

**Supplement Number 1 dated 5 September 2014  
to the Base Prospectus dated 13 August 2014**



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

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**€35 billion  
Global Covered Bond Programme  
unconditionally and irrevocably guaranteed as to payments by  
Barclays Covered Bonds LLP  
(a limited liability partnership incorporated in England and Wales)**

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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 13 August 2014 (the "**Base Prospectus**") prepared by Barclays Bank PLC (the "**Issuer**") with respect to its €35 billion Global Covered Bond Programme (the "**Programme**") unconditionally and irrevocably guaranteed as to payments by Barclays Covered Bonds LLP (the "**LLP**"). This Supplement constitutes a supplementary prospectus in respect of the Base Prospectus for the Issuer for the purposes of Section 87G of the Financial Services and Markets Act 2000.

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. This Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus and other supplements to the Base Prospectus issued by the Issuer.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom. With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below.

The purpose of this Supplement is to:

- (a) update Appendix A entitled "*Selected Statistical Information*" on pages 304 to 306 of the Base Prospectus with Appendix A hereto; and
- (b) supplement the Base Prospectus with the following information relating to "*Acquisitions, Disposals and Recent Developments*":

*Sale of Spanish Businesses to CaixaBank*

On 31 August 2014 the Issuer announced it had agreed to sell its Retail Banking, Wealth and Investment Management and Corporate Banking businesses in Spain to CaixaBank S.A. ("**CaixaBank**"). Under the terms agreed CaixaBank will acquire Barclays Bank SAU and certain subsidiaries, which represent total assets of €22.2bn and liabilities of €20.5bn as at 30 June 2014, for a consideration of €800m (approximately £630m), payable in cash upon completion and subject to adjustment based on the statutory Net Asset Value as at 31 December 2014. The financial impacts of this transaction on the Barclays Group are dependent, amongst other things, on the profitability of the businesses and foreign exchange movements up to completion, but are estimated to give rise to a loss after tax on the transaction of approximately £0.4bn to be reported in the third quarter of 2014, and a further loss of approximately £0.1bn on completion. Completion of the sale is subject to, amongst other things, regulatory approvals.

This Supplement shall be available on or around the date hereof in electronic form at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

### **IMPORTANT NOTICES**

The Issuer and the LLP each accept responsibility for the information contained in this Supplement and each declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

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

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Covered Bonds issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

5 September 2014

**APPENDIX A**  
**SELECTED STATISTICAL INFORMATION**

This Appendix A forms part of this Base Prospectus.

The statistical and other information contained in this Appendix A has been compiled by reference to the Mortgage Accounts in the Mortgage Account Portfolio on 1 August 2014 (the "**Cut Off Date**"). Columns stating percentage amounts may not add up to 100 per cent. due to rounding. The Seller has not revalued any of the mortgaged properties since the date of origination of the related Mortgage Account for the purposes of the issue of the Covered Bonds, other than in respect of a Borrower that has remortgaged his Property or in relation to any Property in relation to which the Seller has made a Further Advance. Monthly information in respect of the Mortgage Accounts in the Mortgage Account Portfolio is available to investors as set out in paragraph 2 under "*General Information*" in this Base Prospectus.

**Summary of Provisional Asset Pool Characteristics**

|   |                    |
|---|--------------------|
| Aggregate Balance.....  | £23,507,152,954.20 |
| Number of Mortgage Accounts.....                                | 185,844            |
| Weighted average current LTV (by value).....                    | 54.72%             |
| Weighted average current indexed LTV (by value) .....           | 50.89%             |
| Weighted average drawable LTV (by value) .....                  | 61.38%             |
| Weighted average seasoning (by value) Months <sup>8</sup> ..... | 61.44              |
| Interest Only (by value) .....                                  | 42.10%             |
| Repayment (by value) .....                                      | 57.90%             |
| > 3 month in arrears (by value).....                            | -                  |

The following table shows the distribution of Mortgaged Properties securing the Mortgage Accounts throughout England, Wales, Northern Ireland and Scotland as of the Cut Off Date. No Mortgaged Property is situated outside of England, Wales, Northern Ireland or Scotland.

