

21 November 2016

REGISTRATION DOCUMENT SUPPLEMENT

SUPPLEMENT 2/2016



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

Pursuant to the Global Structured Securities Programme

This supplement dated 21 November 2016 (the "**Supplement**") is supplemental to and must be read in conjunction with the Registration Document 3/2016 dated 1 June 2016 (the "**Registration Document**"), as supplemented by Supplement 1/2016 dated 15 August 2016 of Barclays Bank PLC in its capacity as issuer (the "**Issuer**") in respect of its Global Structured Securities Programme (the "**Programme**"). This Supplement constitutes a supplement for the purposes of Directive 2003/71/EC (and amendments thereto) and Section 87G of the UK Financial Services and Markets Act 2000 ("**FSMA**").

Terms defined in the Registration Document shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

The purpose of this Supplement is to amend and supplement the "Information Incorporated by Reference" and "The Issuer and the Group" sections of the Registration Document due to the release of the Q3 2016 Results (each as defined in the section "**Information Incorporated by Reference**") as set out below.

(A) INFORMATION INCORPORATED BY REFERENCE

Following the release of the Q3 2016 Results, the information in the "Information Incorporated by Reference" section of the Registration Document is supplemented by:

- (i) adding the following documents to the list of documents incorporated by reference:
 - (1) the joint unaudited Q3 2016 results announcement of Barclays PLC and the Issuer in respect of the nine months ended 30 September 2016 as filed with the SEC on Form 6-K on 27 October 2016 (the "**Q3 2016 Results**").
- (ii) adding the following page references in respect of the Q3 2016 Results to the cross-reference lists:

From the Q3 2016 Results

Exhibit 99.1 - Results of Barclays PLC Group as of, and for the nine months ended, 30 September 2016	Pages 5 – 62 of Exhibit 99.1
Performance Highlights	Pages 3 – 5
Group Performance Review	Pages 6 – 9
Results by Business	
Barclays UK	Pages 10 – 11
Barclays International	Pages 12 – 13
Head Office	Page 14
Barclays Non-Core	Page 15
Africa Banking – Discontinued Operation	Page 16
Quarterly Results Summary	Page 17 - 19

Quarterly Core Results by Business	Page 20 – 24
Discontinued Quarterly Results Africa	Page 25
Performance Management	
Margins and balances	Page 26
Credit Risk	Page 27
Condensed Consolidated Financial Statements	Pages 28 - 30
Capital	Pages 31 – 33
Risk Weighted Assets	Page 34
Leverage	Pages 35-36
Shareholder Information	Page 37
Appendix 1 - Glossary	Pages 38- 62
Exhibit 99.2 and Exhibit 99.3 - Capitalisation and Indebtedness	Pages 63 – 64

Only information listed in the cross-reference lists above is incorporated by reference into the Registration Document.

For the purposes of the prospectus rules made under Section 73A of the FSMA and the Registration Document, the information incorporated by reference, either expressly or implicitly, into the Q3 2016 Results does not form any part of the Registration Document.

Information in the Q3 2016 Results which is not incorporated by reference into the Registration Document is either not relevant for the investor or is covered elsewhere in the Registration Document.

The above documents may be inspected during normal business hours at the registered office of the Issuer or at <https://www.home.barclays/barclays-investor-relations/results-and-reports/results.html>.

(B) THE ISSUER AND THE GROUP

Following the release of the Q3 2016 Results, the information in the "The Issuer and the Group" section of the Registration Document is supplemented as follows:

- (i) Deleting the sentence under "Legal Proceedings" and replacing it with the following:

"For a description of the governmental, legal or arbitration proceedings that the Issuer and the Group face, see Note 13 (*Provisions*) and Note 19 (*Legal, competition and regulatory matters*) to the financial statements of Barclays PLC on pages 79 to 80 and pages 83 to 94, respectively, of the Q2 2016 Interim Results Announcement and page 9 of the Q3 2016 Results under the section entitled "Other matters" for a description the updated provisions for the payment protection insurance redress. To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in, or incorporated by reference in the Registration Document, the statements in (a) above shall prevail."

- (ii) Under the information set out in "Directors", the description of James Staley's "function(s) within the Bank" shall be amended to read "Group Chief Executive Officer", the "principal outside activities" of Crawford Gillies and Dambisa Moyo shall be amended and the appointment of Mary Francis shall be added as follows:

Mary Francis CBE*	Non-Executive Director	Non-Executive Director, Barclays PLC; Non-Executive Director Swiss re Group, Non-Executive Director, Ensc o plc
Crawford Gillies	Non-Executive Director	Non-Executive Director, Barclays PLC; Chairman, Control Risks Group Limited; Senior Independent Director, SSE plc
Dambisa Moyo	Non-Executive Director	Non-Executive Director, Barclays PLC; Non-Executive Director, Chevron Corporation; Non-Executive Director, Barrick Gold Corporation; Non-Executive Director, Seagate

* Mary Francis was appointed as Non-Executive Director of Barclays PLC on 1 October 2016.

(iii) Deleting the sentence under "Significant Change Statement" and replacing it with the following:

"There has been no significant change in the financial or trading position of the Bank Group since 30 September 2016."

Investors should be aware of their rights under Section 87Q(4) to (6) of the Financial Services and Markets Act 2000. Investors who have agreed to purchase or subscribe for Securities before this Supplement was published have the right, exercisable within two working days after the date on which this Supplement is published, to withdraw their acceptances. Such right shall expire on 23 November 2016. Investors should contact the distributor from which they agreed to purchase or subscribe the Securities in order to exercise their withdrawal rights.

References to the Registration Document shall hereafter mean the Registration Document as supplemented by this Supplement. The Issuer has taken all reasonable care to ensure that the information contained in the Registration Document, as supplemented by this Supplement 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.

This Supplement has been approved by the United Kingdom Financial Conduct Authority, which is the United Kingdom competent authority for the purposes of the Prospectus Directive and the relevant implementing measures in the United Kingdom, as a supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the Issuer.



The date of this Supplement is 21 November 2016