

**Supplement Number 2 dated 14 May 2014
to the Base Prospectus dated 26 November 2013**



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 26 November 2013 as supplemented by the Supplement dated 14 February 2014 (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 and other supplements to the Base Prospectus issued by the Issuers.

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 (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom. 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) incorporate by reference the following documents into the Base Prospectus:
 - (i) the joint Annual Report of the Company and the Bank, as filed with the SEC on Form 20-F in respect of the year ended 31 December 2013 (the "**Joint Annual Report**") with the exception of the information incorporated by reference in the Joint Annual Report referred to in the Exhibit Index of the Joint Annual Report, which shall not be deemed to be incorporated by reference in this Base Prospectus;

- (ii) the Annual Report of the Bank containing the audited consolidated financial statements and the independent auditor's report of the Bank in respect of the year ended 31 December 2013 (the "**2013 Bank Annual Report**");
- (iii) the joint unaudited Interim Results Announcement of the Company and the Bank as filed with the SEC on Form 6-K on Film Number 14816123 on 6 May 2014 in respect of the first three months ended 31 March 2014 (the "**Interim Results Announcement**"); and
- (iv) the joint announcement of the Company and the Bank as filed with the SEC on Form 6-K on Film Number 14827183 on 9 May 2014 in respect of the Group Strategy Update;
- (b) state that there has been no significant change in the financial or trading position of the Company, the Group, the Bank or, as the case may be, the Bank Group since 31 December 2013;
- (c) state that there has been no material adverse change in the prospects of the Company, the Group, the Bank or, as the case may be, the Bank Group since 31 December 2013;
- (d) supplement the Base Prospectus with the following information relating to legal proceedings:
 - (i) FHFA

On 24 April 2014, the Bank and certain of its affiliates and former employees agreed to a settlement of the FHFA's claims, which provides for a settlement of all claims against these entities and individuals in exchange for a payment of \$0.28bn by the Bank;
 - (ii) Legal Proceedings

Save as disclosed under the sections entitled "*The Issuers and the Group – Legal and Regulatory Proceedings*" on pages 106 to 116 of the Base Prospectus (other than under the heading "*—Other Legal and Regulatory Proceedings*" on page 116 of the Base Prospectus), Note 28 (*Provisions*) on pages 332 to 333 of the 2013 Annual Report and Note 30 (*Legal, Competition and Regulatory Matters*) on pages 334 to 340 of the 2013 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 Supplement, 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; and
- (e) following the release of the Joint Annual Report and the 2013 Annual Report, update the Summary appearing on pages 2-22 of the Base Prospectus to take into account such new financial information. The new Summary is attached as Appendix 1 hereto.

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.

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, the 2013 Bank Annual Report and the Interim Results Announcement 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>.

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.

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.

14 May 2014

APPENDIX 1 SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and Issuers. 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 Issuers, 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 with the mention of "Not Applicable".

Section A – Introduction and Warnings		
A.1	Warning:	<p>This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Notes should be based on consideration of the Base Prospectus as a whole by the investor, including any information incorporated by reference herein, and read together with the applicable Final Terms.</p> <p>Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff might, under the national legislation of the relevant Member State, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only if the Summary 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 investors when considering whether to invest in the Notes.</p>
A.2	Consent:	<p><i>Each of the Issuers may provide its consent to the use of the Base Prospectus and the applicable final terms (the "Final Terms") for subsequent resale or final placement of the Notes by financial intermediaries, provided that the subsequent resale or final placement of Notes by such financial intermediaries is made during the offer period specified in the Final Terms. Such consent may be subject to conditions which are relevant for the use of the Base Prospectus.</i></p> <p><i>The consent referred to above relates to Offer Periods (as defined below) occurring within 12 months from the date of this Base Prospectus,</i></p> <p>[Specific Consent:]</p> <p class="list-item-l1">(a) <i>The Issuer consents to the use of this Base Prospectus (as supplemented as at the relevant time, if applicable) and these Final Terms dated [●] with respect to any subsequent resale or final placement of Notes (a "Public Offer") in the United Kingdom and made during the period from and including [●], to, but excluding, [●] (the "Offer Period") by the relevant Dealer and by:</i></p> <p class="list-item-l2">(i) <i>any financial intermediary named as an Initial Authorised Offeror in these Final Terms; and</i></p> <p class="list-item-l2">(ii) <i>any financial intermediary appointed after the date of</i></p>

		<p style="text-align: right;"><i>these Final Terms and whose name is published on the</i></p>
		<p style="text-align: right;"><i>Issuer's website (www.barclays.com/InvestorRelations/DebtInvestors) and identified as an Authorised Offeror in respect of the relevant Public Offer; and]</i></p> <p>[General Consent:</p> <p class="list-item-l1">(b) <i>If Part B of the these Final Terms dated [●] specifies "General Consent" as "Applicable", the Issuer hereby offers to grant its consent to the use of this Base Prospectus (as supplemented as at the relevant time, if applicable) and these Final Terms with respect to any Public Offer of Notes in the Public Offer Jurisdiction and made during the period from and including [●], to, but excluding, [●] (the "Offer Period") by any financial intermediary which satisfies the following conditions:</i></p> <p class="list-item-l2">(i) <i>is a financial intermediary whose name and address is published on the Issuer's website (http://www.barclays.com/InvestorRelations/DebtInvestors); or</i></p> <p class="list-item-l2">(ii) <i>any financial intermediary which is authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2004/39/EC) which states on its website that it has been duly appointed as a financial intermediary to offer the relevant Tranche of Notes during the Offer Period and that it is relying on this Base Prospectus to do so; and</i></p> <p class="list-item-l2">(iii) <i>the consent is subject to any other conditions set out in Part B of these Final Terms.]</i></p> <p><i>[Not Applicable: [the Issuer does not consent to the use of the Base Prospectus for subsequent resales.]/[the Notes are issued in denominations of at least EUR100,000 (or its equivalent in any other currency).]</i></p> <p>An Investor intending to acquire or acquiring any Notes from an Authorised Offeror will do so, and offers and sales of the Notes to an Investor by an Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocation, settlement arrangements and any expenses or taxes to be charged to the Investor (the "Terms and Conditions of the Public Offer"). Neither the Company nor the Bank will be a party to any such arrangements with Investors (other than Dealers) in connection with the offer or sale of the Notes and, accordingly, this Base Prospectus and any Final Terms will not contain such information.</p> <p>The Terms and Conditions of the Public Offer shall be published by that Authorised Offeror on its website at the relevant time. None of the Issuers, any of the Dealers or other Authorised Offerors has any responsibility or liability for such information.</p>

