

4 JULY 2023

SUPPLEMENT TO THE BASE LISTING PARTICULARS DATED 18 JULY 2022

SUPPLEMENT 1/2023



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

For the issuance of Collateralised Securities

Pursuant to the Global Collateralised Structured Securities Programme No.2

Introduction

This supplement dated 4 July 2023 (the "**Supplemental Listing Particulars**") is supplemental to, and must be read in conjunction with, the base listing particulars dated 18 July 2022 (the "**Base Listing Particulars**") as prepared by Barclays Bank PLC in its capacity as issuer (the "**Issuer**") under its Global Collateralised Structured Securities Programme No. 2.

Save as disclosed in these Supplemental Listing Particulars, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Listing Particulars (as supplemented by these Supplemental Listing Particulars), is capable of affecting the assessment of securities issued pursuant to the Base Listing Particulars has arisen or been noted, as the case may be, since the publication of the Base Listing Particulars (as supplemented by these Supplemental Listing Particulars at the date hereof) by the Issuer.

Important information

THESE SUPPLEMENTAL LISTING PARTICULARS HAVE NOT BEEN SUBMITTED TO, REVIEWED BY OR APPROVED BY THE UNITED KINGDOM FINANCIAL CONDUCT AUTHORITY IN ITS CAPACITY AS COMPETENT AUTHORITY UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED, THE "FSMA") OR BY ANY REGULATORY AUTHORITY IN THE EUROPEAN UNION IN ITS CAPACITY AS COMPETENT AUTHORITY UNDER REGULATION (EU) 2017/1129 (AS AMENDED, THE "EU PROSPECTUS REGULATION") OR BY ANY STOCK EXCHANGE WHICH CONSTITUTES EITHER (I) A UK REGULATED MARKET FOR THE PURPOSES OF REGULATION (EU) NO 600/2014 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (AS AMENDED, THE "EUWA") (AS AMENDED, "UK MIFIR") OR (II) A REGULATED MARKET FOR THE PURPOSES OF DIRECTIVE 2014/65/EU (AS AMENDED, "MIFID II").

THIS MEANS THAT THESE SUPPLEMENTAL LISTING PARTICULARS DO NOT COMPRISE (I) A BASE PROSPECTUS (OR SUPPLEMENT THERETO) FOR THE PURPOSES OF (A) REGULATION (EU) 2017/1129 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUWA (AS AMENDED, THE "UK PROSPECTUS REGULATION") OR (B) THE EU PROSPECTUS REGULATION, OR (II) LISTING PARTICULARS (OR SUPPLEMENT THERETO) FOR THE PURPOSES OF (A) SECTION 79 OF THE FSMA OR (B) ANY RULES OR REGULATIONS RELATED TO A LISTING ON ANY REGULATED MARKET UNDER MIFID II.

Approval of the Irish Stock Exchange plc trading as Euronext Dublin

These Supplemental Listing Particulars have been approved by the Irish Stock Exchange plc trading

as Euronext Dublin as "Supplementary Listing Particulars" for the purposes of the rules of the Global Exchange Market.

Approval of the SIX Exchange Regulation AG

These Supplemental Listing Particulars have been approved by the SIX Exchange Regulation as a "supplement to the Base Listing Particulars". **The Collateralised Securities (as defined in the Base Listing Particulars) consist of derivative components and do not qualify as units of a collective investment scheme according to the relevant provisions of the Swiss Federal Act on Collective Investment Schemes of 23 June 2006 ("CISA"), as amended, and are not registered thereunder. Therefore, the Securities are neither governed by the CISA nor supervised by the Swiss Financial Market Supervisory Authority ("FINMA"). Accordingly, investors do not have the benefit of the specific investor protection provided under the CISA.**

Registration Document

The Base Listing Particulars incorporate by reference certain information from the registration document of the Issuer dated 6 March 2023 prepared in accordance with the UK Prospectus Regulation and approved by the United Kingdom Financial Conduct Authority and any information and document that it incorporates by reference (the "**Registration Document 10/2023**").

The Registration Document 10/2023 may be inspected during normal business hours at the registered office of the Issuer or at <https://home.barclays/investor-relations/structured-securities-prospectuses/#registrationdocument>.

