

Final Terms



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

USD 500,000 Warrant Linked Securities due November 2023 pursuant to the Global Structured Securities Programme (the "**Tranche 2 Securities**") (to be consolidated and form a single series with the USD 1,000,000 Warrant Linked Securities due November 2023 pursuant to the Global Structured Securities Programme issued on 13 November 2018 (the "**Tranche 1 Securities**" and together with the Tranche 2 Securities the "**Securities**"))

Issue Price: 100 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**"). This Final Terms is supplemental to and should be read in conjunction with the GSSP Base Prospectus 5 dated 14 June 2018, as supplemented on 20 August 2018 and 12 November 2018 (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 this Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to this Final Terms. Words and expressions defined in the Base Prospectus and not defined in the Final Terms shall bear the same meanings when used herein.

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.

BARCLAYS

Final Terms dated 29 November 2018

PART A – CONTRACTUAL TERMS

1. (a) Series number: NX000221727
(b) Tranche number: 2
2. Currency: United States dollars (“USD”)
3. Securities:
 - (a) Aggregate Nominal Amount as at the Issue Date:
 - (i) Tranche: Tranche 1: USD 1,000,000
Tranche 2: USD 500,000
 - (ii) Series: USD 1,500,000
 - (b) Specified Denomination: USD 1.00
 - (c) Minimum Tradable Amount: Not Applicable
 - (d) Calculation Amount: Specified Denomination
4. Issue Price: 100% of par.
5. Issue Date: Tranche 1: 13 November 2018
Tranche 2: 29 November 2018
6. Scheduled Redemption Date: 13 November 2023
7. Warrant linked Securities:
 - (a) Underlying Warrant(s) and Underlying Warrant Reference Asset(s): A Warrant (an "**Underlying Warrant**") linked to the FTSE[®] 100 Index, the S&P 500[®] Index and EURO STOXX 50[®] Index (the "**Underlying Warrant Reference Assets**") issued by Barclays Bank PLC (ISIN: GB00B983DN74; Series number: NX000221728)
 - (b) Final Valuation Date: 6 November 2023, subject as specified in General Condition 5.3 (*Relevant defined terms*)
 - (c) Valuation Time: As specified in General Condition 5.3 (*Relevant defined terms*)
8. Additional Disruption Event:
 - (a) Change in Law: Applicable as per General Condition 22.1 (*Definitions*)
 - (b) Currency Disruption Event: Applicable as per General Condition 22.1 (*Definitions*)
 - (c) Issuer Tax Event: Applicable as per General Condition 22.1 (*Definitions*)
 - (d) Extraordinary Market Disruption: Applicable as per General Condition 22.1 (*Definitions*)
9. Form of Securities: Bearer Securities

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| | Permanent Global Security |
| | NGN Form: Applicable |
| | CGN Form: Not Applicable |
| | CDIs: Not Applicable |
| 10. Trade Date: | Tranche 1: 5 November 2018 Tranche 2: 21 November 2018 |
| 11. 871(m) Securities: | The Issuer has determined that Section 871(m) of the US Internal Revenue Code is not applicable to the Securities. |
| 12. Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| 13. Early Redemption Notice Period Number: | As specified in General Condition 22.1 (<i>Definitions</i>) |
| 14. Additional Business Centre(s): | London |
| 15. Determination Agent: | Barclays Bank PLC |
| 16. (a) Names of Manager: | Barclays Bank PLC |
| (b) Date of underwriting agreement: | Not Applicable |
| 17. Relevant Benchmarks: | <p>FTSE[®] 100 Index is provided by FTSE International Limited. As at the date hereof, FTSE International Limited appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to article 36 of the Benchmarks Regulation.</p> <p>S&P 500[®] Index is provided by Standard and Poors. As at the date hereof, Standard and Poors does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to article 36 of the Benchmarks Regulation.</p> <p>EURO STOXX 50[®] Index is provided by Stoxx Ltd. As at the date hereof, Stoxx Ltd. does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to article 36 of the Benchmarks Regulation.</p> |

