

**BARCLAYS BANK PLC**

(Incorporated with limited liability in England and Wales)

This supplementary offering circular dated 24 May 2013 (the "**Supplementary Offering Circular**") is supplemental to and must be read in conjunction with the Offering Circular dated 18 April 2013 in connection with the Global Structured Securities Programme for the issuance of structured Notes, Warrants and Certificates (the "**Offering Circular**") as supplemented. The Offering Circular is prepared by Barclays Bank PLC (the "**Bank**") (in its capacity as issuer the "**Issuer**").

THIS SUPPLEMENTARY OFFERING CIRCULAR HAS NOT BEEN SUBMITTED TO, REVIEWED BY OR APPROVED BY ANY OF THE UNITED KINGDOM FINANCIAL CONDUCT AUTHORITY IN ITS CAPACITY AS COMPETENT AUTHORITY UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000, THE LONDON STOCK EXCHANGE PLC OR ANY OTHER REGULATORY AUTHORITY OR STOCK EXCHANGE IN THE EU OR ELSEWHERE.

THIS SUPPLEMENTARY OFFERING CIRCULAR DOES NOT CONSTITUTE A BASE PROSPECTUS SUPPLEMENT IN RESPECT OF A BASE PROSPECTUS FOR THE PURPOSES OF DIRECTIVE 2003/71/EC (THE "PROSPECTUS DIRECTIVE") OR ANY UK OR OTHER IMPLEMENTING LEGISLATION RELATED TO THE PROSPECTUS DIRECTIVE.

The purpose of this Supplementary Offering Circular is to incorporate by reference the following documents:

- (a) the unaudited Interim Management Statement of Barclays PLC (the "**Company**"), as filed with the SEC on Form 6-K on file number 13779449 as exhibit 99.1 on 24 April 2013 in respect of the three months ended 31 March 2013 (the "**Interim Management Statement**");
- (b) the capitalisation and indebtedness table of the Bank and its subsidiaries as at 31 December 2012 as filed with the SEC on Form 6-K on Film Number 13779449 as exhibit 99.3 on 24 April 2013 (the "**Bank's Capitalisation and Indebtedness Table**") and
- (c) the capitalisation and indebtedness table of the Company and its subsidiaries as at 31 December 2012 as filed with the SEC on Form 6-K on film number 13779449 as exhibit 99.2 on 24 April 2013, (the "**Company's Capitalisation and Indebtedness Table**").

Terms defined in the Offering Circular shall, unless the context otherwise requires, have the same meaning when used in this Supplementary Offering Circular. This Supplementary Offering Circular is supplemental to, and should be read in conjunction with the Offering Circular and other supplements to the relevant Offering Circular. To the extent that there is any inconsistency between (a) any statement in this Supplementary Offering Circular or any statement incorporated by reference into the Offering Circular by this Supplementary Offering Circular and (b) any other statement in, or incorporated by reference into the Offering Circular, the statements in (a) above shall prevail.

The Issuer accepts responsibility for the information contained in this Supplementary Offering Circular and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplementary Offering Circular is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import. Save as disclosed in this Supplementary Offering Circular, no significant new factor, material mistake or inaccuracy relating to the information included in the Offering Circular which is capable of affecting the assessment of the securities issued under the Programme has arisen or been noted, as the case may be, since the publication of the Offering Circular (as supplemented at the date hereof) issued by the Issuer.

If the Interim Management Statement, the Bank's Capitalisation and Indebtedness Table or the Company's Capitalisation and Indebtedness Table which are incorporated by reference into this Supplementary Offering Circular themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplementary Offering Circular except where such information or other documents are specifically incorporated by reference into this Supplementary Offering Circular.

Any information contained in any of the documents specified above which is not incorporated by reference in this Supplementary Offering Circular is either not relevant for prospective investors or is covered elsewhere in the Offering Circular.

Barclays

The date of this Supplementary Offering Circular is 24 May 2013.