

2 September 2015

REGISTRATION DOCUMENT SUPPLEMENT

SUPPLEMENT 3/2015



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

Pursuant to the Global Structured Securities Programme

This supplement dated 2 September 2015 (the "**Supplement**") is supplemental to and must be read in conjunction with the Registration Document 2/2015 dated 2 June 2015 (the "**2 June 2015 Registration Document**") of Barclays Bank PLC (the "**Bank**") in its capacity as issuer (the "**Issuer**"), Combined Supplement 1/2015 dated 29 June 2015, Supplement 2/2015 to the Registration Document dated 7 August 2015 (the 2 June 2015 Registration document, as supplemented up to the date of this Supplement, the "**Registration Document**").

This Supplement constitutes a supplement for the purposes of Directive 2003/71/EC (and amendments thereto) (the "**Prospectus Directive**") and for the purpose of Section 87G of the UK Financial Services and Markets Act 2000 ("**FSMA**").

This Supplement incorporates by reference the joint unaudited Interim Results Announcement of Barclays PLC and the Bank as filed with the United States Securities and Exchange Commission ("**SEC**") on Form 6-K on 29 July 2015 (the "**Q2 2015 Results Announcement**").

The purpose of this Supplement is to update certain sections of the Registration Document as a result of the release of the Q2 2015 Results Announcement.

Updates to Risk Factors

The second paragraph in Paragraph (v) (*Legal, competition and regulatory matters*) under the sub-section entitled "Operational risk" shall be updated as follows:

'Details of material legal, competition, and regulatory matters to which the Group is currently exposed are set out in Note 17 (*Legal, competition and regulatory matters*) to the financial statements of Barclays PLC contained in the Q2 2015 Results Announcement. In addition to those material ongoing matters, the Group is engaged in numerous other legal proceedings in various jurisdictions which arise in the ordinary course of business, as well as being subject to requests for information, investigations and other reviews by regulators and other authorities in connection with business activities in which the Group is or has been engaged. In light of the uncertainties involved in legal, competition and regulatory matters, there can be no

assurance that the outcome of a particular matter or matters will not be material to the Group's results of operations or cash flow for a particular period, depending on, among other things, the amount of the loss resulting from the matter(s) and the amount of income otherwise reported for the period.'

Updates to Information Incorporated by Reference

(i) The following shall be included in the list of documents incorporated by reference:

'the joint unaudited Interim Results Announcement of Barclays PLC and the Bank as filed with the SEC on Form 6-K on 29 July 2015 in respect of the six months ended 30 June 2015 (the "Q2 2015 Results Announcement").'

(i) Additionally, the following sections set out in the cross reference table below with regard to the Q2 2015 Results Announcement shall be incorporated by reference into the Registration Document. For the avoidance of doubt, information in the Q2 2015 which is not set out below is not incorporated by reference into the Registration Document.

'Q2 2015 Results Announcement Cross Reference List

Exhibit 99.1 – Results of Barclays PLC Group as of, and for the six months ended, 30 June 2015	Pages 2 to 114 of Exhibit 99.1
Performance Highlights	Pages 2 to 4
Group Finance Director's Review	Pages 6 to 8
Quarterly Results Summary	Pages 21 to 23
Quarterly Core Results by Business	Pages 24 to 28
Performance Management	Pages 29 to 31
Returns and equity by business	Pages 29 to 30
Margins and balances	Page 31
Financial Statement Notes	Pages 55 to 88
Shareholder Information	Pages 89 to 90
Glossary	Pages 91 to 114
Exhibit 99.2 – Unaudited consolidated summary financial statements of Barclays Bank PLC as of, and for the six months ended, 30 June 2015	Pages 1 to 9 of Exhibit 99.2
Condensed Consolidated Income Statement (Unaudited)	Page 2
Condensed Consolidated Statement of Comprehensive Income (Unaudited)	Page 3
Condensed Consolidated Balance Sheet (Unaudited)	Page 4
Condensed Consolidated Statement of Changes in Equity (Unaudited)	Page 5
Condensed Consolidated Cash Flow Statement (Unaudited)	Page 6

Exhibit 99.4 – A table setting out the issued share capital of Barclays Bank PLC and its consolidated total shareholders' equity, indebtedness and contingent liabilities as at 30 June 2015

Page 1 of Exhibit
99.4'

The information incorporated by reference, either expressly or implicitly, into the Q2 2015 Results Announcement do not form part of this Supplement and/or the Registration Document.

Information in the Q2 2015 Results Announcement which is not incorporated by reference into the Registration Document is either not relevant for the investor or is covered elsewhere in the Registration Document.

The Q2 2015 Results Announcement may be inspected, free of charge at the registered office of the Issuer; or at <http://www.home.barclays/barclays-investor-relations/results-and-reports/results.html>.

