

**Supplement Number 2 dated 7 November 2016  
To the Base Prospectus dated 8 June 2016**



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

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

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This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 8 June 2016 as supplemented on 17 August 2016 (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.

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. To the extent that there is any inconsistency between any statement in herein (or incorporated by reference into the Base Prospectus by this Supplement) and any statement in or incorporated by reference into the Base Prospectus, the statements herein (or incorporated by reference into the Base Prospectus by this Supplement) will prevail.

Save as disclosed in this Supplement and in the previous supplement to the Base Prospectus, 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 "Forward-Looking Statements"**

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:

"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 or guidance include, among others, statements regarding the Group's future financial position, income growth, assets, impairment charges, provisions, notable items, business strategy, capital, leverage and other regulatory ratios, payment of dividends (including dividend pay-out ratios and expected payment strategies), projected levels of growth in the banking and financial markets, projected costs or savings, original and revised commitments and targets in connection with the strategic cost programme and the Group Strategy Update announced in May 2014 and the March 2016 Group Strategy Update (as defined below), run-down of assets and businesses within Barclays Non-Core, sell down of the Group's interest in Barclays Africa Group Limited, 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 International Financial Reporting Standards, 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, future levels of notable items, 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 entities within the Group or any securities issued by such entities; the potential for one or more countries (including the UK) exiting the Eurozone; the implementation of the strategic cost 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, expectations and guidance 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 US Securities and Exchange Commission (the "SEC"), including in the Joint Annual Report (as defined in the *"Information Incorporated by Reference"* section below) which are available on the SEC's website at [www.sec.gov](http://www.sec.gov).

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 first paragraph of the section entitled "Information Incorporated By Reference" starting on page 51 of the Base Prospectus shall be deleted in its entirety and replaced by the following:

"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 the Bank, as filed with the US Securities and Exchange Commission on Form 20-F on 1 March 2016 in respect of the years ended 31 December 2014 and 31 December 2015 (the "**Joint Annual Report**"), (available at [https://www.home.barclays/content/dam/barclayspublic/docs/InvestorRelations/AnnualReports/AR2014/Barclays\\_PLC\\_Form\\_20-F\\_2014%20.pdf](https://www.home.barclays/content/dam/barclayspublic/docs/InvestorRelations/AnnualReports/AR2014/Barclays_PLC_Form_20-F_2014%20.pdf) and <https://www.home.barclays/content/dam/barclayspublic/docs/InvestorRelations/AnnualReports/AR2015/Barclays%20PLC%20Form%2020-F%202015.pdf>, respectively);
- the audited consolidated financial statements of the Bank in respect of the years ended 31 December 2014 (the "**2014 Bank Annual Report**") and 31 December 2015 (the "**2015 Bank Annual Report**") (including any notes thereto) included in the annual reports of the Bank, respectively (starting on page 156 of the 2014 Bank Annual Report and on page 153 of the 2015 Bank Annual Report) (available at [https://www.home.barclays/content/dam/barclayspublic/docs/InvestorRelations/AnnualReports/AR2014/Barclays\\_Bank\\_PLC\\_Annual\\_Report\\_%202014.pdf](https://www.home.barclays/content/dam/barclayspublic/docs/InvestorRelations/AnnualReports/AR2014/Barclays_Bank_PLC_Annual_Report_%202014.pdf) (excluding from page 1 to page 155) and [https://www.home.barclays/content/dam/barclayspublic/docs/InvestorRelations/ResultAnnouncements/2015FYResults/20160301\\_Barclays\\_Bank\\_PLC\\_2015\\_Annual\\_Report.pdf](https://www.home.barclays/content/dam/barclayspublic/docs/InvestorRelations/ResultAnnouncements/2015FYResults/20160301_Barclays_Bank_PLC_2015_Annual_Report.pdf) (excluding from page 1 to page 152), respectively);
- the joint announcement of Barclays PLC and the Bank relating to the Group Strategy Update, as filed with the SEC on Form 6-K on 1 March 2016 (the "**March 2016 Group Strategy Update**") (available at <http://api40.10kwizard.com/cgi/convert/pdf/BARCLAYSPLC-20160301-6K-20160301.pdf?ipage=10785388&xml=1&quest=1&rid=23&section=1&sequence=-1&pdf=1&dn=1>);
- the Group Reporting Changes 2015 & 2014 Results Restatement Document of Barclays PLC, as filed with the SEC on Form 6-K on 15 April 2016 (the Restatement Document) available at: <http://api40.10kwizard.com/cgi/convert/pdf/BARCLAYSPLC-20160415-6K-20160415.pdf?ipage=10875033&xml=1&quest=1&rid=23&section=1&sequence=-1&pdf=1&dn=1>);
- the joint unaudited interim results announcement of Barclays PLC and the Bank as filed with the SEC on Form 6-K on 29 July 2016 in respect of the six months ended 30 June 2016, (the "**2016 Interim Results Announcement**") (available at: <http://api40.10kwizard.com/cgi/convert/pdf/BARCLAYSPLC-20160729-6K-20160729.pdf?ipage=11060300&xml=1&quest=1&rid=23&section=1&sequence=-1&pdf=1&dn=1>); and
- the joint unaudited Q3 2016 results announcement of Barclays PLC and the Bank in respect of the nine months ended 30 September 2016, as filed with the SEC on Form 6-K on 27 October 2016 (the "**Q3 2016 Results**") (available at: <http://api40.10kwizard.com/cgi/convert/pdf/BARCLAYSPLC-20161027-6K-20161027.pdf?ipage=11195840&xml=1&quest=1&rid=23&section=1&sequence=-1&pdf=1&dn=1>).

