



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

EUR 130,000,000 Fixed Rate to Forward CMS-Linked Securities, due 12 April 2039 (the "Securities")

Series NX000226344

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 Luxembourg Stock Exchange (www.bourse.lu), constitutes a prospectus for the purposes of Article 5.3 of Directive 2003/71/EC of the European Parliament and the Council (as amended or superseded, the "**Prospectus Directive**") relating to the Securities.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, provides a description of 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 10-year EUR CMS Swap Rate and the 20-year EUR CMS Swap Rate (displayed on the Reuters page "ICESWAP2").

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://home.barclays/investor-relations/reports-and-events> and <https://home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-prospectuses> and these documents will also be published on the website of the Luxembourg Stock Exchange (www.bourse.lu).

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. Before purchasing the Securities, you should consider in particular the information described in '*Risk Factors*' below, together with the other information in this Prospectus.

9 April 2019

IMPORTANT INFORMATION

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.

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.

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 *Commission de Surveillance du Secteur Financier* in its capacity as the competent authority in the Grand Duchy of Luxembourg (the "CSSF") as a prospectus issued in compliance with the Prospectus Directive and relevant implementing measures in the Grand Duchy of Luxembourg for the purpose of giving information with regard to the issue of the Security.

The Issuer has requested the CSSF to provide the competent authority in Ireland for the purposes of the Prospectus Directive with a certificate of approval in accordance with Article 18 of the Prospectus Directive attesting that this document has been drawn up in accordance with the Prospectus Directive.

The CSSF gives no undertaking as to the economic and financial soundness of the transaction or the quality or solvency of the Issuer in line with the provisions of Article 7(7) of the Luxembourg Law on Prospectuses for securities.

Listing and Admission to Trading

Application has also been made to the Luxembourg Stock Exchange for the Security issued to be listed on the Official List of the Luxembourg Stock Exchange and admitted to trading on the regulated market of the Luxembourg Stock Exchange and the Irish Stock Exchange trading as Euronext Dublin ("**Euronext Dublin**") for the Securities to be admitted to the Official List and to trading on its regulated market (the Luxembourg Stock Exchange and the Irish Stock Exchange, each a regulated market for the purposes of Directive 2014/65/EC on Markets in Financial Instruments). This Prospectus will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu).

Administrator status under Benchmark Regulation

Amounts payable under the Securities are calculated by reference to the ICE Swap Rate Euro Fixings (displayed on Reuters page "ICESWAP2"), which is provided by ICE Benchmark Administration 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**")

Important information

pursuant to article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011) (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 Asset), 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).

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 Asset, 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

Important information

the terms and conditions of the Securities, (ii) substitution of the underlyings 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). Other than as expressly described in this Prospectus, no action is being taken to permit an offering of the Security 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).

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).

Important information

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**").

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RISK FACTORS

You should only invest in the Securities after assessing these principal risks, including the risks applicable to the Underlying Asset. 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 and the section headed 'Risk Factors' of the Base Prospectus (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 Asset, 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 WHICH ARE MATERIAL FOR THE PURPOSES OF ASSESSING THE MARKET RISKS IN RELATION TO THE SECURITIES

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

The Securities may bear interest at a rate that is contingent upon the performance of one or more underlyings and may vary from one interest payment date to the next. The interest rate reflected by any given interest payment may be less than the rate that the Issuer (or any other bank or deposit-taking institution) may pay in respect of deposits for an equivalent period and the relevant interest payment may be as low as zero.

The performance of floating interest rates is dependent upon a number of factors, including supply and demand on the international money markets, which are influenced by measures taken by governments and central banks, as well as speculations and other macroeconomic factors. This means that the interest amount payable over the term of the Securities may vary. If the relevant

floating interest rate were to decline, the interest amount payable on the Securities would be correspondingly reduced. It is possible that the relevant floating interest rate could decline to less than zero; in that case, if such rate together with any margin under the terms of the Securities would otherwise be less than zero, under the terms and conditions of your Securities the interest amount would be deemed to be zero, and, therefore, no interest would be payable on the relevant interest payment date.