Updates to Forward-Looking Statements

The section entitled "Forward-Looking Statements" shall be updated as follows:

'This Registration Document and certain documents incorporated by reference herein contain certain forward-looking statements within the meaning of Section 21E of the US Securities Exchange Act of 1934, as amended, and Section 27A of the US Securities Act of 1933, as amended, with respect to the Group. The Bank cautions readers that no forward-looking statement is a guarantee of future performance and that actual results or other financial condition or performance measures could differ materially from those contained in the forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as 'may', 'will', 'seek', 'continue', 'aim', 'anticipate', 'target', 'projected', 'expect', 'estimate', 'intend', 'plan', 'goal', 'believe', 'achieve' or other words of similar meaning. Examples of forward-looking statements include, among others, statements regarding the Group's future financial position, income growth, assets, impairment charges and provisions, business strategy, capital, leverage and other regulatory ratios, payment of dividends (including dividend pay-out ratios), projected levels of growth in the banking and financial markets, projected costs or savings, original and revised commitments and targets in connection with the Transform Programme and Group Strategy Update, run-down of assets and businesses within Barclays Non-Core, estimates of capital expenditures and plans and objectives for future operations, projected employee numbers and other statements that are not historical fact.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. These may be affected by changes in legislation, the development of standards and interpretations under IFRS, evolving practices with regard to the interpretation and application of accounting and regulatory standards, the outcome of current and future legal proceedings and regulatory investigations, future levels of conduct provisions, the policies and actions of governmental and regulatory authorities, geopolitical risks and the impact of

competition. In addition, factors including (but not limited to) the following may have an effect: capital, leverage and other regulatory rules (including with regard to the future structure of the Group) applicable to past, current and future periods; UK, United States, Africa, Eurozone and global macroeconomic and business conditions; the effects of continued volatility in credit markets; market related risks such as changes in interest rates and foreign exchange rates; effects of changes in valuation of credit market exposures; changes in valuation of issued securities; volatility in capital markets; changes in credit ratings of any entities within the Group or any securities issued by such entities; the potential for one or more countries exiting the Eurozone; the implementation of the Transform Programme; and the success of future acquisitions, disposals and other strategic transactions. A number of these influences and factors are beyond the Group's control. As a result, the Group's actual future results, dividend payments, and capital and leverage ratios may differ materially from the plans, goals, and expectations set forth in the Group's forward-looking statements. Additional risks and factors which may impact the Group's future financial condition and performance are identified in the Group's filings with the US Securities and Exchange Commission (the SEC) (including in the Joint Annual Report (as defined in the Information Incorporated by Reference section above)) which are available on the SEC's website at <http://www.sec.gov>.

Subject to our obligations under the applicable laws and regulations of the United Kingdom and the United States in relation to disclosure and ongoing information, we undertake no obligation to update publicly or revise any forward looking statements, whether as a result of new information, future events or otherwise.'

Updates to the Issuer and the Group

- (i) The financial information in the fourth paragraph of the section entitled "the Issuer and the Group" shall be updated as follows:

'Based on the Bank Group's audited financial information for the year ended 31 December 2014, the Bank Group had total assets of £1,358,693m (2013: £1,344,201m), total net loans and advances of £470,424m (2013: £474,059m), total deposits of £486,258m (2013: £ 487,647m), and total shareholders' equity of £66,045m (2013: £63,220m) (including non-controlling interests of £2,251m (2013: £2,211m)). The profit before tax from continuing operations of the Bank Group for the year ended 31 December 2014 was £2,309m (2013: £2,885m) after credit impairment charges and other provisions of £2,168m (2013: £3,071m). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Bank for the year ended 31 December 2014.

Based on the Bank Group's unaudited financial information for the six months ended 30 June 2015, the Bank Group had total assets of £1,197,555m (30 June 2014: £1,315,492m), total net loans and advances of £475,826m (30 June 2014: £486,385m), total deposits of £494,423m (30 June 2014: £505,873m), and total shareholders' equity of £65,710m (30 June 2014: £65,119m) (including non-controlling interests of £2,153m (30 June 2014: £2,130m)). The profit before tax from continuing operations of the Bank Group for the six months ended 30 June 2015 was £3,147m (30 June 2014: £2,504m) after credit impairment charges and other provisions of £973m (30 June 2014: £1,086m). The financial information in this

paragraph is extracted from the unaudited consolidated financial statements of the Bank for the six months ended 30 June 2015.'

(ii) The sub-section entitled "Legal, Competition and Regulatory Matters" and the subsequent disclosures are updated as follows:

'For a description of the governmental, legal or arbitration proceedings that the Bank and the Group face, see Note 11 (*Provisions*) and Note 17 (*Legal, competition and regulatory matters*) to the financial statements of Barclays PLC on pages 68 to 69 and pages 71 to 85, respectively, of the Q2 2015 Results Announcement.'

Terms defined in the Registration Document shall, unless the context otherwise requires, have the same meanings when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with the Registration Document and any other supplements to the Registration Document. To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in, or incorporated by reference in the Registration Document, the statements in (a) above shall prevail.

Investors should be aware of their rights under Section 87Q(4) to (6) of the Financial Services and Markets Act 2000. Investors who have agreed to purchase or subscribe for Securities before this Supplement was published have the right, exercisable within two working days after the date on which this Supplement is published, to withdraw their acceptances. Such right shall expire on 6 September 2015. Investors should contact the distributor from which they agreed to purchase or subscribe the Securities in order to exercise their withdrawal rights.

References to the Registration Document shall hereafter mean, respectively, the Registration Document as supplemented by this Supplement. The Issuer has taken all reasonable care to ensure that the information contained in the Registration Document, as supplemented by this Supplement, is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly. Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Registration Document which is capable of affecting the assessment of the securities issued pursuant to the Registration Document has arisen or been noted, as the case may be, since the publication of the Registration Document (as supplemented at the date hereof) issued by the Issuer.

This Supplement has been approved by the United Kingdom Financial Conduct Authority, which is the United Kingdom competent authority for the purposes of the Prospectus Directive and the relevant implementing measures in the United Kingdom, as a supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of securities under the Programme.



The date of this Supplement is 2 September 2015