

27 May 2022

**SUPPLEMENT 3/2021 TO THE GSSP BASE PROSPECTUS 16**



**BARCLAYS BANK PLC**  
*(Incorporated with limited liability in England and Wales)*

**Pursuant to the Global Structured Securities Programme**

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**Introduction**

This supplement (the "**Supplement**") is supplemental to, and must be read in conjunction with, the Base Prospectus (as defined below), comprising the Securities Note relating to the GSSP Base Prospectus dated 29 June 2021 (as supplemented by Supplement 1/2021 dated 18 November 2021 and Supplement 2/2021 dated 14 April 2022, the "**Base Prospectus 16 Securities Note**") as prepared by Barclays Bank PLC in its capacity as issuer (the "**Issuer**") for the purposes of Article 8 of Regulation (EU) 2017/1129 as it forms part of the UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**") and regulations thereunder (the "**UK Prospectus Regulation**"), and the Issuer's Registration Document 8/2021 dated 5 March 2021 (as supplemented on 30 July 2021 and 4 November 2021 and as may be further supplemented from time to time, the "**Registration Document 8/2021**" or the "**Registration Document**"), which documents together constitute a base prospectus drawn up as separate documents (the "**Base Prospectus**") for the purposes of Article 8 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA and UK Prospectus Regulation in respect of its Global Structured Securities Programme (the "**Programme**").

The Issuer's Registration Document 9/2022 dated 7 March 2022 (as supplemented on 30 March 2022 and on 24 May 2022 and as may be further supplemented from time to time, the "**Registration Document 9/2022**") has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**") and, together with any supplements thereto, may be inspected during normal business hours at the registered office of the Issuer or at <https://home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-prospectuses/#registrationdocument> and <https://home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-prospectuses/#registrationdocumentsupplement>.

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

Terms defined in the Base Prospectus 16 Securities Note shall, unless the context otherwise requires, have the same meanings when used in this Supplement. References to the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Supplement.

To the best of the knowledge of the Issuer, the information contained in the Base Prospectus, as supplemented by this Supplement is in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly. Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus is capable of affecting the assessment of securities issued pursuant to the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus (as supplemented at the date hereof) by the Issuer.



## Purposes

The purposes of this Supplement are to update certain information in respect of the Issuer as included in the Base Prospectus, also in light of the publication of the 2021 Form 20-F/A (as defined below) and, in particular to:

1. amend the front cover pages, "*Risk Factors*" and "*Information Incorporated by Reference*" sections included in the Base Prospectus 16 Securities Note;
2. amend the forward-looking statements, legal proceeding information, information on the directors and certain information on the Issuer, the Barclays Bank Group and the Group, as included in the Registration Document, and which forms part of the Base Prospectus;
3. amend the section entitled "*Information Incorporated by Reference*", in order to reflect the amendment of the Annual Report of the Issuer on the 2021 Form 20-F/A (as defined below) in respect of the year ended 31 December 2021, as filed with the US Securities and Exchange Commission on 23 May 2022. The purpose of the amendment was to record, as at 31 December 2021, a £220m provision and a contingent liability in respect of the over-issuance of securities under the Issuer's 2019 F-3 and disclose the existence of one material weakness in internal control and management's conclusions that Barclays PLC's and the Issuer's internal control over financial reporting and disclosure controls and procedures were not effective as at 31 December 2021. The material weakness that has been identified relates to a weakness in controls over the identification of external regulatory limits related to securities issuance and monitoring against these limits. As a result of this weakness, the Issuer issued securities in excess of the amount registered under the 2019 F-3.

## Amendments and supplements

### A) "*Front cover pages*"

The front cover pages on pages 1 to 3 of the Base Prospectus 16 Securities Note is supplemented by deleting the sub-section entitled "*What is the Registration Document*" in its entirety and replaced with the following:

"What is the Registration Document?"

The Issuer's registration document 8/2021 dated 5 March 2021 (as supplemented on 30 July 2021 and 4 November 2021 and as may be supplemented and/or replaced from time to time, the "**Registration Document**") has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**") pursuant to the UK Prospectus Regulation. In addition, the Issuer's Registration Document 9/2022 dated 7 March 2022 (as supplemented on 30 March 2022 and on 24 May 2022 and as may be further supplemented from time to time, the "**Registration Document 9/2022**") has been approved by the FCA.