Purposes

The purpose of these Supplemental Listing Particulars are to update and amend certain information in each of the "*Documents Incorporated by Reference*", "*Summary*", "*Description of Collateral Assets Companies*", "*Form of Pricing Supplement for Notes and Certificates (other than Exercisable Certificates)*", "*Form of Pricing Supplement for Warrants and Exercisable Certificates*" and "*General Information*" sections of the Base Listing Particulars in light of the replacement of the Issuer's registration document dated 7 March 2022 (as supplemented on 24 May 2022 and 11 August 2022) with the Registration Document 10/2023, and the upgrade of the Issuer's long-form credit ratings.

Updates, amendments and supplements

A) DOCUMENTS INCORPORATED BY REFERENCE

The section entitled "*Documents Incorporated by Reference*" on pages 7 to 8 of the Base Listing Particulars shall be updated by:

- (i) deleting limb (d) on page 7 in its entirety and replacing it with the following:
 - “(d) in respect of information relating to the Issuer, and the Issuer together with its subsidiaries (together, referred to as the **Group**):
 - (i) the Registration Document dated 6 March 2023 (the **Registration Document 10/23**) and approved by the Financial Conduct Authority in its capacity as competent authority in the United Kingdom;
 - (ii) the Annual Report of the Issuer, as filed with the United States Securities and Exchange Commission (**SEC**) on Form 20-F on 15 February 2023 in respect of the years ended 31 December 2022 and 31 December 2021 (the **2022 Annual Report**) except for the section entitled “Exhibit Index” on page 254 of the 2022 Annual Report, which is not incorporated in and does not form part of these Base Listing Particulars;

- (iii) the Annual Report of the Issuer, as filed with the SEC on Form 20-F/A on 23 May 2022, containing the consolidated financial statements and the independent auditor's report of the Issuer in respect of the years ended 31 December 2021 and 31 December 2020 (the **2021 Annual Report**); and
- (iv) the Annual Reports of the LLP containing the audited consolidated financial statements and the independent auditors' report of the LLP in respect of the years ended 31 December 2020 and 31 December 2019."
- (ii) deleting the section entitled "*From the 2020 Form 20-F*" on pages 7 to 8 of the Base Listing Particulars in its entirety and replacing it with a new section entitled "*From the 2021 Annual Report*" as follows:
- | | |
|--|-------------------|
| "Report of Independent Registered Public Accounting Firm | Pages 102 to 104 |
| Consolidated Financial Statements | Pages 105 to 114 |
| Notes to the Financial Statements | Pages 115 to 202" |
- (iii) deleting the section entitled "*From the 2021 Form 20-F*" on page 8 of the Base Listing Particulars in its entirety and replacing it with a new section entitled "*From the 2022 Annual Report*" as follows:
- "Whole document (excluding the section entitled "*Exhibit Index*" on page 267)"
- (iv) deleting the information appearing under the heading entitled "*From the Registration Document*" on page 8 of the Base Listing Particulars in its entirety and replacing it with the following:
- | | |
|--|-----------------|
| "Definitions and Interpretation | Page iv |
| Risk Factors | Pages 1 to 23 |
| Forward-looking Statements | Page 25 |
| The Issuer, the Barclays Bank Group and the Group
(excluding the section entitled "Directors" on page 27) | Pages 26 to 28" |
- (v) deleting the section entitled "*From the Supplement 2/2022 to the Registration Document*" on page 8 of the Base Listing Particulars in its entirety.
- (vi) deleting the two paragraphs appearing immediately above the heading entitled "*Documents filed with Euronext Dublin*" on page 8 of the Base Listing Particulars in its entirety and replacing it with the following:
- "The Issuer has prepared the financial statements incorporated by reference above from the 2022 Annual Report in accordance with UK-adopted international accounting standards. Such financial statements have also been prepared in accordance with (i) International Financial Reporting Standards (**IFRS**) as issued by the International Accounting Standards Board, including interpretations issued by the IFRS Interpretations Committee (**IFRICs**); and (ii) IFRS adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union (the **EU**). There are currently no differences between UK-adopted international accounting standards and IFRS as adopted by the EU. A summary of the significant accounting policies for the Issuer is included in the 2022 Annual Report.
- The Issuer has prepared the financial statements incorporated by reference above from the 2021 Annual Report in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and in accordance with IFRS and IFRICs as issued by the International Accounting Standards Board and adopted pursuant to Regulation (EC) No 1606/2002 as it applied in the EU. These standards had also been adopted by the UK. A summary of the significant accounting policies for the Issuer is included in the 2021 Annual Report."

B) SUMMARY

The section entitled "*Summary*" on pages 10 to 20 of the Base Listing Particulars shall be updated

by deleting the information appearing in the first paragraph adjacent to the sub-heading "*Certain factors which may affect the Bank*" in its entirety and replacing it with the following:

"These risks are described in the section "*Risk Factors*" on pages 1 to 23 of the Registration Document (as supplements) incorporated by reference into this document – see "*Information Incorporated by Reference*".

