

BARCLAYS PLC
Form 6-K
November 01, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13A-16 OR 15D-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

November 01, 2016

Barclays PLC and
Barclays Bank PLC
(Names of Registrants)

1 Churchill Place
London E14 5HP
England
(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports
under cover of Form 20-F or Form 40-F.

Form 20-F x Form 40-F

Indicate by check mark whether the registrant by furnishing the information
contained in this Form is also thereby furnishing the information to the
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No x

If "Yes" is marked, indicate below the file number assigned to the registrant
in connection with Rule 12g3-2(b):

This Report is a joint Report on Form 6-K filed by Barclays PLC and Barclays
Bank PLC. All of the issued ordinary share capital of Barclays Bank PLC is
owned by Barclays PLC.

This Report comprises:

Information given to The London Stock Exchange and furnished pursuant to

General Instruction B to the General Instructions to Form 6-K.

EXHIBIT INDEX

- Exhibit No.1 Total Voting Rights dated 03 October 2016
- Exhibit No.2 Director/PDMR Shareholding dated 03 October 2016
- Exhibit No.3 Director/PDMR Shareholding dated 03 October 2016
- Exhibit No.4 Director Declaration dated 11 October 2016
- Exhibit No.5 Notice of Redemption & Cancellation: \$1.35bn RCIs dated 20 October 2016
- Exhibit No.6 Publication of Supplementary Prospectus dated 28 October 2016

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BARCLAYS PLC
(Registrant)

Date: November 01, 2016

By: /s/ Patrick Gonsalves

Patrick Gonsalves
Deputy Secretary

BARCLAYS BANK PLC
(Registrant)

Date: November 01, 2016

By: /s/ Patrick Gonsalves

Patrick Gonsalves
Joint Secretary

Exhibit No. 1

3 October 2016

Barclays PLC - Total Voting Rights and Capital

In accordance with the Financial Conduct Authority's (FCA) Disclosure Guidance and Transparency Rule 5.6.1R, Barclays PLC notifies the market that as of 30 September 2016, Barclays PLC's issued share capital consists of 16,943,370,003 Ordinary shares with voting rights.

There are no ordinary shares held in Treasury.

The above figure (16,943,370,003) may be used by shareholders (and others with notification obligations) as the denominator for the calculation by which they will determine if they are required to notify their interest in, or a change to their interest in, Barclays PLC under the FCA's Disclosure Guidance and Transparency Rules.

Exhibit No. 2

NOTIFICATION OF TRANSACTION OF PERSON DISCHARGING MANAGERIAL RESPONSIBILITIES

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name
C.S. Venkatakrisnan

2 Reason for the notification

a) Position/status
Chief Risk Officer

b) Initial notification /Amendment
Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name
Barclays PLC

b) LEI
213800LBQA1Y9L22JB70

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, Ordinary shares in Barclays PLC with a nominal value of 25p each type of instrument
("Shares")

Identification code	GB0031348658								
b) Nature of the transaction	The trustee of the Barclays Group (PSP) Employee Benefit Trust delivered Shares to the individual set out above to satisfy the release of Shares subject to an award made under the Barclays Share Value Plan.								
c) Price(s) and volume(s)	<table border="0"> <tr> <td></td> <td>Price(s)</td> <td>Volume(s): Number of Shares to be delivered</td> <td>Volume(s): Number of Shares received by PDMR1</td> </tr> <tr> <td></td> <td>£1.631</td> <td>107,581</td> <td>57,018</td> </tr> </table> <p>1 Tax liabilities on the Shares were met in cash and the number of Shares actually received by the PDMR was reduced to meet those tax liabilities.</p> <p>N/A</p>		Price(s)	Volume(s): Number of Shares to be delivered	Volume(s): Number of Shares received by PDMR1		£1.631	107,581	57,018
	Price(s)	Volume(s): Number of Shares to be delivered	Volume(s): Number of Shares received by PDMR1						
	£1.631	107,581	57,018						
d) - Aggregated information - Aggregated volume - Price									
e) Date of the transaction	2016-09-30								
f) Place of the transaction	London Stock Exchange (XLON)								
Name of officer of issuer responsible for making notification: Ines Watson, Assistant Secretary. For further information please contact: Investor Relations Media Relations									
Kathryn McLeland Tom Hoskin									
+44 (0)20 7116 4943 +44 (0)20 7116 4755									

Exhibit No. 3

NOTIFICATION OF TRANSACTIONS OF PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name	Jes Staley
2 Reason for the notification	
a) Position/status	Group Chief Executive
b) Initial notification /Amendment	Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

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- a) Name Barclays PLC
- b) LEI 213800LBQA1Y9L22JB70
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, Ordinary shares in Barclays PLC with a nominal value of 25p each type of instrument ("Shares")

Identification code GB0031348658

b) Nature of the transaction The trustee of the Barclays Group (PSP) Employees' Benefit Trust delivered Shares to the individual described above. The Shares delivered are in respect of the quarterly payment of the Share element of the role based pay ("RBP") component of the individual's fixed remuneration for the three month period to 30 September 2016. The Shares are subject to a holding period with restrictions lifting in equal tranches over five years (20% each year).

