment date of that Stock has not occurred, in which case such Stock may only be stripped or reconstituted in a minimum amount of £1,000,000 nominal and in multiples of £1,000,000 nominal thereafter.

51. The procedure for stripping is set out in the CREST Reference Manual, as amended from time to time.

52. Upon the issue of the appropriate strips in exchange for Stock stripped in accordance with this Memorandum, the Stock stripped will be cancelled and the register will be amended accordingly.

53. Where eligible Stock is stripped during the period between the record date for an interest payment and the date of payment, the holder will not be entitled to receive a strip in respect of that interest payment, which will be paid to the person registered as the holder of the Stock on the record date.

54. Eligible Stock may not be stripped after the shutting date. For the purposes of this Memorandum the "shutting date" of Stock of any description means the last day on which transfers of the Stock may be submitted for registration before the redemption date of the Stock.

3.4 Strips

55. Each strip will confer on the holder the right to payment, on the due date for payment of the strip, of a sum equal to the nominal amount of the strip. The due date for payment of a strip will be specified in the title of the strip designated on the register.

56. The current regulations⁴ provide that strips may be transferred only through CREST. The regulations provide for the arrangements for registration to reflect the terms relating to fungibility referred to in paragraphs 57 and 58 below.

57. Subject to paragraph 58 below, strips will be issued on the following terms relating to fungibility:

- (i) coupon strips payable on the same day will not be distinguished one from another by reference to the Stock from which they are derived or in any other manner;
- (ii) principal strips will be distinguished from coupon strips;
- (iii) principal strips derived from Stock of a particular description will not be distinguished one from another but will be distinguished from principal strips derived from Stock of any other description, even where the other principal strips are payable on the same date.

58. Strips of any description may be issued on terms that, in respects or in circumstances or to an extent different from those provided by paragraph 57(ii) and (iii) above, they will be distinguished from, and will accordingly not be fungible with, other strips or other strips of a particular description or descriptions. Such terms may also preclude or restrict the use of the strips in question for the reconstitution of Stock in accordance with paragraphs 59 to 66 (both inclusive) below. Any such terms will be set out in a notice given in accordance with paragraph 132 below at or before the time of issue of the relevant strips.

3.5 Reconstitution of Stock from strips

59. Subject to the provisions of this Memorandum, strips such as are specified in paragraph 60 below may be exchanged for an amount of eligible Stock of any specified description the shutting date of which has not then passed. Such an exchange is in this Memorandum referred to as the "reconstitution" of such Stock.

- 60. The strips referred to in paragraph 59 above are:
 - (i) principal strips derived from eligible Stock of the description in question conferring the right to receive a sum equal to the principal sum payable on the repayment of the amount of Stock to be reconstituted; and
 - (ii) in respect of each interest payment date in respect of such Stock for which the record date has not then passed, coupon strips conferring the right to payment on that date of a sum equal to the interest payable on that date on the amount of Stock to be reconstituted;

other than any strips which may not be used for the proposed reconstitution because of a restriction of the kind described in paragraph 58 above.

61. Stock may be reconstituted regardless of whether any or all of the coupon strips for which it is exchanged are derived from Stock of the relevant description and regardless of whether the Stock from which those coupon strips are derived can be identified.

⁴ Government Stock Regulations 2004 (SI 2004/1611).

62. The procedure for reconstitution of Stock is set out in the CREST Reference Manual, as amended from time to time.

63. Reconstituted Stock will carry the same rights as, and will not be distinguished from, the existing Stock of the relevant description. Stock issued on reconstitution will be amalgamated on the register with any other Stock of the relevant description then held by the person to whom it is issued.

64. Principal and coupon strips exchanged under paragraph 59 above for reconstituted Stock will be cancelled upon the issue of the reconstituted Stock.

65. Where eligible Stock is reconstituted during the period between the record date for an interest payment and the date of payment, the Stock will be reconstituted on an ex-dividend basis and accordingly the strips exchanged for the reconstituted Stock will not include strips corresponding to that interest payment.

66. Stock may not be reconstituted after its shutting date.

3.6 Amendments relating to stripping and reconstitution

- 67. Any amendments or supplements made pursuant to paragraph 132 below may:
 - (i) extend the scope of the securities which may be stripped and reconstituted;
 - (ii) extend, limit or redefine who may hold strips and who may strip and reconstitute Stock, either generally or in relation to particular cases or categories;
 - (iii) modify the terms relating to fungibility in paragraphs 57 and 58 above (including a modification to provide that strips of specified descriptions will no longer be distinguished one from another); and/or
 - (iv) modify the arrangements for reconstitution in paragraphs 59 to 66 (both inclusive) above.

Any such amendments relating to the matters referred to in this paragraph 67 may affect Stock and strips already in issue.

4. Methods of Application for Stock

4.1 Auctions

68. Bids at auctions of Stock may be made on a competitive or non-competitive basis, as set out below.

69. Subject as follows, competitive and non-competitive bids by GEMMs must be submitted electronically by means of the Bloomberg Bond Auction System. The DMO may agree, but is not obliged, to accept bids from any GEMM by telephone or by other means, such agreement to have been obtained before such bids are submitted. Notwithstanding this, the DMO may in its absolute discretion require some or all GEMMs to submit some or all bids by telephone or by other means; the DMO will use reasonable endeavours to give GEMMs reasonable advance warning of any such requirement. GEMMs may make competitive bids either on their own account or on behalf of clients. Non-competitive bids by other bidders (for amounts complying with the requirements of paragraph 78 below) must be submitted to the Registrar, who is acting on behalf of the DMO, or the DMO on the application form issued with the prospectus (see paragraph 96 below). Only one bid may be submitted on any one application form.

