

2 MAY 2018

PROSPECTUS SUPPLEMENT

COMBINED SUPPLEMENT 4/2017



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

**Pursuant to the Global Structured Securities Programme**

This prospectus supplement dated 2 May 2018 (the "**Prospectus Supplement**") is supplemental to, and must be read in conjunction with, both of the base prospectuses listed in the Schedule hereto, (in respect of Base Prospectus 6 only, as supplemented by the Supplement 1/2017 dated 13 July 2017 and the Supplement 2/2017 dated 4 August 2017, and in respect of both base prospectuses, as supplemented by the Combined Supplement 3/2017 dated 21 November 2017) (each, a "**Base Prospectus**" and together, the "**Base Prospectuses**") 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 of each Base Prospectus for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005 and amended on 3 July 2012, and has been approved by the *Commission de Surveillance du Secteur Financier*, which is the competent authority in the Grand Duchy of Luxembourg for the purposes of the Prospectus Directive and the relevant implementing measures in the Grand Duchy of Luxembourg, as a prospectus supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the Grand Duchy of Luxembourg for the purpose of giving information with regard to the issue of securities under the Programme. This Prospectus Supplement and any documents incorporated by reference will be published on [www.bourse.lu](http://www.bourse.lu).

Terms defined in the Base Prospectuses 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 information relating to each of the "Summary", "Risk Factors", "Information Incorporated by Reference", "Important Legal Information" and "General Information" sections in both of the Base Prospectuses following the release of the 2017 Joint Annual Report, the 2017 Issuer Annual Report, the 2018 Registration Document, the March Announcement, the April Announcement, the Q1 Recent Developments Announcement and Supplement 1/2018 (each as defined in the section "Information Incorporated by Reference" below) as set out below.

## **A) SUMMARY**

The section entitled "Summary" on (i) pages 9 to 32 of Base Prospectus 6 and (ii) pages 10 to 54 of Base Prospectus 9 is updated by:

- (i) in respect of each Base Prospectus, inserting a new Element B.8 into the Summary between Element B.5 and Element B.9 as follows:

<b>B.8</b>	<b>Selected key pro forma financial information</b>	Based on the unaudited pro forma condensed consolidated financial information of the Bank Group as at and for the year ended 31 December 2017 (the " <b>Pro Forma Financial Information</b> "), the Bank Group had total assets of £897,869 million, total net loans and advances of
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		<p>£213,800 million, total deposits of £280,728 million, and total equity of £49,847 million. The profit before tax of the Bank Group for the year ended 31 December 2017 was £1,878 million after credit impairment charges and other provisions of £1,553 million. The financial information in this paragraph is extracted from the Pro Forma Financial Information.</p> <p>The Pro Forma Financial Information, because of its nature, addresses a hypothetical situation and does not, therefore, represent the Bank Group's actual financial position or results.</p>
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- (ii) in respect of each Base Prospectus, deleting all of the information currently appearing in the third column of Element B.12 and replacing it with the following:

"Based on the Bank Group's audited financial information for the year ended 31 December 2017, the Bank Group had total assets of £1,129,343 million (2016: £1,213,955 million), total net loans and advances of £401,762 million (2016: £436,417 million), total deposits of £467,332 million (2016: £472,917 million), and total equity of £65,734 million (2016: £70,955 million) (including non-controlling interests of £1 million (2016: £3,522 million)). The profit before tax of the Bank Group for the year ended 31 December 2017 was £3,166 million (2016: £4,383 million) after credit impairment charges and other provisions of £2,336 million (2016: £2,373 million). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2017.

Not Applicable: save for the implementation of the Scheme as disclosed in the section 'Ring Fencing Transfer Scheme' of Element B.13, there has been no significant change in the financial or trading position of the Bank Group since 31 December 2017.

There has been no material adverse change in the prospects of the Issuer since 31 December 2017."

- (iii) in respect of each Base Prospectus, deleting all of the information currently appearing in the third column of Element B.13 and replacing it with the following:

"Ring-Fencing Transfer Scheme

On 9 March 2018 the Group was granted approval from the Prudential Regulation Authority and the High Court of Justice of England and Wales to implement the "ring-fencing" of its day-to-day banking services of the Group using a legal process called a Ring-Fencing Transfer Scheme (the "**Scheme**") under Part VII of the Financial Services and Markets Act 2000.