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 on or around the Tranche 2 Issue Date.
2. **RATINGS**
Ratings: The Securities have not been individually rated.
3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**
Save for any fees payable to the Manager(s) and save for any trading and market-making activities of the Issuer and/or its affiliates in the Underlying Warrant, the hedging activities of the Issuer and/or its affiliates and the fact that the Issuer is the Determination Agent in respect of the Securities and the determination agent in respect of the Underlying Warrant, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the issue.
4. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**
 - (a) Reasons for the offer: Making profit and/or hedging purposes
 - (b) Estimated net proceeds: Not Applicable
 - (c) Estimated total expenses: Not Applicable
5. **PERFORMANCE OF THE UNDERLYING WARRANTS AND OTHER INFORMATION CONCERNING THE UNDERLYING WARRANTS**

The value of the Securities will depend upon the performance of the Underlying Warrant which is: A Warrant linked to the FTSE[®] 100 Index, the S&P 500[®] Index and EURO STOXX 50[®] Index issued by Barclays Bank PLC (ISIN: GB00B983DN74; Series number: NX000221728).

The Warrant Value in respect of each Underlying Warrant will be published on each Business Day on GB00B983DN74=RIC.

Details of the past performance and volatility of the Underlying Warrant Reference Assets may be obtained from Reuters page “.FTSE” in respect of the FTSE[®] 100 Index, “.SPX” in respect of the S&P 500[®] Index and “.STOXX50E” in respect of EURO STOXX 50[®] Index. The terms and conditions of the Underlying Warrant are available on <http://group.barclays.com/prospectuses-and-documentation/structured-securities/final-terms>.

Index disclaimer: FTSE[®] 100 Index, S&P 500[®] Index and EURO STOXX 50[®] Index
6. **OPERATIONAL INFORMATION**
 - (a) ISIN Code: XS1850837565
 - (b) Common Code: 185083756
 - (c) Name(s) and address(es) of any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme*, and the relevant identification number(s): Not Applicable
 - (d) Delivery: Delivery free of payment

SUMMARY

Summaries are made up of disclosure requirements known as 'elements'. These elements are numbered in sections A to E (A.1 to E.7).

This summary (the "**Summary**") contains all the elements required to be included in a summary for these types of securities and issuer. Because some elements are not required to be addressed, there may be gaps in the numbering sequence of the elements.

Even though an element may be required to be inserted in the Summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the element. In this case a short description of the element is included in the Summary after the words 'not applicable'.

| Section A – Introduction and warnings | | |
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| A.1 | Introduction and warnings | <p>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.</p> <p>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.</p> <p>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 holders when considering whether to invest in the Securities.</p> |
| A.2 | Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Securities | <p>The Issuer may provide the consent to the use of the Base Prospectus and Final Terms for subsequent resale or final placement of Securities by financial intermediaries, provided that the subsequent resale or final placement of Securities by such financial intermediaries is made during the offer period specified below. Such consent may be subject to conditions which are relevant for the use of the Base Prospectus.</p> <p>Not Applicable: the Issuer does not consent to the use of the Base Prospectus for subsequent resales.</p> |
| 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 | <p>The Issuer is a public limited company registered in England and Wales.</p> <p>The principal laws and legislation under which the Issuer operates are the laws of England and Wales including the Companies Act.</p> |

