

**Supplement No. 1 dated 9 August 2018
to the Base Prospectus dated 11 July 2018**



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

\$20,000,000,000
GLOBAL COLLATERALISED MEDIUM TERM NOTES
supported by a limited recourse undertaking by Barclays CCP Funding LLP

This base prospectus supplement (this "**Supplement**") supplements, forms part of and should be read in conjunction with, the base prospectus dated 11 July 2018 (the "**Base Prospectus**") prepared by Barclays Bank PLC (the "**Bank**" or the "**Issuer**") with respect to its \$20,000,000,000 Global Collateralised Medium Term Note Series (the "**Global Collateralised Medium Term Note Series**").

This 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 Article 16 of the Prospectus Directive.

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

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 herein and any statement in or incorporated by reference into the Base Prospectus, the statements herein will prevail.

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

RISK FACTORS

The text of the section entitled "Risks relating to the Bank and the Group - Principal Risks relating to the Issuer", on page 17 of the Base Prospectus, shall be revised by the deletion of the second sentence of the second paragraph in its entirety and its replacement with the following text:

In connection with the planned implementation in the first half of 2018 of ring-fencing certain of the Group's UK businesses, the Issuer will transfer what are materially the assets and business of the Barclays UK division to another subsidiary of the Group, Barclays Bank UK PLC ("**BBUKPLC**").

The text of the second paragraph under the section entitled "Risks relating to the Bank and the Group - Material existing and emerging risks potentially impacting more than one Principal Risk – 4. Regulatory change agenda and impact on business model", starting on page 19 of the Base Prospectus, shall be revised by the deletion of the last sentence of the sixth sub-paragraph in its entirety and its replacement with the following text:

See "Treasury and capital risk" on pages 122 to 148 of the Joint Annual Report and pages 5 and 6 of the 2018 Interim Results Announcement, and Supervision and Regulation on pages 158 to 159 of the Joint Annual Report, for more information.

The text of the section entitled "Risks relating to the Bank and the Group - Material existing and emerging risks potentially impacting more than one Principal Risk – 5. Certain potential consequences of ring-fencing to the Issuer", starting on page 21 of the Base Prospectus, shall be revised by the deletion of the first sentence of the first paragraph its entirety and its replacement with the following text:

In connection with the planned implementation in the first half of 2018 of ring-fencing certain of the Group's businesses, the Issuer will transfer what are materially the assets and business of the Barclays UK division to another subsidiary of the Group, BBUKPLC.

The text of the section entitled "Risks relating to the Bank and the Group - Material existing and emerging risks potentially impacting more than one Principal Risk – 5. Certain potential consequences of ring-fencing to the Issuer", starting on page 21 of the Base Prospectus, shall be revised by the deletion of the second sentence of the second paragraph its entirety and its replacement with the following text:

The Issuer will not be the parent of BBUKPLC and thus will not have recourse to the assets of BBUKPLC.

The text of the section entitled "Material existing and emerging risks impacting individual Principal Risks - Credit risk – 1. Impairment", starting on page 22 of the Base Prospectus, shall be revised by the deletion of the last sentence its entirety and its replacement with the following text:

For more information please refer to Note 1 (Significant accounting policies) to the consolidated financial statements of Barclays PLC on pages 195 to 200 of the Joint Annual Report and Note 1 (Basis of preparation) to the condensed consolidated interim financial statements of the Bank on pages 15 to 20 of the 2018 Interim Results Announcement.

The text of the section entitled "Material existing and emerging risks impacting individual Principal Risks - Legal risk and legal, competition and regulatory matters", starting on page 28 of the Base Prospectus, shall be revised by the deletion of the fourth paragraph in its entirety and its replacement with the following text:

Details of legal, competition and regulatory matters to which the Bank Group is currently exposed are set out in Note 17 (Legal, competition and regulatory matters) to the condensed consolidated interim financial statements of the Bank on pages 40 to 50 of the 2018 Interim Results Announcement. In addition to matters specifically described in Note 17, the Bank Group is engaged in various other legal proceedings in the UK and US and a number of other overseas jurisdictions which arise in the ordinary course of business. The Bank Group is also subject to requests for information, investigations and other reviews by regulators,

governmental and other public bodies in connection with business activities in which the Bank Group is or has been engaged. The Bank Group is cooperating with the relevant authorities and keeping all relevant agencies briefed as appropriate in relation to these matters and others described in Note 17 on an ongoing basis.

