

16 March 2017

PROSPECTUS SUPPLEMENT

COMBINED SUPPLEMENT 5/2016



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

Pursuant to the Global Structured Securities Programme

This prospectus supplement dated 16 March 2017 (the "**Prospectus Supplement**") is supplemental to, and must be read in conjunction with, each of the base prospectuses listed in the Schedule hereto (each such prospectus as supplemented by the (a) Combined Supplement 1/2016 dated 23 August 2016, (b) Combined Supplement 2/2016 dated 25 November 2016, (c) Combined Supplement 3/2016 dated 21 December 2016 and (d) Combined Supplement 4/2016 dated 12 January 2017, a "**Base Prospectus**" and together, the "**Base Prospectuses**") 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 of each Base Prospectus for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005 and amended on 3 July 2012, and has been approved by the *Commission de Surveillance du Secteur Financier*, which is the competent authority in the Grand Duchy of Luxembourg for the purposes of the Prospectus Directive and the relevant implementing measures in the Grand Duchy of Luxembourg, as a prospectus supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the Grand Duchy of Luxembourg for the purpose of giving information with regard to the issue of securities under the Programme. This Prospectus Supplement and any documents incorporated by reference will be published on www.bourse.lu.

Terms defined in the Base Prospectuses shall, unless the context otherwise requires, have the same meanings when used in this Prospectus Supplement save that in respect of Base Prospectus 6, any reference(s) to "Security" and "Securities" herein shall be read and construed to mean "Warrant" and "Warrants" respectively therein.

The purpose of this Prospectus Supplement is to:

- a. amend Element B.12 of the Summary in each Base Prospectus to update the (i) financial information, (ii) the "no significant change" statement and (iii) the "no material adverse change" statement;
- b. amend Element D.2 of the Summary in each Base Prospectus to update the risk factors.
- c. incorporate by reference (i) 2016 Joint Annual Report and the 2016 Issuer Annual Report (both as defined below) and (ii) Supplement 5/2016 (as defined below) into each Base Prospectus;
- d. amend the section entitled "General Information" of each Base Prospectus to update (i) the "no significant change" statement, (ii) the "no material adverse change" statement and (iii) the "Legal Proceedings" statement; and
- e. amend the "Summary", "Risk Factors", "Form of Final Terms", "Terms and Conditions of the Warrants (in respect of Base Prospectus 6 only)", "Terms and Conditions of the

Securities" (in respect of Base Prospectus 9 only) and "Taxation" sections to update disclosures relating to Section 871(m) of the US Internal Revenue Code of 1986.

A) THE SUMMARY

Following the release of the 2016 Joint Annual Report, in respect of each Base Prospectus, the "Summary" is supplemented by:

- (i) deleting the information appearing in the third column of Element B.12 and replacing it with the following:

"Based on the Bank Group's audited financial information for the year ended 31 December 2016, the Bank Group had total assets of £1,213,955m (2015: £1,120,727m), total net loans and advances of £436,417m (2015: £441,046m), total deposits of £472,917m (2015: £465,387m), and total shareholders' equity of £70,955m (2015: £66,019m) (including non-controlling interests of £3,522m (2015: £1,914m)). The profit before tax from continuing operations of the Bank Group for the year ended 31 December 2016 was £4,383m (2015: £1,914m) after credit impairment charges and other provisions of £2,373m (2015: £1,762m). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2016.

Not Applicable: there has been no significant change in the financial or trading position of the Bank Group since 31 December 2016.

There has been no material adverse change in the prospects of the Issuer since 31 December 2016."

- (ii) replacing the information appearing in the third column of Element D.2 with the following:

"Principal Risks relating to the Issuer: Material risks and their impact are described below in two sections: (i) Material existing and emerging risks by Principal Risk and (ii) Material existing and emerging risks potentially impacting more than one Principal Risk. A revised Enterprise Risk Management Framework ("ERMF") was approved by the board in December 2016 and revises the eight risks as follows: (1) Credit Risk; (2) Market Risk; (3) Treasury and Capital Risk; (4) Operational Risk; (5) Model Risk; (6) Conduct Risk; (7) Reputation Risk; and (8) Legal Risk (each a "Principal Risk").

- (i) Material existing and emerging risks by Principal Risk

Credit risk: The risk of loss to the firm from the failure of clients, customers or counterparties, including sovereigns, to fully honour their obligations to the firm, including the whole and timely payment of principal, interest, collateral and other receivables. The Group may suffer financial loss if any of its customers, clients or market counterparties fails to fulfil their contractual obligations to the Group. The Group may also suffer loss when the value of its investment in the financial instruments of an entity falls as a result of that entity's credit rating being downgraded. In addition, the Group may incur significant unrealised gains or losses due to changes in the Group's credit spreads or those of third parties, as these changes affect the fair value of the Group's derivative instruments, debt securities that the Group holds or issues, and loans held at fair value.

Market risk: The risk of loss arising from potential adverse changes in the value of the firm's assets and liabilities from fluctuation in market variables including, but not limited to, interest rates, foreign exchange, equity prices,

commodity prices, credit spreads, implied volatilities and asset correlations. The Group's trading business is generally adversely exposed to a prolonged period of elevated asset price volatility, particularly if it negatively affects the depth of marketplace liquidity.

Treasury and capital risk: The ability of the Group to achieve its business plans may be adversely impacted due to availability of planned liquidity, a shortfall in capital or a mismatch in the interest rate exposures of its assets and liabilities. The Group may not be able to achieve its business plans due to: i) being unable to maintain appropriate capital ratios; ii) being unable to meet its obligations as they fall due; iii) rating agency downgrades; iv) adverse changes in foreign exchange rates on capital ratios; v) negative interest rates; and vi) adverse movements in the pension fund.

Operational risk: The risk of loss to the firm from inadequate or failed processes or systems, human factors or due to external events (for example fraud) where the root cause is not due to credit or market risks. The Group is exposed to many types of operational risk. These include: fraudulent and other internal and external criminal activities; breakdowns in processes, controls or procedures (or their inadequacy relative to the size and scope of the Group's business); systems failures or an attempt by an external party to make a service or supporting technological infrastructure unavailable to its intended users, known as a denial of service attack; and the risk of geopolitical cyber threat activity which destabilises or destroys the Group's information technology, or critical technological infrastructure the Group depends upon but does not control. The Group is also subject to the risk of business disruption arising from events wholly or partially beyond its control, for example natural disasters, acts of terrorism, epidemics and transport or utility failures, which may give rise to losses or reductions in service to customers and/or economic loss to the Group. All of these risks are also applicable where the Group relies on outside suppliers or vendors to provide services to it and its customers. The operational risks that the Group is exposed to could change rapidly and there is no guarantee that the Group's processes, controls, procedures and systems are sufficient to address, or could adapt promptly to, such changing risks to avoid the risk of loss.

Model risk: The Group uses models to support a broad range of business and risk management activities. Models are imperfect and incomplete representations of reality, and so they may be subject to errors affecting the accuracy of their outputs. Models may also be misused. Model errors or misuse may result in the Group making inappropriate business decisions and being subject to financial loss, regulatory risk, reputational risk and/or inadequate capital reporting.

Conduct risk:

Execution of strategic divestment in non-core businesses: The risk of detriment to customers, clients and market integrity as the Group executes strategic decisions to exit products, businesses or countries. There is a risk some customers and clients may have reduced market access and a limited choice of alternative providers, or transitions to alternate providers could cause disruptions. There is also a risk the Group's strategic divestments may impact market liquidity or result in adverse pricing movements.

Product governance and sales practices: The Group must ensure that its remuneration practices and performance management framework are designed to prevent conflicts of interest and inappropriate sales incentives. Failure of product governance and sales controls could result in the sale of products and

services that fail to meet the needs of or are unsuitable for customers and clients, regulatory sanctions, financial loss and reputational damage.

