Supplement Number 4 dated 8 June 2015
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 Supplement dated 4 November 2014 and the Supplement dated 23 March 2015 (together, 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 Q1 2015 Results Announcement and the May 2015 Announcement (each as defined below);

(b) supplement the section entitled "*Risk Factors*" of the Base Prospectus with (i) in relation to the risk factor relating to a downgrade of the Issuers' ratings, information on the publication of Standard & Poor's additional loss-absorbing capacity criteria and recent action by Moody's on the Company's long-term and short-term ratings; and (ii) in relation to the risk factor relating to the bank recovery and resolution framework, to state that the resolution powers of the U.K. resolution authority may also be exercised in respect of U.K. investment firms and in relation to certain of their affiliates in the event that the resolution conditions are met in respect of an investment firm in the same group and to include information on new guidelines on the circumstances in which an institution shall be deemed as 'failing or likely to fail', which is one of the pre-conditions to the exercise of resolution powers;

(c) supplement the section entitled "*The Issuers and the Group*" of the Base Prospectus with the information contained in Appendix 1 hereto relating to changes in directors;

(d) state that the short term unsecured obligations of the Company are rated P-3 by Moody's and the long-term unsecured unsubordinated obligations of the Company are rated Baa3 by Moody's;

(e) 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 31 March 2015;

(f) supplement the Base Prospectus with updated disclosure relating to legal proceedings as incorporated by reference through the Q1 2015 Results Announcement and the May 2015 Announcement; and

(g) following the release of the Q1 2015 Results Announcement, update the Summary appearing on pages 1-15 of the Base Prospectus to take into account such new information relating to the financials and the ratings of the Company. The new Summary is attached as Appendix 2 hereto.

A) Information Incorporated by Reference

The following information has been filed with the FCA and shall be deemed to be incorporated in, and to form part of, the Base Prospectus as supplemented by this Supplement:

(i) the unaudited Q1 2015 Results Announcement of the Company as filed with the SEC on Form 6-K on 29 April 2015 in respect of the three months ended 31 March 2015 (the "**Q1 2015 Results Announcement**"); and

(ii) the joint announcement of the Company and the Bank as filed with the SEC on Form 6-K on 20 May 2015 in respect of the foreign exchange and ISDAfix settlements (the "**May 2015 Announcement**").

The above documents 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. Each of the above documents 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) Risk Factors

A downgrade of the rating assigned by any credit rating agency to the Issuers or, if applicable, to the Notes could adversely affect the liquidity or market value of the Notes. Ratings downgrades could occur as a result of, among other causes, changes in the ratings methodologies used by credit rating agencies. Changes in credit rating agencies' views of the level of implicit sovereign support for European banks and their groups are likely to lead to ratings downgrades

Tranches of Notes issued under the Programme may be rated by credit rating agencies and may in the future be rated by additional credit rating agencies, although the Issuers are under no obligation to ensure that any Notes issued under the Programme are rated by any credit rating agency. Credit ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed in these Risk Factors and other factors that may affect the liquidity or market value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised, suspended or withdrawn by the credit rating agency at any time.

Any rating assigned to the relevant Issuer and/or, if applicable, the Notes may be withdrawn entirely by a credit rating agency, may be suspended or may be lowered, if, in that credit rating agency's judgment, circumstances relating to the basis of the rating so warrant. Ratings may be impacted by a number of factors which can change over time, including the credit rating agency's assessment of: the relevant issuer's strategy and management's capability; the relevant issuer's financial condition including in respect of capital, funding and liquidity; competitive and economic conditions in the relevant issuer's key markets; the level of political support for the industries in which the relevant issuer operates; and legal and regulatory frameworks affecting the relevant issuer's legal structure, business activities and the rights of its creditors. The credit rating agencies may also revise the ratings methodologies applicable to issuers within a particular industry or political or economic region. If credit rating agencies perceive there to be adverse changes in the factors affecting an issuer's credit rating, including by virtue of changes to applicable ratings methodologies, the credit rating agencies may downgrade, suspend or withdraw the ratings assigned to an issuer and/or its securities.

During the first half of 2015, Moody's and Standard & Poor's are implementing revised methodologies applicable to bank ratings, intended to address the on-going implementation of resolution frameworks applicable to banks, such as those provided for in the Banking Act 2009 of the United Kingdom, as amended (the "**Banking Act**") and related rules and guidance. Among other things, the revised methodologies are expected to impact the credit rating agencies' assessment, for the different creditor classes, of the probability of default, and/or the expected loss to creditors in the event of a bank failure. Moody's published its revised bank methodology on 16 March 2015 and Standard & Poor's published its additional loss-absorbing capacity criteria on 27 April 2015. In addition, each of Moody's, Standard & Poor's and Fitch (together, the "**CRAs**") has stated its view that extraordinary government support for European banks is likely to diminish as enhanced bank resolution frameworks are implemented. Among other factors, this has led in part to the "negative" ratings outlook assigned in 2014 to the ratings of various systemically important European banking groups, including Barclays. Consistent with this view, on 3 February 2015 Standard & Poor's placed the Bank's long- and short-term ratings on "credit watch with negative implications". Standard & Poor's stated that the "credit watch" status reflects the possibility that they may remove all systemic sovereign support notches currently supporting the Bank's ratings and they expect to resolve the "credit watch" placement during the first half of 2015. The Issuers expect that when Standard & Poor's finalises its review it is likely to result in the Bank's long-term and short-term ratings being downgraded. In addition, on such date Standard & Poor's downgraded the Company's long-term rating and affirmed the Company's short-term rating and the ratings of the Company's hybrid capital instruments. On 17 March 2015, Moody's announced multiple ratings actions on global bank ratings (including the Bank and the Company). The Company's long-term rating was placed on "Ratings under Review" for an expected 3-notch downgrade. The Company's short-term rating was also placed on "Ratings under Review" for an expected downgrade. On 28 May 2015, Moody's downgraded the Company's long-term and short-term ratings.

If the relevant Issuer determines to no longer maintain one or more ratings, or if any credit rating agency withdraws, suspends or downgrades the credit ratings of the relevant Issuer or the Notes, or if such a withdrawal, suspension or downgrade is anticipated (or any credit rating agency places the credit ratings of the relevant Issuer or, if applicable, the Notes on "credit watch" status in contemplation of a downgrade, suspension or withdrawal), whether as a result of the factors described above or otherwise, such event could adversely affect the liquidity or market value of the Notes (whether or not the Notes had an assigned rating prior to such event).

Regulatory action in the event a bank or investment firm in the Group is failing or likely to fail could materially adversely affect the value of the Notes

The European Bank Recovery and Resolution Directive ("**BRRD**") provides an EU-wide framework for the recovery and resolution of credit institutions and investment firms, their subsidiaries and certain holding companies. The BRRD requires all EEA member states to provide their relevant resolution authorities with a set of tools to intervene sufficiently early and quickly in an unsound or failing institution so as to ensure the continuity of the institution's critical financial and economic functions, while minimising the impact of an institution's failure on the broader economy and financial system.

In the United Kingdom, the majority of the requirements of the BRRD have been implemented into national law in the Banking Act. The U.K. implementation of the BRRD included the introduction of the bail-in tool as of 1 January 2015. For more information on the bail-in tool, see "*The relevant U.K. resolution authority may exercise the bail-in tool in respect of the relevant Issuer and the Notes, which may result in holders of the Notes losing some or all of their investment*" below. The U.K. has deferred the implementation of the minimum requirement for own funds and eligible liabilities ("**MREL**") regime, pending, amongst other things, further developments via the Financial Stability Board ("**FSB**") for harmonising key principles for Total Loss Absorbing Capacity ("**TLAC**") globally. See "*Minimum requirement for own funds and eligible liabilities*" below.

The Banking Act confers substantial powers on a number of U.K. authorities designed to enable them to take a range of actions in relation to U.K. banks or investment firms and certain of their affiliates in the event a bank or investment firm in the same group is considered to be failing or likely to fail. The exercise of any of these actions in relation to the relevant Issuer could materially adversely affect the value of any Notes

Under the Banking Act, substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the PRA, the FCA and HM Treasury, as appropriate as part of a special resolution regime (the "**SRR**"). These powers enable the relevant U.K. resolution authority to implement resolution measures with respect to a U.K. bank or investment firm and certain of its affiliates (including, for example, the Company) (each a "**relevant entity**") in circumstances in which the relevant U.K. resolution authority is satisfied that the resolution conditions are met. The stabilisation options available to the relevant U.K. resolution authority under the SRR provide for:

(i) private sector transfer of all or part of the business of the relevant entity;

(ii) transfer of all or part of the business of the relevant entity to a "bridge bank" established by the Bank of England;

(iii) transfer to an asset management vehicle;

(iv) the bail-in tool; and

(v) temporary public ownership (nationalisation).

