



BARCLAYS PLC
(incorporated with limited liability in England)

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

as Issuers

£30,000,000,000
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 9th June, 2008 (the "**Base Prospectus**") prepared by Barclays PLC and Barclays Bank PLC (the "**Issuers**") with respect to their £30,000,000,000 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. The Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus and other supplements to the Base Prospectus issued by the Issuers.

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.

Investors should be aware of their rights under Section 87Q(4) of the Financial Services and Markets Act 2000.

The purpose of this Supplement is to add the following paragraphs at the end of the section headed "*The Issuers and the Group - Recent Developments*" on page 69 of the Base Prospectus:

"On 25th June, 2008, the Company announced a share issue to raise approximately £4.5 billion through the issue of 1,576 million new ordinary shares (the "**Share Issue**"). The Share Issue includes:

- approximately £0.5 billion raised through a firm placing of 169 million new ordinary shares at 296 pence per new ordinary share to Sumitomo Mitsui Banking Corporation;
- approximately £4.0 billion raised through a placing of 1,407 million new ordinary shares at 282 pence per new ordinary share to Qatar Investment Authority, Challenger Universal Limited (a company representing the beneficial interests of His Excellency Sheikh Hamad Bin Jassim Bin Jabr Al-Thani, the chairman of Qatar Holding LLC, and his family), China Development Bank and Temasek Holdings (Private) Limited, which shares are available for clawback in full by means of an open offer to existing shareholders. Pursuant to such open offer, existing shareholders are being offered the opportunity to subscribe for up to a maximum of their pro rata entitlement on the basis of 3 open offer shares for every 14 existing ordinary shares they currently hold.

The new ordinary shares to be issued in connection with the firm placing are expected to be admitted to the Official List and to trading on the London Stock Exchange's market for listed securities on 4th July, 2008.

The deadline for acceptance of the open offer is 11am on 17th July, 2008 and the admission of the new ordinary shares to the Official List and to trading on the London Stock Exchange's market for listed securities is scheduled to take place on 22nd July, 2008."

1st July, 2008