Execution Version

BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

GBP 3,000,000 Securities linked to a Basket of Indices due 26 August 2025 (the "Securities")

Series NX000218027

Issued pursuant to the Global Structured Securities Programme

What is this document?

This document (the "**Prospectus**"), which has been published on the website of the London Stock Exchange (*www.londonstockexchange.com*), constitutes a prospectus for the purposes of Article 5.3 of Directive 2003/71/EC as amended including by Directive 2010/73/EU (the "**Prospectus Directive**") relating to the Securities. This Prospectus, including the information incorporated by reference into it, is intended to provide investors with information necessary to enable them to make an informed investment decision before purchasing the Securities.

Who is the Issuer?

The Securities are issued by Barclays Bank PLC (the "**Issuer**"). The payment of any amounts due under the Securities is subject to the Issuer's financial position and its ability to meet its obligations. This Prospectus, including the Registration Document (as defined in *'Information Incorporated by Reference'* below) and other information incorporated by reference into this Prospectus, contains information describing the Issuer's business activities as well as certain financial information and material risks faced by the Issuer.

What are the Securities?

The Securities are in the form of Notes and are issued by the Issuer under its Global Structured Securities Programme (the "**Programme**"). The terms and conditions of the Securities will comprise:

- the Terms and Conditions of the Securities (the "**General Conditions**") as incorporated in relevant part by reference from the Base Prospectus (as defined in *'Information Incorporated by Reference'* below); and
- the specific terms of the Securities (the "**Specific Terms**"), which amend, supplement and complete the General Conditions, as set out in *'Specific Terms'* below.

What underlying assets are the Securities linked to?

The return on the Securities depends on the performance of the S&P 500® Index and the FTSE® 100 Index (the "**Underlying Assets**").

What information is incorporated by reference?

The Prospectus incorporates by reference certain information from the Base Prospectus, the Registration Document and other documents. See the section entitled *'Information Incorporated by Reference'* below. You should read this document together with such information incorporated by reference. Documents will be made available at the registered office of the Issuer and at https://www.home.barclays/prospectuses-and-documentation/structured-securities/prospectuses.html and https://www.home.barclays/barclays-investor-relations/results-andreports/results.html and this document will also be published on the website of the London Stock Exchange (www.londonstockexchange.com).

What are the principal risks?

Your investment in the Securities depends on the ability of the Issuer to meet its payment obligations under the Securities. Further, depending on the performance of the Underlying Assets, you could lose some or all of your investment. Before purchasing the Securities, you should consider in particular the information described in *'Risk Factors'* below, together with the other information in this Prospectus.

11 October 2018

IMPORTANT INFORMATION

THE AMOUNT PAYABLE ON REDEMPTION OF THE SECURITIES MAY BE LESS THAN THE ORIGINAL INVESTED AMOUNT (AND IN SOME CASES MAY BE ZERO), IN WHICH CASE YOU MAY LOSE SOME OR ALL OF YOUR ORIGINAL INVESTMENT.

IF THE ISSUER BECOMES INSOLVENT OR BANKRUPT OR OTHERWISE FAILS TO MAKE ITS PAYMENT OBLIGATIONS ON THE SECURITIES, YOU WILL LOSE SOME OR ALL OF YOUR ORIGINAL INVESTMENT.

INVESTING IN THE SECURITIES INVOLVES CERTAIN RISKS, AND YOU SHOULD FULLY UNDERSTAND THESE BEFORE YOU INVEST. SEE 'RISK FACTORS' BELOW.

Responsibility

The Issuer accepts responsibility for the information contained in this Prospectus. 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 is in accordance with the facts and contains no omission likely to affect the import of such information.

Regulatory approval for the purposes of the EU Prospectus Directive

This Prospectus has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**") in its capacity as the United Kingdom competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom.

Listing and Admission to Trading

Application has been made for the Securities to be admitted to the Official List and to trading on the Regulated Market of the London Stock Exchange plc (the "**London Stock Exchange**"), a regulated market for the purposes of Directive 2014/65/EC (the "**Markets in Financial Instruments Directive**"). This Prospectus constitutes a prospectus for the purposes of Section 87 of the Financial Services and Markets Act 2000. This Prospectus will be published on the website of the London Stock Exchange (www.londonstockexchange.com).

Administrator status under Benchmark Regulation

Amounts payable under the Securities are calculated by reference to the FTSE® 100 Index, which is provided by FTSE International Limited (the "**Administrator**"). As at the date of this Prospectus, the Administrator appears in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011) (the "**BMR**").

Amounts payable under the Securities are also calculated by reference to the S&P 500® Index, which is provided by Standard & Poor's Financial Services LLC. As at the date of this Prospectus, Standard & Poor's Financial Services LLC does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to article 36 of the BMR.

The registration status of any administrator under the BMR is a matter of public record and, save where required by applicable law, the Issuer does not intend to update the Prospectus to reflect any change in the registration status of the administrator.

No compensation arrangements

Any failure by the Issuer to make payments or deliveries due under the Securities would not of itself give rise to any claim for compensation on the grounds of such a failure. You would not have a claim for compensation against the UK's Financial Services Compensation Scheme. For more information regarding Issuer risk, please see the section of the Registration Document headed '*Risk Factors*' (which is incorporated by reference into this Prospectus) and *Risk Factors* below.

No investment advice

The Prospectus is not and does not purport to be investment advice. Unless expressly agreed otherwise with a particular investor, neither the Issuer nor the Manager is acting as an investment adviser, providing advice of any other nature, or assuming any fiduciary obligation to any investor in the Securities.

Independent evaluation

Nothing set out or referred to in, or incorporated by reference into, this Prospectus is intended to provide the basis of any credit or other evaluation (except in respect of any purchase of the Securities described herein) or should be considered as a recommendation by the Issuer or the Manager that any recipient of this Prospectus (or any document referred to herein) should purchase the Securities.

An investor should not purchase the Securities unless they understand the extent of their exposure to potential loss. Investors are urged to read the factors described in the section of this Prospectus headed '*Risk Factors'*, together with the information in this Prospectus (including any information incorporated by reference) before investing in the Securities.

Investors should note that (i) the risks described in the section headed *'Risk Factors'* of this Prospectus and (ii) the risks described in the section headed *'Risk Factors'* of the Registration Document (which is incorporated by reference into this Prospectus) are not the only risks that the Issuer faces or that may arise because of the nature of the Securities. The Issuer has described only those risks relating to its operations and to the Securities that it considers to be material. There may be additional risks that the Issuer currently considers not to be material or of which it is not currently aware.

Given the nature, complexity and risks inherent in the Securities (and investments relating to the Underlying Assets), the Securities may not be suitable for an investor's investment objectives in the light of his or her financial circumstances. Investors should consider seeking independent advice to assist them in determining whether the Securities are a suitable investment for them or to assist them in evaluating the information contained in or incorporated by reference into this Prospectus.

You have sole responsibility for the management of your tax and legal affairs including making any applicable filings and payments and complying with any applicable laws and regulations. Neither the Issuer nor any of its Affiliates will provide you with tax or legal advice and you should obtain your own independent tax and legal advice tailored to your individual circumstances. The tax treatment of structured products, such as the Securities, can be complex; the tax treatment applied to an individual depends on their circumstances. The level and basis of taxation may alter during the term of any product.

Amounts due to be paid to you are described on a gross basis, i.e. without calculating any tax liability. The Issuer shall make no deduction for any tax, duty, or other charge unless required by law. See the section of the Base Prospectus headed '*Taxation*' (which is incorporated by reference into this Prospectus) and Risk Factor 13 below.

Potential for discretionary determinations by the Determination Agent and the Issuer under the Securities

Under the terms and conditions of the Securities, following the occurrence of certain events relating to the Issuer, the Issuer's hedging arrangements, the Underlying Assets, taxation, the relevant currency or other matters, the Issuer or the Determination Agent may determine to take one of the actions available to it in order to deal with the impact of such event on the Securities or the Issuer or both. These actions may include (i) adjustment to the terms and conditions of the Securities, (ii) substitution of the Underlying Assets or (iii) early redemption of the Securities. Any such discretionary determination by the Issuer or Determination Agent could have a material adverse impact on the value of and return on the Securities. See, in particular, the section of this Prospectus headed *'Risk Factors*' below.

Distribution

The distribution or delivery of this Prospectus in certain jurisdictions may be restricted by law. This document does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction (other than as expressly described in this Prospectus). This Prospectus is prepared for the purpose of facilitating the listing, and admission to trading, of securities that are already in issue. No new offering of securities is described in this Prospectus. No action is being taken to permit an offering of the Securities or the delivery of this Prospectus in any jurisdiction. Persons into whose possession this Prospectus comes are required by the Issuer to inform themselves about and to observe any such restrictions. Details of selling restrictions for various jurisdictions are set out in the section of the Base Prospectus headed '*Purchase and Sale*' (which is incorporated by reference into this Prospectus).

Prohibition of Sale to EEA retail investors

The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA Retail Investor**"). For these purposes, an EEA Retail Investor means a person in the European Economic Area who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended from time to time, "**MiFID**"); (ii) a customer within the meaning of the Insurance Mediation Directive (Directive 2002/92/EC (as amended from time to time)) ("**IMD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID; or (iii) not a qualified investor as defined in the Prospectus Directive. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to EEA Retail Investors has been prepared and therefore offering or selling the Securities or otherwise making them available to any EEA Retail Investor may be unlawful under the PRIIPs Regulation.

United States selling restrictions

The Securities have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any state or other jurisdiction of the United States. Trading in the Securities has not been approved by the US Commodities Futures Trading Commission under the US Commodity Exchange Act of 1936 (the "**Commodity Exchange Act**"). The Securities may not be offered and sold within the United States, or to or for the benefit of U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**")) ("**U.S. persons**"), except in certain transactions exempt from the registration requirements of the Securities Act and applicable state securities laws. The Securities are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S.

Securities in bearer form may be subject to US tax law requirements (as described below). Subject to certain exceptions, the Securities may not be offered, sold or delivered within the United States or its possessions or to, or for the account or benefit of, United States persons (as defined in in the US Internal Revenue Code of 1986, as amended, (the "**Code**") and the regulations thereunder).

For a description of these and certain further restrictions on offers, sales and transfers of the Securities and delivery of this Prospectus, see the section of the Base Prospectus headed '*Purchase and Sale*' (which is incorporated by reference into this Prospectus).

THE SECURITIES HAVE NOT BEEN AND WILL NOT BE APPROVED OR DISAPPROVED BY THE US SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER US REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OF THE SECURITIES OR THE ACCURACY OR THE ADEQUACY OF THE OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

US foreign account tax compliance withholding

THE FOREIGN ACCOUNT TAX COMPLIANCE ACT ("FATCA") IS PARTICULARLY COMPLEX AND ITS CURRENT AND FUTURE APPLICATION TO THE ISSUER, THE SECURITIES AND INVESTORS IS UNCERTAIN AT THIS TIME. YOU SHOULD CONSULT YOUR OWN TAX ADVISERS TO OBTAIN A MORE DETAILED EXPLANATION OF FATCA AND TO LEARN HOW THIS LEGISLATION MIGHT AFFECT YOU IN YOUR PARTICULAR CIRCUMSTANCE, INCLUDING HOW THE FATCA RULES MAY APPLY TO PAYMENTS RECEIVED UNDER THE SECURITIES BOTH CURRENTLY AND IN THE FUTURE.

Change of circumstances

Neither the delivery of this Prospectus or any other information incorporated by reference in the Prospectus, nor any sale of Securities, shall create any impression that information in such documents relating to the Issuer is correct at any time subsequent to the date of the Prospectus or that any other information supplied in connection with the Securities or the Programme is correct as of any time subsequent to the date of the relevant document containing the same (the foregoing being without prejudice to the Issuer's obligations under applicable rules and regulations).

Representations

In connection with the listing and admission to trading of the Securities, no person has been authorised to give any information or to make any representation not contained in or consistent with the Prospectus and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer. The Issuer does not accept responsibility for any information not contained in this Prospectus. This document does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction and no action is being taken to permit an offering of the Securities or the distribution of this Prospectus in any jurisdiction.

Calculations and determinations

Unless otherwise specified, all calculations and determinations in respect of the Securities shall be made by Barclays Bank PLC (acting in such capacity, the "**Determination Agent**").

TABLE OF CONTENTS

Page

SUMMARY

Summaries are made up of disclosure requirements known as 'elements'. These elements are numbered in Sections A – E (A.1 – E.7).

This summary (the "**Summary**") contains all the elements required to be included in a summary for these types of securities and issuer. Because some elements are not required to be addressed, there may be gaps in the numbering sequence of the elements.

Even though an element may be required to be inserted in the Summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the element. In this case a short description of the element is included in the Summary after the words 'not applicable'.

Section A – Introduction and warnings		
A.1	**Introduction and warnings**	This Summary should be read as an introduction to the Prospectus. Any decision to invest in Securities should be based on consideration of the Prospectus as a whole. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff might, under the national legislation of the relevant Member State of the European Economic Area, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. No civil liability shall attach to any responsible person solely on the basis of this Summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Securities.
A.2	**Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Securities**	Not Applicable; the Issuer does not consent to the use of the Prospectus for subsequent resales.
Section B – Issuer		
B.1	**Legal and commercial name of the Issuer**	The Securities are issued by Barclays Bank PLC (the "**Issuer**").
B.2	**Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of the Issuer**	The Issuer is a public limited company registered in England and Wales. The principal laws and legislation under which the Issuer operates are laws of England and Wales including the Companies Act 2006.
B.4b	**Known trends affecting the Issuer and**	The business and earnings of the Issuer and its subsidiary undertakings (together, the "**Bank Group**" or "**Barclays**") can be affected by the fiscal or other policies and other actions of various governmental and regulatory

	industries in which the Issuer operates	authorities in the UK, EU, US and elsewhere, which are all subject to change, as a result, regulatory risk will remain a focus. A more intensive regulatory approach and enhanced requirements together with the uncertainty (particularly in light of the UK's decision to withdraw from the EU) and potential lack of international regulatory coordination as enhanced supervisory standards are developed and implemented may adversely affect the Bank Group's business, capital and risk management strategies and/or may result in the Bank Group deciding to modify its legal entity structure, capital and funding structures and business mix, or to exit certain business activities altogether or not to expand in areas despite otherwise attractive potential. The most significant of the regulatory reforms affecting the Bank Group in 2018 is the creation of the ring-fenced bank under the structural reform programme carried out by the ultimate holding company of the Bank Group (Barclays PLC, together with its subsidiaries, the "**Group**"). There are several other significant pieces of legislation which will require significant management attention, cost and resource which include: • Changes in prudential requirements, including the proposals for amendment of the Capital Requirements Directive (CRD IV) and the EU Bank Recovery and Resolution Directive (BRRD) which may impact minimum requirements for own funds and eligible liabilities (MREL), leverage, liquidity or funding requirements, applicable buffers and/or add-ons to such minimum requirements and risk weighted assets calculation methodologies all as may be set by international, EU or national authorities from time to time. • The derivatives market has been the subject of particular focus for regulators in recent years across the G20 countries and beyond, with regulations introduced which require the reporting and clearing of standardised over the counter ("**OTC**") derivatives and the mandatory margining of non-cleared OTC derivatives. Reforms in this area are ongoing with further requirements expected to be implemented in the course of 2018. • The recast Markets in Financial Instruments Directive in Europe, which came into force in January 2018, has fundamentally changed the European regulatory framework, and entails significant operational changes for market participants in a wide range of financial instruments as well as changes in market structures and practices. • The EU Benchmarks Regulation which also came into force in January 2018 regulates the administration and use of benchmarks in the EU. Compliance with this evolving regulatory framework entails significant costs for market participants and is having a significant impact on certain markets in which the Bank Group operates. • Other regulations applicable to swap dealers, including those promulgated by the US Commodity Futures Trading Commission, have imposed significant costs on the Bank Group's derivatives business. These and any future requirements are expected to continue to impact such business.

