

26 March 2020

PROSPECTUS SUPPLEMENT

SUPPLEMENT 3/2019



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

Pursuant to the Global Structured Securities Programme

This prospectus supplement dated 26 March 2020 (the "**Prospectus Supplement**") is supplemental to, and must be read in conjunction with, GSSP Base Prospectus 6 dated 18 June 2019 (as supplemented by Supplement 1/2019 dated 3 September 2019 and Supplement 2/2019 dated 24 October 2019, "**Base Prospectus 6**") as prepared by Barclays Bank PLC in its capacity as issuer (the "**Issuer**") in respect of its Global Structured Securities Programme (the "**Programme**"). This Prospectus Supplement constitutes a base prospectus supplement in respect of Base Prospectus 6 for the purposes of Directive 2003/71/EC (and amendments thereto), as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended by the Prospectus (Directive 2003/71/EC) Amending Regulations 2012, the "**Irish Prospectus Regulations**").

Terms defined in Base Prospectus 6 shall, unless the context otherwise requires, have the same meanings when used in this Prospectus Supplement.

The purpose of this Prospectus Supplement is to:

- (i) update certain information set out in each of the "Summary", "Risk Factors", "Information Incorporated by Reference", "Important Legal Information" and "General Information" sections following the release of the 2019 Form 20-F and the 2020 Registration Document (each as defined in the section "Information Incorporated by Reference" below); and
- (ii) update certain information in relation to the credit rating agencies in the "Summary" and "Important Legal Information" sections.

A) SUMMARY

The section entitled "Summary" on pages 10 to 36 of Base Prospectus 6 shall be updated by:

- (i) deleting the information currently appearing in Element B.12 in its entirety and replacing it with the following:

"B.12	Selected key financial information; no material adverse change and significant change statements	Based on the Bank Group's audited financial information for the year ended 31 December 2019, the Bank Group had total assets of £876,672m (2018: £877,700m), total net loans and advances at amortised cost of £141,636m (2018: £136,959m), total deposits of £213,881m (2018: £199,337m), and total equity of £50,615m (2018: £47,711m) (including non-controlling interests of £0 (2018: £2m)). The profit before tax of the Bank Group for the year ended 31 December 2019 was £3,112m
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		<p>(2018: £1,286m) after credit impairment charges and other provisions of £1,202m (2018: £643m). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2019.</p> <p>Not applicable: There has been no significant change in the financial or trading position of the Bank Group since 31 December 2019.</p> <p>There has been no material adverse change in the prospects of the Issuer since 31 December 2019."</p>
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(ii) deleting the information currently appearing in Element B.15 and replacing it with the following:

"B.15	Description of the Issuer's principal activities	The Issuer's principal activity is to offer products and services designed for larger corporate, wholesale and international banking clients. The businesses of Barclays PLC and its subsidiaries (collectively, the " Group ") include consumer banking and payments operations around the world, as well as a top-tier, full service, global consumer and investment bank."
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(iii) deleting the information currently appearing in Element D.2 in its entirety and replacing it with the following:

