

3 SEPTEMBER 2019

PROSPECTUS SUPPLEMENT

SUPPLEMENT 1/2019



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

Pursuant to the Global Structured Securities Programme

This prospectus supplement dated 3 September 2019 (the "**Prospectus Supplement**") is supplemental to, and must be read in conjunction with, GSSP Base Prospectus 6 dated 18 June 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 update and amend certain information in each of the "Summary", "Risk Factors", "Information Incorporated by Reference" and "General Information" sections in Base Prospectus 6 following the release of the 2019 Interim Results Announcement (as defined in the section "Information Incorporated by Reference" below).

A) SUMMARY

The section entitled "Summary" on pages 10 to 36 of Base Prospectus 6 shall be amended by deleting the information appearing in the third column of Element B.12 on page 11 of Base Prospectus 6 in its entirety and replaced with the following:

"Based on the Bank Group's audited financial information for the year ended 31 December 2018, the Bank Group had total assets of £877,700 million (2017: £1,129,343 million), total net loans and advances of £136,959 million (2017: £324,590 million), total deposits of £199,337 million (2017: £399,189 million), and total equity of £47,711 million (2017: £65,734 million) (including non-controlling interests of £2 million (2017: £1 million)). The profit before tax of the Bank Group for the year ended 31 December 2018 was £1,286 million (2017: £1,758 million) after credit impairment charges and other provisions of £643 million (2017: £1,553 million). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2018.

Based on the Bank Group's unaudited financial information for the six months ended 30 June 2019, the Bank Group had total assets of £969,266 million, total net loans and advances of £144,664 million, total deposits of £215,125 million, and total equity of £52,610 million (including non-controlling interests of £0 million). The profit before tax of the Bank Group for the six months ended 30 June 2019 was £1,725 million (30 June 2018: £725 million) after credit impairment charges and other provisions of £510 million (30 June 2018: £156 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 2019.

Not Applicable: there has been no significant change in the financial or trading position of the Bank Group since 30 June 2019.

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

B) RISK FACTORS

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

"Regulatory action in the event a bank or investment firm in the Bank Group is failing or likely to fail 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 2009, as amended (the "**Banking Act**") (which implemented in the UK the majority of the requirements of Directive 2014/59/EU of the European Parliament and of the Council establishing a framework for the recovery and resolution of credit institutions and investment firms of 15 May 2014, as amended (the "**BRRD**")), substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the PRA, the FCA and HM Treasury, as appropriate as part of a special resolution regime (the "**SRR**"). These powers enable the relevant UK resolution authority to implement various resolution measures and stabilisation options (including, but not limited to, the bail-in tool, described below) with respect to a UK bank or investment firm (currently including the Issuer) and certain of its affiliates (each a "**relevant entity**") in circumstances in which the relevant UK resolution authority is satisfied that the resolution conditions are met. Such conditions include that a relevant entity is failing or is likely to fail to satisfy the FSMA threshold conditions for authorisation to carry on certain regulated activities (within the meaning of section 55B of the FSMA) or, in the case of a UK banking group company that is an EEA or third country institution or investment firm, that the relevant EEA or third country relevant authority is satisfied that the resolution conditions are met in respect of such entity.

The SRR consists of five stabilisation options:

- (a) private sector transfer of all or part of the business or shares of the relevant entity;
- (b) transfer of all or part of the business of the relevant entity to a "bridge institution" established by the Bank of England;
- (c) transfer to an asset management vehicle wholly or partly owned by HM Treasury or the Bank of England;
- (d) the bail-in tool (as described below); and
- (e) temporary public ownership (nationalisation).

The Banking Act also provides for additional insolvency and administration procedures for relevant entities and for certain ancillary powers, such as the power to modify contractual arrangements in certain circumstances (which could include a variation of the terms of the Warrants), powers to impose temporary suspension of payments, powers to suspend enforcement or termination rights that might be invoked as a result of the exercise of the resolution powers and powers for the relevant UK resolution authority to disapply or modify laws in the UK (with possible retrospective effect) to enable the powers under the Banking Act to be used effectively.

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 UK resolution authorities have assessed and used, to the maximum extent practicable, the resolution tools, including the bail-in tool (as described below).

The exercise of any resolution power 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 relevant UK 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 relevant UK resolution authority is also not required to provide any advance notice to you 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, holders of the Warrants may have only very limited rights to challenge and/or seek a suspension of any decision of the relevant UK 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.

