SUPPLEMENTARY OFFERING CIRCULAR **4/2013**

BARCLAYS BANK PLC
(Incorporated with limited liability in England and Wales)

Pursuant to the Global Structured Securities Programme

This supplementary offering circular dated 30 December 2013 (the "**Supplementary Offering Circular**") is supplemental to and must be read in conjunction with the Offering Circular dated 18 April 2013 as supplemented on 24 May 2013, 24 June 2013 and 10 October 2013 (together, the "**Offering Circular**") as prepared by Barclays Bank PLC (the "**Bank**") in its capacity as issuer (the "**Issuer**").

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

This Supplementary Offering Circular has been approved by the Luxembourg Stock Exchange in its capacity as competent authority under Part IV of the Prospectus Act 2005.

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

This Supplementary Offering Circular has been approved by the Irish Stock Exchange as "Supplementary Listing Particulars" for the purposes of the Rules of the Global Exchange Market.

The purpose of this Supplementary Offering Circular is to (i) incorporate by reference the document listed in (I) below into the Offering Circular and (ii) disclose certain significant new factors relating to the Issuer and its subsidiary undertakings (together, the "**Group**").

(I) Incorporation by reference

(i) **Incorporation by reference of the announcement by Barclays PLC of its leverage plan as filed with the SEC on Form 6-K on Film Number 13995561 on 30 July 2013.**

The announcement by Barclays PLC of its leverage plan was filed with the United States Securities and Exchange Commission (the "**SEC**") on Form 6-K on Film Number 13995561 on 30 July 2013 (the "**30 July 2013 Leverage Plan**"). The 30 July 2013 Leverage Plan shall be deemed to be incorporated by reference into, and form part of, the Offering Circular.

30 July 2013 Leverage Plan Cross Reference List

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(ii) **Incorporation by reference of sections set out below from the restated audited 2012 financial statements of Barclays PLC as filed with the SEC on Form 6-K on 6 September 2013.**

The audited 2012 financial statements of Barclays PLC were restated due to the International Accounting Standards Board changes in accounting standards which became effective on 1 January 2013 in order to provide comparative 2012 numbers for the 2013 financial statements. The restated audited 2012 financial statements of Barclays PLC were filed with the SEC on Form 6-K on 6 September 2013 and the relevant sections are set out below (the "**6 September 2013 6-K Filing**"). The 6 September 2013 6-K Filing shall be deemed to be incorporated by reference into, and form part of, each of the Offering Circular.

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(iii) **Incorporation by reference of the joint unaudited Interim Management Statement of the Issuer and Barclays PLC in respect of the nine months ended 30 September 2013.**

The joint unaudited Interim Management Statement of the Issuer and Barclays PLC was filed with the SEC on Form 6-K on film number 131177851 on 30 October 2013 in respect of the nine months ended 30 September 2013 (the **"30 October 2013 Interim Management Statement"**). The 30 October 2013 Interim Management Statement shall be deemed to be incorporated by reference into, and form part of, each of the Offering Circular.

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The information incorporated by reference, either expressly or implicitly, into the 30 July 2013 Leverage Plan, the 6 September 2013 6-K Filing and the 30 October 2013 Interim Management Statement do not form part of any of the Offering Circular.

Information in the 6 September 2013 6-K Filing which is not incorporated by reference into the Offering Circular is either not relevant for the investor or is covered elsewhere in the Offering Circular.

(II) Significant new factors

(a) Information relating the Issuer

The section of the Offering Circular entitled "DESCRIPTION OF THE ISSUER" on page 119 to 129 shall be deleted and replaced by the following:

"**DESCRIPTION OF THE ISSUER**

THE BANK AND THE GROUP

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. It has its registered and head office at 1 Churchill Place, London, E14 5HP, United Kingdom (telephone number +44 (0)20 7116 1000). The Bank was incorporated on 7 August 1925 under the Colonial Bank Act 1925 and on 4 October 1971 was registered as a company limited by shares under the Companies Acts 1948 to 1967. Pursuant to The Barclays Bank Act 1984, on 1 January 1985, the Bank was re-registered as a public limited company and its name was changed from "Barclays Bank International Limited" to "Barclays Bank PLC".

The Bank and its subsidiary undertakings is a major global financial services provider engaged in retail and commercial banking, credit cards, investment banking, wealth management and investment management services with an extensive international presence in Europe, United States, Africa and Asia. Together with the predecessor companies, the Group has over 300 years of history and expertise in banking, and today the Group operates in over 50 countries as at 30 June 2013, employed approximately 139,000 people. The Group moves, lends, invests and protects money for customers and clients worldwide. The whole of the issued ordinary share capital of the Bank is beneficially owned by Barclays PLC, which is the ultimate holding company of the Group and one of the largest financial services companies in the world by market capitalisation.

The short term unsecured obligations of the Bank are rated A-1 by Standard & Poor's Credit Market Services Europe Limited, P-1 by Moody's Investors Service Ltd. and F1 by Fitch Ratings Limited and the long-term obligations of the Bank are rated A by Standard & Poor's Credit Market Services Europe Limited, A2 by Moody's Investors Service Ltd. and A by Fitch Ratings Limited.

Based on the Group's audited financial information for the year ended 31 December 2012, the Group had total assets of £1,490,747 million (2011: £1,563,402 million), total net loans and advances[1] of £466,627 million (2011: £478,726 million), total deposits[2] of £462,806 million (2011: £457,161 million), and total shareholders' equity of £62,894 million (2011: £65,170 million) (including non-controlling interests of £2,856 million (2011: £3,092 million)). The profit before tax from continuing operations of the Group for the year ended 31 December 2012 was £99 million (2011: £5,974 million) after credit impairment charges and other provisions of £3,596 million (2011: £3,802 million). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Bank for the year ended 31 December 2012.

Based on the Group's unaudited financial information for the six months ended 30 June 2013, the Group had total assets of £1,533,378 million (30 June 2012 (restated): £1,629,089 million), total net loans and advances[1] of £516,949 million (30 June 2012 (restated): £501,509 million), total deposits[2] of £538,624 million (30 June 2012 (restated): £502,818 million), and total shareholders' equity of £59,394 million (30 June 2012 (restated): £60,371 million) (including non-controlling interests of £2,620 million (2012: £2,957 million)). The profit before tax from continuing operations of the Group for the year ended 30 June 2013 was £1,648 million (30 June 2012 (restated): £716 million) after credit impairment charges and other provisions of £1,631 million (30 June 2012 (restated):

£1,710 million). The financial information in this paragraph is extracted from the unaudited Interim Results Announcement of Barclays Bank PLC for the six months ended 30 June 2013.

[1] Total net loans and advances include balances relating to both bank and customer accounts.
[2] Total deposits include deposits from bank and customer accounts.

Acquisitions, Disposals and Recent Developments

Strategic combination of Barclays Africa with Absa Group Limited

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, the Bank's stake in Absa increased from 55.5% to 62.3%. Absa was subsequently renamed Barclays Africa Group Limited but continues to trade under the name Absa.

Acquisition of ING Direct UK

On 9 October 2012, the Bank announced that it had agreed 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 £11.4 billion and a mortgage book with outstanding balances of approximately £5.3 billion.

