

Final Terms



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

GBP 500,000 Fixed and Floating Rate Securities due February 2024 pursuant to the Global Structured Securities Programme (the Tranche 2 Securities) to be consolidated and form a single series with the existing GBP 14,000,000 Fixed and Floating Rate Securities due February 2024 pursuant to the Global Structured Securities Programme (the Tranche 1 Securities)
Issue Price: 100.00 per cent.

This document constitutes the final terms of the Securities (the "**Final Terms**") described herein for the purposes of Article 5.4 of the Prospectus Directive and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Final Terms are supplemental to and should be read in conjunction with the GSSP Base Prospectus 1 dated 28 August 2018, as supplemented on 12 November 2018, 19 November 2018 and 11 April 2019 (the "**Base Prospectus**"), which constitutes a base prospectus for the purposes of the Prospectus Directive. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to these Final Terms.

The Base Prospectus, and any supplements thereto, are available for viewing at <https://www.home.barclays/prospectuses-and-documentation/structured-securities/prospectuses.html> and during normal business hours at the registered office of the Issuer and the specified office of the Issue and Paying Agent for the time being in London, and copies may be obtained from such office. Words and expressions defined in the Base Prospectus and not defined in the Final Terms shall bear the same meanings when used herein.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS: The Securities are not intended, to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA Retail Investor**"). For these purposes, an EEA Retail Investor means a person in the European Economic Area who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended from time to time "**MiFID**"); (ii) a customer within the meaning of the Insurance Mediation Directive (Directive 2002/92/EC (as amended from time to time)) ("**IMD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended from time to time, including by Directive 2010/73/EU, the "**Prospectus Directive**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to EEA Retail Investors has been prepared and therefore offering or selling the Securities or otherwise making them available to any EEA Retail Investor may be unlawful under the PRIIPs Regulation.

BARCLAYS

Final Terms dated 20 May 2019

Part A – CONTRACTUAL TERMS

1. (a) Series number: NX000224108
(b) Tranche number: 2

The Securities shall be consolidated and form a single series with the Tranche 1 Securities
2. Settlement Currency: Pounds Sterling (“GBP”)
3. Exchange Rate: Not Applicable
4. Securities:
(a) Aggregate Nominal Amount as at the Issue Date:
(i) Tranche: Tranche 1: GBP 14,000,000
Tranche 2: GBP 500,000
(ii) Series: GBP 14,500,000
(b) Specified Denomination: GBP 1
(c) Minimum Tradable Amount: Not Applicable
5. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount
6. Issue Date: Tranche 1: 22 February 2019
Tranche 2: 20 May 2019
7. Interest Commencement Date: 22 February 2019
8. Scheduled Redemption Date: 22 February 2024
9. Calculation Amount: Specified Denomination

Provisions relating to interest (if any) payable

10. Type of Interest: Fixed Rate Interest and Spread-Linked Interest
(a) Interest Payment Date(s): 22 May, 22 August, 22 November and 22 February in each year, subject to adjustment in accordance with the Business Day Convention
(b) Interest Period End Date(s): 22 May, 22 August, 22 November and 22 February in each year, subject to adjustment in accordance with the Business Day Convention
11. Switch Option: Not Applicable
12. Conversion Option: Not Applicable
13. Fixing Date – Interest: Not Applicable
14. Fixing Time – Interest: Not Applicable
15. Fixed Rate Interest provisions: Applicable in respect of the period from and including the Issue Date to but excluding the Interest Payment Date falling

	in 22 February 2020		
(a) Fixed Rate:	1.00 per cent. per annum		
(b) Day Count Fraction:	30/360		
(c) Range Accrual:Range Accrual:	Not Applicable		
(d) Global Floor:	Not Applicable		
16. Floating Rate Interest provisions:	Not Applicable		
17. Inverse Floating Rate Interest provisions:	Not Applicable		
18. Inflation-Linked Interest provisions:	Not Applicable		
19. Digital Interest Provisions:	Not Applicable		
20. Spread-Linked Interest Provisions:	Applicable in respect of the period from and including the Interest Payment Date falling in 22 February 2020 to but excluding the Interest Payment Date falling in 22 February 2024		
(a) Floating Rate Interest provisions applicable to the determination of Spread- Linked Rate One(t) and Spread-Linked Rate Two(t):	Spread-Linked Rate One(t)	Spread-Linked Rate Two(t)	
(i) Floating Interest Rate Determination:	Not Applicable	Not Applicable	
(ii) CMS Rate Determination:	Applicable	Applicable	
- Specified Swap Rate:	Constant Maturity Swap	Constant Maturity Swap	
- Reference Currency	USD	USD	
- Designated Maturity:	30 years	2 years	
- Relevant Screen Page:	Reuters Screen page ICESWAP1	Bloomberg Screen page ICESWAP1	
- Relevant Time:	11:00 a.m., New York City time	11:00 a.m., New York City time	
- Interest Determination Date:	The date falling two New York Business Days prior to the first day of each Interest Calculation Period	The date falling two New York Business Days Days prior to the first day of each Interest Calculation Period	
- Pre-nominated Index:	Not Applicable	Not Applicable	
- Spread-Linked Rate One(t) Cap:	Not Applicable		

