

**BARCLAYS BANK PLC**

*(Incorporated with limited liability in England)*

as Issuer and Guarantor

**BARCLAYS OVERSEAS CAPITAL CORPORATION B.V.**

*(Incorporated with limited liability in The Netherlands)*

**BARCLAYS OVERSEAS INVESTMENT COMPANY B.V.**

*(Incorporated with limited liability in The Netherlands)*

as Issuers

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**£4,000,000,000**  
**Debt Issuance Programme**

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This document is prepared in connection with the £4,000,000,000 Debt Issuance Programme established by Barclays Bank PLC, Barclays Overseas Capital Corporation B.V and Barclays Overseas Investment Company B.V. on 8th October, 1997 which was amended and renewed on 29th October, 1998 and is supplemental to and should be read in conjunction with the Information Memorandum dated 29th October, 1998 (which includes the Information Memorandum Addendum dated 29th October, 1998) which comprises listing particulars. Words and expressions defined in the listing particulars dated 29th October, 1998 and not defined in this document shall bear the same meanings when used herein.

This document comprises supplementary listing particulars issued in compliance with the listing rules made under Section 142 of the Financial Services Act 1986 for the purpose of giving information supplementary to that contained in the listing particulars. A copy of this document has been delivered for registration to the Registrar of Companies in England and Wales in accordance with Section 149 of the above Act.

*Arrangers*

**Barclays Capital**

**Barclays Capital  
Frankfurt Branch**

*Dealers*

**Banque Nationale de Paris**

**Barclays Capital**

**Barclays Capital  
Frankfurt Branch**

**Barclays Capital France S.A.**

**Daiwa Europe Limited**

**Dresdner Kleinwort Benson**  
Dresdner Bank Aktiengesellschaft

**Goldman Sachs International**

**Lehman Brothers**

**Merrill Lynch International**

**J.P. Morgan Securities Ltd.**

**Morgan Stanley Dean Witter**

**Nikko Europe Plc**

**Nomura International**

**PaineWebber International (U.K.) Ltd.**

**Salomon Smith Barney International**

**Warburg Dillon Read**

18th February, 1999

Barclays Bank PLC (the "Bank"), Barclays Overseas Capital Corporation B.V. ("BOCC") and Barclays Overseas Investment Company B.V. ("BOIC") accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Bank, BOCC and BOIC, which have taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Dealers and the Trustee have not separately verified the information contained in this document. Accordingly, no responsibility is accepted by any of the Dealers or the Trustee as to the accuracy or completeness of this document or any documents incorporated by reference herein or any further information supplied in connection with any Notes or their distribution. The statements made in this paragraph are without prejudice to the responsibilities of the Issuers and/or the Guarantor under or in connection with the Notes.

The distribution of this document and the offering, sale and delivery of Notes in certain jurisdictions may be restricted by law. Persons into whose possession this document comes are required by the Issuers, the Guarantor and the Dealers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Notes and on the distribution of the Information Memorandum and other offering material relating to Notes, see "Plan of Distribution" in the Information Memorandum. In particular, the Notes have not been and will not be registered under the United States Securities Act of 1933 (as amended) and are instruments in bearer form which are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons. Neither this document, the Information Memorandum nor any Pricing Supplement may be used for the purpose of an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

## SUPPLEMENTARY INFORMATION

### Business

Based on the preliminary announcement of results made by the Group on 16th February, 1999, the total consolidated assets of the Group were £219,494 million at 31st December, 1998 and the profit before taxation of the Group in respect of the year ended 31st December, 1998 was £1,918 million after charging net credit risk provisions of £485 million. Based on the audited figures for the year ended 31st December, 1997, in 1997 the Group made a profit before taxation of £1,716 million after charging net credit risk provisions of £209 million.

### Capitalisation

The authorised share capital of the Bank at the date of this document, is 2,500 million ordinary shares of £1 each, of which 2,076 million shares are issued and fully paid, and 150 million preference shares of U.S.\$0.01 each, of which 34.92 million shares are issued and fully paid. The outstanding preference shares of the Bank comprise 8.96 million Series C1, 8.96 million Series C2, 8.5 million Series D1 and 8.5 million Series D2 Non-cumulative Dollar-denominated Preference Shares. See below for information on the Series E Non-cumulative Dollar-denominated Preference Shares of the Bank.

