Final Terms

PROHIBITION OF SALES TO EEA RETAIL INVESTORS: The Warrants 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 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 II; 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 Warrants or otherwise making them available to EEA Retail Investors has been prepared and therefore offering or selling the Warrants or otherwise making them available to any EEA Retail Investor may be unlawful under the PRIIPs Regulation.

BARCLAYS BANK PLC

(*Incorporated with limited liability in England and Wales*)

GBP 4,000,000 Warrant Linked Securities due May 2025 pursuant to the Global Structured Securities Programme (the "**Tranche 1 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, 12 November 2018 and 11 April 2019 (the "**Base Prospectus**"), which constitutes a base prospectus for the purposes of the Prospectus Directive. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of 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 2 May 2019

PART A – CONTRACTUAL TERMS

1.	(a) Series number:		NX000228089
	(b) Tranche number:		1
2.	Currency:		Pounds sterling ("**GBP**")
3.	Securities:		
	(a) Aggregate Nominal Amount as at the Issue Date:		
		(i) Tranche:	GBP 4,000,000
		(ii) Series:	GBP 4,000,000
	(b) Specified Denomination:		GBP 1.00
	(c) Minimum Tradable Amount:		Not Applicable
	(d) Calculation Amount:		Specified Denomination
4.	Issue Price:		100% of par.
5.	Issue Date:		2 May 2019
6.	Scheduled Redemption Date:		2 May 2025
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 "**Underlying Warrant Reference Asset**") issued by Barclays Bank PLC (ISIN: GB00B7NP0J90; Series number: NX000228090)
	(b) Final Valuation Date:		25 April 2025, 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 Permanent Global Security NGN Form: Applicable

		CGN Form: Not Applicable
		CDIs: Not Applicable
10.	Trade Date:	25 April 2019
11.	871(m) Securities:	The Issuer has determined that Section 871(m) of the US Internal Revenue Code is not applicable to the Warrants.
12.	Prohibition of Sales to EEA Retail Investors:	Applicable - see the cover page of these Final Terms
13.	Early Redemption Notice Period Number:	As specified in General Condition 22.1 (*Definitions*)
14.	Additional Business Centre(s):	Not Applicable
15.	Determination Agent:	Barclays Bank PLC
16.	(a) Names of Manager:	Barclays Bank PLC
	(b) Date of underwriting agreement:	Not Applicable
17.	Relevant Benchmarks:	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.

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 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 issued by Barclays Bank PLC (ISIN: GB00B7NP0J90; Series number: NX000228090).

The Warrant Value in respect of each Underlying Warrant will be published on each Business Day on GB00B7NP0J90=RIC.

Details of the past performance and volatility of the Underlying Warrant Reference Asset may be obtained from Reuters page ".FTSE" in respect of the FTSE 100 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

6. **OPERATIONAL INFORMATION**

(a)	ISIN Code:	XS1945685920
(b)	Common Code:	194568592
(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		
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**	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. Not Applicable: the Issuer does not consent to the use of the Base Prospectus for subsequent resales.
Section B – Issuer		
B.1	**Legal and commercial name of the Issuer**	The Securities are issued by Barclays Bank PLC (the "**Issuer**").
B.2	**Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of the Issuer**	The Issuer is a public limited company registered in England and Wales. The principal laws and legislation under which the Issuer operates are the laws of England and Wales including the Companies Act.

