

**Supplement Number 1 dated 13 December 2013
To the Base Prospectus dated 24 October 2013**



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 24 October 2013 (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**"). 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.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. 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 statements in this Supplement will prevail.

Save as disclosed in this 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 "Information Incorporated by Reference"

The section entitled "Information Incorporated by Reference" on page 48 through page 49 of the Base Prospectus shall be amended by the deletion of the existing wording of the section and its replacement with the following wording:

The following information has been filed pursuant to the Transparency Directive and shall be deemed to be incorporated in, and to form part of, this Base Prospectus:

- the joint Annual Report of Barclays PLC and Barclays Bank PLC (the "**Bank**"), as filed with the U.S. Securities and Exchange Commission (the "**SEC**") on Form 20-F in respect of the years ended 31 December 2011 and 31 December 2012 (the "**Joint Annual Report**"), with the exception of the information incorporated by reference in the Joint Annual Report referred to in the Exhibit Index of the Joint Annual Report, which shall not be deemed to be incorporated in this Base Prospectus (available at <http://group.barclays.com/Satellite?blobcol=urldata&blobheader=application%2Fpdf&blobheadername1=Content-Disposition&blobheadername2=MDT-Type&blobheadervalue1=inline%3B+filename%3D2012-Form-20-FPDF.pdf&blobheadervalue2=abinary%3B+charset%3DUTF-8&blobkey=id&blobtable=MungoBlobs&blobwhere=1330696731044&ssbinary=true>);
- the Annual Reports of the Bank containing the audited consolidated financial statements of the Bank in respect of the years ended 31 December 2011 (the "**2011 Bank Annual Report**") and 31 December 2012 (the "**2012 Bank Annual Report**"), respectively (available at <http://group.barclays.com/Satellite?blobcol=urldata&blobheader=application%2Fpdf&blobheadername1=Content-Disposition&blobheadername2=MDT-Type&blobheadervalue1=inline%3B+filename%3D2011-Barclays-Bank-PLC-Annual-Report-%28PDF%29.pdf&blobheadervalue2=abinary%3B+charset%3DUTF-8&blobkey=id&blobtable=MungoBlobs&blobwhere=1330686323859&ssbinary=true>, and <http://group.barclays.com/Satellite?blobcol=urldata&blobheader=application%2Fpdf&blobheadername1=Content-Disposition&blobheadername2=MDT-Type&blobheadervalue1=inline%3B+filename%3D2012-Barclays-Bank-PLC-Annual-Report-PDF.pdf&blobheadervalue2=abinary%3B+charset%3DUTF-8&blobkey=id&blobtable=MungoBlobs&blobwhere=1330696635849&ssbinary=true>, respectively);
- the joint unaudited Interim Results Announcement of Barclays PLC and the Bank as filed with the SEC on Form 6-K on film number 13996454 on 30 July 2013 in respect of the six months ended 30 June 2013 (the "**Interim Results Announcement**") (available at <http://quote.morningstar.com/stock-filing/Quarterly-Report/2013/6/30/t.aspx?t=XNYS:BCS&ft=&d=5da3d2faa3fdc2cd8f353e191ed603c9>);
- the announcement by Barclays PLC of its leverage plan as filed with the SEC on Film Number 13995561 on 30 July 2013 (available at <http://group.barclays.com/Satellite?blobcol=urldata&blobheader=application%2Fpdf&blobheadername1=Content-Disposition&blobheadername2=MDT-Type&blobheadervalue1=inline%3B+filename%3DBarclays-PLC-Announces-Leverage-Plan-PDF.pdf&blobheadervalue2=abinary%3B+charset%3DUTF-8&blobkey=id&blobtable=MungoBlobs&blobwhere=1330701423014&ssbinary=true>);
- the 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 (available at <http://tools.morningstar.co.uk/tsweu6nqxu/globaldocuments/document/rnsNewsItem.aspx?DocumentId=317305741379343>):

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- the current report on Form 6-K including Additional Issues Disclosure filed on 16 September 2013 with the exception of the updated capitalisation and indebtedness table as of 30 June 2013 (available at
- the joint unaudited Interim Management Statement of Barclays PLC and the Bank as 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 "**Interim Management Statement**") (available at http://www.rns-pdf.londonstockexchange.com/rns/3535S_-2012-11-29.pdf).

The following information has been filed pursuant to the Prospectus Directive and shall be deemed to be incorporated in, and to form part of, this Base Prospectus:

- the Report and Financial Statements of Barclays CCP Funding LLP for the year ended 31 December 2011 and the Report and Financial Statements of Barclays CCP Funding LLP for the period from 26 October 2010 (date of incorporation) to 31 December 2010, included in the base prospectus dated 7 December 2012 prepared by the Bank with respect to the Global Collateralised Medium Term Note Series. (available at http://www.ise.ie/debt_documents/Base%20Prospectus_1c62e517-5fad-4d68-b6c5-26e14b5c4694.pdf).

The hyperlinks set out in the preceding paragraphs are provided solely for the convenience of prospective investors. Other than the information specifically incorporated by reference pursuant to this section of the Base Prospectus, neither the content of respective websites of the Bank, the London Stock Exchange, the Irish Stock Exchange or Morningstar, nor the content of any website accessible from hyperlinks on such websites, is incorporated into, or forms part of, this Base Prospectus.

Any information contained in any of the documents specified above which is not incorporated by reference in this Base Prospectus is either not relevant for prospective investors for the purposes of Article 5(1) of the Prospectus Directive or is covered elsewhere in this Base Prospectus.

The table below sets out the relevant page references for the information contained within the Joint Annual Report:

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Each of the Bank and Barclays PLC has applied International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board and as adopted by the European Union (the "**EU**") in the financial statements incorporated by reference above. A summary of the significant accounting policies for each of the Bank and Barclays PLC is included in each of the Joint Annual Report, the 2011 Bank Annual Report and the 2012 Bank Annual Report.

