

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the European Economic Area. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, the "**EU MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of the EU MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO SWISS RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and may not be offered, sold or otherwise made available to any retail investor in Switzerland. For these purposes a "retail investor means a person who is not a professional or institutional client, as defined in article 4 para. 3, 4 and 5 and article 5 para. 1 and 2 of the Swiss Federal Act on Financial Services of 15 June 2018, as amended ("**FinSA**"). Consequently, no key information document required by FinSA for offering or selling the Securities or otherwise making them available to retail investors in Switzerland has been prepared and therefore, offering or selling the Securities or making them available to retail investors in Switzerland may be unlawful under FinSA.

The Securities may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the FinSA and no application has or will be made to admit the Securities to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither the Base Prospectus, the Final Terms nor any other offering or marketing material relating to the Securities constitute a prospectus pursuant to the FinSA, and neither the Base Prospectus, the Final Terms nor any other offering or marketing material relating to the Securities may be publicly distributed or otherwise made publicly available in Switzerland.

The Securities and, as applicable, the Entitlements, have not been and will not be, at any time, registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any state or other jurisdiction of the United States. The Securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**") ("**U.S. persons**"), except in certain transactions exempt from the registration requirements of the Securities Act and applicable state securities laws. The Securities are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S. Trading in the Securities and, as applicable, the Entitlements, has not been approved by the U.S. Commodity Futures Trading Commission under the U.S. Commodity Exchange Act of 1936, as amended (the "**Commodity Exchange Act**"), and the rules and regulations promulgated thereunder.

Amended and Restated Final Terms



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

Legal Entity Identifier (LEI): G5GSEF7VJP5I7OUK5573

**GBP 2,000,000 Securities due May 2030 pursuant to the Global Structured Securities Programme (the "Tranche 1 Securities")
Issue Price: 100 per cent.**

This document constitutes the amended and restated final terms of the Securities (the "**Final Terms**" or the "**Amended and Restated Final Terms**") described herein for the purposes of Article 8 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended) and regulations made thereunder (as amended, the "**UK Prospectus Regulation**")

and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Final Terms is supplemental to and should be read in conjunction with the GSSP UK Base Prospectus which constitutes a base prospectus drawn up as separate documents (including the Registration Document dated 6 March 2023 and the Securities Note relating to the GSSP UK Base Prospectus dated 17 April 2023, as supplemented on 20 November 2023) for the purposes of Article 8(6) of the UK Prospectus Regulation (the "**Base Prospectus**"). Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to these Final Terms.

The Base Prospectus, any supplements to the Base Prospectus and the Base Prospectus are available for viewing at <https://home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-prospectuses> and during normal business hours at the registered office of the Issuer and the specified office of the Issue and Paying Agent for the time being in London, and copies may be obtained from such office.

The Registration Document and the supplements thereto are available for viewing 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>.

Words and expressions defined in the Base Prospectus and not defined in the Final Terms shall bear the same meanings when used herein.

BARCLAYS

Amended and Restated Final Terms dated 22 May 2024

replacing the Final Terms dated 3 April 2024

PART A – CONTRACTUAL TERMS

1.	(a)	Series number:	NX00394571
	(b)	Tranche number:	1
2.		Currencies:	
	(a)	Issue Currency:	Pounds sterling (“ GBP ”)
	(b)	Settlement Currency:	GBP
3.		Exchange Rate:	Not Applicable
4.		Securities:	Notes
5.		Notes:	Applicable
	(a)	Aggregate Nominal Amount as at the Issue Date:	
		(i) Tranche:	GBP 2,000,000
		(ii) Series:	GBP 2,000,000
	(b)	Specified Denomination:	GBP 1
	(c)	Minimum Tradable Amount:	GBP 1 (and GBP 1 thereafter)
6.		Certificates:	Not Applicable
7.		Calculation Amount:	GBP 1 per Security
8.		Issue Price:	100% of the Specified Denomination
			The Issue Price includes a commission element payable by the Issuer to the Authorised Offeror which will be no more than 1.05% of the Issue Price and relates solely to the initial design, arrangement, manufacture and custody of the Securities by the Authorised Offeror.
			Investors in the Securities intending to invest through an intermediary (including by way of introducing broker) should request details of any such commission or fee payment from such intermediary before making any purchase hereof.
9.		Issue Date:	24 May 2024
10.		Scheduled Settlement Date:	24 May 2030 (the “ Scheduled Settlement Date ”), subject to adjustment in accordance with the Business Day Convention
11.		Type of Security:	Not Applicable
12.		Relevant Annex(es) which apply to the Securities:	Not Applicable
13.		Underlying Performance Type:	Not Applicable