B.4b	**Known trends affecting the Issuer and industries in which the Issuer operates**	The business and earnings of the Issuer and its subsidiary undertakings (together, the "**Bank Group**" or "**Barclays**") can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the UK, EU, US and elsewhere, which are all subject to change, as a result, regulatory risk will remain a focus. A more intensive regulatory approach and enhanced requirements together with the uncertainty (particularly in light of the UK's withdrawal from the EU) and potential lack of international regulatory coordination as enhanced supervisory standards are developed and implemented may adversely affect the Bank Group's business, capital and risk management strategies and/or may result in the Bank Group deciding to modify its legal entity, capital and funding structures and business mix, or to exit certain business activities altogether or not to expand in areas despite otherwise attractive potential. Following the transfer of the assets and liabilities of the Barclays UK division from the Bank Group to Barclays Bank UK PLC and its subsidiary undertakings (together, the "**Barclays Bank UK Group**"), the Bank Group becomes less diversified than it used to be. The Bank Group no longer has recourse to the assets of the Barclays Bank UK Group. Further, relative to its parent group, the Bank Group is more focused on businesses outside the UK, more focused on wholesale businesses, more dependent on wholesale funding sources and potentially subject to different regulatory obligations. There are several other significant pieces of legislation and areas of focus which will require significant management attention, cost and resource, including: • Changes in prudential requirements, including the risk reduction measures package recently adopted in the EU to amend the Capital Requirements Directive (CRD IV) and the Bank Recovery and Resolution Directive (BRRD) which may impact minimum requirements for own funds and eligible liabilities (MREL), leverage, liquidity or funding requirements, applicable buffers and/or add-ons to such minimum requirements and risk weighted assets calculation methodologies all as may be set by international, EU or national authorities. • The derivatives market has been the subject of particular focus for regulators in recent years across the G20 countries and beyond, with regulations introduced which require the reporting and clearing of standardised over the counter ("OTC") derivatives and the mandatory margining of non-cleared OTC derivatives. Other regulations applicable to swap dealers, including those promulgated by the US Commodity Futures Trading Commission, have imposed significant costs on the Bank Group's derivatives business. • The recast Markets in Financial Instruments Directive in Europe (MiFID II), which came into force in January 2018, has fundamentally changed the European regulatory framework entailing significant operational changes for market participants in a wide range of financial instruments as well as changes in market structures and practices. • By virtue of the EU Benchmarks Regulation, after 1 January 2020, certain Bank Group entities will not be permitted to use benchmarks unless the relevant administrator is authorised, registered or qualifies under a third party regime. This may necessitate adapting processes and systems to transition to new alternative benchmarks, which would be a very time consuming and costly process. • Separately, the transition to risk-free rates as part of a wider benchmark

		reform is also expected to be impactful to the Bank Group in respect of the timing of the development of a robust risk free rate market, an unfavourable market reaction and/or inconsistencies in the adoption of products using the new risk free rates, and also in respect of the costs and uncertainties involved in managing and/or changing historical products to reference risk free rates as a result of the proposed discontinuation of certain existing benchmarks. • The Bank Group and certain of its members are subject to supervisory stress testing exercises in a number of jurisdictions. These exercises currently include the programmes of the Bank of England, the European Banking Authority, the Federal Deposit Insurance Corporation and the Federal Reserve Board. Failure to meet requirements of regulatory stress tests, or the failure by regulators to approve the stress test results and capital plans of the Bank Group, could result in the Bank Group being required to enhance its capital position, limit capital distributions or position additional capital in specific subsidiaries. • The introduction and implementation of Payments Service Directive 2 ("**PSD2**") with delivery across 2019 provides third parties and banks with opportunities to change and enhance the relationship between a customer and their bank. PSD2 will also introduce new requirements to the authentication process for a number of actions customers take, including ecommerce transactions. A failure to comply with PSD2 could expose the Bank Group to regulatory sanction. The changes to authentication may change the fraud environment across the industry as providers implement different approaches to comply.
B.5	**Description of the group and the Issuer's position within the group**	The Bank Group is a major global financial services provider. The Issuer is a wholly owned direct subsidiary of Barclays PLC, which is the ultimate holding company of the Bank Group.
B.9	**Profit forecast or estimate**	Not Applicable: the Issuer has chosen not to include a profit forecast or estimate.
B.10	**Nature of any qualifications in audit report on historical financial information**	Not Applicable: the audit report on the historical financial information contains no such qualifications.
B.12	**Selected key financial information; no material adverse change and no significant change statements**	Based on the Bank Group's audited financial information for the year ended 31 December 2018, the Bank Group had total assets of £877,700 million (2017: £1,129,343 million), total net loans and advances of £136,959 million (2017: £324,590 million), total deposits of £199,337 million (2017: £399,189 million), and total equity of £47,711 million (2017: £65,734 million) (including non-controlling interests of £2 million (2017: £1 million)). The profit before tax of the Bank Group for the year ended 31 December 2018 was £1,286 million (2017: £1,758 million) after credit impairment charges and other provisions of £643 million (2017: £1,553 million). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2018. Not applicable: There has been no significant change in the financial or trading position of the Bank Group since 31 December 2018. There has been no material adverse change in the prospects of the Issuer