(a) Determination of a reference rate following a reference rate disruption

If, on any interest determination date, the relevant reference rate is not available, the Determination Agent shall request four banks in the relevant market to provide an offered quotation for the relevant reference rate. If two or more quotations are obtained, such quotations shall be used to determine the reference rate to be used for calculating interest payable for the relevant period. If fewer than two quotations are obtained, the Determination Agent shall determine the reference rate by postponement of the interest determination date to the first business day on which the relevant reference rate is available, subject to a maximum of two business days. If the relevant reference rate remains unavailable for more than two consecutive business days, the relevant reference rate will be some other rate determined by the Determination Agent.

There is a risk that the determination of the reference rate using the above methodology may result in a lower interest amount payable to you than the use of other methodologies.

(b) Reference rate discontinuance

If the calculation and publication of the relevant reference rate is permanently discontinued, the Determination Agent may identify an alternative rate that it determines represents the same or a substantially similar measure or benchmark as the relevant reference rate, and the Determination Agent may deem that rate (the "**Successor Rate**") to be the reference rate. If a Successor Rate is selected, that Successor Rate will be substituted for the discontinued reference rate for all purposes of the Securities, and the Determination Agent may adjust any variable described in this Prospectus (including, without limitation, any barrier to the reference rate), as, in the good faith judgement of the Determination Agent, may be necessary to render the Successor Rate comparable to the discontinued reference rate for purposes of the Securities. If no Successor Rate is available, then the Determination Agent will determine the reference rate on each subsequent date of determination using Linear Interpolation. If any of the rates to be used for Linear Interpolation is unavailable, or otherwise the Determination Agent does not determine the rate of interest, an Additional Disruption Event will be deemed to have occurred and the Determination Agent will adjust, redeem and/or cancel the Securities.

Notwithstanding these alternative arrangements, the discontinuance of the relevant reference rate may adversely affect the market value of the Securities.

2. **The regulation and reform of certain published rates, indices and other values or "benchmarks" may adversely affect the value of and return on Securities linked to such values or benchmarks**

A number of major interest rates, other rates, indices and other published values or benchmarks are the subject of recent or forthcoming national and international regulatory reforms. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on the value of and return on Securities linked to any such value or benchmark.

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**") is a key element of the ongoing regulatory reform in the EU and has applied, subject to certain transitional provisions, since 1 January 2018. In addition to so-called "critical benchmarks" such as the London Interbank Offered Rate ("**LIBOR**") and the Euro Interbank Offered Rate ("**EURIBOR**"), other interest rates, foreign exchange rates, and indices, including equity, commodity and "proprietary" indices or strategies, will in most cases be within scope of the Benchmark

Regulation as "benchmarks" where they are used to determine the amount payable under, or the value of, certain financial instruments (including Securities listed on an EU regulated market or EU multilateral trading facility (MTF)), and in a number of other circumstances.

The Benchmark Regulation applies to the contribution of input data to a benchmark, the administration of a benchmark, and the use of a benchmark in the EU. Amongst other things, the Benchmark Regulation requires EU benchmark administrators to be authorised or registered as such and to comply with extensive requirements relating to benchmark administration. It also prohibits certain uses by EU supervised entities of (a) benchmarks provided by EU administrators which are not authorised or registered in accordance with the Benchmark Regulation and (b) benchmarks provided by non-EU administrators where (i) the administrator's regulatory regime has not been determined to be "equivalent" to that of the EU, (ii) the administrator has not been recognised in accordance with the Benchmark Regulation, and (iii) the benchmark has not been endorsed in accordance with the Benchmark Regulation.

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 requirements 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 Determination Agent determination of the rate or level in its discretion.

