

**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 24 May 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 unaudited Interim Management Statement of Barclays PLC (the "**Company**"), as filed with the SEC on Form 6-K on file number 13779449 as exhibit 99.1 on 24 April 2013 in respect of the three months ended 31 March 2013 (the "**Interim Management Statement**");
- (b) the capitalisation and indebtedness table of the Bank and its subsidiaries as at 31 December 2012 as filed with the SEC on Form 6-K on Film Number 13779449 as exhibit 99.3 on 24 April 2013 (the "**Bank's Capitalisation and Indebtedness Table**") and
- (c) the capitalisation and indebtedness table of the Company and its subsidiaries as at 31 December 2012 as filed with the SEC on Form 6-K on file number 13779449 as exhibit 99.2 on 24 April 2013, (the "**Company's Capitalisation and Indebtedness Table**").

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 documents incorporated by reference by this Supplementary Prospectus 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>.

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 Interim Management Statement, the Bank's Capitalisation and Indebtedness Table or the Company's Capitalisation and Indebtedness Table 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 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 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.

Barclays

The date of this Supplementary Prospectus is 24 May 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, 6 December 2012 and 28 March 2013.
2. 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, 6 December 2012 and 28 March 2013.
3. 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, 6 December 2012 and 28 March 2013.
4. 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, 6 December 2012 and 28 March 2013.