

**Supplement Number 2 dated 17 May 2024
to the Base Prospectus dated 19 June 2023**



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

as Issuer

Debt Issuance Programme

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 19 June 2023, as supplemented by Supplement Number 1 dated 31 July 2023 (together the "**Base Prospectus**") prepared by Barclays Bank PLC (the "**Issuer**") with respect to its Debt Issuance Programme (the "**Programme**"). This Supplement constitutes a supplementary prospectus in respect of the Base Prospectus for the Issuer for the purposes of Article 23 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**UK Prospectus Regulation**").

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

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement.

This Supplement constitutes supplementary admission particulars in respect of the Base Prospectus for the purposes of the Rulebook of International Securities Market of the London Stock Exchange.

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below.

The purpose of this Supplement is to:

- (a) supplement the information set out in the section entitled "*Information Incorporated by Reference*" commencing on page 14 of the Base Prospectus, and additionally incorporate by reference into the Base Prospectus:
 - the Issuer's registration document dated 27 March 2024 (the "**2024 Registration Document**"); and
 - the Annual Report of the Issuer, as filed with the US Securities and Exchange Commission (the "**SEC**") on Form 20-F on 21 February 2024 in respect of the year ended 31 December 2023 (the "**2023 20-F**"), except for the section entitled "Exhibit Index" on page 263 of the 2023 20-F, which is not incorporated in and does not form part of the Base Prospectus.

The 2024 Registration Document is available in electronic form at <https://home.barclays/content/dam/home-barclays/documents/investor-relations/fixedincome/2024/20240327-BBPLC-Registration-Document-Update-2024.pdf>.

The 2023 20-F is available in electronic form at <https://home.barclays/content/dam/home-barclays/documents/investor-relations/reports-and-events/annual-reports/2023/Barclays%20Bank%20PLC%20Form%2020-F%202023.pdf>

The 2024 Registration Document and 2023 20-F have each been filed with the FCA and shall be deemed to be incorporated in, and form part of, the Base Prospectus as supplemented by this Supplement. The 2024 Registration Document and 2023 20-F may be inspected 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 Notes issued pursuant to the Base Prospectus. They are also available in electronic form at <https://www.home.barclays/barclays-investor-relations.html>. The 2023 20-F has also been filed with the SEC and is available in electronic form on the SEC's website at <https://www.sec.gov/ix?doc=/Archives/edgar/data/312070/000031207023000014/c070-20230630.htm>;

- (b) replace the fourth paragraph of the section entitled "*Information Incorporated by Reference*" commencing on page 14 of the Base Prospectus with the following:

"The Issuer has prepared the financial statements incorporated by reference above from the 2023 20-F, the 20-F and the 2021 20-F in accordance with UK-adopted international accounting standards. Such financial statements have also been prepared in accordance with (i) 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. 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 2023 20-F, the 20-F and the 2021 20-F.";

- (c) replace the information in the section entitled "*Forward-Looking Statements*" entirely commencing on page vii of the Base Prospectus with the following:

"This Base Prospectus and certain documents incorporated by reference herein contain certain forward-looking statements within the meaning of Section 21E of the U.S. Securities Exchange Act of 1934, as amended, and Section 27A of the U.S. Securities Act of 1933, as amended, with respect to the Barclays Bank Group. The Issuer cautions readers that no forward-looking statement is a guarantee of future performance and that actual results or other financial condition or performance measures could differ materially from those contained in the forward-looking statements. Forward-looking statements can be identified by the fact that they do not relate only to historical or current facts.

Forward-looking statements sometimes use words such as 'may', 'will', 'seek', 'continue', 'aim', 'anticipate', 'target', 'projected', 'expect', 'estimate', 'intend', 'plan', 'goal', 'believe', 'achieve' or other words of similar meaning. Examples of forward-looking statements include, among others, statements or guidance regarding or relating to the Barclays Bank Group's future financial position, business strategy, income levels, costs, assets and liabilities, impairment charges, provisions, capital leverage and other regulatory ratios, capital distributions (including policy on dividends and share buybacks), return on tangible equity, projected levels of growth in banking and financial markets, industry trends, any commitments and targets (including environmental, social and governance ("**ESG**") commitments and targets), plans and objectives for future

operations and other statements that are not historical or current facts. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements speak only as at the date on which they are made. 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 International Financial Reporting Standards ("**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, pandemics 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; developments in the UK's relationship with the European Union ("**EU**"); the risk of cyberattacks, information or security breaches, technology failures or other operational disruptions and any subsequent impacts 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. A number of these factors are beyond the Barclays Bank Group's control. As a result, the Barclays Bank Group's actual financial position, results, financial and non-financial metrics or performance measures or its ability to meet commitments and targets may differ materially from the statements or guidance set forth in the Barclays Bank Group's forward-looking statements. Additional risks and factors which may impact the Barclays Bank Group's future financial condition and performance are identified in the Issuer's filings with the SEC (including, without limitation, the Issuer's Annual Report on Form 20-F for the financial year ended 31 December 2023 (as defined in "*Information Incorporated by Reference*" below)), which are available on the SEC's website at www.sec.gov.

