

10 October 2013

PROSPECTUS SUPPLEMENT

COMBINED SUPPLEMENT 1/2013



**BARCLAYS BANK PLC**

*(Incorporated with limited liability in England and Wales)*

**Pursuant to the Global Structured Securities Programme**

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

<b>Base Prospectus:</b>	<b>Description:</b>	<b>Date of approval:</b>	<b>Applicable section of this Supplement:</b>
GSSP Base Prospectus 1 ("GSSP Base Prospectus 1")	Rate and Inflation Index Linked Securities	14 May 2013	(I)(a) – page 2; (I)(b) – page 3; (I)(c) – page 3; and (I)(d) – page 10.
iPath <sup>®</sup> S&P GSCI <sup>®</sup> Base Prospectus ("iPath <sup>®</sup> S&P GSCI")	iPath <sup>®</sup> S&P GSCI <sup>®</sup> Commodity Index Linked Exchange Traded Notes	22 May 2013	(I)(a) – page 2; (I)(b) – page 3; (I)(c) – page 3; and (I)(d) – page 10.
iPath <sup>®</sup> DJ-UBS Base Prospectus ("iPath <sup>®</sup> DJ-UBS")	iPath <sup>®</sup> DJ-UBS Commodity Index Linked Exchange Traded Notes	22 May 2013	(I)(a) – page 2; (I)(b) – page 3; (I)(c) – page 3; and (I)(d) – page 10.
GSSP Base Prospectus 5 ("GSSP Base Prospectus 5")	Warrant Linked Securities	10 June 2013	(I)(a) – page 2; (I)(b) – page 3; (I)(c) – page 3; and (I)(d) – page 10.
GSSP Base Prospectus 2 ("GSSP Base Prospectus 2")	Equity Linked Autocall Securities	10 June 2013	(I)(a) – page 2; (I)(b) – page 3; (I)(c) – page 3; (I)(d) – page 10; and (II) – page 11.
GSSP Base Prospectus 7 ("GSSP Base Prospectus 7")	Equity Linked Reverse Convertible Securities	14 June 2013	(I)(a) – page 2; (I)(b) – page 3; (I)(c) – page 3; (I)(d) – page 10; and

(II) – page 11.

GSSP Base Prospectus 3 ("GSSP Base Prospectus 3")	Equity-index Linked Securities	debt	19 June 2013	(I)(a) – page 2; (I)(b) – page 3; (I)(c) – page 3; and (I)(d) – page 10.
iPath <sup>®</sup> S&P 500 VIX Base Prospectus ("iPath <sup>®</sup> S&P 500 VIX")	iPath <sup>®</sup> S&P 500 VIX Short-Term Futures <sup>™</sup> /Mid-Term Futures <sup>™</sup> Exchange Traded Notes		2 July 2013	(I)(a) – page 2; (I)(b) – page 3; (I)(c) – page 3; and (I)(d) – page 10.
iPath <sup>®</sup> VSTOXX <sup>®</sup> Mid-Term Base Prospectus ("iPath <sup>®</sup> VSTOXX <sup>®</sup> Mid-Term")	iPath <sup>®</sup> VSTOXX <sup>®</sup> Mid-Term Futures Total Return Exchange Traded Notes		2 July 2013	(I)(a) – page 2; (I)(b) – page 3; (I)(c) – page 3; and (I)(d) – page 10.
iPath <sup>®</sup> VSTOXX <sup>®</sup> Short-Term Base Prospectus ("iPath <sup>®</sup> VSTOXX <sup>®</sup> Short-Term")	iPath <sup>®</sup> VSTOXX <sup>®</sup> Short-Term Futures Total Return Exchange Traded Notes		2 July 2013	(I)(a) – page 2; (I)(b) – page 3; (I)(c) – page 3; and (I)(d) – page 10.

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

The purpose of this Prospectus Supplement is to (i) disclose certain significant new factors relating to the Issuer and its subsidiary undertakings (together, the "**Group**") and (ii) correct certain material mistakes and/or inaccuracies that are capable of affecting the assessment of securities issued pursuant to any Base Prospectus.