Each of these stabilisation options is achieved through the exercise of one or more "stabilisation powers", which include (i) the power to make share transfer orders pursuant to which all or some of the securities issued by a relevant entity may be transferred to a commercial purchaser, a bridge bank or, in the case of certain relevant entities, the U.K. government; (ii) the resolution instrument power which includes the exercise of the bail-in tool; (iii) the power to transfer all or some of the property, rights and liabilities of a relevant entity to a commercial purchaser or Bank of England entity; and (iv) the third country instrument powers that recognise the effect of similar special resolution action taken under the law of a country outside the EEA (a "**third country**"). A share transfer order can extend to a wide range of securities, including shares and bonds issued by a relevant entity and warrants for such shares and bonds and could, therefore, apply to the Notes. In addition, the Banking Act grants powers to modify contractual arrangements in certain circumstances, powers to suspend enforcement or termination rights that might be invoked as a result of the exercise of the resolution powers and powers for the relevant U.K. resolution authority to disapply or modify laws in the U.K. (with possible retrospective effect) to enable the powers under the Banking Act to be used effectively.

The exercise of any resolution power or any suggestion of any such exercise could materially adversely affect the value of any Notes and could lead to Noteholders losing some or all of the value of their investment in the Notes.

The SRR is designed to be triggered prior to insolvency of the relevant Issuer, and holders of the Notes may not be able to anticipate the exercise of any resolution power by the relevant U.K. resolution authority

The stabilisation options are intended to be used prior to the point at which any insolvency proceedings with respect to the relevant entity could have been initiated. The purpose of the stabilisation options is to address the situation where all or part of a business of a relevant entity has encountered, or is likely to encounter, financial difficulties, giving rise to wider public interest concerns. Accordingly, the stabilisation options may be exercised if the relevant U.K. resolution authority: (i) is satisfied that a U.K. bank or investment firm is failing, or is likely to fail; (ii) determines that it is not reasonably likely that (ignoring the stabilisation powers) action will be taken by or in respect of a U.K. bank or investment firm that will result in condition (i) above ceasing to be met; (iii) considers the exercise of the stabilisation powers to be necessary, having regard to certain public interest considerations (such as the stability of the U.K. financial system, public confidence in the U.K. banking system and the protection of depositors, being some of the special resolution objectives) and (iv) considers that the special resolution objectives would not be met to the same extent by the winding-up of the U.K. bank or investment firm. In the event that the relevant U.K. resolution authority seeks to exercise its powers in relation to a U.K. banking group company (such as the Company), the relevant U.K. resolution authority has to be satisfied that (A) the conditions set out in (i) to (iv) above are met in respect of a U.K. bank or investment firm in the same banking group (or, in respect of an EEA or third country credit institution or investment firm in the same banking group, the relevant EEA or third country resolution authority is satisfied that the conditions for resolution applicable in its jurisdiction are met) and (B) certain criteria are met, such as the exercise of the powers in relation to such U.K. banking group company being necessary having regard to public interest considerations. The use of different stabilisation powers is also subject to further "specific conditions" that vary according to the relevant stabilisation power being used.

On 26 May 2015, the EBA published its final guidelines on the circumstances in which an institution shall be deemed as 'failing or likely to fail' by supervisors and resolution authorities. These will apply from 1 January 2016. The guidelines set out the objective elements and criteria which should apply when supervisors and resolution authorities make such a determination and further provide guidance on the approach to consultation and exchange of information between supervisors and resolution authorities in such scenarios.

Although the Banking Act provides for the above described conditions to the exercise of any resolution powers and the EBA guidelines mentioned above set out the objective elements for determining whether an institution is failing or likely to fail, it is uncertain how the relevant U.K. resolution authority would assess such conditions in any particular pre-insolvency scenario affecting the relevant Issuer and/or other members of the Group and in deciding whether to exercise a resolution power. The relevant U.K. resolution authority is also not required to provide any advance notice to holders of the Notes of its decision to exercise any resolution power. Therefore, holders of the Notes may not be able to anticipate a potential exercise of any such powers nor the potential effect of any exercise of such powers on the relevant Issuer, the Group and the Notes.

Noteholders may have only very limited rights to challenge the exercise of any resolution powers by the relevant U.K. resolution authority

Noteholders may have only very limited rights to challenge and/or seek a suspension of any decision of the relevant U.K. resolution authority to exercise its resolution powers or to have that decision reviewed by a judicial or administrative process or otherwise.

The relevant U.K. resolution authority may exercise the bail-in tool in respect of the relevant Issuer and the Notes, which may result in holders of the Notes losing some or all of their investment

The relevant U.K. resolution authority may exercise the bail-in tool to enable it to recapitalise an institution in resolution by allocating losses to its shareholders and unsecured creditors (which include holders of the Notes) in a manner that (i) ought to respect the hierarchy of claims in an ordinary insolvency and (ii) is consistent with shareholders and creditors not receiving a less favourable treatment than they would have received in ordinary insolvency proceedings of the relevant entity (known as the "no creditor worse off" safeguard). Certain liabilities are excluded from the scope of the bail-in tool, such as insured deposits and liabilities to the extent they are secured. The Banking Act also grants the power for the relevant U.K. resolution authority to exclude any liability or class of liabilities on certain prescribed grounds (including financial stability grounds) and subject to specified conditions.

The bail-in tool includes the power to cancel a liability or modify the terms of contracts for the purposes of reducing or deferring the liabilities of the relevant entity under resolution and the power to convert a liability from one form or class to another. The exercise of such powers may result in the cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the Notes and/or the conversion of all or a portion of the principal amount of, interest on, or any other amounts payable on, the Notes into shares or other securities or other obligations of the relevant Issuer or another person, including by means of a variation to the terms of the Notes, in each case, to give effect to the exercise by the relevant U.K. resolution authority of such power.

Where the relevant statutory conditions for intervention under the SRR and the use of the bail-in tool have been met, the relevant U.K. resolution authority would be expected to exercise these powers without the consent of the Noteholders

The exercise of any resolution power, including the power to exercise the bail-in tool in respect of the relevant Issuer and the Notes or any suggestion of any such exercise could materially adversely affect the rights of the Noteholders, the price or value of their investment in the Notes and/or the ability of the relevant Issuer to satisfy its obligations under the Notes and could lead to Noteholders losing some or all of the value of their investment in such Notes. In addition, even in circumstances where a claim for compensation is established under the "no creditor worse off" safeguard in accordance with a valuation performed after the resolution action has been taken, it is unlikely that such compensation would be equivalent to the full losses incurred by the Noteholders in the resolution and there can be no assurance that Noteholders would recover such compensation promptly.

As insured deposits are excluded from the scope of the bail-in tool and other preferred deposits (and insured deposits) rank ahead of any Notes issued by the Bank, such Notes would be more likely to be bailed-in than certain other unsubordinated liabilities of the Bank (such as other preferred deposits)

As part of the reforms required by the BRRD, amendments have been made to relevant legislation in the U.K. (including the U.K. Insolvency Act 1986) to establish in the insolvency hierarchy a statutory preference (i) firstly, for deposits that are insured under the U.K. Financial Services Compensation Scheme ("**insured deposits**") to rank with existing preferred claims as 'ordinary' preferred claims and (ii) secondly, for all other deposits of individuals and micro, small and medium sized enterprises held in EEA or non-EEA branches of an EEA bank ("**other preferred deposits**"), to rank as 'secondary' preferred claims only after the 'ordinary' preferred claims. In addition, the EU Deposit Guarantee Scheme Directive, which is to be implemented into national law by July 2015, will increase the nature and quantum of insured deposits to include a wide range of deposits, including corporate deposits (unless the depositor is a public sector body or financial institution) and some temporary high value deposits. The effect of these changes is to increase the size of the class of preferred creditors. All such preferred deposits will rank in the insolvency hierarchy ahead of all other unsecured senior creditors of the Bank, including the holders of the Notes. Furthermore, insured deposits are excluded from the scope of the bail-in tool. As a result, if the U.K. Bail-in Power were exercised by the relevant U.K. resolution authority, the Notes would be more likely to be bailed-in than certain other unsubordinated liabilities of the Bank such as other preferred deposits.

Mandatory write-down and conversion of capital instruments may affect the Tier 2 Capital Notes

In addition, the Banking Act requires the relevant U.K. resolution authority to permanently write-down, or convert into equity, Tier 1 capital instruments and Tier 2 capital instruments (such as the Tier 2 Capital Notes) at the point of non-viability of the relevant entity and before, or together with, the exercise of any stabilisation power (except in the case where the bail-in tool is to be utilised for other liabilities, in which case such instrument would be written down or converted into equity pursuant to the exercise of the bail-in tool, as described above, rather than the mandatory write-down and conversion power applicable only to capital instruments).

For the purposes of the application of such mandatory write-down and conversion power, the point of non-viability is the point at which the relevant U.K. resolution authority determines that the relevant entity meets the conditions for resolution (but no resolution action has yet been taken) or that the relevant entity will no longer be viable unless the relevant capital instruments are written-down or converted or the relevant entity requires extraordinary public support without which, the relevant U.K. resolution authority determines that, the relevant entity would no longer be viable.