The relevant UK resolution authority may exercise the bail-in tool in respect of the Issuer and the Warrants, which may result in you losing some or all of your investment

Where the relevant statutory conditions for use of the bail-in tool have been met, the relevant UK resolution authority would be expected to exercise these powers without your consent. Subject to certain exemptions set out in the Banking Act (including secured liabilities, bank deposits guaranteed under an EU member state's deposit guarantee scheme, liabilities arising by virtue of the holding of client money, liabilities to other non-group banks or investment firms that have an

original maturity of fewer than seven days and certain other exceptions), it is intended that all liabilities of institutions and/or their EEA parent holding companies should be within scope of the bail-in tool.

The Banking Act specifies the order in which the bail-in tool should be applied, reflecting the hierarchy of capital instruments under the Capital Requirements Directive ("**CRD IV**") and otherwise respecting the hierarchy of claims in an ordinary insolvency. On 19 December 2018, Her Majesty's Treasury published the Banks and Building Societies (Priorities on Insolvency) Order 2018 (the "**2018 Order**"), which implements Directive (EU) 2017/2399 of the European Parliament and of the Council of 12 December 2017 (the "**Amendment Directive**") amending the BRRD as regards the ranking of unsecured debt instruments in the insolvency hierarchy. The Amendment Directive introduced a new layer in insolvency for ordinary, long-term, unsecured debt- instruments issued by credit institutions and financial institutions within their consolidation perimeter that are established within the EU. The 2018 Order splits a financial institution's non-preferential debts into classes and provides that ordinary non-preferential debts will rank ahead of secondary non-preferential debts and tertiary non-preferential debts (all as defined in the 2018 Order).

The bail-in tool also contains an express safeguard (known as "**no creditor worse off**") with the aim that shareholders and creditors do not receive a less favourable treatment than they would have received in ordinary insolvency proceedings. However, even in circumstances where a claim for compensation is established under the "no creditor worse off" safeguard in accordance with a valuation performed after the resolution action has been taken, it is unlikely that such compensation would be equivalent to the full losses incurred by you in the resolution and there can be no assurance that you would recover such compensation promptly.

The bail-in tool may be exercised in respect of the Warrants irrespective of whether the Warrants count towards the Bank Group's Minimum Requirement for Own Funds and Eligible Liabilities ("**MREL**"), which is being implemented in the EU and the UK, will apply to EU and UK financial institutions and cover capital and debt instruments that are capable of being written-down or converted to equity in order to prevent a financial institution from failing in a crisis.

The exercise of the bail-in tool in respect of the Issuer and the Warrants may result in the cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the Warrants and/or the conversion of the Warrants into shares or other Warrants or other obligations of the Issuer or another person, or any other modification or variation to the terms of the Warrants. Any such exercise or any suggestion of any such exercise could materially adversely affect your rights, the price or value of your investment in the Warrants and/or the ability of the Issuer to satisfy its obligations under the Warrants and could lead to you losing some or all of the value of your investment in such Warrants.

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 BRRD, 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 (i) 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 a holder 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 relevant UK 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 unaudited interim results announcement of the Issuer as filed with the United States Securities and Exchange Commission on Form 6-K on 1 August 2019 in respect of the six months ended 30 June 2019 ("**2019 Interim Results Announcement**") to the list of source documents in paragraph 1 (*Source documents*);
- (ii) adding the following page references in respect of the 2019 Interim Results Announcement to the cross-reference list in paragraph 2 (*Information incorporated by reference*):

From the 2019 Interim Results Announcement

Whole document (including the exhibits thereto)

- (iii) restating the page references in respect of the Registration Document in the cross-reference list in paragraph 2 (*Information incorporated by reference*):

From the Registration Document

Risk Factors (excluding the information under the heading "Reputation Risk – Regulatory action in the event a bank or investment firm in the Group is failing or likely to fail could materially adversely affect the value of the Warrants")	Pages 1 to 16
The Issuer, the Bank Group and the Group (excluding the information under the headings "Legal Proceedings" and "Directors")	Page 19

D) GENERAL INFORMATION

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

- (i) deleting the information set out under the sub-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 Issuer or the Bank Group since 30 June 2019."