Disposal of stake in BlackRock, Inc.

On 22 May 2012, the Bank announced that it had agreed 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 disposal, the Bank received net proceeds of approximately US$5.5 billion.

PRA Capital Adequacy Review

In March 2013 the UK Financial Policy Committee asked the PRA to take steps to ensure that, by the end of 2013, major UK banks and building societies, including Barclays, held capital resources equivalent to 7% of their risk weighted assets. The PRA's calculation of capital adequacy was based on CRD IV definitions, applying them on a fully loaded basis with further prudential adjustments.

The PRA published its assessment in June 2013, further to which Barclays announced that it could meet the adjusted 7% fully loaded Common Equity Tier 1 ratio target set by the PRA by December 2013, through planned balance sheet actions and retained earnings generation, in line with Barclays' existing Transform programme.

As part of its review, the PRA also introduced a 3% leverage ratio target, calculated as fully loaded CET1 capital (after further prudential adjustments), together with any further issuance of qualifying Additional Tier 1 securities, and divided by a CRD IV leverage exposure measure (the "**PRA Leverage Ratio**"). As at 30 June 2013, the Group's PRA Leverage Ratio was 2.2%, representing an estimated leverage gap of £12.8 billion of capital in order to meet the 3% target.

Leverage Plan

In July 2013, the PRA requested that Barclays plan to achieve a 3% PRA Leverage Ratio target by 30 June 2014, ahead of the anticipated CRD IV deadline for compliance in 2018. In order to achieve the target within the PRA's expected timeframe the Group formulated and agreed with the PRA a plan comprised of capital management and leverage exposure actions which was announced on 30 July 2013. The plan announced by the Group included an underwritten rights issue (described below), measures to reduce the Bank's CRD IV leverage exposure, and the continued execution of the Group's capital plan with the issuance of CRD IV qualifying Additional Tier 1 securities.

On 30 July 2013, the PRA announced that it had agreed and welcomed the Group's plan, and concluded that it was a credible plan to meet a PRA Leverage Ratio of 3% by end of June 2014 without cutting back on lending to the real economy.

Rights Issue

On 30 July 2013, Barclays PLC announced an underwritten rights issue (the "**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 the close of business on 13 September 2013. On 4 October 2013, Barclays PLC 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, Barclays PLC announced the following estimated ratios as at 30 September 2013 on a post-rights issue basis: Core Tier 1 ratio of 12.9%, estimated fully loaded CRD IV CET1 ratio of 9.6%, estimated fully loaded CRD IV leverage ratio of 2.9% and estimated PRA Leverage Ratio of 2.6%. Barclays PLC also announced on 30 October that the execution of the plan to meet the 3% PRA Leverage Ratio by June 2014 is on track.

AT1 Issuance

In furtherance of the Group's leverage plan, on 20 November 2013 Barclays PLC issued $2 billion 8.25% CRD IV qualifying contingent convertible Additional Tier 1 securities and on 10 December 2013, issued a further €1 billion 8.0% CRD IV qualifying contingent convertible Additional Tier 1 securities, in each case with a 7% fully loaded CET1 ratio trigger (together, the "**AT1 Issuance**").

On 4 December 2013, Barclays PLC announced the following estimated ratios as of 30 September 2013 on a post-Rights Issue and post-AT1 Issuance basis: fully loaded CRD IV leverage ratio of 3.1% ; PRA Leverage Ratio of 2.8%.

Competition and Regulatory Matters

Structural reform

A number of regulators are currently proposing or considering legislation and rule making that could have a significant impact on the future legal entity structure, business mix and management of the Barclays PLC group:

– The UK Financial Services (Banking Reform) Bill, which gives UK authorities the power to implement key recommendations of the Independent Commission on Banking, including: (i) the separation of the UK and EEA retail banking activities of the largest UK banks into a legally, operationally and economically separate and independent entity (so called "ring fencing"); (ii) statutory depositor preference in insolvency; and (iii) a reserve power for the PRA to enforce full separation of the retail operations of UK banks to which the reforms apply under certain circumstances. The Bill has completed its passage through the House of Commons and is currently before the House of Lords. The Bill is primarily an enabling statute which provides the UK Treasury with the requisite powers to implement the underlying bill through secondary legislation. On 8 March 2013, the UK Government published draft secondary legislation. The UK Government intends that both primary and secondary legislation will be in place by May 2015 and that UK banks will be required to be compliant by 1 January 2019.

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– The EU High Level Expert Group Review (the Liikanen Review) on reform of the structure of the EU banking sector, which includes recommendations for the mandatory separation of proprietary trading and other high-risk trading activities (subject to thresholds) from deposit taking banks. The EU Commission is considering the impact of the Liikanen Review's recommendations on growth and the safety and integrity of financial services in the EU, particularly in light of its current proposed legislative reforms, and will publish proposals on structural separation of banks in Q3 2013. Legislation is not expected to be finalised until 2015, at the earliest;

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– US Federal Reserve proposals to implement section 165 of the Dodd-Frank Act to require the US subsidiaries of foreign banks operating in the US to be held under a US intermediate holding company subject to a comprehensive set of prudential, supervisory and local capital requirements prescribed by US regulators, and to implement Section 166 (early remediation requirements). Under the current proposals, the intermediate holding company would be required to meet the enhanced prudential standards and early remediation requirements that are, to a large degree, the same as those applicable to similar US bank holding companies, including some requirements previously assessed as not being applicable to the Barclays PLC group. The US Federal Reserve proposals if adopted in their current form have the potential to significantly increase the absolute and regulatory costs of the Group's US operations. It is also possible that the implementation of section 165 could have a more onerous effect in relation to the US subsidiaries of foreign banks than on US bank holding companies;

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– In the US, the so-called "Volcker Rule" will, once effective, significantly restrict the ability of US bank holding companies and their affiliates, and the US branches of foreign banks, to conduct proprietary trading in securities and derivatives as well as certain activities related to hedge funds and private equity funds. In October 2011, US regulators proposed rules to implement the Volcker Rule. Those rules have not yet been finalised. Analysis continues of the proposals, but it is clear that compliance with them could entail significant additional compliance and operational costs for the Group. Whilst the statutory Volcker Rule provisions officially took effect in July 2012, the Group has until the end of the conformance period, currently set for July 2014 (subject to possible extensions), in order to conform its activities to the requirements of the rule; and

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– The European Commission's proposal for a directive providing for a new EU framework for the recovery and resolution of credit institutions and investment firms (the "**Recovery and Resolution Directive**" or "**RRD**").

These laws and regulations and the way in which they are interpreted and implemented by regulators may have a number of significant consequences, including changes to the legal entity structure of the Barclays PLC group, changes to how and where capital and funding is raised and deployed within the Barclays PLC group, increased requirements for loss-absorbing capacity within the Barclays PLC group and/or at the level of certain legal entities or sub-groups within the Barclays PLC group and potential modifications to its business mix and model (including potential exit of certain business activities).

