

25 November 2016

PROSPECTUS SUPPLEMENT

COMBINED SUPPLEMENT 2/2016



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

Pursuant to the Global Structured Securities Programme

This prospectus supplement dated 25 November 2016 (the "**Prospectus Supplement**") is supplemental to, and must be read in conjunction with, each of the base prospectuses listed in the Schedule hereto (each such base prospectus, save for Base Prospectus 1 (as defined below) has been supplemented by the Combined Supplement 1/2016 dated 23 August 2016, a "**Base Prospectus**" and together, the "**Base Prospectuses**") as prepared by Barclays Bank PLC in its capacity as issuer (the "**Issuer**") in respect of its Global Structured Securities Programme (the "**Programme**"). This Prospectus Supplement constitutes a base prospectus supplement in respect of each Base Prospectus for the purposes of Directive 2003/71/EC (and amendments thereto) and Section 87G of the UK Financial Services and Markets Act 2000 ("**FSMA**").

Terms defined in the Base Prospectuses shall, unless the context otherwise requires, have the same meanings when used in the Prospectus Supplement.

The purpose of this Prospectus Supplement is to amend and supplement certain information:

- (i) in the "Summary", "Information Incorporated by Reference" and "General Information" sections of each Base Prospectus due to the release of the Q3 2016 Results (as defined below); and
- (ii) in the "Risk Factors" and "Terms and Conditions of the Securities" sections of Base Prospectus 1.

A) THE SUMMARY

i) Amendments to Element B.12

In respect of each Base Prospectus, the information appearing in the third column of Element B.12 shall be updated as follows:

"Not applicable: There has been no significant change in the financial or trading position of the Bank Group since 30 September 2016."

B) INFORMATION INCORPORATED BY REFERENCE

In respect of each Base Prospectus, the section "Information Incorporated by Reference" shall be updated by:

- i) adding the following document to the list of source documents in paragraph 1 (*Source documents*):

- (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) the Supplement 2/2016 dated 21 November 2016 to the Registration Document 3/2016 dated 1 June 2016 (the "**Supplement 2/2016**").
- ii) adding the following page references in respect of the Q3 2016 Results to the cross-reference lists in paragraph 2 (*Information incorporated by reference*)

From the Q3 2016 Results

Exhibit 99.1 - Results of Barclays PLC Group as of, and for the nine months ended, 30 September 2016	Pages 5 – 62 of Exhibit 99.1
Performance Highlights	Pages 3 – 5
Group Performance Review	Pages 6 – 9
Results by Business	
Barclays UK	Pages 10 – 11
Barclays International	Pages 12 – 13
Head Office	Page 14
Barclays Non-Core	Page 15
Africa Banking – Discontinued Operation	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	Page 26
Credit Risk	Page 27
Condensed Consolidated Financial Statements	Pages 28 - 30
Capital	Pages 31 – 33
Risk Weighted Assets	Page 34
Leverage	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
From the Supplement 2/2016	
The Issuer and the Group	Pages 2 - 3

Only information listed in the cross-reference lists above is incorporated by reference into the Base Prospectuses.

For the purposes of the prospectus rules made under Section 73A of the FSMA and each of the above listed Base Prospectuses, the information incorporated by reference, either expressly or implicitly, into the Q3 2016 Results does not form part of any of the above listed Base Prospectuses.

Information in the Q3 2016 Results which is not incorporated by reference into the Base Prospectuses is either not relevant for the investor or is covered elsewhere in the Base Prospectuses.

The Q3 2016 Results may be inspected during normal business hours at the registered office of the Issuer or at <https://www.home.barclays/barclays-investor-relations/results-and-reports/results.html>.

The Supplement 2/2016 may be inspected during normal business hours at the registered office of the Issuer or at <https://www.home.barclays/prospectuses-and-documentation/structured-securities/prospectuses.html>.