"D.2	Key information on the key risks that are specific to the Issuer	<p>Credit risk and Market risk</p> <p>Credit risk is the risk of loss to the Bank Group from the failure of clients, customers or counterparties, to fully honour their obligations to members of the Bank Group, including the whole and timely payment of principal, interest, collateral and other receivables.</p> <p>The Bank Group is subject to risks arising from changes in credit quality and recovery rates of loans and advances due from borrowers and counterparties in any specific portfolio. The following are areas of uncertainties to the Bank Group's portfolio which could have a material impact on performance: (i) UK retailers, hospitality and leisure, (ii) consumer affordability, (iii) UK real estate market, (iv) leverage finance underwriting and (v) Italian mortgage portfolio.</p> <p>The Bank Group also has large individual exposures to single name counterparties, both in its lending activities and in its financial services and trading activities.</p> <p>Market risk is the risk of loss arising from potential adverse change in the value of the Bank Group's</p>
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		<p>assets and liabilities from fluctuation in market variables. These variables include, but are not limited to, interest rates, foreign exchange, equity prices, commodity prices, credit spreads, implied volatilities and asset correlations in relation to the Bank Group’s portfolios, trading business, execution of client trades.</p> <p>Treasury and capital risk</p> <p>There are three primary types of treasury and capital risk faced by the Bank Group:</p> <p>(1) <u>Liquidity risk</u> – which is the risk that the Bank Group is unable to meet its contractual or contingent obligations or that it does not have the appropriate amount, tenor and composition of stable funding and liquidity to support its assets which may also be impacted by credit rating changes;</p> <p>(2) <u>Capital risk</u> – which is the risk that the Bank Group has an insufficient level or composition of capital to support its normal business activities and pension plans and to meet its regulatory capital requirements under normal operating environments or stressed conditions (both actual and as defined for internal planning or regulatory stress testing purposes); and</p> <p>(3) <u>Interest rate risk in the banking book</u> – which is the risk that the Bank Group is exposed to capital or income volatility because of a mismatch between the interest rate exposures of its (non-traded) assets and liabilities.</p> <p>Operational risk and Model risk</p> <p>Operational risk is the risk of loss to the Bank Group from inadequate or failed processes or systems, human factors or due to external events where the root cause is not due to credit or market risks. Examples include: (i) operational resilience, (ii) cyber threats, (iii) new and emergent technology, (iv) external fraud, (v) data management and information protection, (vi) algorithmic trading, (vii) processing error, (viii) supplier exposure, (ix) critical accounting estimates and judgements, (x) tax risk and (xi) ability to hire and retain appropriately qualified employees.</p> <p>Model risk is the risk of potential adverse consequences from financial assessments or decisions based on incorrect or misused model outputs and reports. Models are, by their nature, imperfect and incomplete representations of reality because they rely on assumptions and inputs, and so they may be subject to errors affecting the accuracy</p>
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		<p>of their outputs. Model errors or misuse may result in (among other things) the Bank Group making inappropriate business decisions and/or inaccuracies or errors being identified in the Bank Group's risk management and regulatory reporting processes.</p> <p>Conduct risk and Reputation risk</p> <p>Conduct risk is the risk of detriment to customers, clients, market integrity, effective competition or the Bank Group from the inappropriate supply of financial services, including instances of wilful or negligent misconduct. This risk could manifest itself in a variety of ways: (i) employee misconduct, (ii) product governance and life cycle, (iii) financial crime, (iv) data protection and privacy and (v) regulatory focus on culture and accountability.</p> <p>Reputation risk is the risk that an action, transaction, investment, event, decision or business relationship will reduce trust in the Bank Group's integrity and competence.</p> <p>Reputation risk has the potential to arise from operational issues or conduct matters which cause detriment to customers, clients, market integrity, effective competition or the Bank Group.</p> <p>Material existing and emerging risks potentially impacting more than one principal risks</p> <p>In addition to the risks set out above, there are also material existing and emerging risks that potentially impact more than one of these principal risks. These risks are: (i) potentially unfavourable global and local economic and market conditions, as well as geopolitical developments (such as the Coronavirus (COVID-19) outbreak); (ii) the process of UK withdrawal from the EU; (iii) the impact of interest rate changes on the Bank Group's profitability; (iv) the competitive environments of the banking and financial services industry; (v) the regulatory change agenda and impact on business model; (vi) the impact of climate change on the Bank Group's business; and (vii) the impact of benchmark interest rate reforms on the Bank Group.</p> <p>Legal risk and legal, competition and regulatory matters</p> <p>The Bank Group conducts activities in a highly regulated market which exposes it to legal risk arising from (i) the multitude of laws and regulations that apply to the businesses it operates, which are highly dynamic, may vary between jurisdictions, and are often unclear in their application to particular circumstances especially in new and emerging areas; and (ii) the diversified and evolving nature of the</p>
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		<p>Bank Group's businesses and business practices. In each case, this exposes the Bank Group to the risk of loss or the imposition of penalties, damages or fines from the failure of members of the Bank Group to meet their respective legal obligations, including legal or contractual requirements. Legal risk may arise in relation to a number of the risk factors, including (without limitation) as a result of (i) the UK's withdrawal from the EU, (ii) benchmark reform, (iii) the regulatory change agenda, and (iv) rapidly evolving rules and regulations in relation to data protection, privacy and cyber security.</p> <p>The Issuer and the Bank Group are subject to substantial resolution powers</p> <p>Under the Banking Act, substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the United Kingdom Prudential Regulation Authority, the UK Financial Conduct Authority and HM Treasury, as appropriate as part of a special resolution regime. These powers enable the Bank of England (or any successor or replacement thereto and/or such other authority in the United Kingdom with the ability to exercise the UK Bail-in Power) (the "Resolution Authority") to implement various resolution measures and stabilisation options (including, but not limited to, the bail-in tool) with respect to a UK bank or investment firm and certain of its affiliates (currently including the Issuer) (each a "relevant entity") in circumstances in which the Resolution Authority is satisfied that the relevant resolution conditions are met.</p> <p>"UK Bail-in Power" means any write-down, conversion, transfer, modification and/or suspension power existing from time to time under any laws, regulations, rules or requirements relating to the resolution of banks, banking group companies, credit institutions and/or investment firms incorporated in the United Kingdom in effect and applicable in the United Kingdom to the Issuer or other members of the Bank Group (as the same has been or may be amended from time to time) pursuant to which obligations of a bank, banking group company, credit institution or investment firm or any of its affiliates can be reduced, cancelled, amended, transferred and/or converted into shares or other securities or obligations of the obligor or any other person.</p>
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B) RISK FACTORS

