

**Supplement Number 3 dated 29 April 2016
to the Base Prospectus dated 4 August 2015**



BARCLAYS PLC
(incorporated with limited liability in England and Wales)

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

as Issuers

£60,000,000,000
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 4 August 2015 as supplemented by the Supplements dated 30 October 2015 and 4 March 2016 (together, the "**Base Prospectus**") prepared by Barclays PLC (the "**Company**") and Barclays Bank PLC (the "**Bank**" and, together with the Company, the "**Issuers**") with respect to their £60,000,000,000 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.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), including any relevant implementing measure in the United Kingdom (the "**Prospectus Directive**") as a base prospectus supplement issued in compliance with the Prospectus Directive. With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below.

The purpose of this Supplement is to:

- (a) supplement the section entitled "*Information Incorporated by Reference*" commencing on page 21 of the Base Prospectus and incorporate by reference into the Base Prospectus:
 - (i) the unaudited Q1 2016 Results Announcement of the Company in respect of the three months ended 31 March 2016, as filed with the SEC on Form 6-K on 27 April 2016 (the "**Q1 Interim Management Statement**"); and
 - (ii) the Group Reporting Changes 2015 & 2014 Results Restatement Document of the Company, as filed with the SEC on Form 6-K on 15 April 2016, which provides details of the impact on the Group's financial reporting as a result of the business reorganisation outlined in the 2015 results announcement on 1 March 2016, and provides the restated

quarterly and full year 2015 and 2014 segmental results (the "**Restatement Document**", and together with the Q1 Interim Management Statement, the "**Documents**"); and

- (b) state in the sub-section entitled "*Significant/Material Change*" under the section entitled "*General Information*" commencing on page 107 of the Base Prospectus that there has been no significant change in the financial or trading position of the Company, the Bank, the Group or, as the case may be, the Bank Group since 31 March 2016.

The Documents have been filed with the FCA and shall be deemed to be incorporated in, and to form part of, the Base Prospectus as supplemented by this Supplement.

The Documents may be inspected during normal business hours at Barclays Treasury, 1 Churchill Place, London E14 5HP United Kingdom and at the specified office of the Principal Paying Agent, at One Canada Square, London, E14 5AL, United Kingdom during the life of the Notes issued pursuant to the Base Prospectus. In addition, the Documents have been filed with the SEC and are available in electronic form on the SEC's website at <http://www.sec.gov/cgi-bin/browse-edgar?company=barclays+plc&owner=exclude&action=getcompany>.

IMPORTANT NOTICES

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.

Any information contained in the documents specified above which is not incorporated by reference in the Base 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 Prospectus.

If documents which are incorporated by reference into 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 into this Supplement.

For as long as any of the notes issued under the Programme are admitted to trading on the Regulated Market of the London Stock Exchange plc and the rules of the FCA so require, for the life of the Base Prospectus, copies of the 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 Bank of New York Mellon, as principal paying agent, currently located at One Canada Square, London E14 5AL.

This Supplement 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>.

29 April 2016