Amendments to "Information Relating to the Issuer"

The introductory portion of the section entitled "Information Relating to the Issuer" on page 49 through page 50 of the Base Prospectus shall be amended by the deletion of the existing wording of the second sentence of the second paragraph and its replacement with the following wording:

Together with the predecessor companies, the Group has over 300 years of history and expertise in banking, and today the Group operates in over 50 countries and as of 30 June 2013, employed approximately 139,900 people.

The introductory portion of the section entitled "Information Relating to the Issuer" on page 49 through page 50 of the Base Prospectus shall be amended by the deletion of the existing wording of the fifth paragraph and its replacement with the following wording:

Based on the Group's unaudited financial information for the six months ended 30 June 2013, the Group had total assets of £1,533,378 million (30 June 2012 (restated): £1,629,089 million), total net loans and advances¹ of £516,949 million (30 June 2012 (restated): £501,509 million), total deposits² of £538,624 million (30 June 2012 (restated): £502,818 million), and total shareholders' equity of £59,394 million (30 June 2012 (restated): £60,371 million) (including non-controlling interests of £2,620 million (2012: £2,957 million)). The profit before tax from continuing operations of the Group for the year ended 30 June 2013 was £1,648 million (30 June 2012 (restated): £716 million) after credit impairment charges and other provisions of £1,631 million (30 June 2012 (restated): £1,710 million). The financial information in this paragraph is extracted from the unaudited Interim Results Announcement of Barclays Bank PLC for the six months ended 30 June 2013.

The section entitled "Information Relating to the Issuer—Acquisitions, Disposals and Recent Developments" on page 50 through page 51 of the Base Prospectus shall be amended by the deletion of the existing wording and its replacement with the following:

Acquisitions, Disposals and Recent Developments

Strategic combination of Barclays Africa with Absa Group Limited

On 6 December 2012, the Bank entered into an agreement to combine the majority of its Africa operations (the "**African Business**") with Absa Group Limited ("**Absa**"). Under the terms of the combination, Absa acquired Barclays Africa Limited, the holding company of the African Business, for a consideration of 129,540,636 Absa ordinary shares (representing a value of approximately £1.3 billion for Barclays Africa Limited). The combination completed on 31 July 2013 and, on completion, the Bank's stake in Absa increased from 55.5% to 62.3%. Absa was subsequently renamed Barclays Africa Group Limited but continues to trade under the name Absa.

Acquisition of ING Direct UK

On 9 October 2012, the Bank announced that it had agreed to acquire the deposits, mortgages and business assets of ING Direct UK. Under the terms of the transaction, which completed on 5 March 2013, the Bank, acquired amongst other business assets, a deposit book with balances of approximately £11.4 billion and a mortgage book with outstanding balances of approximately £5.3 billion.

Disposal of stake in BlackRock, Inc.

On 22 May 2012, the Bank announced that it had agreed to dispose of the Bank's entire holding in BlackRock, Inc. ("**BlackRock**") pursuant to an underwritten public offer and a partial buy-back by BlackRock. On disposal, the Bank received net proceeds of approximately US\$5.5 billion.

PRA Capital Adequacy Review

In March 2013 the UK Financial Policy Committee asked the PRA to take steps to ensure that, by the end of 2013, major UK banks and building societies, including Barclays, held capital resources equivalent to 7% of their risk weighted assets. The PRA's calculation of capital adequacy was based on CRD IV definitions, applying them on a fully loaded basis with further prudential adjustments.

The PRA published its assessment in June 2013, further to which Barclays announced that it could meet the adjusted 7% fully loaded Common Equity Tier 1 ratio target set by the PRA by December 2013, through planned balance sheet actions and retained earnings generation, in line with Barclays' existing Transform programme.

As part of its review, the PRA also introduced a 3% leverage ratio target, calculated as fully loaded CET1 capital (after further prudential adjustments), together with any further issuance of qualifying Additional Tier 1 securities, and divided by a CRD IV leverage exposure measure (the "**PRA Leverage Ratio**"). As at 30 June 2013, the Group's PRA Leverage Ratio was 2.2%, representing an estimated leverage gap of £12.8 billion of capital in order to meet the 3% target.

Leverage Plan

In July 2013, the PRA requested that Barclays plan to achieve a 3% PRA Leverage Ratio target by 30 June 2014, ahead of the anticipated CRD IV deadline for compliance in 2018. In order to achieve the target within the PRA's expected timeframe the Group formulated and agreed with the PRA a plan comprised of capital management and leverage exposure actions which was announced on 30 July 2013. The plan announced by the Group included an underwritten rights issue (described below), measures to reduce the Bank's CRD IV leverage exposure, and the continued execution of the Group's capital plan with the issuance of CRD IV qualifying Additional Tier 1 securities.

On 30 July 2013, the PRA announced that it had agreed and welcomed the Group's plan, and concluded that it was a credible plan to meet a PRA Leverage Ratio of 3% by end of June 2014 without cutting back on lending to the real economy.

Rights Issue

On 30 July 2013, Barclays PLC announced an underwritten rights issue (the "**Rights Issue**") to raise approximately £5.8 billion (net of expenses). The Rights Issue was made to qualifying shareholders on the basis of one new ordinary share for every four existing ordinary shares held by shareholders at the close of business on 13 September 2013. On 4 October 2013, Barclays PLC 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 pursuant to the Rights Issue. The underwriters subsequently procured subscribers for the remaining ordinary shares for which acceptances were not received.

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.

AT1 Issuance

In furtherance of the Group's leverage plan, on 20 November 2013 Barclays PLC issued \$2 billion 8.25% CRD IV qualifying contingent convertible Additional Tier 1 securities and on 10 December 2013, issued a further €1 billion 8.0% CRD IV qualifying contingent convertible Additional Tier 1 securities, in each case with a 7% fully loaded CET1 ratio trigger (together, the "AT1 Issuance").