	- Spread-Linked One _(t) Floor:	Rate	Not Applicable
	- Spread-Linked Two _(t) Cap:	Rate	Not Applicable
	- Spread-Linked Two _(t) Floor:	Rate	Not Applicable
	(b) Cap Rate:		Not Applicable
	(c) Curve Cap:		Not Applicable
	(d) Floor Rate:		0%
	(e) Leverage:		Not Applicable
	(f) Participation:		4.05
	(g) Spread:		Not Applicable
	(h) Day Count Fraction:		30/360
	(i) Details of any short or long Interest Calculation Period:		Not Applicable
	(j) Range Accrual:		Not Applicable
21.	Decompounded Floating Rate Interest provisions:		Not Applicable
22.	Zero Coupon Provisions:		Not Applicable
Provisions relating to redemption			
23.	(a) Optional Early Redemption:		Not Applicable
	(b) Option Type:		Not Applicable
24.	Call provisions		Not Applicable
25.	Put provisions		Not Applicable
26.	Final Redemption Type:		Bullet Redemption
27.	Bullet Redemption provisions:		Applicable
	Final Redemption Percentage:		100%
28.	Inflation-Linked Redemption provisions:		Not Applicable
29.	Early Cash Settlement Amount:		Market Value
	Final Redemption Floor Unwind Costs:		Not Applicable
30.	Fixing Date – Redemption:		Not Applicable
31.	Fixing Time – Redemption:		Not Applicable

32.	Change in Law:	Applicable
33.	Currency Disruption Event:	Applicable
34.	Issuer Tax Event:	Applicable
35.	Extraordinary Market Disruption:	Applicable
36.	Hedging Disruption:	Applicable
37.	Increased Cost of Hedging:	Not Applicable

Disruptions

38.	Settlement Expenses:	Not Applicable
39.	FX Disruption Fallbacks (<i>General Condition 10</i> (<i>Consequences of FX</i> <i>Disruption Events</i>)):	Not Applicable

General Provisions

40.	Form of Securities:	Global Bearer Securities: Permanent Global Security NGN Form: Applicable Held under the NSS: Not Applicable CGN Form: Not Applicable CDIs: Not Applicable
41.	Trade Date:	Tranche 1: 8 February 2019 Tranche 2: 13 May 2019
42.	Taxation Gross Up:	Not Applicable
43.	Prohibition of Sales to EEA Retail Investors:	Applicable - see cover page of these Final Terms
44.	Early Redemption Notice Period Number:	As set out in General Condition 28.1 (<i>Definitions</i>)
45.	Additional Business Centre(s):	Not Applicable
46.	Business Day Convention:	Following
47.	Determination Agent:	Barclays Bank PLC
48.	Registrar:	Not Applicable
49.	CREST Agent:	Not Applicable
50.	Transfer Agent:	Not Applicable
51.	(a) Name of Manager:	Barclays Bank PLC
	(b) Date of underwriting agreement:	Not Applicable

	(c) Names and addresses of secondary trading intermediaries and main terms of commitment:	Not Applicable
52.	Registration Agent:	Not Applicable
53.	Masse Category:	Not Applicable
54.	Governing law:	English law
55.	Belgian Securities	Not Applicable
56.	Relevant Benchmarks:	Not Applicable

PART B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING**

Application is expected to be made by the Issuer (or on its behalf) for the Securities to be listed on the official list and admitted to trading on the regulated market of the London Stock Exchange with effect from the Issue Date.

Estimate of total expenses related to admission to trading: GBP 375
2. **RATINGS**

Ratings: The Securities have not been individually rated.
3. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**
 - (i) Reasons for the offer: General funding
 - (ii) Estimated net proceeds: Not Applicable
 - (iii) Estimated total expenses: Not Applicable
4. **YIELD**

Not Applicable
5. **HISTORIC INTEREST RATES**

Not Applicable
6. **OPERATIONAL INFORMATION**
 - (i) ISIN Code: XS1913913650
 - (ii) Common Code: 191391365
 - (iii) Relevant Clearing System(s) and the relevant identification number(s): Clearstream, Euroclear
 - (iv) Delivery: Delivery free of payment
 - (v) Name and address of additional Paying Agent(s) (if any): Not Applicable

SUMMARY

Section A – Introduction and warnings		
A.1	Introduction and warnings	This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in Securities should be based on consideration of the Base Prospectus as a whole, including any information incorporated by reference, and read together with the Final Terms. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff might, under the national legislation of the relevant Member State of the European Economic Area, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. No civil liability shall attach to any responsible person solely on the basis of this Summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.
A.2	Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Securities	Not Applicable: the Issuer does not consent to the use of the Base Prospectus for subsequent resales.
Section B – Issuer		
B.1	Legal and commercial name of the Issuer	The Securities are issued by Barclays Bank PLC (the " Issuer ").
B.2	Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of the Issuer	The Issuer is a public limited company registered in England and Wales. The principal laws and legislation under which the Issuer operates are the laws of England and Wales including the Companies Act.
B.4b	Known trends affecting the Issuer and industries in which the Issuer operates	The business and earnings of the Issuer and its subsidiary undertakings (together, the "Bank Group" or "Barclays") can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the UK, EU, US and elsewhere, which are all subject to change, as a result, regulatory risk will remain a focus. A more intensive regulatory approach and enhanced requirements together with the uncertainty (particularly in light of the UK's withdrawal from the EU) and potential lack of international regulatory coordination as enhanced supervisory standards are developed and implemented may adversely affect the Bank Group's business, capital and risk management strategies and/or may result in the Bank Group deciding to modify its legal entity, capital and funding structures and business mix, or to exit certain business activities altogether or not to expand in areas despite otherwise attractive potential. Following the transfer of the assets and liabilities of the Barclays UK division from the Bank Group to Barclays Bank UK PLC and its subsidiary undertakings (together, the "Barclays Bank UK Group"), the Bank Group becomes less

