SUPPLEMENTARY OFFERING CIRCULAR **5/2014**

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

Pursuant to the Global Structured Securities Programme

This supplementary offering circular dated 9 April 2014 (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, 10 October 2013 and 30 December 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 joint Annual Report of Barclays PLC and the Bank.**

Incorporation by reference of the sections set out below from the joint Annual Report of the Issuer and Barclays PLC, as filed with the US Securities and Exchange Commission ("**SEC**") on Form 20 F in respect of the years ended 31 December 2012 and 31 December 2013 ("**Joint Annual Report**").

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(ii) **Incorporation by reference of the Annual Reports of the Bank.**

Incorporation by reference of the Annual Reports of the Bank containing the audited consolidated financial statements of the Bank in respect of the years ended 31 December 2012 and 31 December 2013.

(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 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 whole of the issued ordinary share capital of the Bank is beneficially owned by Barclays PLC. Barclays PLC (together with its subsidiary undertakings (the "**Barclays Group**") is the ultimate holding company of the Barclays Group and is one of the largest financial services companies in the world by market capitalisation.

The Barclays Group 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 its predecessor companies, the Group has over 300 years of history and expertise in banking. Today the Group operates in over 50 countries and, as at 31 December 2013, employed approximately 140,000 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.

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 2013, the Group had total assets of £1,312,840m (2012: £1,488,761m), total net loans and advances[1] of £468,664m (2012: £464,777m), total deposits[2] of £482,770m (2012: £ 462,512m), and total shareholders' equity of £63,220m (2012: £59,923m) (including non-controlling interests of £2,211m (2012: £2,856m)). The profit before tax from continuing operations of the Group for the year ended 31 December 2013 was £2,855m (2012: £650m) after credit impairment charges and other provisions of £3,071m (2012: £3,340m). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Bank for the year ended 31 December 2013.

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 ("**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]Total net loans and advances include balances relating to both bank and customer accounts.

[2]Total deposits include deposits from bank and customer accounts.

£1.3bn 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.

PRA Capital Adequacy Review

In 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 the Barclays Group, held capital resources equivalent to 7% of their risk weighted assets. As part of its review, the PRA also introduced a 3% leverage ratio target, which the PRA requested the Barclays Group plan to achieve by 30 June 2014. The PRA's calculations for both capital and leverage ratios were based on CRD IV definitions, applied on a fully loaded basis with further prudential adjustments.

In order to achieve these targets within the PRA's expected timeframes the Barclays 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 Barclays Group executed on this plan in 2013 by completing an underwritten rights issue to raise approximately £5.8bn (net of expenses) in common equity tier 1 capital; issuing £2.1bn (equivalent) CRD IV qualifying contingent convertible Additional Tier 1 securities with a 7% fully loaded CET1 ratio trigger; and reducing PRA leverage exposure to £1,363bn. These actions resulted in the Barclays Group reporting a fully loaded CRD IV CET1 ratio of 9.3% and an estimated PRA leverage ratio of just under 3% as at 31 December 2013.

Legal, Competition and Regulatory Matters

The Barclays Group faces legal, competition and regulatory challenges, many of which are beyond the Barclays Group's control. The extent of the impact on the Barclays Group of the legal, competition and regulatory matters in which the Barclays Group is or may in the future become involved, cannot always be predicted but may materially impact the Barclays Group's results of operations, financial condition and prospects.

Lehman Brothers

Background Information

In September 2009, motions were filed in the United States Bankruptcy Court for the Southern District of New York ("**Bankruptcy Court**") by Lehman Brothers Holdings Inc. ("**LBHI**"), the SIPA Trustee for Lehman Brothers Inc. ("**Trustee**") and the Official Committee of Unsecured Creditors of Lehman Brothers Holdings Inc. ("**Committee**"). All three motions challenged certain aspects of the transaction pursuant to which Barclays Capital Inc. ("**BCI**") and other companies in the Barclays Group acquired most of the assets of Lehman Brothers Inc. ("**LBI**") in September 2008, as well as the court order approving the sale ("**Sale**"). The claimants sought an order voiding the transfer of certain assets to BCI, requiring BCI to return to the LBI estate any excess value BCI allegedly received, and declaring that BCI is not entitled to certain assets that it claims pursuant to the Sale documents and order approving the Sale ("**Rule 60 Claims**"). In January 2010, BCI filed its response to the motions and also filed a motion seeking delivery of certain assets that LBHI and LBI had 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, "**Contract Claims**").