**(I) Significant new factors**

- (i) GSSP Base Prospectus 1;
- (ii) GSSP Base Prospectus 2;
- (iii) GSSP Base Prospectus 3;
- (iv) GSSP Base Prospectus 5;
- (v) GSSP Base Prospectus 7;
- (vi) iPath<sup>®</sup> S&P GSCI;
- (vii) iPath<sup>®</sup> S&P DJ-UBS;
- (viii) iPath<sup>®</sup> S&P 500 VIX;
- (ix) iPath<sup>®</sup> VSTOXX<sup>®</sup> Mid-Term; and
- (x) iPath<sup>®</sup> VSTOXX<sup>®</sup> Short-Term.

The following paragraphs shall supplement each of the above listed Base Prospectuses:

**(a) Documents Incorporated by Reference**

- (i) **Incorporation by reference of the joint unaudited Interim Management Results Announcement of the Issuer and Barclays PLC in respect of the six months ended 30 June 2013.**

The joint unaudited Interim Management Results Announcement of the Issuer and Barclays PLC was filed with the United States Securities and Exchange Commission (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 "**30 June 2013 Interim Management Results Announcement**") and with

the Financial Conduct Authority (the "FCA"). The 30 June 2013 Interim Management Results Announcement shall be deemed to be incorporated by reference into, and form part of, each of the above listed Base Prospectuses.

(ii) **Incorporation by reference of the RNS Announcement of Barclays PLC relating to the Rights Issue Prospectus dated 16 September 2013.**

An RNS announcement with RNS Number 07350 was made by Barclays PLC in relation to Barclays' underwritten rights issue to raise approximately £5.8 billion (net of expenses) on 16 September 2013 (the "RNS Announcement"). The RNS Announcement shall be deemed to be incorporated by reference into, and form part of, each of the above listed Base Prospectuses.

For the purposes of the prospectus rules made under section 73A of the FSMA and each of the above listed Base Prospectuses, the information incorporated by reference, either expressly or implicitly, into the 30 June 2013 Interim Management Results Announcement and the RNS Announcement do not form part of any of the above listed Base Prospectuses. Information in the 30 June 2013 Interim Management Results Announcement and RNS Announcement which is not incorporated by reference into the above listed Base Prospectuses is either not relevant for the investor or is covered elsewhere in such Base Prospectuses.

(b) **Amendments to the Summary**

(i) The third column of Element B.12 is updated with the addition of the following language:

"Based on the Group's unaudited financial information for the six months ended 30 June 2013, the Group had total assets of £1,533 billion, total net loans and advances of £516,949 million, total deposits of £538,624 million, and total shareholders' equity of £59,394 million (including non-controlling interests of £2,620 million). The profit before tax from continuing operations of the Group for the six months ended 30 June 2013 was £1,648 million after credit impairment charges and other provisions of £1,631 million. The financial information in this paragraph is extracted from the unaudited Interim Results Announcement of the Issuer for the six months ended 30 June 2013.

Save for (i) the reduction in the adjusted income of Barclays PLC and its subsidiary undertakings in July and August 2013 which was £0.5 billion lower than in the comparable period in 2012 and (ii) the resulting 5% reduction in Barclays PLC and its subsidiary undertaking's adjusted income for the eight month period ended 31 August 2013 compared to those months in 2012 disclosed in paragraph 4 (Current Trading and Prospects) of the RNS Announcement dated 16 September 2013, there has been no significant change in the financial or trading position of the Group since 30 June 2013."

(ii) In the third column of Element B.13,

(A) the paragraph relating to the Issuer's strategic review of the 12 February 2013 is no longer relevant; and

(B) the last sentence of the paragraph starting "On 6 December 2012, the Issuer announced" is updated with the following:

"The combination was completed on 31 July 2013."

(c) **Amendments to 'Information Relating to the Issuer'**

(i) The information under the heading 'The Issuer and the Group' is updated with the following:

"Based on the Group's unaudited financial information for the six months ended 30 June 2013, the Group had total assets of £1,533 billion, total net loans and advances of £516,949 million, total deposits of £538,624 million, and total shareholders' equity of £59,394 million (including non-controlling interests of £2,620 million). The profit before tax from continuing operations of the Group for the six months ended 30 June 2013 was £1,648 million after credit impairment charges and other provisions of £1,631 million. The financial information in this paragraph is extracted from the unaudited Interim Results Announcement of the Issuer for the six months ended 30 June 2013."