The Group has implemented the Scheme and established the ring-fenced bank, Barclays Bank UK PLC on 1 April 2018. This entity will operate alongside, but have the ability to take decisions independently from, the Issuer as part of the Group under Barclays PLC.

Settlement with the United States Department of Justice ("**DoJ**") in relation to residential mortgage-backed securities

The Group has reached a settlement with the DoJ to resolve the civil complaint brought by the DoJ in December 2016 relating to residential mortgage-backed securities sold by the Group between 2005 and 2007.

The Group has agreed to pay a civil monetary penalty of \$2,000 million (£1,420 million), which will be recognized in the first quarter of 2018.

The settlement resolves all actual and potential civil claims by the DoJ relating to the Group's securitisation, underwriting and sale of mortgage-backed securities in the period 2005-2007."

- (iv) in respect of each Base Prospectus, deleting all of the information currently appearing in the third column of Element B.15 and replacing it with the following:

"The Bank Group is a global consumer and wholesale bank offering products and services across personal, corporate and investment banking and wealth management, with a strong presence in the UK and the US."

- (v) in respect of Base Prospectus 9 only, deleting all of the information currently appearing in the third column of Element B.17 and replacing it with the following:

"The short-term unsecured obligations of the Issuer are rated A-1 by Standard & Poor's Credit Market Services Europe Limited, P-1 by Moody's Investors Service Ltd. and F1 by Fitch Ratings Limited and the long-term unsecured unsubordinated obligations of the Issuer are rated A by Standard & Poor's Credit Market Services Europe Limited, A2 by Moody's Investors Service Ltd. and A by Fitch Ratings Limited. A specific issue of Securities may be rated or unrated."

- (vi) in respect of each Base Prospectus, deleting all of the information currently appearing in the third column of Element D.2 and replacing it with the following:

The risks described below are material risks that senior management has identified with respect to the Group. 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 (the "**UK Ring-fenced Bank**"). Senior management expects that upon this transfer the material risks with respect to the Bank Group will be the same in all material respects as those risks with respect to the Group.

The Issuer classifies eight risks as "**Principal Risks**": (1) Credit Risk; (2) Market Risk; (3) Treasury and Capital Risk; (4) Operational Risk; (5) Model Risk; (6) Conduct Risk; (7) Reputation Risk; and (8) Legal Risk (each a "**Principal Risk**"). Material risks to the Group and their impact are described below in the sections (i) material existing and emerging risks potentially impacting more than one Principal Risk and (ii) material existing and emerging risks impacting individual Principal Risks.

**(i) Material existing and emerging risks potentially impacting more than one Principal Risk**

**Business conditions, general economy and geopolitical issues**

The Group offers a broad range of services, including to retail, institutional and government customers, in a large number of countries. The breadth of these operations means that deterioration in the economic environment, or an increase in political instability in countries where the Group is active, or in any systemically important economy, could adversely affect the Group's operating performance, financial condition and prospects.

**Interest rate rises adversely impacting credit conditions**

To the extent that central banks increase interest rates particularly in the Group's main markets, in the UK and the US, there could be an impact on consumer debt affordability and corporate profitability. While interest rate rises could positively impact the Group's profitability, as retail and corporate business income may increase due to margin de-compression, future interest rate increases, if larger or more frequent than expectations, could cause stress in the loan portfolio and underwriting activity of the Group. Higher credit losses driving an increased impairment allowance would most notably impact retail unsecured portfolios and wholesale non-investment grade lending.

Interest rates rising faster than expected could also have an adverse impact on the value of high quality liquid assets which are part of the Group Treasury function's investment activity that could consequently create more volatility through the Group's available for sale reserves than expected.