The Registration Document and the updated Registration Document 9/2022 provide a description of the Issuer's business activities as well as certain financial information and material risks faced by the Issuer. The Registration Document and the updated Registration Document 9/2022 and any supplements thereto are available for viewing at: <https://home.barclays/investor-relations/structured-securities-prospectuses/#registrationdocument> and <https://home.barclays/investor-relations/structured-securities-prospectuses/#registrationdocumentsupplement>".

### B) "*Risk Factors*"

The section entitled "*Risk Factors*" on (i) pages 11 to 39 of the Base Prospectus 16 Securities Note (for avoidance of doubts, as amended by Supplement 2/2021) is supplemented by :

- (i) deleting the last paragraph of the risk factor entitled "*Impact of benchmark interest rate reforms on the Barclays Bank Group*" from the section entitled "*RISK FACTORS RELATING TO THE ISSUER*"

AND THE ISSUER GROUP" (for avoidance of doubts, as amended by Supplement 2/2021) in its entirety and replacing it with the following:

"For further details on the impacts of benchmark interest rate reforms on the Barclays Bank Group, see Note 40 (*Interest rate benchmark reform*) to the consolidated financial statements of the Issuer on pages 195 to 199 of the 2021 Form 20-F/A."

- (ii) inserting a new risk factor entitled "*Internal control over financial reporting*" immediately after the risk factor entitled "*Change delivery and execution risks*" from the section entitled "*RISK FACTORS RELATING TO THE ISSUER AND THE ISSUER GROUP*" (for avoidance of doubts, as amended by Supplement 2/2021) as follows:

**"8. Internal control over financial reporting and disclosure controls and procedures**

The Issuer is subject to requirements under the Sarbanes-Oxley Act of 2002, as amended (the "**Sarbanes-Oxley Act**") to perform system and process evaluation and testing of its internal control over financial reporting to allow management to assess the effectiveness of its internal controls. In connection with the offer and sale of securities by the Issuer in excess of the amounts registered under the Issuer's 2019 F-3 (as defined below) (see "*Legal risk and legal, competition and regulatory matters – a) Over-issuance of US securities under the Barclays Bank PLC US Shelf*" below), management has concluded that the Issuer had a material weakness in relation to certain aspects of its internal control environment and, as a consequence, its internal control over financial reporting as at 31 December 2021 was not effective under the applicable Committee of Sponsoring Organizations (COSO) Framework and its disclosure controls and procedures were not effective as at such date. The material weakness that has been identified relates to a weakness in controls over the identification of external regulatory limits related to securities issuance and monitoring against these limits. As a result of this weakness, the Issuer issued securities in excess of the amount under the 2019 F-3.

Remediation efforts have begun and the Issuer is taking steps to strengthen internal controls relating to securities issuance to address the material weakness. However, internal control systems (no matter how well designed) have inherent limitations and may not prevent or detect further misstatements or errors (whether of a similar or different character to the foregoing). If the Issuer fails to maintain an effective internal control environment or its disclosure controls and procedures are not effective, the Issuer could suffer material misstatements in its financial statements and fail to meet its reporting obligations, which could cause investors to lose confidence in the Issuer's reported financial information. This could in turn limit the Issuer's access to capital markets, negatively impact its results of operations, and lead to a negative impact on the trading price of its securities. Additionally, ineffective internal control over financial reporting could expose the Issuer to increased risk of fraud or misuse of corporate assets and subject it to potential regulatory investigations and civil or criminal sanctions. Any of the foregoing could have a material adverse effect on the Issuer's and the Barclays Bank Group's business, financial condition, results of operations and reputation as a frequent issuer in the securities markets."

- (iii) deleting the last paragraph of the sub-section "*Impairment*" of the risk factor entitled "*Credit Risk*" from the section entitled "*RISK FACTORS RELATING TO THE ISSUER AND THE ISSUER GROUP*" (for avoidance of doubts, as amended by Supplement 2/2021) in its entirety and replacing it with the following:

"For more information, refer to Note 7 (*Credit impairment charges*) to the consolidated financial statements of the Issuer on pages 126 to 129 of the 2021 Form 20-F/A."