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| <p>B.4b</p> | <p>Known trends affecting the Issuer and industries in which the Issuer operates</p> | <p>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 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 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.</p> <p>The most significant of the regulatory reforms affecting the Bank Group in 2018 is the creation of the ring-fenced bank under the structural reform programme carried out by the ultimate holding company of the Bank Group (Barclays PLC, together with its subsidiaries, the "Group").</p> <p>There are several other significant pieces of legislation which will require significant management attention, cost and resource which include:</p> <ul style="list-style-type: none"> • Changes in prudential requirements, including the proposals for amendment of the Capital Requirements Directive (CRD IV) and the EU 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 from time to time. • 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. Reforms in this area are ongoing with further requirements expected to be implemented in the course of 2018. • The recast Markets in Financial Instruments Directive in Europe, which came into force in January 2018, has fundamentally changed the European regulatory framework, and entails significant operational changes for market participants in a wide range of financial instruments as well as changes in market structures and practices. • The EU Benchmarks Regulation which also came into force in January 2018 regulates the administration and use of benchmarks in the EU. Compliance with this evolving regulatory framework entails significant costs for market participants and is having a significant impact on certain markets in which the Bank Group operates. • 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. These and any future requirements are expected to continue to impact such business. |
| <p>B.5</p> | <p>Description of the group and the Issuer's</p> | <p>The Bank Group is a major global financial services provider.</p> <p>The Issuer is a wholly owned direct subsidiary of Barclays PLC, which is</p> |

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| | position within the group | 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 no significant change statements | <p>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.</p> <p>Based on the Bank Group's unaudited financial information for the six months ended 30 June 2018, the Bank Group had total assets of £903,345 million (30 June 2017: £1,136,867 million), total net loans and advances of £226,369 million (30 June 2017: £427,980 million), total deposits of £279,438 million (30 June 2017: £488,162 million), and total shareholders' equity of £48,192 million (30 June 2017: £66,167 million) (including non-controlling interests of £2 million (30 June 2017: £84 million)). The profit before tax from continuing operations of the Bank Group for the six months ended 30 June 2018 was £725 million (30 June 2017: £1,731 million) after credit impairment charges and other provisions of £156 million (30 June 2017: £656 million). The financial information in this paragraph is extracted from the unaudited condensed consolidated interim financial statements of the Issuer for the six months ended 30 June 2018.</p> <p>Not Applicable: there has been no significant change in the financial or trading position of the Bank Group since 30 June 2018.</p> <p>There has been no material adverse change in the prospects of the Issuer since 31 December 2017.</p> |
| 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. |

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| B.14 | Dependency of the Issuer on other entities within the group | <p>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.</p> <p>The financial position of the Issuer is dependent on the financial position of its subsidiary undertakings.</p> |
| B.15 | Description of the Issuer's principal activities | <p>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.</p> |
| B.16 | Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control | <p>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.</p> |
| Section C – Securities | | |
| C.1 | Type and class of Securities being offered and/or admitted to trading | <p>Securities described in this Summary (the "Securities") are derivative securities and are issued as notes.</p> <p>The Securities will not bear interest.</p> <p>If the Securities have not redeemed early they will redeem on the scheduled redemption date and the amount paid will be a redemption amount that is linked to the change in value of one or more specified warrants which may fluctuate up or down depending on the performance of the reference asset(s) to which they are linked.</p> <p>Securities will be cleared through a clearing system and may be held in bearer form. Certain 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.</p> <p>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.</p> <p>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 as completed by the final terms document (the "Final Terms").</p> <p>Form: The Securities will initially be issued in global bearer form and may be exchanged for definitive securities if the clearing system ceases doing business, or if the Issuer fails to make payments when due.</p> <p>Identification: Series number: NX000221727; Tranche number: 2</p> <p>Identification Codes: ISIN Code: XS1850837565; External Sedol: BH4PGG7.</p> |

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| | | 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 Securities will be denominated in United States dollars ("USD"). |
| C.5 | Description of restrictions on free transferability of the Securities | Securities are offered and sold outside the United States to non-US 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 and limitations to those rights; ranking of the Securities | <p style="text-align: center;">RIGHTS</p> <p>Each Security includes a right to a potential return and an amount payable on redemption, together with certain ancillary rights such as the right to receive notice of certain determinations and events and to vote on future amendments.</p> <p>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.</p> <p>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, in each case, such failure is not remedied within 30 days) or the Issuer is subject to a winding-up order (other than in connection with a scheme of reconstruction, merger or amalgamation), the Securities will become immediately due and payable, upon notice being given by the holder.</p> <p style="text-align: center;">LIMITATION TO RIGHTS</p> <p>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(s). 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 holders who did not attend and vote at the relevant meeting and 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).</p> <p style="text-align: center;">RANKING</p> <p>The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.</p> |
| C.11 | Admission to | Securities may be admitted to trading on a regulated market in the United |

