

**Supplement Number 5 dated 20 February 2015
To the Base Prospectus dated 29 April 2014**



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

\$10,000,000,000
GLOBAL COLLATERALISED MEDIUM TERM NOTES
supported by a limited recourse undertaking by Barclays CCP Funding LLP

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 29 April 2014 (the "**Base Prospectus**") prepared by Barclays Bank PLC (the "**Bank**" or the "**Issuer**") with respect to its \$10,000,000,000 Global Collateralised Medium Term Note Series (the "**Global Collateralised Medium Term Note Series**") as amended and supplemented by the base prospectus supplements dated 3 July 2014 (the "**First Supplement**"), 19 September 2014 (the "**Second Supplement**"), 7 November 2014 (the "**Third Supplement**") and 15 January 2015 (the "**Fourth Supplement**"). The Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under Directive 2003/71/EC (the "**Prospectus Directive**"). The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. This Supplement constitutes a base prospectus supplement for the purposes of the Prospectus Directive.

Terms defined in the Base Prospectus have the same meanings when used in this Supplement.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Barclays CCP Funding LLP (the "**LLP**") accepts responsibility for the information contained in this Supplement relating to it and the LLP Undertakings. To the best of the knowledge of the LLP (having taken all reasonable care to ensure that such is the case), such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus as amended and supplemented by the First Supplement, the Second Supplement, the Third Supplement and the Fourth Supplement. To the extent that there is any inconsistency between any statement in this Supplement or any statement incorporated by reference into the Base Prospectus, the First Supplement, the Second Supplement, the Third Supplement or the Fourth Supplement, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, the First Supplement, the Second Supplement, the Third Supplement and the Fourth Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

This Supplement has been filed with and approved by the Central Bank as required by the Irish Prospectus (Directive 2003/71/EC) Regulations 2005.

Amendments to "Risk Factors"

The text of the section entitled "Risks relating to the Bank and the Group – Credit risk – iii. Political instability or economic uncertainty in markets in which the Group operates" on page 17 of the Base Prospectus shall be amended by the deletion of the existing second paragraph of that section in its entirety and its replacement with the following wording:

"The referendum on UK membership of the European Union (expected before 2017) may affect the Group's risk profile through introducing potentially significant new uncertainties and instability in financial markets, both ahead of the date for this referendum and, depending on the outcome, after the event."

The text of the section entitled "Risks relating to the Bank and the Group – Funding risk – (i) Maintaining capital strength in increasingly challenging environment" on page 20 of the Base Prospectus shall be amended by the deletion of the existing first and second paragraphs of that section in their entirety and their replacement with the following wording:

"Should the Group be unable to maintain or achieve appropriate capital ratios this could lead to: an inability to support business activity; a failure to meet regulatory requirements; changes to credit ratings, which could also result in increased costs or reduced capacity to raise funding; and/or the need to take additional measures to strengthen the Group's capital or leverage position. Basel III and CRD IV have increased the amount and quality of capital that the Group is required to hold. Whilst CRD IV requirements are now in force in the UK, changes to capital requirements can still occur whether as a result of further changes to CRD IV agreed by EU legislators, binding regulatory technical standards being developed by the European Banking Authority or changes to the way in which the PRA interprets and applies these requirements to UK banks (including as regards individual model approvals granted under CRD II and III). Such changes, either individually and/or in aggregate, may lead to further unexpected enhanced requirements in relation to the Group's CRD IV capital.

Additional capital requirements will also arise from other regulatory reforms, including UK, EU and US proposals on bank structural reform, current EBA 'Minimum Requirement for own funds and Eligible Liabilities' (MREL) proposals under the EU Bank Recovery Resolution Requirement Directive and Financial Stability Board (FSB) Total Loss Absorbing Capacity' (TLAC) proposals for globally systemically important banks. Given many of the proposals are still in draft form and subject to change, the potential impact on the Group is uncertain. However, it is likely that these changes in law and regulation will have an impact on the Group as they would require changes to the legal entity structure of the Group and how its businesses are capitalised and funded and/or are able to continue to operate and as such could have an adverse impact on the operations, financial condition and prospects of the Group."

The text of the section entitled "Risks relating to the Bank and the Group – Operational risk – Implementation of Basel III/CRD IV and additional PRA supervisory expectations" on page 25 of the Base Prospectus shall be amended by:

- the deletion of the existing final sentence of the first paragraph of that section in its entirety and its replacement with the following wording:

"The Group met the PRA's expectation to have an adjusted fully loaded CET 1 ratio of 7% by 31 December 2013 and also met the PRA Leverage Ratio target of 3% by 30 June 2014."