- (iv) deleting the fourth and fifth paragraphs of the risk factor entitled "*Legal risk and legal, competition and regulatory matters*" from the section entitled "*RISK FACTORS RELATING TO THE ISSUER AND THE ISSUER GROUP*" (for avoidance of doubts, as amended by Supplement 2/2021) in its entirety and replacing it with the following:

"Details of legal, competition and regulatory matters to which the Barclays Bank Group is currently exposed are set out in Note 25 (*Legal, competition and regulatory matters*) to the consolidated financial statements of the Issuer on pages 164 to 168 of the 2021 Form 20-F/A. In addition to matters specifically described in Note 25 (*Legal, competition and regulatory matters*) to the consolidated financial statements of the Issuer on pages 164 to 168 of the 2021 Form 20-F/A , the Barclays Bank Group is engaged in various other legal proceedings which arise in the ordinary course of business. The Barclays Bank Group is also subject to requests for information, investigations and other reviews by regulators, governmental and other public bodies in connection with business activities in which the Barclays Bank Group is, or has been, engaged and may (from time to time) be subject to legal proceedings and other investigations relating to financial and non-financial disclosures made by members of the Barclays Bank Group (including, but not limited to, in relation to ESG disclosures). Additionally, due to the increasing number of new climate and sustainability-related laws and regulations (or laws and regulatory processes seeking to protect the energy sector from any risks of divestment or challenges in accessing finance), growing demand from investors and customers for environmentally sustainable products and services, and regulatory scrutiny, financial institutions, including the Barclays Bank Group, may through their business activities face increasing litigation, conduct, enforcement and contract liability risks related to climate change, environmental degradation and other social, governance and sustainability-related issues. Furthermore, there is a risk that shareholders, campaign groups, customers and other interest groups could seek to take legal action against the Barclays Bank Group for financing or contributing to climate change and environmental degradation.

The outcome of legal, competition and regulatory matters, both those to which the Barclays Bank Group is currently exposed and any others which may arise in the future, is difficult to predict. In connection with such matters, the Barclays Bank Group may incur significant expense, regardless of the ultimate outcome, and any such matters could expose the Barclays Bank Group to any of the following outcomes: substantial monetary damages, settlements and/or fines; remediation of affected customers and clients; other penalties and injunctive relief; additional litigation; criminal prosecution; the loss of any existing agreed protection from prosecution; regulatory restrictions on the Barclays Bank Group's business operations including the withdrawal of authorisations; increased regulatory compliance requirements or changes to laws or regulations; suspension of operations; public reprimands; loss of significant assets or business; a negative effect on the Barclays Bank Group's reputation; loss of confidence by investors, counterparties, clients and/or customers; risk of credit rating agency downgrades; potential negative impact on the availability and/or cost of funding and liquidity; and/or dismissal or resignation of key individuals. In light of the uncertainties involved in legal, competition and regulatory matters, there can be no assurance that the outcome of a particular matter or matters (including formerly active matters or those arising after the date of the 2021 Form 20-F/A) will not have a material adverse effect on the Barclays Bank Group's business, results of operations, financial condition and prospects."

- (v) inserting a new sub section in the risk factor entitled "*Legal risk and legal, competition and regulatory matters*" entitled "*Over Issuance of US securities under the Barclays Bank PLC US Shelf*" from the section entitled "*RISK FACTORS RELATING TO THE ISSUER AND THE ISSUER GROUP*" (for avoidance of doubts, as amended by Supplement 2/2021) as follows:

**"(a) Over-issuance of US securities under the Barclays Bank PLC US Shelf**

The Issuer may be subject to claims for rescission or damages and regulatory enforcement actions in connection with certain sales of securities issued by it in excess of the amount set forth in a prior registration statement.

