

Supplement Number 1 dated 13 August 2019 to
the Base Prospectus dated 15 March 2019



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 15 March 2019 (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"**FCA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (as amended or superseded), including any relevant implementing measure in the United Kingdom (the "**Prospectus Directive**"), as a base prospectus supplement issued in compliance with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*" on page 14 of the Base Prospectus and incorporate by reference into the Base Prospectus the unaudited Interim Results Announcement of the Issuer, as filed with the SEC on Form 6-K (including the exhibits thereto), on 1 August 2019 in respect of the six months ended 30 June 2019 (the "**Interim Results Announcement**"). The Interim Results Announcement has 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 Interim Results Announcement 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. It has also been filed with the SEC and is available in electronic form on the SEC's website at <https://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000312070&owner=exclude&count=40&hidefilings=0>.
- (b) amend the section entitled "*Information Incorporated by Reference*" on page 14 of the Base Prospectus by deleting the words "the Issuer's registration document dated 11 March 2019 (the "**Registration Document**)";" and replacing these with the following: "the Issuer's registration document dated 11 March 2019 (the "**Registration Document**") excluding the following sections: "*Risk Factors – Reputation Risk – Regulatory action in the event 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 – Legal Proceedings*", "*The Issuer, the Bank Group and the*

Group – Directors", *"General Information – Significant Change Statement"* and *"General Information – Legal Proceedings"*;

- (c) amend the section entitled *"Risk Factors – Risks Relating to the Notes – Risks related to the structure of the Notes"* commencing on page 6 of the Base Prospectus by deleting the following sentence:

"A wide range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of certain risks relating to the structure of the Notes:"

- (d) amend the section entitled *"Risk Factors - Risks Relating to the Notes – Risks relating to the Notes generally"* commencing on page 9 of the Base Prospectus by deleting the following sentence:

"Set out below is a brief description of certain risks relating to the Notes generally."

- (e) amend the section entitled *"Risk Factors - Risks relating to the market generally"* commencing on page 12 of the Base Prospectus by deleting the following sentence:

"Set out below is a brief description of the principal market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk:"

- (f) amend the sections entitled *"Risk Factors - Risks Relating to the Notes – Risks related to the structure of the Notes "* and *"Risk Factors - Risks Relating to the Notes – Risks relating to the Notes generally"* commencing on pages 6 and 9, respectively, of the Base Prospectus by replacing certain risk factors contained in those sections and supplementing the latter section with the updated information set out in the Annex to this Supplement;

- (g) replace the last sentence in the first paragraph of the risk factor *"Risks relating to Notes which are linked to "benchmarks"* on page 7 of the Base Prospectus with the following:

Any such consequence could have a material adverse effect on any Notes linked to such a "benchmark", including possible adverse U.S. tax consequences.

- (h) for clarity, the font size in the formula on page 41 of the Base Prospectus shall be adjusted such that the formula shall read as follows:

$$\left[\prod_{i=1}^{d_0} \left(1 + \frac{SONIA_{i-pLBD} \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

- (i) for clarity, the font size in the definitions of "ni" and "SONIAi-pLBD" on pages 41 and 42, respectively, of the Base Prospectus shall be adjusted such that the defined terms shall read as follows: n_i and SONIA_{i-pLBD}.

- (j) supplement the section entitled *"The Issuer, the Bank Group and the Group"* on page 75 of the Base Prospectus with the following information:

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 financial statements of the Issuer as set out on page 34 and pages 37 to 44, respectively, of the 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 principle outside activities (if any) of significance to the Issuer are as follows:

<i>Name</i>	<i>Function(s) within the Issuer</i>	<i>Principal outside activities</i>
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 Caribbean 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 Bank's Board as a Non-Executive Director with effect from 1 March 2019 and was appointed as the Interim Chairman of the Bank 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.

- (k) supplement the section entitled "*General Information*" commencing on page 88 of the Base Prospectus with the following information:

Significant Change Statement

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

Legal Proceedings

Save as disclosed under Note 9 (*Provisions*) and Note 15 (*Legal, competition and regulatory matters*) to the financial statements of the Issuer as set out on page 34 and pages 37 to 44, respectively, of the 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.

ANNEX

1. In the section entitled "*Risk Factors - Risks Relating to the Notes – Risks related to the structure of the Notes*", the following amendments shall be made:

The risk factor entitled "*Certain Notes may be redeemed prior to maturity*" shall be replaced with the following updated information:

Certain Notes may be redeemed prior to maturity

Unless in the case of any particular Tranche of Notes the relevant Final Terms specify otherwise, in the event that due to a change in law the Issuer would be obliged to increase the amounts payable in respect of any Notes due to any withholding or deduction for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of the United Kingdom or any political subdivision thereof or any authority therein or thereof having power to tax, the Issuer may redeem all outstanding Notes in accordance with the Conditions. Furthermore, the Issuer may be entitled to redeem the Notes if the tax treatment for the Issuer in respect of the Notes is negatively altered after their issue date.

