

**Supplement Number 2 dated 3 September 2015
To the Base Prospectus dated 11 June 2015**



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 11 June 2015 (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 supplement dated 16 July 2015 (the "**First 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. To the extent that there is any inconsistency between any statement in this Supplement or any statement incorporated by reference into the Base Prospectus or the First Supplement, the statements in this Supplement will prevail.

Save as disclosed in this Supplement and the First 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 "Risk Factors – Risks Relating to the Bank and the Group – Operational risk – (v) Legal, competition and regulatory matter" on page 24 of the Base Prospectus shall be amended as follows:

- the words "Note 29" in the third paragraph of that section shall be deleted and replaced with the words "Note 17"; and
- the words "Joint Annual Report" in the third paragraph of that section shall be deleted and replaced with the words "2015 Interim Results Announcement".

Amendments to "Forward-Looking Statements"

The text of the section entitled "Forward-Looking Statements" on page 50 of the Base Prospectus shall be amended by the deletion of that section in its entirety and its replacement with the following wording:

"FORWARD-LOOKING STATEMENTS"

This Base Prospectus and certain documents incorporated by reference herein contain certain forward-looking statements within the meaning of Section 21E of the US Securities Exchange Act of 1934, as amended, and Section 27A of the US Securities Act of 1933, as amended, with respect to the Group. The Bank cautions readers that no forward-looking statement is a guarantee of future performance and that actual results or other financial condition or performance measures could differ materially from those contained in the forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as "may", "will", "seek", "continue", "aim", "anticipate", "target", "projected", "expect", "estimate", "intend", "plan", "goal", "believe", "achieve" or other words of similar meaning. Examples of forward-looking statements include, among others, statements regarding the Group's future financial position, income growth, assets, impairment charges and provisions, business strategy, capital, leverage and other regulatory ratios, payment of dividends (including dividend pay-out ratios), projected levels of growth in the banking and financial markets, projected costs or savings, original and revised commitments and targets in connection with the Transform Programme and Group Strategy Update, run-down of assets and businesses within Barclays Non-Core, estimates of capital expenditures and plans and objectives for future operations, projected employee numbers and other statements that are not historical fact.

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 accounting and 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, United States, Africa, 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 any entity within the Group or any securities issued by such entities; 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 which may impact the Group's future financial condition and performance are identified in the Group's filings with the SEC (including in the Joint Annual Report (as defined in "*Information Incorporated by Reference*" below)).

Subject to our obligations under the applicable laws and regulations of the United Kingdom and the United States in relation to disclosure and ongoing information, we undertake no obligation to update publicly or revise any forward looking statements, whether as a result of new information, future events or otherwise."

Amendments to "Information Incorporated by Reference"

The section entitled "Information Incorporated by Reference on page 51 through 52 of the Base Prospectus shall be amended by:

- the insertion of the word "and" at the end of the third bullet of that section;
- the deletion of the wording at the fourth and fifth bullets of that section in their entirety;
- the insertion of the following wording after the end of the third bullet of that section:

"the joint unaudited Interim Results Announcement of Barclays PLC and the Bank, as filed with the SEC on Form 6-K on 29 July 2015 in respect of the six months ended 30 June 2015 (the "**2015 Interim Results Announcement**") (available at <http://api40.10kwizard.com/cgi/convert/pdf/BARCLAYSPLC-20150729-6K-20150729.pdf?ipage=10401777&xml=1&quest=1&rid=23§ion=1&sequence=-1&pdf=1&dn=1>).

Amendments to "Information Relating to the Issuer"

The text of the section entitled "Information Relating to the Issuer – The Bank and the Group" on page 53 of the Base Prospectus shall be amended by the insertion of the following new paragraph after the end of the fourth paragraph of that section:

"Based on the Bank Group's unaudited financial information for the six months ended 30 June 2015, the Bank Group had total assets of £1,197,555m (30 June 2014: £1,315,492m), total net loans and advances¹ of £475,826m (30 June 2014: £486,385m), total deposits² of £494,423m (30 June 2014: £505,873m), and total shareholders' equity of £65,710m (30 June 2014: £65,119m) (including non-controlling interests of £2,153m (30 June 2014: £2,130m)). The profit before tax from continuing operations of the Bank Group for the six months ended 30 June 2015 was £3,147m (30 June 2014: £2,504m) after credit impairment charges and other provisions of £973m (30 June 2014: £1,086m). The financial information in this paragraph is extracted from the unaudited consolidated financial statements of the Bank for the six months ended 30 June 2015."

