

**Supplement Number 3 dated 7 November 2014
To the Base Prospectus dated 29 April 2014**



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

\$10,000,000,000
GLOBAL COLLATERALISED MEDIUM TERM NOTES
supported by a limited recourse undertaking by Barclays CCP Funding LLP

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 29 April 2014 (the "**Base Prospectus**") prepared by Barclays Bank PLC (the "**Bank**" or the "**Issuer**") with respect to its \$10,000,000,000 Global Collateralised Medium Term Note Series (the "**Global Collateralised Medium Term Note Series**") as amended and supplemented by the base prospectus supplements dated 3 July 2014 (the "**First Supplement**") and 19 September 2014 (the "**Second Supplement**"). The Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under Directive 2003/71/EC (the "**Prospectus Directive**"). The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. This Supplement constitutes a base prospectus supplement for the purposes of the Prospectus Directive.

Terms defined in the Base Prospectus have the same meanings when used in this Supplement.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Barclays CCP Funding LLP (the "**LLP**") accepts responsibility for the information contained in this Supplement relating to it and the LLP Undertakings. To the best of the knowledge of the LLP (having taken all reasonable care to ensure that such is the case), such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus as amended and supplemented by the First Supplement and the Second Supplement. To the extent that there is any inconsistency between any statement in this Supplement or any statement incorporated by reference into the Base Prospectus, the First Supplement or the Second Supplement, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, the First Supplement and the Second Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

This Supplement has been filed with and approved by the Central Bank as required by the Irish Prospectus (Directive 2003/71/EC) Regulations 2005.

Amendments to "Risk Factors"

The text of the second paragraph of the section entitled "Risks relating to the Bank and the Group – Conduct Risk – Detriment may be caused to the Group's customers, clients, counterparties or the Group and its employees because of inappropriate judgement in the execution of the Group's business activities" on page 29 of the Base Prospectus shall be amended by the deletion of the existing second paragraph in its entirety and its replacement with the following wording:

"There are a number of areas where the Group has sustained financial and reputational damage due to conduct related matters, and where the consequences are likely to endure. These include matters relating to London interbank offered rates (LIBOR), interest rate hedging products and Payment Protection Insurance (PPI). Provisions totalling £650m were raised in respect of interest rate hedging products in 2013, bringing the cumulative provisions as at 31 December 2013 to £1.5bn. Provisions of £1.35bn were raised against PPI in 2013 and further provisions of £900mn and £170mn were recognised in June 2014 and September 2014, respectively, bringing cumulative provisions to £5.02bn. To the extent that future experience is not in line with management's current estimates, additional provisions may be required and further reputational damage may be incurred."

Amendments to "Forward-Looking Statements"

The section entitled "Forward-Looking Statements" on page 49 of the Base Prospectus shall be amended by:

- the deletion of the first sentence in the first paragraph of that section in its entirety and its replacement with the following wording:

"This Base Prospectus 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 certain of the Group's plans and its current goals and expectations relating to its future financial condition and performance."

- the insertion of the words ", projected employee numbers" following the words "objectives for future operations" and before the words "and other statements that are not historical fact" in the last sentence of the first paragraph of that section.
- the insertion of the words "the impact of EU and US sanctions in Russia;" following the words "one or more countries exiting the Eurozone;" and before the words "the implementation of the Transform Programme;" in the third sentence of the second paragraph of that section.

Amendments to "Information Incorporated by Reference"

The section entitled "Information Incorporated by Reference" on page 50 through page 51 of the Base Prospectus shall be amended by:

- the deletion of the wording at the third bullet of that section in its entirety and its replacement with the following wording:

"the unaudited Interim Management Statement of Barclays PLC as filed with the SEC on Form 6-K on Film Number 141181908 on 30 October 2014 in respect of the nine months ended 30 September 2014 (the **"Q3 Interim Management Statement"**) (available at <http://www.barclays.com/content/dam/barclayspublic/docs/InvestorRelations/ResultAnnouncements/2014Q3IMS/BarclayplcQ32014IMS.pdf>);"

Amendments to "Information relating to the Issuer"

The text of the section entitled "Acquisitions, Disposals and Recent Developments - Sale of Spanish Businesses to CaixaBank" on page 52 through page 53 of the Base Prospectus shall be amended by the deletion of the existing section in its entirety and its replacement with the following wording:

"Sale of Spanish Businesses to CaixaBank"

On 31 August 2014 the Bank announced it had agreed to sell its Retail Banking, Wealth and Investment Management and Corporate Banking businesses in Spain to CaixaBank S.A. ("**CaixaBank**"). Under the terms agreed CaixaBank will acquire Barclays Bank SAU and certain subsidiaries, which represent total assets of €22.2bn and liabilities of €20.5bn as at 30 June 2014, for a consideration of €800m (approximately £630m), payable in cash upon completion and subject to adjustment based on the statutory Net Asset Value as at 31 December 2014. The financial impacts of this transaction on the Group are dependent, amongst other things, on the profitability of the businesses and foreign exchange movements up to completion. A loss after tax on the transaction of £364mn was reported as at 30 September 2014 and a further loss of approximately £0.1bn is estimated on completion. Completion of the sale is subject to, amongst other things, regulatory approvals."

The text of the section entitled "Directors" on page 65 through page 66 of the Base Prospectus shall be amended by:

- the insertion of the following text as a footnote next to the name "Sir David Walker":

"John McFarlane has been appointed as a non-executive Director of the Bank and Barclays PLC with effect from 1 January 2015 and will succeed Sir David Walker as Chairman of the Bank and Barclays PLC with effect from the conclusion of the Barclays PLC AGM in 2015. Sir David Walker will step down as Director and Chairman of the Bank and Barclays PLC with effect from the conclusion of the Barclays PLC AGM in 2015. John McFarlane is currently Chairman of Aviva plc, having joined the Aviva Board in September 2011 and becoming Chairman in July 2012. He is also Chairman of FirstGroup plc and he will be stepping down from both positions at the conclusion of their AGMs in April and July 2015, respectively. The appointment has been approved by the Prudential Regulation Authority and the Financial Conduct Authority. Mr McFarlane will remain a non-executive Director of Westfield Holdings Ltd and Old Oak Holdings Ltd."

The text of the section entitled "Significant Change Statement" on page 66 of the Base Prospectus shall be amended by the deletion of "30 June 2014" and its replacement with "30 September 2014".

The text of the section entitled "Legal Proceedings" on page 66 of the Base Prospectus shall be amended by the insertion of the words "and the Q3 Interim Management Statement" after the words "(other than under the heading "General")" and before the words "no member of the Group".