PCBS Report on Banking Standards

On 19 June 2013 the Parliamentary Commission on Banking Standards ("**PCBS**") published its final report on the UK Banking sector, which is expected to result in further changes to draft primary and secondary legislation. The PCBS report recommends, amongst other things: (i) a new "senior persons" regime for individuals in the banking sector to ensure full accountability for decisions made; (ii) reforms to the remuneration of senior management and other influential bank staff to better align risk and reward; and (iii) sanctions and enforcement, including a new criminal offence of reckless misconduct. The UK Government published its response to the PCBS report on 8 July 2013, in which it endorses the report's principal findings and commits to implementing a number of its recommendations.

Interchange

The Office of Fair Trading, as well as other competition authorities elsewhere in Europe, continues to investigate Visa and MasterCard credit and debit interchange rates. The Group receives interchange fees, as a card issuer, from providers of card acquiring services to merchants. The key risks arising from the investigations comprise the potential for fines imposed by competition authorities, litigation and proposals for new legislation. The Group may be required to pay fines or damages and could be affected by legislation amending interchange rules. It is not currently possible to predict the likelihood or potential financial impact of these risks.

Investigations into LIBOR, ISDAfix and other Benchmarks

The FCA, the US Commodity Futures Trading Commission (the "**CFTC**"), the SEC, the US DOJ Fraud Section (the "**DOJ-FS**") and Antitrust Division (the "**DOJ-AD**"), the European Commission, the UK Serious Fraud Office, the Monetary Authority of Singapore, the Japan Financial Services Agency, the prosecutors' office in Trani, Italy and various US state attorneys general are amongst various authorities conducting investigations (the "**Investigations**") into submissions made by the Bank and other financial institutions to the bodies that set or compile various financial benchmarks, such as the London Interbank Offered Rate ("**LIBOR**") and the Euro Interbank Offered Rate ("**EURIBOR**").

On 27 June 2012, the Bank announced that it had reached settlements with the FSA (as predecessor to the FCA), the CFTC and the DOJ-FS in relation to their Investigations and the Bank agreed to pay total penalties of £290 million, which were reflected in operating expenses for 2012. The settlements were made by entry into a Settlement Agreement with the FSA, a Non-Prosecution Agreement ("**NPA**") with the DOJ-FS and a Settlement Order Agreement with the CFTC (the "**CFTC Order**"). In addition, the Bank was granted conditional leniency from the DOJ-AD in connection with potential US antitrust law violations with respect to financial instruments that reference EURIBOR.

The terms of the Settlement Agreement with the FSA are confidential. However, the Final Notice of the FSA, which imposed a financial penalty of £59.5 million, is publicly available on the website of the FCA. This sets out the FSA's reasoning for the penalty, references the settlement principles and sets out the factual context and justification for the terms imposed. Summaries of the NPA and the CFTC Order are set out below. The full text of the NPA and the CFTC Order are publicly available on the websites of the DOJ and the CFTC, respectively.

In addition to a $200 million civil monetary penalty, the CFTC Order requires the Bank to cease and desist from further violations of specified provisions of the US Commodity Exchange Act and take specified steps to ensure the integrity and reliability of its benchmark interest rate submissions, including LIBOR and EURIBOR, and improve related internal controls. Amongst other things, the CFTC Order requires the Bank to:

– make its submissions based on certain specified factors, with the Bank's transactions being given the greatest weight, subject to certain specified adjustments and considerations;
– implement firewalls to prevent improper communications including between traders and submitters;
– prepare and retain certain documents concerning submissions and retain relevant communications;
– implement auditing, monitoring and training measures concerning its submissions and related processes;
– make regular reports to the CFTC concerning compliance with the terms of the CFTC Order;
– use best efforts to encourage the development of rigorous standards for benchmark interest rates; and
– continue to cooperate with the CFTC's ongoing investigation of benchmark interest rates.

As part of the NPA, the Bank agreed to pay a $160 million penalty. In addition, the DOJ agreed not to prosecute the Bank for any crimes (except for criminal tax violations, as to which the DOJ cannot and does not make any agreement) related to the Bank's submissions of benchmark interest rates, including LIBOR and EURIBOR, contingent upon the Bank's satisfaction of specified obligations under the NPA. In particular, under the NPA, the Bank agreed for a period of two years from 26 June 2012, amongst other things, to:

– commit no United States crime whatsoever;
– truthfully and completely disclose non-privileged information with respect to the activities of the Bank, its officers and employees, and others concerning all matters about which the DOJ inquires of it, which information can be used for any purpose, except as otherwise limited in the NPA;
– bring to the DOJ's attention all potentially criminal conduct by the Bank or any of its employees that relates to fraud or violations of the laws governing securities and commodities markets; and
– bring to the DOJ's attention all criminal or regulatory investigations, administrative proceedings or civil actions brought by any governmental authority in the United States by or against the Bank or its employees that alleges fraud or violations of the laws governing securities and commodities markets.

The Bank also agreed to cooperate with the DOJ and other government authorities in the United States in connection with any investigation or prosecution arising out of the conduct described in the NPA, which commitment shall remain in force until all such investigations and prosecutions are concluded. The Bank also continues to cooperate with the other ongoing investigations.

Following the settlements announced on 27 June 2012, 38 US state attorneys general commenced their own investigations into LIBOR, EURIBOR and the Tokyo Interbank Offered Rate. The New York Attorney General, on behalf of this coalition of attorneys general, issued a subpoena dated 17 July 2012 to the Bank (and subpoenas to a number of other banks) to produce wide-ranging information and has since issued additional information requests to the Bank for both documents and transactional data.

The Bank is responding to these requests on a rolling basis. In addition, following the settlements the SFO announced on 6 July 2012 that it had decided formally to accept the LIBOR matter for investigation, in respect of which the Bank has received and continues to respond to requests for information.

The European Commission has also been conducting investigations into the manipulation of, among other things, EURIBOR. Barclays PLC is a party to the European Commission's EURIBOR investigation and continues to cooperate. The European Commission has publicly stated that it hopes to be ready to adopt a decision in respect of its investigations towards the end of 2013.

The CFTC and the FCA are also conducting separate investigations into historical practices with respect to ISDAfix, amongst other benchmarks. The Bank has received and continues to respond to subpoenas and requests for information from the CFTC.

It is not practicable to provide an estimate of the financial impact of the matters described in this section "Investigations into LIBOR, ISDAfix and other Benchmarks" or what effect, if any, that these matters might have upon operating results, cash flows or the Group's financial position in any particular period.

Please see "Legal Proceedings — LIBOR and Other Benchmark Civil Actions" for a discussion of litigation arising in connection with the Investigations.

Investigations into Foreign Exchange Trading

Various regulatory authorities and enforcement authorities have indicated that they are investigating foreign exchange trading, including possible attempts to manipulate certain benchmark currency exchange rates or engage in other activities that would benefit trading positions. The Group has received enquiries from certain of these authorities related to their particular investigations, is reviewing its foreign exchange trading covering a several year period through August 2013 and is cooperating with the relevant authorities in their investigations. It is not possible at this stage for the Group to predict the impact of these investigations on it.

Please see "Legal Proceedings — Civil action in respect of foreign exchange trading" for a discussion of litigation arising in connection with the Investigations.

