

24 OCTOBER 2019

PROSPECTUS SUPPLEMENT

COMBINED SUPPLEMENT 2/2019



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

Pursuant to the Global Structured Securities Programme

This prospectus supplement dated 24 October 2019 (the "**Prospectus Supplement**") is supplemental to, and must be read in conjunction with, each of the base prospectuses listed in the Schedule hereto (each as supplemented by Supplement 1/2019 dated 3 September 2019) (each, as so supplemented, 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base prospectus supplement in respect of each Base Prospectus for the purposes of Directive 2003/71/EC (as amended and superseded) and Section 87G of the UK Financial Services and Markets Act 2000 ("**FSMA**").

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

The purpose of this Prospectus Supplement is to:

- (i) update certain information in the "Form of Final Terms" section (in respect of Base Prospectus 2 only); and
- (ii) update certain information set out in the "General Information" section following changes in membership of the Issuer's Board of Directors and the name of Barclays Services Limited..

A) FORM OF FINAL TERMS

The section entitled "Form of Final Terms" on pages 278 to 299 of Base Prospectus 2 shall be updated by changing the date of Base Prospectus 2 from 19 November 2018 to 18 July 2019 in the introduction immediately below the securities title, such that the revised introduction shall read as follows:

"This document constitutes the final terms of the Securities (the "**Final Terms**") described herein for the purposes of Article 5.4 of the Prospectus Directive and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Final Terms are supplemental to and should be read in conjunction with the GSSP Base Prospectus 2 dated 18 July 2019[, as supplemented on [●]], which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to these Final Terms."

B) GENERAL INFORMATION

The paragraph headed "Recent Developments" inserted into the section entitled "General Information" on (i) pages 295 to 297 of Base Prospectus 1A, (ii) pages 322 to 326 of Base

Prospectus 2, (iii) pages 119 to 123 of Base Prospectus 5 and (iv) pages 254 to 258 of Base Prospectus 16 shall be updated by:

- (i) deleting the information set out under the heading "Directors" in its entirety and replacing it with the following:

"Directors

The Directors of the Issuer, each of whose business address is 1 Churchill Place, London E14 5HP, United Kingdom, their functions in relation to the Issuer and, their principal outside activities (if any) of significance to the Issuer are as follows:¹

Name	Function(s) within the Issuer	Principal activities outside
Nigel Higgins	Non-Executive Director and Chairman	Barclays PLC (Group Chairman and Non-Executive Director); Sadler's Wells (Chairman); Tetra Laval International S.A. (Non-Executive Director)
James Staley	Executive Director and Chief Executive Officer	Barclays PLC (Executive Director and Group Chief Executive Officer); Institute of International Finance (Board Member); Bank Policy Institute (Board Member)
Tushar Morzaria	Executive Director	Barclays PLC (Executive Director and Group Finance Director); Main Committee of the 100 Group (Member); Sterling Risk Free References Rates Working Group (Chair)
Michael Ashley	Non-Executive Director	Barclays PLC (Non-Executive Director); Barclays Capital Securities Limited (Non-Executive Director); International Ethics Standards Board for Accountants (Member); Institute of Chartered Accountants in England & Wales' Ethics Standards Committee (Member); Charity Commission (Member); Cabinet Office Board (Member)
Tim Breedon	Non-Executive Director	Barclays PLC (Non-Executive Director); Barclays Capital Securities Ltd (Non-Executive Director); Apax Group

Mary Anne Citrino	Non-Executive Director	Alpha Limited (Chairman) Barclays PLC (Non-Executive Director); Ahold Delhaize N.V. (Non-Executive Director); Alcoa Corporation (Non-Executive Director); HP Inc (Non-Executive Director); The Blackstone Group L.P. (Senior Advisor)
Dawn Fitzpatrick	Non-Executive Director	Barclays PLC (Non-Executive Director); Soros Fund Management LLC (Chief Investment Officer); New York Federal Reserve's Investor Advisory Committee on Financial Markets (Member); Advisory Board and Investment Committee of the Open Society Foundations' Economic Justice Program (Member)
Mary Francis	Non-Executive Director	Barclays PLC (Non-Executive Director); Enscopl (Non-Executive Director); The Institute of Business Ethics (Advisory Panel Member); U.K. Takeover Appeal Board (Member)
Matthew Lester	Non-Executive Director	Barclays PLC (Non-Executive Director); Capita plc (Non-Executive Director); Man Group plc (Non-Executive Director)
Diane Schueneman	Non-Executive Director	Barclays PLC (Non-Executive Director); Barclays US LLC (Non-Executive Director); Barclays Execution Services Limited (Chair)

1. On 26 September 2019, the Issuer announced that Mohamed A. El-Erian would join the Issuer's Board of Directors on 1 January 2020.

No potential conflicts of interest exist between any duties to the Issuer of the Directors listed above and their private interests or other duties."

- (ii) inserting a new sub-paragraph headed "Business of the Bank, the Bank Group and the Group" immediately before the sub-paragraph headed "Interim Financial Information" as follows:

"Business of the Bank, the Bank Group and the Group

The name of Barclays Services Limited is changed to "Barclays Execution Services Limited".

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.

Investors should be aware of their rights under Section 87Q(4) to (6) of the Financial Services and Markets Act 2000. 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 28 October 2019. Investors should contact the distributor from which they agreed to purchase or subscribe the Securities in order to exercise their withdrawal rights.

References to each Base Prospectus shall hereafter mean each 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 United Kingdom Financial Conduct Authority, which is the United Kingdom competent authority for the purposes of the Prospectus Directive (as amended and superseded) and the relevant implementing measures in the United Kingdom, as a prospectus supplement issued in compliance with the Prospectus Directive (as amended and superseded) and the relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of securities under the Programme.



The date of this Prospectus Supplement is 24 October 2019

SCHEDULE

LIST OF BASE PROSPECTUSES

1. GSSP Base Prospectus 1A dated 10 April 2019 ("**Base Prospectus 1A**").
2. GSSP Base Prospectus 2 dated 18 July 2019 ("**Base Prospectus 2**").
3. GSSP Base Prospectus 5 dated 18 June 2019 ("**Base Prospectus 5**").
4. GSSP Base Prospectus 16 dated 12 July 2019 ("**Base Prospectus 16**").