If, in the case of any particular Tranche of Notes, the relevant Final Terms specify that the Notes are redeemable at the Issuer's option in certain other circumstances or at any time, the Issuer may choose to redeem the Notes at times when prevailing interest rates may be relatively low or in other circumstances favourable to the Issuer. In such circumstances an investor may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the relevant Notes.

Furthermore, unless, in the case of any particular Tranche of Notes, the relevant Final Terms specify that the Notes are redeemable at the option of the Noteholders, Noteholders will have no right to request the redemption of the Notes and should not invest in the Notes in the expectation that the Issuer would exercise its option to redeem the Notes. Any decision by the Issuer as to whether it will exercise its option to redeem the Notes will be taken at the absolute discretion of the Issuer with regard to factors such as, but not limited to, the economic impact of exercising such option to redeem the Notes, any tax consequences, the regulatory requirements and the prevailing market conditions. Noteholders should be aware that they may be required to bear the financial risks of an investment in the Notes until maturity.

2. In the section entitled "*Risk Factors - Risks Relating to the Notes – Risks relating to the Notes generally*", the following amendments shall be made:

a. The following risk factor shall be added as the first risk factor in that section:

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

The Issuer and the 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 Notes), 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.

Holder of the Notes 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 Notes and could lead to Holders of the Notes losing some or all of the value of their investment in the Notes.

Resolution powers triggered prior to insolvency may not be anticipated and Holders 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 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 Holders of the Notes of its decision to exercise any resolution power. Therefore, Holders of the Notes 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 Group and the Notes.

Furthermore, Holders of the Notes 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 Notes, which may result in Holders of the Notes losing some or all of their 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 the consent of the Holders of the Notes. 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 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 the Holders of the Notes in the resolution and there can be no assurance that Holders of the Notes would recover such compensation promptly.

The bail-in tool may be exercised in respect of the Notes irrespective of whether the Notes count towards the 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 Notes may result in the cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the Notes and/or the conversion of the Notes into shares or other Notes or other obligations of the Issuer or another person, or any other modification or variation to the terms of the Notes. Any such exercise or any suggestion of any such exercise could materially adversely affect the rights of the Holders of the Notes, the price or value of their investment in the Notes and/or the ability of the Issuer to satisfy its obligations under the Notes and could lead to Holders of the Notes losing some or all of the value of their investment in such Notes.

As insured deposits are excluded from the scope of the bail-in tool and other preferred deposits (and insured deposits) rank ahead of any Notes issued by the Issuer, such Notes would be more likely to be bailed-in than certain other unsecured 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 the Holders of the Notes. 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 Notes would be more likely to be bailed-in than certain other unsecured liabilities of the Issuer such as other preferred deposits.

Under the terms of the Notes, the Holders of the Notes have agreed to be bound by the exercise of any bail-in power by the relevant UK resolution authority

Notwithstanding any other agreements, arrangements, or understandings between the Issuer and any Holder of the Notes, by acquiring the Notes, each Holder of the Notes acknowledges, accepts, agrees to be bound by, and consents to the exercise of, any bail-in power by the relevant UK resolution authority that may result in (i) the reduction or cancellation of all, or a portion, of the principal amount of, or interest on, the Notes; (ii) the conversion of all, or a portion, of the principal amount of, or interest on, the Notes into shares or other notes or other obligations of the Issuer or another person (and the issue to, or conferral on, the Holder of the Notes of such shares, notes or obligations); and/or (iii) the amendment or alteration of the maturity of the Notes, or amendment of the amount of interest due on the Notes, or the dates on which interest becomes payable, including by suspending payment for a temporary period; which bail-in power may be exercised by means of a variation of the terms of the Notes solely to give effect to the exercise by the relevant UK resolution authority of such bail-in power. Each Holder of the Notes further acknowledges

and agrees that the rights of the Holders of the Notes are subject to, and will be varied, if necessary, solely to give effect to, the exercise of any bail-in power by the relevant UK resolution authority.

Accordingly, any bail-in power may be exercised in such a manner as to result in Holders of the Notes losing all or a part of the value of their investment in the Notes or receiving a different security from the Notes, which may be worth significantly less than the Notes and which may have significantly fewer protections than those typically afforded to debt securities. Moreover, the relevant UK resolution authority may exercise the bail-in power without providing any advance notice to, or requiring the consent of, the Holders of the Notes.

In addition, under the terms of the Notes, the exercise of the bail-in power by the relevant UK resolution authority with respect to the Notes is not an Event of Default (as defined in the terms and conditions of the Notes). For more information, see the terms and conditions of the Notes.

b. The risk factor entitled "*The proposed Resolvability Assessment Framework could increase compliance costs and impact market perceptions of the Issuer and/or the Group and in turn affect the value of the Notes*" shall be replaced with the following updated information:

The Resolvability Assessment Framework could impact market perceptions of the Issuer and/or the Group and in turn affect the value of the Notes

The Banking Act and associated FCA and PRA rules contain requirements relating to recovery and resolution plans, early supervisory interventions and the resolution of firms (including the bail-in tool). The Bank of England has made a commitment to parliament that major UK banks will be fully resolvable by 2022. To satisfy this commitment, the Bank of England and the PRA have published final rules for a resolvability assessment framework (the "**Resolvability Assessment Framework**"), with full implementation of the framework required by 2022, which will require the largest UK banks (including the Group) to carry out realistic assessments of their preparations for resolution.