Status

In February 2011, the Bankruptcy Court issued an Opinion rejecting the Rule 60 Claims and deciding some of the Contract Claims in the Trustee's favour and some in favour of the Barclays Group. In July 2011, the Bankruptcy Court entered final Orders implementing its Opinion. The Barclays Group and the Trustee each appealed the Bankruptcy Court's adverse rulings on the Contract Claims to the US District Court for the Southern District of New York ("**SDNY**"). LBHI and the Committee did not appeal the Bankruptcy Court's ruling on the Rule 60 Claims. After briefing and argument, the SDNY issued an Opinion in June 2012, reversing one of the Bankruptcy Court's rulings on the Contract Claims that had been adverse to the Barclays Group and affirming the Bankruptcy Court's other rulings on the Contract Claims. In July 2012, the SDNY issued an amended Opinion, correcting certain errors but not otherwise modifying the rulings, along with an agreed judgement implementing the rulings in the Opinion ("**Judgement**"). Under the Judgement, the Barclays Group is entitled to receive: (i) $1.1bn (£0.7bn) from the Trustee in respect of 'clearance box' assets (Clearance Box Assets); and (ii) property held at various institutions in

respect of the exchange traded derivatives accounts transferred to BCI in the Sale ("**ETD Margin**"). The Trustee has appealed the SDNY's adverse rulings to the US Court of Appeals for the Second Circuit ("**Second Circuit**"). The current Judgement is stayed pending resolution of the Trustee's appeal.

Approximately $4.3bn (£2.6bn) of the assets to which the Barclays Group is entitled as part of the acquisition had not been received by 31 December 2013, approximately $2.7bn (£1.6bn) of which have been recognised as a receivable on the balance sheet as at that date. The unrecognised amount, approximately $1.6bn (£1.0bn) as of 31 December 2013 effectively represents a provision against the uncertainty inherent in the litigation and potential post-appeal proceedings and issues relating to the recovery of certain assets held by an institution outside the US. To the extent the Barclays Group ultimately receives in the future assets with a value in excess of the approximately $2.7bn (£1.6bn) recognised on the balance sheet as of 31 December 2013, it would result in a gain in income equal to such excess. It appears that the Trustee may dispute the Barclays Group's entitlement to certain of the ETD Margin even in the event the Barclays Group prevails in the pending Second Circuit appeal proceedings. Moreover, there is uncertainty regarding recoverability of a portion of the ETD Margin not yet delivered to the Barclays Group that is held by an institution outside the US. Thus, the Barclays Group cannot reliably estimate how much of the ETD Margin the Barclays Group is ultimately likely to receive. Nonetheless, if the SDNY's rulings are unaffected by future proceedings, but conservatively assuming the Barclays Group does not receive any ETD Margin that the Barclays Group believes may be subject to a post-appeal challenge by the Trustee or to uncertainty regarding recoverability, the Barclays Group will receive assets in excess of the $2.7bn (£1.6bn) recognised as a receivable on the Barclays Group's balance sheet as at 31 December 2013. In a worst case scenario in which the Second Circuit reverses the SDNY's rulings and determines that the Barclays Group is not entitled to any of the Clearance Box Assets or ETD Margin, the Barclays Group estimates that, after taking into account its effective provision, its total losses would be approximately $6bn (£3.6bn). Approximately $3.3bn (£2bn) of that loss would relate to Clearance Box Assets and ETD Margin previously received by the Barclays Group 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, the Barclays Group is satisfied with the valuation of the asset recognised on its balance sheet and the resulting level of effective provision.