On 4 December 2013, 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%.

Current trading and prospects

In a letter to shareholders dated 16 September 2013, Sir David Walker, Chairman of Barclays PLC stated that consistent with the Interim Results Announcement, Barclays continued to remain cautious about the environment in which it operated and its focus remained on costs, capital, leverage and returns in order to drive sustainable performance improvements.

He noted that the Group's adjusted income for July and August 2013 was £0.5 billion lower than in the comparable period in 2012. As a result, the Group's adjusted income for the eight month period to 31 August 2013 was down 5% compared with those months in 2012. Adjusted income for the Group, excluding the Investment Bank, for July and August 2013 was broadly flat versus those months in 2012. Income in the Investment Bank for July and August 2013 was significantly below those months in 2012, with lower income in FICC partially offset by growth in Equities and Prime Services. The daily income run rate in the Investment Bank in the current month to 12 September 2013 was moderately ahead of the daily income run rate for the months of July and August 2013 and below that for September 2012.

He further indicated that Group impairments in July and August 2013 were broadly consistent with those months in 2012 and that Barclays continued to observe similar trends to those seen in the six month period ended 30 June 2013 with delinquency rates stable, a low, stable annualised Loan Loss Rate below the Group's long term average, and improvements in wholesale lending reflecting lower impairment charges in Europe. Cost control remains a critical component for Barclays to achieve its commitments, with an expectation of £1.2 billion of Costs to Achieve ("CTA") Transform in 2013, reflecting the acceleration of £200 million of the £2.7 billion total as previously disclosed and having recognised £640 million during the six months ended 30 June 2013 on restructuring and investment, predominantly in the Investment Bank and Europe Retail and Business Banking. He stated that Barclays remained focused on cost efficiency and was on track to meet the £18.5 billion cost target, excluding CTA, for 2013.

The section entitled "Information Relating to the Issuer—Competition and Regulatory Matters" on page 51 through page 57 of the Base Prospectus shall be amended by inserting the following immediately before the subsection entitled "Interest Rate Hedging Product Redress":

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.

Please see "Legal Proceedings — Investigations into foreign exchange trading" for a discussion of litigation arising in connection with the investigations.

The section entitled "Information Relating to the Issuer—Competition and Regulatory Matters—Federal Regulatory Commission Investigation" on page 56 of the Base Prospectus shall be amended by deletion of the existing wording of the section and replacement with the following wording:

Federal Energy Regulatory Commission Investigation

The United States Federal Energy Regulatory Commission (the "**FERC**") Office of Enforcement has been investigating the Bank's power trading in the western US with respect to the period from late 2006 through 2008. On 31 October 2012, the FERC issued a public Order to Show Cause and Notice of Proposed Penalties ("**Order and Notice**") against the Bank in relation to this matter. In the Order and Notice the FERC asserts that the Bank violated the FERC's Anti-Manipulation Rule by manipulating the electricity markets in and around California from November 2006 to December 2008, and proposed civil penalties and profit disgorgement to be paid by the Bank. On 16 July 2013 the FERC issued an Order Assessing Civil Penalties in which it assessed a \$435 million civil penalty against the Bank and ordered the Bank to disgorge an additional US\$34.9 million of profits plus interest (both of which are consistent with the amounts proposed in the Order and Notice). In order to attempt to collect the penalty and disgorgement amount, FERC filed its complaint against the Bank 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. The Group intends to vigorously defend this matter. In September 2013, the Bank was contacted by the criminal division of the United States Attorney's Office in the Southern District of New York and advised that such office is looking at the same conduct at issue in the FERC matter.

The section entitled "Information Relating to the Issuer—Competition and Regulatory Matters—Investigations into Certain Agreements" on page 56 through page 57 of the Base Prospectus shall be amended by deletion of the existing wording of the fifth paragraph and replacement with the following wording:

The DOJ and the SEC are undertaking an investigation into whether the Barclays PLC group's relationships with third parties who assist the Barclays PLC group to win or retain business are compliant with the United States Foreign Corrupt Practices Act. They are also investigating the agreements referred to above including the two advisory services agreements. The US Federal Reserve has requested to be kept informed of these matters.

The section entitled "Information Relating to the Issuer—Directors" on page 57 of the Base Prospectus shall be amended by (i) deletion of Sir Michael Rake's principal outside activities and replacement with "Chairman, BT Group PLC; Director, McGraw-Hill Financial Inc.; President, Confederation of British Industry" and (ii) addition of a new Director whose name, functions within the Group and principal outside activities are as follows:

Wendy Lucas-Bull
Non-Executive Director; Chairman of Barclays Africa Group Limited
Non-Executive Director, Anglo American Platinum Limited

The section entitled "Information Relating to the Issuer—Legal Proceedings " on page 59 through page 63 of the Base Prospectus shall be amended by deletion of the existing wording of the section and its replacement with the following wording:

Legal Proceedings

Lehman Brothers Holdings Inc.