Interest Rate Hedging Products Redress

On 29 June 2012, the FSA announced that a number of UK banks, including the Bank, would be conducting a review and redress exercise in respect of interest rate hedging products sold on or after December 2001 to retail clients or private customers that are categorised as non-sophisticated for the purposes of the review. During the second half of 2012, the Bank completed a pilot review of a sample of individual cases. On 31 January 2013, the FSA issued a report on the findings of an initial pilot review conducted by the Bank and a number of other banks. The report included a number of changes and clarifications to the requirements under which the main review and redress exercise should be conducted and the Bank agreed to conduct the exercise in line with the approach set out in that report.

There are approximately 4,000 retail clients or private customers to which interest rate hedging products were sold within the relevant timeframe, of which approximately 2,900 have been categorised as non-sophisticated under the terms of the agreement. As at 31 December 2012, a provision of £850 million had been recognised, reflecting management's best estimate of future redress to customers categorised as non-sophisticated and related costs. The estimate was based on an extrapolation of the results of the initial pilot exercise across the population. The provision recognised in the balance sheet as at 31 December 2012 was £814 million, after utilisation of £36 million during 2012, primarily related to administrative costs.

During 2013, additional cases have been reviewed providing a larger and more representative sample upon which to base the Bank's provision. As a result, an additional provision of £650 million was recognised as at 30 June 2013, bringing the cumulative expense to £1,500 million. As at 30 June 2013, the provision on the balance sheet was £1,349 million reflecting cumulative utilisation of £151 million. No provision has been recognised in relation to claims from retail clients or private customers categorised as sophisticated, which are not covered by the redress exercise, or incremental consequential loss claims from customers categorised as non-sophisticated. These will be monitored and future provisions will be recognised to the extent an obligation resulting in a probable outflow is identified.

While the Group expects that the provision as at 30 June 2013 will be sufficient to cover the full cost of completing the redress, the appropriate provisions level will be kept under review and it is possible that the eventual costs could materially differ to the extent experience is not in line with management estimates.

Payment Protection Insurance Redress

Following the conclusion of the 2011 Judicial Review regarding the assessment and redress of PPI, a provision for PPI redress of £1.0 billion was raised in May 2011 based on FSA guidelines and historic industry experience in resolving similar claims. Subsequently, further provisions totalling £1.6 billion were raised during 2012.

Due to the rate of decline in monthly claims volumes being less than previously expected, an additional provision of £1.35 billion was recognised in June 2013 (bringing the total provisions to £3.95 billion) to reflect updated assumptions regarding future claims volumes, including a provision for operational costs through to December 2014. As at 30 June 2013 £2.3 billion of the provision has been utilised, leaving a residual provision of £1.65 billion.

The basis of the current provision is calculated from a number of key assumptions which continue to involve significant management judgement and modelling:

- Customer initiated claim volumes – claims received but not yet processed and an estimate of future claims initiated by customers where the volume is anticipated to decline over time
- Proactive response rate – volume of claims in response to proactive mailing
- Uphold rate – the percentage of claims that are upheld as being valid upon review
- Average claim redress – the expected average payment to customers for upheld claims based on the type and age of the policy / policies

The provision also includes an estimate of the Group's claims handling costs and those costs associated with claims that are subsequently referred to the FOS.

The Group will continue to monitor actual claims volumes and the assumptions underlying the calculation of its PPI provision. It is possible that the eventual costs may materially differ to the extent that actual experience is not in line with management estimates.

Federal Energy Regulatory Commission Investigation

The United States Federal Energy Regulatory Commission (the "**FERC**") Office of Enforcement has been investigating the Bank's power trading in the western US with respect to the period from late 2006 through 2008. On 31 October 2012, the FERC issued a public Order to Show Cause and

Notice of Proposed Penalties ("**Order and Notice**") against the Bank in relation to this matter. In the Order and Notice the FERC asserts that the Bank violated the FERC's Anti-Manipulation Rule by manipulating the electricity markets in and around California from November 2006 to December 2008, and proposed civil penalties and profit disgorgement to be paid by the Bank. On 16 July 2013 the FERC issued an Order Assessing Civil Penalties in which it assessed a $435 million civil penalty against the Bank and ordered the Bank to disgorge an additional US$34.9 million of profits plus interest (both of which are consistent with the amounts proposed in the Order and Notice). In order to attempt to collect the penalty and disgorgement amount, FERC filed its complaint against the Bank and four of its former traders in Federal Court in California on 9 October 2013. The complaint reiterates the allegations previously made by the FERC in its October 2012 Order and Notice and its July 2013 Order Assessing Civil Penalties. The Group intends to vigorously defend this matter. In September 2013, the Bank was contacted by the criminal division of the United States Attorney's Office in the Southern District of New York and advised that such office is looking at the same conduct at issue in the FERC matter.

Credit Default Swap (CDS) Antitrust Investigations

Both the European Commission and the DOJ-AD have commenced investigations in the CDS market (in 2011 and 2009, respectively). On 1 July 2013 the European Commission addressed a Statement of Objections to the Bank and 12 other banks, Markit and ISDA. The case relates to concerns that certain banks took collective action to delay and prevent the emergence of exchange traded credit derivative products. If the European Commission does reach a decision in this matter it has indicated that it intends to impose sanctions. The European Commission's sanctions can include fines. The DOJ-AD's investigation is a civil investigation and relates to similar issues. Putative class actions alleging similar issues have also been filed in the US. The timing of these cases is uncertain and it is not possible to provide an estimate of the potential financial impact of this matter on the Group.

Investigations into Certain Agreements

The FCA has investigated certain agreements, including two advisory services agreements entered into by the Bank with Qatar Holding in June and October 2008 respectively, and whether these may have related to the Barclays PLC group's capital raisings in June and November 2008.

The FCA issued warning notices (the "**Warning Notices**") against Barclays PLC and the Bank on 13 September 2013.

The existence of the advisory services agreement entered into in June 2008 was disclosed but the entry into the advisory services agreement in October 2008 and the fees payable under both agreements, which amount to a total of £322 million payable over a period of five years, were not disclosed in the announcements or public documents relating to the capital raisings in June and November 2008. While the Warning Notices consider that Barclays PLC and the Bank believed at the time that there should be at least some unspecified and undetermined value to be derived from the agreements, they state that the primary purpose of the agreements was not to obtain advisory services but to make additional payments, which would not be disclosed, for the Qatari participation in the capital raisings. The Warning Notices conclude that Barclays PLC and the Bank were in breach of certain disclosure-related Listing Rules and Barclays PLC was also in breach of Listing Principle 3 (the requirement to act with integrity towards holders and potential holders of the company's shares). In this regard, the FCA considers that Barclays PLC and the Bank acted recklessly. The financial penalty in the Warning Notices against the Barclays PLC group is £50 million. However, Barclays PLC and the Bank continue to contest the findings.

The Serious Fraud Office is investigating the same agreements. Its investigation is at an earlier stage and the Barclays PLC group has received and has continued to respond to requests for further information.

The DOJ and the SEC are undertaking an investigation into whether the Barclays PLC group's relationships with third parties who assist the Barclays PLC group to win or retain business are compliant with the United States Foreign Corrupt Practices Act. They are also investigating the

agreements referred to above including the two advisory services agreements. The US Federal Reserve has requested to be kept informed of these matters.

