

23 December 2013

PROSPECTUS SUPPLEMENT

COMBINED SUPPLEMENT 2/2013



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

Pursuant to the Global Structured Securities Programme

This prospectus supplement dated 23 December 2013 (the "**Prospectus Supplement**") is supplemental to and must be read in conjunction with each of the following Base Prospectuses, each as supplemented by Combined Supplement 1/2013, dated 10 October 2013, (the "**Base Prospectuses**" and each a "**Base Prospectus**"), as prepared by Barclays Bank PLC (the "**Bank**") in its capacity as issuer (the "**Issuer**").

Base Prospectus:	Description:	Date of approval:
GSSP Base Prospectus 1 (" GSSP Base Prospectus 1 ")	Rate and Inflation Index Linked Securities	14 May 2013
iPath [®] S&P GSCI [®] Base Prospectus (" iPath[®] S&P GSCI ")	iPath [®] S&P GSCI [®] Commodity Index Linked Exchange Traded Notes	22 May 2013
iPath [®] DJ-UBS Base Prospectus (" iPath[®] S&P DJ-UBS ")	iPath [®] DJ-UBS Commodity Index Linked Exchange Traded Notes	22 May 2013
GSSP Base Prospectus 5 (" GSSP Base Prospectus 5 ")	Warrant Linked Securities	10 June 2013
GSSP Base Prospectus 2 (" GSSP Base Prospectus 2 ")	Equity Linked Autocall Securities	10 June 2013
GSSP Base Prospectus 7 (" GSSP Base Prospectus 7 ")	Equity Linked Reverse Convertible Securities	14 June 2013
GSSP Base Prospectus 3 (" GSSP Base Prospectus 3 ")	Equity-index Linked debt Securities	19 June 2013
iPath [®] S&P 500 VIX Base Prospectus (" iPath[®] S&P 500 VIX ")	iPath [®] S&P 500 VIX Short-Term Futures [™] /Mid-Term Futures [™] Exchange Traded Notes	2 July 2013
iPath [®] VSTOXX [®] Mid-Term Base Prospectus (" iPath[®] VSTOXX[®] Mid-Term ")	iPath [®] VSTOXX [®] Mid-Term Futures Total Return Exchange Traded Notes	2 July 2013

This Prospectus Supplement constitutes a base prospectus supplement in respect of the Base Prospectuses for the purposes of Directive 2003/71/EC (and amendments thereto) (the "**Prospectus Directive**") and for the purpose of Section 87G of the UK Financial Services and Markets Act 2000 ("**FSMA**").

The purpose of this Prospectus Supplement is to disclose certain significant new factors relating to the Issuer and its subsidiary undertakings (together, the "**Group**").

(a) Documents Incorporated by Reference

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

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

30 July 2013 Leverage Plan Cross Reference List

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

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

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

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

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For the purposes of the prospectus rules made under section 73A of the FSMA and each of the above listed Base Prospectuses, the information incorporated by reference, either expressly or implicitly, into the 30 July 2013 Leverage Plan, the 6 September 2013 6-K Filing and the 30 October 2013 Interim Management Statement do not form part of any of the above listed Base Prospectuses.

Information in the 6 September 2013 6-K Filing which is not incorporated by reference into the above listed Base Prospectuses is either not relevant for the investor or is covered elsewhere in such Base Prospectuses.

The above documents may be inspected: (i) during normal business hours at the registered office of the Issuer; or (ii) at <http://group.barclays.com/prospectuses-and-documentation>.

(b) **Updates to the Summary**

- (i) Information in the third column of Element B.12 relating to the Group's unaudited financial information for the six months ended 30 June 2013 is updated as follows:
- (A) The "total assets of £1,533 billion" is updated to read: "total assets of £1,533,378 million"; and
- (B) Comparative figures for the same period last year shall be newly included such that:
- (1) **Total assets:** "(30 June 2012 (restated): £1,629,089 million)" shall appear after "£1,533,378 million";

- (2) **Total net loans and advances:** "(30 June 2012 (restated): £501,509 million)", shall appear after "£516,949 million";
 - (3) **Total deposits:** "(30 June 2012 (restated): £502,818 million)", shall appear after "£538,624 million";
 - (4) **Total shareholders' equity:** "(30 June 2012 (restated): £60,371 million)", shall appear after "£59,394 million";
 - (5) **Non-controlling interests:** "(30 June 2012 (restated): £2,957 million)", shall be included after "£2,620 million";
 - (6) **Profit before tax from continuing operations of the Group for the six months ended 30 June 2013:** "(30 June 2012 (restated): £716 million)", shall be included after "£1,648 million";
 - (7) **Credit impairment charges and other provisions:** "(30 June 2012 (restated): £1,710 million)", shall be included after "£1,631 million"; and
- (C) As a result of the updated income information disclosed in the 30 October 2013 Interim Management Statement, specifically the information regarding the 4% reduction in Barclays PLC and its subsidiary undertaking's adjusted income for the period ended 30 September 2013 compared to those months in 2012 disclosed in 'Performance Highlights' on page 5 of the 30 October 2013 Interim Management Statement, the paragraph beginning "Save for (i) the reduction in the adjusted income of Barclays PLC and its subsidiary undertakings in July and August 2013" is no longer relevant and is replaced with the following sentence:

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

- (ii) Information in the third column of Element B.13 relating to recent events particular to the Issuer which are materially relevant to the evaluation of the issuer's solvency is updated by including the following paragraph:

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

(c) Updates to 'Information Relating to the Issuer'

- (i) The financial information under the heading "The Issuer and the Group" relating to the Group's unaudited financial information for the six months ended 30 June 2013 is updated as follows:
- (A) The "total assets of £1,533 billion" is updated to read: "total assets of £1,533,378 million"; and
 - (B) Comparative figures for the same period last year shall be newly included such that:
 - (1) **Total assets:** "(30 June 2012 (restated): £1,629,089 million)" shall appear after "£1,533,378 million";
 - (2) **Total net loans and advances:** "(30 June 2012 (restated): £501,509 million)", shall appear after "£516,949 million";
 - (3) **Total deposits:** "(30 June 2012 (restated): £502,818 million)", shall appear after "£538,624 million";
 - (4) **Total shareholders' equity:** "(30 June 2012 (restated): £60,371 million)", shall appear after "£59,394 million";
 - (5) **Non-controlling interests:** "(30 June 2012 (restated): £2,957 million)", shall be included after "£2,620 million";

- (6) ***Profit before tax from continuing operations of the Group for the six months ended 30 June 2013:*** "(30 June 2012 (restated): £716 million)", shall be included after "£1,648 million"; and
 - (7) ***Credit impairment charges and other provisions:*** "(30 June 2012 (restated): £1,710 million)", shall be included after "£1,631 million".
- (ii) The information in the section 'Acquisitions, Disposals and Recent Developments' under the sub-heading 'PRA Capital Adequacy Review and Barclays Leverage Plan' is updated as follows:

Rights Issue and AT1 Issuance

Following the PRA's acceptance of Barclays' plan to achieve a 3% PRA Leverage ratio target by 30 June 2014, Barclays (i) announced on 30 July 2013 an underwritten rights issue to raise approximately £5.8 billion (net of expenses) (the "**Rights Issue**"); (ii) issued on 20 November 2013 \$2 billion 8.25% CRD IV qualifying contingent convertible Additional Tier 1 securities, and (iii) issued on 10 December 2013 a further €1 billion 8.0% CRD IV qualifying contingent convertible Additional Tier 1 securities (together with the 20 November 2013 Additional Tier 1 Securities issuance, the "**AT1 Issuance**").

Following the Rights Issue Barclays announced that it had received valid acceptances in respect of 94.63 per cent. of the total number of new ordinary shares offered to shareholders. The underwriters subsequently procured subscribers for the remaining ordinary shares for which acceptances were not received.

Following the Rights Issue Barclays also announced the following estimated ratios as at 30 September 2013 on a post-rights issue basis: Core Tier 1 ratio of 12.9%, estimated fully loaded CRD IV CET1 ratio of 9.6%, estimated fully loaded CRD IV leverage ratio of 2.9% and estimated PRA Leverage Ratio of 2.6%. Barclays was also able to announce that its plan to meet the 3% PRA Leverage Ratio by June 2014 is on track.

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

- (iii) The information in the section 'Competition and Regulatory Matters' is updated as follows:

(A) ***Investigations into Foreign Exchange Trading***

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

(B) ***Federal Energy Regulatory Commission Investigation***

The matter described under the sub-heading 'Federal Energy Regulatory Commission Investigation' can be updated as follows: The FERC filed its complaint against the Issuer and four of its former traders in Federal Court in California on 9 October 2013. The complaint reiterates the allegations previously made by the FERC in its October 2012 Order and Notice and its July 2013 Order Assessing Civil Penalties.

(C) ***Investigations into LIBOR, ISDAfix and other Benchmarks***

The matter described under the sub-heading 'Investigations into LIBOR, ISDAfix and other Benchmarks' can be updated as follows: On 4 December 2013 the European Commission announced that it has reached a settlement with the Group and a number of other banks in relation to anti-competitive conduct concerning EURIBOR. The settlement acknowledges that the Groups' conduct infringed EC competition law by

attempting to distort the normal course of pricing components for interest rate derivatives referencing EURIBOR. The Group voluntarily reported the EURIBOR conduct to the Commission and cooperated fully with the Commission's investigation. In recognition of this cooperation, the Group has been granted full immunity from the €690 million fine that would otherwise have applied.