On 15 September 2009, motions were filed in the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**") by Lehman Brothers Holdings Inc. ("**LBHI**"), the SIPA Trustee for Lehman Brothers Inc. (the "**Trustee**") and the Official Committee of Unsecured Creditors of Lehman Brothers Holdings Inc. (the "**Committee**"). All three motions challenged certain aspects of the transaction pursuant to which Barclays Capital Inc. ("**BCI**") and other companies in the Barclays PLC group acquired

most of the assets of Lehman Brothers Inc. ("**LBI**") in September 2008 and the court order approving such sale (the "**Sale**"). The claimants were seeking an order voiding the transfer of certain assets to BCI; requiring BCI to return to the LBI estate alleged excess value BCI received; and declaring that BCI is not entitled to certain assets that it claims pursuant to the sale documents and order approving the Sale (the "**Rule 60 Claims**"). On 16 November 2009, LBHI, the Trustee and the Committee filed separate complaints in the Bankruptcy Court asserting claims against BCI based on the same underlying allegations as the pending motions and seeking relief similar to that which is requested in the motions. On 29 January 2010, BCI filed its response to the motions and also filed a motion seeking delivery of certain assets that LBHI and LBI have failed to deliver as required by the sale documents and the court order approving the Sale (together with the Trustee's competing claims to those assets, the "**Contract Claims**"). Approximately \$4.5 billion (£3.0 billion) of the assets acquired as part of the acquisition had not been received by 30 June 2013, approximately \$3.4 billion (£2.3 billion) of which have been recognised as a receivable on the balance sheet as at 30 June 2013. The receivable reflects an increase of \$0.4 billion (£0.3 billion) recognised in profit or loss during the period, primarily as a result of greater certainty regarding the recoverability of \$769 million (£0.5 billion) from the Trustee in respect of LBI's 15c3-3 reserve account assets. On 16 July 2013, the Trustee paid this amount to BCI. This results in an effective provision as of 30 June 2013 of US\$1 billion (£0.7 billion) against the uncertainty inherent in the litigation and issues relating to the recovery of certain assets held by institutions outside the United States.

On 22 February 2011, the Bankruptcy Court issued its Opinion in relation to these matters, rejecting the Rule 60 Claims and deciding some of the Contract Claims in the Trustee's favour and some in favour of BCI. On 15 July 2011, the Bankruptcy Court entered final Orders implementing its Opinion. BCI and the Trustee each appealed the Bankruptcy Court's adverse rulings on the Contract Claims to the United States District Court for the Southern District of New York (the "**District Court**"). LBHI and the Committee did not pursue an appeal from the Bankruptcy Court's ruling on the Rule 60 Claims. After briefing and argument, the District Court issued its Opinion on 5 June 2012 in which it reversed one of the Bankruptcy Court's rulings on the Contract Claims that had been adverse to BCI and affirmed the Bankruptcy Court's other rulings on the Contract Claims. On 17 July 2012, the District Court issued an amended Opinion, correcting certain errors but not otherwise affecting the rulings, and an agreed judgment implementing the rulings in the Opinion (the "**Judgment**"). BCI and the Trustee have each appealed the adverse rulings of the District Court to the United States Court of Appeals for the Second Circuit.

Under the Judgment, BCI is entitled to receive: (i) \$1.1 billion (£0.7 billion) from the Trustee in respect of "clearance box" assets; (ii) property held at various institutions to secure obligations under the exchange-traded derivatives transferred to BCI in the Sale (the "**ETD Margin**"), subject to the proviso that BCI will be entitled to receive \$507 million (£0.3 billion) of the ETD Margin only if and to the extent the Trustee has assets available once the Trustee has satisfied all of LBI's customer claims; and (iii) \$769 million (£0.5 billion) from the Trustee in respect of LBI's 15c3-3 reserve account assets only if and to the extent the Trustee has assets available once the Trustee has satisfied all of LBI's customer claims.

A portion of the ETD Margin which has not yet been recovered by BCI or the Trustee is held or owed by certain institutions outside the United States (including several Lehman affiliates that are subject to insolvency or similar proceedings). As at the date of this Base Prospectus, the Bank cannot reliably estimate how much of the ETD Margin held or owed by such institutions BCI is ultimately likely to receive. On 7 June 2013, the Trustee announced that he was commencing additional distributions to former securities customers of LBI and would continue to make distributions until all customer claims have been fully paid. On 2 July 2013, the Trustee notified BCI that such distributions were "substantially complete." Pursuant to a Stipulation and Order dated 24 April 2013, the Trustee had previously reserved \$5.6 billion (£3.7 billion) which was to be available to pay any amounts ultimately due to BCI, including the \$507 million (£0.3 billion) in respect of ETD Margin and the \$769 million (£0.5 billion) in respect of LBI's 15c3-3 reserve account assets. On 16 July 2013, the Trustee paid BCI the \$769 million (£0.5 billion).

The \$3.4 billion (£2.3 billion) recognised on the Bank's balance sheet as at 30 June 2013 is consistent with a scenario in which the District Court's rulings are unaffected by future proceedings, but conservatively assuming no recovery by BCI of any of the ETD Margin not yet recovered by BCI or the Trustee that is held or owed by institutions outside the United States. In such case, to the extent BCI recovers ETD Margin

held or owed by institutions outside of the United States, the value of such recovered margin would therefore result in a gain to BCI. However, there remains a significant degree of uncertainty with respect to the value of such ETD Margin to which BCI is entitled or that BCI may recover. In a worst case scenario in which the Court of Appeals reverses the District Court's rulings and determines that Barclays PLC is not entitled to any of clearance box assets or ETD Margin, Barclays PLC estimates that, after taking into account its effective provision, its total losses would be approximately \$6.0 billion (£4.0 billion). Approximately, \$3.3 billion (£2.2 billion) of that loss would relate to clearance box assets and ETD Margin previously received by Barclays PLC and pre-judgement and post-judgement interest on such clearance box assets and ETD Margin that would have to be returned or paid to the Trustee. In this context, Barclays PLC is satisfied with the valuation of the asset recognised on its balance sheet and the resulting level of effective provision.

