

SUPPLEMENTARY LISTING PARTICULARS

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

£4,000,000,000
Debt Issuance Programme

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), the Supplementary Listing Particulars dated 18th February, 1999 and the Supplementary Listing Particulars dated 26th April, 1999 which together comprise 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.

Arranger

Barclays Capital

Dealers

Banque Nationale de Paris

Barclays Capital

Daiwa Europe Limited

Goldman Sachs International

Merrill Lynch International

Morgan Stanley Dean Witter

PaineWebber International (U.K.) Ltd.

Barclays Capital France S.A.

Dresdner Kleinwort Benson
Dresdner Bank Aktiengesellschaft

Lehman Brothers

J.P. Morgan Securities Ltd.

Nomura International

Salomon Smith Barney International

Warburg Dillon Read

9th August, 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.

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SUPPLEMENTARY INFORMATION

Business

On 5th August, 1999, Barclays PLC announced an unaudited consolidated profit before taxation for the six months ended 30th June, 1999 of £970 million, after charging net credit risk provisions of £322 million. The profit before taxation for the corresponding period of 1998 was £1,288 million, after charging net credit risk provisions of £138 million.

Financial Statements

The financial statements set out on this page and pages 5 and 6 have been extracted from the unaudited consolidated accounts of the Group for the six months ended 30th June, 1999 and from the audited consolidated accounts of the Group for the two years ended 31st December, 1998.

	<i>Half year ended</i>	<i>Year ended</i>	
	30.06.99 (unaudited) £m	31.12.98 (audited) £m	31.12.97 (audited) £m
Interest receivable and similar income arising from debt securities	645	1,419	1,305
Other interest receivable and similar income.....	3,852	8,493	7,822
	4,497	9,912	9,127
Interest payable	(2,219)	(5,600)	(5,091)
Profit on redemption/repurchase of loan capital.....	-	3	2
Net interest income.....	2,278	4,315	4,038
Fees and commissions receivable.....	1,551	3,008	3,197
Less: fees and commissions payable.....	(134)	(229)	(218)
Dealing profits.....	325	(33)	374
Other operating income.....	129	324	200
Operating income	4,149	7,385	7,591
Administration expenses - staff costs	(1,668)	(2,811)	(3,035)
Administration expenses - other	(935)	(1,810)	(1,896)
Depreciation and amortisation.....	(137)	(275)	(269)
Operating expenses	(2,740)	(4,896)	(5,200)
Operating profit before provisions	1,409	2,489	2,391
Provisions for bad and doubtful debts.....	(320)	(492)	(227)
Provisions for contingent liabilities and commitments.....	-	(76)	(4)
Provisions.....	(320)	(568)	(231)
Operating profit.....	1,089	1,921	2,160
Loss on sale or restructuring of BZW	-	(3)	(469)
(Loss)/Profit on disposal of other Group undertakings	(119)	4	44
Write-down of fixed asset investments.....	-	(4)	(19)
Profit on ordinary activities before tax (Note 1).....	970	1,918	1,716
Tax on profit on ordinary activities	(252)	(538)	(542)
Profit on ordinary activities after tax.....	718	1,380	1,174
Minority interests - equity	(9)	(20)	(20)
Profit attributable to the members of Barclays Bank PLC	709	1,360	1,154
Dividends payable to Barclays PLC	(444)	(1,214)	(914)
Dividends payable to preference shareholders	(13)	(25)	(24)
Profit retained for the financial year.....	252	121	216

Note 1

A change in accounting policy has arisen from the adoption in 1999 of Financial Reporting Standard 12 "Provisions, Liabilities and Assets" ("FRS 12").

The Group has a number of vacant leasehold properties where unavoidable costs exceed anticipated income for which a provision is now required under FRS12. Previously costs and income in relation to these properties were only recognised as they arose. The change in policy results in a prior year adjustment to profit before tax for 1998 and 1997 of a reduction of £23 million and an increase of £3 million respectively. This prior year adjustment is not reflected in the audited profit and loss accounts for 1998 and 1997 set out above.