		since 31 December 2018.
B.13	**Recent events particular to the Issuer which are materially relevant to the evaluation of Issuer's solvency**	Not Applicable: there have been no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.
B.14	**Dependency of the Issuer on other entities within the group**	The Bank Group is a transatlantic consumer and wholesale bank with global reach offering products and services across personal, corporate and investment banking, credit cards and wealth management anchored in the Bank Group's two home markets of the UK and the US. The Issuer and the Bank Group offer products and services designed for the Bank Group's larger corporate, wholesale and international banking clients.
B.15	**Description of the Issuer's principal activities**	The Bank Group is a transatlantic consumer and wholesale bank with global reach offering products and services across personal, corporate and investment banking, credit cards and wealth management anchored in the Bank Group's two home markets of the UK and the US. The Issuer and the Bank Group offer products and services designed for the Bank Group's larger corporate, wholesale and international banking clients.
B.16	**Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control**	The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Issuer and its subsidiary undertakings.
Section C – Securities		
C.1	**Type and class of Securities being offered and/or admitted to trading**	Securities described in this Summary (the "**Securities**") are derivative securities and are issued as notes. The Securities will not bear interest. 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. 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. Securities will be issued in one or more series (each a "**Series**") and each Series may be issued in tranches (each a "**Tranche**") on the same or different issue dates. The Securities of each Series are intended to be interchangeable with all other Securities of that Series. Each Series will be

		allocated a unique Series number and an identification code. The Securities are transferable obligations of the Issuer that can be bought and sold by investors in accordance with the terms and conditions set out in the Base Prospectus as completed by the final terms document (the "**Final Terms**"). **Form:** Interests in the Securities will be constituted 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. **Identification:** Series number: NX000228089; Tranche number: 1 **Identification Codes:** ISIN Code: XS1945685920; Common Code: 194568592; Sedol: BJRD3R2. **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; ranking of the Securities**	**RIGHTS** 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. **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. **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. **LIMITATION TO RIGHTS** Notwithstanding that the Securities are linked to the performance of the underlying asset(s), Holders do not have any rights in respect of the underlying assets(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). **RANKING** The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.
C.11	**Admission to trading**	Securities may be admitted to trading on a regulated market in the United Kingdom. Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the regulated market of the London Stock Exchange with effect from 2 May 2019.
C.15	**Description of how the value of the investment is affected by the value of the underlying instrument**	The return on, and value of, the Securities will be linked to changes in the value of the Warrants issued by Barclays Bank PLC (ISIN: GB00B7NP0J90, Series number: NX000228089), the "**Underlying Warrant**", the value of which is dependent on the performance of the FTSE 100 Index (the "**Underlying Warrant Reference Asset**"). **Interest** The Securities will not bear interest. **Final redemption** The Securities are scheduled to redeem on 2 May 2025 by payment by the Issuer of an amount in GBP for each GBP 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 GBP 1.00 multiplied by an amount equal to the value of the Underlying Warrant on 25 April 2025, being the final valuation date, divided by the value of the Underlying Warrant on 2 May 2019, 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. 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. **Early redemption** 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. 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. The value of the Underlying Warrant will be published on each Business Day on GB00B7NP0J90=RIC. Details of the past and future performance and the volatility of the Underlying Warrant Reference Assets may be obtained from Reuters Page ".FTSE" in respect of the FTSE 100 Index.
C.16	**Expiration or maturity date of the Securities**	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). The scheduled redemption date of the Securities will be 2 May 2025.
C.17	**Settlement procedure of the derivative securities**	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. Securities will be delivered on 2 May 2019 (the "**Issue Date**") free of payment of the issue price of the Securities. The Securities are cleared and settled through Euroclear/Clearstream. Settlement procedures will depend on the clearing system for the Securities and local practices in the jurisdiction of the investor.
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**	The amount payable in respect of the Securities will be calculated using the value of the Underlying Warrant on 2 May 2019 (the initial valuation date) and the value of the Underlying Warrant on 25 April 2025 (the final valuation date). 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.
C.20	**Type of underlying**	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. Amounts payable on redemption of the Securities will be determined by reference to the Underlying Warrant (ISIN: GB00B7NP0J90). Information on the Underlying Warrant can be found at https://www.home.barclays/prospectuses-and-documentation/structured-