American Depositary Shares

The Bank, Barclays PLC and various current and former members of Barclays PLC's Board of Directors have been named as defendants in five proposed securities class actions (which have been consolidated) pending in the United States District Court for the Southern District of New York (the "**Court**"). The consolidated amended complaint, dated 12 February 2010, alleges that the registration statements relating to American Depositary Shares representing preferred stock, series 2, 3, 4 and 5 (the "**Preferred Stock ADS**") offered by the Bank at various times between 2006 and 2008 contained misstatements and omissions concerning (amongst other things) the Bank's portfolio of mortgage-related (including US subprime-related) securities, the Bank's exposure to mortgage and credit market risk and the Bank's financial condition. The consolidated amended complaint asserts claims under Sections 11, 12(a)(2) and 15 of the Securities Act of 1933. In January 2011, the Court granted the defendants' motion to dismiss the complaint in its entirety, closing the case. In February 2011, the plaintiffs filed a motion asking the Court to reconsider in part its dismissal order and, in May 2011, the Court denied in full the plaintiffs' motion for reconsideration. The plaintiffs have appealed both decisions (the grant of the defendants' motion to dismiss and the denial of the plaintiffs' motion for reconsideration) to the United States Court of Appeals for the Second Circuit. Oral argument was held on 18 October 2012 (the "**Second Circuit**").

On 19 August 2013, the Second Circuit upheld the dismissal of the plaintiffs' claims related to the series 2, 3 and 4 offerings finding that they were time barred. However, the Second Circuit ruled that the plaintiffs should have been permitted to file an amended complaint in relation to the series 5 offering claims. The actions have been sent back to the Court by the Second Circuit and the plaintiffs have been granted leave to file their amended complaint as it relates to the series 5 offering claims.

The Bank considers that these Preferred Stock ADS-related claims against it are without merit and is defending them vigorously. As at the date of this Base Prospectus, it is not practicable to estimate Barclays PLC group's possible loss in relation to these claims or any effect that they might have upon operating results in any particular financial period.

Mortgage Related Activity and Litigation

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.

In addition, the US Federal Housing Finance Agency ("**FHFA**"), acting for two US government sponsored enterprises, Fannie Mae and Freddie Mac (collectively, the "**GSEs**"), filed lawsuits against 17 financial institutions in connection with the GSEs' purchases of residential mortgage-backed securities ("**RMBS**"). The lawsuits allege, amongst other things, that the RMBS offering materials contained materially false and misleading statements and/or omissions. The Bank and/or certain of its affiliates or former employees are named in two of these lawsuits, relating to sales between 2005 and 2007 of RMBS, in which a Group subsidiary was lead or co-lead underwriter.

Both complaints demand, amongst other things: rescission and recovery of the consideration paid for the RMBS; and recovery for the GSEs' alleged monetary losses arising out of their ownership of the RMBS. The complaints are similar to other civil actions filed against the Bank and/or certain of its affiliates by other plaintiffs, including the Federal Home Loan Bank of Seattle, Federal Home Loan Bank of Boston, Federal Home Loan Bank of Chicago, Cambridge Place Investment Management, Inc., HSH Nordbank AG (and affiliates), Sealink Funding Limited, Landesbank Baden-Württemberg (and affiliates), Deutsche Zentral-Genossenschaftsbank AG (and affiliates) and Stichting Pensioenfonds ABP, Royal Park Investments SA/NV, Bayerische Landesbank, John Hancock Life Insurance Company (and affiliates), Prudential Life Insurance Company of America (and affiliates) and the National Credit Union Administration relating to purchases of RMBS. Barclays PLC considers that the claims against it are without merit and intends to defend them vigorously.

The original amount of RMBS related to the claims against the Group in the FHFA cases and the other civil actions against the Group totalled approximately US\$8.7 billion, of which approximately \$2.6 billion was outstanding as at 30 June 2013. Cumulative losses reported on these RMBS as at 30 June 2013 were approximately \$0.5 billion. If the Group were to lose these cases the Group believes it could incur a loss of up to the outstanding amount of the RMBS at the time of judgment (taking into account further principal payments after 30 June 2013), plus any cumulative losses on the RMBS at such time and any interest, fees and costs, less the market value of the RMBS at such time. The Group has estimated the total market value of these RMBS as at 30 June 2013 to be approximately \$1.6 billion. The Group may be entitled to indemnification for a portion of any losses. These figures 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, in which the Group is indemnified by Countrywide, or a second lawsuit commenced by the National Credit Union Administration in the second half of 2013 related to \$293 million of additional RMBS.

Devonshire Trust

On 13 January 2009, the Bank commenced an action in the Ontario Superior Court seeking an order that its early terminations earlier that day of two credit default swaps under an ISDA Master Agreement with the Devonshire Trust ("**Devonshire**"), an asset-backed commercial paper conduit trust, were valid. On the same day, Devonshire purported to terminate the swaps on the ground that the Bank had failed to provide liquidity support to Devonshire's commercial paper when required to do so. On 7 September 2011, the Ontario Superior Court ruled that the Bank's early terminations were invalid, Devonshire's early terminations were valid and, consequently, Devonshire was entitled to receive back from Barclays PLC cash collateral of approximately C\$533 million together with accrued interest thereon. The Bank appealed the Ontario Superior Court's decision to the Court of Appeal for Ontario. On 26 July 2013, the Court of Appeal delivered its decision dismissing the Bank's appeal. Barclays PLC is currently considering its options with respect to the decision. If the Court of Appeal's decision were to be unaffected by future proceedings, the Bank estimates that its loss would be approximately C\$500 million, less impairment provisions recognised to date. The Bank has updated these provisions to take full account of the Court of Appeal's LIBOR Civil Actions

LIBOR and other Benchmarks Civil Actions

Following the settlements of the Investigations referred to in "*Competition and Regulatory Matters – Investigations into LIBOR, ISDAfix and other Benchmarks*", a number of individuals and corporates in a range of jurisdictions have threatened or brought civil actions against the Barclays PLC group in relation to LIBOR and/or other benchmarks. As at the date of this Prospectus, it is not possible to estimate the Group's possible loss in relation to these claims or what effect, if any, they might have upon operating results, cash flows or the Group's financial position in any particular financial period.

