

13 July 2017

PROSPECTUS SUPPLEMENT

COMBINED SUPPLEMENT 1/2017



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

Pursuant to the Global Structured Securities Programme

This prospectus supplement dated 13 July 2017 (the "**Prospectus Supplement**") is supplemental to, and must be read in conjunction with, each of the base prospectuses listed in the Schedule hereto (each such base prospectus as supplemented up to the date of this Prospectus Supplement (a "**Base Prospectus**" and together, the "**Base Prospectuses**") as prepared by Barclays Bank PLC in its capacity as issuer (the "**Issuer**") in respect of its Global Structured Securities Programme (the "**Programme**"). This Prospectus Supplement constitutes a base prospectus supplement in respect of each Base Prospectus for the purposes of Directive 2003/71/EC (and amendments thereto) and Section 87G of the UK Financial Services and Markets Act 2000 ("**FSMA**").

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

The purpose of this Prospectus Supplement is to:

- a. amend the "Risk Factors" section of the Base Prospectuses to update disclosures in relation to the regulation and reform of benchmarks;
- b. incorporate by reference the June Announcement (as defined below) into each Base Prospectus;
- c. in respect of Base Prospectus 2 only, update disclosures in relation to a change in the Swedish Issue and Paying Agent;
- d. in respect of Base Prospectus 2 only, update disclosures in relation to a change in the Luxembourg Agent and Luxembourg Registrar; and
- e. amend the section entitled "General Information" of each Base Prospectus to update the "Legal Proceedings" statement.

A) RISK FACTORS

The section "Risk Factors" is amended by

- (i) In respect of Base Prospectus 2 only, deleting in its entirety the information set out under Risk Factor 16 (*Risks associated with the reform of LIBOR, EURIBOR and other interest rate index and equity, commodity and foreign exchange rate index 'benchmarks'*) on page 66, and replacing it with the following:

"16 Regulation and reform of benchmarks, including LIBOR, EURIBOR and other interest rate, equity, commodity, foreign exchange rate and other types of benchmarks

The London Interbank Offered Rate ("**LIBOR**"), the Euro 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, published in July 2013 (the "**IOSCO Benchmark Principles**") and 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**").

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.

The Benchmark Regulation entered into force in June 2016 and becomes fully applicable in the EU on 1 January 2018 (save that certain provisions, including those related to 'critical benchmarks', took effect as at 30 June 2016), subject to certain transitional provisions. The Benchmark Regulation applies to 'contributors' to, 'administrators' of, and 'users' of benchmarks in the EU. When fully applicable (from 1 January 2018), it will, among other things, (a) require EU benchmark administrators to be authorised or registered and to comply with requirements relating to the administration of benchmarks, (b) prohibit the use in the EU of benchmarks provided by EU administrators which are not authorised or registered in accordance with the Benchmark Regulation, and (c) prohibit the use in the EU of benchmarks provided by non-EU administrators which are not (i) authorised or registered and subject to supervision in a jurisdiction in respect of which an 'equivalence' decision has been adopted in accordance with the Benchmark Regulation, or (ii) where such equivalence decision is pending, 'recognised' by the competent authorities of the applicable EU Member State(s). An exception to this is that a benchmark provided by a non-EU administrator can itself be endorsed for use in the EU by an EU authorised or registered administrator or an EU-based supervised entity, following authorisation of the endorsement by the relevant competent authority.

The scope of the Benchmark Regulation is wide and, in addition to so-called 'critical benchmark' indices such as EURIBOR, will, when fully applicable, apply 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, EU organised trading facility 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 requirements of the Benchmark Regulation vary depending on the category of benchmark in question. In particular, a lighter touch regime applies to benchmarks which are not interest rate or commodity benchmarks where the total average value of financial

instruments, financial contracts or investment funds referencing the benchmark over a period of six months is less than €50 billion (subject to further conditions).

