

11 May 2016

PROSPECTUS SUPPLEMENT

COMBINED SUPPLEMENT 6/2015



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

Pursuant to the Global Structured Securities Programme

This prospectus supplement dated 11 May 2016 (the "**Prospectus Supplement**") is supplemental to, and must be read in conjunction with, each of the base prospectuses listed in the Schedule hereto, each such base prospectus as supplemented up to the date of this Prospectus Supplement, a "**Base Prospectus**" and together, the "**Base Prospectuses**") as prepared by Barclays Bank PLC in its capacity as issuer (the "**Issuer**") in respect of its Global Structured Securities Programme (the "**Programme**"). This Prospectus Supplement constitutes a supplement to the Base Prospectus for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005 and amended on 3 July 2012, and has been approved by the *Commission de Surveillance du Secteur Financier*, which is the competent authority in the Grand Duchy of Luxembourg for the purposes of the Prospectus Directive and the relevant implementing measures in the Grand Duchy of Luxembourg, as a prospectus supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the Grand Duchy of Luxembourg for the purpose of giving information with regard to the issue of securities under the Programme. This Prospectus Supplement and any documents incorporated by reference will be published on www.bourse.lu.

Terms defined in the Base Prospectuses shall, unless the context otherwise requires, have the same meanings when used in the Prospectus Supplement.

The purpose of this Prospectus Supplement is to amend and supplement certain information in the "Summary", "Risk Factors", "Information Incorporated by Reference" and "General Information" sections due to the release of the 2015 Joint Annual Report, 2015 Issuer Annual Report, March 2016 Group Strategy Update, Restatement Document and Q1 Interim Management Statement (each as defined below).

A) THE SUMMARY

Following the release of the 2015 Joint Annual Report, in respect of each Base Prospectus, the summary is amended by:

- i) replacing the information appearing in the third column of Element B.12 with the following:

"Based on the Bank Group's audited financial information for the year ended 31 December 2015, the Bank Group had total assets of £1,120,727m (2014: £1,358,693m), total net loans and advances¹ of £441,046m (2014: £470,424m), total deposits² of £465,387m (2014: £486,258m), and total shareholders' equity of £66,019m (2014: £66,045m) (including non-controlling interests of £1,914m (2014:

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.

£2,251m)). The profit before tax from continuing operations of the Bank Group for the year ended 31 December 2015 was £2,841m (2014: £2,309m) after credit impairment charges and other provisions of £2,114m (2014: £2,168m). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2015.

Not Applicable. There has been no significant change in the financial or trading position of the Bank Group since 31 March 2016.

There has been no material adverse change in the prospects of the Issuer since 31 December 2015."

- ii) replacing the information appearing in the third column of Element D.2 with the following:

"Principal Risks relating to the Issuer: Material risks and their impact are described below in two sections: (i) Material existing and emerging risks by Principal Risk and (ii) Material existing and emerging risks potentially impacting more than one Principal Risk. The five principal risks are currently categorised as: (1) Credit Risk; (2) Market Risk; (3) Funding Risk; (4) Operational Risk; and (5) Conduct Risk (within the meaning of the Issuer's Enterprise Risk Management Framework, each a "Principal Risk").

- (i) Material existing and emerging risks by Principal Risk

Credit risk: The financial condition of the Group's customers, clients and counterparties, including governments and other financial institutions, could adversely affect the Group. The Group may suffer financial loss if any of its customers, clients or market counterparties fails to fulfil their contractual obligations to the Group. Furthermore, the Group may also suffer loss when the value of the Group's investment in the financial instruments of an entity falls as a result of that entity's credit rating being downgraded. In addition, the Group may incur significant unrealised gains or losses due to changes in the Group's credit spreads or those of third parties, as these changes affect the fair value of the Group's derivative instruments, debt securities that the Group holds or issues, and loans held at fair value.

Market risk: The Group's financial position may be adversely affected by changes in both the level and volatility of prices leading to lower revenues, or reduced capital. The Group is also at risk from movements in foreign currency exchange rates as these impact the sterling equivalent value of foreign currency denominated assets in the banking book, exposing it to currency translation risk.

Funding risk: The ability of the Group to achieve its business plans may be adversely impacted if it does not effectively manage its capital (including leverage), liquidity and other regulatory requirements. The Group may not be able to achieve its business plans due to: i) being unable to maintain appropriate capital ratios; ii) being unable to meet its obligations as they fall due; iii) rating agency methodology changes resulting in ratings downgrades; and iv) adverse changes in foreign exchange rates on capital ratios.

Operational risk: The operational risk profile of the Group may change as a result of human factors, inadequate or failed internal processes and systems, or external events. The Group is exposed to many types of operational risk. This includes: fraudulent and other internal and external criminal activities; the risk of breakdowns in processes, controls or procedures (or their inadequacy relative to the size and scope of the Group's business); systems failures or an attempt, by an external party, to make a service or supporting infrastructure unavailable to its intended users, and the risk of geopolitical cyber threat activity which destabilises or destroys the Group's information

technology, or critical infrastructure the Group depends upon but does not control. The Group is also subject to the risk of business disruption arising from events wholly or partially beyond its control for example natural disasters, acts of terrorism, epidemics and transport or utility failures, which may give rise to losses or reductions in service to customers and/or economic loss to the Group. All of these risks are also applicable where the Group relies on outside suppliers or vendors to provide services to it and its customers. The operational risks that the Group is exposed to could change rapidly and there is no guarantee that the Group's processes, controls, procedures and systems are sufficient to address, or could adapt promptly to, such changing risks to avoid the risk of loss.