Section B – Issuers		
B.1	Legal name of the Company: Commercial name of the Company:	Barclays PLC (the "Company" or "Barclays") Barclays
B.2	Domicile and legal form of the Company:	<p>The Company was incorporated in England and Wales on 20 July 1896 under the Companies Acts 1862 to 1890 as a company limited by shares and was reregistered in 1982 as a public limited company under the Companies Acts 1948 to 1980. The Company is registered under company number 48839. The Company was renamed Barclays PLC on 1 January 1985.</p> <p>The principal laws and legislation under which the Company operates are laws of England and Wales including the Companies Act.</p> <p>The Company is domiciled in the UK. The registered office of the Company is at 1 Churchill Place, London E14 5HP (telephone number: +44 (0)20 7116 1000).</p>
B.4b	Trends:	<p>The business and earnings of the Company and its consolidated subsidiaries (the "Group") can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the UK, European Union (the "EU"), U.S. and elsewhere, which are all subject to change. The regulatory response to the financial crisis has led and will continue to lead to very substantial regulatory changes in the UK, EU and U.S. and in other countries in which the Group operates. It has also (amongst other things) led to (i) a more assertive approach being demonstrated by the authorities in many jurisdictions, and (ii) enhanced capital and liquidity requirements (for example pursuant to the fourth Capital Requirements Directive ("CRD IV")). Any future regulatory changes may restrict the Group's operations, mandate certain lending activity and impose other, significant compliance costs.</p> <p>Known trends affecting the Company and the industry in which the Company operates include:</p> <ul style="list-style-type: none"> • continuing political and regulatory scrutiny of the banking industry which, in some cases, is leading to increased or changing regulation that is likely to have a significant effect on the structure and management of the Group; • general changes in regulatory requirements, for example, prudential rules relating to the capital adequacy framework and rules designed to promote financial stability and increase depositor protection; • the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act, which contains far reaching regulatory reform (including restrictions on proprietary trading and fund-related activities (the so-called 'Volcker rule')); • recommendations by the Independent Commission on Banking that: (i) the UK and EEA retail banking activities of a UK bank or building society should be placed in a legally distinct, operationally separate and economically independent entity (so-called 'ring-fencing'); and (ii) the loss-absorbing capacity of ring-fenced banks and UK-headquartered global systemically important banks (such as the Issuers) should be increased to

		<p>levels higher than the Basel 3 proposals; and</p> <ul style="list-style-type: none"> • changes in competition and pricing environments. 																																				
B.5	The Group:	<p>The Company is the ultimate holding company of the Group, the principal activities of which are financial services. Barclays is a major global financial services provider. Alongside its significant corporate and investment banking businesses, it also engages in wealth and investment management, personal banking and credit cards. The Company has the following significant subsidiaries and subsidiary undertakings (each of which is considered by the Company to be likely to have a significant effect on the assessment of its assets and liabilities, financial position or profits and losses):</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><u>Name of subsidiary undertaking</u></th> <th style="text-align: center;"><u>Country of registration or incorporation</u></th> <th style="text-align: center;"><u>% of holding of shares and voting rights</u></th> <th style="text-align: center;"><u>Principal activities</u></th> </tr> </thead> <tbody> <tr> <td>Barclays Bank PLC</td> <td style="text-align: center;">England</td> <td style="text-align: center;">100</td> <td>Banking, holding company</td> </tr> <tr> <td>Barclays Capital Securities Limited</td> <td style="text-align: center;">England</td> <td style="text-align: center;">100</td> <td>Banking, asset management and trust services</td> </tr> <tr> <td>Barclays Private Clients International Limited.....</td> <td style="text-align: center;">Isle of Man</td> <td style="text-align: center;">100*</td> <td>Securities dealing</td> </tr> <tr> <td>Barclays Securities Japan Limited.....</td> <td style="text-align: center;">Japan</td> <td style="text-align: center;">100</td> <td>Banking, securities dealing</td> </tr> <tr> <td>Barclays Africa Group Limited</td> <td style="text-align: center;">South Africa</td> <td style="text-align: center;">62.3</td> <td>Banking, holding company</td> </tr> <tr> <td>Barclays Bank S.A.U.</td> <td style="text-align: center;">Spain</td> <td style="text-align: center;">100*</td> <td>Banking</td> </tr> <tr> <td>Barclays Capital Inc.</td> <td style="text-align: center;">USA</td> <td style="text-align: center;">100</td> <td>Securities dealing</td> </tr> <tr> <td>Barclays Bank Delaware</td> <td style="text-align: center;">USA</td> <td style="text-align: center;">100</td> <td>U.S. credit card issuer</td> </tr> </tbody> </table> <p>The country of registration or incorporation is also the principal area of operation of each of the above subsidiaries. * Investments in subsidiaries held directly by the Bank are marked *.</p>	<u>Name of subsidiary undertaking</u>	<u>Country of registration or incorporation</u>	<u>% of holding of shares and voting rights</u>	<u>Principal activities</u>	Barclays Bank PLC	England	100	Banking, holding company	Barclays Capital Securities Limited	England	100	Banking, asset management and trust services	Barclays Private Clients International Limited.....	Isle of Man	100*	Securities dealing	Barclays Securities Japan Limited.....	Japan	100	Banking, securities dealing	Barclays Africa Group Limited	South Africa	62.3	Banking, holding company	Barclays Bank S.A.U.	Spain	100*	Banking	Barclays Capital Inc.	USA	100	Securities dealing	Barclays Bank Delaware	USA	100	U.S. credit card issuer
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B.9	Profit Forecast:	Not Applicable. The Company has not made any profit forecasts or estimates.																																				
B.10	Audit Report Qualifications:	Not Applicable. There are no qualifications in the audit reports to the 2012 financial statements or the 2013 financial statements of the Company.																																				
B.12	Key Financial Information:	<p>The Group's financial information below is extracted from the audited consolidated financial statements of the Company for the year ended 31 December 2013 and the unaudited consolidated interim results of the Company for the six months ended 30 June 2013¹.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;"></th> <th style="text-align: center; border-bottom: 1px solid black;"><u>30 Jun 2013</u></th> <th style="text-align: center; border-bottom: 1px solid black;"><u>30 Jun 2012</u></th> <th style="text-align: center; border-bottom: 1px solid black;"><u>31 Dec 2013</u></th> <th style="text-align: center; border-bottom: 1px solid black;"><u>31 Dec 2012</u></th> </tr> <tr> <th></th> <th style="text-align: center;">(unaudited) (£m)</th> <th style="text-align: center;">(Restated) (unaudited) (£m)</th> <th style="text-align: center;">(audited) (£m)</th> <th style="text-align: center;">(Restated) (audited) (£m)</th> </tr> </thead> <tbody> <tr> <td>Total net loans and advances.....</td> <td style="text-align: center;">516,513</td> <td style="text-align: center;">501,509</td> <td style="text-align: center;">468,264</td> <td style="text-align: center;">464,368</td> </tr> <tr> <td>Total deposits</td> <td style="text-align: center;">538,594</td> <td style="text-align: center;">502,736</td> <td style="text-align: center;">482,736</td> <td style="text-align: center;">462,423</td> </tr> <tr> <td>Total assets.....</td> <td style="text-align: center;">1,532,733</td> <td style="text-align: center;">1,629,056</td> <td style="text-align: center;">1,312,267</td> <td style="text-align: center;">1,488,335</td> </tr> </tbody> </table>		<u>30 Jun 2013</u>	<u>30 Jun 2012</u>	<u>31 Dec 2013</u>	<u>31 Dec 2012</u>		(unaudited) (£m)	(Restated) (unaudited) (£m)	(audited) (£m)	(Restated) (audited) (£m)	Total net loans and advances.....	516,513	501,509	468,264	464,368	Total deposits	538,594	502,736	482,736	462,423	Total assets	1,532,733	1,629,056	1,312,267	1,488,335											
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¹ By virtue of a Supplement dated 14 May 2014, selected historical key financial information has been added for the year ended 31 December 2013, and information for the year ended 31 December 2011 has been removed.