	diversified than it used to be. The Bank Group no longer has recourse to the assets of the Barclays Bank UK Group. Further, relative to its parent group, the Bank Group is more focused on businesses outside the UK, more focused on wholesale businesses, more dependent on wholesale funding sources and potentially subject to different regulatory obligations. There are several other significant pieces of legislation and areas of focus which will require significant management attention, cost and resource, including: • Changes in prudential requirements, including the risk reduction measures package recently adopted in the EU to amend the Capital Requirements Directive (CRD IV) and the Bank Recovery and Resolution Directive (BRRD) which may impact minimum requirements for own funds and eligible liabilities (MREL), leverage, liquidity or funding requirements, applicable buffers and/or add-ons to such minimum requirements and risk weighted assets calculation methodologies all as may be set by international, EU or national authorities. • The derivatives market has been the subject of particular focus for regulators in recent years across the G20 countries and beyond, with regulations introduced which require the reporting and clearing of standardised over the counter ("OTC") derivatives and the mandatory margining of non-cleared OTC derivatives. Other regulations applicable to swap dealers, including those promulgated by the US Commodity Futures Trading Commission, have imposed significant costs on the Bank Group's derivatives business. • The recast Markets in Financial Instruments Directive in Europe (MiFID II), which came into force in January 2018, has fundamentally changed the European regulatory framework entailing significant operational changes for market participants in a wide range of financial instruments as well as changes in market structures and practices. • By virtue of the EU Benchmarks Regulation, after 1 January 2020, certain Bank Group entities will not be permitted to use benchmarks unless the relevant administrator is authorised, registered or qualifies under a third party regime. This may necessitate adapting processes and systems to transition to new alternative benchmarks, which would be a very time consuming and costly process. • Separately, the transition to risk-free rates as part of a wider benchmark reform is also expected to be impactful to the Bank Group in respect of the timing of the development of a robust risk free rate market, an unfavourable market reaction and/or inconsistencies in the adoption of products using the new risk free rates, and also in respect of the costs and uncertainties involved in managing and/or changing historical products to reference risk free rates as a result of the proposed discontinuation of certain existing benchmarks. • The Bank Group and certain of its members are subject to supervisory stress testing exercises in a number of jurisdictions. These exercises currently include the programmes of the Bank of England, the European Banking Authority, the Federal Deposit Insurance Corporation and the Federal Reserve Board. Failure to meet requirements of regulatory stress tests, or the failure by regulators to approve the stress test results and capital plans of the Bank Group, could result in the Bank Group being required to enhance its capital position, limit capital distributions or position additional capital in specific subsidiaries. • The introduction and implementation of Payments Service Directive 2
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		("PSD2") with delivery across 2019 provides third parties and banks with opportunities to change and enhance the relationship between a customer and their bank. PSD2 will also introduce new requirements to the authentication process for a number of actions customers take, including ecommerce transactions. A failure to comply with PSD2 could expose the Bank Group to regulatory sanction. The changes to authentication may change the fraud environment across the industry as providers implement different approaches to comply.
B.5	Description of the group and the Issuer's position within the group	The Bank Group is a major global financial services provider. The Issuer is a wholly owned direct subsidiary of Barclays PLC, which is the ultimate holding company of the Bank Group.
B.9	Profit forecast or estimate	Not Applicable: the Issuer has chosen not to include a profit forecast or estimate.
B.10	Nature of any qualifications in audit report on historical financial information	Not Applicable: the audit report on the historical financial information contains no such qualifications.
B.12	Selected key financial information; no material adverse change and significant change statements	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. Not applicable: There has been no significant change in the financial or trading position of the Bank Group since 31 December 2018. There has been no material adverse change in the prospects of the Issuer since 31 December 2018.
B.13	Recent events particular to the Issuer which are materially relevant to the evaluation of Issuer's solvency	Not Applicable: there have been no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.
B.14	Dependency of the Issuer on other entities within the group	The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Bank Group. The financial position of the Issuer is dependent on the financial position of its subsidiary undertakings.

B.15	Description of the Issuer's principal activities	The Bank Group is a transatlantic consumer and wholesale bank with global reach offering products and services across personal, corporate and investment banking, credit cards and wealth management anchored in the Bank Group's two home markets of the UK and the US. The Issuer and the Bank Group offer products and services designed for the Bank Group's larger corporate, wholesale and international banking clients.
B.16	Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control	The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Issuer and its subsidiary undertakings.
B.17	Credit ratings assigned to the Issuer or its debt securities	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. Ratings: This issue of Securities will not be rated.
Section C – Securities		
C.1	Type and class of Securities being offered and/or admitted to trading	Securities described in this Summary may be debt securities or, where the repayment terms are linked to the performance of a specified inflation index, derivative securities. Securities will bear interest at a fixed rate, a floating rate plus a fixed percentage, a rate equal to a fixed percentage minus a floating rate, a rate that is equal to the difference between two floating rates, a rate that is calculated by reference to movements in a specified inflation index, or a rate that will vary between two specified fixed rates (one of which may be zero) depending on whether the specified floating rate exceeds the specified strike rate on the relevant date of determination, may be zero coupon securities (which do not bear interest) or may apply a combination of different interest types. The type of interest (if any) payable on the Securities may be the same for all Interest Payment Dates or may be different for different Interest Payment Dates. Securities may include an option for the Issuer, at its discretion, to switch the type of interest payable on the Securities once during the term of the Securities. The amount of interest payable in respect of the Securities on an Interest Payment Date may be subject to a range accrual factor that will vary depending on the performance of a specified inflation index or one or more specified floating rates during the observation period relating to that interest payment date. Securities may include an option for the Securities to be redeemed prior to maturity at the election of the Issuer or the investor. If Securities are not redeemed early they will redeem on the Scheduled Redemption Date and the amount paid will either be a fixed redemption amount, or an amount linked to the performance of a specified inflation index. Securities may be cleared through a clearing system or uncleared and held in bearer or registered form. Certain cleared Securities may be in dematerialised and uncertificated book-entry form. Title to cleared Securities will be determined by the books of the relevant clearing system. Securities will be issued in one or more series (each a "Series") and each Series may be issued in tranches (each a "Tranche") on the same or different issue