Legal, competition and regulatory matters: Legal disputes, regulatory investigations, fines and other sanctions relating to conduct of business and financial crime may negatively affect the Group's results, reputation and ability to conduct its business.

Risks arising from regulation of the financial services industry: The financial services industry continues to be the focus of significant regulatory change and scrutiny which may adversely affect the Group's business, financial performance, capital and risk management strategies.

Conduct risk:

Organisational Change: The Group is at risk of not being able to meet customer and regulatory expectations due to a failure to appropriately manage the: i) complexity in business practice, processes and systems; ii) challenges faced in product suitability, automation and portfolio-level risk monitoring; iii) resilience of its technology; and, iv) execution strategy, including the failure to fulfil the high level of operational precision required for effective execution in order to deliver positive customer outcomes.

Legacy Issues: Barclays remains at risk from the potential outcomes of a number of investigations relating to its past conduct. Many stakeholders will remain sceptical and so the risk to Barclays' reputation will remain. Barclays continues to work to rebuild customer trust and market confidence impacted by legacy issues.

Market Integrity: There are potential risks arising from conflicts of interest. While primarily relevant to the Investment Bank, these potential risks may also impact the corporate and retail customer base.

Financial Crime: The Group, as a global financial services firm, is exposed to the risks associated with money laundering, terrorist financing, bribery and corruption and sanctions.

Any one, or combination, of the above risks could have significant impact on the Group's reputation and may also lead to potentially large costs to both rectify this issue and reimburse losses incurred by customers and regulatory censure and penalties.

- (ii) Material existing and emerging risks potentially impacting more than one Principal Risk:

Structural Reform (emerging risk)

The UK Financial Services (Banking Reform) Act 2013 (the UK Banking Reform Act) and associated secondary legislation and regulatory rules, require the separation of the Group's UK and EEA retail and SME deposit-taking activities into a legally, operationally and economically separate and independent entity and restrict the types of activity such an entity may conduct (so-called 'ring fencing').

Business conditions, general economy and geopolitical issues

The Group's performance could be adversely affected in relation to more than one Principal Risk by a weak or deteriorating global economy or political instability. These factors may also occur in one or more of the Group's main countries of operation. The Group offers a broad range of services to retail, institutional and government customers, in a large number of countries. The breadth of these operations means that deterioration in the economic environment, or an increase in political instability in countries where it is active, or any other systemically important economy, could adversely affect the Group's performance.

Business Change/Execution (emerging risk)

As Barclays moves towards a single point of entry (Holding Company) resolution model and implementation of the Structural Reform Programme Execution, the expected level of structural and strategic change to be implemented over the medium term will be disruptive and is likely to increase funding and operational risks for the Group and could impact its revenues and businesses.

If any of the risks were to occur, singly or in aggregate, they could have a material adverse effect on the Group's business, results of operations and financial condition.

Regulatory action in the event a bank in the Group (such as the Issuer) is failing or likely to fail could materially adversely affect the value of the Securities: The Bank Recovery and Resolution Directive (the "BRRD") provides an EU-wide framework for the recovery and resolution of credit institutions and investment firms, their subsidiaries and certain holding companies. The BRRD (including the Bail-In tool) was implemented in the Banking Act in January 2015 and came into force on 1 January 2016. The Banking Act confers substantial powers on a number of UK authorities designed to enable them to take a range of actions in relation to UK banks or investment firms and certain of their affiliates in the event a bank or investment firm in the same group is considered to be failing or likely to fail. The exercise of any of these actions in relation to the Issuer could materially adversely affect the value of the Securities.

Under the terms of the Securities, investors have agreed to be bound by the exercise of any UK Bail-in Power by the relevant UK resolution authority.

A downgrade of the credit rating assigned by any credit rating agency to the Issuer could adversely affect the liquidity or market value of the Securities. Credit ratings downgrade could occur as a result of, among other causes, changes in the ratings methodologies used by credit rating agencies. Changes in credit rating agencies' views of the level of implicit sovereign support for European banks and their groups are likely to lead to credit ratings downgrades.

The Issuer is affected by risks affecting the Banking-Group: The Issuer is also affected by risks affecting the Banking-Group as there is substantial overlap in the businesses of the Issuer and its subsidiaries. Further, the Issuer can be negatively affected by risks and other events affecting its subsidiaries even where the Issuer is not directly affected."