Trading controls and benchmark submissions: A failure to maintain controls over trading activities and benchmark submissions could result in detriment to customers and clients, disruptions to market integrity, regulatory sanctions, financial loss and reputational damage. The risk of failure could be enhanced by the changes necessary to address various new regulations, including but not limited to the Markets in Financial Instruments Directive II.

Financial crime: The management of financial crime remains a key area of regulatory focus. Delivering a robust control environment to ensure the Bank effectively manages the risk of money laundering, terrorist financing sanctions and bribery and corruption protects the Bank and its customers and employees as well as society at large from the negative effects of financial crime. Failure to maintain an effective control environment may lead to regulatory sanctions, financial loss and reputational damage.

Data protection and privacy: Inadequate protection of data (including data held and managed by third party suppliers) could lead to security compromise, data loss, financial loss and other potential detriment to the Group's customers and clients, as well as regulatory sanctions, financial loss and reputational damage.

Regulatory focus on culture and accountability: Various regulators around the world have emphasised the importance of culture and personal accountability in helping to ensure appropriate conduct and drive positive outcomes for customers, clients and markets integrity. Regulatory changes such as the new UK Senior Managers Regime and Conduct Rules coming into effect in 2017, along with similar regulations in other jurisdictions, will require the Group to enhance its organisational and operational governance to evidence its effective management of culture and accountability. Failure to meet these new requirements and expectations may lead to regulatory sanctions, financial loss and reputational damage.

Reputation risk: The risk that an action, transaction, investment or event will reduce trust in the firm's integrity and competence by clients, counterparties, investors, regulators, employees or the public.

Legal risk: Legal disputes, regulatory investigations, fines and other sanctions relating to conduct of business and financial crime may negatively affect the Group's results, reputation and ability to conduct its business.

(ii) Material existing and emerging risks potentially impacting more than one Principal Risk:

Structural Reform (emerging risk):

The UK Financial Services (Banking Reform) Act 2013 (The UK Banking Reform Act) and associated secondary legislation and regulatory rules require all UK deposit-taking banks with over £25 billion of deposits (from individuals and small businesses) to separate certain day-to-day banking activities (e.g. deposit-taking) offered to retail and smaller business customers from other wholesale and investment banking services.

Business conditions, general economy and geopolitical issues

The Group's performance could be adversely affected in relation to more than one Principal Risk by a weak or deteriorating global economy or political

instability. These factors may also occur in one or more of the Group's main countries of operation. The Group offers a broad range of services to retail, institutional and government customers, in a large number of countries. The breadth of these operations means that deterioration in the economic environment, or an increase in political instability in countries where it is active, or any other systemically important economy, could adversely affect the Group's performance and prospects.

Change and execution:

The Group continues to drive changes to its functional capabilities and operating environment in order to allow the business to exploit emerging and digital technologies, and improve customer experience whilst also embedding enhanced regulatory requirements, strategic realignment, and business model changes. The complexity, increasing pace, and volume of changes underway simultaneously mean there is heightened execution risk and potential for change not being delivered to plan. Failure to adequately manage this risk could result in extended outages and disruption, financial loss, customer detriment, legal liability, potential regulatory censure and reputational damage.

Risks arising from regulation of the financial services industry: The financial services industry continues to be the focus of significant regulatory change and scrutiny which may adversely affect the Group's business, financial performance, capital and risk management strategies.

Regulatory action in the event a bank in the Group (such as the Issuer) is failing or likely to fail could materially adversely affect the value of the Securities:

UK resolution authorities have the right under certain circumstances to intervene in the Group pursuant to the stabilisation and resolution powers granted to them under the Banking Act and other applicable legislation. The exercise of any of these actions in relation to the Issuer could materially adversely affect the value of the Securities.

EU referendum:

The UK held a referendum on 23 June 2016 on whether it should remain a member of the EU. This resulted in a vote in favour of leaving the EU. The result of the referendum means that the long-term nature of the UK's relationship with the EU is unclear and there is uncertainty as to the nature and timing of any agreement with the EU on the terms of exit. In the interim, there is a risk of uncertainty for both the UK and the EU, which could adversely affect the economy of the UK and the other economies in which we operate.

Under the terms of the Securities, investors have agreed to be bound by the exercise of any UK Bail-in Power by the relevant UK resolution authority.

A downgrade of the credit rating assigned by any credit rating agency to the Issuer could adversely affect the liquidity or market value of the Securities. Credit ratings downgrade could occur as a result of, among other causes, changes in the ratings methodologies used by credit rating agencies. Changes in credit rating agencies' views of the level of implicit sovereign support for European banks and their groups are likely to lead to credit ratings downgrades.

The Issuer is affected by risks affecting the Banking-Group: The Issuer is also affected by risks affecting the Banking-Group as there is substantial overlap in the businesses of the Issuer and its subsidiaries. Further, the Issuer

can be negatively affected by risks and other events affecting its subsidiaries even where the Issuer is not directly affected."

- (iii) In respect of Base Prospectus 6 only, the "Summary" is supplemented by inserting the following risk factor in the third column of Element D.6 after the second last paragraph on page 27:

"[**US withholding on dividend equivalent amounts:** certain deemed payments on the product held by non-US investors generally may be subject to a US withholding tax of 30 per cent.. No additional amounts will be payable in respect of such withholding taxes.]".

- (iv) In respect of Base Prospectus 9 only, the Summary" is supplemented by inserting the following risk factor in the third column of Element D.3 after the second paragraph on page 46 of Base Prospectus 9:

"[**US withholding on dividend equivalent amounts:** certain deemed payments on the product held by non-US investors generally may be subject to a US withholding tax of 30 per cent. No additional amounts will be payable in respect of such withholding taxes.]".

B) RISK FACTORS

Following the release of the 2016 Joint Annual Report, the section "Risk Factors" is amended by:

- (i) In respect of each Base Prospectus, deleting in its entirety the third paragraph of Risk Factor 1 (*Risks associated with the Issuer's ability to fulfil its obligations under the Securities and status of the Securities*) on (i) page 35 of Base Prospectus 6 and (ii) page 53 of Base Prospectus 9, and replacing it with the following:

"These risks are described in the section "*Material existing and emerging risks*" on pages 89 to 96 of the 2016 Joint Annual Report, incorporated by reference into this document – see 'Information Incorporated by Reference'.";

- (ii) In respect of Base Prospectus 6, deleting in their entirety Risk Factor 3 (*Regulatory action in the event a bank in the Group (such as the Issuer) is failing or likely to fail could materially adversely affect the value of the Securities*) and Risk Factor 4 (*A downgrade of the credit rating assigned by any credit rating agency to the Issuer could adversely affect the liquidity or market value of the Securities*) on pages 35 to 38, and replacing them, respectively, with the following:

"3. Regulatory action in the event a bank or investment firm in the Group is failing or likely to fail could materially adversely affect the value of the Securities

The majority of the requirements of the European Union directive 2014/59/EU of the European Parliament and of the Council establishing a framework for the recovery and resolution of credit institutions and investment firms of 15 May 2014, as amended ("**BRRD**") (including the bail-in tool) were implemented in the UK by way of amendments to the Banking Act. For more information on the bail-in tool, see "*The relevant UK resolution authority may exercise the bail-in tool in respect of the Issuer and the Securities, which may result in holders of the Securities losing some or all of their investment*" below.

On 23 November 2016, the European Commission published, among other proposals, proposals to amend the BRRD. These proposals are in draft form and are still subject to the EU legislative process and national implementation.

Therefore, it is unclear what the effect of such proposals may be on the Group, the Issuer or the Securities.

The Banking Act confers substantial powers on a number of UK authorities designed to enable them to take a range of actions in relation to UK banks or investment firms and certain of their affiliates in the event a bank or investment firm in the same group is considered to be failing or likely to fail. The exercise of any of these actions in relation to the Issuer could materially adversely affect the value of the Securities.