C) FORM OF PRICING SUPPLEMENT FOR NOTES AND CERTIFICATES (OTHER THAN EXERCISABLE CERTIFICATES)

The section entitled "*Form of Pricing Supplement for Notes and Certificates (other than Exercisable Certificates)*" on pages 92 to 174 of the Base Listing Particulars shall be amended by deleting the second paragraph under the sub-heading entitled "What should I consider before investing in Collateralised Securities issued under this Pricing Supplement" on page 94 in its entirety and replacing it with the following:

"Prospective investors are urged to read the Base Listing Particulars and the other documents incorporated by reference therein, including the section headed "*Risk Factors*" in the registration document dated 6 March 2023 approved by the Financial Conduct Authority of the United Kingdom, as supplemented from time to time (the **Registration Document**), the sections headed ["*Terms and Conditions of the Securities*" and "*Risk Factors*" in the offering circular dated 19 June 2020 relating to the Issuer's Global Structured Securities Programme, as supplemented from time to time (the **2020 Programme Document**), the sections headed "*Risk Factors*,"]⁶ / ["*Terms and Conditions of the Securities*", "*Risk Factors*,"]⁷ "*Taxation*" and "*Purchase and Sale*" in the offering circular dated 17 June 2022 relating to the Issuer's Global Structured Securities Programme, as supplemented from time to time (the **Programme Document**) and the section headed "*Risk Factors*" set out in the Issuer's Base Listing Particulars (the risk factors set out in the Registration Document, the Programme Document [, the 2020 Programme Document]⁸ and the Base Listing Particulars, collectively, the **Risk Factors**) for a discussion of certain matters that should be considered when making a decision to invest in the Collateralised Securities."

The existing footnotes 6 to 8 (inclusive) on page 94 of the Base Listing Particulars shall remain unamended.

D) FORM OF PRICING SUPPLEMENT FOR WARRANTS AND EXERCISABLE CERTIFICATES

The section entitled "*Form of Pricing Supplement for Warrants and Exercisable Certificates*" on pages 175 to 244 of the Base Listing Particulars shall be amended by deleting the second paragraph under the sub-heading entitled "What should I consider before investing in Collateralised Securities issued under this Pricing Supplement" on page 177 in its entirety and replacing it with the following:

"Prospective investors are urged to read the Base Listing Particulars and the other documents incorporated by reference therein, including the section headed "*Risk Factors*" in the registration document dated 6 March 2023 approved by the Financial Conduct Authority of the United Kingdom, as supplemented from time to time (the **Registration Document**), the sections headed ["*Terms and Conditions of the Securities*" and "*Risk Factors*" in the offering circular dated 19 June 2020 relating to the Issuer's Global Structured Securities Programme, as supplemented from time to time (the **2020 Programme Document**), the sections headed "*Risk Factors*,"]⁵² / ["*Terms and Conditions of the Securities*", "*Risk Factors*,"]⁵³ "*Taxation*" and "*Purchase and Sale*" in the offering circular dated 17 June 2022 relating to the Issuer's Global Structured Securities Programme, as supplemented from time to time (the **Programme Document**) and the section headed "*Risk Factors*" set out in the Issuer's Base Listing Particulars (the risk factors set out in the Registration Document, the Programme Document [, the 2020 Programme Document]⁵⁴ and the Base Listing Particulars, collectively, the **Risk Factors**) for a discussion of certain matters that should be considered when making a decision to invest in the Collateralised Securities."

The existing footnotes 52 to 54 (inclusive) on page 177 of the Base Listing Particulars shall remain unamended.

E) DESCRIPTION OF THE COLLATERAL ASSETS COMPANIES

The section entitled "*Description of Collateral Assets Companies*" on pages 245 to 252 of the Base Listing Particulars shall be amended by **inserting the following language at the end of**

the penultimate paragraph under the sub-heading "Directors of the Members" on page 247:

"and as updated by the information appearing under heading entitled "*Recent Developments*".

F) GENERAL INFORMATION

The section entitled "*General Information*" on pages 253 to 256 of the Base Listing Particulars shall be updated by:

- (i) deleting the information appearing under the heading entitled "*Significant Change Statement*" on page 253 of the Base Listing Particulars in its entirety and replacing it with the following:

"There has been no significant change in the financial position or financial performance of the Issuer or the Barclays Bank Group since 31 December 2022."

