

**Supplement Number 5 dated 13 July 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, the Supplement dated 23 March 2015 and the Supplement dated 8 June 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) supplement the section entitled "*The Issuers and the Group*" of the Base Prospectus with the information contained in Appendix 1 hereto relating to (i) the departure of Antony Jenkins, the Chief Executive Officer; and (ii) the appointment of a new Non-Executive Director;
- (b) state that following a downgrade the short term unsecured obligations of the Bank are rated A-2 by Standard & Poor's and the long-term unsecured unsubordinated obligations of the Bank are rated A- by Standard & Poor's; and
- (c) update the Summary appearing on pages 1-15 of the Base Prospectus to take into account such new information relating to the ratings of the Bank. The new Summary is attached as Appendix 2 hereto.

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.

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 ²	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

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. Please also see the note below regarding Antony Jenkins.

² On 8 July 2015, the Company and the Bank announced the departure of Antony Jenkins as Chief Executive Officer and the appointment of John McFarlane as Executive Chairman pending the appointment of a new Chief Executive. Subject to regulatory approval the change is expected to come into effect on 17 July 2015.

Name	Function(s) within the Group	Principal outside activities
Sir Michael Rake	Deputy Chairman and Senior Independent Director	Chairman, BT Group PLC; Director, McGraw-Hill Financial Inc.; President, Confederation of British Industry
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	
Diane Schueneman	Non-Executive Director	Non-Executive Director, ICAP Plc

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".

Section A – Introduction and Warnings		
A.1	Warning:	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.
A.2	Consent:	<i>[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.]</i> <i>[General/Specific Consent]</i> <i>[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:</i> (a) <i>the relevant Public Offer must occur during the period from and including [●] to but excluding [●] (the "Offer Period");</i> (b) <i>the relevant Authorised Offeror must publish an Acceptance Statement, as contained in the Base Prospectus, on its website [and satisfy the following additional conditions: [●]].]</i> <i>[The Issuer consents to the use of this Base Prospectus in connection with a Public Offer of the Notes by [●] on the following basis:</i> (a) <i>the relevant Public Offer must occur during the period from and including [●] to but excluding [●] (the "Offer Period");</i> (b) <i>the relevant Authorised Offeror must satisfy the following conditions: [●].</i> 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.]

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) ³: <table><thead><tr><th>Company Name</th><th>Principal place of business or incorporation</th><th>Nature of business</th><th>Percentage of Voting rights held %</th><th>Non-controlling interests – proportion of ownership interests %</th><th>Non-controlling interests – proportion of voting interests %</th></tr></thead><tbody><tr><td>Barclays Bank PLC</td><td>England</td><td>Banking, holding company</td><td>100</td><td>11</td><td>–</td></tr><tr><td>Barclays Capital Securities Limited</td><td>England</td><td>Securities dealing</td><td>100</td><td>–</td><td>–</td></tr><tr><td>Barclays Private Clients International Limited</td><td>Isle of Man</td><td>Banking</td><td>100*</td><td>–</td><td>–</td></tr><tr><td>Barclays Securities Japan Limited</td><td>Japan</td><td>Securities dealing</td><td>100</td><td>–</td><td>–</td></tr><tr><td>Barclays Africa Group Limited</td><td>South Africa</td><td>Banking</td><td>62</td><td>38</td><td>38</td></tr><tr><td>Barclays Bank S.A.U.</td><td>Spain</td><td>Banking</td><td>100*</td><td>–</td><td>–</td></tr><tr><td>Barclays Capital Inc.</td><td>United States</td><td>Securities dealing</td><td>100</td><td>–</td><td>–</td></tr><tr><td>Barclays Bank Delaware</td><td>United States</td><td>Credit card issuer</td><td>100</td><td>–</td><td>–</td></tr></tbody></table> 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	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	–	–
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³ 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. ⁴																																																															
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 2015⁵. <table><thead><tr><th></th><th>31 Dec 2013* (audited) (£m)</th><th>31 Dec 2014 (audited) (£m)</th><th colspan="2">31 Mar 2015 (unaudited) (£m)</th></tr></thead><tbody><tr><td colspan="5"><i>Balance sheet information</i></td></tr><tr><td>Total net loans and advances</td><td>473,659</td><td>469,878</td><td colspan="2">503,837</td></tr><tr><td>Total deposits</td><td>487,613</td><td>486,094</td><td colspan="2">515,570</td></tr><tr><td>Total assets¹</td><td>1,343,628</td><td>1,357,906</td><td colspan="2">1,416,409</td></tr><tr><td>Shareholders' equity excluding non-controlling interests</td><td>55,385</td><td>59,567</td><td colspan="2">60,693</td></tr><tr><td>Non-controlling interests</td><td>8,564</td><td>6,391</td><td colspan="2">6,395</td></tr><tr><td>Total shareholders' equity</td><td>63,949</td><td>65,958</td><td colspan="2">67,088</td></tr><tr><td colspan="3"></td><td colspan="2">31 Mar 2014 (unaudited) (£m)</td></tr><tr><td colspan="5"><i>Income statement information</i></td></tr><tr><td>Credit impairment charges and provisions</td><td>3,071</td><td>2,168</td><td>548</td><td>477</td></tr><tr><td>Profit before tax from continuing operations</td><td>2,868</td><td>2,256</td><td>1,812</td><td>1,337</td></tr></tbody></table> *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.					31 Dec 2013* (audited) (£m)	31 Dec 2014 (audited) (£m)	31 Mar 2015 (unaudited) (£m)		<i>Balance sheet information</i>					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					31 Mar 2014 (unaudited) (£m)		<i>Income statement information</i>					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
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⁴ 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.