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B.13	Recent Events:	<p>On 6 December 2012, the Bank entered into an agreement to combine the majority of its Africa operations (the "African Business") with Absa Group Limited ("Absa"). Under the terms of the combination, Absa acquired Barclays Africa Limited, the holding company of the African Business, for a consideration of 129,540,636 Absa ordinary shares (representing a value of approximately £1.3 billion for Barclays Africa Limited). The combination completed on 31 July 2013 and, on completion, Barclays' stake in Absa increased from 55.5 per cent. to 62.3 per cent. Absa was subsequently renamed Barclays Africa Group Limited but continues to trade under the name Absa.</p> <p>On 9 October 2012, the Bank entered into an agreement to acquire the deposits, mortgages and business assets of ING Direct UK. Under the terms of the transaction, which completed on 5 March 2013, the Bank acquired amongst other business assets a deposit book with balances of approximately £11.6 billion and a mortgage book with outstanding balances of approximately £5.3 billion recognised by Barclays.</p> <p>On 22 May 2012, the Bank entered into an agreement to dispose of the Bank's entire holding in BlackRock, Inc. ("BlackRock") pursuant to an underwritten public offer and a partial buy-back by BlackRock. On completion on 29 May 2012, the Bank received net proceeds of approximately U.S.\$5.5 billion (£3.5 billion).</p> <p>On 30 July 2013, the Company announced an underwritten rights issue to raise approximately £5.8 billion (net of expenses). The rights issue was made to qualifying shareholders on the basis of one new ordinary share for every four existing ordinary shares held by shareholders at close of business on 13 September 2013. On 4 October 2013, the Company announced that it had received valid acceptances in respect of 94.63 per cent. of the total number of new ordinary shares offered to shareholders pursuant to the rights issue. The underwriters subsequently</p>																									

² By virtue of a Supplement dated 14 May 2014, the date since which there has been no material adverse change in the prospects of the Company or, as the case may be, the Group has been updated to 31 December 2013, the date of their last published audited financial statements.

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		procured subscribers for the remaining ordinary shares for which acceptances were not received. On 30 October 2013, the Company announced the following estimated ratios as at 30 September 2013 on a post-rights issue basis: Core Tier 1 ratio of 12.9 per cent., estimated fully loaded CRD IV Common Equity Tier 1 ratio of 9.6 per cent., estimated fully loaded CRD IV leverage ratio of 2.9 per cent. and estimated PRA Leverage Ratio of 2.6 per cent. the Company also announced on 30 October 2013 that the execution of the plan to meet the 3 per cent. PRA Leverage Ratio by June 2014 is on track. In accordance with its capital plan, on 20 November 2013 the Group issued U.S.\$2 billion 8.25% CRD IV qualifying Contingent Convertible Additional Tier 1 securities with a 7% fully loaded Common Equity Tier 1 ratio trigger.
B.14	Dependence upon other entities within the Group:	The Company is the ultimate holding company of the Group.
B.15	The Company's Principal Activities:	The Group is a major global financial services provider engaged in personal banking, credit cards, corporate and investment banking and wealth and investment management with an extensive international presence in Europe, the Americas, Africa and Asia. With over 300 years of history and expertise in banking, the Group operates in over 50 countries and as at 30 June 2013, employed approximately 139,900 people.
B.16	Controlling Persons:	The whole of the issued ordinary share capital of the Bank is beneficially owned by the Company, which is the ultimate holding company of the Group. The Company is the ultimate holding company of the Group.
B.17	Ratings assigned to the Company or its Debt Securities:	The short term unsecured obligations of the Company are rated A-2 by Standard & Poor's Credit Market Services Europe Limited ("Standard & Poor's"), P-2 by Moody's Investors Service Ltd. ("Moody's") and F1 by Fitch Ratings Limited ("Fitch"), and the long-term obligations of the Company are rated A- by Standard & Poor's, A3 by Moody's and A by Fitch. Each of Moody's, Standard & Poor's and Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "CRA Regulation"). As such, each of Moody's, Standard & Poor's and Fitch is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation. <i>[The Notes [have been]/[are expected to be] rated [] by []. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.]</i>
B.1	Legal name of the Bank: Commercial name of the Bank:	Barclays Bank PLC (the "Bank") Barclays
B.2	Domicile and legal form of the Issuer:	The Bank is a public limited company registered in England and Wales under number 1026167. The liability of the members of the Bank is limited.

		<p>The principal laws and legislation under which the Bank operates are laws of England and Wales including the Companies Act.</p> <p>The Bank is domiciled in the UK. The registered office of the Bank is at 1 Churchill Place, London E14 5HP (telephone number: +44 (0)20 7116 1000).</p>
B.4b	Trends:	<p>The business and earnings of the Group can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the UK, EU, U.S. and elsewhere, which are all subject to change. The regulatory response to the financial crisis has led and will continue to lead to very substantial regulatory changes in the UK, EU and U.S. and in other countries in which the Group operates. It has also (amongst other things) led to (i) a more assertive approach being demonstrated by the authorities in many jurisdictions, and (ii) enhanced capital and liquidity requirements (for example pursuant to the fourth Capital Requirements Directive ("CRD IV")). Any future regulatory changes may restrict the Group's operations, mandate certain lending activity and impose other, significant compliance costs.</p> <p>Known trends affecting the Bank and the industry in which the Bank operates include:</p> <ul style="list-style-type: none"> • continuing political and regulatory scrutiny of the banking industry which, in some cases, is leading to increased or changing regulation that is likely to have a significant effect on the structure and management of the Group; • general changes in regulatory requirements, for example, prudential rules relating to the capital adequacy framework and rules designed to promote financial stability and increase depositor protection; • the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act, which contains far reaching regulatory reform (including restrictions on proprietary trading and fund-related activities (the so-called 'Volcker rule')); • recommendations by the Independent Commission on Banking that: (i) the UK and EEA retail banking activities of a UK bank or building society should be placed in a legally distinct, operationally separate and economically independent entity (so-called 'ring-fencing'); and (ii) the loss-absorbing capacity of ring-fenced banks and UK-headquartered global systemically important banks (such as the Issuers) should be increased to levels higher than the Basel 3 proposals; and • changes in competition and pricing environments.
B.5	The Group:	<p>The whole of the issued ordinary share capital of the Bank is beneficially owned by the Company.</p> <p>The Company is the ultimate holding company of the Group, the principal activities of which are financial services. Barclays is a major global financial services provider. Alongside its significant corporate and investment banking businesses, it also engages in wealth and investment management, personal banking and credit cards. The Company has the following significant subsidiaries and subsidiary undertakings (each of which is considered by the Company to be likely to have a significant effect on the assessment of its assets and liabilities,</p>

