

16 August 2016

SUPPLEMENT TO THE OFFERING CIRCULAR DATED 24 JUNE 2016

SUPPLEMENT 1/2016



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

Pursuant to the Global Structured Securities Programme

This supplement dated 16 August 2016 (the "**Supplemental Offering Circular**") is supplemental to and must be read in conjunction with, the offering circular dated 24 June 2016 (the "**Offering Circular**"), as prepared by Barclays Bank PLC in its capacity as issuer (the "**Issuer**") under its Global Structured Securities Programme (the "**Programme**").

THIS SUPPLEMENTAL OFFERING CIRCULAR HAS NOT BEEN SUBMITTED TO, REVIEWED BY OR APPROVED BY THE UNITED KINGDOM FINANCIAL CONDUCT AUTHORITY IN ITS CAPACITY AS COMPETENT AUTHORITY UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (THE "FSMA") OR ANY OTHER REGULATORY AUTHORITY IN ITS CAPACITY AS COMPETENT AUTHORITY IN THE EU OR THE LONDON STOCK EXCHANGE PLC OR ANY OTHER STOCK EXCHANGE WHICH CONSTITUTES A REGULATED MARKET FOR THE PURPOSES OF DIRECTIVE 2004/39/EC.

THIS MEANS THAT THIS SUPPLEMENTAL OFFERING CIRCULAR DOES NOT COMPRISE (I) A BASE PROSPECTUS FOR THE PURPOSES OF ARTICLE 5.4 OF DIRECTIVE 2003/71/EC, AS AMENDED (THE "PROSPECTUS DIRECTIVE") OR ANY UK OR OTHER IMPLEMENTING LEGISLATION RELATED TO THE PROSPECTUS DIRECTIVE, OR (II) LISTING PARTICULARS FOR THE PURPOSES OF SECTION 79 OF THE FSMA OR ANY OTHER RULES OR REGULATIONS RELATED TO A LISTING ON ANY REGULATED MARKET.

For the purposes of the Euro MTF Market of the Luxembourg Stock Exchange only

This Supplemental Offering Circular has been approved by the Luxembourg Stock Exchange in its capacity as competent authority under Part IV of the Prospectus Act 2005.

For the purposes of the Global Exchange Market of the Irish Stock Exchange only

This Supplemental Offering Circular has been approved by the Irish Stock Exchange as "Supplementary Listing Particulars" for the purposes of the Rules of the Global Exchange Market.

The Offering Circular incorporates by reference certain information from the registration document of the Issuer dated 1 June 2016 prepared in accordance with Article 5 of the Prospectus Directive and approved by the United Kingdom Financial Conduct Authority ("**FCA**") (together with any supplements) (the "**Registration Document**").

The purpose of this Supplemental Offering Circular is to update information relating to "Risk Factors", "Information Incorporated by Reference", "The Issuer and the Group" and "Forward Looking Statements" sections in the Registration Document and/or the Offering Circular due to the release of the Q2 2016 Interim Results Announcement (each as defined in the section "**Information Incorporated by Reference**") as set out below (each as defined below).

A) RISK FACTORS

Following the release of the Q2 2016 Interim Results Announcement, the information in the "Risk Factors" section of the Registration Document or, as the case may be, the Offering Circular is supplemented as follows:

- (i) In the third line of the third paragraph under "6. Legal, competition and regulatory matters" on page 10 of the Registration Document the reference to "Barclays PLC financial statements contained in the Joint Annual Report" is replaced with a reference to "Q2 2016 Interim Results Announcement", so that the full paragraph shall now read as follows:

"Details of material legal, competition and regulatory matters to which the Group is currently exposed are set out in more detail in Note 19 (*Legal, competition and regulatory matters*) to the Q2 2016 Interim Results Announcement. In addition to those material ongoing matters, the Group is engaged in various other legal proceedings in the UK and a number of overseas jurisdictions which arise in the ordinary course of business. The Group is also subject to requests for information, investigations and other reviews by regulators, governmental and other public bodies in connection with business activities in which the Group is or has been engaged. In light of the uncertainties involved in legal, competition and regulatory matters, there can be no assurance that the outcome of a particular matter or matters will not be material to the Group's results of operations or cash flow for a particular period, depending on, among other things, the amount of the loss resulting from the matter(s) and the amount of income otherwise reported for the period.";

- (ii) In the second paragraph of "8. Regulatory action in the event of a bank failure" each of the references to "bail-in power" is replaced with a reference to "bail-in tool";
- (iii) In the penultimate line of "Conduct risks – 2. Legacy Issues" on page 13 of the Registration Document the reference to "Note 29 (*Legal competition and regulatory matters*) to the Barclays PLC financial statements contained in the Joint Annual Report" is replaced with a reference to "Note 19 (*Legal competition and regulatory matters*) to the Q2 2016 Interim Results Announcement", so that the full section now reads as follows:

"Barclays remains at risk from the potential outcomes of a number of investigations relating to the Group's past conduct. While we are continuing to embed cultural change and improved governance, many stakeholders will remain sceptical and so until there is clear and sustained evidence of consistent cultural and behavioural change, the risk to Barclays' reputation will remain. Barclays continues to work to rebuild customer trust and market confidence impacted by legacy issues. For further information in respect of such investigations and related litigation and discussion of the associated uncertainties, please see Note 19 (*Legal competition and regulatory matters*) to the Q2 2016 Interim Results Announcement.";

- (iv) The ninth paragraph under "Material existing and emerging risks potentially impacting more than one Principal Risk" - "2. Business conditions, general economy and geopolitical issues" on page 16 of the Registration Document is deleted in its entirety and replaced with the following:

"In the UK, the referendum on EU membership held on 23 June 2016 resulted in a vote in favour of leaving the EU. Potential risks to the Group associated with an exit are set out below. See "UK exit from the EU" below for further detail regarding risks identified by the Group associated with the UK's exit from the EU.";

- (v) Under "Material existing and emerging risks potentially impacting more than one Principal Risk" after the final paragraph of "3. Business Change/Execution (emerging risk)" on page 16 of the Registration Document, the following is inserted:

"UK exit from the EU

The UK held a referendum on 23 June 2016 on whether it should remain a member of the EU. This resulted in a vote in favour of leaving the EU. The result of the referendum means that the long-term nature of the UK's relationship with the EU is unclear and there is uncertainty as to the nature and timing of any agreement with the EU. In the interim, there is a risk of uncertainty for both the UK and the EU, which could adversely affect the economy of the UK and the other economies in which we operate. The potential risks associated with an exit from the EU have been carefully considered by the Board during the first half of 2016 and relevant actions taken where appropriate. Potential risks for the Group include:

Market Risk

- Potential for continued market volatility (notably FX and interest rates) given political uncertainty which could affect the value of Trading Book positions, Interest Rate Risk in the Banking Book, as well as securities held by the Group for liquidity purposes. Changes in the long-term outlook for UK interest rates might also adversely affect UK Pension IAS19 liabilities.

Credit Risk

- Increased risk of a UK recession with lower growth, higher unemployment and falling UK house prices. This would likely negatively impact a number of the Group's portfolios, notably: higher Loan-to-Value mortgages, UK unsecured and commercial real estate exposures.

Operational Risk

- Changes to current EU "Passporting" rights: the UK's formal withdrawal from the EU may result in the loss of cross-border market access rights which would require the Group to make alternative licensing arrangements in EU jurisdictions in which the Group continues to operate.
- The legal framework within which the Group operates could change as the UK takes steps to replace laws currently in force, which are based on EU legislation and regulation.
- Uncertainty over the UK's future approach to EU freedom of movement will impact the Group's access to the EU talent pool, decisions on hiring from the EU of critical roles and rights to work of current Group non-UK EU citizens located in the UK and UK citizens located in the EU.