Other

In May 2013 Citibank N.A. ("**Citi**") filed an action against the Bank in the SDNY alleging breach of an indemnity contract. In November 2008, the Bank provided an indemnity to Citi in respect of losses incurred by Citi between 17 and 19 September 2008 in performing foreign exchange settlement services for LBI as LBI's designated settlement member with CLS Bank International. Citi did not make a demand for payment under this indemnity until 1 February 2013 when it submitted a demand that included amounts which the Barclays Group concluded it was not obligated to pay. Citi proceeded to file the action in May 2013, in which it claimed that the Barclays Group was responsible for a 'principal loss' of $90.7m, but also claimed that the Bank was obligated to pay Citi for certain alleged 'funding losses' from September 2008 to December 2012. In a June 2013 filing with the Court, Citi claimed that, in addition to the $90.7m principal loss claim, it was also claiming funding losses in an amount of at least $93.5m, consisting of alleged interest losses of over $55m and alleged capital charges of $38.5m. Both parties filed motions for partial summary judgement, and in November 2013 the SDNY ruled that: (i) Citi may only claim statutory prejudgment interest from 1 February 2013, the date upon which it made its indemnification demand on the Bank; (ii) to the extent that Citi can prove it incurred actual funding losses in the form of interest and capital charges between September 2008 and December 2012, it is entitled to recover these losses under the indemnity provided by the Bank; and (iii) the Bank is entitled under the contract to demonstrate, as a defence to the funding loss claim, that Citi had no funding losses between September 2008 and December 2012 due to the fact that it held LBI deposits during that period in an amount greater than the principal amount Citi claims it lost in performing CLS services for LBI between 17 and 19 September 2008. Citi and the Bank have reached an agreement in principle to settle this action (subject to negotiation and execution of definitive documentation).

American Depositary Shares

Background Information

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 consolidated in

the SDNY. The consolidated amended complaint, filed in February 2010, asserted claims under Sections 11, 12(a)(2) and 15 of the Securities Act of 1933, alleging that registration statements relating to American Depositary Shares representing preferred stock, series 2, 3, 4 and 5 ("**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.

Status

In January 2011, the SDNY granted the defendants' motion to dismiss the complaint in its entirety, closing the case. In February 2011, the plaintiffs filed a motion asking the SDNY to reconsider in part its dismissal order, and, in May 2011, the SDNY denied in full the plaintiffs' motion for reconsideration. The plaintiffs appealed both the dismissal and the denial of the motion for reconsideration to the Second Circuit.

In 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 a second amended complaint in relation to the series 5 offering claims, and remanded the action to the SDNY for further proceedings consistent with the Second Circuit's decision. In September 2013, the plaintiffs filed a second amended complaint, which purports to assert claims concerning the series 5 offering as well as dismissed claims concerning the series 2, 3 and 4 offerings, and the defendants have moved to dismiss.

The Bank considers that these Preferred Stock ADS-related claims against it are without merit and is defending them vigorously.

Mortgage-Related Activity and Litigation

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

In connection with the Barclays Group's loan sales and sponsored private-label securitisations, the Barclays 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 Barclays Group was the sole provider of R&Ws with respect to approximately $5bn of Barclays Group sponsored securitizations, approximately $0.2bn of sales of loans to GSEs, and approximately $3bn 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 $1bn of loans sold to others for which R&Ws expired prior to 2012, there are no stated expiration provisions applicable to the R&Ws made by the Barclays Group or the Acquired Subsidiary. The Barclays Group's R&Ws with respect to the $3bn 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 Barclays Group on approximately $5bn of the Barclays Group's sponsored securitisations discussed above. R&Ws on the remaining approximately $34bn of the Barclays Group's sponsored securitisations were primarily provided by third party originators directly to the securitisation trusts with a Barclays Group subsidiary, as depositor to the securitisation trusts, providing more limited R&Ws. Under certain circumstances, the Barclays Group and/or the Acquired Subsidiary may be required to repurchase the related loans or make other payments related to such loans if the R&Ws are breached. The unresolved repurchase requests received on or before 31 December 2013 associated with all R&Ws made by the Barclays Group or the Acquired Subsidiary on loans sold to GSEs and others and private-label activities had an original unpaid principal balance of approximately $1.7bn at the time of such sale.