Provisions relating to interest (if any) payable

14.	Interest Type:	Not Applicable
15. (a)	Fixed Interest Type:	Not Applicable
(b)	Fixed Interest Rate:	Not Applicable
(c)	Floating Rate Determination – CMS Rate:	Not Applicable
(d)	Floating Rate Determination - Reference Rate:	Not Applicable
(e)	Fixed Interest Determination Date(s):	Not Applicable
(f)	Interest Determination Date(s):	Not Applicable
(g)	Interest Valuation Date(s):	Not Applicable
(h)	Fixing Business Day:	Not Applicable
(i)	Interest Payment Date(s):	Not Applicable
(j)	T:	Not Applicable
(k)	Observation Date(s):	Not Applicable
(l)	Interest Barrier Percentage:	Not Applicable
(m)	Lower Barrier:	Not Applicable
(n)	Lower Barrier Percentage:	Not Applicable
(o)	Upper Barrier:	Not Applicable
(p)	Knock-out Barrier Percentage:	Not Applicable
(q)	Day Count Fraction:	Not Applicable
(r)	Interest Period End Dates:	Not Applicable
(s)	Interest Commencement Date:	Not Applicable
(t)	Zero Coupon:	Not Applicable
(u)	Range Accrual Factor:	Not Applicable
(v)	Rolled Up Interest:	Not Applicable
(w)	Switch Option:	Not Applicable
(x)	Conversion Option:	Not Applicable
(y)	Global Floor:	Not Applicable

Provisions relating to Automatic Settlement (Autocall)

16.	Automatic Settlement (Autocall):	Not Applicable
17. (a)	Autocall Barrier Percentage:	Not Applicable
(b)	Autocall Valuation Date(s):	Not Applicable

- (c) Autocall Settlement Date(s): Not Applicable
18. Optional Early Settlement Event: Applicable
 General Condition 12 (*Optional Early Settlement*)
 Issuer Call – The Issuer Call Early Settlement Percentage is set out in Table 1 below in the column entitled ‘Issuer Call Early Settlement Percentage’.
19. Option Type: Call-Bermudan
- (a) Optional Cash Settlement Date(s): Each of the dates set out in Table 1 below in the column entitled ‘Optional Cash Settlement Date’, subject to adjustment in accordance with the Business Day Convention.
- (b) Issuer Option Exercise Period:

Table 1

Issuer Call Early Settlement Percentage	Issuer Option Exercise Period(s)	Optional Cash Settlement Date(s) subject to adjustment in accordance with the Business Day Convention
110.900%	From and (including) 24 May 2024 to (and including) 11 May 2026	26 May 2026
113.625%	From and (including) 26 May 2026 to (and including) 10 November 2026	24 November 2026
116.350%	From and (including) 26 November 2026 to (and including) 10 May 2027	24 May 2027
119.075%	From and (including) 24 May 2027 to (and including) 10 November 2027	24 November 2027
121.800%	From and (including) 24 November 2027 to (and including) 10 May 2028	24 May 2028
124.525%	From and (including) 24 May 2028 to (and including) 10 November 2028	24 November 2028
127.250%	From and (including) 24 November 2028 to (and including) 10 May 2029	24 May 2029
129.975%	From and (including) 24 May 2029 to (and including) 12 November 2029	26 November 2029

(c) Holder Option Exercise Period: Not Applicable

(d) Call Notice Period: As specified in the General Conditions

- (e) Put Notice Period: Not Applicable
- (f) Issuer Call Valuation Date: Not Applicable
- (g) Holder Put Valuation Date: Not Applicable

Provisions relating to Final Settlement

- 20. (a) Final Settlement Type: Fixed
- (b) Settlement Method: Cash
- (c) Trigger Event Type: Not Applicable
- (d) Final Barrier Percentage: Not Applicable
- (e) Strike Price Percentage: Not Applicable
- (f) Knock-in Barrier Percentage: Not Applicable
- (g) Knock-in Barrier Period Start Date: Not Applicable
- (h) Knock-in Barrier Period End Date: Not Applicable
- (i) Lower Strike Price Percentage: Not Applicable
- (j) Participation: Not Applicable
- (k) Cap: Not Applicable
- (l) Protection Level: 132.70 per cent

Provisions relating to Nominal Call Event

- 21. Nominal Call Event: Not Applicable
- (a) Nominal Call Threshold Percentage: Not Applicable

Provisions relating to the Underlying Asset(s)

- 22. Underlying Asset: Not Applicable
- 23. Initial Price: Not Applicable
 - (a) Averaging-in: Not Applicable
 - (b) Min Lookback-in: Not Applicable
 - (c) Max Lookback-in: Not Applicable
 - (d) Initial Valuation Date: Not Applicable
- 24. Final Valuation Price: Not Applicable
 - (a) Averaging-out: Not Applicable
 - (b) Min Lookback-out: Not Applicable
 - (c) Max Lookback-out: Not Applicable
 - (d) Final Valuation Date: Not Applicable