### **Process of UK withdrawal from the European Union**

The uncertainty and increased market volatility following the UK's decision to leave the EU in 2019 is likely to continue until the exact nature of the future trading relationship with the EU becomes clear. The potential risks associated with an exit from the EU include:

- Increased market risk with the impact on the value of trading book positions;
- Potential for credit spread widening for UK institutions which could lead to reduced investor appetite for the Group's debt securities, which could negatively impact the cost of and/or access to funding;
- Changes in the long-term outlook for UK interest rates which may adversely affect International Accounting Standards 19 pension liabilities and the market value of equity investments funding those liabilities;
- Increased risk of a UK recession with lower growth, higher unemployment and falling UK house prices. This would negatively impact a number of the Group's portfolios;
- Changes to current EU "Passporting" rights which will likely require adjustments to the current model for the Group's cross-border banking operation which could increase operational complexity and/or costs;
- The ability to attract, or prevent the departure of, qualified and skilled employees may be impacted by the UK's future approach to the EU freedom of movement and immigration from the EU countries; and
- The legal framework within which the Group operates could change and become more uncertain as the UK takes steps to replace or repeal certain laws currently in force, which are based on EU legislation and regulation.

### **Regulatory change agenda and impact on business model**

The Group remains subject to ongoing significant levels of regulatory change and scrutiny in many of the countries in which it operates (including, in

particular, the UK and the US). A more intensive regulatory approach and enhanced requirements together with the uncertainty (particularly in light of the UK's decision to withdraw from the EU) and potential lack of international regulatory coordination as enhanced supervisory standards are developed and implemented may adversely affect the Group's business, capital and risk management strategies and/or may result in the Group deciding to modify its legal entity structure, capital and funding structures and business mix, or to exit certain business activities altogether or not to expand in areas despite otherwise attractive potential.

### **Certain potential consequences of ring-fencing to the Issuer**

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, the UK Ring-fenced Bank. Senior management expects that upon this transfer, the material risks with respect to the Bank Group will be the same in all material respects as those risks with respect to the Group. However, senior management has identified certain potential differences in risks with respect to the Bank Group as compared to risks to the Group.

The transfer of the assets and liabilities of the Barclays UK division from the Issuer will mean that the Bank Group will be less diversified than the Group as a whole. The Issuer will not be the parent of the UK Ring-fenced Bank and thus will not have recourse to the assets of the UK Ring-fenced Bank.

The implementation of ring-fencing may adversely affect the market value and/or liquidity of the Securities.

### **(ii) Material existing and emerging risks impacting individual Principal Risks**

**Credit risk:** The risk of loss to the Group from the failure of clients, customers or counterparties, including sovereigns, to fully honour their obligations to the Group, including the whole and timely payment of principal, interest, collateral and other receivables. The Group may suffer financial loss if any of its customers, clients or counterparties fails to fulfil their contractual obligations to the Group.

**Market risk:** The risk of a loss arising from potential adverse changes in the value of the Group's assets and liabilities from fluctuation in market variables including, but not limited to, interest rates, foreign exchange, equity prices, commodity prices, credit spreads, implied volatilities and asset correlations. The Group's trading business is generally exposed to a prolonged period of elevated asset price volatility, particularly if it negatively affects the depth of marketplace liquidity.

**Treasury and capital risk:** The risk that the Group (i) is unable to meet its contractual or contingent obligations or that it does not have the appropriate amount, tenor and composition of funding and liquidity to support its assets, (ii) has an insufficient level or composition of capital to support its normal business activities and to meet its regulatory capital requirements, or (iii) is exposed to capital or income volatility because of a mismatch between the interest rate exposures of its assets and liabilities. The Group may not be able to achieve its business plans due to, among other things: a) being unable to maintain appropriate capital ratios; b) being unable to meet its obligations as they fall due; c) rating agency downgrades; d) adverse changes in foreign exchange rates on

capital ratios; e) adverse movements in the pension fund; and f) non-traded market risk/interest rate risk in the banking book.