The Bank and other banks have been named as defendants in class action and non-class action lawsuits pending in United States Federal Courts in connection with their roles as contributor panel banks to US Dollar LIBOR, the first of which was filed on 15 April 2011. The complaints are substantially similar and allege, amongst other things, that the Bank and the other banks individually and collectively violated various provisions of the Sherman Act, the US Commodity Exchange Act, the Racketeer Influenced and Corrupt Organizations Act (RICO) and various state laws by suppressing or otherwise manipulating US Dollar LIBOR rates. The lawsuits seek an unspecified amount of damages 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. Some of the lawsuits also seek trebling of damages under the Sherman and RICO Acts. The proposed class actions purport to be brought on behalf of (amongst others) plaintiffs that (i) engaged in US Dollar LIBOR-linked over-the-counter transactions; (ii) purchased US Dollar LIBOR-linked financial instruments on an exchange; (iii) purchased US Dollar LIBOR-linked debt securities; (iv) purchased adjustable-rate mortgages linked to US Dollar LIBOR; or (v) issued loans linked to US Dollar LIBOR. The majority of the US Dollar LIBOR cases are consolidated before one United States District Court in the Southern District of New York ("**SDNY**"). On 29 March 2013, the SDNY issued a decision dismissing the majority of claims against the Bank and other panel bank defendants in six leading cases, including three proposed class actions.

Following the decision, plaintiffs in the three proposed class actions moved the SDNY for permission to either file an amended complaint or appeal an aspect of the decision.

On 23 August 2013, the SDNY issued an order denying the majority of the motions presented by the three proposed class action plaintiffs. As a result of this order, a proposed class action pertaining to the purchase of U.S. Dollar LIBOR-linked debt securities has been dismissed entirely; the claims alleged in a proposed class action pertaining to the purchase of U.S. Dollar-linked financial instruments on an exchange are limited to claims under the US Commodity Exchange Act; and the claims in a proposed class action relating to allegations of plaintiffs that engaged in U.S. Dollar LIBOR-linked over-the-counter transactions are limited to claims for unjust enrichment and breach of implied covenant of good faith and fair dealing. Some, but not all, aspects of the judge's decision are appealable within 30 days. 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 SDNY has not yet entered final judgment. On 31 October 2013, the SDNY denied the requests of other plaintiffs to appeal the 29 March decision. Accordingly, there are currently no claims decided by Judge Buchwald on appeal.

Until there are further decisions, the ultimate impact of the SDNY's 29 March and 23 August decisions will be unclear, although it is possible that the decision will be interpreted by courts to affect other litigation, including the actions described below, some of which concern different benchmark interest rates.

An additional individual US Dollar LIBOR action was commenced on 13 February 2013 in the United States District Court for the Southern District of New York against the Bank and other banks. Plaintiffs allege that defendants conspired to increase US Dollar LIBOR, which caused the value of bonds pledged as collateral for a loan to decrease, ultimately resulting in the sale of the bonds at the bottom of the market. This action has been assigned to a different judge in the Southern District of New York, and is proceeding on a different schedule than is the consolidated action, with a motion to dismiss to be fully submitted to the court by the end of 2013.

An additional class action was commenced on 30 April 2012 in the SDNY against the Bank and other Japanese Yen LIBOR panel banks by plaintiffs involved in exchange-traded derivatives. The complaint also names members of the Japanese Bankers Association's Euroyen Tokyo Interbank Offered Rate ("**TIBOR**") panel, of which the Bank is not a member. The complaint alleges, amongst other things, manipulation of the Euroyen TIBOR and Yen LIBOR rates and breaches of US antitrust laws between 2006 and 2010. The defendants have filed a motion to dismiss, which was fully submitted to the SDNY on 27 September 2013. Oral argument on the motion to dismiss is scheduled for 29 January 2014.

On 31 October 2013, Fannie Mae filed suit in the SDNY against nine LIBOR panel banks, including the Bank, 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 Bank to provide an estimate of the impact of this suit by Fannie Mae.

On 12 February 2013, a class action was commenced against the Bank and other EURIBOR panel banks by plaintiffs that purchased or sold a NYSE LIFFE EURIBOR futures contract. 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 US 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.

In addition, the Bank has been granted conditional leniency from the DOJ-AD in connection with potential US antitrust law violations with respect to financial instruments that reference EURIBOR. As a result of that grant of conditional leniency, the Bank is eligible for (i) a limit on liability to actual rather than treble damages if damages were to be awarded in any civil antitrust action under US antitrust law based on conduct covered by the conditional leniency and (ii) relief from potential joint-and-several liability in connection with such civil antitrust action, subject to the Bank satisfying the DOJ and the court presiding over the civil litigation of its satisfaction of its cooperation obligations.

The Bank has also been named as a defendant along with four current and former officers and directors of the Bank in a proposed securities class action pending in the United States District Court for the Southern District of New York in connection with the Bank's role as a contributor panel bank to LIBOR. The complaint principally alleges that the Bank's Annual Reports for the years 2006 to 2011 contained misstatements and omissions concerning (amongst other things) the Bank's compliance with its operational

risk management processes and certain laws and regulations. The complaint also alleged that the Bank's daily US Dollar LIBOR submissions constituted false statements in violation of US securities law. The complaint was brought on behalf of a proposed class consisting of all persons or entities that purchased American Depositary Receipts sponsored by the Bank on an American securities exchange between 10 July 2007 and 27 June 2012. The complaint asserts claims under Sections 10(b) and 20(a) of the US Securities Exchange Act 1934. On 13 May 2013, the court granted the Bank's motion to dismiss the complaint in its entirety. Plaintiffs' motion for reconsideration of that dismissal was denied on 13 June 2013. Plaintiffs filed a notice of appeal with the United States Court of Appeals for the Second Circuit on 12 July 2013, and the appeal was fully submitted to the Court of Appeals on 21 September 2013. No date has been set for oral argument on the appeal.

