

29 AUGUST 2024

REGISTRATION DOCUMENT SUPPLEMENT

SUPPLEMENT 1/2024



BARCLAYS BANK IRELAND PLC
(Incorporated with limited liability in Ireland)

This supplement dated 29 August 2024 (the "**Supplement**") is supplemental to and must be read in conjunction with the registration document 3/2024 dated 7 June 2024 (the "**Registration Document**") prepared for the purposes of giving information with respect to Barclays Bank Ireland PLC (the "**Issuer**").

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

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 21 June 2024 (a consolidation of the historical Base Prospectus 9 and Base Prospectus 1) (the "**GSSP EU Base Prospectus**") and (b) Global Structured Securities Programme Preference Share Linked Base Prospectus approved on 21 June 2024 (formerly Base Prospectus 16) (the "**GSSP PSL Base Prospectus**").

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 and GSSP PSL Base Prospectus. For the avoidance of doubt, the Appendix overrides the section headed "Appendix" in the Registration Document 3/2024, which has become obsolete.

This Supplement has been approved by the Central Bank of Ireland as competent authority under the Prospectus Regulation. The Central Bank 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.

In Accordance with Article 23(2) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities pursuant to each of the (i) GSSP EU Base Prospectus and (ii) GSSP PSL Base Prospectus 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 2 September 2024.

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

The purpose of this Supplement is to:

- (a) supplement the section entitled "*Information Incorporated by Reference*" on page 23 of the Registration Document and incorporate by reference into the Registration Document the

unaudited Interim Report and Condensed Consolidated Financial Statements of the Issuer in respect of the six months ended 30 June 2024 (the "**Interim Results Announcement**").

The Interim Results Announcement 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 during normal business hours at One Molesworth Street, Dublin 2, D02 RF29, Ireland during the life of the Registration Document. It is available in electronic form at <https://home.barclays/content/dam/home-barclays/documents/investor-relations/ResultAnnouncements/H12024Results/202400208-Barclays-Bank-Ireland-PLC-Interim-2024-Results-Announcement.pdf>;

- (b) amend the last sentence of the first paragraph of the section entitled "*Forward-Looking Statements*" commencing on page 24 of the Registration Document with the following updated information:

"(including ESG commitments and targets), plans and objectives for future operations, IFRS and other statements that are not historical or current facts.";

- (c) replace the third sentence of the second paragraph of the section entitled "*Forward-Looking Statements*" commencing on page 24 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 Issuer'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 Issuer'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; Eurozone, UK, US 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 the Issuer 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 European, UK, and US elections in 2024; developments in the UK's relationship with the EU; the risk of cyber-attacks, information or security breaches, technology failures or operational disruptions and any subsequent impact on the Issuer's reputation, business or operations; the Issuer's ability to access funding; and the success of acquisitions, disposals and other strategic transactions.";

- (d) replace the paragraph under the sub-section entitled "*Legal Proceedings*" under the section entitled "*The Issuer, the BBPLC Group and the Group*" on page 26 of the Registration Document with the following:

"For a description of the governmental, legal or arbitration proceedings that the Issuer faces, see Note 10 (*Legal, competition and regulatory matters*) to the condensed consolidated interim financial statements of the Issuer on page 43 of the Interim Results Announcement.";

- (e) supplement the sub-section entitled "*Recent Developments*" under the section entitled "*The Issuer, the BBPLC Group and the Group*" on page 26 of the Registration Document with the following:

"On 4 July 2024, Barclays PLC announced that the Issuer has agreed the sale of the CBE

business (comprising credit cards, unsecured personal loans and deposits), currently within the Issuer's Head Office, to BAWAG P.S.K., a wholly-owned subsidiary of BAWAG Group AG. Completion of the sale, which is subject to certain conditions, including regulatory approvals and the sanction of the relevant courts, is expected to occur in Q424 or Q125. When including disposal costs and accounting adjustments as required by IFRS 5 (Non-current Assets Held for Sale and Discontinued Operations), Barclays has recorded a £20m loss on the transaction within Head Office in Q224. Once complete, the sale is expected to release c.£3.4bn of RWAs, increasing Barclays' common equity tier 1 ratio by c.10bps.";