(ii) Under the heading 'Acquisitions, Disposals and Recent Developments'

- (A) the combination of the Issuer with the Absa Group Limited referred to in the first paragraph of this section was completed on 31 July 2013; and
  - (B) the paragraph headed Impact of Strategic Review is no longer relevant.
- (iii) The information under the main heading 'Acquisitions, Disposals and Recent Developments' is updated with the following :

#### PRA Capital Adequacy Review and Barclays Leverage Plan

In March 2013 the UK Financial Policy Committee asked the UK Prudential Regulation Authority (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 adjusted fully loaded CRD IV leverage ratio was 2.2%, representing an estimated leverage gap of £12.8 billion of capital in order to meet the 3% target.

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, measures to reduce the Issuer'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.

- (iv) The Financial Services (Banking Reform) Bill (the "**Bill**") has completed its passage through the House of Commons and is currently before the House of Lords. On 8 May 2013 the UK Government published draft secondary legislation to implement the underlying Bill.

The following information updates this matter further:

"On 19 June 2013 the Parliamentary Commission on Banking Standards (PCBS) published its final report on the UK Banking sector, which is expected to result in further changes to draft primary and secondary legislation. The PCBS report recommends, amongst other things: (i) a new 'senior persons' regime for individuals in the banking sector to ensure full accountability for decisions made; (ii) reforms to the remuneration of senior management and other influential bank staff to better align risk and reward; and (iii) sanctions and enforcement, including a new criminal offence of reckless misconduct. The UK Government published its response to the PCBS report on 8 July 2013, in which it endorses the report's principal findings and commits to implementing a number of its recommendations."

- (v) Other matters of structural reform that are being considered or proposed by regulators and which could have a significant impact on the future legal entity structure, business mix and management of the Barclays PLC group (and which shall update the information under the heading 'Competition and Regulatory Matters') are:

- The EU High Level Expert Group Review (the "**Liikanen Review**") on reform of the structure of the EU banking sector, which includes recommendations for the mandatory separation of proprietary trading and other high-risk trading activities (subject to thresholds) from deposit taking banks. The EU Commission is considering the impact of the Liikanen Review's recommendations on growth and the safety and integrity of

financial services in the EU, particularly in light of its current proposed legislative reforms, and will publish proposals on structural separation of banks in Q3 2013. Legislation is not expected to be finalised until 2015, at the earliest;

– US Federal Reserve proposals to implement section 165 of the Dodd-Frank Act to require the US subsidiaries of foreign banks operating in the US to be held under a US intermediate holding company subject to a comprehensive set of prudential, supervisory and local capital requirements prescribed by US regulators, and to implement Section 166 (early remediation requirements). Under the current proposals, the intermediate holding company would be required to meet the enhanced prudential standards and early remediation requirements that are, to a large degree, the same as those applicable to similar US bank holding companies, including some requirements previously assessed as not being applicable to the Group. The US Federal Reserve proposals if adopted in their current form have the potential to significantly increase the absolute and regulatory costs of the Group's US operations. It is also possible that the implementation of section 165 could have a more onerous effect in relation to the US subsidiaries of foreign banks than on US bank holding companies;

– The so-called "Volcker Rule" in the US which will, once effective, significantly restrict the ability of US bank holding companies and their affiliates, and the US branches of foreign banks, to conduct proprietary trading in securities and derivatives as well as certain activities related to hedge funds and private equity funds. In October 2011, US regulators proposed rules to implement the Volcker Rule. Those rules have not yet been finalised. Analysis continues of the proposals, but it is clear that compliance with them could entail significant additional compliance and operational costs for the Group. Whilst the statutory Volcker Rule provisions officially took effect in July 2012, the Group has until the end of the conformance period, currently set for July 2014 (subject to possible extensions), in order to conform its activities to the requirements of the rule; and

– The European Commission's proposal for a directive providing for a new EU framework for the recovery and resolution of credit institutions and investment firms (the "**Recovery and Resolution Directive**" or "**RRD**").

These laws and regulations and the way in which they are interpreted and implemented by regulators may have a number of significant consequences for Barclays PLC, including changes to how and where capital and funding is raised and deployed within the Barclays PLC group, increased requirements for loss-absorbing capacity within the Barclays PLC group and/or at the level of certain legal entities or sub-groups within the Barclays PLC group and potential modifications to its business mix and model (including potential exit of certain business activities.