Repurchase Claims

Substantially all of the unresolved repurchase requests discussed above relate to civil actions that have been commenced by the trustees for certain residential mortgage-backed securities ("**RMBS**") securitisations, in which the trustees allege that the Barclays Group and/or the Acquired Subsidiary

must repurchase loans that violated the operative R&Ws. The trustees in these actions have alleged that the operative R&Ws may have been violated with respect to a greater (but unspecified) amount of loans than the amount of loans previously stated in specific repurchase requests made by such trustees.

Residential Mortgage-Backed Securities Claims

The US Federal Housing Finance Agency ("**FHFA**"), acting for two US government-sponsored enterprises, Fannie Mae and Freddie Mac, filed lawsuits against 17 financial institutions in connection with Fannie Mae's and Freddie Mac's purchases of 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 Barclays 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 Fannie Mae's and Freddie Mac's alleged monetary losses arising out of their ownership of the RMBS. The complaints are similar to a number of other civil actions filed against the Bank and/or certain of its affiliates by a number of other plaintiffs relating to purchases of RMBS. The Barclays Group considers that the claims against it are without merit and intends to defend them vigorously.

The original face amount of RMBS related to the claims against the Barclays Group in the FHFA actions and the other civil actions referred to above against the Barclays Group totalled approximately $9bn, of which approximately $2.6bn was outstanding as at 31 December 2013. Cumulative losses reported on these RMBS as at 31 December 2013 were approximately $0.5bn. If the Barclays Group were to lose these actions the Barclays Group believes it could incur a loss of up to the outstanding amount of the RMBS at the time of judgement (taking into account further principal payments after 31 December 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 and less any reserves taken to date. The Barclays Group has estimated the total market value of these RMBS as at 31 December 2013 to be approximately $1.6bn. The Barclays Group may be entitled to indemnification for a portion of such losses.

Regulatory Inquiries

The Barclays Group has received inquiries, including subpoenas, from various regulatory and governmental authorities regarding its mortgage-related activities, and is cooperating with such inquiries.

Devonshire Trust

Background Information

In January 2009, the Bank commenced an action in the Ontario Superior Court seeking an order that its early terminations 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 that the Bank terminated the swaps, 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.

Status

In September 2011, the Ontario Superior 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 the Bank cash collateral of approximately C$533m together with accrued interest. The Bank appealed the Ontario Superior Court's decision to the Court of Appeal for Ontario. In July 2013, the Court of Appeal delivered its decision dismissing the Bank's appeal. In September 2013, the Bank sought leave to appeal the decision to the Supreme Court of Canada. In January 2014, the Supreme Court of Canada denied the Bank's application for leave to appeal the decision of the Court of Appeal. The Bank is considering its continuing options with respect to this matter. If the Court of Appeal's decision is unaffected by any future proceedings, the Bank estimates that its loss would be approximately C$500m, less any impairment provisions recognised to date. These provisions take full account of the Court of Appeal's decision.

LIBOR and other Benchmarks Civil Actions

Following the settlements of the investigations referred to below in '*Investigations into LIBOR, ISDAfix, other benchmarks and foreign exchange rates*', a number of individuals and corporates in a range of jurisdictions have threatened or brought civil actions against the Barclays Group in relation to LIBOR and/or other benchmarks. The majority of the USD LIBOR cases, which have been filed in various US jurisdictions, have been consolidated for pre-trial purposes in the US District Court for the Southern District of New York ("**MDL Court**"). The complaints are substantially similar and allege, amongst other things, that the Bank and the other banks individually and collectively violated provisions of the US Sherman Act, the US Commodity Exchange Act ("**CEA**"), the US Racketeer Influenced and Corrupt Organizations Act ("**RICO**") and various state laws by manipulating USD LIBOR rates. The lawsuits seek unspecified damages with the exception of three lawsuits, in which the plaintiffs are seeking a combined total of approximately $910m in actual damages against all defendants, including the Bank, plus punitive damages. Some of the lawsuits seek trebling of damages under the US Sherman Act and RICO. Certain of the civil actions are proposed class actions that purport to be brought on behalf of (amongst others) plaintiffs that (i) engaged in USD LIBOR-linked over-the-counter transactions ("**OTC Class**"); (ii) purchased USD LIBOR-linked financial instruments on an exchange (Exchange-Based Class); (iii) purchased USD LIBOR-linked debt securities ("**Debt Securities Class**"); (iv) purchased adjustable-rate mortgages linked to USD LIBOR; or (v) issued loans linked to USD LIBOR.