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 CSSF and shall be incorporated by reference into, and form part of, this Prospectus:

1. Source documents

- (a) the GSSP Base Prospectus 1 dated 28 August 2018 (the "**Base Prospectus**");
- (b) Supplement 3/2018 dated 19 November 2018 to the Base Prospectus ("**Base Prospectus Supplement**");
- (c) the registration document dated 11 March 2019 (the "**Registration Document**") approved by the United Kingdom Financial Conduct Authority (the "**FCA**") as competent authority under Directive 2003/71/EC;
- (d) the Annual Report of the Issuer, as filed with the SEC on Form 20-F on 21 February 2019 in respect of the years ended 31 December 2017 and 31 December 2018 (the "**2018 Form 20-F**");and
- (e) 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 2018 (the "**2018 Issuer Annual Report**").

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 by reference 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.

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The above documents may be inspected: (i) during normal business hours at the registered office of the Issuer; (ii) at <https://home.barclays/investor-relations/reports-and-events> and <https://home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-prospectuses> (as applicable); (iii) at the website of the Luxembourg Stock Exchange (www.bourse.lu); and (iv) at the specified office of the Issue and Paying Agent as described in the section entitled 'General Information' below.

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 these "Specific Terms".

Part A – CONTRACTUAL TERMS

Provisions relating to the securities

1. (a) Series number: NX000226344
(b) Tranche number: 1
2. Settlement Currency: Euro ("**EUR**")
3. Exchange Rate: Not Applicable
4. Securities:
 - (a) Aggregate Nominal Amount as at the Issue Date:
 - (i) Tranche: EUR 130,000,000
 - (ii) Series: EUR 130,000,000
 - (b) Specified Denomination: EUR 100,000
 - (c) Minimum Tradable Amount: Not Applicable
5. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount
6. Issue Date: 12 April 2019
7. Interest Commencement Date: Issue Date
8. Scheduled Redemption Date: 12 April 2039
9. Calculation Amount: Specified Denomination

Provisions relating to interest (if any) payable

10. Type of Interest: In respect of:
 - (i) each Interest Calculation Period from (and including) the Interest Commencement Date to (but excluding) the Interest Period End Date falling on 12 April 2021 (the "**Switch Date**") (the "**Fixed Rate Interest**")

- Period**"), Fixed Rate Interest per the Fixed Rate Interest provisions in paragraph 15 below; and
- (ii) each Interest Calculation Period from (and including) the Interest Period End Date falling on the Switch Date to (but excluding) the Interest Period End Date falling on the Scheduled Redemption Date (the "**Forward CMS-Linked Interest Period**"), Forward CMS-Linked Interest as set out in the Schedule attached hereto.
- (a) Interest Payment Date(s): 12 April in each year from and including 12 April 2020 to, and including, the Scheduled Redemption Date, in each case subject to adjustment in accordance with the Business Day Convention
- (b) Interest Period End Date(s): 12 April in each year from and including 12 April 2020 to, and including, the Scheduled Redemption Date, in each case without adjustment
11. Switch Option: Not Applicable.
- On the Switch Date, the applicable type of interest under the Securities will automatically switch from Fixed Rate Interest to Forward CMS-Linked Interest.
12. Conversion Option: Not Applicable
13. Fixing Date – Interest: Not Applicable
14. Fixing Time – Interest: Not Applicable
15. Fixed Rate Interest provisions: Applicable in respect of the Fixed Rate Interest Period.
- (a) Fixed Rate: 2.50 per cent. per annum
- (b) Day Count Fraction: 30/360
- (c) Range Accrual: Range Accrual: Not Applicable
- (d) Global Floor: Not Applicable
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: 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:	Applicable

Disruptions

38.	Settlement Expenses:	Not Applicable
39.	FX Disruption Fallbacks (<i>General Condition 10</i> (<i>Consequences of FX</i> <i>Disruption Events</i>)):	Not Applicable

