

12 NOVEMBER 2018

PROSPECTUS SUPPLEMENT

SUPPLEMENT 2/2018



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

Pursuant to the Global Structured Securities Programme

This prospectus supplement dated 12 November 2018 (the "**Prospectus Supplement**") is supplemental to, and must be read in conjunction with, GSSP Base Prospectus 9 dated 10 August 2018 (as supplemented by Supplement 1/2018 dated 4 September 2018) ("**Base Prospectus 9**") as prepared by Barclays Bank PLC in its capacity as issuer (the "**Issuer**") in respect of its Global Structured Securities Programme (the "**Programme**"). This Prospectus Supplement constitutes a base prospectus supplement in respect of Base Prospectus 9 for the purposes of Directive 2003/71/EC (and amendments thereto), as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended by the Prospectus (Directive 2003/71/EC) Amending Regulations 2012, the "**Irish Prospectus Regulations**").

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

The purpose of this Prospectus Supplement is to update and amend (i) certain information in each of the "Information Incorporated by Reference" and "General Information" sections in Base Prospectus 9 following the release of the October Announcement and the publication of Supplement 5/2018 (each as defined in the section "Information Incorporated by Reference" below) and (ii) amend certain information in relation to the credit rating agencies in the "Summary" and "Important Legal Information" sections, as set out below.

A) SUMMARY

The Summary which forms part of the Base Prospectus is hereby supplemented below by the deletion of Element B. 17 commencing on page 16 of the Base Prospectus and is replaced with the following:

"B.17	Credit ratings assigned to the Issuer or its debt securities	The short-term unsecured obligations of the Issuer are rated A-1 by S&P Global Ratings Europe Limited, UK Branch, P-1 by Moody's Investors Service Ltd. and F1 by Fitch Ratings Limited and the long-term unsecured unsubordinated obligations of the Issuer are rated A by S&P Global Ratings Europe Limited, UK Branch, A2 by Moody's Investors Service Ltd. and A by Fitch Ratings Limited. A specific issue of Securities may be rated or unrated. Ratings: This issue of Securities will [not be rated][be rated as [●] by [Fitch Ratings Limited] [Moody's Investors Service Ltd.] [S&P Global Ratings Europe Limited, UK Branch]]."
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B) INFORMATION INCORPORATED BY REFERENCE

The section entitled "Information Incorporated by Reference" on pages 115 to 120 of Base Prospectus 9 shall be updated 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 announcement of Barclays PLC and the Issuer, as filed with the SEC on Form 6-K, on 26 October 2018 in respect of the dismissal of Serious Fraud Office charges against Barclays PLC and the Issuer (the "**October Announcement**"); and
 - (2) Supplement 5/2018 dated 31 October 2018 to the Registration Document dated 16 March 2018 ("**Supplement 5/2018**").
- (ii) adding the following page references to the cross-reference lists in paragraph 2 (*Information incorporated by reference*):

From the October Announcement

Exhibit 99.1 – Dismissal of SFO charges against Barclays PLC and Barclays Bank PLC Page 4

From Supplement 5/2018

The Issuer and the Group Page 2

C) IMPORTANT LEGAL INFORMATION

The section entitled "Important Legal Information" on pages 467 to 476 of Base Prospectus 9 shall be amended by replacing the words "S&P Global Ratings Europe Limited" with the words "S&P Global Ratings Europe Limited, UK Branch" in the first paragraph under the sub-heading "Ratings" on page 468 of Base Prospectus 9, so that the paragraph shall now read as follows:

"The credit ratings included or referred to in this Base Prospectus or any document incorporated by reference are, for the purposes of Regulation (EC) No 1060/2009 on credit rating agencies (the "**CRA Regulation**"), issued by Fitch Ratings Limited ("**Fitch**"), Moody's Investors Service Ltd. ("**Moody's**") and S&P Global Ratings Europe Limited, UK Branch ("**Standard & Poor's**"), each of which is established in the European Union and has been registered under the CRA Regulation."

D) GENERAL INFORMATION

The section entitled "General Information" on pages 477 to 481 of Base Prospectus 9 shall be updated by deleting the information set out under the sub-heading "Legal Proceedings" on page 477 of Base Prospectus 9, so that the paragraph shall now read as follows:

"Save as disclosed under (i) Note 17 (*Legal, competition and regulatory matters*) to the condensed consolidated interim financial statements of the Issuer on pages 40 to 50 of the 2018 Interim Results Announcement and (ii) the October Announcement, 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."

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement (in relation to Base Prospectus 9) and (b) any other statement in, or incorporated by reference in Base Prospectus 9, the statements in (a) above shall prevail.

The October Announcement may be inspected during normal business hours at the registered office of the Issuer or at <https://home.barclays/investor-relations/investor-news/sec-filing/>.

Supplement 5/2018 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>.

Investors should be aware of their rights under Regulation 52 of the Irish Prospectus Regulations. Investors who have agreed to purchase or subscribe for Warrants 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 14 November 2018. Investors should contact the distributor from which they agreed to purchase or subscribe the Warrants in order to exercise their withdrawal rights.

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

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



The date of this Prospectus Supplement is 12 November 2018