Holders of Tier 2 Capital Notes may be subject to write-down or conversion into equity on application of such powers (without requiring such Noteholders' consent), which may result in such Noteholders losing some or all of their investment. The "no creditor worse off" safeguard would not apply in relation to an application of such powers in circumstances where resolution powers are not also exercised. The exercise of such mandatory write-down and conversion power under the Banking Act or any suggestion of such exercise could, therefore, materially adversely affect the rights of Holders of Tier 2 Capital Notes, the price or value of their investment in the Tier 2 Capital Notes and/or the ability of the relevant Issuer to satisfy its obligations under the Notes.

Minimum requirement for own funds and eligible liabilities

To support the effectiveness of bail-in and other resolution tools, the BRRD requires that all institutions must meet an individual MREL requirement, calculated as a percentage of total liabilities and own funds and set by the relevant resolution authorities. Items eligible for inclusion in MREL will include an institution's own funds, along with "eligible liabilities". The U.K. has opted to defer until 1 January 2016 the implementation of the MREL regime.

The European Banking Authority (the "**EBA**") and the European Commission are required to develop the criteria for determining the MREL, the calculation methodologies and related measures. Although the EBA has consulted on certain proposals, which are in draft form and subject to change, the precise impact of the MREL requirements on individual firms will remain a matter of some uncertainty until the final measures are adopted. It is also unclear whether the proposals published in November 2014 by the FSB for a new international standard on TLAC for globally systemically important banks ("**G-SIBs**") (including Barclays, based on the latest FSB list of G-SIBs published in November 2014) will affect the way in which the authorities implement the MREL regime.

While these measures remain in development, it is not possible to determine the ultimate scope and nature of any resulting obligations for the Issuers or the Group, nor the impact that they will have on the Issuers or the Group once implemented. If the FSB's and EBA's proposals are implemented in their current form however, it is possible that, the Issuers and/or other members of the Group may have to issue MREL eligible liabilities in order to meet the new requirements within the required timeframes and/or alter the quantity and type of internal capital and funding arrangements within the Group. During periods of market dislocation, or when there is significant competition for the type of funding that the Group needs, a requirement to increase the Group's MREL eligible liabilities in order to meet MREL targets may prove more difficult and/or costly. More generally, these proposals could increase the Group's costs and may lead to asset sales and/or other balance sheet reductions. The effects of these proposals could all adversely impact the results of operations, financial condition and prospects of the Group and, in turn, adversely affect the value of the Notes.

F) Legal Proceedings

Save as disclosed under Note 27 "*Provisions"* and Note 29 "*Legal, competition and regulatory matters*" to Notes to the financial statements of the Company as set out on pages 265 to 267 and 268 to 276 respectively of the Joint Annual Report; the references to the additional provisions primarily relating to Foreign Exchange and Payment Protection Insurance and claims management costs (PPI) redress set out on pages 3-7, 9 and 10 of the Q1 2015 Results Announcement; and the May 2015 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 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.

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 Q1 2015 Results Announcement and the May 2015 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.

APPENDIX 1

Directors

The Directors of the Company and the Bank, each of whose business address is 1 Churchill Place, London E14 5HP, United Kingdom, their functions in relation to the Group and their principal outside activities (if any) of significance to the Group are as follows:

Name	Function(s) within the Group	Principal outside activities
John McFarlane[1]	Chairman	Chairman, FirstGroup plc; Director, Westfield Group; Director, Old Oak Holdings Ltd
Antony Jenkins	Group Chief Executive	Director, The Institute of International Finance; Member, International Advisory Panel of the Monetary Authority of Singapore; Chairman, Business in the Community; Director, Catalyst
Tushar Morzaria	Group Finance Director	
Tim Breedon CBE	Non-Executive Director	Adviser, Blackstone Group L.P; Chairman, Apax Global Alpha
Crawford Gillies	Non-Executive Director	Non-Executive Director Standard Life plc; Non-Executive Director MITIE Group PLC; Chairman, Control Risks Group Limited; Chairman, Scottish Enterprise
Reuben Jeffery III	Non-Executive Director	Chief Executive Officer, President and Director, Rockefeller & Co., Inc. and Rockefeller Financial Services Inc,; 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
Dambisa Moyo	Non-Executive Director	Non-Executive Director, SABMiller PLC; Non-Executive Director, Barrick Gold Corporation
Sir Michael Rake	Deputy Chairman and Senior Independent Director	Chairman, BT Group PLC; Director, McGraw-Hill Financial Inc.; President, Confederation of British Industry

[1] John McFarlane was appointed as a non-executive Director of the Bank and Barclays PLC with effect from 1 January 2015 and succeeded Sir David Walker as Chairman of the Bank and Barclays PLC with effect from the conclusion of the Barclays PLC AGM on 23 April 2015. John McFarlane is currently Chairman of FirstGroup plc and he will be stepping down from this position at the conclusion of the FirstGroup plc AGM in July 2015. Mr McFarlane will remain a non-executive Director of Westfield Group and Old Oak Holdings Ltd.

Name	Function(s) within the Group	Principal outside activities
Diane de Saint Victor	Non-Executive Director	General Counsel, Company Secretary and a member of the Group Executive Committee of ABB Limited; Member, Advisory Board of the World Economic Forum's Davos Open Forum
Frits van Paasschen	Non-Executive Director	
Mike Ashley	Non-Executive Director	Member, HM Treasury Audit Committee; 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
Wendy Lucas-Bull	Non-Executive Director; Chairman of Barclays Africa Group Limited	Director, Afrika Tikkun NPC; Director, Peotona Group Holdings (Pty) Limited
Stephen Thieke	Non-Executive Director	

Barclays Africa Group Limited ("**BAGL**") is majority-owned by the Group and a minority of the voting capital is held by non-controlling third party interests. As such, procedures are in place to manage any potential conflicts of interest arising from Wendy Lucas-Bull's duties as a Non-Executive Director of the Bank and her duties as Chairman of BAGL. Except as stated above in respect of Wendy Lucas-Bull, no potential conflicts of interest exist between any duties to the Bank or the Company, as the case may be, of the Directors listed above and their private interests or other duties.

APPENDIX 2
SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and Issuers. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuers, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "Not Applicable".

<table>
<tr><td colspan="3">Section A – Introduction and Warnings</td></tr>
<tr><td>A.1</td><td>Warning:</td><td>This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Notes should be based on consideration of the Base Prospectus as a whole by the investor, including any information incorporated by reference herein, and read together with the applicable Final Terms.

Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff might, under the national legislation of the relevant Member State, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.

Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only if the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes.</td></tr>
<tr><td>A.2</td><td>Consent:</td><td>[Not Applicable. The Instruments are issued in denominations of at least EUR100,000 (or its equivalent in any other currency)/ The Issuer does not consent to the use of the Base Prospectus for subsequent sales.]

[General/Specific Consent]

[The Issuer consents to the use of this Base Prospectus in connection with a Public Offer of the Notes for subsequent resale or final placement of the Notes by any financial intermediary which is authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2004/39/EC) on the following basis:

(a) the relevant Public Offer must occur during the period from and including [●] to but excluding [●] (the "Offer Period");

(b) the relevant Authorised Offeror must publish an Acceptance Statement, as contained in the Base Prospectus, on its website [and satisfy the following additional conditions: [●]].]

[The Issuer consents to the use of this Base Prospectus in connection with a Public Offer of the Notes by [●] on the following basis:

(a) the relevant Public Offer must occur during the period from and including [●] to but excluding [●] (the "Offer Period");

(b) the relevant Authorised Offeror must satisfy the following conditions: [●].

