

**Supplement Number 1 dated 17 August 2016
To the Base Prospectus dated 8 June 2016**



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

\$10,000,000,000
GLOBAL COLLATERALISED MEDIUM TERM NOTES
supported by a limited recourse undertaking by Barclays CCP Funding LLP

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 8 June 2016 (the "**Base Prospectus**") prepared by Barclays Bank PLC (the "**Bank**" or the "**Issuer**") with respect to its \$10,000,000,000 Global Collateralised Medium Term Note Series (the "**Global Collateralised Medium Term Note Series**"). The Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under Directive 2003/71/EC (the "**Prospectus Directive**"). The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. This Supplement constitutes a base prospectus supplement for the purposes of the Prospectus Directive.

Terms defined in the Base Prospectus have the same meanings when used in this Supplement.

The Issuer accepts responsibility for the information contained in this 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 Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Barclays CCP Funding LLP (the "**LLP**") accepts responsibility for the information contained in this Supplement relating to it and the LLP Undertakings. To the best of the knowledge of the LLP (having taken all reasonable care to ensure that such is the case), such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. To the extent that there is any inconsistency between any statement in herein (or incorporated by reference into the Base Prospectus by this Supplement) and any statement in or incorporated by reference into the Base Prospectus, the statements herein (or incorporated by reference into the Base Prospectus by this Supplement) will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

This Supplement has been filed with and approved by the Central Bank as required by the Irish Prospectus (Directive 2003/71/EC) Regulations 2005.

Amendments to "Risk Factors"

The first sentence of the third paragraph of the section entitled "Risks relating to the Bank and the Group – Principal Risks relating to the Issuer – Material existing and emerging risks by Principal Risk – Operational Risk – Legal, competition and regulatory matters" on page 23 of the Base Prospectus shall be amended by the deletion of that sentence in its entirety and its replacement with the following wording:

"Details of material legal, competition and regulatory matters to which the Group is currently exposed are set out in more detail in Note 19 (Legal, competition and regulatory matters) to the 2016 Interim Results Announcement incorporated by reference herein."

The references to "bail-in power" on the second paragraph of the section entitled "Risks relating to the Bank and the Group – Principal Risks relating to the Issuer – Material existing and emerging risks by Principal Risk – Operational Risk – Regulatory action in the event of a bank failure" on pages 25 and 26 of the Base Prospectus shall be replaced with "bail-in tool" wording.

The last sentence of the first paragraph of the section entitled "Risks relating to the Bank and the Group – Principal Risks relating to the Issuer – Material existing and emerging risks by Principal Risk – Conduct risk – Legacy Issues" on page 26 of the Base Prospectus shall be amended by the deletion of that sentence in its entirety and its replacement with the following wording:

"For further information in respect of such investigations and related litigation and discussion of the associated uncertainties, please see Note 19 (Legal, competition and regulatory matters) to the 2016 Interim Results Announcement incorporated by reference herein."

The ninth paragraph of the section entitled "Risks relating to the Bank and the Group – Principal Risks relating to the Issuer – Material existing and emerging risks potentially impacting more than one Principal Risk – Business conditions, general economy and geopolitical issues" on page 28 of the Base Prospectus shall be amended by the deletion of that section in its entirety and its replacement with the following wording:

"In the UK, the referendum on EU membership held on 23 June 2016 resulted in a vote in favour of leaving the EU. Potential risks to the Group associated with an exit are set out below. See "UK Exit from the EU" below for further detail regarding risks identified by the Group associated with the UK's exit from the EU."

The section entitled "Risks relating to the Bank and the Group – Principal Risks relating to the Issuer – Material existing and emerging risks potentially impacting more than one Principal Risk" starting on page 27 of the Base Prospectus shall be amended by the addition of the following section at the end thereof:

"(iv) UK's exit from the EU

The UK held a referendum on 23 June 2016 on whether it should remain a member of the EU. This resulted in a vote in favour of leaving the EU. The result of the referendum means that the long-term nature of the UK's relationship with the EU is unclear and there is uncertainty as to the nature and timing of any agreement with the EU. In the interim, there is a risk of uncertainty for both the UK and the EU, which could adversely affect the economy of the UK and the other economies in which we operate. The potential risks associated with an exit from the EU have been carefully considered by the Board of Directors of the Bank during the first half of 2016 and relevant actions taken where appropriate. Potential risks for the Group include:

(a) Market Risk:

Potential for continued market volatility (notably foreign exchange and interest rates) given political uncertainty which could affect the value of trading book positions, interest rate risk in the banking book, as well as securities held by the Group for liquidity purposes. Changes in the long-term outlook for UK interest rates might also adversely affect liabilities under IAS19 (*Employee Benefits*).