B) RISK FACTORS

Following the release of the 2015 Joint Annual Report, the section "Risk Factors" is amended by:

- i) in respect of GSSP Base Prospectus 9, deleting the risk factor entitled "3. Regulatory action in the event a bank or investment firm in the Group (such as the Issuer) is

failing or likely to fail could materially adversely affect the value of the Securities" and replacing it with the following:

"3. Regulatory action in the event a bank or investment firm in the Group (such as the Issuer) is failing or likely to fail could materially adversely affect the value of the Securities

The term "**Group**" means Barclays PLC together with its subsidiaries. The Bank Recovery and Resolution Directive ("**BRRD**") provides an EU-wide framework for the recovery and resolution of credit institutions and investment firms, their subsidiaries and certain holding companies. The BRRD (including the bail-in tool), together with the majority of associated FCA and PRA rules, was implemented in the UK in January 2015. The final PRA rules on contractual recognition of bail-in for liabilities came into force on 1 January 2016. The majority of the requirements of the BRRD (including the bail-in tool) were implemented by way of amendments to the Banking Act. For more information on the bail-in tool, see "The relevant UK resolution authority may exercise the bail-in tool in respect of the Issuer and the Securities, which may result in holders of the Securities losing some or all of their investment" and "—Under the terms of the Securities, you have agreed to be bound by the exercise of any UK bail-in power by the relevant UK resolution authority." below.

The Banking Act confers substantial powers on a number of UK authorities designed to enable them to take a range of actions in relation to UK banks or investment firms and certain of their affiliates in the event a bank or investment firm in the same group is considered to be failing or likely to fail. The exercise of any of these actions in relation to the Issuer could materially adversely affect the value of the Securities.

Under the Banking Act, substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the PRA, the FCA and HM Treasury, as appropriate as part of a special resolution regime (the "**SRR**"). These powers enable the relevant UK resolution authority to implement resolution measures with respect to a UK bank (such as the Issuer) or investment firm and certain of its affiliates that meet the definition of a "banking group company" (currently including the Issuer) (each a relevant entity) in circumstances in which the relevant UK resolution authority is satisfied that the resolution conditions are met. Such conditions include that a UK bank or investment firm is failing or are likely to fail to satisfy the FSMA (as defined below) threshold conditions for authorization to carry on certain regulated activities (within the meaning of section 55B FSMA) or, in the case of a UK banking group company that is an EEA or third country institution or investment firm, that the relevant EEA or third country relevant authority is satisfied that the resolution conditions are met in respect of such entity.

The SRR consists of five stabilisation options: (a) private sector transfer of all or part of the business or shares of the relevant entity, (b) transfer of all or part of the business of the relevant entity to a "bridge bank" established by the Bank of England, (c) transfer to an asset management vehicle wholly or partly owned by HM Treasury or the Bank of England, (d) the bail-in tool (as described below) and (e) temporary public ownership (nationalization).

The Banking Act also provides for two new insolvency and administration procedures for relevant entities. Certain ancillary powers include the power to modify contractual arrangements in certain circumstances (which could include a variation of the terms of the Securities), powers to suspend enforcement or termination rights that might be invoked as a result of the exercise of the resolution powers and powers for the relevant UK resolution authority to

disapply or modify laws in the UK (with possible retrospective effect) to enable the powers under the Banking Act to be used effectively.

Holders of the Securities should assume that, in a resolution situation, financial public support will only be available to a relevant entity as a last resort after the relevant UK resolution authorities have assessed and used, to the maximum extent practicable, the resolution tools, including the bail-in tool.

The exercise of any resolution power or any suggestion of any such exercise could materially adversely affect the value of the Securities and could lead to holders of Securities losing some or all of the value of their investment in the Securities.

The SRR is designed to be triggered prior to insolvency of the Issuer and holders of the Securities may not be able to anticipate the exercise of any resolution power (including the UK bail-in power) by the relevant UK resolution authority.

The stabilisation options are intended to be used prior to the point at which any insolvency proceedings with respect to the relevant entity could have been initiated. The purpose of the stabilisation options is to address the situation where all or part of a business of a relevant entity has encountered, or is likely to encounter, financial difficulties, giving rise to wider public interest concerns.

Although the Banking Act provides specific conditions to the exercise of any resolution powers and, furthermore, the EBA guidelines published in May 2015 set out the objective elements for the resolution authorities to apply in determining whether an institution is failing or likely to fail, it is uncertain how the relevant UK resolution authority would assess such conditions in any particular pre-insolvency scenario affecting the Issuer and/or other members of the Group and in deciding whether to exercise a resolution power. The relevant UK resolution authority is also not required to provide any advance notice to holders of the Securities of its decision to exercise any resolution power. Therefore, holders of the Securities may not be able to anticipate a potential exercise of any such powers nor the potential effect of any exercise of such powers on the Issuer, the Group and the Securities.

Holders of the Securities may have only very limited rights to challenge the exercise of any resolution powers by the relevant UK resolution authority

Holders of the Securities may have only very limited rights to challenge and/or seek a suspension of any decision of the relevant UK resolution authority to exercise its resolution powers or to have that decision reviewed by a judicial or administrative process or otherwise.

The relevant UK resolution authority may exercise the bail-in tool in respect of the Issuer and the Securities, which may result in holders of the Securities losing some or all of their investment.

Where the relevant statutory conditions for use of the bail-in tool have been met, the relevant UK resolution authority would be expected to exercise these powers without the consent of the holders. Any such exercise of the bail-in tool in respect of the Issuer and the Securities may result in the cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the Securities and/or the conversion of the Securities into shares or other securities or other obligations of the Issuer or any other modification or variation of the terms of the Securities.

