

**Supplement Number 3 dated 27 October 2017
to the Base Prospectus dated 28 February 2017**



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 28 February 2017 as supplemented by the supplements dated 4 May 2017 and 31 July 2017 (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 20 of the Base Prospectus and incorporate by reference into the Base Prospectus the joint unaudited Q3 2017 Results Announcement of the Company and the Bank as filed with the SEC on Form 6-K on 26 October 2017 in respect of the nine months ended 30 September 2017 (the "**Q3 2017 Results Announcement**") and the joint announcement of the Company and the Bank in respect of an update on structural reform as filed with the SEC on Form 6-K on 26 October 2017 (the "**Structural Reform Announcement**").

The Q3 2017 Results Announcement and the Structural Reform Announcement have been filed with the FCA and shall be deemed to be incorporated in, and form part of, the Base Prospectus as supplemented by this Supplement. The Q3 2017 Results Announcement and the Structural Reform Announcement 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. They have also been filed with the SEC and are available in electronic form on SEC's website at <http://www.sec.gov/cgi-bin/browse-edgar?company=barclays+plc&owner=exclude&action=getcompany>.

- (b) supplement the section entitled "*The Issuers and the Group*" commencing on page 80 of the Base Prospectus with the following updated information:

The following sub-section shall be included:

Recent Developments

On 17 October 2017, S&P Global Ratings raised the long-term and short-term issuer credit ratings on the Bank to "A/A-1" from "A-/A-2".

- (c) supplement the sub-section entitled "*Risks Relating to the Notes – Risks related to the structure of the Notes*" under the section entitled "*Risk Factors*" commencing on page 7 of the Base Prospectus with the following updated information:

The following Risk Factor shall be included:

"Risks related Notes which are linked to "benchmarks"

The London Interbank Offered Rate ("**LIBOR**"), the Euro Interbank Offered Rate ("**EURIBOR**") and other interest rate or other types of rates and indices which are deemed to be "benchmarks" are the subject of ongoing national and international regulatory discussions which may lead to reform. For example, on 27 July 2017, the UK Financial Conduct Authority announced that it will no longer persuade or compel banks to submit rates for the calculation of the LIBOR benchmark after 2021 (the "**FCA Announcement**"). The FCA Announcement indicates that the continuation of LIBOR on the current basis cannot and will not be guaranteed after 2021. On 21 September 2017, the European Central Bank announced that it would be part of a new working group tasked with the identification and adoption of a "risk free overnight rate" which can serve as a basis for an alternative to current benchmarks used in a variety of financial instruments and contracts in the euro area. Following the implementation of any such potential reforms, the manner of administration of benchmarks may change, with the result that they may perform differently than in the past, or the benchmark could be eliminated entirely, or there could be other consequences that cannot be predicted. The elimination of the LIBOR benchmark or any other benchmark, or changes in the manner of administration of any benchmark, could result in adverse consequences to holders of any securities linked to such benchmark (including but not limited to Floating Rate Notes or Reset Notes whose interest rates are linked to LIBOR or any other such benchmark that is subject to reform). Furthermore, even prior to the implementation of any changes, uncertainty as to the nature of alternative reference rates and as to potential changes to such benchmark may adversely affect such benchmark during the term of the relevant Notes, the return on the relevant Notes and the trading market for securities based on the same benchmark. The "*Terms and Conditions of the Notes*" set out below provide for certain fallback arrangements in the event that a published benchmark, such as LIBOR, (including any page on which such benchmark may be published (or any successor service)) becomes unavailable."

- (d) supplement the sub-section entitled "*Directors*" under the section entitled "*The Issuers and the Group*" commencing on page 80 of the Base Prospectus with the following updated information:

- Sir Ian Cheshire's principal outside activities no longer include acting as Senior Independent Director of Whitbread plc.
- Sir Gerry Grimstone's principal outside activities now include acting as Chairman of TheCityUK China Market Advisory Group.
- On 1 September 2017, Matthew Lester was appointed as a Non-Executive Director of the Company and the Bank. Matthew Lester is also a Non-Executive Director of Capita plc and Man Group plc.

- (e) replace the sub-section entitled "*Legal Proceedings*" under the section entitled "*The Issuers and the Group*" on page 80 of the Base Prospectus with the following:

Legal Proceedings

For a description of the governmental, legal or arbitration proceedings that the Company, the Bank and the Group face, see (i) Note 13 (Provisions) and Note 19 (Legal, competition and regulatory matters) to the consolidated financial statements of the Company on page 70 and pages 74 to 85, respectively, of the Interim Results Announcement; and (ii) the section entitled "Group Finance Director's Review – Other Matters" on page 4 of the Q3 2017 Results Announcement.

- (f) 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 30 September 2017.

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 Q3 2017 Results Announcement and the Structural Reform Announcement 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>.

27 October 2017