A. Bid prices for Index-linked Stocks (see paragraphs 32-42 above)

70. Each bid price for Index-linked Stocks must be expressed as a real clean price (i.e. a non-inflation adjusted price) and all references to a price in paragraphs 72 to 81 (both inclusive) below shall be taken as a reference to such a real clean price, except where the context otherwise requires.

B. Settlement value for Index-linked Stocks (see paragraphs 32-42 above)

71. The actual price payable in settlement of an accepted bid will be the real clean price (the striking price) multiplied by the Index Ratio applicable to the settlement date of the relevant auction plus the inflation adjusted accrued interest and all references to a price in paragraphs 82 to 84 (both inclusive) and 90 below shall be taken as a reference to such an actual price.

C. Competitive bids

72. Unless otherwise specified by the DMO (either in the relevant prospectus or in a notice given in accordance with paragraph 132 below), each competitive bid must be for one amount and at one price expressed in multiples of £0.001 per £100 nominal of Stock (i.e. to 3 decimal places) as a clean price. Bids by GEMMs must be made to the DMO not later than the cut-off time on the auction date specified in the prospectus or in a notice subsequently published by the DMO (where applicable). Where a bid by a GEMM is not successfully submitted through the Bloomberg Bond Auction System but is communicated to the DMO prior to the relevant cut-off time, the DMO may, in its sole discretion, input the bid into the Bloomberg Bond Auction System after the relevant cut-off time and treat such bid as submitted; however, the DMO is not obliged to do so and the DMO does not accept any responsibility if a GEMM is unable successfully to submit a bid through the Bloomberg Bond Auction System.

73. Each competitive bid must be for a minimum of £1,000,000 nominal of Stock and for larger amounts in multiples of £1,000,000. In the case of auctions of Index-linked Stock ("IL Auctions"), competitive bids may only be made by those GEMMs formally recognised as Index-linked Gilt-edged Market Makers by the DMO ("IL GEMMs").

74. Payment in full at the price bid (plus accrued interest or less rebate interest, if applicable) must be made by a CHAPS payment (except for applicants who have requested that any Stock sold to them be credited direct to a CREST stock account - see paragraph 90 below). Each CHAPS payment must be sent to the Bank of England to arrive not later than the time on the settlement date specified in the prospectus. CHAPS payments must be debited to an account in the name of the applicant (or an account in the joint names of the applicant and one or more others) held with a bank or building society in the United Kingdom. The account to be credited will be available from the DMO on request.

D. Allocation of Stock

75. The DMO reserves the right to reject any competitive bid or any part of any competitive bid. Subject to this, competitive bids will be ranked in descending order of price and Stock will be sold to applicants whose competitive bids are at or above the lowest price at which the DMO decides that any competitive bid should be accepted (the "lowest accepted price" for conventional auctions or the "striking price" for IL Auctions).

76. In the case of conventional auctions, applicants whose competitive bids are accepted will purchase Stock at the prices at which they bid (plus accrued interest or less rebate interest, if applicable). Competitive bids which are accepted and which are made at prices above the lowest accepted price will be allotted in full. Competitive bids which are accepted and which are made at the lowest accepted price may be allotted in part only. No sale will be made of an amount less than £1,000 nominal of Stock, or of an amount which is not a multiple of one penny.

77. In the case of IL Auctions, all applicants whose competitive bids are accepted will purchase Stock at the striking price (plus accrued interest or less rebate interest, if applicable). The striking price is the lowest price at which the DMO decides that any competitive bid should be accepted. Competitive bids which are accepted and which are tendered at prices above the striking price will be allotted in full. Competitive bids which are accepted and which are tendered at the striking price may be allotted in part only. No sale will be made of an amount less than £1,000 nominal of Stock, or of an amount which is not a multiple of one penny.

E. Non-competitive bids

78. A non-competitive bid must be for not less than \pounds 1,000 nominal and (except in the case of a bid made by a GEMM) for not more than \pounds 500,000 nominal of Stock, and must be for a multiple of £1,000 nominal of Stock.

79. Only one non-competitive bid may be submitted for the benefit of any one person already accepted on to the DMO's list of approved investors (see paragraph 94 below). Multiple applications or suspected multiple applications are liable to be rejected. Only one non-competitive bid may be submitted on any one application form.

80. A separate cheque representing payment at the rate specified in the prospectus must accompany each non-competitive bid (except for bids by applicants who have requested that any Stock sold to them be credited direct to a CREST stock account - see paragraph 90 below - and except for bids by GEMMs - see paragraph 82 below). Cheques must be drawn on a bank in, and payable in, the United Kingdom, the Channel Islands or the Isle of Man.

81. The DMO reserves the right to reject any non-competitive bid or any part of any noncompetitive bid. Non-competitive bids which are accepted will be accepted in full at the noncompetitive sale price (plus accrued interest or less rebate interest, if applicable). The noncompetitive sale price for conventional auctions will be equal to the average of the prices at which competitive bids have been accepted, the average being weighted by reference to the amount accepted at each price and rounded to the nearest multiple of £0.001. The non-competitive sale price for IL Auctions will be equal to the striking price. No sale will be made of an amount less than £1,000 nominal of Stock, or of an amount which is not a multiple of one penny.

82. In the case of non-competitive bids by GEMMs which are accepted, payment in full at the non-competitive sale price (plus accrued interest or less rebate interest, if applicable) must be made by a CHAPS payment in accordance with paragraph 74 above (except for applicants who have requested that any Stock sold to them be credited direct to a CREST stock account - see paragraph 90 below).