B.5	**Description of the group and the Issuer's position within the group**	The Bank Group is a major global financial services provider. The Issuer is a wholly owned direct subsidiary of Barclays PLC, which is the ultimate holding company of the Bank Group.
B.9	**Profit forecast or estimate**	Not Applicable: the Issuer has chosen not to include a profit forecast or estimate.
B.10	**Nature of any qualifications in audit report on historical financial information**	Not Applicable: the audit report on the historical financial information contains no such qualifications.
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 2017, the Bank Group had total assets of £1,129,343 million (2016: £1,213,955 million), total net loans and advances of £401,762 million (2016: £436,417 million), total deposits of £467,332 million (2016: £472,917 million), and total equity of £65,734 million (2016: £70,955 million) (including non-controlling interests of £1 million (2016: £3,522 million)). The profit before tax of the Bank Group for the year ended 31 December 2017 was £3,166 million (2016: £4,383 million) after credit impairment charges and other provisions of £2,336 million (2016: £2,373 million). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2017. Based on the Bank Group's unaudited financial information for the six months ended 30 June 2018, the Bank Group had total assets of £903,345 million (30 June 2017: £1,136,867 million), total net loans and advances of £226,369 million (30 June 2017: £427,980 million), total deposits of £279,438 million (30 June 2017: £488,162 million), and total shareholders' equity of £48,192 million (30 June 2017: £66,167 million) (including non-controlling interests of £2 million (30 June 2017: £84 million). The profit before tax from continuing operations of the Bank Group for the six months ended 30 June 2018 was £725 million (30 June 2017: £1,731 million) after credit impairment charges and other provisions of £156 million (30 June 2017: £656 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 2018. Not Applicable: there has been no significant change in the financial or trading position of the Bank Group since 30 June 2018. There has been no material adverse change in the prospects of the Issuer since 31 December 2017.
B.13	**Recent events particular to the Issuer which are materially relevant to the evaluation of Issuer's solvency**	Not Applicable: there have been no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.

B.14	**Dependency of the Issuer on other entities within the group**	The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Bank Group. The financial position of the Issuer is dependent on the financial position of its subsidiary undertakings.
B.15	**Description of the Issuer's principal activities**	The Bank Group is a global consumer and wholesale bank offering products and services across personal, corporate and investment banking and wealth management, with a strong presence in the UK and the US.
B.16	**Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control**	The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Issuer and its subsidiary undertakings.
B.17	**Credit ratings assigned to the Issuer or its debt securities**	The short-term unsecured obligations of the Issuer are rated A-1 by S&P Global Ratings Europe Limited, P-1 by Moody's Investors Service Ltd. and F1 by Fitch Ratings Limited and the long-term unsecured unsubordinated obligations of the Issuer are rated A by S&P Global Ratings Europe Limited, A2 by Moody's Investors Service Ltd. and A by Fitch Ratings Limited. A specific issue of Securities may be rated or unrated. **Ratings**: This issue of Securities will not be rated.
	Section C – Securities	
C.1	**Type and class of Securities being offered and/or admitted to trading**	The Securities are in the form of notes. **Identification**: Series number: NX000218027. **Identification codes**: ISIN: GB00B8SVW156.
C.2	**Currency**	This issue of Securities will be denominated in pounds sterling ("**GBP**").
C.5	**Description of restrictions on free transferability of the Securities**	The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area. The Securities are offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act and must comply with transfer restrictions with respect to the United States. No offers or sales of any Securities are permitted and no resale or delivery of any Securities may be made in or from any jurisdiction and/or to any individual or entity except in circumstances which will result in compliance with any applicable laws and regulations and which will not impose any obligation on the Issuer and/or Barclays Bank PLC (the "**Manager**"). Subject to the above, the Securities will be freely transferable.

C.8	**Description of rights attached to the Securities, including ranking and limitations to those rights**	**RIGHTS** The Securities were issued on 31 August 2018 (the "**Issue Date**") at 100% of the Aggregate Nominal Amount (the "**Issue Price**") and give each holder of Securities the right to receive a potential return on the Securities, together with certain ancillary rights such as the right to receive notice of certain determinations and events and the right to vote on some (but not all) amendments to the terms and conditions of the Securities. **Interest**: Whether or not interest is payable on an Interest Payment Date will depend on the performance of the S&P 500® Index and the FTSE® 100 Index (the "**Underlying Assets**") on the corresponding Interest Valuation Date. On some or all of the Interest Payment Dates the interest amount could be zero. **Final redemption**: If the Securities have not redeemed early (or have not redeemed due to Automatic Redemption (Autocall) they will redeem on the Scheduled Redemption Date and the cash amount payable to investors will depend on the performance of the Underlying Assets on the specified valuation dates during the life of the Securities. **Taxation**: All payments in respect of the Securities shall be made without withholding or deduction for or on account of any UK taxes unless such withholding or deduction is required by law. In the event that any such withholding or deduction is required by law, the Issuer will, save in limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted. **Events of default**: If the Issuer fails to make any payment due under the Securities or breaches any other term and condition of the Securities in a way that is materially prejudicial to the interests of the holders (and such failure is not remedied within 30 days, or, in the case of interest, 14 days), or the Issuer is subject to a winding-up order, then (subject, in the case of interest, to the Issuer being prevented from payment for a mandatory provision of law) the Securities will become immediately due and payable, upon notice being given by the holder. The Securities will be governed by English law and the rights thereunder will be construed accordingly. **STATUS** The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves. **LIMITATIONS ON RIGHTS** **Certain limitations**: • Though the Securities are linked to the performance of the Underlying Assets, holders do not have any rights in respect of the Underlying Assets. • The terms and conditions of the Securities permit the Issuer and the Determination Agent (as the case may be), on the occurrence of certain events and in certain circumstances, without the holders' consent, to make adjustments to the terms and conditions of the Securities, to redeem the Securities prior to maturity, (where applicable) to postpone valuation of the Underlying Assets or scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Securities and the

		Underlying Assets (if any). • The Securities contain provisions for calling meetings of holders to consider matters affecting their interests generally and these provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.
C.11	**Admission to trading**	Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the regulated market of the London Stock Exchange.
C.15	**Description of how the value of the investment is affected by the value of the underlying instrument**	The return on and value of the Securities is dependent on the performance of the Underlying Assets. The Underlying Assets and their respective Initial Prices and Initial Valuation Dates are:

Underlying Assets	Initial Price	Initial Valuation Date
S&P 500® Index	2833.28	10 August 2018
FTSE® 100 Index	7667.01	10 August 2018

Calculations in respect of amounts payable under the Securities are made by reference to a "**Calculation Amount**", being GBP 1.

Determination Agent: Barclays Bank PLC has been appointed to make calculations and determinations with respect to the Securities.

A – Interest

The Interest Payment Dates and corresponding Interest Valuation Dates and Interest Barrier Percentages are set out in the following table:

Interest Valuation Date	Interest Payment Date	Interest Barrier Percentage
12 November 2018	26 November 2018	65%
11 February 2019	25 February 2019	65%
10 May 2019	24 May 2019	65%
12 August 2019	27 August 2019	65%
11 November 2019	25 November 2019	65%
10 February 2020	24 February 2020	65%
11 May 2020	26 May 2020	65%
10 August 2020	24 August 2020	65%
10 November 2020	24 November 2020	65%
10 February 2021	24 February 2021	65%
10 May 2021	24 May 2021	65%
10 August 2021	24 August 2021	65%
10 November 2021	24 November 2021	65%
10 February 2022	24 February 2022	65%
10 May 2022	24 May 2022	65%
10 August 2022	24 August 2022	65%
10 November 2022	24 November 2022	65%
10 February 2023	24 February 2023	65%
10 May 2023	24 May 2023	65%
10 August 2023	24 August 2023	65%
10 November 2023	24 November 2023	65%
12 February 2024	26 February 2024	65%
10 May 2024	24 May 2024	65%
12 August 2024	27 August 2024	65%
11 November 2024	25 November 2024	65%

10 February 2025	24 February 2025	65%
12 May 2025	27 May 2025	65%
11 August 2025	26 August 2025	65%

The interest amount (if any) payable on each Security on each Interest Payment Date will be calculated on the corresponding Interest Valuation Date and will depend on whether or not a Digital Down Trigger Event has occurred as follows:

(i) if a Digital Down Trigger Event has not occurred on the Interest Valuation Date, the interest amount payable on the Interest Payment Date is calculated by multiplying the Fixed Interest Rate (being 1.5625%) by the Calculation Amount; or

(ii) Otherwise, no interest is payable on the Interest Payment Date.

A "**Digital Down Trigger Event**", in respect of an Interest Valuation Date, occurs if the closing price of either Underlying Asset (or both Underlying Assets) on the corresponding Interest Valuation Date as a percentage of its Initial Price is below the Interest Barrier Percentage.

B – Automatic Redemption (Autocall)

The Securities will automatically redeem on an Autocall Redemption Date if the closing price of either Underlying Asset on the corresponding Autocall Valuation Date as a percentage of its Initial Price is at or above its corresponding Autocall Barrier Percentage. If this occurs, you will receive a cash payment equal to GBP 1.00 for each Security you hold on such Autocall Redemption Date (together with the interest amount described above) and your Securities will then be terminated.

The Autocall Redemption Dates and corresponding Autocall Valuation Dates and Autocall Barrier Percentage are set out in the following table:

Autocall Valuation Date	Autocall Redemption Date	Autocall Barrier Percentage
10 August 2020	24 August 2020	100%
10 November 2020	24 November 2020	100%
10 February 2021	24 February 2021	100%
10 May 2021	24 May 2021	100%
10 August 2021	24 August 2021	100%
10 November 2021	24 November 2021	100%
10 February 2022	24 February 2022	100%
10 May 2022	24 May 2022	100%
10 August 2022	24 August 2022	100%
10 November 2022	24 November 2022	100%
10 February 2023	24 February 2023	100%
10 May 2023	24 May 2023	100%
10 August 2023	24 August 2023	100%
10 November 2023	24 November 2023	100%
12 February 2024	26 February 2024	100%
10 May 2024	24 May 2024	100%
12 August 2024	27 August 2024	100%
11 November 2024	25 November 2024	100%
10 February 2025	24 February 2025	100%
12 May 2025	27 May 2025	100%

C – Final Redemption

If the Securities have not otherwise redeemed (or have not redeemed due to Automatic Redemption (Autocall)) each Security will be redeemed on 26

		August 2025 (the "**Scheduled Redemption Date**") by payment of the Final Cash Settlement. The Final Cash Settlement Amount is calculated as follows: (i) if the closing price of either Underlying Asset (or both Underlying Assets) on the Final Valuation Date (scheduled for 11 August 2025, subject to adjustment) as a percentage of its Initial Price is greater than or equal to the Knock-in Barrier Percentage (being 65%), the Final Cash Settlement Amount will be GBP 1.00 (payable together with the interest amount described above); (ii) otherwise, the Final Cash Settlement Amount will be equal to GBP 1.00 *multiplied by* the Final Performance of the Worst Performing Underlying Asset. **In such case, you will lose some or all of your investment.** "**Final Performance**" means, in respect of an Underlying Asset, the closing price of such Underlying Asset on the Final Valuation Date divided by the Initial Price of such Underlying Asset. "**Worst Performing Underlying Asset**" means the Underlying Asset with the lowest Final Performance.
C.16	**Expiration or maturity date of the Securities**	The Securities are scheduled to redeem on the scheduled redemption date. The scheduled redemption date of the Securities is 26 August 2025. This day may be postponed following the postponement of a valuation date due to a disruption event.
C.17	**Settlement procedure of the derivative securities**	The Securities will be cleared and settled through CREST.
C.18	**Description of how the return on derivative securities takes place**	The performance of the Underlying Assets to which the Securities are linked will affect: (i) whether interest is paid on the Securities on any Interest Payment Date; (ii) whether the Securities are redeemed early on an Autocall Valuation Date; and (iii) if the Securities have not redeemed early (or have not redeemed due to Automatic Redemption (Autocall)), the amount paid on the Scheduled Redemption Date. Interest and any amount payable if the Securities redeem before the Scheduled Redemption Date will be paid in cash. On the Scheduled Redemption Date, if the Securities have not redeemed early (or have not redeemed due to Automatic Redemption (Autocall)), the settlement amount will be paid in cash.
C.19	**Final reference price of the Underlying Asset**	The final valuation price of each Underlying Asset is the closing price or level of such Underlying Asset on 11 August 2025.
C.20	**Type of Underlying Asset**	The Underlying Assets are major equity indices. Information about the Underlying Assets is available at: www.ftserussell.com in respect of the FTSE® 100 Index and us.spindices.com in respect of the S&P 500® Index.
C.21	**Market where Securities are**	Application has been made by the Issuer (or on its behalf) to list the Securities and admit the Securities to trading on the regulated market of the

	traded	London Stock Exchange with effect from 17 October 2018.
		Section D - Risks
D.2	**Key information on the key risks that are specific to the Issuer**	The risks described below are material risks that senior management has identified with respect to the Group. In connection with the planned implementation in the first half of 2018 of ring-fencing certain of the Group's UK businesses, the Issuer will transfer what are materially the assets and business of the Barclays UK division to another subsidiary of the Group, Barclays Bank UK PLC (the "**UK Ring-fenced Bank**"). Senior management expects that upon this transfer the material risks with respect to the Bank Group will be the same in all material respects as those risks with respect to the Group (save in relation to certain potential differences in risks as described in "Certain potential consequences of ring-fencing to the Issuer" below). The Issuer classifies eight risks as "**Principal Risks**": (1) Credit Risk; (2) Market Risk; (3) Treasury and Capital Risk; (4) Operational Risk; (5) Model Risk; (6) Conduct Risk; (7) Reputation Risk; and (8) Legal Risk (each a "**Principal Risk**"). Material risks to the Group and their impact are described below in the sections (i) material existing and emerging risks potentially impacting more than one Principal Risk and (ii) material existing and emerging risks impacting individual Principal Risks. (i) **Material existing and emerging risks potentially impacting more than one Principal Risk** **Business conditions, general economy and geopolitical issues** The Group offers a broad range of services, including to retail, institutional and government customers, in a large number of countries. The breadth of these operations means that deterioration in the economic environment, or an increase in political instability in countries where the Group is active, or in any systemically important economy, could adversely affect the Group's operating performance, financial condition and prospects. **Interest rate rises adversely impacting credit conditions** To the extent that central banks increase interest rates particularly in the Group's main markets, in the UK and the US, there could be an impact on consumer debt affordability and corporate profitability. While interest rate rises could positively impact the Group's profitability, as retail and corporate business income may increase due to margin de-compression, future interest rate increases, if larger or more frequent than expectations, could cause stress in the loan portfolio and underwriting activity of the Group. Higher credit losses driving an increased impairment allowance would most notably impact retail unsecured portfolios and wholesale non- investment grade lending. Interest rates rising faster than expected could also have an adverse impact on the value of high quality liquid assets which are part of the Group Treasury function's investment activity that could consequently create more volatility through the Group's available for sale reserves than expected. **Process of UK withdrawal from the European Union** The uncertainty and increased market volatility following the UK's decision to leave the EU in 2019 is likely to continue until the exact nature of the future trading relationship with the EU becomes clear. The potential risks associated with an exit from the EU include: • Increased market risk with the impact on the value of trading book