**Operational risk:** The Group is exposed to many types of operational risk. These include: (i) the risk of failing to adequately manage the threat of cyber attacks and to continually evolve enterprise security and provide an active cyber security response capability could result in increased fraud losses, inability to perform critical economic functions, customer detriment, potential regulatory censure and penalty, legal liability, reduction in shareholder value and reputational damage; (ii) the risk of loss of or disruption to the Group's business processing, whether arising through impacts on technology systems, real estate services, personnel availability or the support of major suppliers, and which may result in significant customer detriment, cost to reimburse losses incurred by the Group's customers, potential regulatory censure or penalty, and reputational damage; (iii) to the extent that the Group depends on suppliers for the provision of many of its services and the development of future technology driven product propositions, there is a risk that client information or critical infrastructures is not adequately protected, the potential for a negative impact on the Group's ability to continue to provide services that are material to the Group following a failure by any such supplier and the potential for increased losses, inability to perform critical economic functions, customer detriment, potential regulatory censure and penalty, legal liability and reputational damages upon a failure to adequately manage outsourcing risk; (iv) the risk of material errors in operational processes, including payments, which could disadvantage the Group's customers, clients or counterparties and could result in regulatory censure and penalties, legal liability, reputational damage and financial loss by the Group; (v) the risk of a failure to closely monitor risk exposure to new and emergent technology, which could lead to customer detriment, loss of business, regulatory censure, missed business opportunity and reputational damage; (vi) the risk of fraudulent and other internal and external criminal activities, which could result in high profile material losses together with regulatory censure, penalties and significant reputational damage; (vii) the risk of the inability to hire and retain appropriately qualified employees, which could negatively impact the Group's financial performance, control environment and level of employee engagement as well as the disenfranchisement of certain customer groups, customer detriment and reputational damage; (viii) the risk that the Group failing to comply with tax laws and practices or managing its tax affairs in an appropriate manner, which could lead to losses due to additional tax charges, other financial costs or reputational damage; (ix) the risk that of incorrect judgements being exercised, or incorrect estimates or assumptions being used, in relation to International Financial Reporting Standards, which could result in significant loss to the Group, beyond what was anticipated or provided for; and (x) the risk of failing to accurately collect and maintain the large volumes of data (including personally identifiable information, intellectual property, and financial data) that the Group holds and to protect it from breaches of confidentiality and interference with its availability, which could lead to loss or unavailability of data and data integrity issues and could result in regulatory censure, legal liability and reputational damage.

**Model risk:** The risk of the 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 of their

outputs. Models may also be misused. Model errors or misuse may result in the Group making inappropriate business decisions and being subject to financial loss, regulatory risk, reputational risk and/or inadequate capital reporting.

**Conduct risk:** The risk of detriment to customers, clients, market integrity, competition or the Group from the inappropriate supply of financial services, including instances of wilful or negligent misconduct. Ineffective product governance, could lead to poor customer outcomes, as well as regulatory sanctions, financial loss and reputational damage. The Group may be adversely affected if it fails to effectively mitigate the risk that its employees or third parties facilitate, or that its products and services are used to facilitate financial crime (money laundering, terrorist financing, bribery and corruption and sanctions evasion). Failure to protect personal data can lead to potential detriment to the Group's customers and clients, reputational damage, regulatory sanctions and financial loss, which under the new EU Data Protection Regulation may be substantial. Failure to meet the requirements and expectations of the UK Senior Managers Regime, Certification Regime and Conduct Rules may lead to regulatory sanctions, both for the individuals and the Group.

**Reputation risk:** The risk that an action, transaction, investment or event will reduce trust in the Group's integrity and competence by clients, counterparties, investors, regulators, employees or the public.

**Legal risk and legal, competition and regulatory matters:** The risk of loss or imposition of penalties, damages or fines from the failure of the Group to meet its legal obligations including regulatory or contractual requirements. Legal disputes, regulatory investigations, fines and other sanctions relating to conduct of business and breaches of legislation and/or regulations may negatively affect the Group's results, reputation and ability to conduct its business. Legal outcomes can arise as a consequence of legal risk or because of past and future actions, behaviours and business decisions as a result of other Principal Risks."

## **B) RISK FACTORS**

The section entitled "Risk Factors" on (i) pages 33 to 66 of Base Prospectus 6 and (ii) pages 55 to 95 of Base Prospectus 9 is updated by:

- (i) in respect of Base Prospectus 6 only, 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 35 of Base Prospectus 6 in its entirety and replacing it with the following:

"These risks are described in the section 'Risk Factors' in the 2018 Registration Document, incorporated by reference into this document – see 'Information Incorporated by Reference'."

- (ii) in respect of Base Prospectus 9 only, deleting in its entirety the third paragraph of Risk Factor 1 (*Risks associated with the Issuer's ability to fulfil its obligations under the Securities and status of the Securities*) on page 56 of Base Prospectus 9 and replacing it with the following:

"These risks are described in the section 'Risk Factors' in the 2018 Registration Document, incorporated by reference into this document – see 'Information Incorporated by Reference'."