(b) Credit Risk:

Increased risk of a UK recession with lower growth, higher unemployment and falling UK house prices. This would likely negatively impact a number of the Group's portfolios, notably: higher loan-to-value mortgages, UK unsecured and commercial real estate exposures.

(c) Operational Risk:

Changes to current EU "Passporting" rights: the UK's formal withdrawal from the EU may result in the loss of cross-border market access rights which would require the Group to make alternative licensing arrangements in EU jurisdictions in which the Group continues to operate.

The legal framework within which the Group operates could change as the UK takes steps to replace laws currently in force, which are based on EU legislation and regulation.

Uncertainty over the UK's future approach to EU freedom of movement will impact the Group's access to the EU talent pool, decisions on hiring from the EU of critical roles and rights to work of current Group non-UK EU citizens located in the UK and UK citizens located in the EU.

(d) Funding Risk

Potential for credit spread widening and reduced investor appetite for bank paper, which could negatively impact the cost of and/or access to funding.

The Group continues to maintain strong credit ratings across rating agencies – while Moody's and S&P changed the outlook on most UK banks' ratings to reflect the uncertainty in the economic environment in the UK following the referendum, all the Group's existing ratings were affirmed as part of the post-referendum ratings actions (*i.e.*, there was no actual ratings changes). Fitch has not acted, and the Group's ratings outlook remains stable."

The reference to "bail-in power" in the title of the section entitled "Risks Relating To The Global Collateralised Medium Term Notes - 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 Global Collateralised Medium Term Notes - The SRR is designed to be triggered prior to insolvency of the Issuer and holders of the Global Collateralised Medium Term Notes may not be able to anticipate the exercise of any resolution power (including the UK bail-in power) by the relevant UK resolution authority" on page 32 of the Base Prospectus shall be amended by its deletion in its entirety and replaced by "Bail-in Power" wording.

The section entitled "Risks Relating To The Global Collateralised Medium Term Notes - 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 Global Collateralised Medium Term Notes - Holders of the Global Collateralised Medium Term Notes may have only very limited rights to challenge the exercise of any resolution powers by the relevant UK resolution authority" is hereby deleted in its entirety and replaced by the following:

"Holders of the Global Collateralised Medium Term Notes may have only very limited rights to challenge the exercise of any resolution powers (including the UK Bail-in Power) by the relevant UK resolution authority

Holders of the Global Collateralised Medium Term Notes 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 UK Bail-in Power) or to have that decision reviewed by a judicial or administrative process or otherwise."

The last sentence of the first paragraph of the section entitled "Risks Relating To The Global Collateralised Medium Term Notes - 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 Global Collateralised Medium Term Notes - The relevant UK resolution authority may exercise the bail-in tool in respect of the Issuer and the Global Collateralised Medium Term Notes, which may result in holders of the Global Collateralised Medium Term Notes losing some or all of their investment" is hereby deleted in its entirety and replaced by the following:

"Any such exercise of the bail-in tool in respect of the Issuer and the Global Collateralised Medium Term Notes may result in the cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the Global Collateralised Medium Term Notes and/or the conversion of the Global Collateralised Medium Term Notes into shares or other securities or other obligations of the Issuer or another person or any other modification or variation of the terms of the Global Collateralised Medium Term Notes."

The reference to "bail-in power" in the section entitled "Risks Relating To The Global Collateralised Medium Term Notes - 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 Global Collateralised Medium Term Notes - As insured deposits are excluded from the scope of the bail-in tool and other preferred deposits (and insured deposits) rank ahead of any Global Collateralised Medium Term Notes issued by the Issuer, such Global Collateralised Medium Term Notes will be more likely to be bailed-in than certain other unsubordinated liabilities of the Issuer (such as other preferred deposits)" on page 34 of the Base Prospectus shall be replaced with "bail-in tool" wording.

The last two sentences of the second paragraph of the section entitled "Risks Relating To The Global Collateralised Medium Term Notes - Ratings of the Global Collateralised Medium Term Notes" on page 35 of the Base Prospectus shall be deleted in their entirety.