		positions; • Potential for credit spread widening for UK institutions which could lead to reduced investor appetite for the Group's debt securities, which could negatively impact the cost of and/or access to funding; • Changes in the long-term outlook for UK interest rates which may adversely affect International Accounting Standards 19 pension liabilities and the market value of equity investments funding those liabilities; • Increased risk of a UK recession with lower growth, higher unemployment and falling UK house prices. This would negatively impact a number of the Group's portfolios; • Changes to current EU "Passporting" rights which will likely require adjustments to the current model for the Group's cross-border banking operation which could increase operational complexity and/or costs; • The ability to attract, or prevent the departure of, qualified and skilled employees may be impacted by the UK's future approach to the EU freedom of movement and immigration from the EU countries; and • The legal framework within which the Group operates could change and become more uncertain as the UK takes steps to replace or repeal certain laws currently in force, which are based on EU legislation and regulation. **Regulatory change agenda and impact on business model** The Group remains subject to ongoing significant levels of regulatory change and scrutiny in many of the countries in which it operates (including, in particular, the UK and the US). A more intensive regulatory approach and enhanced requirements together with the uncertainty (particularly in light of the UK's decision to withdraw from the EU) and potential lack of international regulatory coordination as enhanced supervisory standards are developed and implemented may adversely affect the Group's business, capital and risk management strategies and/or may result in the Group deciding to modify its legal entity structure, capital and funding structures and business mix, or to exit certain business activities altogether or not to expand in areas despite otherwise attractive potential. **Certain potential consequences of ring-fencing to the Issuer** In connection with the planned implementation in the first half of 2018 of ring-fencing certain of the Group's businesses, the Issuer will transfer what are materially the assets and business of the Barclays UK division to another subsidiary of the Group, the UK Ring-fenced Bank. Senior management expects that upon this transfer, the material risks with respect to the Bank Group will be the same in all material respects as those risks with respect to the Group. However, senior management has identified certain potential differences in risks with respect to the Bank Group as compared to risks to the Group. • The transfer of the assets and liabilities of the Barclays UK division from the Issuer will mean that the Bank Group will be less diversified than the Group as a whole. • The Issuer will not be the parent of the UK Ring-fenced Bank and

		thus will not have recourse to the assets of the UK Ring-fenced Bank. • Relative to the Group, the Bank Group will be, among other things, more focused on businesses outside the UK, particularly in the US; exposed to the US economy and more affected by movements in the US Dollar (and other non-Sterling currencies) relative to Sterling, with a relatively larger portion of its business exposed to US regulation; more focused on wholesale businesses, such as corporate and investment banking and capital markets; more dependent on wholesale funding sources; and potentially subject to different regulatory obligations. Accordingly, the implementation of ring-fencing may adversely affect the market value and/or liquidity of the Securities. (ii) **Material existing and emerging risks impacting individual Principal Risks** **Credit risk:** The risk of loss to the Group from the failure of clients, customers or counterparties, including sovereigns, to fully honour their obligations to the Group, including the whole and timely payment of principal, interest, collateral and other receivables. The Group may suffer financial loss if any of its customers, clients or counterparties fails to fulfil their contractual obligations to the Group. **Market risk:** The risk of a loss arising from potential adverse changes in the value of the Group's assets and liabilities from fluctuation in market variables including, but not limited to, interest rates, foreign exchange, equity prices, commodity prices, credit spreads, implied volatilities and asset correlations. The Group's trading business is generally exposed to a prolonged period of elevated asset price volatility, particularly if it negatively affects the depth of marketplace liquidity. **Treasury and capital risk:** The risk that the Group (i) is unable to meet its contractual or contingent obligations or that it does not have the appropriate amount, tenor and composition of funding and liquidity to support its assets, (ii) has an insufficient level or composition of capital to support its normal business activities and to meet its regulatory capital requirements, or (iii) is exposed to capital or income volatility because of a mismatch between the interest rate exposures of its assets and liabilities. The Group may not be able to achieve its business plans due to, among other things: a) being unable to maintain appropriate capital ratios; b) being unable to meet its obligations as they fall due; c) rating agency downgrades; d) adverse changes in foreign exchange rates on capital ratios; e) adverse movements in the pension fund; and f) non-traded market risk/interest rate risk in the banking book. **Operational risk:** The Group is exposed to many types of operational risk. These include: (i) the risk of failing to adequately manage the threat of cyber attacks and to continually evolve enterprise security and provide an active cyber security response capability could result in increased fraud losses, inability to perform critical economic functions, customer detriment, potential regulatory censure and penalty, legal liability, reduction in shareholder value and reputational damage; (ii) the risk of loss of or disruption to the Group's business processing, whether arising through impacts on technology systems, real estate services, personnel availability or the support of major suppliers, and which may result in significant customer detriment, cost to reimburse losses incurred by the Group's customers, potential regulatory censure or penalty, and reputational damage; (iii) to the extent that the Group depends on suppliers for the provision of many of its services and the development of future technology driven product

		propositions, there is a risk that client information or critical infrastructures is not adequately protected, the potential for a negative impact on the Group's ability to continue to provide services that are material to the Group following a failure by any such supplier and the potential for increased losses, inability to perform critical economic functions, customer detriment, potential regulatory censure and penalty, legal liability and reputational damages upon a failure to adequately manage outsourcing risk; (iv) the risk of material errors in operational processes, including payments, which could disadvantage the Group's customers, clients or counterparties and could result in regulatory censure and penalties, legal liability, reputational damage and financial loss by the Group; (v) the risk of a failure to closely monitor risk exposure to new and emergent technology, which could lead to customer detriment, loss of business, regulatory censure, missed business opportunity and reputational damage; (vi) the risk of fraudulent and other internal and external criminal activities, which could result in high profile material losses together with regulatory censure, penalties and significant reputational damage; (vii) the risk of the inability to hire and retain appropriately qualified employees, which could negatively impact the Group's financial performance, control environment and level of employee engagement as well as the disenfranchisement of certain customer groups, customer detriment and reputational damage; (viii) the risk that the Group failing to comply with tax laws and practices or managing its tax affairs in an appropriate manner, which could lead to losses due to additional tax charges, other financial costs or reputational damage; (ix) the risk that of incorrect judgements being exercised, or incorrect estimates or assumptions being used, in relation to International Financial Reporting Standards, which could result in significant loss to the Group, beyond what was anticipated or provided for; and (x) the risk of failing to accurately collect and maintain the large volumes of data (including personally identifiable information, intellectual property, and financial data) that the Group holds and to protect it from breaches of confidentiality and interference with its availability, which could lead to loss or unavailability of data and data integrity issues and could result in regulatory censure, legal liability and reputational damage. **Model risk:** The risk of the potential adverse consequences from financial assessments or decisions based on incorrect or misused model outputs and reports. Models are, by their nature, imperfect and incomplete representations of reality because they rely on assumptions and inputs, and so they may be subject to errors affecting the accuracy of their outputs. Models may also be misused. Model errors or misuse may result in the Group making inappropriate business decisions and being subject to financial loss, regulatory risk, reputational risk and/or inadequate capital reporting. **Conduct risk:** The risk of detriment to customers, clients, market integrity, competition or the Group from the inappropriate supply of financial services, including instances of wilful or negligent misconduct. Ineffective product governance, could lead to poor customer outcomes, as well as regulatory sanctions, financial loss and reputational damage. The Group may be adversely affected if it fails to effectively mitigate the risk that its employees or third parties facilitate, or that its products and services are used to facilitate financial crime (money laundering, terrorist financing, bribery and corruption and sanctions evasion). Failure to protect personal data can lead to potential detriment to the Group's customers and clients, reputational damage, regulatory sanctions and financial loss, which under the new EU Data Protection Regulation may be substantial. Failure to meet the requirements and expectations of the UK Senior Managers Regime, Certification Regime and Conduct Rules may lead to regulatory sanctions, both for the individuals and the Group. **Reputation risk:** The risk that an action, transaction, investment or event will reduce trust in the Group's integrity and competence by clients,

		counterparties, investors, regulators, employees or the public. **Legal risk and legal, competition and regulatory matters:** The risk of loss or imposition of penalties, damages or fines from the failure of the Group to meet its legal obligations including regulatory or contractual requirements. Legal disputes, regulatory investigations, fines and other sanctions relating to conduct of business and breaches of legislation and/or regulations may negatively affect the Group's results, reputation and ability to conduct its business. Legal outcomes can arise as a consequence of legal risk or because of past and future actions, behaviours and business decisions as a result of other Principal Risks.
D.6	**Risk warning that investors may lose value of entire investment or part of it**	**You may lose some or all of your investment in the Securities** Even if the relevant Securities are stated to be repayable at an amount that is equal to or greater than their initial purchase price, you will lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meet its payment obligations. You may also lose some or all of your entire investment, or part of it, if: • the Underlying Assets perform in such a manner that the redemption amount payable to you (whether at maturity or following any early redemption and including after deduction of any applicable taxes and expenses) is less than the initial purchase price; • you sell your Securities prior to maturity in the secondary market (if any) at an amount that is less than the initial purchase price; • the Securities are redeemed early following the occurrence of an extraordinary event in relation to the Underlying Assets, the relevant currencies or taxation (such as following an additional disruption event) and the amount you receive on such redemption is less than the initial purchase price; and/or • the terms and conditions of the Securities are adjusted (in accordance with the terms and conditions of the Securities) with the result that the redemption amount payable to you and/or the value of the Securities is reduced. **Reinvestment risk/loss of yield:** Following an early redemption of the Securities for any reason, you may be unable to reinvest the redemption proceeds at a rate of return as high as the return on the Securities being redeemed. **Settlement expenses:** Payments, deliveries and settlement under the Securities may be subject to deduction of taxes and settlement expenses, if applicable. **Conditions to settlement:** Settlement is subject to satisfaction of all conditions to settlement by the investor. **Volatile market prices:** The market value of the Securities is unpredictable and may be highly volatile, as it can be affected by many unpredictable factors, including: market interest and yield rates; fluctuations in foreign exchange rates; exchange controls; the time remaining until the Securities mature; economic, financial, regulatory, political, terrorist, military or other events in one or more jurisdictions; changes in laws or regulations; and the Issuer's creditworthiness or perceived creditworthiness. **Return linked to performance of Underlying Assets:** The return payable on the Securities is linked to the change in value of the Underlying Assets

		over the life of the Securities. Any information about the past performance of any Underlying Asset should not be taken as an indication of how prices will change in the future. You will not have any rights of ownership, including, without limitation, any voting rights or rights to receive dividends, in respect of any Underlying Asset. **Equity index risks:** Securities linked to the performance of equity indices provide investment diversification opportunities, but will be subject to the risk of fluctuations in both equity prices and the value and volatility of the relevant equity index. Securities linked to equity indices may not participate in dividends or any other distributions paid on the shares which make up such indices, accordingly, you may receive a lower return on the Securities than you would have received if you had invested directly in those shares. The relevant Index Sponsor can add, delete or substitute the components of an equity index at its discretion, and may also alter the methodology used to calculate the level of such index. These events may have a detrimental impact on the level of that index, which in turn could have a negative impact on the value of and return on the Securities. **Substitution:** Where any equity index is affected by certain disruption events, the Issuer may substitute such equity index with a substitute equity index similar to the original equity index. The subsequent performance or perceived value of this substitute equity index may cause the value of the Securities to drop and/or may result in holders receiving less than expected on settlement. **Capped return:** As the redemption amount is subject to a cap and as the cap equals the Calculation Amount (GBP1), you will not participate in any positive performance of the Underlying Assets over their respective Initial Prices. Therefore, the value of or return on your Securities may be significantly less than if you had purchased the Underlying Assets directly. **Worst-of:** You are exposed to the performance of each Underlying Asset. Irrespective of how the other Underlying Asset performs, if any one of the Underlying Assets fails to meet the relevant barrier for the payment of interest or the calculation of the redemption amount, you will receive no interest payments and/or could lose some or all of your initial investment. **Underlying foreign exchange rates:** Securities will be exposed to the performance of one or more underlying foreign exchange rates. Foreign exchange rates are highly volatile and are determined by a wide range of factors including supply and demand for currencies, inflation, interest rates; economic forecasts, political issues, the convertibility of currencies and speculation. **Digital interest:** the interest amount is either a higher pre-determined interest amount or zero, depending on whether the performance criteria are met. It is possible that you will not receive any interest at all over the lifetime of the Securities. The capital invested in the Securities is at risk. Consequently, you may lose the value of your initial investment, or a part of it.
Section E - Offer		
E.2b	**Reasons for offer and use of proceeds when different from making profit**	Reasons for the offer and use of proceeds: General funding

	and/or hedging certain risks	
E.3	**Description of the terms and conditions of the offer**	The Securities have been offered to the dealer or Manager at the Issue Price. The Securities have not been offered to the public.
E.4	**Description of any interest material to the issue/offer, including conflicting interests**	Not Applicable; no person involved in the issue or offer has any interest, or conflicting interest, that is material to the issue or offer of the Securities.
E.7	**Estimated expenses charged to investor by issuer/offeror**	The Issuer will not charge any expenses to holders in connection with any issue of Securities.

RISK FACTORS

You should only invest in the Securities after assessing these principal risks, including the risks applicable to the Underlying Assets. The risks described in this section can be cumulative and apply simultaneously which may unpredictably affect the Securities. Specifically, no assurance can be given as to the effect that any combination of risk factors may have on the value of and return on the Securities. The effect of any one factor may be offset or magnified by the effect of another factor. There may be additional risks and uncertainties that are not presently known to the Issuer or that the Issuer currently believes to be immaterial but that could have a material impact on the business, operations, financial condition or prospects of the Issuer or the value of and return on the Securities.

You should consider carefully the following discussion of risks, together with the risks described in the section headed 'Risk Factors' of the Registration Document (which is incorporated by reference into this Prospectus), to help you decide whether or not the Securities are suitable for you.

RISK WARNING

There are a number of circumstances in which you may lose some or all of your investment in the Securities.

The terms of the Securities do not provide for scheduled minimum payment of the face value or issue price of the Securities at maturity: depending on the performance of the Underlying Assets, you may lose some or all of your investment.

The payment of any amount due under the Securities is dependent upon the Issuer's ability to fulfil its obligations when they fall due. The Securities are unsecured obligations. They are not deposits and they are not protected under the UK's Financial Services Compensation Scheme or any other deposit protection insurance scheme. Therefore, if the Issuer fails or is otherwise unable to meet its payment or delivery obligations under the Securities, you will lose some or all of your investment.

