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.

FINAL TERMS

BARCLAYS

BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

GBP 1,000,000 Equity Index Linked Securities due May 2023 (“**Tranche 2**”) to be consolidated and form a single series with the existing GBP 6,000,000 Equity Index Linked Securities due May 2023 (“**Tranche 1**” and together with Tranche 1, the “**Securities**”) pursuant to the Global Structured Securities Programme

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 2 dated 19 November 2018, which constitutes a base prospectus (the "**Base Prospectus**" for the purposes of the Prospectus Directive), save in respect of the Terms and Conditions of the Securities which are extracted from the 2016 GSSP Base Prospectus 2 dated 3 June 2016 (the "**2016 GSSP Base Prospectus 2**") and which are incorporated by reference into the Base Prospectus. 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, save in respect of the Terms and Conditions of the Securities which are extracted from the 2016 GSSP Base Prospectus 2. A summary of the individual issue of the Securities is annexed to this Final Terms.

The Base Prospectus, any supplements to the Base Prospectus and the 2016 GSSP Base Prospectus 2 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 2016 GSSP Base Prospectus 2 and not defined in the Final Terms shall bear the same meanings when used herein.

BARCLAYS

Final Terms dated 9 January 2019

PART A – CONTRACTUAL TERMS

1.	(a)	Series number:	NX000193909
	(b)	Tranche number:	2
			The Securities shall be consolidated and form a single series with the Tranche 1 Securities but shall not be fungible with the Tranche 1 Securities until such time as the clearing systems recognise the Securities to be fungible with the Tranche 1 Securities.
2.		Settlement Currency:	GBP
3.		Securities:	Notes
4.		Notes:	Applicable
	(a)	Aggregate Nominal Amount as at the Issue Date:	
		(i) Tranche:	Tranche 1: GBP 6,000,000 Tranche 2: GBP 1,000,000
		(ii) Series:	GBP 7,000,000
	(b)	Specified Denomination:	GBP 1.00
	(c)	Minimum Tradable Amount:	Not Applicable
5.		Certificates:	Not Applicable
6.		Calculation Amount:	Specified Denomination
7.		Issue Price:	100 per cent. of the Aggregate Nominal Amount Investors in the Securities intending to invest through an intermediary (including by way of introducing broker) should request details of any such commission or fee payment from such intermediary before making any purchase hereof.
8.		Issue Date:	Tranche 1: 17 May 2017 Tranche 2: 9 January 2019
9.		Scheduled Redemption Date:	17 May 2023
10.		Underlying Performance Type:	Worst-of

Provisions relating to interest (if any) payable

11.		Interest Type:	Phoenix without Memory
12.	(a)	Fixed Interest Type:	Not Applicable
	(b)	Fixed Interest Rate:	3.25 per cent.
	(c)	CMS Rate Determination:	Not Applicable
	(d)	Floating Rate Determination:	Not Applicable
	(e)	Bank of England Base Rate Determination:	Not Applicable
	(f)	Margin:	Not Applicable
	(g)	Minimum/Maximum Interest Rate:	Not Applicable

	(h)	Fixed Interest Determination Date(s):	Not Applicable
	(i)	Floating Interest Determination Date(s):	Not Applicable
	(j)	Interest Valuation Date(s):	The dates set out in Table 1 below in the column entitled 'Interest Valuation Date'.
	(k)	Interest Payment Date(s):	The dates set out in Table 1 below in the column entitled 'Interest Payment Date'.
	(l)	T:	Not Applicable
	(m)	Observation Date(s):	Not Applicable
	(n)	Interest Barrier Percentage:	65 per cent.
	(o)	Lower Barrier Percentage:	Not Applicable
	(p)	Upper Barrier:	Not Applicable
	(q)	Upper Barrier Percentage:	Not Applicable
	(r)	Knock-out Barrier Percentage:	Not Applicable
	(s)	Day Count Fraction:	Not Applicable
	(t)	Interest Period End Dates:	Not Applicable
	(u)	Interest Commencement Date:	Not Applicable
	(v)	Linear Interpolation:	Not Applicable

Table 1

Interest Valuation Date:	**Interest Payment Date:**
3 November 2017	17 November 2017
3 May 2018	18 May 2018
5 November 2018	19 November 2018
3 May 2019	20 May 2019
4 November 2019	18 November 2019
5 May 2020	19 May 2020
3 November 2020	17 November 2020
4 May 2021	18 May 2021
3 November 2021	17 November 2021
3 May 2022	17 May 2022
3 November 2022	17 November 2022
3 May 2023	17 May 2023