Under the Banking Act, substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the PRA, the FCA and HM Treasury, as appropriate as part of a special resolution regime ("**SRR**"). These powers enable the relevant UK resolution authority to implement resolution measures with respect to a UK bank or investment firm and certain of its affiliates (each a "relevant entity") in circumstances in which the relevant UK resolution authority is satisfied that the resolution conditions are met. Such conditions include that a UK bank or investment firm is failing or is likely to fail to satisfy the Financial Services and Markets Act 2000 ("**FSMA**") threshold conditions for authorisation to carry on certain regulated activities (within the meaning of section 55B of the FSMA) or, in the case of a UK banking group company that is an EEA or third country institution or investment firm, that the relevant EEA or third country relevant authority is satisfied that the resolution conditions are met in respect of such entity.

The SRR consists of five stabilisation options: (a) private sector transfer of all or part of the business or shares of the relevant entity, (b) transfer of all or part of the business of the relevant entity to a "bridge bank" established by the Bank of England, (c) transfer to an asset management vehicle wholly or partly owned by HM Treasury or the Bank of England, (d) the bail-in tool (as described below) and (e) temporary public ownership (nationalisation).

The Banking Act also provides for two new insolvency and administration procedures for relevant entities. Certain ancillary powers include the power to modify contractual arrangements in certain circumstances (which could include a variation of the terms of the Securities), powers to impose temporary suspension of payments, powers to suspend enforcement or termination rights that might be invoked as a result of the exercise of the resolution powers and powers for the relevant UK resolution authority to disapply or modify laws in the UK (with possible retrospective effect) to enable the powers under the Banking Act to be used effectively.

Holders of the Securities should assume that, in a resolution situation, financial public support will only be available to a relevant entity as a last resort after the relevant UK resolution authorities have assessed and used, to the maximum extent practicable, the resolution tools, including the bail-in tool (as described below).

The exercise of any resolution power or any suggestion of any such exercise could materially adversely affect the value of any Securities and could lead to holders of the Securities losing some or all of the value of their investment in the Securities.

The SRR is designed to be triggered prior to insolvency of the Issuer, and holders of the Securities may not be able to anticipate the exercise of any resolution power (including the bail-in tool) by the relevant UK resolution authority.

The stabilisation options are intended to be used prior to the point at which any insolvency proceedings with respect to the relevant entity could have been initiated. The purpose of the stabilisation options is to address the situation where all or part of a business of a relevant entity has encountered, or is likely to encounter, financial difficulties, giving rise to wider public interest concerns.

Although the Banking Act provides specific conditions to the exercise of any resolution powers and, furthermore, the European Banking Authority's guidelines published in May 2015 set out the objective elements for the resolution authorities to apply in determining whether an institution is failing or likely to fail, it is uncertain how the relevant UK resolution authority would assess such conditions in any particular pre-insolvency scenario affecting the Issuer and/or other members of the Group and in deciding whether to exercise a resolution power.

The relevant UK resolution authority is also not required to provide any advance notice to holders of the Securities of its decision to exercise any resolution power. Therefore, holders of the Securities may not be able to anticipate a potential exercise of any such powers nor the potential effect of any exercise of such powers on the Issuer, the Group and the Securities.

Holders of the Securities may have only very limited rights to challenge the exercise of any resolution powers (including the UK bail-in tool) by the relevant UK resolution authority.

Holders of the Securities may have only very limited rights to challenge and/or seek a suspension of any decision of the relevant UK resolution authority to exercise its resolution powers (*including the UK bail-in tool*) or to have that decision reviewed by a judicial or administrative process or otherwise.

The relevant UK resolution authority may exercise the bail-in tool in respect of the Issuer and the Securities, which may result in holders of the Securities losing some or all of their investment.

Where the relevant statutory conditions for use of the bail-in tool have been met, the relevant UK resolution authority would be expected to exercise these powers without the consent of the holders of the Securities. Any such exercise of the bail-in tool in respect of the Issuer and the Securities may result in the cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the Securities and/or the conversion of the Securities into shares or other securities or other obligations of the Issuer or another person, or any other modification or variation to the terms of the Securities.

The Banking Act specifies the order in which the bail-in tool should be applied, reflecting the hierarchy of capital instruments under CRD IV and otherwise respecting the hierarchy of claims in an ordinary insolvency. In addition, the bail-in tool contains an express safeguard (known as "no creditor worse off") with the aim that shareholders and creditors do not receive a less favourable treatment than they would have received in ordinary insolvency proceedings of the relevant entity.

The exercise of the bail-in tool in respect of the Issuer and the Securities or any suggestion of any such exercise could materially adversely affect the rights of the holders of the Securities, the price or value of their investment in the Securities and/or the ability of the Issuer to satisfy its obligations under the Securities and could lead to holders of the Securities losing some or all of the value of their investment in such Securities. In addition, even in circumstances

where a claim for compensation is established under the 'no creditor worse off' safeguard in accordance with a valuation performed after the resolution action has been taken, it is unlikely that such compensation would be equivalent to the full losses incurred by the holders of the Securities in the resolution and there can be no assurance that holders of the Securities would recover such compensation promptly.

As insured deposits are excluded from the scope of the bail-in tool and other preferred deposits (and insured deposits) rank ahead of any Securities issued by the Bank, such Securities would be more likely to be bailed-in than certain other unsubordinated liabilities of the Bank (such as other preferred deposits).

As part of the reforms required by the BRRD, amendments have been made to relevant legislation in the UK (including the UK Insolvency Act 1986) to establish in the insolvency hierarchy a statutory preference (i) firstly, for deposits that are insured under the UK Financial Services Compensation Scheme ("insured deposits") to rank with existing preferred claims as 'ordinary' preferred claims and (ii) secondly, for all other deposits of individuals and micro, small and medium sized enterprises held in EEA or non-EEA branches of an EEA bank ("other preferred deposits"), to rank as 'secondary' preferred claims only after the 'ordinary' preferred claims. In addition, the UK implementation of the EU Deposit Guarantee Scheme Directive increased, from July 2015, the nature and quantum of insured deposits to cover a wide range of deposits, including corporate deposits (unless the depositor is a public sector body or financial institution) and some temporary high value deposits. The effect of these changes is to increase the size of the class of preferred creditors. All such preferred deposits will rank in the insolvency hierarchy ahead of all other unsecured senior creditors of the Bank, including the holders of the Securities. Furthermore, insured deposits are excluded from the scope of the bail-in tool. As a result, if the bail-in tool were exercised by the relevant UK resolution authority, the Securities would be more likely to be bailed-in than certain other unsubordinated liabilities of the Bank such as other preferred deposits.

4. A downgrade of the credit rating assigned by any credit rating agency to the Issuer or, if applicable, to the Securities could adversely affect the liquidity or market value of the Securities. Credit ratings downgrades could occur as a result of, among other causes, changes in the ratings methodologies used by credit rating agencies

Tranches of Securities issued under the Programme may be rated by credit rating agencies and may in the future be rated by additional credit rating agencies, although the Issuer is under no obligation to ensure that any Securities issued by it under the Programme are rated by any credit rating agency. Credit ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed in these Risk Factors and other factors that may affect the liquidity or market value of the Securities. A credit rating is not a recommendation to buy, sell or hold securities and may be revised, suspended or withdrawn by the credit rating agency at any time.

Any rating assigned to the Issuer and/or, if applicable, the Securities may be withdrawn entirely by a credit rating agency, may be suspended or may be lowered, if, in that credit rating agency's judgment, circumstances relating to the basis of the rating so warrant. Ratings may be impacted by a number of factors which can change over time, including the credit rating agency's assessment of: the Issuer's strategy and management's capability; the Issuer's financial condition including in respect of capital, funding and liquidity; competitive and economic conditions in the Issuer's key markets; the level of

political support for the industries in which the Issuer operates; and legal and regulatory frameworks affecting the Issuer's legal structure, business activities and the rights of its creditors. The credit rating agencies may also revise the ratings methodologies applicable to issuers within a particular industry or political or economic region. If credit rating agencies perceive there to be adverse changes in the factors affecting an issuer's credit rating, including by virtue of change to applicable ratings methodologies, the credit rating agencies may downgrade, suspend or withdraw the ratings assigned to an issuer and/or its securities. Revisions to ratings methodologies and actions on the Issuer's ratings by the credit rating agencies may occur in the future.