FORWARD-LOOKING STATEMENTS

The text of the section entitled "Forward-Looking Statements", on page 52 of the Base Prospectus, shall be revised by the deletion of the first paragraph and the insertion of the following text:

This Base Prospectus and certain documents incorporated by reference herein contain certain forward-looking statements within the meaning of Section 21E of the US Securities Exchange Act of 1934, as amended, and Section 27A of the US Securities Act of 1933, as amended, with respect to the Bank Group. The Bank cautions readers that no forward-looking statement is a guarantee of future performance and that actual results or other financial condition or performance measures could differ materially from those contained in the forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as 'may', 'will', 'seek', 'continue', 'aim', 'anticipate', 'target', 'projected', 'expect', 'estimate', 'intend', 'plan', 'goal', 'believe', 'achieve' or other words of similar meaning. Examples of forward-looking statements include, among others, statements or guidance regarding the Bank Group's future financial position, income growth, assets, impairment charges, provisions, business strategy, capital, leverage and other regulatory ratios, projected levels of growth in the banking and financial markets, projected costs or savings, any commitments and targets, estimates of capital expenditures and plans and objectives for future operations, IFRS 9 impacts and other statements that are not historical fact. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. These may be affected by changes in legislation, the development of standards and interpretations under International Financial Reporting Standards including the implementation of IFRS 9, evolving practices with regard to the interpretation and application of accounting and regulatory standards, the outcome of current and future legal proceedings and regulatory investigations, future levels of conduct provisions, the policies and actions of governmental and regulatory authorities, geopolitical risks and the impact of competition. In addition, factors including (but not limited to) the following may have an effect: capital, leverage and other regulatory rules applicable to past, current and future periods; UK, US, Eurozone and global macroeconomic and business conditions; the effects of any 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 Bank Group or any securities issued by such entities; the potential for one or more countries exiting the Eurozone; the implications of the exercise by the UK of Article 50 of the Treaty of Lisbon and the disruption that may result in the UK and globally from the withdrawal of the UK from the European Union; and the success of future acquisitions, disposals and other strategic transactions. A number of these influences and factors are beyond the Bank Group's control. As a result, the Bank Group's actual future results and capital and leverage ratios may differ materially from the plans, goals, expectations and guidance set forth in the Bank Group's forward-looking statements. Additional risks and factors which may impact the Bank Group's future financial condition and performance are identified in the Bank Group's filings with the SEC, including in the Joint Annual Report (as defined in the "Information Incorporated by Reference" section below) which are available on the SEC's website at www.sec.gov.

Any forward-looking statements made herein speak only as of the date they are made and it should not be assumed that they have been revised or updated in the light of new information or future events. Except as required by the Prudential Regulation Authority, the Financial Conduct Authority, the London Stock Exchange plc (the LSE) or applicable law, the Bank Group expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Bank Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. The reader should, however, consult any additional disclosures that the Bank Group has made or may make in documents it has published or may

publish via the Regulatory News Service of the LSE and/or has filed or may file with the SEC.

Subject to the Bank Group's obligations under the applicable laws and regulations of the UK and the US in relation to disclosure and on-going information, the Bank undertakes no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

INFORMATION INCORPORATED BY REFERENCE

The text under the first paragraph of the section entitled "Information Incorporated By Reference," beginning on page 53 of the Base Prospectus, shall be revised by: (a) the deletion of the third, fourth, fifth and sixth sub-paragraphs in their entirety, (b) including "and" term at the end of the second sub-paragraph and (c) including the following text as the last sub-paragraph of the first paragraph:

- the unaudited interim results announcement of the Bank, as filed with the SEC on Form 6-K on 2 August 2018, in respect of the six month ended 30 June 2018 ("**2018 Interim Results Announcement**") (available at <http://www.ise.ie/app/announcementDetails.aspx?ID=13749444>).

INFORMATION RELATING TO THE ISSUER

The text of the section entitled "The Bank and the Group", beginning on page 55 of the Base Prospectus, shall be revised by the deletion of the second and third paragraphs in their entirety and their replacement with the following paragraphs:

The Group is a transatlantic consumer and wholesale bank offering products and services across personal, corporate and investment banking, credit cards and wealth management, with a strong presence in the Group's two home markets of the UK and the US. The Group is focused on two core divisions – Barclays UK and Barclays International.