	Price(s)	Volume(s): Number of Shares to be delivered	Volume(s): Number of Shares received by PDMR1
c) Price(s) and volume(s)	£1.631	176,272	93,424

1 Tax liabilities on the Shares were met in cash and the number of Shares actually received by the PDMR was reduced to meet those tax liabilities.

Aggregated information

- d) - Aggregated volume N/A
- Price
- e) Date of the transaction 2016-09-30
- f) Place of the transaction London Stock Exchange (XLON)

1 Details of the person discharging managerial responsibilities / person closely associated

- a) Name Tushar Morzaria
- 2 Reason for the notification
- a) Position/status Group Finance Director
- b) Initial notification /Amendment Initial notification

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3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Barclays PLC

b) LEI 213800LBQA1Y9L22JB70

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, Ordinary shares in Barclays PLC with a nominal value of 25p each
type of instrument ("Shares")

Identification code GB0031348658

b) Nature of the transaction The trustee of the Barclays Group (PSP) Employees' Benefit Trust delivered Shares to the individual described above. The Shares delivered are in respect of the quarterly payment of the Share element of the role based pay ("RBP") component of the individual's fixed remuneration for the three month period to 30 September 2016. The Shares are subject to a holding period with restrictions lifting in equal tranches over five years (20% each year).

	Price(s)	Volume(s): Number of Shares to be delivered	Volume(s): Number of Shares received by PDMR 1
c) Price(s) and volume(s)	£1.631	114,960	60,928

1 Tax liabilities on the Shares were met in cash and the number of Shares actually received by the PDMR was reduced to meet those tax liabilities.

Aggregated information

d) - Aggregated volume N/A

- Price

e) Date of the transaction 2016-09-30

f) Place of the transaction London Stock Exchange (XLON)

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name Ashok Vaswani

2 Reason for the notification

a) Position/status Chief Executive Officer, Barclays UK

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- b) Initial notification /Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name Barclays PLC
- b) LEI 213800LBQA1Y9L22JB70
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
- Description of the financial instrument, ("Shares") Ordinary shares in Barclays PLC with a nominal value of 25p each
- a) type of instrument
- Identification code GB0031348658
- b) Nature of the transaction The trustee of the Barclays Group (PSP) Employees' Benefit Trust delivered Shares to the individual described above. The Shares delivered are in respect of the quarterly payment of the Share element of the role based pay ("RBP") component of the individual's fixed remuneration for the three month period to 30 September 2016. The Shares are subject to a holding period with restrictions lifting in equal tranches over five years (20% each year).
- c) Price(s) and volume(s)
- | Price(s) | Volume(s): Number of Shares to be delivered | Volume(s): Number of Shares received by PDMR1 |
|----------|---|---|
| £1.631 | 68,976 | 36,557 |
- 1 Tax liabilities on the Shares were met in cash and the number of Shares actually received by the PDMR was reduced to meet those tax liabilities.
- Aggregated information
- d) - Aggregated volume N/A
- Price
- e) Date of the transaction 2016-09-30
- f) Place of the transaction London Stock Exchange (XLON)
- 1 Details of the person discharging managerial responsibilities / person closely associated
- a) Name Amer Sajed
- 2 Reason for the notification
- a) Position/status Chief Executive Officer, Barclaycard

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- b) Initial notification /Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name Barclays PLC
- b) LEI 213800LBQA1Y9L22JB70
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
- Description of the financial instrument, Ordinary shares in Barclays PLC with a nominal value of 25p each
a) type of instrument ("Shares")
- Identification code GB0031348658
- b) Nature of the transaction The trustee of the Barclays Group (PSP) Employees' Benefit Trust delivered Shares to the individual described above. The Shares delivered are in respect of the quarterly payment of the Share element of the role based pay ("RBP") component of the individual's fixed remuneration for the three month period to 30 September 2016. The Shares are subject to a holding period with restrictions lifting in equal tranches over five years (20% each year).
- c) Price(s) and volume(s) Price(s) Volume(s): Number of Shares Volume(s): Number of Shares
to be delivered received by PDMR1
£1.631 £1.631 20,044
1 Tax liabilities on the Shares were met in cash and the number of Shares actually received by the PDMR was reduced to meet those tax liabilities.
- Aggregated information
- d) - Aggregated volume N/A
- Price
- e) Date of the transaction 2016-09-30
- f) Place of the transaction London Stock Exchange (XLON)
- 1 Details of the person discharging managerial responsibilities / person closely associated
- a) Name Paul Compton
- 2 Reason for the notification
- a) Position/status Group Chief Operating Officer
- b) Initial notification /Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Barclays PLC