Provisions relating to Automatic Redemption (Autocall)

13.		Automatic Redemption (Autocall):	Applicable
14.	(a)	Autocall Barrier Percentage:	100 per cent.
	(b)	Autocall Valuation Date(s):	Each date set out in Table 2 below in the column entitled ‘Autocall Valuation Date’.
	(c)	Autocall Redemption Date(s):	Each date set out in Table 2 below in the column entitled ‘Autocall Redemption Date’.

Table 2

Autocall Valuation Date:	**Autocall Redemption Date:**
3 May 2019	20 May 2019
5 May 2020	19 May 2020
4 May 2021	18 May 2021
3 May 2022	17 May 2022

Provisions relating to Final Redemption

15.	(a)	Redemption Type:	European Barrier
	(b)	Settlement Method:	Cash
	(c)	Trigger Event Type:	Not Applicable
	(d)	Final Barrier Percentage:	Not Applicable
	(e)	Strike Price Percentage:	100%
	(f)	Knock-in Barrier Percentage:	65%
	(g)	Knock-in Barrier Period Start Date:	Not Applicable
	(h)	Knock-in Barrier Period End Date:	Not Applicable
	(i)	Lower Strike Price Percentage:	Not Applicable
	(j)	Participation:	Not Applicable
	(k)	Cap:	Not Applicable

Provisions relating to Nominal Call Event

16.		Nominal Call Event:	Not Applicable
	(a)	Nominal Call Threshold Percentage:	Not Applicable

Provisions relating to the Underlying Asset(s)

17.		Underlying Asset:		
	(a)	Share:		Not Applicable
	(b)	Index:		The S&P 500® Index and the FTSE™ 100 Index
		(i)	Exchange:	The Exchanges set out in Table 3 below in the column entitled 'Exchange'
		(ii)	Related Exchange:	All Exchanges
		(iii)	Underlying Asset Currency:	Not Applicable
		(iv)	Bloomberg Screen:	The Bloomberg Screens set out in Table 3 below in the column entitled 'Bloomberg Screen'.
		(v)	Reuters Screen Page:	The Reuters Screen Pages set out in Table 3 below in the column entitled 'Reuters Screen Page'.
		(vi)	Index Sponsor:	The Index Sponsors set out in Table 3 below in the column entitled 'Index Sponsor'.

Table 3

Index:	**Exchange:**	**Bloomberg Screen:**	**Reuters Screen Page:**
S&P 500® Index	Multi-exchange Index	SPX <Index>	.SPX
FTSE™ 100 Index	London Stock Exchange	UKX <Index>	.FTSE

18.		Initial Price:	The Valuation Prices of the Underlying Assets on the Initial Valuation Date for such Underlying Asset
	(a)	Averaging-in:	Not Applicable
	(b)	Min Lookback-in:	Not Applicable
	(c)	Max Lookback-in:	Not Applicable
	(d)	Initial Valuation Date:	3 May 2017
19.		Final Valuation Price:	The Valuation Price of the Underlying Assets on the Final Valuation Date
	(a)	Averaging-out:	Not Applicable
	(b)	Min Lookback-out:	Not Applicable
	(c)	Max Lookback-out:	Not Applicable
	(d)	Final Valuation Date:	3 May 2023

Provisions relating to disruption events and taxes and expenses

20.		Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date):	Not Applicable
21.		Additional Disruption Event:	
	(a)	Change in Law:	Applicable as per General Condition 35.1 (*Definitions*)
	(b)	Currency Disruption Event:	Applicable as per General Condition 35.1 (*Definitions*)
	(c)	Issuer Tax Event:	Applicable as per General Condition 35.1 (*Definitions*)
	(d)	Extraordinary Market Disruption:	Applicable as per General Condition 35.1 (*Definitions*)
	(e)	Hedging Disruption:	Applicable as per General Condition 35.1 (*Definitions*)
	(f)	Increased Cost of Hedging:	Not Applicable
	(g)	Affected Jurisdiction Hedging Disruption:	Not Applicable
	(h)	Affected Jurisdiction Increased Cost of Hedging:	Not Applicable
	(i)	Increased Cost of Stock Borrow:	Not Applicable
	(j)	Loss of Stock Borrow:	Not Applicable

