

**Supplement Number 2 dated 4 November 2014
to the Base Prospectus dated 13 August 2014**



BARCLAYS PLC
(incorporated with limited liability in England)

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

as Issuers

£60,000,000,000
Debt Issuance Programme

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 as supplemented by the Supplement dated 8 September 2014 (the "**Base Prospectus**") prepared by Barclays PLC (the "**Company**") and Barclays Bank PLC (the "**Bank**" and, together with the Company, the "**Issuers**") with respect to their £60,000,000,000 Debt Issuance Programme (the "**Programme**"). This Supplement constitutes a supplementary prospectus in respect of the Base Prospectus for the Issuers 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.

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) incorporate by reference into the Base Prospectus the unaudited Interim Results Announcement of the Company as filed with the SEC on Form 6-K on Film Number 141182511 on 30 October 2014 in respect of the nine months ended 30 September 2014 (the "**Q3 Interim Management Statement**");

The above document may be inspected during normal business hours at Barclays Treasury, 1 Churchill Place, London E14 5HP United Kingdom and at the specified office of the Principal Paying Agent, at One Canada Square, London, E14 5AL, United Kingdom during the life of the

Notes issued pursuant to the Base Prospectus. The above document has also been filed with the SEC and is available in electronic form on the SEC's website at <http://www.sec.gov/cgi-bin/browse-edgar?company=barclays+plc&owner=exclude&action=getcompany>.

- (b) supplement the sub-section entitled "*Directors*" under the section entitled "*The Issuers and the Group*" of the Base Prospectus with the following updated information:

John McFarlane has been appointed as a non-executive Director of the Bank and the Company with effect from 1 January 2015 and will succeed Sir David Walker as Chairman of the Bank and the Company with effect from the conclusion of the Barclays PLC AGM in 2015. Sir David Walker will step down as Director and Chairman of the Bank and the Company with effect from the conclusion of the Barclays PLC AGM in 2015. John McFarlane is currently Chairman of Aviva plc, having joined the Aviva Board in September 2011 and becoming Chairman in July 2012. He is also Chairman of FirstGroup plc and he will be stepping down from both positions at the conclusion of their AGMs in April and July 2015, respectively. The appointment has been approved by the Prudential Regulation Authority and the Financial Conduct Authority. Mr McFarlane will remain a non-executive Director of Westfield Holdings Ltd and Old Oak Holdings Ltd.

- (c) supplement the Base Prospectus with the following information relating to legal proceedings:

(i) Legal Proceedings

Save as disclosed under "*The Issuers and the Group – Legal, Competition and Regulatory Matters*" on pages 99 to 113 of the Base Prospectus (other than under the heading "*—General*" on page 113 of the Base Prospectus) and under "*Other notable items*" on page 5 and "*Group Performance Review – Other Matters*" on pages 9 and 10 of the Q3 Interim Management Statement, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuers are 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 Company, the Bank, the Group and/or, as the case may be, the Bank Group.

- (d) state that there has been no significant change in the financial or trading position of the Company, the Group, the Bank or, as the case may be, the Bank Group since 30 September 2014.

IMPORTANT NOTICES

Each of the Issuers accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its 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 or any statement incorporated by reference into the Base Prospectus by 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 Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

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

If documents which are incorporated by reference into this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference into the Supplement.

For as long as any of the notes issued under the Programme are admitted to trading on the Regulated Market of the London Stock Exchange plc and the rules of the FCA so require, for the life of the Base Prospectus, copies of the Interim Results Announcement may be inspected during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at Barclays Treasury, 1 Churchill Place, London E14 5HP and at the specified office of The Bank of New York Mellon, as principal paying agent, currently located at One Canada Square, London E14 5AL.

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>.

4 November 2014