

**Supplement Number 2 dated 4 March 2016
to the Base Prospectus dated 4 August 2015**



BARCLAYS PLC
(incorporated with limited liability in England)

BARCLAYS BANK PLC
(incorporated with limited liability in England and Wales)

as Issuers

£60,000,000,000
Debt Issuance Programme

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 4 August 2015 as supplemented by the Supplement dated 30 October 2015 (together, the "**Base Prospectus**") prepared by Barclays PLC (the "**Company**") and Barclays Bank PLC (the "**Bank**" and, together with the Company, the "**Issuers**") with respect to their £60,000,000,000 Debt Issuance Programme (the "**Programme**"). This Supplement constitutes a supplementary prospectus in respect of the Base Prospectus for the Issuers for the purposes of Section 87G of the Financial Services and Markets Act 2000.

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. This Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), including any relevant implementing measure in the United Kingdom, (the "**Prospectus Directive**") as a base prospectus supplement issued in compliance with the Prospectus Directive. With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below.

The purpose of this Supplement is to:

- (a) supplement the section entitled "*Information Incorporated by Reference*" commencing on page 21 of the Base Prospectus and incorporate by reference into the Base Prospectus the Joint Annual Report and the 2015 Bank Annual Report (both as defined below);
- (b) following the release of the Joint Annual Report, replace the sub-section entitled "*Risks relating to the Issuers and the Group*" under the section entitled "*Risk Factors*" commencing on page 7 of the Base Prospectus with the following information:

Risks relating to the Issuers and the Group

For risks relating to the Issuers and the Group and their impact, see the section entitled "Risk review" on pages 84 to 182 of the Joint Annual Report (as defined below), which is incorporated by reference herein.

- (c) replace the description of the Issuers in the section entitled "*Overview of the Programme*" with the following information following the release of the Group Strategy Update (as defined below):

Barclays PLC (the "**Company**" or "**Barclays**") and Barclays Bank PLC (the "**Bank**" and together with the Company, the "**Issuers**" and each an "**Issuer**").

Barclays is a transatlantic consumer, corporate and investment bank offering products and services across personal, corporate and investment banking, credit cards and wealth and management, with a strong presence in our two home markets of the UK and the US. Following the Group Strategy Update (as defined above), the Group will be focused on two core divisions – Barclays UK and Barclays Corporate & International. Barclays UK comprises the UK retail banking operations, UK consumer credit card business, UK wealth management business and corporate banking for smaller businesses. Barclays Corporate & International comprises the corporate banking franchise, the Investment Bank, the US and international cards business and international wealth management. Assets which do not fit the Group's strategic objective will continue to be managed in Barclays Non-Core and designated for exit or run-down over time.

The Company is the ultimate holding company of the Group and beneficially owns the whole of the issued ordinary share capital of the Bank.

- (d) supplement the section entitled "*The Issuers and the Group*" commencing on page 78 of the Base Prospectus with the information contained in Appendix 1 hereto in relation to new information regarding (i) the Group Strategy Update, (ii) legal proceedings and (iii) changes in directors, each as provided by the Joint Annual Report, the 2015 Bank Annual Report and the Group Strategy Update (each as defined below);
- (e) replace the sub-section entitled "*Legal Proceedings*" under the section entitled "*General Information*" commencing on page 107 of the Base Prospectus with the following information relating to legal proceedings:

Legal Proceedings

Save as disclosed under Note 27 (*Provisions*) and Note 29 (*Legal, competition and regulatory matters*) to the financial statements of the Company as set out on pages 259 to 260 and 261 to 271, respectively, of the Joint Annual Report, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuers are aware), which may have or have had during the 12 months preceding the date of this Base Prospectus, a significant effect on the financial position or profitability of the Company, the Bank, the Group and/or, as the case may be, the Bank Group.

- (f) state in the sub-section entitled "*Significant/Material Change*" under the section entitled "*General Information*" commencing on page 107 of the Base Prospectus that there has been no material adverse change in the prospects of, nor any significant change in the financial or trading position of, the Company, the Bank, the Group or, as the case may be, the Bank Group, since 31 December 2015.

