

**Amended and Restated
Final Terms**



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

GBP 500,000 Floating Rate Securities due March 2022 (the "Tranche 2 Securities") to be consolidated and form a single series with the existing GBP 2,300,000 Floating Rate Securities due March 2022 pursuant to the Global Structured Securities Programme (the "Tranche 1 Securities" and together with the Tranche 2 Securities, the "Securities")
Issue Price: 100.00 per cent.

This document constitutes the amended and restated final terms of the Securities (the "**Final Terms**" or the "**Amended and Restated Final Terms**") described herein for the purposes of Article 5.4 of the Prospectus Directive and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Final Terms are supplemental to and should be read in conjunction with the GSSP Base Prospectus 1 dated 28 August 2018, as supplemented on 12 November 2018 and 19 November 2018 (the "**Base Prospectus**"), which constitutes a base prospectus for the purposes of the Prospectus Directive. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to these Final Terms.

The Base Prospectus, and any supplements thereto, are available for viewing at <https://www.home.barclays/prospectuses-and-documentation/structured-securities/prospectuses.html> and during normal business hours at the registered office of the Issuer and the specified office of the Issue and Paying Agent for the time being in London, and copies may be obtained from such office. Words and expressions defined in the Base Prospectus and not defined in the Final Terms shall bear the same meanings when used herein.

PROHIBITION OF SALES 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 Directive 2003/71/EC (as amended from time to time, including by Directive 2010/73/EU, 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.

BARCLAYS

Amended and Restated Final Terms dated 28 June 2022 replacing the original Final Terms dated 2 August 2019

Part A – CONTRACTUAL TERMS

1. (a) Series number: NX000224775
- (b) Tranche number: 2
2. Settlement Currency: Pounds Sterling (“**GBP**”)
3. Exchange Rate: Not Applicable
4. Securities:
 - (a) Aggregate Nominal Amount as at the Issue Date:
 - (i) Tranche: Tranche 1: GBP 2,300,000
Tranche 2: GBP 500,000
 - (ii) Series: GBP 2,800,000
 - (b) Specified Denomination: GBP 1
 - (c) Minimum Tradable Amount: Not Applicable
5. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount
6. Issue Date: Tranche 1: 8 March 2019
Tranche 2: 2 August 2019
7. Interest Commencement Date: Issue Date
8. Scheduled Redemption Date: 8 March 2022
9. Calculation Amount: Specified Denomination

Provisions relating to interest (if any) payable

10. Type of Interest: Spread-Linked Interest
 - (a) Interest Payment Date(s): 8 June, 8 September, 8 December and 8 March in each year, subject to adjustment in accordance with the Business Day Convention
 - (b) Interest Period End Date(s): 8 June, 8 September, 8 December and 8 March in each year, unadjusted
11. Switch Option: Not Applicable
12. Conversion Option: Not Applicable
13. Fixing Date – Interest: Not Applicable
14. Fixing Time – Interest: Not Applicable
15. Fixed Rate Interest provisions: N/A
16. Floating Rate Interest provisions: Not Applicable

17.	Inverse Floating Rate Interest provisions:	Not Applicable	
18.	Inflation-Linked Interest provisions:	Not Applicable	
19.	Digital Interest Provisions:	Not Applicable	
20.	Spread-Linked Interest Provisions:	Applicable	
(a)	Floating Rate Interest provisions applicable to the determination of Spread-Linked Rate One(t) and Spread-Linked Rate Two(t):	Spread-Linked Rate One(t)	Spread-Linked Rate Two(t)
(i)	Floating Interest Rate Determination:	Not Applicable	Not Applicable
(ii)	CMS Rate Determination:	Applicable	Applicable
-	Specified Swap Rate:	Constant Maturity Swap	Constant Maturity Swap
-	Reference Currency	USD	USD
-	Designated Maturity:	10 years	1 year
-	Relevant Screen Page:	Reuters Screen page ICESWAP1	Bloomberg Screen page ICESWAP1
-	Relevant Time:	11:00 a.m., New York City time	11:00 a.m., New York City time
-	Interest Determination Date:	The date falling two New York Business Days prior to the first day of each Interest Calculation Period	The date falling two New York Business Days prior to the first day of each Interest Calculation Period
-	Pre-nominated Index:	Not Applicable	Not Applicable
-	Spread-Linked Rate One(t) Cap:	Not Applicable	
-	Spread-Linked Rate One(t) Floor:	Not Applicable	
-	Spread-Linked Rate Two(t) Cap:		Not Applicable
-	Spread-Linked Rate Two(t) Floor:		Not Applicable
(b)	Cap Rate:	Not Applicable	
(c)	Curve Cap:	Not Applicable	
(d)	Floor Rate:	0%	
(e)	Leverage:	1	

