

**BASE OFFERING CIRCULAR SUPPLEMENT DATED 20 MAY 2024
TO THE BASE OFFERING CIRCULAR DATED 7 MAY 2024**



بنك البحرين والكويت

BANK OF BAHRAIN AND KUWAIT (B.S.C.)

(incorporated in the Kingdom of Bahrain by an Amiri Decree)

**U.S.\$2,000,000,000
Euro Medium Term Note Programme**

This base offering circular supplement (the **Base Offering Circular Supplement**), which constitutes supplementary admission particulars for the purposes of the International Securities Market Rulebook effective as of 1 January 2021 (the **ISM Rulebook**), is supplemental to, and should be read in conjunction with, the base offering circular dated 7 May 2024 (the **Base Offering Circular**) and is prepared in connection with the U.S.\$2,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by Bank of Bahrain and Kuwait (B.S.C.) (the **Issuer**). Terms defined in the Base Offering Circular shall, unless the context otherwise requires, have the same meaning when used in this Base Offering Circular Supplement. To the extent that there is any inconsistency between any statement in this Base Offering Circular Supplement and any statement in the Base Offering Circular, the statements in this Base Offering Circular Supplement will prevail.

The Base Offering Circular and this Base Offering Circular Supplement can be viewed on the website of the London Stock Exchange plc at <https://www.londonstockexchange.com/resources/raise-finance-resources?tab=debt&accordionId=5-ea7d3a8a-be9a-4d96-88fd-28c0669b8d1c>

The ISM is not a regulated market situated or operating within the United Kingdom (the **UK**) for the purposes of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **EUWA**) (the **UK MiFIR**).

The ISM is a market designated for professional investors. Notes admitted to trading on the ISM are not admitted to the Official List of the Financial Conduct Authority (the FCA). The London Stock Exchange has not approved or verified the contents of this Base Offering Circular Supplement.

This Base Offering Circular Supplement does not constitute a prospectus for the purposes of a listing or an admission to trading on any market in the UK which has been designated as a regulated market for the purposes of UK MiFIR and has not been approved by the FCA pursuant to the Official Listing of Securities, Prospectus and Transparency (Amendment etc.) (EU Exit) Regulations 2019.

This Base Offering Circular Supplement does not constitute a prospectus for the purposes of a listing or an admission to trading on any market in the European Economic Area (the **EEA**) which has been designated as a regulated market for the purposes of the Markets in Financial Instruments Directive (Directive 2014/65/EU) (as amended, **MiFID II**), and has not been approved by the competent authority in any member state of the EEA pursuant to Regulation (EU) 2017/1129.

The purpose of this Base Offering Circular Supplement is to (A) incorporate by reference into the Base Offering Circular the Group's reviewed interim condensed consolidated financial statements as at and for the three months ended 31 March 2024, together with the review report thereon (the **Q1 2024 Financial Statements**); and (B) update the "General Information" section of the Base Offering Circular.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Base Offering Circular Supplement. The Issuer, having taken all reasonable care to ensure that such is the case, confirms that the information contained in this Base Offering Circular Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between any statement in or incorporated by reference into the Base Offering Circular by this Base Offering Circular Supplement and any other statement in or incorporated by reference in the Base Offering Circular, the statements in or incorporated by reference into the Base Offering Circular by this Base Offering Circular Supplement will prevail.

Save as disclosed in this Base Offering Circular Supplement or in any document incorporated by reference in this Base Offering Circular Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Offering Circular has arisen or been noted, as the case may be, since the publication of the Base Offering Circular.

The web links included in this Base Offering Circular Supplement are included for information purposes only and, other than in relation to the Q1 2024 Financial Statements which are incorporated by reference into the Base Offering Circular, the websites and their content are not incorporated into, and do not form part of, this Base Offering Circular Supplement or the Base Offering Circular.

UPDATES TO THE BASE OFFERING CIRCULAR

With effect from the date of this Base Offering Circular Supplement:

1. the Q1 2024 Financial Statements, which were published on the website of the Issuer, shall be incorporated in, and form part of, the Base Offering Circular;
2. a copy of the Q1 2024 Financial Statements can be viewed on the website of the Issuer at the following web link:

<https://www.bbkonline.com/wp-content/uploads/2024/05/BBK-FS-31-March-2024-Website.pdf>
3. for the avoidance of doubt, any documents incorporated by reference in the Q1 2024 Financial Statements shall not form part of this Base Offering Circular Supplement or the Base Offering Circular;
4. the wording under the subsection “*Significant or Material Change*” in the section “*General Information*” of the Base Offering Circular shall be replaced with the following wording:

“There has been no significant change in the financial or trading position of the of the Group since 31 March 2024 and there has been no material adverse change in the prospects of the Group since 31 December 2023.”; and
5. each reference in this Base Offering Circular Supplement and the Base Offering Circular to the “Base Offering Circular” shall be read and construed as a reference to the Base Offering Circular as supplemented by this Base Offering Circular Supplement.