		financial position or profits and losses):			
		Name of subsidiary undertaking	Country of registration or incorporation		
			% of holding of shares and voting rights		
			Principal activities		
		Barclays Bank PLC	England 100 Banking, holding company		
			Banking, asset management and trust services		
		Barclays Capital Securities Limited	England 100 Securities dealing		
		Barclays Private Clients International Limited.....	Isle of Man 100* Banking		
			Securities dealing		
		Barclays Securities Japan Limited	Japan 100 Banking, holding		
			company		
		Barclays Africa Group Limited	South Africa 62.3 Banking		
		Barclays Bank S.A.U.	Spain 100* Securities		
			dealing		
		Barclays Capital Inc.	USA 100 U.S. credit		
		Barclays Bank Delaware	USA 100 card issuer		
		The country of registration or incorporation is also the principal area of operation of each of the above subsidiaries. * Investments in subsidiaries held directly by the Bank are marked *.			
B.9	Profit Forecast:	Not Applicable. The Bank has not made any profit forecasts or estimates.			
B.10	Audit Report Qualifications:	Not Applicable. There are no qualifications in the audit reports to the 2012 financial statements or the 2013 financial statements of the Company.			
B.12	Key Financial Information:	Financial Information of the Bank and its consolidated subsidiaries (the " Bank Group ") below is extracted from the audited consolidated financial statements of the Bank for the year ended 31 December 2013 and the unaudited consolidated interim results of the Bank for six months ended 30 June 2013. ⁴			
		30 Jun 2013	30 Jun 2012	31 Dec 2013	31 Dec 2012
		(unaudited) (£m)	(Restated) (unaudited) (£m)	(audited) (£m)	(Restated) (audited) (£m)
	Total net loans and advances.....	516,949	501,509	468,664	464,777
	Total deposits	538,624	502,818	482,770	462,512
	Total assets.....	1,533,378	1,629,089	1,312,840	1,488,761
	Shareholders' equity excluding non-controlling interests	56,774	57,414	61,009	57,067
	Non-controlling interests.....	2,620	2,957	2,211	2,856
	Total shareholders' equity.....	59,394	60,371	63,220	59,923
	Credit impairment charges and provisions	(1,631)	(1,710)	(3,071)	(3,340)
	Profit/ (loss) before tax from continuing operations.....	1,648	716	2,885	650

⁴ By virtue of a Supplement dated 14 May 2014, selected historical key financial information has been added for the year ended 31 December 2013, and information for the year ended 31 December 2011 has been removed.

		<p><i>Statements of no significant or material adverse change</i></p> <p>There has been no material adverse change in the prospects of the Bank or, as the case may be, the Bank Group since 31 December 2013⁵, nor any significant change in the financial or trading position of the Bank or, as the case may be, the Bank Group since 31 December 2013⁶.</p>
B.13	Recent Events:	<p>On 6 December 2012, the Bank entered into an agreement to combine the majority of its Africa operations (the "African Business") with Absa Group Limited ("Absa"). Under the terms of the combination, Absa acquired Barclays Africa Limited, the holding company of the African Business, for a consideration of 129,540,636 Absa ordinary shares (representing a value of approximately £1.3 billion for Barclays Africa Limited). The combination completed on 31 July 2013 and, on completion, Barclays' stake in Absa increased from 55.5 per cent. to 62.3 per cent. Absa was subsequently renamed Barclays Africa Group Limited but continues to trade under the name Absa.</p> <p>On 9 October 2012, the Bank entered into an agreement to acquire the deposits, mortgages and business assets of ING Direct UK. Under the terms of the transaction, which completed on 5 March 2013, the Bank acquired amongst other business assets a deposit book with balances of approximately £11.6 billion and a mortgage book with outstanding balances of approximately £5.3 billion recognised by Barclays.</p> <p>On 22 May 2012, the Bank entered into an agreement to dispose of the Bank's entire holding in BlackRock, Inc. ("BlackRock") pursuant to an underwritten public offer and a partial buy-back by BlackRock. On completion on 29 May 2012, the Bank received net proceeds of approximately U.S.\$5.5 billion (£3.5 billion).</p> <p>On 30 July 2013, the Company announced an underwritten rights issue to raise approximately £5.8 billion (net of expenses). The rights issue was made to qualifying shareholders on the basis of one new ordinary share for every four existing ordinary shares held by shareholders at close of business on 13 September 2013. On 4 October 2013, the Company announced that it had received valid acceptances in respect of 94.63 per cent. of the total number of new ordinary shares offered to shareholders pursuant to the rights issue. The underwriters subsequently procured subscribers for the remaining ordinary shares for which acceptances were not received. On 30 October 2013, the Company announced the following estimated ratios as at 30 September 2013 on a post-rights issue basis: Core Tier 1 ratio of 12.9 per cent., estimated fully loaded CRD IV Common Equity Tier 1 ratio of 9.6 per cent., estimated fully loaded CRD IV leverage ratio of 2.9 per cent. and estimated PRA Leverage Ratio of 2.6 per cent. the Company also announced on 30 October 2013 that the execution of the plan to meet the 3 per cent. PRA Leverage Ratio by June 2014 is on track. In accordance with its capital plan, on 20 November 2013 the Group issued</p>

⁵ By virtue of a Supplement dated 14 May 2014, the date since which there has been no material adverse change in the prospects of the Bank or, as the case may be, the Bank Group has been updated to 31 December 2013, the date of their last published audited financial statements.

⁶ By virtue of a Supplement dated 14 May 2014, the date since which there has been no significant change in the financial or trading position of the Bank or, as the case may be, the Bank Group has been updated to 31 December 2013, the date of their last published audited financial statements.

		U.S.\$2 billion 8.25% CRD IV qualifying Contingent Convertible Additional Tier 1 securities with a 7% fully loaded Common Equity Tier 1 ratio trigger.
B.14	Dependence upon other entities within the Group:	The whole of the issued ordinary share capital of the Bank is beneficially owned by the Company, which is the ultimate holding company of the Group.
B.15	The Bank's Principal Activities:	The Group is a major global financial services provider engaged in personal banking, credit cards, corporate and investment banking and wealth and investment management with an extensive international presence in Europe, the Americas, Africa and Asia. With over 300 years of history and expertise in banking, the Group operates in over 50 countries and as at 30 June 2013, employed approximately 139,900 people.
B.16	Controlling Persons:	The whole of the issued ordinary share capital of the Bank is beneficially owned by the Company, which is the ultimate holding company of the Group.
B.17	Ratings assigned to the Bank or its Debt Securities:	<p>The short term unsecured obligations of the Bank are rated A-1 by Standard & Poor's, P-1 by Moody's, and F1 by Fitch and the long-term obligations of the Bank are rated A by Standard & Poor's, A2 by Moody's, and A by Fitch.</p> <p>Each of Moody's, Standard & Poor's and Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "CRA Regulation"). As such, each of Moody's, Standard & Poor's and Fitch is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.</p> <p><i>[The Notes [have been]/[are expected to be] rated [] by []. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.]</i></p>

