

24 OCTOBER 2019

PROSPECTUS SUPPLEMENT

BP 9 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, GSSP Base Prospectus 9 dated 19 July 2019 (as supplemented by Supplement 1/2019 dated 3 September 2019) (as so supplemented, the "**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a base prospectus supplement in respect of Base Prospectus 9 for the purposes of Directive 2003/71/EC (as amended and superseded), as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended by the Prospectus (Directive 2003/71/EC) Amending Regulations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:

- (i) update and amend the "Cover pages", "Important Information", "General Description of the Programme", "Terms and Conditions of the Securities", "Form of Final Terms (Notes and Certificates)", "Form of Final Terms (Exercisable Certificates)" and "General Information" sections to permit the issue of "Excluded Securities" (as defined and described in "B) Important Information" and "D) Terms and Conditions of the Securities" below); 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) COVER PAGES

The information set out in the "Cover pages" of Base Prospectus 9 on pages 1 to 3 shall be updated by:

- (i) deleting the information under the sub-heading "What is this document?" and replacing it with the following:

"This document (the "**Base Prospectus**") constitutes a base prospectus for the purposes of Article 5.4 of the Prospectus Directive (as defined below) in respect of all Securities other than Excluded Securities, and is one of a number of prospectuses which relate to the Global Structured Securities Programme (the "**Programme**"). When used in this document, "**Prospectus Directive**" means Directive 2003/71/EC of the European Parliament and of the Council (as

amended or superseded) and includes any relevant implementing measures in a relevant member state of the European Economic Area.

This Base Prospectus is valid for one year and may be supplemented from time to time to reflect any significant new factor, material mistake or inaccuracy relating to the information included in it.

In respect of Excluded Securities, each reference herein to "Base Prospectus" shall be construed instead to be to "Offering Memorandum". The Offering Memorandum does not constitute a base prospectus for the purposes of Article 5.4 of the Prospectus Directive."

- (ii) deleting the last paragraph under the sub-heading "What type of Securities does this Base Prospectus relate to?" and replacing it with the following:

"Application has been made to the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") for Securities (other than Excluded Securities) issued under the Programme during the period of 12 months from the date of this Base Prospectus to be admitted to the official list of Euronext Dublin."

- (iii) deleting the sub-heading "What information is included in the Final Terms?" and the information thereunder and replacing it with the following:

"What information is included in the Final Terms (or, in the case of Excluded Securities, the Pricing Supplement)?"

While this Base Prospectus includes general information about all Securities, the Final Terms (or, in the case of Excluded Securities, the Pricing Supplement) is the document that sets out the specific details of each particular issuance of Securities. For example, the Final Terms (or, in the case of Excluded Securities, the Pricing Supplement) will contain:

- the issue date;
- the dates on which the Securities may redeem early due to an 'autocall event' or at the option of the Issuer (in either case, if applicable);
- the type of interest or coupon and the interest or coupon payment dates (if applicable);
- the type of final redemption amount payable or entitlement deliverable (assuming that the Securities do not redeem early) and the Scheduled Redemption Date;
- the type of settlement amount payable or entitlement deliverable (assuming that the Securities do not cancel early) and the exercise price; and
- any other information needed to complete the terms included in this Base Prospectus for the particular Securities (identified by the words 'as specified in the Final Terms' or other equivalent wording).

Wherever the General Conditions provide optional provisions, the Final Terms (or, in the case of Excluded Securities, the Pricing Supplement) will specify which of those provisions apply to a specific issuance of Securities."

B) IMPORTANT INFORMATION

The section entitled "Important Information" on pages 4 to 8 of Base Prospectus 9 shall be updated by:

- (i) inserting a new section immediately above the sub-heading "No compensation arrangements" on page 4 of Base Prospectus 9 as follows:

"Excluded Securities

"Excluded Securities" are Securities: (i) for which no prospectus is required to be published under the Prospectus Directive; or (ii) which have a denomination of less than EUR 1,000 or equivalent in another currency or other terms (for example, payout terms) not strictly provided for under the terms herein. See *"Excluded Securities"* in the *"General Description of the Programme"* section below.