	(k)	Foreign Ownership Event:	Not Applicable
	(l)	Fund Disruption Event:	Not Applicable
22.		Early Cash Settlement Amount:	Market Value
23.		Early Redemption Notice Period Number:	As set out in General Condition 35.1 (*Definitions*)
24.		Unwind Costs:	Not Applicable
25.		Settlement Expenses:	Not Applicable
26.		FX Disruption Event:	Not Applicable
27.		Local Jurisdiction Taxes and Expenses:	Not Applicable

General provisions

28.		Form of Securities:	Global Bearer Securities: Permanent Global Security NGN Form: Applicable Held under the NSS: Not Applicable CGN Form: Not Applicable CDIs: Applicable
29.		Trade Date:	Tranche 1: 3 May 2017 Tranche 2: 2 January 2019
30.		871(m) Securities:	The Issuer has determined that the Securities (without regard to any other transactions) should not be subject to US withholding tax under Section 871(m) of the US Internal Revenue Code and regulations promulgated thereunder.
31.		Prohibition of Sales to EEA Retail Investors:	Applicable – see the cover page of these Final Terms
32.		Additional Business Centre(s):	Not Applicable
33.		Business Day Convention:	Following
34.		Determination Agent:	Barclays Bank PLC
35.		Registrar:	Not Applicable
36.		CREST Agent:	Not Applicable
37.		Transfer Agent:	Not Applicable
38.	(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
39.		Registration Agent:	Not Applicable
40.		*Masse* Category:	Not Applicable
41.		Governing Law:	English law
42.		Relevant Benchmark:	Not Applicable

PART B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING**

(a)	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 Tranche 2 Issue Date.
(b)	Estimate of total expenses related to admission to trading:	GBP 375

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 and save as discussed in risk factor 18 (*Risks associated with conflicts of interest*), 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**

Reasons for the offer:	General Funding

5. **PERFORMANCE OF UNDERLYING ASSETS, AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSETS**

Information on the Underlying Assets can be found on:

Bloomberg Screen Page : SPX <Index> and UKX <Index>, http://eu.spindices.com/indices/equity/sp-500 and http://www.ftse.com

Index Disclaimer: FTSE® 100 Index and S&P® 500 Index

6. **OPERATIONAL INFORMATION**

(a)	ISIN:	XS1555611141
(b)	Common Code:	155561114
(c)	Relevant Clearing System(s):	Euroclear Clearstream CREST
(d)	Delivery:	Delivery free of payment.
(e)	Name and address of additional Paying Agent(s):	Not Applicable

ISSUE SPECIFIC 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 holders 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 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 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. 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**"). There are several other significant pieces of legislation which will require significant management, attention, cost and resource which include: • 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.
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**	Based on the Bank Group's audited financial information for the year ended 31

	financial information; no material adverse change and no significant change statements	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. 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. Not Applicable: there has been no significant change in the financial or trading position of the Bank Group since 30 June 2018. There has been no material adverse change in the prospects of the Issuer since 31 December 2017.
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 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.
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.