	(f) Participation:	5.63
	(g) Spread:	Not Applicable
	(h) Day Count Fraction:	30/360
	(i) Details of any short or long Interest Calculation Period:	Not Applicable
	(j) Range Accrual:	Not Applicable
21.	Decompounded Floating Rate Interest provisions:	Not Applicable
22.	Zero Coupon Provisions:	Not Applicable
Provisions relating to redemption		
23.	(a) Optional Early Redemption:	Not Applicable
	(b) Option Type:	Not Applicable
24.	Call provisions	Not Applicable
25.	Put provisions	Not Applicable
26.	Final Redemption Type:	Bullet Redemption
27.	Bullet Redemption provisions:	Applicable
	Final Redemption Percentage:	100%
28.	Inflation-Linked Redemption provisions:	Not Applicable
29.	Early Cash Settlement Amount:	Market Value
	Final Redemption Floor Unwind Costs:	Not Applicable
30.	Fixing Date – Redemption:	Not Applicable
31.	Fixing Time – Redemption:	Not Applicable
32.	Change in Law:	Applicable
33.	Currency Disruption Event:	Applicable
34.	Issuer Tax Event:	Applicable
35.	Extraordinary Market Disruption:	Applicable
36.	Hedging Disruption:	Applicable
37.	Increased Cost of Hedging:	Not Applicable
Disruptions		
38.	Settlement Expenses:	Not Applicable

39. FX Disruption Fallbacks
(*General Condition 10*
(*Consequences of FX*
Disruption Events)): Not Applicable

General Provisions

40. Form of Securities: Global Bearer Securities: Permanent Global Security
NGN Form: Applicable
Held under the NSS: Not Applicable
CGN Form: Not Applicable
CDIs: Not Applicable
41. Trade Date: Tranche 1: 22 February 2019
Tranche 2: 26 July 2019
42. Taxation Gross Up: Not Applicable
43. Prohibition of Sales to EEA Retail Investors: Applicable - see cover page of these Final Terms
44. Early Redemption Notice Period Number: As set out in General Condition 28.1 (*Definitions*)
45. Additional Business Centre(s): Not Applicable
46. Business Day Convention: Following
47. Determination Agent: Barclays Bank PLC
48. Registrar: Not Applicable
49. CREST Agent: Not Applicable
50. Transfer Agent: Not Applicable
51. (a) Name of Manager: Barclays Bank PLC
(b) Date of underwriting agreement: Not Applicable
(c) Names and addresses of secondary trading intermediaries and main terms of commitment: Not Applicable
52. Registration Agent: Not Applicable
53. Masse Category: Not Applicable
54. Governing law: English law
55. Belgian Securities: Not Applicable
56. Relevant Benchmarks: Not Applicable

PART B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING**

Application is expected to be 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 with effect from the Tranche 2 Issue Date.

Estimate of total expenses related to admission to trading: GBP 375
2. **RATINGS**

Ratings: The Securities have not been individually rated.
3. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**
 - (i) Reasons for the offer: General funding
 - (ii) Estimated net proceeds: Not Applicable
 - (iii) Estimated total expenses: Not Applicable
4. **YIELD**

Not Applicable
5. **HISTORIC INTEREST RATES**

Not Applicable
6. **OPERATIONAL INFORMATION**
 - (i) ISIN Code: XS1913950181
 - (ii) Common Code: 191395018
 - (iii) Relevant Clearing System(s) and the relevant identification number(s): Clearstream, Euroclear
 - (iv) Delivery: Delivery free of payment
 - (v) Name and address of additional Paying Agent(s) (if any): Not Applicable