In addition to US actions, legal proceedings have been brought or threatened against the Bank in connection with alleged manipulation of LIBOR and EURIBOR, in a number of jurisdictions, including England and Wales and Italy. The number of such proceedings, the benchmarks to which they relate and the jurisdiction in which they may be brought are anticipated to increase over time.

It is not practicable to provide an estimate of the financial impact of the potential exposure of any of the actions described or what effect, if any, that they might have upon operating results, cash flows or the Group's financial position in any particular period.

Civil Action in Respect of Foreign Exchange Trading

On 1 November 2013, a civil action on behalf of a purported class of plaintiffs was filed in the SDNY alleging manipulation of foreign exchange markets in violation of the 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.

Please see "Competition and Regulatory Matters — Investigations into foreign exchange trading" for a discussion of litigation arising in connection with the investigations.

Other Legal and Regulatory Proceedings

Barclays PLC, the Bank and the Barclays PLC group are engaged in various other legal and regulatory proceedings both in the United Kingdom and a number of overseas jurisdictions, including the United States, involving claims by and against it which arise in the ordinary course of business, including debt collection, consumer claims and contractual disputes. The Group does not expect the ultimate resolution of any of these other proceedings to which the Group is party to have a material adverse effect on its results of operations, cash flows or the financial position of the Group and the Group has not disclosed the contingent liabilities associated with these claims either because they cannot reliably be estimated or because such disclosure could be prejudicial to the conduct of the claims. Provisions have been recognised for those cases where the Group is able reliably to estimate the probable loss where the probable loss is not de minimis.

In relation to Card Protection Plan Limited ("CPP"), on the 22 August 2013 the FCA announced that it had reached an agreement with CPP and 13 high street banks and credit card issuers, including Barclays PLC, for redress to be paid to customers who were mis-sold CPP's Card Protection and Identity Protection policies. As at 30 June 2013, a provision, based upon a number of assumptions including expected customer response rates, was held for the cost of redress and associated operational costs. Taking into account information known at this early stage of the redress process, Barclays PLC considers that its existing provision is adequate.

Amendments to "Forward-Looking Statements"

The second paragraph of the section entitled "Forward-Looking Statements" on page 47 of the Base Prospectus shall be amended by the deletion of the existing wording of such paragraph and its replacement with the following wording:

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. These may be affected by changes in legislation, the development of standards and interpretations under IFRS, evolving practices with regard to the interpretation and application of regulatory standards, the outcome of current and future legal proceedings and regulatory investigations, future levels of conduct provisions, the policies and actions of governmental and regulatory authorities, geopolitical risks and the impact of competition. In addition, factors including (but not limited to) the following may have an effect: capital, leverage and other regulatory rules (including with regard to the future structure of the Group) applicable to past, current and future periods; UK domestic, Eurozone and global macroeconomic and business conditions; the effects of continued volatility in credit markets; market related risks such as changes in interest rates and foreign exchange rates; effects of changes in valuation of credit market exposures; changes in valuation of issued securities; volatility in capital markets; changes in credit ratings of the Group; the potential for one or more countries exiting the Eurozone; the implementation of the Transform Programme; and the success of future acquisitions, disposals and other strategic transactions. A number of these influences and factors are beyond the Group's control. As a result, the Group's actual future results, dividend payments, and capital and leverage ratios may differ materially from the plans, goals, and expectations set forth in the Group's forward-looking statements. Additional risks and factors are identified in our filings with the SEC including in our Annual Report on Form 20-F for the fiscal year ended 31 December 2012, and in our current report on Form 6-K dated 16 September 2013, both of which are available on the SEC's website at <http://www.sec.gov>.

Amendments to "Risk Factors—Risks Relating to the Bank and the Group—Operational Risk—Legal Risk"

The text of the section entitled "Risk Factors—Risks Relating to the Bank and the Group—Operational Risk--Legal Risk" on page 22 through page 24 of the Base Prospectus shall be amended by the deletion of the wording of the section and its replacement with the following wording:

(i) Legal risk

The Group is subject to a comprehensive range of legal obligations in all countries in which it operates and so is exposed to many forms of legal risk, including that: (i) business may not be conducted in accordance with applicable laws in the relevant jurisdictions around the world and financial and other penalties may result; (ii) contractual obligations may either not be enforceable as intended or may be enforced in a way adverse to the Group; (iii) intellectual property may not be adequately protected and the Group may use intellectual property which infringes, or is alleged to infringe, the rights of third parties; and (iv) liability for damages may be incurred to third parties harmed by the conduct of the Group's business. The Group also faces regulatory and other investigations in various jurisdictions, including in the US. Like many other financial institutions, the Group has come under greater regulatory scrutiny in recent years and expects that environment to continue.

Key legal proceedings to which the Group was exposed to during 2012 and continues to be exposed to, or which the Group has been exposed to during 2013, include those relating to:

- Lehman Brothers;
- certain series of preference shares issued in the form of American Depositary Shares;
- mortgage related activity and litigation;
- Devonshire Trust;

- London Interbank Offered Rates ("**LIBOR**") and other benchmarks civil actions; and
- a civil action in respect of foreign exchange trading.

The outcome of each of these legal proceedings (and any proceedings that may be brought in the future) is difficult to predict. However, it is likely that the Group will incur significant expense in connection with these matters and one or more of them could expose the Group to any of the following: substantial monetary damages; other penalties and injunctive relief; potential regulatory fines and restrictions on the Group's business; and/or negative effect on the Group's reputation. See "Legal Proceedings" below for further details on these matters. An adverse decision in any one matter, either against Barclays PLC, the Bank or another bank facing similar claims, could lead to further claims.