The Banking Act specifies the order in which the bail-in tool should be applied, reflecting the hierarchy of capital instruments under CRD IV and otherwise respecting the hierarchy of claims in an ordinary insolvency. In addition, the bail-in tool contains an express safeguard (known as "no creditor worse off") with the aim that shareholders and creditors do not receive a less favourable treatment than they would have received in ordinary insolvency proceedings of the relevant entity.

The exercise of the bail-in tool in respect of the Issuer and the Securities or any suggestion of any such exercise could materially adversely affect the rights of the holders of the Securities, the price or value of their investment in the Securities and/or the ability of the Issuer to satisfy its obligations under the Securities and could lead to holders of Securities losing some or all of the value of their investment in such Securities. In addition, even in circumstances where a claim for compensation is established under the "no creditor worse off" safeguard in accordance with a valuation performed after the resolution action has been taken, it is unlikely that such compensation would be equivalent to the full losses incurred by the holders of the Securities in the resolution and there can be no assurance that holders of Securities would recover such compensation promptly.

As insured deposits are excluded from the scope of the bail-in tool and other preferred deposits (and insured deposits) rank ahead of any Securities issued by the Issuer, such Securities would be more likely to be bailed-in than certain other unsubordinated liabilities of the Issuer (such as other preferred deposits).

As part of the reforms required by the BRRD, amendments have been made to relevant legislation in the UK (including the UK Insolvency Act 1986) to establish in the insolvency hierarchy a statutory preference (i) firstly, for deposits that are insured under the Financial Services Compensation Scheme (insured deposits) to rank with existing preferred claims as 'ordinary' preferred claims and (ii) secondly, for all other deposits of individuals and micro, small and medium sized enterprises held in EEA or non-EEA branches of an EEA bank (other preferred deposits), to rank as 'secondary' preferred claims only after the 'ordinary' preferred claims. In addition, the EU Deposit Guarantee Scheme Directive, which is to be implemented into national law by July 2015, will increase the nature and quantum of insured deposits to include a wide range of deposits, including corporate deposits (unless the depositor is a public sector body or financial institution) and some temporary high value deposits. The effect of these changes is to increase the size of the class of preferred creditors. All such preferred deposits will rank in the insolvency hierarchy ahead of all other unsecured senior creditors of the Issuer, including the holders of the Securities. Furthermore, insured deposits are excluded from the scope of the bail-in tool. As a result, if the UK bail-in power were exercised by the relevant UK resolution authority, the Securities would be more likely to be bailed-in than certain other unsubordinated liabilities of the Issuer such as other preferred deposits.

Under the terms of the Swiss Securities, you have agreed to be bound by the exercise of any UK bail-in power by the relevant UK resolution authority

By its acquisition of Swiss Securities, each holder of Swiss Securities acknowledges, agrees to be bound by, and consents to the exercise of, any UK bail-in power by the relevant UK resolution authority that may result in the cancellation of all, or a portion, of the principal amount of, or interest on, the Swiss Securities and/or the conversion of all or a portion of the principal amount of, or interest on, the Swiss Securities into shares or other securities or other obligations of the Issuer or another person, including by means of a variation to

the terms of the Swiss Securities, in each case, to give effect to the exercise by the relevant UK resolution authority of such power. Each holder of Swiss Securities further acknowledges and agrees that the rights of the holders of the Swiss Securities are subject to, and will be varied, if necessary, so as to give effect to, the exercise of any UK power by the relevant UK resolution authority. Accordingly, any UK bail-in power may be exercised in such a manner as to result in you and other holders of Swiss Securities losing all or a part of the value of your investment in the Swiss Securities or receiving a different security from the Swiss Securities, which may be worth significantly less than the Swiss Securities and which may have significantly fewer protections than those typically afforded to debt securities. Moreover, the relevant UK resolution authority may exercise the UK bail-in power without providing any advance notice to, or requiring the consent of, the holders of the Securities. In addition, under the terms of the Securities, the exercise of the UK bail-in power by the relevant UK resolution authority with respect to the Securities is not an Event of Default (as defined in the terms and conditions of the Securities). For more information, see General Condition 3 (*Contractual acknowledgement of bail-in in respect of Swiss Securities*)."

- ii) in respect of GSSP Base Prospectus 6 and GSSP Base Prospectus 11, deleting the risk factor entitled "3. Regulatory action in the event a bank or investment firm in the Group (such as the Issuer) is failing or likely to fail could materially adversely affect the value of the Securities" and replacing it with the following:

"3. Regulatory action in the event a bank or investment firm in the Group (such as the Issuer) is failing or likely to fail could materially adversely affect the value of the Securities

The term "**Group**" means Barclays PLC together with its subsidiaries. The Bank Recovery and Resolution Directive ("**BRRD**") provides an EU-wide framework for the recovery and resolution of credit institutions and investment firms, their subsidiaries and certain holding companies. The BRRD (including the bail-in tool), together with the majority of associated FCA and PRA rules, was implemented in the UK in January 2015. The final PRA rules on contractual recognition of bail-in for liabilities came into force on 1 January 2016. The majority of the requirements of the BRRD (including the bail-in tool) were implemented by way of amendments to the Banking Act. For more information on the bail-in tool, see "The relevant UK resolution authority may exercise the bail-in tool in respect of the Issuer and the Securities, which may result in holders of the Securities losing some or all of their investment" and "—Under the terms of the Securities, you have agreed to be bound by the exercise of any UK bail-in power by the relevant UK resolution authority." below.