General Provisions

40.	Form of Securities:	Global Bearer Securities: Permanent Global Security NGN Form: Not Applicable Held under the NSS: Not Applicable CGN Form: Applicable CDIs: Not Applicable
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41.	Trade Date:	22 March 2019
42.	Taxation Gross Up:	Applicable
43.	Prohibition of Sales to EEA Retail Investors:	Applicable
44.	Early Redemption Notice Period Number:	As set out in General Condition 30.1 (<i>Definitions</i>)
45.	Additional Business Centre(s):	London
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:	Applicable – see the section headed "Important Information"

PART B – OTHER INFORMATION

1. **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 Luxembourg Stock Exchange and to the Irish Stock Exchange trading as Euronext Dublin for the Securities to be admitted to the Official List and to trading on its regulated market with effect from the as soon as practicable after Issue Date.

Estimate of total expenses related to admission to trading: EUR 7,600
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: XS1931227521
 - (ii) Common Code: 193122752
 - (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

Schedule

Forward CMS-Linked Interest

1. **Accrual of interest and when paid**

Each Security bears interest during each Relevant Interest Calculation Period at the rate per annum equal to the Rate of Interest applicable for that Relevant Interest Calculation Period, as determined below. Interest will be payable on the Relevant Interest Payment Date corresponding to such Relevant Interest Calculation Period.

2. **Interest Amount**

The Interest Amount payable in respect of each Security (representing a nominal amount equal to the Calculation Amount) on any Relevant Interest Payment Date during the Forward CMS-Linked Interest Period shall be calculated by the Determination Agent by multiplying the Rate of Interest for that Relevant Interest Payment Date by the Calculation Amount, and then further multiplying such amount by the applicable Day Count Fraction.

3. **Determination of the Rates of Interest**

The rate of interest (the "**Rate of Interest**") for a Relevant Interest Calculation Period ending on or about a Relevant Interest Payment Date will be the per annum rate (expressed as a percentage) determined by the Determination Agent for such Relevant Interest Payment Date in accordance with the following formula, provided that if such amount would otherwise be less than zero then the Rate of Interest for such Relevant Interest Calculation Period shall be deemed to be zero:

$$\text{EUR CMF } 10y10y + 0.20\%$$

4. **Definitions**

"CA" means, the Calculation Amount set out in paragraph 9 of Part A.

"Day Count Fraction" means, in respect of the Relevant Interest Calculation Period, 30/360.

"EUR CMF 10y10y" means, in respect of the Relevant Interest Calculation Period, the rate (expressed as a percentage) determined by the Determination Agent in accordance with the following formula:

$$\text{EUR CMS } 20 + (\text{EUR CMS } 20 - \text{EUR CMS } 10) \times \frac{\text{PV01}_{10y}}{\text{PV01}_{10y10y}}$$

"EUR CMS 10" means, in respect of the Relevant Interest Calculation Period, the annual swap rate for euro swap transactions with a maturity of the designated maturity of 10 years, expressed as a percentage, which appears on the Relevant Screen Page as at the Relevant Time on the relevant Interest Determination Date.

"EUR CMS 20" means, in respect of the Relevant Interest Calculation Period, the annual swap rate for euro swap transactions with a maturity of the designated maturity of 20 years, expressed as a percentage, which appears on the Relevant Screen Page as at the Relevant Time on the relevant Interest Determination Date.

"Interest Determination Date" means, in respect of the Relevant Interest Calculation Period, the date falling two Business Days prior to the first day of the Relevant Interest Calculation Period.

"PV01_{10y}" means, in respect of the Relevant Interest Calculation Period, the amount determined by the Determination Agent in accordance with the following formula:

$$\sum_{n=1}^{10} \frac{1}{(1+\text{EUR CMS } 10)^n} = \frac{1 - (1+\text{EUR CMS } 10)^{-10}}{\text{EUR CMS } 10}$$

"PV01_{10y10y}" means, in respect of the Relevant Interest Calculation Period:

$$\sum_{n=11}^{20} \frac{1}{(1+\text{EUR CMS } 20)^n} = \frac{(1+\text{EUR CMS } 20)^{-10} - (1+\text{EUR CMS } 20)^{-20}}{\text{EUR CMS } 20}$$

"**Relevant Interest Calculation Period**" means, each Interest Calculation Period in respect of the Forward CMS-Linked Interest Period.