Authorised Offerors will provide information to Investors on the terms and conditions of the Public Offer of the relevant Notes at the time such Public Offer is made by the Authorised Offeror to the Investor.]</td></tr>
</table>

Section B – Issuers		
B.1	**Legal name of the Company:** **Commercial name of the Company:**	Barclays PLC (the "**Company**" or "**Barclays**") Barclays
B.2	**Domicile and legal form of the Company:**	The Company was incorporated in England and Wales on 20 July 1896 under the Companies Acts 1862 to 1890 as a company limited by shares and was reregistered in 1982 as a public limited company under the Companies Acts 1948 to 1980. The Company is registered under company number 48839. The Company was renamed Barclays PLC on 1 January 1985. The principal laws and legislation under which the Company operates are laws of England and Wales including the Companies Act. The Company is domiciled in the United Kingdom. The registered office of the Company is at 1 Churchill Place, London E14 5HP (telephone number: +44 (0)20 7116 1000).
B.4b	**Trends:**	The business and earnings of the Company and its consolidated subsidiaries (the "**Group**") can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the United Kingdom, European Union (the "**EU**"), U.S. and elsewhere, which are all subject to change. The regulatory response to the financial crisis has led to and will continue to lead to very substantial regulatory changes in the United Kingdom, EU and U.S. and in other countries in which the Group operates. It has also (amongst other things) led to (i) a more assertive approach being demonstrated by the authorities in many jurisdictions, and (ii) enhanced capital leverage, liquidity and funding requirements (for example pursuant to the fourth Capital Requirements Directive ("**CRD IV**")). Any future regulatory changes may restrict the Group's operations, mandate certain lending activity and impose other, significant compliance costs. Known trends affecting the Company and the industry in which the Company operates include: • continuing political and regulatory scrutiny of the banking industry which, in some cases, is leading to increased or changing regulation that is likely to have a significant effect on the structure and management of the Group; • general changes in regulatory requirements, for example, prudential rules relating to the capital adequacy framework, rules designed to promote financial stability and increase depositor protection, increased regulation and procedures for the protection of customers and clients of financial services firms and an increased willingness on the part of regulators to investigate past practices, vigorously pursue alleged violations and impose heavy penalties on financial services firms; • increased levels of legal proceedings in jurisdictions in which the Group does business, including in the form of class actions; • the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act, which contains far reaching regulatory reform (including prohibition on certain proprietary trading activities and limit on fund-related activities (the so-called 'Volcker rule')); • the United Kingdom Financial Services (Banking Reform) Act 2013 which gives United Kingdom authorities powers to implement measures for, among others: (i) the separation of the United Kingdom and EEA retail banking

		activities of the largest United Kingdom banks into a legally, operationally and economically separate and independent entity (so-called 'ring-fencing'); (ii) statutory depositor preference in insolvency; and (iii) a 'bail-in' stabilisation option; and • changes in competition and pricing environments.
B.5	**The Group:**	The Company is the ultimate holding company of the Group, the principal activities of which are financial services. In particular, the Group is engaged in personal banking, credit cards, corporate and investment banking, and wealth and investment management with an extensive international presence in Europe, the United States, Africa and Asia. The Group is structured around four core businesses: Personal and Corporate Banking, Barclaycard, Africa Banking and the Investment Bank. Businesses and assets which no longer fit the Group's strategic objectives, are not expected to meet the returns criteria and/or offer limited growth opportunities to the Group, have been reorganised into Barclays Non-Core. These assets are designated for exit or run-down over time. The Company has the following significant subsidiaries and subsidiary undertakings (each of which is considered by the Company to be likely to have a significant effect on the assessment of its assets and liabilities, financial position or profits and losses) [2]:

Company Name	Principal place of business or incorporation	Nature of business	Percentage of Voting rights held %	Non-controlling interests – proportion of ownership interests %	Non-controlling interests – proportion of voting interests %
Barclays Bank PLC	England	Banking, holding company	100	11	–
Barclays Capital Securities Limited	England	Securities dealing	100	–	–
Barclays Private Clients International Limited	Isle of Man	Banking	100*	–	–
Barclays Securities Japan Limited	Japan	Securities dealing	100	–	–
Barclays Africa Group Limited	South Africa	Banking	62	38	38
Barclays Bank S.A.U.	Spain	Banking	100*	–	–
Barclays Capital Inc.	United States	Securities dealing	100	–	–
Barclays Bank Delaware	United States	Credit card issuer	100	–	–

The country of registration or incorporation is also the principal area of operation of each of the above subsidiaries.

At the balance sheet date, a contractual agreement for the sale and transfer of Barclays Bank S.A.U. and its subsidiaries, comprising all its associated assets and liabilities to a third party, Caixabank, S.A. was in place. The sale took place on 2 January 2015, but

[2] By virtue of a Supplement dated 23 March 2015, the Company's subsidiaries have been updated in line with the joint Annual Report of the Company and the Bank, as jointly filed with the SEC on Form 20-F on 3 March 2015 in respect of the financial years ended 31 December 2013 and 31 December 2014 (the "**Joint Annual Report**").

		Barclays Bank S.A.U. was still a principal subsidiary at the balance sheet date. * Investments in subsidiaries held directly by the Bank are marked *.
B.9	**Profit Forecast:**	Not Applicable. The Company has not made any profit forecasts or estimates.
B.10	**Audit Report Qualifications:**	Not Applicable. There are no qualifications in the audit reports to the 2013 financial statements or the 2014 financial statements of the Company.[3]
B.12	**Key Financial Information:**	The Group's financial information below is extracted from the audited consolidated financial statements of the Company for the year ended 31 December 2014 and the unaudited consolidated interim results of the Company for the three months ended 31 March 2015[4].

	31 Dec 2013* *(audited)* *(£m)*	**31 Dec 2014** *(audited)* *(£m)*	**31 Mar 2014** (*unaudited*) (£*m*)	**31 Mar 2015** *(unaudited)* *(£m)*
Balance sheet information				
Total net loans and advances	473,659	469,878		503,837
Total deposits	487,613	486,094		515,570
Total assets[1]	1,343,628	1,357,906		1,416,409
Shareholders' equity excluding non-controlling interests	55,385	59,567		60,693
Non-controlling interests	8,564	6,391		6,395
Total shareholders' equity	**63,949**	**65,958**		**67,088**
Income statement information				
Credit impairment charges and provisions	3,071	2,168	548	477
Profit before tax from continuing operations	**2,868**	**2,256**	**1,812**	**1,337**

*As noted in the consolidated financial statements of the Company for the year ended 31 December 2014, the prior year (2013) has been restated to reflect the IAS 32 (revised) standard.

[3] By virtue of a Supplement dated 23 March 2015, audit report for the year ended 31 December 2014 has been added and audit report for the year ended 31 December 2012 has been removed.
[4] By virtue of a Supplement dated 8 June 2015, selected historical key financial information has been added in respect of the three months ended 31 March 2015 and, in respect of the income statement information, the three months ended 31 March 2014 (as comparative data); and by virtue of a Supplement dated 23 March 2015, selected historical key financial information has been added for the year ended 31 December 2014, and information for the year ended 31 December 2012 has been removed.

		Statements of no significant or material adverse change There has been no material adverse change in the prospects of the Company or, as the case may be, the Group since 31 December 2014[5], nor any significant change in the financial or trading position of the Company or, as the case may be, the Group since 31 March 2015[6].
B.13	**Recent Events:**	*Sale of Spanish Businesses to CaixaBank* On 2 January 2015, the Bank completed the sale of its Retail Banking, Wealth and Investment Management and Corporate Banking businesses in Spain to CaixaBank S.A. The sale represented total assets of £13,446 million and liabilities of £12,840 million as at 31 December 2014. The Bank reported a £446 million loss in connection with the sale.[7]
B.14	**Dependence upon other entities within the Group:**	The Company is the ultimate holding company of the Group.
B.15	**The Company's Principal Activities:**	The Group is engaged in personal banking, credit cards, corporate and investment banking, and wealth and investment management with an extensive international presence in Europe, the United States, Africa and Asia. The Group is structured around four core businesses: Personal and Corporate Banking, Barclaycard, Africa Banking and the Investment Bank. Businesses and assets which no longer fit the Group's strategic objectives, are not expected to meet the returns criteria and/or offer limited growth opportunities to the Group, have been reorganised into Barclays Non-Core. These assets are designated for exit or run-down over time.
B.16	**Controlling Persons:**	The whole of the issued ordinary share capital of the Bank is beneficially owned by the Company, which is the ultimate holding company of the Group. The Company is the ultimate holding company of the Group.
B.17	**Ratings assigned to the Company or its Debt Securities:**	The short term unsecured obligations of the Company are rated A-2 by Standard & Poor's Credit Market Services Europe Limited ("**Standard & Poor's**"), P-3[8] by Moody's Investors Service Ltd. ("**Moody's**") and F1 by Fitch Ratings Limited ("**Fitch**"), and the long-term unsecured unsubordinated obligations of the Company are rated BBB[9] by Standard & Poor's, Baa3[10] by Moody's and A by Fitch. Each of Moody's, Standard & Poor's and Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such, each of Moody's, Standard & Poor's and Fitch is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation. [*The Notes [have been]/[are expected to be] rated [ ] by [ ]. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.*]
B.1	**Legal name of**	Barclays Bank PLC (the "**Bank**")

[5] By virtue of a Supplement dated 23 March 2015, selected historical key financial information has been added for the year ended 31 December 2014, and information for the year ended 31 December 2012 has been removed.
[6] By virtue of a Supplement dated 8 June 2015, selected historical key financial information has been added in respect of the three months ended 31 March 2015.
[7] By virtue of a Supplement dated 23 March 2015, the recent events have been updated following the publication of the Joint Annual Report.
[8] By virtue of a Supplement dated 8 June 2015, the Company's rating has been updated in line with the latest published ratings.
[9] By virtue of a Supplement dated 23 March 2015, the Company's rating has been updated in line with the latest published ratings.
[10] By virtue of a Supplement dated 8 June 2015, the Company's rating has been updated in line with the latest published ratings.