- (ii) inserting a new sub-paragraph entitled "Recent Developments" immediately below the sub-heading "Significant change statement" on page 224 of Base Prospectus 6 as follows:

"Recent Developments"

Interim Financial Information

Based on the Bank Group's unaudited financial information for the six months ended 30 June 2019, the Bank Group had total assets of £969,266 million, total net loans and advances of £144,664 million, total deposits of £215,125 million, and total equity of £52,610 million (including non-controlling interests of £0 million). The profit before tax of the Bank Group for the six months ended 30 June 2019 was £1,725 million (30 June 2018: £725 million) after credit impairment charges and other provisions of £510 million (30 June 2018: £156 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 2019.

Legal Proceedings

For a description of the governmental, legal or arbitration proceedings that the Issuer and the Bank Group face, see Note 9 (*Provisions*) and Note 15 (*Legal, competition and regulatory matters*) to the condensed consolidated interim financial statements of the Issuer as set out on page 34 and pages 37 to 44, respectively, of the 2019 Interim Results Announcement.

Directors

The Directors of the Issuer, each of whose business address is 1 Churchill Place, London E14 5HP, United Kingdom, their functions in relation to the Issuer and their principal outside activities (if any) of significance to the Issuer are as follows:

<u>Name</u>	<u>Function(s) within the Issuer</u>		<u>Principal outside activities</u>
Nigel Higgins	Non-Executive Director and Interim Chairman		Barclays PLC (Chairman and Non-Executive Director); Sadler's Wells (Chairman); Tetra Laval Group (Non-Executive Director)
James Staley	Chief Executive Officer		Barclays PLC (Chief Executive Officer); Institute of International Finance, Inc. (Board Member); Bank Policy Institute (Board Member)
Steven Ewart	Chief Financial Officer		
Peter Bernard	Non-Executive Director		Barclays US LLC (Chairman and Non-Executive Director); Bowdoin College (Trustee); Windrose Advisors (Advisor);

<i>Name</i>	<i>Function(s) within the Issuer</i>	<i>Principal outside activities</i>
		Massachusetts Audubon Society (Director)
Helen Keelan	Non-Executive Director	Barclays Bank Ireland PLC (Chairman and Non-Executive Director); Barclays Capital Securities Ltd (Non-Executive Director); PM Group Ltd (Director)
Maria Ritcher	Non-Executive Director	Bessemer Trust (Director); Rexel Group (Director); Anglo Gold Ashanti (Director)
Jeremy Scott	Non-Executive Director	The Great Britain Sasakawa Foundation (Trustee)
Alex Thursby	Non-Executive Director	Rank Group PLC (Director); Janheg Investments PTE Ltd (Director); Janheg Carribean Ltd (Director); Eden Rivers Trust (Trustee); Motive Labs Operations (Advisory Board Member); Giggleswick School (Board of Governors' Member)
Hélène Vletter-van Dort	Non-Executive Director	Intertrust N.V (Chair of supervisory Board); NN Group N.V (Director); School of Financial Law and Governance Rotterdam (Professor); Koninklijke Brill N.V Protective Foundation (Chair)

Nigel Higgins joined the Issuer's Board as a Non-Executive Director with effect from 1 March 2019 and was appointed as the Interim Chairman of the Issuer from 1 March 2019, subject to relevant approvals.

No potential conflicts of interest exist between any duties to the Issuer of the Directors listed above and their private interests or other duties.

- (iii) deleting the information set out under the sub-heading "Legal Proceedings" on page 224 of Base Prospectus 6 in its entirety and replacing it with the following:

"Save as disclosed under Note 9 (*Provisions*) and Note 15 (*Legal, competition and regulatory matters*) to the condensed consolidated interim financial statements of the Issuer on page 34 and pages 37 to 44, respectively, of the 2019 Interim Results Announcement, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), which may have or have had during the 12 months preceding the date of this Base Prospectus, a significant effect on the financial position or profitability of the Issuer and/or the Bank Group."

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement (in relation to 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 Interim Results Announcement 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/ResultAnnouncements/2019HYResults/BB-PLC-H1-2019-Form-6-K.pdf>.

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 5 September 2019. Investors should contact the distributor from which they agreed to purchase or subscribe the Warrants in order to exercise their withdrawal rights.

References to Base Prospectus 6 shall hereafter mean Base Prospectus 6 as supplemented by this Prospectus Supplement. The Issuer accepts responsibility for the information contained in this Prospectus Supplement. 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 Supplement is in accordance with the facts and contains no omission likely to affect the import of such information. 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 (the "**Central Bank**"), as competent authority under Directive 2003/71/EC. The Central Bank only approves this Prospectus Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Directive 2003/71/EC.



The date of this Prospectus Supplement is 3 September 2019