

**Supplement No. 2 dated 17 January 2019
to the Base Prospectus dated 21 September 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 21 September 2018 as supplemented on 2 November 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, 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.

COVER PAGE

The sixth paragraph of the cover page of the Base Prospectus shall be revised by the modification of the long term rating of the Global Collateralised Medium Term Notes Series by Fitch to A+.

INFORMATION RELATING TO THE ISSUER

The section entitled "Information Relating to the Issuer – The Bank and the Group" on page 71 of the Base Prospectus shall be revised by the modification of the rating of the long-term unsecured unsubordinated obligations of Barclays Bank PLC by Fitch to A+.

SUMMARY OF THE TRANSACTION DOCUMENTS

The section entitled "Repurchase Agreements", on pages 83-89 of the Base Prospectus, shall be revised by the insertion of the following text at the end of the section:

ISDA 2018 US Resolution Stay Protocol

The LLP and each of the Sellers have adhered to the ISDA 2018 US Resolution Stay Protocol (the "**US Stay Protocol**"). The US Stay Protocol was created to allow market participants to comply with regulations issued by the Board of Governors of the Federal Reserve System ("**FRB**") (12 C.F.R. §§ 252.2, 252.81-88), the US Federal Deposit Insurance Corporation ("**FDIC**") (12 C.F.R. §§ 382.1-7) and the US Office of the Comptroller of the Currency ("**OCC**") (12 C.F.R. §§ 47.1-8) ("**US Stay Regulations**"). The US Stay Regulations impose requirements on the terms of swaps, repos and other qualified financial contracts ("**QFCs**") of global systemically important banking organizations ("**G-SIBs**").

The US Stay Protocol enables Entities Subject to US Regulations (as defined below) and their counterparties to amend the terms of the covered QFCs between them (unless they are excluded or exempted) to expressly recognize existing limits on the exercise of default rights by counterparties under the Orderly Liquidation Authority provisions of Title II of the Dodd-Frank Wall Street Reform and Consumer Protection Act ("**OLA**") and the Federal Deposit Insurance Act ("**FDI Act**") as well as the powers of the FDIC under OLA and the FDI Act to transfer contracts; and limit the ability of counterparties to exercise default rights related, directly or indirectly, to affiliates of Entities Subject to US Regulations entering into insolvency proceedings (including under the US Bankruptcy Code) and permit the transfer of related credit support provided by a covered affiliate in such a resolution scenario.

Regulated entities under the ISDA US Stay Protocol are those entities that either are subject to the US Stay Regulations or, in the case of foreign banking organizations, have a US branch or agency that is subject to the US Stay Regulations and, in both cases, identify themselves as a regulated entity in their adherence letter. Entities that are subject to the US Stay Regulations are "Covered Entities" as defined in the regulations issued by the FRB (12 C.F.R. §§ 252.2, 252.81-88), "Covered FSIs" as defined in the regulations issued by the FDIC (12 C.F.R. §§ 382.1-7) and "Covered Banks" as defined in the regulations issued by the OCC (12 C.F.R. §§ 47.1-8) (collectively, "**Entities Subject to US Regulations**"). Regulated Entities under the ISDA US Stay Protocol generally include members of banking groups that have been designated as G-SIBs under the FRB's Regulation YY.