- (f) amend the sub-section entitled "*Directors*" under the section entitled "*The Issuer, the BBPLC Group and the Group*" commencing on page 26 of the Registration Document by replacing the table contained therein with the following updated table:

<i>"Name</i>	<i>Function(s) within the Issuer</i>	<i>Principal outside activities</i>
Tim Breedon CBE	Independent Non-Executive Director, Chair of the Board, Board Nominations Committee Chair	Barclays PLC (Non-Executive Director); Quilter plc (Non-Executive Director)
Francesco Ceccato	Executive Director and Chief Executive Officer	Ladygrove Farm Management Limited (Director); Financial Services Ireland (Board Member)
Gian Marco Martino	Executive Director and Chief Financial Officer	SWP Strategy GmBH (Manager & Partner)
Etienne Boris	Independent Non-Executive Director, Board Audit Committee Chair, Member of the Board Risk Committee and Member of the Board Nominations Committee	Stahl Parent BV (Non-Executive Director); Société Agricole et Immobilière (Non-Executive Director); RCI Bank and Services (Non-Executive Director); Datapred SA (Member of the Strategic Advisory Committee)
Jennifer Allerton	Independent Non-Executive Director, Board Remuneration Committee Chair, Member of the Board Audit Committee, Member of the Board Risk Committee and Member of the Board Nominations Committee	Iron Mountain Inc (Non-Executive Director)
Joanna Nader	Independent Non-Executive Director, Board Risk Committee Chair, Member of the Board Nominations Committee and Member of the Board Remuneration Committee	The Really Stable Company Limited (Director); TP ICAP Group PLC (Group Head of Strategy)

<i>"Name"</i>	<i>Function(s) within the Issuer</i>	<i>Principal outside activities</i>
Eduardo Stock da Cunha	Independent Non-Executive Director, Member of the Board Audit Committee, Member of the Board Remuneration Committee, Member of the Board Risk Committee and Member of the Board Nominations Committee	Fidelidade - Companhia de Seguros S.A. (Non-Executive Director)
Sylvie Matherat	Independent Non-Executive Director, Member of the Board Risk Committee, Member of the Board Audit Committee and Member of the Board Nominations Committee	Groupe Crédit Commercial de France (Non-Executive Director); Mazars (Advisor); Groupe Edmond de Rothschild (Advisor); Hamburg Commercial Bank AG (Member of the Supervisory Body); OK Mobility Group SA (Non-Executive Director).

";

- (g) replace the sub-section entitled "*Significant Change Statement*" under the section entitled "*General Information*" commencing on page 28 of the Registration Document with the following:

"There has been no significant change in the financial position or financial performance of the Issuer since 30 June 2024.";

- (h) replace the paragraph under the sub-section entitled "*Legal Proceedings*" under the section entitled "*General Information*" on page 28 of the Registration Document with the following:

"Save as disclosed under Note 10 (*Legal, competition and regulatory matters*) to the condensed consolidated interim financial statements of the Issuer as set out on page 43 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

- (i) replace the information in the section entitled "Appendix" on pages 30 to 33 of the Registration Document with the following updated information:

"APPENDIX

This appendix to the Registration Document (the "Appendix") has been prepared for the purposes of Article 26(4) of Regulation (EU) 2017/1129 (the "Prospectus Regulation"). This Appendix is to be read as an introduction to the Registration Document.

Any decision to invest in debt or derivative 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.