⁵ 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.

		<i>Statements of no significant or material adverse change</i> There has been no material adverse change in the prospects of the Company or, as the case may be, the Group since 31 December 2014⁶, nor any significant change in the financial or trading position of the Company or, as the case may be, the Group since 31 March 2015⁷.
B.13	Recent Events:	<i>Sale of Spanish Businesses to CaixaBank</i> 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.⁸
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-3⁹ 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 BBB¹⁰ by Standard & Poor's, Baa3¹¹ 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. <i>[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.]</i>
B.1	Legal name of	Barclays Bank PLC (the " Bank ")

⁶ 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.

⁷ 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.

⁸ By virtue of a Supplement dated 23 March 2015, the recent events have been updated following the publication of the Joint Annual Report.

⁹ By virtue of a Supplement dated 8 June 2015, the Company's rating has been updated in line with the latest published ratings.

¹⁰ By virtue of a Supplement dated 23 March 2015, the Company's rating has been updated in line with the latest published ratings.

¹¹ 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) ¹²: <table><thead><tr><th>Company Name</th><th>Principal place of business or incorporation</th><th>Nature of business</th><th>Percentage of Voting rights held %</th><th>Non-controlling interests – proportion of ownership interests %</th><th>Non-controlling interests – proportion of voting interests %</th></tr></thead><tbody><tr><td>Barclays Capital Securities Limited</td><td>England</td><td>Securities dealing</td><td>100</td><td>–</td><td>–</td></tr><tr><td>Barclays Private Clients International Limited</td><td>Isle of Man</td><td>Banking</td><td>100*</td><td>–</td><td>–</td></tr><tr><td>Barclays Securities Japan Limited</td><td>Japan</td><td>Securities dealing</td><td>100</td><td>–</td><td>–</td></tr><tr><td>Barclays Africa Group Limited</td><td>South Africa</td><td>Banking</td><td>62</td><td>38</td><td>38</td></tr><tr><td>Barclays Bank S.A.U.</td><td>Spain</td><td>Banking</td><td>100*</td><td>–</td><td>–</td></tr><tr><td>Barclays Capital Inc.</td><td>United States</td><td>Securities dealing</td><td>100</td><td>–</td><td>–</td></tr><tr><td>Barclays Bank Delaware</td><td>United States</td><td>Credit card issuer</td><td>100</td><td>–</td><td>–</td></tr></tbody></table> _____ 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 *.	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	–	–
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Barclays Bank Delaware	United States	Credit card issuer	100	–	–																																													
B.9	Profit Forecast:	Not Applicable. The Bank has not made any profit forecasts or estimates.																																																

¹² By virtue of a Supplement dated 23 March 2015, the Bank's subsidiaries have been updated in line with the Joint Annual Report.