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| | trading | <p>Kingdom.</p> <p>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 29 November 2018.</p> |
| C.15 | Description of how the value of the investment is affected by the value of the underlying instrument | <p>The return on, and value of, the Securities will be linked to changes in the value of the Warrants issued by Barclays Bank PLC (ISIN: GB00B983DN74, Series number: NX000221728), the "Underlying Warrant", the value of which is dependent on the performance of the FTSE[®] 100 Index, the S&P 500[®] Index and EURO STOXX 50[®] Index (the "Underlying Warrant Reference Assets").</p> <p>Interest</p> <p>The Securities will not bear interest.</p> <p>Final redemption</p> <p>The Securities are scheduled to redeem on 13 November 2023 by payment by the Issuer of an amount in USD for each USD 1.00 in nominal amount of the Securities equal to an amount determined by the Determination Agent in good faith and in a commercially reasonable manner as USD 1.00 multiplied by an amount equal to the value of the Underlying Warrant on 6 November 2023, being the final valuation date, divided by the value of the Underlying Warrant on 13 November 2018, being the initial valuation date, the final valuation date being subject to certain delay provisions if any relevant date for valuation is delayed in accordance with the terms of the Underlying Warrant.</p> <p>The greater the value of the Underlying Warrant on the final valuation date (as compared to the value of the Underlying Warrant on the initial valuation date), the greater the redemption amount payable on the Securities. If the value of the Underlying Warrant on the final valuation date is below the value of the Underlying Warrant on the initial valuation date, the final redemption amount will be less than the amount invested and could be as low as zero.</p> <p>Early redemption</p> <p>Securities may at the option of the Issuer (in the case of (i) or (ii)) or shall (in the case of (iii)) be redeemed earlier than the scheduled redemption date (i) if performance becomes unlawful or physically impracticable, (ii) following the occurrence of a change in applicable law, a currency disruption event, an extraordinary market disruption or a tax event affecting the Issuer's ability to fulfil its obligations under the Securities, or (iii) following the occurrence of (a) the cancellation or termination of the Underlying Warrant (other than by scheduled exercise or automatic exercise pursuant to its terms) or (b) a specified early cancellation event in respect thereof.</p> <p>In each case, the amount due in respect of the Calculation Amount for each Security will be an amount determined by the Determination Agent in good faith and in a commercially reasonable manner on the same basis as that which would have determined the amount due on final redemption except that the final value in respect of any Underlying Warrant shall be its value as of the day on which the disruption or termination event, event of default, unlawfulness or physical impracticability, as the case may be, occurs.</p> <p>The value of the Underlying Warrant will be published on each Business Day on GB00B983DN74=RIC. Details of the past and future performance</p> |