	the Bank:	
	Commercial name of the Bank:	Barclays
B.2	**Domicile and legal form of the Issuer:**	The Bank is a public limited company registered in England and Wales under number 1026167. The liability of the members of the Bank is limited. The principal laws and legislation under which the Bank operates are laws of England and Wales including the Companies Act. The Bank is domiciled in the United Kingdom. The registered office of the Bank is at 1 Churchill Place, London E14 5HP (telephone number: +44 (0)20 7116 1000).
B.4b	**Trends:**	The business and earnings of the Company (as defined below) and its consolidated subsidiaries (the "**Group**"), including the Bank, can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the United Kingdom, EU, U.S. and elsewhere, which are all subject to change. The regulatory response to the financial crisis has led to and will continue to lead to very substantial regulatory changes in the United Kingdom, EU and U.S. and in other countries in which the Group operates. It has also (amongst other things) led to (i) a more assertive approach being demonstrated by the authorities in many jurisdictions, and (ii) enhanced capital leverage, liquidity and funding requirements (for example pursuant to the fourth Capital Requirements Directive ("**CRD IV**")). Any future regulatory changes may restrict the Group's operations, mandate certain lending activity and impose other, significant compliance costs. Known trends affecting the Bank and the industry in which the Bank operates include: • continuing political and regulatory scrutiny of the banking industry which, in some cases, is leading to increased or changing regulation that is likely to have a significant effect on the structure and management of the Group; • general changes in regulatory requirements, for example, prudential rules relating to the capital adequacy framework, rules designed to promote financial stability and increase depositor protection, increased regulation and procedures for the protection of customers and clients of financial services firms and an increased willingness on the part of regulators to investigate past practices, vigorously pursue alleged violations and impose heavy penalties on financial services firms; • increased levels of legal proceedings in jurisdictions in which the Group does business, including in the form of class actions; • the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act, which contains far reaching regulatory reform (including prohibition on certain proprietary trading activities and limit on fund-related activities (the so-called 'Volcker rule')); • the United Kingdom Financial Services (Banking Reform) Act 2013 which gives United Kingdom authorities powers to implement measures for, among others: (i) the separation of the United Kingdom and EEA retail banking activities of the largest United Kingdom banks into a legally, operationally and economically separate and independent entity (so-called 'ring-fencing'); (ii) statutory depositor preference in insolvency; and (iii) a 'bail-in' stabilisation option; and • changes in competition and pricing environments.

B.5	**The Group:**	The whole of the issued ordinary share capital of the Bank is beneficially owned by Barclays PLC (the "**Company**"). The Company is the ultimate holding company of the Group, the principal activities of which are financial services. In particular, the Group is engaged in personal banking, credit cards, corporate and investment banking, and wealth and investment management with an extensive international presence in Europe, the United States, Africa and Asia. The Group is structured around four core businesses: Personal and Corporate Banking, Barclaycard, Africa Banking and the Investment Bank. Businesses and assets which no longer fit the Group's strategic objectives, are not expected to meet the returns criteria and/or offer limited growth opportunities to the Group, have been reorganised into Barclays Non-Core. These assets are designated for exit or run-down over time. The Bank has the following significant subsidiaries and subsidiary undertakings (each of which is considered by the Bank to be likely to have a significant effect on the assessment of its assets and liabilities, financial position or profits and losses) [11]:

Company Name	Principal place of business or incorporation	Nature of business	Percentage of Voting rights held %	Non-controlling interests – proportion of ownership interests %	Non-controlling interests – proportion of voting interests %
Barclays Capital Securities Limited	England	Securities dealing	100	–	–
Barclays Private Clients International Limited	Isle of Man	Banking	100*	–	–
Barclays Securities Japan Limited	Japan	Securities dealing	100	–	–
Barclays Africa Group Limited	South Africa	Banking	62	38	38
Barclays Bank S.A.U.	Spain	Banking	100*	–	–
Barclays Capital Inc.	United States	Securities dealing	100	–	–
Barclays Bank Delaware	United States	Credit card issuer	100	–	–

The country of registration or incorporation is also the principal area of operation of each of the above subsidiaries.

At the balance sheet date, a contractual agreement for the sale and transfer of Barclays Bank S.A.U. and its subsidiaries, comprising all its associated assets and liabilities to a third party, Caixabank, S.A. was in place. The sale took place on 2 January 2015, but Barclays Bank S.A.U. was still a principal subsidiary at the balance sheet date.

* Investments in subsidiaries held directly by the Bank are marked *.

B.9	**Profit Forecast:**	Not Applicable. The Bank has not made any profit forecasts or estimates.

[11] By virtue of a Supplement dated 23 March 2015, the Bank's subsidiaries have been updated in line with the Joint Annual Report.

<table>
<tr><td>B.10</td><td>Audit Report Qualifications:</td><td>Not Applicable. There are no qualifications in the audit reports to the 2013 financial statements or the 2014 financial statements of the Bank.[12]</td></tr>
<tr><td>B.12</td><td>Key Financial Information:</td><td>Financial Information of the Bank and its consolidated subsidiaries (the "Bank Group") below is extracted from the audited consolidated financial statements of the Bank for the year ended 31 December 2014[13]:

<table>
<tr><th></th><th>31 Dec 2013*
(audited)
(£m)</th><th>31 Dec 2014
(audited)
(£m)</th></tr>
<tr><td>Total net loans and advances</td><td>474,059</td><td>470,424</td></tr>
<tr><td>Total deposits</td><td>487,647</td><td>486,258</td></tr>
<tr><td>Total assets[1]</td><td>1,344,201</td><td>1,358,693</td></tr>
<tr><td>Shareholders' equity excluding non-controlling interests</td><td>61,009</td><td>63,794</td></tr>
<tr><td>Non-controlling interests</td><td>2,211</td><td>2,251</td></tr>
<tr><td>Total shareholders' equity</td><td>63,220</td><td>66,045</td></tr>
<tr><td>Credit impairment charges and provisions</td><td>3,071</td><td>2,168</td></tr>
<tr><td>Profit before tax from continuing operations</td><td>2,885</td><td>2,309</td></tr>
</table>

*As noted in the consolidated financial statements of the Bank for the year ended 31 December 2014, the prior year (2013) has been restated to reflect the IAS 32 (revised) standard.

Statements of no significant or material adverse change

There has been no material adverse change in the prospects of the Bank or, as the case may be, the Bank Group since 31 December 2014[14], nor any significant change in the financial or trading position of the Bank or, as the case may be, the Bank Group since 31 March 2015[15].</td></tr>
<tr><td>B.13</td><td>Recent Events:</td><td>Sale of Spanish Businesses to CaixaBank

On 2 January 2015, the Bank completed the sale of its Retail Banking, Wealth and</td></tr>
</table>

[12] By virtue of a Supplement dated 23 March 2015, audit report for the year ended 31 December 2014 has been added and audit report for the year ended 31 December 2012 has been removed.
[13] By virtue of a Supplement dated 23 March 2015, selected historical key financial information has been added for the year ended 31 December 2014, and information for the year ended 31 December 2012 has been removed.
[14] By virtue of a Supplement dated 23 March 2015, selected historical key financial information has been added for the year ended 31 December 2014, and information for the year ended 31 December 2012 has been removed.
[15] By virtue of a Supplement dated 8 June 2015, selected historical key financial information has been added in respect of the three months ended 31 March 2015.

		Investment Management and Corporate Banking businesses in Spain to CaixaBank S.A. The sale represented total assets of £13,446 million and liabilities of £12,840 million as at 31 December 2014. The Bank reported a £446 million loss in connection with the sale.[16]
B.14	**Dependence upon other entities within the Group:**	The whole of the issued ordinary share capital of the Bank is beneficially owned by the Company, which is the ultimate holding company of the Group.
B.15	**The Bank's Principal Activities:**	The Group is engaged in personal banking, credit cards, corporate and investment banking, and wealth and investment management with an extensive international presence in Europe, the United States, Africa and Asia. The Group is structured around four core businesses: Personal and Corporate Banking, Barclaycard, Africa Banking and the Investment Bank. Businesses and assets which no longer fit the Group's strategic objectives, are not expected to meet the returns criteria and/or offer limited growth opportunities to the Group, have been reorganised into Barclays Non-Core. These assets are designated for exit or run-down over time.
B.16	**Controlling Persons:**	The whole of the issued ordinary share capital of the Bank is beneficially owned by the Company, which is the ultimate holding company of the Group.
B.17	**Ratings assigned to the Bank or its Debt Securities:**	The short-term unsecured obligations of the Bank are rated A-1 by Standard & Poor's, P-1 by Moody's, and F1 by Fitch and the long-term unsecured unsubordinated obligations of the Bank are rated A by Standard & Poor's, A2 by Moody's, and A by Fitch. Each of Moody's, Standard & Poor's and Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such, each of Moody's, Standard & Poor's and Fitch is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation. [*The Notes [have been]/[are expected to be] rated [ ] by [ ]. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.*]
Section C – The Notes		
C.1	**Description of Type and Class of Securities:**	***Issuance in Series:*** Notes will be issued in series (each a "**Series**"). Each Series may comprise one or more tranches (each a "**Tranche**") issued on different issue dates. The Notes of each Series will all be subject to identical terms, except that the issue date and the amount of the first payment of interest may be different in respect of different Tranches. The Notes of each Tranche will all be subject to identical terms in all respects save that a Tranche may comprise Notes of different denominations. [*The Notes are issued as Series number [●], Tranche number [●].*] [*The Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the [●] on [●].*] ***Forms of Notes:*** Notes may be issued in bearer form ("**Bearer Notes**") or in registered form ("**Registered Notes**"). *Bearer Notes:* Bearer Notes will be sold outside the United States to non-U.S. persons in "offshore transactions" within the meaning of Regulation S.