It is not possible to estimate the full impact on the Barclays PLC group if the final conclusion of these matters is adverse.

Directors

The Directors of the Bank, each of whose business address is 1 Churchill Place, London E14 5HP, United Kingdom, their functions in relation to the Group and their principal outside activities (if any) of significance to the Group are as follows:

Name	*Function(s) within the Group*	*Principal outside activities*
Sir David Walker	Chairman	Consultative Group on International Economic and Monetary Affairs, Inc. (Group of Thirty) Cicely Saunders International
Antony Jenkins	Group Chief Executive	Director, The Institute of International Finance
Tushar Morzaria	Group Finance Director	—
David Booth	Non-Executive Director	Director, East Ferry Investors Inc
Tim Breedon CBE	Non-Executive Director	Non-Executive Director, Ministry of Justice Departmental Board
Fulvio Conti	Non-Executive Director	Chief Executive Officer, Enel SpA; Director, AON PLC; Independent Director, RCS MediaGroup S.p.A
Simon Fraser	Non-Executive Director	Non-Executive Director, Fidelity Japanese Values Plc and Fidelity European Values Plc; Chairman, Foreign & Colonial Investment Trust PLC; Chairman, Merchants Trust PLC; Non-Executive Director, Ashmore Group PLC
Reuben Jeffery III	Non-Executive Director	Senior Adviser, Center for Strategic & International Studies; Chief Executive Officer, Rockefeller & Co., Inc.
Dambisa Moyo	Non-Executive Director	Non-Executive Director, SABMiller plc; Non-Executive Director, Barrick Gold Corporation
Sir Michael Rake	Deputy Chairman and Senior Independent Director	Chairman, BT Group PLC; Director, McGraw-Hill Financial Inc.; President, Confederation of British Industry
Sir John Sunderland	Non-Executive Director	Chairman, Merlin Entertainments Group; Non-Executive Director, AFC Energy plc
Diane de Saint Victor	Non-Executive Director	General Counsel, Company Secretary and a member of the Group Executive Committee of ABB Limited
Fritts van Paasschen	Non-Executive Director	CEO and President of Starwood

Name	*Function(s) within the Group*	*Principal outside activities*
		Hotels and Resorts Worldwide Inc.
Mike Ashley	Non-Executive Director	
Wendy Lucas-Bull	Non-Executive Director; Chairman of Barclays Africa Group Limited	Non-Executive Director, Anglo American Platinum Limited

No potential conflicts of interest exist between any duties to the Bank of the Directors listed above and their private interests or other duties.

Employees

As at 30 June 2013, the total number of persons employed by the Group (full time equivalents) was 139,900 (31 December 2012: 139,900).

Legal Proceedings

Lehman Brothers

On 15 September 2009, motions were filed in the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**") by Lehman Brothers Holdings Inc. ("**LBHI**"), the SIPA Trustee for Lehman Brothers Inc. (the "**Trustee**") and the Official Committee of Unsecured Creditors of Lehman Brothers Holdings Inc. (the "**Committee**"). All three motions challenged certain aspects of the transaction pursuant to which Barclays Capital Inc. ("**BCI**") and other companies in the Barclays PLC group acquired most of the assets of Lehman Brothers Inc. ("**LBI**") in September 2008 and the court order approving such sale (the "**Sale**"). The claimants were seeking an order voiding the transfer of certain assets to BCI; requiring BCI to return to the LBI estate alleged excess value BCI received; and declaring that BCI is not entitled to certain assets that it claims pursuant to the sale documents and order approving the Sale (the "**Rule 60 Claims**"). On 16 November 2009, LBHI, the Trustee and the Committee filed separate complaints in the Bankruptcy Court asserting claims against BCI based on the same underlying allegations as the pending motions and seeking relief similar to that which is requested in the motions. On 29 January 2010, BCI filed its response to the motions and also filed a motion seeking delivery of certain assets that LBHI and LBI have failed to deliver as required by the sale documents and the court order approving the Sale (together with the Trustee's competing claims to those assets, the "**Contract Claims**"). Approximately US$4.5 billion (£3.0 billion) of the assets acquired as part of the acquisition had not been received by 30 June 2013, approximately US$3.4 billion (£2.3 billion) of which have been recognised as a receivable on the balance sheet as at 30 June 2013. The receivable reflects an increase of $0.4 billion (£0.3 billion) recognised in profit or loss during the period, primarily as a result of greater certainty regarding the recoverability of $769 million (£0.5 billion) from the Trustee in respect of LBI's 15c3-3 reserve account assets. On 16 July 2013, the Trustee paid this amount to BCI. This results in an effective provision as of 30 June 2013 of US$1 billion (£0.7 billion) against the uncertainty inherent in the litigation and issues relating to the recovery of certain assets held by institutions outside the United States.

On 22 February 2011, the Bankruptcy Court issued its Opinion in relation to these matters, rejecting the Rule 60 Claims and deciding some of the Contract Claims in the Trustee's favour and some in favour of BCI. On 15 July 2011, the Bankruptcy Court entered final Orders implementing its Opinion. BCI and the Trustee each appealed the Bankruptcy Court's adverse rulings on the Contract Claims to the United States District Court for the Southern District of New York (the "**District Court**"). LBHI and the Committee did not pursue an appeal from the Bankruptcy Court's ruling on the Rule 60 Claims. After briefing and argument, the District Court issued its Opinion on 5 June 2012 in which it reversed one of the Bankruptcy Court's rulings on the Contract Claims that had been adverse to BCI and affirmed the Bankruptcy Court's other rulings on the Contract Claims. On 17 July 2012, the District Court issued an amended Opinion, correcting certain errors but not otherwise affecting the rulings, and an agreed judgment implementing the rulings in the Opinion (the "**Judgment**"). BCI and the Trustee have each appealed the adverse rulings of the District Court to the United States Court of Appeals for the Second Circuit.

Under the Judgment, BCI is entitled to receive: (i) US$1.1 billion (£0.7 billion) from the Trustee in respect of "clearance box" assets; (ii) property held at various institutions to secure obligations under the exchange-traded derivatives transferred to BCI in the Sale (the "**ETD Margin**"), subject to the proviso that BCI will be entitled to receive US$507 million (£0.3 billion) of the ETD Margin only if and to the extent the Trustee has assets available once the Trustee has satisfied all of LBI's customer claims; and (iii) US$769 million (£0.5 billion) from the Trustee in respect of LBI's 15c3-3 reserve account assets only if and to the extent the Trustee has assets available once the Trustee has satisfied all of LBI's customer claims.

A portion of the ETD Margin which has not yet been recovered by BCI or the Trustee is held or owed by certain institutions outside the United States (including several Lehman affiliates that are subject to insolvency or similar proceedings). As at the date of this Offering Circular, the Bank cannot reliably estimate how much of the ETD Margin held or owed by such institutions BCI is ultimately likely to receive. On 7 June 2013, the Trustee announced that he was commencing additional distributions to former securities customers of LBI and would continue to make distributions until all customer claims have been fully paid. On 2 July 2013, the Trustee notified BCI that such distributions were "substantially complete." Pursuant to a Stipulation and Order dated 24 April 2013, the Trustee had previously reserved $5.6 billion (£3.7 billion) which was to be available to pay any amounts ultimately due to BCI, including the $507 million (£0.3 billion) in respect of ETD Margin and the $769 million (£0.5 billion) in respect of LBI's 15c3-3 reserve account assets. On 16 July 2013, the Trustee paid BCI the $769 million (£0.5 billion).

