

3 SEPTEMBER 2019

PROSPECTUS SUPPLEMENT

COMBINED SUPPLEMENT 1/2019



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

Pursuant to the Global Structured Securities Programme

This prospectus supplement dated 3 September 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, 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 (and amendments thereto) 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 set out in each of the "Summary", "Risk Factors", "Information Incorporated by Reference" and "General Information" sections following the release of the 2019 Interim Results Announcement (as defined in the section "Information Incorporated by Reference" below); and
- (ii) update certain information in the "How the return on your investment is calculated" section (in respect of Base Prospectus 16 only).

A) SUMMARY

The section entitled "Summary" on (i) pages 10 to 41 of Base Prospectus 1A, (ii) pages 11 to 41 of Base Prospectus 2, (iii) pages 10 to 25 of Base Prospectus 5 and (iv) pages 10 to 35 of Base Prospectus 16 shall be updated by deleting the information currently appearing in Element B.12 in its entirety and replacing it with the following:

"B.12	Selected key financial information; no material adverse change and significant change statements	Based on the Bank Group's audited financial information for the year ended 31 December 2018, the Bank Group had total assets of £877,700 million (2017: £1,129,343 million), total net loans and advances of £136,959 million (2017: £324,590 million), total deposits of £199,337 million (2017: £399,189 million), and total equity of £47,711 million (2017: £65,734 million) (including non-controlling interests of £2 million (2017: £1 million)). The profit before tax of the Bank Group for the year ended 31 December 2018 was £1,286 million (2017: £1,758 million) after credit impairment charges and other provisions of £643 million (2017: £1,553 million).
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		<p>The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2018.</p> <p>Based on the Bank Group's unaudited financial information for the six months ended 30 June 2019, the Bank Group had total assets of £969,266 million, total net loans and advances of £144,664 million, total deposits of £215,125 million, and total equity of £52,610 million (including non-controlling interests of £0 million). The profit before tax of the Bank Group for the six months ended 30 June 2019 was £1,725 million (30 June 2018: £725 million) after credit impairment charges and other provisions of £510 million (30 June 2018: £156 million). The financial information in this paragraph is extracted from the unaudited condensed consolidated interim financial statements of the Issuer for the six months ended 30 June 2019.</p> <p>Not applicable: There has been no significant change in the financial or trading position of the Bank Group since 30 June 2019.</p> <p>There has been no material adverse change in the prospects of the Issuer since 31 December 2018."</p>
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B) RISK FACTORS

The section entitled "Risk Factors" on (i) pages 42 to 74 of Base Prospectus 1A, (ii) pages 42 to 80 of Base Prospectus 2, (iii) pages 26 to 58 of Base Prospectus 5 and (iv) pages 36 to 68 of Base Prospectus 16 shall be updated by deleting the information appearing in Risk Factor 3 (*Regulatory action in the event a bank or investment firm in the Group (such as the Issuer) is failing or likely to fail could materially adversely affect the value of the Securities*) on (i) pages 44 to 46 of Base Prospectus 1A, (ii) pages 44 to 46 of Base Prospectus 2, (iii) pages 28 to 30 of Base Prospectus 5 and (iv) pages 38 to 40 of Base Prospectus 16 in its entirety and replacing it with the following:

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

The Issuer and the Bank Group are subject to substantial resolution powers

Under the Banking Act 2009, as amended (the "**Banking Act**") (which implemented in the UK the majority of the requirements of 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 (the "**BRRD**")), 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 (the "**SRR**"). These powers enable the relevant UK resolution authority to implement various resolution measures and stabilisation options (including, but not limited to, the bail-in tool, described below) with respect to a UK bank or investment firm (currently including the Issuer) 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 relevant entity is failing or is likely to fail to satisfy the 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 institution" 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 additional insolvency and administration procedures for relevant entities and for certain ancillary powers, such as 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.

You 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 you losing some or all of the value of your investment in the Securities.

Resolution powers triggered prior to insolvency may not be anticipated and you may have only limited rights to challenge them

The resolution powers conferred by the SRR 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 resolution powers 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 Bank 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 you of its decision to exercise any resolution power. Therefore, you 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 Bank Group and the Securities.

Furthermore, 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 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 you losing some or all of your 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 your consent. Subject to certain exemptions set out in the Banking Act (including secured liabilities, bank deposits guaranteed under an EU member state's deposit guarantee scheme, liabilities arising by virtue of the holding of client money, liabilities to other non-group banks or investment firms that have an original maturity of fewer than seven days and certain other exceptions), it is intended that all liabilities of institutions and/or their EEA parent holding companies should be within scope of the bail-in tool.