Section C – Securities		
C.1	**Type and class of Securities being offered and/or admitted to trading**	The securities ("**Securities**") described in this Summary: • are derivative securities and are issued as a series of notes or certificates; • are transferable obligations of the Issuer and have the terms and conditions set out in this Base Prospectus as completed by the Final Terms; • will bear interest at a fixed rate, a floating rate or at a rate determined by reference to the performance of one or more Underlying Asset(s) which could be equity indices, shares, depository receipts or exchange traded funds; • may (depending on the particular Securities) automatically redeem early if the Underlying Asset(s) is/are above a certain level on any of the specified dates; • if not redeemed early, will be redeemed on the scheduled redemption date at an amount linked to the performance of the Underlying Asset(s); • may be cleared through a clearing system or uncleared and may be 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; and • will be issued in one or more series and each series may be issued in one or more tranches 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. **Tranche 2 Issue Date:** 9 January 2019 **Interest:** The amount of interest payable on the Securities is determined by reference to a fixed rate of 3.25%. Whether or not interest is paid will depend on the performance of the S&P 500® Index and the FTSE™ 100 Index (the "**Underlying Assets**"). In some cases the interest amount could be zero. **Early redemption following an Automatic Redemption (Autocall) Event':** The Securities will redeem prior to their scheduled redemption date if the closing price or level of every Underlying Asset is at or above its corresponding Autocall Barrier on any of the specified autocall valuation dates. If this occurs, you will receive a cash payment equal to the nominal amount (or face value) of your Securities payable on a specified payment date. **Final redemption:** If the Securities have not redeemed early they will redeem on the scheduled redemption date and the cash payment you receive or underlying asset you are delivered (if any) will be determined by reference to the value of the Underlying Assets on a specified valuation date or dates during the life of the Securities. **Form:** The Securities are notes. The Securities will initially be issued in global bearer form. Interests in the Securities will be constituted through the issuance of dematerialised depository interests (the "**CDIs**"), issued held, settled and transferred through Euroclear UK & Ireland Limited (formerly known as CRESTCO Limited) ("**CREST**"). **Identification:** Series number: NX000193909; Tranche number: 2 **Identification Codes:** ISIN: XS1555611141, Common Code 155561114. **Determination Agent:** Barclays Bank PLC (the "**Determination Agent**") will be appointed to make calculations and determinations with respect to the Securities. **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 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-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 and rankings of the Securities**	**Rights:** Each Security includes a right to a potential return of interest and amount payable or deliverable 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. **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, save in limited circumstances, 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. **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 asset(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).
C.11	**Admission to trading**	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 the Issue Date. The Tranche 2 Securities were admitted to trading on the London Stock Exchange on or around 9 January 2019.
C.15	**Description of**	The return on, and value of, Securities will be linked to the performance of one or

how the value of the investment is affected by the value of the underlying instrument

more specified equity indices, shares, depository receipts or exchange traded funds or a combination of these.

The underlying assets for the Securities are: the S&P 500® Index and the FTSE™ 100 Index (each an “**Underlying Asset**").

Calculations in respect of amounts payable under the Securities are made by reference to a "**Calculation Amount**", being GBP 1.00. Where the Calculation Amount is different from the specified denomination of the Securities, the amount payable will be scaled accordingly.

Indicative amounts: If the Securities are being offered by way of a Public Offer and any specified product values are not fixed or determined at the commencement of the Offer Period, these specified product values will specify an indicative amount, 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 Offer Period. Notice of the relevant specified product value will be published prior to the Issue Date.

INTEREST

Phoenix without memory interest: Each Security will only pay interest in respect of an Interest Valuation Date if the closing price or level of every Underlying Asset on such Interest Valuation Date is greater than or equal to its corresponding Interest Barrier. If this occurs, the amount of interest payable with respect to that Interest Valuation Date is calculated by multiplying the fixed rate of 3.25% by GBP 1.00.

T	Interest Valuation Date	Interest Payment Date	Interest Barrier Percentage
1	3 November 2017	17 November 2017	65%
2	3 May 2018	18 May 2018	65%
3	5 November 2018	19 November 2018	65%
4	3 May 2019	20 May 2019	65%
5	4 November 2019	18 November 2019	65%
6	5 May 2020	19 May 2020	65%
7	3 November 2020	17 November 2020	65%
8	4 May 2021	18 May 2021	65%
9	3 November 2021	17 November 2021	65%
10	3 May 2022	17 May 2022	65%
11	3 November 2022	17 November 2022	65%
12	3 May 2023	17 May 2023	65%

Interest Barrier: In respect of the Underlying Asset and an Interest Valuation Date, the Interest Barrier Percentage applicable in respect of such Interest Valuation Date multiplied by the Initial Price of such Underlying Asset, as determined by the Determination Agent.

AUTOMATIC REDEMPTION (AUTOCALL)

The Securities will automatically redeem prior to their scheduled redemption date if the closing price or level of every Underlying Asset is at or above its corresponding

Autocall Barrier on any Autocall Valuation Date (an "**Automatic Redemption (Autocall) Event**"). If this occurs, you will receive a cash payment equal to the nominal amount of your Securities payable on the Autocall Redemption Date corresponding to such Autocall Valuation Date.