C) RISK FACTORS

In respect of Base Prospectus 1 only, the section "Risk Factors" shall be updated by inserting the following additional risk factor after Risk Factor 7.7:

"7.8 There are risks where your Securities have both a 'Curve Cap' and a 'Floor Rate' feature

Where the terms and conditions of your Securities provide that a floating rate of interest rate is subject to both a Curve Cap Rate and a Floor Rate, were the Curve Cap Rate ever to fall below the Floor Rate, then the Floor Rate would be disregarded and the floating rate of interest rate for the relevant interest period would fall to the lower Curve Cap Rate. Therefore, in such case, you will receive less interest for the relevant interest period than if the Floor Rate continued to apply."

D) TERMS AND CONDITIONS

In respect of Base Prospectus 1 only, the definitions of "Curve Cap Rate" and "Floor Rate" in Condition 28.1 of the section entitled 'Terms and Conditions of the Securities' shall be deleted entirely and replaced as follows:

"Curve Cap Rate" has the meaning given to it in General Condition 6.2 (*Floating Rate Interest*), General Condition 6.3 (*Inverse Floating Rate Interest*), General Condition 6.4 (*Inflation-Linked Interest*), General Condition 6.6 (*Spread-Linked Interest*) or General Condition 6.7 (*Decompounded Floating Rate Interest*) (as applicable), provided that if at any time such rate would otherwise be negative it shall be deemed to be zero at such time.

"Floor Rate" means the percentage rate specified as such in the Final Terms (which rate may be specified generally in relation to the Securities or may be specified in relation to an Interest Payment Date), provided that if (i) 'Curve Cap' is specified to be 'Applicable' (generally in relation to the Securities or in relation to an Interest Payment Rate) in the Final Terms and (ii) the Curve Cap Rate is less than the Floor Rate on any day then the Floor Rate shall be deemed to be equal to the Curve Cap Rate in respect of such day.

E) GENERAL INFORMATION

In respect of each Base Prospectus, the section "General Information" is updated by:

- i) deleting the significant change statement and replacing it with the following:

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

- ii) deleting the information set out under "Legal Proceedings" and replacing it with the following:

"Save as disclosed under 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 and page 9 of the Q3 2016 Results under the section entitled "Other matters" for a description of the updated provisions for the payment protection insurance redress, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), which may have or have had during the 12 months preceding the date of this Base Prospectus, a significant effect on the financial position or profitability of the Issuer and/or the Group."

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

Investors should be aware of their rights under Section 87Q(4) to (6) of the Financial Services and Markets Act 2000. Investors who have agreed to purchase or subscribe for Securities before this Prospectus Supplement was published have the right, exercisable within two working days after the date on which this Prospectus Supplement is published, to withdraw their acceptances. This right is exercisable up to, and including 29 November 2016. Investors should contact the distributor from which they agreed to purchase or subscribe the Securities in order to exercise their withdrawal rights.

References to each Base Prospectus shall hereafter mean each such Base Prospectus as supplemented by this Prospectus Supplement. The Issuer has taken all reasonable care to ensure that the information contained in each Base Prospectus, as supplemented by this Prospectus Supplement 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. Save as disclosed in this Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in each Base Prospectus is capable of affecting the assessment of securities issued pursuant to each Base Prospectus has arisen or been noted, as the case may be, since the publication of each Base Prospectus (as supplemented at the date hereof) by the Issuer.

This Prospectus Supplement has been approved by the United Kingdom Financial Conduct Authority, which is the United Kingdom competent authority for the purposes of the Prospectus Directive and the relevant implementing measures in the United Kingdom, as a prospectus supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of securities under the Programme.



The date of this Prospectus Supplement is 25 November 2016

SCHEDULE

LIST OF BASE PROSPECTUSES

1. GSSP Base Prospectus 1 dated 26 August 2016.
2. GSSP Base Prospectus 2 dated 3 June 2016.
3. GSSP Base Prospectus 5 dated 10 June 2016.
4. iPath[®] Commodity Index Linked Exchange Traded Notes dated 3 June 2016.
5. iPath[®] Volatility Index Linked Exchange Traded Notes dated 1 July 2016.