Both Barclays UK and Barclays International have historically operated within the legal entity Barclays Bank PLC. However, on 1 April 2018 the Barclays UK division formally separated into a new legal entity – BBUKPLC, which is the Group's UK ring-fenced bank. BBUKPLC offers everyday products and services to retail and consumer customers and small to medium sized enterprises based in the UK. Products and services designed for the Group's larger corporate, wholesale and international banking clients will continue to be offered by Barclays International from within the Bank. BBUKPLC will operate alongside, but have the ability to take decisions independently from, the Bank as part of the Group under Barclays PLC.

The text of the section entitled "The Bank and the Group", beginning on page 55 of the Base Prospectus, shall be revised by the addition of the following paragraph after the fifth paragraph thereof:

Based on the Bank Group's unaudited financial information for the six months ended 30 June 2018, the Bank Group had total assets of £903,345m (30 June 2017: £1,136,867m), total net loans and advances¹ of £226,369m (30 June 2017: £427,980m), total deposits² of £279,438m (30 June 2017: £488,162m), and total shareholders' equity of £48,192m (30 June 2017: £66,167m) (including non-controlling interests of £2m (30 June 2017: £84m)). The profit before tax from continuing operations of the Bank Group for the six months ended 30 June 2018 was £725m (30 June 2017: £1,731m) after credit impairment charges and other provisions of £156m (30 June 2017: £656m). The financial information in this paragraph is extracted from

¹ Total net loans and advances include balances relating to both bank and customer accounts. As a result of a voluntary change in presentation following the adoption of IFRS 9, 'loans and advances to banks' and 'loans and advances to customers' have been disaggregated and are now reported in 'loans and advances at amortised cost' and 'cash collateral and settlement balances'.

² Total deposits include deposits from bank and customer accounts. As a result of a voluntary change in presentation following the adoption of IFRS 9, 'deposits from banks' and 'customer accounts' have been disaggregated and are now reported in 'deposits at amortised cost' and 'cash collateral and settlement balances'.

the unaudited condensed consolidated interim financial statements of the Bank for the six months ended 30 June 2018.

The section entitled "The Bank and the Group – Acquisitions, Disposals and Recent Developments", beginning on page 55 of the Base Prospectus, shall be deleted in its entirety.

The text of the section entitled "The Bank and the Group – Legal Proceedings" on page 56 of the Base Prospectus, shall be revised by its deletion in its entirety and its replacement by the following text:

For a description of the governmental, legal or arbitration proceedings that the Bank and the Bank Group face, see Note 17 (Legal, competition and regulatory matters) to the condensed consolidated interim financial statements of the Bank on pages 40 to 50 of the 2018 Interim Results Announcement.

The text of the section entitled "The Bank and the Group – Significant Change Statement" on page 57 of the Base Prospectus, shall be revised by its deletion in its entirety and its replacement by the following text:

There has been no significant change in the financial or trading position of the Bank Group since 30 June 2018.

The text of the section entitled "The Bank and the Group – Material Adverse Change Statement" on page 58 of the Base Prospectus, shall be revised by its deletion in its entirety and its replacement by the following text:

There has been no material adverse change in the prospects of the Bank or the Bank Group since 31 December 2017.

The text of the section entitled "The Bank and the Group – Legal Proceedings" beginning on page 58 of the Base Prospectus, shall be revised by its deletion in its entirety and its replacement by the following text:

Save as disclosed under "The Bank and the Group – Legal Proceedings" (other than under the heading 'General'), there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Bank 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 Bank and/or the Bank Group.

TERMS AND CONDITIONS OF THE GLOBAL COLLATERALISED MEDIUM TERM NOTES

The definition of the "Interest Determination Date" under Condition 3.2(c) (*Bank of England Base Rate Determination for Floating Rate Notes*) on page 134 of the Base Prospectus shall be revised by its deletion in its entirety and its replacement by the following text:

"Interest Determination Date" means, in respect of an Interest Calculation Period, the date falling two London Business Days prior to the first day of that Interest Calculation Period, or as otherwise specified in the applicable Final Terms.