Provisions relating to disruption events and taxes and expenses

25.	Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date):	Not Applicable
26.	Additional Disruption Event:	
(a)	Change in Law:	Applicable as per General Condition 37.1 (<i>Definitions</i>)
(b)	Currency Disruption Event:	Applicable as per General Condition 37.1 (<i>Definitions</i>)
(c)	Issuer Tax Event:	Applicable as per General Condition 37.1 (<i>Definitions</i>)
(d)	Extraordinary Market Disruption:	Applicable as per General Condition 37.1 (<i>Definitions</i>)
(e)	Hedging Disruption:	Applicable as per General Condition 37.1 (<i>Definitions</i>)
(f)	Increased Cost of Hedging:	Not Applicable
(g)	Affected Jurisdiction Hedging Disruption:	Not Applicable
(h)	Affected Jurisdiction Increased Cost of Hedging:	Not Applicable
(i)	Increased Cost of Stock Borrow:	Not Applicable
(j)	Loss of Stock Borrow:	Not Applicable
(k)	Foreign Ownership Event:	Not Applicable
(l)	Fund Disruption Event:	Not Applicable
27.	Unlawfulness and Impracticability:	Limb 26(b) of Condition 26 of the General Conditions: Applicable
28.	Early Cash Settlement Amount:	Market Value
29.	Early Settlement Notice Period Number:	As set out in General Condition 37.1 (<i>Definitions</i>)
30.	Unwind Costs:	Applicable
31.	Settlement Expenses:	Not Applicable
32.	FX Disruption Event:	Not Applicable
33.	Local Jurisdiction Taxes and Expenses:	Not Applicable

General provisions

34.	Form of Securities:	Global Bearer Securities: Permanent Global Security CDIs: Not Applicable
35.	Trade Date:	25 March 2024

36.	Taxation Gross Up:	Applicable
37.	871(m) Securities:	The Issuer has determined that Section 871(m) of the U.S. Internal Revenue Code is not applicable to the Securities.
38.	(i) Prohibition of Sales to UK Retail Investors:	Not Applicable
	(ii) Prohibition of Sales to EEA Retail Investors:	Applicable – see the cover page of these Final Terms
	(iii) Prohibition of Sales to Swiss Retail Investors:	Applicable – see the cover page of these Final Terms
39.	Business Day:	As defined in General Condition 37.1 (<i>Definitions</i>)
40.	Business Day Convention:	Following
41.	Determination Agent:	Barclays Bank PLC
42.	Registrar:	Not Applicable
43.	CREST Agent:	Not Applicable
44.	Transfer Agent:	Not Applicable
45. (a)	Names of Manager:	Barclays Bank PLC
	(b) Date of underwriting agreement:	Not Applicable
	(c) Names and addresses of secondary trading intermediaries and main terms of commitment:	Not Applicable
46.	Governing law:	English law
47.	Relevant Benchmark:	Not Applicable

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to Trading: Application will be made by the Issuer (or on its behalf) for the Securities to be listed on the official list and admitted to trading on the Regulated Market of the London Stock Exchange with effect from the Issue Date.
- (b) Estimate of total expenses related to admission to trading: GBP 395

2. RATINGS

Ratings: The Securities have not been individually rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

Save for any fees payable to the Manager and save as discussed in risk factor 6 (*RISKS ASSOCIATED WITH CONFLICTS OF INTEREST AND DISCRETIONARY POWERS OF THE ISSUER AND THE DETERMINATION*), so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (a) Reasons for the offer: General funding
- (b) Use of proceeds: Not Applicable

5. YIELD

Not Applicable

6. PERFORMANCE OF UNDERLYING ASSET, AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSET

Not Applicable

7. POST-ISSUANCE INFORMATION

The Issuer will not provide any post-issuance information with respect to the Underlying Asset, unless required to do so by applicable law or regulation.

8. OPERATIONAL INFORMATION

- (a) ISIN: XS2742906253
- (b) Common Code: 274290625
- (c) Relevant Clearing System(s) and the relevant identification number(s): Euroclear, Clearstream
- (f) Delivery: Delivery free of payment.
- (g) Name and address of additional Paying Agent(s): Not Applicable

9. **TERMS AND CONDITIONS OF THE OFFER**

Authorised Offer(s)

- (a) Public Offer: An offer of the Securities may be made, subject to the conditions set out below by the Authorised Offeror(s) (specified in (b) immediately below) other than pursuant to section 86 of the FSMA during the Offer Period (specified in (d) immediately below) subject to the conditions set out in the Base Prospectus and in (e) immediately below.
- (b) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place (together the "Authorised Offeror(s)"): Each financial intermediary specified in (i) and (ii) below:
- (i) **Specific consent:** Meteor Asset Management Limited (the "**Initial Authorised Offeror(s)**") and each financial intermediary expressly named as an Authorised Offeror on the Issuer's website (<https://home.barclays/investor-relations/structured-income-investors/prospectus-and-documents/structured-securities-final-terms>); and
- (ii) **General consent:** Not Applicable
- (d) Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s) (the "**Offer Period**")): From and including 3 April 2024 to and including 10 May 2024
- (e) Other conditions for use of the Base Prospectus by the Authorised Offeror(s): Not Applicable

Other terms and conditions of the offer

- (a) Offer Price: The Issue Price
- (b) Total amount of offer: GBP 2,000,000
- (c) Conditions to which the offer is subject: In the event that during the Offer Period, the requests exceed the amount of the offer to prospective investors, the Issuer will proceed to early terminate the Offer Period and will immediately suspend the acceptances of further requests.

The Issuer reserves the right to withdraw the offer for Securities at any time prior to the end of the Offer Period.

Following withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Authorised Offeror in accordance with the Authorised Offeror's usual procedures.

The effectiveness of the offer is subject to the adoption of the resolution of admission to trading of the Securities on London Stock Exchange on or around the Issue Date. As

such, the Issuer undertakes to file the application for the Securities to be admitted to trading on the London Stock Exchange in time for the adoption of such resolution.

