

25 November 2016

SUPPLEMENT TO THE OFFERING CIRCULAR DATED 24 JUNE 2016

SUPPLEMENT 2/2016



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

Pursuant to the Global Structured Securities Programme

This supplement dated 25 November 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 supplemented by Supplement 1/2016 dated 16 August 2016, 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) and any document or information it incorporates by reference (the "**Registration Document**").

The purpose of this Supplemental Offering Circular is to update certain sections of the Registration Document by incorporating by reference into the Offering Circular, Supplement 2/2016 to the Registration Document approved by the FCA on 21 November 2016 and to update the information relating to the "Information Incorporated by Reference" section in the Offering Circular due to the

release of the Q3 2016 Results (as defined in the section "**Information Incorporated by Reference**") as set out below (as defined below).

A) INFORMATION INCORPORATED BY REFERENCE

Following the release of the Q3 2016 Results, 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 Q3 2016 results announcement of Barclays PLC and the Issuer in respect of the nine months ended 30 September 2016 as filed with the SEC on Form 6-K on 27 October 2016 (the "**Q3 2016 Results**"); and
 - (2) Supplement 2/2016 dated 21 November 2016 to the Registration Document,
- ii) adding the following page references in respect of the Q3 2016 Results to the cross-reference lists:

From the Q3 2016 Results

Exhibit 99.1 - Results of Barclays PLC Group as of, and for the nine months ended, 30 September 2016

Performance Highlights
Group Performance Review

Pages 5 – 62 of
Exhibit 99.1
Pages 3 – 5
Pages 6 – 9

Results by Business

Barclays UK
Barclays International
Head Office
Barclays Non-Core
Africa Banking – Discontinued Operation

Pages 10 – 11
Pages 12 – 13
Page 14
Page 15
Page 16

Quarterly Results Summary

Page 17 - 19

Quarterly Core Results by Business

Page 20 – 24

Discontinued Quarterly Results Africa Banking

Page 25

Performance Management

Margins and balances
Credit Risk
Condensed Consolidated Financial Statements
Capital
Risk Weighted Assets
Leverage

Page 26
Page 27
Pages 28 - 30
Pages 31 – 33
Page 34
Pages 35-36

Shareholder Information

Page 37

Appendix 1 - Glossary

Pages 38- 62

Exhibit 99.2 and Exhibit 99.3 - Capitalisation and Indebtedness

Pages 63 – 64

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 25 November 2016.