

19 AUGUST 2024

REGISTRATION DOCUMENT SUPPLEMENT

SUPPLEMENT 1/2024



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

This supplement dated 19 August 2024 (the "**Supplement**") constitutes a supplement for the purposes of Article 23(5) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**").

This Supplement is supplemental to and must be read in conjunction with the registration document 11/2024 dated 3 April 2024 (the "**Registration Document**") prepared for the purposes of giving information with respect to Barclays Bank PLC (the "**Issuer**").

This Supplement supplements the Registration Document, and as a consequence of this, each of the following multipartite base prospectuses (constituted by the Registration Document and a securities note dated the approval date of the respective base prospectus) will be updated: the Issuer's (a) Global Structured Securities Programme EU Base Prospectus approved on 12 April 2024 (formerly Base Prospectus 9) (the "**GSSP EU Base Prospectus**"), (b) Retail Structured Securities Programme Base Prospectus A (in German, Basisprospekt A) approved on 26 July 2024 (the "**RSSP Base Prospectus A**") and (c) Retail Structured Securities Programme Base Prospectus B (in German, Basisprospekt B) approved on 26 July 2024 (the "**RSSP Base Prospectus B**").

The information included in the Appendix hereto sets out the information on the Issuer to be included in issue specific summaries relating to products issued under the GSSP EU Base Prospectus, RSSP Base Prospectus A, and RSSP Base Prospectus B. For the avoidance of doubt, the Appendix overrides the section headed "Appendix" in the Registration Document 11/2024, which have become obsolete.

This Supplement has been approved by the Central Bank of Ireland as competent authority under the Prospectus Regulation. The Central Bank of Ireland only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement. With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Registration Document shall be supplemented in the manner described below.

Terms defined in the Registration Document shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

In accordance with Article 23(2) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to the GSSP EU Base Prospectus, RSSP Base Prospectus A, and RSSP Base Prospectus B before this Supplement is published have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, and should contact the relevant distributor of such securities in connection therewith. The final date of the right of withdrawal will be 21 August 2024.

The Issuer accepts responsibility for the information contained in this Supplement and declares that the information contained in this Supplement, is in accordance with the facts and makes no omission likely to affect its import. The purpose of this Supplement is to:

- (a) supplement the section entitled "*Information Incorporated by Reference*" commencing on page 31 of the Registration Document and incorporate by reference into the Registration Document the unaudited Interim Results Announcement of the Issuer, as filed with the SEC on Form 6-K (including exhibits thereto) on 1 August 2024 in respect of the six months ended 30 June 2024 (the "**Interim Results Announcement**").

The Interim Results Announcement has been filed with the Central Bank of Ireland and shall be deemed to be incorporated in, and form part of, the Registration Document as supplemented by this Supplement. The Interim Results Announcement may be inspected (i) during normal business hours at Barclays Treasury, 1 Churchill Place, London, E14 5HP, United Kingdom and at the specified office of the Principal Paying Agent, at 160 Queen Victoria Street, London, EC4V 4LA, United Kingdom during the life of the Registration Document; and (ii) <https://home.barclays/content/dam/home-barclays/documents/investor-relations/ResultAnnouncements/H12024Results/BBPLC-6K-H124.pdf>. It has also been filed with the SEC and is available in electronic form on the SEC's website at <https://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000312070&owner=include&count=40&hidefilings=0>;

- (b) amend the second sentence of the second paragraph of the section entitled "*Forward-Looking Statements*" on page 32 of the Registration Document by adding, after the phrase "plans and objectives for future operations", the words ", International Financial Reporting Standards ("**IFRS**")";
- (c) replace the second sentence of the third paragraph of the section entitled "*Forward-Looking Statements*" on page 32 of the Registration Document with the following:

"Forward-looking statements may be affected by a number of factors, including, without limitation: changes in legislation, regulations, governmental and regulatory policies, expectations and actions, voluntary codes of practices, and the interpretation thereof, changes in IFRS and other accounting standards, including practices with regard to the interpretation and application thereof and emerging and developing ESG reporting standards; the outcome of current and future legal proceedings and regulatory investigations; the Barclays Bank Group's ability along with governments and other stakeholders to measure, manage and mitigate the impacts of climate change effectively; environmental, social and geopolitical risks and incidents and similar events beyond the Barclays Bank Group's control; the impact of competition in the banking and financial services industry; capital, liquidity, leverage and other regulatory rules and requirements applicable to past, current and future periods; UK, US, Eurozone and global macroeconomic and business conditions, including inflation; volatility in credit and capital markets; market related risks such as changes in interest rates and foreign exchange rates; reforms to benchmark interest rates and indices; higher or lower asset valuations; changes in credit ratings of any entity within the Barclays Bank Group or any securities issued by it; changes in counterparty risk; changes in consumer behaviour; the direct and indirect consequences of the conflicts in Ukraine and the Middle East on European and global macroeconomic conditions, political stability and financial markets; political elections, including the impact of the UK, European and US elections in 2024; developments in the UK's relationship with the European Union ("**EU**")"; the risk of cyberattacks, information or security breaches, technology failures or operational disruptions and any subsequent impact on the Barclays Bank Group's reputation, business or operations; the Barclays Bank Group's ability to access funding; and the success of acquisitions, disposals and other strategic transactions.";