The section entitled "Risk Factors" on pages 37 to 72 of Base Prospectus 6 shall be updated by:

- (i) deleting the third paragraph of Risk Factor 1 (*Risks associated with the Issuer's ability to fulfil its obligations under the Warrants and status of the Warrants*) on page 40 of Base Prospectus 6 in its entirety and replacing it with the following:

"These risks are described in the section 'Risk Factors' on pages 1 to 16 of the 2020 Registration Document incorporated by reference into this document – see '*Information Incorporated by Reference*'."

- (ii) deleting the information appearing in Risk Factor 3 (*Regulatory action in the event a bank or investment firm in the Group (such as the Issuer) is failing or likely to fail could materially adversely affect the value of the Warrants*) on pages 40 to 43 of Base Prospectus 6 in its entirety and replacing it with the following:

"3. Regulatory action in the event a bank or investment firm in the Bank Group is failing or likely to fail, including the exercise by the Resolution Authority of a variety of statutory resolution powers, could materially adversely affect the value of the Warrants

The Issuer and the Bank Group are subject to substantial resolution powers

Under the Banking Act, substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the United Kingdom Prudential Regulation Authority, the UK Financial Conduct Authority and HM Treasury, as appropriate as part of a special resolution regime (the "**SRR**"). These powers enable the Bank of England (or any successor or replacement thereto and/or such other authority in the United Kingdom with the ability to exercise the UK Bail-in Power) (the "**Resolution Authority**") to implement various resolution measures and stabilisation options (including, but not limited to, the bail-in tool) with respect to a UK bank or investment firm and certain of its affiliates (currently including the Issuer) (each a "**relevant entity**") in circumstances in which the Resolution Authority is satisfied that the relevant resolution conditions are met.

"**UK Bail-in Power**" means any write-down, conversion, transfer, modification and/or suspension power existing from time to time under any laws, regulations, rules or requirements relating to the resolution of banks, banking group companies, credit institutions and/or investment firms incorporated in the United Kingdom in effect and applicable in the United Kingdom to the Issuer or other members of the Bank Group (as the same has been or may be amended from time to time) pursuant to which obligations of a bank, banking group company, credit institution or investment firm or any of its affiliates can be reduced, cancelled, amended, transferred and/or converted into shares or other securities or obligations of the obligor or any other person.

As holders of the Warrants, you should assume that, in a resolution situation, financial public support will only be available to a relevant entity as a last resort after the relevant resolution authorities have assessed and used, to the maximum extent practicable, the resolution tools, including the bail-in tool. Any such exercise of the bail-in tool in respect of the Issuer and/or the Warrants may result in the cancellation of all, or a portion, of the settlement amount payable on exercise of the Warrants and/or the conversion of the Warrants into shares or other securities or other obligations of the Issuer or another person, or any other modification or variation to the terms of the Warrants.

The exercise of any resolution powers or any suggestion of any such exercise could materially adversely affect the value of any Warrants and could lead to you losing some or all of the value of your investment in the Warrants.

Resolution powers triggered prior to insolvency may not be anticipated and you may have only limited rights to challenge them

The resolution powers conferred by the SRR are intended to be used prior to the point at which any insolvency proceedings with respect to the relevant entity could have been initiated. The purpose of the resolution powers is to address the situation where all or part of a business of a relevant entity has encountered, or is likely to encounter, financial difficulties, giving rise to wider public interest concerns.