		securities/final-terms.html.
	Section D – Risks	
D.2	**Key information on the key risks that are specific to the Issuer**	The risks described below are material existing and emerging risks which senior management has identified with respect to the Bank Group. **(i) Material existing and emerging risks potentially impacting more than one principal risk** **Business conditions, general economy and geopolitical issues** The Bank Group's business mix spreads across multiple geographies and client types. The breadth of these operations means that deterioration in the economic environment, or an increase in political instability in countries where the Bank Group is active, or in any systemically important economy, could adversely affect the Bank Group's operating performance, financial condition and prospects. **Process of UK withdrawal from the European Union** The uncertainty around Brexit spanned the whole of 2018, and intensified in the second half of the year. The full impact of the withdrawal may only be realised in years to come, as the economy adjusts to the new regime, but the Bank Group continues to monitor the most relevant risks, including those that may have a more immediate impact, for its business: • Market volatility, including in currencies and interest rates, might increase which could have an impact on the value of the Bank Group's trading book positions. • Potential UK financial institutions credit spread widening could lead to reduced investor appetite for the Bank Group's debt securities; this could negatively impact the cost of, and/or access to, funding. • A credit rating agency downgrade applied directly to the Bank Group, or indirectly as a result of a credit rating agency downgrade to the UK Government, could significantly increase the Bank Group's borrowing costs, credit spreads and materially adversely affect the Bank Group's interest margins and liquidity position. • Changes in the long-term outlook for UK interest rates may adversely affect pension liabilities and the market value of investments funding those liabilities; • Increased risk of a UK recession with lower growth, higher unemployment and falling UK house prices. This would negatively impact a number of the Bank Group's portfolios. • The implementation of trade and customs barriers between the UK and EU could lead to delays and increased costs in the passage of goods for corporate banking customers. This could negatively impact the levels of customer defaults and business volumes which may result in an increase in the Bank Group's impairment charges and a reduction in revenues. • Changes to current EU "Passporting" rights may require further adjustment to the current model for the Bank Group's cross-border banking operation which could increase operational complexity and/or costs. • The ability to attract, or prevent the departure of, qualified and skilled employees may be impacted by the UK's and the EU's future approach to the EU freedom of movement and immigration from the EU countries and this may impact the Bank's access to the EU talent pool. • The legal framework within which the Bank Group operates could change and become more uncertain if the UK takes steps to replace or repeal certain laws currently in force, which are based on EU

		legislation and regulation following its withdrawal from the EU. • Should the UK lose automatic qualification to be part of Single Euro Payments Area there could be a resultant impact on the efficiency of, and access to, European payment systems. In addition, loss of automatic qualification to the European Economic Area (EEA) or access to financial markets infrastructure could impact service provision for clients, likely resulting in reduced market share and revenue and increased operating costs for the Bank Group. • There are certain execution risks relating to the transfer of the Bank Group's European businesses to Barclays Bank Ireland PLC. **Interest rate rises adversely impacting credit conditions** To the extent that central banks increase interest rates particularly in the Bank Group's main markets, in the UK and the US, there could be an impact on consumer debt affordability and corporate profitability. While interest rate rises could positively impact the Bank Group's profitability, as retail and corporate business income may increase due to margin de-compression, future interest rate increases, if larger or more frequent than expectations, could cause stress in the loan portfolio and underwriting activity of the Bank Group. Higher credit losses driving an increased impairment allowance would most notably impact retail unsecured portfolios and wholesale non-investment grade lending. Changes in interest rates could also have an adverse impact on the value of high quality liquid assets which are part of the Bank Group Treasury function's investment activity. Consequently, this could create more volatility than expected through the Bank Group's FVOCI reserves. **Regulatory change agenda and impact on business model** The Bank Group remains subject to ongoing significant levels of regulatory change and scrutiny in many of the countries in which it operates (including, in particular, the UK and the US). A more intensive regulatory approach and enhanced requirements together with the uncertainty (particularly in light of the UK's withdrawal from the EU) and potential lack of international regulatory co-ordination as enhanced supervisory standards are developed and implemented may adversely affect the Bank Group's business, capital and risk management strategies and/or may result in the Bank Group deciding to modify its legal entity structure, capital and funding structures and business mix, or to exit certain business activities altogether or not to expand in areas despite otherwise attractive potential. **(ii) Material existing and emerging risks impacting individual principal risks** **Credit risk:** 1. Impairment: The introduction of the impairment requirements of IFRS Financial Instruments, implemented on 1 January 2018, results in impairment loss allowances that are recognised earlier, on a more forward looking basis and on a broader scope of financial instruments than has been the case under IAS 39 and has had, and may continue to have, a material impact on the Bank Group's financial condition. 2. Specific sectors and concentrations: The Bank Group is subject to risks arising from changes in credit quality and recovery rate of loans and advances due from borrowers and counterparties in a specific portfolio. Any deterioration in credit quality could lead to lower recoverability and higher impairment in a specific sector. 3. Environmental risk: The Bank Group is exposed to credit risks arising from energy and climate change. Indirect risks may be incurred as a result of environmental issues impacting the credit worthiness of the borrower resulting in higher impairment.

