

6 DECEMBER 2019

PROSPECTUS SUPPLEMENT

BP 9 SUPPLEMENT 3/2019



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

**Pursuant to the Global Structured Securities Programme**

---

This prospectus supplement dated 6 December 2019 (the "**Prospectus Supplement**") is supplemental to, and must be read in conjunction with, GSSP Base Prospectus 9 dated 19 July 2019 (as supplemented by Supplement 1/2019 dated 3 September 2019 and Supplement 2/2019 dated 24 October 2019) (as so supplemented, the "**Base Prospectus 9**") as prepared by Barclays Bank PLC in its capacity as issuer (the "**Issuer**") in respect of its Global Structured Securities Programme (the "**Programme**"). This Prospectus Supplement constitutes a base prospectus supplement in respect of Base Prospectus 9 for the purposes of Directive 2003/71/EC (as amended and superseded), as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended by the Prospectus (Directive 2003/71/EC) Amending Regulations 2012, the "**Irish Prospectus Regulations**").

Terms defined in Base Prospectus 9 shall, unless the context otherwise requires, have the same meanings when used in this Prospectus Supplement.

The purpose of this Prospectus Supplement is to update and amend certain information with respect to Finnish Securities, Norwegian Securities and Swedish Securities set out in the "*Important Information*", "*Terms and Conditions of the Securities*", "*Form of Final Terms (Notes and Certificates)*" and "*Form of Final Terms (Exercisable Certificates)*" sections of the Base Prospectus 9.

## **1. AMENDMENT TO THE "IMPORTANT INFORMATION" SECTION**

The section entitled "*Important Information*" on pages 4 to 8 of the Base Prospectus 9 shall be amended by:

- (a) deleting the information under the heading entitled "*Listing and Admission to Trading*" on page 4 in its entirety and replacing it with the following:

### **"Listing and Admission to Trading**

Applications may be made for the listing and admission to trading of Securities on the regulated market of the Irish Stock Exchange plc trading as Euronext Dublin.

Application may also be made for a listing and admission to trading of Securities on the regulated market of the Luxembourg Stock Exchange, Euronext Paris, Euronext Brussels, Euronext Amsterdam, London Stock Exchange, Malta Stock Exchange, NASDAQ Copenhagen, NASDAQ Helsinki, NASDAQ Stockholm, NGM Nordic Derivatives Exchange (NDX), Oslo Stock Exchange, Borsa Italiana S.p.A., Bolsas y Mercados Españoles and/or Euronext Lisbon, as specified in the Final Terms.

In addition, application may be made for a listing and admission to trading of Securities on the SIX Swiss Exchange and/or on the multilateral trading facility of

EuroTLX SIM S.p.A., Euro MTF, Nasdaq First North Growth Market and/or NGM Nordic MTF, as specified in the Final Terms. The SIX Swiss Exchange and the multilateral trading facility of EuroTLX SIM S.p.A., Euro MTF, Nasdaq First North Growth Market and/or NGM Nordic MTF are not regulated markets for the purposes of the Prospectus Directive."

## 2. AMENDMENTS TO THE "**TERMS AND CONDITIONS OF THE SECURITIES**" SECTION

The section entitled "*Terms and Conditions of the Securities*" on pages 138 to 430 of the Base Prospectus 9 shall be amended by:

- (a) (i) inserting the phrase "the Finnish Securities Markets Act (746/2012)," immediately after the words "in accordance with" in the second line of General Condition 1.1(d) (*Form, title and transfer – Form of Securities – Form of Finnish Securities*) on page 142 and (ii) replacing the words "the Finnish Act on the Book-entry System and Clearing Activity (*laki arvo-osuusjärjestelmästä ja selvitystoiminnasta (749/2012)*)" in the second and third lines of the same General Condition by the words "the Finnish Act on the Book-entry System and Settlement Activities (*laki arvo-osuusjärjestelmästä ja selvitystoiminnasta (348/2017)*)", so that the amended General Condition 1.1(d) shall read as follows:

"(d) **Form of Finnish Securities**

Finnish Securities are issued in uncertificated and dematerialised book-entry form in accordance with the Finnish Securities Markets Act (746/2012), the Finnish Act on the Book-entry System and Settlement Activities (*laki arvo-osuusjärjestelmästä ja selvitystoiminnasta (348/2017)*) and the Finnish Act on Book-entry Accounts (*laki arvo-osuustileistä (872/1991)*), other applicable Finnish legislation and Euroclear Finland Rules. No Global Securities or Definitive Securities representing Finnish Securities will be issued, and the General Conditions of such securities will be construed accordingly. References in the General Conditions to Coupons, Receipts, Talons and Global Securities shall not apply to Finnish Securities.";