In March 2013, the MDL Court issued a decision dismissing the majority of claims against the Bank and the other banks in three lead proposed class actions ("**Lead Class Actions**") and three lead individual actions ("**Lead Individual Actions**"). Following the decision, plaintiffs in the Lead Class Actions sought permission to either file an amended complaint or appeal an aspect of the March 2013 decision. In August 2013, the MDL Court denied the majority of the motions presented in the Lead Class Actions. As a result, the Debt Securities Class has been dismissed entirely; the claims of the Exchange-Based Class have been limited to claims under the CEA; and the claims of the OTC Class have been limited to claims for unjust enrichment and breach of the implied covenant of good faith and fair dealing. Subsequent to the MDL Court's March 2013 decision, the plaintiffs in the Lead Individual Actions filed a new action in California state court (since moved to the "**MDL Court**") based on the same allegations as those initially alleged in the proposed class action cases discussed above. Various plaintiffs may attempt to bring appeals of some or all of the MDL Court's decisions in the future.

Additionally, a number of other actions before the MDL Court remain stayed, pending further proceedings in the Lead Class Actions.

Until there are further decisions, the ultimate impact of the MDL Court's decisions will be unclear, although it is possible that the decisions will be interpreted by courts to affect other litigation, including the actions described below, some of which concern different benchmark interest rates.

The Bank and other banks also have been named as defendants in other individual and proposed class actions filed in other US District Courts in which plaintiffs allege, similar to the plaintiffs in the USD LIBOR cases referenced above, that in various periods defendants either individually or collectively manipulated the USD LIBOR, Yen LIBOR, Euroyen TIBOR and/or EURIBOR rates. Plaintiffs generally allege that they transacted in loans, derivatives and/or other financial instruments whose values are affected by changes in USD LIBOR, Yen LIBOR, Euroyen TIBOR and/or EURIBOR, and assert claims under federal and state law. In October 2012, the US District Court for the Central District of California dismissed a proposed class action on behalf of holders of adjustable rate mortgages linked to USD LIBOR. Plaintiffs have appealed, and briefing of the appeal is complete.

Barclays PLC has been granted conditional leniency from the Antitrust Division of the US Department of Justice ("**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, Barclays PLC 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 Barclays PLC satisfying the DOJ-AD and the court presiding over the civil litigation of its satisfaction of its cooperation obligations.

Barclays PLC, the Bank and BCI have also been named as defendants along with four former officers and directors of the Bank in a proposed securities class action pending in the SDNY in connection with the Bank's role as a contributor panel bank to LIBOR. The complaint asserts claims under Sections 10(b) and 20(a) of the US Securities Exchange Act 1934, principally alleging 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 alleges that the Bank's daily USD 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 Barclays PLC-sponsored American Depositary Receipts on a US securities exchange between 10 July 2007 and 27 June 2012. In May 2013, the court granted the Bank's motion to dismiss the complaint in its entirety. Plaintiffs have appealed, and briefing of the appeal is complete.

In addition to US actions, legal proceedings have been brought or threatened against the Barclays Group in connection with alleged manipulation of LIBOR and EURIBOR, in a number of jurisdictions. The first of which in England and Wales, brought by Graiseley Properties Limited, is set down for trial in the High Court of Justice in April 2014. The number of such proceedings, the benchmarks to which they relate, and the jurisdictions in which they may be brought are anticipated to increase over time.

Civil Actions in Respect of Foreign Exchange Trading

Since November 2013, a number of civil actions have been filed in the SDNY on behalf of proposed classes of plaintiffs alleging manipulation of foreign exchange markets under the US Sherman Antitrust Act and New York state law and naming several international banks as defendants, including the Bank.