The text of the section entitled "Information Relating to the Issuer – The Bank and the Group – Legal, Competition and Regulatory Matters" on page 54 through page 68 of the Base Prospectus shall be amended by the deletion of that section in its entirety and its replacement with the following wording:

"Legal Proceedings

For a description of the governmental, legal or arbitration proceedings that the Bank and the Group face, see Note 11 (Provisions) and Note 17 (Legal, competition and regulatory matters) to the financial statements of Barclays PLC on pages 68 to 69 and pages 71 to 85, respectively, of the 2015 Interim Results Announcement."

The text of the section entitled "Information Relating to the Issuer – The Bank and the Group - Directors" on page 69 through page 71 of the Base Prospectus shall be amended by the deletion of that 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 Bank and their principal outside activities (if any) of significance to the Bank are as follows:

¹ Total net loans and advances include balances relating to both bank and customer accounts.

² Total deposits include deposits from bank and customer accounts.

<i>Name</i>	<i>Function(s) within the Bank</i>	<i>Principal outside activities</i>
John McFarlane ³	Executive Chairman	Executive Chairman, Barclays PLC; Director, Westfield Group; Director, Old Oak Holdings Ltd
Tushar Morzaria	Finance Director	Finance Director, Barclays PLC
Tim Breedon CBE	Non-Executive Director	Non-Executive Director, Barclays PLC; Adviser, Blackstone Group L.P; Chairman, Apax Global Alpha
Crawford Gillies	Non-Executive Director	Non-Executive Director, Barclays PLC; Non-Executive Director Standard Life plc; Chairman, Control Risks Group Limited; Chairman, Scottish Enterprise
Reuben Jeffery III	Non-Executive Director	Non-Executive Director, Barclays PLC; Chief Executive Officer, President and Director, Rockefeller & Co., Inc. and 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; International Advisory Committee, J. Rothschild Capital management
Dambisa Moyo	Non-Executive Director	Non-Executive Director, Barclays PLC; Non-Executive Director, SABMiller PLC; Non-Executive Director, Barrick Gold Corporation
Sir Michael Rake	Deputy Chairman and Senior Independent Director	Deputy Chairman and Senior Independent Director, Barclays PLC; Chairman, BT Group PLC; Director, McGraw-Hill Financial Inc.
Diane de Saint Victor	Non-Executive Director	Non-Executive Director, Barclays PLC; 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	Non-Executive Director, Barclays PLC
Mike Ashley	Non-Executive Director	Non-Executive Director, Barclays PLC; Member, HM Treasury Audit

³ John McFarlane was appointed as a non-executive Director of the Bank and Barclays PLC with effect from 1 January 2015 and succeeded Sir David Walker as Chairman of the Bank and Barclays PLC with effect from the conclusion of the Barclays PLC AGM on 23 April 2015. John McFarlane is currently Chairman of FirstGroup plc and he will be stepping down from this position at the conclusion of the FirstGroup plc AGM in July 2015. Mr McFarlane will remain a non-executive Director of Westfield Group and Old Oak Holdings Ltd. Please also see the note below regarding Antony Jenkins.

		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; Member, Board of The Charity Commission
Wendy Lucas-Bull	Non-Executive Director	Non-Executive Director, Barclays PLC; Chairman, Barclays Africa Group Limited; Director, Afrika Tikkun NPC; Director, Peotona Group Holdings (Pty) Limited
Stephen Thieke	Non-Executive Director	Non-Executive Director, Barclays PLC
Diane Schueneman	Non-Executive Director	Non-Executive Director, Barclays PLC; Non-Executive Director, ICAP Plc

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."

The text of the section entitled "Information Relating to the Issuer – The Bank and the Group - Significant Change Statement" on page 70 of the Base Prospectus shall be amended as follows:

- the words "31 March" in that section shall be deleted and replaced with the words "30 June".

The text of the section entitled "Information Relating to the Issuer – The Bank and the Group – Legal Proceedings" on page 70 of the Base Prospectus shall be amended by the deletion of that section in its entirety and its replacement with the following wording:

"Save as disclosed under "*The Bank and the Group — Legal Proceedings*" (other than under the heading 'General'), there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Bank is aware), which may have or have had during the 12 months preceding the date of this Base Prospectus, a significant effect on the financial position or profitability of the Bank and/or the Group."