[16] By virtue of a Supplement dated 23 March 2015, the recent events have been updated following publication of the Joint Annual Report.

In respect of each Tranche of Bearer Notes, the relevant Issuer will deliver a temporary global Note (a "**Temporary Global Note**") or (if TEFRA is specified as non-applicable or if the TEFRA C Rules are specified as applicable) a permanent global note (a "**Permanent Global Note**" and, together with the Temporary Global Note, the "**Bearer Global Note**").

Each global Note which is intended to be issued in new global note ("**NGN**" or "**New Global Note**") form, as specified in the relevant final terms ("**Final Terms**"), will be deposited on or around the relevant issue date with a common safekeeper for Euroclear Bank SA/NV ("**Euroclear**") and/or Clearstream Banking, *société anonyme* ("**Clearstream, Luxembourg**") and each global Note which is not intended to be issued in NGN form (a "**Classic Global Note**" or "**CGN**"), as specified in the relevant Final Terms, will be deposited on or before the relevant issue date therefore with a depositary or a common depositary for Euroclear and/or Clearstream, Luxembourg and/or a sub-custodian for the Central Moneymarkets Unit Service (the "**CMU Service**") operated by the Hong Kong Monetary Authority (the "**HKMA**") and/or any other relevant clearing system.

Each Temporary Global Note will be exchangeable for a Permanent Global Note or, if so specified in the relevant Final Terms, for Notes in definitive bearer form ("**Definitive Bearer Notes**"). Each Permanent Global Note will be exchangeable for Definitive Bearer Notes in accordance with its terms. Definitive Bearer Notes will, if interest-bearing, either have interest coupons ("**Coupons**") attached and, if appropriate, a talon ("**Talon**") for further Coupons and will, if the principal thereof is repayable by instalments, have payment receipts ("**Receipts**") attached.

Registered Notes:

Each Tranche of Notes in registered form ("**Registered Notes**") will be represented by either (i) individual note certificates in registered form ("**Individual Certificates**"); or (ii) one or more unrestricted global note certificates ("**Unrestricted Global Certificates**") in the case of Registered Notes sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act and/or one or more restricted global note certificates ("**Restricted Global Certificates**") (together with the Unrestricted Global Certificate(s), the "**Global Certificates**") in the case of Registered Notes sold to "qualified institutional buyers" (each, a "**QIB**") in reliance on Rule 144A under the Securities Act.

Each Note represented by an Unrestricted Global Certificate will either be: (a) in the case of a Global Certificate which is not to be held under the new safekeeping structure ("**NSS**"), registered in the name of a common depositary (or its nominee) for Euroclear and/or Clearstream, Luxembourg and/or a sub-custodian for the CMU Service and/or any other relevant clearing system and the relevant Unrestricted Global Certificate will be deposited on or about the issue date with the common depositary and/or the sub-custodian; or (b) in the case of a Global Certificate to be held under the NSS, registered in the name of a common safekeeper (or its nominee) for Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system and the relevant Unrestricted Global Certificate will be deposited on or about the issue date with the common safekeeper for Euroclear and/or Clearstream, Luxembourg. Each Note represented by a Restricted Global Certificate will be registered in the name of Cede & Co. as nominee for DTC and the relevant Restricted Global Certificate will be deposited on or about the issue date with the custodian for DTC (the "**DTC Custodian**"). Beneficial interests in Notes represented by a Restricted Global Certificate may only be held through DTC at any time.

Security Identification Number(s): In respect of each Tranche of Notes, the relevant security identification number(s) will be specified in the relevant Final Terms.

[*ISIN: [●]*

		Common Code: [●]] [*CMU Instrument Number*: [●]]
C.2	**Currency of the Securities Issue:**	Notes may be denominated in euro, U.S. dollars, pounds sterling, Yen, RMB or in any other currency or currencies, subject to compliance with all applicable legal and/or regulatory and/or central bank requirements. [*The Notes are denominated in [●].*]
C.5	**Free Transferability:**	With respect to the United States, Notes offered and sold outside the United States to non-U.S. persons in reliance on 'Regulation S' or Notes offered and sold within the United States to "qualified institutional buyers" in reliance on 'Rule 144A' must comply with transfer restrictions. Notes held in a clearing system will be transferred in accordance with the rules, procedures and regulations of that clearing system. Subject to the above, and to compliance with any applicable transfer restrictions, the Notes will be freely transferable.
C.8 `	**The Rights Attaching to the Securities, including Ranking and Limitations to those Rights:**	***Status of the Notes:*** **Status of Senior Notes:** The Notes of each Series issued on an unsubordinated basis ("**Senior Notes**") (and the Coupons relating thereto, if any) will constitute direct, general and unconditional, unsecured and unsubordinated obligations of the relevant Issuer which will at all times rank *pari passu* among themselves and at least *pari passu* with all other present and future unsecured and unsubordinated obligations of the relevant Issuer other than obligations preferred by law that are both mandatory and of general application. **Status of Tier 2 Capital Notes:** The Notes of each Series issued on a subordinated basis ("**Tier 2 Capital Notes**") (and the Coupons relating thereto, if any) constitute direct, unsecured and subordinated obligations of the relevant Issuer ranking *pari passu* without any preference among themselves. In the event of the winding up or administration of the relevant Issuer, the claims of the Trustee (on behalf of Noteholders but not the rights and claims of the Trustee in its personal capacity under the Trust Deed), the Holders of Tier 2 Capital Notes and any related Coupons against the relevant Issuer in respect of such Notes and Coupons (including any damages or other amounts (if payable)) shall (i) be subordinated in the manner provided in the Trust Deed to the claims of all Senior Creditors; (ii) rank at least *pari passu* with the claims of all other subordinated creditors of the relevant Issuer which in each case by law rank, or by their terms are expressed to rank, *pari passu* with the Tier 2 Capital Notes; and (iii) rank senior to the relevant Issuer's ordinary shares, preference shares and any junior subordinated obligations or other securities of the relevant Issuer which by law rank, or by their terms are expressed to rank, junior to the Tier 2 Capital Notes. *Status of the Notes: [The Notes constitute direct, general, unconditional and unsecured obligations of the Issuer which rank at least pari passu with all other present and future unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application*.]/ [•]] ***Denominations:*** The Notes may be issued in such denominations as may be specified in the relevant Final Terms save that no Notes may be issued under the Programme which (a) have a denomination of less than €1,000 or (b) in the case of Notes issued by the Company which have a maturity of less than one year from their issue, have a denomination of less than £100,000 (or, in each case, its equivalent in another currency). ***Negative Pledge:*** None.