Each Autocall Valuation Date and the corresponding Autocall Barrier is as follows:

Autocall Valuation Date	**Autocall Redemption Date**	**Autocall Barrier**
3 May 2019	20 May 2019	100% of the Initial Price
5 May 2020	19 May 2020	100% of the Initial Price
4 May 2021	18 May 2021	100% of the Initial Price
3 May 2022	17 May 2022	100% of the Initial Price

FINAL REDEMPTION

If the Securities have not redeemed early they will redeem on the scheduled redemption date at an amount that is dependent on each of the following:

- the 'Initial Price' of the Worst Performing Underlying Asset, which reflects the price or level of that asset near the issue date of the Securities;
- the 'Final Valuation Price' of the Worst Performing Underlying Asset, which reflects the price or level of that asset near the scheduled redemption date;
- the 'Strike Price' of the Worst Performing Underlying Asset, which is calculated as 100 per cent. multiplied by the Initial Price of that asset; and
- the 'Knock-in Barrier Price' of the Worst Performing Underlying Asset, which is calculated as 65 per cent. multiplied by the Initial Price of that asset.

Initial Price: The Initial Price of each Underlying Asset is the closing price or level of such Underlying Asset on 3 May 2017.

Final Valuation Price: The Final Valuation Price of each Underlying Asset is the closing price or level of such Underlying Asset on 3 May 2023, the "**Final Valuation Date**".

Worst Performing Underlying Asset: The Knock-in Barrier Price, Final Valuation Price and Strike Price to be considered for the purposes of determining the Settlement Value will be, as applicable, the Knock-in Barrier Price, Final Valuation Price and Strike Price of the Worst Performing Underlying Asset.

The Worst Performing Underlying Asset is the Underlying Asset with the lowest performance. The 'performance' of each Underlying Asset is calculated by dividing the Final Valuation Price of an Underlying Asset by its Initial Price.

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European Barrier redemption: If the Final Valuation Price is greater than or equal to the Knock-in Barrier Price, you will receive a cash amount per Calculation Amount equal to GBP 1.00.

Otherwise: you will receive a cash amount per Calculation Amount, calculated by dividing the Final Valuation Price by the Strike Price and multiplying the result by the Calculation Amount.

C.16	**Expiration or maturity date of the Securities**	The Securities are scheduled to redeem on the scheduled redemption date. This day may be postponed following the postponement of a valuation date due to a disruption event. The scheduled redemption date of the Securities is 17 May 2023.
C.17	**Settlement procedure of the derivative securities**	The Securities will be cleared and settled through Euroclear Bank S.A./N.V. Clearstream Banking société anonyme. Interests in the Securities will be constituted through the issuance of CDIs, issued, held, settled and transferred through CREST, representing interests in the Securities underlying the CDIs. CDIs are independent securities under English law and will be issued by CREST. Holders of CDIs will not be entitled to deal in the Securities directly and all dealings in the Securities must be effected through CREST in relation to the holding of CDIs.
C.18	**Description of how the return on derivative securities takes place**	The return on, and value of, the Securities will be linked to the performance of the Underlying Assets. Payments of interest will depend on the performance of each Underlying Asset during the life of the Securities. A fall in the price of any Underlying Asset below a specified level on any Interest Valuation Date may reduce the amount of interest payable on the Securities. The value of, and return on (if any), the Securities will depend on the performance of each Underlying Asset on each Autocall Valuation Date and the Final Valuation Date. If no Automatic Redemption (Autocall) Event has occurred on an Autocall Valuation Date and any Underlying Asset performs negatively over and during the life of the Securities, a holder may sustain a loss of part or all of the amount invested in the Securities.
C.19	**Final reference price of the underlying**	The final reference level of any equity index, or final reference price of any share, depository receipt or fund to which Securities are linked, will be determined by reference to a publicly available source on a specified date or dates. The final valuation price of the Underlying Asset is the closing price or level of the Underlying Asset on 3 May 2023, as determined by the Determination Agent.
C.20	**Type of underlying**	Securities may be linked to one or more: common shares; depositary receipts representing common shares; exchange traded funds (ETFs) (being a fund, pooled investment vehicle, collective investment scheme, partnership, trust or other similar legal arrangement and holding assets, such as shares, bonds, indices, commodities, and/or other securities such as financial derivative instruments); or equity indices. The Underlying Assets for the Securities are: the S&P 500® Index and the FTSE™ 100 Index. Information about the Underlying Assets is available at: http://eu.spindices.com/indices/equity/sp-500 and http://www.ftse.com
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 as described in "Certain potential consequences of ring-fencing to the Issuer" below).