		Market risk: An uncertain outlook for the direction of monetary policy, the US-China trade conflict, slowing global growth and political concerns in the US and Europe (including Brexit), are some of the factors that could heighten market risks for the Bank Group's portfolios. In addition, the Bank Group's trading business is generally exposed to a prolonged period of elevated asset price volatility, particularly if it negatively affects the depth of marketplace liquidity. Such a scenario could impact the Bank Group's ability to execute client trades and may also result in lower client flow-driven income and/or market-based losses on its existing portfolio of market risks. These can include having to absorb higher hedging costs from rebalancing risks that need to be managed dynamically as market levels and their associated volatilities change. **Treasury and capital risk:** The Bank Group may not be able to achieve its business plans due to: a) inability to maintain appropriate capital ratios; b) inability to meet its obligations as they fall due; c) rating agency downgrades; d) adverse changes in foreign exchange rates on capital ratios; e) adverse movements in the pension fund; f) non-traded market risk/interest rate risk in the banking book. **Operational risk:** • Cyber threat: The financial sector remains a primary target for cyber criminals. There is an increasing level of sophistication in both criminal and nation state hacking for the purpose of stealing money, stealing, destroying or manipulating data, and/or disrupting operations. Other events have a compounding impact on services and customers. Failure to adequately manage this threat could result in increased fraud losses, inability to perform critical economic functions, customer detriment, potential regulatory censure or penalties, legal liability, reduction in shareholder value and reputational damage. • Fraud: Criminals continue to adapt their techniques and are increasingly focused on targeting customers and clients through ever more sophisticated methods of social engineering. External data breaches also provide criminals with the opportunity to exploit the growing levels of compromised data. These threats could lead to customer detriment, loss of business, regulatory censure, missed business opportunity and reputational damage. • Operational resilience: The loss of or disruption to the Bank Group's business processing is a material inherent risk theme within the Bank Group and across the financial services industry, whether arising through impacts on technology systems, real estate services, personnel availability or the support of major suppliers. Failure to build resilience into business processes or into the services of technology, real estate or suppliers on which the Bank Group business processes depend may result in significant customer detriment, costs to reimburse losses incurred by customers, potential regulatory censure or penalties, and reputational damage. • Supplier exposure: The Bank Group depends on suppliers for the provision of many of its services and the development of technology. Failure to monitor and control the Bank Group's suppliers could potentially lead to client information or critical infrastructures not being adequately protected or available when required. Failure to adequately manage outsourcing risk could result in increased losses, inability to perform critical economic functions, customer detriment, potential regulatory censure, legal liability and reputational damages. • Processing error: Material operational or payment errors could disadvantage the Bank Group's customers, clients or counterparties

		and could result in regulatory censure, legal liability, reputational damage and financial loss for the Bank Group. • New and emerging technology: Introducing new forms of technology, however, also has the potential to increase inherent risk. Failure to evaluate, actively manage and closely monitor risk exposure during all phases of business development could lead to customer detriment, loss of business, regulatory censure, missed business opportunity and reputational damage. • Ability to hire and retain appropriately qualified employees: Failure to attract or prevent the departure of appropriately qualified employees could negatively impact the Bank Group's financial performance, control environment and level of employee engagement. Additionally, this may result in disruption to service which could in turn lead to disenfranchising certain customer groups, customer detriment and reputational damage. • Tax risk: There is a risk that the Bank Group could suffer losses due to additional tax charges, other financial costs or reputational damage as a result of failing to comply with such laws and practice, or by failing to manage its tax affairs in an appropriate manner, with much of this risk attributable to the international structure of the Bank Group. • Critical accounting estimates and judgements: The preparation of financial statements in accordance with IFRS requires the use of estimates. It also requires management to exercise judgement in applying relevant accounting policies. There is a risk that if the judgement exercised, or the estimates or assumptions used, subsequently turn out to be incorrect, this could result in significant loss to the Bank Group, beyond what was anticipated or provided for. • Data management and information protection: The Bank Group holds and processes large volumes of data, including personally identifiable information, intellectual property, and financial data. Failure to accurately collect and maintain this data, protect it from breaches of confidentiality and interference with its availability exposes the Bank Group to the risk of loss or unavailability of data or data integrity issues. This could result in regulatory censure, legal liability and reputational damage, including the risk of substantial fines under the General Data Protection Regulation (the "GDPR"), which strengthens the data protection rights for customers and increases the accountability of the Bank Group in its management of that data. • Unauthorised or rogue trading: Unauthorised trading, such as a large unhedged position, which arises through a failure of preventative controls or deliberate actions of the trader, may result in large financial losses for the Bank Group, loss of business, damage to investor confidence and reputational damage. • Algorithmic trading: In some areas of the investment banking business, trading algorithms are used to price and risk manage client and principal transactions. An algorithmic error could result in increased market exposure and subsequent financial losses for the Bank Group and potential loss of business, damage to investor confidence and reputational damage. **Model risk:** The Bank Group relies on models to support a broad range of business and risk management activities, including informing business decisions and strategies, measuring and limiting risk, valuing exposures, conducting stress testing, assessing capital adequacy, supporting new business acceptance and risk and reward evaluation, managing client assets, and meeting reporting requirements. Models are, by their nature, imperfect and incomplete representations of reality. Models may also be misused.