Funding Risk

- Potential for credit spread widening and reduced investor appetite for bank paper, which could negatively impact the cost of and/or access to funding.
- The Group continues to maintain strong credit ratings across rating agencies - while Moody's and Standard & Poor's changed the outlook on most UK banks' ratings to reflect the uncertainty in the economic

environment in the UK following the referendum, all the Group's existing ratings were affirmed as part of the post-referendum ratings actions i.e. there was no actual ratings changes. Fitch has not acted, and the Group's ratings outlook remains stable.";

- (vi) Under "The relevant UK resolution authority may exercise the bail-in tool in respect of the Issuer and the Securities, which may result in you losing some or all of your investment" on page 27 of the Offering Circular, the first paragraph shall be deleted in its entirety and replaced with the following:

"Where the relevant statutory conditions for use of the bail-in tool have been met, the relevant UK resolution authority would be expected to exercise these powers without the consent of the holders. Any such exercise of the bail-in tool in respect of the Issuer and the Securities may result in the cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the Securities and/or the conversion of the Securities into shares or other securities or other obligations of the Issuer or another person or any other modification or variation of the terms of the Securities."; and

- (vii) Under "A downgrade of the credit rating assigned by any credit rating agency to the Issuer could adversely affect the liquidity or market value of the Securities" on page 29 of the Offering Circular, the first paragraph shall be deleted in its entirety and replaced with the following:

"Any rating assigned to the Issuer and/or the Securities 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 issuer's strategy and management's capability; the issuer's financial condition including in respect of capital, funding and liquidity; competitive and economic conditions in the issuer's key markets; the level of political support for the industries in which the issuer operates; and legal and regulatory frameworks affecting the 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."

B) INFORMATION INCORPORATED BY REFERENCE

The "Information Incorporated by Reference" section on page 92 of the Offering Circular is supplemented by:

- i) adding the following documents to the list of documents incorporated by reference:
- (1) the joint unaudited interim results announcement of Barclays PLC and the Issuer as filed with the SEC on Form 6-K on 29 July 2016 in respect of the six months ended 30 June 2016 (the "**Q2 2016 Interim Results Announcement**"),
- ii) adding the following page references in respect of the Q2 2016 Interim Results Announcement to the cross-reference lists:

***From the Q2 2016 Interim Results Announcement
Exhibit 99.1 - Results of Barclays PLC Group as of, and
for the six months ended, 30 June 2016***

Pages 3 – 120 of
Exhibit 99.1

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Exhibit 99.2 - Unaudited consolidated summary financial statements of Barclays Bank PLC as of, and for the six months ended, 30 June 2016	Pages 2 - 9 of Exhibit 99.2
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Condensed Consolidated Statement of Comprehensive Income (Unaudited)	Page 3
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Exhibit 99.4 - A table setting out the issued share capital of Barclays Bank PLC and its consolidated subsidiaries' total shareholders' equity, indebtedness and contingent liabilities as at 30 June 2016	Page 1 of Exhibit 99.4

C) THE ISSUER AND THE GROUP

Following the release of the Q2 2016 Interim Results Announcement, the information in the "The Issuer and the Group" section of the Registration Document is supplemented as follows:

- (i) The reference in the fourth line of the second paragraph on page 23 to "will be focused" is replaced by "is focused", so that the full paragraph now reads as follows:

"The Group is a transatlantic consumer, corporate and investment bank offering products and services across personal, corporate and investment banking, credit cards and wealth management, with a strong presence in our two home markets of the UK and the US. Following the March 2016 Group Strategy Update (as defined above), the Group is focused on two core divisions –

Barclays UK and Barclays Corporate & International. Barclays UK comprises the UK retail banking operations, UK consumer credit card business, UK wealth management business and corporate banking for smaller businesses. Barclays Corporate & International comprises the corporate banking franchise, the Investment Bank, the US and international cards business and international wealth management. Assets which do not fit the Group's strategic objectives will continue to be managed in Barclays Non-Core and designated for exit or run-down over time."

