

**Supplement Number 5 dated 5th April, 2012
to the Base Prospectus dated 22nd June, 2011**



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 22nd June, 2011 as supplemented by Supplement Number 1 dated 3rd August, 2011, Supplement Number 2 dated 1st November, 2011, Supplement Number 3 dated 10th January, 2012 and Supplement Number 4 dated 13th February, 2012 (as so supplemented, 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 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. The 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 Services Authority (the "**FSA**"), 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.

The purpose of this Supplement is to:

- (a) incorporate the following information into the Base Prospectus:
 - (i) The joint Annual Report of the Company and the Bank, as filed with the SEC on Form 20-F in respect of the year ended 31st December, 2011 (the "**Joint Annual Report**") with the exception of the information incorporated by reference in the Joint Annual Report referred to in the Exhibit Index of the Joint Annual Report, which is not incorporated by reference in this Base Prospectus; and
 - (ii) The Annual Report of the Bank containing the audited consolidated financial statements and the independent auditors' report of the Bank in respect of the year ended 31st December, 2011 (the "**2011 Bank Annual Report**").

- (b) 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 and its consolidated subsidiaries since 31st December, 2011; and
- (c) There has been no material adverse change in the prospects of the Company, the Group, the Bank or, as the case may be, the Bank and its consolidated subsidiaries since 31st December, 2011.

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 FSA so require, for the life of the Base Prospectus, copies of the Joint Annual Report and 2011 Bank Annual Report 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.

Any information contained in the Joint Annual Report and 2011 Bank Annual Report which is not incorporated by reference in the Base Prospectus is either not relevant to investors or is covered elsewhere in the Base Prospectus.

The credit ratings in the Base Prospectus and this Supplement have been issued by Moody's Investors Service Ltd., Standard & Poor's Credit Market Services Europe Limited and Fitch Ratings Limited, which are established in the European Union and are registered under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16th September, 2009 on credit rating agencies.

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.

Investors should be aware of their rights under Section 87Q(4) of the Financial Services and Markets Act 2000.

5th April, 2012