You may also lose some or all of your investment in the following circumstances:

- **The market price of your Securities prior to maturity may be significantly lower than the purchase price you paid for them. Consequently, if you sell your Securities before their scheduled maturity, you may receive far less than your original invested amount.**
- **Your Securities may be redeemed in certain extraordinary circumstances prior to their scheduled maturity and, in such case, the early redemption amount paid to you may be less than what you paid for the Securities.**
- **The terms and conditions of your Securities may be adjusted by the Issuer or Determination Agent in certain circumstances with the effect that the amount payable or property deliverable to you is less than your initial investment.**

FACTORS THAT MAY AFFECT THE ISSUER'S ABILITY TO FULFIL ITS OBLIGATIONS UNDER THE SECURITIES

1. Risks associated with the Issuer's ability to fulfil its obligations under the Securities and status of the Securities

The Issuer is a major, global financial services company and, as such, faces a variety of risks that are substantial and inherent in its businesses, and which may affect its ability to fulfil its payment, delivery or other obligations under the relevant Securities as they fall due. These risks include liquidity risk, market risk, credit risk, operational risk, reputational risk, legal, regulatory and compliance risks, litigation and other contingent liabilities, competition risks, the financial condition of clients, customers and counterparties, adverse economic, monetary, political or legal developments, cross-border and foreign exchange risk, catastrophic events, risks from estimates and valuations and risks relating to strategy.

The Securities are direct, unsecured and unsubordinated obligations of the Issuer and will rank equally among themselves. The Securities are unsecured obligations, are not deposits and are not protected under the UK's Financial Services Compensation Scheme or any other deposit protection insurance scheme. You are therefore exposed to the creditworthiness of the Issuer and any deterioration in the Issuer's creditworthiness or perceived creditworthiness (whether measured by actual or anticipated changes in the credit ratings of the Issuer) may adversely affect the value of the Securities.

2. **Regulatory bank resolution framework**

The Banking Act 2009 (the "**Banking Act**") provides for a regime to allow the Bank of England (or, in certain circumstances, HM Treasury) to resolve failing banks in the UK.

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**

This risk factor provides an overview of current risks and consequences associated with the power of regulatory agencies in the UK to take action to save failing institutions.

The majority of the requirements of the European Union 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 ("**BRRD**") (including the bail-in tool) were implemented in the UK by way of amendments to the Banking Act. For more information on the bail-in tool, see *'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'*.

On 23 November 2016, the European Commission published, among other proposals, proposals to amend the BRRD. The majority of these proposals are in draft form and are still subject to the EU legislative process and national implementation. Therefore, it is unclear what the effect of such proposals may be on the Group, the Issuer or the Securities.

The Banking Act confers substantial powers on a number of UK authorities designed to enable them to take a range of actions in relation to UK banks or investment firms and certain of their Affiliates in the event a bank or investment firm in the same group is considered to be failing or likely to fail. The exercise of any of these actions in relation to the Issuer could materially adversely affect the value of the Securities.

Under the Banking Act, 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 resolution measures with respect to a UK bank (such as the Issuer) or investment firm 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 UK bank or investment firm 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 bank' 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 two new insolvency and administration procedures for relevant entities. Certain ancillary powers include 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.

The SRR is designed to be triggered prior to insolvency of the Issuer and you may not be able to anticipate the exercise of any resolution power (including the UK bail-in tool) by the relevant UK resolution authority.

The stabilisation options 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 stabilisation options 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 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 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 Group and the Securities.

You may have only very limited rights to challenge the exercise of any resolution powers (including the UK bail-in tool) by the relevant UK resolution authority.

You as a holder 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 UK 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 BRRD (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 potentially be within scope of the bail-in tool. Accordingly, any such 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.

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. In addition, the bail-in tool 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 of the relevant entity. Among other proposals, the amendments to BRRD and CRD IV proposed by the European Commission on 23 November 2016 have amended the creditor hierarchy in respect of certain unsecured debt instruments, although such amendments remain subject to national implementation. The other amendments to BRRD and CRD IV, such as the amendments in relation to minimum requirements for own funds and eligible liabilities ("**MREL**"), are still in draft form and subject to the EU legislative process, therefore it is unclear what the effect of such amendments may be on the Group, the Issuer or the Securities.

The exercise of the bail-in tool in respect of the Issuer and the Securities or any suggestion of any such exercise could materially adversely affect your rights in respect of the Securities, 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. In addition, 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.

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 UK 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.

4. **A downgrade of the credit rating assigned by any credit rating agency to the Issuer could adversely affect the liquidity or market value of the Securities. Credit ratings downgrades could occur as a result of, among other causes, changes in the ratings methodologies used by credit rating agencies**

Any rating assigned to the Issuer may be withdrawn entirely by a credit rating agency, may be suspended or may be lowered, if, in that credit rating agency's judgement, circumstances relating to the basis of the rating so warrant. Ratings may be impacted by a number of factors which can change over time, including the credit rating agency's assessment of: the Issuer's strategy and management's capability; the Issuer's financial condition including in respect of capital, funding and liquidity; competitive and economic conditions in the Issuer's key markets; the level of political support for the industries in which the Issuer operates; the implementation of structural reform; and legal and regulatory frameworks affecting the Issuer's legal structure, business activities and the rights of its creditors. The credit rating agencies may also revise the ratings methodologies applicable to issuers within a particular industry, or political or economic region. If credit rating agencies perceive there to be adverse changes in the factors affecting an issuer's credit rating, including by virtue of changes to applicable ratings methodologies, the credit rating agencies may downgrade, suspend or withdraw the ratings assigned to an issuer and/or its securities. Revisions to ratings methodologies and actions on the Issuer's ratings or the ratings of Barclays PLC by the credit rating agencies may occur in the future.

If the Issuer determines to no longer maintain one or more ratings, or if any credit rating agency withdraws, suspends or downgrades the credit ratings of the Issuer or the Securities, or if such a withdrawal, suspension or downgrade is anticipated (or any credit rating agency places the credit ratings of the Issuer on 'credit watch' status in contemplation of a downgrade, suspension or withdrawal), whether as a result of the factors described above or otherwise, such event could adversely affect the liquidity or market value of the Securities (whether or not the Securities had an assigned rating prior to such event).

FACTORS WHICH ARE MATERIAL FOR THE PURPOSES OF ASSESSING THE MARKET RISKS IN RELATION TO THE SECURITIES

5. **Risks associated with the valuation of Securities**

5.1 **The initial market value of the Securities is likely to be lower, and may be significantly lower, than the issue or initial purchase price of the Securities**

The market value of the Securities is likely to be lower, and may be significantly lower, than the issue price of the Securities. In particular, the difference between the issue price and the initial market value may be a result of:

(a) where permitted by applicable law, amounts with respect to commissions relating to the issue and sale of the Securities;

(b) the estimated profit that the Bank Group expects to earn in connection with structuring the Securities;

(c) the estimated cost which Barclays may incur in hedging its obligations under the Securities; and

(d) development and other costs which Barclays may incur in connection with the Securities.

In relation to (a) above, if not already disclosed, information with respect to the amount of any such inducements, commissions and fees may be obtained from the Issuer or distributor upon request.

5.2 **The secondary market value of the Securities will likely be lower than the original issue price of the Securities**

Any secondary market prices of the Securities will likely be lower than the original issue price of the Securities because, among other things, secondary market prices (as described in risk factor 5.1 above) will likely be reduced by selling commissions, profits and hedging and other costs that are accounted for in the original issue price of the Securities. As a result, the price, if any, at which the Manager or any other person would be willing to buy Securities from you in secondary market transactions, if at all, is likely to be lower than the original issue price. Any sale by you prior to the scheduled redemption date could result in a substantial loss to you. See the immediately following risk factor for information about additional factors that may impact any secondary market prices of the Securities.

5.3 **The Securities are designed to be buy-to-hold instruments and the value and quoted price of your Securities (if any) at any time prior to redemption will reflect many factors and cannot be predicted**

Generally, the market value of your Securities will be affected by the volatility, level, value or price of the Underlying Assets at the time, changes in interest rates, the financial condition of the Issuer (whether such changes are actual or perceived) and credit ratings, the supply of and demand for the Securities, the time remaining until the maturity of the Securities and a number of other factors. Some of these factors are interrelated in complex ways; as a result, the effect of any one factor may be offset or magnified by the effect of another factor.

The Securities are designed to be buy-to-hold investments. The price, if any, at which you will be able to sell your Securities prior to maturity, may be substantially less than the amount you originally invested. The following paragraphs describe the manner in which the market value of the Securities may be affected in the event of a change in a specific factor, assuming all other conditions remain constant.

- Performance of the Underlying Assets. The market value of the Securities prior to maturity will likely depend substantially on the current level of the Underlying Assets relative to its initial level, value or price. If you decide to sell your Securities prior to maturity, when the current level, price or value of the Underlying Assets at the time of sale is favourable relative to its initial level, value or price, you may nonetheless receive substantially less than the amount that would be payable at maturity based on that level, value or price because of expectations that the level, value or price will continue to fluctuate until the final level, value or price is determined.

  The value of and return on your Securities will depend on the performance of the Underlying Assets. The performance of the Underlying Assets may be subject to unpredictable change over time, which may depend on many factors, including financial, political, military or economic events, government actions and the actions of market participants. Any of these events could have a negative effect on the value of the Underlying Assets which in turn could adversely affect the value of and return on your Securities.

- Volatility of the Underlying Assets. Volatility is the term used to describe the size and frequency of market fluctuations. If the volatility or the expectation of volatility of the Underlying Assets or its or their components changes, the market value of the Securities may be adversely affected. A higher potential coupon rate or yield may be associated with a higher expected volatility in the Underlying Assets which may also be associated with a greater risk of losing some or all of your investment.

- Interest rates. The market value of the Securities will likely be affected by changes in interest rates. Interest rates also may affect the economy and, in turn, the value of the Underlying Assets (if any) (or its components, if any), which would affect the market value of the Securities.

- Supply and demand for the Securities. In general, if the supply of the Securities increases and/or the demand for the Securities decreases, the market value of the Securities may be adversely affected. The supply of the Securities, and therefore the market value of the Securities, may be affected by inventory positions held by Barclays.

- The Issuer's or the Bank Group's financial condition, credit ratings and results of operations. Actual or anticipated changes in the financial condition of the Issuer or the Bank Group, current credit ratings or results of operations may significantly affect the market value of the Securities. The significant difficulties experienced in the global financial system in recent periods and resulting lack of credit, lack of confidence in the financial sector, increased volatility in the financial markets and reduced business activity could materially and adversely affect Barclays' business, financial condition, credit ratings and results of operations. However, because the return on the Securities is dependent upon factors in addition to the Issuer's ability to pay or settle its obligations under the Securities (such as the final level, value or price of the Underlying Assets), an improvement in the Issuer's financial condition, credit ratings or results of operations is not expected to have a positive effect on the proceeds paid under the Securities. These credit ratings relate only to the Issuer's creditworthiness, do not affect or enhance amounts payable under the terms of the Securities and are not indicative of the risks associated with the Securities or an investment in the Underlying Assets. A rating is not a recommendation to buy, sell or hold Securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.

- Time remaining to maturity. A 'time premium' results from uncertainty concerning the future level, value or price of the Underlying Assets during the period prior to the maturity of the Securities. As the time remaining to the maturity of the Securities decreases, this time premium will likely decrease, potentially adversely affecting the market value of the Securities. As the time remaining to maturity decreases, the market value of the Securities may be less sensitive to the expected volatility in the Underlying Assets.

- Events affecting or involving the Underlying Assets. Economic, financial, regulatory, geographic, judicial, political and other developments that affect the level, value or price of the Underlying Assets, and real or anticipated changes in those factors, also may affect the market value of the Securities. For example, for Underlying Assets composed of equity securities, the financial condition and earnings results of the share issuer, and real or anticipated changes in those conditions or results, may affect the market value of the Securities. In addition, speculative trading by third parties in the Underlying Assets could significantly increase or decrease the level, value or price of the Underlying Assets, thereby exposing the Underlying Assets to additional volatility which could affect the market value of the Securities.

These factors may affect the market price of the Securities, including any market price which you receive in any secondary market transaction, and may be: (i) different from the value of the Securities as determined by reference to Barclays' pricing models; and (ii) less than the issue price. As a result, if you sell your Securities prior to scheduled maturity, you may receive back less than your initial investment or even zero.

6. Risks associated with certain features in relation to the calculation of interest

6.1 There are risks in relation to the 'digital' interest feature

Interest is only payable on an Interest Payment Date if the closing level of each of the Underlying Assets on the relevant interest valuation date(s) meets the applicable interest barrier percentage level; otherwise you will receive no interest on the Interest Payment Date. It may be possible that you will not receive any interest at all for the lifetime of the Securities.

6.2 There are risks in relation to the effective 'cap' feature

You will be unable to participate in any positive change in the value of the Underlying Assets , no matter how much the level of the Underlying Assets rises above the respective Initial Prices over the life of the Securities. Accordingly, the value of or return on your Securities may be significantly less than if you had purchased the Underlying Assets (or invested in instruments which pay an uncapped return) directly.

6.3 There are risks in relation to the basket of Underlying Assets

You will be exposed to the performance of each Underlying Asset in the basket and you should refer to the relevant risk factors in this section relating to equity indices. You should also consider the level of interdependence or 'correlation' between each of the Underlying Assets. If the Underlying Assets are correlated, the performance of the Underlying Assets in the basket can be expected to move in the same direction.

6.4 There are risks in relation to the 'worst-of' feature

You will be exposed to the performance of the Underlying Assets which has the worst performance, rather than the basket as a whole. This means that, regardless of how the other Underlying Asset performs, if the worst perfoming Underlying Asset in the basket fails to meet a relevant barrier for the payment of interest or the calculation of the redemption amount, you might receive no interest payments or return on your initial investment and you could lose some or all of your investment.

6.5 **There are risks in relation to the 'barrier' feature**

Whether interest is payable, whether the Securites are redeemed on an Autocall Redemption Date and the calculation of the redemption amount payable at maturity depends on the respective closing levels of the Underlying Assets reaching a 'barrier' on the specified relevant valuation dates during the term of the Securities. This means you will receive less if the respective closing levels of the Underlying Assets does not reach the barrier on the specified relevant valuation dates, and you might not receive any interest and/or could lose some or all of your investment.

7. **Risk factors relating to Securities linked to one or more Underlying Asset**

Securities linked to one or more Underlying Assets have a different risk profile to other unsecured debt securities and this particular issue of Securities has features which contain particular risks. This section describes the most common features and related additional factors which you should take into account when considering an investment in such Securities.

7.1 **Past performance of an Underling Assets is not indicative of future performance**

Any information about the past performance of an Underlying Assets should not be regarded as indicative of any future performance of such Underlying Asset, or as an indication of the range of, or trends or fluctuations in, the price or value of such Underlying Assets that may occur in the future. It is not possible to predict the future value of the Securities based on such past performance. Actual results will be different, and such differences may be material.

7.2 **You will have no claim against or interest in any Underlying Assets**

The Securities are unsecured, and the Issuer has no obligation to hold the Underlying Assets. You will not have any legal or beneficial rights of ownership in the Underlying Assets. For example, where the Underlying Assets is a share, you will have no voting rights, no rights to receive dividends or other distributions or any other rights with respect to the Underlying Assets. In addition, you will have no claim against any share issuer, index sponsor, fund issuer, fund sponsor or any other third party in relation to an Underlying Assets; such parties have no obligation to act in your interests. Accordingly, you may receive a lower return on the Securities than you would have received had you invested directly in the Underlying Assets.

7.3 **There are certain risks if you are purchasing Securities for hedging purposes**

If you are intending to purchase Securities as a hedge instrument, you should recognise the complexities of utilising Securities in this manner. Due to fluctuating supply and demand for the Securities and various other factors, there is a risk that the value of the Securities may not correlate with movements of the Underlying Assets, and the Securities may not be a perfect hedge for the Underlying Assets or a portfolio containing the Underlying Assets. In addition, it may not be possible to liquidate the Securities at a level reflective of the prevailing price, level or value of the Underlying Assets.