In August 2019, the SEC declared effective the Issuer's Registration Statement on Form F-3 (the "**2019 F-3**") covering the offer and sale of up to U.S.\$20.8 billion maximum aggregate offering price of securities registered thereunder. It has been estimated that the maximum aggregate offering price set forth in the 2019 F-3 was exceeded in February 2021, with issuances through to 10 March 2022 exceeding the limit by approximately U.S.\$15 billion. The securities that were issued in this

period comprise structured notes and exchange traded notes ("ETNs"). As such, certain offers and sales were not made in compliance with the Securities Act of 1933, as amended (the "**Securities Act**"), giving rise to rights of rescission for certain purchasers of the securities. As a result, the Issuer has elected to make a rescission offer (the "**Rescission Offer**") to eligible purchasers of the relevant affected securities, which it intends to launch as soon as reasonably practicable. The Barclays Bank Group is also engaged with, and responding to inquiries and requests for information from, various regulators, including the SEC.

The Barclays Bank Group is conducting a review, assisted by external counsel, of the facts and circumstances relating to the sale of the relevant affected securities in excess of amounts registered under the Issuer's 2019 F-3 and, among other things, the control environment related to such sales. The Barclays Bank Group is also conducting an internal review involving a five-year look-back at limits in other issuance programmes. Management has assessed as remote the risk of material financial impact associated with issuance limits other than where pre-registration of securities is required; therefore the focus of the review has been on programmes with external regulatory limits related to securities issuance. This review has not identified any other breach of an external regulatory limit in any issuance programme used by a member of the Barclays Bank Group. Management has identified an instance where a limit imposed solely for internal governance reasons was exceeded when taking into account a large security held on the Barclays Bank Group's own balance sheet issued under a non-SEC registered debt issuance programme which did not have an external limit, although the breach of the internal limit did not give rise to any rights on the part of investors and did not constitute a material weakness. Nevertheless, there can be no assurance that the ongoing internal or external counsel reviews will not identify additional facts and information that could be material to an evaluation of this aspect of the Barclays Bank Group's control environment.

Under Section 12(a)(1) of the Securities Act, certain purchasers of unregistered securities have a right to recover, upon the tender of such security, the consideration paid for such security with interest, less the amount of any income received, or damages if the purchaser no longer owns the security (the "**Rescission Price**"). Pursuant to the Rescission Offer, the Issuer will offer to repurchase the relevant affected securities at the Rescission Price.

Although the Rescission Offer is expected to reduce liability with respect to potential private civil claims, it will not necessarily prevent such claims from being asserted against the Issuer and/or its affiliates, including claims under applicable US federal securities laws. Further, the Rescission Offer will not bar the SEC or other authorities from pursuing enforcement actions against the Issuer and its affiliates, which could result in fines, penalties and/or other sanctions.

As at 31 March 2022, the Issuer had a provision of £540m relating to this matter, £320m of which was recognised as at 31 March 2022 and £220m of which was recognised as at 31 December 2021 in relation to the c.U.S.\$13 billion over-issuance of structured notes, which represents the best estimate of the rescission right investors have for these securities. A contingent liability exists in relation to the c.U.S.\$2 billion over-issuance of ETNs due to evidentiary challenges and the high level of trading in the securities. A contingent liability also exists in relation to any potential civil claims or enforcement actions taken against the Issuer but the Issuer is unable to assess the likelihood of liabilities that may arise out of such claims or actions, there is currently no indication of the timetable for resolution and it is not practicable to provide an estimate of the financial effects.

The final cost of the Rescission Offer will be impacted by a number of factors, including prevailing market conditions. Prior to the completion of the Rescission Offer, the amount of the provision will fluctuate, perhaps materially, due, in part, to the volatility of the market prices for the structured notes subject to the Rescission Offer. While the Issuer and/or its affiliates have entered into hedging arrangements designed to minimise the volatility, such arrangements cannot by their very nature completely hedge the exposures, which may mean the final impact of the Rescission Offer may materially differ from the £540m provision reflected as at 31 March 2022. In addition, the hedging arrangements may be modified, may not prove effective (in existing or modified form), may expire

prior to the end of the Rescission Offer and do not cover any other losses arising out of potential private civil claims or enforcement actions. Any of the foregoing could result in material additional losses for the Barclays Bank Group.

Any liabilities, claims or actions in connection with the over-issuance of securities under the 2019 F-3 could have a material adverse effect on the Issuer's and the Barclays Bank Group's business, financial condition, results of operations and reputation as a frequent issuer in the securities markets.