The following information has been filed with the FCA and shall be deemed to be incorporated in, and to form part of, the Base Prospectus as supplemented by this Supplement:

- (i) the joint Annual Report of the Company and the Bank, as filed with the SEC on Form 20-F on 1 March 2016 in respect of the financial years ended 31 December 2014 and 31 December 2015 (the "**Joint Annual Report**");

- (ii) the Annual Report of the Bank containing the audited consolidated financial statements and the independent auditors' report of the Bank in respect of the year ended 31 December 2015 (the "**2015 Bank Annual Report**"); and
- (iii) the joint announcement of the Company and the Bank relating to the Group Strategy Update, as filed with the SEC on Form 6-K on 1 March 2016 (the "**Group Strategy Update**").

The above documents may be inspected during normal business hours at Barclays Treasury, 1 Churchill Place, London E14 5HP United Kingdom and at the specified office of the Principal Paying Agent, at One Canada Square, London, E14 5AL, United Kingdom during the life of the Notes issued pursuant to the Base Prospectus. The document at (i) above has also been filed with the SEC and is available in electronic form on the SEC's website at <http://www.sec.gov/cgi-bin/browse-edgar?company=barclays+plc&owner=exclude&action=getcompany>.

IMPORTANT NOTICES

Each of the Issuers accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

Any information contained in the documents specified above which is not incorporated by reference in the Base Prospectus is either not relevant for prospective investors for the purposes of Article 5(1) of the Prospectus Directive or is covered elsewhere in the Base Prospectus.

If documents which are incorporated by reference into this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference into the Supplement.

For as long as any of the notes issued under the Programme are admitted to trading on the Regulated Market of the London Stock Exchange plc and the rules of the FCA so require, for the life of the Base Prospectus, copies of the Joint Annual Report and the 2015 Bank Annual Report may be inspected during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at Barclays Treasury, 1 Churchill Place, London E14 5HP and at the specified office of The Bank of New York Mellon, as principal paying agent, currently located at One Canada Square, London E14 5AL.

This Supplement shall be available on or around the date hereof in electronic form at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

4 March 2016

APPENDIX 1 THE ISSUERS AND THE GROUP

The Company is a public limited company registered in England and Wales under number 48839. The liability of the members of the Company is limited. It has its registered head office at 1 Churchill Place, London E14 5HP, United Kingdom, (telephone number +44 (0)20 7116 1000). Tracing its origins to 17th century London, the Company has evolved from a group of English partnerships into a global bank. The Company was incorporated on 20 July 1896 under the Companies Acts 1862 to 1890.

The Bank (together with its consolidated subsidiaries, the "**Bank Group**") is a public limited company registered in England and Wales under number 1026167. The liability of the members of the Bank is limited. It has its registered and head office at 1 Churchill Place, London, E14 5HP, United Kingdom (telephone number +44 (0)20 7116 1000). The Bank was incorporated on 7 August 1925 under the Colonial Bank Act 1925 and on 4 October 1971 was registered as a company limited by shares under the Companies Acts 1948 to 1967. Pursuant to The Barclays Bank Act 1984, on 1 January 1985, the Bank was re-registered as a public limited company and its name was changed from "Barclays Bank International Limited" to "Barclays Bank PLC". The whole of the issued ordinary share capital of the Bank is beneficially owned by the Company. The Company is the ultimate holding company of the Group and is one of the largest financial services companies in the world by market capitalisation.

Barclays is a transatlantic consumer, corporate and investment bank offering products and services across personal, corporate and investment banking, credit cards and wealth and management, with a strong presence in our two home markets of the UK and the US. Following the Group Strategy Update (as defined above), the Group will be focused on two core divisions – Barclays UK and Barclays Corporate & International. Barclays UK comprises the UK retail banking operations, UK consumer credit card business, UK wealth management business and corporate banking for smaller businesses. Barclays Corporate & International comprises the corporate banking franchise, the Investment Bank, the US and international cards business and international wealth management. Assets which do not fit the Group's strategic objective will continue to be managed in Barclays Non-Core and designated for exit or run-down over time. The whole of the issued ordinary share capital of Barclays Bank PLC is beneficially owned by Barclays PLC. Barclays PLC is the ultimate holding company of the Group.