- (vi) The matter referred to under the heading "Interchange", regarding investigations by the Office of Fair Trading and other competition authorities into Visa and MasterCard credit and debit interchange rates and the potential fines, litigation action and/or proposals for new legislation which may result from such investigations, may be updated further with the following information:

"The Group receives interchange fees, as a card issuer, from providers of card acquiring services to merchants. The Group may be required to pay fines or damages and could be affected by legislation amending interchange rules."

- (vii) Under the heading 'London Interbank Offered Rate', the following information updates this matter:

"Following the settlements announced on 27 June 2012, 38 US state attorneys general commenced their own investigations into LIBOR, EURIBOR and the Tokyo Interbank Offered Rate. The New York Attorney General, on behalf of this coalition of attorneys general, issued a subpoena dated 17 July 2012 to the Issuer (and subpoenas to a number of other banks) to produce wide-ranging information and has since issued additional information requests to the Issuer for both documents and transactional data.

The Issuer is responding to these requests on a rolling basis. In addition, following the settlements the SFO announced on 6 July 2012 that it had decided formally to accept the LIBOR matter for investigation, in respect of which the Issuer has received and continues to respond to requests for information.

The European Commission has also been conducting investigations into the manipulation of, among other things, EURIBOR. Barclays PLC is a party to the European Commission's EURIBOR investigation and continues to cooperate. The European Commission has publicly stated that it hopes to be ready to adopt a decision in respect of its investigations towards the end of 2013.

The CFTC and the FCA are also conducting separate investigations into historical practices with respect to ISDAfix, amongst other benchmarks. The Issuer has received and continues to respond to subpoenas and requests for information from the CFTC."

- (viii) Under the heading 'Interest Rate Hedging Product Redress',
- (A) the information regarding the Issuer's current analysis is updated with the following information:

"There are approximately 4,000 retail clients or private customers to which interest rate hedging products were sold within the relevant timeframe, of which approximately 2,900 have been categorised as non-sophisticated under the terms of the agreement. As at 31 December 2012, a provision of £850 million had been recognised, reflecting management's best estimate of future redress to customers categorised as non-sophisticated and related costs. The estimate was based on an extrapolation of the results of the initial pilot exercise across the population. The provision recognised in the balance sheet as at 31 December 2012 was £814 million, after utilisation of £36 million during 2012, primarily related to administrative costs."; and

- (B) the information is further updated with the following:

"During 2013, additional cases have been reviewed providing a larger and more representative sample upon which to base the Issuer'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. As at 30 June 2013, the provision on the balance sheet was £1,349 million reflecting cumulative utilisation of £151 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.

While the Group expects that the provision as at 30 June 2013 will be sufficient to cover the full cost of completing the redress, the appropriate provisions level will be kept under review and it is possible that the eventual costs could materially differ to the extent experience is not in line with management estimates."

- (ix) Under the heading 'Payment Protection Insurance Redress', the information regarding the 20 April 2011 judicial review proceedings is updated with the following:

"Following the conclusion of the 2011 Judicial Review regarding the assessment and redress of payment protection insurance ("PPI"), a provision for PPI redress of £1.0 billion was raised in May 2011 based on FSA guidelines and historic industry experience in resolving similar claims. Subsequently, further provisions totalling £1.6 billion were raised during 2012.

Due to the rate of decline in monthly claims volumes being less than previously expected, an additional provision of £1.35 billion was recognised in June 2013 (bringing the total provisions to £3.95 billion) to reflect updated assumptions regarding future claims volumes, including a provision for operational costs through to December 2014. As at 30 June 2013 £2.3 billion of the provision has been utilised, leaving a residual provision of £1.65 billion.