- (ii) deleting the information appearing under the heading entitled "*Material Adverse Change Statement*" on page 253 of the Base Listing Particulars in its entirety and replacing it with the following:

There has been no material adverse change in the prospects of the Issuer or the Barclays Bank Group since 31 December 2022.

- (iii) deleting the information appearing under the heading entitled "*Legal proceedings*" on page 253 of the Base Listing Particulars in its entirety and replacing it with the following:

"Save as disclosed under Note 25 (*Legal, competition and regulatory matters*) to the condensed consolidated financial statements of the Issuer as set out on pages 174 to 179 of the 2022 Annual Report, 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 these Base Listing Particulars which may have, or have had in the recent past, significant effects on the financial position or profitability of the Issuer and/or the Group."

- (iv) deleting the information appearing under the heading entitled "*Auditors*" on page 253 of the Base Listing Particulars in its entirety and replacing it with the following:

The annual consolidated financial statements of the Issuer for the years ended 31 December 2021 and 31 December 2022 have each been audited with an unmodified opinion by KPMG LLP, 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.

- (v) deleting the information appearing under the heading entitled "*Ratings*" (other than footnotes 90 to 92 and 94 to 95 inclusive) on page 255 of the Base Listing Particulars in its entirety and replacing it with the following:

"As of the date of these Supplemental Listing Particulars, the short-term unsecured obligations of the Issuer are rated A-1 by S&P Global Ratings UK Limited (**Standard & Poor's**)⁹⁰, P-1 by Moody's Investors Service Ltd. (**Moody's**)⁹¹, and F1 by Fitch Ratings Limited (**Fitch**)⁹² and the long term unsecured unsubordinated obligations of the Issuer are rated A+ by Standard & Poor's⁹³, A1 by Moody's,⁹⁴ and A+ by Fitch⁹⁵."

The existing footnotes 90 to 92 and 94 to 95 on page 225 of the Base Listing Particulars inclusive shall remain unamended.

- (vi) deleting footnote 93 on page 255 of the Base Listing Particulars in its entirety and replacing it with the following:

"An obligation rated 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong. The addition of a plus sign shows the relative standing within the rating

category."

- (vii) inserting a new section entitled "*Recent Developments*" immediately after the section within titled "*Foreign Language*" on page 256 of the Base Listing Particulars as follows:

Recent Developments

The Directors of the Issuer, 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 Bank	Principal outside activities
Nigel Higgins	Chairman and Non-Executive Director	Group Chairman, Barclays PLC; Chairman, Sadler's Wells; Non-Executive Director, Tetra Laval Group; Non-Executive Director, Garsington Opera Limited
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; Member of Leadership Council, UN Environment Programme Finance Initiative Leadership Council; Chair, Corporate Partnerships Board, The Royal Marsden Cancer Charity
Anna Cross	Executive Director	Group Finance Director and Executive Director, Barclays PLC
Robert Berry	Non-Executive Director	Non-Executive Director, Barclays PLC; Non-Executive Director, Barclays Capital Securities Limited; Board President, Alina Lodge; Trustee, High Watch Recovery Center
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, Advisory Board and Investment Committee of the Open Society Foundations' Economic Justice Programme; Member of Advisory Council, The

Name	Function(s) within the Bank	Principal outside activities
		Bretton Woods Committee
Mary Francis	Non-Executive Director	Non-Executive Director, Barclays PLC; Senior Independent Director, PensionBee Group PLC; Member, UK Takeover Appeal Board
Marc Moses	Non-Executive Director	Non-Executive Director, Barclays PLC
Diane Schueneman	Non-Executive Director	Non-Executive Director, Barclays PLC; Non-Executive Director, Barclays US LLC; Chair, Barclays Execution Services Limited
Julia Wilson	Non-Executive Director	Non-Executive Director, Barclays PLC; Non-Executive Director, Barclays Capital Securities Limited

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

To the extent that there is any inconsistency between (a) any statement in these Supplemental Listing Particulars and (b) any other statement in, or incorporated by reference into the Base Listing Particulars, the statements in (a) above shall prevail.

Investors who have not previously reviewed the information contained in the documents incorporated by reference above should do so in connection with their evaluation of the Securities.

References to the Base Listing Particulars shall hereafter mean the Base Listing Particulars as supplemented by these Supplemental Listing Particulars. The Issuer has taken all reasonable care to ensure that the information contained in the Base Listing Particulars, as supplemented by these Supplemental Listing Particulars, is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly.

