

23 December 2016

SUPPLEMENT TO THE OFFERING CIRCULAR DATED 24 JUNE 2016

SUPPLEMENT 3/2016



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

Pursuant to the Global Structured Securities Programme

This supplement dated 23 December 2016 (the "**Supplemental Offering Circular**") is supplemental to and must be read in conjunction with, the offering circular dated 24 June 2016 as supplemented by (a) Supplement 1/2016 dated 16 August 2016 and (b) Supplement 2/2016 dated 25 November 2016 (the "**Offering Circular**"), as prepared by Barclays Bank PLC in its capacity as issuer (the "**Issuer**") under its Global Structured Securities Programme (the "**Programme**").

THIS SUPPLEMENTAL OFFERING CIRCULAR HAS NOT BEEN SUBMITTED TO, REVIEWED BY OR APPROVED BY THE UNITED KINGDOM FINANCIAL CONDUCT AUTHORITY IN ITS CAPACITY AS COMPETENT AUTHORITY UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (THE "FSMA") OR ANY OTHER REGULATORY AUTHORITY IN ITS CAPACITY AS COMPETENT AUTHORITY IN THE EU OR THE LONDON STOCK EXCHANGE PLC OR ANY OTHER STOCK EXCHANGE WHICH CONSTITUTES A REGULATED MARKET FOR THE PURPOSES OF DIRECTIVE 2004/39/EC.

THIS MEANS THAT THIS SUPPLEMENTAL OFFERING CIRCULAR DOES NOT COMPRISE (I) A BASE PROSPECTUS FOR THE PURPOSES OF ARTICLE 5.4 OF DIRECTIVE 2003/71/EC, AS AMENDED (THE "PROSPECTUS DIRECTIVE") OR ANY UK OR OTHER IMPLEMENTING LEGISLATION RELATED TO THE PROSPECTUS DIRECTIVE, OR (II) LISTING PARTICULARS FOR THE PURPOSES OF SECTION 79 OF THE FSMA OR ANY OTHER RULES OR REGULATIONS RELATED TO A LISTING ON ANY REGULATED MARKET.

For the purposes of the Euro MTF Market of the Luxembourg Stock Exchange only

This Supplemental Offering Circular has been approved by the Luxembourg Stock Exchange in its capacity as competent authority under Part IV of the Prospectus Act 2005.

For the purposes of the Global Exchange Market of the Irish Stock Exchange only

This Supplemental Offering Circular has been approved by the Irish Stock Exchange as "Supplementary Listing Particulars" for the purposes of the Rules of the Global Exchange Market.

The Offering Circular incorporates by reference certain information from the registration document of the Issuer dated 1 June 2016 prepared in accordance with Article 5 of the Prospectus Directive and approved by the United Kingdom Financial Conduct Authority ("**FCA**") (together with any supplements) and any document or information it incorporates by reference (the "**Registration Document**").

The purpose of this Supplemental Offering Circular is to:

- (i). update the "Information Incorporated by Reference" section of the Offering Circular by incorporating by reference Supplement 3/2016 to the Registration Document approved by the FCA on 20 December 2016; and

- (ii). update the "Important Information" and "Risk Factors" sections of the Offering Circular with information relating to the credit rating upgrade of the Issuer's long-term debt obligations by Moody's Investors Service Ltd. and to amend Risk Factor 3.

A) INFORMATION INCORPORATED BY REFERENCE

The "Information Incorporated by Reference" section on page 92 of the Offering Circular is supplemented by:

- i) adding Supplement 3/2016 to the Registration Document approved by the FCA on 20 December 2016 ("**Supplement 3/2016 to the Registration Document**") to the list of documents incorporated by reference;
- ii) adding the following page references in respect of the Supplement 3/2016 to the Registration Document to the cross-reference lists:

From the Supplement 3/2016 to the Registration Document

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B) IMPORTANT INFORMATION

In respect of the section entitled "Important Information", the second paragraph under the heading "Ratings" on page 5 of the Offering Circular shall be amended by deleting the reference to "A2" and replacing it with "A1" such that the entire second paragraph shall read:

"As of the date of this Offering Circular, the short-term unsecured obligations of the Issuer are rated A-2 by Standard & Poor's, P-1 by Moody's and F1 by Fitch and the long-term obligations of the Issuer are rated A- by Standard & Poor's, A1 by Moody's and A by Fitch."

C) RISK FACTORS

In respect of Risk Factor 3 (*Regulatory action in the event a bank in the Group (such as the Issuer) is failing or likely to fail could materially adversely affect the value of the Securities*) in the section entitled "Risk Factors":

- (i). the fourth paragraph of Risk Factor 3 on page 26 of the Offering Circular shall be amended by deleting the words "*that meet the definition of a "banking group company"*" therein such that the amended paragraph shall read:

"Under the Banking Act, substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the PRA, the FCA and HM Treasury, as appropriate as part of a special resolution regime (the "**SRR**"). These powers enable the relevant UK resolution authority to implement resolution measures with respect to a UK bank (such as the Issuer) or investment firm and certain of its Affiliates (currently including the Issuer) (each a relevant entity) in circumstances in which the relevant UK resolution authority is satisfied that the resolution conditions are met. Such conditions include that a UK bank or investment firm is failing or are likely to fail to satisfy the FSMA threshold conditions for authorisation to carry on certain regulated activities (within the meaning of section 55B FSMA) or, in the case of a UK banking group company that is an EEA or third country institution or investment firm, that the relevant EEA or third country relevant authority is satisfied that the resolution conditions are met in respect of such entity."; and

- (ii). the third paragraph on page 28 of the Offering Circular shall be deleted in its entirety and replaced with the following:

"As part of the reforms required by the BRRD, amendments have been made to relevant legislation in the UK (including the UK Insolvency Act 1986) to establish in the insolvency hierarchy a statutory preference (i) firstly, for deposits that are insured under the Financial Services Compensation Scheme (insured deposits) to rank with existing preferred claims as 'ordinary' preferred claims and (ii) secondly, for all other deposits of individuals and micro, small and medium sized enterprises held in EEA or non-EEA branches of an EEA bank (other preferred deposits), to rank as 'secondary' preferred claims only after the 'ordinary' preferred claims. In addition, the EU Deposit Guarantee Scheme Directive, which was implemented into national law in July 2015, increased the nature and quantum of insured deposits to include a wide range of deposits, including corporate deposits (unless the depositor is a public sector body or financial institution) and some temporary high value deposits. The effect of these changes is to increase the size of the class of preferred creditors. All such preferred deposits will rank in the insolvency hierarchy ahead of all other unsecured senior creditors of the Issuer, including the holders of the Securities. Furthermore, insured deposits are excluded from the scope of the bail-in tool. As a result, if the UK bail-in tool were exercised by the relevant UK resolution authority, the Securities would be more likely to be bailed-in than certain other unsubordinated liabilities of the Issuer such as other preferred deposits."

To the extent that there is any inconsistency between (a) any statement in this Supplemental Offering Circular and (b) any other statement in, or incorporated by reference into the Offering Circular, the statements in (a) above shall prevail.

Investors who have not previously reviewed the information contained in the documents incorporated by reference above should do so in connection with their evaluation of the Securities.

References to the Offering Circular shall hereafter mean the Offering Circular as supplemented by this Supplemental Offering Circular. The Issuer has taken all reasonable care to ensure that the information contained in the Offering Circular, as supplemented by this Supplemental Offering Circular, 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.



The date of this Supplemental Offering Circular is 23 December 2016.