The Central Bank has neither approved nor reviewed information contained herein in connection with Excluded Securities.

Excluded Securities shall be issued by way of a pricing supplement (the **"Pricing Supplement"**) instead of Final Terms and, for such purpose, all references to "Final Terms" herein shall be deemed to be to "Pricing Supplement".

- (ii) inserting a new paragraph at the end of the sub section entitled "Listing and Admission to Trading" on page 4 as follows:

"In respect of Excluded Securities only, application may be made by the Issuer (or on its behalf) for Securities to be listed on the official list of the Luxembourg Stock Exchange and admitted to trading on the Euro MTF, or such other stock exchanges or multilateral trading facilities that are not regulated markets for the purposes of Directive 2014/65/EU, as specified in the Pricing Supplement."

C) GENERAL DESCRIPTION OF THE PROGRAMME

The section entitled "General Description of the Programme" on pages 133 to 134 of Base Prospectus 9 shall be updated by adding a new paragraph at the end of the section immediately following the paragraph entitled "Selling Restrictions" as follows:

"Excluded Securities:

Excluded Securities are Securities: (i) for which no prospectus is required to be published under the Prospectus Directive; or (ii) which have a denomination of less than EUR 1,000 or equivalent in another currency or other terms (for example, payout terms) not strictly provided for under the terms herein.

The Central Bank has neither approved nor reviewed information herein in relation to Excluded Securities. Information herein as it pertains to offerings of Excluded Securities shall not comprise part of the Base Prospectus but instead shall comprise a separate Offering Memorandum. The Offering Memorandum does not constitute a base prospectus for the purposes of Article 5.4 of the Prospectus Directive.

Excluded Securities shall be issued by way of a pricing supplement (the **"Pricing Supplement"**) instead of a Final Terms, and for such purpose all references to "Final Terms" herein shall be deemed to be to "Pricing Supplement".

The Pricing Supplement shall be substantially

similar to the form of Final Terms, save that it shall:

- be prominently labelled "Pricing Supplement"
- delete certain information required by the Prospectus Directive
- include the following legend:

"NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH DIRECTIVE 2003/71/EC FOR THE ISSUE OF EXCLUDED SECURITIES DESCRIBED BELOW AND THIS PRICING SUPPLEMENT DOES NOT CONSTITUTE THE FINAL TERMS IN RESPECT OF THESE SECURITIES FOR THE PURPOSES OF ARTICLE 5.4 OF THE PROSPECTUS DIRECTIVE."."

D) TERMS AND CONDITIONS OF THE SECURITIES

The section entitled "Terms and Conditions of the Securities" on pages 138 to 430 of Base Prospectus 9 shall be updated by:

- (i) inserting a new paragraph at the end of section A (*INTRODUCTION*) on page 141 of Base Prospectus 9 as follows:

"Notwithstanding anything else, the issue specific details relating to Excluded Securities will be set out in a pricing supplement (the "**Pricing Supplement**") which shall complete, supplement and (if applicable) amend the General Conditions (the General Conditions, as so completed, supplemented and (if applicable) amended, the "**Conditions**", in respect of such Excluded Securities). For such purpose, each reference in these General Conditions to "Final Terms" shall be deemed to be to "Pricing Supplement". "**Excluded Securities**" are Securities: (i) for which no prospectus is required to be published under the Prospectus Directive; or (ii) which have a denomination of less than EUR 1,000 or equivalent in another currency or other terms (for example, payout terms) not strictly provided for under the terms herein."

- (ii) deleting the first paragraph of General Condition 9(a) (*Interest or coupon type*) on page 162 of the Base Prospectus in its entirety and replacing it with the following:

"The Final Terms will specify which type of interest or coupon (if any or, if more than one type, what combination thereof) is payable in relation to an Interest Determination Date or Interest Valuation Date. The Final Terms may specify the type of interest or coupon applicable to such Interest Determination Date or Interest Valuation Date as being:"; and

replacing the full-stop after the words "Strip of forward striking calls" with a comma in the last bullet point on the list of "type of interest or coupon" immediately following the first paragraph and inserting the following phrase immediately following the list of "type of interest or coupon":

"or any combination of these types of interest or coupon."