- (b) replacing the words "Norwegian paperless securities registry" in the second line of General Condition 1.1(g) (*Form, title and transfer – Form of Securities – Form of Norwegian Securities*) on page 143 by the defined term "VPS", so that the amended General Condition 1.1(g) shall read as follows:

"(g) **Form of Norwegian Securities**

Norwegian Securities are issued in uncertificated book-entry form and cleared through the VPS, in accordance with the Securities Registration Act 2002-07-05 no. 64 as amended from time to time, and Regulation 2003-05-21 no. 620 on the information that shall be registered in a securities register and the VPS Rules. References in the Conditions to Coupons, Receipts, Talons and Global Securities shall not apply to Norwegian Securities.";

- (c) (i) inserting the words "and the Finnish Issue and Paying Agent" immediately after the words "the Issuer" in the first and fourth lines of the second paragraph under General Condition 1.4(e) (*Form, Title and Transfer – Title – Title to Finnish Securities*) on page 147 and (ii) inserting the word "also" immediately after the words "The Issuer shall" in the last line of the same paragraph, so that the amended General Condition 1.4(e) shall read as follows:

"(e) **Title to Finnish Securities**

In respect of Finnish Securities, the "**Holder**" will be the person in whose name a Finnish Cleared Security is registered in a book-entry account in the book-

entry system of Euroclear Finland (including a nominee Accountholder, as the case may be) in accordance with Finnish laws and the Euroclear Finland Rules. Where a nominee is so evidenced, it shall be treated as the Holder of the relevant Finnish Securities.

Notwithstanding any secrecy obligation, the Issuer and the Finnish Issue and Paying Agent shall, subject to the Relevant Rules and applicable laws, be entitled to obtain a list of the Holders and information on the Holders from Euroclear Finland (and Euroclear Finland shall be entitled to provide such information to the Issuer and the Finnish Issue and Paying Agent), provided that it is technically possible for Euroclear Finland to maintain such a list. The Issuer shall also pass on such information to the Finnish Issue and Paying Agent upon request.";

- (d) (i) replacing the words "the Finnish Act on the Book-entry System and Clearing Activity" in the second and third lines of General Condition 1.5(a)(iv) (*Form, Title and Transfer – Transfers – Transfers of Cleared Securities – Transfers of Finnish Securities*) on page 149 by the words "the Finnish Act on the Book-entry System and Settlement Activities (*laki arvo-osuusjärjestelmästä ja selvitystoiminnasta (348/2017)*)" and (ii) inserting the words "(*laki arvo-osuustileistä (872/1991)*)" immediately after the words "the Finnish Act on Book-entry Accounts" in the last line of the same General Condition, so that the amended General Condition 1.5(a)(iv) shall read as follows:

"(iv) **Transfers of Finnish Securities**

Transfers of Finnish Securities are effected upon entry in the Euroclear Finland Register and in accordance with the Relevant Rules, the Finnish Act on the Book-entry System and Settlement Activities (*laki arvo-osuusjärjestelmästä ja selvitystoiminnasta (348/2017)*) and the Finnish Act on Book-entry Accounts (*laki arvo-osuustileistä (872/1991)*).";

- (e) replacing the word "entry" in General Condition 1.5(a)(vi) (*Form, Title and Transfer – Transfers – Transfers of Cleared Securities – Transfers of Norwegian Securities*) on page 149 by the words "registration of such transfer", so that the amended General Condition 1.5(a)(vi) reads as follows:

"(vi) **Transfers of Norwegian Securities**

Transfers of Norwegian Securities are effected upon registration of such transfer in the VPS Register and in accordance with the Relevant Rules.";

- (f) (i) replacing the words "the third Helsinki Business Day before" immediately preceding the words "the Relevant Date" in fourth line of General Condition 6.6 (*Payments – Payments and Deliveries in respect of Finnish Securities*) on page 155 by "the TARGET Business Day immediately preceding" and (ii) replacing the words "the Finnish Act on the Book-entry System and Clearing Activity (*laki arvo-osuusjärjestelmästä ja selvitystoiminnasta (749/2012)*)", " in the fifth and sixth lines of the same General Condition by the words "the Finnish Act on the Book-entry System and Settlement Activities (*laki arvo-osuusjärjestelmästä ja selvitystoiminnasta (348/2017)*)", so that the amended General Condition 6.6 shall read as follows:

