



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

Global Structured Securities Programme

Under the Offering Circular dated 18 April 2013, as supplemented by the Supplementary Offering Circular dated 24 May 2013, (the Supplementary Offering Circular dated 24 May 2013 together with the Offering Circular dated 18 April 2013, the “**Offering Circular**”) in respect of the Global Structured Securities Programme (the “**Programme**”), Barclays Bank PLC or any Accession Issuer (the “**Issuer**”) may from time to time issue Securities in the form of Notes, Certificates or Warrants.

This Supplementary Offering Circular has been prepared for the purposes of admitting the Securities issued under the Programme to the Euro MTF Market of the Luxembourg Stock Exchange and the Global Exchange Market of the Irish Stock Exchange.

For the purposes of the Euro MTF Market of the Luxembourg Stock Exchange only

Application has been made to the Luxembourg Stock Exchange in its capacity as competent authority under Part IV of the Prospectus Act 2005 for the approval of this Offering Circular and application may be made to the Luxembourg Stock Exchange for Securities issued under the Programme to be listed on the Euro MTF Market operated by the Luxembourg Stock Exchange and admitted to the Official List of the Luxembourg Stock Exchange during the twelve month period following the date hereof. The Euro MTF Market is not a regulated market for the purposes of Directive 2004/39/EC.

For the purposes of the Global Exchange Market of the Irish Stock Exchange only

Application has been made to the Irish Stock Exchange for the Listing Particulars to be approved and Securities to be admitted to the Official List of the Irish Stock Exchange and to trading on the Global Exchange Market of the Irish Stock Exchange. For the purposes of the Rules of the Global Exchange Market of the Irish Stock Exchange, this Supplementary Offering Circular together with the Offering Circular shall constitute “**Listing Particulars**” for the purpose of providing information with regard to the issue of Securities issued under the Programme described herein, to be admitted to trading on the Global Exchange Market of the Irish Stock Exchange during the twelve month period following the date hereof.

General Information

The Issuer accepts responsibility for the information contained in the Offering Circular and this Supplementary Offering Circular. To the best of the knowledge and belief of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in the Offering Circular and this Supplementary Offering Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Issuer hereby confirms that (i) the Offering Circular is true and accurate in all material respects and not misleading as at the date of this Supplementary Offering Circular; (ii) any material changes or significant new factors which have occurred since 18 April 2013 have been published by the Issuer and announced by the Issuer by way of a

supplementary offering circular; (iii) there are no other facts in relation to the information contained or incorporated by reference in the Offering Circular the omission of which would, in the context of the issue of Securities, make any statement in the Offering Circular misleading in any material respect, save as provided by (ii) above; and (iv) all reasonable enquiries have been made to verify the foregoing.

There has been no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements.

There has been no significant change in the financial or trading position of the Issuer or the Group since 31 December 2012.

Save as disclosed in the Offering Circular dated 18 April 2013 and the Supplementary Offering Circular dated 24 May 2013 (including the documents incorporated by reference therein), there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), which may have or have had during the 12 months preceding the date of this Supplementary Offering Circular, a significant effect on the financial position or profitability of the Issuer.

The Issuer further hereby confirms that, in relation to any Securities issued under the Programme, the Pricing Supplement, shall contain all such information as investors and their professional advisers would reasonably require, and reasonably expect to find, for the purpose of making and informed assessment of the assets and liabilities, profits and losses and financial position of the Issuer and of the rights attaching to the relevant Securities.

The distribution of the Offering Circular and any Pricing Supplements and the offer, sale and delivery of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession the Offering Circular and this Supplementary Offering Circular comes are required by the Issuer to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of the Securities and on the distribution of this Supplementary Offering Circular, the Offering Circular and any Pricing Supplements, as the case may be, and other offering material relating to the Securities, see "Purchase and Sale" in the Offering Circular and the relevant Pricing Supplement.

Any terms not defined within this Supplementary Offering Circular shall be as defined in the Offering Circular as annexed to this Supplementary Offering Circular. This Supplementary Offering Circular must be read in conjunction with the Offering Circular; save that in the event of any inconsistency between any statement contained in the Offering Circular or in a document incorporated by reference into the Offering Circular and this Supplementary Offering Circular, such statement shall be modified or superseded by this Supplementary Offering Circular.

Documents Available

Following the approval of this Supplementary Offering Circular, the following documents will be available for viewing on the website of the Luxembourg Stock Exchange www.bourse.lu and will be available free of charge at the offices on the Luxembourg Agent and the registered offices of the Issuer:

- (i) the Offering Circular dated 18 April 2013;
- (ii) the Supplementary Offering Circular dated 24 May 2013 and this Supplementary Offering Circular;
- (iii) all documents incorporated by reference in to the Offering Circular dated 18 April 2013 and the Supplementary Offering Circular dated 24 May 2013; and
- (iv) all documents mentioned under the heading "Documents Available" on page 812 of the Offering Circular dated 18 April 2013.

Barclays