- the deletion of the second paragraph of that section in its entirety and its replacement with the following wording:

"There is a risk that CRD IV requirements adopted in the UK may change, whether as a result of further changes to global standards, EU legislation (including via binding regulatory technical standards being developed by the European Banking Authority) or changes to the way in which the PRA interprets and applies these requirements to UK banks, including as regards individual models approvals granted under CRD II and III."

The text of the section entitled "Risks relating to the bank and the group – Operational risk – Recovery and resolution planning" on page 27 of the Base Prospectus shall be amended by:

- the deletion of the existing final sentence of the first paragraph of that section in its entirety.
- the deletion of the existing final sentence of the second paragraph of that section in its entirety and its replacement with the following wording:

"The majority of measures set out in the BRRD were implemented in the UK on 1 January 2015, with the exception of the minimum requirements for own funds and eligible liabilities which are expected to be transposed no later than 1 January 2016, due to parallel developments at the FSB (as defined above) for harmonising key principles for TLAC (as defined above) globally."

- the deletion of the existing final sentence of the third paragraph of that section in its entirety.

The text of the section entitled "Risks relating to the bank and the group – Operational risk – Market infrastructure reforms" on page 27 through page 28 of the Base Prospectus shall be amended by:

- the deletion of the words "others will enter into force in" after the words "Certain of these requirements came into force in 2013 and" in the second sentence of the first paragraph of that section.
- the deletion of the words "being finalised by the EU legislative institutions and are" in the last sentence of the first paragraph of that section.

The text of the section entitled "Risks relating to the bank and the group – Reputation risk – Risks relating to regulatory actions in the event of a bank failure, including the UK Bail-In Power" on page 30 through page 33 of the Base Prospectus shall be amended by the deletion of the existing section in its entirety and its replacement with the following wording:

"Regulatory action in the event the Issuer is failing or likely to fail could materially adversely affect the value of the Global Collateralised Medium Term Notes"

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 requires all EEA member states to provide their relevant resolution authorities with a set of tools to intervene sufficiently early and quickly in an unsound or failing institution so as to ensure the continuity of the institution's critical financial and economic functions, while minimising the impact of an institution's failure on the broader economy and financial system.

In the United Kingdom, the majority of the requirements of the BRRD are implemented into national law in the Banking Act 2009 (the "**Banking Act**"). The UK implementation of the BRRD included the introduction of the bail-in tool as of 1 January 2015. 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 Global Collateralised Medium Term Notes, which may result in holders of the Global Collateralised Medium Term Notes losing some or all of their investment*". The UK has deferred the implementation of the MREL regime, pending further developments via the FSB for harmonising key principles for TLAC globally. See "*Minimum requirement for own funds and eligible liabilities (MREL)*" 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 deposit taking institutions which are considered to be at risk of failing. The exercise of any of these actions in relation to the Issuer could materially adversely affect the value of any Global Collateralised Medium Term Notes

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) and certain of its affiliates (including, for example, Barclays PLC) (each a "**relevant entity**") in circumstances in which the relevant UK resolution

authority considers the failure of the relevant entity has become highly likely and a threat is posed to the public interest. The stabilisation options available to the relevant UK resolution authority under the SRR provide for:

- (i) private sector transfer of all or part of the business of the relevant entity;
- (ii) transfer of all or part of the business of the relevant entity to a "bridge bank" established by the Bank of England;
- (iii) transfer to an asset management vehicle;
- (iv) the bail-in tool; and
- (v) temporary public ownership (nationalisation) of the relevant entity.

Each of these stabilisation options is achieved through the exercise of one or more "stabilisation powers", which include (i) the power to make share transfer orders pursuant to which all or some of the securities issued by a UK bank may be transferred to a commercial purchaser, a bridge bank or the UK government; (ii) the resolution instrument power which includes the exercise of the bail-in tool; (iii) the power to transfer all or some of the property, rights and liabilities of a UK bank to a commercial purchaser or Bank of England entity; and (iv) the third country instrument powers that recognise the effect of similar special resolution action taken under the law of a country outside the EU. A share transfer order can extend to a wide range of securities, including shares and bonds issued by a UK bank or its holding company and warrants for such shares and bonds and could, therefore, apply to the Global Collateralised Medium Term Notes. In addition, the Banking Act grants powers to modify contractual arrangements in certain circumstances, 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.