The following table sets out the shareholders' funds of the Group at 31st December, 1998, based on the preliminary announcement of results made by the Group on 16th February, 1999, together with the consolidated undated loan capital and consolidated dated loan capital of the Group at 29th January, 1999:

### Shareholders' Funds at 31st December, 1998

	<i>£ million</i>
Issued and fully paid share capital*	2,076
Reserves	6,110
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	8,186
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\*Including preference shares with an aggregate nominal value of US\$349,200.

**Undated Loan Capital at 29th January, 1999**

*£ million*

The Bank:

Junior Undated Floating Rate Notes (U.S.\$ 168m.)	102
Undated Floating Rate Primary Capital Notes Series 1 (U.S.\$ 358m.)	218
Undated Floating Rate Primary Capital Notes Series 2 (U.S.\$ 442m.)	269
Undated Floating Rate Primary Capital Notes Series 3	145
8% Convertible Capital Notes, Series E (U.S.\$ 500m.)	304
9.875% Undated Subordinated Notes	300
9% Permanent Interest Bearing Capital Bonds	100
7.875% Undated Subordinated Notes	100
6.5% Undated Subordinated Notes (FRF 1,000m.)	105
5.03% Reverse Dual Currency Undated Subordinated Notes (Yen 8,000m.)	42
5% Reverse Dual Currency Undated Subordinated Notes (Yen 12,000m.)	63

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1,748

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**Dated Loan Capital at 29th January, 1999**

*£ million*

The Bank:

Floating Rate Subordinated Notes 2000 (U.S.\$ 100m.)	61
5.875% Subordinated Notes 2000 (U.S.\$ 225m.)	133
5.95% Subordinated Notes 2001 (U.S.\$ 225m.)	137
9.5% Subordinated Redeemable Bonds 2001 (FRF 350m.)	37
Floating Rate Unsecured Capital Loan Stock 2006	4
Floating Rate Subordinated Notes 2006 (DM 350m.)	123
Floating Rate Subordinated Notes 2006 (Yen 20,000m.)	105
16% Unsecured Capital Loan Stock 2002/07	100
4.875% Step-Up Callable Subordinated Notes 2008 (FRF 1,000m.)	105
Floating Rate Subordinated Notes 2008 (ITL 250,000m.)	89
Subordinated Floating Rate Notes 2008 (U.S.\$250m.)	152
Subordinated Floating Rate Notes 2009 (U.S. \$60m.)	37
Variable Floating Rate Subordinated Notes 2009 (Yen 5,000m.)	26
12% Unsecured Capital Loan Stock 2010	25
Floating Rate Unsecured Capital Loan Stock 2010	1
Fixed/Floating Rate Subordinated Notes 2011 (Yen 5,000m.)	26
Floating Rate Subordinated Notes 2012	298
5.5% Subordinated Notes 2013 (DM 500m.)	177
5.4% Reverse Dual Currency Subordinated Notes 2027 (Yen 15,000m.)	78

BOIC:

Guaranteed Notes 2007 (Yen 15,000m.)	78
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Barclays North American Capital Corporation:

9¾% Guaranteed Capital Notes 2021 (U.S.\$ 311m.)	190
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1,982

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The figures set out above in respect of the undated loan capital and dated loan capital of the Group have not been audited and take no account of liabilities between members of the Group.