83. If the non-competitive sale price (plus accrued interest or less rebate interest, if applicable) is less than the amount paid by cheque on application, the excess amount paid will be refunded by cheque sent by post at the risk of the applicant, or by another means chosen by the Registrar.

84. If the non-competitive sale price (plus accrued interest or less rebate interest, if applicable) is greater than the amount paid by cheque on application, applicants whose non-competitive bids are accepted may be required to make a further payment equal to the excess. The Registrar, on behalf of the DMO, will notify applicants from whom a further payment is required by letter of the amount of Stock allocated to them and of the further payment due. Such a notification will not entitle an applicants will be delayed until the further payment has been made.

85. The DMO will make an allowance of 15% of the total amount of Stock on offer available for non-competitive bids by GEMMs. For conventional auctions the amount available to each GEMM will be the non-competitive allowance divided by the number of GEMMs recognised as eligible by the DMO on the auction date. For IL Auctions, each IL GEMM's non-competitive entitlement will be based on previous auction participation and will be communicated individually to that IL GEMM by the DMO prior to the auction. If any GEMMs do not bid for their full non-competitive entitlements in any auction, the remainder will be combined with the Stock available for allotment to competitive bids.

86. Application forms should arrive at the Registrar or the DMO by the date and time specified in the prospectus or in a notice subsequently published by the DMO (where applicable) for their receipt (the "latest specified time"). However, the DMO reserves the right (but is not obliged) to accept applications which are received through the post later than this provided that the cover bears a legible postmark not later than the latest specified time. The DMO will not usually exercise its power to accept an application received late unless it was posted early enough for it to have been reasonable to expect it to arrive before the latest specified time.

F. Post Auction Option Facility

87. Subject to paragraph 8990 below, following the auction of a Stock, the DMO shall make available to GEMMs (IL GEMMs in the case of IL auctions) the option to offer to purchase a further amount of Stock equivalent to 25% of the nominal amount of the Stock allocated at the relevant auction at the "average accepted price" (in the case of conventional auctions) or the "striking price" (in the case of IL Auctions). The amount available to each GEMM (or IL GEMM) will be determined by reference to the allocation (including non-competitive allowance and allocation to clients) secured by such GEMM (or IL GEMM) in the relevant auction and rounded

down to the nearest £1,000 nominal of Stock. Where a part of an option allowance is attributable to any allocation to a client, the GEMM (or IL GEMM) is required to make such option allowance available to that client; if that client does not opt to exercise such option the GEMM (or IL GEMM) may exercise such option allowance for its own benefit.

88. Such options shall be exercised electronically by means of the Bloomberg Bond Auction System. Notwithstanding this, the DMO may in its absolute discretion require or permit GEMMs (or IL GEMMs) to exercise their options by telephone or by other means; the DMO will advise GEMMs (or IL GEMMs) in advance of any such requirement. GEMMs (or IL GEMMs) may exercise such options either on their own account or on behalf of clients. Such options may be exercised from the time specified in a notice published by the DMO and must be exercised not later than the time specified in such notice subject to any deadline extension that the DMO may, in its sole discretion, deem necessary. The DMO will notify all relevant parties of any such extension as soon as practicable.

89. The DMO reserves the right to reject any exercise of such options or any part of any such exercise. In any event, such further amount of Stock will not be made available to GEMMs (or IL GEMMs) in the event that (i) the DMO specifies in the prospectus relating to the relevant auction that the option facility will not be available or (ii) the Stock on offer at the relevant auction is not allocated in full. For the avoidance of doubt a Stock will not be allocated in full where insufficient bids have been received for that Stock or where the DMO has, in accordance with paragraphs 75 and 81 above, decided to reject bids such that the remaining accepted bids are insufficient to cover the amount of Stock on offer.

G. Applications for Stock to be credited to a CREST stock account

90. CREST members may, by completing the appropriate section of the application form, request that any Stock sold to them be credited direct to their CREST stock account. Stock sold to GEMMs as a result of telephone bids will be credited to their CREST stock accounts. Deliveries will be made on the date specified for settlement in the prospectus, by means of a simple delivery from an account in the name of the United Kingdom Debt Management Office (participant ID "00XBJ"). Applicants who are not CREST members may similarly request that any Stock sold to them be credited direct to a CREST stock account in the name of a CREST member, provided they have made any necessary arrangements to ensure that the CREST member will be willing to receive the Stock. The consideration to be input in respect of the delivery will be the amount payable by the applicant on the sale of the Stock at the price bid in the case of a competitive bid, or at the non-competitive sale price in the case of a non-competitive bid (in either case plus accrued interest or less rebate interest, if applicable).

H. Revocation of bids

91. Bids will not be revocable between the time specified in the relevant prospectus as the latest time by which tenders for the Stock must be lodged and 10.00am on the day following the second clear day thereafter. Any day which is a Saturday or Sunday or which is a bank holiday in any part of Great Britain shall be disregarded⁵.

I. Other applications

92. Stock sold to applicants who have not requested that Stock sold to them be credited direct to a CREST stock account will be registered in accordance with the instructions given in the application form. A certificate in respect of the Stock sold and (where applicable) a cheque for any excess amount will be sent by post at the applicant's risk or refunded by another means

⁵ See regulation 10 of the *Government Stock Regulations 2004* (SI 2004/1611).

chosen by the Registrar. The DMO may, at its discretion, withhold despatch of a cheque or certificate until the applicant's cheque has been paid, or CHAPS payment received, and any verification of identity has been completed. In such cases the Registrar, on behalf of the DMO, will notify the applicant by letter of the acceptance of the application and of the amount of Stock allocated subject to receipt of payment or verification of identity. This notification will not entitle the applicant to transfer the Stock so allocated. If an application is rejected a cheque for any amount paid on application will be returned to the applicant by post at the applicant's risk.