| Region                     | Geographical Distribution  |                      |                          |                           |
|----------------------------|----------------------------|----------------------|--------------------------|---------------------------|
|                            | Mortgage Account<br>Number | % of Total<br>Number | Balance (£)              | % of Aggregate<br>Balance |
| East Anglia .....          | 14,325                     | 7.71%                | 1,711,383,498.34         | 7.28%                     |
| East Midlands .....        | 10,473                     | 5.64%                | 1,060,049,440.41         | 4.51%                     |
| Greater London.....        | 13,627                     | 7.33%                | 2,854,670,222.15         | 12.14%                    |
| North.....                 | 7,221                      | 3.89%                | 621,388,478.10           | 2.64%                     |
| North West.....            | 17,163                     | 9.24%                | 1,709,497,646.02         | 7.27%                     |
| Northern Ireland.....      | 4,952                      | 2.66%                | 441,526,941.49           | 1.88%                     |
| Scotland .....             | 6,363                      | 3.42%                | 655,503,199.41           | 2.79%                     |
| South East.....            | 61,488                     | 33.09%               | 9,187,055,640.43         | 39.08%                    |
| South West.....            | 15,811                     | 8.51%                | 1,890,195,845.94         | 8.04%                     |
| Wales .....                | 8,568                      | 4.61%                | 761,802,026.65           | 3.24%                     |
| West Midlands.....         | 13,582                     | 7.31%                | 1,417,749,940.89         | 6.03%                     |
| Yorks and Humberside ..... | 12,271                     | 6.60%                | 1,196,330,074.37         | 5.09%                     |
| <b>Total.....</b>          | <b>185,844</b>             | <b>100.00%</b>       | <b>23,507,152,954.20</b> | <b>100.00%</b>            |

The following table shows the range of current loan to value, or LTV, ratios, which express the Mortgage Account Balance of a Mortgage Account as at the Cut Off Date divided by the value of the Mortgaged Property securing that Mortgage Account at the same date. The Seller has not revalued any of the Mortgaged Properties since the date of the origination of the related Mortgage Account, other than in respect of a Mortgaged Property of a related Borrower that has remortgaged its property or to which the Seller has made a Further Advance.

<sup>8</sup>Seasoning is the length of time since the Mortgage Accounts were originated as of the Cut Off Date.

**Current LTV**

| <b>Current LTV</b>    | <b>Mortgage Account Number</b> | <b>% of Total Number</b> | <b>Balance (£)</b>       | <b>% of Aggregate Balance</b> |
|-----------------------|--------------------------------|--------------------------|--------------------------|-------------------------------|
| 00% - 20.00% .....    | 25,361                         | 13.65%                   | 938,482,944.21           | 3.99%                         |
| 20.01% - 30.00% ..... | 21,130                         | 11.37%                   | 1,576,439,769.95         | 6.71%                         |
| 30.01% - 40.00% ..... | 24,918                         | 13.41%                   | 2,478,604,279.06         | 10.54%                        |
| 40.01% - 50.00% ..... | 27,641                         | 14.87%                   | 3,491,053,468.09         | 14.85%                        |
| 50.01% - 60.00% ..... | 30,315                         | 16.31%                   | 4,642,210,983.15         | 19.75%                        |
| 60.01% - 70.00% ..... | 29,295                         | 15.76%                   | 5,194,042,955.47         | 22.10%                        |
| 70.01% - 74.99% ..... | 13,149                         | 7.08%                    | 2,415,230,000.55         | 10.27%                        |
| 75.00% - 80.00% ..... | 10,753                         | 5.79%                    | 2,128,958,939.23         | 9.06%                         |
| 80.01% - 90.00% ..... | 3,259                          | 1.75%                    | 637,080,485.84           | 2.71%                         |
| > 90.00% .....        | 23                             | 0.01%                    | 5,049,128.65             | 0.02%                         |
| <b>Total .....</b>    | <b>185,844</b>                 | <b>100.00%</b>           | <b>23,507,152,954.20</b> | <b>100.00%</b>                |

The following table shows the range of current drawable loan to value, or LTV, ratios, which express the 0drawable limit of a Mortgage Account as of the Cut Off Date divided by the value of the Mortgaged Property securing the Mortgage Account as of the same date.