7.4 **Non-trading days or market disruption events may adversely affect the value and return on your securities**

If the Determination Agent determines that a scheduled valuation date falls on a day which is not a scheduled trading day or any other day which is subject to adjustment in accordance with the terms and conditions of the Securities, then the relevant valuation date may be postponed until the next scheduled trading day.

The Determination Agent may determine that the markets have been affected in a manner that prevents it from properly determining the value of an Underlying Assets on a scheduled valuation date. These events may include disruptions or suspensions of trading in the markets as a whole. In such case, the valuation date will be postponed and the value of and return on the Securities could be adversely affected.

If any valuation date is postponed to the last possible day and the market disruption event is still occurring on that day or such day is not a trading day, the Determination Agent will nevertheless determine the value of that Underlying Assets on such last possible day. Any such determination may negatively impact the value of and return on the Securities.

8. **Risks associated with early redemption (including autocall features) or adjustment of the Securities**

8.1 **If your Securities are redeemed early, you may suffer potential loss of some or all of your investment, loss of opportunity and reinvestment risk**

The Securities may be redeemed prior to their scheduled redemption date, and you are therefore subject to the following risks:

(a) risk of loss of investment: depending on the circumstance in which your Securities are redeemed prior to their scheduled redemption date, the amount of redemption proceeds you receive may be less than your original investment (*There are costs associated with any early redemption of Securities (other than an automatic (autocall) redemption) that will reduce the amount otherwise payable or deliverable*);

(b) risk of loss of opportunity: in the event that your Securities are redeemed prior to their scheduled redemption date, you will lose the opportunity to participate in any subsequent (theoretical) positive performance of the Securities; and

(c) reinvestment risk: following such early redemption, you may not be able to reinvest the proceeds from an investment at a comparable return and/or with a comparable interest rate for a similar level of risk. You should consider such reinvestment risk in light of other available investments before you purchase the Securities.

The circumstances in which your Securities may be redeemed prior to their scheduled redemption date and the amount you can expect to receive in such cases are described below.

Also, in certain circumstances, the terms of your Securities may be adjusted by the Issuer or the Determination Agent. Such adjustment could have an adverse effect on the value of and return on your Securities. These circumstances include, but are not limited to, following an Additional Disruption Event, an index correction, and a manifest error in index calculation.

8.2 **Your Securities may redeem early following an 'autocall redemption (autocall) event'**

The terms of your Securities provide that they will be automatically redeemed prior to the scheduled redemption date if an automatic redemption (autocall) event occurs. An automatic redemption (autocall) event will occur if the closing level of the Underlying Assets breaches the specified thresholds on one of the specified valuation dates. In the event that such an automatic redemption (autocall) event occurs, you will be paid an early redemption amount equal to the Calculation Amount or such other amount specified in the terms and conditions. In such case, you may not be able to reinvest the proceeds from an investment at a comparable return and/or with a comparable interest rate for a similar level of risk. You should consider such reinvestment risk in light of other available investments before you purchase the Securities. In the event that an automatic redemption (autocall) event does not occur during the term of your Securities, you may lose some or all of your investment at maturity, depending on the performance of the Underlying Assets and the specific terms and conditions of your Securities.

8.3 **Your Securities may redeem early or may be adjusted by the Determination Agent following an Additional Disruption Event, or early redemption for unlawfulness or impracticability**

There are certain events – relating to the Issuer, its hedging arrangements, the Underlying Assets, taxation or the relevant currency – the occurrence of which may cause the Securities to be redeemed prior to their scheduled redemption date:

(a) **Additional Disruption Events**

Additional Disruption Events include:

- a tax event causing the Issuer to pay additional amounts under the terms and conditions of the Securities;
- an extraordinary market disruption event preventing the Issuer's performance of its obligations under the Securities;
- an event impacting one or more currencies that the Issuer determines would materially disrupt or impair its ability to meet its obligations or otherwise settle, clear or hedge the Securities;
- the Issuer's ability to source or unwind related transactions put in place to provide the returns on the Securities (Hedge Positions) is adversely affected in any material respect;
- a change in law that means it has become, or is likely to become, illegal for the Issuer to hold Hedge Positions or it will incur a materially increased cost in dealing with Hedge Positions; and
- loss of CREST eligibility of the Securities.

If any of these events occurs, the Issuer may:

- adjust the terms and conditions of the Securities (without the consent of Holders); or
- if the Determination Agent determines that no adjustment that could be made would produce a commercially reasonable result and preserve substantially the economic effect to the holders of a holding of the relevant Security, redeem the Securities prior to their scheduled redemption date.

Any adjustment made to the terms and conditions of the Securities may have a negative effect on the value of and return on the Securities.

In the event of early redemption of your Securities due to the occurrence of any of the above events, the early redemption amount you will receive will be equal to the fair market value of your Securities following the event triggering the early redemption. The early redemption amount you will receive may be less than your original investment and you could lose some or all of your investment.

(b) **Unlawfulness or impracticability**

If the Issuer determines that the performance of any of its absolute or contingent obligations under the Securities has become unlawful or , a physical impracticability, in whole or in part, the Issuer may redeem the Securities prior to their scheduled redemption date.

In the event of early redemption of your Securities due to the occurrence of any of the above events, the early redemption amount you will receive will be equal to the fair market value of your Securities prior to redemption. **The early redemption amount you will receive may be less than your original investment and you could lose some or all of your money.**

9. **Risks associated with certain other miscellaneous features and terms of the Securities, including discretions, Issuer substitution and amendments, amongst others**

9.1 **Discretionary determinations made by the Determination Agent may have a negative impact on the Securities**

Any determination made by the Determination Agent will be made in good faith and in a commercially reasonable manner and, in the absence of manifest or proven error, shall be conclusive and binding on all persons (including, without limitation, the Holders), notwithstanding the disagreement of such persons or other financial institutions, rating agencies or commentators. Any such determination could adversely affect the value of and return on the Securities.

9.2 **The Issuer may be substituted for another entity without your consent**

The Issuer may substitute itself as the principal obligor under the Securities for any other company which has an equivalent or better rating of long-term unsecured, unsubordinated and unguaranteed debt obligations from an internationally recognised rating agency. Following such a substitution, the original Issuer entity will be released from all payment and delivery obligations under the Securities, and you will become subject to the credit risk of the substitute issuer under your Securities. You will have no right of claim against the original Issuer or the substituted Issuer in the event that such substitution has adverse tax consequences for you. A substitution of the Issuer may affect any listing of the Securities and, in particular, it may be necessary for the substituted issuer to reapply for listing on the relevant market or stock exchange on which the Securities are listed.

9.3 **The terms and conditions of your Securities may be amended by the Issuer without the consent of the Holders in certain circumstances:**

The terms and conditions of the Securities may be amended by the Issuer without the consent of the Holders in any of the following circumstances:

- to cure a manifest or proven error or omission;
- where such amendment will not materially and adversely affect the interests of Holders;
- to correct or supplement any defective provision;
- where the amendment is of a formal, minor or technical nature; and/or
- to comply with mandatory provisions of law or any change in CREST Requirements.

In certain other circumstances, the consent of a defined majority of Holders is required.

The terms and conditions of the Securities contain provisions for Holders to call and attend meetings to vote upon such matters or to pass a written resolution in the absence of such a meeting. Resolutions passed at such a meeting, or passed in writing, can bind all Holders, including investors that did not attend or vote, or who do not consent to the amendment.

9.4 **There are risks where your Securities are Book-Entry Securities**

There are risks where your Securities are Book-Entry Securities If you hold your Securities in dematerialised and/or uncertificated form ("**Book-Entry Securities**"), you will not be the legal owner of the Book-Entry Securities. Rights in the Book-Entry Securities will be held through custodial and depositary links through the relevant clearing systems. This means that holders of Book-Entry Securities will only be able to enforce rights in respect of the Book-Entry Securities indirectly through the intermediary depositaries and custodians.

10. **Risks associated with Securities linked to equity indices as Underlying Assets**

10.1 **There are risks of fluctuations and volatility**

Securities linked to the performance of one or more equity indices provide investment diversification opportunities, but will be subject to the risk of fluctuations in both equity prices and the value and volatility of the relevant equity index or indices.

10.2 **There are risks of shares and indices**

Equity indices are composed of a synthetic portfolio of shares, and, as such, the performance of an equity index is in turn subject to the risks associated with indices, as outlined in this risk factor 10.

10.3 **You may receive a potentially lower return than if you held the underlying shares directly**

The amount payable or property deliverable on any Securities linked to one or more equity indices (which are not dividend indices or which do not otherwise include dividend distributions in their level) may not reflect the return that you would realise if you actually owned the relevant shares of the companies comprising that equity index. This is because the closing index level of such index on any specified valuation date may reflect the prices of such index components without taking into account any dividend payments on those component shares. Accordingly, you may receive a lower return on Securities linked to one or more equity indices than you would have received had you invested directly in those shares.

10.4 **There are risks in relation to a change in composition, methodology or policy use in compiling the index**

The relevant Index Sponsor can add, delete or substitute the components of an index at its discretion, and may also alter the methodology used to calculate the level of the index. These events may have a detrimental impact on the level of the index, which in turn could have a negative impact on the value of and return on your Securities.

10.5 **There are risks in relation to index adjustments events, successor indices, corrections and manifest errors**

If an Index Sponsor makes a material alteration to an index or cancels an index and no successor exists, or fails to calculate and announce the index, the Determination Agent may, if it deems the event to have a material effect on the Securities, calculate the level of the Index as per the previous formula and method or redeem the Securities prior to their scheduled redemption date in accordance with the terms and conditions of the Securities, and for an amount which may be less than you paid for the Securities.

If an index is calculated by a successor index sponsor, or is replaced by a successor index, the successor index or index as calculated by the successor index sponsor will be deemed to be the index if approved by the Determination Agent. Any such successor index may perform poorly and may result in you receiving less than you otherwise expected.

If a correction to the relevant index is published not less than two exchange business days prior to the next payment date, the Determination Agent will recalculate the amount payable based on the corrected level of the relevant index. If there is a manifest error in the calculation of an index in the opinion of the Determination Agent, the Determination Agent may recalculate the Index based on the formula and method used prior to the manifest error occurring. Any of these events may have an adverse effect on the value of and return on the Securities.

10.6 **The index or any of its underlying components may trade around the clock; however, the Securities may trade only during regular trading hours in Europe**

If the market for the relevant index or any of its underlying components is a global, around-the-clock market, the hours of trading for the Securities may not conform to the hours during which the relevant index or any of its underlying components are traded. Significant movements may take place in the levels, values or prices of the relevant index or any of its underlying components that will not be reflected immediately in the price of the relevant Securities. There may not be any systematic reporting of last-sale or similar information for the relevant index or any of its underlying components. The absence of last-sale or similar information and the limited availability of quotations would make it difficult to obtain timely, accurate data about the state of the market for the relevant index or any of its underlying components.

10.7 **There are data sourcing and calculation risks**

The composition of indices is typically recalculated in reliance upon historical price, liquidity and production data that are subject to potential errors in data sources or other errors that may affect the weighting of the index components. Any discrepancies that require revision are not applied retroactively but will be reflected in the weighting calculations of the index for the following year. Index sponsors may not discover every discrepancy. Any such errors or discrepancies may result in the Securities performing less well than they theoretically might have (if all such errors and discrepancies had been discovered earlier).

11. **Risks associated with discretionary powers of the Issuer and the Determination Agent including in relation to the Issuer's hedging arrangements**

There are certain events – relating to the Issuer, the Issuer's hedging arrangements, the Underlying Assets, taxation, the relevant currency or other matters – the occurrence of which may give rise to discretionary powers of the Issuer or the Determination Agent under the terms and conditions of the Securities.

In relation to the Underlying Assets, a key investment objective of the Securities is to allow Holders to gain an economic exposure to the Underlying Assets. If an Underlying Asset is materially impacted by an unexpected event (for example, a company merges and the original stock that formed an Underlying Asset is restructured or changed, or the rules of an index that is an Underlying Asset are materially modified) or the relevant price, level or value can no longer be calculated, then it may not be possible to achieve the investment objective of the Securities based on their original terms. In that case, the Determination Agent may have discretionary powers under the terms and conditions of the Securities to (i) adjust the terms and conditions of the Securities to preserve the original economic terms and rationale, (ii) in certain cases, substitute the Underlying Assets for another, (iii) calculate the relevant price, level or value itself, (iv) postpone payment, (v) redeem the Securities early, or (vi) apply some combination thereof.

In relation to the Issuer's hedging arrangements, you should be aware that (i) in exercising its discretionary powers under the terms and conditions of the Securities, each of the Issuer and the Determination Agent may take into account such factors as it determines appropriate in each case, which may include, in particular, any circumstances or events which have or may have a material impact on the Issuer's hedging arrangements in respect of the Securities, and (ii) unless the terms and conditions of your Securities provide that certain hedge disruption events do not apply, certain events which affect the Issuer's hedging arrangements can give rise to discretionary powers on the part of the Issuer and the Determination Agent.

Hedging arrangements are the transactions (if any) entered into by the Issuer or one or more of its Affiliates to seek to cover the Issuer's exposure to the relevant cash amounts to be paid or assets to be delivered under the Securities as these fall due. This may involve investing directly in the Underlying Assetsor entering into derivative contracts referencing the Underlying Assets or other techniques. The particular hedging arrangements (if any) undertaken by the Issuer, and their cost, will likely be a significant determinant of the issue price and/or economic terms of the Securities. Accordingly, if an event occurs which negatively impacts the Issuer's hedging arrangements, the Issuer or the Determination Agent on the Issuer's behalf may have options available to it under the terms and conditions of the Securities which it may select in its discretion in order to deal with the impact of the event on the Issuer's hedging arrangements. These options may include adjustment of the terms and conditions of the Securities or early redemption of the Securities.

In the event of early redemption, you could lose some or all of your money.

12. **Risks associated with the regulation and reform of benchmarks, including LIBOR, EURIBOR and other interest rate, equity, foreign exchange rate and other types of benchmarks**

Interbank Offered Rate ("**EURIBOR**") and other interest rate, equity, commodity, foreign exchange rate and other types of rates and indices which are deemed to be "benchmarks" are the subject of ongoing national and international regulatory reform. Following any such reforms, benchmarks may perform differently than in the past or disappear entirely, or there could be other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Securities linked to such a benchmark.

Key regulatory proposals and initiatives in this area include (amongst others) IOSCO's Principles for Financial Market Benchmarks (the "**IOSCO Benchmark Principles**"), the EU Regulation on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds (the "**Benchmark Regulation**"), and the transition proposed by the United Kingdom's FCA, away from LIBOR to one or more alternative benchmarks (each, as discussed below).

The IOSCO Benchmark Principles aim to create an overarching framework of principles for benchmarks to be used in financial markets, specifically covering governance and accountability as well as the quality and transparency of benchmark design and methodologies. Subsequent implementation reviews have found that widespread efforts are being made to implement the IOSCO Benchmark Principles by the majority of administrators surveyed. However, the reviews also note that, as the "benchmarks industry" is in a state of flux, IOSCO may need to take further steps in the future - although it is not yet clear what these steps might be. On 16 December 2016, IOSCO published a report setting out guidance to improve the consistency and quality of reporting on compliance with IOSCO Benchmark Principles.