		Model errors or misuse may result in the Bank Group making inappropriate business decisions and being subject to financial loss, regulatory risk, reputational risk and/or inadequate capital reporting. **Conduct risk:** There is the risk of detriment to customers, clients, market integrity, effective competition or the Bank Group from the inappropriate supply of financial services, including instances of wilful or negligent misconduct. 1. Ineffective product governance could lead to poor customer outcomes, regulatory sanctions, financial loss and reputational damage. 2. The Bank Group may be adversely affected if it fails to effectively mitigate the risk that third parties or its employees facilitate, or that its products and services are used to facilitate financial crime. Failure to comply may lead to enforcement action by the Bank Group's regulators together with severe penalties, affecting the Bank Group's reputation and financial results. 3. Failure to protect personal data can lead to potential detriment to the Bank Group's customers and clients, reputational damage, regulatory sanctions and financial loss, which under the GDPR may be substantial. 4. Failure to meet the requirements and expectations of the UK Senior Managers Regime, Certification Regime and Conduct Rules may lead to regulatory sanctions, both for the individuals and the Bank Group. **Reputation risk:** A risk arising in one business area can have an adverse effect upon the Bank Group's overall reputation; any one transaction, investment or event that, in the perception of key stakeholders reduces their trust in the Bank Group's integrity and competence. The Bank Group's associations with sensitive topics and sectors have the potential to give rise to reputation risk for the Bank Group and may result in loss of business, regulatory censure and missed business opportunity. In addition, reputation risk has the potential to arise from operational issues or conduct matters which cause detriment to customers, clients, market integrity, effective competition or the Bank Group. **Legal risk and legal, competition and regulatory matters:** Legal disputes, regulatory investigations, fines and other sanctions relating to conduct of business and breaches of legislation and/or regulations may negatively affect the Bank Group's results, reputation and ability to conduct its business. The Bank Group conducts diverse activities in a highly regulated global market and therefore is exposed to the risk of fines and other sanctions. Authorities have continued to investigate past practices, pursued alleged breaches and imposed heavy penalties on financial services firms. A breach of applicable legislation and/or regulations could result in the Bank Group or its staff being subject to criminal prosecution, regulatory censure, fines and other sanctions in the jurisdictions in which it operates. Where clients, customers or other third parties are harmed by the Bank Group's conduct, this may also give rise to legal proceedings, including class actions. Other legal disputes may also arise between the Bank Group and third parties relating to matters such as breaches, enforcement of legal rights or obligations arising under contracts, statutes or common law. Adverse findings in any such matters may result in the Bank Group being liable to third parties or may result in the Bank Group's rights not being enforced as intended.
D.6	**Key information on the key risks**	**You may lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meet its payment obligations.**

	that are specific to the Securities; and risk warning that investors may lose some or all of the value of their investment	You may also lose the value of your investment if: • 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. **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. **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)). **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)). **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). **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 2 May 2019 and 2 May 2025. 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 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. **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. The capital invested in the Securities is at risk. Consequently, you may lose the value of your entire investment, or part of it. **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.
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. Not Applicable: the net proceeds will be applied by the Issuer for making profit and/or hedging certain risks.
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.