

**Supplement Number 1 dated 14 February 2014
to the Base Prospectus dated 26 November 2013**



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 26 November 2013 (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 and other supplements to the Base Prospectus issued by the Issuers.

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 the following documents into the Base Prospectus: (i) the unaudited Preliminary Results Announcement of the Company and the Bank as jointly filed with the SEC on Form 6-K on Film Number 14595208 as exhibits 99.1 and 99.2 on 11 February 2014 in respect of the year ended 31 December 2013 (the "**Preliminary Results Announcement**"); (ii) the capitalisation and indebtedness table of the Bank Group as at 31 December 2013 as filed with the SEC on Form 6-K on Film Number 14595208 as Exhibit 99.4 on 11 February 2014 (the "**Bank's Capitalisation and Indebtedness Table**"); and (iii) the capitalisation and indebtedness table of the Group as at 31 December 2013 as filed with the SEC on Form 6-K on Film Number 14595208 as Exhibit 99.3 on 11 February 2014 (the "**Company's Capitalisation and Indebtedness Table**"); and

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

Legal Proceedings

Save as disclosed under the sections entitled "*The Issuers and the Group – Legal and Regulatory Proceedings*" on pages 106 to 116 of the Base Prospectus (other than under the heading "*—Other Legal and Regulatory Proceedings*" on page 116 of the Base Prospectus), Note 13 (*Provisions*) on pages 107 to 109 of the Preliminary Results Announcement and Note 19 (*Legal, Competition and Regulatory Matters*) on pages 111 to 120 of the Preliminary Results Announcement, 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 Supplement, 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.

The Issuers, being the person(s) responsible for the financial information included in the Preliminary Results Announcement, approve such financial information. PricewaterhouseCoopers LLP has agreed that this financial information is substantially consistent with the final figures to be published in the next annual audited financial statements of the Company and the Bank. The financial information included in the Preliminary Results Announcement has not been audited.

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.

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 Preliminary Results Announcement, the Bank's Capitalisation and Indebtedness Table and the Company's Capitalisation and Indebtedness Table 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>.

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.

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.

14 February 2014