- (d) replace the second paragraph of the section entitled "*The Issuer, The Barclays Bank Group and the Group*" commencing on page 33 of the Registration Document with the following:

"Barclays is a diversified bank with five operating divisions comprising: Barclays UK, Barclays UK Corporate Bank, Barclays Private Bank and Wealth Management, Barclays Investment Bank and Barclays US Consumer Bank supported by Barclays Execution Services Limited, the Group-wide service company providing technology, operations and functional services to businesses across the Group. Barclays UK broadly represents businesses that sit within the UK ring-fenced bank and its subsidiaries, and comprises Personal Banking, Business Banking and Barclaycard Consumer UK. The Personal Banking business offers retail solutions to help customers with their day-to-day banking needs, the UK Business Banking business serves business clients, from high growth start ups to small-and-medium-sized enterprises, with specialist advice, and the Barclaycard Consumer UK business offers flexible borrowing and payment solutions.";

- (e) supplement the section entitled "*The Issuer, The Barclays Bank Group and the Group*" commencing on page 33 of the Registration Document by inserting the following paragraph after paragraph four:

"Based on the Barclays Bank Group's unaudited financial information for the six months ended 30 June 2024 as stated in the Interim Results Announcement, the Barclays Bank Group had total assets of £1,283,964m (December 2023: £1,185,166m), total loans and advances and debt securities at amortised cost of £190,572m (December 2023: £185,247m), total deposits at amortised cost of £324,012m (December 2023: £301,798m), and total equity of £59,110m (December 2023: £60,504m). The profit before tax of the Barclays Bank Group for the six months ended 30 June 2024 was £2,677m (June 2023: £3,132m) after credit impairment charges of £831m (June 2023: credit impairment charges of £688m). The financial information in this paragraph is

extracted from the unaudited condensed consolidated interim financial statements of the Issuer for the six months ended 30 June 2024, as stated in the Interim Results Announcement.";

- (f) replace the paragraph under the sub-section entitled "*Legal Proceedings*" under the section entitled "*The Issuer, the Barclays Bank Group and the Group*" on page 33 of the Registration Document with the following:

"For a description of the governmental, legal or arbitration proceedings that the Issuer and the Barclays Bank Group face, see Note 11 (*Legal, competition and regulatory matters*) to the condensed consolidated interim financial statements of the Issuer on pages 42 to 46 of the Interim Results Announcement.";

- (g) amend the sub-section entitled "*Directors*" under the section entitled "*The Issuer, the Barclays Bank Group and the Group*" commencing on page 34 of the Registration Document by replacing the table contained therein with the following updated table:

"Name	<i>Function(s) within the Issuer</i>	<i>Principal outside activities</i>
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
C.S. Venkatakrishnan	Chief Executive and Executive Director	Group Chief Executive and Executive Director, Barclays PLC; Board Member, Institute of International Finance; Advisory Member to 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; Member, CNBC ESG Council Board Member, Bank Policy Institute
Anna Cross	Executive Director	Group Finance Director and Executive Director, Barclays PLC; Chair, The 100 Group of the FTSE Finance Directors
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; Non-Executive Chair, Under Armour Inc.; Chief Economic Advisor, Allianz SE; President, Queens' College, Cambridge University; Chairman, Gramercy Funds Management; G30, Consultative Group on International Economic and Monetary Affairs Inc.
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 Bretton Woods Committee; Chair, Financial Sector Advisory Council, Federal Reserve Bank of Dallas
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
Brian Shea	Non-Executive Director	Non-Executive Director, Barclays PLC; Non-Executive Director, Barclays Execution Services Limited; Director, Ameriprise Financial, Inc.; Director, RBB Funds, Inc.; Board of Trustees, Catholic Charities of the Archdiocese of New York

* On 19 July 2024, the Issuer announced that Mohamed A. El-Erian will step down from the Board (as defined below) as a Non-Executive Director with effect from 1 September 2024.";

- (h) replace the paragraph under the sub-section entitled "*Legal Proceedings*" under the section entitled "*General Information*" on page 36 of the Registration Document with the following:

"Save as disclosed under Note 11 (*Legal, competition and regulatory matters*) to the condensed consolidated interim financial statements of the Issuer as set out on pages 42 to 46 of the Interim Results Announcement, 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 Registration Document 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.";

- (i) replace the sub-section entitled "*Significant Change Statement*" under the section entitled "*General Information*" commencing on page 36 of the Registration Document 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 30 June 2024."; and

- (j) replace the section entitled "*Appendix*" on pages 38 to 40 of the Registration Document with the following:

"APPENDIX

This appendix to the Registration Document (the "Appendix") has been prepared for the purposes of Article 26(4) of the Prospectus Regulation. This Appendix is to be read as an introduction to the Registration Document.