Section C – The Notes	
C.1	<p>Description of Type and Class of Securities:</p> <p>Issuance in Series: Notes will be issued in Series. Each Series may comprise one or more Tranches issued on different issue dates. The Notes of each Series will all be subject to identical terms, except that the issue date and the amount of the first payment of interest may be different in respect of different Tranches. The Notes of each Tranche will all be subject to identical terms in all respects save that a Tranche may comprise Notes of different denominations.</p> <p><i>[The Notes are issued as Series number [●], Tranche number [●].]</i></p> <p><i>[The Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the [●] on [●].]</i></p> <p>Forms of Notes: Notes may be issued in bearer form ("Bearer Notes") or in registered form ("Registered Notes").</p> <p><i>Bearer Notes:</i></p> <p>Bearer Notes will be sold outside the United States to non-U.S. persons in "offshore transactions" within the meaning of Regulation S.</p> <p>In respect of each Tranche of Bearer Notes, the relevant Issuer will deliver a temporary global Note (a "Temporary Global Note") or (if TEFRA is specified as non-applicable or if the TEFRA C Rules are specified as applicable) a permanent global note (a "Permanent Global Note" and, together with the Temporary Global Note, the "Bearer Global Note"). Each global Note which is intended to be issued in new global note ("NGN" or "New Global Note") form, as specified in the relevant final terms ("Final Terms"), will be deposited on or around the relevant issue date with a common safekeeper for Euroclear Bank SA/NV ("Euroclear") and/or Clearstream Banking, <i>société anonyme</i> ("Clearstream, Luxembourg") and each global Note which is not intended to be issued in NGN form (a "Classic Global Note" or "CGN"), as specified in the relevant Final Terms, will be deposited on or before the relevant issue date therefore with a depositary or a common depositary for Euroclear and/or Clearstream, Luxembourg and/or a sub-custodian for the Central Moneymarkets Unit Service (the "CMU Service") operated by the Hong Kong Monetary Authority (the "HKMA") and/or any other relevant clearing system.</p> <p>Each Temporary Global Note will be exchangeable for a Permanent Global Note or, if so specified in the relevant Final Terms, for Notes in definitive bearer form ("Definitive Bearer Notes") and/or Registered Notes in accordance with its terms. Each Permanent Global Note will be exchangeable for Definitive Bearer Notes and/or (if so specified in the relevant Final Terms) Registered Notes in accordance with its terms in certain limited circumstances. Definitive Bearer Notes will, if interest-bearing, either have interest coupons ("Coupons") attached and, if appropriate, a talon ("Talon") for further Coupons and will, if the principal thereof is repayable by instalments, have payment receipts ("Receipts") attached.</p>

		<p><i>Registered Notes:</i></p> <p>Each Tranche of Notes in registered form ("Registered Notes") will be represented by either (i) individual note certificates in registered form ("Individual Certificates"); or (ii) one or more unrestricted global note certificates ("Unrestricted Global Certificates") in the case of Registered Notes sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act and/or one or more restricted global note certificates ("Restricted Global Certificates") (together with the Unrestricted Global Certificate(s), the "Global Certificates") in the case of Registered Notes sold to "qualified institutional buyers" (each, a "QIB") in reliance on Rule 144A under the Securities Act.</p> <p>Each Note represented by an Unrestricted Global Certificate will either be: (a) in the case of a Global Certificate which is not to be held under the new safekeeping structure ("NSS"), registered in the name of a common depositary (or its nominee) for Euroclear and/or Clearstream, Luxembourg and/or a sub-custodian for the CMU Service and/or any other relevant clearing system and the relevant Unrestricted Global Certificate will be deposited on or about the issue date with the common depositary and/or the sub-custodian; or (b) in the case of a Global Certificate to be held under the NSS, registered in the name of a common safekeeper (or its nominee) for Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system and the relevant Unrestricted Global Certificate will be deposited on or about the issue date with the common safekeeper for Euroclear and/or Clearstream, Luxembourg. Each Note represented by a Restricted Global Certificate will be registered in the name of Cede & Co. as nominee for DTC and the relevant Restricted Global Certificate will be deposited on or about the issue date with the custodian for DTC (the "DTC Custodian"). Beneficial interests in Notes represented by a Restricted Global Certificate may only be held through DTC at any time.</p> <p>Security Identification Number(s): In respect of each Tranche of Notes, the relevant security identification number(s) will be specified in the relevant Final Terms.</p> <p>[ISIN Code: [•]]</p> <p>Common Code: [•]]</p> <p>[CMU Instrument Number: [•]]</p>
C.2	Currency of the Securities Issue:	<p>Notes may be denominated in euro, U.S. dollars, pounds sterling, Yen, RMB or in any other currency or currencies, subject to compliance with all applicable legal and/or regulatory and/or central bank requirements.</p> <p>[The Notes are denominated in [•].]</p>
C.5	Free Transferability:	<p>With respect to the United States, Notes offered and sold outside the United States to non-US persons in reliance on 'Regulation S' or Notes offered and sold within the United States to "qualified institutional buyers" in reliance on 'Rule 144A' must comply with transfer restrictions.</p> <p>Notes held in a clearing system will be transferred in accordance with the rules, procedures and regulations of that clearing system.</p> <p>Subject to the above, and to compliance with any applicable transfer restrictions, the Notes will be freely transferable.</p>