Who is the Issuer of the securities?
<p>Domicile and legal form of the Issuer</p> <p>Barclays Bank Ireland PLC (the "Issuer") is a public limited company, registered in Ireland under company number 396330. The liability of the members of the Issuer is limited. The Issuer was incorporated in Ireland on 12 January 2005 and it has its registered head office at One Molesworth Street, Dublin 2, D02 RF29, Ireland (telephone number +353 1618 2600). The Legal Entity Identifier (LEI) of the Issuer is 2G5BKIC2CB69PRJH1W31.</p> <p>Principal activities of the Issuer</p> <p>The Issuer is part of the BBPLC Group. The principal activities of the Issuer are the provision of corporate and investment banking services to European Union ("EU") corporate entities, retail banking services in Germany and Italy and private banking services to EU clients.</p> <p>The term "BBPLC Group" means Barclays Bank PLC together with its subsidiaries.</p> <p>Major shareholders of the Issuer</p> <p>The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays Bank PLC. The whole of the issued ordinary share capital of the Barclays Bank PLC is beneficially owned by Barclays PLC. Barclays PLC is the ultimate holding company of the Group.</p> <p>The term "Group" means Barclays PLC together with its subsidiaries.</p> <p>Identity of the key managing directors of the Issuer</p> <p>The key managing directors of the Issuer are Francesco Ceccato (Chief Executive Officer and Executive Director) and Gian Marco Martino (Chief Financial Officer and Executive Director).</p> <p>Identity of the statutory auditors of the Issuer</p> <p>The statutory auditors of the Issuer are KPMG, chartered accountants and registered auditors (Chartered Accountants Ireland), of 1 Harbourmaster Pl, International Financial Services Centre, Dublin 1, D01 F6F5, Ireland.</p>
What is the key financial information regarding the Issuer?
<p>The Issuer has derived the selected financial information included in the table below for the years ended 31 December 2023 and 31 December 2022 from the annual financial statements of the Issuer for the year ended 31 December 2023, which has, save for the financial information under the section entitled "<i>Certain Ratios from the Financial Statements</i>", 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 interim results announcement of the Issuer in respect of the six months ended 30 June 2024.</p>

Income Statement				
	As at 30		As at 31	
	June		December	
	2024	2023¹	2023	2022¹
	<i>(€m)</i>		<i>(€m)</i>	
Continuing operations				
Net interest income.....	103	24	264	(5)
Net fee and commission income.....	548	505	954	899
Net trading income	56	103	111	218
Credit impairment (charges) / releases	(41)	15	(32)	(33)
Profit before tax.....	183	133	264	151
Profits after tax from continuing operations.....	145	95	192	99
(Loss) / Profit after tax from discontinued operations	(247)	79	50	1
(Loss) / Profit after tax.....	(102)	174	242	100

Balance Sheet			
	As at 30	As at 31 December	
	June		
	(unaudited)	2023	2022
	2024	<i>(€m)</i>	
	<i>(€m)</i>		
Cash and balances at central bank	33,529	33,814	30,540
Loans and advances to banks	1,043	1,230	1,412
Loans and advances to customers.....	6,219	9,438	13,861
Total assets.....	149,960	142,644	132,534
Deposits from banks	2,748	2,171	3,628
Deposits from customers.....	32,048	29,847	25,793
Debt securities in issue	2,682	2,457	3,139
Subordinated liabilities	4,830	4,833	4,679
Total equity	6,808	6,964	6,515

Certain Ratios from the Financial Statements			
	As at	As at 31	
	30	December	
	June	2023	2022
	2024	2023	2022
	<i>(%)</i>		
Common Equity Tier 1 capital ratio ^{2 3 4}	15.8	16.0	16.7
Total regulatory capital ratio ^{2 4}	21.2	21.5	22.4
CRR leverage ratio ²	4.8	5.0	5.8

¹ Comparative results have been re-presented from those previously published to reclassify certain items as discontinued operations.

² Capital, risk-weighted assets and leverage are calculated applying the IFRS 9 transitional arrangements of the EU Capital Requirements Regulation ("EU CRR").

³ Common Equity Tier 1 is a measure of capital that is predominantly common equity as defined by the EU CRR.

⁴ Capital ratios express a bank's capital as a percentage of its risk-weighted assets.

Liquidity coverage ratio ⁵	202	221	194
Net stable funding ratio.....	132	147	149

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

The Issuer 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 Issuer'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 Issuer'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 Issuer.

- Material existing and emerging risks potentially impacting more than one principal risk:**
 In addition to material and emerging risks impacting individual principal risks (such 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 Issuer'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 Issuer; and (vi) change delivery and execution risks.