		The Issuer classifies eight risks as "**Principal Risks**": (1) Credit Risk; (2) Market Risk; (3) Treasury and Capital Risk; (4) Operational Risk; (5) Model Risk; (6) Conduct Risk; (7) Reputation Risk and (8) Legal Risk (each a "**Principal Risk**"). Material risks to the Group and their impact are described below in the sections (i) material existing and emerging risks potentially impacting more than one Principal Risk and (ii) material existing and emerging risks impacting individual Principal Risks. **(i) Material existing and emerging risks potentially impacting more than one Principal Risk** **Business conditions, general economy and geopolitical issues** The Group offers a broad range of services, including to retail, institutional and government customers, in a large number of countries. The breadth of these operations means that deterioration in the economic environment, or an increase in political instability in countries where the Group is active, or in any systemically important economy, could adversely affect the Group's operating performance, financial condition and prospects. **Interest rate rises adversely impacting credit conditions** To the extent that central banks increase interest rates particularly in the Group's main markets, in the UK and the US, there could be an impact on consumer debt affordability and corporate profitability. While interest rate rises could positively impact the Group's profitability, as retail and corporate business income may increase due to margin de-compression, future interest rate increases, if larger or more frequent than expectations, could cause stress in the loan portfolio and underwriting activity of the Group. Higher credit losses driving an increased impairment allowance would most notably impact retail unsecured portfolios and wholesale non- investment grade lending. Interest rates rising faster than expected could also have an adverse impact on the value of high quality liquid assets which are part of the Group Treasury function's investment activity that could consequently create more volatility through the Group's available for sale reserves than expected. **Process of UK withdrawal from the European Union** The uncertainty and increased market volatility following the UK's decision to leave the EU in 2019 is likely to continue until the exact nature of the future trading relationship with the EU becomes clear. The potential risks associated with an exit from the EU include: • Increased market risk with the impact on the value of trading book positions; • Potential for credit spread widening for UK institutions which could lead to reduced investor appetite for the Group's debt securities, which could negatively impact the cost of and/or access to funding; • Changes in the long-term outlook for UK interest rates which may adversely affect International Accounting Standards 19 pension liabilities and the market value of equity investments funding those liabilities; • Increased risk of a UK recession with lower growth, higher unemployment and falling UK house prices. This would negatively impact a number of the Group's portfolios; • Changes to current EU "Passporting" rights which will likely require adjustments to the current model for the Group's cross-border banking operation which could increase operational complexity and/or costs; • The ability to attract, or prevent the departure of, qualified and skilled employees may be impacted by the UK's future approach to the EU freedom of movement and immigration from the EU countries; and • The legal framework within which the Group operates could change and become more uncertain as the UK takes steps to replace or repeal certain laws currently in force, which are based on EU legislation and regulation.

		Regulatory change agenda and impact on business model The Group remains subject to ongoing significant levels of regulatory change and scrutiny in many of the countries in which it operates (including, in particular, the UK and the US). A more intensive regulatory approach and enhanced requirements together with the uncertainty (particularly in light of the UK's decision to withdraw from the EU) and potential lack of international regulatory coordination as enhanced supervisory standards are developed and implemented may adversely affect the Group's business, capital and risk management strategies and/or may result in the Group deciding to modify its legal entity structure, capital and funding structures and business mix, or to exit certain business activities altogether or not to expand in areas despite otherwise attractive potential. **Certain potential consequences of ring-fencing to the Issuer** In connection with the planned implementation in the first half of 2018 of ring-fencing certain of the Group's businesses, the Issuer will transfer what are materially the assets and business of the Barclays UK division to another subsidiary of the Group, the UK Ring-fenced Bank. Senior management expects that upon this transfer, the material risks with respect to the Bank Group will be the same in all material respects as those risks with respect to the Group. However, senior management has identified certain potential differences in risks with respect to the Bank Group as compared to risks to the Group. • The transfer of the assets and liabilities of the Barclays UK division from the Issuer will mean that the Bank Group will be less diversified than the Group as a whole. • The Issuer will not be the parent of the UK Ring-fenced Bank and thus will not have recourse to the assets of the UK Ring-fenced Bank. • 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. Accordingly, the implementation of ring-fencing may adversely affect the market value and/or liquidity of the Securities. **(ii) Material existing and emerging risks impacting individual Principal Risks** **Credit risk:** The risk of loss to the Group from the failure of clients, customers or counterparties, including sovereigns, to fully honour their obligations to the Group, including the whole and timely payment of principal, interest, collateral and other receivables. The Group may suffer financial loss if any of its customers, clients or counterparties fails to fulfil their contractual obligations to the Group. **Market risk:** The risk of a loss arising from potential adverse changes in the value of the Group's assets and liabilities from fluctuation in market variables including, but not limited to, interest rates, foreign exchange, equity prices, commodity prices, credit spreads, implied volatilities and asset correlations. The Group's trading business is generally exposed to a prolonged period of elevated asset price volatility, particularly if it negatively affects the depth of marketplace liquidity. **Treasury and capital risk:** The risk that the Group (i) is unable to meet its contractual or contingent obligations or that it does not have the appropriate amount, tenor and composition of funding and liquidity to support its assets, (ii) has an insufficient level or composition of capital to support its normal business activities and to meet its regulatory capital requirements, or (iii) is exposed to capital or income volatility because of a mismatch between the interest rate exposures of its assets and liabilities. The Group may not be able to achieve its business plans due to, among other things: a)