Please see below 'Investigations into LIBOR, ISDAfix, other benchmarks and foreign exchange rates' for a discussion of competition and regulatory matters connected to '*LIBOR and other Benchmark Civil Actions*'.

Investigations into LIBOR, ISDAfix, other Benchmarks and Foreign Exchange Rates

The FCA, the CFTC, the SEC, the US Department of Justice ("**DOJ**") Fraud Section ("**DOJ-FS**") and the DOJ-AD, the European Commission ("**Commission**"), the UK Serious Fraud Office ("**SFO**"), 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 ("**Investigations**") into submissions made by the Bank and other financial institutions to the bodies that set or compile various financial benchmarks, such as LIBOR and 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 £290m, 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 ("**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 £59.5m, 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 $200m 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 $160m 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 US 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 US by or against the Bank or its employees that alleges fraud or violations of the laws governing securities and commodities markets.

A breach of any of the NPA provisions could lead to prosecutions in relation to the Barclays Group's benchmark interest rate submissions and could have significant consequences for the Barclays Group's current and future business operations in the US.

The Bank also agreed to cooperate with the DOJ and other government authorities in the US 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 in June 2012, 31 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 in 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 in July 2012 that it had decided to investigate the LIBOR matter, in respect of which the Bank has received and continues to respond to requests for information.

The Commission has also been conducting investigations into the manipulation of, among other things, EURIBOR. On 4 December 2013, the Commission announced that it has reached a settlement with the Barclays Group and a number of other banks in relation to anti-competitive conduct concerning EURIBOR. The Barclays Group had voluntarily reported the EURIBOR conduct to the Commission and cooperated fully with the Commission's investigation. In recognition of this cooperation, the Barclays Group was granted full immunity from the financial penalties that would otherwise have applied.

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.

Various regulatory and enforcement authorities, including the FCA in the UK, the CFTC, the DOJ, the SEC and the New York State Department of Financial Services in the US, and the Hong Kong Monetary Authority are investigating foreign exchange trading, including possible attempts to manipulate certain benchmark currency exchange rates or engage in other activities that would benefit their trading positions. Certain of these investigations involve multiple market participants in various countries. The Bank has received enquiries from certain of these authorities related to their particular investigations, and from other regulators interested in foreign exchange issues. The Barclays Group is reviewing its foreign exchange trading covering a several year period through October 2013 and is cooperating with the relevant authorities in their investigations.

For a discussion of litigation arising in connection with these investigations see '*LIBOR and other Benchmarks Civil Actions*' and '*Civil Actions in Respect of Foreign Exchange Trading*' above.

FERC

Background Information

The US Federal Energy Regulatory Commission ("**FERC**") Office of Enforcement investigated the Barclays Group's power trading in the western US with respect to the period from late 2006 through 2008. In October 2012, FERC issued an Order to Show Cause and Notice of Proposed Penalties ("**Order and Notice**") against the Bank and four of its former traders in relation to this matter. In the Order and Notice, FERC asserted that the Bank and its former traders violated 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. In July 2013, FERC issued an Order Assessing Civil Penalties in which it assessed a $435m civil penalty against the Bank and ordered the Bank to disgorge an additional $34.9m of profits plus interest (both of which are consistent with the amounts proposed in the Order and Notice).

Status

In October 2013, FERC filed a civil action against the Bank and its former traders in the US District Court in California seeking to collect the penalty and disgorgement amount. FERC's complaint in the civil action reiterates the allegations previously made by FERC in its October 2012 Order and Notice and its July 2013 Order Assessing Civil Penalties. The Bank is vigorously defending this action. The Bank and its former traders have filed a motion to dismiss the action for improper venue or, in the alternative, to transfer it to the SDNY, and a motion to dismiss the complaint for failure to state a claim. In September 2013, the Bank was contacted by the criminal division of the US 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.

BDC Finance L.L.C.

Background Information

In October 2008, BDC Finance L.L.C. ("**BDC**") filed a complaint in the Supreme Court of the State of New York (NY Supreme Court) alleging that the Bank breached an ISDA Master Agreement and a Total Return Loan Swap Master Confirmation ("**Agreement**") governing a total return swap transaction when it failed to transfer approximately $40m of alleged excess collateral in response to BDC's October 2008 demand ("**Demand**"). BDC asserts that under the Agreement the Bank was not entitled to dispute the Demand before transferring the alleged excess collateral and that even if the Bank was entitled to do so, it failed to dispute the Demand. BDC demands damages totalling $297m plus attorneys' fees, expenses, and prejudgement interest.