		Cross Default: None. ***Taxation:*** Except as otherwise specified in the relevant Final Terms, all payments in respect of Notes will be made free and clear of withholding taxes of the United Kingdom unless the withholding is required by law. In that event, the relevant Issuer will, subject to customary exceptions, pay such additional amounts as will result in the Noteholders receiving such amounts as they would have received in respect of such Notes had no such withholding been required. ***Governing Law:*** English law.
C.9	**The Rights Attaching to the Securities - Information as to Interest, Maturity, Redemption, Yield and the Representative of the Holders:**	***Interest:*** Notes may be interest-bearing or non-interest bearing. Interest (if any) may accrue at a fixed rate, a resetting rate or a floating rate (or a fixed/floating or floating/fixed rate) based upon EURIBOR, LIBOR, BBSW, SHIBOR, CHIBOR, CNH HIBOR, TIBOR, STIBOR, SIBOR, HIBOR or CDOR. In respect of each Tranche of Notes, the date from which interest becomes payable and the due dates for interest, the maturity date, the repayment procedures and an indication of yield will be specified in the relevant Final Terms. [*Interest: The Notes bear interest from [●] to [●] at a fixed rate of [●] per cent. per annum payable in arrear on [●].*] [*Interest: The Notes bear interest from [●] to [●] at a rate equal to the sum of [●] per cent. per annum and [period]/[currency][EURIBOR/ LIBOR/ BBSW/ SHIBOR/ CHIBOR/ CNH HIBOR/ TIBOR/ STIBOR/ SIBOR/ HIBOR/ CDOR] determined in respect of each Interest Period on the day which is [[●] [business days] before] the first day of the Interest Period and payable in arrear on [●].* [*Interest: The Notes bear interest from [●] to [●] at a fixed rate of [●] per cent. per annum payable in arrear on [●]. Thereafter, interest on the Notes resets on [●] [and [●]] by reference to the Mid-Market Swap Rate for the relevant Specified Currency, and for a period equal to [●], plus [●] per cent. per annum payable in arrear on [●].*] [*Interest: The Notes do not bear interest.*] ***Maturities:*** Subject to all applicable legal and regulatory requirements, Notes may have any maturity subject to a minimum maturity of three months. Under current requirements in the case of Tier 2 Capital Notes in accordance with the requirements of the PRA, the minimum maturity will be five years. Such minimum maturities may be subject to increase or decrease from time to time as a result of changes in applicable legal or regulatory requirements. [*Maturity Date: Unless previously redeemed, or purchased and cancelled, the Notes will be redeemed on [●].*] ***Redemption:*** Notes may be redeemable at par or at such other Redemption Amount as may be specified in the relevant Final Terms. Notes may also be redeemable in two or more instalments on such dates and in such manner as may be specified in the relevant Final Terms. [*Final Redemption Amount: Unless previously redeemed, or purchased and cancelled, each Note will be redeemed at its Final Redemption Amount of [●].*] ***Optional Redemption:*** There will be no optional right to redeem Notes of any Series, except for taxation reasons or where the relevant Final Terms provide for early redemption at the option of the relevant Issuer and/or the relevant Noteholders or, in the case of Tier 2 Capital Notes, for regulatory reasons. [*Redemption at the option of the Issuer: The Notes may be redeemed at the option of the Issuer [in whole]/[in whole or in part] on [●] at [●], plus accrued interest (if any) to such date, on the Issuer's giving not less than [30] nor more than [60] days' notice to the*

Noteholders.]

[*Redemption at the option of the Noteholders: The Issuer shall, at the option of the holder of any Note redeem such Note on [●] at [●] together with interest (if any) accrued to such date*.]

Tax Redemption: subject to certain conditions, the Notes may be redeemed *provided that*:

(a) the relevant Issuer provides not less than 30 days' nor more than 60 days' prior notice to the Trustee and the Holders of the Notes (such notice being irrevocable) specifying the date fixed for such redemption; and

(b) if, immediately before giving such notice, the relevant Issuer satisfies the Trustee that:

(i) the relevant Issuer has or will become obliged to pay certain additional amounts; or

(ii) in the case of Tier 2 Capital Notes only, interest payments under or with respect to the Notes are no longer fully deductible for United Kingdom corporation tax purposes; or

(iii) in the case of Tier 2 Capital Notes only, the relevant Issuer would not, as a result of the Notes being in issue, be able to have losses or deductions set against the profits or gains, or profits or gains offset by the losses or deductions, of companies with which the relevant Issuer is or would otherwise be so grouped for applicable United Kingdom tax purposes (whether under the group relief system current as at the date of issue of the Notes or any similar system or systems having like effect as may from time to time exist);

(each such change in tax law or regulation or the official application or interpretation thereof, a "**Tax Event**"); and

in the case of each of (i), (ii) and (iii), such obligation cannot be avoided by the relevant Issuer taking reasonable measures available to it,

provided, further, that no such notice of redemption shall be given earlier than (1) where the Notes may be redeemed at any time, 90 days prior to the earliest date on which the relevant Issuer would be obliged to pay such additional amounts or is unable to make such deduction if a payment in respect of the Notes were then due; or (2) where the Notes may be redeemed only on an Interest Payment Date, 60 days prior to the Interest Payment Date occurring immediately before the earliest date on which the relevant Issuer would be obliged to pay such additional amounts or is unable to make such deduction if a payment in respect of the Notes were then due.

Regulatory Redemption: subject to certain conditions and in the case of Tier 2 Capital Notes only, the Tier 2 Capital Notes may be redeemed at the relevant Issuer's option if there is a change in the regulatory classification of the relevant Tier 2 Capital Notes that occurs on or after the issue date of the first Tranche of the Tier 2 Capital Notes and that does, or would be likely to, result in: (i) the whole of the outstanding aggregate principal amount of the Tier 2 Capital Notes; or (ii) subject to the proviso below, any part of the outstanding aggregate principal amount of the Tier 2 Capital Notes, ceasing to be included in, or counting towards, the Tier 2 Capital of the Group (a "**Regulatory Event**"), in whole but not in part, at the relevant Optional Redemption Amount (Regulatory Event) together with any accrued but unpaid interest to the date fixed for redemption, provided that the relevant Issuer provides not less than 30 days' nor more than 60 days' prior notice to the Trustee, the Principal Paying Agent and the Holders of the Tier 2 Capital Notes (such notice being irrevocable) specifying the date fixed for such redemption and provided that, if the inclusion of the relevant Issuer's right to redeem the Tier 2 Capital Notes pursuant to paragraph (ii) above is at any time not in

		accordance with the Capital Regulations applicable to instruments intended to qualify as Tier 2 Capital, then the relevant Issuer shall be deemed not to have, at that time, the right to exercise its right to redeem the Tier 2 Capital Notes in accordance with paragraph (ii) above and the terms of the Tier 2 Capital Notes shall be construed accordingly. ***Conditions to Redemption***: Notwithstanding any other provisions, the relevant Issuer may redeem the Tier 2 Capital Notes (and give notice thereof to the Holders) in accordance with the requirements set out in the applicable Capital Regulations at such time and only if it has obtained the PRA's prior consent (as (and to the extent) required by such Capital Regulations) for the redemption of the relevant Tier 2 Capital Notes. ***Yield:*** The yield of each Tranche of Notes will be calculated on an annual or semi-annual basis using the relevant Issue Price at the relevant Issue Date. [*Yield: Based upon the Issue Price of [●], at the Issue Date the anticipated yield of the Notes is [●] per cent. per annum*.] ***Representative of the Noteholders:*** The Issuers have appointed The Bank of New York Mellon, London Branch to act as Trustee for the holders of Notes pursuant to the terms of the Trust Deed.
C.10	**Derivative Components:**	Not Applicable. Payments of interest on the Notes shall not include any derivative component.
C.11	**Listing and Trading:**	Applications have been made for Notes to be admitted during the period of twelve months after the date hereof to listing on the Official List of the Financial Conduct Authority ("**FCA**") and to trading on the Regulated Market of the London Stock Exchange. [*Application has been made for the Notes to be admitted to listing on the Official List of the FCA and to trading on the Regulated Market of the London Stock Exchange* / *Not applicable*]
Section D – Risks		
D.2	**Key information on the key risks that are specific to the Issuers:**	[17]A summary of the key risks of the Bank and the Company are set out below in two categories: (i) risks which management believes affect more than one "principal risk" (within the meaning of the Group's Enterprise Risk Management Framework, each a "**Principal Risk**"); and (ii) risks management believes are more likely to impact a single Principal Risk. The five Principal Risks are currently categorised as credit risk, market risk, funding risk, operational risk and conduct risk. **Risks potentially impacting more than one Principal Risk** • **Business conditions, general economy and geopolitical issues**: Weak or deteriorating economic conditions or political instability in one or a number of countries in any of the Group's main business markets (including, for example, as a result of falling or continued low oil prices or ongoing political and armed conflicts in Ukraine and parts of the Middle East) or any other globally significant economy could have a material adverse effect on the Group's operations, financial condition and prospects. • **UK political and policy environment**: The political outlook in the UK is uncertain and the public policy environment in the UK is likely to remain challenging in the short to medium term, with the potential for policy proposals emerging that could impact clients, markets and the Group either directly or indirectly. • **Model risk**: The Group may suffer adverse consequences from risk based business and strategic decisions based on incorrect or misused model

[17] By virtue of a Supplement dated 23 March 2015, the risk factors have been updated in line with the Joint Annual Report.

assumption, outputs and reports.

Risks by Principal Risk

- **Credit Risk**: The financial condition of the Group's customers, clients and counterparties, including governments and other financial institutions, could adversely affect the Group for the following reasons:

    - **Deterioration in political and economic environment**: The Group's performance is at risk from any deterioration in the economic and political environment which may result from a number of uncertainties, including most significantly:

        - political instability or economic uncertainty in markets in which the Group operates including the Eurozone, South Africa, countries in developing regions generally and Russia; and

        - interest rate rises, including as a result of the slowing of monetary stimulus, which could impact consumer debt affordability and corporate profitability.

    - **Specific Sectors**: The Group is subject to risks arising from changes in credit quality and recovery of loans and advances due from borrowers and counterparties in a specific portfolio or from a large individual name, including, for example, as a result of:

        - a decline in property prices in the UK and Italy;

        - Non-Core assets held by the Group; and

        - large individual exposures of the Group to single name counterparties.