- (iii) in respect of Base Prospectus 6 only, deleting the first paragraph on page 36 of Base Prospectus 6 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*) in its entirety and replacing it with the following:

"On 23 November 2016, the European Commission published, among other proposals, proposals to amend the BRRD. The majority of these proposals are in draft form and are still subject to the EU legislative process and national implementation. Therefore, it is unclear what the effect of such proposals may be on the Group, the Issuer or the Warrants."

- (iv) in respect of Base Prospectus 9 only, deleting the fourth paragraph on page 57 of Base Prospectus 9 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 Securities*) in its entirety and replacing it with the following:

"On 23 November 2016, the European Commission published, among other proposals, proposals to amend the BRRD. The majority of these proposals are in draft form and are still subject to the EU legislative process and national implementation. Therefore, it is unclear what the effect of such proposals may be on the Group, the Issuer or the Securities."

- (v) in respect of Base Prospectus 6 only, deleting the seventh and eighth paragraphs on page 37 of Base Prospectus 6 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*) in their entirety and replacing them with the following:

"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 BRRD (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 potentially be within scope of the bail-in tool. Accordingly, any such 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 securities or other obligations of the Issuer or another person, or any other modification or variation to the terms of the Warrants.

The Banking Act specifies the order in which the bail-in tool should be applied, reflecting the hierarchy of capital instruments under CRD IV and otherwise respecting the hierarchy of claims in an ordinary insolvency. In addition, the bail-in tool 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 of the relevant entity. Among other proposals, the amendments to BRRD and CRD IV proposed by the European Commission on 23 November 2016 have amended the creditor hierarchy in respect of certain unsecured debt instruments, although such amendments remain subject to national implementation. The other amendments to BRRD and CRD IV, such as the amendments in relation to minimum requirements for own funds and eligible liabilities ("**MREL**"), are still



in draft form and subject to the EU legislative process, therefore it is unclear what the effect of such amendments may be on the Group, the Issuer or the Warrants."

- (vi) in respect of Base Prospectus 9 only, deleting the tenth and eleventh paragraphs on page 58 of Base Prospectus 9 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 Securities*) in their entirety and replacing them with the following:

"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 BRRD (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 potentially be within scope of the bail-in tool. Accordingly, any such exercise of the bail-in tool in respect of the Issuer and the Securities may result in the cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the Securities and/or the conversion of the Securities 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 Securities.

The Banking Act specifies the order in which the bail-in tool should be applied, reflecting the hierarchy of capital instruments under the CRD IV and otherwise respecting the hierarchy of claims in an ordinary insolvency. In addition, the bail-in tool 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 of the relevant entity. Among other proposals, the amendments to BRRD and CRD IV proposed by the European Commission on 23 November 2016 have amended the creditor hierarchy in respect of certain unsecured debt instruments, although such amendments remain subject to national implementation. The other amendments to BRRD and CRD IV, such as the amendments in relation to minimum requirements for own funds and eligible liabilities ("**MREL**"), are still in draft form and subject to the EU legislative process, therefore it is unclear what the effect of such amendments may be on the Group, the Issuer or the Securities."

- (vii) in respect of Base Prospectus 6 only, adding the phrase "the implementation of structural reform;" to the second paragraph of Risk Factor 4 (*A downgrade of the credit rating assigned by any credit rating agency to the Issuer or, if applicable, to the Warrants could adversely affect the liquidity or market value of the Warrants. Credit ratings downgrades could occur as a result of, among other causes, changes in the ratings methodologies used by credit rating agencies*) on page 38 of Base Prospectus 6, immediately following the words "the level of political support for the industries in which the Issuer operates;"
- (viii) in respect of Base Prospectus only, adding the phrase "the implementation of structural reform" to the second paragraph of Risk Factor 4 (*A downgrade of the credit rating assigned by any credit rating agency to the Issuer or, if applicable, to the Securities could adversely affect the liquidity or market value of the Securities. Credit ratings downgrades could occur as a result of, among other causes, changes in the ratings methodologies used by credit rating agencies*) on page 60 of Base Prospectus

9, immediately following the words "the level of political support for the industries in which the Issuer operates;".