The $3.4 billion (£2.3 billion) recognised on the Bank's balance sheet as at 30 June 2013 is consistent with a scenario in which the District Court's rulings are unaffected by future proceedings, but conservatively assuming no recovery by BCI of any of the ETD Margin not yet recovered by BCI or the Trustee that is held or owed by institutions outside the United States. In such case, to the extent BCI recovers ETD Margin held or owed by institutions outside of the United States, the value of such recovered margin would therefore result in a gain to BCI. However, there remains a significant degree of uncertainty with respect to the value of such ETD Margin to which BCI is entitled or that BCI may recover. In a worst case scenario in which the Court of Appeals reverses the District Court's rulings and determines that Barclays PLC is not entitled to any of the clearance box assets or ETD Margin, Barclays PLC estimates that, after taking into account its effective provision, its total losses would be approximately $6.0bn (£4.0bn). Approximately, $3.3bn (£2.2bn) of that loss would relate to clearance box assets and ETD Margin previously received by Barclays PLC and prejudgement and post-judgement interest on such clearance box assets and ETD Margin that would have to be returned or paid to the Trustee. In this context, Barclays PLC is satisfied with the valuation of the asset recognised on its balance sheet and the resulting level of effective provision.

American Depositary Shares

Barclays PLC, the Bank and various current and former members of Barclays PLC's Board of Directors have been named as defendants in five proposed securities class actions (which have been consolidated) pending in the United States District Court for the Southern District of New York (the "**Court**"). The consolidated amended complaint, dated 12 February 2010, alleges that the registration statements relating to American Depositary Shares representing preferred stock, series 2, 3, 4 and 5 (the "**Preferred Stock ADS**") offered by the Bank at various times between 2006 and 2008 contained misstatements and omissions concerning (amongst other things) the Bank's portfolio of mortgage-related (including US subprime-related) securities, the Bank's exposure to mortgage and credit market risk and the Bank's financial condition. The consolidated amended complaint asserts claims under Sections 11, 12(a)(2) and 15 of the Securities Act of 1933. In January 2011, the Court granted the defendants' motion to dismiss the complaint in its entirety, closing the case. In February 2011, the plaintiffs filed a motion asking the Court to reconsider in part its dismissal and in May 2011, the Court denied in full the plaintiffs' motion for reconsideration. The plaintiffs have appealed both decisions (the grant of the defendants' motion to dismiss and the denial of the plaintiffs' motion for reconsideration) to the United States Court of Appeals for the Second Circuit (the "**Second Circuit**").

On 19 August 2013, the Second Circuit upheld the dismissal of the plaintiffs' claims related to the series 2, 3 and 4 offerings finding that they were time barred. However, the Second Circuit ruled that the plaintiffs should have been permitted to file an amended complaint in relation to the series 5

offering claims. The actions have been sent back to the Court by the Second Circuit and the plaintiffs have been granted leave to file their amended complaint as it relates to the series 5 offering claims.

The Bank considers that these Preferred Stock ADS-related claims against it are without merit and is defending them vigorously. As at the date of this Offering Circular, it is not practicable to estimate the Barclays PLC group's possible loss in relation to these claims or any effect that they might have upon operating results in any particular financial period.

Mortgage Related Activity and Litigation

The Group's activities within the US residential mortgage sector during the period of 2005 through 2008 included sponsoring and underwriting of approximately $39 billion of private-label securitisations; underwriting of approximately $34 billion of other private-label securitisations; sales of approximately $0.2 billion of loans to government sponsored enterprises ("**GSEs**"); and sales of approximately $3 billion of loans to others. In addition during this time period, approximately $19.4 billion of loans (net of approximately $500 million of loans sold during this period and already repurchased) were also originated and sold to third parties by a mortgage originator that the Group acquired in 2007 (the "**Acquired Subsidiary**").

In connection with the Group's loan sales and sponsored private-label securitisations, the Group provided certain loan level representations and warranties ("**R&Ws**") generally relating to the underlying mortgages, the property, mortgage documentation and/or compliance with law. The Group was the sole provider of R&Ws with respect to approximately $5 billion of the Group sponsored securitisations, approximately $0.2 billion of sales of loans to GSEs, and approximately $3 billion of loans sold to others. In addition, the Acquired Subsidiary was the sole provider of R&Ws on all of the loans it sold to third parties. Other than approximately $1 billion of loans sold to others for which R&Ws expired prior to 2012, there are no expiration provisions applicable to the R&Ws made by the Group or the Acquired Subsidiary. The Group R&Ws with respect to the $3 billion of loans sold to others are related to loans that were generally sold at significant discounts and contained more limited R&Ws than loans sold to GSEs, the loans sold by the Acquired Subsidiary or those provided by the Group on approximately $5 billion of the Group sponsored securitisations discussed above. R&Ws on the remaining approximately $34 billion of the Group sponsored securitisations were primarily provided by third party originators directly to the securitisation trusts with the Group, as depositor to the securitisation trusts, providing more limited R&Ws. Under certain circumstances, the Group may be required to repurchase the related loans or make other payments related to such loans if the R&Ws are breached. Total unresolved repurchase requests associated with all R&Ws made by the Group or the Acquired Subsidiary on loans sold to GSEs and others and private-label activities were £0.4 billion at 30 June 2013. Some of these unresolved repurchase claims relate to actions that have been commenced by the trustees for certain RMBS securitizations, Deutsche Bank National Trust Company and US Bank, National Association, in which the trustees allege that the Group must repurchase loans that violated the operative R&Ws. Complaints have only been filed in some of these actions, and because all of these actions are at preliminary stages, it is not practicable to provide an estimate of the impact of any of these actions.

In addition, the US Federal Housing Finance Agency ("**FHFA**"), acting for two US government sponsored enterprises, Fannie Mae and Freddie Mac (collectively, the "**GSEs**"), filed lawsuits against 17 financial institutions in connection with the GSEs' purchases of residential mortgage-backed securities ("**RMBS**"). The lawsuits allege, amongst other things, that the RMBS offering materials contained materially false and misleading statements and/or omissions. The Bank and/or certain of its affiliates or former employees are named in two of these lawsuits, relating to sales between 2005 and 2007 of RMBS, in which a Group subsidiary was lead or co-lead underwriter.

Both complaints demand, amongst other things: rescission and recovery of the consideration paid for the RMBS; and recovery for the GSEs' alleged monetary losses arising out of their ownership of the RMBS. The complaints are similar to other civil actions filed against the Bank and/or certain of its affiliates by other plaintiffs, including the Federal Home Loan Bank of Seattle, Federal Home Loan Bank of Boston, Federal Home Loan Bank of Chicago, Cambridge Place Investment Management, Inc., HSH Nordbank AG (and affiliates), Sealink Funding Limited, Landesbank

Baden-Württemberg (and affiliates), Deutsche Zentral-Genossenschaftsbank AG (and affiliates) and Stichting Pensioenfonds ABP, Royal Park Investments SA/NV, Bayerische Landesbank, John Hancock Life Insurance Company (and affiliates), Prudential Life Insurance Company of America (and affiliates) and the National Credit Union Administration relating to purchases of RMBS. Barclays PLC considers that the claims against it are without merit and intends to defend them vigorously.