The basis of the current provision is calculated from a number of key assumptions which continue to involve significant management judgement and modelling:

- Customer initiated claim volumes – claims received but not yet processed and an estimate of future claims initiated by customers where the volume is anticipated to decline over time
- Proactive response rate – volume of claims in response to proactive mailing
- Uphold rate – the percentage of claims that are upheld as being valid upon review
- Average claim redress – the expected average payment to customers for upheld claims based on the type and age of the policy / policies

The provision also includes an estimate of the Group's claims handling costs and those costs associated with claims that are subsequently referred to the FOS. "

- (x) Under the heading 'FERC Investigation', the Order and Notice referred to also asserted proposed civil penalties and profit disgorgement to be paid by the Issuer. The information on the FERC's proposed penalties payable by the Issuer is updated with the following information:

"On 16 July 2013 the FERC issued an Order Assessing Civil Penalties in which it assessed a US\$ 435 million civil penalty against the Issuer and ordered the Issuer 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 must file a civil action in federal court, which could occur at any time on or after the date of this Prospectus Supplement. In September 2013, the Issuer 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. "

- (xi) New information regarding the Credit Default Swap ("CDS") Antitrust Investigations supplements the disclosure about competition and regulatory matters with the following information:

"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 Issuer 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 intends 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."

- (xii) Under the heading 'Other Regulatory Investigations', information relating to the investigation of the FCA and the Serious Fraud Office into certain commercial agreements between the Issuer and Qatari interests may be updated with the following:

"The FCA issued Warning Notices against Barclays PLC and the Issuer 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 Issuer 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 Issuer 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 Barclays PLC's shares). In this regard, the FCA considers that Barclays PLC and the Issuer acted recklessly. The financial penalty in the Warning Notices against the Barclays PLC group is £50 million. However, Barclays PLC and the Issuer continue to contest the findings.

The Serious Fraud Office investigation is at an earlier stage and the Group has received and continues to respond to requests for further information.

Additionally, with regard to the Department of Justice and the US Securities Exchange Commission, these bodies are also investigating the commercial agreements referred to under this heading and the US Federal Reserve has requested to be kept informed of these matters. "

(xiii) Frits van Paasschen is a new Non-Executive Director of the Group. His principal activity outside the group is as the CEO and President of Starwood Hotels and Resorts Worldwide. Mike Ashley is a new Non-Executive Director of the Group. Chris Lucas is no longer Group Finance Director.

(xiv) Under the heading 'Lehman Brothers' within the section 'Legal Proceedings',

(A) the information regarding the assets required as part of the acquisition is updated with the following information:

"Approximately US\$ 4.5 billion (£3.0 billion) of the assets acquired as part of the acquisition had not been received by 30 June 2013, approximately US\$ 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 US\$ 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 US\$ 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.";

(B) information regarding the Issuer's estimates of the Trustee's position to satisfy all customer claims is updated with the following information:

"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 US\$ 5.6 billion (£3.7 billion) which was to be available to pay any amounts ultimately due to BCI, including the US\$ 507 million (£0.3 billion) in respect of ETD Margin and the US\$ 769 million (£0.5 billion) in respect of LBI's 15c3-3 reserve account asset. On 16 July 2013, the Trustee paid BCI the US\$ 769 million (£0.5 billion).

The US\$ 3.4 billion (£2.3 billion) recognised on the Issuer'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 the clearance box assets 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."

- (xv) Under the heading 'American Depository Receipts', the litigation referred to may be updated with the following information:

"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."

- (xvi) The Ontario Court's decision under the heading 'Devonshire Trust' has since been appealed by the Issuer. This appeal was dismissed by the Court of Appeal on 26 July 2013. The Issuer is considering its options with respect to the appeal. If the Court of Appeal's decision were to be unaffected by future proceedings, Barclays Bank estimates that its loss would be approximately C\$500 million, less any impairment provisions recognised to date. Barclays has updated these provisions to take full account of the Court of Appeal's decision.

- (xvii) Under the heading 'LIBOR Civil Actions', the following information updates the situation:

"The majority of the US Dollar LIBOR cases are consolidated before the District Court. On 29 March 2013, the District Court issued a decision dismissing the majority of claims against the Issuer 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 District Court for permission to either file an amended complaint or appeal an aspect of the decision.

On 23 August 2013, the District Court 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.

The plaintiffs in the other three actions filed a new action in state court based on the same allegations as those initially alleged in the proposed class action cases discussed above. Defendants, including the Issuer, have removed that action to federal court and are currently seeking to have it transferred back to the District Court. Additionally, a number of other actions before the District Court remain stayed, pending further proceedings in the lead actions.

Until there are further proceedings, the ultimate impact of the District Court's decision 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 Issuer 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."

By way of update to the description of the additional class action relating to TIBOR, the defendants have filed a motion to dismiss, which will be fully submitted to the District Court by the end of 2013.