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|-----|--|--|
| (d) | Time period, including any possible amendments, during which the offer will be open and description of the application process: | The Offer Period |
| (e) | Description of the application process: | <p>An offer of the Securities may be made by the Manager or the Authorised Offeror other than pursuant to section 86 of the FSMA in the United Kingdom and the Channel Islands (the “Public Offer Jurisdiction”) during the Offer Period.</p> <p>Applications for the Securities can be made in the Public Offer Jurisdiction through the Authorised Offeror during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offeror. Distribution will be in accordance with the Authorised Offeror’s usual procedures, notified to investors by the Authorised Offeror.</p> |
| (f) | Details of the minimum and/or maximum amount of application: | The minimum and maximum amount of application from the Authorised Offeror will be notified to investors by the Authorised Offeror. |
| (g) | Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: | Not Applicable |
| (h) | Details of method and time limits for paying up and delivering the Securities: | Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof. |
| (i) | Manner in and date on which results of the offer are to be made public: | Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof. |
| (j) | Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: | Not Applicable |
| (k) | Whether tranche(s) have been reserved for certain countries: | Not Applicable |
| (l) | Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: | Applicants will be notified directly by the Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date. |

- (m) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Prior to making any investment decision, investors should seek independent professional advice as they deem necessary.
- (n) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Meteor Asset Management Limited
24/25 The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom
LEI: 2138008UN4KBVG2LGA27

SUMMARY

INTRODUCTION AND WARNINGS				
<p>The Summary should be read as an introduction to the Prospectus. Any decision to invest in the Securities should be based on consideration of the Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p> <p>You are about to purchase a product that is not simple and may be difficult to understand.</p>				
<p>Securities: GBP 2,000,000 Securities due May 2030 pursuant to the Global Structured Securities Programme (ISIN: XS2742906253) (the "Securities").</p>				
<p>The Issuer: The Issuer is Barclays Bank PLC. Its registered office is at 1 Churchill Place, London, E14 5HP, United Kingdom (telephone number: +44 (0)20 7116 1000) and its Legal Entity Identifier ("LEI") is G5GSEF7VJP517OUK5573</p>				
<p>The Authorised Offeror: The Authorised Offeror is Meteor Asset Management Limited with its address at 24/25 The Shard, 32 London Bridge Street, London SE1 9SG, United Kingdom (telephone number: +44 (0)20 7904 1010) and its LEI is 2138008UN4KBVG2LGA27.</p>				
<p>Competent authority: The Base Prospectus was approved on 17 April 2023 by the United Kingdom Financial Conduct Authority of 12 Endeavour Square, London, E20 1JN, United Kingdom (telephone number: +44 (0)20 7066 1000).</p>				
KEY INFORMATION ON THE ISSUER				
Who is the Issuer of the Securities?				
<p>Domicile and legal form of the Issuer: Barclays Bank PLC (the "Issuer") is a public limited company registered in England and Wales under number 1026167. The liability of the members of the Issuer is limited. It has its registered and head office at 1 Churchill Place, London, E14 5HP, United Kingdom (telephone number +44 (0)20 7116 1000). The Legal Entity Identifier (LEI) of the Issuer is G5GSEF7VJP517OUK5573.</p>				
<p>Principal activities of the Issuer: The Group's businesses include consumer banking and payments operations around the world, as well as a global corporate and investment bank. The Group comprises of Barclays PLC together with its subsidiaries, including the Issuer. The Issuer's principal activity is to offer products and services designed for larger corporate, wholesale and international banking clients.</p>				
<p>The term the "Group" mean Barclays PLC together with its subsidiaries and the term "Barclays Bank Group" means Barclays Bank PLC together with its subsidiaries.</p>				
<p>Major shareholders of the Issuer: The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC. Barclays PLC is the ultimate holding company of the Group.</p>				
<p>Identity of the key managing directors of the Issuer: The key managing directors of the Issuer are C.S. Venkatakrisnan (Chief Executive Officer and Executive Director) and Anna Cross (Executive Director).</p>				
<p>Identity of the statutory auditors of the Issuer: The statutory auditors of the Issuer are KPMG LLP ("KPMG"), chartered accountants and registered auditors (a member of the Institute of Chartered Accountants in England and Wales), of 15 Canada Square, London E14 5GL, United Kingdom.</p>				
What is the key financial information regarding the Issuer?				
<p>The Issuer has derived the selected consolidated financial information included in the table below for the years ended 31 December 2022 and 31 December 2021 from the annual consolidated financial statements of the Issuer for the years ended 31 December 2022 and 2021 (the "Financial Statements"), which have each been audited with an unmodified opinion provided by KPMG. The selected financial information included in the table below for the six months ended 30 June 2023 and 30 June 2022 was derived from the unaudited condensed consolidated interim financial statements of the Issuer in respect of the six months ended 30 June 2023 (the "Interim Results Announcement"). Certain of the comparative financial metrics included in the table below for the six months ended 30 June 2022 were restated in the Interim Results Announcement.</p>				
Consolidated Income Statement				
	As at 30 June (unaudited)		As at 31 December	
	2023	2022	2022	2021
	(£m)		(£m)	
Net interest income	3,120	2,233	5,398	3,073
Net fee and commission income	2,806	2,839	5,426	6,587
Credit impairment (charge)/release	(688)	(293)	(933)	277
Net trading income	3,853	5,026	7,624	5,788
Profit before tax	3,132	2,605	4,867	5,418
Profit after tax	2,607	2,129	4,382	4,588
Consolidated Balance Sheet				
	As at 30 June (unaudited)		As at 31 December	