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

The SRR is designed to be triggered prior to insolvency of the Issuer and holders of the Global Collateralised Medium Term Notes 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. Accordingly, the stabilisation options may be exercised if: the relevant UK resolution authority: (i) is satisfied that a relevant entity (such as the Issuer) is failing, or is likely to fail; (ii) determines that it is not reasonably likely that (ignoring the stabilisation powers) action will be taken by or in respect of the relevant entity that will result in condition (i) above ceasing to be met; (iii) considers that the exercise of the stabilisation powers to be necessary, having regard to certain public interest considerations (such as the stability of the UK financial system, public confidence in the UK banking system and the protection of depositors, being some of the special resolution objectives) and (iv) considers that the special resolution objectives would not be met to the same extent by the winding-up of the relevant entity. Additional conditions will apply where the relevant UK resolution authority seeks to exercise its powers in relation to UK banking group companies. The use of different stabilisation powers is also subject to further "specific conditions" that vary according to the relevant stabilisation power being used.

Although the Banking Act provides for the above described conditions to the exercise of any resolution powers, it is uncertain how the relevant UK resolution authority would assess such conditions in different pre-insolvency scenarios 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 advanced notice to holders of the Global Collateralised Medium Term Notes of its decision to exercise any resolution power. Therefore, holders of the Global Collateralised Medium Term Notes 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 Global Collateralised Medium Term Notes.

Holders of the Global Collateralised Medium Term Notes may have only very limited rights to challenge the exercise of any resolution powers (including the UK Bail-in Power) by the relevant UK resolution authority

Holders of the Global Collateralised Medium Term Notes 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 (including the UK Bail-in Power) 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 Global Collateralised Medium Term Notes, which may result in holders of the Global Collateralised Medium Term Notes losing some or all of their investment

The relevant UK resolution authority may exercise the bail-in tool to enable it to recapitalise an institution in resolution by allocating losses to its shareholders and unsecured creditors (which include the holders of the Global Collateralised Medium Term Notes) in a manner that (i) ought to respect the hierarchy of claims in an ordinary insolvency and (ii) is consistent with shareholders and creditors not receiving a less favourable treatment than they would have received in ordinary insolvency proceedings of the relevant entity (known as the "no creditor worse off" safeguard). Insured deposits and liabilities to the extent they are secured are among the liabilities excluded from the scope of the bail-in tool.

The bail-in tool includes the power to cancel a liability or modify the terms of contracts for the purposes of reducing or deferring the liabilities of the relevant entity under resolution and the power to convert a liability from one form or class to another. The exercise of such powers may result in the cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the Global Collateralised Medium Term Notes and/or the conversion of all or a portion of the principal amount of, interest on, or any other amounts payable on, the Global Collateralised Medium Term Notes 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 Global Collateralised Medium Term Notes, in each case, to give effect to the exercise by the relevant UK resolution authority of such power.

Where the relevant statutory conditions for intervention under the SRR and the 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 of the Global Collateralised Medium Term Notes.

The exercise of any resolution power, including the power to exercise the bail-in tool in respect of the Issuer and the Global Collateralised Medium Term Notes or any suggestion of any such exercise could materially adversely affect the rights of the holders of the Global Collateralised Medium Term Notes, the price or value of their investment in the Global Collateralised Medium Term Notes and/or the ability of the Issuer to satisfy its obligations under the Global Collateralised Medium Term Notes and could lead to holders of Global Collateralised Medium Term Notes losing some or all of the value of their investment in such Global Collateralised Medium Term Notes. 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 Global Collateralised Medium Term Notes in the resolution and there can be no assurance that holders of Global Collateralised Medium Term Notes 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 Global Collateralised Medium Term Notes issued by the Issuer, such Global Collateralised Medium Term Notes would be more likely to be bailed-in than certain other unsecured 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 Global Collateralised Medium Term Notes. 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 Global Collateralised Medium Term Notes would be more likely to be bailed-in than certain other unsubordinated liabilities of the Issuer such as other preferred deposits.

Minimum requirement for own funds and eligible liabilities ("MREL")

To support the effectiveness of bail-in and other resolution tools, the BRRD requires that all institutions must meet an individual MREL requirement, calculated as a percentage of total liabilities and own funds and set by the relevant resolution authorities. Items eligible for inclusion in MREL will include an institution's own funds, along with "eligible liabilities". The UK has opted to defer until 1 January 2016 the implementation of the MREL regime.