J. Default in payment

93. The DMO may, at its discretion, cancel any sale of Stock if the applicant defaults in making due payment. Where the applicant has requested that Stock be credited direct to a CREST stock account, there will be a default in making due payment if the relevant CREST member fails to comply with all relevant preconditions under the CREST Reference Manual (as amended from time to time) to enable settlement to take place on the due date for such settlement specified in the prospectus. In any other case, there will be default in making due payment if the applicant's cheque is not paid on first presentation or if the applicant's CHAPS payment is not received by the relevant time on the due date for such payments specified in the prospectus (as the case may be). If the DMO accepts payment after the due date it may charge interest on the amount payable, in respect of the period from the due date to the date of payment, at a rate equal to the London Inter-Bank Offered Rate for one-week deposits in sterling ("LIBOR") plus 1% per annum. The DMO will determine this rate by reference to market quotations for LIBOR on the due date for payment, obtained from such source or sources as it may consider appropriate.

K. Approved Group of investors

94. The DMO may at its discretion, make participation at auctions of Stock available to persons already accepted onto the DMO's list of approved investors (the "Approved Group"). In such cases, this will be stated in the relevant prospectus. Except in the case of bids by GEMMs, the Registrar, on behalf of the DMO, and the DMO will only permit applications to buy Stock from members of the Approved Group, where the prospectus states that applications for Stock may be made by members of the Approved Group. These investors will have previously satisfied the evidentiary and other requirements of the DMO regarding the identity of any applicant for Stock or of any person for whom an applicant is acting as agent.

95. Requests to be admitted to the Approved Group can be made at any time but failure to provide satisfactory evidence of identity meeting the DMO's requirements will result in an applicant being refused admission to the Approved Group. Requests will normally take a minimum of 10 business days to process, depending on circumstances, but this timescale represents a guide only and applicants should not rely on being admitted to the Approved Group within this timescale or at all.

96. When an auction of Stock is announced, if the prospectus states that applications for Stock may be made by members of the Approved Group, the Registrar will dispatch a copy of the relevant prospectus together with an auction application form to investors in the Approved Group who have elected to receive the information. Applications for Stock by members of the Approved Group must be made on these forms only.

L. General

97. Cancellation of a sale of Stock for any reason will not affect the non-competitive sale price or any other sale of Stock.

98. The DMO may sell less than the full amount of the Stock on offer at the auction and/or pursuant to the post-auction option facility and may decide not to sell any of the Stock.

99. Each purchaser of Stock from the DMO is responsible for ensuring compliance with all legal and regulatory restrictions and obligations applicable to it in all relevant jurisdictions in relation to its initial purchase and any onward sale or transfer by it of such Stock. No action has been taken or will be taken in any jurisdiction by or on behalf of Her Majesty's Treasury that would permit a public offering of any Stock, or possession or distribution of any offering or publicity material relating to any Stock, in any country or jurisdiction where action for that purpose is required.

100. Each reference to a prospectus in this section shall be construed as a reference to such prospectus as supplemented, where applicable.

4.2 Gilt tenders

101. The DMO may, from time to time, issue amounts of Stock by means of a "Gilt tender" to GEMMs (IL GEMMs in the case of Index-linked Stock). Bids shall be made in accordance with the DMO's 'Official Operations in the Gilt Market - An Operational Notice' (as amended, from time to time). In the case of Gilt tenders of a conventional Stock, the DMO will specify in its announcement of a Gilt tender whether such tender is to be conducted on a single or multiple price basis; Gilt tenders of Index-linked Stock ("IL Gilt tenders") will be conducted only on a single price basis.

102. Bids at Gilt tenders shall be made on a competitive basis only, and any reference to 'bids' in paragraphs 101 above to 111 below (both inclusive) means 'competitive bids'. Bids shall be made as set out below.

103. Subject as follows, bids by GEMMs must be submitted electronically by means of the Bloomberg Bond Auction System. The DMO may agree, but is not obliged, to accept bids from any GEMM by telephone or by other means, such agreement to have been obtained before such bids are submitted. For the avoidance of doubt, such agreement may be given to a GEMM during the course of an auction in the event that the Bloomberg Bond Auction System is not available at the relevant time. Notwithstanding this, the DMO may in its absolute discretion require some or all GEMMs to submit some or all bids by telephone or by other means; the DMO will use reasonable endeavours to give GEMMs reasonable advance warning of any such requirement. GEMMs may make bids either on their own account or on behalf of clients.

A. Bid prices for Index-linked Stocks (see paragraphs 32-42 above)

104. Each bid price for Index-linked Stock must be expressed as a real clean price (i.e. a noninflation adjusted price) and all references to a price in paragraphs 106 to 110 (both inclusive) below shall be taken as a reference to such a real clean price.

B. Settlement value for Index-linked Stocks (see paragraphs 32-42 above)

105. The actual price payable in settlement of an accepted bid will be the real clean price (the striking price) multiplied by the Index Ratio applicable to the settlement date of the relevant Gilt tender plus the inflation adjusted accrued interest (or less the inflation adjusted rebate interest, if applicable) and all references to a price in paragraph 111 below shall be taken as a reference to such an actual price.