By way of update to the description of the additional class action relating to NYSE LIFFE EURIBOR, the plaintiffs have indicated that they plan to file an amended complaint before the end of 2013.

Additionally, the leniency granted towards the Issuer by the Antitrust Division of the Department of Justice described under this heading has resulted in the Issuer being 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 conditional leniency; and
- (ii) relief from potential joint-and-several liability in connection with such civil antitrust action, subject to the Issuer satisfying the DOJ and the court presiding over the civil litigation of its satisfaction of its cooperation obligations.
- (iii) The complaint brought against the Issuer and four other defendants in connection with the Issuer's role as a contributor panel bank to LIBOR was dismissed in its entirety on 13 May 2013. The Plaintiffs' motion for reconsideration of that dismissal was denied on 13 June 2013 and the Plaintiffs have since filed a notice of appeal with the United States Court of Appeals for the Second Circuit on 12 July 2013, and the appeal will be fully submitted to the Court of Appeals by the end of 2013.

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.

(xviii) The following information shall update the information under the heading 'Other':

"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."

(xix) The information under the heading 'Significant Change Statement' is updated to refer to state:

"Save for (i) the reduction in the adjusted income of Barclays PLC and its subsidiary undertakings in July and August 2013 which was £0.5 billion lower than in the comparable period in 2012 and (ii) the resulting 5% reduction in Barclays PLC and its subsidiary undertaking's adjusted income for the eight month period ended 31 August 2013 compared to those months in 2012 disclosed in paragraph 4 (*Current Trading and Prospects*) of the RNS Announcement dated 16 September 2013, there has been no significant change in the financial or trading position of the Group since 30 June 2013."

**(d) S&P Downgrade**

On 2 July 2013, S&P downgraded the Issuer's credit rating from A+/A-1 to A/A-1, principally as a result of the agency's view that there is potential for volatility in the Issuer's earnings profile as a result of challenges in the Issuer's business, economic and regulatory environment which may impact in particular the Issuer's investment banking operations.

The Issuer deems the S&P downgrade to be a significant new development that is relevant to the holders of Securities issued pursuant to, and as such wishes to supplement each of, the above listed Base Prospectuses.

Each reference within each of the above listed Base Prospectuses to the long-term obligations of the Issuer or the Bank being "rated A+ by Standard & Poor's" shall be read as "rated A by Standard & Poor's".

## **(II) Material Mistakes**

The Issuer has determined that each of (i) GSSP Base Prospectus 2 and (ii) GSSP Base Prospectus 7 contain certain material mistakes and/or inaccuracies that are capable of affecting the assessment of securities issued pursuant to them and, as such, wishes to supplement each Base Prospectus as follows:

- (a) In General Condition 32.1 (*Definitions*) the definition of "Early Cash Settlement Amount" shall be supplemented such that each reference to "Specified Currency" shall be deleted and replaced with "Settlement Currency"; and
- (b) In General Condition 32.1 (*Definitions*) the definition of "Early Termination Amount" shall be supplemented such that the reference to "Currency" in the first sentence of such definitions shall be deleted and replaced with "Settlement Currency".

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

Investors should be aware of their rights under Section 87Q(4) to (6) of the Financial Services and Markets Act 2000. Investors who have agreed to purchase or subscribe for Securities before this supplement was published have the right, exercisable within two working days after the date on which this Prospectus Supplement is published, to withdraw their acceptances. Such right shall expire on 14 October 2013. Investors should contact the distributor from which they agreed to purchase or subscribe the Securities in order to exercise their withdrawal rights.

References to each Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement. The Issuer has taken all reasonable care to ensure that the information contained in each Base Prospectus, as supplemented by this Prospectus Supplement, is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly. Save as disclosed in this Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in each of the Base Prospectuses which is capable of affecting the assessment of the securities issued pursuant to any Base Prospectus has arisen or been noted, as the case may be, since the publication of each of the Base Prospectuses (as supplemented at the date hereof) issued by the Issuers.

This Prospectus Supplement has been approved by the United Kingdom Financial Conduct Authority, which is the United Kingdom competent authority for the purposes of the Prospectus Directive and the relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of securities under the Programme.



The date of this Prospectus Supplement is 10 October 2013.