Management has concluded that, by virtue of the fact that there was a weakness in controls over the identification of external regulatory limits related to securities issuance and monitoring against these limits, the Issuer had a material weakness in relation to certain aspects of its internal control environment and, as a consequence, its internal control over financial reporting and disclosure controls and procedures as at 31 December 2021 were not effective. Further details on such material weakness are set out under 'Material existing and emerging risks potentially impacting more than one principal risk – 8. Internal control over financial reporting and disclosure controls and procedures' above. Further details on disclosure controls and procedures are set out in the additional unaudited information section of the 2021 Form 20-F/A under "*Disclosure controls and procedures*".

**C) "Information Incorporated By Reference"**

The section entitled "*Information Incorporated by Reference*" on pages 40 to 41 of the Base Prospectus 16 Securities Note is supplemented by:

- (i) replacing the documents incorporated by reference appearing under letter (f) and letter (g) in the list of source documents in paragraph 1 (*Source Documents*) on page 40 of Base Prospectus 16 Securities Note (for avoidance of doubts, as included by Supplement 2/2021) by the followings and re-numbering all subsequent documents:

- "(f) the Annual Report of the Issuer as amended and filed with the US Securities and Exchange Commission (the "SEC") on Form 20-F/A, as amended from time to time, in respect of the financial year ended 31 December 2021 (the "**2021 Form 20-F/A**"), except for the section entitled "*Exhibit Index*" on page 254 of the 2021 Form 20-F/A, which is not incorporated in and does not form part of this Base Prospectus (available at: <https://www.sec.gov/Archives/edgar/data/312070/000031207022000014/bcs-20211231.htm>) and;

- (g) the sections set out below from the Annual Report of the Issuer, as filed with the SEC on Form 20-F on 18 February 2021 containing the audited consolidated financial statements of the Issuer and the independent auditor's report thereon, in respect of the financial year ended 31 December 2020 (the "**2020 Form 20-F**") (available at: <https://home.barclays/content/dam/home-barclays/documents/investor-relations/reports-and-events/annual-reports/2020/Barclays-Bank-PLC-Form-20-F-2020.pdf>);"

- (ii) deleting in the cross-reference list on pages 40 to 41 of the Base Prospectus 16 Securities Note (for avoidance of doubts, as included by Supplement 2/2021) the following:

**"From 2021 Form 20-F**

Whole document (except for the section entitled "*Exhibit Index*" on page 252 of the 2021 Form 20-F)

**From the Over-issuance Announcement**

Whole document".

- (iii) adding in the cross-reference list on pages 40 to 41 of the Base Prospectus 16 Securities Note (for avoidance of doubts, as amended by Supplement 2/2021) the following:

***"From the 2021 Form 20-F/A***

Whole document (except for the section entitled " *Exhibit Index* " on 254 of the 2021 Form 20-F/A)

***From the 2020 Form 20-F***

Report of Independent Registered Public Accounting Firm	Pages 101-104
Consolidated Financial Statements	Pages 105-111
Notes to the Financial Statements	Pages 112-196"

**D) *"Forward-Looking Statements"***

The Issuer hereby amends and restates the forward-looking statements in the Base Prospectus, as included on page 23 of the Registration Document, by updating them with the information included in the Registration Document 9/2022 and inserting the following words after "*changes in credit ratings of any entity within the Barclays Bank Group or any securities issued by such entities*" appearing in the third paragraph :

"the direct and indirect consequences of the Russia-Ukraine War on European and global macroeconomic conditions, political stability and financial markets".

**E) *"The Issuer, the Barclays Bank Group and the Group"***

The Issuer hereby amends and restates the information on the Issuer, Barclays Bank Group and the Group in the Base Prospectus, as included in the fourth paragraph on page 23 of the Registration Document, by updating it with the information included in the Registration Document 9/2022 as follows:

"Based on the Barclays Bank Group's audited financial information for the year ended 31 December 2021, the Barclays Bank Group had total assets of £1,061,778m (2020: £1,059,731m), loans and advances at amortised cost of £145,259m (2020: £134,267m), total deposits at amortised cost of £262,828m (2020: £244,696m), and total equity of £56,317m (2020: £53,710m). The profit before tax of the Barclays Bank Group for the year ended 31 December 2021 was £5,418m (2020: £3,075m) after credit impairment releases of £277m (2020: credit impairment charges of £3,377m). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2021."