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

- a rate or index which is a benchmark could be prohibited from being used in the EU if (subject to applicable transitional provisions) its administrator is (i) based in the EU and does not obtain authorisation or registration, or (ii) based in a non-EU jurisdiction which does not satisfy the 'equivalence' conditions and is not 'recognised' pending an equivalence decision. In such event, depending on the particular benchmark and the applicable terms of the Securities, the Securities could be de-listed, adjusted, redeemed prior to maturity or otherwise impacted; 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 could lead to adjustments to the terms of the Securities, including the Determination Agent determination 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. 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."

- (ii) In respect of Base Prospectus 5 only, deleting in its entirety the information set out under Risk Factor 14 (*Risks associated with the reform of LIBOR, EURIBOR and other interest rate index and equity, commodity and foreign exchange rate index 'benchmarks'*) on page 48, and replacing it with the following:

"14 Regulation and reform of benchmarks, including LIBOR, EURIBOR and other interest rate, equity, commodity, foreign exchange rate and other types of benchmarks

The London Interbank Offered Rate ("**LIBOR**"), the Euro 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, published in July 2013 (the "**IOSCO Benchmark Principles**") and 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**").

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.

The Benchmark Regulation entered into force in June 2016 and becomes fully applicable in the EU on 1 January 2018 (save that certain provisions, including those related to 'critical benchmarks', took effect as at 30 June 2016), subject to certain transitional provisions. The Benchmark Regulation applies to 'contributors' to, 'administrators' of, and 'users' of benchmarks in the EU. When fully applicable (from 1 January 2018), it will, among other things, (a) require EU benchmark administrators to be authorised or registered and to comply with requirements relating to the administration of benchmarks, (b) prohibit the use in the EU of benchmarks provided by EU administrators which are not authorised or registered in accordance with the Benchmark Regulation, and (c) prohibit the use in the EU of benchmarks provided by non-EU administrators which are not (i) authorised or registered and subject to supervision in a jurisdiction in respect of which an 'equivalence' decision has been adopted in accordance with the Benchmark Regulation, or (ii) where such equivalence decision is pending, 'recognised' by the competent authorities of the applicable EU Member State(s). An exception to this is that a benchmark provided by a non-EU administrator can itself be endorsed for use in the EU by an EU authorised or registered administrator or an EU-based supervised entity, following authorisation of the endorsement by the relevant competent authority.

The scope of the Benchmark Regulation is wide and, in addition to so-called 'critical benchmark' indices such as EURIBOR, will, when fully applicable, apply 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, EU organised trading facility 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 requirements of the Benchmark Regulation vary depending on the category of benchmark in question. In particular, a lighter touch regime applies to benchmarks which are not interest rate or commodity benchmarks where the total average value of financial instruments, financial contracts or investment funds referencing the benchmark over a period of six months is less than €50 billion (subject to further conditions).

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

- a rate or index which is a benchmark could be prohibited from being used in the EU if (subject to applicable transitional provisions) its administrator is (i) based in the EU and does not obtain authorisation or registration, or (ii) based in a non-EU jurisdiction which does not satisfy the 'equivalence' conditions and is not 'recognised' pending an equivalence decision. In

such event, depending on the particular benchmark and the applicable terms of the Securities, the Securities could be de-listed, adjusted, redeemed prior to maturity or otherwise impacted; 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 could lead to adjustments to the terms of the Securities, including the Determination Agent determination 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. 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."

B) INFORMATION INCORPORATED BY REFERENCE

The section "Information Incorporated by Reference" on (i) pages 73 to 76 of Base Prospectus 2, and (ii) pages 56 to 59 of Base Prospectus 5 shall be updated by:

- i) adding the announcement of Barclays PLC and the Issuer as filed with the SEC on Form 6-K on 20 June 2017 in respect of the Barclays PLC Serious Fraud Office ("**SFO**") charges (the "**June Announcement**") to the list of source documents in paragraph 1 (Source documents).
- ii) adding the following page references in respect of the June Announcement to the cross-reference lists in paragraph 2 (*Information incorporated by reference*)

From the June Announcement

Exhibit 99.1 – Barclays PLC announcement 'SFO charges
Barclays regarding matters which arose in the context of
Barclays' capital raisings in 2008'

Page 1

Only information listed in the cross-reference lists above is incorporated by reference into the Base Prospectuses.

