

**Supplement Number 5 dated 15 May 2013  
to the Base Prospectus dated 1 June 2012**



**BARCLAYS PLC**  
*(incorporated with limited liability in England)*

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

as Issuers

Financial Conduct Authority  
Document Approved

Date: 15/5/13

Signed: [Signature]

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**£60,000,000,000**  
**Debt Issuance Programme**

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This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 1 June 2012 as so supplemented by Supplement Number 1 dated 14 August 2012, Supplement Number 2 dated 7 November 2012, Supplement Number 3 dated 19 February 2013 and Supplement Number 4 dated 20 March 2013 (the "**Base Prospectus**") prepared by Barclays PLC (the "**Company**") and Barclays Bank PLC (the "**Bank**" and, together with the Company, the "**Issuers**" with respect to their £60,000,000,000 Debt Issuance Programme (the "**Programme**"). This Supplement constitutes a supplementary prospectus in respect of the Base Prospectus for the Issuers for the purposes of Section 87G of the Financial Services and Markets Act 2000.

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

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

The purpose of this Supplement is to incorporate by reference the following documents into the Base Prospectus:

- (i) the unaudited Interim Management Statement of the Company as filed with the SEC on Form 6-K on film number 13779449 as exhibit 99.1 on 24 April 2013 in respect of the three months ended 31 March 2013 (the "**Interim Management Statement**");
- (ii) the capitalisation and indebtedness table of the Bank and its consolidated subsidiaries as at 31 December 2012 as filed with the SEC on Form 6-K on film number 13779449 as exhibit 99.3 on 24 April 2013 (the "**Bank Capitalisation and Indebtedness Table**"); and

- (iii) the capitalisation and indebtedness table of the Company and its consolidated subsidiaries as at 31 December 2012 as filed with the SEC on Form 6-K on film number 13779449 as exhibit 99.2 on 24 April 2013 (the "**Company Capitalisation and Indebtedness Table**").

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

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

This Supplement (including the documents incorporated by reference herein) shall be available on or around the date hereof in electronic form at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

### IMPORTANT NOTICES

Each of the Issuers accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

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

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

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

15 May 2013