b) LEI 213800LBQA1Y9L22JB70

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, Ordinary shares in Barclays PLC with a nominal value of 25p each
type of instrument ("Shares")

Identification code GB0031348658

b) Nature of the transaction The trustee of the Barclays Group (PSP) Employees' Benefit Trust delivered Shares to the individual described above. The Shares delivered are in respect of the quarterly payment of the Share element of the role based pay ("RBP") component of the individual's fixed remuneration for the three month period to 30 September 2016. The Shares are subject to a holding period with restrictions lifting in equal tranches over five years (20% each year).

	Price(s)	Volume(s): Number of Shares to be delivered	Volume(s): Number of Shares received by PDMR1
c) Price(s) and volume(s)	£1.631	168,608	89,362

1 Tax liabilities on the Shares were met in cash and the number of Shares actually received by the PDMR was reduced to meet those tax liabilities.

Aggregated information

d) - Aggregated volume N/A

- Price

e) Date of the transaction 2016-09-30

f) Place of the transaction London Stock Exchange (XLON)

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name Bob Hoyt

2 Reason for the notification

a) Position/status Group General Counsel

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- b) Initial notification /Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name Barclays PLC
- b) LEI 213800LBQA1Y9L22JB70
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
- Description of the financial instrument, Ordinary shares in Barclays PLC with a nominal value of 25p each
 type of instrument ("Shares")
- a) Identification code GB0031348658
- b) Nature of the transaction
 The trustee of the Barclays Group (PSP) Employees' Benefit Trust delivered Shares to the individual described above. The Shares delivered are in respect of the quarterly payment of the Share element of the role based pay ("RBP") component of the individual's fixed remuneration for the three month period to 30 September 2016. The Shares are subject to a holding period with restrictions lifting in equal tranches over five years (20% each year).
- | | Price(s) | Volume(s): Number of Shares to be delivered | Volume(s): Number of Shares received by PDMR1 |
|---------------------------|----------|---|---|
| c) Price(s) and volume(s) | £1.631 | 103,464 | 54,835 |
- 1 Tax liabilities on the Shares were met in cash and the number of Shares actually received by the PDMR was reduced to meet those tax liabilities.
- Aggregated information
- d) - Aggregated volume N/A
- Price
- e) Date of the transaction 2016-09-30
- f) Place of the transaction London Stock Exchange (XLON)
- 1 Details of the person discharging managerial responsibilities / person closely associated
- a) Name Tristram Roberts

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2 Reason for the notification

- a) Position/status
Group HR Director
- b) Initial notification /Amendment
Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

- a) Name
Barclays PLC
- b) LEI
213800LBQA1Y9L22JB70

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

- a) Description of the financial instrument, Ordinary shares in Barclays PLC with a nominal value of 25p each
type of instrument ("Shares")
- Identification code
GB0031348658

- b) Nature of the transaction
The trustee of the Barclays Group (PSP) Employees' Benefit Trust delivered Shares to the individual described above. The Shares delivered are in respect of the quarterly payment of the Share element of the role based pay ("RBP") component of the individual's fixed remuneration for the three month period to 30 September 2016. The Shares are subject to a holding period with restrictions lifting in equal tranches over five years (20% each year).

- | | | | |
|---------------------------|----------|---|---|
| | Price(s) | Volume(s): Number of Shares to be delivered | Volume(s): Number of Shares received by PDMR1 |
| c) Price(s) and volume(s) | £1.631 | 49,816 | 26,402 |

1 Tax liabilities on the Shares were met in cash and the number of Shares actually received by the PDMR was reduced to meet those tax liabilities.