Although the Banking Act provides specific conditions to the exercise of any resolution powers and, furthermore, the European Banking Authority's guidelines published in May 2015 set out the objective elements for the resolution authorities to apply in determining whether an institution is failing or likely to fail, it is uncertain how the Resolution Authority would assess such conditions in any particular pre-insolvency scenario affecting the Issuer and/or other members of the Bank Group and in deciding whether to exercise a resolution power.

The Resolution Authority is also not required to provide any advance notice to you, as holders of the Warrants, of its decision to exercise any resolution power. Therefore, you may not be able to anticipate a potential exercise of any such powers nor the potential effect of any exercise of such powers on the Issuer, the Bank Group and the Warrants.

Furthermore, you may have only limited rights to challenge and/or seek a suspension of any decision of the Resolution Authority to exercise its resolution powers (including the bail-in tool) or to have that decision reviewed by a judicial or administrative process or otherwise.

As insured deposits are excluded from the scope of the bail-in tool and other preferred deposits (and insured deposits) rank ahead of any Warrants issued by the Issuer, such Warrants would be more likely to be bailed-in than certain other unsubordinated liabilities of the Issuer (such as other preferred deposits)

As part of the reforms required by the Bank Recovery and Resolution Directive, amendments have been made to relevant legislation in the UK (including the UK Insolvency Act 1986) to establish in the insolvency hierarchy a statutory preference. Firstly, for deposits that are insured under the UK Financial Services Compensation Scheme ("**insured deposits**") to rank with existing preferred claims as 'ordinary' preferred claims and (ii) secondly, for all other deposits of individuals and micro, small and medium sized enterprises held in EEA or non-EEA branches of an EEA bank ("**other preferred deposits**"), to rank as 'secondary' preferred claims only after the 'ordinary' preferred claims.

In addition, the UK implementation of the EU Deposit Guarantee Scheme Directive increased, from July 2015, the nature and quantum of insured deposits to cover a wide range of deposits, including corporate deposits (unless the depositor is a public sector body or financial institution) and some temporary high value deposits.

The effect of these changes is to increase the size of the class of preferred creditors. All such preferred deposits will rank in the insolvency hierarchy ahead of all other unsecured senior creditors of the Issuer, including you, as holders of the Warrants. Furthermore, insured deposits are excluded from the scope of the bail-in tool. As a result, if the bail-in tool were exercised by the Resolution Authority, the Warrants would be more likely to be bailed-in than certain other unsubordinated liabilities of the Issuer such as other preferred deposits."

C) INFORMATION INCORPORATED BY REFERENCE

The section entitled "Information Incorporated by Reference" on pages 74 to 75 of Base Prospectus 6 shall be updated by:

- (i) adding the following documents (the "**Documents**", each a "**Document**") to the list of source documents in paragraph 1 (*Source documents*):
 - (1) the Annual Report of the Issuer, as filed with the SEC on Form 20-F on 14 February 2020 in respect of the years ended 31 December 2019 and 31 December 2018 (the "**2019 Form 20-F**"); and
 - (2) the Registration Document dated 24 March 2020 (the "**2020 Registration Document**") and approved by the Central Bank of Ireland in its capacity as competent authority in Ireland.
- (ii) deleting each of the "Registration Document", the "2017 Issuer Annual Report", the "2018 Issuer Annual Report" and the "2019 Interim Results Announcement" (which was added via the Supplement 1/2019 dated 3 September 2019) from the list of source documents in paragraph 1 (*Source documents*);
- (iii) adding the following page references to the cross-reference list in paragraph 2 (*Information incorporated by reference*):

From the 2019 Form 20-F

Whole document (excluding the section entitled "Exhibit Index" on page 255)

From the 2020 Registration Document

Definitions and Interpretation	Page iv
Risk Factors	Pages 1 to 16
The Issuer, the Barclays Bank Group and the Group	Pages 19 to 21

- (iv) deleting the page references in the cross-reference list in paragraph 2 (*Information incorporated by reference*) relating to the "Registration Document", the "2017 Issuer Annual Report", the "2018 Issuer Annual Report" and the "2019 Interim Results Announcement" in their entirety; and
- (v) restating the page references in respect of the 2018 Form 20-F in the cross-reference list in paragraph 2 (*Information incorporated by reference*) as follows:

From the 2018 Form 20-F

Report of Independent Registered Public Accounting Firm	Pages 104 to 105
Consolidated Financial Statements	Pages 106 to 112
Notes to the Financial Statements	Pages 113 to 230

Only information listed in the cross-reference lists above is incorporated by reference into Base Prospectus 6.