"6.6 **Payments and Deliveries in respect of Finnish Securities**

Payments of principal, interest and instalments of principal in respect of the Finnish Securities will be made to the Holders of the Finnish Securities (appearing on the register maintained by Euroclear Finland in accordance with the Relevant Rules at the close of business on the TARGET Business Day immediately preceding the Relevant Date) in accordance with the Finnish Act

on the Book-entry System and Settlement Activities (*laki arvo-osuusjärjestelmästä ja selvitystoiminnasta* (348/2017)), the Finnish Act on Book-entry Accounts (*laki arvo-osuustileistä* (872/1991)), other applicable Finnish legislation and the Relevant Rules.";

- (g) (i) deleting the words "through the VPS System and" in the second line of General Condition 6.8 (*Payments – Payments and Deliveries in respect of Norwegian Securities*) on pages 155 and 156 and (ii) replacing the word "and" in the third line of the same General Condition by the words "as well as the", so that the amended General Condition 6.8 shall read as follows:

**"6.8 Payments and Deliveries in respect of Norwegian Securities**

The Issuer will ensure that all payments to Holders of Norwegian Securities will be made with the assistance of the Norwegian Issue and Paying Agent as well as the Accountholder for the Issuer in the VPS System and in accordance with the Relevant Rules.";

- (h) inserting the words "Finnish Securities and/or" immediately following the words "Exercisable Certificates which are" and immediately preceding the words "Swedish Securities" in the last paragraph under General Condition 8.2 (*Exercise of Exercisable Certificates – Automatic Exercise*) on page 162, so that the amended paragraph shall read as follows:

"Notwithstanding anything else in the Conditions, 'Automatic Exercise' shall always be applicable to Exercisable Certificates which are Finnish Securities and/or Swedish Securities.";

- (i) deleting the words "as Accountholder" in the ninth line of sub-paragraph (f) under General Condition 42.1 (*Agents – Appointment of Agents*) on page 340, so that the amended sub-paragraph (f) shall read as follows:

"The Agents act solely as agents of the Issuer and do not assume any obligation or relationship of agency or trust for or with any Holder. The Issuer reserves the right to vary or terminate the appointment of the Agents and to appoint additional or other Agents, provided that the Issuer shall at all times maintain:

...

- (f) a CREST Agent so long as any CREST Securities are outstanding; a French Issue and Paying Agent, so long as French Cleared Securities or French Securities are outstanding; a Danish Issue and Paying Agent, so long as any Danish Securities are outstanding; a Finnish Issue and Paying Agent, so long as any Finnish Securities are outstanding; a Swedish Issue and Paying Agent and Euroclear Sweden as the central securities depository, so long as any Swedish Securities are outstanding; a Swiss Issue and Paying Agent, so long as any Swiss Securities are outstanding, and a Norwegian Issue and Paying Agent and an authorised VPS account manager (Kontofører), so long as any Norwegian Securities are outstanding and, in each case, in accordance with the requirements of the Relevant Rules; and";
- (j) deleting sub-paragraph (k) under General Condition 47.1 (*Notices – To Holders*) on page 345 in its entirety and replacing it with the following:

"All notices to Holders will be given in writing and deemed to have been duly given and valid:

...