A description of the risks associated with key regulatory and other investigations of proceedings affecting the Bank during 2012 and which are ongoing is set out below:

- Interchange investigations: The key risks arising from the investigations into Visa and MasterCard credit and debit interchange rates comprise the potential for fines imposed by competition authorities, litigation and proposals for new legislation. The Group may be required to pay fines or damages and could be affected by legislation amending interchange rules. It is not currently possible to predict the likelihood or potential financial impact of these risks;
- Investigations into LIBOR, ISDAfix and other Benchmarks: The risks associated with investigations by various authorities into submissions made by the Bank and other financial institutions to the bodies that set or compile various financial benchmarks include: the potential for financial penalties imposed by governmental authorities, including further financial penalties imposed in addition to those assessed in 2012; the pending and potential additional civil litigation; damage to the Bank's reputation; the potential for criminal prosecution should the Bank violate the terms of its non-prosecution agreement with the US Department of Justice Fraud Section; and potential further regulatory enforcement action should the Bank fail to comply with the Cease and Desist Order entered against it by the Commodity Futures Trading Commission ("**CFTC**");
- 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;
- Interest Rate Hedging Products: As at 31 December 2012, the Bank recognized a provision of £850 million for future redress to customers categorised as non-sophisticated, reflecting management's best estimate of future redress to customers categorised as non-sophisticated and related costs. During the first half of 2013, additional cases were reviewed providing a larger and more representative sample upon which to base the Bank's provision. As a result, an additional provision of £650 million was recognised as at 30 June 2013, bringing the cumulative expense to £1,500 million. No provision has been recognised in relation to claims from retail clients or private customers categorised as sophisticated, which are not covered by the redress exercise, or incremental consequential loss claims from customers categorised as non-sophisticated. These will be monitored and future provisions will be recognised to the extent an obligation resulting in a probable outflow is identified.
- Federal Energy Regulatory Commission ("**FERC**") investigation: The Bank may be required to pay a civil penalty and profit disgorgement plus interest, and could incur damage to its reputation, if it is found to have violated the FERC's Anti-Manipulation Rule in connection with the Bank's power trading in the western US with respect to the period from late 2006 to 2008. On 9 October 2013 FERC filed its complaint against the Bank and four of its former traders in Federal Court in California. In September 2013, the Bank was

contacted by the criminal division of the United States Attorney's Office in the Southern District of New York and advised that such office is looking at the same conduct at issue in the FERC matter;

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

The FCA issued warning notices ("**Warning Notices**") against Barclays PLC and the Bank on 13 September 2013.

The existence of the advisory services agreement entered into in June 2008 was disclosed but the entry into the advisory services agreement in October 2008 and the fees payable under both agreements, which amount to a total of £322 million payable over a period of five years, were not disclosed in the announcements or public documents relating to the capital raisings in June and November 2008. While the Warning Notices consider that Barclays PLC and the Bank believed at the time that there should be at least some unspecified and undetermined value to be derived from the agreements, they state that the primary purpose of the agreements was not to obtain advisory services but to make additional payments, which would not be disclosed, for the Qatari participation in the capital raisings. The Warning Notices conclude that Barclays PLC and the Bank were in breach of certain disclosure-related Listing Rules and Barclays PLC was also in breach of Listing Principle 3 (the requirement to act with integrity towards holders and potential holders of the company's shares). In this regard, the FCA considers that Barclays PLC and the Bank acted recklessly. The financial penalty in the Warning Notices against the Barclays PLC group is £50 million. However, Barclays PLC and the Bank continue to contest the findings.

The Serious Fraud Office is investigating the same agreements. Its investigation is at an earlier stage and the Barclays PLC group has received and has continued to respond to requests for further information.

The DOJ and the SEC are undertaking an investigation into whether the Barclays PLC group's relationships with third parties who assist the Barclays PLC group to win or retain business are compliant with the United States Foreign Corrupt Practices Act. They are also investigating the agreements referred to above including the two advisory services agreements. The US Federal Reserve has requested to be kept informed of these matters.

It is not possible to estimate the full impact on the Barclays PLC group if the final conclusion of these matters is adverse.

Final adverse findings would result in financial penalties, reputational impact and/or (if further action is taken by UK or US prosecutors) possible criminal liability, with a consequential risk of impact on securities prices and possible consequential civil litigation, and no assurance can be given as to the civil, criminal or regulatory consequences or their financial impact, if any, before final conclusions are reached by the authorities in the ongoing investigations.

In addition, in 2013 both the European Commission and the DOJ-AD have commenced investigations in the CDS market (in 2011 and 2009, respectively). On 1 July 2013, the European Commission addressed a Statement of Objections to the Bank and 12 other Banks, Markit and ISDA. The case relates to concerns that certain banks took collective action to delay and prevent the emergence of exchange traded credit derivative products. If the European Commission does reach a decision in this matter it has indicated that it needs to impose sanctions. The European Commission's sanctions can include fines. The DOJ-AD's investigation is a civil investigation and relates to similar issues. Putative class actions alleging similar issues have also been filed in the US. The timing of these cases is uncertain and it is not possible to provide an estimate of the potential financial impact of this matter on the Group.

See "Operational Risk – Regulatory Risk" and "Competition and Regulatory Matters" below for further details on these matters.

Amendments to "Significant Change Statement"

The section entitled "Significant Change Statement" on page 64 of the Base Prospectus shall be amended by the deletion of the existing wording of the section and its replacement with the following wording:

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

Amendments to "Index of Defined Terms"

The Index of Defined Terms on page I-1 through I-4 of the Base Prospectus shall be amended by adding the defined terms "Acquired Subsidiary", "GSEs", "Rights Issue" and "R&Ws" in the appropriate alphabetical order.