Amendments to "Forward-Looking Statements"

The third sentence of the second paragraph of the section entitled "Forward-Looking Statements" on page 50 of the Base Prospectus shall be amended by the deletion of that sentence in its entirety and its replacement with the following wording:

"In addition, factors including (but not limited to) the following may have an effect: capital, leverage and other regulatory rules (including with regard to the future structure of the Group) applicable to past, current and future periods; UK, United States, Africa, Eurozone and global macroeconomic and business conditions; the effects of continued volatility in credit markets; market related risks such as changes in interest rates and foreign exchange rates; effects of changes in valuation of credit market exposures; changes in valuation of issued securities; volatility in capital markets; changes in credit ratings of any entities within the Group or any securities issued by such entities; the potential for one or more countries exiting the Eurozone; the implications of the results of the 23 June 2016 referendum in the UK and the disruption that may result in the UK and globally from the withdrawal of the UK from the EU; the implementation of the strategic cost programme; and the success of future acquisitions, disposals and other strategic transactions."

Amendments to "Information Incorporated By Reference"

The section entitled "Information Incorporated By Reference" starting on page 51 of the Base Prospectus shall be amended by:

- the deletion of the first bullet in its entirety and its replacement with the following wording:
"the joint Annual Report of Barclays PLC and the Bank, as filed with the US Securities and Exchange Commission on Form 20-F on 1 March 2016 in respect of the years ended 31 December 2014 and 31 December 2015 (the "**Joint Annual Report**"), (available at https://www.home.barclays/content/dam/barclayspublic/docs/InvestorRelations/AnnualReports/AR2014/Barclays_PLC_Form_20-F_2014%20.pdf and <https://www.home.barclays/content/dam/barclayspublic/docs/InvestorRelations/AnnualReports/AR2015/Barclays%20PLC%20Form%2020-F%202015.pdf>, respectively);"
- the deletion of the second bullet in its entirety and its replacement with the following wording:
"the audited consolidated financial statements of the Bank in respect of the years ended 31 December 2014 (the "**2014 Bank Annual Report**") and 31 December 2015 (the "**2015 Bank Annual Report**") (including any notes thereto) included in the annual reports of the Bank, respectively (starting on page 156 of the 2014 Bank Annual Report and on page 153 of the 2015 Bank Annual Report) (available at https://www.home.barclays/content/dam/barclayspublic/docs/InvestorRelations/AnnualReports/AR2014/Barclays_Bank_PLC_Annual_Report_%202014.pdf (excluding from page 1 to page 155) and https://www.home.barclays/content/dam/barclayspublic/docs/InvestorRelations/ResultAnnouncements/2015FYResults/20160301_Barclays_Bank_PLC_2015_Annual_Report.pdf (excluding from page 1 to page 152), respectively);"
- the deletion of the period at the end of the third bullet of that section and insertion of "and;" and
- the insertion of the following wording after the end of the third bullet of that section:
"the joint unaudited interim results announcement of Barclays PLC and the Bank as filed with the SEC on Form 6-K on 29 July 2016 in respect of the six months ended 30 June 2016, (the "**2016 Interim Results Announcement**") (available at: <http://api40.10kwizard.com/cgi/convert/pdf/BARCLAYSPLC-20160729-6K-20160729.pdf?ipage=11060300&xml=1&quest=1&rid=23§ion=1&sequence=-1&pdf=1&dn=1>)."

Amendments to "Information relating to the Issuer"

The second sentence of the second paragraph of the section entitled "The Bank and the Group" on page 53 of the Base Prospectus shall be amended by the deletion of that section in its entirety and its replacement with the following wording:

"Following the March 2016 Group Strategy Update (as defined above), the Group is focused on two core divisions – Barclays UK and Barclays Corporate & International."

The fourth paragraph of the section entitled "The Bank and the Group" on page 53 of the Base Prospectus shall be amended by the addition of the following paragraph at the end thereof:

"Based on the Bank Group's unaudited financial information for the six months ended 30 June 2016, the Bank Group had total assets of £1,351,958m (30 June 2015: £1,197,555m), total net loans and advances¹ of £473,962m (30 June 2015: £475,826m), total deposits² of £500,919m (30 June 2015: £494,423m), and total shareholders' equity of £69,599m (30 June 2015: £65,710m) (including non-controlling interests of £2,976m (30 June 2015: £2,153m)). The profit before tax from continuing operations of the Bank Group for the six months ended 30 June 2016 was £3,017m (30 June 2015: £2,635) after credit impairment charges and other provisions of £931m (30 June 2015: £779m). The financial information in this paragraph is extracted from the unaudited consolidated financial statements of the Bank for the six months ended 30 June 2016."