**Credit (Maximum Drawable) LTV**

| <b>Credit (Maximum Drawable) LTV</b> | <b>Mortgage Account Number</b> | <b>% of Total Number</b> | <b>Balance (£)</b>       | <b>% of Aggregate Balance</b> |
|--------------------------------------|--------------------------------|--------------------------|--------------------------|-------------------------------|
| 00% - 20.00% .....                   | 8,612                          | 4.63%                    | 326,605,736.66           | 1.39%                         |
| 20.01% - 30.00% .....                | 13,786                         | 7.42%                    | 854,164,409.49           | 3.63%                         |
| 30.01% - 40.00% .....                | 20,262                         | 10.90%                   | 1,605,467,066.49         | 6.83%                         |
| 40.01% - 50.00% .....                | 25,685                         | 13.82%                   | 2,670,163,602.39         | 11.36%                        |
| 50.01% - 60.00% .....                | 31,946                         | 17.19%                   | 4,166,425,209.27         | 17.72%                        |
| 60.01% - 70.00% .....                | 35,947                         | 19.34%                   | 5,579,785,990.56         | 23.74%                        |
| 70.01% - 74.99% .....                | 17,164                         | 9.24%                    | 2,774,922,521.65         | 11.80%                        |
| 75.00% - 80.00% .....                | 19,849                         | 10.68%                   | 3,338,400,948.36         | 14.20%                        |
| 80.01% - 90.00% .....                | 12,537                         | 6.75%                    | 2,180,941,262.29         | 9.28%                         |
| > 90.00% .....                       | 56                             | 0.03%                    | 10,276,207.04            | 0.04%                         |
| <b>Total .....</b>                   | <b>185,844</b>                 | <b>100.00%</b>           | <b>23,507,152,954.20</b> | <b>100.00%</b>                |

The following table shows the range of current indexed loan to value, or LTV, ratios, which express the Mortgage Account Balance of a Mortgage Account as of the Cut Off Date divided by the indexed value of the Mortgaged Property securing that Mortgage Account as of the same date (calculated using the Halifax House Price Index).

**Indexed LTV**

| <b>Indexed LTV</b>    | <b>Mortgage Account Number</b> | <b>% of Total Number</b> | <b>Balance (£)</b>       | <b>% of Aggregate Balance</b> |
|-----------------------|--------------------------------|--------------------------|--------------------------|-------------------------------|
| 00% - 20.00% .....    | 27,256                         | 14.67%                   | 1,128,103,382.40         | 4.80%                         |
| 20.01% - 30.00% ..... | 23,094                         | 12.43%                   | 1,912,044,256.73         | 8.13%                         |
| 30.01% - 40.00% ..... | 27,681                         | 14.89%                   | 3,106,025,395.60         | 13.21%                        |
| 40.01% - 50.00% ..... | 31,250                         | 16.82%                   | 4,452,816,448.27         | 18.94%                        |
| 50.01% - 60.00% ..... | 33,528                         | 18.04%                   | 5,587,271,308.44         | 23.77%                        |
| 60.01% - 70.00% ..... | 26,948                         | 14.50%                   | 4,647,330,841.24         | 19.77%                        |
| 70.01% - 74.99% ..... | 7,481                          | 4.03%                    | 1,256,156,858.31         | 5.34%                         |
| 75.00% - 80.00% ..... | 3,767                          | 2.03%                    | 642,727,781.03           | 2.73%                         |
| 80.01% - 90.00% ..... | 3,116                          | 1.68%                    | 521,694,846.55           | 2.22%                         |
| >90% .....            | 1,723                          | 0.93%                    | 252,981,835.63           | 1.08%                         |
| <b>Total .....</b>    | <b>185,844</b>                 | <b>100.00%</b>           | <b>23,507,152,954.20</b> | <b>100.00%</b>                |

#### Arrears Analysis

| Months in Arrears                 | Mortgage Account Number | % of Total Number | Balance (£)              | % of Aggregate Balance |
|-----------------------------------|-------------------------|-------------------|--------------------------|------------------------|
| Current.....                      | 184,936                 | 99.51%            | 23,404,027,106.11        | 99.56%                 |
| 1 - 2 monthly payments down.....  | 725                     | 0.39%             | 82,055,886.71            | 0.35%                  |
| 2+ - 3 monthly payments down..... | 183                     | 0.10%             | 21,069,961.38            | 0.09%                  |
| <b>Total.....</b>                 | <b>185,844</b>          | <b>100.00%</b>    | <b>23,507,152,954.20</b> | <b>100.00%</b>         |