## C) INFORMATION INCORPORATED BY REFERENCE

The section entitled "Information Incorporated by Reference" on (i) pages 68 to 71 of Base Prospectus 6 and (ii) pages 98 to 102 of Base Prospectus 9 is 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 information set out in paragraph (ii) below from the joint Annual Report of Barclays PLC and the Issuer, as filed with the United States Securities and Exchange Commission (the "**SEC**") on Form 20-F on 22 February 2018 in respect of the years ended 31 December 2016 and 31 December 2017 (the "**2017 Joint Annual Report**");
  - (2) the Annual Report of the Issuer containing the audited consolidated financial statements of the Issuer in respect of the year ended 31 December 2017 (the "**2017 Issuer Annual Report**");
  - (3) the Registration Document dated 16 March 2018 (the "**2018 Registration Document**") and approved by the United Kingdom Financial Conduct Authority ("**FCA**") in its capacity as competent authority in the United Kingdom (the "**UK Listing Authority**");
  - (4) the joint announcement of Barclays PLC and the Issuer, as filed with the SEC on Form 6-K on 29 March 2018 in respect of the settlement of civil litigation with the US Department of Justice in relation to residential mortgage-backed securities (the "**March Announcement**");
  - (5) the announcement of Barclays PLC, as filed with the SEC on Form 6-K on 20 April 2018 in respect of the conclusion of the FCA and Prudential Regulation Authority ("**PRA**") investigations (the "**April Announcement**");
  - (6) the announcement of the Issuer, as filed with the SEC on Form 6-K on 26 April 2018 in respect of recent developments during the first quarter of 2018 (the "**Q1 Recent Developments Announcement**"); and
  - (7) Supplement 1/2018 dated 1 May 2018 to the Registration Document dated 16 March 2018 ("**Supplement 1/2018**").
- (ii) adding the following page references to the cross-reference lists in paragraph 2 (*Information incorporated by reference*):

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### ***From the 2017 Issuer Annual Report***

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***From the March Announcement***

<b>Exhibit 99.1 – Barclays reaches settlement with United States Department of Justice in relation to Residential Mortgage-Backed Securities</b>	Page 4
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***From the April Announcement***

<b>Exhibit 99.1 – FCA and PRA conclude investigations into Jes Staley and Barclays</b>	Page 4
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***From the Q1 Recent Developments Announcement***

<b>Exhibit 99.1 – Recent Developments</b>	Page 4
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***From Supplement 1/2018***

The Issuer and the Group	Pages 1 to 4
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Only information listed in the cross-reference lists above is incorporated by reference into each of the Base Prospectuses. Information in each Document which is not incorporated by reference into each of the Base Prospectuses is either not relevant for investors or is covered elsewhere in each such Base Prospectus.

- (iii) deleting the following page references from the cross-reference lists in paragraph 2 (*Information incorporated by reference*):

***From the Registration Document***

Risk Factors	Pages 3 to 20
The Issuer and the Group	Pages 26 to 28

- (iv) amending the page reference relating to 'Consolidated statement of changes in equity' under the heading '*From the 2016 Issuer Annual Report*' in the cross-reference lists in paragraph 2 (*Information incorporated by reference*) so that it shall now read "Pages 193 to 195" instead of "Pages 193 to 194".
- (v) deleting the row relating to 'Statement of changes in equity' under the heading '*From the 2016 Issuer Annual Report*' in the cross-reference lists in paragraph 2 (*Information incorporated by reference*) in its entirety.

**D) IMPORTANT LEGAL INFORMATION**

The section entitled "Important Legal Information" on (i) pages 205 to 208 of Base Prospectus 6 and (ii) pages 405 to 410 of Base Prospectus 9 is updated by deleting the second paragraph under the heading 'Ratings' on (i) page 205 of Base Prospectus 6 and (ii) pages 406 to 407 of Base Prospectus 9 in its entirety and replacing it with the following

(notwithstanding that any footnotes in such paragraph of each Base Prospectus shall apply *mutatis mutandis* as set out therein):

"As of the date of this Base Prospectus, the short-term unsecured obligations of the Issuer are rated A-1 by Standard & Poor's, P-1 by Moody's, and F1 by Fitch and the unsecured unsubordinated long-term obligations of the Issuer are rated A by Standard & Poor's, A2 by Moody's, and A by Fitch."