Status

In August 2012, the NY Supreme Court granted partial summary judgement for the Bank, ruling that the Bank was entitled to dispute the Demand, before transferring the alleged excess collateral, but determining that a trial was required to determine whether the Bank actually did so. The parties cross-appealed to the Appellate Division of the NY Supreme Court ("**Appellate Division**"). In October 2013, the Appellate Division reversed the NY Supreme Court's grant of partial summary judgement to the Bank, and instead granted BDC's motion for partial summary judgement, holding that the Bank breached the Agreement. The Appellate Division did not rule on the amount of BDC's damages, which has not yet been determined by the NY Supreme Court. On 25 November 2013, the Bank filed a motion with the Appellate Division for reargument or, in the alternative, for leave to appeal to the New York Court of Appeals. In January 2014, the Appellate Division issued an order denying the motion for reargument and granting the motion for leave to appeal to the New York Court of Appeals. In September 2011, BDC's investment advisor, BDCM Fund Adviser, L.L.C. and its parent company, Black Diamond Capital Holdings, L.L.C. also sued the Bank and BCI in Connecticut state court for unspecified damages allegedly resulting from the Bank's conduct relating to the Agreement, asserting claims for violation of the Connecticut Unfair Trade Practices Act and tortious interference with business and prospective business relations. The parties have agreed to a stay of that case.

Interchange Investigations

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 Barclays 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 Barclays Group may be required to pay fines or damages and could be affected by legislation amending interchange rules.

Interest Rate Hedging Products

In 2012, the Financial Services Authority announced that a number of UK banks, including the Barclays Group, would conduct a review and redress exercise in respect of interest rate hedging products sold on or after 1 December 2001 to retail clients or private customers categorised as being 'non-sophisticated'. The Barclays Group sold interest rate hedging products to approximately 4,000 retail clients or private customers within the relevant timeframe, of which approximately 2,900 have been categorised as non-sophisticated.

As at 31 December 2013 the Barclays Group recognised a provision of $1,169m against the cost of redress for non-sophisticated customers and related costs, after cumulative utilisation of £331m to that date, primarily relating to administrative costs and £87m of redress costs incurred. An initial redress outcome had been communicated to nearly 30% of customers categorised as non-sophisticated that are being covered by the review.

While the Barclays Group expects that the provision as at 31 December 2013 will be sufficient to cover the full cost of completing the redress, the appropriate provision 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 current estimates.

Payment Protection Insurance Redress

Following the conclusion of the 2011 Judicial Review regarding the assessment and redress of PPI, the Barclays Group has raised provisions totalling £3.95bn against the cost of PPI redress and complaint handling costs. As at 31 December 2013 £2.98bn of the provision had been utilised, leaving a residual provision of £0.97bn.

The current provision is calculated using a number of key assumptions which continue to involve significant management judgement. The resulting provision represents the Barclays Group's best estimate of all future expected costs of PPI redress. However, it is possible the eventual outcome may differ from the current estimate and if this were to be material and adverse a further provision will be made, otherwise it is expected that any residual costs will be handled as part of normal operations. The provision also includes an estimate of the Barclays Group's claims handling costs and those costs associated with claims that are subsequently referred to the Financial Ombudsman Service (FOS).

The Barclays 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.

Credit Default Swap (CDS) Antitrust Investigations

Both the Commission and the DOJ-AD have commenced investigations in the CDS market (in 2011 and 2009, respectively). In July 2013 the 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 Commission does reach a decision in this matter it has indicated that it intends to impose sanctions. The Commission's sanctions can include fines. The DOJ-AD's investigation is a civil investigation and relates to similar issues. Proposed class actions alleging similar issues have also been filed in the US. The timing of these cases is uncertain.