	2023	2022	2021
	(£m)		(£m)
Total assets.....	1,246,636	1,203,537	1,061,778
Debt securities in issue.....	58,377	60,012	48,388
Subordinated liabilities	36,325	38,253	32,185
Loans and advances at amortised cost	183,237	182,507	145,259
Deposits at amortised cost	307,820	291,579	262,828
Total equity.....	58,348	58,953	56,317

Certain Ratios from the Financial Statements

	As at 30 June	As at 31 December	
	(unaudited)		
	2023	2022	2021
	(%)		(%)
Common Equity Tier 1 capital	12.5	12.7	12.9
Total regulatory capital.....	20.1	20.8	20.5
UK leverage ratio (sub-consolidated) ²	5.9		

¹ Capital, RWAs and leverage are calculated applying the transitional arrangements of the CRR as amended by CRR II. This includes IFRS 9 transitional arrangements and the grandfathering of CRR II non-compliant capital instruments.

² Leverage minimum requirements for Barclays Bank PLC were set at a sub-consolidated level effective from 1 January 2023. No comparatives are provided as this is the first reporting period for Barclays Bank PLC sub-consolidated leverage.

What are the key risks that are specific to the Issuer?

The Barclays Bank Group has identified a broad range of risks to which its businesses are exposed. Material risks are those to which senior management pay particular attention and which could cause the delivery of the Barclays Bank Group's strategy, results of operations, financial condition and/or prospects to differ materially from expectations. Emerging risks are those which have unknown components, the impact of which could crystallise over a longer time period. In addition, certain other factors beyond the Barclays Bank Group's control, including escalation of global conflicts, acts of terrorism, natural disasters, pandemics and similar events, although not detailed below, could have a similar impact on the Barclays Bank Group.

- **Material existing and emerging risks potentially impacting more than one principal risk:** In addition to material and emerging risks impacting the principal risks set out below, there are also material existing and emerging risks that potentially impact more than one of these principal risks. These risks are: (i) potentially unfavourable global and local economic and market conditions, as well as geopolitical developments; (ii) the impact of COVID-19; (iii) the impact of interest rate changes on the Barclays Bank Group's profitability; (iv) the competitive environments of the banking and financial services industry; (v) the regulatory change agenda and impact on business model; (vi) the impact of benchmark interest rate reforms on the Barclays Bank Group; and (vii) change delivery and execution risks.
- **Climate risk:** Climate risk is the impact on financial and operational risks arising from climate change through physical risks, risks associated with transitioning to a lower carbon economy and connected risks arising as a result of second order impacts of these two drivers on portfolios.
- **Credit and Market risks:** Credit risk is the risk of loss to the Barclays Bank Group from the failure of clients, customers or counterparties, to fully honour their obligations to members of the Barclays Bank Group. The Barclays Bank Group is subject to risks arising from changes in credit quality and recovery rates for loans and advances due from borrowers and counterparties. Market risk is the risk of loss arising from potential adverse change in the value of the Barclays Bank Group's assets and liabilities from fluctuation in market variables.
- **Treasury and capital risk and the risk that the Issuer and the Barclays Bank Group are subject to substantial resolution powers:** There are three primary types of treasury and capital risk faced by the Barclays Bank Group which are (1) liquidity risk – the risk that the Barclays Bank Group is unable to meet its contractual or contingent obligations or that it does not have the appropriate amount of stable funding and liquidity to support its assets, which may also be impacted by credit rating changes; (2) capital risk – the risk that the Barclays Bank Group has an insufficient level or composition of capital; and (3) interest rate risk in the banking book – the risk that the Barclays Bank Group is exposed to capital or income volatility because of a mismatch between the interest rate exposures of its (non-traded) assets and liabilities. Under the Banking Act 2009, substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the United Kingdom Prudential Regulation Authority, the UK Financial Conduct Authority and HM Treasury, as appropriate as part of a special resolution regime. These powers enable the Bank of England (or any successor or replacement thereto and/or such other authority in the United Kingdom with the ability to exercise the UK Bail-in Power) (the "Resolution Authority") to implement various resolution measures and stabilisation options (including, but not limited to, the bail-in tool) with respect to a UK bank or investment firm and certain of its affiliates (as at the date of the Registration Document, including the Issuer) in circumstances in which the Resolution Authority is satisfied that the relevant resolution conditions are met.
- **Operational and model risks:** Operational risk is the risk of loss to the Barclays Bank Group from inadequate or failed processes or systems, human factors or due to external events where the root cause is not due to credit or market risks. Model risk is the potential for adverse consequences from decisions based on incorrect or misused model outputs and reports.
- **Conduct, reputation and legal risks and legal, competition and regulatory matters:** Conduct risk is the risk of poor outcomes for, or harm to customers, clients and markets, arising from the delivery of the Barclays Bank Group's products and services. Reputation risk is the risk that an action, transaction, investment, event, decision or business relationship will reduce trust in the Barclays Bank Group's integrity and/or competence. The Barclays Bank Group conducts activities in a highly regulated global market which exposes it and its employees to legal risk arising from (i) the multitude of laws and regulations that apply to the businesses it operates, which are highly dynamic, may vary between jurisdictions and/or conflict, and may be unclear in their application to