SUMMARY

Section A – Introduction and warnings		
A.1	Introduction and warnings	<p>This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in Securities should be based on consideration of the Base Prospectus as a whole, including any information incorporated by reference, and read together with the Final Terms.</p> <p>Where a claim relating to the information contained in the Base 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 Base Prospectus before the legal proceedings are initiated.</p> <p>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 Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p>
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 Base 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	<p>The Issuer is a public limited company registered in England and Wales.</p> <p>The principal laws and legislation under which the Issuer operates are the laws of England and Wales including the Companies Act.</p>
B.4b	Known trends affecting the Issuer and industries in which the Issuer operates	<p>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 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.</p> <p>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,</p>

		<p>together with its subsidiaries, the "Group").</p> <p>There are several other significant pieces of legislation which will require significant management attention, cost and resource which include:</p> <ul style="list-style-type: none"> • 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	<p>The Bank Group is a major global financial services provider.</p> <p>The Issuer is a wholly owned direct subsidiary of Barclays PLC, which is the ultimate holding company of the Bank Group.</p>
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	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

	statements	<p>(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.</p> <p>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.</p> <p>Not Applicable: there has been no significant change in the financial or trading position of the Bank Group since 30 June 2018.</p> <p>There has been no material adverse change in the prospects of the Issuer since 31 December 2017.</p>
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	<p>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.</p> <p>The financial position of the Issuer is dependent on the financial position of its subsidiary undertakings.</p>
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, 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.
Section C – Securities		
C.1	Type and class of Securities being offered and/or admitted to trading	<p>Securities described in this Summary may be debt securities or, where the repayment terms are linked to the performance of a specified inflation index, derivative securities.</p> <p>Securities will bear interest at a fixed rate, a floating rate plus a fixed percentage, a rate equal to a fixed percentage minus a floating rate, a rate that is equal to the difference between two floating rates, a rate that is calculated by reference to movements in a specified inflation index, or a rate that will vary between two specified fixed rates (one of which may be zero) depending on whether the specified floating rate exceeds the specified strike rate on the relevant date of determination, may be zero coupon securities (which do not bear interest) or may apply a combination of different interest types. The type of interest (if any) payable on the Securities may be the same for all Interest Payment Dates or may be different for different Interest Payment Dates. Securities may include an option for the Issuer, at its discretion, to switch the type of interest payable on the Securities once during the term of the Securities. The amount of interest payable in respect of the Securities on an Interest Payment Date may be subject to a range accrual factor that will vary depending on the performance of a specified inflation index or one or more specified floating rates during the observation period relating to that interest payment date.</p> <p>Securities may include an option for the Securities to be redeemed prior to maturity at the election of the Issuer or the investor. If Securities are not redeemed early they will redeem on the Scheduled Redemption Date and the amount paid will either be a fixed redemption amount, or an amount linked to the performance of a specified inflation index.</p> <p>Securities may be cleared through a clearing system or uncleared and held in bearer or registered form. Certain cleared Securities may be in dematerialised and uncertificated book-entry form. Title to cleared Securities will be determined by the books of the relevant clearing system.</p> <p>Securities will be issued in one or more series (each a "Series") and each Series may be issued in tranches (each a "Tranche") on the same or different issue dates. The Securities of each Series are intended to be interchangeable with all other Securities of that Series. Each Series will be allocated a unique Series number and an identification code.</p> <p>The Securities are transferable obligations of the Issuer that can be bought and sold by investors in accordance with the terms and conditions set out in the Base Prospectus (the "General Conditions"), as completed by the final terms document (the "Final Terms") (the General Conditions as so completed, the "Conditions").</p> <p>Interest: The interest payable in respect of the Securities will be determined by reference to a rate of interest linked to the spread between two floating rates. The amount of interest payable in respect of a security for an interest calculation period will be determined by multiplying the interest calculation amount of such security by the applicable interest rate and day count fraction.</p> <p>Call or Put option: Not applicable</p> <p>Final redemption: The final redemption amount will be 100 per cent. of GBP 1 (the Calculation Amount).</p> <p>Form: The Securities will initially be issued in global bearer form.</p> <p>Identification: Series number: NX000224775; Tranche number: 2</p> <p>Identification codes: ISIN Code: XS1913950181; Common Code: 191395018; SEDOL: BJ5CM85</p>