Aggregated information

- d) - Aggregated volume
N/A
- Price
- e) Date of the transaction
2016-09-30
- f) Place of the transaction
London Stock Exchange (XLON)

1 Details of the person discharging managerial responsibilities / person closely associated

- a) Name
Michael Roemer

2 Reason for the notification

a) Position/status
Group Chief Compliance Officer

b) Initial notification /Amendment
Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name
Barclays PLC

b) LEI
213800LBQA1Y9L22JB70

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, Ordinary shares in Barclays PLC with a nominal value of 25p each type of instrument ("Shares")

Identification code
GB0031348658

b) Nature of the transaction
The trustee of the Barclays Group (PSP) Employees' Benefit Trust delivered Shares to the individual described above. The Shares delivered are in respect of the quarterly payment of the Share element of the role based pay ("RBP") component of the individual's fixed remuneration for the three month period to 30 September 2016. The Shares are subject to a holding period with restrictions lifting in equal tranches over five years (20% each year).

	Price(s)	Volume(s): Number of Shares to be delivered	Volume(s): Number of Shares received by PDMR1
c) Price(s) and volume(s)	£1.631	34,488	18,278

1 Tax liabilities on the Shares were met in cash and the number of Shares actually received by the PDMR was reduced to meet those tax liabilities.

Aggregated information

d) - Aggregated volume
N/A

- Price

e) Date of the transaction
2016-09-30

f) Place of the transaction
London Stock Exchange (XLON)

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1 Details of the person discharging managerial responsibilities / person closely associated

a) Name C.S. Venkatakrishnan

2 Reason for the notification

a) Position/status Chief Risk Officer

b) Initial notification /Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Barclays PLC

b) LEI 213800LBQA1Y9L22JB70

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, Ordinary shares in Barclays PLC with a nominal value of 25p each type of instrument ("Shares")

Identification code GB0031348658

b) Nature of the transaction

The trustee of the Barclays Group (PSP) Employees' Benefit Trust delivered Shares to the individual described above. The Shares delivered are in respect of the quarterly payment of the Share element of the role based pay ("RBP") component of the individual's fixed remuneration for the three month period to 30 September 2016. The Shares are subject to a holding period with restrictions lifting in equal tranches over five years (20% each year).

	Price(s)	Volume(s): Number of Shares to be delivered	Volume(s): Number of Shares received by PDMR 1
c) Price(s) and volume(s)	£1.631	145,616	77,176

1 Tax liabilities on the Shares were met in cash and the number of Shares actually received by the PDMR was reduced to meet those tax liabilities.

Aggregated information

d) - Aggregated volume N/A

- Price

e) Date of the transaction 2016-09-30

f) Place of the transaction London Stock Exchange (XLON)

Name of officer of issuer responsible for making notification: Ines Watson, Assistant Secretary.

For further information please contact:

Investor Relations	Media Relations
Kathryn McLeland	Tom Hoskin
+44 (0)20 7116 4943	+44 (0)20 7116 4755

Exhibit No. 4

11 October 2016
Barclays PLC ("the Company")
Director Declaration

Notification is made in accordance with Financial Conduct Authority's Listing Rule 9.6.14R that Dambisa Moyo, non-executive Director of the Company, has been appointed a non-executive Director of Chevron Corporation, a publicly quoted company listed on the New York Stock Exchange, with effect from 11 October 2016.

Dambisa Moyo resigned from the board of SABMiller plc with effect from 8 October 2016.

For further information please contact:

Investor Relations	Media Relations
Kathryn McLeland	Tom Hoskin
+44 (0)20 7116 4943	+44 (0)20 7116 4755

Exhibit No. 5

Notice of Redemption and Cancellation of Listing to the Holders of
BARCLAYS BANK PLC
U.S.\$1,350,000,000 (Outstanding U.S.\$158,997,000) 5.926% Step-up Callable Perpetual
Reserve Capital Instruments
(the "RCIs")
ISIN (Reg S RCIs): XS0269453139
ISIN (144A RCIs): US06739FEY34

NOTICE IS HEREBY GIVEN by Barclays Bank PLC (the "Company") that the Company will fully redeem all of the outstanding RCIs on 15 December 2016 (the "Redemption Date"), in accordance with Condition 7(b) of the RCIs. The outstanding RCIs will be redeemed on the Redemption Date at a price equal to 100 per cent. of their principal amount plus accrued but unpaid interest from, and including, 15 June 2016 to, but excluding, the Redemption Date. Accordingly, the listing of the Notes on the Official List of the FCA and the admission of the Notes to trading on the Regulated Market of the London Stock Exchange plc will be cancelled on, or shortly after, 16 December 2016.

Exhibit No. 6

Publication of Base Prospectus Supplement

The following base prospectus supplement has been approved by the UK Listing Authority and is available for viewing:

Base Prospectus Supplement No. 1 dated 28 October 2016 to the Base Prospectus dated 3 August 2016 for the Barclays PLC and Barclays Bank PLC £60,000,000,000 Debt Issuance Programme.