		dates. The Securities of each Series are intended to be interchangeable with all other Securities of that Series. Each Series will be allocated a unique Series number and an identification code. The Securities are transferable obligations of the Issuer that can be bought and sold by investors in accordance with the terms and conditions set out in the Base Prospectus (the "General Conditions"), as completed by the final terms document (the "Final Terms") (the General Conditions as so completed, the "Conditions"). Interest: The interest payable in respect of the Securities will be determined by reference to a combination of a fixed rate of interest and a rate of interest linked to the spread between two floating rates. The amount of interest payable in respect of a security for an interest calculation period will be determined by multiplying the interest calculation amount of such security by the applicable interest rate and day count fraction. Call or Put option: Not applicable Final redemption: The final redemption amount will be 100 per cent. of GBP 1 (the Calculation Amount). Form: The Securities will initially be issued in global bearer form. Identification: Series number: NX000224108; Tranche number: 2 Identification codes: ISIN Code: XS1913913650; Common Code: 191391365; SEDOL: BJDQ375 Governing law: The Securities will be governed by English law.
C.2	Currency	Subject to compliance with all applicable laws, regulations and directives, Securities may be issued in any currency. The terms of Securities may provide that all amounts of interest and principal payable in respect of such Securities will be paid in a settlement currency other than the currency in which they are denominated, with such payments being converted into the settlement currency at the prevailing exchange rate as determined by the Determination Agent. The Securities will be denominated in Pounds Sterling ("GBP").
C.5	Description of restrictions on free transferability of the Securities	Securities are offered and sold outside the United States to non-U.S. persons in reliance on Regulation S and must comply with transfer restrictions with respect to the United States. Securities held in a clearing system will be transferred in accordance with the rules, procedures and regulations of that clearing system. Subject to the above, the Securities will be freely transferable.
C.8	Description of rights attached to the Securities including ranking and limitations to those rights	Rights: Each Security includes a right to a potential return of interest and amount payable on redemption together with certain ancillary rights such as the right to receive notice of certain determinations and events and the right to vote on future amendments. Price: Securities will be issued at a price and in such denominations as agreed between the Issuer and the relevant dealer(s) and/or manager(s) at the time of issuance. The minimum denomination will be the Calculation Amount in respect of which interest and redemption amounts will be calculated. The issue price of the Securities is 100.00 per cent. The denomination of a Security is GBP 1 (the "Calculation Amount"). Taxation: All payments in respect of the Securities shall be made without withholding or deduction for or on account of any UK taxes unless such withholding or deduction is required by law. In the event that any such withholding or deduction is required by law, the Issuer will, unless 'Taxation Gross Up' is specified as 'Not Applicable' in the Final Terms and otherwise save in limited circumstances, pay additional amounts to cover the amounts so

		withheld or deducted. If 'Taxation Gross Up' is specified as 'Not Applicable' in the Final Terms the Issuer will not pay additional amounts to cover the amounts so withheld or deducted. Events of default: If the Issuer fails to make any payment due under the Securities or breaches any other term and condition of the Securities in a way that is materially prejudicial to the interests of the Holders (and such failure is not remedied within 30 days, or, in the case of interest, 14 days), or the Issuer is subject to a winding-up order, then (subject, in the case of interest, to the Issuer being prevented from payment for a mandatory provision of law) the Securities will become immediately due and payable, upon notice being given by the Holder (or, in the case of French law Securities, the representative of the Holders). Ranking: The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves. Limitations to rights: Notwithstanding that the Securities are linked to the performance of the underlying asset(s), Holders do not have any rights in respect of the underlying assets. The terms and conditions of the Securities contain provisions for calling meetings of Holders to consider matters affecting their interests generally and these provisions permit defined majorities to bind all Holders, including all Holders who voted in a manner contrary to the majority. Furthermore, in certain circumstances, the Issuer may amend the terms and conditions of the Securities, without the Holders' consent. The terms and conditions of the Securities permit the Issuer and the Determination Agent (as the case may be), on the occurrence of certain events and in certain circumstances, without the Holders' consent, to make adjustments to the terms and conditions of the Securities, to redeem the Securities prior to maturity, (where applicable) to postpone valuation of the underlying asset(s) or scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Securities and the underlying asset(s) (if any).
C.9	Interest/ Redemption	Interest: In respect of each interest calculation period, Securities may or may not bear interest. For each interest calculation period in respect of which the Securities bear interest, interest will accrue at one of the following rates: a fixed rate, a floating rate plus a fixed percentage, a rate equal to a fixed percentage minus a floating rate, a rate that is equal to the difference between two floating rates, a rate that is calculated by reference to movements in a specified inflation index, a rate that will vary between two specified fixed rates (one of which may be zero) depending on whether the specified floating rate exceeds a specified level on the relevant date of determination, or a rate that is compounded floating rate. Securities may include an option for the Issuer, at its discretion, to switch the type of interest payable on the Securities once during the term of the Securities (the "Switch Option"). Securities may also include an option for the Holder representing 100% of the Aggregate Nominal Amount (or of the outstanding number, as applicable) to convert any existing type of interest payable on the Securities to fixed rate interest (the "Conversion Option"). The amount of interest payable in respect of the Securities on an Interest Payment Date may also be subject to a range accrual factor that will vary depending on the performance of a specified inflation index or one or more specified floating rates, as described in 'Range Accrual Factor' below (the "Range Accrual Factor"). Final Redemption: The amount payable on final redemption of the Securities will either be fixed at a percentage of the Calculation Amount of the Securities, or may reference the Calculation Amount of the Securities (being the minimum denomination of the Securities) as adjusted upwards or downwards to account for movements in an inflation index. Settlement procedures will depend on the clearing system for the Securities and local practices in the jurisdiction of the investor. Optional Early Redemption: Certain Securities may be redeemed earlier than