#### Repayment Method

| Repayment Method   | Mortgage Account Number | % of Total Number | Balance (£)              | % of Aggregate Balance |
|--------------------|-------------------------|-------------------|--------------------------|------------------------|
| Interest Only..... | 57,767                  | 31.08%            | 9,895,516,031.56         | 42.10%                 |
| Repayment.....     | 128,077                 | 68.92%            | 13,611,636,922.64        | 57.90%                 |
| <b>Total.....</b>  | <b>185,844</b>          | <b>100.00%</b>    | <b>23,507,152,954.20</b> | <b>100.00%</b>         |

The following table summarises, in respect of the Seller's overall mortgage portfolio, the Seller's experience in administering Mortgage Accounts in arrears for residential Mortgage Accounts originated by the Seller. The following table also summarises the broader industry experience in administering mortgage accounts in arrears, as compiled and made public by the CML. The information set forth below includes information in respect of the Seller's experience in administering Mortgage Loans secured by properties located in England, Wales, Scotland and Northern Ireland.

The Mortgage Accounts used for statistical purposes in the tables below are administered in accordance with the administration policies of the Seller. Covered Bondholders should note the method by which the Seller classifies accounts as being in arrears, which is described under "*Summary of the Principal Documents - Administration Agreement – Arrears practice in respect of the Mortgage Loans*" in this Base Prospectus, and which is important in helping Covered Bondholders to understand arrears experience of the Seller as set forth in the following table.

#### Percentage of number of mortgage accounts that are more than 3 months in Arrears

|                  | 2009 Q1 | 2009 Q2 | 2009 Q3 | 2009 Q4 | 2010 Q1 | 2010 Q2 | 2010 Q3 | 2010 Q4 | 2011 Q1 |
|------------------|---------|---------|---------|---------|---------|---------|---------|---------|---------|
| Barclays         | 0.99%   | 0.99%   | 0.95%   | 0.95%   | 0.91%   | 0.89%   | 0.85%   | 0.87%   | 0.86%   |
| CML <sup>9</sup> | 2.37%   | 2.50%   | 2.44%   | 2.40%   | 2.35%   | 2.23%   | 2.18%   | 2.16%   | 2.12%   |

#### Percentage of number of mortgage accounts that are more than 3 months in Arrears

|                   | 2011 Q2 | 2011 Q3 | 2011 Q4 | 2012 Q1 | 2012 Q2 | 2012 Q3 | 2012 Q4 | 2013 Q1 | 2013 Q2 |
|-------------------|---------|---------|---------|---------|---------|---------|---------|---------|---------|
| Barclays          | 0.86%   | 0.81%   | 0.77%   | 0.75%   | 0.74%   | 0.76%   | 0.73%   | 0.75%   | 0.73%   |
| CML <sup>10</sup> | 2.10%   | 2.06%   | 1.98%   | 1.95%   | 1.93%   | 1.93%   | 1.91%   | 1.89%   | 1.82%   |

#### Percentage of number of mortgage accounts that are more than 3 months in Arrears

|                   | 2013 Q3 | 2013 Q4 | 2014 Q1 | 2014 Q2 |
|-------------------|---------|---------|---------|---------|
| Barclays          | 0.69%   | 0.70%   | 0.71%   | 0.68%   |
| CML <sup>11</sup> | 1.75%   | 1.68%   | 1.59%   | 1.51%   |

<sup>9</sup>The pre-2009 CML data comprises estimates in respect of the membership of the CML only. The 2009 data is in respect of the entire first-charge mortgage market.

<sup>10</sup>The pre-2009 CML data comprises estimates in respect of the membership of the CML only. The 2009 data is in respect of the entire first-charge mortgage market.

<sup>11</sup>The pre-2009 CML data comprises estimates in respect of the membership of the CML only. The 2009 data is in respect of the entire first-charge mortgage market.