Subject to the Issuer's obligations under the applicable laws and regulations of any relevant jurisdiction (including, without limitation, the UK and the U.S.), in relation to disclosure and ongoing information, the Issuer undertakes no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise.";

- (d) amend the second paragraph in the field titled "**Issuer:**" in the section "Overview of the Programme" on page 1 of the Base Prospectus by deleting it in its entirety and replacing it 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, which are 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, Barclays Bank UK PLC ("**BBUKPLC**"), and its subsidiaries, and comprises Personal Banking, Business Banking and Barclaycard Consumer UK. The remaining divisions broadly represent the businesses that sit within the non-ring fenced bank, the Issuer, and its subsidiaries. Barclays UK Corporate Bank offers lending, trade and working capital, liquidity,

payments and FX solutions for corporate clients with turnover from £6.5 million (excluding those that form part of the FTSE 350). Barclays Private Bank and Wealth Management comprises the Private Bank, Wealth Management and Investments businesses. Barclays Investment Bank incorporates the Global Markets, Investment Banking and International Corporate Banking businesses, serving FTSE 350, multinationals and financial institution clients that are regular users of Investment Bank services. Barclays US Consumer Bank represents the US credit card business, focused in the partnership market, as well as an online deposit franchise";

- (e) amend the fourth paragraph of the sub-section entitled "*Risk Factors - Changes in law may adversely affect the rights of Holders and the market value of the Notes*" on page 11 of the Base Prospectus by deleting it in its entirety and replacing it with the following:

"The financial services industry has been and continues to be the focus of significant regulatory change and scrutiny (for example, the recent enactment in the United Kingdom of the Financial Services and Markets Act 2023 and the Retained EU Law (Revocation and Reform) Act 2023), which may adversely affect the Barclays Bank Group's business, financial performance, capital and risk management strategies - see pages 24 - 28 of the 2023 20-F for more detail. Such regulatory changes, and the resulting actions taken to address such regulatory changes, may have an adverse impact on the Group's, and therefore the Issuer's, performance and financial condition. It is not yet possible to predict the detail of such legislation or regulatory rulemaking or the ultimate consequences to the Group or the Holders, which could be material to the rights of Holders of the Notes and/or the ability of the Issuer to satisfy its obligations under such Notes.";

- (f) amend the sub-section entitled "*Risk Factors - Risks relating to the Issuer and the Barclays Bank Group*" on page 6 of the Base Prospectus by deleting it in its entirety and replacing it with the following:

"Risks relating to the Issuer and the Barclays Bank Group

Prospective investors should consider the section entitled "*Risk Factors*" on pages 1-24 of the 2024 Registration Document (defined below) which is referred to in, and incorporated by reference into, this Base Prospectus, as set out in "*Information Incorporated by Reference*" on page 14 of this Base Prospectus."; and

- (g) amend the section entitled "*The Issuer, the Barclays Bank Group and the Group*" on page 109 of the Base Prospectus by deleting it in its entirety (including the "*Recent Developments*" sub-section thereunder) and replacing it with the following:

"THE ISSUER, THE BARCLAYS BANK GROUP AND THE GROUP

For information in respect of the Issuer, the Barclays Bank Group and the Group, prospective investors are referred to the section entitled "*The Issuer, the Barclays Bank Group and the Group*" on pages 33 to 35 of the 2024 Registration Document, which is referred to in, and incorporated by reference into, this Base Prospectus as set out in, "*Information Incorporated by Reference*" on page 14 of this Base Prospectus.".

IMPORTANT NOTICES

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

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

Save as disclosed in this Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

Any information contained in the documents specified above which is not incorporated by reference in the Base Prospectus is either not relevant for prospective investors for the purposes of Article 6(1) of the UK Prospectus Regulation or is covered elsewhere in the Base Prospectus.

If documents which are incorporated by reference into this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the UK Prospectus Regulation except where such information or other documents are specifically incorporated by reference into this Supplement.

This Supplement shall be available on or around the date hereof in electronic form at <https://www.londonstockexchange.com/news?tab=today-s-news>.

17 May 2024