		Governing law: The Securities will be governed by English law.
C.2	Currency	<p>Subject to compliance with all applicable laws, regulations and directives, Securities may be issued in any currency. The terms of Securities may provide that all amounts of interest and principal payable in respect of such Securities will be paid in a settlement currency other than the currency in which they are denominated, with such payments being converted into the settlement currency at the prevailing exchange rate as determined by the Determination Agent.</p> <p>The Securities will be denominated in Pounds Sterling ("GBP").</p>
C.5	Description of restrictions on free transferability of the Securities	<p>Securities are offered and sold outside the United States to non-U.S. persons in reliance on Regulation S and must comply with transfer restrictions with respect to the United States.</p> <p>Securities held in a clearing system will be transferred in accordance with the rules, procedures and regulations of that clearing system.</p> <p>Subject to the above, the Securities will be freely transferable.</p>
C.8	Description of rights attached to the Securities including ranking and limitations to those rights	<p>Rights: Each Security includes a right to a potential return of interest and amount payable on redemption together with certain ancillary rights such as the right to receive notice of certain determinations and events and the right to vote on future amendments.</p> <p>Price: Securities will be issued at a price and in such denominations as agreed between the Issuer and the relevant dealer(s) and/or manager(s) at the time of issuance. The minimum denomination will be the Calculation Amount in respect of which interest and redemption amounts will be calculated. The issue price of the Securities is 100.00 per cent. The denomination of a Security is GBP 1 (the "Calculation Amount").</p> <p>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, unless 'Taxation Gross Up' is specified as 'Not Applicable' in the Final Terms and otherwise save in limited circumstances, pay additional amounts to cover the amounts so withheld or deducted. If 'Taxation Gross Up' is specified as 'Not Applicable' in the Final Terms the Issuer will not pay additional amounts to cover the amounts so withheld or deducted.</p> <p>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 (or, in the case of French law Securities, the representative of the Holders).</p> <p>Ranking: The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.</p> <p>Limitations to rights: Notwithstanding that the Securities are linked to the performance of the underlying asset(s), Holders do not have any rights in respect of the underlying assets. The terms and conditions of 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 all Holders who voted in a manner contrary to the majority. Furthermore, in certain circumstances, the Issuer may amend the terms and conditions of the Securities, without the Holders' consent. 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</p>

		<p>and conditions of the Securities, to redeem the Securities prior to maturity, (where applicable) to postpone valuation of the underlying asset(s) 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 asset(s) (if any).</p>
C.9	<p>Interest/ Redemption</p>	<p>Interest: In respect of each interest calculation period, Securities may or may not bear interest. For each interest calculation period in respect of which the Securities bear interest, interest will accrue at one of the following rates: a fixed rate, a floating rate plus a fixed percentage, a rate equal to a fixed percentage minus a floating rate, a rate that is equal to the difference between two floating rates, a rate that is calculated by reference to movements in a specified inflation index, a rate that will vary between two specified fixed rates (one of which may be zero) depending on whether the specified floating rate exceeds a specified level on the relevant date of determination, or a rate that is compounded floating rate. Securities may include an option for the Issuer, at its discretion, to switch the type of interest payable on the Securities once during the term of the Securities (the "Switch Option"). Securities may also include an option for the Holder representing 100% of the Aggregate Nominal Amount (or of the outstanding number, as applicable) to convert any existing type of interest payable on the Securities to fixed rate interest (the "Conversion Option"). The amount of interest payable in respect of the Securities on an Interest Payment Date may also be subject to a range accrual factor that will vary depending on the performance of a specified inflation index or one or more specified floating rates, as described in 'Range Accrual Factor' below (the "Range Accrual Factor").</p> <p>Final Redemption: The amount payable on final redemption of the Securities will either be fixed at a percentage of the Calculation Amount of the Securities, or may reference the Calculation Amount of the Securities (being the minimum denomination of the Securities) as adjusted upwards or downwards to account for movements in an inflation index. Settlement procedures will depend on the clearing system for the Securities and local practices in the jurisdiction of the investor.</p> <p>Optional Early Redemption: Certain Securities may be redeemed earlier than the Scheduled Redemption Date following the exercise of a call option by the Issuer or the exercise of a put option by a Holder of the Securities.</p> <p>Mandatory Early Redemption: Securities may also be redeemed earlier than the Scheduled Redemption Date if performance of the Issuer's obligations becomes illegal, if the Determination Agent so determines, following cessation of publication of an inflation index, or following the occurrence of a change in applicable law, a currency disruption or a tax event affecting the Issuer's ability to fulfil its obligation under the Securities.</p> <p>Indicative amounts: If the Securities are being offered by way of a Public Offer and any specified product values below are not fixed or determined at the commencement of the Public Offer (including any amount, level, percentage, price, rate or other value in relation to the terms of the Securities which has not been fixed or determined by the commencement of the Public Offer), these specified product values will specify an indicative amount, an indicative minimum amount, an indicative maximum amount or any combination thereof. In such case, the relevant specified product value(s) shall be the value determined based on market conditions by the Issuer on or around the end of the Public Offer. Notice of the relevant specified product value will be published prior to the Issue Date.</p> <p style="text-align: center;">INTEREST</p> <p>Spread-Linked Interest. Each Security will bear interest from 2 August 2019 and will pay an amount of interest based on the Rate of Interest (as defined below) at the end of each interest calculation period on 8 June, 8 September, 8</p>