C. Submission of Bids

106. Unless otherwise specified by the DMO (either in the Gilt tender announcement or in a notice given in accordance with paragraph 132 below), each bid must be for one amount and at one price expressed in multiples of £0.001 per £100 nominal of Stock (i.e. to 3 decimal places) as a clean price. Bids by GEMMs must be made to the DMO not later than the time on the Gilt tender date specified in the Gilt tender announcement. Where a bid by a GEMM is not successfully submitted through the Bloomberg Bond Auction System but is communicated to the DMO prior to the relevant cut-off time, the DMO may, in its sole discretion, input the bid into the Bloomberg Bond Auction System after the relevant cut-off time and treat such bid as submitted; however, the DMO is not obliged to do so and the DMO does not accept any responsibility if a GEMM is unable successfully to submit a bid through the Bloomberg Bond Auction System.

107. Each bid must be for a minimum of £1,000,000 nominal of Stock and for larger amounts in multiples of £1,000,000. In the case of IL Gilt tenders, bids may only be made by IL GEMMs.

D. Allocation of Stock

108. The DMO reserves the right to reject any bid or any part of any bid. Subject to this, bids will be ranked in descending order of price and Stock will be sold to applicants whose bids are at or above the lowest price at which the DMO decides that any bid should be accepted.

109. In the case of Gilt tenders conducted on a 'multiple price' basis, applicants whose bids are accepted will purchase Stock at the prices at which they bid (plus accrued interest or less rebate interest, if applicable). Bids which are accepted and which are made at prices above the lowest accepted price will be allotted in full. Bids which are accepted and which are made at the lowest accepted price may be allotted in part only. No sale will be made of an amount less than £1,000 nominal of Stock, or of an amount which is not a multiple of one penny.

110. In the case of Gilt tenders conducted on a 'single price' basis all applicants whose bids are accepted will purchase Stock at the striking price (plus accrued interest or less rebate interest, if applicable). The striking price is the lowest price at which the DMO decides that any bid should be accepted. Bids which are accepted and which are tendered at prices above the striking price will be allotted in full. Bids which are accepted and which are tendered at the striking price may be allotted in part only. No sale will be made of an amount less than £1,000 nominal of Stock, or of an amount which is not a multiple of one penny.

E. Stock to be credited to a CREST stock account

111. Stock sold to GEMMs will be credited to their CREST stock accounts. Deliveries will be made on the date specified for settlement in the Gilt tender announcement, by means of a simple delivery from an account in the name of the United Kingdom Debt Management Office (participant ID "00XBJ") on the basis of delivery versus payment. The consideration to be input in respect of the delivery will be the amount payable by the applicant on the sale of the Stock at the price bid in the case of a Gilt tender conducted on a 'multiple price' basis, or at the striking price in the case of a Gilt tender conducted on a 'single price' basis (in each case plus accrued interest or less rebate interest, if applicable).

F. General

112. Each purchaser of Stock from the DMO is responsible for ensuring compliance with all legal and regulatory restrictions and obligations applicable to it in all relevant jurisdictions in relation to its initial purchase and any onward sale or transfer by it of such Stock. No action has been taken or will be taken in any jurisdiction by or on behalf of Her Majesty's Treasury that would permit a public offering of any Stock, or possession or distribution of any offering or

publicity material relating to any Stock, in any country or jurisdiction where action for that purpose is required.

4.3 Conversions and switch auctions

113. The DMO, from time to time, may announce offers to holders of a Stock of the chance to convert or switch to another specified Stock. The terms of each offer, the procedures for bidding at switch auctions and the procedures for accepting conversion offers will each be set out in the relevant Offer Notice(s) applicable to the conversion or switch auction. All market participants must abide by, and are responsible for ensuring compliance with, all legal and regulatory restrictions and obligations applicable to them in all relevant jurisdictions.

4.4 Subscription and sale

114. Her Majesty's Treasury, from time to time, may issue a Gilt by means of a subscription agreement (an "Agreement") between the Lords Commissioners of Her Majesty's Treasury acting through the DMO and a syndicate of managers (the "Managers"). In the case of an issue of a conventional Gilt the Managers shall comprise some or all of the institutions which are formally recognised as eligible GEMMs by the DMO at the date that the Agreement is made, and selected by the DMO at its absolute discretion. In the case of an issue of an Index-linked Gilt the Managers shall comprise some or all of the institutions which are formally recognised as eligible IL GEMMs by the DMO at the date that the Agreement is made, and selected by the DMO at the date that the Agreement is made, and selected by the DMO at the date that the Agreement is made, and selected by the DMO at the date that the Agreement is made, and selected by the DMO at the date that the Agreement is made, and selected by the DMO at the date that the Agreement is made, and selected by the DMO at the date that the Agreement is made, and selected by the DMO at the date that the Agreement is made, and selected by the DMO at the date that the Agreement is made, and selected by the DMO at its absolute discretion.

115. One or more Managers shall be appointed as Lead Manager(s) by the DMO at its absolute discretion. Each Manager shall be required as part of the Agreement to represent and undertake that it has complied and will comply with all selling, statutory and regulatory requirements and obligations.

116. All the Managers shall be required as part of the Agreement to jointly and severally agree to subscribe and pay for the Gilt at the price stated in the Agreement per £100 nominal of the Gilt. Her Majesty's Treasury shall pay to the Managers an amount equal to the commission provided for in the Agreement.

117. The Agreement shall provide that it may be terminated in certain circumstances prior to payment being made to the DMO.