- (ii) After the fourth paragraph, inserting the following:

"Based on the Issuer Group's unaudited financial information for the six months ended 30 June 2016, the Issuer Group had total assets of £1,351,958m (30 June 2015: £1,197,555m), total net loans and advances¹ of £473,962m (30 June 2015: £475,826m), total deposits² of £500,919m (30 June 2015: £494,423m), and total shareholders' equity of £69,599m (30 June 2015: £65,710m) (including non-controlling interests of £2,976m (30 June 2015: £2,153m). The profit before tax from continuing operations of the Issuer's Group for the six months ended 30 June 2016 was £3,017m (30 June 2015: £2,635m) after credit impairment charges and other provisions of £931m (30 June 2015: £779m). The financial information in this paragraph is extracted from the unaudited consolidated financial statements of the Issuer for the six months ended 30 June 2016.";

- (iii) Deleting the sentence under "Legal Proceedings" on page 24 and replacing it with the following:

"For a description of the governmental, legal or arbitration proceedings that the Issuer and the Group face, see Note 13 (*Provisions*) and Note 19 (*Legal, competition and regulatory matters*) to the financial statements of Barclays PLC on pages 79 to 80 and pages 83 to 94, respectively, of the Q2 2016 Interim Results Announcement. To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in, or incorporated by reference in the Registration Document, the statements in (a) above shall prevail."

- (iv) Under the information set out in "Directors" on page 24, the "principal outside activities" of Mike Ashley and Crawford Gillies shall be deleted and replaced as follows:

Mike Ashley	Non-Executive Director	Non-Executive Director, Barclays PLC; Member, International Ethics Standards Board for Accountants; 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; Member, Board of The Charity Commission
Crawford Gillies	Non-Executive Director	Chairman, Control Risks Group

¹ Total net loans and advances include balances relating to both bank and customer accounts.

² Total deposits include deposits from bank and customer accounts.

- (v) Deleting the sentence under "Significant Change Statement" on page 26 and replacing it with the following:

"There has been no significant change in the financial or trading position of the Bank Group since 30 June 2016."

D) FORWARD LOOKING STATEMENTS

Following the release of the Q2 2016 Interim Results Announcement, the information in the "Forward Looking Statements" section on page 91 of the Offering Circular is supplemented by deleting the third sentence in the second paragraph in its entirety and replacing it with the following:

"In addition, factors including (but not limited to) the following may have an effect: capital, leverage and other regulatory rules (including with regard to the future structure of the Group) applicable to past, current and future periods; UK, United States, Africa, Eurozone and global macroeconomic and business conditions; the effects of continued volatility in credit markets; market related risks such as changes in interest rates and foreign exchange rates; effects of changes in valuation of credit market exposures; changes in valuation of issued securities; volatility in capital markets; changes in credit ratings of any entities within the Group or any securities issued by such entities; the potential for one or more countries exiting the Eurozone; the implications of the results of the 23 June 2016 referendum in the UK and the disruption that may result in the UK and globally from the withdrawal of the UK from the EU; the implementation of the strategic cost programme; and the success of future acquisitions, disposals and other strategic transactions."

To the extent that there is any inconsistency between (a) any statement in this Supplemental Offering Circular and (b) any other statement in, or incorporated by reference into the Offering Circular, the statements in (a) above shall prevail.

Investors who have not previously reviewed the information contained in the documents incorporated by reference above should do so in connection with their evaluation of the Securities.

References to the Offering Circular shall hereafter mean the Offering Circular as supplemented by this Supplemental Offering Circular. The Issuer has taken all reasonable care to ensure that the information contained in the Offering Circular, as supplemented by this Supplemental Offering Circular, is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly.



The date of this Supplemental Offering Circular is 16 August 2016.