## Amendments to "Information relating to the Issuer"

The section entitled "Legal Proceedings" on page 54 of the Base Prospectus shall be amended by the deletion of such 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: (i) Note 13 (*Provisions*) and Note 19 (*Legal, competition and regulatory matters*) to the financial statements of Barclays PLC on pages 79 to 80 and pages 83 to 94, respectively, of the 2016 Interim Results Announcement incorporated by reference herein and (ii) page 9 of the Q3 2016 Results Announcement under the section entitled "Other matters" for a description of the updated provisions for the payment protection insurance redress."

The section entitled "Directors" starting on page 54 of the Base Prospectus shall be amended by the deletion of such section in its entirety and its replacement with the following:

### "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:

<u>Name</u>	<u>Function(s) within the Bank</u>	<u>Principal outside activities</u>
John McFarlane	Chairman	Chairman, Barclays PLC; Director, Westfield Corporation; Director, Old Oak Holdings Limited; Chairman, The CityUK
James Staley	Group Chief Executive Officer	Group Chief Executive Officer, Barclays PLC
Tushar Morzaria	Group Finance Director	Finance Director, Barclays PLC
Mike Ashley	Non-Executive Director	Non-Executive Director, Barclays PLC; Member, International Ethics Standards Board for Accountants; 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
Tim Breedon CBE	Non-Executive Director	Non-Executive Director, Barclays PLC; Adviser, Blackstone Group L.P; Chairman, Apax Global Alpha
Mary Francis CBE	Non-Executive Director	Non-Executive Director, Barclays PLC; Non-Executive Director, Swiss re Group, Non-Executive Director, Ensco plc
Crawford Gillies	Non-Executive Director	Non-Executive Director, Barclays PLC; Chairman, Control Risks Group Limited; Senior Independent Director, SSE plc
Sir Gerry Grimstone	Deputy Chairman and Senior Independent Director	Deputy Chairman and Senior Independent Director, Barclays PLC; Chairman, Standard Life plc; Deloitte LLP; Lead non-executive, Ministry of Defence; Financial Services Trade and Investment Board; The Shareholder Executive
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.;

<u>Name</u>	<u>Function(s) within the Bank</u>	<u>Principal outside activities</u>
Dambisa Moyo	Non-Executive Director	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 Non-Executive Director, Barclays PLC; Non-Executive Director, Chevron Corporation; Non-Executive Director, Barrick Gold Corporation; Non-Executive Director, Seagate Technology
Diane de Saint Victor	Non-Executive Director	Non-Executive Director, Barclays PLC; General Counsel, Company Secretary and Executive Director of ABB Limited; Member, Advisory Board of the World Economic Forum's Davos Open Forum
Diane Schueneman	Non-Executive Director	Non-Executive Director, Barclays PLC;
Stephen Thieke	Non-Executive Director	Non-Executive Director, Barclays PLC;

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 section entitled "Significant Change Statement" on page 56 of the Base Prospectus shall be amended by the deletion of such section in its entirety and its replacement with the following wording:

**"Significant Change Statement**

There has been no significant change in the financial or trading position of the Bank or the Group since 30 September 2016."