The Resolvability Assessment Framework is implemented through:

- a Statement of Policy from the Bank of England, which sets out the Bank of England's approach to assessing resolvability for UK firms with a bail-in or partial transfer resolution strategy (including the Group) and for material subsidiaries of overseas firms. The Bank of England will assess firms against three resolvability outcomes they must meet by 2022: (i) adequate financial resources; (ii) being able to continue to do business through resolution and restructuring; and (iii) being able to communicate and coordinate within the firm and with authorities; and
- PRA rules in the new Resolution Assessment part of the PRA Rulebook, requiring major UK banks (those with £50 billion or more in retail deposits on an individual or consolidated basis, including the Group) to assess their preparations for resolution, submit reports of their assessment to the PRA and publicly disclose a summary of their report. Firms are required to submit their first reports to the PRA by October 2020 (and every two years following) and publicly disclose their summaries by June 2021 (and every two years following).

The Resolvability Assessment Framework is intended to increase public awareness of resolution, help market participants to make better informed investment decisions and incentivise firms to meet the resolvability objectives by 2022.

The new rules on the Resolvability Assessment Framework may affect the way in which the Issuer and/or the Group is perceived by the market which in turn may affect the value of the Notes.

c. The risk factor entitled "*Changes in law may adversely affect the rights of Holders*" shall be replaced with the following updated information:

Changes in law may adversely affect the rights of Holders and the market value of the Notes

The Conditions are based on English law in effect as at the date of issue of the relevant Notes. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of issue of the relevant Notes. Such changes in law may include changes in statutory,

tax and regulatory regimes during the life of the Notes, which may have an adverse effect on an investment in the Notes.

In addition, any change in law or regulation that triggers a Tax Event would entitle the Issuer, at its option (subject to certain conditions), to redeem the Notes, in whole but not in part, as provided under Condition 10(b) (*Redemption and Purchase – Redemption for tax reasons*).

Such legislative and regulatory uncertainty could also affect an investor's ability to accurately value the Notes and, therefore, affect the trading price of the Notes given the extent and impact on the Notes that one or more regulatory or legislative changes, including those described above, could have on the Notes.

The financial services industry has been and continues to be the focus of significant regulatory change and scrutiny which may adversely affect the Bank Group's business, financial performance, capital and risk management strategies - see pages 38 and 39 of the 2018 Issuer Annual Report which is incorporated by reference herein for more detail. Such regulatory changes may include higher capital and additional loss absorbency requirements, increased powers of competent authorities and phase-in arrangements for the regulatory capital impact of IFRS 9.

Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms and Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms ("**CRD IV**") implemented the Basel III agreement in the EU and introduced significant changes in the prudential regulatory regime applicable to banks including increased minimum capital ratios, changes to the definition of capital and the calculation of risk-weighted assets and the introduction of new measures relating to leverage, liquidity and funding. CRD IV also made changes to rules on corporate governance, including remuneration, and introduces standardised EU regulatory reporting requirements which specify the information that must be reported to supervisors in areas such as own funds, large exposures and financial information.

On 23 November 2016, the European Commission presented a comprehensive package of reforms to further strengthen the resilience of EU banks (the "**EU Banking Reforms**") which proposals amended many of the existing provisions set forth in CRD IV and the BRRD. The changes in the approved text included setting higher capital and additional loss absorbing capacity requirements, increasing the powers of the relevant competent authorities and incorporating the regulatory definition of trading activity, standardised and advanced risk weighted assets calculation methodologies for market risk and new standardised risk weighted assets rules for counterparty credit risk. These changes also included phase-in arrangements for the regulatory capital impact of IFRS 9 and the ongoing interaction of IFRS 9 with the regulatory framework, including changes to relevant accounting standards, which came into force on 1 January 2018 and which resulted in changes to the methodologies which the Group is required to adopt for the valuation of financial instruments.

The text relating to the EU Banking Reforms was published in the Official Journal of the European Union on 7 June 2019 and entered into force on 27 June 2019. The majority of the rules apply from 18 months after that date, however, the principal rules brought into force by the amended CRD IV Regulation (as defined in the Conditions) shall apply from two years after that date.

Further, 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 Bank of England set interim MREL compliance dates of 1 January 2019 and 1 January 2020, and a final MREL compliance date of 1 January 2022.

Such changes (including, but not limited to, those described above), and the resulting actions taken to address such regulatory changes, may have an adverse impact on the Group's, and therefore the Issuer's, performance and financial condition.

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, a copy of the Interim Results Announcement 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>.

13 August 2019