Principal risks include:

- Climate Risk:** Climate risk is the impact on financial 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 Issuer from the failure of clients, customers or counterparties, to fully honour their obligations to members of the Issuer. The Issuer is subject to risks arising from changes in credit quality and recovery rates for loans and advances due from borrowers and counterparties. Market risk is the risk of loss arising from potential adverse change in the value of the Issuer's assets and liabilities from fluctuation in market variables.
- Treasury and Capital Risk and the risk that the Issuer is subject to substantial resolution powers:** There are three primary types of treasury and capital risk faced by the Issuer which are (1) liquidity risk – the risk that the Issuer is unable to meet its contractual or contingent obligations or that it does not have the appropriate amount of stable funding and liquidity to support its assets, which may also be impacted by credit rating changes; (2) capital risk – the risk that the Issuer has an insufficient level or composition of capital; and (3) interest rate risk in the banking book – the risk that the Issuer is exposed to capital or income volatility because of a mismatch between the interest rate exposures of its (nontraded) assets and liabilities. Under Directive 2014/59/EU (the "**Bank Recovery and Resolution Directive**"), substantial powers are granted to Relevant Resolution Authorities to implement various resolution measures and stabilisation options with respect to an Irish bank or investment firm (currently including the Issuer) (including, but not limited to, the bail-in tool, which gives a Relevant Resolution Authority the power to write down certain claims of unsecured creditors of a failing relevant entity (which write-down may result in the reduction of such claims to zero) and to convert certain unsecured debt claim into equity or other instruments of ownership) in circumstances in which the Relevant Resolution Authority is satisfied that the relevant resolution conditions are met.

⁵ The liquidity coverage ratio expresses a bank's high quality liquid assets as a percentage of its stressed net outflows over a 30 day period as defined by the Commission Delegated Regulation (EU) 2015/61.

- **Operational and Model Risks:** Operational risk is the risk of loss to the Issuer 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 competition and regulatory matters:** Compliance risk is the risk of detriment to customers, clients, market integrity, effective competition or the Issuer from the inappropriate supply of financial services, including instances of wilful or negligent misconduct. Reputation risk is the risk that an action, transaction, investment, event, decision or business relationship will reduce trust in the Issuer's integrity and/or competence. The Issuer conducts activities in a highly regulated market which exposes it to legal risk arising from (i) the multitude of laws and regulations that apply to the businesses it operates, which are highly dynamic, may vary between jurisdictions and/or conflict, and may be unclear in their application to particular circumstances especially in new and emerging areas; and (ii) the diversified and evolving nature of the Issuer's businesses and business practices. In each case, this exposes the Issuer to the risk of loss or the imposition of penalties, damages or fines from the failure of members of the Issuer to meet applicable laws, rules, regulations or contractual requirements. Legal risk may arise in relation to any of the risk factors summarised above.

"Irish Bail-in Power" means any write-down, conversion, transfer, modification and/or suspension power existing from time to time under any laws, regulations, rules or requirements relating to the resolution of banks, banking group companies, credit institutions and/or investment firms incorporated in Ireland in effect and applicable in Ireland to the Issuer, including but not limited to any such laws, regulations, rules or requirements that are implemented, adopted or enacted within the context of any European Union directive or regulation of the European Parliament and of the Council establishing a framework for the recovery and resolution of credit institutions and investment firms, as the same has been or may be amended from time to time, pursuant to which obligations of a bank, banking group company, credit institution or investment firm or any of its affiliates can be reduced, cancelled, amended, transferred and/or converted into shares or other securities or obligations of the obligor or any other person.

"Relevant Resolution Authority" means the Central Bank of Ireland, the Single Resolution Board established pursuant to the SRM Regulation and/or any other authority entitled to exercise or participate in the exercise of the Irish Bail-in Power from time to time.

"Securities" means any securities issued by the Issuer described in any securities note and, if applicable, summary, which, when read together with this Registration Document, comprise a prospectus for the purposes of Article 6(3) of the Prospectus Regulation or in any base prospectus for the purposes of Article 8 of the Prospectus Regulation or other offering document into which this Registration Document may be incorporated by reference.

"SRM Regulation" means Regulation (EU) No 806/2014 of the European Parliament and Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund and amending Regulation (EU) No 1093/2010, as amended or replaced from time to time.

References to the Registration Document shall hereafter mean the Registration Document as supplemented by this Supplement. 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 that 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 Registration Document by this supplement and (b) any

other statement in, or incorporated by reference in, the Registration Document, the statements in (a) above will prevail.

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 Prospectus Regulation except where such information or other documents are specifically incorporated by reference into this Supplement.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Registration Document since the publication of the Registration Document.



The date of this Supplement is 29 August 2024