C.8	The Rights Attaching to the Securities, including Ranking and Limitations to those Rights:	<p><i>Status of the Notes:</i></p> <p>Status of Senior Notes: The Notes of each Series issued on an unsubordinated basis ("Senior Notes") (and the Coupons relating thereto, if any) will constitute direct, general, unconditional, unsubordinated and unsecured obligations of the relevant Issuer which will at all times rank <i>pari passu</i> among themselves and at least <i>pari passu</i> with all other present and future unsecured and unsubordinated obligations of the relevant Issuer other than obligations preferred by law that are both mandatory and of general application.</p> <p>Status of Tier 2 Capital Notes: The Notes of each Series issued on a subordinated basis ("Tier 2 Capital Notes") (and the Coupons relating thereto, if any) constitute direct, subordinated and unsecured obligations of the relevant Issuer ranking <i>pari passu</i> without any preference among themselves. In the event of the winding up or administration of the relevant Issuer, the claims of the Trustee (on behalf of Noteholders but not the rights and claims of the Trustee in its personal capacity), the Holders of Tier 2 Capital Notes and any related Coupons against the relevant Issuer in respect of such Notes and Coupons (including any damages or other payments awarded for breach of any obligations (if payable)) shall (i) be subordinated in the manner provided in the Trust Deed to the claims of all Senior Creditors; (ii) rank at least <i>pari passu</i> with the claims of all other subordinated creditors of the relevant Issuer which in each case by law rank, or by their terms are expressed to rank, <i>pari passu</i> with the Tier 2 Capital Notes; and (iii) rank senior to the relevant Issuer's ordinary shares, preference shares and any junior subordinated obligations or other securities of the relevant Issuer which by law rank, or by their terms are expressed to rank, junior to the Tier 2 Capital Notes.</p> <p><i>Status of the Notes:</i> <i>[The Notes constitute direct, general and unconditional obligations of the Issuer which rank at least pari passu with all other present and future unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.]</i> [•]</p> <p><i>Denominations:</i></p> <p>The Notes may be issued in such denominations as may be specified in the relevant Final Terms save that no Notes may be issued under the Programme which (a) have a denomination of less than €1,000 or (b) in the case of Notes issued by the Company which have a maturity of less than one year from their issue, have a denomination of less than £100,000 (or, in each case, its equivalent in another currency).</p> <p><i>Negative Pledge:</i> None.</p> <p><i>Cross Default:</i> None.</p> <p><i>Taxation:</i> Except as otherwise specified in the relevant Final Terms, all payments in respect of Notes will be made free and clear of withholding taxes of the United Kingdom unless the withholding is required by law. In that event, the relevant Issuer will, subject to customary exceptions, pay such additional amounts as will result in the Noteholders receiving such amounts as they would have received in respect of such Notes had no such withholding been required.</p> <p><i>Governing Law:</i> English law.</p>
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C.9	<p>The Rights Attaching to the Securities - Information as to Interest, Maturity, Redemption, Yield and the Representative of the Holders:</p>	<p>Interest: Notes may be interest-bearing or non-interest bearing. Interest (if any) may accrue at a fixed rate, a resetting rate or a floating rate based upon EURIBOR, LIBOR, BBSW, SHIBOR, CHIBOR, CNH HIBOR, TIBOR, STIBOR, SIBOR, HIBOR or CDOR. In respect of each Tranche of Notes, the date from which interest becomes payable and the due dates for interest, the maturity date the repayment procedures and an indication of yield will be specified in the relevant Final Terms.</p> <p>[Interest: <i>The Notes bear interest from [●] at a fixed rate of [●] per cent. per annum payable in arrear on [●].</i>]</p> <p>[Interest: <i>The Notes bear interest from [●] at a rate equal to the sum of [●] per cent. per annum and [period]/[currency]/[EURIBOR/ LIBOR/ BBSW/ SHIBOR/ CHIBOR/ CNH HIBOR/ TIBOR/ STIBOR/ SIBOR/ HIBOR/ CDOR] determined in respect of each Interest Period on the day which is [[●] [business days] before] the first day of the Interest Period and payable in arrear on [●].</i>]</p> <p>[Interest: <i>The Notes bear interest from [●] at a fixed rate of [●] per cent. per annum payable in arrear on [●]. Thereafter, interest on the Notes resets on [●] [and [●]] by reference to the Mid-Market Swap Rate for the relevant Specified Currency, and for a period equal to [●], plus [●] per cent. per annum payable in arrear on [●].</i>]</p> <p>[Interest: <i>The Notes do not bear interest.</i>]</p> <p>Maturities: Subject to all applicable legal and regulatory requirements, Notes may have any maturity subject to a minimum maturity of three months. Under current requirements in the case of Tier 2 Capital Notes in accordance with the requirements of the PRA, the minimum maturity will be five years. Such minimum maturities may be subject to increase or decrease from time to time as a result of changes in applicable legal or regulatory requirements.</p> <p>[Maturity Date: <i>Unless previously redeemed, or purchased and cancelled, the Notes will be redeemed on [●].</i>]</p> <p>Redemption: Notes may be redeemable at par or at such other Redemption Amount as may be specified in the relevant Final Terms. Notes may also be redeemable in two or more instalments on such dates and in such manner as may be specified in the relevant Final Terms.</p> <p>[Final Redemption Amount: <i>Unless previously redeemed, or purchased and cancelled, each Note will be redeemed at its Final Redemption Amount of [●].</i>]</p> <p>Optional Redemption: There will be no optional right to redeem Notes of any Series, except for taxation reasons or where the relevant Final Terms provide for early redemption at the option of the relevant Issuer and/or the relevant Noteholders or, in the case of Tier 2 Capital Notes, for regulatory reasons.</p> <p>[Redemption at the option of the Issuer: <i>The Notes may be redeemed at the option of the Issuer [in whole]/[in whole or in part] on [●] at [●], plus accrued interest (if any) to such date, on the Issuer's giving not less than [30] nor more than [60] days' notice to the Noteholders.</i>]</p>
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	<p><i>[Redemption at the option of the Noteholders: The Issuer shall, at the option of the holder of any Note redeem such Note on [●] at [●] together with interest (if any) accrued to such date.]</i></p> <p>Tax Redemption: subject to certain conditions, the Notes may be redeemed <i>provided that:</i></p> <ul style="list-style-type: none"> (a) the relevant Issuer provides not less than 30 days' nor more than 60 days' prior notice to the Trustee and the Holders of the Notes (such notice being irrevocable) specifying the date fixed for such redemption; and (b) if, immediately before giving such notice, the relevant Issuer satisfies the Trustee that: <ul style="list-style-type: none"> (i) the relevant Issuer has or will become obliged to pay certain additional amounts; or (ii) in the case of Tier 2 Capital Notes only, interest payments under or with respect to the Notes are no longer fully deductible for UK corporation tax purposes; or (iii) in the case of Tier 2 Capital Notes only, the relevant Issuer would not, as a result of the Notes being in issue, be able to have losses or deductions set against the profits or gains, or profits or gains offset by the losses or deductions, of companies with which the relevant Issuer is or would otherwise be so grouped for applicable United Kingdom tax purposes (whether under the group relief system current as at the date of issue of the Notes or any similar system or systems having like effect as may from time to time exist); <p>(each such change in tax law or regulation or the official application or interpretation thereof, a "Tax Event"); and</p> <p>in the case of each of (i), (ii) and (iii), such obligation cannot be avoided by the relevant Issuer taking reasonable measures available to it,</p> <p>provided, further, that no such notice of redemption shall be given earlier than (1) where the Notes may be redeemed at any time, 90 days prior to the earliest date on which the relevant Issuer would be obliged to pay such additional amounts or is unable to make such deduction if a payment in respect of the Notes were then due; or (2) where the Notes may be redeemed only on an Interest Payment Date, 60 days prior to the Interest Payment Date occurring immediately before the earliest date on which the relevant Issuer would be obliged to pay such additional amounts or is unable to make such deduction if a payment in respect of the Notes were then due.</p>
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		<p>Regulatory Redemption: subject to certain conditions and in the case of Tier 2 Capital Notes only, the Tier 2 Capital Notes may be redeemed at the relevant Issuer's option if there is a change in the regulatory classification of the relevant Tier 2 Capital Notes that occurs on or after the issue date of the first Tranche of the Tier 2 Capital Notes and that does, or would be likely to, result in any of the outstanding aggregate principal amount of the Tier 2 Capital Notes ceasing to be included in, or counting towards, the Tier 2 Capital of the Group (a "Regulatory Event"), in whole but not in part at the relevant Optional Redemption Amount (Regulatory Event) together with any accrued but unpaid interest to the date fixed for redemption, provided that the relevant Issuer provides not less than 30 days' nor more than 60 days' prior notice to the Trustee, the Principal Paying Agent and the Holders of the Tier 2 Capital Notes (such notice being irrevocable) specifying the date fixed for such redemption.</p> <p>Conditions to Redemption: Notwithstanding any other provisions, the relevant Issuer may redeem the Tier 2 Capital Notes (and give notice thereof to the Holders) in accordance with the requirements set out in the applicable Capital Regulations at such time and only if it has obtained the PRA's prior consent (as (and to the extent) required by such Capital Regulations) for the redemption of the relevant Tier 2 Capital Notes.</p> <p>Yield: The yield of each Tranche of Notes will be calculated on an annual or semi-annual basis using the relevant Issue Price at the relevant Issue Date.</p> <p>[<i>Yield: Based upon the Issue Price of [●], at the Issue Date the anticipated yield of the Notes is [●] per cent. per annum.</i>]</p> <p>Representative of the Noteholders: The Issuers have appointed The Bank of New York Mellon, London Branch to act as Trustee for the holders of Notes pursuant to the terms of the Trust Deed.</p>
C.10	Derivative Components:	Not Applicable. Payments of interest on the Notes shall not include any derivative component.
C.11	Listing and Trading:	<p>Applications have been made for Notes to be admitted during the period of twelve months after the date hereof to listing on the Official List of the Financial Conduct Authority ("FCA") and to trading on the Regulated Market of the London Stock Exchange.</p> <p>[<i>Application has been made for the Notes to be admitted to listing on the Official List of the FCA and to trading on the Regulated Market of the London Stock Exchange.</i>]</p>