If the Issuer determines to no longer maintain one or more ratings, or if any credit rating agency withdraws, suspends or downgrades the credit ratings of the Issuer or the Securities, or if such a withdrawal, suspension or downgrade is anticipated (or any credit rating agency places the credit ratings of the Issuer or, if applicable, the Securities on "credit watch" status in contemplation of a downgrade, suspension or withdrawal), whether as a result of the factors described above or otherwise, such event could adversely affect the liquidity or market value of the Securities (whether or not the Securities had an assigned rating prior to such event)."

- (iii) In respect of Base Prospectus 9, deleting in their entirety Risk Factor 3 (*Regulatory action in the event a bank in the Group (such as the Issuer) is failing or likely to fail could materially adversely affect the value of the Securities*) and Risk Factor 4 (*A downgrade of the credit rating assigned by any credit rating agency to the Issuer could adversely affect the liquidity or market value of the Securities*) on pages 54 to 57, and replacing them, respectively, with the following:

"3. Regulatory action in the event a bank or investment firm in the Group is failing or likely to fail could materially adversely affect the value of the Securities

The majority of the requirements of the European Union directive 2014/59/EU of the European Parliament and of the Council establishing a framework for the recovery and resolution of credit institutions and investment firms of 15 May 2014, as amended ("**BRRD**") (including the bail-in tool) were implemented in the UK by way of amendments to the Banking Act. For more information on the bail-in tool, see "*The relevant UK resolution authority may exercise the bail-in tool in respect of the Issuer and the Securities, which may result in holders of the Securities losing some or all of their investment*" and "*Under the terms of the Swiss Securities, you have agreed to be bound by the exercise of any UK Bail-in power by the relevant UK resolution authority*" below.

On 23 November 2016, the European Commission published, among other proposals, proposals to amend the BRRD. These proposals are in draft form and are still subject to the EU legislative process and national implementation. Therefore, it is unclear what the effect of such proposals may be on the Group, the Issuer or the Securities.

The Banking Act confers substantial powers on a number of UK authorities designed to enable them to take a range of actions in relation to UK banks or investment firms and certain of their affiliates in the event a bank or investment firm in the same group is considered to be failing or likely to fail. The exercise of any of these actions in relation to the Issuer could materially adversely affect the value of the Securities.

Under the Banking Act, substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the PRA, the

FCA and HM Treasury, as appropriate as part of a special resolution regime ("**SRR**"). These powers enable the relevant UK resolution authority to implement resolution measures with respect to a UK bank or investment firm and certain of its affiliates (each a "relevant entity") in circumstances in which the relevant UK resolution authority is satisfied that the resolution conditions are met. Such conditions include that a UK bank or investment firm is failing or is likely to fail to satisfy the Financial Services and Markets Act 2000 ("**FSMA**") threshold conditions for authorisation to carry on certain regulated activities (within the meaning of section 55B of the FSMA) or, in the case of a UK banking group company that is an EEA or third country institution or investment firm, that the relevant EEA or third country relevant authority is satisfied that the resolution conditions are met in respect of such entity.

The SRR consists of five stabilisation options: (a) private sector transfer of all or part of the business or shares of the relevant entity, (b) transfer of all or part of the business of the relevant entity to a "bridge bank" established by the Bank of England, (c) transfer to an asset management vehicle wholly or partly owned by HM Treasury or the Bank of England, (d) the bail-in tool (as described below) and (e) temporary public ownership (nationalisation).

The Banking Act also provides for two new insolvency and administration procedures for relevant entities. Certain ancillary powers include the power to modify contractual arrangements in certain circumstances (which could include a variation of the terms of the Securities), powers to impose temporary suspension of payments, powers to suspend enforcement or termination rights that might be invoked as a result of the exercise of the resolution powers and powers for the relevant UK resolution authority to disapply or modify laws in the UK (with possible retrospective effect) to enable the powers under the Banking Act to be used effectively.

Holders of the Securities should assume that, in a resolution situation, financial public support will only be available to a relevant entity as a last resort after the relevant UK resolution authorities have assessed and used, to the maximum extent practicable, the resolution tools, including the bail-in tool (as described below).

The exercise of any resolution power or any suggestion of any such exercise could materially adversely affect the value of any Securities and could lead to holders of the Securities losing some or all of the value of their investment in the Securities.

The SRR is designed to be triggered prior to insolvency of the Issuer, and holders of the Securities may not be able to anticipate the exercise of any resolution power (including the bail-in tool) by the relevant UK resolution authority.

The stabilisation options are intended to be used prior to the point at which any insolvency proceedings with respect to the relevant entity could have been initiated. The purpose of the stabilisation options is to address the situation where all or part of a business of a relevant entity has encountered, or is likely to encounter, financial difficulties, giving rise to wider public interest concerns.

Although the Banking Act provides specific conditions to the exercise of any resolution powers and, furthermore, the European Banking Authority's guidelines published in May 2015 set out the objective elements for the resolution authorities to apply in determining whether an institution is failing or likely to fail, it is uncertain how the relevant UK resolution authority would assess such conditions in any particular pre-insolvency scenario affecting the

Issuer and/or other members of the Group and in deciding whether to exercise a resolution power.

The relevant UK resolution authority is also not required to provide any advance notice to holders of the Securities of its decision to exercise any resolution power. Therefore, holders of the Securities may not be able to anticipate a potential exercise of any such powers nor the potential effect of any exercise of such powers on the Issuer, the Group and the Securities.

Holders of the Securities may have only very limited rights to challenge the exercise of any resolution powers (including the UK bail-in tool) by the relevant UK resolution authority.

Holders of the Securities may have only very limited rights to challenge and/or seek a suspension of any decision of the relevant UK resolution authority to exercise its resolution powers (*including the UK bail-in tool*) or to have that decision reviewed by a judicial or administrative process or otherwise.

The relevant UK resolution authority may exercise the bail-in tool in respect of the Issuer and the Securities, which may result in holders of the Securities losing some or all of their investment.

Where the relevant statutory conditions for use of the bail-in tool have been met, the relevant UK resolution authority would be expected to exercise these powers without the consent of the holders of the Securities. Any such exercise of the bail-in tool in respect of the Issuer and the Securities may result in the cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the Securities and/or the conversion of the Securities into shares or other securities or other obligations of the Issuer or another person, or any other modification or variation to the terms of the Securities.

The Banking Act specifies the order in which the bail-in tool should be applied, reflecting the hierarchy of capital instruments under CRD IV and otherwise respecting the hierarchy of claims in an ordinary insolvency. In addition, the bail-in tool contains an express safeguard (known as "no creditor worse off") with the aim that shareholders and creditors do not receive a less favourable treatment than they would have received in ordinary insolvency proceedings of the relevant entity.

The exercise of the bail-in tool in respect of the Issuer and the Securities or any suggestion of any such exercise could materially adversely affect the rights of the holders of the Securities, the price or value of their investment in the Securities and/or the ability of the Issuer to satisfy its obligations under the Securities and could lead to holders of the Securities losing some or all of the value of their investment in such Securities. In addition, even in circumstances where a claim for compensation is established under the 'no creditor worse off' safeguard in accordance with a valuation performed after the resolution action has been taken, it is unlikely that such compensation would be equivalent to the full losses incurred by the holders of the Securities in the resolution and there can be no assurance that holders of the Securities would recover such compensation promptly.