	the Scheduled Redemption Date following the exercise of a call option by the Issuer or the exercise of a put option by a Holder of the Securities. Mandatory Early Redemption: Securities may also be redeemed earlier than the Scheduled Redemption Date if performance of the Issuer's obligations becomes illegal, if the Determination Agent so determines, following cessation of publication of an inflation index, or following the occurrence of a change in applicable law, a currency disruption or a tax event affecting the Issuer's ability to fulfil its obligation under the Securities. Indicative amounts: If the Securities are being offered by way of a Public Offer and any specified product values below are not fixed or determined at the commencement of the Public Offer (including any amount, level, percentage, price, rate or other value in relation to the terms of the Securities which has not been fixed or determined by the commencement of the Public Offer), these specified product values will specify an indicative amount, an indicative minimum amount, an indicative maximum amount or any combination thereof. In such case, the relevant specified product value(s) shall be the value determined based on market conditions by the Issuer on or around the end of the Public Offer. Notice of the relevant specified product value will be published prior to the Issue Date. INTEREST Fixed Rate Interest. For the period from and including the Issue Date to but excluding the Interest Payment Date falling in 22 February 2020, each Security will bear interest at a rate of 1.00% per annum payable at the end of each interest calculation period on 22 May, 22 August, 22 November and 22 February in each year (each, an "Interest Payment Date"). Spread-Linked Interest. For the period from and including the Interest Payment Date falling in 22 February 2020 to but excluding the Interest Payment Date falling in 22 February 2024, each Security will bear interest from 22 February 2020 and will pay an amount of interest based on the Rate of Interest (as defined below) at the end of each interest calculation period on 22 May, 22 August, 22 November and 22 February in each year (each, an "Interest Payment Date"). The applicable rate of interest ("Rate of Interest") will be equal to Spread-Linked Rate One(t) minus the product of the number set out under the heading 'Leverage' below and Spread-Linked Rate Two(t) multiplied by the number set out under the heading 'Participation' below, provided that such rate shall not be less than the relevant percentage specified under 'Floor(%)' below. "Spread-Linked Rate One_(t)" means the CMS Reference Rate 1 (as defined below). "Spread-Linked Rate Two_(t)" means the CMS Reference Rate 2 (as defined below). <table><tr><td>Leverage:</td><td>Participation:</td><td>Floor (%):</td></tr><tr><td>1</td><td>4.05</td><td>0%</td></tr></table> "CMS Reference Rate 1" means the swap rate for swap transactions in USD (the Reference Currency) with a maturity of 30 (the Designated Maturity) which appears on Reuters Screen page ICESWAP1 (the Relevant Screen Page) as at 11:00 a.m. New York City Time (the Relevant Time) on the date falling two New York Business Days prior to the first day of each Interest Calculation Period (the Interest Determination Date); and "CMS Reference Rate 2" means the swap rate for swap transactions in USD (the Reference Currency) with a maturity of 2 (the Designated Maturity) which	Leverage:	Participation:	Floor (%):	1	4.05	0%
Leverage:	Participation:	Floor (%):					
1	4.05	0%					