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| | | and the volatility of the Underlying Warrant Reference Assets may be obtained from Reuters Page “.FTSE” in respect of the FTSE [®] 100 Index, “.SPX” in respect of the S&P 500 [®] Index and “.STOXX50E” in respect of EURO STOXX 50 [®] Index. |
| C.16 | Expiration or maturity date of the Securities | <p>The Securities are scheduled to redeem on the scheduled redemption date. Such scheduled redemption date may be delayed if the determination of any value used to calculate an amount payable under the Securities is delayed (including where the valuation of any Underlying Warrant is delayed in accordance with its terms).</p> <p>The scheduled redemption date of the Securities will be 13 November 2023.</p> |
| C.17 | Settlement procedure of the derivative securities | <p>Securities will be delivered on the specified issue date either against payment of the issue price or free of payment of the issue price of the Securities. Securities may be cleared and settled through Euroclear, Clearstream or CREST.</p> <p>Securities will be delivered on 29 November 2018 (the "Issue Date") free of payment of the issue price of the Securities.</p> <p>The Securities are cleared and settled through Euroclear/Clearstream.</p> |
| C.18 | Description of how the return on derivative securities takes place | The value of and return (if any) on the Securities will be linked to changes in the value of the Underlying Warrant, the value of which is dependent on the performance of the Underlying Warrant Reference Assets. |
| C.19 | Final reference price of the underlying | <p>The amount payable in respect of the Securities will be calculated using the value of the Underlying Warrant on 13 November 2018 (the initial valuation date) and the value of the Underlying Warrant on 6 November 2023 (the final valuation date).</p> <p>The value of the Underlying Warrant on the final valuation date will be determined by the Determination Agent taking into account the applicable cash or physical settlement amount (as applicable) due on exercise of such Underlying Warrant.</p> |
| C.20 | Type of underlying | <p>Securities issued under the Base Prospectus will be derivative securities, reflecting the fact that the repayment of the Securities will be linked to one or more underlying warrants, the value of which may fluctuate up or down depending on the performance of one or more specified reference assets.</p> <p>Amounts payable on redemption of the Securities will be determined by reference to the Underlying Warrant (ISIN: GB00B983DN74). Information on the Underlying Warrant can be found at https://www.home.barclays/prospectuses-and-documentation/structured-securities/final-terms.html.</p> |
| Section D – Risks | | |
| D.2 | Key information on the key risks that are specific to the Issuer | 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 (save in relation to certain potential differences in risks |