The Benchmark Regulation entered into force in June 2016 and became fully applicable in the EU on 1 January 2018 (save that certain provisions, including those related to "critical benchmarks", took effect on 30 June 2016), subject to certain transitional provisions. The Benchmark Regulation applies to the contribution of input data to a "benchmark", the provision or administration of a "benchmark" and the use of a "benchmark" in the EU. Among other things, it (a) requires EU benchmark administrators to be authorised or registered as such and to comply with extensive requirements relating to the administration of "benchmarks" and (b) prohibits certain uses by EU supervised entities of "benchmarks" provided by EU administrators which are not authorised or registered in accordance with the Benchmark Regulation (or, if located outside of the EU, deemed equivalent or recognised or endorsed). The scope of the Benchmark Regulation is wide and, in addition to so-called "critical benchmark" indices such as EURIBOR, applies to many other interest rate indices, as well as equity, commodity and foreign exchange rate indices and other indices. This will include "proprietary" indices or strategies where these are used to (i) determine the amount payable under, or the value of, certain financial instruments (including securities or OTC derivatives listed on an EU regulated market, EU multilateral trading facility (MTF), EU organised trading facility (OTF) or "traded via a systematic internaliser"), (ii) determine the amount payable under certain financial contracts, or (iii) measure the performance of an investment fund.

The Benchmark Regulation could have a material impact on Securities linked to a "benchmark". For example:

- a rate or index which is a "benchmark" may not be used in certain ways by an EU supervised entity if (subject to applicable transitional provisions) its administrator does not obtain authorisation or registration (or, if a non-EU entity, does not satisfy the "equivalence" conditions and is not "recognised" pending an equivalence decision or is not "endorsed" by an EU supervised entity). If the benchmark administrator does not obtain or maintain (as applicable) such authorisation or registration (or, if a non-EU entity, "equivalence" is not available and it is not recognised or endorsed), then (unless a Pre-nominated Index has been specified in the Specific Terms to replace the relevant Underlying Asset) an Additional Disruption Event will occur and the Securities may be redeemed prior to maturity; and

- the methodology or other terms of the benchmark could be changed in order to comply with the terms of the Benchmark Regulation, and such changes could reduce or increase the rate or level or affect the volatility of the published rate or level, and (depending on the type of Underlying Asset) could lead to adjustments to the terms of the Securities, including potentially determination by the Determination Agent of the rate or level in its discretion.

Ongoing international and/or national reform initiatives and the increased regulatory scrutiny of benchmarks generally could increase the costs and risks of administering or otherwise participating in the setting of a benchmark and complying with any applicable regulations or requirements. Such factors may discourage market participants from continuing to administer or contribute to benchmarks, trigger changes in the rules or methodologies used in respect of benchmarks, and/or lead to the disappearance of benchmarks, including LIBOR. This could result in (i) adjustments to the terms and conditions and/or early redemption provisions and/or provisions relating to discretionary valuation by the Determination Agent, (ii) delisting, and/or (iii) other consequences for Securities linked to any such benchmarks. Any such consequence could have a material adverse effect on the value of and return on any such Securities.

13. Risks associated with taxation

13.1 General

Investors should be aware that duties and other taxes and/or expenses, including any applicable depositary charges, transaction charges, stamp duty and other charges, may be levied in accordance with the laws and practices in the countries where the Securities are transferred and that it is the obligation of an investor to pay all such taxes and/or expenses.

All payments made under the Securities shall be made free and clear of, and without withholding or deduction for, any present or future taxes imposed by the Issuer's country of incorporation (or any authority or political subdivision thereof or therein), unless such withholding or deduction is imposed or required by law. If any such withholding or deduction is imposed and required by law, the Issuer will, save in limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted, and such event may result in the Securities being redeemed early as this would be an 'Issuer Tax Event' which is an Additional Disruption Event. In no event will additional amounts be payable in respect of FATCA (defined below) or any US withholding tax, including without limitation, in respect of dividends, dividend equivalent payments, and direct and indirect interests in US real property.

13.2 Change in tax law

You should be aware that tax regulations and their application by the relevant taxation authorities are subject to change and differing interpretations, possibly with retrospective effect, and this could negatively affect the value of the Securities. Any such change may cause the tax treatment of the Securities to change from the tax position at the time of purchase and may cause the statements in this Prospectus concerning the relevant tax law and practice to be inaccurate or insufficient to cover the material tax considerations in respect of the Securities. It is not possible to predict the precise tax treatment which will apply at any given time and changes in tax law may give the Issuer the right to amend the terms and conditions of the Securities, or redeem the Securities.

13.3 The proposed European Financial Transaction Tax

The European Commission has published a proposal (the "**Commission's Proposal**") for a Directive for a common FTT which is being considered by Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the "**participating Member States**").

The Commission's Proposal has very broad scope and could, if introduced, apply to certain dealings in the Securities (including secondary market transactions) in certain circumstances. Primary market transactions referred to in Article 5(c) of Regulation (EC) No 1287/2006 are expected to be exempt.

Under the Commission's Proposal the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in the Securities where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, 'established' in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

The FTT proposal remains subject to negotiation between the participating Member States and the scope and implementation of any such tax is uncertain. Additional EU Member States may decide to participate.

Prospective holders of the Securities are advised to seek their own professional advice in relation to the FTT.

14. **Risks associated with the ability to enforce under the Securities**

Following an event of default by the Issuer (such as a failure to pay interest or return capital, or, if the Issuer is subject to a winding-up order), including expiry of an applicable grace period, you may determine to keep your Securities outstanding (in which case, the market value of those Securities may decline significantly). This amount may be less than your original investment and, therefore, you could lose some or all of your money.

15. **Risks associated with conflicts of interest**

15.1 **As Issuer or as Determination Agent, Barclays has certain discretionary powers under the terms and conditions of the Securities that it could exercise in a way which is contrary to the interests of Holders**

See risk factor 11 of this Prospectus.

15.2 **Trading and other transactions by the Issuer or its Affiliates could affect the levels, values or prices of Underlying Assets and their components**

In connection with Barclays' normal business practices or in connection with hedging its obligations under the Securities, Barclays may from time to time buy or sell the Underlying Assets and its or their components, or similar instruments, or derivative instruments relating to the Underlying Assets or its or their components. These trading activities may present a conflict of interest between your interest in the Securities and the interests which Barclays may have in its proprietary accounts, in facilitating transactions, including block trades, for Barclays' other customers and in accounts under management. These trading activities also could affect the levels, values or prices of the Underlying Assets in a manner that would decrease the market value of the Securities prior to maturity, or the amount you would receive at maturity or at the payment or settlement date. To the extent that Barclays has a hedge position in the Underlying Assets or its or their components, or in a derivative or synthetic instrument related to the Underlying Assets or its or their components, Barclays may increase or liquidate a portion of those holdings at any time before, during or after the term of the Securities. This activity may affect the amount payable at maturity, any amount of money or property payable or deliverable at the payment or settlement date, or the market value of the Securities in a manner that would be adverse to your investment in the Securities. Depending on, among other things, future market conditions, the aggregate amount and the composition of those hedge positions are likely to vary over time. In addition, Barclays may purchase or otherwise acquire a long or short position in the Securities. Barclays may hold or resell any such position in the Securities.

15.3 **Research reports and other transactions may create conflicts of interest between you and Barclays**

Barclays may have previously published, and may in the future publish, research reports relating to the Underlying Assets or its or their components. The views expressed in this research may be modified from time to time without notice and may express opinions or provide recommendations that are inconsistent with purchasing or holding the Securities. Any of these activities may affect the levels, values or prices of the Underlying Assets or its or their components and, therefore, the market value of the Securities. Moreover, other professionals who deal in these markets may at any time have views that differ significantly from Barclays. In connection with your purchase of the Securities, you should investigate the Underlying Assets and not rely on Barclays' views with respect to future movements in the Underlying Assets and its or their components.

Barclays also may issue, underwrite or assist unaffiliated entities in the issuance or underwriting of other securities or financial instruments with returns indexed to the Underlying Assets. By introducing competing products into the marketplace in this manner, Barclays could adversely affect the market value of the Securities.

15.4 **Barclays may have confidential information relating to the Underlying Assets or components**

Barclays, at present or in the future, may engage in business relating to the person or organisation responsible for calculating, publishing or maintaining the Underlying Assets, referred to as the 'sponsor' of the Underlying Assets. In addition, Barclays may engage in business relating to any components of the Underlying Assets, including making loans to, equity investments in, or providing investment banking, asset management or other advisory services to the respective sponsor or issuer. In connection with these activities, Barclays may receive information pertinent to the Underlying Assets or its or their components that Barclays will not divulge to you.

15.5 **Distibutor(s) and conflicts of interest**

Potential conflicts of interest may arise in relation to Securities offered through distribution, as the appointed manager(s) and/or distributor(s) will act pursuant to a mandate granted by the Issuer and may (to the extent permitted by law) receive commissions and/or fees on the basis of the services performed and the outcome of the placement of the Securities.

Investors should also consider the relevant risk factors set out on pages 3 to 17 of the Registration Document which are incorporated by reference herein.

INFORMATION INCORPORATED BY REFERENCE

The information set out under paragraph 2 (*Information incorporated by reference*) below contained in the documents set out under paragraph 1 (*Source documents*) below has been filed with the FCA and shall be incorporated into, and form part of, this Prospectus:

1. **Source documents**

(a) the GSSP Base Prospectus 9 dated 10 August 2018 (the "**Base Prospectus**");

(b) Supplement 1/2018 dated 4 September 2018 to the Base Prospectus ("**Base Prospectus Supplement**");

(c) the registration document dated 16 March 2018 (the "**Registration Document**") approved by the United Kingdom Financial Conduct Authority the "**FCA**") in its capacity as competent authority in the United Kingdom (the "**UK Listing Authority**");

(d) Supplement 1/2018 dated 1 May 2018 to the Registration Document ("**Supplement 1/2018**")

(e) Supplement 2/2018 dated 24 May 2018 to the Registration Document ("**Supplement 2/2018**");

(f) Supplement 3/2018 dated 3 August 2018 to the Registration Document ("**Supplement 3/2018**");

(g) Supplement 4/2018 dated 20 August 2018 to the Registration Document ("**Supplement 4/2018**");

(h) the information set out in paragraph (2) below from the Joint Annual Report of Barclays PLC and the Issuer, as filed with the United States Securities and Exchange Commission (the "**SEC**") on Form 20-F on 22 February 2018 in respect of the years ended 31 December 2016 and 31 December 2017 (the "**2017 Joint Annual Report**");

(i) the Annual Reports of the Issuer containing the audited consolidated financial statements of the Issuer in respect of the years ended 31 December 2017 (the "**2017 Issuer Annual Report**") and 31 December 2016 (the "**2016 Issuer Annual Report**"); and

(j) the unaudited interim results announcement of the Issuer as filed with the SEC on Form 6-K on 2 August 2018 in respect of the six months ended 30 June 2018 (the "**2018 Interim Results Announcement**").

The documents themselves incorporated by reference in the Registration Document do not form part of this Prospectus.

2. **Information incorporated by reference**

The information specified in the table below is incorporated into this Prospectus by reference. Any information contained in any of the documents specified in paragraph 1 (*Source Documents*) above which is not listed in the cross-reference lists below is not incorporated by reference in the Prospectus and is either not relevant for investors for the purposes of Article 5(1) of the Prospectus Directive or is covered elsewhere in the Prospectus. Any documents incorporated by reference into the above documents shall not thereby be deemed to have been incorporated by reference into this Prospectus.

From the Base Prospectus	
Risk Factors	Pages 70 to 112
General Description of the Programme	Pages 113 to 114
Terms and Conditions of the Securities	
A. Introduction	Pages 124 to 125
B. Form, Title, Transfer, Calculations, Payments and Settlement	Pages 125
C. Interest, Optional Early Redemption, Automatic Redemption (Autocall) and Final Redemption	Pages 144 to 268
D. Equity Linked Conditions and Distruption Events	Pages 268 to 275
F. General Provisions	Pages 284 to 356
Clearance and Settlement	Page 405
General Information applicable to CREST Securities and CDIs	
Taxation	Pages 407 to 455
Purchase and Sale	Pages 456 to 466
From the Base Prospectus Supplement	
Whole document	Pages 1 to 10
From the Registration Document	
Risk Factors	Pages 3 to 17
The Issuer and the Group	Pages 22 to 24
From Supplement 1/2018	
The Issuer and the Group	Pages 1 to 4
From Supplement 2/2018	
The Issuer and the Group	Pages 1 to 3
From Supplement 3/2018	
The Issuer and the Group	Pages 2 to 3
From Supplement 4/2018	
The Issuer and the Group	Page 1
From the 2017 Joint Annual Report	
Notes: Certain non-IFRS measures	Page i
Market and other data; Uses of Internet addresses; References to Pillar 3 report	Page ii
Governance	Page 1 to 74
Directors' Report	Pages 2 to 46
People	Pages 47 to 50
Remuneration Report	Pages 51 to 74
Risk Review	Pages 75 to 162
Risk Management	Pages 77 to 78
Material existing and emerging risks	Pages 79 to 84
Principal Risk management	Pages 85 to 95
Risk performance	Pages 96 to 162
Financial review	Pages 163 to 183
Presentation of Information	Page 184
Financial statements (Barclays PLC)	Pages 185 to 271
Report of Independent Registered Public Accounting Firm	Pages 186 to 187
Consolidated financial statements	Pages 188 to 194
Notes to the financial statements	Pages 195 to 271
Additional shareholder information	Pages 272 to 281
Additional Information	Pages 282 to 300
Barclays' approach to managing risks	Pages 301 to 361
Additional financial disclosure (unaudited)	Pages 362 to 385
Independent Registered Public Accounting Firm's Report (Barclays Bank PLC)	Pages 386 to 387
Barclays Bank PLC	Pages 388 to 390
Barclays Bank PLC Data	Pages 391 to 408
Additional financial data	Pages 409 to 410

Exhibit 99.2 – Capitalisation and Indebtedness	Page 80

All references in the Base Prospectus to "Final Terms" shall be deemed to be to "Specific Terms".

The above documents may be inspected: (i) during normal business hours at the registered office of the Issuer; (ii) at https://www.home.barclays/prospectuses-and-documentation/structured-securities/prospectuses.html and https://www.home.barclays/barclays-investor-relations/results-andreports/results.html (as applicable); (iii) at the specified office of the Issue and Paying Agent as described in the section entitled '*General Information*' below; and (iv) on the website of the London Stock Exchange (*www.londonstockexchange*).

Disclosures relating to Barclays PLC

You should note that the 2017 Joint Annual Report is incorporated by reference into this Prospectus for the purpose of presenting a comprehensive view of the Issuer's business operations, financial standing and strategies during the year ended 31 December 2017. During the reported period, there was substantial overlap between the Issuer's business and that of its parent company, Barclays PLC which means the 2017 Joint Annual Report contains relevant information for you.

On 1 April 2018, the Group established Barclays Bank UK PLC (the "**Ring-Fenced Bank**"), an entity established using a legal process called a Ring-Fencing Transfer Scheme (the "**Scheme**") under Part VII of the Financial Services and Markets Act 2000 (see paragraph (v) of the section entitled 'The Issuer and the Group' on pages 3 to 4 of Supplement 1/2018). The Ring-Fenced Bank was established in order to separate the day-to-day banking services of the Group from those of the Issuer. The Ring-Fenced Bank will operate alongside, but have the ability to take decisions independently from, Barclays Bank PLC as part of the Barclays Group under Barclays PLC.

You should be aware that the Issuer is a separate legal person from Barclays PLC, and that none of the Issuer's obligations under the Securities will be guaranteed or otherwise supported by Barclays PLC.