D) IMPORTANT LEGAL INFORMATION

The section entitled "Important Legal Information" on pages 219 to 223 of Base Prospectus 6 shall be amended by deleting the information currently appearing under the heading "Ratings" and the related footnotes on page 219 of Base Prospectus 6 and replacing them with the following:

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

As of the date of this Base Prospectus, the short-term unsecured obligations of the Issuer 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, A1 by Moody's⁵, and A+ by Fitch⁶.

Notes on Issuer ratings: The information in these footnotes has been extracted from information made available by each rating agency (as at the date of this Base Prospectus) referred to below. The Issuer confirms that such information has been accurately reproduced and that, so far as the Issuer 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 S&P Global Ratings. The obligor's capacity to meet its financial commitments 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 commitments 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 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 commitments on the obligation is still strong. Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories.
- 5 Obligations rated 'A' are judged to be 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 'A' ratings denote strong prospects for ongoing viability. Fundamental characteristics are strong and stable, such that it is unlikely that the bank would have to rely on extraordinary support to avoid default. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings."

E) GENERAL INFORMATION

The section entitled "General Information" on pages 224 to 228 of Base Prospectus 6 shall be updated by:

- (i) deleting the information under the heading "Significant change statement" on page

224 of Base Prospectus 6 in its entirety and replacing it with the following:

"There has been no significant change in the financial or trading position of the Bank Group since 31 December 2019."

- (ii) deleting the information under the heading "Material adverse change statement" on page 224 of Base Prospectus 6 in its entirety and replacing it with the following:

"There has been no material adverse change in the prospects of the Issuer since 31 December 2019."

- (iii) deleting the information under the heading "Recent Developments" on page 224 of Base Prospectus 6 that was inserted under such heading via Supplement 1/2019 dated 3 September 2019 and Supplement 2/2019 dated 24 October 2019 in its entirety; and

- (iv) deleting the information under the heading "Legal proceedings " on page 224 of Base Prospectus 6 in its entirety and replacing it with the following:

"Save as disclosed under Note 23 (*Provisions*) and Note 25 (*Legal, competition and regulatory matters*) to the consolidated financial statements of the Issuer as set out on pages 159 to 160 and pages 161 to 165 respectively, of the 2019 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 Base Prospectus, a significant effect on the financial position or profitability of the Issuer and/or the Bank Group."

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement (in relation to Base Prospectus 6) and (b) any other statement in, or incorporated by reference in Base Prospectus 6, the statements in (a) above shall prevail.

The 2019 Form 20-F may be inspected during normal business hours at the registered office of the Issuer or at [https://home.barclays/content/dam/home-barclays/documents/investor-relations/reports-and-events/annual-reports/2019/Barclays%20Bank%20PLC%20Form%2020-F%202019%20\(PDF\).pdf](https://home.barclays/content/dam/home-barclays/documents/investor-relations/reports-and-events/annual-reports/2019/Barclays%20Bank%20PLC%20Form%2020-F%202019%20(PDF).pdf)

The 2020 Registration Document may be inspected during normal business hours at the registered office of the Issuer or at <https://home.barclays/investor-relations/structured-securities-prospectuses/#registrationdocument>.

Investors should be aware of their rights under Regulation 52 of the Irish Prospectus Regulations. Investors who have agreed to purchase or subscribe for Warrants before this Prospectus Supplement was published have the right, exercisable within two working days after the date on which this Prospectus Supplement is published, to withdraw their acceptances. This right is exercisable up to, and including 30 March 2020. Investors should contact the distributor from which they agreed to purchase or subscribe the Warrants in order to exercise their withdrawal rights.

References to the Base Prospectus shall hereafter mean Base Prospectus 6 as supplemented by this Prospectus Supplement. The Issuer has taken all reasonable care to ensure that the information contained in this Prospectus Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly. Save as disclosed in this Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in Base Prospectus 6 is capable of affecting the assessment of securities issued pursuant to Base Prospectus 6 has arisen or been noted, as the case may be, since the publication of Base Prospectus 6 (as supplemented at the date hereof) by the Issuer.

This Prospectus Supplement has been approved by the Central Bank of Ireland, as competent authority under Directive 2003/71/EC (as amended and superseded). The Central Bank of Ireland only approves this Prospectus Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Directive 2003/71/EC (as amended and superseded).



The date of this Prospectus Supplement is 26 March 2020