"**Relevant Interest Payment Date**" means, in respect of a Relevant Interest Calculation Period, the Interest Payment Date falling on or about the end of such Relevant Interest Calculation Period.

"**Relevant Screen Page**" means, Reuters screen ICESWAP2 page (or the Relevant Screen Page of such other service or services as may be nominated as the information vendor for the purpose of displaying comparable rates in succession thereto).

"**Relevant Time**" means, 11:00 a.m., Central European time.

5. **Determination of Reference Rate**

- (a) Unless a Reference Rate Discontinuance has occurred, if on any Interest Determination Date, the Relevant Screen Page for the Reference Rate is not available, or no such offered quotation appears on the Relevant Screen Page as of the Relevant Time (the Reference Rate then a "**Disrupted Reference Rate**" and each such event, a "**Reference Rate Disruption**"), the Determination Agent shall determine the applicable reference rate in respect of the relevant Interest Determination Date in accordance with the following methodology:
- (i) the Determination Agent shall request each of the Reference Banks to provide the Determination Agent with its offered quotation (expressed as a percentage rate per annum) for the Reference Rate of the relevant Designated Maturity as soon as practicable after the Relevant Time on the Interest Determination Date in question. If two or more of the Reference Banks provide the Determination Agent with such offered quotations, the Reference Rate in respect of such Relevant Interest Payment Date shall be the arithmetic mean of such offered quotations as determined by the Determination Agent in its discretion;
 - (ii) if the Determination Agent determines that fewer than two Reference Banks are providing offered quotations in accordance with sub-paragraph (i) immediately above, the Reference Rate in respect of such Interest Determination Date shall be determined by postponing the relevant Interest Determination Date to the first succeeding Business Day on which the Reference Rate Disruption ceases to exist, provided that for such purpose the Interest Determination Date shall not be postponed for more than two Business Days after the date on which the Interest Determination Date was originally scheduled to fall;
 - (iii) if the Determination Agent determines that it is unable to determine the Reference Rate in accordance with and during the period provided in sub-paragraph (ii) immediately above, the Reference Rate in respect of such Interest Determination Date shall be such other rate as determined by the Determination Agent in its discretion.

(b) If on (or prior to) any Interest Determination Date, the Determination Agent determines that the Reference Rate has been discontinued or has otherwise ceased to exist (such Reference Rate, a "**Discontinued Reference Rate**" and such event, a "**Reference Rate Discontinuance**"), the Determination Agent shall determine the Reference Rate for the Relevant Interest Payment Date and related Relevant Interest Calculation Period in accordance with the following methodology:

- (i) the Determination Agent shall select a substitute or successor Reference Rate (the "**Successor Rate**") that it determines is comparable to the Discontinued Reference Rate to replace such Discontinued Reference Rate by such substitute or Successor Rate with effect from the date as determined by the Determination Agent and such substitute or Successor Rate will be deemed to be the Reference Rate with effect from such date. The Determination Agent may make such adjustments that it determines to be appropriate, if any, to one or more of the terms and conditions of the Security, including (including, without limitation, any adjustment which the Determination Agent determines is appropriate in order to reduce or eliminate to the extent reasonably practicable any transfer of economic value from the Issuer to the holder of the Security or vice versa as a result of such replacement, including as a result of a different term structure or methodology);
- (ii) if the Determination Agent determines that no substitute or Successor Rate is available for the purpose of sub-paragraph (i) immediately above, then, with effect from and including the date on which the relevant Reference Rate has been discontinued or has otherwise ceased to exist, the Reference Rate in respect of such Interest Determination Date, and any subsequent Interest Determination Date, shall be determined using Linear Interpolation;
- (iii) if the Determination Agent determines that one or both of the rates to be used for the purpose of Linear Interpolation in accordance with sub-paragraph (ii) above are unavailable, or otherwise does not determine the rate of interest in accordance with the foregoing, an Additional Disruption Event shall be deemed to have occurred for the purposes of these provisions and the Determination Agent shall adjust, redeem, cancel and/or take any other necessary action in accordance with the applicable provisions of General Condition 11 (*Adjustment or early redemption following an Additional Disruption Event*) with respect to the Securities.