		appears on Reuters Screen page ICESWAP1 (the Relevant Screen Page) as at 11:00 a.m. New York City Time (the Relevant Time) on the date falling two New York Business Days prior to the first day of each Interest Calculation Period (the Interest Determination Date). FINAL REDEMPTION The Securities are scheduled to redeem on 22 February 2024 by payment by the Issuer of an amount in GBP equal to GBP 1 multiplied by 100%. OPTIONAL EARLY REDEMPTION These Securities cannot be redeemed early at the option of the Issuer or the Holder.
C.10	Derivative component in the interest payment	Not applicable, there is no derivative component in the interest payment.
C.11	Admission to trading	Securities may be admitted to trading on a regulated market in Belgium, Denmark, Finland, France, Ireland, Italy, Luxembourg, Malta, the Netherlands, Norway, Portugal, Spain, Sweden or the United Kingdom. Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the regulated market of the London Stock Exchange with effect from 20 May 2019.
C.15	Description of how the value of the investment is affected by the value of the underlying instrument	The return on, and value of, Securities that are derivative securities will be linked to the performance of a specified inflation index. In addition, any interest payments will be calculated by reference to a fixed rate and/or one or more floating rates or movements in the specified inflation index. Payments of interest are calculated by reference to the Fixed Rate of 1.00% and by reference to Spread-Linked Rate One(t) and Spread-Linked Rate Two(t).
C.16	Expiration or maturity date of the securities	Securities with repayment terms that reference the performance of a specified inflation index are scheduled to redeem on the Scheduled Redemption Date. The Scheduled Redemption Date of the Securities is 22 February 2024.
C.17	Settlement procedure of the derivative securities	Securities that are derivative securities will be delivered on the specified issue date either against payment of the issue price (or, in the case of Securities having a settlement currency different from the currency of denomination, the settlement currency equivalent of the issue price) or free of payment of the issue price of the Securities. The Securities may be cleared and settled through Euroclear Bank S.A./N.V., Clearstream Banking <i>société anonyme</i>, CREST, Euroclear France, S.A., VP Securities, A/S, Euroclear Finland Oy, Norwegian Central Securities Depository, Euroclear Sweden AB or SIX SIS Ltd. Securities will be delivered on 20 May 2019 (the "Tranche 2 Issue Date") free of payment of the issue price of the Securities. The Securities will be cleared and settled through Euroclear Bank S.A./N.V., Clearstream Banking <i>société anonyme</i>.
C.18	Description of how the return on derivative securities takes place	The value of the underlying asset to which Securities that are derivative Securities are linked will affect the interest paid and/or the amount paid on the Scheduled Redemption Date. Interest and any redemption amount payable will be paid in cash. Not applicable: the Securities are not derivative securities.