Consolidated Balance Sheets

	<i>Half year ended</i>	<i>Year ended</i>	
	30.06.99 (unaudited) £m	31.12.98 (audited) £m	31.12.97 (audited) £m
Assets:			
Cash and balances at central banks	780	942	750
Items in course of collection from other banks.....	2,709	2,475	2,564
Treasury bills and other eligible bills	8,321	4,748	5,511
Loans and advances to banks - banking	14,214	20,316	21,729
- trading.....	25,805	16,296	15,155
	40,019	36,612	36,884
Loans and advances to customers - banking	88,952	81,469	74,111
- trading.....	17,094	14,641	25,712
	106,046	96,110	99,823
Debt securities	56,767	45,180	53,176
Equity shares *	*	4,888	2,780
Interests in associated undertakings and joint ventures	131	150	57
Intangible fixed assets - goodwill.....	209	196	191
Tangible fixed assets	1,878	1,939	2,016
Other assets	16,892	16,617	20,413
Prepayments and accrued income **	**	2,552	2,305
	233,752	212,409	226,470
Retail life-fund assets attributable to policyholders.....	7,513	7,085	5,959
Total assets.....	241,265	219,494	232,429
Liabilities:			
Deposits by banks - banking.....	24,863	25,951	30,511
- trading	14,231	8,469	13,968
	39,076	34,420	44,479
Customer accounts - banking.....	98,629	96,099	89,647
- trading	18,316	12,706	18,791
	116,945	108,805	108,438
Debt securities in issue.....	22,976	17,824	20,336
Items in course of collection due to other banks.....	1,308	1,279	1,676
Other liabilities	40,463	33,350	35,268
Balances due to Barclays PLC.....	300	414	359
Accruals and deferred income ***	***	3,074	3,557
Provisions for liabilities and charges - deferred tax ***	***	721	758
Provisions for liabilities and charges - other ***	***	551	696
	233,752	212,409	226,470
	7,513	7,085	5,959
	241,265	219,494	232,429
	233,752	212,409	226,470
	7,513	7,085	5,959
	241,265	219,494	232,429

	30.06.99 (unaudited) £m	31.12.98 (audited) £m	31.12.97 (audited) £m
Subordinated liabilities:			
Undated loan capital: - convertible to preference shares	317	301	304
Undated loan capital: - non-convertible.....	1,463	1,441	1,353
Dated loan capital: non-convertible	2,337	1,992	1,211
Other subordinated liabilities: - non-convertible	-	-	59
	225,185	204,172	218,524
Minority interests and shareholders' funds:			
Minority interests - equity	72	51	61
Called up share capital	2,077	2,076	2,066
Share premium account.....	1,706	1,672	1,574
Revaluation reserve	39	36	35
Profit and loss account (Note 1)	4,673	4,402	4,210
Shareholders' funds - equity and non-equity.....	8,495	8,186	7,885
	8,567	8,237	7,946
Retail life-fund liabilities to policyholders	233,752	212,409	226,470
	7,513	7,085	5,959
Total liabilities and shareholders' funds.....	241,265	219,494	232,429

* "Debt Securities" and "Equity Shares" combined in interim disclosure.

** "Prepayments and accrued income" combined with "Other assets" in interim disclosure.

*** "Accruals and deferred income" and "Provisions for liabilities and charges" combined with "Other liabilities" in interim disclosure.

Note 1

A change in accounting policy has arisen from the adoption in 1999 of Financial Reporting Standard 12 "Provisions, Liabilities and Assets" ("FRS 12").

The Group has a number of vacant leasehold properties where unavoidable costs exceed anticipated income for which a provision is now required under FRS12. Previously costs and income in relation to these properties were only recognised as they arose.

The change in policy results in a prior year adjustment to shareholders' funds for 1998 and 1997 of a reduction of £81 million as at year ended 31st December, 1998 and £63 million as at 31st December, 1997. This combines the cumulative impact of prior year reductions in net interest income, net provisions for property costs and associated tax credits. This prior year adjustment is not reflected in the audited balance sheets for 1998 and 1997 set out above.

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:

Name	Function within Group	Principal outside activity
Sir Peter Middleton, GCB	Group 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 2nd July, 1999, Barclays PLC announced the appointment of David Allvey as Finance Director of Barclays PLC and the Bank. He will join the boards of each of these companies as a Director on 1st September, 1999 and succeed Oliver Stocken as Finance Director on 20th September, 1999. Oliver Stocken will retire as a Director of Barclays PLC and the Bank on 30th September, 1999.

On 27th July, 1999, Barclays PLC announced the appointment of Matthew Barrett as Group Chief Executive and as a Director of Barclays PLC and the Bank with effect from 1st October, 1999, when Sir Peter Middleton will step down as Group Chief Executive, continuing in his role as Group Chairman.

Recent Developments

On 20th May, 1999, Barclays PLC announced that it is to cut 6,000 jobs in 1999 in the UK, principally in the Retail Financial Services and Corporate Banking businesses and as a result of these actions expects to incur a restructuring charge of up to £400 million in 1999 and to yield annual gross cost savings of around £200 million. On 5th August, 1999, Barclays PLC announced that the estimated restructuring charge relating to the 6,000 jobs has been taken in the first half of 1999. The charge is now £300 million, based on an estimate of the number of staff opting to take an enhanced pension as part of their redundancy entitlement, the full cost of which will be borne by the pension fund surplus. Further plans relating to certain of Retail Financial Services' international operations have resulted in an additional estimated restructuring charge of £45 million which involves a further 1,000 job losses outside the United Kingdom.

As a result, the total restructuring charge is £345 million for 1999. Overall annual gross cost savings in respect of these plans are now expected to be in excess of £200 million.

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 Supplementary Listing Particulars dated 26th April, 1999.

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.

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