Acquisitions, Disposals and Recent Developments

March 2016 Group Strategy Update

On 1 March 2016, the Company and the Bank announced an update to the Group's strategy including the following initiatives:

- simplification of the Group to focus on two core divisions – Barclays UK and Barclays Corporate & International;
- intention to sell down the Group's stake in Barclays Africa Group Limited to a level which permits accounting and regulatory deconsolidation over the next two to three years;
- one-time enlargement of Barclays Non-Core, with transfer of approximately £8bn risk weighted assets;
- updated guidance on dividend; and
- new Group financial targets focused on Return on Tangible Equity, Common Equity Tier 1 ratio and Cost:Income ratio.

Please refer to the Group Strategy Update incorporated by reference for further information.

Legal Proceedings

For a description of the governmental, legal or arbitration proceedings that the Company, the Bank and the Group face, see Note 27 (*Provisions*) and Note 29 (*Legal, competition and regulatory matters*) to the financial statements of the Company as set out on pages 259 to 260 and 261 to 271, respectively, of the Joint Annual Report.

Directors

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

<i>Name</i>	<i>Function(s) within the Group</i>	<i>Principal outside activities</i>
John McFarlane ¹	Chairman	Director, Westfield Corporation; Director, Old Oak Holdings Limited; Chairman, The CityUK
James Staley ¹	Group Chief Executive Officer	
Tushar Morzaria	Group Finance Director	
Mike Ashley	Non-Executive Director	Member, HM Treasury Audit Committee; Member, Institute of Chartered Accountants in England & Wales' Ethics Standards Committee; Vice-Chair, European Financial Reporting Advisory Group's Technical Expert Group; Chairman, Government Internal Audit Agency; Member, Board of The Charity Commission
Tim Breedon CBE	Non-Executive Director	Adviser, Blackstone Group L.P.; Chairman, Apax Global Alpha
Crawford Gillies	Non-Executive Director	Non-Executive Director Standard Life plc; Chairman, Control Risks Group Limited; Senior Independent Director of SSE plc
Sir Gerry Grimstone	Deputy Chairman and Senior Independent Director	Chairman, Standard Life plc; Deloitte LLP; Lead non-executive, Ministry of Defence; Financial Services Trade and Investment Board; The Shareholder Executive
Reuben Jeffery III	Non-Executive Director	Chief Executive Officer, President and Director, Rockefeller & Co., Inc. and Rockefeller Financial Services Inc.; Member International Advisory Council of the China Securities Regulatory Commission; Member, Advisory Board of Towerbrook Capital Partners LP; Director, Financial Services Volunteer Corps; International Advisory Committee, J. Rothschild Capital management
Dambisa Moyo	Non-Executive Director	Non-Executive Director, SABMiller PLC; Non-Executive Director, Barrick Gold

¹ On 8 July 2015, the Company and the Bank announced the departure of Antony Jenkins as Chief Executive Officer and the appointment of John McFarlane as Executive Chairman pending the appointment of a new Chief Executive. On 28 October 2015, the Company and the Bank announced the appointment of James E. Staley as Chief Executive Officer of the Company and the Bank. Mr Staley took up his role, and joined the Boards of the Company and the Bank as a Director, with effect from 1 December 2015. Mr McFarlane's function reverted to Chairman as at 30 November 2015.

<i>Name</i>	<i>Function(s) within the Group</i>	<i>Principal outside activities</i>
		Corporation; Non-Executive Director, Seagate Technology
Diane de Saint Victor	Non-Executive Director	General Counsel, Company Secretary and Executive Director of ABB Limited; Member, Advisory Board of the World Economic Forum's Davos Open Forum
Diane Schueneman	Non-Executive Director	
Frits van Paasschen	Non-Executive Director	
Stephen Thieke	Non-Executive Director	

No potential conflicts of interest exist between any duties to the Bank or the Company, as the case may be, of the Directors listed above and their private interests or other duties.