Any decision to invest in debt or derivatives securities of the Issuer should be based on a consideration of the Registration Document as a whole and the terms and conditions of such securities, as set out in the relevant prospectus or other offering document by the investor; the investor could lose all or part of the invested capital; where a claim relating to the information contained in a Registration Document is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Registration Document before the legal proceedings are initiated; civil liability attaches only to those persons who have tabled the Appendix including any translation thereof, but only where the Appendix is misleading, inaccurate or inconsistent, when read together with the other parts of the Registration Document, or where it does not provide, when read together

with the other parts of the Registration Document, key information in order to aid investors when considering whether to invest in such securities.

Key Information on the Issuer				
Who is the Issuer of the securities?				
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 G5GSEF7VJP5I7OUK5573.				
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.				
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.				
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.				
Identity of the key managing directors of the Issuer				
The key managing directors of the Issuer are C.S. Venkatakrishnan (Chief Executive and Executive Director) and Anna Cross (Executive Director).				
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.				
What is the key financial information regarding the Issuer?				
The Issuer has derived the selected consolidated financial information included in the table below for the years ended 31 December 2023 and 31 December 2022 from the annual consolidated financial statements of the Issuer for the years ended 31 December 2023 and 2022 (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 2024 and 30 June 2023 was derived from the unaudited condensed consolidated interim financial statements of the Issuer in respect of the six months ended 30 June 2024 (the " Interim Results Announcement "). Certain of the comparative financial metrics included in the table below for the six months ended 30 June 2023 were restated in the Interim Results Announcement.				
Consolidated Income Statement				
	As at 30 June (unaudited)		As at 31 December	
	2024	2023	2023	2022
	<i>(£m)</i>		<i>(£m)</i>	
Net interest income	3,115	3,120	6,653	5,398
Net fee and commission income	3,248	2,806	5,461	5,426
Credit impairment charges /(releases).....	(831)	(688)	(1,578)	(933)
Net trading income.....	3,302	3,853	5,980	7,624
Profit before tax	2,677	3,132	4,223	4,867
Profit after tax	2,157	2,607	3,561	4,382

Consolidated Balance Sheet

	As at 30 June (unaudited)		As at 31 December	
	2024	2023	2022	
	(£m)	(£m)		
Total assets.....	1,283,964	1,185,166	1,203,537	
Debt securities in issue.....	43,078	45,653	60,012	
Subordinated liabilities	37,849	35,903	38,253	
Loans and advances at amortised cost	190,572	185,247	182,507	
Deposits at amortised cost	324,012	301,798	291,579	
Total equity.....	59,110	60,504	58,953	

Certain Ratios from the Financial Statements

	As at 30 June (unaudited)		As at 31 December	
	2024	2023	2022	
	(%)	(%)		
Common Equity Tier 1 capital ^{1,2}	11.7	12.1	12.7	
Total regulatory capital	18.6	19.2	20.8	
UK leverage ratio (sub-consolidated) ³	5.6	6.0		

¹ Barclays Bank PLC's capital and RWAs are regulated by the Prudential Regulation Authority (PRA) on a solo-consolidated basis. The disclosure above provides a capital metric for Barclays Bank PLC solo-consolidated.

²The CET1 ratio is calculated applying the IFRS 9 transitional arrangements under Regulation (EU) No 575/2013 (the Capital Requirements Regulation), as amended, as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended (UK CRR).

³ Leverage minimum requirements for Barclays Bank PLC are set at sub-consolidated level and as a result, the leverage disclosure above is for Barclays Bank PLC sub-consolidated.

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 interest rate changes on the Barclays Bank Group's profitability; (iii) the competitive environments of the banking and financial services industry; (iv) the regulatory change agenda and impact on business model; (v) the impact of benchmark interest rate reforms on the Barclays Bank Group; and (vi) change delivery and execution risks.
- Climate risk:** Climate risk is the impact on financial (credit, market, treasury and capital) and operational risks arising from climate change through physical risks and risks associated with transitioning to a lower carbon economy.
- 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 changes 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) capital risk – the risk that the Barclays Bank Group has an insufficient level or composition of capital to support its normal business activities and to meet its regulatory capital requirements under normal operating environments and stressed conditions; (2) 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; 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.
- Compliance, reputation and legal risks and legal, competition and regulatory matters:** Compliance 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 (conduct risk) and the risk to Barclays, its clients, customers or markets from a failure to comply with the Laws, Rules and Regulations applicable to the firm. 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, rules 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 applicable laws, rules, regulations or contractual requirements or to assert or defend their intellectual property rights. Legal risk may arise in relation to any number of the material existing and emerging risks summarised above.



The date of this Supplement is 19 August 2024