		<p>December and 8 March in each year (each, an "Interest Payment Date").</p> <p>The applicable rate of interest ("Rate of Interest") will be equal to Spread-Linked Rate One(t) minus the product of the number set out under the heading 'Leverage' below and Spread-Linked Rate Two(t) multiplied by the number set out under the heading 'Participation' below, provided that such rate shall not be less than the relevant percentage specified under 'Floor(%)' below.</p> <p>"Spread-Linked Rate One(t)" means the CMS Reference Rate 1 (as defined below).</p> <p>"Spread-Linked Rate Two(t)" means the CMS Reference Rate 2 (as defined below).</p> <table border="1" data-bbox="523 607 1031 701"> <thead> <tr> <th>Leverage:</th> <th>Participation:</th> <th>Floor (%):</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>5.63</td> <td>0%</td> </tr> </tbody> </table> <p>"CMS Reference Rate 1" means the swap rate for swap transactions in USD (the Reference Currency) with a maturity of 10 years (the Designated Maturity) which appears on Reuters Screen page ICESWAP1 (the Relevant Screen Page) as at 11:00 a.m. New York City Time (the Relevant Time) on the date falling two New York Business Days prior to the first day of each Interest Calculation Period (the Interest Determination Date); and</p> <p>"CMS Reference Rate 2" means the swap rate for swap transactions in USD (the Reference Currency) with a maturity of 1 year (the Designated Maturity) which appears on Reuters Screen page ICESWAP1 (the Relevant Screen Page) as at 11:00 a.m. New York City Time (the Relevant Time) on the date falling two New York Business Days prior to the first day of each Interest Calculation Period (the Interest Determination Date).</p> <p style="text-align: center;">FINAL REDEMPTION</p> <p>The Securities are scheduled to redeem on 8 March 2022 by payment by the Issuer of an amount in GBP equal to GBP 1 multiplied by 100%.</p> <p style="text-align: center;">OPTIONAL EARLY REDEMPTION</p> <p>These Securities cannot be redeemed early at the option of the Issuer or the Holder.</p>	Leverage:	Participation:	Floor (%):	1	5.63	0%
Leverage:	Participation:	Floor (%):						
1	5.63	0%						
C.10	Derivative component in the interest payment	Not applicable, there is no derivative component in the interest payment.						
C.11	Admission to trading	<p>Securities may be admitted to trading on a regulated market in Belgium, Denmark, Finland, France, Ireland, Italy, Luxembourg, Malta, the Netherlands, Norway, Portugal, Spain, Sweden or the United Kingdom.</p> <p>Application is expected to be 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 with effect from the Tranche 2 Issue Date.</p>						