## **E) GENERAL INFORMATION**

In respect of each Base Prospectus, the section "General Information" on (i) pages 209 to 213 of Base Prospectus 6 and (ii) pages 411 to 415 of Base Prospectus 9 is updated by:

- (i) Deleting the information under "Significant Change Statement" on (i) page 209 of Base Prospectus 6 and (ii) page 411 of Base Prospectus 9 and replacing it with the following:

"Save as disclosed under paragraph (v) of the section entitled 'The Issuer and the Group' on pages 3 to 4 of Supplement 1/2018, there has been no significant change in the financial or trading position of the Bank Group since 31 December 2017."

- (ii) Deleting the information under "Material Adverse Change Statement" on (i) page 209 of Base Prospectus 6 and (ii) page 411 of Base Prospectus 9 and replacing it with the following:

"There has been no material adverse change in the prospects of the Issuer since 31 December 2017."

- (iii) Deleting the information set out under "Legal Proceedings" on (i) page 209 of Base Prospectus 6 and (ii) page 411 of Base Prospectus 9 and replacing it with the following:

"Save as disclosed under (i) Note 27 (*Provisions*) and Note 29 (*Legal, competition and regulatory matters*) to the consolidated financial statements of Barclays PLC on pages 237 to 238 and pages 239 to 247, respectively, of the 2017 Joint Annual Report, (ii) the March Announcement and (iii) the April 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."

- (iv) In respect of each Base Prospectus, inserting a new paragraph entitled "Pro Forma Financial Information" at the end of the "General Information" section on (i) page 213 of Base Prospectus 6 and (ii) page 415 of Base Prospectus 9 as follows:

### **"Pro Forma Financial Information**

For the purposes of Prospectus Rule 5.5.4R (2)(f) KPMG LLP is responsible for the Accountant's Report as part of this Base Prospectus and has, in the Accountant's Report, declared that it has taken all reasonable care to ensure that the information contained in the Accountant's Report is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import. This statement is included in the Accountant's Report in compliance with paragraph 7 of Annex II of the Prospectus Regulation (Regulation (EC) No 809/2004 of 29 April 2004).

KPMG LLP has given, and not withdrawn, its written consent to the incorporation by reference in this Base Prospectus of the Accountant's Report in the form and context in which it is incorporated."

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

The 2017 Joint Annual Report, the 2017 Issuer Annual Report, the March Announcement, the April Announcement and the Q1 Recent Developments Announcement may be inspected during normal business hours at the registered office of the Issuer or at <https://www.home.barclays/barclays-investor-relations/results-and-reports/results.html>.

The 2018 Registration Document and Supplement 1/2018 may be inspected during normal business hours at the registered office of the Issuer or at <https://www.home.barclays/prospectuses-and-documentation/structured-securities/prospectuses.html>.

In accordance with Article 13 paragraph 2 of Luxembourg Law, investors who have agreed to purchase or subscribe for Securities 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 4 May 2018. Investors should contact the distributor from which they agreed to purchase or subscribe the Securities in order to exercise their withdrawal rights.

References to each Base Prospectus shall hereafter mean such Base Prospectus as supplemented by this Prospectus Supplement. The Issuer has taken all reasonable care to ensure that the information contained in each Base Prospectus, as supplemented by 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 each Base Prospectus is capable of affecting the assessment of securities issued pursuant to each Base Prospectus has arisen or been noted, as the case may be, since the publication of each Base Prospectus (as supplemented at the date hereof) by the Issuer.

This Prospectus Supplement has been approved by the Commission de Surveillance du Secteur Financier, which is competent authority in the Grand Duchy of Luxembourg for the purposes of the Prospectus Directive and the relevant implementing measures in the Grand Duchy of Luxembourg, as a prospectus supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the Grand Duchy of Luxembourg for the purpose of giving information with regard to the issue of securities under the Programme.



The date of this Prospectus Supplement is 2 May 2018

## **SCHEDULE**

### **LIST OF BASE PROSPECTUSES**

1. GSSP Base Prospectus 6 dated 9 June 2017 ("**Base Prospectus 6**").
2. GSSP Base Prospectus 9 dated 11 August 2017 ("**Base Prospectus 9**").