118. Where Her Majesty's Treasury issues a Gilt by means of an Agreement as described in paragraph 114 above, the DMO may at its absolute discretion make such Gilt also available to members of the Approved Group, in which event it may retain an amount of the Gilt to satisfy applications made by members of the Approved Group. This amount of the Gilt will be issued at the "re-offer price". The "re-offer price" will be equal to the uniform price at which the Managers have covenanted in the Agreement that the Gilt should be sold to subscribers. When an issue of a Gilt by means of an Agreement is announced and the DMO has decided to make such Gilt available to members of the Approved Group, the Registrar will dispatch a copy of the relevant offering document together with an application form to members of the Approved Group. Applications for the Gilt by members of the Approved Group must be made on these forms only. Only one application for the Gilt may be made by each investor.

4.5 Alternative Operational Procedures

119. In relation to any market operation, the DMO reserves the right (but is not obliged) to amend, without prior notice, the operational requirements and procedures set out in this

Information Memorandum, including without limitation by the extension of deadlines and the specified methods of communication, to such extent as the DMO, in its sole opinion and determination, considers necessary. The DMO shall not be obliged to publish details of any such amendments.

5. Taxation

5.1 General

120. The general taxation position for Stock and strips, under current legislation and our understanding of HM Revenue & Customs practice, is broadly as follows below:

- (i) Interest payments on Stock are paid without deduction of income tax unless the stockholder has elected to receive interest payments net of income tax. No deduction of income tax will be made on the payment of the nominal amount of a strip. However, as income arising on Stock and strips has a United Kingdom source, it may in certain circumstances be chargeable to United Kingdom income tax.
- (ii) Both Stock and strips are or will be gilt-edged securities for the purposes of Schedule 9 to the *Taxation of Chargeable Gains Act 1992*. Accordingly, a disposal of Stock or of a strip will not give rise to a chargeable gain or allowable loss for the purposes of capital gains tax (see also paragraph 120(iv) below).
- (iii) Stock is not a "deeply discounted security" for income tax purposes. Thus, for a holder of Stock who is neither trading in the Stock nor within the charge to corporation tax in respect of it, United Kingdom income tax arising in relation to holdings of the Stock will generally be limited to income tax on interest received or, in certain circumstances, accrued.
- (iv) Strips are "deeply discounted securities" for income tax purposes. Thus, for a holder within the charge to income tax any profit realised on the transfer or redemption of a strip (including any profit deemed to be realised where the strip is held at the end of 5 April in any year of assessment) will be chargeable to United Kingdom income tax in accordance with the provisions of Chapter 8 of Part 4 of the *Income Tax (Trading and Other Income) Act 2005.* In certain circumstances, a profit or loss arising on the transfer or deemed transfer, or redemption, of a strip will be limited for tax purposes by reference to the original acquisition cost of the strip. Furthermore, where a scheme or arrangement involving a strip is entered into in circumstances where the obtaining of a tax advantage, or an allowable loss for capital gains tax purposes, is one of the main benefits of the scheme or arrangement, the acquisition, sale or redemption price of a strip may be treated as being the market value of the strip, or any loss for capital gains tax purposes may be disallowed.
- (v) For a holder within the charge to corporation tax, a holding of Stock or of a strip will be a "loan relationship" to which the provisions of Part 5 of the *Corporation Tax Act* 2009 will apply. Accordingly, such holders will generally be charged to tax as income on all returns, profits or gains on, and fluctuations in value of, the Stock or strips broadly in accordance with their statutory accounting treatment or, in the case of an Index-linked Stock, in accordance with fair value accounting, except that corporation tax will not be charged on an accounting credit relating to such Index-linked Stock representing an increase in the Index and tax relief will not be available for a debit representing a decrease in the Index (subject to the provisions of any applicable law directed at preventing avoidance of taxation).
- (vi) Transfers of Stock or strips are free of stamp duty and stamp duty reserve tax.

5.2 Residents abroad: freedom from tax

121. The provisions set out in paragraphs 122 to 126 (both inclusive) below apply for the purpose of conferring exemptions in certain cases from United Kingdom taxation on non-resident holders of Stock.

A. Stock

122. The provisions are as follows in (i) to (v) (both inclusive) below in the case of further issues of a Stock first issued prior to 29 April 1996 (including any Stock which is reconstituted from strips) if reference is made in the prospectus or notice to provision for exemption from United Kingdom taxation in favour of non-resident holders of the Stock:

- (i) The Stock and the interest payable thereon will be exempt from all United Kingdom taxation, present or future, so long as it is shown that the Stock is in the beneficial ownership of persons who are neither domiciled nor ordinarily resident in the United Kingdom.
- (ii) Further, the interest payable on the Stock will be exempt from United Kingdom income tax, present or future, so long as it is shown that the Stock is in the beneficial ownership of persons who are not ordinarily resident in the United Kingdom.
- (iii) These exemptions will not apply so as to exclude the interest from any computation for taxation purposes of the profits of any trade or business carried on in the United Kingdom.
- (iv) For a person becoming the beneficial owner on or after 6 April 2013 of such Stock, the references to "ordinarily resident" in (i) and (ii) above will be deemed by law to be references to "resident".
- (v) These exemptions are also subject to paragraphs 127 and 128 below.

123. The provisions are as follows in (i) to (iv) (both inclusive) below in the case of further issues of a Stock first issued after 29 April 1996 but before 17 July 2013 where the prospectus or notice provides for exemption from United Kingdom taxation to apply in favour of non-resident holders of the Stock, except where the prospectus or notice provides for paragraph 122 above to apply. The same exemption as in (i) to (iv) (both inclusive) below applies in the case of Stocks issued before 6 April 1998 where the prospectus or notice did not provide for the exemption to apply. References below to "Stock" are to the Stock and interest payable thereon.