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 Bank. ¹³																																	
B.12	Key Financial Information:	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 2014¹⁴: <table> <thead> <tr> <th></th><th>31 Dec 2013*</th><th>31 Dec 2014</th></tr> <tr> <th></th><th><i>(audited)</i></th><th><i>(audited)</i></th></tr> <tr> <th></th><th><i>(£m)</i></th><th><i>(£m)</i></th></tr> </thead> <tbody> <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 assets¹</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> </tbody> </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. <i>Statements of no significant or material adverse change</i> 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 2014¹⁵, 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 2015¹⁶.		31 Dec 2013*	31 Dec 2014		<i>(audited)</i>	<i>(audited)</i>		<i>(£m)</i>	<i>(£m)</i>	Total net loans and advances	474,059	470,424	Total deposits	487,647	486,258	Total assets ¹	1,344,201	1,358,693	Shareholders' equity excluding non-controlling interests	61,009	63,794	Non-controlling interests	2,211	2,251	Total shareholders' equity	63,220	66,045	Credit impairment charges and provisions	3,071	2,168	Profit before tax from continuing operations	2,885	2,309
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B.13	Recent Events:	<i>Sale of Spanish Businesses to CaixaBank</i> On 2 January 2015, the Bank completed the sale of its Retail Banking, Wealth and																																	

¹³ 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.

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 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.

¹⁶ 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.¹⁷
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-2¹⁸ 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-¹⁹ 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. <i>[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.]</i>
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. <i>[The Notes are issued as Series number [●], Tranche number [●].]</i> <i>[The Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the [●] on [●].]</i> Forms of Notes: Notes may be issued in bearer form ("Bearer Notes") or in registered form ("Registered Notes"). <i>Bearer Notes:</i>

¹⁷ By virtue of a Supplement dated 23 March 2015, the recent events have been updated following publication of the Joint Annual Report.

¹⁸ By virtue of a Supplement dated 13 July 2015, the Bank's rating has been updated in line with the latest published ratings.

¹⁹ By virtue of a Supplement dated 13 July 2015, the Bank's rating has been updated in line with the latest published ratings.

Bearer Notes will be sold outside the United States to non-U.S. persons in "offshore transactions" within the meaning of Regulation S.

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 <i>pari passu</i> among themselves and at least <i>pari passu</i> 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 <i>pari passu</i> 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 <i>pari passu</i> 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, <i>pari passu</i> 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. <i>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.]/ [●]]</i> 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. <i>[Interest: The Notes bear interest from [●] to [●] at a fixed rate of [●] per cent. per annum payable in arrear on [●].]</i> <i>[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 [●].]</i> <i>[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 [●].]</i> <i>[Interest: The Notes do not bear interest.]</i> 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. <i>[Maturity Date: Unless previously redeemed, or purchased and cancelled, the Notes will be redeemed on [●].]</i> 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. <i>[Final Redemption Amount: Unless previously redeemed, or purchased and cancelled, each Note will be redeemed at its Final Redemption Amount of [●].]</i> 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. <i>[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</i>

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. <i>[Yield: Based upon the Issue Price of [●], at the Issue Date the anticipated yield of the Notes is [●] per cent. per annum.]</i> 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. <i>[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]</i>
Section D – Risks		
D.2	Key information on the key risks that are specific to the Issuers:	²⁰A 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

²⁰ By virtue of a Supplement dated 23 March 2015, the risk factors have been updated in line with the Joint Annual Report.

business and strategic decisions based on incorrect or misused model 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". ²¹
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. <i>[The Issue Price of the Notes is [•] per cent. of their principal amount.]</i>
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. <i>[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]</i> <i>[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]</i> <i>[Stabilising Manager(s): [•] [and [•].]</i>
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.

²¹ 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.