C.15	Description of how the value of the investment is affected by the value of the underlying instrument	<p>The return on, and value of, Securities that are derivative securities will be linked to the performance of a specified inflation index. In addition, any interest payments will be calculated by reference to a fixed rate and/or one or more floating rates or movements in the specified inflation index.</p> <p>Payments of interest are calculated by reference to Spread-Linked Rate One(t) and Spread-Linked Rate Two(t).</p>
C.16	Expiration or maturity date of the securities	<p>Securities with repayment terms that reference the performance of a specified inflation index are scheduled to redeem on the Scheduled Redemption Date.</p> <p>The Scheduled Redemption Date of the Securities is 8 March 2022.</p>
C.17	Settlement procedure of the derivative securities	<p>Securities that are derivative securities will be delivered on the specified issue date either against payment of the issue price (or, in the case of Securities having a settlement currency different from the currency of denomination, the settlement currency equivalent of the issue price) or free of payment of the issue price of the Securities. The Securities may be cleared and settled through Euroclear Bank S.A./N.V., Clearstream Banking <i>société anonyme</i>, CREST, Euroclear France, S.A., VP Securities, A/S, Euroclear Finland Oy, Norwegian Central Securities Depository, Euroclear Sweden AB or SIX SIS Ltd.</p> <p>Securities will be delivered on 2 August 2019 (the "Tranche 2 Issue Date") free of payment of the issue price of the Securities.</p> <p>The Securities will be cleared and settled through Euroclear Bank S.A./N.V., Clearstream Banking <i>société anonyme</i>.</p>
C.18	Description of how the return on derivative securities takes place	<p>The value of the underlying asset to which Securities that are derivative Securities are linked will affect the interest paid and/or the amount paid on the Scheduled Redemption Date. Interest and any redemption amount payable will be paid in cash.</p> <p>Not applicable: the Securities are not derivative securities.</p>
C.19	Final reference price of the underlying	Not applicable: the Securities are not derivative securities.
C.20	Type of underlying	Not applicable: the Securities are not derivative securities.
C.21	Market where Securities are traded	Application is expected to be made by the Issuer to list the Securities on the official list and admitted to trading on the regulated market of the London Stock Exchange with effect from the Tranche 2 Issue Date.
Section D – Risks		
D.2	Key information on the key risks that are specific to the Issuer	<p>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.</p> <p>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</p>

	<p>risks impacting individual Principal Risks.</p> <p>(i) Material existing and emerging risks potentially impacting more than one Principal Risk</p> <p>Business conditions, general economy and geopolitical issues</p> <p>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.</p> <p>Interest rate rises adversely impacting credit conditions</p> <p>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.</p> <p>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.</p> <p>Process of UK withdrawal from the European Union</p> <p>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:</p> <ul style="list-style-type: none"> • 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
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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.

The implementation of ring-fencing may adversely affect the market value and/or liquidity of the Securities.

(ii) Material existing and emerging risks potentially impacting more than one Principal Risk

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

		<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>
D.3	Key information on the key risks that are specific to the Securities	<p>You may lose up to the entire value of your investment in the Securities:</p> <p>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, even if the relevant Securities are stated to be repayable at an amount that is equal to or greater than their initial purchase price, 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.</p> <p>You may also lose some or all of your entire investment if:</p> <ul style="list-style-type: none"> • 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 for reasons beyond the control of the Issuer (such as following a change in applicable law, a currency disruption or a tax event affecting the Issuer’s ability to fulfil its obligations under the Securities) and the amount paid to investors is less than the initial purchase price; 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 investors and/or the value of the Securities

		<p>is reduced.</p> <p>Reinvestment risk/loss of yield: Following an early redemption of the Securities for any reason, Holders may be unable to reinvest the redemption proceeds at a rate of return as high as the return on the Securities being redeemed.</p> <p>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 currency 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.</p> <p>Risks relating to Spread-Linked Interest: The rate of interest payable on the Securities will be linked to the spread of Spread-Linked Rate One(t) over Spread-Linked Rate Two(t) on the date of determination. If on such date of determination Spread-Linked Rate Two(t) is equal to or greater than Spread-Linked Rate One(t), no interest will be payable on the Securities.</p>
D.6	Risk warning that investors may lose value of entire investment or part of it	The capital invested in the Securities is at risk. Consequently, you may lose the value of your entire investment, or part of it.
Section E – Offer		
E.2b	Reasons for offer and use of proceeds when different from making profit and/or hedging certain risks	Not applicable: the Securities have not been offered to the public.
E.3	Description of the terms and conditions of the offer	Not applicable: 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 Securities.
E.7	Estimated expenses charged to investor by issuer/offeree	Not applicable: the Securities have not been offered to the public.