- (i) The Stock will be exempt from all United Kingdom taxation, present or future, so long as it is shown that the Stock is in the beneficial ownership of persons who are not ordinarily resident in the United Kingdom.
- (ii) This exemption will not apply so as to exclude the Stock from any computation for taxation purposes of any income, profits or gains derived from any trade or business carried on in the United Kingdom.
- (iii) For a person becoming the beneficial owner on or after 6 April 2013 of such Stock, the reference to "ordinarily resident" in (i) above will be deemed by law to be a reference to "resident".

(iv) This exemption is also subject to paragraphs 127 and 128 below.

124. The provisions are as follows in (i) to (iii) (both inclusive) below in the case of Stock first issued on or after 17 July 2013:

- (i) The Stock will be exempt from all United Kingdom taxation, present or future, so long as it is shown that the Stock is in the beneficial ownership of persons who are not resident in the United Kingdom.
- (ii) This exemption will not apply so as to exclude the Stock from any computation for taxation purposes of any income, profits or gains derived from any trade or business carried on in the United Kingdom.
- (iii) This exemption is also subject to paragraphs 127 and 128 below.

B. Strips

125. For strips derived from a Stock first issued before 17 July 2013 the following provisions in (i) to (iv) below apply:

- (i) Strips will be exempt from all United Kingdom taxation, present or future, so long as it is shown that they are in the beneficial ownership of persons who are not ordinarily resident in the United Kingdom.
- (ii) This exemption will not apply so as to exclude strips or amounts payable in respect of strips from any computation for taxation purposes of any income, profits or gains derived from any trade or business carried on in the United Kingdom.
- (iii) This exemption is also subject to paragraphs 127 and 128 below.
- (iv) For a person becoming the beneficial owner on or after 6 April 2013 of strips derived from a Stock first issued before 17 July 2013, the reference to "ordinarily resident" in (i) above will be deemed by law to be a reference to "resident".

126. For strips of a Stock first issued on or after 17 July 2013 the following provisions in (i) to (iii) (both inclusive) below apply:

- (i) Strips will be exempt from all United Kingdom taxation, present or future, so long as it is shown that they are in the beneficial ownership of persons who are not resident in the United Kingdom.
- (ii) This exemption will not apply so as to exclude strips or amounts payable in respect of strips from any computation for taxation purposes of any income, profits or gains derived from any trade or business carried on in the United Kingdom.
- (iii) This exemption is also subject to paragraphs 127 and 128 below.

C. General

127. For the purposes of paragraphs 122 to 126 (both inclusive) above, persons are not ordinarily resident (or not resident) in the United Kingdom if they are regarded as not ordinarily resident (or not resident) for the purposes of United Kingdom income tax.

128. The exemptions set out in paragraphs 122 to 126 (both inclusive) above are subject to the following limitations:

- (i) The exemptions are subject to the provisions of any law, present or future, of the United Kingdom directed to preventing avoidance of taxation by persons resident (or ordinarily resident) in the United Kingdom. In particular, no amount in respect of Stock or the interest payable thereon will be exempt from income tax where, under any such provision, it falls to be treated for the purpose of the *Income Tax Acts* (as defined in section 831(1)(b) of the *Income and Corporation Taxes Act 1988*) as income of any person resident in the United Kingdom.
- (ii) The exemptions will not entitle a person to claim any repayment of tax unless the claim is made within the time limit provided for under applicable legislation. In general, such a claim will be within the time limit if it is made within four years after the end of the year of assessment to which it relates.
- (iii) Where relevant, applications for exemption from United Kingdom income tax should be made in such form as may be required by HM Revenue & Customs. The appropriate forms may be obtained by contacting HM Revenue & Customs on 0300 200 3300 or (if calling from outside the United Kingdom) + 44 135 535 9022.

6. Government Statement

129. As explained in the statement issued by Her Majesty's Treasury on 29 May 1985, in the interest of the orderly conduct of fiscal policy, neither Her Majesty's Government nor its servants or agents undertake to disclose tax changes decided on but not yet announced, even where they may specifically affect the terms on which, or the conditions under which, Stock is issued or sold by or on behalf of the Government. No responsibility can therefore be accepted for any omission to make such disclosure and any such omission shall neither render any transaction liable to be set aside nor give rise to any claim for compensation. A copy of the statement may be viewed on the DMO's website at:

https://www.dmo.gov.uk/media/15042/1985hmttaxstatement.pdf

7. Jurisdiction

130. Subject as set out below, the English courts shall have exclusive jurisdiction to settle any dispute which may arise in connection with Stock or any application for Stock (including a dispute relating to the existence or validity of any application for Stock or any non-contractual obligation arising out of or in connection with any application for or any issue or other subscription of Stock). However, in relation to any application for Stock (or any non-contractual obligation arising out of or in connection with any application for or any issue or other subscription of Stock), the DMO reserves the right, to the extent allowed by law, to bring proceedings in any other court or concurrent proceedings in any number of jurisdictions. This paragraph is for the benefit of the DMO.

8. Governing Law

131. This Memorandum, any application for or issue or other subscription of Stock and any notices making amendments to this Memorandum together with any prospectus or other offering document issued in relation to Stock, and any non-contractual obligations or other matter arising therefrom or in connection therewith, are governed by and shall be construed in accordance with the laws of England.