- (k) in the case of Norwegian Securities, if delivered to the Norwegian Issue and Paying Agent who shall in turn distribute the notice through the VPS System to the Securityholders.";
- (k) (i) replacing sub-paragraph (i) under General Condition 49.2(d) (*Modifications and Meetings of Holders – Modifications requiring the consent of the Holders (Securities other than French Securities) – Consent in respect of Finnish Securities*) on page 348 by the following:
- "(i) Any person registered on the fifth Business Day prior to the meeting of Holders as a Holder in the registers kept by Euroclear Finland in respect of the Securities shall be entitled to vote at the meeting of Holders in person or by proxy if holding any of the nominal amount of the Securities at the time of the meeting, provided that where the Securities are held by a nominee Holder, voting rights are vested with the beneficial holders who must on the fifth Business Day prior to the meeting of Holders be temporarily registered for voting purposes as the Holders on the "temporary list of owners" in accordance with the Euroclear Finland Rules for purposes of exercising voting rights in the meeting in person or by proxy." and
- (ii) replacing the first sentence in sub-paragraph (iii) under the same General Condition by the sentence "Resolutions passed at a meeting of Holders shall be notified to the Holders in accordance with General Condition 47.1(h) (*Notices – To Holders – In the case of Finnish Securities*).", so that the amended General Condition 49.2(d) shall read as follows:
- "(d) **Consent in respect of Finnish Securities**
- In addition to the provisions set out in paragraph (a) above, the following shall apply in respect of the Finnish Securities:
- (i) Any person registered on the fifth Business Day prior to the meeting of Holders as a Holder in the registers kept by Euroclear Finland in respect of the Securities shall be entitled to vote at the meeting of Holders in person or by proxy if holding any of the nominal amount of the Securities at the time of the meeting, provided that where the Securities are held by a nominee Holder, voting rights are vested with the beneficial holders who must on the fifth Business Day prior to the meeting of Holders be temporarily registered for voting purposes as the Holders on the "temporary list of owners" in accordance with the Euroclear Finland Rules for purposes of exercising voting rights in the meeting in person or by proxy.
- (ii) A meeting of Holders shall be held in Helsinki and its chairman shall be appointed by the Issuer. If the Issuer fails to appoint such a chairman no later than five days prior to the meeting of Holders, he or she shall be appointed by the Finnish Issue and Paying Agent.
- (iii) Resolutions passed at a meeting of Holders shall be notified to the Holders in accordance with Condition 47.1(h) (*Notices – To Holders – In the case of Finnish Securities*). In addition, Holders are obliged to notify subsequent transferees of the Securities of the resolutions of the meeting of Holders.";
- (l) replacing each reference to "Business Day" and "Banking Day" in each of sub-paragraphs (a) and (b) under General Condition 49.2(e) (*Modifications and Meetings of Holders – Modifications requiring the consent of the Holders (Securities other than French Securities) – Consent in respect of Swedish Securities*) on page 349 by the

phrase "Stockholm Business Day", so that the amended General Condition 49.2(e) shall read as follows:

"(e) **Consent in respect of Swedish Securities**

In addition to the provisions set out in paragraph (a) above, the following shall apply in respect of the Swedish Securities:

- (i) Only Holders registered as Holders on the fifth Stockholm Business Day prior to the Holders' meeting (or the procedure in writing) are entitled to vote at the Holders' meeting (or the procedure in writing). The Swedish Issue and Paying Agent shall ensure that there is an excerpt from the register kept by Euroclear Sweden available at the Holders' meeting (or the procedure in writing) showing the registered Holders on the fifth Stockholm Business Day prior to the Holders' meeting (or the procedure in writing).
  - (ii) Holders of Securities registered with nominees shall be considered Holders instead of the authorised nominee if the Holder shows a certificate from the authorised nominee (A) certifying that the relevant person was the holder of Securities on the fifth Stockholm Business Day prior to the Holders' meeting (or procedure in writing), and (B) showing the number of Securities held by that person on the fifth Stockholm Business Day prior to the Holders' meeting (or the procedure in writing). In respect of Securities registered with authorised nominees, the authorised nominee shall be regarded as present at the Holders' meeting (or the procedure in writing) with the number of Securities that the nominee represents as Holder.";
- (m) deleting the definition of "Helsinki Business Day" under General Condition 55.1 (*Definitions and interpretation – Definitions*) on page 385 in its entirety;
- (n) deleting the words "SEB Large Corporates & Financial Institutions" in the definition of "Norwegian Issue and Paying Agent" under General Condition 55.1 (*Definitions and interpretation – Definitions*) on page 396, so that the amended definition shall read as follows:
- ""**Norwegian Issue and Paying Agent**" means, in respect of any Series of Norwegian Securities, Skandinaviska Enskilda Banken AB (publ), a banking institution incorporated under the laws of Sweden whose registered office is at Kungsträdgårdsgatan 8, SE-106 40 Stockholm, Sweden, acting through its Oslo branch, or such other issue and paying agent specified as a 'Paying Agent' in the Final Terms.";
- (o) deleting the definition of "Norwegian Securities" under General Condition 55.1 (*Definitions and interpretation – Definitions*) on page 396 and replacing it with the following:
- ""**Norwegian Securities**" means Securities issued in uncertificated and dematerialised electronic book-entry form and registered with the VPS in accordance with the Relevant Rules."; and
- (p) deleting the definition of "VPS" under General Condition 55.1 (*Definitions and interpretation – Definitions*) on page 413 and replacing it with the following:
- ""**VPS**" means Verdipapirsentralen ASA (the Norwegian Central Securities Depository), Fred. Olsens gate 1, 0107 Oslo, Norway.".