As insured deposits are excluded from the scope of the bail-in tool and other preferred deposits (and insured deposits) rank ahead of any Securities issued by the Bank, such Securities would be more likely to be bailed-in than certain other unsubordinated liabilities of the Bank (such as other preferred deposits).

As part of the reforms required by the BRRD, amendments have been made to relevant legislation in the UK (including the UK Insolvency Act 1986) to establish in the insolvency hierarchy a statutory preference (i) firstly, for deposits that are insured under the UK Financial Services Compensation Scheme ("insured deposits") to rank with existing preferred claims as 'ordinary' preferred claims and (ii) secondly, for all other deposits of individuals and micro, small and medium sized enterprises held in EEA or non-EEA branches of an EEA bank ("other preferred deposits"), to rank as 'secondary' preferred claims only after the 'ordinary' preferred claims. In addition, the UK implementation of the EU Deposit Guarantee Scheme Directive increased, from July 2015, the nature and quantum of insured deposits to cover a wide range of deposits, including corporate deposits (unless the depositor is a public sector body or financial institution) and some temporary high value deposits. The effect of these changes is to increase the size of the class of preferred creditors. All such preferred deposits will rank in the insolvency hierarchy ahead of all other unsecured senior creditors of the Bank, including the holders of the Securities. Furthermore, insured deposits are excluded from the scope of the bail-in tool. As a result, if the bail-in tool were exercised by the relevant UK resolution authority, the Securities would be more likely to be bailed-in than certain other unsubordinated liabilities of the Bank such as other preferred deposits.

Under the terms of the Swiss Securities, you have agreed to be bound by the exercise of any UK Bail-in power by the relevant UK resolution authority

Notwithstanding any other agreements, arrangements, or understandings between us and any holder of the Swiss Securities, by acquiring the Swiss Securities, each holder of the Swiss Securities acknowledges, accepts, agrees to be bound by, and consents to the exercise of, any UK Bail-in power by the relevant UK resolution authority that may result in (i) the reduction or cancellation of all, or a portion, of the principal amount of, or interest on, the Swiss Securities; (ii) the conversion of all, or a portion, of the principal amount of, or interest on, the Swiss Securities into shares or other securities or other obligations of the Issuer or another person (and the issue to, or conferral on, the holder of the Securities such shares, securities or obligations); and/or (iii) the amendment or alteration of the maturity of the Securities, or amendment of the amount of interest due on the Swiss Securities, or the dates on which interest becomes payable, including by suspending payment for a temporary period; which UK Bail-in power may be exercised by means of a variation of the terms of the Swiss Securities solely to give effect to the exercise by the relevant UK resolution authority of such UK Bail-in power. Each holder of the Swiss Securities further acknowledges and agrees that the rights of the holders of the Swiss Securities are subject to, and will be varied, if necessary, solely to give effect to, the exercise of any UK Bail-in Power by the relevant UK resolution authority.

Accordingly, any UK Bail-in power may be exercised in such a manner as to result in you and other holders of the Swiss Securities losing all or a part of the value of your investment in the Swiss Securities or receiving a different security from the Swiss Securities, which may be worth significantly less than the Swiss Securities and which may have significantly fewer protections than those typically afforded to debt securities. Moreover, the relevant UK resolution authority may exercise the UK Bail-in power without providing any advance notice to, or requiring the consent of, the holders of the Swiss Securities.

In addition, under the terms of the Securities, the exercise of the UK Bail-in power by the relevant UK resolution authority with respect to the Securities is not an Event of Default (as defined in the terms and conditions of the

Securities). For more information, see Base Condition 25 (*Contractual acknowledgement of bail-in in respect of Swiss Securities*).

4. A downgrade of the credit rating assigned by any credit rating agency to the Issuer or, if applicable, to the Securities could adversely affect the liquidity or market value of the Securities. Credit ratings downgrades could occur as a result of, among other causes, changes in the ratings methodologies used by credit rating agencies

Tranches of Securities issued under the Programme may be rated by credit rating agencies and may in the future be rated by additional credit rating agencies, although the Issuer is under no obligation to ensure that any Securities issued by it under the Programme are rated by any credit rating agency. Credit ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed in these Risk Factors and other factors that may affect the liquidity or market value of the Securities. A credit rating is not a recommendation to buy, sell or hold securities and may be revised, suspended or withdrawn by the credit rating agency at any time.

Any rating assigned to the Issuer and/or, if applicable, the Securities may be withdrawn entirely by a credit rating agency, may be suspended or may be lowered, if, in that credit rating agency's judgment, circumstances relating to the basis of the rating so warrant. Ratings may be impacted by a number of factors which can change over time, including the credit rating agency's assessment of: the Issuer's strategy and management's capability; the Issuer's financial condition including in respect of capital, funding and liquidity; competitive and economic conditions in the Issuer's key markets; the level of political support for the industries in which the Issuer operates; and legal and regulatory frameworks affecting the Issuer's legal structure, business activities and the rights of its creditors. The credit rating agencies may also revise the ratings methodologies applicable to issuers within a particular industry or political or economic region. If credit rating agencies perceive there to be adverse changes in the factors affecting an issuer's credit rating, including by virtue of change to applicable ratings methodologies, the credit rating agencies may downgrade, suspend or withdraw the ratings assigned to an issuer and/or its securities. Revisions to ratings methodologies and actions on the Issuer's ratings by the credit rating agencies may occur in the future.

If the Issuer determines to no longer maintain one or more ratings, or if any credit rating agency withdraws, suspends or downgrades the credit ratings of the Issuer or the Securities, or if such a withdrawal, suspension or downgrade is anticipated (or any credit rating agency places the credit ratings of the Issuer or, if applicable, the Securities on "credit watch" status in contemplation of a downgrade, suspension or withdrawal), whether as a result of the factors described above or otherwise, such event could adversely affect the liquidity or market value of the Securities (whether or not the Securities had an assigned rating prior to such event)."

- (iv) deleting entirely Risk Factor 20.4 (*You may be subject to withholding on dividend equivalent payments and US real property interests*) on (i) pages 70 and 71 of Base Prospectus 6 and (ii) pages 93 and 94 of Base Prospectus 9, and replacing it with the following:

"20.4 You may be subject to withholding on dividend equivalent payments and US real property interests

In the case of Securities that are linked to one or more assets characterised as 'US real property interests' (as such term is defined in Section 897(c) of the US

Internal Revenue Code of 1986 (the "**Code**")), non-US holders of Securities may be subject to special rules governing the ownership and disposition of US real property interests. Prospective non-US holders of Securities should consult their own tax advisers regarding the potential treatment of the Securities as US real property interests.

Under Section 871(m) of the Code and regulations thereunder ("**Section 871(m)**"), payments on financial instruments that reference one or more US corporations may be treated as "dividend equivalent" payments that are subject to US withholding tax at a rate of 30 per cent. Generally, a "dividend equivalent" is a payment that is directly or indirectly contingent upon a US source dividend or is determined by reference to a US source dividend. For financial instruments issued on or after 1 January 2017 but prior to 1 January 2018, regulations under Section 871(m) provide that dividend equivalent payments will be subject to withholding if the instrument has a "delta" of one with respect to either an underlying US stock or a US stock component of an underlying index or basket. For financial instruments issued on or after 1 January 2018, dividend equivalent payments on (1) a "simple" financial instrument that has a delta of 0.8 or greater with respect to an underlying US stock or a US stock component of an underlying index or basket and (2) a "complex" financial instrument that meets the "substantial equivalence" test with respect to an underlying US stock or a US stock component of an underlying index or basket, will be subject to withholding tax under Section 871(m). An issue of Securities that references an index or basket that is treated as a "qualified index" will not be subject to withholding under Section 871(m), even if such Securities meet, as applicable, the delta or substantial equivalence test. In general, a qualified index is a diverse, passive, and widely used index that satisfies the technical requirements prescribed by regulations.

