

31 October 2018

REGISTRATION DOCUMENT SUPPLEMENT

SUPPLEMENT 5/2018



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

This supplement dated 31 October 2018 (the "**Supplement**") is supplemental to and must be read in conjunction with the registration document 5/2018 dated 16 March 2018, as supplemented by Supplement 1/2018 dated 1 May 2018, Supplement 2/2018 dated 24 May 2018, Supplement 3/2018 dated 3 August 2018 and Supplement 4/2018 dated 13 August 2018 (together, the "**Registration Document**") prepared for the purposes of giving information with respect to Barclays Bank PLC (the "**Issuer**"). This Supplement constitutes a supplement for the purposes of Directive 2003/71/EC (and amendments thereto) and Section 87G of the UK Financial Services and Markets Act 2000.

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

The purpose of this Supplement is to amend and supplement the "Information Incorporated by Reference", "Forward-Looking Statements" and "The Issuer and the Group" sections of the Registration Document as set out below.

A) INFORMATION INCORPORATED BY REFERENCE

The information in the "Information Incorporated by Reference" section on pages 18 to 20 of the Registration Document is supplemented by adding to the list of documents incorporated by reference 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**").

B) FORWARD-LOOKING STATEMENTS

The information in the "Forward-Looking Statements" section on page 21 of the Registration Document is replaced with the following:

"This Registration Document 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, 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 ("US"), 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 above)), 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 PRA, the FCA, the London Stock Exchange plc (the "LSE") 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 LSE and/or has filed or may file with the SEC.

Subject to the Bank Group's obligations under the applicable laws and regulations of the UK and the US 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) THE ISSUER AND THE GROUP

The paragraph under the heading "Legal Proceedings" under the section entitled "The Issuer and the Group" on page 22 of the Registration Document is replaced with the following:

"For a description of the governmental, legal or arbitration proceedings that the Issuer and the Bank Group face, see (i) Note 17 (Legal, competition and regulatory matters) to the condensed consolidated interim financial statements of the Issuer on pages 40 to 50 of the Interim Results Announcement and (ii) the October Dismissal of the SFO Charges Announcement."

References to the Registration Document shall hereafter mean the Registration Document as supplemented by this Supplement. The Issuer has taken all reasonable care to ensure that the information contained in the Registration Document, as supplemented by this 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.

This 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 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 Issuer.



The date of this Supplement is 31 October 2018