For the purposes of the prospectus rules made under Section 73A of the FSMA and each of the above listed Base Prospectuses, the information incorporated by reference, either expressly or implicitly, into the June Announcement does not form part of any of the above listed Base Prospectuses.

C) TERMS AND CONDITIONS OF THE SECURITIES

In respect of Base Prospectus 2 only, the section "Terms and Conditions of the Securities" is updated by deleting the definition of "Swedish Issue and Paying Agent" on page 271 of Base Prospectus 2 in its entirety and replacing it with the following:

"Swedish Issue and Paying Agent" means, in respect of any Series of Swedish Securities, Skandinaviska Enskilda Banken AB (publ), a banking institution incorporated under the laws of Sweden whose registered office is at Kungsträdgårdsgatan 8, SE-106 40 Stockholm, Sweden, or such other issue and paying agent specified as a 'Paying Agent' in the Final Terms."

D) FORM OF FINAL TERMS

In the section "Form of Final Terms", in respect of Base Prospectus 2 only, the words "The Bank of New York Mellon (Luxembourg) S.A." shall be deleted from item 35 (*Registrar*) and item 37 (*Transfer Agent*) on page 288 of Base Prospectus 2, and replaced with the words "The Bank of New York Mellon SA/NV, Luxembourg Branch".

E) GENERAL INFORMATION

The section "General Information" shall be updated by:

- (i) in respect of each Base Prospectus, deleting in its entirety the information set out under "Legal Proceedings" on (i) page 361 of Base Prospectus 2, and (ii) page 114 of Base Prospectus 5 and replacing it with the following:

"Save as disclosed under (i) Note 27 (*Provisions*) and Note 29 (*Legal, competition and regulatory matters*) of the consolidated financial statements of Barclays PLC on pages 270 to 271 and pages 272 to 280, respectively, of the 2016 Joint Annual Report, (ii) the April Announcement, and (iii) the June Announcement, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), which may have or have had during the 12 months preceding the date of this Base Prospectus, a significant effect on the financial position or profitability of the Issuer and/or the Bank Group."

- (ii) in respect of Base Prospectus 2 only, in the first paragraph of "Authorisation and consents" on page 361, adding the words "and update" following the phrase "The establishment".

F) FINAL PAGE

On the final page of Base Prospectus 2, the name and address of the "Luxembourg Agent and Luxembourg Registrar" shall be deleted in its entirety and replaced with the following:

"The Bank of New York Mellon SA/NV, Luxembourg Branch
Vertigo Building – Polaris
2-4 rue Eugène Ruppert
L-2453 Luxembourg"

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

Investors should be aware of their rights under Section 87Q(4) to (6) of the Financial Services and Markets Act 2000. Investors who have agreed to purchase or subscribe for Securities before this Prospectus Supplement was published have the right, exercisable within two working days after the date on which this Prospectus Supplement is published, to withdraw their acceptances. This

right is exercisable up to, and including 17 July 2017. Investors should contact the distributor from which they agreed to purchase or subscribe the Securities in order to exercise their withdrawal rights.

References to each Base Prospectus shall hereafter mean each such Base Prospectus as supplemented by this Prospectus Supplement. The Issuer has taken all reasonable care to ensure that the information contained in each Base Prospectus, as supplemented by this Prospectus Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly. Save as disclosed in this Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in each Base Prospectus is capable of affecting the assessment of securities issued pursuant to each Base Prospectus has arisen or been noted, as the case may be, since the publication of each Base Prospectus (as supplemented at the date hereof) by the Issuer.

This Prospectus Supplement has been approved by the United Kingdom Financial Conduct Authority, which is the United Kingdom competent authority for the purposes of the Prospectus Directive and the relevant implementing measures in the United Kingdom, as a prospectus supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of securities under the Programme.



The date of this Prospectus Supplement is 13 July 2017

SCHEDULE

LIST OF BASE PROSPECTUSES

1. GSSP Base Prospectus 2 dated 2 June 2017.
2. GSSP Base Prospectus 5 dated 9 June 2017.