The delta of a financial instrument generally is defined as the ratio of the change in the fair market value of the instrument to a small change in the fair market value of the number of shares of the underlying US corporation, determined either as of the pricing or issue date of the instrument, in accordance with applicable regulations. A financial instrument generally will be treated as having a delta of one if it provides for 100 per cent. participation in all of the appreciation and depreciation of one or more underlying US stocks. Very broadly, the substantial equivalence test analyses whether a financial instrument has a correlation to the applicable underlying US stock that is at least as great as that of a simple financial instrument with a delta of at least 0.8.

The Final Terms will indicate if the Issuer has determined that the particular issue of Securities is expected to be subject to withholding under Section 871(m). Any determination by the Issuer on the application of Section 871(m) to a particular Security generally is binding on Holders, but is not binding on the US Internal Revenue Service ("**IRS**"). The Section 871(m) regulations require complex calculations to be made with respect to Securities referencing shares of US corporations and their application to a specific issue of Securities may be uncertain. Accordingly, even if the Issuer determines that a Security is not subject to Section 871(m), the IRS could assert that withholding is required in respect of such Security, including where the IRS concludes that the delta or substantial equivalence with respect to the Security was determined more than 14 days prior to the Security's issue date.

In addition, a Security may be treated as reissued for purposes of Section 871(m) upon a significant modification of the terms of the Security. In this context, a rebalancing or adjustment to the components of an underlying index or basket may result in the deemed reissuance of the Security. In that case, a

Security that was not subject to withholding under Section 871(m) at issuance may become subject to withholding at the time of the deemed reissuance. In addition, a Security that in isolation is not subject to Section 871(m) may nonetheless be subject to Section 871(m) if the Holder has engaged, or engages, in other transactions in respect of an underlying US stock or component of an underlying index or basket. In such situations, such Holders could be subject to Section 871(m) tax even if the Issuer does not withhold in respect of the Security. Further, a Holder may be required, including by custodians and other withholding agents with respect to the Security, to make representations regarding the nature of any other positions with respect to US stock directly or indirectly referenced (including components of any index or basket) by such Security. A Holder that enters, or has entered, into other transactions in respect of a US stock, component of an underlying index or basket, or the Securities should consult its own tax advisor regarding the application of Section 871(m) to the Securities and such other transactions.

If an issue of Securities is determined to be subject to US withholding tax under Section 871(m), information regarding the amount of each dividend equivalent, the delta of the Securities, the amount of any tax withheld and deposited, the estimated dividend amount (if applicable), and any other information required under Section 871(m), will be provided, communicated, or made available to Holders in a manner permitted by applicable regulations. Withholding on payments will be based on actual dividends on the underlying US stock or, if otherwise notified by the Issuer in accordance with applicable regulations, on estimated dividends used in pricing the Securities. Where an issue of Securities that references estimated dividend amounts also provides for any additional payments to reflect actual dividends on the underlying US stock, withholding tax will also apply to any additional payments.

If the Issuer determines that a Security is subject to withholding under Section 871(m), it will withhold tax in respect of the actual (or estimated, as described above) dividends that are paid on the underlying US stock, even if the Issuer does not make a concurrent payment to Holders. In addition, the US tax may be withheld on any portion of a payment or deemed payment (including, if appropriate, the payment of the purchase price) that is a dividend equivalent. Such withholding may occur at the time a dividend is paid on the relevant US stock (or, in certain cases, at the close of the quarter upon which the dividend is paid). Upon remitting the taxes withheld to the IRS, any increase in value of the relevant asset, index or basket or distributions to a Holder in respect of a dividend equivalent will reflect the amount of the dividend net of the withholding described above.

Other than in very limited circumstances described below, the rate of any withholding generally will not be reduced even if the Holder is otherwise eligible for a reduction under an applicable treaty, although the Holder may be able to claim a refund for any excess amounts withheld by filing a US tax return. However, Holders may not receive the necessary information to properly claim a refund for any withholding in excess of the applicable treaty-based amount. In addition, the IRS may not credit a Holder with withholding taxes remitted in respect of its Security for purposes of claiming a refund. Finally, a Holder's resident tax jurisdiction may not permit the holder to take a credit for US withholding taxes related to the dividend equivalent amount. For certain issues of Securities that are subject to withholding under Section 871(m), if the Issuer determines in its sole discretion that it is able to make payments at a reduced rate of withholding under an applicable treaty, a Holder eligible for treaty benefits may be able to claim such a reduced rate. To claim a reduced treaty rate for withholding, a Holder generally must provide a valid IRS Form W-8BEN, IRS Form W-8BEN-E, or an acceptable substitute form on which the Holder

certifies, under penalty of perjury, its status as a non-US person and its entitlement to the lower treaty rate. However, there can be no assurances that the Issuer will be able to make payments on a Security at a reduced rate of withholding, even where a Holder furnishes the appropriate certification. Where the Issuer has determined that an issue of Securities is subject to withholding under Section 871(m), the Final Terms will indicate whether the Issuer intends to withhold at the rate of 30 per cent. without regard to any reduced rate that may apply under a treaty or if the rate of withholding tax may be subject to reduction under an applicable treaty. In any case where withholding applies, the Issuer will not pay any additional amounts with respect to amounts withheld. Holders should consult with their tax advisors regarding the application of Section 871(m) to their Securities.

In addition, the Issuer will not make any additional payments to Holders to compensate them for any taxes withheld in respect of FATCA or any US withholding tax, including without limitation, in respect of direct and indirect interests in US real property, dividends, or, as discussed above, dividend equivalent payments. If any amount were to be deducted or withheld from payments on the Securities as a result of the above, the return on the Securities may be significantly less than expected."

C) INFORMATION INCORPORATED BY REFERENCE

In respect of each Base Prospectus, the section "Information Incorporated by Reference" is supplemented by:

- (i) adding the following documents (the "**Documents**", each a "**Document**") to the list of source documents in paragraph 1 (*Source documents*):
 - (1) the joint Annual Report of Barclays PLC and the Issuer, as filed with the United States Securities and Exchange Commission (the "**SEC**") on Form 20-F on 23 February 2017 in respect of the years ended 31 December 2015 and 31 December 2016 (the "**2016 Joint Annual Report**");
 - (2) the Annual Report of the Issuer containing the audited consolidated financial statements of the Issuer in respect of the year ended 31 December 2016 (the "**2016 Issuer Annual Report**"); and
 - (3) Supplement 5/2016 dated 3 March 2017 to the Registration Document dated 1 June 2016 (the "**Supplement 5/2016**").
- (ii) adding the following page references in respect of the respective Document to the cross-reference lists in paragraph 2 (*Information incorporated by reference*):

From the 2016 Joint Annual Report

Governance	Pages 1 to 85
Directors' Report	Pages 2 to 46
People	Pages 47 to 50
Remuneration Report	Pages 51 to 85
Risk Review	Pages 86 to 189
Material existing and emerging risks	Pages 88 to 96
Risk management	Pages 97 to 114
Risk performance	Pages 115 to 181
Supervision and Regulation	Pages 182 to 189
Financial review	Pages 190 to 215
Financial statements	Pages 216 to 316
Presentation of Information	Page 217
Independent Registered Public Accounting Firm's	Page 218

report for Barclays PLC	
Consolidated financial statements of Barclays PLC	Pages 219 to 223
Financial Statements of Barclays PLC	Pages 224 to 225
Notes to the consolidated financial statements of Barclays PLC	Pages 226 to 316
Additional information	Pages 317 to 448
Additional Shareholder Information	Pages 317 to 328
Additional Information	Pages 329 to 341
Barclays' approach to managing risks	Pages 342 to 403
Independent Registered Public Accounting Firm's report for Barclays Bank PLC	Page 427
Presentation of Information	Page 428
Barclays Bank PLC Data	Pages 429 to 446
<i>From the 2016 Issuer Annual Report</i>	
Strategic Report	Pages 1 to 42
Governance	
People	Pages 43 to 47
Directors' report	Pages 48 to 50
Directors and Officers	Page 51
Risk review	
Material existing and emerging risks	Pages 52 to 62
Risk management	Pages 63 to 81
Risk performance	
Credit risk	Pages 82 to 105
Market risk	Pages 106 to 114
Funding risk – Capital	Pages 115 to 120
Funding risk – Liquidity	Pages 121 to 140
Operational risk	Pages 141 to 143
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Financial review	
Key performance indicators	Pages 156 to 158
Consolidated summary income statement	Page 159
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Analysis of results by business	Pages 163 to 176
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Independent Auditor's report	Pages 187 to 188
Independent Registered Public Accounting Firm's report	Page 189
Consolidated financial statements	
Consolidated income statement	Page 190
Consolidated statement of comprehensive income	Page 191
Consolidated balance sheet	Page 192
Consolidated statement of changes in equity	Page 193
Statement of changes in equity	Pages 194 to 195
Consolidated cash flow statement	Pages 196 to 197
Notes to the financial statements	Pages 198 to 317
<i>From the Supplement 5/2016</i>	
The Issuer and the Group	Pages 9 to 11

