

1 MAY 2018

REGISTRATION DOCUMENT SUPPLEMENT

SUPPLEMENT 1/2018



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

This supplement dated 1 May 2018 (the "**Supplement**") is supplemental to and must be read in conjunction with the registration document 5/2018 dated 16 March 2018 (the "**Registration Document**") prepared for the purposes of giving information with respect to Barclays Bank PLC (the "**Issuer**"). This Supplement constitutes a supplement for the purposes of Directive 2003/71/EC (and amendments thereto) and Section 87G of the UK Financial Services and Markets Act 2000 ("**FSMA**").

Terms defined in the Registration Document shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

The purpose of this Supplement is to amend and supplement the "Information Incorporated by Reference", "The Issuer and the Group" and "General Information" sections of the Registration Document as set out below.

A) INFORMATION INCORPORATED BY REFERENCE

The information in the "Information Incorporated by Reference" section on pages 18 to 20 of the Registration Document is supplemented by adding the below information to the list of documents incorporated by reference:

- 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 United States Department of Justice in relation to Residential Mortgage-Backed Securities (the "**DoJ Settlement Announcement**").
- 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 Financial Conduct Authority and Prudential Regulation Authority's investigation into Jes Staley and Barclays (the "**FCA and PRA Investigations Announcement**").
- 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**").

B) THE ISSUER AND THE GROUP

The information in the "The Issuer and the Group" section on pages 22 to 24 of the Registration Document is amended as follows:

- (i) Deleting paragraphs two and three on page 22 of the Registration Document and replacing them with the following:

"The 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, with a strong presence in the Group's two home markets of the UK and the US. The Group is focused on two core divisions – Barclays UK and Barclays International.

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

- (ii) Amending the fourth sentence in paragraph 4 on page 22 of the Registration Document, as follows:

deleting "A1 by Moody's Investors Service Ltd" and replacing it with "A2 by Moody's Investors Service Ltd".

- (iii) Deleting the paragraph under the heading "Legal Proceedings" on page 22 and replacing it with the following:

"For a description of the governmental, legal or arbitration proceedings that the Issuer and the Group face, see (i) Note 27 (Provisions) and Note 29 (Legal, competition and regulatory matters) to the financial statements of Barclays PLC on pages 237 to 238 and pages 239 to 247, respectively, of the Joint Annual Report, (ii) the DoJ Settlement Announcement and (iii) the FCA and PRA Investigations Announcement."

- (iv) Deleting the information under the sub-heading entitled "Directors" on pages 23 to 24 of the Registration Document and replacing it with the following updated information:

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

<u>Name</u>	<u>Function(s) within the Issuer</u>	<u>Principal outside activities</u>
Sir Gerald Grimstone	Chairman	Non-Executive Director, Barclays PLC; Chairman, Standard Life Aberdeen plc; Non-Executive Board Member, Deloitte NWE LLP; Lead non-executive, Ministry of Defence; Member, Financial Services Trade and Investment Board; Board Advisor, Abu Dhabi Commercial Bank PJSC
James Staley	Chief Executive Officer and Executive Director	Group Chief Executive Officer and Executive Director, Barclays PLC; Member, Institute of International Finance, Inc
Tushar Morzaria	Chief Finance Officer and Executive Director	Group Finance Director and Executive Director, Barclays PLC; Member, Main Committee of the 100 Group

<i>Name</i>	<i>Function(s) within the Issuer</i>	<i>Principal outside activities</i>
Tim Throsby	President	Director, Human Dignity Trust; Director, Ark Oval Primary Academy Croydon; Member, Adjuvo
Peter James Bernard	Non-Executive Director	Non-Executive Director, Barclays US LLC; Executive Director, Root Capital Inc; Non-Executive Director, Massachusetts Audubon Society; Non-Executive Director, Windrose Advisors; Member of the Board of Trustees and the Investment Committee. Bowdoin College
Helen Anne Keelan	Non-Executive Director	Chairman, Barclays Bank Ireland PLC; Non-Executive Director, Barclays Capital Securities Limited; Non-Executive Director, PM Group Limited; Non-Executive Director, Liberty Insurance DAC; Non-Executive Director, Standard Life International DAC
Maria Del Carmen Richter	Non-Executive Director	Non-Executive Director, AngloGold Ashanti; Non-Executive Director, Rexel; Non-Executive Director, Bessemer Trust
Jeremy Scott	Non-Executive Director	Vice Chairman, Parker Fitzgerald Group
Alexander Vincent Thursby	Non-Executive Director	Non-Executive Director, Rank Group PLC; Executive Director, Janheg Investments PTE Limited; Executive Director, Janheg Caribbean Limited; Member of the Board of Trustees, Eden Rivers Trust; Advisory Board, Motive Labs
Helene Maria Vletter-van Dort	Non-Executive Director	Chairwoman of the Supervisory Board, Intertrust N.V; Non-Executive Director, NN Group N.V; Member of the Single Resolutions Board's Appeal Panel, Single Resolution Board; Member, Dutch Corporate Governance Code Monitoring Committee; Board member of the IvO Centre for Financial Law and Governance and Part-time Professor, Erasmus School of Rotterdam

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

- (v) After the sub-heading entitled "Directors" on page 24 of the Registration Document, inserting the

following as a new sub-section:

"Recent Developments

Barclays successfully completes Ring-Fencing Transfer Scheme

On 3 April 2018, Barclays PLC and the Issuer published the following joint announcement:

"On 9 March 2018 Barclays 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 Barclays using a legal process called a Ring-Fencing Transfer Scheme (the "**Scheme**") under Part VII of the Financial Services and Markets Act 2000.

The requirement to ring-fence day-to-day banking services, which must be completed by 1 January 2019, is one of the reforms brought in by the UK government, aiming to strengthen the UK financial system following the financial crisis that began in 2008.

Barclays has now 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, Barclays Bank PLC as part of the Barclays Group under Barclays PLC."

For further information in respect of the ring-fencing restructuring, see Supervision and Regulation on page 162 of the Joint Annual Report and also the section entitled "Pro-Forma Financial Information" on pages 25 to 32 of the Registration Document."

C) GENERAL INFORMATION

- (i) Deleting the paragraph under the sub-section entitled "Significant Change Statement" on page 33 of the Registration Document and replacing it with the following:

"Save as disclosed in the sub-section entitled "The Issuer and the Group - Recent Developments", there has been no significant change in the financial or trading position of the Bank Group since 31 December 2017."
- (ii) Deleting the paragraph under the sub-section entitled "Legal Proceedings" on page 33 of the Registration Document and replacing it with the following:

"Save as disclosed in the section entitled "The Issuer and the Group – Legal Proceedings", 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 Registration Document, a significant effect on the financial position or profitability of the Issuer and/or the Bank Group."

References to the Registration Document shall hereafter mean the Registration Document as supplemented by this Supplement. The Issuer has taken all reasonable care to ensure that the information contained in the Registration Document, as supplemented by this 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.

This Supplement has been approved by the United Kingdom Financial Conduct Authority, which is the United Kingdom competent authority for the purposes of the Prospectus Directive and the relevant implementing measures in the United Kingdom, as a supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the Issuer.



The date of this Supplement is 1 May 2018