HOW THE RETURN ON YOUR INVESTMENT IS CALCULATED

THE WORKED EXAMPLES PRESENTED BELOW ARE HYPOTHETICAL SCENARIOS WHICH ARE PROVIDED FOR ILLUSTRATIVE PURPOSES ONLY AND ARE IN NO WAY REPRESENTATIVE OF ACTUAL PRICING TERMS. THE EXAMPLES ARE INTENDED TO DEMONSTRATE HOW AMOUNTS PAYABLE UNDER THE SECURITIES ARE CALCULATED UNDER A VARIETY OF SCENARIOS. THE ACTUAL AMOUNTS PAYABLE (IF ANY) WILL BE CALCULATED IN ACCORDANCE WITH THE TERMS OF YOUR SECURITIES AS SET OUT IN SECTION C: INTEREST, AUTOMATIC REDEMPTION (AUTOCALL), FINAL REDEMPTION AND NOMINAL CALL EVENT OF THE 'TERMS AND CONDITIONS' SECTION OF THE BASE PROSPECTUS.

Key terminology and assumptions

Key terminology for each of the worked examples below:

- **Calculation Amount:** all amounts of interest or redemption payable under the Securities are calculated by reference to a Calculation Amount which is GBP 1. Each Security will have the same Calculation Amount.

- **Underlying Assets:** The 'underlying assets' referred to in these worked examples are two major equity indices.

- **Initial price of an underlying asset:** the 'initial price' of an underlying asset reflects the closing price of the Underlying Assets on the Initial Valuation Date (10 August 2018).

- **Final valuation price of an Underlying Asset:** the 'final valuation price' of an underlying asset reflects the closing price of the underlying asset on the Final Valuation Date (11 August 2025, subject to adjustment).

- **Interest Valuation Date and Interest Barrier Percentage**: there are 28 quarterly Interest Valuation Dates – each corresponding to a quarterly Interest Payment Date, commencing 12 November 2018 and ending on the Final Valuation Date, and the Interest Barrier Percentage is 65% on each such date.

- **Autocall Valuation Date and Autocall Barrier Percentage**: there are 20 quarterly Autocall Valuation Dates – each corresponding to a quarterly Autocall Redemption Date, commencing 10 August 2020 and ending on 12 May 2025, and the Autocall Barrier Percentage is 100% on each such date.

- **Closing price of an Underlying Asset:** the closing price of that asset at the end of a relevant trading day as published by the relevant index sponsor.

HOW THE RETURN ON YOUR INVESTMENT IS CALCULATED

Key assumptions made for each of the worked examples below:

- the Calculation Amount of each Security is GBP 1;

- the fixed interest rate is 1.5625% (per interest calculation period);

- you hold one note (with a Specified Denomination (or 'face value') of GBP 1 and a Calculation Amount of GBP 1); and

- the Settlement Currency is GBP, so interest and redemption payments will be in GBP; and

Interest

Digital (Bullish) products pay a specified fixed rate of interest if the Underlying Assets perform in a particular way; otherwise they pay no interest. Interest is payable on an interest payment date if the closing level of each of the Underlying Assets on the corresponding Interest Valuation Date as a percentage of their respective initial prices is at least equal to 65%. If this occurs, the amount of interest you will receive on the relevant interest payment date is calculated by multiplying the fixed interest rate by the Calculation Amount. Otherwise, you will receive no interest amount on the relevant interest payment date.

WORKED EXAMPLES – INTEREST

(a) **third interest payment date (24 May 2019)**: the closing level of at least one of the Underlying Assets on the interest valuation date falling on 10 May 2019, as a percentage of its initial price, is less than 65%. In such case, you will receive no interest on the interest payment date falling on 24 May 2019.

(b) **seventeenth interest payment date (24 November 2022)**: the closing level of each of the Underlying Assets on the interest valuation date falling on 10 November 2022, as a percentage of their respective initial prices, is at least 65%. In such case, on the interest payment date falling on 24 November 2022 you will receive an interest amount of GBP 0.015625 (calculated as the fixed rate of 1.5625% *multiplied by* the Calculation Amount per Security of GBP 1).

Automatic Redemption (Autocall)

The Securities will automatically redeem on an Autocall Redemption Date if the closing price of either Underlying Asset (or both of the Underlying Assets) on the corresponding Autocall Valuation Date, as a percentage of its Initial Price, is at or above the Autocall Barrier Percentage (100%). If this occurs, you will receive a cash payment equal to GBP 1.00 for each Security you hold on such Autocall Redemption Date (together with the interest amount described above) and your Securities will then be terminated. No further interest will be paid after the date on which the Securities are terminated.

WORKED EXAMPLES – AUTOMATIC REDEMPTION (AUTOCALL)

(a) **fifth autocall redemption date (24 August 2021)**: the closing level of at least one of the Underlying Assets on the autocall valuation date falling on 10 August 2021, as a percentage of its initial price, is less than 100%. In such case, the Securities will not be redeemed on the autocall redemption date falling on 24 August 2021.

(b) **twelth autocall redemption date (24 May 2023)**: the closing level of each of the Underlying Assets on the autocall valuation date falling on 10 May 2023, as a percentage of their respective initial prices, is at least 100%. In such case, an autocall redemption event will have occurred and, assuming that an autocall redemption event has not occurred on a previous autocall valuation date, the Securities will be redeemed on the autocall redemption date falling on 24 May 2023 and you will receive GBP 1 (together with the interest amount described above). No further interest will be paid after that date.

Final Cash Settlement Amount at maturity

If the Securities have not redeemed prior to the Scheduled Maturity Date (26 August 2025) due to the occurrence of an autocall redemption event as described above or are not otherwise early redeemed, each Security will be redeemed on the Scheduled Maturity Date by payment of the Final Cash Settlement. If the closing price of either Underlying Asset (or both Underlying Assets) on the Final Valuation Date (11 August 2025, subject to adjustment), as a percentage of its Initial Price (being the "**Final Performance**" of such Underlying Asset), is greater than or equal to 65%, the Final Cash Settlement Amount will be GBP 1.00 (payable together with the interest amount described above). Otherwise, the Final Cash Settlement Amount will be equal to GBP 1.00 *multiplied by* the Final Performance of the Underlying Asset having the lowest Final Performance. **In such case, you will lose some or all of your investment.**

WORKED EXAMPLES – FINAL CASH SETTLEMENT AMOUNT AT MATURITY

(a) Scenario 1: the Final Performance of one of the Underlying Assets is 35%, and the Final Performance of the other Underlying Asset is 250%. In such case, the Securities will be redeemed on 26 August 2025 and you will receive GBP 0.35. **In such case, you will have lost some of your investment.**

(b) Scenario 2: the Final Performance of one of the Underlying Assets is 64%, and the Final Performance of the other Underlying Asset is 250%. In such case, the Securities will be redeemed on 26 August 2025 and you will receive GBP 0.64. **In such case, you will have lost some of your investment.**

(c) Scenario 3: the Final Performance of one of the Underlying Assets is 65%, and the Final Performance of the other Underlying Asset is 250%. In such case, the Securities will be redeemed on 26 August 2025 and you will receive GBP 1.00 (together with the interest amount described above).

(d) Scenario 4: the Final Performance of each of the Underlying Assets is 250%. In such case, the Securities will be redeemed on 26 August 2025 and you will receive GBP 1.00 (together with the interest amount described above)

THE INTEREST AMOUNT IS EITHER A HIGHER PRE-DETERMINED INTEREST AMOUNT OR ZERO, DEPENDING ON WHETHER THE INTEREST BARRIER PERECENTAGE IS REACHED BY EACH UNDERLYING ASSET ON THE RELEVANT INTEREST VALUATION DATE. IT IS POSSIBLE THAT YOU WILL NOT RECEIVE ANY INTEREST AT ALL OVER THE LIFETIME OF THE SECURITIES.

YOU ARE EXPOSED TO THE PERFORMANCE OF EACH UNDERLYING ASSET. IRRESPECTIVE OF HOW THE OTHER UNDERLYING ASSET PERFORMS, IF ANY ONE OF THE UNDERLYING ASSETS FAILS TO MEET THE RELEVANT BARRIER FOR THE PAYMENT OF INTEREST OR THE CALCULATION OF THE REDEMPTION AMOUNT, YOU WILL RECEIVE NO INTEREST PAYMENTS AND/OR COULD LOSE SOME OR ALL OF YOUR INITIAL INVESTMENT AT MATURITY.

AS THE REDEMPTION AMOUNT FOLLOWING AN AUTOCALL REDEMPTION AMOUNT AND AT MATURITY (AS APPLICABLE) IS A FIXED AMOUNT (WHICH IS EQUAL TO THE CALCULATION AMOUNT (GBP1)), YOU WILL NOT PARTICIPATE IN ANY POSITIVE PERFORMANCE OF THE UNDERLYING ASSETS OVER THEIR RESPECTIVE INITIAL PRICES.

SPECIFIC TERMS

The terms and conditions of the Securities comprise:

- the Terms and Conditions of the Securities, as amended and supplement from time to time (the "**General Conditions**") as incorporated in relevant part by reference from the Base Prospectus (see '*Information Incorporated by Reference*' above); and
- the following specific terms of the Securities, which includes "Part A – Contractual Terms" and "Part B – Other Information" of the Specific Terms below (collectively, the "**Specific Terms**"), which specific terms amend, supplement and complete the General Conditions.

In the event of any inconsistency between the General Conditions and the Specific Terms, the Specific Terms shall prevail.

All references in the General Conditions to "Final Terms" shall be deemed to be to "Specific Terms".

PART A – CONTRACTUAL TERMS

Provisions relating to the Securities

1.	(a) Series:	NX000218027
2.	Settlement Currency:	Pound Sterling ("**GBP**")
3.	Securities:	Note
4.	Notes:	Applicable
	(a) Aggregate Nominal Amount as at the Issue Date:	
	(i) Tranche:	GBP 3,000,000
	(ii) Series:	GBP 3,000,000
	(b) Specified Denomination:	GBP 1
	(c) Minimum Tradable Amount:	Not Applicable
5.	Certificates:	Not Applicable
6.	Calculation Amount:	GBP 1
7.	Issue Price:	100.00% of the Aggregate Nominal Amount
8.	Issue Date:	31 August 2018
9.	Scheduled Redemption Date:	26 August 2025
10.	Type of Security:	Equity Index Linked Securities
11.	Underlying Performance Type$_{\text{(Interest)}}$:	Worst-of
12.	Underlying Performance Type$_{\text{(Autocall)}}$:	Worst-of
13.	Underlying Performance Type$_{\text{(Redemption)}}$:	Worst-of

Provisions relating to interest (if any) payable

14.	Interest Type: General Condition 7 (*Interest*)	Digital (Bullish)

(a) Interest Payment Dates: Each of the dates set out in Table 1 below in the column entitled 'Interest Payment Date' subject to adjustment in accordance with the Business Day Convention

(b) Interest Valuation Dates: Each of the dates set out in Table 1 below in the column entitled 'Interest Valuation Date'

Table 1

Observation Date	Interest Valuation Date	Intereest Payment Date
12 November 2018	12 November 2018	26 November 2018
11 February 2019	11 February 2019	25 February 2019
10 May 2019	10 May 2019	24 May 2019
12 August 2019	12 August 2019	27 August 2019
11 November 2019	11 November 2019	25 November 2019
10 February 2020	10 February 2020	24 February 2020
11 May 2020	11 May 2020	26 May 2020
10 August 2020	10 August 2020	24 August 2020
10 November 2020	10 November 2020	24 November 2020
10 February 2021	10 February 2021	24 February 2021
10 May 2021	10 May 2021	24 May 2021
10 August 2021	10 August 2021	24 August 2021
10 November 2021	10 November 2021	24 November 2021
10 February 2022	10 February 2022	24 February 2022
10 May 2022	10 May 2023	24 May 2023
10 August 2022	10 August 2022	24 August 2022
10 November 2022	10 November 2022	24 November 2022
10 February 2023	10 February 2023	24 February 2023
10 May 2023	10 May 2023	24 May 2023
10 August 2023	10 August 2023	24 August 2023
10 November 2023	10 November 2023	24 November 2023
12 February 2024	12 February 2024	26 February 2024
10 May 2024	10 May 2024	24 May 2024
12 August 2024	12 August 2024	27 August 2024
11 November 2024	11 November 2024	25 November 2024

Observation Date	Interest Valuation Date	Intereest Payment Date
10 February 2025	10 February 2025	24 February 2025
12 May 2025	12 May 2025	27 May 2025
11 August 2025	11 August 2025	26 August 2025

(c) (i) Fixed Interest Type: Not Applicable

(ii) Fixed Interest Rate: Not Applicable

(d) Information relating to the Floating Rate: Not Applicable

(e) Interest Trigger Event Type: Daily

(f) Interest Barrier Percentage: 65 per cent.

(g) Observation Dates: Each of the dates set out in Table 1 above in the column entitled 'Observation Date'

(h) Fixed Interest Rate: 1.5625 per cent.

(i) Global Floor: 0 per cent.

(j) FX Provisions: Not Applicable

Provisions relating to Automatic Redemption (Autocall)

15. Automatic Redemption (Autocall): General Condition 8 (*Automatic Redemption (Autocall)*) Applicable

(a) Autocall Observation Type: Discrete

(b) Autocall Barrier Percentage: 100 per cent.

(c) Autocall Redemption Percentage: 100 per cent.

(d) Autocall Valuation Date: Each date set out in Table 2 below in the column entitled 'Autocall Valuation Date'

(e) Autocall Redemption Date: Each date set out in Table 2 below in the column entitled ' Autocall Redemption Date'

(f) Autocall Valuation Price: For the avoidance of doubt, the Valuation Price of the Underlying Asset on the Autocall Valuation Date

(i) Averaging-out: Not Applicable

(ii) Min Lookback-out: Not Applicable

(iii) Max Lookback-out: Not Applicable

(g) Autocall Reset Event: Not Applicable

Table 2

Autocall Valuation Date	Autocall Redemption Date
10 August 2020	24 August 2020
10 November 2020	24 November 2020
10 February 2021	24 February 2021
10 May 2021	24 May 2021
10 August 2021	24 August 2021
10 November 2021	24 November 2021
10 February 2022	24 February 2022
10 May 2022	24 May 2022
10 August 2022	24 August 2022
10 November 2022	24 November 2022
10 February 2023	24 February 2023
10 May 2023	24 May 2023
10 August 2023	24 August 2023
10 November 2023	24 November 2023
12 February 2024	26 February 2024
10 May 2024	24 May 2024
12 August 2024	27 August 2024
11 November 2024	25 November 2024
10 February 2025	24 February 2025
12 May 2025	27 May 2025

16. Optional Early Redemption Event: General Condition 9 (*Optional Early Redemption Event*) — Not Applicable

Provisions relating to Final Redemption

17. (a) Final Redemption Type: General Condition 10 (Final Redemption) — Capped

(b) Settlement Method: — Cash

(c) Switch Option: — Not Applicable

(d) Strike Price Percentage: — 100 per cent.

(e) Knock-in Barrier Type: — European

(f) Knock-in Barrier Percentage: — 65 per cent.