C.19	Final reference price of the underlying	Not applicable: the Securities are not derivative securities.
C.20	Type of underlying	Not applicable: the Securities are not derivative securities.
C.21	Market where Securities are traded	Application is expected to be made by the Issuer to list the Securities on the official list and admitted to trading on the regulated market of the London Stock Exchange with effect from 20 May 2019.
Section D – Risks		
D.2	Key information on the key risks that are specific to the Issuer	The risks described below are material existing and emerging risks which senior management has identified with respect to the Bank Group. (i) Material existing and emerging risks potentially impacting more than one principal risk Business conditions, general economy and geopolitical issues The Bank Group's business mix spreads across multiple geographies and client types. The breadth of these operations means that deterioration in the economic environment, or an increase in political instability in countries where the Bank Group is active, or in any systemically important economy, could adversely affect the Bank Group's operating performance, financial condition and prospects. Process of UK withdrawal from the European Union The uncertainty around Brexit spanned the whole of 2018, and intensified in the second half of the year. The full impact of the withdrawal may only be realised in years to come, as the economy adjusts to the new regime, but the Bank Group continues to monitor the most relevant risks, including those that may have a more immediate impact, for its business: • Market volatility, including in currencies and interest rates, might increase which could have an impact on the value of the Bank Group's trading book positions. • Potential UK financial institutions credit spread widening could lead to reduced investor appetite for the Bank Group's debt securities; this could negatively impact the cost of, and/or access to, funding. • A credit rating agency downgrade applied directly to the Bank Group, or indirectly as a result of a credit rating agency downgrade to the UK Government, could significantly increase the Bank Group's borrowing costs, credit spreads and materially adversely affect the Bank Group's interest margins and liquidity position. • Changes in the long-term outlook for UK interest rates may adversely affect pension liabilities and the market value of 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 Bank Group's portfolios. • The implementation of trade and customs barriers between the UK and EU could lead to delays and increased costs in the passage of goods for corporate banking customers. This could negatively impact the levels of customer defaults and business volumes which may result in an increase in the Bank Group's impairment charges and a reduction in revenues. • Changes to current EU "Passporting" rights may require further adjustment to the current model for the Bank 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 and the EU's future approach to the EU freedom of movement and immigration from the EU countries and this may impact the Bank's access to the EU talent pool. • The legal framework within which the Bank Group operates could change and become more uncertain if the UK takes steps to replace or repeal certain laws currently in force, which are based on EU legislation and regulation following its withdrawal from the EU. • Should the UK lose automatic qualification to be part of Single Euro Payments Area there could be a resultant impact on the efficiency of, and access to, European payment systems. In addition, loss of automatic qualification to the European Economic Area (EEA) or access to financial markets infrastructure could impact service provision for clients, likely resulting in reduced market share and revenue and increased operating costs for the Bank Group. • There are certain execution risks relating to the transfer of the Bank Group's European businesses to Barclays Bank Ireland PLC. Interest rate rises adversely impacting credit conditions To the extent that central banks increase interest rates particularly in the Bank 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 Bank 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 Bank Group. Higher credit losses driving an increased impairment allowance would most notably impact retail unsecured portfolios and wholesale non- investment grade lending. Changes in interest rates could also have an adverse impact on the value of high quality liquid assets which are part of the Bank Group Treasury function's investment activity. Consequently, this could create more volatility than expected through the Bank Group's FVOCI reserves. Regulatory change agenda and impact on business model The Bank 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 withdrawal from the EU) and potential lack of international regulatory co-ordination as enhanced supervisory standards are developed and implemented may adversely affect the Bank Group's business, capital and risk management strategies and/or may result in the Bank 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. (ii) Material existing and emerging risks impacting individual principal risks Credit risk: 1. Impairment: The introduction of the impairment requirements of IFRS Financial Instruments, implemented on 1 January 2018, results in impairment loss allowances that are recognised earlier, on a more forward looking basis and on a broader scope of financial instruments than has been the case under IAS 39 and has had, and may continue to have, a material impact on the Bank Group's financial condition. 2. Specific sectors and concentrations: The Bank Group is subject to risks arising from changes in credit quality and recovery rate of loans and advances due from borrowers and counterparties in a specific portfolio. Any deterioration in credit quality could lead to lower recoverability
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		and higher impairment in a specific sector. 3. Environmental risk: The Bank Group is exposed to credit risks arising from energy and climate change. Indirect risks may be incurred as a result of environmental issues impacting the credit worthiness of the borrower resulting in higher impairment. Market risk: An uncertain outlook for the direction of monetary policy, the US-China trade conflict, slowing global growth and political concerns in the US and Europe (including Brexit), are some of the factors that could heighten market risks for the Bank Group's portfolios. In addition, the Bank 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. Such a scenario could impact the Bank Group's ability to execute client trades and may also result in lower client flow-driven income and/or market-based losses on its existing portfolio of market risks. These can include having to absorb higher hedging costs from rebalancing risks that need to be managed dynamically as market levels and their associated volatilities change. Treasury and capital risk: The Bank Group may not be able to achieve its business plans due to: a) inability to maintain appropriate capital ratios; b) inability 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; f) non-traded market risk/interest rate risk in the banking book. Operational risk: • Cyber threat: The financial sector remains a primary target for cyber criminals. There is an increasing level of sophistication in both criminal and nation state hacking for the purpose of stealing money, stealing, destroying or manipulating data, and/or disrupting operations. Other events have a compounding impact on services and customers. Failure to adequately manage this threat could result in increased fraud losses, inability to perform critical economic functions, customer detriment, potential regulatory censure or penalties, legal liability, reduction in shareholder value and reputational damage. • Fraud: Criminals continue to adapt their techniques and are increasingly focused on targeting customers and clients through ever more sophisticated methods of social engineering. External data breaches also provide criminals with the opportunity to exploit the growing levels of compromised data. These threats could lead to customer detriment, loss of business, regulatory censure, missed business opportunity and reputational damage. • Operational resilience: The loss of or disruption to the Bank Group's business processing is a material inherent risk theme within the Bank Group and across the financial services industry, whether arising through impacts on technology systems, real estate services, personnel availability or the support of major suppliers. Failure to build resilience into business processes or into the services of technology, real estate or suppliers on which the Bank Group business processes depend may result in significant customer detriment, costs to reimburse losses incurred by customers, potential regulatory censure or penalties, and reputational damage. • Supplier exposure: The Bank Group depends on suppliers for the provision of many of its services and the development of technology. Failure to monitor and control the Bank Group's suppliers could potentially lead to client information or critical infrastructures not being adequately protected or available when required. Failure to adequately manage outsourcing risk could result in increased losses, inability to perform critical economic functions, customer detriment,
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		potential regulatory censure, legal liability and reputational damages. • Processing error: Material operational or payment errors could disadvantage the Bank Group's customers, clients or counterparties and could result in regulatory censure, legal liability, reputational damage and financial loss for the Bank Group. • New and emerging technology: Introducing new forms of technology, however, also has the potential to increase inherent risk. Failure to evaluate, actively manage and closely monitor risk exposure during all phases of business development could lead to customer detriment, loss of business, regulatory censure, missed business opportunity and reputational damage. • Ability to hire and retain appropriately qualified employees: Failure to attract or prevent the departure of appropriately qualified employees could negatively impact the Bank Group's financial performance, control environment and level of employee engagement. Additionally, this may result in disruption to service which could in turn lead to disenfranchising certain customer groups, customer detriment and reputational damage. • Tax risk: There is a risk that the Bank Group could suffer losses due to additional tax charges, other financial costs or reputational damage as a result of failing to comply with such laws and practice, or by failing to manage its tax affairs in an appropriate manner, with much of this risk attributable to the international structure of the Bank Group. • Critical accounting estimates and judgements: The preparation of financial statements in accordance with IFRS requires the use of estimates. It also requires management to exercise judgement in applying relevant accounting policies. There is a risk that if the judgement exercised, or the estimates or assumptions used, subsequently turn out to be incorrect, this could result in significant loss to the Bank Group, beyond what was anticipated or provided for. • Data management and information protection: The Bank Group holds and processes large volumes of data, including personally identifiable information, intellectual property, and financial data. Failure to accurately collect and maintain this data, protect it from breaches of confidentiality and interference with its availability exposes the Bank Group to the risk of loss or unavailability of data or data integrity issues. This could result in regulatory censure, legal liability and reputational damage, including the risk of substantial fines under the General Data Protection Regulation (the "GDPR"), which strengthens the data protection rights for customers and increases the accountability of the Bank Group in its management of that data. • Unauthorised or rogue trading: Unauthorised trading, such as a large unhedged position, which arises through a failure of preventative controls or deliberate actions of the trader, may result in large financial losses for the Bank Group, loss of business, damage to investor confidence and reputational damage. • Algorithmic trading: In some areas of the investment banking business, trading algorithms are used to price and risk manage client and principal transactions. An algorithmic error could result in increased market exposure and subsequent financial losses for the Bank Group and potential loss of business, damage to investor confidence and reputational damage. Model risk: The Bank Group relies on models to support a broad range of business and risk management activities, including informing business decisions and strategies, measuring and limiting risk, valuing exposures, conducting stress testing, assessing capital adequacy, supporting new business acceptance and risk and reward evaluation, managing client assets, and meeting reporting requirements. Models are, by their nature, imperfect and incomplete representations of reality. Models may also be misused. Model errors or misuse
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		may result in the Bank Group making inappropriate business decisions and being subject to financial loss, regulatory risk, reputational risk and/or inadequate capital reporting. Conduct risk: There is the risk of detriment to customers, clients, market integrity, effective competition or the Bank Group from the inappropriate supply of financial services, including instances of wilful or negligent misconduct. 1. Ineffective product governance could lead to poor customer outcomes, regulatory sanctions, financial loss and reputational damage. 2. The Bank Group may be adversely affected if it fails to effectively mitigate the risk that third parties or its employees facilitate, or that its products and services are used to facilitate financial crime. Failure to comply may lead to enforcement action by the Bank Group's regulators together with severe penalties, affecting the Bank Group's reputation and financial results. 3. Failure to protect personal data can lead to potential detriment to the Bank Group's customers and clients, reputational damage, regulatory sanctions and financial loss, which under the GDPR may be substantial. 4. 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 Bank Group. Reputation risk: A risk arising in one business area can have an adverse effect upon the Bank Group's overall reputation; any one transaction, investment or event that, in the perception of key stakeholders reduces their trust in the Bank Group's integrity and competence. The Bank Group's associations with sensitive topics and sectors have the potential to give rise to reputation risk for the Bank Group and may result in loss of business, regulatory censure and missed business opportunity. In addition, reputation risk has the potential to arise from operational issues or conduct matters which cause detriment to customers, clients, market integrity, effective competition or the Bank Group. Legal risk and legal, competition and regulatory matters: Legal disputes, regulatory investigations, fines and other sanctions relating to conduct of business and breaches of legislation and/or regulations may negatively affect the Bank Group's results, reputation and ability to conduct its business. The Bank Group conducts diverse activities in a highly regulated global market and therefore is exposed to the risk of fines and other sanctions. Authorities have continued to investigate past practices, pursued alleged breaches and imposed heavy penalties on financial services firms. A breach of applicable legislation and/or regulations could result in the Bank Group or its staff being subject to criminal prosecution, regulatory censure, fines and other sanctions in the jurisdictions in which it operates. Where clients, customers or other third parties are harmed by the Bank Group's conduct, this may also give rise to legal proceedings, including class actions. Other legal disputes may also arise between the Bank Group and third parties relating to matters such as breaches, enforcement of legal rights or obligations arising under contracts, statutes or common law. Adverse findings in any such matters may result in the Bank Group being liable to third parties or may result in the Bank Group's rights not being enforced as intended.
D.3	Key information on the key risks that are specific to the Securities	You may lose up to the entire value of your investment in the Securities: The payment of any amount due under the Securities is dependent upon the Issuer's ability to fulfil its obligations when they fall due. The Securities are unsecured obligations. They are not deposits and they are not protected under the UK's Financial Services Compensation Scheme or any other deposit protection insurance scheme. Therefore, even if the relevant

