

12 NOVEMBER 2018

PROSPECTUS SUPPLEMENT

COMBINED SUPPLEMENT 2/2018



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

Pursuant to the Global Structured Securities Programme

This prospectus supplement dated 12 November 2018 (the "**Prospectus Supplement**") is supplemental to, and must be read in conjunction with, each of the base prospectuses listed in the Schedule hereto, (in respect of Base Prospectus 5 only, as supplemented by Supplement 1/2018 dated 20 August 2018) (each, 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 this Prospectus Supplement.

The purpose of this Prospectus Supplement is to update and amend (i) certain information in each of the "Information Incorporated by Reference" and "General Information" sections in each of the Base Prospectuses following the release of the October Announcement and the publication of Supplement 5/2018 (each as defined in the section "Information Incorporated by Reference" below) and (ii) amend certain information in relation to the credit rating agencies in the "Summary" (in respect of Base Prospectus 1 only) and "Important Legal Information" sections, as set out below.

A) SUMMARY

In respect of Base Prospectus 1 only, the section entitled "Summary" on pages 11 to 40 of Base Prospectus 1 shall be amended by deleting the information appearing in Element B.17 in its entirety and replacing it with the following

"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, UK Branch, 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, UK Branch, 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][be rated as [●] by [Fitch Ratings Limited] [Moody's Investors Service Ltd.] [S&P Global Ratings Europe Limited, UK Branch]]."
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B) INFORMATION INCORPORATED BY REFERENCE

The section entitled "Information Incorporated by Reference" on (i) pages 76 to 80 of Base Prospectus 1 and (ii) pages 59 to 63 of Base Prospectus 5 shall be updated by:

- (i) adding the following documents (the "**Documents**", each a "**Document**") to the list of source documents in paragraph 1 (*Source documents*):
 - (1) the joint announcement of Barclays PLC and the Issuer, as filed with the SEC on Form 6-K, on 26 October 2018 in respect of the dismissal of Serious Fraud Office charges against Barclays PLC and the Issuer (the "**October Announcement**"); and
 - (2) Supplement 5/2018 dated 31 October 2018 to the Registration Document dated 16 March 2018 ("**Supplement 5/2018**").
- (ii) adding the following page references to the cross-reference lists in paragraph 2 (*Information incorporated by reference*):

From the October Announcement

Exhibit 99.1 – Dismissal of SFO charges against Barclays PLC and Barclays Bank PLC Page 4

From Supplement 5/2018

The Issuer and the Group Page 2

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 each Document does not form part of any of the above listed Base Prospectuses. Information in each Document which is not incorporated by reference into each of the Base Prospectuses is either not relevant for investors or is covered elsewhere in each Base Prospectus.

C) IMPORTANT LEGAL INFORMATION

The section entitled "Important Legal Information" on (i) pages 346 to 351 of Base Prospectus 1 and (ii) pages 109 to 113 of Base Prospectus 5 shall be amended by replacing the words "S&P Global Ratings Europe Limited" with the words "S&P Global Ratings Europe Limited, UK Branch" in the first paragraph under the sub-heading "Ratings" on (i) page 347 of Base Prospectus 1 and (ii) page 110 of Base Prospectus 5, so that the paragraph shall now read as follows:

"The credit ratings included or referred to in this Base 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, UK Branch ("**Standard & Poor's**"), each of which is established in the European Union and has been registered under the CRA Regulation."

D) GENERAL INFORMATION

The section entitled "General Information" on (i) pages 352 to 355 of Base Prospectus 1 and (ii) pages 121 to 125 of Base Prospectus 5 shall be updated by deleting the information set out under the sub-heading "Legal Proceedings" on (i) page 352 of Base Prospectus 1 and (ii) page 121 of Base Prospectus 5 in its entirety and replacing it with the following:

"Save as disclosed under (i) Note 17 (*Legal, competition and regulatory matters*) to the condensed consolidated interim financial statements of the Issuer on pages 40 to 50 of the 2018 Interim Results Announcement and (ii) the October 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."

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.

The October Announcement may be inspected during normal business hours at the registered office of the Issuer or at <https://home.barclays/investor-relations/investor-news/sec-filing/>.

Supplement 5/2018 may be inspected during normal business hours at the registered office of the Issuer or at <https://www.home.barclays/prospectuses-and-documentation/structured-securities/prospectuses.html>.

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 14 November 2018. 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 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 12 November 2018

SCHEDULE

LIST OF BASE PROSPECTUSES

1. GSSP Base Prospectus 1 dated 28 August 2018 ("**Base Prospectus 1**").
2. GSSP Base Prospectus 5 dated 14 June 2018 ("**Base Prospectus 5**").