E) FORM OF FINAL TERMS (NOTES AND CERTIFICATES)

The section entitled "Form of Final Terms (Notes and Certificates)" on pages 431 to 469 of Base Prospectus 9 shall be updated by:

- (i) adding footnote "(1)" to the title "Form of Final Terms (Notes and Certificates)", which footnote shall read as follows:

"⁽¹⁾ For all issuances of Excluded Securities replace all references to "Final Terms" with "Pricing Supplement" and delete all references to the Prospectus Directive."

- (ii) inserting a new sub-paragraph in paragraph 1(a) "Listing and Admission to Trading" of Part B (Other Information) immediately preceding the paragraph beginning "[The Securities shall not be fungible with the Tranche [●]..." on page 463 as follows:

[Include for Excluded Securities only: Application [has been made/is expected to be made] by the Issuer (or on its behalf) for the Securities to be listed on the Official List of [the Luxembourg Stock Exchange] and admitted to trading on [the Euro MTF] [name of other stock exchange/multilateral trading facility which is not a regulated market for the purpose of Directive 2014/65/EU] on or around the Issue Date.]

F) FORM OF FINAL TERMS (EXERCISABLE CERTIFICATES)

The section entitled "Form of Final Terms (Exercisable Certificates)" on pages 470 to 504 of Base Prospectus 9 shall be updated by:

- (i) adding footnote "(1)" to the title "Form of Final Terms (Exercisable Certificates)", which footnote shall read as follows:

"⁽¹⁾ For all issuances of Excluded Securities replace all references to "Final Terms" with "Pricing Supplement" and delete all references to the Prospectus Directive."

- (ii) inserting a new sub-paragraph in paragraph 1(a) entitled "Listing and Admission to Trading" of Part B (Other Information) immediately preceding the paragraph beginning "[The Securities shall not be fungible with the Tranche [●]..." on page 498 as follows:

[Include for Excluded Securities only: Application [has been made/is expected to be made] by the Issuer (or on its behalf) for the Securities to be listed on the Official List of [the Luxembourg Stock Exchange] and admitted to trading on [the Euro MTF] [name of other stock exchange/multilateral trading facility which is not a regulated market for the purpose of Directive 2014/65/EU] on or around the Issue Date.]

G) GENERAL INFORMATION

The section entitled "General Information" on pages 573 to 577 of Base Prospectus 9 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 Alpha Limited (Chairman)
Mary Anne Citrino	Non-Executive Director	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";

- (iii) deleting the first and second paragraphs under the sub-heading "Base Prospectus and supplements" in its entirety and replacing them with the following:

"This Base Prospectus may be used for a period of one year from its date in connection with a public offer of Securities in the EU, or for the listing and for any admission to trading of a Series, save for in relation to Excluded Securities.

A revised Base Prospectus will be prepared in connection with the listing of any Series issued after such period.

If at any time the Issuer shall be required to prepare a supplement to the Base Prospectus pursuant to Article 51 of the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended), or to give effect to the provisions of Article 16(1) of the Prospectus Directive, the Issuer will prepare and make available an appropriate supplement to this Base Prospectus or a further base prospectus which, in respect of any subsequent issue of Securities to be offered to the public or to be admitted to trading on the regulated market of the Irish Stock Exchange plc trading as Euronext Dublin, or of any other Relevant Stock Exchange, shall constitute a supplement to the base prospectus as required by Article 51 of the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended)."

- (iv) deleting the information appearing under the sub-heading "Minimum denomination" in its entirety and replacing it with the following:

"No securities may be issued which have a Specified Denomination of less than EUR 1,000 (or nearly equivalent in another currency), unless such Securities are Excluded Securities."

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.

Investors should be aware of their rights under Regulation 52 of the Irish Prospectus Regulations. 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 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 (as amended and superseded). 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 (as amended and superseded).



The date of this Prospectus Supplement is 24 October 2019