Section D – Risks	
D.2	<p>Key information on the key risks that are specific to the Issuers:</p> <p>Weak or deteriorating economic conditions or political instability in one or a number of countries in any of the Group's main business markets or any other globally significant economy could have a material adverse effect on the Group's operations, financial condition and prospects.</p> <p>The Group is subject to a number of risks in its day-to-day operations, any of which may have an adverse impact on the operations, financial condition and prospects of the Group:</p>

	<p>Credit Risk: The Group is exposed to the risk of loss if any of its customers, clients or market counterparties fails to fulfil its contractual obligations. Credit risk and, consequently, the Group's performance may also be adversely affected by the impact of deteriorating economic conditions (and their effects, including unemployment, weak or contracting growth, rising inflation, higher interest rates and falling property prices) and risks relating to sovereign debt crises, Eurozone exit or a slowing or withdrawing of monetary stimulus. If some or all of these conditions arise, persist or worsen, they may have a material adverse effect on the Group's operations, financial condition and prospects. In addition, the Investment Bank holds a significant portfolio of credit market assets which (i) remain illiquid, (ii) are valued based on assumptions, judgements and estimates which may change over time and (iii) may be subject to further deterioration and write downs. Corporate Banking also holds a portfolio of longer term loans on a fair value basis, which are subject to market movements and which may therefore give rise to losses. In either case, these could have a material adverse effect on the Group's operations, financial condition and prospects.</p> <p>Market risk: The Group is at risk from its earnings or capital being reduced due to changes in the level or volatility of positions in its trading books, primarily in the Investment Bank; being unable to hedge its banking book balance sheet at market levels; and the Group's defined benefit pensions obligations increasing or the value of the assets backing those obligations decreasing. These risks could lead to significantly lower revenues, which could have an adverse impact on the Group's operations, financial condition and prospects.</p> <p>Funding risk: The Group is exposed to the risk that it may not be able to achieve its business plans due to: an inability to maintain appropriate capital ratios; or a failure to manage its liquidity and funding risk sufficiently; or the impact of changes in foreign exchange rates on capital ratios and/or adverse changes in interest rates impacting structural hedges. These risks could have an adverse impact on the Group's operations, financial condition and prospects.</p> <p>Operational risk: The Group is exposed to the risk of breakdowns in processes, systems (including IT systems), controls or procedures or their inadequacy relative to the size and scope of its business. Barclays is also subject to the risk of business disruption arising from events beyond its control, which may give rise to losses or reductions in service to customers and/or economic loss to Barclays.</p> <p>Legal and regulatory proceedings: The Group faces the risk of existing and potential future legal and regulatory proceedings and/or private actions and/or class actions being brought by third parties.</p> <p>Final adverse findings arising from the investigations by the FCA, SFO, DOJ and SEC into certain agreements between Barclays and Qatari investors and whether these may have related to capital raisings in June and November 2008 would be likely to give rise to proceedings and/or penalties against the Group. Further, Barclays is party to a non-prosecution agreement with the DOJ in connection with LIBOR investigations, any breach of which could also lead to further proceedings and/or penalties.</p>
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	<p>The Group may incur significant additional expense in connection with existing and potential future legal and regulatory proceedings including for non-compliance by the Group with applicable laws, regulations and codes. This could expose the Group to: substantial monetary damages; loss of significant assets; other penalties and injunctive relief; potential for criminal prosecution in certain circumstances; potential regulatory restrictions on the Group's business; and/or have a negative effect on the Group's reputation, any of which could have an adverse impact on the Group's operations, financial condition and prospects.</p> <p>Regulatory risks: The regulatory environment in which the Group operates is subject to significant levels of change. There is a risk that such changes to the regulatory environment (for example, in relation to section 165 of the Dodd-Frank Act, which could give rise to significant adverse capital implications for the Group, depending on the terms on which the provisions are enacted) may adversely affect the Group's business, capital and risk management planning and/or may result in the Group increasing capital, reducing leverage, deciding to modify its legal entity structure, deciding to change how and where capital and funding is deployed within the Group, require the Group to increase its loss-absorbing capacity and/or undertake potential modifications to Barclays' business mix and model (including potential exit of certain business activities). In addition, the risk of such regulatory change will continue to require senior management attention and consume significant levels of business resources.</p> <p>The Group faces significant regulatory scrutiny (for example in relation to systems and controls) in many of the jurisdictions in which it operates, particularly in the UK and the US. If the Group is not able to satisfy its regulators in these jurisdictions as to its compliance with applicable requirements, including any current or future remedial actions required to be taken and/or the satisfactory nature of systems and controls, those regulators could take actions, or require the Group to take actions, which would be damaging to Barclays' businesses and which could have a material adverse effect on the Group's operations, financial condition and prospects.</p> <p>Risk of failing to meet the PRA's expectations in relation to the PRA Leverage Ratio by June 2014: In June 2013, following its assessment of the capital adequacy of major UK banks and building societies, the PRA introduced the PRA Leverage Ratio and subsequently, following discussions between Barclays and the PRA, requested that Barclays plan to achieve this target by 30 June 2014. Whilst the PRA has confirmed to Barclays that meeting the target by 30 June 2014 is an expectation (rather than a formal regulatory requirement), Barclays has determined to move swiftly to achieve the target in accordance with the PRA's timing expectations and has discussed and agreed the Leverage Plan with the PRA. There is a risk that Barclays' financial position may diverge from management's current expectations or projections, adversely affecting Barclays' ability to achieve the 3 per cent. target for the PRA Leverage Ratio by 30 June 2014. There is also a risk that (i) the level and basis of calculation of the PRA Leverage Ratio may change, (ii) the PRA Adjustments may change, and/or (iii) the PRA may change its approach to the PRA Leverage Ratio. Any of the above could lead to an alteration by the PRA of its supervisory expectations in relation to the PRA Leverage Ratio. Furthermore, there is a risk that Barclays may not be able to successfully implement other actions required to meet the PRA Leverage Ratio.</p>