- (iv) The information in the section 'Legal Proceedings', 'Legal Proceedings', under the sub-heading 'U.S. Federal Housing Finance Agency and Other Residential Mortgage-Backed Securities Litigation' is updated as follows:

(A) The statement that the Group estimated figures of the RMBS as at 30 June 2013 "do not include two related class actions brought on behalf of a putative class of investors in RMBS issued by Countrywide and underwritten by other underwriters" shall be updated with the following statement: "or a second lawsuit commenced by the National Credit Union Administration in the second half of 2013 related to \$293 million of additional RMBS"; and

(B) the following information updates the matter further:

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

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

- (v) The information in the section 'Legal Proceedings' under the sub-heading 'LIBOR and other Benchmarks Civil Actions' is updated as follows:

(A) the statement in the first paragraph that "the lawsuits seek an unspecified amount of damages", shall be updated with the information "with the exception of two lawsuits, in which the plaintiffs are seeking a combined total of approximately \$810 million in

actual damages against all defendants, including the Bank, plus punitive damages". The following information updates this matter further: "Some of the lawsuits seek trebling of damages under the Sherman and RICO Acts".

- (B) the information regarding an order of the District Court dated 23 August 2013, denying the majority of motions presented by three class action plaintiffs is updated with the following information:

On 17 September 2013 and 24 September 2013, plaintiffs in one class action and three individual actions, all of which were dismissed by Judge Buchwald's 29 March decision, filed notices of appeal. On 30 October 2013, the Second Circuit dismissed the appeals because it found the Court has not yet entered final judgment. On 31 October 2013, the Court denied the requests of other plaintiffs to appeal the 29 March decision. Accordingly, there are currently no claims decided by Judge Buchwald on appeal.

- (C) the information relating to the additional class action commenced on 30 April 2013 against the Bank and other Japanese Yen LIBOR panel banks is updated with the following information:

The defendants' motion to dismiss was fully submitted to the court on 27 September 2013. Oral argument on the motion to dismiss is scheduled for 29 January 2014.

- (D) the following new information updates the 'LIBOR and other Benchmarks Civil Actions' matter further:

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

- (E) the information relating to the class action commenced on 12 February 2013 by plaintiffs that purchased or sold a NYSE LIFFE EURIBOR futures contract is updated with the following:

An amended complaint was filed on 2 November 2013, which expanded the purported class to include purchasers of "Euro currency futures contracts" on the Chicago Mercantile Exchange and purchasers of interest rate swaps and other financial instruments linked to Euribor entered into by a U.S. person or entity from a location within the U.S. The amended complaint alleges manipulation of the EURIBOR rate and violations of the U.S. Commodity Exchange Act and Sherman Act beginning as early as 1 June 2005 and continuing through 31 March 2011. The action is currently pending in the United States District Court for the Southern District of New York. The plaintiffs have indicated that they plan to file a second amended complaint in early 2014. "

- (F) the information relating to the notice of appeal against the District Court's decision to grant the Group's motion to dismiss the complaint alleging misstatements and omissions in the Bank's Annual Reports for the years 2006 to 2011 and that the Bank's US Dollar submissions constituted false statements is updated with the following information:

The appeal was fully submitted to the Courts of Appeal on 21 September 2013. No date has been set for oral argument on the appeal.

- (vi) Under the heading 'Civil Action in Respect of Foreign Exchange Trading' within the section 'Legal Proceedings', the information is updated with the following:

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

- (vii) As a result of the updated income information disclosed in the 30 October 2013 Interim Management Statement, specifically the information regarding the 4% reduction in Barclays PLC and its subsidiary undertaking's adjusted income for the period ended 30 September 2013 compared to those months in 2012 disclosed in 'Performance Highlights' on page 5 of the 30 October 2013 Interim Management Statement, the information under the heading 'Significant Change Statement' is updated to state:

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

Terms defined in the Base Prospectuses shall, unless the context otherwise requires, have the same meanings when used in this Prospectus Supplement. This Prospectus Supplement is supplemental to, and should be read in conjunction with each Base Prospectus and Combined Supplement 1/2013. To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement and (b) any other statement in, or incorporated by reference into any Base Prospectus, the statements in (a) above shall prevail.

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 Prospectus Supplement is published, to withdraw their acceptances. Such right shall expire on 27 December 2013. Investors should contact the distributor from which they agreed to purchase or subscribe the Securities in order to exercise their withdrawal rights.

References to each Base Prospectus shall hereafter mean the Base Prospectus as supplemented by Combined Supplement 1/2013 and 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 of the Base Prospectuses which is capable of affecting the assessment of the securities issued pursuant to any Base Prospectus has arisen or been noted, as the case may be, since the publication of each of the Base Prospectuses (as supplemented at the date hereof) issued by the Issuers.

This Prospectus 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 base prospectus 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 issue of securities under the Programme.



The date of this Prospectus Supplement is 23 December 2013.