The Banking Act confers substantial powers on a number of UK authorities designed to enable them to take a range of actions in relation to UK banks or investment firms and certain of their affiliates in the event a bank or investment firm in the same group is considered to be failing or likely to fail. The exercise of any of these actions in relation to the Issuer could materially adversely affect the value of the Securities.

Under the Banking Act, substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the PRA, the FCA and HM Treasury, as appropriate as part of a special resolution regime (the "**SRR**"). These powers enable the relevant UK resolution authority to implement resolution measures with respect to a UK bank (such as the Issuer) or investment firm and certain of its affiliates that meet the definition of a "banking group company" (currently including the Issuer) (each a relevant entity) in circumstances in which the relevant UK resolution authority is satisfied

that the resolution conditions are met. Such conditions include that a UK bank or investment firm is failing or are likely to fail to satisfy the FSMA (as defined below) threshold conditions for authorization to carry on certain regulated activities (within the meaning of section 55B FSMA) or, in the case of a UK banking group company that is an EEA or third country institution or investment firm, that the relevant EEA or third country relevant authority is satisfied that the resolution conditions are met in respect of such entity.

The SRR consists of five stabilisation options: (a) private sector transfer of all or part of the business or shares of the relevant entity, (b) transfer of all or part of the business of the relevant entity to a "bridge bank" established by the Bank of England, (c) transfer to an asset management vehicle wholly or partly owned by HM Treasury or the Bank of England, (d) the bail-in tool (as described below) and (e) temporary public ownership (nationalization).

The Banking Act also provides for two new insolvency and administration procedures for relevant entities. Certain ancillary powers include the power to modify contractual arrangements in certain circumstances (which could include a variation of the terms of the Securities), powers to suspend enforcement or termination rights that might be invoked as a result of the exercise of the resolution powers and powers for the relevant UK resolution authority to disapply or modify laws in the UK (with possible retrospective effect) to enable the powers under the Banking Act to be used effectively.

Holders of the Securities should assume that, in a resolution situation, financial public support will only be available to a relevant entity as a last resort after the relevant UK resolution authorities have assessed and used, to the maximum extent practicable, the resolution tools, including the bail-in tool.

The exercise of any resolution power or any suggestion of any such exercise could materially adversely affect the value of the Securities and could lead to holders of Securities losing some or all of the value of their investment in the Securities.

The SRR is designed to be triggered prior to insolvency of the Issuer and holders of the Securities may not be able to anticipate the exercise of any resolution power (including the UK bail-in power) by the relevant UK resolution authority.

The stabilisation options are intended to be used prior to the point at which any insolvency proceedings with respect to the relevant entity could have been initiated. The purpose of the stabilisation options is to address the situation where all or part of a business of a relevant entity has encountered, or is likely to encounter, financial difficulties, giving rise to wider public interest concerns.

Although the Banking Act provides specific conditions to the exercise of any resolution powers and, furthermore, the EBA guidelines published in May 2015 set out the objective elements for the resolution authorities to apply in determining whether an institution is failing or likely to fail, it is uncertain how the relevant UK resolution authority would assess such conditions in any particular pre-insolvency scenario affecting the Issuer and/or other members of the Group and in deciding whether to exercise a resolution power. The relevant UK resolution authority is also not required to provide any advance notice to holders of the Securities of its decision to exercise any resolution power. Therefore, holders of the Securities may not be able to anticipate a potential exercise of any such powers nor the potential effect of any exercise of such powers on the Issuer, the Group and the Securities.

Holders of the Securities may have only very limited rights to challenge the exercise of any resolution powers by the relevant UK resolution authority

Holders of the Securities may have only very limited rights to challenge and/or seek a suspension of any decision of the relevant UK resolution authority to exercise its resolution powers or to have that decision reviewed by a judicial or administrative process or otherwise.

The relevant UK resolution authority may exercise the bail-in tool in respect of the Issuer and the Securities, which may result in holders of the Securities losing some or all of their investment.

Where the relevant statutory conditions for use of the bail-in tool have been met, the relevant UK resolution authority would be expected to exercise these powers without the consent of the holders. Any such exercise of the bail-in tool in respect of the Issuer and the Securities may result in the cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the Securities and/or the conversion of the Securities into shares or other securities or other obligations of the Issuer or any other modification or variation of the terms of the Securities.

The Banking Act specifies the order in which the bail-in tool should be applied, reflecting the hierarchy of capital instruments under CRD IV and otherwise respecting the hierarchy of claims in an ordinary insolvency. In addition, the bail-in tool contains an express safeguard (known as "no creditor worse off") with the aim that shareholders and creditors do not receive a less favourable treatment than they would have received in ordinary insolvency proceedings of the relevant entity.

The exercise of the bail-in tool in respect of the Issuer and the Securities or any suggestion of any such exercise could materially adversely affect the rights of the holders of the Securities, the price or value of their investment in the Securities and/or the ability of the Issuer to satisfy its obligations under the Securities and could lead to holders of Securities losing some or all of the value of their investment in such Securities. In addition, even in circumstances where a claim for compensation is established under the "no creditor worse off" safeguard in accordance with a valuation performed after the resolution action has been taken, it is unlikely that such compensation would be equivalent to the full losses incurred by the holders of the Securities in the resolution and there can be no assurance that holders of Securities would recover such compensation promptly.