particular circumstances especially in new and emerging areas; and (ii) the diversified and evolving nature of the Barclays Bank Group's businesses and business practices. In each case, this exposes the Barclays Bank Group and its employees to the risk of loss or the imposition of penalties, damages or fines from the failure of members of the Barclays Bank Group to meet their respective obligations, including legal, regulatory or contractual requirements. Legal risk may arise in relation to any number of the material existing and emerging risks summarised above.

In Q2 2023, the "Conduct Risk" principal risk was expanded to include "Laws, Rules and Regulations (LRR) Risk" and consequently renamed "Compliance Risk". Reflecting this, the definition of compliance risk is: "The risk of poor outcomes for, or harm to, customers, clients and markets, arising from the delivery of the firm's products and services (also known as "Conduct Risk") and the risk to Barclays Bank Group, its clients, customers or markets from a failure to comply with the laws, rules and regulations applicable to the firm (also known as Laws, Rules and Regulations Risk "LRR Risk")." The definition of the "Legal Risk" principal risk was updated to: "The risk of loss or imposition of penalties, damages or fines from the failure of the firm to meet applicable laws, rules and regulations or contractual requirements or to assert or defend its intellectual property rights." The revised framework is in force from June 2023."

KEY INFORMATION ON THE SECURITIES

What are the main features of the Securities?

Type and class of Securities being offered and admitted to trading, including security identification numbers

The Securities will be in the form of notes and will be uniquely identified by: Series number: NX00394571; Tranche number: 1; ISIN: XS2742906253; Common Code: 274290625.

The Securities will be cleared and settled through Euroclear Bank S.A./N.V. and/or Clearstream Banking *société anonyme*.

Currency, specified denomination, issue size and term of the Securities

The Securities will be issued in pounds sterling ("GBP") (the "Issue Currency") and settled in the same currency (the "Settlement Currency"). The Securities are tradable in nominal and the specified denomination per Security is GBP 1. The issue size is GBP 2,000,000 (the "Aggregate Nominal Amount"). The issue price is 100% of the Specified Denomination.

The issue date is 24 May 2024 (the "Issue Date"). Subject to early termination, the Securities are scheduled to redeem on 24 May 2030 (the "Scheduled Settlement Date").

Rights attached to the Securities

Potential return: The Securities will give each holder of Securities the right to receive potential return on the Securities, together with certain ancillary rights such as the right to receive notice of certain determinations and events and the right to vote on some (but not all) amendments to the terms and conditions of the Securities. The potential return will be in the forms of: (i) a Final Cash Settlement Amount, provided that if the Securities are early terminated, the potential return may be in the form of an Early Cash Settlement Amount and/or (ii) Optional Cash Settlement Amount instead.

Taxation: All payments in respect of the Securities shall be made without withholding or deduction for or on account of any UK taxes unless such withholding or deduction is required by law. In the event that any such withholding or deduction is required by law, the Issuer will, save in limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.

Events of default: If the Issuer fails to make any payment due under the Securities or breaches any other term and condition of the Securities in a way that is materially prejudicial to the interests of the holders (and such failure is not remedied within 30 calendar days, or, any interest, has not been paid within 14 calendar days of the due date), or the Issuer is subject to a winding-up order, then (subject, in the case of interest, to the Issuer being prevented from payment for a mandatory provision of law) the Securities will become immediately due and payable, upon notice being given by the holder.

Limitations on rights

Early settlement following certain disruption events or due to unlawfulness or impracticability: The Issuer may redeem the Securities prior to their Scheduled Settlement Date following the occurrence of certain disruption events or extraordinary events concerning the Issuer, its hedging arrangements, the Underlying Asset(s), taxation or the relevant currency of the Securities, or if it determines an unlawfulness or impracticability event has occurred. In such case, investors will receive an "Early Cash Settlement Amount" equal to the fair market value of the Securities prior to their redemption.

Optional early settlement: The Issuer may elect to redeem the Securities by exercising its call option. If this occurs, investors will receive an "Optional Cash Settlement Amount" as set out in the table below. The amount payable on an optional early settlement of the Securities will be paid in the Settlement Currency, with such payment being converted from the Issue Currency into the Settlement Currency at the prevailing exchange rate as determined by the Determination Agent.