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	<p>There is a risk that Barclays may fail to implement the Leverage Plan in full and it considers that it may not meet all of the supervisory expectations of the PRA in relation to leverage by 30 June 2014, the Group may have to take additional or alternative measures to be discussed with the PRA. Additional or alternative measures to address any then outstanding leverage gap could include further reducing leverage exposure (including through asset sales or through making changes to the Group's business model), limiting discretionary distributions (including interest payments on additional tier 1 securities), reducing lending to customers and clients and/or taking additional measures to strengthen Barclays' capital position. If, following discussions with the PRA, the Group were to take additional or alternative measures to improve its leverage position, these may be subject to greater risks and uncertainties than, and may not be as beneficial to the Group and its stakeholders as, the measures contemplated under the Leverage Plan. Accordingly, this might have a damaging effect on the Group's business and lead to a decrease in investor confidence in the Group, an adverse impact on its reputation and/or a negative effect the market price of the Notes.</p> <p>Taxation risk: The Group may suffer losses arising from additional tax charges, other financial costs or reputational damage due to: failure to comply with or correctly assess the application of, relevant tax law; failure to deal with tax authorities in a timely, transparent and effective manner; incorrect calculation of tax estimates for reported and forecast tax numbers; or provision of incorrect tax advice.</p> <p>Conduct and Reputation risks: The Group is exposed to the risk of inappropriate execution of its business activities or failures in corporate governance or management (for example, if Barclays were to provide funding or services to clients without fully implementing anti-money laundering, anti-bribery or similar controls), or the perception thereof, may cause detriment to customers, clients or counterparties and may lead to reputational damage and reduce the attractiveness of the Group to stakeholders. This may, in turn, lead to negative publicity, loss of revenue, litigation, higher scrutiny and/or intervention from regulators, regulatory or legislative action, loss of existing or potential client business, reduced workforce morale, and difficulties in recruiting and retaining talent. Sustained conduct and reputational damage could affect the Group's operations, financial condition and prospects.</p> <p>Transform programme: The Group's ability to implement successfully the Transform programme may be adversely impacted by a significant global macroeconomic downturn, legacy issues, limitations in the Group's management or operational capacity or significant or unexpected regulatory change. Progress in achieving the targets in the Transform programme is unlikely to be uniform or linear. Failure to implement successfully the Transform programme could have a material adverse effect on the Group's ability to achieve the stated targets and other expected benefits of the Transform programme and there is also a risk that the costs associated with implementing the strategy may be higher than the financial benefits achieved through the programme. In addition, the Group may not be successful in meeting the goals of embedding a culture and set of values across the Group and achieving lasting and meaningful change to the Group's culture, and this could negatively impact the Group's operations, financial condition and prospects.</p>
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<p>D.3</p>	<p>Key information on the key risks that are specific to the Notes:</p> <p><i>Interest rate risks:</i> investment in fixed rate Notes involves the risk that the subsequent changes in market interest rates may adversely affect the value of any fixed rate Notes.</p> <p><i>Notes may be redeemed prior to maturity:</i> under certain circumstances the relevant Issuer may redeem outstanding Notes prior to maturity in accordance with the Conditions. In such circumstances an investor may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the relevant Notes and an optional redemption feature is likely to limit the secondary market value of the Notes.</p> <p><i>Notes issued at a discount or premium:</i> may experience price volatility in response to changes in market interest rates;</p> <p><i>Withholding tax:</i> the holder may not receive payment of the full amounts due in respect of the Notes as a result of amounts being withheld by the relevant Issuer in order to comply with applicable law;</p> <p><i>Subordination of Tier 2 Capital Notes:</i> Tier 2 Capital Notes issued under the Programme will be subordinated to most of the relevant Issuer's liabilities;</p> <p><i>There is no active trading market for the Notes:</i> Notes may have no established trading market when issued, and such a trading market may never develop. If such a trading market does develop it may not be liquid;</p> <p><i>Exchange rate risks and exchange controls:</i> the value of an investors investment may be adversely affected by exchange rate movements and exchange controls where the Notes are not denominated in the investor's own currency;</p> <p><i>Credit ratings may not reflect all risks:</i> any credit rating assigned to the Notes or the relevant Issuer may not adequately reflect all the risks associated with an investment;</p> <p>Key risks specific to Renminbi denominated Notes:</p> <p><i>Renminbi is not freely convertible:</i> Renminbi is not freely convertible and there are significant restrictions on the remittance of Renminbi into and outside the PRC which may adversely affect the liquidity of Renminbi Notes and the relevant Issuer's ability to source Renminbi outside the PRC to service Renminbi Notes. Remittance of proceeds into and outside the PRC depends on obtaining necessary governmental approvals.</p>
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Section E - Offer		
E.2b	Reasons for the Offer and Use of Proceeds:	The net proceeds of the issue of each Series of Senior Notes will be used for general corporate purposes of the relevant Issuer and its subsidiaries and/or the Group. The net proceeds of the issue of each Series of Tier 2 Capital Notes will be used for general corporate purposes of the Group and to strengthen further the regulatory capital base of the relevant Issuer and/or the Group, which may include investments in, or capital contributions to, Group subsidiaries.
E.3	Terms and Conditions of the Offer:	Notes may be issued at any price. The price and amount of Notes to be issued under the Programme will be determined by the Company, the Bank and the relevant Dealer(s) at the time of issue in accordance with prevailing market conditions. The Terms and Conditions of any Authorised Offer shall be published by the relevant Authorised Offeror on its website at the relevant time. [<i>The Issue Price of the Notes is [●] per cent. of their principal amount.</i>]
E.4	Interests Material to the Issue:	The Issuers have appointed Barclays Bank PLC (in its capacity as arranger and dealer), BNP Paribas, Citigroup Global Markets Limited, Credit Suisse Securities (Europe) Limited, Deutsche Bank AG, London Branch, Goldman Sachs International, Merrill Lynch International, Morgan Stanley & Co. International plc and UBS Limited (and such other additional or other dealers appointed under the Programme from time to time) (together, the " Dealers ") as Dealers for the Programme. The arrangements under which Notes may from time to time be agreed to be sold by the relevant Issuer to, and purchased by, Dealers are set out in the Distribution Agreement made between the Issuers and the Dealers. [<i>Syndicated Issue: The Issuers have appointed [●], [●] and [●] (together, the "Managers") as Managers of the issue of the Notes. The arrangements under which the Notes are sold by the relevant Issuer to, and purchased by, Managers are set out in the Subscription Agreement made between the Issuers and the Managers</i>] [<i>Non-Syndicated Issue: The Issuers have appointed [●] (the "Dealer") as Dealer in respect of the issue of the Notes. The arrangements under which the Notes are sold by the relevant Issuer to, and purchased by, Dealer are set out in the Distribution Agreement made between, amongst others, the Issuers and the Dealer</i>] [<i>Stabilising Manager(s): [●] [and [●].</i>]
E.7	Estimated Expenses:	No expenses will be chargeable by the Issuers to an Investor in connection with any offer of Notes. Any expenses chargeable by an Authorised Offeror to an Investor shall be charged in accordance with any contractual arrangements agreed between the Investor and such Authorised Offeror at the time of the relevant offer.