The Banking Act specifies the order in which the bail-in tool should be applied, reflecting the hierarchy of capital instruments under the Capital Requirements Directive ("**CRD IV**") and otherwise respecting the hierarchy of claims in an ordinary insolvency. On 19 December 2018, Her Majesty's Treasury published the Banks and Building Societies (Priorities on Insolvency) Order 2018 (the "**2018 Order**"), which implements Directive (EU) 2017/2399 of the European Parliament and of the Council of 12 December 2017 (the "**Amendment Directive**") amending the BRRD as regards the ranking of unsecured debt instruments in the insolvency hierarchy. The Amendment Directive introduced a new layer in insolvency for ordinary, long-term, unsecured debt- instruments issued by credit institutions and financial institutions within their consolidation perimeter that are established within the EU. The 2018 Order splits a financial institution's non-preferential debts into classes and provides that ordinary non-preferential debts will rank ahead of secondary non-preferential debts and tertiary non-preferential debts (all as defined in the 2018 Order).

The bail-in tool also 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. However, 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 you in the resolution and there can be no assurance that you would recover such compensation promptly.

The bail-in tool may be exercised in respect of the Securities irrespective of whether the Securities count towards the Bank Group's Minimum Requirement for Own Funds and Eligible Liabilities ("**MREL**"), which is being implemented in the EU and the UK, will apply to EU and UK financial institutions and cover capital and debt instruments that are capable of being written-down or converted to equity in order to prevent a financial institution from failing in a crisis.

The 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. Any such exercise or any suggestion of any such exercise could materially adversely affect your rights, the price or value of your investment in the Securities and/or the ability of the Issuer to satisfy its

obligations under the Securities and could lead to you losing some or all of the value of your investment in such Securities.

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 Issuer, such Securities would be more likely to be bailed-in than certain other unsubordinated liabilities of the Issuer (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 Issuer, including you as a holder 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 Issuer such as other preferred deposits."

C) INFORMATION INCORPORATED BY REFERENCE

The section entitled "Information Incorporated by Reference" on (i) pages 76 to 77 of Base Prospectus 1A, (ii) pages 81 to 82 of Base Prospectus 2, (iii) pages 59 to 60 of Base Prospectus 5 and (iv) page 69 of Base Prospectus 16 shall be updated by:

- (i) adding the unaudited interim results announcement of the Issuer as filed with the United States Securities and Exchange Commission on Form 6-K on 1 August 2019 in respect of the six months ended 30 June 2019 (the "**2019 Interim Results Announcement**") to the list of source documents in paragraph 1 (*Source documents*);
- (ii) adding the following page references in respect of the 2019 Interim Results Announcement to the cross-reference list in paragraph 2 (*Information incorporated by reference*):

From the 2019 Interim Results Announcement

Whole document (including the exhibits thereto)

- (iii) restating the page references in respect of the Registration Document in the cross-reference list in paragraph 2 (*Information incorporated by reference*) as follows:

From the Registration Document

Risk Factors (excluding the information under the heading "Reputation Risk – Regulatory action in the event that a bank or investment firm in the Group is failing or likely to fail could materially adversely affect the value of the Securities)"
The Issuer, the Bank Group and the Group (excluding the information under the headings "Legal Proceedings" and

Pages 1 to 16

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"Directors")

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

For the purposes of the prospectus rules made under Section 73A of the FSMA and each of the above listed Base Prospectuses, the information incorporated by reference, either expressly or implicitly, into the 2019 Interim Results Announcement does not form part of any of the above listed Base Prospectuses. Information in the 2019 Interim Results Announcement which is not incorporated by reference into each of the Base Prospectuses is either not relevant for investors or is covered elsewhere in each Base Prospectus.

D) HOW THE RETURN ON YOUR INVESTMENT IS CALCULATED

In respect of Base Prospectus 16 only, the section entitled "How the return on your investment is calculated" on pages 70 to 104 shall be updated by deleting the final paragraph beginning with the words "WORKED EXAMPLE 3" on page 71 in its entirety and replacing it with the following:

"WORKED EXAMPLE 3: Assuming, for the purpose of this worked example only, that:

- **the value of the preference share on the initial valuation date is 100%**
- **the value of the preference share on the final valuation date is 80%**
- **the amount the holder of the Security will receive for each Security will be GBP 800 which is calculated by dividing the value of the preference shares on the final valuation date (being GBP 80) by the value of the preference shares on the initial valuation date (being GBP 100) and multiplying by the nominal amount of the Security (being GBP 1,000) or, expressed mathematically:**

$$\text{GBP } 1,000 \times \frac{\text{GBP } 80}{\text{GBP } 100} = \text{GBP } 800"$$

E) GENERAL INFORMATION

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 "Significant change statement" on (i) page 295 of Base Prospectus 1A, (ii) page 322 of Base Prospectus 2, (iii) page 119 of Base Prospectus 5 and (iv) page 254 of Base Prospectus 16 in its entirety and replacing it with the following:

"There has been no significant change in the financial or trading position of the Issuer or the Bank Group since 30 June 2019."

