

**BARCLAYS BANK PLC**

(Incorporated with limited liability in England and Wales)

BARCLAYS CAPITAL (CAYMAN) LIMITED

*(Incorporated as an exempted company with limited liability in the Cayman Islands)
(Guaranteed by Barclays Bank PLC)*

The Prospectuses listed in the schedule hereto

This Supplementary Prospectus dated 28 March 2013 (the "**Supplementary Prospectus**") is supplemental to and must be read in conjunction with each of the Base Prospectuses as supplemented (as listed in the schedule hereto (the "**Base Prospectuses**" and each a "**Base Prospectus**"). The Base Prospectuses were prepared by Barclays Bank PLC (the "**Bank**") and Barclays Capital (Cayman) Limited (each in its capacity as an issuer and together the "**Issuers**").

This Supplementary Prospectus constitutes a base prospectus supplement in respect of the Base Prospectuses for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and for the purpose of Section 87G of the UK Financial Services and Markets Act 2000.

The purpose of this Supplementary Prospectus is to incorporate by reference the following documents:

- (a) the joint Annual Report of the Bank and Barclays PLC (the "**Company**"), as filed with the SEC on Form 20-F in respect of the year ended 31 December 2012 (the "**Joint Annual Report**") containing the audited consolidated financial statements and audit report of the Bank and the Company, with the exception of the information incorporated by reference in the Joint Annual Report referred to in the Exhibit Index of the Joint Annual Report, which shall not be deemed to be incorporated in this Supplementary Prospectus; ;
- (b) the Annual Report of the Bank containing the audited consolidated financial statements and audit report of the Bank in respect of the year ended 31 December 2012 (the "**Annual Report**"); and
- (c) supplement the Base Prospectuses with information relating to (i) board changes; and (ii) acquisition, disposals and recent developments.

Terms defined in the Base Prospectuses shall, unless the context otherwise requires, have the same meanings when used in this Supplementary Prospectus. This Supplementary Prospectus is supplemental to, and should be read in conjunction with each Base Prospectus and other supplements to the relevant Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Supplementary Prospectus or any statement incorporated by reference into each of the Base Prospectuses by this Supplementary Prospectus and (b) any other statement in, or incorporated by reference into any Base Prospectus, the statements in (a) above shall prevail.

The Issuers accepts responsibility for the information contained in this Supplementary Prospectus and declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplementary Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import. Save as disclosed in this Supplementary Prospectus, no significant new factor, material mistake or inaccuracy relating to the information included in each of the Base Prospectuses which is capable of affecting the assessment of the securities issued under the Programme has arisen or been noted, as the case may be, since the publication of each of the Base Prospectuses (as supplemented at the date hereof) issued by the Issuers.

If the Joint Annual Report or the Annual Report which are incorporated by reference into this Supplementary Prospectus themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplementary Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference into this Supplementary Prospectus.

Any information contained in any of the documents specified above which is not incorporated by reference in this Supplementary 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 Prospectuses.

This Supplementary Prospectus has been approved by the United Kingdom Financial Services Authority (the "FSA"), 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 base 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.

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 supplement was published have the right, exercisable within two working days after the date on which this Supplementary Prospectus is published, to withdraw their acceptances. Investors should contact their distributor for further information.

1. Directors

On 4 February 2013, the Bank announced that the Group Finance Director Chris Lucas had decided to retire from the Bank. Chris has agreed to remain in his role until his successor has been appointed and an appropriate handover completed.

On 5 February 2013, the Company and the Bank announced that Diane de Saint Victor had been appointed as a non-executive Director of the Company and the Bank with effect from 1 March 2013.

2. Acquisitions, Disposals and Recent Developments

Impact of Strategic Review

On 12 February 2013, the Bank announced the outcome of its strategic review and set out certain commitments based on the results of its strategic review. The commitments are expected to result in:

- a restructuring charge of approximately £500 million in the first quarter of 2013 relating to a reduction in headcount across the Group; and
- costs associated with implementing the strategic plan of approximately £1 billion in 2013, £1 billion in 2014 and £0.7 billion in 2015.

Barclays

The date of this Supplementary Prospectus is 28 March 2013.

SCHEDULE

List of Base Prospectuses

1. The Base Prospectus dated 14 June 2012 in connection with the Global Structured Securities Programme for the issuance of structured Notes, Warrants and Certificates (the “**GSSP Base Prospectus**”), as supplemented on 19 July 2012, 5 September 2012 and 6 December 2012.
2. The Base Prospectus dated 19 June 2012 in connection with the iPath® Inverse VSTOXX® Programme for the issuance of Short Term Futures Index Exchange Traded Notes (the “**iPath® Inverse VSTOXX® Base Prospectus**”), as supplemented on 19 July 2012, 5 September 2012 and 6 December 2012.
3. The Base Prospectus dated 29 June 2012 in connection with the iPath® VSTOXX® Programme for the issuance of iPath® VSTOXX® Mid-Term Futures Total Return Exchange Traded Notes (the “**iPath®VSTOXX® Mid-Term Base Prospectus**”) as supplemented on 19 July 2012, 5 September 2012 and 6 December 2012.
4. The Base Prospectus dated 29 June 2012 in connection with the iPath® VSTOXX® Programme for the issuance of iPath® VSTOXX® Short-Term Futures Total Return Exchange Traded Notes (the “**iPath® VSTOXX® Short-Term Futures Base Prospectus**”) as supplemented on 19 July 2012, 5 September 2012 and 6 December 2012.
5. The Base Prospectus dated 29 June 2012 in connection with the iPath® S&P 500 VIX Programme for the issuance of senior, unsecured, unsubordinated, zero-coupon, S&P 500 VIX futures index linked, exchange traded notes (the “**iPath® S&P 500 VIX Base Prospectus**”) as supplemented on 19 July 2012, 5 September 2012 and 6 December 2012.