The Junior Undated Floating Rate Notes (the "Junior Notes") rank behind the claims against the Bank of depositors and other unsecured unsubordinated creditors and holders of dated loan capital. The three series of Undated Floating Rate Primary Capital Notes (the "Series 1 Notes", the "Series 2 Notes" and the "Series 3 Notes", respectively), the 8% Convertible Capital Notes, Series E (the "Series E Notes"), the 9.875% Undated Subordinated Notes, the 9% Permanent Interest Bearing Capital Bonds, the 7.875% Undated Subordinated Notes, the 6.5% Undated Subordinated Notes (the "6.5% Notes"), the 5.03% Reverse Dual Currency Undated Subordinated Notes (the "5.03% Notes") and the 5% Reverse Dual Currency Undated Subordinated Notes (the "5% Notes") rank behind the claims against the Bank of the holders of the Junior Notes. The Junior Notes, the Series 1 Notes, the Series 2 Notes, the Series E Notes, the 6.5% Notes, the 5.03% Notes and the 5% Notes are expressed in sterling at the exchange rates prevailing on 29th January, 1999. The Junior Notes, the Series 1 Notes and the Series 2 Notes bear interest at rates fixed in advance for periods of six months, the rate in force on 29th January, 1999 for the Junior Notes being  $5\frac{1}{2}\%$ , for the Series 1 Notes  $5\frac{1}{4}\%$  and for the Series 2 Notes  $5\frac{13}{16}\%$ . The Series 3 Notes bear interest at rates fixed in advance for periods of three months, the rate in force on 29th January, 1999 being  $6\frac{5}{16}\%$ . The 6.5% Notes bear interest at 6.5% until 7th July, 2009. After that date the coupon will be FRF PIBOR plus 142 basis points and the rate will be fixed in advance for periods of three months. The 5.03% Notes bear interest at 5.03% until 28th April, 2028 based on a U.S. dollar principal amount of \$62,992,000 but the coupons have been swapped until then, resulting in an interest rate payable of Yen LIBOR plus 40 basis points (the rate in force on 29th January, 1999 being 0.85703%) and the rate is fixed in advance for periods of three months. After 28th April, 2028 the coupons will be Yen LIBOR plus 132 basis points and the rate will be fixed in advance for periods of six months. The 5% Notes bear interest at 5% until 30th October, 2028 based on a U.S. dollar principal amount of \$90,293,454 but the coupons have been swapped until then, resulting in an interest rate payable of Yen LIBOR plus 38 basis points (the rate in force on 29th January, 1999 being 0.84766%) and the rate is fixed in advance for periods of three months. After 30th October, 2028 the coupons will be Yen LIBOR plus 132 basis points and the rate will be fixed in advance for periods of six months.

The dated loan capital of the Bank has been issued on the basis that the claims thereunder against the Bank are subordinated to the claims of depositors and other unsecured unsubordinated creditors. The dated loan capital of BOIC and of Barclays North American Capital Corporation carries the guarantee of the Bank which is subordinated on a similar basis. Dated loan capital in foreign currencies is expressed in sterling at the exchange rates prevailing on 29th January, 1999. The Floating Rate Unsecured Capital Loan Stock 2006 bears interest at rates fixed in advance for periods of six months. The Floating Rate Subordinated Notes 2000, the Floating Rate Subordinated Notes 2006 (DM), the Floating Rate Subordinated Notes 2006 (Yen), the Floating Rate Subordinated Notes 2008 (ITL), the Subordinated Floating Rate Notes 2008 (U.S.\$), the Subordinated Floating Rate Notes 2009 (U.S.\$), the Variable Floating Rate Subordinated Notes 2009 (Yen), the Floating Rate Unsecured Capital Loan Stock 2010 and the Floating Rate Subordinated Notes 2012 bear interest at rates fixed in advance for periods of three months. At 29th January, 1999 the rates in force were  $5\frac{3}{4}\%$  on the 2006 Loan Stock, 5.28016% on the 2000 Notes, 3.36625% on the 2006 Notes (DM), 0.64344% on the 2006 Notes (Yen), 3.50625% on the 2008 Notes (ITL), 5.55% on the 2008 Notes (U.S.\$), 5.53844% on the 2009 Notes (U.S.\$), 0.51547% on the 2009 Notes (Yen),  $6\frac{1}{8}\%$  on the 2010 Loan Stock and 6.56469% on the 2012 Notes. The 4.875% Step-up Callable Subordinated Notes 2008 bear interest at 4.875% until 1st April, 2003. After that date the coupon will be FRF PIBOR plus 82.5 basis points and the rate will be fixed in advance for periods of three months. The Fixed/Floating Rate Subordinated Notes 2011 Notes bear interest at 3.09% until 5th December, 2006. After that date the coupon will be Yen LIBOR plus 110 basis points and the rate will be fixed in advance for periods of six months. The 5.5% Subordinated Notes 2013 bear interest at 5.5% until 12th March, 2008. After that date the coupon will be DM LIBOR plus 136 basis points and the rate will be fixed in advance for periods of three months. The 5.4% Reverse Dual Currency Subordinated Notes 2027 Notes

bear interest at 5.4% based on a U.S. dollar principal amount of U.S.\$130,867,222.22 but the coupons have been swapped, resulting in an interest rate payable of Yen LIBOR plus 10 basis points (the rate in force on 29th January, 1999 being 0.52547%) and the rate is fixed in advance for periods of three months. The coupons on the Guaranteed Notes 2007 have been swapped until March 2002, resulting in an interest rate payable until then of Yen LIBOR plus 40 basis points, the rate in force on 29th January, 1999 being 0.89703%. After March 2002, the coupon on the 2007 Notes will be LIBOR plus 115 basis points. Both rates on the 2007 Notes are fixed in advance for periods of three months. The Bank has swapped the proceeds of the 5.875% Subordinated Notes 2000 (the "5.875% Notes") for Deutsche Marks under a swap the duration of which will match the term of the 5.875% Notes. The payment obligations of the Bank under this swap are subordinated so that the claims against the Bank in respect of the swap rank *pari passu* with claims against the Bank in respect of its dated loan capital. The sterling value of the 5.875% Notes in the figures set out above takes into account this subordinated swap.