Issuer Call Early Settlement Percentage	Issuer Option Exercise Period(s)	Optional Cash Settlement Date(s) subject to adjustment in accordance with the Business Day Convention
110.900%	From and (including) 24 May 2024 to (and including) 11 May 2026	26 May 2026
113.625%	From and (including) 26 May 2026 to (and including) 10 November 2026	24 November 2026
116.350%	From and (including) 26 November 2026 to (and including) 10 May 2027	24 May 2027
119.075%	From and (including) 24 May 2027 to (and including) 10 November 2027	24 November 2027
121.800%	From and (including) 24 November 2027 to (and including) 10 May 2028	24 May 2028
124.525%	From and (including) 24 May 2028 to (and including) 10 November 2028	24 November 2028

127.250%	From and (including) 24 November 2028 to (and including) 10 May 2029	24 May 2029	
129.975%	From and (including) 24 May 2029 to (and including) 12 November 2029	26 November 2029	
<p>Certain additional limitations:</p> <ul style="list-style-type: none"> The terms and conditions of the Securities permit the Issuer and the Determination Agent (as the case may be), on the occurrence of certain events and in certain circumstances, without the holders' consent, to make adjustments to the terms and conditions of the Securities, to redeem the Securities prior to maturity, to postpone or obtain alternative valuation of the Underlying Asset(s) or to postpone scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Underlying Asset(s), to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Securities and the Underlying Asset(s). The Securities contain provisions for calling meetings of holders to consider matters affecting their interests generally and these provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority. <p>Governing law</p> <p>The Securities will be governed by English law and the rights thereunder will be construed accordingly.</p> <p>Description of the calculation of potential return on the Securities</p> <p>Calculation Amount: Calculations in respect of amounts payable under the Securities are made by reference to the "Calculation Amount", being GBP 1 per Security. Where the Calculation Amount is different from the specified denomination of the Securities, the amount payable will be scaled accordingly.</p> <p>Indicative amounts: If the Securities are being offered by way of a Public Offer and any specified product values are not fixed or determined at the commencement of the Public Offer (including any amount, level, percentage, price, rate or other value in relation to the terms of the Securities which has not been fixed or determined by the commencement of the Public Offer), these specified product values will specify an indicative amount, indicative minimum amount, an indicative maximum amount or any combination thereof. In such case, the relevant specified product value(s) shall be the value determined based on market conditions by the Issuer on or around the end of the Public Offer. Notice of the relevant specified product value will be published prior to the Issue Date.</p> <p>Determination Agent: Barclays Bank PLC will be appointed to make calculations and determinations with respect to the Securities.</p>			
<p>A – Final Settlement</p>			
<p>Fixed settlement: The Securities are scheduled to redeem on the Scheduled Settlement Date by payment of an amount in the Settlement Currency. You will receive a cash amount per Calculation Amount calculated by multiplying the Calculation Amount by 132.70%. The amount payable on settlement of the Securities will be paid in the Settlement Currency, with such payment being converted from the Issue Currency into the Settlement Currency at the prevailing exchange rate as determined by the Determination Agent.</p>			
<p>Status of the Securities</p> <p>The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.</p>			
<p>Description of restrictions on free transferability of the Securities</p> <p>The Securities are offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act and must comply with transfer restrictions with respect to the United States. Securities held in a clearing system will be transferred in accordance with the rules, procedures and regulations of that clearing system. Subject to the foregoing, the Securities will be freely transferable.</p>			
<p>Where will the Securities be traded?</p>			
<p>Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the regulated market of the London Stock Exchange.</p>			
<p>What are the key risks that are specific to the Securities?</p>			
<p>The Securities are subject to the following key risks:</p> <ul style="list-style-type: none"> You may lose some or all of your investment in the Securities: Investors are exposed to the credit risk of Barclays Bank PLC. As the Securities do not constitute a deposit and are not insured or guaranteed by any government or agency or under the UK Government credit guarantee scheme, all payments or deliveries to be made by Barclays Bank PLC as Issuer under the Securities are subject to its financial position and its ability to meet its obligations. The Securities constitute unsubordinated and unsecured obligations of the Issuer and rank pari passu with each and all other current and future unsubordinated and unsecured obligations of the Issuer. You may also lose some or all of your investment if: (a) you sell your Securities before their scheduled maturity; (b) your Securities are early redeemed in certain extraordinary circumstances; or (c) the terms and conditions of your Securities are adjusted such that the amount payable or property deliverable to you is less than your initial investment. There are risks associated with the valuation, liquidity and offering of the Securities: The market value of your Securities may be significantly lower than the issue price since the issue price may take into account the Issuer's and/or distributor's profit margin and costs in addition to the fair market value of the Securities. The market value of your Securities may be affected by the volatility, level, value or price of the Underlying Asset(s) at the relevant time, changes in interest rates, the Issuer's financial condition and credit ratings, the supply of and demand for the Securities, the time remaining until the maturity of the Securities and other factors. The price, if any, at which you will be able to sell your Securities prior to maturity may be substantially less than the amount you originally invested. Your Securities may not have an active trading market and the Issuer may not be under any obligation to make a market or repurchase the Securities prior to redemption. The Issuer may withdraw the public offer at any time. In such case, where you have already paid or delivered subscription monies for the relevant Securities, you will be entitled to reimbursement of such amounts, but will not receive any remuneration that may have accrued in the period between their payment or delivery of subscription monies and the reimbursement of the Securities. 			