Swiss/US Tax Programme

In August 2013, the DOJ and the Swiss Federal Department of Finance announced the Programme for Non-Prosecution Agreements or Non-Targeted letters for Swiss Banks ("**Programme**"). This agreement is the consequence of a long-running dispute between the US and Switzerland regarding tax obligations of US Related Accounts held in Swiss banks.

Barclays Bank (Suisse) SA and Barclays Bank PLC Geneva Branch are participating in the Programme, which requires a structured review of US accounts. This review is ongoing and the

outcome of the review will determine whether any agreement will be entered into or sanction applied to Barclays Bank (Suisse) SA and Barclays Bank PLC Geneva Branch. The deadline for completion of the review is 30 April 2014.

Investigations into Certain Agreements

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

The FCA issued warning notices ("**Warning Notices**") against Barclays PLC and the Bank in 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 £322m 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 group is £50m. Barclays PLC and the Bank continue to contest the findings.

The FCA proceedings are now subject to a stay pending progress in an investigation by the SFO into the same agreements. The SFO's investigation is at an earlier stage and the Barclays 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 Group's relationships with third parties who assist the Barclays 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.

General

The Barclays Group is engaged in various other legal, competition and regulatory matters both in the UK and a number of overseas jurisdictions which arise in the ordinary course of business from time to time. At the present time, the Barclays Group does not expect the ultimate resolution of any of these other matters to have a material adverse effect on its financial position.

The outcomes of legal, competition and regulatory matters, including those disclosed above, are difficult to predict. The Barclays Group has not disclosed an estimate of the potential financial effect on the Barclays Group of contingent liabilities arising from or associated with these matters where it is not practicable to do so or, in cases where it is practicable, where disclosure could prejudice conduct of the matters. Provisions have been recognised for those matters where the Barclays Group is able reliably to estimate the probable losses where the probable loss is not *de minimis*.

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 Barclays Group and their principal outside activities (if any) of significance to the Barclays Group are as follows:

Name	*Function(s) within the Barclays Group*	*Principal outside activities*
Sir David Walker	Chairman	Consultative Group on International Economic and Monetary Affairs, Inc. (Group of Thirty)
		Cicely Saunders

Name	*Function(s) within the Barclays Group*	*Principal outside activities*
		International
Antony Jenkins	Barclays Group Chief Executive	Director, The Institute of International Finance; Member, International Advisory Panel of the Monetary Authority of Singapore
Tushar Morzaria	Barclays Group Finance Director	
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; Director, Endesa SA
Simon Fraser	Non-Executive Director	Non-Executive Director, Fidelity Japanese Values Plc and Fidelity European Values Plc; Chairman, Foreign & Colonial Investment Trust PLC; Chairman, The 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; Member, Prime Minister's Business Advisory Group
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 Barclays Group Executive

Name	*Function(s) within the Barclays Group*	*Principal outside activities*
		Committee of ABB Limited; Advisory Board Member, world economic Forum: Davos Open Forum (2013-2015)
Frits van Paasschen	Non-Executive Director	CEO and President of Starwood Hotels and Resorts Worldwide Inc.; CEO, Coors Brewing Co.
Mike Ashley	Non-Executive Director	Member, HM Treasury Audit Committee
Wendy Lucas-Bull	Non-Executive Director; Chairman of Barclays Africa Group Limited	
Stephen Thieke	Non-Executive Director	

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 31 December 2013, the total number of persons employed by the Barclays Group (full time equivalents) was approximately 140,000 (31 December 2012: 139,200).

Significant Change Statement

There has been no significant change in the financial or trading position of the Barclays Group since 31 December 2013.

Material Adverse Change Statement

There has been no material adverse change in the prospects of the Bank or the Barclays Group since 31 December 2013.

Legal Proceedings

Save as disclosed under 'The Bank and the Barclays Group — Legal, Competition and Regulatory Matters' (other than under the heading 'General'), no member of the Barclays 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 Supplementary Offering Circular, a significant effect on the financial position or profitability of the Bank and/or the Barclays Group.

Auditors

The annual consolidated and unconsolidated financial statements of the Issuer for the two years ended 31 December 2012 and 31 December 2013 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 9 April 2014.