		being unable to maintain appropriate capital ratios; b) being unable to meet its obligations as they fall due; c) rating agency downgrades; d) adverse changes in foreign exchange rates on capital ratios; e) adverse movements in the pension fund; and f) non-traded market risk/interest rate risk in the banking book. **Operational risk:** The Group is exposed to many types of operational risk. These include: (i) the risk of failing to adequately manage the threat of cyber attacks and to continually evolve enterprise security and provide an active cyber security response capability could result in increased fraud losses, inability to perform critical economic functions, customer detriment, potential regulatory censure and penalty, legal liability, reduction in shareholder value and reputational damage; (ii) the risk of loss of or disruption to the Group's business processing, whether arising through impacts on technology systems, real estate services, personnel availability or the support of major suppliers, and which may result in significant customer detriment, cost to reimburse losses incurred by the Group's customers, potential regulatory censure or penalty, and reputational damage; (iii) to the extent that the Group depends on suppliers for the provision of many of its services and the development of future technology driven product propositions, there is a risk that client information or critical infrastructures is not adequately protected, the potential for a negative impact on the Group's ability to continue to provide services that are material to the Group following a failure by any such supplier and the potential for increased losses, inability to perform critical economic functions, customer detriment, potential regulatory censure and penalty, legal liability and reputational damages upon a failure to adequately manage outsourcing risk; (iv) the risk of material errors in operational processes, including payments, which could disadvantage the Group's customers, clients or counterparties and could result in regulatory censure and penalties, legal liability, reputational damage and financial loss by the Group; (v) the risk of a failure to closely monitor risk exposure to new and emergent technology, which could lead to customer detriment, loss of business, regulatory censure, missed business opportunity and reputational damage; (vi) the risk of fraudulent and other internal and external criminal activities, which could result in high profile material losses together with regulatory censure, penalties and significant reputational damage; (vii) the risk of the inability to hire and retain appropriately qualified employees, which could negatively impact the Group's financial performance, control environment and level of employee engagement as well as the disenfranchisement of certain customer groups, customer detriment and reputational damage; (viii) the risk that the Group failing to comply with tax laws and practices or managing its tax affairs in an appropriate manner, which could lead to losses due to additional tax charges, other financial costs or reputational damage; (ix) the risk that of incorrect judgements being exercised, or incorrect estimates or assumptions being used, in relation to International Financial Reporting Standards, which could result in significant loss to the Group, beyond what was anticipated or provided for; and (x) the risk of failing to accurately collect and maintain the large volumes of data (including personally identifiable information, intellectual property, and financial data) that the Group holds and to protect it from breaches of confidentiality and interference with its availability, which could lead to loss or unavailability of data and data integrity issues and could result in regulatory censure, legal liability and reputational damage. **Model risk:** The risk of the potential adverse consequences from financial assessments or decisions based on incorrect or misused model outputs and reports. Models are, by their nature, imperfect and incomplete representations of reality because they rely on assumptions and inputs, and so they may be subject to errors affecting the accuracy of their outputs. Models may also be misused. Model errors or misuse may result in the Group making inappropriate business decisions and being subject to financial loss, regulatory risk, reputational risk and/or inadequate capital reporting. **Conduct risk:** The risk of detriment to customers, clients, market integrity, competition or the Group from the inappropriate supply of financial services, including instances of wilful or negligent misconduct. Ineffective product governance, could lead to poor customer outcomes, as well as regulatory sanctions, financial loss and reputational damage. The Group may be adversely affected if it fails to effectively mitigate the risk that its employees or third parties facilitate, or that its products and

