

**Supplement Number 2 dated 14 November 2018
to the Base Prospectus dated 3 May 2018**



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

as Issuer

£15,000,000,000
Debt Issuance Programme

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 3 May 2018, as supplemented by the base prospectus supplement dated 14 August 2018 (together, the "**Base Prospectus**") prepared by Barclays Bank PLC (the "**Issuer**") with respect to its £15,000,000,000 Debt Issuance Programme (the "**Programme**"). This Supplement constitutes a supplementary prospectus in respect of the Base Prospectus for the Issuer for the purposes of Section 87G of the Financial Services and Markets Act 2000.

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

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), including any relevant implementing measure in the United Kingdom (the "**Prospectus Directive**"), as a base prospectus supplement issued in compliance with the Prospectus Directive. With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below.

The purpose of this Supplement is to:

- (a) supplement the section entitled "*Information Incorporated by Reference*" commencing on page 12 of the Base Prospectus and incorporate by reference into the Base Prospectus:
- the joint announcement of the Issuer and Barclays PLC, as filed with the SEC on Form-6-K, on 26 October 2018 in respect of the dismissal of the Serious Fraud Office charges against the Issuer and Barclays PLC (the "**October Dismissal of the SFO Charges Announcement**"); and
 - the supplement to the Registration Document dated 31 October 2018 ("**Supplement 5/2018**").

The October Dismissal of the SFO Charges Announcement and Supplement 5/2018 have each been filed with the FCA and shall be deemed to be incorporated in, and form part of, the Base Prospectus as supplemented by this Supplement. The October Dismissal of the SFO Charges Announcement and Supplement 5/2018 may be inspected during normal business hours at Barclays Treasury, 1 Churchill Place, London, E14 5HP, United Kingdom and at the specified office of the Principal

Paying Agent, at One Canada Square, London, E14 5AL, United Kingdom during the life of the Notes issued pursuant to the Base Prospectus. They are also available in electronic form at <https://www.home.barclays/barclays-investor-relations.html>.

- (b) replace the information in the section entitled "*Forward-Looking Statements*" commencing on page vi of the Base Prospectus with the following updated information:

"This Base Prospectus and certain documents incorporated by reference herein contain certain forward-looking statements within the meaning of Section 21E of the US Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and Section 27A of the Securities Act, with respect to the Bank Group. The Issuer cautions readers that no forward-looking statement is a guarantee of future performance and that actual results or other financial condition or performance measures could differ materially from those contained in the forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as "may", "will", "seek", "continue", "aim", "anticipate", "target", "projected", "expect", "estimate", "intend", "plan", "goal", "believe", "achieve" or other words of similar meaning. Examples of forward-looking statements include, among others, statements or guidance regarding or relating to the Bank Group's future financial position, income growth, assets, impairment charges, provisions, business strategy, capital, leverage and other regulatory ratios, projected levels of growth in the banking and financial markets, projected costs or savings, any commitments and targets, estimates of capital expenditures, plans and objectives for future operations, IFRS 9 impacts and other statements that are not historical fact.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. These may be affected by changes in legislation, the development of standards and interpretations under International Financial Reporting Standards including the implementation of IFRS 9, evolving practices with regard to the interpretation and application of accounting and regulatory standards, the outcome of current and future legal proceedings and regulatory investigations, future levels of conduct provisions, the policies and actions of governmental and regulatory authorities, geopolitical risks and the impact of competition. In addition, factors including (but not limited to) the following may have an effect: capital, leverage and other regulatory rules applicable to past, current and future periods; the United Kingdom ("**UK**"), the United States ("**U.S.**"), Eurozone and global macroeconomic and business conditions; the effects of any volatility in credit markets; market related risks such as changes in interest rates and foreign exchange rates; effects of changes in valuation of credit market exposures; changes in valuation of issued securities; volatility in capital markets; changes in credit ratings of any entities within the Bank Group or any securities issued by such entities; the potential for one or more countries exiting the Eurozone; instability as a result of the exit by the UK from the European Union that may subsequently result in the UK and globally; and the success of future acquisitions, disposals and other strategic transactions. A number of these influences and factors are beyond the Bank Group's control. As a result, the Bank Group's actual future results and capital and leverage ratios may differ materially from the plans, goals, expectations and guidance set forth in the Bank Group's forward-looking statements. Additional risks and factors which may impact the Bank Group's future financial condition and performance are identified in the Bank Group's filings with the SEC (including, without limitation, in the Joint Annual Report (as defined in the "*Information Incorporated by Reference*" section below)), which are available on the SEC's website at <http://www.sec.gov>.

Any forward-looking statements made herein speak only as of the date they are made and it should not be assumed that they have been revised or updated in the light of new information or future events. Except as required by the Prudential Regulation Authority, the Financial Conduct Authority, the London Stock Exchange or applicable law, the Bank Group expressly disclaims

any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Bank Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. The reader should, however, consult any additional disclosures that the Bank Group has made or may make in documents it has published or may publish via the Regulatory News Service of the London Stock Exchange and/or has filed or may file with the SEC (as defined below).

Subject to the Bank Group's obligations under the applicable laws and regulations of the UK and the U.S. in relation to disclosure and ongoing information, the Issuer does not undertake any obligation to update publicly or revise any forward looking statements, whether as a result of new information, future events or otherwise."

- (c) replace the information under the section entitled "*The Issuer and the Group*" on page 67 of the Base Prospectus with the following updated information:

"For information in respect of the Issuer and the Group, prospective investors are referred to the section entitled "The Issuer and the Group" on pages 22-24 of the Registration Document, as supplemented by the section entitled "The Issuer and the Group" on pages 1-4 of the supplement to the Registration Document dated 1 May 2018, pages 1-3 of Supplement 2/2018, pages 2-3 of Supplement 3/2018, page 1 of Supplement 4/2018 and page 2 of Supplement 5/2018, each of which are referred to in, and incorporated by reference into, this Base Prospectus as set out in "Information Incorporated by Reference" on page 12 of this Base Prospectus."

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

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

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

Any information contained in the documents specified above which is not incorporated by reference in the Base Prospectus is either not relevant for prospective investors for the purposes of Article 5(1) of the Prospectus Directive or is covered elsewhere in the Base Prospectus.

If documents which are incorporated by reference into this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference into this Supplement.

For as long as any of the Notes issued under the Programme are admitted to trading on the Regulated Market of the London Stock Exchange plc and the rules of the FCA so require, for the life of the Base Prospectus, copies of the October Dismissal of the SFO Charges Announcement and Supplement 5/2018 may be inspected during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at Barclays Treasury, 1 Churchill Place, London E14 5HP and at the specified office of The Bank of New York Mellon, as principal paying agent, currently located at One Canada Square, London E14 5AL.

This Supplement shall be available on or around the date hereof in electronic form at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

14 November 2018