As insured deposits are excluded from the scope of the bail-in tool and other preferred deposits (and insured deposits) rank ahead of any Securities issued by the Issuer, such Securities would be more likely to be bailed-in than certain other unsubordinated liabilities of the Issuer (such as other preferred deposits).

As part of the reforms required by the BRRD, amendments have been made to relevant legislation in the UK (including the UK Insolvency Act 1986) to establish in the insolvency hierarchy a statutory preference (i) firstly, for deposits that are insured under the Financial Services Compensation Scheme (insured deposits) to rank with existing preferred claims as 'ordinary' preferred claims and (ii) secondly, for all other deposits of individuals and micro, small and medium sized enterprises held in EEA or non-EEA branches of an EEA bank (other preferred deposits), to rank as 'secondary' preferred claims only after the 'ordinary' preferred claims. In addition, the EU Deposit Guarantee Scheme Directive, which is to be implemented into national law by July 2015, will increase the nature and quantum of insured deposits to include a wide range of

deposits, including corporate deposits (unless the depositor is a public sector body or financial institution) and some temporary high value deposits. The effect of these changes is to increase the size of the class of preferred creditors. All such preferred deposits will rank in the insolvency hierarchy ahead of all other unsecured senior creditors of the Issuer, including the holders of the Securities. Furthermore, insured deposits are excluded from the scope of the bail-in tool. As a result, if the UK bail-in power were exercised by the relevant UK resolution authority, the Securities would be more likely to be bailed-in than certain other unsubordinated liabilities of the Issuer such as other preferred deposits."

- iii) in respect of GSSP Base Prospectus 11 and GSSP Base Prospectus 9, adding the following as the fourth risk factor under the section "Factors that may affect the Issuer's ability to fulfil its obligations under the Securities":

"4. A downgrade of the credit rating assigned by any credit rating agency to the Issuer or the Securities could adversely affect the liquidity or market value of the Securities. Credit Ratings downgrades could occur as a result of, among other causes, changes in the ratings methodologies used by credit rating agencies. Changes in credit rating agencies' views of the level of implicit sovereign support for European banks and their groups are likely to lead to ratings downgrades

It is expected that the Securities will be rated by credit rating agencies and may in the future be rated by additional credit rating agencies, although the Issuer is under no obligation to ensure that the Securities are rated by any credit rating agency. Credit ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed in these Risk Factors and other factors that may affect the liquidity or market value of the Securities. A credit rating is not a recommendation to buy, sell or hold securities and may be revised, suspended or withdrawn by the credit rating agency at any time.

Any rating assigned to the Issuer and/or the Securities may be withdrawn entirely by a credit rating agency, may be suspended or may be lowered, if, in that credit rating agency's judgment, circumstances relating to the basis of the rating so warrant. Ratings may be impacted by a number of factors which can change over time, including the credit rating agency's assessment of: the issuer's strategy and management's capability; the issuer's financial condition including in respect of capital, funding and liquidity; competitive and economic conditions in the issuer's key markets; the level of political support for the industries in which the issuer operates; and legal and regulatory frameworks affecting the issuer's legal structure, business activities and the rights of its creditors. The credit rating agencies may also revise the ratings methodologies applicable to issuers within a particular industry, or political or economic region. If credit rating agencies perceive there to be adverse changes in the factors affecting an issuer's credit rating, including by virtue of changes to applicable ratings methodologies, the credit rating agencies may downgrade, suspend or withdraw the ratings assigned to an issuer and/or its securities. In particular, Moody's, Standard & Poor's and Fitch each published revised methodologies applicable to bank ratings (including the Issuer and Barclays PLC) during 2015 which resulted in credit rating actions being taken on the Issuer's ratings and the ratings of Barclays PLC. Further revisions to ratings methodologies and actions on the Issuer's ratings or the ratings of Barclays PLC by the credit rating agencies may occur in the future.

If the Issuer determines to no longer maintain one or more ratings, or if any credit rating agency withdraws, suspends or downgrades the credit ratings of the Issuer or the Securities, or if such a withdrawal, suspension or downgrade is

anticipated (or any credit rating agency places the credit ratings of the Issuer or the Securities on "credit watch" status in contemplation of a downgrade, suspension or withdrawal), whether as a result of the factors described above or otherwise, such event could adversely affect the liquidity or market value of the Securities."

- iv) in respect of GSSP Base Prospectus 6, adding the following as the fourth risk factor under the section "Factors that may affect the Issuer's ability to fulfil its obligations under the Warrants":

"4. A downgrade of the credit rating assigned by any credit rating agency to the Issuer or the Warrants could adversely affect the liquidity or market value of the Warrants. Credit Ratings downgrades could occur as a result of, among other causes, changes in the ratings methodologies used by credit rating agencies. Changes in credit rating agencies' views of the level of implicit sovereign support for European banks and their groups are likely to lead to ratings downgrades

It is expected that the Warrants will be rated by credit rating agencies and may in the future be rated by additional credit rating agencies, although the Issuer is under no obligation to ensure that the Warrants are rated by any credit rating agency. Credit ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed in these Risk Factors and other factors that may affect the liquidity or market value of the Warrants. A credit rating is not a recommendation to buy, sell or hold securities and may be revised, suspended or withdrawn by the credit rating agency at any time.