The section entitled "Legal Proceedings" on page 54 of the Base Prospectus shall be amended by the deletion of such section in its entirety and its replacement with the following wording:

"Legal Proceedings"

For a description of the governmental, legal or arbitration proceedings that the Bank and the Group face, see Note 13 (*Provisions*) and Note 19 (*Legal, competition and regulatory matters*) to the financial statements of Barclays PLC on pages 79 to 80 and pages 83 to 94, respectively, of the 2016 Interim Results Announcement incorporated by reference herein."

The section entitled "Directors" starting on page 54 of the Base Prospectus shall be amended by the deletion of such section in its entirety and its replacement with the following:

"Directors"

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

<i>Name</i> ³	<i>Function(s) within the Bank</i>	<i>Principal outside activities</i>
John McFarlane	Chairman	Chairman, Barclays PLC; Director, Westfield Corporation; Director, Old Oak Holdings Limited; Chairman, The CityUK
James Staley	Chief Executive Officer	Group Chief Executive Officer, Barclays PLC

¹ Total net loans and advances include balances relating to both bank and customer accounts.

² Total deposits include deposits from bank and customer accounts.

³ On 28 June 2016, the Bank announced the appointment of Mary Francis CBE as a Non-Executive Director effective from 1 October 2016. Mary has extensive board-level experience across a range of industries and, as of 10 August 2016, serves on the board of Swiss Re Group and Ensco plc. She has previously served as Senior Independent Director on the board of Centrica and a non-executive director of Aviva, Cable & Wireless Communications, the Bank of England and Alliance & Leicester. Mary also had varied executive career, including 12 years at HM Treasury, before serving as Private Secretary to the Prime Minister, Deputy Private Secretary to the Queen and as Director General of the Association of British Insurers. Upon her appointment, Mary Francis' business address will be 1 Churchill Place, London E14 5HP, United Kingdom.

<i>Name³</i>	<i>Function(s) within the Bank</i>	<i>Principal outside activities</i>
Tushar Morzaria	Group Finance Director	Finance Director, Barclays PLC
Mike Ashley	Non-Executive Director	Non-Executive Director, Barclays PLC; Member, International Ethics Standards Board for Accountants; Member, Institute of Chartered Accountants in England & Wales' Ethics Standards Committee; Vice-Chair, European Financial Reporting Advisory Group's Technical Expert Group; Chairman, Government Internal Audit Agency; Member, Board of The Charity Commission
Tim Breedon CBE	Non-Executive Director	Non-Executive Director, Barclays PLC; Adviser, Blackstone Group L.P; Chairman, Apax Global Alpha
Crawford Gillies	Non-Executive Director	Chairman, Control Risks Group Limited; Senior Independent Director, SSE plc
Sir Gerry Grimstone	Deputy Chairman and Senior Independent Director	Deputy Chairman and Senior Independent Director, Barclays PLC; Chairman, Standard Life plc; Deloitte LLP; Lead non-executive, Ministry of Defence; Financial Services Trade and Investment Board; The Shareholder Executive
Reuben Jeffery III	Non-Executive Director	Non-Executive Director, Barclays PLC; Chief Executive Officer, President and Director, Rockefeller & Co., Inc. and Rockefeller Financial Services Inc.; Member International Advisory Council of the China Securities Regulatory Commission; Member, Advisory Board of Towerbrook Capital Partners LP; Director, Financial Services Volunteer Corps; International Advisory Committee, J. Rothschild Capital management
Dambisa Moyo	Non-Executive Director	Non-Executive Director, Barclays PLC; Non-Executive Director, SABMiller PLC; Non-Executive Director, Barrick Gold Corporation; Non-Executive Director, Seagate Technology
Diane de Saint Victor	Non-Executive Director	Non-Executive Director, Barclays PLC; General Counsel, Company Secretary and Executive Director of ABB Limited; Member, Advisory Board of the World Economic Forum's Davos Open Forum
Diane Schueneman	Non-Executive Director	Non-Executive Director, Barclays PLC;
Stephen Thieke	Non-Executive Director	Non-Executive Director, Barclays PLC;

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

The section entitled "Significant Change Statement" on page 56 of the Base Prospectus shall be amended by the deletion of such section in its entirety and its replacement with the following wording:

"Significant Change Statement

There has been no significant change in the financial or trading position of the Bank or the Group since 30 June 2016."