		Securities are stated to be repayable at an amount that is equal to or greater than their initial purchase price, if the Issuer fails or is otherwise unable to meet its payment or delivery obligations under the Securities, you will lose some or all of your investment. You may also lose some or all of your entire investment if: • you sell your Securities prior to maturity in the secondary market (if any) at an amount that is less than the initial purchase price; • the Securities are redeemed early for reasons beyond the control of the Issuer (such as following a change in applicable law, a currency disruption or a tax event affecting the Issuer's ability to fulfil its obligations under the Securities) and the amount paid to investors is less than the initial purchase price; or • the terms and conditions of the Securities are adjusted (in accordance with the terms and conditions of the Securities) with the result that the redemption amount payable to investors and/or the value of the Securities is reduced. Reinvestment risk/loss of yield: Following an early redemption of the Securities for any reason, Holders may be unable to reinvest the redemption proceeds at a rate of return as high as the return on the Securities being redeemed. Volatile market prices: The market value of the Securities is unpredictable and may be highly volatile, as it can be affected by many unpredictable factors, including: market interest and yield rates; fluctuations in currency exchange rates; exchange controls; the time remaining until the Securities mature; economic, financial, regulatory, political, terrorist, military or other events in one or more jurisdictions; changes in laws or regulations; and the Issuer's creditworthiness or perceived creditworthiness. Risks relating to Spread-Linked Interest: The rate of interest payable on the Securities will be linked to the spread of Spread-Linked Rate One(t) over Spread-Linked Rate Two(t) on the date of determination. If on such date of determination Spread-Linked Rate Two(t) is equal to or greater than Spread-Linked Rate One(t), no interest will be payable on the Securities.
D.6	Risk warning that investors may lose value of entire investment or part of it	The capital invested in the Securities is at risk. Consequently, you may lose the value of your entire investment, or part of it.
Section E – Offer		
E.2b	Reasons for offer and use of proceeds when different from making profit and/or hedging certain risks	Not applicable: the Securities have not been offered to the public.
E.3	Description of the terms and conditions of the offer	Not applicable: the Securities have not been offered to the public.
E.4	Description of	Not Applicable: no person involved in the issue or offer has any interest, or

	any interest material to the issue/offer, including conflicting interests	conflicting interest, that is material to the issue or offer of Securities.
E.7	Estimated expenses charged to investor by issuer/offoror	Not applicable: the Securities have not been offered to the public.