**3. AMENDMENTS TO THE "FORM OF FINAL TERMS (NOTES AND CERTIFICATES)" SECTION**

The section entitled "*Form of Final Terms (Notes and Certificates)*" on pages 431 to 469 of the Base Prospectus 9 shall be amended by:

- (a) inserting the following as a new paragraph immediately after the third paragraph and immediately preceding the last paragraph on page 432:

"[Insert if the Securities are listed on the Nasdaq First North Growth Market: Nasdaq First North is an MTF, as defined in EU legislation (as implemented in national law), operated by an exchange within the Nasdaq group. Issuers on Nasdaq First North are not subject to all the same rules as issuers on a regulated main market, as defined in EU legislation (as implemented in national law). Instead they are subject to a less extensive set of rules and regulations. The risk in investing in an issuer on Nasdaq First North may therefore be higher than investing in an issuer on the main market. The exchange approves the application for admission to trading.]";

- (b) (i) replacing the words "Norwegian Central Securities Depository" in Line Item 38 (*Form of Securities*) under Part A (*Contractual Terms*) on pages 459 and 460 by the defined term "VPS" and (ii) inserting the words "Central Securities Depositories and" immediately following the word "Swedish" and immediately preceding the words "Financial Instruments Accounts Act (1998:1479)" in the same Line Item, so that the amended Line Item 38 shall read as follows:

38. Form of Securities	<p>[Global Bearer Securities: [Temporary Global Security, exchangeable for a Permanent Global Security] [Permanent Global Security[, exchangeable for a Definitive Bearer Security]]]</p> <p>[TEFRA: [D Rules] [C Rules] [Not Applicable]]</p> <p>[Global Registered Security[, exchangeable for a Definitive Registered Security]]</p> <p>[Definitive Registered Securities]</p> <p>[Registered Security Closed Period: [Not Applicable] [Applicable]]</p> <p>[CREST Securities held in uncertificated registered form] [Book-entry Securities in [bearer form (<i>au porteur</i>)] [registered form (<i>au nominatif</i>)] [deposited with Euroclear France]]</p> <p>[Uncertificated Securities in dematerialised book-entry form] [registered with VP] [registered with Euroclear Finland] [registered with the VPS] [held in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479), as amended. Cleared and settled in Euroclear Sweden]</p> <p>[Uncertificated Securities in dematerialised and registered form, in accordance with article 973c of the Swiss Federal Code of Obligations]</p> <p>NGN Form: [Not Applicable] [Applicable]</p>
------------------------	---

	<p>Held under the NSS: [Not Applicable] [Applicable]</p> <p>CGN Form: [Not Applicable] [Applicable]</p> <p>CDIs: [Not Applicable] [Applicable]</p>
--	--

- (c) deleting the information in Line Item 1(a) (*Listing and Admission to Trading*) under Part B (*Other Information*) on page 463 in its entirety and replacing it with the following:

(a) Listing Admission Trading and to	<p>[Not Applicable]</p> <p>[Application has been made/is expected to be made to the Irish Stock Exchange plc trading as Euronext Dublin for the securities to be [admitted to the official list] [and] [trading on its regulated market] with effect from [●].] [The Tranche [●] Securities[, Tranche [●] Securities] [and Tranche [●] Securities] were [admitted to trading] on Irish Stock Exchange plc trading as Euronext Dublin on or around [●][, [●]] [and [●], respectively.]</p> <p>[Application [has been made/is expected to 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] [Euronext Paris] [Euronext Brussels] [Luxembourg Stock Exchange] [Malta Stock Exchange] [NASDAQ Copenhagen] [NASDAQ Helsinki] [NASDAQ Stockholm] [Oslo Stock Exchange] [NGM Nordic Derivatives Exchange (NDX)] [Borsa Italiana S.p.A.] [Bolsas y Mercados Españoles] [Euronext Lisbon] [Euronext Amsterdam] with effect from [●].]</p> <p>[Application [has been made/is expected to 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 [SIX Swiss Exchange] [multilateral trading facility of [EuroTLX SIM S.p.A.] [Euro MTF] [Nasdaq First North Growth Market] [NGM Nordic MTF]], which is not a regulated market, with effect from [●].]</p> <p>[The Tranche [●] Securities[, Tranche [●] Securities][and Tranche [●] Securities] were [admitted to trading] on [the London Stock Exchange] [Euronext Paris] [Euronext Brussels] [Luxembourg Stock Exchange] [Malta Stock Exchange] [NASDAQ Copenhagen] [NASDAQ Helsinki] [NASDAQ Stockholm] [Oslo Stock Exchange] [NGM Nordic Derivatives Exchange (NDX)] [Borsa Italiana S.p.A.] [Bolsas y Mercados Españoles] [Euronext Lisbon] [Euronext Amsterdam] [SIX Swiss Exchange] [the multilateral trading facility of [EuroTLX SIM S.p.A.] [Euro MTF] [Nasdaq First North Growth Market] [NGM Nordic MTF]] on or around [●][, [●]] [and [●], respectively.]</p> <p>[The Securities shall not be fungible with the Tranche [●] Securities [, the Tranche [●] Securities][or the Tranche [●] Securities] until such time as the Securities are [listed] [and]</p>
--------------------------------------	--

	[admitted to trading] as indicated above.]
--	--

**4. AMENDMENTS TO THE "FORM OF FINAL TERMS (EXERCISABLE CERTIFICATES)" SECTION**

The section entitled "*Form of Final Terms (Exercisable Certificates)*" on pages 470 to 504 of the Base Prospectus 9 shall be amended by:

- (a) inserting the following as a new paragraph immediately after the first paragraph and immediately preceding the last paragraph on page 471:

"[Insert if the Securities are listed on the Nasdaq First North Growth Market: Nasdaq First North is an MTF, as defined in EU legislation (as implemented in national law), operated by an exchange within the Nasdaq group. Issuers on Nasdaq First North are not subject to all the same rules as issuers on a regulated main market, as defined in EU legislation (as implemented in national law). Instead they are subject to a less extensive set of rules and regulations. The risk in investing in an issuer on Nasdaq First North may therefore be higher than investing in an issuer on the main market. The exchange approves the application for admission to trading.]";

- (b) (i) inserting the words "[registered with Euroclear Finland] [registered with the VPS]" immediately following the words "Uncertificated Securities in dematerialised book-entry form" and immediately preceding the words "held in accordance with" in Line Item 40 (*Form of Securities*) under Part A (*Contractual Terms*) on page 496 and (ii) inserting the words "Central Securities Depositories and" immediately following the word "Swedish" and immediately preceding the words "Financial Instruments Accounts Act (1998:1479)" in the same Line Item, so that the amended Line Item 40 shall read as follows:

40. Form of Securities	<p>[Global Bearer Securities: [Temporary Global Security, exchangeable for a Permanent Global Security] [Permanent Global Security[, exchangeable for a Definitive Bearer Security]]]</p> <p>[TEFRA: [D Rules] [C Rules] [Not Applicable]]</p> <p>[Global Registered Security[, exchangeable for a Definitive Registered Security]]</p> <p>[Definitive Registered Securities]</p> <p>[Registered Security Closed Period: [Not Applicable] [Applicable]]</p> <p>[Uncertificated Securities in dematerialised book-entry form] [registered with Euroclear Finland] [registered with the VPS] [held in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479), as amended. Cleared and settled in Euroclear Sweden]</p> <p>CGN Form: [Not Applicable] [Applicable]</p>
------------------------	---

- (c) deleting the information in Line Item 1(a) (*Listing and Admission to Trading*) under Part B (*Other Information*) on page 498 in its entirety and replacing it with the following:

<p>(a) Listing Admission Trading and to</p>	<p>[Not Applicable]</p> <p>[Application has been made/is expected to be made to the Irish Stock Exchange plc trading as Euronext Dublin for the Exercisable Certificates to be [admitted to the official list] [and] [trading on its regulated market] with effect from [•].] [The Tranche [•] Securities[, Tranche [•] Securities] [and Tranche [•] Securities] were [admitted to trading] on Irish Stock Exchange plc trading as Euronext Dublin on or around [•][, [•]] [and [•], respectively.]</p> <p>[Application [has been made/is expected to be made] by the Issuer (or on its behalf) for the Exercisable Certificates to be [listed on the official list] [and] [admitted to trading on the regulated market] of the [London Stock Exchange] [Euronext Paris] [Euronext Brussels] [Luxembourg Stock Exchange] [Malta Stock Exchange] [NASDAQ Copenhagen] [NASDAQ Helsinki] [NASDAQ Stockholm] [Oslo Stock Exchange] [NGM Nordic Derivatives Exchange (NDX)] [Borsa Italiana S.p.A.] [Bolsas y Mercados Españoles] [Euronext Lisbon] [Euronext Amsterdam] with effect from [•].]</p> <p>[Application [has been made/is expected to be made] by the Issuer (or on its behalf) for the Exercisable Certificates to be [listed on the official list] [and] [admitted to trading on the [SIX Swiss Exchange] [multilateral trading facility of [EuroTLX SIM S.p.A.] [Euro MTF] [Nasdaq First North Growth Market] [NGM Nordic MTF]], which is not a regulated market, with effect from [•].]</p> <p>[The Tranche [•] Exercisable Certificates[, Tranche [•] Exercisable Certificates] [and Tranche [•] Exercisable Certificates] were [admitted to trading] on [the London Stock Exchange] [Euronext Paris] [Euronext Brussels] [Luxembourg Stock Exchange] [Malta Stock Exchange] [NASDAQ Copenhagen] [NASDAQ Helsinki] [NASDAQ Stockholm] [Oslo Stock Exchange] [NGM Nordic Derivatives Exchange (NDX)] [Borsa Italiana S.p.A.] [Bolsas y Mercados Españoles] [Euronext Lisbon] [Euronext Amsterdam] [SIX Swiss Exchange] [the multilateral trading facility of [EuroTLX SIM S.p.A.] [Euro MTF] [Nasdaq First North Growth Market] [NGM Nordic MTF]] on or around [•][, [•]] [and [•], respectively.]</p> <p>[The Exercisable Certificates shall not be fungible with the Tranche [•] Exercisable Certificates[, the Tranche [•] Exercisable Certificates] [or the Tranche [•] Exercisable Certificates] until such time as the Exercisable Certificates are [listed] [and] [admitted to trading] as indicated above.]</p>
---	--

- (d) inserting the words "[VPS [-identification number [•]] [Euroclear Finland [-identification number [•]]]" immediately following the words "[Euroclear, Clearstream]" and immediately preceding the words "[Euroclear Sweden [-identification number

[●]" in Line Item 6(e) (*Operational Information – Relevant Clearing System(s) [and the relevant identification number(s)]*) under Part B (*Other Information*) on page 499, so that the amended Line Item 6(e) shall read as follows:

(e) Relevant Clearing System(s) [and the relevant identification number(s)]	[Euroclear, Clearstream] [VPS [-identification number [●]] [Euroclear Finland [-identification number [●]] [Euroclear Sweden [- identification number [●]] ( <i>specify other; give name(s), address(es) and identification number(s)</i> )
---	---

Investors should be aware of their rights under Regulation 52 of the Irish Prospectus Regulations. Investors who have agreed to purchase or subscribe for Securities before this Prospectus Supplement was published have the right, exercisable within two working days after the date on which this Prospectus Supplement is published, to withdraw their acceptances. This right is exercisable up to, and including 10 December 2019. Investors should contact the distributor from which they agreed to purchase or subscribe the Securities in order to exercise their withdrawal rights.

References to Base Prospectus 9 shall hereafter mean Base Prospectus 9 as supplemented by this Prospectus Supplement. The Issuer accepts responsibility for the information contained in this Prospectus Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Prospectus Supplement is in accordance with the facts and contains no omission likely to affect the import of such information. Save as disclosed in this Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in Base Prospectus 9 is capable of affecting the assessment of securities issued pursuant to Base Prospectus 9 has arisen or been noted, as the case may be, since the publication of Base Prospectus 9 (as supplemented at the date hereof) by the Issuer.

This Prospectus Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under Directive 2003/71/EC (as amended and superseded). The Central Bank only approves this Prospectus Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Directive 2003/71/EC (as amended and superseded).



The date of this Prospectus Supplement is 6 December 2019