Only information listed in the cross-reference lists above is incorporated by reference into the Base Prospectuses.

The information incorporated by reference, either expressly or implicitly, into a Document does not form part of this Prospectus Supplement and/or any of the Base Prospectuses.

Information in a Document which is not incorporated by reference into the Base Prospectuses is either not relevant for the investor or is covered elsewhere in the Base Prospectuses.

The 2016 Joint Annual Report or the 2016 Issuer Annual Report may be inspected during normal business hours at the registered office of the Issuer or at <https://www.home.barclays/barclays-investor-relations/results-and-reports/annual-reports.html>.

The Supplement 5/2016 may be inspected during normal business hours at the registered office of the Issuer or at <https://www.home.barclays/prospectuses-and-documentation/structured-securities/prospectuses.html>.

D) GENERAL INFORMATION

In respect of each Base Prospectus, the section "General Information" is supplemented by:

- (i) deleting the information set out under "Significant Change Statement" on page 254 of Base Prospectus 6 and page 402 of Base Prospectus 9 and replacing it with the following:

"There has been no significant change in the financial or trading position of the Bank Group since 31 December 2016.";

- (ii) deleting the information set out under "Material Adverse Change Statement" on page 254 of Base Prospectus 6 and page 402 of Base Prospectus 9 and replacing it with the following:

"There has been no material adverse change in the prospects of the Issuer since 31 December 2016."; and

- (iii) deleting the information set out under "Legal Proceedings" on page 254 of Base Prospectus 6 and page 402 of Base Prospectus 9 and replacing it with the following:

"Save as disclosed under "*Legal Proceedings*" in the section "*The Issuer and the Group*" in the Registration Document, as supplemented (other than under the heading "*General*" on page 280 of the 2016 Joint Annual Report), there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), which may have or have had during the 12 months preceding the date of this Base Prospectus, a significant effect on the financial position or profitability of the Issuer and/or the Bank Group."

E) FORM OF FINAL TERMS

In respect of each Base Prospectus, the section "Form of Final Terms" shall be supplemented by inserting a new item entitled "871(m) Securities" as (i) item 28 on page 233 of Base Prospectus 6 and (ii) item 37 on page 329 of Base Prospectus 9, as follows:

"871(m) Securities: *[Include if the Securities are not linked to an underlying equity or equity-index: The Issuer has determined that Section 871(m) of the US Internal Revenue Code is not applicable to the Securities.]*

[Include if the Securities are linked to one or more equities or equity-indices and the Issuer has determined that the Securities will not be subject to withholding under Section 871(m): The

Issuer has determined that the Securities (without regard to any other transactions) should not be subject to US withholding tax under Section 871(m) of the US Internal Revenue Code and regulations promulgated thereunder.]

[Include if the Securities are linked to one or more equities or equity-indices and the Issuer has determined that the Securities will be subject to withholding under Section 871(m) but the Issuer will be unable to collect W-8s from the Holder: The Issuer has determined that the Securities are subject to US withholding tax under Section 871(m) of the US Internal Revenue Code and regulations promulgated thereunder. The Issuer expects to withhold at the rate of 30 per cent. without regard to any reduced rate that may apply under a treaty.]

[Include if the Securities are linked to one or more equities or equity-indices and the Issuer has determined that the Securities will be subject to withholding under Section 871(m) and the Issuer will be able to collect W-8s from the Holder: The Issuer has determined that the Securities are subject to US withholding tax under Section 871(m) of the US Internal Revenue Code and the regulations promulgated thereunder, which may be subject to reduction under an applicable treaty.]

Existing (i) items 28 to 34 in Base Prospectus 6 and (ii) items 37 to 46 in Base Prospectus 9 shall be re-numbered as items 29 to 35 and 38 to 47 respectively.

F) TERMS AND CONDITIONS OF THE WARRANTS

In respect of Base Prospectus 6 only, the section "Terms and Conditions of the Warrants" shall be supplemented by inserting the words "(including without limitation under section 871(m) of the US Internal Revenue Code of 1986 (the "**Code**"))" into General Condition 26(c) on page 161 of Base Prospectus 6 such that the condition shall read:

"where such withholding or deduction is required by FATCA (as defined in this section) or the rules of the Code, including without limitation, in respect of dividends, dividend equivalent payments (including without limitation under section 871(m) of the US Internal Revenue Code of 1986 (the "**Code**")), direct and indirect interests in US real property (for the purpose of this subsection, "**FATCA**" means sections 1471 through 1474 of the Code (or any amended or successor provisions) or pursuant to any agreement with the US Internal Revenue Service or in furtherance of any intergovernmental agreement in respect thereof); or".

G) TERMS AND CONDITIONS OF THE SECURITIES

In respect of Base Prospectus 9 only, the section "Terms and Conditions of the Securities" shall be supplemented by inserting the words "(including without limitation under section 871(m) of the Code)" into General Condition 35(e) on page 224 of Base Prospectus 9 such that the condition shall read:

"where such withholding or deduction is required by the rules of the US Internal Revenue Code 1986 (the "**Code**"), including without limitation, in respect of dividends, dividend equivalent payments (including without limitation under section 871(m) of the Code), direct and indirect interests in US real property, and sections 1471 through 1474 of the Code (or any amended or successor provisions) or pursuant to any agreement with the US Internal Revenue Service or in furtherance of any intergovernmental agreement in respect thereof;".

H) TAXATION

In respect of each Base Prospectus, the "Taxation" section shall be supplemented by deleting entirely paragraph 4.1 (*US federal tax treatment of non-US holders*) on (i) pages 243 and 244 of Base Prospectus 6 and (ii) pages 342 and 343 of Base Prospectus 9, and replacing it with the following:

"4.1 US federal tax treatment of non-US holders

In general and subject to the discussion in the following paragraphs, payments on the Securities to a non-US holder that has no connection to the United States other than holding Securities and gain realised on the sale, exchange, redemption or other disposition of the Securities by such a non-US holder generally will not be subject to US federal income or withholding tax, provided the non-US holder complies with any applicable tax identification and certification requirements.

The Internal Revenue Service ("**IRS**") released a notice in 2007 that may affect the taxation of non-US holders of Securities. According to the notice, the IRS and the Treasury Department are actively considering whether, among other issues, the holder of instruments such as Securities should be required to accrue ordinary income on a current basis. It is not possible to determine what guidance they will ultimately issue, if any. It is possible, however, that under such guidance, non-US holders of Securities will ultimately be required to accrue income currently and that non-US holders of Securities could be subject to withholding tax on deemed income accruals and/or other payments made in respect of such Securities. In addition, alternative treatments of Securities are possible under US federal income tax law. Under one such alternative characterisation, it is possible that an investor could be treated as owning the Underlying Asset of Securities.