Any rating assigned to the Issuer and/or the Warrants may be withdrawn entirely by a credit rating agency, may be suspended or may be lowered, if, in that credit rating agency's judgment, circumstances relating to the basis of the rating so warrant. Ratings may be impacted by a number of factors which can change over time, including the credit rating agency's assessment of: the issuer's strategy and management's capability; the issuer's financial condition including in respect of capital, funding and liquidity; competitive and economic conditions in the issuer's key markets; the level of political support for the industries in which the issuer operates; and legal and regulatory frameworks affecting the issuer's legal structure, business activities and the rights of its creditors. The credit rating agencies may also revise the ratings methodologies applicable to issuers within a particular industry, or political or economic region. If credit rating agencies perceive there to be adverse changes in the factors affecting an issuer's credit rating, including by virtue of changes to applicable ratings methodologies, the credit rating agencies may downgrade, suspend or withdraw the ratings assigned to an issuer and/or its securities. In particular, Moody's, Standard & Poor's and Fitch each published revised methodologies applicable to bank ratings (including the Issuer and Barclays PLC) during 2015 which resulted in credit rating actions being taken on the Issuer's ratings and the ratings of Barclays PLC. Further revisions to ratings methodologies and actions on the Issuer's ratings or the ratings of Barclays PLC by the credit rating agencies may occur in the future.

If the Issuer determines to no longer maintain one or more ratings, or if any credit rating agency withdraws, suspends or downgrades the credit ratings of the Issuer or the Warrants, or if such a withdrawal, suspension or downgrade is anticipated (or any credit rating agency places the credit ratings of the Issuer or the Warrants on "credit watch" status in contemplation of a downgrade, suspension or withdrawal), whether as a result of the factors described above or otherwise, such event could adversely affect the liquidity or market value of the Warrants."

C) INFORMATION INCORPORATED BY REFERENCE

In respect of each Base Prospectus, the section "Information Incorporated by Reference" is updated by:

- i) adding the following documents to the list of source documents in paragraph 1 (*Source documents*):
 - (1) the joint Annual Report of Barclays PLC and the Issuer, as filed with the US Securities and Exchange Commission (the "**SEC**") on Form 20-F on 1 March 2016 in respect of the years ended 31 December 2014 and 31 December 2015 (the "**2015 Joint Annual Report**");
 - (2) the Annual Report of the Issuer containing the audited consolidated financial statements of the Issuer in respect of the year ended 31 December 2015 (the "**2015 Issuer Annual Report**");
 - (3) the joint announcement of Barclays PLC and the Issuer relating to the Group Strategy Update, as filed with the SEC on Form 6-K on 1 March 2016 (the "**March 2016 Group Strategy Update**");
 - (4) the Group Reporting Changes 2015 and 2014 Results Restatement Document of Barclays PLC, as filed with the SEC on Form 6-K on 15 April 2016 (the "**Restatement Document**"); and
 - (5) the unaudited Q1 2016 Results Announcement of Barclays PLC in respect of the three months ended 31 March 2016, as filed with the SEC on Form 6-K on 27 April 2016 (the "**Q1 Interim Management Statement**"),
- ii) adding the following page references in respect of the 2015 Joint Annual Report, 2015 Issuer Annual Report and the March 2016 Group Strategy Update to the cross-reference lists in paragraph 2 (*Information incorporated by reference*)

From the 2015 Joint Annual Report

Governance

Directors' report	Pages 2 to 45
People	Pages 46 to 49
Remuneration Report	Pages 50 to 83

Risk review

Material existing and emerging risks	Pages 86 to 93
Risk management	Pages 94 to 109
Risk performance	Pages 110 to 176
Supervision and regulation	Pages 177 to 182

Financial review

Pages 183 to 207

Financial statements

Independent Registered Public Accounting Firm's report for Barclays PLC	Page 210
Consolidated financial statements of Barclays PLC	Pages 211 to 217
Notes to the consolidated financial statements of Barclays PLC	Pages 218 to 305

Additional information

Additional Shareholder Information	Pages 307 to 320
Additional Information	Pages 321 to 335
Independent Registered Public Accounting Firm's report for Barclays Bank PLC	Page 433
Barclays Bank PLC Data	Pages 434 to 453