The Series E Notes are convertible, at the option of the Bank, into 40,000,000 Non-cumulative Dollar-denominated Preference Shares, Series E of the Bank ranking *pari passu* with its existing Preference Shares; at the date of this document no Series E Notes have been so converted.

There has been no material change in the authorised and issued share capital of the Bank since 31st December, 1998 and there has been no material change in the undated loan capital and dated loan capital of the Group since 29th January, 1999.

## Directors

The Directors of the Bank, each of whose business address is 54 Lombard Street, London EC3P 3AH, their functions in relation to the Group and their principal outside activities (if any) of significance to the Group are as follows:

<b>Name</b>	<b>Function within the Group</b>	<b>Principal outside activity</b>
Andrew Robert Fowell Buxton	Group Chairman	Director, Bank of England
Sir Peter Middleton, GCB	Group Deputy Chairman; Group Chief Executive	-
Christopher John Lendrum	Chief Executive, Corporate Banking	-
Oliver Henry James Stocken	Finance Director	-
John Silvester Varley	Chief Executive, Retail Financial Services	-
Thomas David Guy Arculus	Non-Executive Director	Chairman, IPC Group Ltd.
Mary Elizabeth Baker	Non-Executive Director	-
Hilary Cropper	Non-Executive Director	Deputy Chairman and Chief Executive, F.I. Group PLC
Peter Jack Jarvis CBE	Non-Executive Director	Chairman, Debenhams Plc
Sir Andrew Large	Non-Executive Director; Group Deputy Chairman	-
Sir Nigel Mobbs JP	Non-Executive Director	Chairman, Slough Estates plc
Sir Nigel Rudd, DL	Non-Executive Director	Chairman, Williams Holdings PLC

On 11th February, 1999, Barclays PLC announced the appointment of Michael Edward O'Neill as Group Chief Executive and as a Director of Barclays PLC and the Bank, with effect from 26th March, 1999. Sir Peter Middleton will step down as Group Chief Executive when Michael O'Neill joins the Group. Sir Peter Middleton will continue as Deputy Chairman until he succeeds Andrew Buxton when he retires as Chairman immediately following the Annual General Meeting on 23rd April, 1999.

## Recent Developments

On 7th January, 1999, the Bank announced that it had agreed to make a contribution of £116 million to the Administrators of British & Commonwealth Holdings PLC ("B&C") as part of the overall settlement of £150 million of the Atlantic litigation, announced on the same day by B&C. It is expected that some £40 million of this contribution will be offset by insurance cover. The contribution and offset have been incorporated in the Group's 1998 results. This brings to an end the Bank's exposure in the litigation which arose in connection with B&C's acquisition of Atlantic in 1988.

On 16th February, 1999, Barclays PLC made a preliminary announcement of results for the year ended 31st December, 1998. The information contained in the announcement does not comprise statutory accounts within the meaning of Section 240 of the Companies Act 1985. Statutory accounts, which are combined with the Group's annual report on Form 20-F to the US Securities and Exchange Commission and which contain an unqualified audit report, will be delivered to the Registrar of Companies in accordance with Section 242 of the Companies Act 1985. The annual report will be posted to shareholders on 22nd March, 1999.

## GENERAL INFORMATION

1. **No Significant Change**

Save as disclosed herein, there has been no significant change and no significant new matter has arisen since publication of the previous particulars dated 29th October, 1998.

2. **Documents Available for Inspection**

Copies of this document may be inspected during usual business hours on any weekday (Saturdays and public holidays excepted) at the registered office of the Bank, being 54 Lombard Street, London EC3P 3AH, and of BOCC and BOIC, currently World Trade Centre, Strawinskylaan 1353, 1077 XX Amsterdam, The Netherlands, and at the specified office of each Paying Agent in the United Kingdom in each case for a period of 14 days from the date of this document and throughout the life of the Programme and so long as any Notes are listed on the Paris Bourse at the specified office in Paris of the Paris listing agent.



**SECRETARY AND REGISTERED OFFICE**

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**AUDITORS**

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**BOCC and BOIC**  
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