The European Banking Authority (the EBA) and the European Commission are required to develop the criteria for determining the MREL, the calculation methodologies and related measures. Although the EBA has consulted on certain proposals, which are in draft form and subject to change, the precise impact of the MREL requirements on individual firms will remain a matter of some uncertainty until the final measures are adopted. It is also unclear whether the proposals published in November 2014 by the FSB for a new international standard on TLAC for globally systemically important banks (G-SIBs) (including the Issuer, based on the latest FSB list of G-SIBs published in November 2014) will affect the way in which the authorities implement the MREL regime.

While these measures remain in development, it is not possible to determine the ultimate scope and nature of any resulting obligations for the Issuer or the Group, nor the impact that they will have on the Issuer or the Group once implemented. If the FSB's and EBA's proposals are implemented in their current form however, it is possible that, the Issuer and/or other members of the Group may have to issue MREL eligible liabilities in order to meet the new requirements within the required timeframes and/or alter the quantity and type of internal capital and funding arrangements within the Group. During periods of market dislocation, or when there is significant competition for the type of funding that the Group needs, a requirement to increase the Group's MREL eligible liabilities in order to meet targets may prove more difficult and/or costly. More generally, these proposals could increase the Group's costs and may lead to asset sales and/or other balance sheet reductions. The effects of these proposals could all adversely impact the results of operations, financial condition and prospects of the Group and, in turn, adversely affect the value of the Global Collateralised Medium Term Notes.

The text of the section entitled "Risks relating to the Global Collateralised Medium Term Notes – Ratings of the Global Collateralised Medium Term Notes – The reduction of sovereign support due to the implementation of a resolution framework may lead to ratings downgrades" on page 33 of the Base Prospectus shall be deleted in its entirety and replaced with the following wording:

"A downgrade of the rating assigned by any rating agency to the Issuer or the Global Collateralised Medium Term Notes could adversely affect the liquidity or market value of the Global Collateralised Medium Term Notes. Ratings downgrades could occur as a result of, among other causes, changes in the ratings methodologies used by rating agencies. Changes in 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 Global Collateralised Medium Term Notes will be rated by credit rating agencies and may in the future be rated by additional rating agencies, although the Issuer is under no obligation to ensure that the Global Collateralised Medium Term Notes are rated by any 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 Global Collateralised Medium Term Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised, suspended or withdrawn by the rating agency at any time.

Any rating assigned to the Issuer and/or the Global Collateralised Medium Term Notes may be withdrawn entirely by a rating agency, may be suspended or may be lowered, if, in that 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 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 rating agencies may also revise the ratings methodologies applicable to issuers within a particular industry, or political or economic region. If 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 rating agencies may downgrade, suspend or withdraw the ratings assigned to an issuer and/or its securities.

During the first half of 2015, Moody's and Standard & Poor's are expected to implement revised methodologies applicable to bank ratings, intended to address the on-going implementation of resolution frameworks applicable to banks, such as those provided for in the UK Banking Act, described above, and related rules and guidance. Among other things, the revised methodologies are expected to impact the agencies' assessment, for the different creditor classes, of both the probability of default, and the expected loss to creditors in the event of a bank failure. In addition, each of Moody's, Standard & Poor's and Fitch (together, the "CRAs") has stated its view that extraordinary government support for European banks is likely to diminish as enhanced bank resolution frameworks are implemented. Among other factors, this led in part to the "negative" ratings outlook assigned in 2014 to the ratings of various systemically important European banks, including the Issuer. Consistent with this view, on 3 February 2015, Standard & Poor's placed the Issuer's long- and short-term ratings on "credit watch with negative implications". Standard & Poor's stated the "credit watch" status reflects the possibility that they may remove all systemic sovereign support notches currently supporting the Issuer's ratings, and that they expect to resolve the "credit watch" placement by early May 2015. Moody's and Fitch have also expressed their intention to review, during the first half of 2015, the level of "sovereign support" in their ratings of financial institutions. The timing and outcome of the proposed changes in bank ratings methodologies, and the related review of ratings for removal of "sovereign support," remain uncertain. The Issuer expects that when such revised methodologies are implemented and/or such reviews are completed they are likely to result in downgrades to the ratings assigned by some or all of the CRAs to the Issuer and/or some or all of its outstanding securities, including the Global Collateralised Medium Term Notes.

If the Issuer determines to no longer maintain one or more ratings, or if any rating agency withdraws, suspends or downgrades the credit ratings of the Issuer or the Global Collateralised Medium Term Notes, or if such a withdrawal, suspension or downgrade is anticipated (or any rating agency places the credit ratings of the Issuer or the Global Collateralised Medium Term Notes 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 Global Collateralised Medium Term Notes."