The original amount of RMBS related to the claims against the Group in the FHFA cases and the other civil actions against the Group totalled approximately US$8.7 billion, of which approximately US$2.6 billion was outstanding as at 30 June 2013. Cumulative losses reported on these RMBS as at 30 June 2013 were approximately US$0.5 billion. If the Group were to lose these cases the Group believes it could incur a loss of up to the outstanding amount of the RMBS at the time of judgment (taking into account further principal payments after 30 June 2013), plus any cumulative losses on the RMBS at such time and any interest, fees and costs, less the market value of the RMBS at such time. The Group has estimated the total market value of these RMBS as at 30 June 2013 to be approximately US$1.6 billion. The Group may be entitled to indemnification for a portion of any losses. These figures do not include two related class actions brought on behalf of a putative class of investors in RMBS issued by Countrywide and underwritten by other underwriters, in which the Group is indemnified by Countrywide, or a second lawsuit commenced by the National Credit Union Administration in the second half of 2013 related to $293 million of additional RMBS.

Devonshire Trust

On 13 January 2009, the Bank commenced an action in the Ontario Superior Court (the "**Court**") seeking an order that its early terminations earlier that day of two credit default swaps under an ISDA Master Agreement with the Devonshire Trust ("**Devonshire**"), an asset-backed commercial paper conduit trust, were valid. On the same day, Devonshire purported to terminate the swaps on the ground that the Bank had failed to provide liquidity support to Devonshire's commercial paper when required to do so. On 7 September 2011, the Court ruled that the Bank's early terminations were invalid, Devonshire's early terminations were valid and, consequently, Devonshire was entitled to receive back from Barclays PLC cash collateral of approximately C$533 million together with accrued interest thereon. The Bank appealed the Court's decision to the Court of Appeal for Ontario. On 26 July 2013, the Court of Appeal delivered its decision dismissing the Bank's appeal. Barclays PLC is currently considering its options with respect to the decision. If the Court of Appeal's decision were to be unaffected by future proceedings, the Bank estimates that its loss would be approximately C$500 million, less any impairment provisions recognised to date. Barclays PLC has updated these provisions to take full account of the Court of Appeal's decision.

LIBOR and other Benchmarks Civil Actions

Following the settlements of the Investigations referred to in "Competition and Regulatory Matters – Investigations into LIBOR, ISDAfix and other Benchmarks", a number of individuals and corporates in a range of jurisdictions have threatened or brought civil actions against the Barclays PLC group in relation to LIBOR and/or other benchmarks. As at the date of this Offering Circular, it is not possible to estimate the Group's possible loss in relation to these claims or what effect, if any, they might have upon operating results, cash flows or the Group's financial position in any particular financial period.

The Bank and other banks have been named as defendants in class action and non-class action lawsuits pending in United States Federal Courts in connection with their roles as contributor panel banks to US Dollar LIBOR, the first of which was filed on 15 April 2011. The complaints are substantially similar and allege, amongst other things, that the Bank and the other banks individually and collectively violated various provisions of the Sherman Act, the US Commodity Exchange Act, the Racketeer Influenced and Corrupt Organizations Act (RICO) and various state laws by suppressing or otherwise manipulating US Dollar LIBOR rates. The lawsuits seek an unspecified amount of damages with the exception of two lawsuits, in which the plaintiffs are seeking a combined total of approximately $810 million in actual damages against all defendants, including the Bank, plus punitive damages. Some of the lawsuits also seek trebling of damages under the Sherman and RICO Acts. The proposed class actions purport to be brought on behalf of (amongst others) plaintiffs that (i) engaged in US Dollar LIBOR-linked over-the-counter transactions; (ii)

purchased US Dollar LIBOR-linked financial instruments on an exchange; (iii) purchased US Dollar LIBOR-linked debt securities; (iv) purchased adjustable-rate mortgages linked to US Dollar LIBOR; or (v) issued loans linked to US Dollar LIBOR. The majority of the US Dollar LIBOR cases are consolidated before one United States District Court in the Southern District of New York (the "**Court**"). On 29 March 2013, the Court issued a decision dismissing the majority of claims against the Bank and other panel bank defendants in six leading cases, including three proposed class actions..

Following the decision, plaintiffs in the three proposed class actions moved the Court for permission to either file an amended complaint or appeal an aspect of the decision.

On 23 August 2013, the Court issued an order denying the majority of the motions presented by the three proposed class action plaintiffs. As a result of this order, a proposed class action pertaining to the purchase of U.S. Dollar LIBOR-linked debt securities has been dismissed entirely; the claims alleged in a proposed class action pertaining to the purchase of U.S. Dollar-linked financial instruments on an exchange are limited to claims under the US Commodity Exchange Act; and the claims in a proposed class action relating to allegations of plaintiffs that engaged in U.S. Dollar LIBOR-linked over-the-counter transactions are limited to claims for unjust enrichment and breach of implied covenant of good faith and fair dealing . On 17 September 2013 and 24 September 2013, plaintiffs in one class action and three individual actions, all of which were dismissed by Judge Buchwald's 29 March decision, filed notices of appeal. On 30 October 2013, the Second Circuit dismissed the appeals because it found the Court has not yet entered final judgment. On 31 October 2013, the Court denied the requests of other plaintiffs to appeal the 29 March decision. Accordingly, there are currently no claims decided by Judge Buchwald on appeal.

Until there are further decisions, the ultimate impact of the Courts 29 March and 23 August decision will be unclear, although it is possible that the decision will be interpreted by courts to affect other litigation, including the actions described below, some of which concern different benchmark interest rates.

An additional individual US Dollar LIBOR action was commenced on 13 February 2013 in the United States District Court for the Southern District of New York against the Bank and other banks. Plaintiffs allege that defendants conspired to increase US Dollar LIBOR, which caused the value of bonds pledged as collateral for a loan to decrease, ultimately resulting in the sale of the bonds at the bottom of the market. This action has been assigned to a different judge in the Southern District of New York, and is proceeding on a different schedule than is the consolidated action, with a motion to dismiss to be fully submitted to the court by the end of 2013.

An additional class action was commenced on 30 April 2012 in the United States District Court for the Southern District of New York against the Bank and other Japanese Yen LIBOR panel banks by plaintiffs involved in exchange-traded derivatives. The complaint also names members of the Japanese Bankers Association's Euroyen Tokyo Interbank Offered Rate ("**TIBOR**") panel, of which the Bank is not a member. The complaint alleges, amongst other things, manipulation of the Euroyen TIBOR and Yen LIBOR rates and breaches of US antitrust laws between 2006 and 2010. The defendants have filed a motion to dismiss, which was fully submitted to the court on 27 September 2013. Oral argument on the motion to dismiss is scheduled for 29 January 2014.