In the case of Securities that are linked to one or more assets characterised as 'US real property interests' (as such term is defined in section 897(c) of the US Internal Revenue Code of 1986 (the "**Code**")), non-US holders of Securities may be subject to special rules governing the ownership and disposition of US real property interests. Prospective non-US holders of Securities should consult their own tax advisers regarding the possible alternative treatments of the Securities.

Under Section 871(m) of the Code and regulations thereunder ("**Section 871(m)**"), payments on financial instruments that reference one or more US corporations may be treated as "dividend equivalent" payments that are subject to US withholding tax at a rate of 30 per cent. Generally, a "dividend equivalent" is a payment that is directly or indirectly contingent upon a US source dividend or is determined by reference to a US source dividend. For financial instruments issued on or after 1 January 2017 but prior to 1 January 2018, regulations under Section 871(m) provide that dividend equivalent payments will be subject to withholding if the instrument has a "delta" of one with respect to either an underlying US stock or a US stock component of an underlying index or basket. For financial instruments issued on or after 1 January 2018, dividend equivalent payments on (1) a "simple" financial instrument that has a delta of 0.8 or greater with respect to an underlying US stock or a US stock component of an underlying index or basket and (2) a "complex" financial instrument that meets the "substantial equivalence" test with respect to an underlying US stock or a US stock component of an underlying index or basket, will be subject to withholding tax under Section 871(m). An issue of Securities that references an index or basket that is treated as a "qualified index" will not be subject to withholding under Section 871(m), even if such Securities meet, as applicable, the delta or substantial equivalence test. In general, a qualified index is a diverse, passive, and widely used index that satisfies the technical requirements prescribed by regulations.

The delta of a financial instrument generally is defined as the ratio of the change in the fair market value of the instrument to a small change in the fair market value of the number of shares of the underlying US corporation, determined either as of the pricing or issue date of the instrument, in accordance with applicable regulations. A financial instrument generally will be treated as having a delta of one if it provides for 100 per cent. participation in all of the appreciation and depreciation of one or more underlying US stocks. Very broadly, the substantial equivalence test analyses whether a financial instrument has a correlation to the applicable underlying US stock that is at least as great as that of a simple financial instrument with a delta of at least 0.8.

The Final Terms will indicate if the Issuer has determined that the particular issue of Securities is expected to be subject to withholding under Section 871(m). Any determination by the Issuer on the application of Section 871(m) to a particular Security generally is binding on Holders, but is not binding on the US Internal Revenue Service ("**IRS**"). The Section 871(m) regulations require complex calculations to be made with respect to Securities referencing shares of US corporations and their application to a specific issue of Securities may be uncertain. Accordingly, even if the Issuer determines that a Security is not subject to Section 871(m), the IRS could assert that withholding is required in respect of such Security, including where the IRS concludes that the delta or substantial equivalence with respect to the Security was determined more than 14 days prior to the Security's issue date.

In addition, a Security may be treated as reissued for purposes of Section 871(m) upon a significant modification of the terms of the Security. In this context, a rebalancing or adjustment to the components of an underlying index or basket may result in the deemed reissuance of the Security. In that case, a Security that was not subject to withholding under Section 871(m) at issuance may become subject to withholding at the time of the deemed reissuance. In addition, a Security that in isolation is not subject to Section 871(m) may nonetheless be subject to Section 871(m) if the Holder has engaged, or engages, in other transactions in respect of an underlying US stock or component of an underlying index or basket. In such situations, such Holders could be subject to Section 871(m) tax even if the Issuer does not withhold in respect of the Security. Further, a Holder may be required, including by custodians and other withholding agents with respect to the Security, to make representations regarding the nature of any other positions with respect to US stock directly or indirectly referenced (including components of any index or basket) by such Security. A Holder that enters, or has entered, into other transactions in respect of a US stock, component of an underlying index or basket, or the Securities should consult its own tax advisor regarding the application of Section 871(m) to the Securities and such other transactions.

If an issue of Securities is determined to be subject to US withholding tax under Section 871(m), information regarding the amount of each dividend equivalent, the delta of the Securities, the amount of any tax withheld and deposited, the estimated dividend amount (if applicable), and any other information required under Section 871(m), will be provided, communicated, or made available to Holders in a manner permitted by applicable regulations. Withholding on payments will be based on actual dividends on the underlying US stock or, if otherwise notified by the Issuer in accordance with applicable regulations, on estimated dividends used in pricing the Securities. Where an issue of Securities that references estimated dividend amounts also provides for any additional payments to reflect actual dividends on the underlying US stock, withholding tax will also apply to any additional payments.

If the Issuer determines that a Security is subject to withholding under Section 871(m), it will withhold tax in respect of the actual (or estimated, as described above) dividends that are paid on the underlying US stock, even if the Issuer does not make a concurrent payment to Holders. In addition, the US tax may be withheld on any portion of a payment or deemed payment (including, if appropriate, the payment of the purchase

price) that is a dividend equivalent. Such withholding may occur at the time a dividend is paid on the relevant US stock (or, in certain cases, at the close of the quarter upon which the dividend is paid). Upon remitting the taxes withheld to the IRS, any increase in value of the relevant asset, index or basket or distributions to a Holder in respect of a dividend equivalent will reflect the amount of the dividend net of the withholding described above.

Other than in very limited circumstances described below, the rate of any withholding generally will not be reduced even if the Holder is otherwise eligible for a reduction under an applicable treaty, although the Holder may be able to claim a refund for any excess amounts withheld by filing a US tax return. However, Holders may not receive the necessary information to properly claim a refund for any withholding in excess of the applicable treaty-based amount. In addition, the IRS may not credit a Holder with withholding taxes remitted in respect of its Security for purposes of claiming a refund. Finally, a Holder's resident tax jurisdiction may not permit the holder to take a credit for US withholding taxes related to the dividend equivalent amount. For certain issues of Securities that are subject to withholding under Section 871(m), if the Issuer determines in its sole discretion that it is able to make payments at a reduced rate of withholding under an applicable treaty, a Holder eligible for treaty benefits may be able to claim such a reduced rate. To claim a reduced treaty rate for withholding, a Holder generally must provide a valid IRS Form W-8BEN, IRS Form W-8BEN-E, or an acceptable substitute form on which the Holder certifies, under penalty of perjury, its status as a non-US person and its entitlement to the lower treaty rate. However, there can be no assurances that the Issuer will be able to make payments on a Security at a reduced rate of withholding, even where a Holder furnishes the appropriate certification. Where the Issuer has determined that an issue of Securities is subject to withholding under Section 871(m), the Final Terms will indicate whether the Issuer intends to withhold at the rate of 30 per cent. without regard to any reduced rate that may apply under a treaty or if the rate of withholding tax may be subject to reduction under an applicable treaty. In any case where withholding applies, the Issuer will not pay any additional amounts with respect to amounts withheld. Holders should consult with their tax advisors regarding the application of Section 871(m) to their Securities."

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

In accordance with Article 13 paragraph 2 of Luxembourg Law, 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 20 March 2017. Investors should contact the distributor from which they agreed to purchase or subscribe the Securities in order to exercise their withdrawal rights.

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

This Prospectus Supplement has been approved by the *Commission de Surveillance du Secteur Financier*, which is competent authority in the Grand Duchy of Luxembourg for the purposes of the Prospectus Directive and the relevant implementing measures in the Grand Duchy of Luxembourg, as a prospectus supplement issued in compliance with the Prospectus Directive and the relevant

implementing measures in the Grand Duchy of Luxembourg for the purpose of giving information with regard to the issue of securities under the Programme.



The date of this Prospectus Supplement is 16 March 2017

SCHEDULE

LIST OF BASE PROSPECTUSES

1. GSSP Base Prospectus 6 dated 10 June 2016, ("**Base Prospectus 6**").
2. GSSP Base Prospectus 9 dated 12 August 2016, ("**Base Prospectus 9**").