(c) The following terms have the following meanings:

"**CMS Reference Rate**" means, the EUR CMS 10 or EUR CMS 20, as applicable;

"**Designated Maturity**" means, 10 years in relation to the EUR CMS10 and 20 years in relation to the EUR CMS 20;

"**Linear Interpolation**" means:

- (i) with respect to a short or long Interest Calculation Period, the straight-line interpolation by reference to two rates based on the Reference Rate, one of which will be determined as if the Specified Duration were the period of time for which rates are available next shorter than the length of the affected Interest Calculation Period, and the other of which will be determined as if the Specified Duration were the period of time for which rates are available next longer than the length of such Interest Calculation Period; and
- (ii) with respect to a Disrupted Reference Rate or a Discontinued Reference Rate (as applicable), the straight-line interpolation by reference to two rates based on the

Reference Rate, one of which will be determined as if the Designated Maturity were the period of time for which rates are available next shorter than the length of the Designated Maturity of the Disrupted Reference Rate or the Discontinued Reference Rate (as applicable), and the other of which will be determined as if the Designated Maturity were the period of time for which rates are available next longer than the length of the Designated Maturity of the Disrupted Reference Rate or a Discontinued Reference Rate (as applicable);

"Reference Banks" means, the principal office of four major banks in the relevant interbank market, in each case selected by the Determination Agent;

"Reference Rate" means, the relevant CMS Reference Rate; and

"Specified Duration" means, the duration specified as such or, if none, a period equal to the corresponding Interest Calculation Period, ignoring any adjustment made in accordance with any Business Day Convention.

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 Standard & Poor's Credit Market Services 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's¹, P-1 by Moody's² and F1 by Fitch³ and the long-term obligations of the Issuer are rated A by Standard & Poor's⁴, A2 by Moody's⁵ and A+ by Fitch⁶.

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 The rating from A may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.

GENERAL INFORMATION

Significant Change Statement

There has been no significant change in the financial or trading position of the Bank Group since 31 December 2018.

Material Adverse Change Statement

There has been no material adverse change in the prospects of the Issuer since 31 December 2018.

Legal proceedings

Save as disclosed under Note 26 (*Provisions*) and Note 28 (*Legal, competition and regulatory matters*) to the financial statements of the Issuer on pages 181 to 182 and 183 to 190, respectively of the 2018 Form 20-F, 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.

Recent developments

James Staley joined the Issuer's Board with effect from 26 March 2019 and was appointed interim Chief Executive Officer of the Issuer with effect from 26 March 2019 (replacing Tim Throsby as Chief Executive Officer), in addition to his role as Chief Executive Officer of Barclays PLC.

Authorisation and Consents

The establishment and update of the Programme and the issue of Securities pursuant to the Programme have been duly authorised by the Chief Finance Officer of the Issuer, exercising the delegated authority of the Board of Directors of the Issuer, on 21 March 2019.

The Issuer has obtained all necessary consents, approvals and authorisations in connection with establishing and updating this 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 any Securities either for hedging purposes or for general corporate purposes unless otherwise specified in the Specific Terms.

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://home.barclays/investor-relations/reports-and-events> and <https://home.barclays/investor-relations/fixed-income-investors/prospectus-and-documents/structured-securities-prospectuses> and at the specified office of the Issue and Paying 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 Asset, 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

LEGAL ADVISERS TO THE MANAGER

in respect of English law

Ashurst LLP

Broadwalk House
5 Appold Street
London EC2A 2HA
United Kingdom