		services are used to facilitate financial crime (money laundering, terrorist financing, bribery and corruption and sanctions evasion). Failure to protect personal data can lead to potential detriment to the Group's customers and clients, reputational damage, regulatory sanctions and financial loss, which under the new EU Data Protection Regulation may be substantial. Failure to meet the requirements and expectations of the UK Senior Managers Regime, Certification Regime and Conduct Rules may lead to regulatory sanctions, both for the individuals and the Group. **Reputation risk:** The risk that an action, transaction, investment or event will reduce trust in the Group's integrity and competence by clients, counterparties, investors, regulators, employees or the public. **Legal risk and legal, competition and regulatory matters:** The risk of loss or imposition of penalties, damages or fines from the failure of the Group to meet its legal obligations including regulatory or contractual requirements. Legal disputes, regulatory investigations, fines and other sanctions relating to conduct of business and breaches of legislation and/or regulations may negatively affect the Group's results, reputation and ability to conduct its business. Legal outcomes can arise as a consequence of legal risk or because of past and future actions, behaviours and business decisions as a result of other Principal Risks.
D.6	**Key information on the key risks that are specific to the Securities including a risk warning that investors may lose some or all of the value of their investment**	**You may lose some or all of your investment.** **The terms of the Securities do not provide for scheduled minimum payment of the face value or issue price of the Securities at maturity: depending on the performance of the Underlying Asset, you may lose some or all of your investment.** **The payment of any amount or delivery of any property 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, 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 will lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meet its payment obligations. 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 following the occurrence of an extraordinary event in relation to the Underlying Asset(s), the Issuer, the Issuer's hedging arrangement, the relevant currencies or taxation (such as following an additional disruption event) and the amount you receive on such redemption is less than the initial purchase price; and/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 you and/or the value of the Securities is reduced. **Return linked to performance of Underlying Asset:** The return payable on the Securities is linked to the change in value of the Underlying Asset over the life of the Securities. Any information about the past performance of any Underlying Asset should not be taken as an indication of how prices will change in the future. You will not have any rights of ownership, including, without limitation, any voting rights or rights to receive dividends, in respect of any Underlying Asset. **Reinvestment risk/loss of yield:** Following an early redemption of the Securities for any reason, you may be unable to reinvest the redemption proceeds at a rate of return

		as high as the return on the Securities being redeemed. You should consider such reinvestment risk in light of other available opportunities before you purchase the Securities. **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. **Equity Index risks:** Securities linked to the performance of equity indices provide investment diversification opportunities, but will be subject to the risk of fluctuations in both equity prices and the value and volatility of the relevant equity index. Securities linked to equity indices may not participate in dividends or any other distributions paid on the shares which make up such indices, accordingly, you may receive a lower return on the Securities than you would have received if you had invested directly in those shares. The relevant index sponsor can add, delete or substitute the components of an equity index at its discretion, and may also alter the methodology used to calculate the level of such index. These events may have a detrimental impact on the level of that index, which in turn could have a negative impact on the value of and return on the Securities. **Worst-of:** You are exposed to the performance of every Underlying Asset. Irrespective of how the other Underlying Assets perform, *if any one or more* Underlying Assets fail to meet a relevant threshold or barrier for the payment of interest or the calculation of any redemption amount, you might receive no interest payments and/or could lose some or all of your initial investment. **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.
Section E – Offer		
E.2b	**Reasons for offer and use of proceeds when different from making profit and/or hedging certain risks**	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. Reasons for the offer and use of Proceeds: General Funding
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. Any Manager and its affiliates may be engaged, and may in the future engage, in hedging transactions with respect to the Underlying Asset.
E.7	**Estimated expenses charged to investor by issuer/offeror**	The Issuer will not charge any expenses to investors in connection with the issue of Securities. Authorised Offerors may, however, charge expenses to investors. Such expenses (if any) will be determined by agreement between the Authorised Offeror and the investors at the time of each issue.