9. Revision

132. The right is reserved to amend or supplement this Memorandum by further notices given from time to time. Any notice given under this paragraph will be published by the DMO in such manner as the DMO considers appropriate.

Index-linked Stocks - showing Base RPI

1⁷% Index-linked Treasury Gilt 2022 01/8% Index-linked Treasury Gilt 2024 21/2% Index-linked Treasury Stock 2024 01/8% Index-linked Treasury Gilt 2026 1¼% Index-linked Treasury Gilt 2027 01/8% Index-linked Treasury Gilt 2028 01/8% Index-linked Treasury Gilt 2029 41/8% Index-linked Treasury Stock 2030 1¼% Index-linked Treasury Gilt 2032 034% Index-linked Treasury Gilt 2034 2% Index-linked Treasury Stock 2035 01/8% Index-linked Treasury Gilt 2036 1¹% Index-linked Treasury Gilt 2037 05%% Index-linked Treasury Gilt 2040 01/8% Index-linked Treasury Gilt 2041 05%% Index-linked Treasury Gilt 2042 01/8% Index-linked Treasury Gilt 2044 01/8% Index-linked Treasury Gilt 2046 0¾% Index-linked Treasury Gilt 2047 01/8% Index-linked Treasury Gilt 2048 01/2% Index-linked Treasury Gilt 2050 0¼% Index-linked Treasury Gilt 2052 11/4% Index-linked Treasury Gilt 2055 01/8% Index-linked Treasury Gilt 2056 01/8% Index-linked Treasury Gilt 2058 03% Index-linked Treasury Gilt 2062 01/8% Index-linked Treasury Gilt 2065 01/8% Index-linked Treasury Gilt 2068

Maturity Date	Date of First Issue	Base RPI
22 November 2022	11 July 2007	205.65806
22 March 2024	12 October 2012	242.41935
17 July 2024	30 December 1986	385.30000*
22 March 2026	16 July 2015	258.24194
22 November 2027	26 April 2006	194.06667
10 August 2028	21 June 2018	279.23333
22 March 2029	23 November 2011	237.42000
22 July 2030	12 June 1992	135.10000
22 November 2032	29 October 2008	217.13226
22 March 2034	25 May 2011	232.22903
26 January 2035	11 July 2002	173.60000
22 November 2036	11 March 2016	260.01935
22 November 2037	21 February 2007	202.24286
22 March 2040	28 January 2010	216.52258
10 August 2041	12 July 2018	280.05484
22 November 2042	24 July 2009	212.46452
22 March 2044	25 July 2012	242.42258
22 March 2046	24 June 2015	257.79000
22 November 2047	21 November 2007	207.76667
10 August 2048	8 November 2017	274.79333
22 March 2050	25 September 2009	213.40000
22 March 2052	26 September 2012	242.05000
22 November 2055	23 September 2005	192.20000
22 November 2056	30 November 2016	264.88333
22 March 2058	30 July 2014	255.88710
22 March 2062	26 October 2011	235.82903
22 November 2065	24 February 2016	260.43448
22 March 2068	25 September 2013	249.70000

(Correct at date of publication)

* Base RPI: January 1974 = 100 (all others use January 1987 = 100).

An up-to-date list of Index-linked Stocks and their respective Base RPIs can be found on the DMO website at *www.dmo.gov.uk*.

Annex A

Conventional Stocks

Short

11/2% Treasury Gilt 2021 8% Treasury Stock 2021 3¾% Treasury Gilt 2021 4% Treasury Gilt 2022 01/2% Treasury Gilt 2022 1³/₄% Treasury Gilt 2022 01/8% Treasury Gilt 2023 0¾% Treasury Gilt 2023 21/4% Treasury Gilt 2023 01/8% Treasury Gilt 2024 1% Treasury Gilt 2024 2¾% Treasury Gilt 2024 5% Treasury Stock 2025 05%% Treasury Gilt 2025 2% Treasury Gilt 2025 01/8% Treasury Gilt 2026 1½% Treasury Gilt 2026 11/4% Treasury Gilt 2027 41/4% Treasury Gilt 2027 Medium 01/8% Treasury Gilt 2028 15%% Treasury Gilt 2028 6% Treasury Stock 2028 0³% Treasury Gilt 2029 03/2% Treasury Gilt 2030 4¾% Treasury Gilt 2030 01/4% Treasury Gilt 2031 4¼% Treasury Stock 2032 41/2% Treasury Gilt 2034 05%% Treasury Gilt 2035 Long

4¼% Treasury Stock 2036 1¾% Treasury Gilt 2037 4¾% Treasury Stock 2038 41/4% Treasury Gilt 2039 41/4% Treasury Gilt 2040 11/4% Treasury Gilt 2041 41/2% Treasury Gilt 2042 3¼% Treasury Gilt 2044 31/2% Treasury Gilt 2045 41/4% Treasury Gilt 2046 11/2% Treasury Gilt 2047 1¾% Treasury Gilt 2049 4¼% Treasury Gilt 2049 05%% Treasury Gilt 2050 3¾% Treasury Gilt 2052 15% Treasury Gilt 2054 4¼% Treasury Gilt 2055 1¾% Treasury Gilt 2057 4% Treasury Gilt 2060

Maturity Date

Date of First Issue

01/2% Treasury Gilt 2061 21/2% Treasury Gilt 2065 31/2% Treasury Gilt 2068 15/2% Treasury Gilt 2071

(Correct at date of publication)

22 October 2061 22 July 2065 22 July 2068 22 October 2071 20 May 2020 21 October 2015 26 June 2013 16 May 2018