- **You are subject to risks associated with the determination of amounts payable under the Securities:**
In order to receive the scheduled minimum amount at maturity, you must hold them until maturity. If the Securities are early redeemed, they may return less than the scheduled minimum amount, or even zero.
- **Your Securities are subject to adjustments and early redemption:** Pursuant to the terms and conditions of the Securities, following the occurrence of certain disruption events or extraordinary events concerning the Issuer, its hedging arrangements, the Underlying Asset(s), taxation or the relevant currency of the Securities, the Determination Agent or the Issuer may take a number of remedial actions, including estimating the level of the Underlying Asset, substituting the Underlying Asset, and making adjustments to the terms and conditions of the Securities. Any of such remedial action may change the economic characteristics of the Securities and have a material adverse effect on the value of and return on the Securities. If no remedial action can be taken, or it is determined that an unlawfulness or impracticability event has occurred, the Issuer may early redeem the Securities by payment of an Early Cash Settlement Amount. If early redemption occurs, you may lose some or all of your investment because the Early Cash Settlement Amount may be lower than the price at which you purchase the Securities, or may even be zero. You will also lose the opportunity to participate in any subsequent positive performance of the Underlying Asset(s) and be unable to realise any potential gains in the value of the Securities. You may not be able to reinvest the proceeds from an investment at a comparable return and/or with a comparable interest rate for a similar level of risk.
- **Certain specific information in relation to the Securities is not be known at the beginning of an offer period:** The terms and conditions of your Securities only provide an indicative amount. The actual amounts will be determined based on market conditions by the Issuer on or around the end of the offer period. There is a risk that the indicative amounts will not be same as the actual amount, in which case, the return on your Securities may be materially different from the expected return based on the indicative amount.
- **Taxation risks:** The levels and basis of taxation on the Securities and any reliefs for such taxation will depend on your individual circumstances and could change at any time over the life of the Securities. This could have adverse consequences for you and you should therefore consult your own tax advisers as to the tax consequences to you of transactions involving the Securities.

KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in these Securities?

Terms and conditions of the offer

The terms and conditions of any offer of Securities to the public may be determined by agreement between the Issuer and the Authorised Offeror at the time of each issue.

The Securities are offered for subscription in the United Kingdom and Channel Islands during the period from (and including) 3 April 2024 to (and including) 10 May 2024 (the "**Offer Period**") and such offer is subject to the following conditions:

- Offer Price: The Issue Price
- Conditions to which the offer is subject: In the event that during the Offer Period, the requests exceed the amount of the offer to prospective investors, the Issuer will proceed to early terminate the Offer Period and will immediately suspend the acceptances of further requests.

The Issuer reserves the right to withdraw the offer for Securities at any time prior to the end of the Offer Period. Following withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Authorised Offeror in accordance with the Authorised Offeror's usual procedures.

The effectiveness of the offer is subject to the adoption of the resolution of admission to trading of the Securities on London Stock Exchange on or around the Issue Date. As such, the Issuer undertakes to file the application for the Securities to be admitted to trading on the London Stock Exchange in time for the adoption of such resolution.
- Description of the application process: An offer of the Securities other than pursuant to section 86 of the FSMA may be made by the Manager or the Authorised Offeror in the United Kingdom and the Channel Islands (the "Public Offer Jurisdiction") during the Offer Period.

Applications for the Securities can be made in the Public Offer Jurisdiction through the Authorised Offeror during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offeror. Distribution will be in accordance with the Authorised Offeror's usual procedures, notified to investors by the Authorised Offeror.
- Details of the minimum and/or maximum amount of application: The minimum and maximum amount of application from the Authorised Offeror will be notified to investors by the Authorised Offeror
- Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable.
- Details of the method and time limits for paying up and delivering the Securities: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
- Manner in and date on which results of the offer are to be made public: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof
- Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable
- Categories of holders to which the Securities are offered and whether Tranche(s) have been reserved for certain countries: Offers may be made through the Authorised Offeror in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the FSMA as implemented in such countries to publish a prospectus.
- Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Applicants will be notified directly by the Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date.

<ul style="list-style-type: none"> Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: the Authorised Offeror
<p><i>Estimated total expenses of the issue and/or offer including expenses charged to investor by Issuer/Offeror</i></p> <p>The estimated total expenses of the issue and/or offer are GBP 395.</p> <p>Not Applicable: no expenses will be charged to the holder by the Issuer or the offeror.</p>
<p align="center">Who is the offeror and/or the person asking for admission to trading?</p>
<p>The Issuer is the entity offering and requesting for admission to trading of the Securities.</p>
<p align="center">Why is the Prospectus being produced?</p>
<p><i>Use and estimated net amount of proceeds</i></p> <p>The net proceeds from each issue of Securities will be applied by the Issuer for its general corporate purposes, which include making a profit and/or hedging certain risks.</p>
<p><i>Underwriting agreement on a firm commitment basis</i></p> <p>The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.</p>
<p><i>Description of any interest material to the issue/offer, including conflicting interests</i></p> <p>The Authorised Offeror may be paid fees in relation to the offer of Securities. Potential conflicts of interest may exist between the Issuer, Determination Agent, Authorised Offeror or their affiliates (who may have interests in transactions in derivatives related to the Underlying Asset which may, but are not intended to, adversely affect the market price, liquidity or value of the Securities) and holders.</p> <p>The Authorised Offeror will be paid aggregate commissions equal to no more than 1.05% of the Issue Price. Any Authorised Offeror and its affiliates may engage, and may in the future engage, in hedging transactions with respect to the Underlying Asset.</p>