From the 2015 Issuer Annual Report

Strategic Report	Pages 1 to 27
Governance	
Directors' report	Pages 32 to 34
Directors and Officers	Page 35
Risk review	
Material existing and emerging risks	Pages 38 to 46
Risk management	Pages 48 to 63
Risk performance	Page 64
Credit risk	Pages 65 to 86
Market risk	Pages 87 to 93
Funding risk– Capital	Pages 94 to 97
Funding risk – Liquidity	Pages 98 to 115
Operational risk	Pages 116 to 118
Conduct risk	Pages 119 to 122
Supervision and regulation	Pages 123 to 130
Financial review	
Key performance indicators	Pages 132 to 133
Consolidated summary income statement	Page 134
Income statement commentary	Page 135
Consolidated summary balance sheet	Page 136
Balance sheet commentary	Page 137
Segmental analysis	Page 138
Analysis of results by business	Pages 139 to 152
Financial statements	
Presentation of information	Pages 154 to 155
Independent Auditors' report	Pages 156 to 157
Independent Registered Public Accounting Firm's report	Page 158
Consolidated financial statements	
Consolidated income statement	Page 159
Consolidated statement of comprehensive income	Page 160
Consolidated balance sheet	Page 161
Consolidated statement of changes in equity	Page 162
Statement of changes in equity	Page 163
Consolidated cash flow statement	Page 164
Notes to the financial statements	Pages 165 to 276
<i>From the March 2016 Group Strategy Update</i>	
Group Chief Executive Officer – Strategy Update	Page 1
Barclays - Transatlantic Consumer, Corporate and Investment Bank	Page 1
Proposed selldown of BAGL	Page 2
Non-Core rundown	Page 2
Dividends	Page 2
Financial Progress and Targets	Page 2
Certain Non-IFRS Measures	Pages 3 to 4
Forward Looking Statements	Page 5
<i>From the Restatement Document</i>	
Overview of Reporting Changes	Pages 3 to 4
Performance Highlights	Pages 5 to 6
Results by Business	
Barclays UK	Pages 7 to 9
Barclays Corporate & International	Pages 10 to 12
Head Office	Page 13
Barclays Non-Core	Pages 14 to 15
Discontinued Operation: Barclays Africa	Pages 16 to 17
Barclays Results by Quarter	Pages 18 to 26
Performance Management	Page 27

From the Q1 Interim Management Statement

Performance Highlights	Pages 2 to 5
Group Finance Director's Review	Pages 6 to 8
Quarterly Results Summary	Pages 9 to 11
Quarterly Core Results by Business	Pages 12 to 15
Discontinued Operation	Page 16
Performance Management	
Returns and equity by business	Page 17
Margins and balances	Page 18
Condensed Consolidated Financial Statements	Pages 19 to 21
Capital	Pages 22 to 23
Risk Weighted Assets	Page 24
Leverage	Page 25
Shareholder Information	Page 26

Information in the 2015 Joint Annual Report, 2015 Issuer Annual Report, March 2016 Group Strategy Update, Restatement Document and Q1 Interim Management Statement which is not incorporated by reference into the listed Base Prospectuses is either not relevant for the investor or is covered elsewhere in such Base Prospectuses.

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/annual-reports.html>.

D) GENERAL INFORMATION

Following the release of the 2015 Joint Annual Report, in respect of each Base Prospectus, the section "General Information" is updated by:

- i) deleting the 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 31 March 2016."
- ii) deleting the material adverse change statement and replacing it with the following:

"There has been no material adverse change in the prospects of the Bank Group since 31 December 2015."
- iii) deleting the information set out under "legal proceedings" and replacing it with the following:

"Save as disclosed under "The Issuer and the Group – Legal, Competition and Regulatory Matters" on pages 25 to 39 (other than under the heading "General") in the Registration Document, as supplemented, and Note 27 (Provisions) and Note 29 (Legal, competition and regulatory matters) to the financial statements of Barclays PLC on pages 259 to 260 and pages 261 to 271, respectively, of the 2015 Joint Annual Report, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), which have or have had during the 12 months preceding the date of this Base Prospectus, a significant effect on the financial position or profitability of the Issuer and/or the Bank Group."

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement (in relation to any Base Prospectus) and (b) any other statement in, or incorporated by reference in any Base Prospectus, the statements in (a) above shall prevail.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have agreed to purchase or subscribe for Securities before this Prospectus Supplement was published have the right, exercisable within two working days after the date on which this Prospectus Supplement is published, to withdraw their acceptances. Investors should contact their distributor for further information. This right will expire on 13 May 2016.

References to each Base Prospectus shall hereafter mean each such Base Prospectus as supplemented by this Prospectus Supplement. The Issuer has taken all reasonable care to ensure that the information contained in each Base Prospectus, as supplemented by this Prospectus 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. Save as disclosed in this Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in each Base Prospectus is capable of affecting the assessment of securities issued pursuant to each Base Prospectus has arisen or been noted, as the case may be, since the publication of each Base Prospectus (as supplemented at the date hereof) by the Issuer.



The date of this Prospectus Supplement is 11 May 2016

SCHEDULE

LIST OF BASE PROSPECTUSES

1. GSSP Base Prospectus 11 dated 11 June 2015, as supplemented by Combined Supplement 1/2015 dated 29 June 2015, Combined Supplement 2/2015 dated 7 August 2015, Combined Supplement 3/2015 dated 2 September 2015, Combined Supplement 4/2015 dated 24 September 2015 and Combined Supplement 5/2015 dated 25 November 2015.
2. GSSP Base Prospectus 6 dated 12 June 2015, as supplemented by Combined Supplement 1/2015 dated 29 June 2015, Combined Supplement 2/2015 dated 7 August 2015, Combined Supplement 3/2015 dated 2 September 2015, Combined Supplement 4/2015 dated 24 September 2015 and Combined Supplement 5/2015 dated 25 November 2015.
3. GSSP Base Prospectus 9 dated 12 August 2015, as supplemented by Combined Supplement 4/2015 dated 24 September 2015 and Combined Supplement 5/2015 dated 25 November 2015.