On 31 October 2013, Fannie Mae filed suit in the Southern District of New York against nine LIBOR panel banks, including the Bank, and the BBA, claiming an estimated $800 million in damages, plus an unspecified amount of punitive damages. In the complaint, Fannie Mae alleges the banks suppressed the US Dollar LIBOR rate causing Fannie Mae to lose at least $332 million on interest rate swaps that it used to hedge the risks of mortgage investments. Fannie Mae also alleges that it suffered damages as a result of its purchase of other LIBOR-indexed products, including mortgages, mortgage backed securities, and variable-rate loans. It is not practicable at this stage for the Bank to provide an estimate of the impact of this suit by Fannie Mae.

On 12 February 2013, a class action was commenced against the Bank and other EURIBOR panel banks by plaintiffs that purchased or sold a NYSE LIFFE EURIBOR futures contract. An amended complaint was filed on 2 November 2013, which expanded the purported class to include purchasers of "Euro currency futures contracts" on the Chicago Mercantile Exchange and purchasers of interest

rate swaps and other financial instruments linked to Euribor entered into by a U.S. person or entity from a location within the U.S. The amended complaint alleges manipulation of the EURIBOR rate and violations of the U.S. Commodity Exchange Act and Sherman Act beginning as early as 1 June 2005 and continuing through 31 March 2011. The action is currently pending in the United States District Court for the Southern District of New York. The plaintiffs have indicated that they plan to file a second amended complaint in early 2014.

In addition, the Bank has been granted conditional leniency from the DOJ-AD in connection with potential US antitrust law violations with respect to financial instruments that reference EURIBOR. As a result of that grant of conditional leniency, the Bank is eligible for (i) a limit on liability to actual rather than treble damages if damages were to be awarded in any civil antitrust action under US antitrust law based on conduct covered by the conditional leniency and (ii) relief from potential joint-and-several liability in connection with such civil antitrust action, subject to the Bank satisfying the DOJ and the court presiding over the civil litigation of its satisfaction of its cooperation obligations.

The Bank has also been named as a defendant along with four current and former officers and directors of the Bank in a proposed securities class action pending in the United States District Court for the Southern District of New York in connection with the Bank's role as a contributor panel bank to LIBOR. The complaint principally alleges that the Bank's Annual Reports for the years 2006 to 2011 contained misstatements and omissions concerning (amongst other things) the Bank's compliance with its operational risk management processes and certain laws and regulations. The complaint also alleged that the Bank's daily US Dollar LIBOR submissions constituted false statements in violation of US securities law. The complaint was brought on behalf of a proposed class consisting of all persons or entities that purchased American Depositary Receipts sponsored by the Bank on an American securities exchange between 10 July 2007 and 27 June 2012. The complaint asserts claims under Sections 10(b) and 20(a) of the US Securities Exchange Act 1934. On 13 May 2013, the court granted the Bank's motion to dismiss the complaint in its entirety. Plaintiffs' motion for reconsideration of that dismissal was denied on 13 June 2013. Plaintiffs filed a notice of appeal with the United States Court of Appeals for the Second Circuit on 12 July 2013 and the appeal was fully submitted to the Court of Appeals on 21 September 2013. No date has been set for oral argument on the appeal.

In addition to US actions, legal proceedings have been brought or threatened against the Bank in connection with alleged manipulation of LIBOR and EURIBOR, in a number of jurisdictions, including England and Wales and Italy. The number of such proceedings, the benchmarks to which they relate and the jurisdiction in which they may be brought are anticipated to increase over time.

It is not practicable to provide an estimate of the financial impact of the potential exposure of any of the actions described or what effect, if any, that they might have upon operating results, cash flows or the Group's financial position in any particular period.

Civil Action in Respect of Foreign Exchange Trading

On 1 November 2013, a civil action on behalf of a purported class of plaintiffs was filed in the U.S. District Court for the Southern District of New York alleging manipulation of foreign exchange markets in violation of the US Sherman Act and naming several international banks as defendants, including the Bank. It is not practicable at this stage for the Group to predict the impact of the civil action or any additional civil actions that may be commenced in the future.

Please see "Competition and Regulatory Matters — Investigations into foreign exchange trading" for a discussion of litigation arising in connection with the Investigations.

Other Legal and Regulatory Proceedings

Barclays PLC, the Bank and the Barclays PLC group are engaged in various other legal and regulatory proceedings both in the United Kingdom and a number of overseas jurisdictions, including the United States, involving claims by and against it which arise in the ordinary course of business, including debt collection, consumer claims and contractual disputes. The Group does not

expect the ultimate resolution of any of these other proceedings to which the Group is party to have a material adverse effect on its results of operations, cash flows or the financial position of the Group and the Group has not disclosed the contingent liabilities associated with these claims either because they cannot reliably be estimated or because such disclosure could be prejudicial to the conduct of the claims. Provisions have been recognised for those cases where the Group is able reliably to estimate the probable loss where the probable loss is not de minimis.

In relation to Card Protection Plan Limited ("**CPP**"), on the 22 August 2013 the FCA announced that it had reached an agreement with CPP and 13 high street banks and credit card issuers, including Barclays PLC, for redress to be paid to customers who were mis-sold CPP's Card Protection and Identity Protection policies. As at 30 June 2013, a provision, based upon a number of assumptions including expected customer response rates, was held for the cost of redress and associated operational costs. Taking into account information known at this early stage of the redress process, Barclays PLC considers that its existing provision is adequate.

Significant Change Statement

There has been no significant change in the financial or trading position of the Group since 30 June 2013.

Material Adverse Change Statement

There has been no material adverse change in the prospects of the Bank or the Group since 31 December 2012.

Legal Proceedings

Save as disclosed under "The Bank and the Group — Competition and Regulatory Matters" (other than under the headings "— Regulatory change" and "— Interchange") and "The Bank and the Group — Legal Proceedings" above (other than under the heading "— Other"), no member of the Group is or has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Bank is aware), which may have or have had during the 12 months preceding the date of this Offering Circular, a significant effect on the financial position or profitability of the Bank and/or the Group."

Auditors

The annual consolidated and unconsolidated financial statements of the Issuer for the two years ended 31 December 2011 and 31 December 2012 have been audited without qualification by PricewaterhouseCoopers of Southwark Towers, 32 London Bridge Street, London SE1 9SY, chartered accountants and registered auditors (authorised and regulated by the FCA for designated investment business).

General Information

The Issuer accepts responsibility for the information contained in 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 this Supplementary Offering Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

Terms defined in the Offering Circular shall, unless the context otherwise requires, have the same meanings 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 the other supplements to the Offering Circular. To the extent that there is any inconsistency between (a) any statement in 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.

References to the Offering Circular shall hereafter mean the Offering Circular as supplemented by this Supplementary Offering Circular. The Issuer has taken all reasonable care to ensure that the information contained in the Offering Circular, as supplemented by 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 and accepts responsibility accordingly. Save as disclosed in this Supplementary Offering Circular, no significant new factor, material mistake or inaccuracy relating to the information included the Offering Circular which is capable of affecting the assessment of the securities issued pursuant to the Offering Circular 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.

Barclays

The date of this Supplementary Offering Circular is 30 December 2013.