Provisions relating to Nominal Call Event Redemption

18.	Nominal Call Event Redemption General Condition 11 (*Nominal Call Event Redemption*)	Not Applicable
	(a) Nominal Call Threshold Percentage:	Not Appilcable

Provisions relating to Instalment Notes

19.	Instalment Notes: General Condition 13 (*Redemption by Instalments*)	Not Applicable

Provisions relating to the Underlying Asset(s)

20.	Underlying Assets:	Underlying Asset: Each of: (i) FTSE® 100 Index; and (ii) S&P 500® Index, (being the "**Basket**")
	(a) Initial Valuation Date:	In respect of each Underlying Asset, 10 August 2018 Initial Valuation Date – Individual Pricing
	(b) Index:	Each Index set out in Table 3 below in the column entitled 'Index'.
	(i) Exchanges:	Each Exchange set out in Table 3 below in the column entitled 'Exchange'
	(ii) Related Exchanges:	All Exchanges
	(iii) Underlying Asset Currencies	Each Underlying Asset Currency set out in Table 3 below in the column entitled 'Underlying Asset Currency'
	(iv) Bloomberg Screens:	Each Bloomberg Screen set out in Table 3 below in the column entitled 'Bloomberg Screen'
	(v) Reuters Screens:	Each Reuters Screen set out in Table 3 below in the column entitled 'Reuters Screen'
	(vi) Index Sponsors:	Each Index Sponsor set out in Table 3 below in the column entitled 'Index Sponsor'
	(vii) Weight:	Not Applicable
	(viii) Pre-nominated Indices:	Not Applicable

Table 3

Index:	Initial Price$_{(Interest)}$/Initial Price$_{(Redemption)}$:	Exchange:	Underlying Asset Currency:	Bloomberg Screen:	Reuters Screen Page:	Index Sponsor:
S&P 500® Index	2833.28	Each of the New York Stock Exchange and the NASDAQ Stock Market LLC	USD	SPX <Index>	SPX	S&P Dow Jones Indices LLC
FTSE® 100 Index	7667.01	London Stock Exchange	GBP	UKX <Index>	FTSE	FTSE International Limited

21. (a) Initial Price$_{(Interest)}$: Each of the values set out in Table 3 above in the column entitled 'Initial Price$_{(Interest)}$/Initial Price$_{(Redemption)}$'

(i) Averaging-in: Not Applicable

(ii) Min Lookback-in: Not Applicable

(iii) Max Lookback-in: Not Applicable

(b) Initial Price$_{(Redemption)}$: Each of the values set out in Table 3 above in the column entitled 'Initial Price$_{(Interest)}$/Initial Price$_{(Redemption)}$'

(i) Averaging-in: Not Applicable

(ii) Min Lookback-in: Not Applicable

(iii) Max Lookback-in: Not Applicable

22. (a) Final Valuation Price:

(i) Averaging-in: Not Applicable

(ii) Min Lookback-in: Not Applicable

(iii) Max Lookback-in: Not Applicable

(b) Final Valuation Date: 11 August 2025

Provisions relating to disruption events

23. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date):

General Condition 16 (*Consequences of Disrupted Days*))

(a) Omission: Not Applicable

(b) Postponement: Not Applicable

(c) Modified Postponement: Not Applicable

24. Additional Disruption Events:
General Condition 23 (*Adjustment or early redemption following an Additional*

	Disruption Event)	
	(a) Change in Law:	Applicable as per General Condition 44.1 (*Definitions*)
	(b) Currency Disruption Event:	Applicable as per General Condition 44.1 (*Definitions*)
	(c) Hedging Disruption:	Applicable as per General Condition 44.1 (*Definitions*)
	(d) Issuer Tax Event:	Applicable as per General Condition 44.1 (*Definitions*)
	(e) Extraordinary Market Disruption:	Applicable as per General Condition 44.1 (*Definitions*)
	(f) Increased Cost of Hedging:	Applicable as per General Condition 44.1 (*Definitions*)
	(g) Affected Jurisdiction Hedging Disruption:	Not Applicable as per General Condition 44.1 (*Definitions*)
	(h) Affected Jurisdiction Increased Cost of Hedging:	Not Applicable as per General Condition 44.1 (*Definitions*)
	(i) Increased Cost of Stock Borrow:	Not Applicable as per General Condition 44.1 (*Definitions*)
	(j) Loss of Stock Borrow:	Not Applicable as per General Condition 44.1 (*Definitions*)
	(k) Foreign Ownership Event:	Not Applicable as per General Condition 44.1 (*Definitions*)
	(l) Fund Disruption Event:	Not Applicable as per General Condition 44.1 (*Definitions*)
25.	Early Cash Settlement Amount:	Market Value
26.	Early Redemption Notice Period Number:	As specified in General Condition 44.1 (*Definitions*)
27.	Substitution of Shares:	Not Applicable
28.	Entitlement Substitution:	Not Applicable
29.	FX Disruption Event:	Not Applicable
30.	Disruption Fallbacks: General Condition 18 (*Consequences of FX Disruption Events(FX)*)	Not Applicable
31.	Unwind Costs:	Not Applicable
32.	Settlement Expenses:	Not Applicable
33.	Local Jurisdiction Taxes and Expenses:	Not Applicable

General provisions

34.	Form of Securities:	CREST Securities held in uncertificated registered form NGN Form: Not Applicable Held under the NSS: Not Applicable CGN Form: Not Applicable CDIs: Not Applicable
35.	Trade Date:	10 August 2018
36.	871(m) Securities:	The Issuer has determined that the Securities (without regard to any other transactions) should not be subject to US withholding tax under Section 871(m) of the US Internal Revenue Code and regulations promulgated thereunder
37.	Prohibition of Sales to EEA Retail Investors:	Applicable
38.	Additional Business Centre(s):	New York City
39.	Business Day Convention:	Following
40.	Determination Agent:	Barclays Bank PLC
41.	Registrar:	Not Applicable
42.	CREST Agent:	Computershare Investor Services PLC
43.	Transfer Agent:	Not Applicable
44.	(a) Names and addresses of Managers and underwriting commitments:	Barclays Bank PLC, 1 Churchill Place, London E14 5HP, United Kingdom
	(b) Date of underwriting agreement:	Not Applicable
	(c) Names and addresses of secondary trading intermediaries and main terms of commitment:	Not Applicable
45.	Registration Agent:	Not Applicable
46.	*Masse* Category:	No *Masse*
47.	Governing Law:	English law
48.	Relevant Benchmarks:	See above.

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(a)	Listing and Admission to Trading:	Application has been made by the Issuer (or on its behalf) for the Securities to be listed on the official list and admitted to trading on the regulated market of the London Stock Exchange
(b)	Estimate of total expenses related to admission to trading:	GBP 350
(c)	Renouncement Notice Cut-off Time:	Not Applicable

2. RATINGS

Ratings: The Securities have not been individually rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Not Applicable

4. REASONS FOR THE ISSUE, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(a)	Reasons for the offer:	General funding
(b)	Use of proceeds	Not Applicable
(c)	Estimated net proceeds:	Not Applicable
(d)	Estimated total expenses:	Not Applicable

5. YIELD

Not Applicable

6. PERFORMANCE OF UNDERLYING ASSETS, AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSETS

Information on the past and future performance of the Underlying Assets can be found on the relevant Bloomberg Screen and Reuters Screen.

In respect of FTSE® 100 Index, UKX <Index> and www.ftserussell.com.

In respect of S&P 500® Index, SPX <Index> and us.spindices.com.

Index Disclaimers:

FTSE® 100 Index

The Securities are not in any way sponsored, endorsed, sold or promoted by FTSE International Limited ("**FTSE**") or by the London Stock Exchange Plc (the "**Exchange**") or by The Financial Times Limited ("**FT**") and neither FTSE nor Exchange nor FT makes any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the FTSE 100 Index ("**the Index**") and/or the figure at which the said Index stands at any particular time on any particular day or otherwise. The Index is compiled and calculated by FTSE. However, neither FTSE nor Exchange nor FT shall be liable (whether in negligence or otherwise) to any person for any error in the Index and neither FTSE or Exchange or FT shall be under any obligation to advise any person of any error therein.

S&P 500® Index

The Securities are not sponsored, endorsed, sold or promoted by Standard & Poor's Financial Services LLC ("**S&P**") or its third party licensors. Neither S&P nor its third party licensors makes any representation or warranty, express or implied, to the owners of the Securities or any member of the public regarding the advisability of investing in securities generally or in the Securities particularly or the ability of the S&P 500 INDEX (the "**Index**") to track general stock market performance. S&P's and its third party licensor's only relationship to Barclays Bank PLC is the licensing of certain trademarks and trade names of S&P and the third party licensors and of the Index which is determined, composed and calculated by S&P or its third party licensors without regard to Barclays Bank PLC or the Securities. S&P and its third party licensors have no obligation to take the needs of Barclays Bank PLC or the owners of the Securities into consideration in determining, composing or calculating the Index. Neither S&P nor its third party licensors is responsible for and has not participated in the determination of the prices and amount of the Securities or the timing of the issuance or sale of the Securities or in the determination or calculation of the equation by which the Securities are to be converted into cash. S&P has no obligation or liability in connection with the administration, marketing or trading of the Securities.

NEITHER S&P, ITS AFFILIATES NOR THEIR THIRD PARTY LICENSORS GUARANTEE THE ADEQUACY, ACCURACY, TIMELINESS OR COMPLETENESS OF THE INDEX OR ANY DATA INCLUDED THEREIN OR ANY COMMUNICATIONS, INCLUDING BUT NOT LIMITED TO, ORAL OR WRITTEN COMMUNICATIONS (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. S&P, ITS AFFILIATES AND THEIR THIRD PARTY LICENSORS SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS OR DELAYS THEREIN. S&P MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE MARKS, THE INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P, ITS AFFILIATES OR THEIR THIRD PARTY LICENSORS BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE OR CONSEQUENTIAL DAMAGES, INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY OR OTHERWISE.

Standard & Poor's® and S&P® are trademarks of Standard & Poor's Financial Services LLC, and have been licensed for use by Barclays Bank PLC.

7. OPERATIONAL INFORMATION

(a)	ISIN:	GB00B8SVW156
(b)	Common Code:	Not Applicable
(c)	SEDOL:	B8SVW15
(d)	Relevant Clearing System(s):	CREST The Securities are CREST Securities
(e)	Delivery:	Delivery against payment
(f)	Name and address of additional Paying Agent(s):	Not Applicable
(g)	Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of this Specific Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the International Central Securities Depositaries

("**ICSDs**") as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

IMPORTANT LEGAL INFORMATION

Ratings

The credit ratings included or referred to in this Prospectus or any document incorporated by reference are, for the purposes of Regulation (EC) No 1060/2009 on credit rating agencies (the "**CRA Regulation**"), issued by Fitch Ratings Limited ("**Fitch**"), Moody's Investors Service Ltd. ("**Moody's**") and S&P Global Ratings Europe Limited ("**Standard and Poor's**"), each of which is established in the European Union and has been registered under the CRA Regulation.

As at the date of this Prospectus, the short term unsecured obligations of Barclays Bank PLC are rated A-1 by Standard & Poor's[1], P-1 by Moody's[2] and F1 by Fitch[3] and the long-term obligations of the Issuer are rated A by Standard & Poor's[4], A2 by Moody's[5] and A by Fitch[6].

Hyper-links to websites

For the avoidance of doubt, the content of any website to which a hyper-link is provided shall not form part of this Prospectus.

Notes on Issuer ratings: The information in these footnotes has been extracted from information made available by each rating agency referred to below. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by such rating agencies, no facts have been omitted which would render the reproduced information inaccurate or misleading.

[1] A short-term obligation rated 'A-1' is rated in the highest category by Standard and Poor's. The obligor's capacity to meet its financial commitment on the obligation is strong. Within this category, certain obligations are designated with a plus sign (+). This indicates that the obligor's capacity to meet its financial commitment on these obligations is extremely strong.

[2] 'P-1' Issuers (or supporting institutions) rated Prime-1 have a superior ability to repay short-term debt obligations.

[3] An 'F1' rating indicates the highest short-term credit quality and the strongest intrinsic capacity for timely payment of financial commitments; may have an added '+' to denote any exceptionally strong credit feature.

[4] An obligation rated 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitment on the obligation is still strong. The ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.

[5] Obligations rated 'A' are considered upper-medium grade and are subject to low credit risk. Note: Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from 'Aa' through 'Caa'. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

[6] An 'A' rating indicates high credit quality and denotes expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

GENERAL INFORMATION

Significant Change Statement

There has been no significant change in the financial or trading position of the Bank Group since 30 June 2018.

Material Adverse Change Statement

There has been no material adverse change in the prospects of the Issuer since 31 December 2017.

Legal proceedings

Save as disclosed under Note 17 (*Legal, competition and regulatory matters*) to the condensed consolidated interim financial statements of the Issuer on pages 40 to 50 of the 2018 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 Prospectus, a significant effect on the financial position or profitability of the Issuer and/or the Bank Group.

Authorisation and Consents

The establishment of the Programme and the issue of the Securities pursuant to the Programme have been duly authorised by resolutions of an authorised committee of the Board of Directors of the Issuer on 5 June 2018.

The Issuer has obtained all necessary consents, approvals and authorisations in connection with establishing and updating the Programme and will obtain all such consents, approvals and authorisations in connection with the issue and performance of the Securities.

Use of proceeds

The Issuer intends to apply the net proceeds from the sale of the Securities either for hedging purposes or for general corporate purposes.

Relevant Clearing Systems

The Securities are accepted for clearance through CREST. The International Securities Identification Number (the "**ISIN**") is set out in the Specific Terms. Transactions will be effected for settlement in accordance with the Relevant Rules.

Documents Available

For as long as this Prospectus remains in effect or any Securities remain outstanding, copies of the following documents will, when available, be made available during usual business hours on a weekday (Saturdays, Sundays and public holidays excepted) for inspection and, in the case of (b), (c), (h) and (i) below, shall be available for collection free of charge at the registered office of the Issuer and at: https://www.home.barclays.com/barclays-investor-relations/results-and-reports/results.html and https://www.home.barclays/prospectuses-and-documentation/structured-securities/prospectuses.html (as applicable) and at the specified office of the Issue and Paying Agent. The Specific Terms shall also be available at the specified office of the CREST Agent.

(a) the constitutional documents of the Issuer;

(b) the documents set out in the '*Information Incorporated by Reference*' section of this Prospectus;

(c) the documents included or referred to in the Registration Document;

(d) all future annual reports and semi-annual and quarterly financial statements of the Issuer;

(e) the Master Subscription Agreement;

(f) the Master Agency Agreement;

(g) the Deed of Covenant; and

(h) the current Base Prospectus in respect of the Programme and any future supplements thereto.

Post-issuance Information

The Issuer does not intend to provide any post-issuance information in relation to the Securities or the performance of the Underlying Assets, except if required by any applicable laws and regulations.

Issue Price

The Securities have been issued by the Issuer at the Issue Price specified in the Specific Terms.

ISSUER

Barclays Bank PLC
Registered Office
1 Churchill Place
London E14 5HP
United Kingdom

MANAGER

Barclays Bank PLC
1 Churchill Place
London E14 5HP
United Kingdom

ISSUE AND PAYING AGENT

The Bank of New York Mellon, London Branch
One Canada Square
London E14 5AL
United Kingdom

DETERMINATION AGENT

Barclays Bank PLC
1 Churchill Place
London E14 5HP
United Kingdom

CREST AGENT
Computershare Investor
Services PLC
The Pavilions
Bridgwater Road
Bristol
BS13 8AE
United Kingdom

LEGAL ADVISERS TO THE MANAGER
in respect of English law

Ashurst LLP
Broadwalk House
5 Appold Street
London EC2A 2HA
United Kingdom