- **Market risk**: The Group's financial position may be adversely affected by changes in both the level and volatility of prices leading to lower revenues as a result of the following:

    - **Major changes in quantitative easing programmes**: Major changes in quantitative easing programmes may result in lower fees and commission income and may also result in portfolio losses.

    - **Adverse movements in interest and foreign currency exchange rates**: A sudden and adverse movement in interest or foreign currency exchange rates has the potential to detrimentally impact the Group's income arising from non-trading activity.

    - **Adverse movements in the pension fund**: Adverse movements between pension assets and liabilities for defined benefits pension schemes could contribute to a pension deficit.

    - **Non-Core assets**: The Group holds a portfolio of generally longer term loans measured on a fair value basis, which are subject to market movements and which may therefore give rise to losses.

- **Funding risk:** The Group is exposed to the risk that it may not be able to achieve its business plans due to the following types of risks:

    - **Being unable to maintain appropriate capital ratios**: Should the Group be unable to maintain or achieve appropriate capital ratios this could lead to: an inability to support business activity; a failure to meet regulatory requirements; increased cost of funding due to deterioration in credit ratings; restrictions on distributions; and/or the need to take additional measures to strengthen the Groups capital or leverage position.

- **Being unable to meet its obligations as they fall due**: Should the Group fail to manage its liquidity and funding risk sufficiently, this may result in the Group, either not having sufficient financial resources available to meet its payment obligations as they fall due or, although solvent, only being able to meet these obligations at excessive cost.

- **Rating agency methodology changes**: There is a risk that any potential rating downgrades could impact the Group's performance should borrowing cost and liquidity change significantly versus expectations or the credit spreads of the Group be negatively affected.

- **Adverse changes in foreign exchange rates on capital ratios**: Adverse changes in foreign exchange rates may have a material adverse effect on the Group's operations as a result of a failure in maintaining appropriate capital and leverage ratios.

- **Operational risk:** The operational risk profile of the Group may change as a result of human factors, inadequate or failed internal processes and systems, and external events which may give rise to losses or reductions in service to customers and/or economic loss to the Group. Specific examples of such risk include:

  - **Cyber attacks**: Failure to adequately manage cyber security risk and update current processes in response to new threats which could adversely affect the Group's reputation, operations, financial condition and prospects.

  - **Infrastructure and technology resilience**: The Group's technological infrastructure is critical to the operation of the Group's businesses and delivery of products and services to customers and clients. Sustained disruption could have a significant impact on the Group's reputation and may also lead to costs incurred by the Group and losses.

  - **Ability to hire and retain appropriately qualified employees**: The Group is largely dependent on highly skilled and qualified individuals.

  - **Critical accounting estimates and judgements**: The Group is at risk from a judgement exercised or estimate or assumption used in the preparation of the Group's financial statements subsequently turning out to be incorrect which could result in significant loss to the Group.

  - **Legal, competition and regulatory matters**: Legal disputes, regulatory investigations, fines and other sanctions relating to conduct of business and financial crime may negatively affect the Group's results, reputation and ability to conduct its business.

  - **Risks arising from regulatory change and scrutiny**: The financial services industry continues to be the focus of significant regulatory change and scrutiny which may adversely affect the Group's business, financial performance, capital and risk management strategies.

- **Conduct risk:** Any inappropriate judgements or actions taken by the Group, in the execution of business activities or otherwise, may adversely impact the Group or its employees. In addition, any such actions may have a detrimental impact on the Group's customers, clients or counterparties.

Risk relating to United Kingdom Bail-In Power: The Bank Recovery and Resolution Directive grants supervisory authorities power to cancel all or a portion of the principal

		amount of, or interest on, certain unsecured liabilities of a failing financial institution, and/or to convert certain debt claims into another security, including ordinary shares. Under the Banking Act 2009 of the United Kingdom as amended, the bail-in option is introduced to enable the United Kingdom resolution authority to recapitalise a failed institution by allocating losses to its shareholders and unsecured creditors. There remains uncertainty regarding the specific factors which the United Kingdom resolution authority would consider in deciding whether to exercise the United Kingdom bail-in power. Holders of the Notes may have only limited rights to challenge any decision of the United Kingdom resolution authority exercising its United Kingdom bail-in power.
D.3	**Key information on the key risks that are specific to the Notes:**	***Interest rate risks***: investment in fixed rate Notes involves the risk that the subsequent changes in market interest rates may adversely affect the value of any fixed rate Notes. Notes may experience price volatility in response to changes in market interest rates or other factors. ***Notes may be redeemed prior to maturity***: under certain circumstances the relevant Issuer may redeem outstanding Notes prior to maturity in accordance with the Conditions. In such circumstances an investor may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the relevant Notes and an optional redemption feature is likely to limit the secondary market value of the Notes. ***Withholding tax***: the holder may not receive payment of the full amounts due in respect of the Notes as a result of amounts being withheld by the relevant Issuer in order to comply with applicable law; ***Tier 2 Capital Notes***: Tier 2 Capital Notes issued under the Programme will be subordinated to most of the relevant Issuer's liabilities and holders of Tier 2 Capital Notes will have limited remedies; ***There is no active trading market for the Notes***: Notes may have no established trading market when issued, and such a trading market may never develop. If such a trading market does develop it may not be liquid; ***Exchange rate risks and exchange controls***: the value of an investors investment may be adversely affected by exchange rate movements and exchange controls where the Notes are not denominated in the investor's own currency; ***Credit ratings may not reflect all risks***: any credit rating assigned to the Notes or the relevant Issuer may not adequately reflect all the risks associated with an investment and may be revised or withdrawn by the rating agency at any time; **Key risks specific to Renminbi denominated Notes:** **Renminbi is not freely convertible**: Renminbi is not freely convertible and there are significant restrictions on the remittance of Renminbi into and outside the PRC which may adversely affect the liquidity of Renminbi Notes and the relevant Issuer's ability to source Renminbi outside the PRC to service Renminbi Notes. Remittance of proceeds into and outside the PRC depends on obtaining necessary governmental approvals.
Section E - Offer		
E.2b	**Reasons for the Offer and Use of Proceeds:**	The net proceeds of the issue of each Series of Senior Notes will be used for general corporate purposes of the relevant Issuer and its subsidiaries and/or the Group or as may otherwise be disclosed in the Final Terms under the heading "Reasons for the offer". The net proceeds of the issue of each Series of Tier 2 Capital Notes will be used for general corporate purposes of the Group and to strengthen further the regulatory capital base of the relevant Issuer and/or the Group, which may include investments in, or capital

		contributions to, Group subsidiaries or as may otherwise be disclosed in the Final Terms under the heading "Reasons for the offer".[18]
E.3	**Terms and Conditions of the Offer:**	Notes may be issued at any price. The price and amount of Notes to be issued under the Programme will be determined by the Company, the Bank and the relevant Dealer(s) at the time of issue in accordance with prevailing market conditions. The Terms and Conditions of any Authorised Offer shall be published by the relevant Authorised Offeror on its website at the relevant time. [*The Issue Price of the Notes is [●] per cent. of their principal amount*.]
E.4	**Interests Material to the Issue:**	The Issuers have appointed Barclays Bank PLC (in its capacity as arranger and dealer), BNP Paribas, Citigroup Global Markets Limited, Credit Suisse Securities (Europe) Limited, Deutsche Bank AG, London Branch, Goldman Sachs International, Merrill Lynch International, Morgan Stanley & Co. International plc and UBS Limited (and such other additional or other dealers appointed under the Programme from time to time) (together, the "**Dealers**") as Dealers for the Programme. The arrangements under which Notes may from time to time be agreed to be sold by the relevant Issuer to, and purchased by, Dealers are set out in the Distribution Agreement made between the Issuers and the Dealers. [*Syndicated Issue: The Issuers have appointed [•], [•] and [•] (together, the "**Managers**") as Managers of the issue of the Notes. The arrangements under which the Notes are sold by the relevant Issuer to, and purchased by, Managers are set out in the Subscription Agreement made between the Issuers and the Managers*] [*Non-Syndicated Issue: The Issuers have appointed [•] (the "**Dealer**") as Dealer in respect of the issue of the Notes. The arrangements under which the Notes are sold by the relevant Issuer to, and purchased by, Dealer are set out in the Distribution Agreement made between, amongst others, the Issuers and the Dealer*] [*Stabilising Manager(s): [•] [and [•].]*
E.7	**Estimated Expenses:**	No expenses will be chargeable by the Issuers to an Investor in connection with any offer of Notes. Any expenses chargeable by an Authorised Offeror to an Investor shall be charged in accordance with any contractual arrangements agreed between the Investor and such Authorised Offeror at the time of the relevant offer.

[18] By virtue of a Supplement dated 23 March 2015, the use of proceeds have been supplemented with information as may be disclosed in the Final Terms.