- (ii) deleting the information set out under the heading "Recent Developments" on (i) page 295 of Base Prospectus 1A, (ii) page 322 of Base Prospectus 2, (iii) page 119 of Base Prospectus 5 and (iv) page 254 of Base Prospectus 16 in its entirety and replacing it with the following:

"Recent Developments

Interim Financial Information

Based on the Bank Group's unaudited financial information for the six months ended 30 June 2019, the Bank Group had total assets of £969,266 million, total net loans and advances of £144,664 million, total deposits of £215,125 million, and total equity of £52,610 million (including non-controlling interests of £0 million). The profit before tax of the Bank Group for the six months ended 30 June 2019 was £1,725 million (30 June 2018: £725 million) after credit impairment charges and other provisions of £510 million (30 June 2018: £156 million). The financial information in this paragraph is extracted from the unaudited condensed consolidated interim financial statements of the Issuer for the six months ended 30 June 2019.

Legal Proceedings

For a description of the governmental, legal or arbitration proceedings that the Issuer and the Bank Group face, see Note 9 (*Provisions*) and Note 15 (*Legal, competition and regulatory matters*) to the condensed consolidated interim financial statements of the Issuer on page 34 and pages 37 to 44, respectively, of the 2019 Interim Results Announcement.

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:

Name	Function(s) within the Issuer	Principal activities outside
Nigel Higgins	Non-Executive Director and Interim Chairman ¹	Barclays PLC (Chairman and Non-Executive Director); Sadler's Wells (Chairman); Tetra Laval Group (Non-Executive Director)
James Staley	Chief Executive Officer	Barclays PLC (Chief Executive Officer); Institute of International Finance, Inc. (Board Member); Bank Policy Institute (Board Member)
Steven Ewart	Chief Financial Officer	
Peter Bernard	Non-Executive Director	Barclays US LLC (Chairman and Non-Executive Director); Bowdoin College (Trustee); Windrose Advisors (Advisor); Massachusetts Audubon Society (Director)
Helen Keelan	Non-Executive Director	Barclays Bank Ireland PLC (Chairman and Non-Executive Director); Barclays Capital Securities Ltd (Non-Executive Director); PM Group Ltd

		(Director)
Maria Ritcher	Non-Executive Director	Bessemer Trust (Director); Rexel Group (Director); Anglo Gold Ashanti (Director)
Jeremy Scott	Non-Executive Director	The Great Britain Sasakawa Foundation (Trustee)
Alex Thursby	Non-Executive Director	Rank Group PLC (Director); Janheg Investments PTE Ltd (Director); Janheg Carribean Ltd (Director); Eden Rivers Trust (Trustee); Motive Labs Operations (Advisory Board Member); Giggleswick School (Board of Governors' Member)
Hélène Vletter-van Dort	Non-Executive Director	Intertrust N.V (Chair of supervisory Board); NN Group N.V (Director); School of Financial Law and Governance Rotterdam (Professor); Koninklijke Brill N.V Protective Foundation (Chair)

¹ Nigel Higgins joined the Issuer's Board as a Non-Executive Director with effect from 1 March 2019 and was appointed as the Interim Chairman of the Issuer from 1 March 2019, subject to relevant approvals.

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

- (iii) deleting the information set out under the heading "Legal proceedings" on (i) page 295 of Base Prospectus 1A, (ii) page 322 of Base Prospectus 2, (iii) page 119 of Base Prospectus 5 and (iv) page 254 of Base Prospectus 16:

"Save as disclosed under Note 9 (*Provisions*) and Note 15 (*Legal, competition and regulatory matters*) to the condensed consolidated interim financial statements of the Issuer on page 34 and pages 37 to 44, respectively, of the 2019 Interim Results Announcement, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), 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 any Base Prospectus) and (b) any other statement in, or incorporated by reference in any Base Prospectus, the statements in (a) above shall prevail.

The 2019 Interim Results Announcement may be inspected during normal business hours at the registered office of the Issuer or at <https://home.barclays/content/dam/home->

[barclays/documents/investor-relations/ResultAnnouncements/2019HYResults/BB-PLC-H1-2019-Form-6-K.pdf](https://www.barclays.com/~/media/Investor-Relations/ResultAnnouncements/2019HYResults/BB-PLC-H1-2019-Form-6-K.pdf).

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 5 September 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 and the relevant implementing measures in the United Kingdom, as a prospectus supplement issued in compliance with the Prospectus Directive 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 3 September 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**").