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| | <p>as described in "Certain potential consequences of ring-fencing to the Issuer" below).</p> <p>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.</p> <p>(i) Material existing and emerging risks potentially impacting more than one Principal Risk</p> <p>Business conditions, general economy and geopolitical issues</p> <p>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.</p> <p>Interest rate rises adversely impacting credit conditions</p> <p>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.</p> <p>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.</p> <p>Process of UK withdrawal from the European Union</p> <p>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:</p> <ul style="list-style-type: none"> • 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 |
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| | | <p>impact a number of the Group's portfolios;</p> <ul style="list-style-type: none"> • 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. <p>Regulatory change agenda and impact on business model</p> <p>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.</p> <p>Certain potential consequences of ring-fencing to the Issuer</p> <p>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:</p> <ul style="list-style-type: none"> • 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; and • Relative to the Group, the Bank Group will be, among other things, more focused on businesses outside the UK, particularly in the US; exposed to the US economy and more affected by movements in the US Dollar (and other non-Sterling currencies) relative to Sterling, with a relatively larger portion of its business exposed to US regulation; more focused on wholesale businesses, such as corporate and investment banking and capital markets; more dependent on wholesale funding sources; and potentially subject to different regulatory obligations. <p>Accordingly, the implementation of ring-fencing may adversely affect the market value and/or liquidity of the Securities.</p> |
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| | <p>(ii) Material existing and emerging risks impacting individual Principal Risks</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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</p> |
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| | <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> |
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| D.6 | <p>Key information on the key risks that are specific to the Securities; and risk warning that investors may lose some or all of the value of their investment</p> | <p>You may lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meet its payment obligations.</p> <p>You may also lose the value of your investment if:</p> <ul style="list-style-type: none"> • the Underlying Warrant(s) (or the Underlying Warrant Reference Asset(s) and in turn the Underlying Warrant(s)) perform in such a manner that the redemption amount payable to you (whether at maturity or following an early redemption) is less than the initial purchase price and could be as low as zero; • you sell your Securities prior to maturity in the secondary market (if any) at an amount that is less than the initial purchase price; and/or • the Securities are redeemed early following the occurrence of an extraordinary event in relation to the Underlying Warrant, the Issuer, the relevant currencies or taxation (such as following an additional disruption event) and the amount you receive on such early redemption is less than the initial purchase price. <p>Reinvestment risk/loss of yield: Following an early redemption of your Securities for any reason, you may be unable to reinvest the redemption proceeds at an effective yield as high as the yield on the Securities being redeemed.</p> <p>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; the Issuer's creditworthiness or perceived creditworthiness; and the performance of the relevant Underlying Warrant(s) (or the Underlying Warrant Reference Asset(s) and in turn the Underlying Warrant(s)).</p> <p>Securities are not 'principal protected': Upon maturity of your Securities, you may lose some or all of the capital that you invested, depending on the performance of the Underlying Warrant(s) (or the Underlying Warrant Reference Asset(s) and in turn the Underlying Warrant(s)).</p> <p>Securities include embedded derivatives on Underlying Asset(s) that are subject to adjustment: The Securities are linked to the Underlying Warrant(s) which are in turn linked to the Underlying Warrant Reference Asset(s). The Underlying Warrant(s) are subject to provisions which provide for adjustments and modifications of their terms and alternative means of valuation of the Underlying Warrant Reference Asset(s) in certain circumstances (and which could be exercised by the issuer of the Underlying Warrant(s) in a manner which has an adverse effect on the market value and/or amount repayable in respect of your Securities).</p> <p>Risks relating to Underlying Warrants: You are exposed to the change in value of the Underlying Warrant(s) which may fluctuate up or down depending on the performance of the Underlying Warrant Reference Asset(s). The performance of the Underlying Warrant Reference Asset(s) may be subject to fluctuations that may not correlate with other similar reference assets. Payments upon redemption will be calculated by the change in value of the Underlying Warrant(s) between 13 November 2018 and 6 November 2023. Any information about the past performance of the Underlying Warrant(s) and/or the Underlying Warrant Reference Asset(s) should not be taken as an indication of how prices will change in the future. You should also note that the market value of both your Securities and the</p> |
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| | | <p>Underlying Warrant(s) will be affected by the ability, and the perceived ability, of the Issuer to fulfil its obligations under the instruments. The impact of any inability, or perceived inability, of the Issuer in this regard may be greater in respect of the Securities as the Securities are linked to Underlying Warrant(s) that are issued by the Issuer and it may negatively affect both the value of the Underlying Warrant(s) and the value of your Securities.</p> <p>Risks associated with specific Underlying Warrant Reference Asset(s): As the Underlying Warrant Reference Assets are equity indices, the Underlying Warrants may be subject to the risk of fluctuations in market interest rates, currency exchange rates, equity prices, inflation, the value and volatility of the relevant equity index, and also to economic, financial, regulatory, political, terrorist, military or other events in one or more jurisdictions, including factors affecting capital markets generally or the stock exchanges on which any such Underlying Warrant may be traded. This could have an adverse effect on the value of the Underlying Warrant which, in turn, will have an adverse effect on the value of your Securities.</p> <p>The capital invested in the Securities is at risk. Consequently, you may lose the value of your entire investment, or part of it.</p> <p>US withholding on dividend equivalent amounts: certain deemed payments on the product held by non-US investors generally may be subject to a US withholding tax of 30 per cent. No additional amounts will be payable in respect of such withholding taxes.</p> |
| Section E – Offer | | |
| E.2b | Reasons for offer and use of proceeds when different from making profit and/or hedging certain risks | <p>The net proceeds from each issue of Securities will be applied by the Issuer for its general corporate purposes, which include making a profit and/or hedging certain risks. If the Issuer elects at the time of issuance of Securities to make different or more specific use of proceeds, the Issuer will describe that use in the Final Terms.</p> <p>Not Applicable: the net proceeds will be applied by the Issuer for making profit and/or hedging certain risks.</p> |
| 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 any interest material to the issue/offer, including conflicting interests | The relevant Manager(s) or authorised offeror(s) may be paid fees in relation to any issue or offer of Securities. Potential conflicts of interest may exist between the Issuer, Determination Agent, relevant Manager(s) or authorised offeror(s) or their affiliates (who may have interests in transactions in derivatives related to the Underlying Asset(s) which may, but are not intended to, adversely affect the market price, liquidity or value of the Securities) and holders. |
| E.7 | Estimated expenses charged to investor by issuer/offeror | Not Applicable: no expenses will be charged to the holder by the issuer or the offeror. |