

**Supplement Number 3 dated 19 February 2013
to the Base Prospectus dated 1 June 2012**



BARCLAYS PLC
(incorporated with limited liability in England)

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 1 June 2012 as so supplemented by Supplement Number 1 dated 14 August 2012 and Supplement Number 2 dated 7 November 2012 (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 is supplemental to, and shall be read in conjunction with, the Base Prospectus and other supplements to the Base Prospectus issued by the Issuers.

This Supplement has been approved by the United Kingdom Financial Services Authority (the "**FSA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom. 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) incorporate by reference the following documents into the Base Prospectus: (i) the unaudited Preliminary Results Announcement of the Company and the Bank as filed with the SEC on Form 6-K on Film Number 13596213 as Exhibit 99.1 on 12 February 2013 in respect of the year ended 31 December 2012 (the "**Preliminary Results Announcement**"); (ii) the capitalisation and indebtedness table of the Bank Group as at 31 December 2012 as filed with the SEC on Form 6-K on Film Number 13596213 as Exhibit 99.4 on 12 February 2013 (the "**Bank's Capitalisation and Indebtedness Table**"); and (iii) the capitalisation and indebtedness table of the Group as at

31 December 2012 as filed with the SEC on Form 6-K on Film Number 13596213 as Exhibit 99.3 on 12 February 2013 (the "**Company's Capitalisation and Indebtedness Table**"); and

- (b) supplement the Base Prospectus with information relating to: (i) board changes; and (ii) acquisitions, disposals and recent developments.

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.

Directors

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

Acquisitions, Disposals and Recent Developments

Impact of Strategic Review

On 12 February 2013, the Company 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.

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 FSA so require, for the life of the Base Prospectus, copies of the Preliminary Results Announcement, the Bank's Capitalisation and Indebtedness Table and the Company's Capitalisation and Indebtedness Table 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.

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.

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 the Supplement.

19 February 2013