**F) *"Directors"***

The Issuer hereby amends and restates the information on directors in the Base Prospectus, as included on pages 25 and 26 of the Registration Document, by updating it with the information included in the Registration Document 9/2022 as follows:

**"Directors**

The Directors of the Issuer, each of whose business address is 1 Churchill Place, London E14 5HP, United Kingdom, their functions in relation to the Issuer and their principal outside activities (if any) of significance to the Issuer are as follows:

Name	Function(s) within the Issuer	Principal outside activities
Nigel Higgins	Chairman and Non-Executive Director	Group Chairman and Non-Executive Director, Barclays PLC; Chairman, Sadler's Wells; Non-Executive Director, Tetra Laval Group

<i>Name</i>	<i>Function(s) within the Issuer</i>	<i>Principal outside activities</i>
C.S. Venkatakrisnan	Chief Executive and Executive Director	Group Chief Executive and Executive Director, Barclays PLC; Board Member, Institute of International Finance; Advisory Member of the Board, Massachusetts Institute of Technology Golub Centre for Finance and Policy
Anna Cross*	Executive Director	Group Finance Director and Executive Director, Barclays PLC
Michael Ashley	Non-Executive Director	Non-Executive Director, Barclays PLC; Non-Executive Director, Barclays Capital Securities Limited; Member, Cabinet Office Board; Member, ICAEW Ethics Standards Committee; Treasurer, The Scout Association; Member, UK Endorsement Board
Robert Berry	Non-Executive Director	Non-Executive Director, Barclays PLC; Board President, Alina Lodge
Mohamed A. El-Erian	Non-Executive Director	Non-Executive Director, Barclays PLC; Lead Independent Director, Under Armour Inc.; Chief Economic Advisor, Allianz SE; Chairman, Gramercy Funds Management; Senior Advisor, Investcorp Bank BSC; President, Queens' College, Cambridge University
Dawn Fitzpatrick	Non-Executive Director	Non-Executive Director, Barclays PLC; Non-Executive Director, Barclays Capital Securities Limited; Chief Executive Officer and Chief Investment Officer, Soros Fund Management LLC; Member, The New York Federal Reserve's Investor Advisory Committee on Financial Markets; Member, Advisory Board and Investment Committee of the Open Society Foundations' Economic Justice Programme; Member of Advisory Council, The Bretton Woods Committee
Mary Francis	Non-Executive Director	Non-Executive Director, Barclays PLC; Senior Independent Director, PensionBee Group PLC; Member, UK Takeover Appeal Board
Diane Schueneman	Non-Executive Director	Non-Executive Director, Barclays PLC; Non-Executive Director, Barclays US LLC; Chair, Barclays Execution Services Limited

\*Subject to regulatory approval

No potential conflicts of interest exist between any duties to the Issuer, of the Directors listed above, and their private interests and/or other duties."

**G) "Legal Proceeding"**

The Issuer hereby amends and restates the information on legal proceedings in the Base Prospectus, as included on page 27 of the Registration Document, by updating it with the information included in the Registration Document 9/2022 as follows:

**"Legal Proceedings**

Save as disclosed under Note 25 (*Legal, competition and regulatory matters*) to the consolidated financial statements of the Issuer as set out on pages 164 to 168 of the 2021 Form 20-F/A, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) during the 12 months preceding the date of this Base Prospectus which may have, or have had in the recent past, significant effects on the financial position or profitability of the Issuer and/or the Barclays Bank Group."



**Inconsistencies**

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

**Withdrawal rights**

In accordance with Article 23 of the UK Prospectus Regulation and Rule 3.4.1 of the UK Prospectus Regulation Rules, investors who have already agreed to purchase or subscribe for securities pursuant to the Base Prospectus before this Supplement is published have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant distributor of such securities in connection therewith should they wish to exercise such right of withdrawal. The final date of such right of withdrawal is 31 May 2022.