



BARCLAYS PLC

(incorporated with limited liability in England)

BARCLAYS BANK PLC

(incorporated with limited liability in England and Wales)

as Issuers

£30,000,000,000

Debt Issuance Programme

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 9th June, 2008, as supplemented by the base prospectus supplement dated 1st July, 2008 (together, the "**Base Prospectus**") prepared by Barclays PLC and Barclays Bank PLC (the "**Issuers**") with respect to their £30,000,000,000 Debt Issuance Programme (the "**Programme**"). This Supplement constitutes a supplementary prospectus in respect of the Base Prospectus for the Issuers for the purposes of Section 87G of the Financial Services and Markets Act 2000.

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. The Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus and other supplements to the Base Prospectus issued by the Issuers.

Each of the Issuers accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

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

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

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

Investors should be aware of their rights under Section 87Q(4) of the Financial Services and Markets Act 2000.

The purposes of this Supplement are:

1. To amend the section "Information Incorporated by Reference" of the Base Prospectus as set out below:

"INFORMATION INCORPORATED BY REFERENCE"

The following information has been filed with the FSA and shall be deemed to be incorporated in, and to form part of, this Base Prospectus:

- (a) the joint Annual Report of the Company and the Bank, as filed with the SEC on Form 20-F in respect of the years ended 31st December, 2006 and 31st December, 2007 (the "**Joint Annual Report**"), 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 Base Prospectus;
- (b) the Annual Reports of the Bank containing the audited consolidated accounts of the Bank in respect of the years ended 31st December, 2006 (the "**2006 Bank Annual Report**") and 31st December, 2007 (the "**2007 Bank Annual Report**"), respectively;
- (c) the Annual Reports of the Company containing the audited consolidated accounts of the Company in respect of the years ended 31st December, 2006 (the "**2006 Company Annual Report**") and 31st December, 2007 (the "**2007 Company Annual Report**"), respectively;
- (d) the unaudited Interim Results Announcement of the Company as filed with the SEC on Form 6-K on Film Number 08997428 on 7th August, 2008 in respect of the six months ended 30th June, 2008 (the "**Interim Results Announcement**") and the unaudited Interim Results Announcement of the Bank in respect of the six months ended 30th June, 2008 (the "**Bank Interim Results Announcement**"); and
- (e) the capitalisation and indebtedness table of the Bank and the Group as at 31st December, 2007 as filed with the SEC on Form 6-K on 6th June, 2008 (the "**Capitalisation and Indebtedness Table**").

The above documents may be inspected as described in paragraph 8 of "General Information".

The table below sets out the relevant page references for the information contained within the Joint Annual Report filed on Form 20-F:

Section 1 — Business review

Financial review	3
Corporate sustainability	58
Risk management	61

Section 2 — Governance

Board and Executive Committee	112
Directors' report	114
Corporate governance report	117
Remuneration report	128
Accountability and audit	143

Section 3 — Financial statements	
Presentation of information	146
Independent Registered Public Accounting Firm's report — Barclays PLC	147
Independent Registered Public Accounting Firm's report — Barclays Bank PLC	148
Consolidated accounts Barclays PLC	149
Consolidated accounts Barclays Bank PLC	250
Section 4 — Shareholder information	267

Each of the Company and the Bank has applied IFRS from 1st January, 2004, with the exception of the standards relating to financial instruments (IAS 32 and IAS 39) and insurance contracts (IFRS 4) which were applied with effect from 1st January, 2005. A summary of the significant accounting policies for each of the Company and the Bank is included in each of the Joint Annual Report, the 2006 Bank Annual Report and the 2007 Bank Annual Report.

If at any time either of the Issuers shall be required to prepare a supplement to the Base Prospectus pursuant to Section 87 of the Financial Services and Markets Act 2000 ("FSMA"), or to give effect to the provisions of Article 16(1) of the Prospectus Directive, such Issuer will prepare and make available an appropriate amendment or supplement to this Base Prospectus or a further base prospectus which, in respect of any subsequent issue of Notes to be listed on the Official List and admitted to trading on the Regulated Market of the London Stock Exchange, shall constitute a supplemental base prospectus as required by the FSA and Section 87 of the FSMA."

2. To amend paragraph 8 of "General Information" on pages 91 and 92 of the Base Prospectus as set out below:

"8. For so long as any of the Notes are admitted to trading on the London Stock Exchange and the rules of the FSA so require, for the life of the Base Prospectus, copies of the following documents may be inspected during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at Barclays Treasury, 1 Churchill Place, London E14 5HP and at the specified office of the Principal Paying Agent, currently located at One Canada Square, London E14 5AL:

- (i) the Memorandum and Articles of Association of each Issuer;
- (ii) the Joint Annual Report, the 2006 Bank Annual Report, the 2007 Bank Annual Report, the 2006 Company Annual Report, the 2007 Company Annual Report, the Interim Results Announcement, the Bank Interim Results Announcement and the Capitalisation and Indebtedness Table;
- (iii) the Distribution Agreement;
- (iv) the Trust Deed;
- (v) the Agency Agreement;
- (vi) the current Base Prospectus in respect of the Programme;
- (vii) any supplementary base prospectus published since the most recent base prospectus was published and any documents incorporated therein by reference;

- (viii) any Final Terms issued in respect of Notes admitted to listing, trading and/or quotation by any listing authority, stock exchange and/or quotation system since the most recent base prospectus was published; and
- (ix) in the case of a syndicated issue of Notes admitted to listing, trading and/or quotation by any listing authority, stock exchange and/or quotation system, the syndication agreement (or equivalent document)."

8th August, 2008