Amendments to "Information relating to the Issuer"

The text of the section entitled "Legal, Competition and Regulatory Matters – Directors" on page 65 through page 66 of the Base Prospectus shall be amended by the deletion of the existing section in its entirety and its replacement with the following wording:

"Directors

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

<i>Name</i>	<i>Function(s) within the Group</i>	<i>Principal outside activities</i>
Sir David Walker ¹	Chairman	Member and Trustee Consultative Group on International Economic and Monetary Affairs, Inc. (Group of Thirty); Trustee, Cicely Saunders Foundation
Antony Jenkins	Group Chief Executive	Director, The Institute of International Finance; Member, International Advisory Panel of the Monetary Authority of Singapore;

¹ See note on John McFarlane below.

<i>Name</i>	<i>Function(s) within the Group</i>	<i>Principal outside activities</i>
		Trustee Director of Business in the Community
John McFarlane ²	Non-Executive Director	Chairman of Aviva plc; Chairman of FirstGroup plc; Westfield Group; Old Oak Holdings Ltd
Tushar Morzaria	Group Finance Director	
Tim Breedon CBE	Non-Executive Director	Non-Executive Director, Ministry of Justice Departmental Board; Adviser, Blackstone Group L.P
Crawford Gillies	Non-Executive Director	Non-Executive Director Standard Life plc; Non-Executive Director MITIE Group PLC; Chairman, Control Risks Group Limited; Chairman, Scottish Enterprise; Chairman, CG Advisory Ltd
Reuben Jeffery III	Non-Executive Director	Chief Executive Officer, Rockefeller & Co., Inc.; Chief Executive Officer, Rockefeller Financial Services Inc.; Member International Advisory Council of the China Securities Regulatory Commission; Member, Advisory Board of Towerbrook Capital Partners LP; Director, Financial Services Volunteer Corps; Director of J. Rothschild Capital management International Advisory Committee
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

² John McFarlane has been appointed as a non-executive Director of the Bank and Barclays PLC with effect from 1 January 2015 and will succeed Sir David Walker as Chairman of the Bank and Barclays PLC with effect from the conclusion of the Barclays PLC AGM in 2015. Sir David Walker will step down as Director and Chairman of the Bank and Barclays PLC with effect from the conclusion of the Barclays PLC AGM in 2015. John McFarlane is currently Chairman of Aviva plc, having joined the Aviva Board in September 2011 and becoming Chairman in July 2012. He is also Chairman of FirstGroup plc and he will be stepping down from both positions at the conclusion of their AGMs in April and July 2015, respectively. The appointment has been approved by the Prudential Regulation Authority and the Financial Conduct Authority. Mr McFarlane will remain a non-executive Director of Westfield Group and Old Oak Holdings Ltd.

<i>Name</i>	<i>Function(s) within the Group</i>	<i>Principal outside activities</i>
Sir John Sunderland	Non-Executive Director	Chairman, Merlin Entertainments PLC; Non-Executive Director, AFC Energy plc; Governor, Reading University Council; Chancellor, Aston University; Chairman, Cambridge Education Group Ltd
Diane de Saint Victor	Non-Executive Director	General Counsel, Company Secretary and a member of the Group Executive Committee of ABB Limited; Member, Advisory Board of the World Economic Forum's Davos Open Forum
Frits van Paasschen	Non-Executive Director	CEO and President of Starwood Hotels and Resorts Worldwide Inc.
Mike Ashley	Non-Executive Director	Member, HM Treasury Audit Committee; Member, Institute of Chartered Accountants in England & Wales' Ethics Standards Committee; Vice-Chair, European Financial Reporting Advisory Group's Technical Expert Group; Chairman, Government Internal Audit Agency
Wendy Lucas-Bull	Non-Executive Director; Chairman of Barclays Africa Group Limited	Director, Afrika Tikkun NPC; Director, Peotona Group Holdings (Pty) Limited
Stephen Thieke	Non-Executive Director	

Barclays Africa Group Limited (BAGL) is majority-owned by the Group and a minority of the voting capital is held by non-controlling third party interests. As such, procedures are in place to manage any potential conflicts of interest arising from Wendy Lucas-Bull's duties as a Non-Executive Director of the Bank and her duties as Chairman of BAGL. Except as stated above in respect of Wendy Lucas-Bull, no potential conflicts of interest exist between any duties to the Bank of the Directors listed above and their private interests or other duties."