To view the full document, please paste the following URL into the address bar of your browser

http://www.rns-pdf.londonstockexchange.com/rns/7798N_1-2016-10-28.pdf

A copy of the above document has been submitted to the National Storage Mechanism and will shortly be available for inspection at:

www.morningstar.co.uk/uk/NSM

For further information, please contact:

Barclays Treasury
1 Churchill Place
Canary Wharf
London E14 5HP

DISCLAIMER - INTENDED ADDRESSEES

IMPORTANT: You must read the following before continuing: The following applies to the Base Prospectus Supplement available by clicking on the link above, and you are therefore advised to read this carefully before reading, accessing or making any other use of the Base Prospectus Supplement. In accessing the Base Prospectus Supplement, you agree to be bound by the following terms and conditions, including any modifications to them, any time you receive any information from us as a result of such access.

THE BASE PROSPECTUS SUPPLEMENT MAY NOT BE FORWARDED OR DISTRIBUTED OTHER THAN AS PROVIDED BELOW AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. THE BASE PROSPECTUS SUPPLEMENT MAY ONLY BE DISTRIBUTED OUTSIDE THE UNITED STATES TO PERSONS THAT ARE NOT U.S. PERSONS AS DEFINED IN, AND IN RELIANCE ON, REGULATION S UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR WITHIN THE UNITED STATES TO QIBs (AS DEFINED BELOW) IN ACCORDANCE WITH RULE 144A UNDER THE SECURITIES ACT ("RULE 144A"). ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THE BASE PROSPECTUS SUPPLEMENT IN WHOLE OR IN PART IS PROHIBITED. FAILURE TO COMPLY WITH THIS NOTICE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

NOTHING IN THIS ELECTRONIC PUBLICATION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. ANY NOTES ISSUED OR TO BE ISSUED PURSUANT TO THE BASE PROSPECTUS RELATING TO THE BARCLAYS PLC AND BARCLAYS BANK PLC £60,000,000,000 DEBT ISSUANCE PROGRAMME (THE "BASE PROSPECTUS") AND THE BASE PROSPECTUS SUPPLEMENT HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION. ANY NOTES ISSUED OR TO BE ISSUED PURSUANT TO THE BASE PROSPECTUS AND THE BASE PROSPECTUS SUPPLEMENT MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) IN ACCORDANCE WITH RULE 144A UNDER THE SECURITIES ACT TO PERSONS REASONABLY BELIEVED TO BE QUALIFIED INSTITUTIONAL BUYERS (EACH A "QIB") WITHIN THE MEANING OF RULE 144A OR (2) IN AN OFFSHORE TRANSACTION TO A PERSON THAT IS NOT A U.S. PERSON IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE

SECURITIES ACT.

Please note that the information contained in the Base Prospectus Supplement may be addressed to and/or targeted at persons who are residents of particular countries (specified in the Base Prospectus) only and is not intended for use and should not be relied upon by any person outside these countries and/or to whom the offer contained in the Base Prospectus is not addressed. Prior to relying on the information contained in the Base Prospectus and the Base Prospectus Supplement you must ascertain from the Base Prospectus whether or not you are part of the intended addressees of the information contained therein.

Confirmation of your Representation: In order to be eligible to view the Base Prospectus Supplement or make an investment decision with respect to any Notes issued or to be issued pursuant to the Base Prospectus and the Base Prospectus Supplement, you must be (i) a person other than a U.S. person (within the meaning of Regulation S under the Securities Act, a "U.S. Person"); or (ii) a QIB that is acquiring the securities for its own account or for the account of another QIB. By accessing the Base Prospectus Supplement, you shall be deemed to have represented that you and any customers you represent are not a U.S. Person or that you are a QIB, and that you consent to delivery of the Base Prospectus Supplement and any amendments or supplements thereto via electronic publication.

You are reminded that the Base Prospectus Supplement has been made available to you on the basis that you are a person into whose possession the Base Prospectus Supplement may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver the Base Prospectus Supplement, electronically or otherwise, to any other person.

The Base Prospectus Supplement does not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the underwriters or any affiliate of the underwriters is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the underwriters or such affiliate on behalf of the issuers in such jurisdiction. Under no circumstances shall the Base Prospectus Supplement constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of any Notes issued or to be issued pursuant to the Base Prospectus and the Base Prospectus Supplement, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Base Prospectus Supplement has been made available to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the issuers, their advisers nor any person who controls any of them nor any director, officer, employee nor agent of it or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Base Prospectus Supplement made available to you in electronic format and the hard copy version available to you on request from the issuers.